Fairbridge Capital (Mauritius) 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)

11 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 29 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011, as amended ("Takeover Regulations")

Unit: Thomas Cook (India) Limited
Symbol: THOMASCOOK

As required under Regulation 29(2) of the Takeover Regulations, we, Fairbridge Capital (Mauritius) Limited, the undersigned, hereby intimate you that we have acquired more than 2% of the total paid-up equity share capital of Thomas Cook (India) Limited.

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 **Fairbridge Capital (Mauritius) Limited**

Fairbridge Capital (Mauritius) Limited
The Common Seal of

Authorised Signatory

Encl.:- As above.

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	Acquirer: Fairbridge Capital (Mauritius) Limited PAC: 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):	Combined shareholding of Acquirer and PACs in the TC.		
a) Shares carrying voting rights	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
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)	62,50,000 compulsorily convertible preference shares[#]	-	19.67% of the total diluted Share Capital of the TC
e) Total(a + b + c + d)	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

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

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	317,767,265equity 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

Fairbridge Capital (Mauritius) Limited The Common Seal of

Place: Mauritius

Date: 11 March 2015

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#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:

(a) 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

(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 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.