Fairbridge Capital (Mauritius) Limited

Office 6, Level 1, Maeva Tower, CyberCity, Ebene, Mauritius
Tel: (230) 464-3044 Fax: (230) 468-1930/ 468-1936

Ref: AT/PR
(Please quote our reference in your reply)

8 August 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

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

Dear Sir/Madam

Sub: Compliance of Regulation 10 (5) 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 attached the disclosure in the format as prescribed under Regulation 10(5) of 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

Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) 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)	Fairbridge Capital (Mauritius) Limited ("**FCML**")
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	FCML is a promoter of TCIL
4.	Details of the proposed acquisition	FCML and H Investments Limited ("**HIL**") are promoters of and belong to the promoter group of TCIL. FCML, Fairfax (Barbados) International Corp. ("**FBIC**"), FFHL Group Limited and Fairfax Financial Holdings Limited ("**FFHL**") had made an open offer for TCIL in 2012. 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. HIL holds 29.76% of the equity share capital of TCIL. HIL proposes to transfer 8,11,70,247 equity shares, representing 29.76% of the equity share capital of TCIL to FCML by way of an off market transaction (the "**Transaction**"). Please see Annexure I for a diagrammatical explanation of the Transaction.
	a. Name of the person(s) from whom shares are to be acquired	HIL
	b. Proposed date of acquisition	August 14, 2015
	c. Number of shares to be acquired from each person mentioned in 4(a) above	8,11,70,247 equity shares of TCIL from HIL

	d.	Total shares to be acquired as % of capital of TC	29.76% of the equity share capital of TCIL
	e.	Price at which shares are proposed to be Acquired	The acquisition price per share is INR 220.05.
	f.	Rationale, if any, for the proposed transfer	Intra-group restructuring
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer		10(1)(a)(iii)
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.		Price of TCIL as determined in terms of Regulation 10(1)(a) is INR 229.70 per equity share of TCIL.
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.		-
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.		Attached as Annexure II
9.	Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)		Attached as Annexure II
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.		Attached as Annexure II

11.	Shareholding details		Before the proposed transaction		After the proposed transaction	
			No. of shares /voting rights	% w.r.t total share capital of	No. of shares /voting rights	% w.r.t total share
	a	Acquirer(s) and PACs (other than sellers)(*)				
		FCML	12,27,53,478 equity shares	45.01%	20,39,23,725 equity shares	74.77%
	b	Seller (s)				
		HIL	8,11,70,247 equity shares	29.76%	NIL	NIL

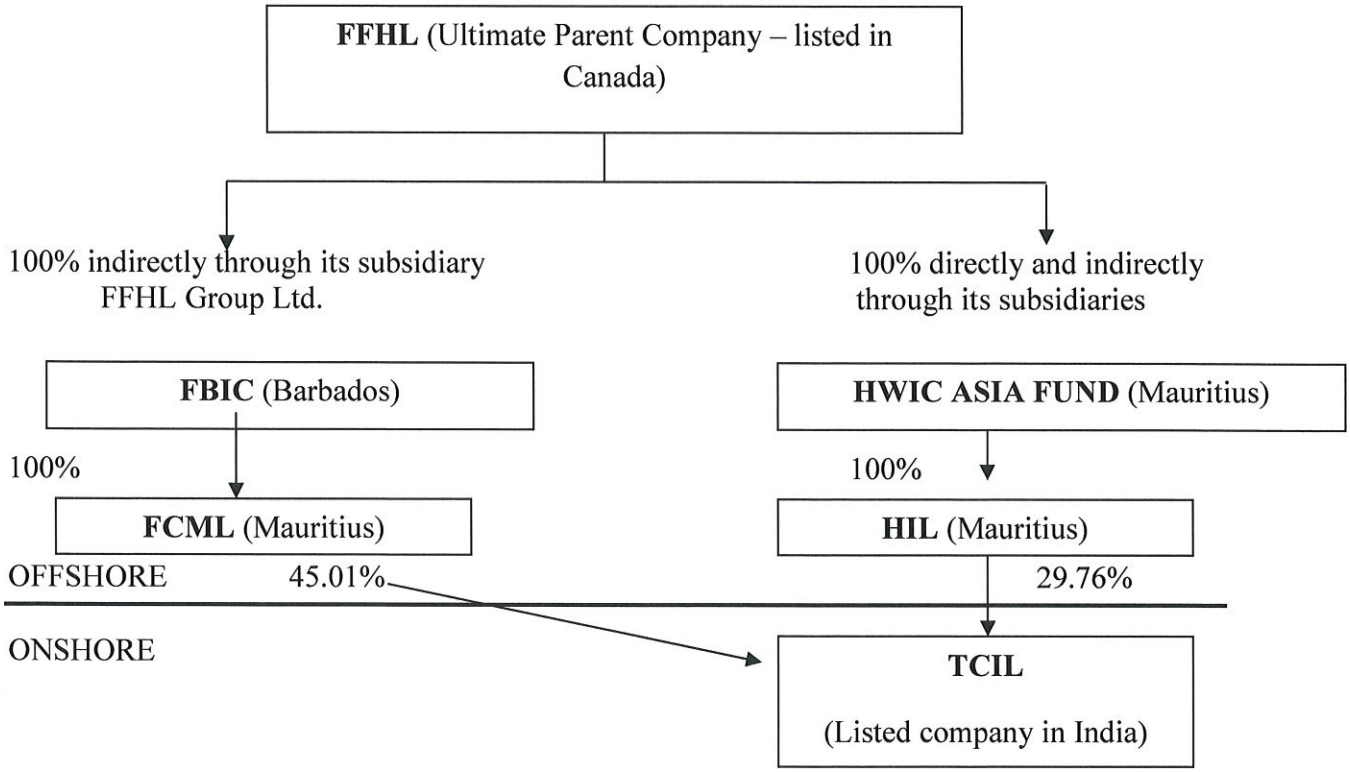
FAIRBRIDGE CAPITAL (MAURITIUS) LIMITED

Fairbridge Capital (Mauritius) Limited
The Common Seal of

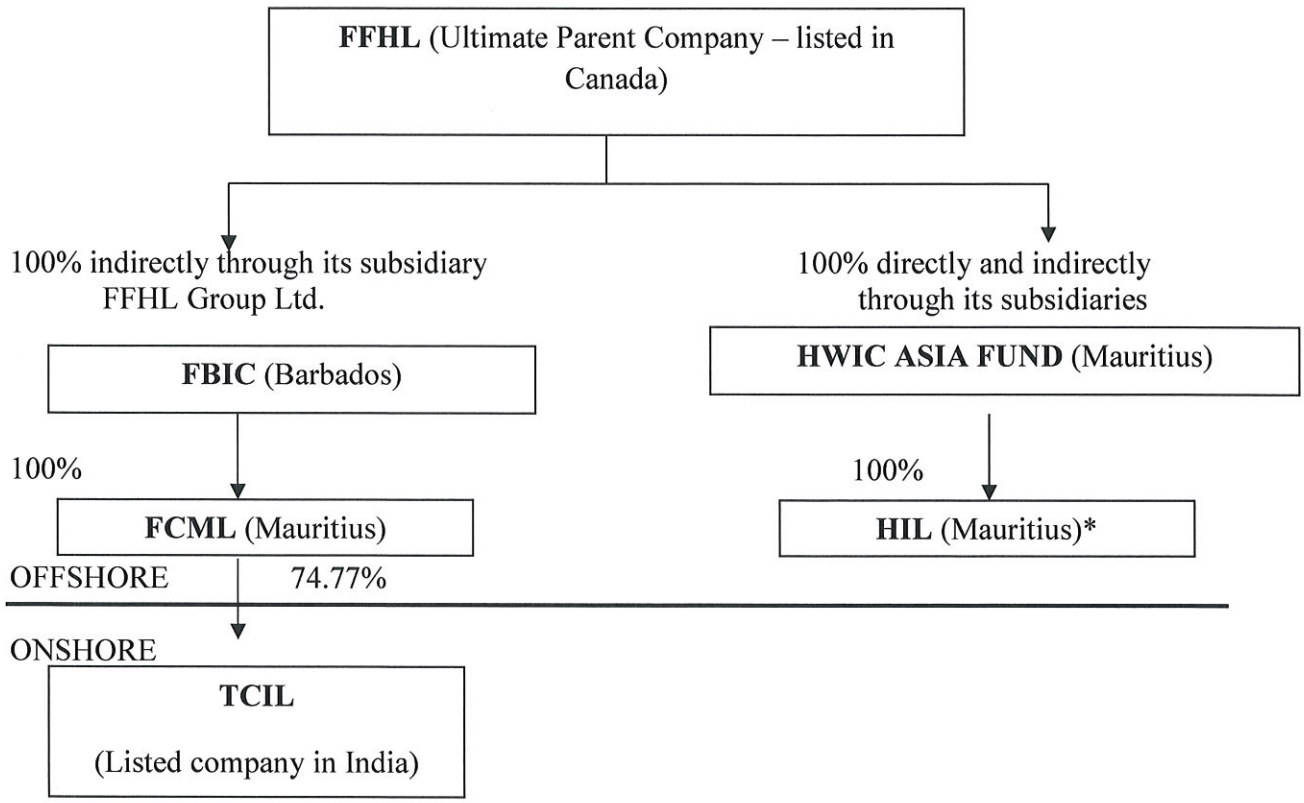
Place: Mauritius
Date: 8 August 2015

Annexure I – 10(5)

PRIOR TO THE TRANSACTION



POST THE COMPLETION OF THE TRANSACTION



*Following the inter-se transfer of TCIL shares from HIL to FCML, FCML will issue shares to HIL

Annexure II – 10(5)

TO WHOMSOEVER IT MAY CONCERN

We hereby confirm the following with respect to the Proposed Transaction:

1. That the per share value of TCIL taken into account for the acquisition price for the Proposed Transaction would not be higher by more than 25% of the price per share of TCIL computed in accordance with Regulation 10(1)(a) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SEBI SAST Regulations**");

2. That we have complied / will comply with the applicable disclosure requirements in Chapter V of the SEBI SAST Regulations; and

3. All the conditions specified under Regulation 10(1)(a)(iii) of the SEBI SAST Regulations with respect to exemptions have been duly complied with.

H INVESTMENTS LIMITED

H Investments Limited The Common Seal of

Place: Mauritius
Date: 8 August 2015

FAIRBRIDGE CAPITAL (MAURITIUS) LIMITED

Fairbridge Capital (Mauritius) Limited The Common Seal of

Place: Mauritius
Date: 8 August 2015