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)

16 April 2015

By courier

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
India

Dear Sir

Annual Disclosure under SEBI (SAST) Regulations

Unit: Thomas Cook (India) Limited
Symbol: THOMASCOOK

Please find enclosed the original signed disclosure in relation to the Company's shareholding in Thomas Cook (India) Limited for the year ended 31 March 2015 for your attention.

Kindly acknowledge receipt on chitra@fairbridge.mu.

Yours faithfully

CDhondee .

Chitra Dhondee
Assistant Manager

encs

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)

8 April 2015

The Company Secretary
Thomas Cook (India) Limited
Thomas Cook Building
Dr. D. N. Road
Fort, Mumbai – 400 001
India

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

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

Dear Sirs

Disclosure under Regulations 30(1) & 30(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the "SEBI Takeover Regulations")

Pursuant to Regulations 30(1) & 30(2) of the SEBI Takeover Regulations, please find enclosed the disclosure of shareholding of Fairbridge Capital (Mauritius) Limited, in Thomas Cook (India) Limited as on 31 March 2015.

This is for your information and record.

Thank you.

Yours faithfully
for **Fairbridge Capital (Mauritius) Limited**

Fairbridge Capital (Mauritius) Limited
The Common Seal of

Authorised Signatory

Encl: a/a

Format for Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

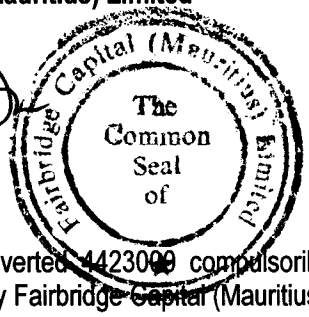
Part A- Details of Shareholding:

1. Name of the Target Company (TC)	**Thomas Cook (India) Limited**		
2. Name(s) of the stock exchange(s) where the shares of the TC are listed	**BSE Limited and National Stock Exchange of India Limited**		
3. Particulars of the Shareholder(s): a. Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC. or b. Name(s) of promoter(s), member of the promoter group and PAC with him.	**Fairbridge Capital (Mauritius) Limited (FCML) and H Investments Limited (HIL) [along with Fairfax (Barbados) International Corp., FFHL Group Limited and Fairfax Financial Holdings Limited] as persons acting in concert**		
4. Particulars of the shareholding of person(s) mentioned at (3) above	**No. of Shares**	**% w.r.t. total equity share / voting capital wherever applicable**	**% of total diluted share / voting capital of TC (*)**
As of **31st March 2015**, holding of: a) Shares: held by			
i. **FCML**	122753478 equity shares	45.01%	38.63%
ii. **HIL**	81170247 equity shares	29.76%	25.54%
b) Voting Rights (otherwise than by shares)	N.A.		
c) Warrants	N.A.		
d) Convertible Securities			
i. **FCML**	4423000 compulsorily convertible preference shares convertible into total of 4,42,30,000 equity shares#	Nil	13.92%
ii. **HIL**	NIL	--	--
e) Any other instrument that would entitle the holder to receive shares in the TC.	N.A.		

Total	FCML:122753478 equity shares and 4423000 compulsorily convertible preference shares convertible into total of 4,42,30,000 equity shares#	45.01%	38.63%#
	HIL: 81170247 equity shares	29.76%	25.54%

(*) 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



Authorised Signatory
Place: Mauritius
Date: 8 April 2015

Balance of unconverted 4423000 compulsorily convertible preference shares ("**CCPS**") out of original 6250000 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.