

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		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	<u>Acquirer:</u> Fairbridge Capital (Mauritius) Limited <u>PAC:</u> N.A.		
Whether the acquirer belongs to Promoter/Promoter group	Yes. The acquirer is a promoter of the TC		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	(i) BSE Limited (ii) 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): a) Shares carrying voting rights 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 TC (specify holding in each category) e) Total(a + b + c + d)	Combined shareholding of Acquirer and PACs in the TC.		
	18,56,53,725 equity shares	72.96% of the total paid up equity share capital of the TC	58.42% of the total diluted Share Capital of the TC
	-	-	-
	-	-	-
	62,50,000 compulsorily convertible preference shares [#]	-	19.67% of the total diluted Share Capital of the TC
	18,56,53,725 equity shares and 62,50,000 compulsorily convertible preference shares [#]	72.96% of the total paid up equity share capital of the TC	78.09% of the total diluted Share Capital of the TC

<p>Details of acquisition/sale</p> <p>f) Shares carrying voting rights acquired/sold</p> <p>g) VRs acquired/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) acquired/sold</p> <p>i) Shares encumbered /invoked/released by the acquirer</p> <p>j) Total(a + b + c +/- d)</p>	<p>1,82,70,000 equity shares</p> <p>-</p> <p>-</p> <p>-</p> <p>1,82,70,000 equity shares</p>	<p>6.70% of the total post-issue paid up equity share capital of the TC resulting in increase in stake by 1.81% post issue</p> <p>-</p> <p>-</p> <p>-</p> <p>6.70% of the total post-issue paid up equity share capital of the TC resulting in increase in stake by 1.81% post issue</p>	<p>5.75% of the total diluted Share Capital of the TC</p> <p>-</p> <p>-</p> <p>-</p> <p>5.75% of the total diluted Share Capital of the TC</p>
<p>After the acquisition/sale, holding of:</p> <p>e) Shares carrying voting rights</p> <p>f) Shares encumbered with the acquirer</p> <p>g) VRs 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) after acquisition</p> <p>i) Total(a + b + c + d)</p>	<p>20,39,23,725 equity shares</p> <p>-</p> <p>-</p> <p>44,23,000 compulsorily convertible preference shares[#]</p> <p>20,39,23,725 equity shares and 44,23,000 compulsorily convertible preference shares[#]</p>	<p>Combined shareholding of Acquirer and PACs in the TC.</p> <p>74.77% of the total post-issue paid up equity share capital of the TC</p> <p>-</p> <p>-</p> <p>13.92% of the total diluted Share Capital of the TC</p> <p>74.77% of the total paid up equity share capital of the TC</p>	<p>64.17% of the total diluted Share Capital of the TC</p> <p>-</p> <p>-</p> <p>13.92% of the total diluted Share Capital of the TC</p> <p>78.09% of the total diluted Share Capital of the TC</p>
<p>Mode of acquisition/sale (e.g. open market/ off-market/ public issue /rights issue/ preferential allotment/ inter-se transfer, etc).</p>	<p>Conversion of 1,827,000 Preference Shares (which had been issued on a preferential allotment basis)</p>		

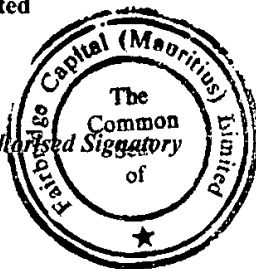
Date of acquisition/ sale of shares/ VR or date of receipt of intimation of allotment of shares, whichever is applicable	Date of receipt of intimation of allotment of shares - 10 March 2015
Equity share capital/ total voting capital of the TC before the said acquisition/sale	254,451,587 equity shares having a face value of Re. 1 each
Equity share capital/ total voting capital of the TC after the said acquisition/sale	272,721,587 equity shares having a face value of Re. 1 each
Total diluted share/voting capital of the TC after the said acquisition	317,767,265 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(i.e. as on 31-Dec-2014).

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

For and on behalf of
Fairbridge Capital (Mauritius) Limited

Signature of the acquirer/seller/ Authorised Signatory



Place: Mauritius

Date: 11 March 2015

#The 62,50,000 compulsorily convertible preference shares ("CCPS") acquired by Fairbridge Capital (Mauritius) Limited ("FCML") by way of a preferential allotment 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 the TC. However, the said CCPS shall be converted into equity shares of the TC 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 the TC as prescribed under clause 40A of the listing agreement upon the conversion of the CCPS due to the following:

- Pursuant to a proposed scheme of arrangement and amalgamation between the TC, Thomas Cook Insurance Services (India) Limited (a wholly owned subsidiary of the TC) and Sterling Holiday Resorts (India) Limited ("Sterling"), the TC 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 the TC; or
- 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 the TC does not exceed 75% of the share capital of the TC on conversion of such CCPS.