

Thomas Cook (India) Ltd.
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Board: +91-22-6160 3333

CIN : L63040MH1978PLC020717
FAX NO. 02222844529
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A FAIRFAX Company

April 10, 2014

The Secretary,
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

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

Fax No.: 2659 8237/38

Dear Sir,

Sub: Notice of Record Date for the Purpose of Conversion of the Class 'B' & Class 'C' Preference Shares into 5140000 Equity Shares

Ref: ISIN of Class 'B': INE332A03015; ISIN of Class 'C': INE332A03023

Name of the Company: **THOMAS COOK (INDIA) LIMITED**

Security Code	Type of Security & paid up value	Record Date	Purpose
BSE- 700119 NSE- THOMASCOOK Series - P2	Class B 0.001% Cumulative Optionally Convertible / Fully Redeemable Preference Shares Rs. 10/- paid up per share	Thurs, 24th April 2014	Conversion of the 319765 Class 'B' Preference shares of Rs. 10/- each into equity shares as per the Consent Terms and Award of the Hon'ble Arbitral Tribunal
BSE- 700120 NSE- THOMASCOOK Series - P3	Class 'C' 0.001% Cumulative Optionally Convertible / Fully Redeemable Preference Shares Rs. 10/- paid up per share	Thurs, 21st April 2014	Conversion of the 271800 Class 'C' Preference shares of Rs. 10/- each into equity shares as per the Consent Terms and Award of the Hon'ble Arbitral Tribunal

With respect to the above, please note that the above-mentioned shares under the aforesaid ISIN's are due for conversion into 5140000 equity shares of Re. 1/- each of the Company as per the Consent Terms and Award of the Hon'ble Arbitral Tribunal as already circulated to you earlier. Accordingly, in order to convert the said shares, the Company has fixed Thursday, 24th April, 2014 as the RECORD DATE. The said shares shall cease to be tradable on and from close of business hours 24th April, 2014. We also attach herewith, brief terms of the issue of the Class 'B' & Class 'C' Preference Shares for reference.

This is for the information of the Exchange and its members. We shall also be intimating to NSDL & CDSL separately for de-activation of the ISIN's.



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Kindly acknowledge receipt.

Thank you,

Yours faithfully
for **Thomas Cook (India) Limited**

A handwritten signature in dark ink, appearing to read "R. R. Kenkare".

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

Encl.: a/a



Annexure

Brief Terms of the Class 'B' Preference Shares

1.

Security – 2	:	319,765 0.001% Class B Cumulative Optionally Convertible / Fully Redeemable Preference Shares of Rs. 10/- each
Distinctive Nos.	:	1 – 319765
Exchange ratio	:	2:17
Face Value	:	Rs. 10/- each fully paid up
Rate of dividend	:	Cumulative dividend of 0.001% p.a.
Date of Allotment	:	07-02-2007
Conversion	:	If the EPS of the Company for any EPS Financial Year during the Earn Out Period (01-01-2007 to 31-12-2013) first exceeds Rs. 30.30, each Class B Preference Share shall be converted into one (1) Equity Share of the Transferee Company within 6 (six) months from the expiry of the said EPS Financial Year. It is clarified that the number of Equity Shares to be issued upon conversion of the Class B Preference Shares pursuant to the above shall be proportionately adjusted in case of any sub-division of Equity Shares or bonus issues of Equity Shares during the Earn Out Period of the Company. Provided however that, if the EPS of the Company does not exceed Rs. 30.30 for any EPS Financial Year comprised in the Earn Out Period, each Class B Preference Share shall be redeemed by the Company at par within six (6) months from the expiry of the Earn Out Period.
Redemption/ Put or Call Option	:	If not converted earlier as above, redemption within six months from the expiry of the Earn Out Period (i.e. by 30-06-2014).
Lock-in period	:	Lock-in upto redemption (i.e. upto 31-12-2013)
Lock-in release Date	:	31-12-2013
ISIN code	:	INE332A03015

Brief Terms of the Class 'C' Preference Shares

2.

Security – 3	:	271,800 0.001% Class C Cumulative Optionally Convertible / Fully Redeemable Preference Shares of Rs. 10/- each
Distinctive Nos.	:	1 – 271800
Exchange ratio	:	1:10
Face Value	:	Rs. 10/- each fully paid up
Rate of dividend	:	Cumulative dividend of 0.001% p.a.
Date of Allotment	:	07-02-2007
Conversion	:	If the EPS of the Company for any EPS Financial



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		Year during the Earn Out Period (01-01-2007 to 31-12-2013) first exceeds Rs. 36.40, each Class C Preference Share shall be converted into one (1) Equity Share of the Transferee Company within 6 (six) months from the expiry of the said EPS Financial Year. It is clarified that the number of Equity Shares to be issued upon conversion of the Class C Preference Shares pursuant to the above shall be proportionately adjusted in case of any sub-division of Equity Shares or bonus issues of Equity Shares during the Earn Out Period of the Company. Provided however that, if the EPS of the Company does not exceed Rs. 36.40 for any EPS Financial Year comprised in the Earn Out Period, each Class C Preference Share shall be redeemed by the Company at par within six (6) months from the expiry of the Earn Out Period.
Redemption/ Put or Call Option	:	If not converted earlier as above, redemption within six months from the expiry of the Earn Out Period (i.e. by 30-06-2014).
Lock-in period	:	Lock-in upto redemption (i.e. upto 31-12-2013)
Lock-in release Date	:	31-12-2013
ISIN code	:	INE332A03023

Yours faithfully,
for Thomas Cook (India) Limited

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