PUBLIC ANNOUNCEMENT UNDER REGULATIONS 3(1) AND 4 READ WITH REGULATIONS 13(1) and 15(1) OF THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011.

OPEN OFFER FOR ACQUISITION OF UP TO 23,486,264 EQUITY SHARES FROM THE EQUITY SHAREHOLDERS OF STERLING HOLIDAY RESORTS (INDIA) LIMITED, ("TARGET COMPANY") BY THOMAS COOK INSURANCE SERVICES (INDIA) LIMITED ("ACQUIRER") WITH THOMAS COOK (INDIA) LIMITED ("PERSON ACTING IN CONCERT / PAC")

This public announcement ("**PA**" / "**Public Announcement**") is being issued by ICICI Securities Limited ("**Manager to the Offer**"), for and on behalf of the Acquirer and the PAC, to the equity shareholders of the Target Company ("**Shareholders**") pursuant to and in compliance with, amongst others, Regulations 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("**Takeover Regulations**").

For the purpose of this PA, "**Voting Share Capital**" shall mean the total share capital of the Target Company, assuming the issuance of the Subscription Shares (as defined below) to the Acquirer and assuming exercise of all employee stock options/employee stock purchase schemes of the Target Company that have vested or will vest on or prior to the tenth working day from the closure of the tendering period, and includes any potential increases to the number of outstanding equity shares of the Target Company during the offer period (including), as contemplated as of February 7, 2014.

1. OFFER DETAILS

1.1 **Offer Size:** The Acquirer hereby makes this open offer ("**Offer**") to the Shareholders of the Target Company to acquire up to 23,486,264 fully paid up equity shares of face value of Rs.10 (Rupees ten only) each of the Target Company ("**Equity Shares**") constituting 26% of the Voting Share Capital ("**Offer Size**"), subject to the terms and conditions mentioned in this Public Announcement, the detailed public statement that will be published in connection to the Offer (**"DPS" / "Detailed Public Statement**") and the letter of offer that will be sent to the Shareholders ("**LoF**") will be in accordance with the Takeover Regulations.

1.2 **Price/Consideration**: The offer price of Rs. 98.00 (*Rs. Ninety Eight only*) per Equity Share is calculated in accordance with Regulation 8(2) of the Takeover Regulations ("**Offer Price**").

1.3 **Mode of Payment**: The Offer Price is payable in cash in accordance with Regulation 9(1)(a) of the Takeover Regulations.

1.4 **Type of Offer**: This Offer is a mandatory offer in compliance with Regulations 3(1) and 4 of the Takeover Regulations, as detailed herein below.

2. Transaction which has triggered the open offer obligations (Underlying Transaction)

Details of underlying transaction						
Type of Transaction (Direct / Indirect)	**Mode of Transaction (Agreement / Allotment / Market Purchase)**	**Shares / Voting rights proposed to be acquired**		**Total consideration for shares / voting rights (VR) acquired (Rs. in lacs)**	**Mode of Payment (Cash / securities)**	**Regulations which have been triggered**
		Number	**% vis a vis Voting Share Capital**			
Direct Acquisition	Subscription to equity shares of the Target Company pursuant to a share subscription agreement dated February 7, 2014 ("**SSA**") between the Acquirer, the Target Company and PAC. The Articles of Association of the Target Company shall be amended to provide the Acquirer certain rights with respect to the Target Company. There	20,650,000 Equity Shares ("**Subscription Shares**")	22.86% of the Voting Share Capital*	Rs. 186,86 lacs	Cash	Regulations 3(1) & (4) of the Takeover Regulations

Details of underlying transaction						
Type of Transaction (Direct / Indirect)	**Mode of Transaction (Agreement / Allotment / Market Purchase)**	**Shares / Voting rights proposed to be acquired**		**Total consideration for shares / voting rights (VR) acquired (Rs. in lacs)**	**Mode of Payment (Cash / securities)**	**Regulations which have been triggered**
		Number	**% vis a vis Voting Share Capital**			
	will be a change in control of the Target Company after the proposed preferential issue.					
Direct Acquisition	Share purchase from the sellers pursuant to a share purchase agreement dated February 7, 2014 ("**SPA**") between the Acquirer, the Target Company, the PAC and the sellers (persons listed below in point no. 4)	Between 11,592,846 Equity Shares and 18,007,677 Equity Shares depending on the terms and conditions of the SPA**	Between 12.83% and 19.94% of the Voting Share Capital***	Between Rs. 113,61 lacs and Rs. 176,48 lacs, depending on the number of Equity Shares acquired under the SPA	Cash	Regulations 3(1) & (4) of the Takeover Regulations

* *30.27% of the total paid up equity share capital of the Target Company as of February 7, 2014.*

** *11,592,846 Equity Shares are the minimum number of Equity Shares ("Minimum Sale Shares") that will be purchased by the Acquirer. The Acquirer will purchase such additional number of Equity Shares that represent the lower of:*

(i) *6,414,831 Equity Shares, and*

(ii) *such number of Equity Shares that together with the Equity Shares held by the Acquirer (including the Subscription Shares, the Minimum Sale Shares and the shares acquired pursuant to this open offer) would cause the aggregate shareholding of the Acquirer in the Target Company on the completion date to be equal to 74.9% of the equity share capital of the Target Company on the completion date under the SPA.*

*** *Between 16.99% and 26.40% of the total paid up equity share capital of the Target Company as of February 7, 2014.*

3. Acquirers / PAC

Details	Acquirer	PAC	Total
Name of Acquirer / PAC	Thomas Cook Insurance Services (India) Limited	Thomas Cook (India) Limited	2
Address	Thomas Cook Building, Dr. D. N. Road Fort, Mumbai, Maharashtra – 400001	Thomas Cook Building, Dr D. Naoroji Road, Fort, Mumbai-400001, Maharashtra, India	Not Applicable
Name of promoter	Thomas Cook (India) Limited is the promoter of the Acquirer	Fairbridge Capital (Mauritius) Limited is the promoter of the PAC	Not Applicable
Name of the Group, if any to which the Acquirer / PAC belongs to	Thomas Cook group	Fairfax Group, wherein the ultimate parent company is Fairfax Financial Holdings Limited	Not Applicable
Pre Transaction Shareholding Number % age of Voting Share Capital	NIL	NIL	NIL
Proposed Shareholding after the acquisition of shares which triggered the open offer	Between 32,242,846 Equity Shares and 38,657,677 Equity Shares (Between 35.69% and 42.80% of the Voting Share Capital of	NIL	Between 32,242,846 Equity Shares and 38,657,677 Equity Shares (Between 35.69% and

Details	Acquirer	PAC	Total
	the Target Company		42.80% of the Voting Share Capital of the Target Company
Any other interest in the TC	Please refer to 6.1 below	Please refer to 6.1 below	Not Applicable

4. Details of selling Shareholders, if applicable

Name	Part of Promoter Group (Yes / No)	Details of Shares / voting rights held by the selling shareholders			
		Pre Transaction		Post Transaction*	
		Number	%	Number	%
Bay Capital Investments Limited	No	7,888,718	8.73 % of the Voting Share Capital (11.56 % of the total paid up equity share capital of the Target Company as of date)	Between 1,888,718 and 4,189,706	Between 2.09% % and 4.64% % of the Voting Share Capital (between 2.77% % and 6.14% % of the total paid up equity share capital of the Target Company as of date)
India Discovery Fund Limited	No	5,207,837	5.77% % of the Voting Share Capital (7.63 % of the total paid up equity share capital of the Target	Between 2,843,994 and 5,207,837	Between 3.15% and 5.77 % of the Voting Share Capital (between 4.17% and 7.63 % of the total paid up

Name	Part of Promoter Group (Yes / No)	Details of Shares / voting rights held by the selling shareholders			
		Pre Transaction		Post Transaction*	
		Number	%	Number	%
			Company as of date)		equity share capital of the Target Company as of date)
Bay Capital Investment Managers Private Limited	No	1,750,000	1.94% % of the Voting Share Capital (2.57 % of the total paid up equity share capital of the Target Company as of date)	Between Nil and 1,750,000	Between 0% and 1.94 % of the Voting Share Capital (between 0% and 2.57 % of the total paid up equity share capital of the Target Company as of date)
Sidharth Shankar	Yes	3,780,500	4.19 % of the Voting Share Capital (5.54 % of the total paid up equity share capital of the Target Company as of date)	Nil	0 % of the Voting Share Capital (0 % of the total paid up equity share capital of the Target Company as of date)
Dhanlakshmi S	Yes	4,113,334	4.55 % of the Voting Share	Nil	0 % of the Voting Share

Name	Part of Promoter Group (Yes / No)	Details of Shares / voting rights held by the selling shareholders			
		Pre Transaction		Post Transaction*	
		Number	%	Number	%
			Capital (6.03 % of the total paid up equity share capital of the Target Company as of date)		Capital (0 % of the total paid up equity share capital of the Target Company as of date)
Total	**-**	**22,740,389**	**25.17 % of the Voting Share Capital (33.34 % of the total paid up equity share capital of the Target Company as of date)**	**Between 4,732,712 and 11,147,543**	**Between 5.24% and 12.34 % of the Voting Share Capital (between 6.94% and 16.34 % of the total paid up equity share capital of the Target Company as of date)**

5. Target Company

5.1 Name : Sterling Holiday Resorts (India) Limited

5.2 Exchanges Where Listed : a. BSE Limited

b. Madras Stock Exchange Limited

6. Other Details

6.1 On February 7, 2014, the board of directors of the Acquirer, the board of directors of the PAC and the board of directors of the Target Company have approved a composite scheme of arrangement and amalgamation pursuant to which: (i) the entire business division and undertaking of the Target Company engaged in time share and resort business shall be transferred by way of demerger from the Target Company to the Acquirer, in lieu whereof equity shares of the PAC will be issued to the shareholders of the Target Company in accordance with the ratio as set out in the scheme, and (ii) the residual Target Company shall be amalgamated into the PAC in lieu whereof equity shares of the PAC will be issued to the shareholders of the Target Company in accordance with the ratio as set out in the scheme.

6.2 Subject to the provisions of the Takeover Regulations, the Acquirer and the PAC reserve the right to acquire further Equity Shares during the offer period.

6.3 Further details of the Offer shall be published by February 14, 2014 in the Detailed Public Statement issued in terms of Regulation 13(4) of the Takeover Regulations which Detailed Public Statement will be published as required by Regulation 14(3) of the Takeover Regulations.

6.4 The Acquirer, the PAC, and each of their directors, jointly and severally undertake that they are fully aware of and will comply with their respective obligations, laid down in the Takeover Regulations and that the Acquirer and the PAC have adequate financial resources to meet their obligations in relation to the Offer.

6.5 This Offer is not conditional upon any minimum level of acceptance as per Regulation 19(1) of the Takeover Regulations and this Public Announcement is not being issued pursuant to a competitive offer in terms of Regulation 20 of the Takeover Regulations.

6.6 Completion of the Offer and the underlying transaction, as envisaged under the SPA and the SSA, is subject to satisfaction of the conditions precedent set out in the SPA and SSA and receipt of statutory approvals required, if any.

ISSUED BY THE MANAGER TO THE OFFER

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For and on behalf of the Acquirer

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For and on behalf of the PAC

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Place: Mumbai
Date: February 7, 2014