

Fairbridge Capital (Mauritius) Limited

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22 March 2022

The Manager,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001, India
Scrip Code: 500413
Email id: corp.relations@bseindia.com

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 for the conversion of 302,720,000 Optionally Convertible Cumulative Redeemable Preference Shares of Thomas Cook (India) Limited held byx Fairbridge Capital (Mauritius) Limited into 64,000,000 equity shares of Thomas Cook (India) Limited.

Thanking you.

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


Authorised Signatory
Encl: a/a



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

Name of the Target Company (TC)	Thomas Cook (India) Limited (BSE: 500413 / NSE: THOMASCOOK)		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Acquirer: Fairbridge Capital (Mauritius) Limited ("FCML") PAC: 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	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 (**)
<u>Before the acquisition under consideration, holding of :</u>			
a) Shares carrying voting rights	Acquirer: 248,153,725 equity shares PAC: Nil	Acquirer: 65.60% equity shares PAC: Nil	Acquirer: 52.76% equity shares PAC: Nil
b) Shares in the nature of encumbrance (pledge/lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	Acquirer: 435,657,000 Optionally Convertible Cumulative Redeemable Preference Shares ("OCCRPS") PAC: Nil	-	Acquirer: 19.58% PAC: Nil
e) Total (a+b+c+d)	Acquirer: 248,153,725 equity shares and 435,657,000 OCCRPS PAC: Nil	Acquirer: 65.60% equity shares PAC: Nil	Acquirer: 72.34% (#) (This number is calculated assuming conversion of all the OCCRPS) PAC: Nil

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<u>Details of acquisition/sale pursuant to the conversion of the existing OCCRPS</u>			
a) Shares carrying voting rights acquired/sold	Acquirer: 64,000,000 equity shares received from conversion of 302,720,000 OCCRPS PAC: Nil	Acquirer: 14.47% PAC: Nil	Acquirer: 13.61% PAC: Nil
b) VRs acquired /sold otherwise than by 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	-	-	-
d) Shares encumbered / invoked/released by the acquirer	-	-	-
e) Total (a+b+c+/-d)	Acquirer: 64,000,000 equity shares PAC: Nil	Acquirer: 14.47% (##) PAC: Nil	Acquirer: 13.61% (##) PAC: Nil
<u>After the acquisition, holding of:</u>			
a) Shares carrying voting rights	Acquirer: 312,153,725 equity shares PAC: Nil	Acquirer: 70.58% PAC: Nil	Acquirer: 66.36% PAC: Nil
b) Shares encumbered with the acquirer	-	-	-
c) VRs otherwise than by 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: 132,937,000 OCCRPS PAC: Nil	Acquirer: 100% of preference share capital PAC: Nil	Acquirer: 5.98% PAC: Nil
e) Total (a+b+c+d)	Acquirer: 312,153,725 equity shares and 132,937,000 OCCRPS PAC: Nil	Acquirer: 70.58% equity shares and 100% preference shares PAC: Nil	Acquirer: 72.34% (#) (This number is calculated assuming conversion of the balance OCCRPS as well) PAC: Nil

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Mode of acquisition (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Conversion of 302,720,000 OCCRPS of INR. 10- each into 64,000,000 Equity Shares of INR 1/- each
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	17 th March 2022
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
Equity share capital/ total voting capital of the TC after the said acquisition / sale	442,275,489 equity shares having a face value of INR 1 each
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 Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(**) 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 OCCRPS are convertible at the option of the Company during the first 18 months from the date of their allotment, at a price of INR. 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.

(##) 64,000,000 equity shares of the Company ("**Conversion Shares**") have been issued to the Acquirer pursuant to conversion of 302,720,000 OCCRPS held by the Acquirer. The equity holding of the Acquirer in the Company (on a non fully diluted basis) prior to the issuance of the Conversion Shares was **65.60%** and the equity holding of the Acquirer (on a non fully diluted basis) pursuant to the issuance of the Conversion Shares is **70.58%** Therefore, the total increase in the Acquirer's holding (on a non fully diluted basis) in the current financial year is equivalent to **4.98%**.

For and on behalf of
Fairbridge Capital (Mauritius) Limited

Authorised Signatory
Place: Mauritius
Date: 22 March 2022

