

Fairbridge Capital (Mauritius) Limited

Level 1, Maeva Tower, Silicon Avenue, Cybercity, Ebene 72201, Mauritius
Tel: (230) 464-3044 Fax: (230) 468-1936

Date: December 4, 2023

To
The Managing Director
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001
Maharashtra, India
SYMBOL: 500413

To
Manager- Listing Department
**National Stock Exchange of
India Limited**
Exchange Plaza
Bandra – Kurla Complex,
Bandra (East),
Mumbai – 400 051
SYMBOL: THOMASCOOK

To
The Company Secretary,
Thomas Cook (India) Limited
11th floor, Marathon Futurex,
N. M. Joshi Marg,
Lower Parel (East),
Mumbai – 400 013

Dear Sir/ Madam,

Name of Company: Thomas Cook (India) Limited

Sub: Filing of report under Regulation 29 (2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“SEBI Takeover Regulations”)

This is with reference to the Notice dated November 29, 2023 read along with exercise of over subscription notice dated December 30, 2023 filed by us to the BSE Limited and National Stock Exchange of India Limited (“**Stock Exchanges**”) (“**Notice**”) pursuant to which Fairbridge Capital (Mauritius) Limited (the “**Seller**”), the promoter of Thomas Cook (India) Limited (the “**Company**”) sold 40,000,000 equity shares of ₹ 1 each of the Company (“**Equity Shares**”), in aggregate representing 8.50% of the total issued and paid-up equity share capital of the Company (“**Offer Shares**”) on November 30, 2023 (“**T Day**”) (for non-retail investors only) and on December 1, 2023 (“**T+1 Day**”) (for retail investors and for non-retail investors who choose to carry forward their un-allotted bids).

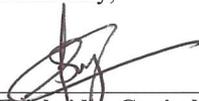
The above sale of equity shares took place through a separate designated window of the Stock Exchanges (the “**Offer**”) and was taken in accordance with the “*Comprehensive Framework on Offer for Sale (OFS) of Shares through the Stock Exchange Mechanism*” issued by the Securities and Exchange Board of India (the “**SEBI**”) through its circular no. SEBI/HO/MRD/MRD-PoD-3/P/CIR/2023/10 dated January 10, 2023 (“**SEBI OFS Circular**”) read with (a) the “Revised Guidelines for Bidding in Offer for Sale (OFS) Segment” issued by BSE by way of its notice bearing no. 20230127-14 dated January 27, 2023 and, to the extent applicable, the previous notices issued by BSE in this regard; and (b) “Revised operating guidelines of Offer for Sale” issued by NSE by way of its circular bearing no. NSE/CMTR/55432 and dated January 31, 2023 and, to the extent applicable, the previous circulars issued by NSE in this regard.

In compliance with Regulation 29(2) of the SEBI Takeover Regulations, we are hereby notifying the aforesaid information regarding sale of equity shares by Fairbridge Capital (Mauritius) Limited on November 30, 2023 and December 1, 2023. As required under Regulation 29(3) of SEBI Takeover Regulations, we are informing you about the said sale within 2 working days thereof.

Enclosed is the report in the format as prescribed by SEBI.

The above is for your information and records.

Yours sincerely,


For Fairbridge Capital (Mauritius) Limited

Name: Sarwansingh Mungur

Designation: Authorised Signatory



DISCLOSURES UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

1. Name of the Target Company (TC)	Thomas Cook (India) Limited		
2. Name(s) of the acquirer-Seller and Persons Acting in Concert (PAC) with the acquirer-Seller	Seller: Fairbridge Capital (Mauritius) Limited		
3. Whether the acquirer-Seller belongs to Promoter/Promoter Group	Yes, the Seller is the Promoter of the TC		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and National Stock Exchange of India Limited		
5. 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/disposal under consideration, holding of:			
a) Shares carrying voting rights	340,258,798	72.34%	72.34%
b) Shares in the nature of encumbrance (pledge / lien / non-disposal undertaking / others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by shares	Nil	Nil	Nil
d) Warrants / convertible securities / any other instrument that entitles the acquirer-Seller to receive shares carrying voting rights in the TC (specify holding in each category)	Nil	Nil	Nil
Total (a+b+c+d)	340,258,798	72.34%	72.34%
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold	40,000,000	8.50%	8.50%
b) VRs acquired/sold otherwise than by shares	Nil	Nil	Nil
c) Warrants / convertible securities / any other instrument that entitles the acquirer-Seller to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	Nil	Nil	Nil
d) Shares encumbered/invoked/released by the acquirer-Seller	Nil	Nil	Nil
Total (a+b+c+/-d)	40,000,000	8.50%	8.50%
After the acquisition/sale, holding of the Seller:			
a) Shares carrying voting rights	300,258,798	63.84%	63.84%
b) Shares encumbered with the acquirer-Seller	Nil	Nil	Nil
c) VRs otherwise than by shares	Nil	Nil	Nil
d) Warrants / convertible securities / any other instrument that entitles the acquirer-Seller to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition/disposal	Nil	Nil	Nil
Total (a+b+c+d)	300,258,798	63.84%	63.84%

6. Mode of acquisition/ sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Offer for Sale by the Seller through the stock exchange mechanism in accordance with the "Comprehensive Framework on Offer for Sale (OFS) of Shares through Stock Exchange Mechanism" issued by the Securities and Exchange Board of India ("SEBI") through its circular no. SEBI/HO/MRD/MRD-PoD-3/P/CIR/2023/10 dated January 10, 2023 (the "SEBI OFS Circular") and the "Revised Guidelines for Bidding in Offer for Sale (OFS) Segment" issued by BSE by way of its notice bearing no. 20230127-14 dated January 27, 2023 and, to the extent applicable, the previous notices issued by BSE in this regard and the 'Revised operating guidelines of Offer for Sale' issued by NSE vide its circular dated January 31, 2023 and to the extent applicable, the previous notices issued by NSE in this regard.
7. Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	November 30, 2023 and December 1, 2023
8. Equity share capital / total voting capital of the TC before the said acquisition/ sale [#]	Number of equity shares: 470,380,562 Amount (in ₹): 470,380,562 (Face value of ₹ 1/- per equity share)
9. Equity share capital/ total voting capital of the TC after the said acquisition/ sale [#]	Number of equity shares: 470,380,562 Amount (in ₹): 470,380,562 (Face value of ₹ 1/- per equity share)
10. Total diluted share/voting capital of the TC after the said acquisition sale [#]	Number of equity shares: 470,380,562 Amount (in ₹): 470,380,562 (Face value of ₹ 1/- per equity share)

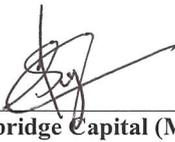
(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange.

(**) 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.

[#]Note: The percentages and total share capital are calculated basis the total number of equity shares of the Company as of September 30, 2023.

@ The Offer was announced on November 29, 2023 read along with oversubscription exercise Notice dated November 30, 2023 for sale of up to 40,000,000 equity shares of face value of ₹ 1/- each, representing 8.50% of the total paid up equity share capital of the Company. This is a disclosure of the shares allotted on the basis of the valid bids received from non-retail investors and retail investors on T day and T + 1 day (i.e., on November 30, 2023 and December 1, 2023).

Yours sincerely,




For Fairbridge Capital (Mauritius) Limited

Name: Sarwansingh Mungur

Designation: Authorised Signatory

Place: Mauritius

Date: 04 December 2023