

**Annexure**  
**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

|   |   |  |  |
|---|---|--|--|
| Name of the Target Company (TC)   | Thomas Cook (India) Limited ("TCIL")  |  |  |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | Acquirer/ Purchaser: Fairbridge Capital (Mauritius) Limited ("FCML")<br><br>Seller/ PAC: H Investments Limited ("HIL")  |  |  |
| Whether the acquirer belongs to Promoter/Promoter group                       | Yes, FCML (the purchaser) is a promoter of TCIL.<br><br>FCML and HIL belong to the Fairfax group of companies and FCML and HIL are ultimately wholly owned and controlled by Fairfax Financial Holdings Limited ("FFHL"). |  |  |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed            | BSE Limited<br>National Stock Exchange of India Limited   |  |  |
| Details of the acquisition / disposal as follows                              | Number  | % w.r.t. total share/voting capital wherever applicable(*) | % w.r.t. total diluted share/voting capital of the TC (**) |

| Before the acquisition under consideration, holding of (Acquirer and PAC):  | Combined shareholding of Acquirer and PACs in the TC.  |  |   |
|---|--|--|---|
| a) Shares carrying voting rights  | <u>HIL:</u><br>8,11,70,247<br>equity shares  | <u>HIL:</u> 29.76%   | <u>HIL:</u> 25.61% of the total diluted share capital of the TC as of 14 August 2015  |
|   | <u>FCML:</u><br>12,27,53,478<br>equity shares  | <u>FCML:</u> 45.01% of the total paid up equity share capital of the TC as of 14 August 2015                           | <u>FCML:</u> 38.73% of the total diluted share capital of the TC as of 14 August 2015   |
| b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)   | -  | -  | -   |
| c) Voting rights (VR) otherwise than by shares  | -  | -  | -   |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) | <u>FCML:</u><br>4,423,000<br>compulsorily convertible preference shares##  | -  | <u>FCML:</u> 13.95% of the total diluted share capital of the TC  |
| e) Total (a+b+c+d)  | <u>HIL:</u><br>8,11,70,247<br>equity shares<br><br><u>FCML:</u><br>12,27,53,478<br>equity shares<br>and<br>4,423,000<br>compulsory preference shares | <u>HIL:</u> 29.76%<br><br><u>FCML:</u> 45.01% of the total paid up equity share capital of the TC as of 14 August 2015 | <u>HIL:</u> 25.61% of the total diluted share capital of the TC<br><br><u>FCML:</u> 52.68% of the total diluted share capital of the TC as of 14 August 2015### |
|   |  |  |   |

|  |   |  |   |
|--|---|--|---|
| <p><b>Details of sale</b></p> <p>f) Shares carrying voting rights sold</p> <p>g) VRs sold otherwise than by shares</p> <p>h) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) sold</p> <p>i) Shares encumbered / invoked/released by the acquirer</p> <p>j) Total (a+b+c+/-d)</p> | <p>8,11,70,247 equity shares</p> <p>-</p> <p>-</p> <p>-</p> <p>8,11,70,247 equity shares</p>  | <p>29.76% of the total paid up equity share capital of the TC as of 14 August 2015</p> <p>-</p> <p>-</p> <p>-</p> <p>29.76% of the total paid up equity share capital of the TC as of 14 August 2015</p> | <p>25.61% of the total diluted share capital of the TC as of 14 August 2015</p> <p>-</p> <p>-</p> <p>-</p> <p>25.61% of the total diluted share capital of the TC as of 14 August 2015</p>  |
| <p><b>After the sale, holding of:</b></p> <p>a) Shares carrying voting rights</p> <p>b) Shares encumbered with the acquirer</p> <p>c) VRs otherwise than by shares</p> <p>d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after</p>   | <p>Combined shareholding of Acquirer and PACs in the TC.<sup>#</sup></p> <p><u>HIL</u>: NIL</p> <p><u>FCML</u>: 20,39,23,725 equity shares</p> <p>-</p> <p>-</p> <p><u>FCML</u>: 4,423,000 compulsorily convertible preference shares##</p> | <p><u>HIL</u>: NIL</p> <p><u>FCML</u>: 74.77% of the total paid up equity share capital of the TC as of 14 August 2015</p> <p>-</p> <p>-</p> <p>-</p>  | <p><u>HIL</u>: NIL</p> <p><u>FCML</u>: 64.34% of the total diluted share capital of the TC as of 14 August 2015</p> <p><u>FCML</u>: The CCPS shall upon conversion represent 13.95% of the total diluted share capital of the TC.</p> <p><u>FCML</u>: 13.95% of the total diluted share capital of the TC</p> |



|  |   |   |  |
|--|---|---|--|
| acquisition  |   |   | <u>HIL</u> : NIL   |
| e) Total (a+b+c+d)   | <u>HIL</u> : NIL<br><br><u>FCML</u> : 20,39,23,725 equity Shares and 4,423,000 compulsory preference shares | <u>HIL</u> : NIL<br><br><u>FCML</u> : 74.77% of the total paid up equity share capital of the TC as of 14 August 2015 | <u>FCML</u> : 64.34% of the total diluted share capital of the TC as of 14 August 2015.<br><br><u>FCML</u> : The CCPS shall upon conversion represent 13.95% of the total diluted share capital of the TC. |
| Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc). | Off-market sale to FCML from HIL, pursuant to Regulation 10   |   |  |
| Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable                 | August 14, 2015   |   |  |
| Equity share capital / total voting capital of the TC before the said acquisition / sale   | 272,730,827 equity shares having a face value of Re. 1 each and   |   |  |
| Equity share capital/ total voting capital of the TC after the said acquisition / sale   | 272,730,827 equity shares having a face value of Re. 1 each   |   |  |
| Total diluted share/voting capital of the TC after the said acquisition  | 316,960,827 equity shares having a face value of Re. 1 each   |   |  |

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

# Please note that pursuant to the acquisition by FCML from HIL, HIL has ceased to hold any shares in TCIL.

### FCML also holds 4,423,000 compulsorily convertible preference shares (“CCPS”) in TCIL, acquired by FCML by way of a preferential allotment and the said CCPS do not carry any voting rights. Further, pursuant to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, the said CCPS will convert no later than 18 months from the date of allotment whereby each CCPS shall convert into 10 equity shares of TCIL. However, the said CCPS shall be converted into equity shares of TCIL in accordance with the provisions of applicable law, including minimum public shareholding requirements. Further, FCML has undertaken that it would not breach the threshold of 75% equity share capital in TCIL as prescribed under clause 40A of the listing agreement upon the conversion of the CCPS due to the following:

(a) Pursuant to a proposed scheme of arrangement and amalgamation between TCIL, Thomas Cook Insurance Services (India) Limited (a wholly owned subsidiary of TCIL) and Sterling Holiday Resorts (India) Limited (“Sterling”), TCIL would be allotting

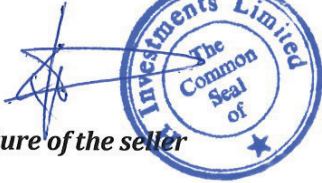
its equity shares to the shareholders of Sterling thereby diluting FCML's shareholding in TCIL to an extent that sufficient headroom would be created for conversion of the CCPS such that FCML continues to hold equal to or less than 75% in TCIL; or

(b) If the composite scheme is not effective by the last due date for conversion of the CCPS, then the promoter would undertake other measures such as dilution to its existing equity shares, allotting equity shares to non-promoters etc. to ensure that its holding in TCIL does not exceed 75% of the share capital of TCIL on conversion of such CCPS.

### Further, FCML holds 4,423,00 compulsorily convertible preference shares in TCIL, which shall, upon conversion represent 13.95% of the total diluted share capital of TCIL.

For and behalf of

**H INVESTMENTS LIMITED**



*Signature of the seller*

Place: Mauritius

Date: August 17, 2015

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