# H Investments Limited

IFS Court, TwentyEight, Cybercity, Ebene, Mauritius
Tel: (230) 467 3000 Fax: (230) 464 1735 / 467 4000

Ref: DJ/AT/CD
*(Please quote our reference in your reply)*

20 March 2015

*By email & fax*

**Department of Corporate Services**
**National Stock Exchange of India Limited**
Exchange Plaza
Plot no. C/1, G Block
Bandra-Kurla Complex
Bandra (E)
Mumbai 400 051
India

Email: cmlist@nse.co.in
Fax: 91- 22-26598237

Dear Sir/Madam

**Compliance of Regulation 10 (6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011 ("Takeover Regulations")**

***Symbol: THOMASCOOK***

Pursuant to the exemption under Regulation 10(1)(a)(iii) of the Takeover Regulations, please find enclosed the disclosure in the format as prescribed under Regulation 10(6) of the Takeover Regulations.

Kindly take the above on record.

Please acknowledge receipt.

Thank you.

Yours faithfully
For **H Investments Limited**

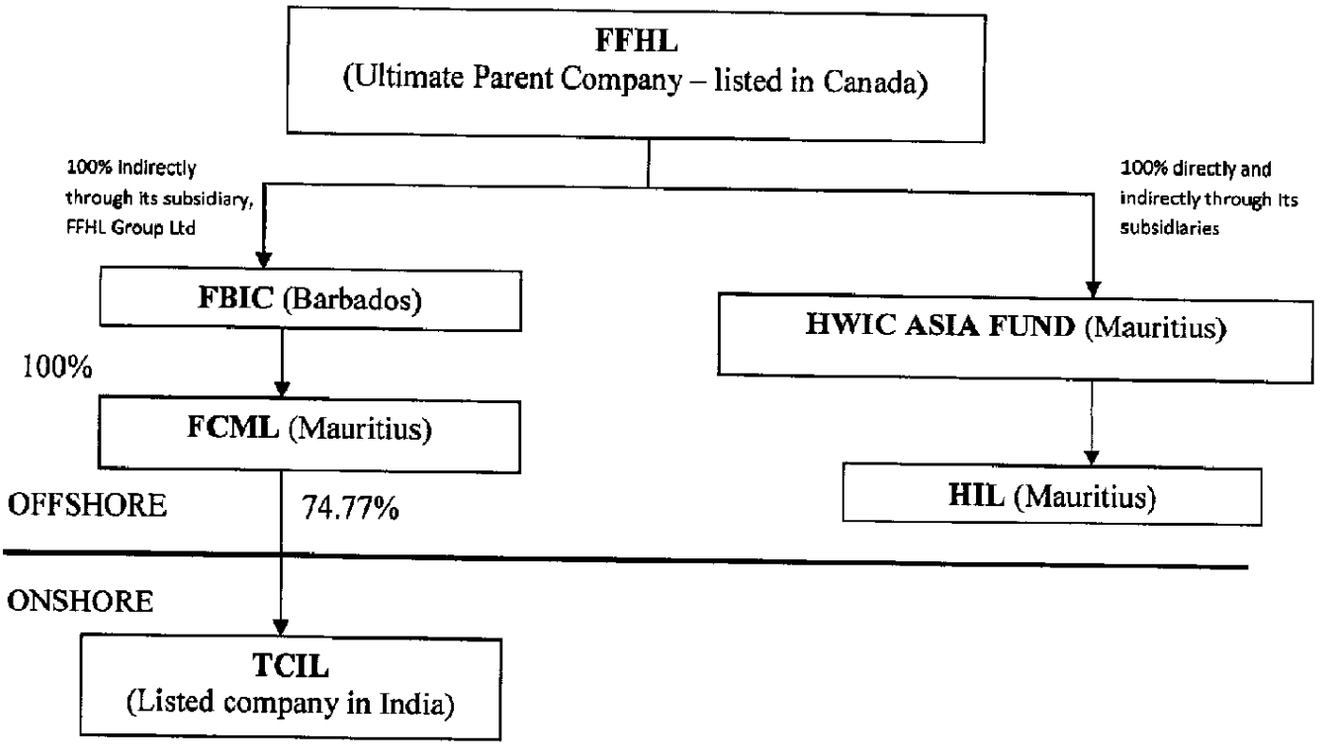
H Investments Limited The Common Seal of

**Authorised Signatory**

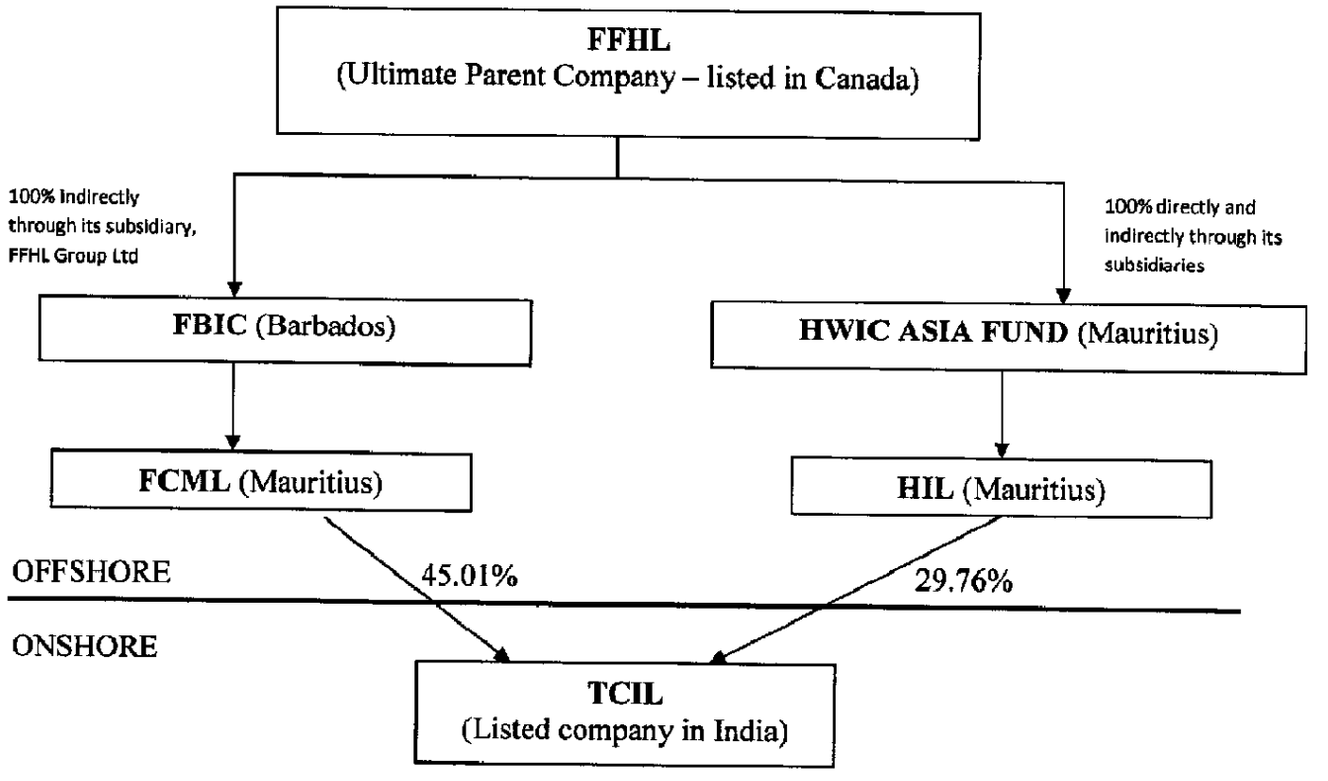
**Encl.:-** As above.

*Annexure I – 10(6)*

## PRIOR TO THE TRANSACTION




## POST THE COMPLETION OF THE TRANSACTION



**Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

| | | |
|---|---|---|
| 1. | Name of the Target Company (TC) | Thomas Cook (India) Limited ("**TCIL**") |
| 2. | Name of the acquirer(s) | H Investments Limited ("**HIL**") |
| 3. | Name of the stock exchange where shares of the TC are listed | BSE Limited and National Stock Exchange of India Limited |
| 4. | Details of the transaction including rationale, if any, for the transfer/ acquisition of shares. | Fairbridge Capital (Mauritius) Limited ("**FCML**") is the promoter of TCIL. FCML, FBIC, FFHL Group Limited and Fairfax Financial Holdings Limited ("**FFHL**") had made an open offer for TCIL in 2012.<br><br>HIL is a wholly owned subsidiary of HWIC Asia Fund ("**HWIC**"). FCML and HIL belong to the Fairfax group of companies and FCML and HIL are ultimately wholly owned and controlled by FFHL.<br><br>FCML holds 74.77% of the equity share capital of TCIL. FCML sold 81,170,247 equity shares, representing 29.76% of the equity share capital of TCIL to HIL by way of an off market transaction (the "**Transaction**"). The Transaction was part of an internal group restructuring.<br><br>Please see Annexure I for a diagrammatical explanation of the Transaction. |
| 5. | Relevant regulation under which the acquirer is exempted from making open offer. | 10(1)(a)(iii) |
| 6. | Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so,<br>- whether disclosure was made and whether it was made within the timeline specified under the regulations.<br>- date of filing with the stock exchange. | Yes, disclosure was made on 11 March 2015. The Transaction was undertaken on 18 March 2015. Accordingly, the disclosure was made at least 4 working days prior to the Transaction. |

| 7. | Details of acquisition | | Disclosures required to be made under regulation 10(5) | | Whether the disclosures under regulation 10(5) are actually made | |
|---|---|---|---|---|---|---|
| | a. | Name of the transferor / seller | FCML | | Yes | |
| | b. | Date of acquisition | 18 March 2015 | | Yes | |
| | c. | Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above | 81,170,247 equity shares of TCIL, representing 29.76% of the share capital of TCIL | | Yes | |
| | d. | Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC | 81,170,247 equity shares of TCIL, representing 25.54% of the diluted share capital of TCIL | | Yes | |
| | e. | Price at which shares are proposed to be acquired / actually acquired | INR 208.10 | | Yes | |
| 8. | Shareholding details | | Pre-Transaction | | Post-Transaction | |
| | | | No. of shares held | % w.r.t total share capital of TC | No. of shares held | % w.r.t total share capital of TC |
| | a | Each Acquirer / Transferee(*) | | | | |
| | | HIL | Nil | Nil | 81,170,247 | 29.76% |
| | b | Each Seller / Transferor | NA | NA | NA | NA |
| | | FCML | 203,923,725 equity shares | 74.77% | 122,753,478 equity shares | 45.01% |

**H Investments Limited**

H Investments Limited The Common Seal of

Place: Mauritius
Date: 20 March 2015