Thomas Cook (India) Ltd.
Thomas Cook Building, Dr. D. N. Road,
Fort, Mumbai - 400001
Board: +91-22-6160 3333
CIN: L63040MH1978PLC020717

A FAIRFAX Company

Thomas Cook Travel Smooth thomascook.in

06th April, 2021

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
Fax No.: 2272 2037/39/41/61	Fax No.: 2659 8237/38

Dear Sir/ Madam,

Re: Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011

In respect of the subscription by M/s. Fairbridge Capital (Mauritius) Limited, promoter of the Company, to the preferential issue of Optionally Convertible Cumulative Redeemable Preference Shares ("OCCRPS") of the Company, we are enclosing herewith disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 received by the Company on 05th April, 2021, in the prescribed format.

Kindly take the same on record.

Thank you,

Yours faithfully,
For Thomas Cook (India) Limited

AMIT JYOTINDRA PAREKH
Digitally signed by AMIT JYOTINDRA PAREKH
Date: 2021.04.06 16:53:37 +05'30'

Amit J. Parekh
Company Secretary and Compliance Officer

Encl: a/a

Fairbridge Capital (Mauritius) Limited

Level 1, Maeva Tower, Silicon Avenue, Cybercity, Ebene 72201, Mauritius
Tel: (230) 464 3044 Fax: (230) 468 1930

05 April 2021

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

Dear Sir/ Madam,

Sub: Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Pursuant to Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find enclosed the disclosure of the subscription of Fairbridge Capital (Mauritius) Limited in the Optionally Convertible Cumulative Redeemable Preference Shares of Thomas Cook (India) Limited.

Thanking you,

Yours sincerely,
for **Fairbridge Capital (Mauritius) Limited**

Capital (Mauritius) Limited The Common Seal of Fairbridge

Authorised Signatory
Encl: a/a

<u>Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011</u>

Name of the Target Company (TC)	Thomas Cook (India) Limited (BSE/NSE: THOMASCOOK)		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	<u>Acquirer</u>: Fairbridge Capital (Mauritius) Limited **("FCML")** <u>PAC</u>: Fairfax (Barbados) International Corp.**("FBIC")**, H Investments Limited **("HIL")**, FFHL Group Limited **("FGL")** and Fairfax Financial Holdings Limited **("FFHL").**		
Whether the Acquirer belongs to Promoter/ Promoter group	Acquirer is the Promoter		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
Details of the acquisition/ disposal as follows	*Number*	*% w.r.t. total share/voting capital wherever applicable (*)*	*% w.r.t. total diluted share/voting capital of the TC (**)*
Before the acquisition under consideration, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	**Acquirer**: 248,153,725 equity shares **PAC**: Nil	**Acquirer**: 65.60% **PAC**: Nil	**Acquirer**: 65.60% **PAC**: Nil
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by equity shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
e) Total (a+b+c+d)	**Acquirer**: 248,153,725 equity shares **PAC**: Nil	**Acquirer**: 65.60% **PAC**: Nil	**Acquirer**: 65.60% **PAC**: Nil

Fairbridge Capital (Mauritius) Limited The Common Seal of

Details of acquisition/~~sale~~			
a) Shares carrying voting rights acquired/sold	-	-	-
b) VRs acquired/sold otherwise than by equity shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	**Acquirer**: 435,657,000 Optionally Convertible Cumulative Redeemable Preference Shares (“**OCCRPS**”)	-	**Acquirer**: 6.74% (##)
d) Shares encumbered/ invoked/ released by the Acquirer	-	-	-
e) Total (a+b+c+/-d)	**Acquirer**: 248,153,725 equity shares and 435,657,000 OCCRPS **PAC**: Nil	**Acquirer**: 65.60% equity shares and 100% preference shares (##) **PAC**: Nil	**Acquirer**: 72.34% (##) **PAC**: Nil
After the acquisition/sale, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	**Acquirer**: 248,153,725 equity shares **PAC**: Nil	**Acquirer**: 65.60% equity shares **PAC**: Nil	**Acquirer**: 65.60% **PAC**: Nil
b) Shares encumbered with the acquirer	-	-	-
c) VRs otherwise than by equity shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	**Acquirer**: 435,657,000 OCCRPS	-	**Acquirer**: 6.74% (##)
e) Total (a+b+c+d)	**Acquirer**: 248,153,725 equity shares and 435,657,000 OCCRPS **PAC**: Nil	**Acquirer**: 65.60% equity shares and 100% preference shares (##) **PAC**: Nil	**Acquirer**: 72.34% (##) **PAC**: Nil

Fairbridge Capital (Mauritius) Limited
The Common Seal of

Mode of acquisition/ sale (e.g. open market /off market/ public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Preferential allotment
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	02 April 2021
Equity share capital / total voting capital of the TC before the said acquisition/sale	378,275,489 equity shares having a face value of INR 1 each (As per shareholding pattern for quarter ended December 2020)
Equity share capital/ total voting capital of the TC after the said acquisition/sale	378,275,489 equity shares having a face value of INR 1 each (As per shareholding pattern for quarter ended December 2020)
Total diluted share/voting capital of the TC after the said acquisition (##)	470,380,563 equity shares having a face value of INR 1 each

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(##) The Preference Shares are convertible at the option of the Company during the first 18 months from the date of allotment, at a price of Rs. 47.30 per share, (subject to compliance with all applicable laws). Till the time of conversion, the OCCRPS do not carry any voting rights except as provided under applicable laws. Further, these OCCRPS would result into 6.74% voting rights on fully diluted basis on the assumption that entire OCCRPS are converted into equity shares.

For and on behalf of
Fairbridge Capital (Mauritius) Limited

Capital (Mauritius) Limited ★ Fairbridge
The Common Seal of

Authorised Signatory
Place: Mauritius
Date: 05 April 2021