

Thomas Cook (India) Ltd.
Thomas Cook Building, Dr. D. N. Road,
Fort, Mumbai - 400 001
Tel.: + 91-22-6160 3333
Fax No.: +91-22-2287 1069



Travel Smooth
thomascook.in

A FAIRFAX Company

18th March, 2015

The Manager,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001
Scrip Code: 500413
NCD Scrip Code: 949099
Fax No.: 2272 2037/39/41/61

The Manager,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1
G Block, Bandra - Kurla Complex, Bandra (E)
Mumbai - 400 051
Scrip Code: THOMASCOOK
NCD ISIN: INE332A08014
Fax No.: 2659 8237/38

Dear Sir,

Sub: Compliance as per sub clause (c) of clause 35 of Listing Agreement

Enclosed please find the Shareholding Pattern of the Company as per sub clause (c) of Clause 35 in the prescribed format as on 9th March, 2015.

Kindly acknowledge receipt.

Thank you,

Yours faithfully,
for **Thomas Cook (India) Limited**

Rambhau R. Kenkare
President & Head - Legal & Company Secretary

Encl.: a/a

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/- each			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	3	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)	3	203,923,725	203,923,725	74.77	74.77	0	0.00
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	3	203,923,725	203,923,725	74.77	74.77	0	0.00
(B)	Public Shareholding							
(1)	Institutions						N.A.	N.A.
(a)	Mutual Funds / UTI	18	3,355,051	3,353,971	1.23	1.23		
(b)	Financial Institutions / Banks	9	71,343	68,883	0.03	0.03		
(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	39	28,156,228	28,152,648	10.32	10.32		
(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)							
	Sub-Total (B) (1)	67	37,916,116	37,906,996	13.90	13.90		
(2)	Non-Institutions							
(a)	Bodies Corporate	1,050	7,219,383	7,207,703	2.65	2.65		
(b)	Individuals				0.00	0.00		
(i)	Individual Shareholders holding nominal Share Capital upto Rs.1 Lakh	30,427	21,887,324	19,730,286	8.03	8.03		
(ii)	Individual Shareholders holding nominal Share Capital in excess of Rs.1 Lakh	8	1,674,679	1,674,679	0.61	0.61		
(c)	Qualified Foreign Investor	0	0	0	0.00	0.00		
(d)	Any Other (Specify)							
(i)	Trust	4	9,600	9,600	0.00	0.00		
(ii)	Directors & their relatives	1	100,000	100,000	0.04	0.04		
	Sub-total (B) (2)	31,450	30,890,966	28,722,270	11.33	11.33		
	Total Public Shareholding (B) = (B)(1)+(B)(2)	31,517	68,807,102	66,629,266	25.23	25.23		
	TOTAL (A)+(B)	31,560	272,730,827	270,552,991	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)	31,560	272,730,827	270,552,991	100.00	100.00		

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



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

Effective Date : 09-Mar-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)	(XII)
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	163471449	59.94	0	0.00	0.00	0	0.00	0	0.00	51.57
3	Fairbridge Capital Mauritius Ltd	18270000	6.70	0	0.00	0.00	0	0.00	0	0.00	5.76
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	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 PRIVATE LIMITED	5,501,818	2.02	0	0.00	0	0.00	1.74
2	COPTHALL MAURITIUS INVESTMENT LIMITED	3,907,504	1.43	0	0.00	0	0.00	1.23
3	ICICI PRUDENTIAL LIFE INSURANCE COMPANY LTD	6,333,494	2.32	0	0.00	0	0.00	2.00
4	INDIA CAPITAL FUND LIMITED	3,257,692	1.19	0	0.00	0	0.00	1.03
5	KOTAK MAHINDRA (INTERNATIONAL) LIMITED	4,359,365	1.60	0	0.00	0	0.00	1.38
TOTAL		23359873	8.57	0	0.00	0	0.00	7.37

(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	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								



<i>(I) (d) Statement showing details of locked-in-shares</i>									
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
TOTAL									
<i>(II) (a) Statement showing details of Depository Receipts (DRs)</i>									
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)					
				-----N.A.-----					
TOTAL									
<i>(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</i>									
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)					
				-----N.A.-----					
TOTAL									



Name of the Company : THOMAS COOK (INDIA) LIMITED
Scrip Code : 500413 Scrip Symbol : THOMASCOOK
Effective Date : 09-MAR-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.

