

CLAUSE 35 OF EQUITY LISTING AGREEMENT
Cl-35 report: (I) (a) Statement showing Shareholding Pattern
THOMAS COOK (INDIA) LIMITED
Scrip Code : 500413
Scrip Symbol : THOMASCOOK
Class of security: Equity
Quarter End : 30-JUNE-2015

Partly paid-up shares:-			No. of partly paid-up shares	As a % of total no. of partly paid-up shares		As a % of total no. of shares of the company		
Held by Promoter / Promoters Group			0	0		0		
Held by public			0	0		0		
Total			0	0		0		
Outstanding convertible securities:-			No. of outstanding securities	As a % of total No. of outstanding convertible securities		As a % of total no. of shares of the company, assuming full conversion of the convertible securities		
Held by Promoter / Promoters Group								
4423000 ' 0.001% Non Cumulative fully Convertible Preference Shares of Rs. 10/-			44230000	100.00		13.95		
Held by public :			0					
Total			44230000	100.00		13.95		
Warrants:-			No. of warrants	As a % of total no. of warrants		As a % of total no. of shares of the company, assuming full conversion of warrants		
Held by Promoter / Promoters Group			0	0		0		
Held by public			0	0		0		
Total			0	0		0		
Total paid-up capital of the company assuming full conversion of warrants and convertible securities *			316,960,827					
Category code (I)	Category of Shareholder (II)	Number of shareholders (III)	Total number of shares (IV)	Number of shares held in dematerialised form (V)	Total Shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B) (VI)	As a percentage of (A+B+C) (VII)	Number of shares (VIII)	As a Percentage(IX)=(VIII) / (IV)*100
(A)	Shareholding of Promoter and Promoter Group							
(1)	Indian							
(a)	Individuals / Hindu Undivided Family	0	0	0	0.00	0.00	0	0.00
(b)	Central Government / State Governments(s)	0	0	0	0.00	0.00	0	0.00
(c)	Bodies Corporate	0	0	0	0.00	0.00	0	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0.00	0	0.00
(e)	Any other (specify)							
	Sub-Total (A) (1)							
(2)	Foreign							
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)	0	0	0	0.00	0.00	0	0.00
(b)	Bodies Corporate	4	203,923,725	203,923,725	74.77	74.77	0	0.00
(c)	Institutions	0	0	0	0.00	0.00	0	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0.00	0	0.00
(e)	Any Other (specify)	0	0	0	0.00	0.00	0	0.00
	Sub-Total (A) (2)	4	203,923,725	203,923,725	74.77	74.77	0	0
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	4	203,923,725	203,923,725	74.77	74.77	0	0
(B)	Public Shareholding							
(1)	Institutions						N.A.	N.A.
(a)	Mutual Funds / UTI	18	6,356,847	6,355,767	2.33	2.33		
(b)	Financial Institutions / Banks	8	31,559	27,099	0.01	0.01		
(c)	Central Government / State Governments(s)	0	0	0	0.00	0.00		
(d)	Venture Capital Funds	0	0	0	0.00	0.00		
(e)	Insurance Companies	1	6,333,494	6,333,494	2.32	2.32		
(f)	Foreign Institutional Investors	40	24,850,215	24,846,635	9.11	9.11		
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00		
(h)	Qualified Foreign Investor	0	0	0	0.00	0.00		
(i)	Any Other (Specify)							
(i-i)	Foreign Portfolio Investors (Corp)	8	2,287,721	2,287,721	0.84	0.84		
	Sub-Total (B) (1)	75	39,859,836	39,850,716	14.62	14.62		
(2)	Non-Institutions							
(a)	Bodies Corporate	709	5,284,705	5,273,025	1.94	1.94		
(b)	Individuals							
(i)	Individual Shareholders holding nominal Share Capital upto Rs.1 Lakh	29,062	21,958,282	19,841,353	8.05	8.05		
(ii)	Individual Shareholders holding nominal Share Capital in excess of Rs.1 Lakh	8	1,596,679	1,596,679	0.59	0.59		
(c)	Qualified Foreign Investor	0	0	0	0.00	0.00		
(d)	Any Other (Specify)							
(i)	Trust	4	7,600	7,600	0.00	0.00		
(ii)	Directors & their relatives	1	100,000	100,000	0.04	0.04		
	Sub-total (B) (2)	29,784	28,947,266	26,818,657	10.61	10.61		
	Total Public Shareholding (B) = (B)(1)+(B)(2)	29,859	68,807,102	66,669,373	25.23	25.23		
	TOTAL (A)+(B)	29,863	272,730,827	270,593,098	100.00	100.00		
(C)	Shares held by Custodians against which DRs are issued (GDR)							
(1)	Promoter and Promoter Group	0	0	0	0.00	0.00		
(2)	Public	0	0	0	0.00	0.00		
	GRAND TOTAL (A)+(B)+(C)	29,863	272,730,827	270,593,098	100.00	100.00	0	0.00

* 316960827 = 272730827 equity shares of Re. 1/- each + 4423000 0.001% Non Cumulative fully Convertible Preference Shares of Rs. 10/- each convertible into 44230000 equity shares of Re. 1/- each; Outstanding Convertible Securities do not include any stock options issued by the Company, whether vested or otherwise.

Note:

The grand total number of 272730827 equity shares of Re. 1/- each includes 18270000 equity shares of Re. 1/- each allotted to Fairbridge Capital (Mauritius) Limited, Promoter, on conversion of 1827000 0.001% Non Cumulative fully Convertible Preference Shares of Rs. 10/- each, which are yet to be credited into demat account of allottee and are yet to be listed on the Stock Exchanges. However the grand total number of 272730827 equity shares of Re. 1/- each does not include 92503 equity shares of Re. 1/- each which were allotted by the Board of Directors of the Company during the quarter upon exercise by the allottees under the Thomas Cook ESOP Scheme 2007, these shares are pending credit into demat accounts of allottees and are yet to be listed on Stock Exchanges.



CLAUSE 35 OF EQUITY LISTING AGREEMENT

THOMAS COOK (INDIA) LIMITED

(I) (b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"

Scrip Code : 500413 Scrip Symbol : THOMASCOOK Class of security: Equity

Quarter End : 30-JUNE-2015

Sr. No. (i)	Name of the Shareholder (ii)	Details of Shares Held		Encumbered Shares			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		Number of Shares held (iii)	As a % of grand total (A)+(B)+(C) (iv)	No. (V)	As a percentage (VI)=(V)/(iii)* 100	As a % of grand total (A)+(B)+(C) of sub-clause (i)(a) (VII)	Number of warrants held (VIII)	As a % total number of warrants of the same class (IX)	Number of convertible securities held (X)	As a % total number of convertible securities of the same class (XI)	
1	Fairbridge Capital Mauritius Ltd	22182276	8.13	0	0.00	0.00	0	0.00	44230000	100.00	20.95
2	Fairbridge Capital Mauritius Ltd	82301202	30.18	0	0.00	0.00	0	0.00	0	0.00	25.97
3	Fairbridge Capital Mauritius Ltd	18270000	6.70	0	0.00	0.00	0	0.00	0	0.00	5.76
4	H Investments Limited	81170247	29.76	0	0.00	0.00	0	0.00	0	0.00	25.61
	TOTAL	203923725	74.77	0	0.00	0.00	0	0.00	44230000	100.00	78.29

(I)(c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares

Sr. No.	Name of the Shareholder	Number of Shares held	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (i)(a) above)	Details of warrants		Details of Convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	Citigroup Global Markets Mauritius Pvt Ltd	3000818	1.10	0	0.00	0	0.00	0.95
2	ICICI Prudential Life Insurance Co. Ltd	6333494	2.32	0	0.00	0	0.00	2.00
3	Kotak Mahindra (International) Ltd	4359365	1.60		0.00	0	0.00	1.38
4	Copthall Mauritius Investment Ltd	3539610	1.30	0	0.00	0	0.00	1.12
5	India Capital Fund Limited	3257692	1.19	0	0.00	0	0.00	1.03
	TOTAL	20490979	7.51	0	0.00	0	0.00	6.46

(I)(c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the Company

Sr. No.	Name(s) of the Shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of Shares held	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (i)(a) above)	Details of warrants		Details of Convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1								
-----N.A.-----								
TOTAL								

-----N.A.-----



(I) (d) Statement showing details of locked-in-shares

Sr. No.	Name of the Shareholder	Number of Locked-in Shares	Locked-in shares as a (%) percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (I)(a) above)	Promoter / Promoter Group / Public
1	Fairbridge Capital Mauritius Ltd	463820	0.17%	Promoter
2	Fairbridge Capital Mauritius Ltd	17806180	6.53%	Promoter
	TOTAL	18,270,000	6.70	-

(II) (a) Statement showing details of Depository Receipts (DRs)

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of Shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (I)(a) above)
	TOTAL			N.A.

(II) (b) Statement showing Holding of Depository Receipts (DRs), where underlying shares held by 'Promoter / Promoter group' are in excess of 1% of the total number of shares

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of Shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (I)(a) above)
	TOTAL			N.A.



Name of the Company : THOMAS COOK (INDIA) LIMITED
Scrip Code : 500413 Scrip Symbol : THOMASCOOK
Quarter End : 30-JUNE-2015

(III) (a) Statement showing the voting pattern of shareholders, if more than one class of shares / securities is issued by the issuer

Category code (I)	Category of Shareholder (II)	Number of Voting Rights held in each class of securities			Total Voting Rights (III+IV+V) (VI)	Total Voting Rights i.e. (VI)	
		Class B (III)	Class C (IV)	Class D (V)		As a percentage of (A+B) (VII)	As a percentage of (A+B+C) (VIII)
(A)	Shareholding of Promoter and Promoter Group						
(1)	Indian						
(a)	Individuals / Hindu Undivided Family						
(b)	Central Government / State Governments(s)						
(c)	Bodies Corporate						
(d)	Financial Institutions / Banks						
(e)	Any Other (Specify)						
	Sub-Total (A) (1)	0	0	0	0	0.00	0.00
(2)	Foreign						
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)						
(b)	Bodies Corporate	0	0	4423000	4423000	100.00	100.00
(c)	Institutions						
(d)	Any Other (specify)						
	Sub-Total (A) (2)	0	0	4423000	4423000	100.00	100.00
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	0	0	4423000	4423000	100.00	100.00
(B)	Public Shareholding						
(1)	Institutions						
(a)	Mutual Funds / UTI						
(b)	Financial Institutions / Banks						
(c)	Central Government / State Governments(s)						
(d)	Venture Capital Funds						
(e)	Insurance Companies						
(f)	Foreign Institutional Investors						
(g)	Foreign Venture Capital Investors						
(h)	Any Other (specify)						
	Sub-Total (B) (1)	0	0	0	0	0.00	0.00
(2)	Non-Institutions						
(a)	Bodies Corporate						
(b)	Individuals -						
i	Individual shareholders holding nominal share capital upto Rs. 1 lakh						
ii	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh						
(c)	Any Other (specify)						
	Sub-total (B) (2)	0	0	0	0	0.00	0.00
	Total Public Shareholding (B) = (B)(1)+(B)(2)	0	0	0	0	0.00	0.00
	TOTAL (A)+(B)	0	0	4423000	4423000	100.00	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued						
	GRAND TOTAL (A)+(B)+(C)	0	0	4423000	4423000	100.00	100.00

Note

Class D = 0.001% Non Cumulative Convertible Preference Shares of Rs. 10/- each fully paidup.

