

## Fairbridge Capital (Mauritius) Limited

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

10 May 2013

Mr. R. R. Kenkare  
President – Legal & Company Secretary  
Thomas Cook (India) Limited  
Thomas Cook Building  
Dr. D.N. Road, Fort  
Mumbai - 400001.

Dear Sir

Intimations under Regulations 13(3) & (4A) of the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 1992, as amended (the "*Insider Trading Regulations*"), and Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers), Regulations, 2011, as amended (the "*Takeover Regulations*")

As required, pursuant to Regulations 13 (3) & (4A) of the Insider Trading Regulations and Regulation 29(2) of the Takeover Regulations, we, Fairbridge Capital (Mauritius) Limited, the undersigned, hereby intimate you of a reduction in our shareholding in Thomas Cook (India) Limited (the "*Company*") from 87.10% to 75.00% of its total paid-up equity share capital pursuant to an institutional placement programme undertaken by the Company pursuant to Chapter VIII-A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended.

Please find attached the necessary disclosures relating to the aforesaid change in the shareholding in the formats prescribed under Regulations 13 (3) & (4A) of the Insider Trading Regulations and Regulation 29(2) of the Takeover Regulations as Annexure A, Annexure B and Annexure C, respectively.

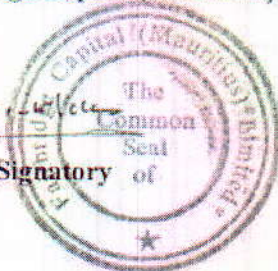
Kindly take the above on record.

Please acknowledge receipt

Thank you

Yours faithfully

For Fairbridge Capital (Mauritius) Limited

  
Authorized Signatory of  


# Annexure A

## Intimation under Regulation 13 (3) of the Insider Trading Regulations

| Name, PAN No. & Address of shareholders                                                                                  | Shareholding prior to acquisition/sale                                                                          | No. & % of shares / voting rights acquired/sold | Receipt of allotment advice/acquisition of shares/sale of shares specify                                                                                                                                              | Date of intimation to company | Mode of acquisition (market purchase/public/rights/preferential offer etc.) | No. & % of shares/voting rights post acquisition/sale                                                           | Trading member through whom the trade was executed with SEBI Registration No. of the TM | Exchange on which the trade was executed | Buy quantity | Buy value | Sell quantity | Sell value |
|--------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|-------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|-----------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|------------------------------------------|--------------|-----------|---------------|------------|
| Fairbridge Capital (Mauritius) Limited<br>C/o IFS Court, Twenty Eight Cybercity, Ebene, Mauritius<br>PAN No. AABCF 8345D | 185,653,725 Equity Shares aggregating to 87.10% of the paid equity share capital of Thomas Cook (India) Limited | N.A.                                            | <u>Date of board resolution for allotment pursuant to the institutional placement programme:</u> May 7, 2013;<br><br><u>Date of dispatch of CAN:</u> May 8, 2013; and<br><br><u>Date of demat credit:</u> May 9, 2013 | May 10, 2013                  | Institutional placement programme of Thomas Cook (India) Limited            | 185,653,725 Equity Shares aggregating to 75.00% of the paid equity share capital of Thomas Cook (India) Limited | N.A.                                                                                    | N.A.                                     | N.A.         | N.A.      | N.A.          | N.A.       |

### Annexure C

#### Intimation under Regulation 29(2) of the Takeover Regulations

|                                                                                                                                                                                        |                                                          |                                                         |                                                           |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------|-----------------------------------------------------------|
| 1. Name of Target Company (TC)                                                                                                                                                         | Thomas Cook (India) Limited                              |                                                         |                                                           |
| 2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer                                                                                                       | N.A.                                                     |                                                         |                                                           |
| 3. Whether the acquirer belongs to Promoter/Promoter group                                                                                                                             | N.A.                                                     |                                                         |                                                           |
| 4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed                                                                                                                  | BSE Limited and National Stock Exchange of India Limited |                                                         |                                                           |
| 5. 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:                                                                                                                                |                                                          |                                                         |                                                           |
| a) Shares carrying voting rights                                                                                                                                                       | 185,653,725                                              | 87.10%                                                  | 83.98%                                                    |
| b) Voting rights (VR) otherwise than by shares                                                                                                                                         | N.A.                                                     | N.A.                                                    | N.A.                                                      |
| 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)               | N.A.                                                     | N.A.                                                    | N.A.                                                      |
| d) Total (a+b+c)                                                                                                                                                                       | 185,653,725                                              | 87.10%                                                  | 83.98%                                                    |
| Details of acquisition/sale                                                                                                                                                            | Number                                                   | % w.r.t. total share/voting capital wherever applicable | % w.r.t. total diluted share/voting capital of the TC (*) |
| a) Shares carrying voting rights acquired/sold                                                                                                                                         | N.A.                                                     | N.A.                                                    | N.A.                                                      |
| b) VRs acquired/sold otherwise than by shares                                                                                                                                          | N.A.                                                     | N.A.                                                    | N.A.                                                      |
| 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/sold | N.A.                                                     | N.A.                                                    | N.A.                                                      |
| d) Total (a+b+c)                                                                                                                                                                       | N.A.                                                     | N.A.                                                    | N.A.                                                      |

# Annexure B

## Intimation under Regulation 13 (4A) of the Insider Trading Regulations

| Name, PAN No. & Address of Promoter                                                                                      | No. & % of shares/voting rights held by the Promoter/ Person                                                                           | Date of receipt of allotment advice/acquisition/sale of shares/voting                                                                                                                                                  | Date of intimation to company | Mode of acquisition (market purchase/public/rights/preferential offer, | No. & % of shares/voting rights post acquisition/sale                                                           | Trading member through whom the trade was executed with SEBI Registration | Exchange on which the trade was executed | Buy quantity | Buy value | Sell quantity | Sell value |
|--------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------|------------------------------------------|--------------|-----------|---------------|------------|
| Fairbridge Capital (Mauritius) Limited<br>C/o IFS Court, Twenty Eight Cybercity, Ebene, Mauritius<br>PAN No. AABCF 8345D | 185,653,725 Equity Shares aggregating to 75% (pre-IPP issue 87.10%) of the paid-up equity share capital of Thomas Cook (India) Limited | <u>Date of board resolution for allotment pursuant to the institutional placement program me:</u> May 7, 2013;<br><br><u>Date of dispatch of CAN:</u> May 8, 2013; and<br><br><u>Date of demat credit:</u> May 9, 2013 | May 10, 2013                  | Institutional placement program me of Thomas Cook (India) Limited      | 185,653,725 Equity Shares aggregating to 75% of the paid-up equity share capital of Thomas Cook (India) Limited | N.A.                                                                      | N.A.                                     | N.A.         | N.A.      | N.A.          | N.A.       |

| After the acquisition/sale, holding of:                                                                                                                                                    | Number                                                                                                                                                                                   | % w.r.t. total share/voting capital wherever applicable | % w.r.t. total diluted share/voting capital of the TC (*) |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------|-----------------------------------------------------------|
| a) Shares carrying voting rights                                                                                                                                                           | 185,653,725                                                                                                                                                                              | 75%                                                     | 72.67%                                                    |
| b) VRs otherwise than by shares                                                                                                                                                            | N.A.                                                                                                                                                                                     | N.A.                                                    | N.A.                                                      |
| 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) after acquisition | N.A.                                                                                                                                                                                     | N.A.                                                    | N.A.                                                      |
| d) Total (a+b+c)                                                                                                                                                                           | 185,653,725                                                                                                                                                                              | 75%                                                     | 72.67%                                                    |
| 6. Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)                                              | Institutional placement programme of Thomas Cook (India) Limited                                                                                                                         |                                                         |                                                           |
| 7. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable                                                              | Date of board resolution for allotment pursuant to the institutional placement programme: May 7, 2013;<br>Date of dispatch of CAN: May 8, 2013; and<br>Date of demat credit: May 9, 2013 |                                                         |                                                           |
| 8. Equity share capital / total voting capital of the TC before the said acquisition / sale                                                                                                | Equity share capital: 213,158,694 equity shares<br>Total Voting Capital: 213,158,694 equity shares                                                                                       |                                                         |                                                           |
| 9. Equity share capital / total voting capital of the TC after the said acquisition / sale                                                                                                 | Equity share capital: 247,538,300 equity shares<br>Total Voting Capital: 247,538,300 equity shares                                                                                       |                                                         |                                                           |
| 10. Total diluted share/voting capital of the TC after the said acquisition                                                                                                                | Total diluted share capital: 255,440,414 equity shares<br>Total diluted voting capital: 255,440,414 equity shares                                                                        |                                                         |                                                           |

\* fully diluted share/voting capital represents the paid up equity share capital, the vested employee stock options and convertible preference shares of the Target Company

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