



2013-1336

भारतीय प्रतिभूति  
और विनियम बोर्ड  
Securities and Exchange  
Board of India

Pradeep Kumar  
Assistant General Manager  
Corporation Finance Department  
Tel: +91 22 26449337 | +91 22 40459337  
Fax: +91 22 26449022 | Email: [pradeepkumar@sebi.gov.in](mailto:pradeepkumar@sebi.gov.in)

Mr. K. Bulsara  
Reply - 26/04/2013

CFD/PC/AT/OW/ 8985 /2013  
April 15, 2013

R R Kenkare  
President & Head – Legal & Company Secretary  
Thomas Cook (India) Ltd.  
Thomas Cook Building  
Dr. D. N. Road, Fort  
Mumbai - 400001

Dear Sir



**Sub: Proposal from Thomas Cook (India) Ltd. ("Company") seeking relaxation for increasing public shareholding pursuant to SEBI circular No. CIR/CFD/DIL/11/2012 dated August 29, 2012**

1. Please refer to SEBI letter dated March 08, 2013 wherein the issuance up to 3,43,79,606 Equity Shares, aggregating to 13.89% of its equity share capital of the Company by the way of Institutional Placement Programme (IPP) were granted to the Company, subject to the pricing restriction of Qualified Institutions Placement (QIP).
2. In continuation of the above and based on the facts of the case as stated in your letter dated March 20, 2013, it has been decided to relax the restriction on minimum number of allottees in the proposed IPP. The minimum number of allottees in the proposed IPP may be less than 10 in line with the extant provisions on minimum number of allottees in QIP. However, the proposed IPP would be subject to the pricing provisions as applicable to QIP.
3. The acceptance of your request is under SEBI circular No. CIR/CFD/DIL/11/2012 dated August 29, 2012, solely for the purpose of achieving minimum level of public shareholding as required under Securities Contracts Regulations (Rules), 1957 and it shall not be treated as a precedent.
4. You are also advised to intimate the contents of this letter to the stock exchanges in accordance with clause 36 of Listing Agreement.

Page 1 of 2

सेबी भवन, प्लॉट सं. सी 4-ए, "जी" ब्लॉक, बांद्रा कुर्ला कॉम्प्लेक्स, बांद्रा (पूर्व), मुंबई - 400 051.  
दूरभाष : 2644 9950 / 4045 9950 (आई.वी.आर.एस.), 2644 9000 / 4045 9000 फैक्स : 2644 9019 से 2644 9022 वेब : [www.sebi.gov.in](http://www.sebi.gov.in)

SEBI Bhavan, Plot No. C4-A, "G" Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051.  
Tel.: 2644 9950 / 4045 9950 (IVRS), 2644 9000 / 4045 9000 Fax : 2644 9019 to 2644 9022 Web : [www.sebi.gov.in](http://www.sebi.gov.in)

cf-20 am



अनुवर्ती:  
Continuation :

भारतीय प्रतिभूति  
और विनियम बोर्ड  
**Securities and Exchange  
Board of India**

5. Further, you are advised to comply with the requirement of minimum public shareholding as mandated under the Securities Contracts (Regulation) Rules, 1957 within the stipulated timeline and intimate SEBI of the same.
6. This letter is being issued with the approval of the competent authority.

Yours faithfully,

  
Pradeep Kumar

**Copy for information to:**

- ✓ 1. **The Managing Director and CEO**  
**Bombay Stock Exchange Ltd.**  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai - 400001
2. **The Managing Director**  
**National Stock Exchange of India Ltd.**  
Exchange Plaza, Bandra Kurla Complex  
Bandra (E), Mumbai - 400051