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

Thomas Cook **Travel Smooth**
thomascook.in

A FAIRFAX Company

20th 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: Regulations 29(1) – as per SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

We submit herewith, disclosure received in terms of Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, from H Investments Limited. The Company received the said information today i.e. on 20th March, 2015.

This is for the information of the Exchange. Kindly acknowledge receipt.

Thank you,

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

R. R. Kenkare
President & Head – Legal & Company Secretary
Encl.: a/a

Registered Office: Thomas Cook (India) Ltd. Thomas Cook Building, Dr. D. N. Road, Fort, Mumbai - 400 001.
Email id: enquiry@in.thomascook.com CIN No.: L63040MH1978PLC020717
www.thomascook.in

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

Thomas Cook (India) Limited
Thomas Cook Building
Dr. D. Naoroji Road Fort
Mumbai, Maharashtra 400001
India

Attention: M. R. R. Kenkare
President & Head – Legal & Company Secretary

Email: R.Kenkare@in.thomascook.com
Fax: +91-22-2284 4529

Dear Sir

Compliance of Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011, as amended ("Takeover Regulations")

Pursuant to Regulation 29(1) of the Takeover Regulations, we, H Investments Limited, the undersigned, hereby intimate you that we have acquired equity shares of Thomas Cook (India) Limited pursuant to an off-market purchase from Fairbridge Capital (Mauritius) Limited pursuant to Regulation 10 as on 18 March 2015.

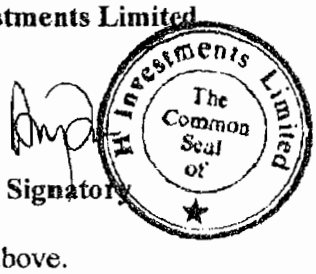
Please find enclosed as **Annexure**, disclosure relating to the aforesaid acquisition of shares in the format as prescribed under the Takeover Regulations.

Kindly take the above on record.

Please acknowledge receipt.

Thank you.

Yours faithfully
For **H Investments Limited**



Authorised Signatory

Encl.:- As above.

Annexure

Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

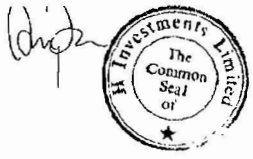
Part-A-Details of the Acquisition

Name of the Target Company (TC)	Thomas Cook (India) Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Acquirer: H Investments Limited ("**HIL**") PAC: Fairbridge Capital (Mauritius) Limited ("**FCML**")		
Whether the acquirer belongs to Promoter/ Promoter group	HIL is not a promoter of TCIL but HIL is a group company of FCML, which is the promoter of TCIL. 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	(i) BSE Limited (ii) National Stock Exchange of India Limited		
Details of the acquisition 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 along with PACs of:			
a) Shares carrying voting rights	HIL: Nil FCML: 203,923,725 and 4,423,000 compulsorily convertible preference shares#	HIL: Nil FCML: 74.77% of the total paid up equity share capital of the TC	HIL: Nil FCML: 78.09% of the total paid up equity share capital of the TC
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others)	-	-	-
	-	-	-
c) Voting rights (VR) otherwise than by equity shares	HIL: Nil FCML: 4,423,000 compulsorily convertible preference shares#	-	HIL: Nil FCML: 13.92% of the total paid up equity share capital of the TC
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)	HIL: Nil FCML: 203,923,725 and 4,423,000 compulsorily convertible preference shares#	HIL: Nil FCML: 74.77% of the total paid up equity share capital of the TC	HIL: Nil FCML: 78.09% of the total paid up equity share capital of the TC

Details of acquisition			
a) Shares carrying voting rights acquired	81,170,247 equity shares	29.76% of the total paid up equity share capital of the TC as of 18 March 2015	25.54% of the total diluted share capital of the TC as of 18 March 2015
b) VRs acquired otherwise than by equity shares	-	-	-
c) 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	-	-	-
d) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others)	-	-	-
e) Total (a+b+c+/-d)	81,170,247 equity shares	29.76% of the total paid up equity share capital of the TC as of 18 March 2015	25.54% of the total diluted share capital of the TC as of 18 March 2015
After the acquisition, holding of acquirer along with PACs of: a) Shares carrying voting rights	HIL: 81,170,247 equity shares FCML: 122,753,478 equity shares	HIL: 29.76% of the total paid up equity share capital of the TC as of 18 March 2015 FCML:45.01% of the total paid up equity share capital of the TC as of 18 March 2015	HIL: 25.54% of the total diluted share capital of the TC as of 18 March 2015 FCML:38.63% of the total diluted share capital of the TC as of 18 March 2015
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others) Shares pledged with the acquirer	-	-	-
c) VRs otherwise than by equity 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) after acquisition	HIL: Nil FCML: 4,423,000 compulsorily convertible preference shares#	-	HIL: Nil FCML: 13.92% of the total paid up equity share capital of the TC
e) Total (a+b+c) Total shares carrying voting rights	HIL: 81,170,247 equity shares FCML: 122,753,478 equity shares and 4,423,000 compulsorily convertible preference shares#	HIL: 29.76% of the total paid up equity share capital of the TC as of 18 March 2015 FCML:45.01% of the total paid up equity share capital of the TC as of 18 March 2015	HIL: 25.54% of the total diluted share capital of the TC as of 18 March 2015 FCML:38.63% of the total diluted share capital of the TC as of 18 March 2015
Mode of acquisition (e.g. open market/public issue/rights issue/preferential allotment/inter-se transfer/encumbrance,etc.)	Off-market purchase from FCML pursuant to Regulation 10(1)(a)		

Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	81,170,247 equity shares having face value of Re. 1 (Rupee one only) each of the TC representing 29.76% of the total paid up equity share capital of the TC as on 18 March 2015 and 25.54% of the diluted share capital of the TC
Date of acquisition of / date of receipt of intimation of allotment of shares / VR/ warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares in the TC.	Date of acquisition of equity shares of the TC: 18 March 2015
Equity share capital/ total voting capital of the TC before the said acquisition	272,721,587 equity shares having a face value of Re. 1 each
Equity share capital/ total voting capital of the TC after the said acquisition	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

Signature of the acquirer/Authorised Signatory:



Place: Mauritius

Date: 20 March 2015

Note:

(*) 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 in to equity shares of the TC.

(***)Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

" 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