

Thomas Cook (India) Ltd.

Thomas Cook Building, Dr. D. N. Road,
Fort, Mumbai - 400 001
Tel. : +91-22-6160 3333
Fax No. : +91-22-22871069
Email id : enquiry@in.thomascook.com
CIN No. : L63040MH1978PLC020717



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thomascook.in

A FAIRFAX Company

www.thomascook.in

June 27, 2014

The Secretary,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Scrip Code: 500413
NCD Scrip Code: 949099

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
NCD Scrip Code: THC10.52

Fax No.: 2659 8237/38

Re: Order of the Competition Commission of India
Subj: Composite Scheme of Arrangement and Amalgamation between Sterling Holiday Resorts (India) Limited ("SHRIL"), Thomas Cook Insurance Services (India) Limited ("TCISIL") and Thomas Cook (India) Limited ("TCIL") (together, the Parties)

With reference to the above, the Company had filed a Notice with the Competition Commission of India (CCI) on 14th February, 2014 under the Competition Act, 2002 (the Act) intimating that TCISIL and TCIL are in the process of acquiring and merging the businesses of SHRIL with itself by way of a Composite Scheme of Arrangement and Amalgamation whereby:

- (a) the resorts and time share business of SHRIL were proposed to be transferred by way of a demerger from SHRIL to TCISIL (a subsidiary of TCIL), in lieu whereof, certain equity shares of TCIL would be issued to the shareholders of SHRIL, as per the ratio set out; and
- (b) SHRIL, with its residual business, was proposed to be amalgamated into TCIL, in lieu whereof, certain equity shares of TCIL would be issued to the shareholders of SHRIL, as per the ratio set out.

The Notice also set out that the companies would acquire stake in SHRIL by way of fresh subscription of shares (by way of preferential allotment through a subscription agreement), shares purchase (through a shares purchase agreement), acquisitions pursuant to an Open Offer made by the Acquirer [in terms of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (SEBI Takeover Regulations)] and through Market Purchases.

The CCI issued a show cause notice to all the three entities stating that Market Purchases, being a part of the composite combination (under the Competition Regulations), were consummated before giving notice to the Commission and as such invited penalty under the Act.

After hearing the parties, the CCI was of the opinion that the facts suggested that the conduct of the Parties was not such that attracts severe penalty. Considering the facts and circumstances of the case, the Commission, in exercise of the powers under Section 43A of the Act, considered it appropriate to impose a relatively nominal penalty of INR 1,00,00,000 (Rupees One Crore) on the Parties.

This letter is being filed as a matter of good corporate governance and for the information and record of the exchange.



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Kindly acknowledge receipt.

Thank you,

Yours faithfully,
for Thomas Cook (India) Limited

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

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

Thomas Cook (India) Ltd.

Thomas Cook Building, Dr. D. N. Road,

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Thank you,

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

A handwritten signature in blue ink, appearing to read "R. R. Kenkare", written over a light blue rectangular stamp.

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