Fairbridge Capital (Mauritius) Limited

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

August 17, 2015

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
Fax No: 022 26598120

By E-Mail & By Fax

Sub: Compliance of Regulation 10 (6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011 ("Takeover Regulations").

Symbol: THOMASCOOK

Dear Sir/Madam,

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(6) of the Takeover Regulations.

Kindly take the above on record.

Please acknowledge receipt.

Thanking 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(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 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.	Name of the stock exchange where shares of the TC are listed	BSE Limited and National Stock Exchange of India Limited	
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	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 sold 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 on August 14, 2015 pursuant to an intra-group restructuring (the "**Transaction**"). Please see Annexure I for a diagrammatical explanation of the Transaction.	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	10(1)(a)(iii)	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	Yes, disclosure was made on August 8, 2015. The Transaction was undertaken on August 14, 2015. Accordingly, the disclosure was made 4 working days prior to the Transaction.	
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made

	a.	Name of the transferor / seller	HIL		Yes	
	b.	Date of acquisition	August 14, 2015		Yes	
	c.	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	8,11,70,247 equity shares of TCIL, representing 29.76% of the share capital of TCIL		Yes	
	d.	Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	8,11,70,247 equity shares of TCIL, representing 29.76% of the equity share capital of TCIL		Yes	
	e.	Price at which shares are proposed to be acquired / actually acquired	The acquisition price per share is INR 220.05.		Yes	
8.	Shareholding details		Pre-Transaction		Post-Transaction	
			No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
	a	Each Acquirer / Transferee(*)				
		FCML	12,27,53,478 equity shares	45.01%	20,39,23,725 equity shares	74.77%
	b	Each Seller / Transferor				
		HIL	8,11,70,247 equity shares	29.76%	NIL	NIL

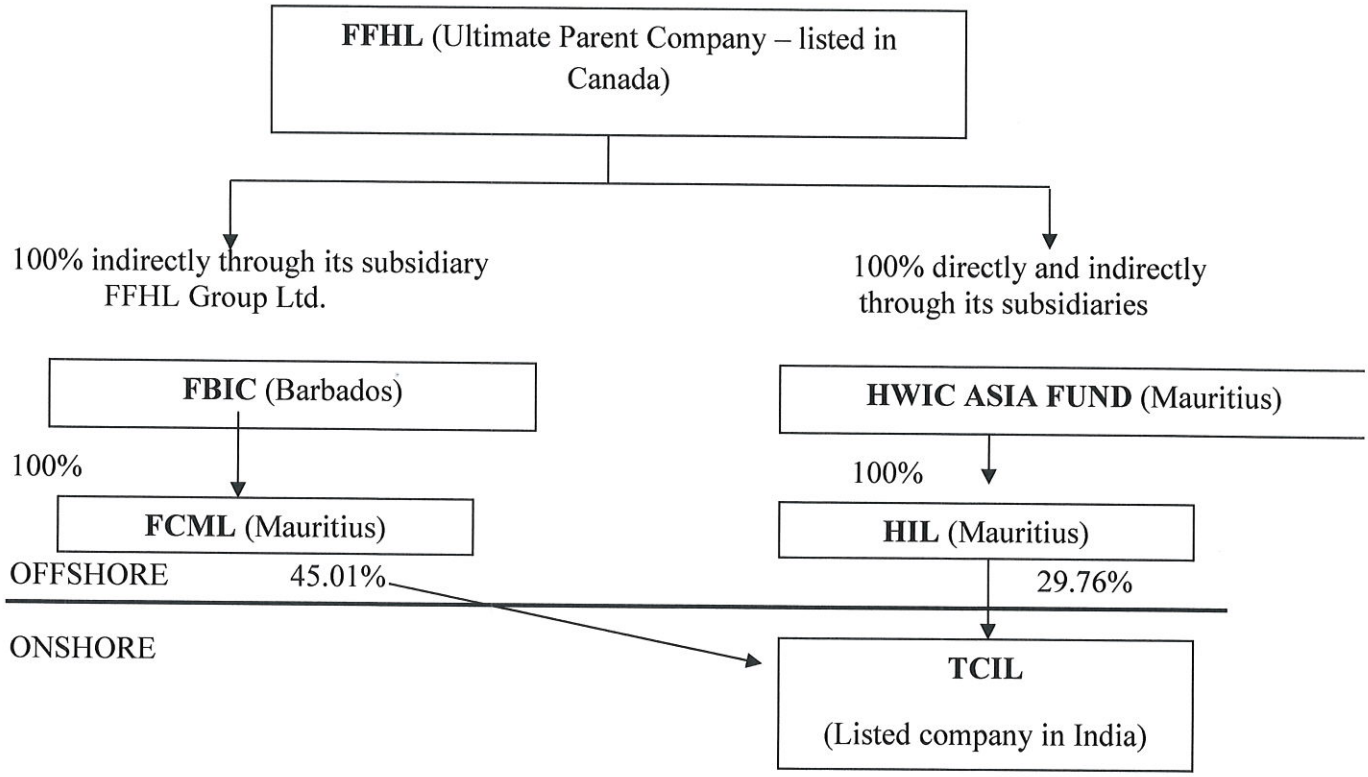
FAIRBRIDGE CAPITAL (MAURITIUS) LIMITED

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The Common Seal of

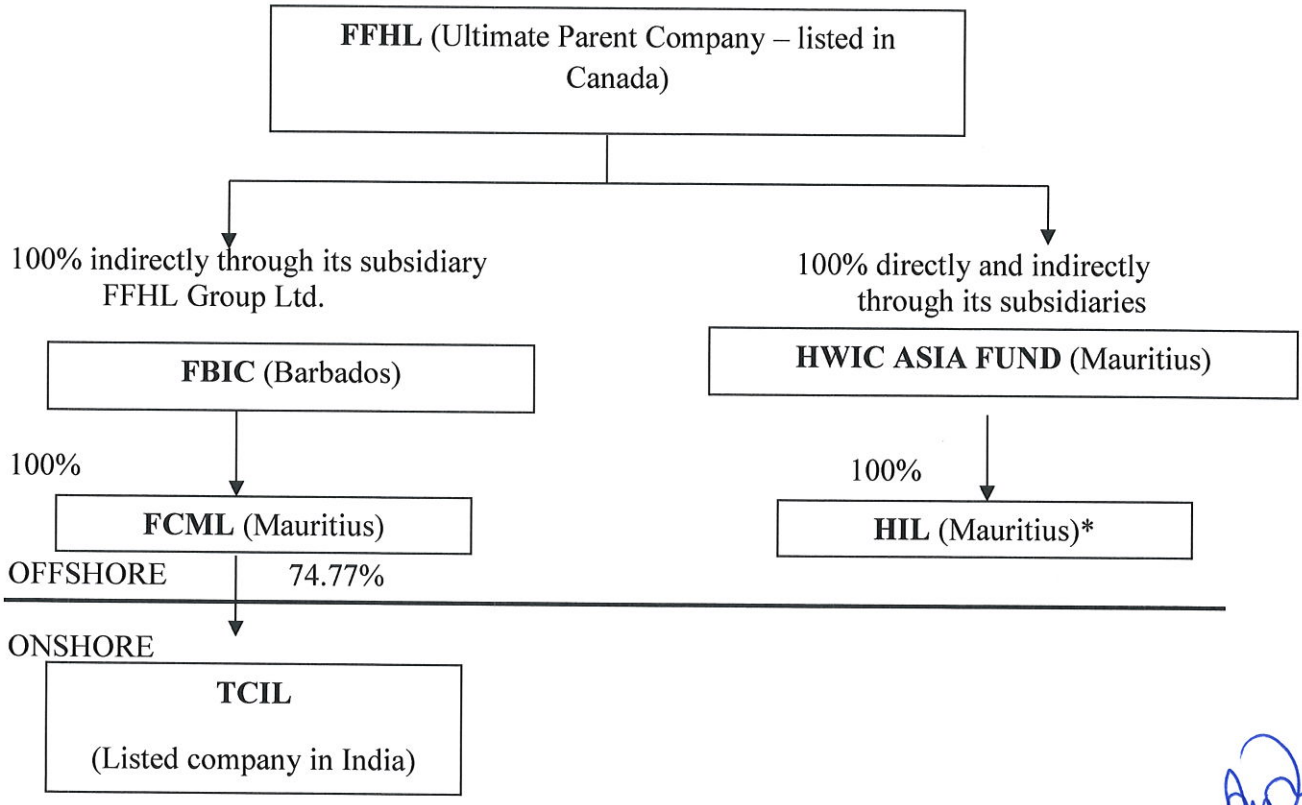
Place: Mauritius
Date: August 17, 2015

Annexure I – 10(6)

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