

Thomas Cook (India) Ltd.
Thomas Cook Building
Dr. D. N. Road, Fort
Mumbai - 400 001.

Main No.: 91-22-6160 3333
Fax No. : 91-22-6609 1454
91-22-2287 1069



10th May, 2013

The Manager,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001
Scrip Code: 500413

Fax No.: 2272 2037/39/41/61

Dear Sir,

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

Fax No.: 2659 8237/38

Re: Disclosure under Regulation 13(6) of the SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended and Regulation 29 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended

Reference to the above, please find enclosed herewith certified true copies of the disclosures received from Fairbridge Capital (Mauritius) Limited:

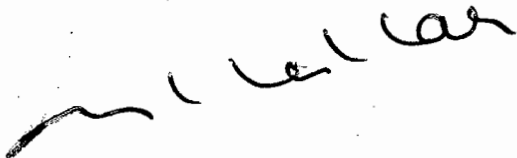
1. under Regulation 13 (2A) & 13 (4A) of SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended and
2. under Regulation 29 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended

in respect of Change in its percentage holdings due to the increase in the paid-up share capital of Thomas Cook (India) Limited (TCIL) pursuant to issue and allotment of shares through an institutional placement programme undertaken by TCIL as per Chapter VIII-A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009 as amended and also in accordance with the conditions prescribed by SEBI in its letters dated March 8, 2013 and April 15th, 2013, in the prescribed Forms. The Company received the said Forms today i.e. on 10th May, 2013.

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

Thanking you,

Yours faithfully,
for Thomas Cook (India) Limited


R. R. Kenkare
President & Head - Legal & Company Secretary

Encl.: a/a



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.

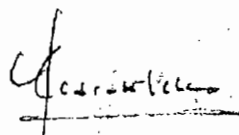
Kindly take the above on record.

Please acknowledge receipt

Thank you

Yours faithfully

For Fairbridge Capital (Mauritius) Limited


Authorized Signatory

CERTIFIED TRUE COPY

THOMAS COOK (INDIA) LTD


R. R. KENKARE
President & Head – Legal
& Company Secretary

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 C/o IFS Court, Twenty Eight Cybercity, Ebene, Mauritius 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; <u>Date of dispatch of CAN:</u> May 8, 2013; and <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 B

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

Time, IN Address Promote	No. & % of shares/ voting rights held by the Promote r/ Person	Date of receipt of allotment advice/ acquisiti on/ sale of shares/ voting	Date of intimati on to compan y	Mode of acquisiti on (market purchas e/ public/ rights/ preferen tial offer,	No. & % of shares/ voting rights post acquisiti on/ sale	Trading member through whom the trade was execute d with SEBI Registra tion	Exchan ge on which the trade was executed	Buy quantity	Buy value	Sell quantity	Sell value
airbrid Capital Auriti) Limited o IFS Court, Twenty ght ybercit ene, auritiu AN o. ABCF 345D	185,653, 725 Equity Shares aggregat ing to 75% (pre-IPP issue 87.10%) of the paid-up equity share capital of Thomas Cook (India) Limited	<u>Date of board resolution n for allotmen t pursuant to the institution al placeme nt program me;</u> May 7, 2013; <u>Date of dispatch of CAN;</u> May 8, 2013; and <u>Date of demat credit;</u> May 9, 2013	May 10, 2013	Institutio nal placeme nt program me of Thomas Cook (India) Limited	185,653, 725 Equity Shares aggregat ing 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.

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.

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; Date of dispatch of CAN: May 8, 2013; and 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 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 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 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

