LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer constitutes an "offer" and not an "invitation to offer". This Letter of Offer is being sent to you as a shareholder(s) of Thomas Cook (India) Limited. If you require any clarifications about the action to be taken, you may consult your stockbroker or investment consultant or the Manager/ Registrar to the Offer. In case you have recently sold your shares in the Company, please hand over this Letter of Offer and the accompanying Form of Acceptance cum Acknowledgement and Transfer Deed to the Member of the Stock Exchange through whom the said sale was effected.

CASH OFFER AT Rs. 619.45/- PER EQUITY SHARE ("OFFER PRICE")

(pursuant to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereof) ("Takeover Regulations")

TO ACQUIRE UP TO 2,916,667 FULLY PAID-UP EQUITY SHARES ("OFFER")

representing 20% of the equity share capital (and 20% of the voting capital) of

THOMAS COOK (INDIA) LIMITED

Registered Office: Thomas Cook Building, Dr. Dadabhai Naoroji Road, Fort, Mumbai – 400 001

Phone No: +91 22 2204 8556/7/8 Fax No: +91 22 2287 1069

BY

DUBAI FINANCIAL L.L.C.

Registered Office: Emirates Towers, Sheikh Zayed Road, Bur Dubai, United Arab Emirates, P.O. Box - 73311

Phone No: +971 4 330 4444 Fax No.: +971 4 330 3260

(the "Acquirer")

Please Note:

1. The Offer is subject to the approval of the Foreign Investment Promotion Board ("FIPB") and the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 and the regulations there under. Applications to the FIPB were made on January 3, 2006 and the application to the RBI will be made at the appropriate time. Besides the above, to the best of the knowledge of the Acquirer, no other approvals are required to acquire shares tendered pursuant to this Offer. However, the Offer will be subject to all statutory approvals as may be applicable.
2. Should the Acquirer decide to revise the Offer Price upward, such upward revision will be made in terms of Regulation 26 of the Takeover Regulations not later than February 22, 2006. If there is any upward revision in the Offer Price, the same would be notified by way of a public announcement in the same newspapers in which the Public Announcement ("PA") appeared. Such revised offer price would be payable to all shareholders who have accepted this Offer and tendered their shares at any time during the term of the Offer to the extent to which their acceptance and tenders have been found valid and accepted by the Acquirer.
3. The Acquirer may withdraw the Offer in accordance with the conditions specified in Regulation 27 of the Takeover Regulations. In the event of such withdrawal, the same would be notified by way of a public announcement in the same newspapers where the PA appeared.
4. The procedure for acceptance of this Offer is set out in para 9 of this Letter of Offer. A Form of Acceptance-cum-Acknowledgement and transfer deed (where applicable) along with Form of Withdrawal are enclosed with this Letter of Offer.
5. Shareholders who have accepted the Offer by tendering the requisite documents in accordance with the procedures set forth in the PA and this Letter of Offer can withdraw the same upto 3 (three) working days prior to the date of closure of the Offer. **Requests for such withdrawals should reach the designated collection centers before the close of business hours on Tuesday, February 28, 2006.**
6. A copy of the Public Announcement and a copy of this Letter of Offer (including Form of Acceptance cum Acknowledgement and the form of Withdrawal) are available on SEBI's website at http://www.sebi.gov.in. The Form of Acceptance-cum-Acknowledgement may be downloaded and used to accept the Offer only in jurisdictions where legally permissible. Persons outside India accessing these pages are required to inform themselves of and observe any relevant restrictions.
7. This document has not been filed, registered or approved in any jurisdiction outside India. Recipients of this document resident in jurisdictions outside India should inform themselves of and observe any applicable legal requirements.
8. **There was no competitive bid made.**

All future correspondence, if any, should be addressed to the Registrar to the Offer shown below:

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
HSBC Securities and Capital Markets (India) Private Limited 52/60 Mahatma Gandhi Road, Fort Mumbai – 400 001 Tel: +91 22 2268 1188; Fax: +91 22 2263 1984 Contact Person: Tejas Bhatt E-mail: tciloffer@hsbc.co.in	**Karvy Computershare Private Limited** "Karvy House", 46, Avenue 4, Street No.1,Banjara Hills Hyderabad - 500034 Tel: +91 40 - 23312454,23320751, Fax: +91 40 - 23311968 Contact Person: Murali Krishna E-mail: murali@karvy.com

OFFER OPENS: MONDAY, FEBRUARY 13, 2006	OFFER CLOSES ON: SATURDAY, MARCH 4, 2006

Activity	Date	Day
Public Announcement ("PA") Date	December 23, 2005	Friday
Specified Date (for the purpose of determining the names of shareholders to whom the Letter of Offer would be sent)	December 28, 2005	Wednesday
Last date for a competitive bid	January 13, 2006	Friday
Date by which individual Letters of Offer will be dispatched to the shareholders	February 3, 2006	Friday
Offer Opening Date	February 13, 2006	Monday
Last date for revising the offer price/number of equity shares	February 22, 2006	Wednesday
Last Date for withdrawal by shareholders	February 28, 2006	Tuesday
Offer Closing Date	March 4, 2006	Saturday
Date by which approval/ rejection would be intimated and the corresponding payment for the acquired equity shares and/or the share certificates for the rejected/withdrawn equity shares will be dispatched and/or credited to the beneficiary account in case of dematerialised equity shares	March 19, 2006	Sunday

RISK FACTORS

Relating to the Transaction:

1. The Offer involves an offer to acquire 20% of fully paid-up equity share capital of Thomas Cook (India) Limited from the shareholders for the Offer. In the case of oversubscription in the Offer, as per the Regulations, acceptance would be determined on proportionate basis and hence there is no certainty that all the shares tendered by the shareholders in the Offer will be accepted.

2. In the event that either (a) a statutory and regulatory approval is not received in a timely manner, (b) there is any litigation leading to a stay of the Offer, or (c) SEBI instructing the Acquirer not to proceed with the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the shareholders of the Thomas Cook (India) Limited whose shares have been accepted in the Offer as well as the return of the shares not accepted by the Acquirer may be delayed. In case of the delay, due to non-receipt of the statutory approvals, as per Regulation 22(12) of the Regulations, SEBI may, if satisfied that the non-receipt of approvals was not due to the willful default or negligence or failure to diligently pursue on the part of the Acquirer, grant an extension for the purpose of completion of the Offer subject to the Acquirer paying interest to the shareholders, as may be specified by the SEBI. Further, shareholders should note that after the last date of withdrawal i.e. Tuesday, February 28, 2006, the shareholders who have lodged the shares would not be able to withdraw them even if the acceptance of shares under the Offer and dispatch of consideration gets delayed. The tendered shares and documents would be held by the Registrar to the Offer, till such time as the process of acceptance of tenders and the payment of consideration is completed.

3. The shares tendered in the Offer will be held in trust by the Registrar to the Offer, till the completion of the Offer formalities. Accordingly, the Acquirer makes no assurance with respect to the market price of the shares both during the Offer period and upon the completion of the Offer, and disclaims any responsibility with respect to any decision by the shareholders of Thomas Cook (India) Limited on whether to participate or not to participate in the Offer.

4. The Offer is subject to regulatory approvals and clearances including approval by the FIPB and the RBI required to acquire the shares tendered pursuant to this Offer.

5. The transaction is subject to completion risks as would be applicable to similar transactions.

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Attached: Form of Acceptance-cum-Acknowledgement, Form of Withdrawal and transfer deed (where applicable)

DEFINITIONS/ABBREVIATIONS

Acquirer	Dubai Financial L.L.C.
Board	Board of directors of the Target Company
BSE	The Bombay Stock Exchange Limited
Company/Target Company	Thomas Cook (India) Limited
CDSL	Central Depository Services Limited
Depository Escrow Account	The depository account opened by Karvy Computershare Private Limited with National Securities Depository Limited (NSDL) account "KCL Escrow A/c – TCIL Open Offer". The DP ID is IN 302470 and the beneficiary client ID is 40212270
DP	Depository Participant
Eligible Persons	Equity shareholders (whether registered or unregistered) of the Target Company (except for the Acquirer and parties to the SPA) at any time before the closure of the Offer
FEMA	Foreign Exchange Management Act, 1999
FIPB	Foreign Investment Promotion Board
Public Announcement	The public announcement relating to the Offer as appeared in the newspapers on December 23, 2005
Manager to the Offer/ HSBC	HSBC Securities and Capital Markets (India) Private Limited
NSDL	National Securities Depository Limited
NSE	The National Stock Exchange of India Limited
Offer	Cash offer being made by the Acquirer to the shareholders of the Company on the terms contained in this Letter of Offer
Offer Closing Date	Saturday, March 4, 2006
Offer Opening Date	Monday, February 13, 2006
Offer Price	Rs. 619.45/- (Rupees Six Hundred and Nineteen and Paise Forty Five) per share
PAC	Persons Acting in Concert
RBI	Reserve Bank of India
Registrar to the Offer	Karvy Computershare Private Limited
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
Seller	Thomas Cook A.G.
SPA	Share Purchase Agreement between Thomas Cook AG, Dubai Financial LLC and TCIM Limited dated December 21, 2005
Specified Date	Date for the purpose of determining the names of shareholders, as appearing in the Register of Members of the Company or the beneficial records of the relevant DPs, to whom the Letter of Offer will be sent. This date has been determined as Wednesday, December 28, 2005
Takeover Regulations / Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto
U.A.E.	United Arab Emirates

CURRENCY OF PRESENTATION

Please note that all financial data contained in this Letter of Offer has been rounded off to the nearest million, except where stated otherwise.

Certain financial details contained in this Letter of Offer are denominated in United States Dollars ("USD") and in Great Britain Pounds ("GBP"). Except where otherwise indicated, the rupee equivalent quoted in each case is calculated in accordance with the RBI Reference Rate appearing on www.rbi.org.in on December 22, 2005 which was Rs. 45.32/ USD and Rs. 79.04/ GBP, respectively.

This Letter of Offer is being issued by HSBC Securities and Capital Markets (India) Private Limited ("HSBC"), the Manager to the Offer, on behalf of the Acquirer pursuant to Regulations 10 (substantial acquisition of shares) and 12 (change in control) and other applicable provisions of the Takeover Regulations.

1. Disclaimer

IT IS TO BE DISTINCTLY UNDERSTOOD THAT THE FILING OF THE LETTER OF OFFER WITH SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF THOMAS COOK (INDIA) LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF THE ACQUIRER, OR OF THE COMPANY WHOSE SHARES/CONTROL ARE/IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT, WHILE THE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY, AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER DULY DISCHARGES ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, HSBC SECURITIES AND CAPITAL MARKETS (INDIA) PRIVATE LIMITED, THE MANAGER TO THE OFFER HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED JANUARY 5, 2006 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS 1997 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.

The Acquirer and the Manager to the Offer accept no responsibility for statements made otherwise than in this Letter of Offer or in any advertisement or any material issued by, or at the instance of the Acquirer and the Manager to the Offer, and anyone placing reliance on any other source of information would be doing so at his/her/their own risk.

2. Background to the Offer:

2.1 The Offer is being made by Dubai Financial L.L.C., i.e. the Acquirer, to the shareholders of Thomas Cook (India) Limited ("TCIL" or "Target Company"), a public company under the Companies Act, 1956 and having its registered office at Thomas Cook Building, Dr. Dadabhai Naoroji Road, Fort, Mumbai 400 001.

2.2 Thomas Cook AG, its subsidiaries and affiliates form the Thomas Cook Group. The Thomas Cook Group is one of the leading international travel and financial services groups. TCIL is part of the Thomas Cook Group and is involved in providing travel related services mainly in India, Mauritius and Sri Lanka. TCIL is a provider of consumer retail travel services, corporate travel management services, travel related foreign exchange and payment solutions as well as a general sales agency business.

2.3 The Acquirer has executed a Share Purchase Agreement ("SPA") dated December 21, 2005 with Thomas Cook AG (the "Seller"), to acquire 100% of the fully paid-up equity share capital of TCIM Limited ("TCIM"), a company incorporated in the United Kingdom, along with its control, subject to the fulfillment, inter alia, of certain conditions in the SPA. TCIM holds 8,750,000 equity shares representing 60% of the present fully paid up equity share capital of the Target Company.

2.4 **The salient features of the SPA include the following:**

(a) The Acquirer will acquire from the Seller 100% of the fully paid-up equity capital of TCIM for a consideration of GBP 2 and will assume debt amounting to GBP 49,921,274 due from TCIM to Thomas Cook Overseas Limited, a member of the Thomas Cook Group.

(b) The Seller has required the Target Company to inform the Reserve Bank of India ("RBI") about the acquisition of TCIM and the consequent change in control of TCIM and the potential acquisition of equity shares of the Target Company pursuant to this Offer.

(c) The Seller has to deliver unconditional letters/notices stating that the resignation or removal of its nominees and representatives from the Board of Directors of the Target Company shall be effective at the earliest date on which the Acquirer's nominees may be appointed as directors of the Target Company as per Regulation 22 (7) of the Takeover Regulations.

(d) If the total shareholding of the Acquirer in the Target Company (including the shares of the Target Company held by TCIM and the shares to be acquired from the public shareholders of the Target Company who have tendered their shares in the Offer) is likely to exceed 75%, TCIM will sell to the Seller and the Seller will buy back from TCIM, such number of equity shares of the Target Company from TCIM so as to maintain the minimum level of public shareholding in the Target Company required for continued listing. Such buy back by the Seller has to be completed within 5 business days from the Offer Closing Date (as defined hereafter).

(e) The SPA contains an undertaking by the Acquirer to comply with the Takeover Regulations, other applicable laws and that prior to the date of the Public Announcement, the Acquirer will deposit in an escrow account 100% of the total fund requirement for the Offer.

(f) The SPA contains certain non-compete provisions whereby the Seller and its affiliates have agreed not to compete with the Target Company for a period of five years in the financial services and travel business in India, Mauritius, Bangladesh, Nepal, Sri Lanka, Bhutan, Seychelles, Maldives, Myanmar and Pakistan. There is no separate consideration being paid for the non-compete provision.

(g) The parties have agreed that the Target Company will enter into a Trade Licence Agreement for the continued use of the trademarks of the Thomas Cook Group currently being used by the Target Company.

2.5 Since this is an indirect acquisition, the price paid for the purchase of the shares of TCIM is not relevant for the purpose of this Offer. However, by way of abundant caution, it may be mentioned that the price paid for 100% of TCIM (including the assumption of the debt due from TCIM to Thomas Cook Overseas Limited of GBP 49.92 million) will amount to the Acquirer indirectly paying Rs.462/- per equity share of the Target Company (based on an exchange rate assumed for the SPA of GBP 1 = Rs. 80.9775). A certificate dated February 1, 2006 confirming the calculation has been received from Pricewaterhouse Coopers, a firm of chartered accountants. The basis of this calculation is outlined below:

a)	Number of TCIL shares owned by TCIM	8,750,000
b)	Purchase consideration to acquire 100% of TCIM	GBP 2
c)	Debt due from TCIM to Thomas Cook Overseas Limited assumed by the Acquirer	GBP 49,921,274
d)	Total Acquisition Cost (b+c)	GBP 49,921,276
e)	Implied price paid per TCIL share in GBP (d ÷ a)	GBP 5.705
f)	Implied price per TCIL share in Rs. (based on an exchange rate of GBP 1 = Rs. 80.9775)	Rs. 462

2.6 The Acquirer undertakes that depending upon the number of shares of the Target Company tendered in the Offer, If the total shareholding of the Acquirer in the Target Company (including the shares of the Target Company held by TCIM and the shares to be acquired from the public shareholders of the Target Company who have tendered their shares in the Offer) is likely to exceed 75%, TCIM will sell to the Seller and the Seller will buy back from TCIM, such number of equity shares of the Target Company from TCIM so as to maintain the minimum level of public shareholding in the Target Company required for continued listing. Such buy back by the Seller has to be completed within 5 business days from the Offer Closing Date (as defined hereafter).

2.7 Pursuant to Regulations 10 and 12 and other applicable provisions of Chapter III of the Takeover Regulations the Acquirer is making this Offer to the shareholders of the Target Company to acquire up to 2,916,667 fully paid up equity shares of Rs 10/- each of the Target Company representing up to 20% of the present fully paid up equity share capital of the Target Company at Rs. 619.45/- (Rupees Six Hundred and Nineteen and Paise Forty Five only) per equity share ("Offer Price") to all shareholders of the Target Company who tender their equity shares and whose equity shares are acquired by the Acquirer.

2.8 Neither the Acquirer, the Seller nor the Target Company have been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B of the SEBI Act or under any of the regulations made thereunder.

2.9 Under the SPA, the Seller is to deliver unconditional letters/notices stating that the resignation or removal of its nominees and representatives from the Board of Directors of the Target Company shall be effective at the earliest date on which the Acquirer's nominees may be appointed as directors of the Target Company as per Regulation 22 (7) of the Takeover Regulations. While there were no representatives of the Acquirer on the Board as of the date of the PA, pursuant to the meeting of the Board of the Target Company held on January 21, 2006, the Acquirer has appointed 4 directors on the Board of the Target Company in accordance with Regulation 22(7) of the Takeover Regulations and other applicable laws.

3. Details of the Offer

3.1. The Public Announcement appeared on December 23, 2005 in the following newspapers, in accordance with Regulation 15 of the Takeover Regulations:

Newspapers	Language	Editions
Business Standard	English	All Editions
Pratahkal	Hindi	Mumbai
Navshakti	Marathi	Maharashtra

A copy of the Public Announcement is also available on SEBI's website at http://www.sebi.gov.in

3.2. This Offer to the shareholders of the Target Company is to acquire up to 2,916,667 fully paid up equity shares of Rs 10/- each of the Target Company representing up to 20% of the present fully paid up equity share capital of the Target Company at the Offer Price to all shareholders of the Target Company who tender their equity shares and whose equity shares are acquired by the Acquirer.

3.3. The Offer Price of Rs. 619.45/- will be payable in cash, subject to the terms and conditions mentioned in the Public Announcement and this Letter of Offer.

3.4. Prior to the execution of the SPA the Acquirer did not, and as on the date of the PA, the Acquirer did not hold any equity shares of the Target Company. On January 21, 2006 the Acquirer acquired 100% of the shares of TCIM Limited which holds 8,750,000 equity shares representing 60% of the fully paid up equity share capital of the Target Company.

3.5. **Object of the acquisition / Offer**

3.5.1 The Acquirer has entered into the SPA with the Seller to acquire control of TCIM. Following the acquisition of TCIM, the Acquirer will indirectly acquire substantial voting rights in and control over the Target Company.

4. Background of the Acquirer

4.1 The Acquirer – Dubai Financial L.L.C.

4.1.1 **The details of the Acquirer (Dubai Financial L.L.C.) are as follows:**

Name of the Acquirer	Dubai Financial L.L.C.
Registered and Principal Office Address	Emirates Towers, Sheikh Zayed Road, Bur Dubai Dubai, United Arab Emirates, P.O. Box 73311 Telephone No: +971 4 330 4444 Fax No: +971 4 330 3260
Listed on	Unlisted
Parent Company	Dubai Investment Group L.L.C.
Business Group	Dubai Holding L.L.C.
Primary Business	Investment in and formation and management of commercial, industrial and agricultural projects
Experience	Incorporated on September 5, 2005
Compliance with the applicable provisions of chapter II of the Takeover Regulations	No compliance applicable as on date

Source : Acquirer

4.1.2 **The details of the promoters of the Acquirer and the group to which the Acquirer belongs**

The Acquirer is owned 99% by Dubai Investment Group L.L.C. ("DIG") incorporated in the emirate of Dubai and 1% by Dubai Investment Group Limited ("DIGL") incorporated in the Cayman Islands. DIG is a subsidiary of Dubai Holding L.L.C. and hence the Acquirer is part of the Dubai Holding group.

DIG is headquartered in the emirate of Dubai and with local offices that stretch from New York through London to Kuala Lumpur, DIG focuses on long and short-term investments with the potential to deliver exceptional and sustainable performance. DIG is structured as a conglomerate of investment companies operating around core expertise in the asset classes of Global Securities, Real Estate and Fund Management. DIG has created and manages a diversified and rapidly expanding portfolio of direct and indirect investments. It focuses on key sectors including Financials, Industrials, Telecommunications and Hotels.

DIG is a subsidiary of and is the global financial investor of Dubai Holding L.L.C. ("Dubai Holding"). Dubai Holding was created in October 2004 to consolidate the various large scale infrastructure and investment projects in Dubai that were created over the past five years as well as to research, identify and execute future major projects that will benefit the UAE and the region. Dubai Holding currently acts as a holding company for over 20 companies operating in a variety of sectors ranging from health, technology, finance, real estate, research, education, humanitarianism, tourism, energy, communication, industry, biotechnology and hospitality.

Brief financial details of DIG

Name of company	Dubai Investment Group L.L.C.
Address	Emirates Towers, Level 38, Sheikh Zayed Road, P.O. Box 73311, Dubai, United Arab Emirates
Date of Incorporation	July 4, 2005
Nature of business	Investment holding company
Financial highlights* (from July 4, 2005 to 31 December 2005)	Equity Capital, Reserves (excluding revaluation reserves): USD 836 million (Rs. 378,912 Lacs)
Total Income	USD 208 million (Rs. 94,266 Lacs)
Net Profit	USD 200 million (Rs. 90,640 Lacs)
EPS	USD 0.69 million (Rs. 314 Lacs)
Net Asset Value per share (excluding revaluation reserves)	USD 2.79 million (Rs. 1,263 Lacs)

Source: Acquirer

**Audited financials not available as the company was incorporated on July 4, 2005. The above financials are based on management estimates.*

4.1.3 **Brief History and Operations of the Acquirer:**

The Acquirer is a limited liability company in the emirate of Dubai incorporated under U.A.E. Federal Law relating to Commercial Companies.

The Acquirer was incorporated on September 5, 2005 and commenced operations with the contribution by its shareholders of net assets of USD 241.9 million (at fair value). The principal activities of the Acquirer are as detailed below:

- Invest in, incorporate and manage commercial, industrial, technological, media, entertainment and agricultural projects.
- Invest in and incorporate banking, investment and other financial projects and companies.
- Buy, sell, rent, manage and advise on commercial and residential real estate.
- Carry out all investment activities, subject to obtaining the requisite license from the Central Bank of the United Arab Emirates.

4.1.4 **Shareholding Pattern of the Acquirer: As on the date of the PA, the holding pattern of the outstanding shares of the Acquirer was as follows:**

Shareholder	No. of shares	Shareholding %
Dubai Investment Group L.L.C. (DIG)	49,500	99%
Dubai Investment Group Limited (DIGL)	500	1%
Total	**50,000**	**100%**

Source: Acquirer

4.1.5 **Details of the Board of Directors of Acquirer as on the date of the PA is as follows:**

Name	Residential Address	Educational Qualifications	Date of Appointment
Soud Ba'alawy	332/51 Street Jumeirah Villa Post Box 73311 Dubai, UAE	Member of the Chartered Institute of Management Accountants	September 5, 2005

Source: Acquirer

Mr. Ba'alawy is not a director on the Board of the Target Company.

Details of experience of the above directors are as follows:

Soud Ba'alawy, is the sole director and General Manager of Dubai Financial, he is the Chief Executive Officer for Dubai Investment Group and a member of the Board of Dubai Holding. Soud joined the Group in early 2000 and held the position of Chief Investment Officer of Dubai Internet City and was VP of the Executive Office. In November of 2000 Soud set up The Investment Office, tasked with the mandate to build a diversified international portfolio of investments across a range of asset classes.

Prior to joining Dubai Investment Group, Soud was with Citibank for 10 years, appointed as Gulf Treasurer, VP in Dubai, the youngest treasurer for the group in CEEMEA. Under his management as Gulf Treasurer, regional revenues for Citibank increased fourfold and saw the introduction of the equity brokerage business for Citibank, the first in the region. During his career at Citibank, Soud held other senior positions in the areas of Treasury, Audit, Feasibility studies for retail banking across the region and Risk management. In Citibank Singapore, Soud reported to the Asia Pacific Treasurer, responsible for risk management of the USD 40bn regional balance sheet, directly responsible for Singapore, Malaysia, Thailand and the Gulf. Additionally, Soud was part of the team responsible for treasury training for all new CEO's at Citibank within the region and was the official Citicorp designated trainer for people management within the region. Other Board memberships include; Dubai Islamic Insurance and Reinsurance Company (Aman), EIRE Islamic Real Estate Fund, E-Millennium Private Equity Fund, Chairman of Manzil, a non-profit centre for special needs individuals. Soud is a member of the Chartered Institute of Management Accountants.

4.1.6 **Share Capital of Acquirer: As on October 31, 2005, the share capital of the Acquirer is as follows:**

Particulars	**Amount.**
Total Paid up Capital	USD 13,600,000
(50,000 Authorised shares, 50,000 fully paid up equity shares of face value of USD 272 each)	
Market price of shares	Not applicable as the Acquirer is not a listed company

4.1.7 **The audited consolidated financial statements of Dubai Financial L.L.C (from September 5, 2005 to October 31, 2005)**

Profit & Loss statement	**Period ending 31 October 2005**	
	(USD '000)	**(Rs. Lacs)**
Interest Income	14	6
Investment Income	8,560	3,879
Total Income	8,574	3,886
Interest Expense	(3,354)	(1,520)
Operating Profit	5,220	2,366
General and Administrative Expenses	(236)	(107)
Profit for the Period	4,984	2,259

Balance Sheet	**As on 31 October 2005**	
	(USD '000)	**(Rs. Lacs)**
Sources of Funds		
Paid up Capital	13,600	6,164
Contributed capital[3]	218,258	98,915
Reserves and Surplus	4,984	2,259
Net Worth	236,842	107,337
Liabilities due to a financial institution	356,932	161,762
Accrued expenses and other liabilities	12,067	5,469
Total	**605,841**	**274,567**
Uses of Funds		
Investment Securities	598,977	271,456
Other Assets	6,864	3,111
Total	**605,841**	**274,567**

Other Financial data	**As on 31 October 2005**	
	(USD '000)	**(Rs. Lacs)**
Dividend %	Nil	Nil
Earnings per share	99.68	4,517
Return on networth (%)	N/A	N/A
Book value per share	4,736.84	214,674

Source: Acquirer

Notes

1. The financial statements of the Acquirer are based on the audited accounts for the period from the date of incorporation to October 31, 2005.
2. Financial data denominated in USD are converted into Rs. based on an exchange rate of USD 1 = Rs. 45.32.
3. Contributed capital represents assets contributed to the company by a shareholder but which are not represented by new shares issued in the company and are not recorded as a loan on the company's books and may be regarded as "quasi-equity". Contributed capital has been contributed by the shareholders of the Acquirer.

Key Accounting Policies

The principal accounting policies adopted by the company in the preparation of these financial statements are set out below:

Basis of preparation: These financial statements are prepared in accordance with International Financial Reporting Standards, including International Accounting Standards and Interpretations issued by the International Accounting Standards Board. The financial statements are prepared under the historical cost convention as modified by the revaluation of investment securities.

The preparation of financial statements in conformity with the International Financial Reporting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the company's accounting policies.

Investment securities: All investment securities held by the company are classified as 'financial asset at fair value through profit or loss'. These securities may be sold in response to needs for liquidity or changes in interest rates, exchange rates or market prices.

All purchases and sales of investment securities are recognised on the trade date, which is the date that the company commits to purchase or sell the investment security.

Investment securities are initially recognised at fair value. Investment securities are derecognized when the rights to receive cash flows from the assets have expired or where the company has transferred substantially all risks and rewards of ownership.

Investment securities are subsequently measured at fair value based on quoted market prices or, in the case of private equity funds, at the latest valuation provided by the fund managers as adjusted for subsequent performance data where available. Gains and losses arising from changes in the fair value of investment securities are recognised in the statement of income in the period in which they arise.

Interest income earned whilst holding interest bearing investment securities is recognised on the accrual basis. Dividends are recognized in the statement of income when the company's right to receive payment is established.

Foreign currencies: The financial statements are presented in US Dollars since the majority of the company's transactions are denominated in that currency.

Transactions denominated in foreign currencies are translated into US Dollars at the rates of exchange ruling on the dates of transactions. Monetary assets and liabilities denominated in foreign currencies are translated into US Dollars at the rates of exchange ruling at the balance sheet date. The resulting exchange differences are dealt with in the statement of income.

4.1.8 **Details of the companies promoted by the Acquirer**

The Acquirer has promoted two companies since incorporation (details as below); the Acquirer has also signed a subscription agreement to take investor shares in a third company in the Cayman Islands.

Name of company	Dubai Investment Group (YGP) Limited
Address	c/o Paget-Brown Trust Company Ltd, West Wind Building, Harbour Drive, PO Box 1111, George Town, Grand Cayman, Cayman Islands
Date of Incorporation	November 15, 2005
Nature of business	Investment holding company
Financial highlights* (from November 15, 2005 to December 31, 2005)	Equity Capital, Reserves (excluding revaluation reserves): USD 50,000 (Rs. 22.7 Lacs) Total Income: n/a Profit after Tax: n/a EPS: n/a Net asset value per share (excluding revaluation reserves): USD 1 (Rs. 45.32)

Source: Acquirer

** Audited financials not available as the company was incorporated on November 15, 2005.*

Name of company	Dubai Investment Group (LLP) Limited
Address	c/o Paget-Brown Trust Company Ltd, West Wind Building, Harbour Drive, PO Box 1111, George Town, Grand Cayman, Cayman Islands
Date of Incorporation	November 15, 2005
Nature of business	Investment holding company
Financial highlights* (from November 15, 2005 to December 31, 2005)	Equity Capital, Reserves (excluding revaluation reserves): USD 50,000 (Rs. 22.7 Lacs) Total Income: n/a Profit after Tax: n/a EPS: n/a Net asset value per share (excluding revaluation reserves): USD 1 (Rs. 45.32)

Source: Acquirer

** Audited financials not available as the company was incorporated on November 15, 2005.*

4.2 **Disclosure in terms of Regulation 16(ix):** The Acquirer undertakes not to sell, dispose of or otherwise encumber any substantial assets of the Target Company except in the ordinary course of business of the Target Company, without the prior approval of the shareholders of the Target Company. It will be the responsibility of the Board of Directors of the Target Company to make appropriate decisions about these matters in accordance with the requirements of its business. Such approvals and decisions will be governed by the provisions of the relevant regulations or any other applicable laws or legislation at the relevant time.

4.3 **Future Plans /Strategies of the Acquirer with regard to the Target Company:** The investment by the Acquirer in the Target Company represents the Acquirer's long-term commitment to the high growth travel and tourism market in India and the region. The leading position enjoyed by the company in the travel services business in India fits in with Acquirer's strategy to invest in growth opportunities in the hospitality, leisure industries and financial services industries. The Acquirer hopes to further the leadership position of the Target Company post its investment.

4.4 The Acquirer undertakes that depending upon the number of shares of the Target Company tendered in the Offer, If the total shareholding of the Acquirer in the Target Company (including the shares of the Target Company held by TCIM and the shares to be acquired from the public shareholders of the Target Company who have tendered their shares in the Offer) is likely to exceed 75%, TCIM will sell to the Seller and the Seller will buy back from TCIM, such number of equity shares of the Target Company from TCIM so as to maintain the minimum level of public shareholding in the Target Company required for continued listing. Such buy back by the Seller has to be completed within 5 business days from the Offer Closing Date (as defined hereafter).

5. Background of the Target Company (Based on public information and information provided by the Target Company)

5.1 Address of corporate and registered office, with phone numbers.

Corporate office:	Thomas Cook (India) Limited, Thomas Cook Building, Dr. D.N Road, Fort, Mumbai – 400 001
Registered Office	Thomas Cook (India) Limited, Thomas Cook Building, Dr. D.N Road, Fort, Mumbai – 400 001
Phones	+91 22 22048556/57/58
Fax	+91 22 22871069/2876

5.2 Brief history and major areas of operation

Thomas Cook (India) Limited was incorporated in the year 1978 in Mumbai, India. It is involved in providing travel related services mainly in India, Mauritius and Sri Lanka and operates in 2 divisions, Financial Services and Travel Related Services

- Financial Services – Authorized dealers in foreign exchange focused on providing travel related foreign exchange and payment solutions
- Travel Related Services – Services include consumer leisure travel retailing (such as retailing of package tours), corporate travel management services (such as air and hotel reservations), leisure inbound service (services for customers of third party tour-operators at their arrival) and general sales agency business

TCIL operates in Mauritius through its wholly owned subsidiaries Thomas Cook (Mauritius) Holding Company Limited and Thomas Cook (Mauritius) Operations Company Limited. In Sri Lanka, TCIL operates through Thomas Cook Lanka Holdings (Private) Limited, which is a wholly owned subsidiary of Thomas Cook (Mauritius) Holding Company Limited.

The paid up share capital of the Target Company as on date consists of 14,583,333 fully paid up equity shares of the nominal value of Rs. 10 each aggregating to Rs. 145,833,330. There are no partly paid up equity shares in the Target Company. The Company's shares are listed on the NSE and the BSE.

5.3 **Share capital structure of the Target Company**

Paid up Equity Shares of Target Company	No. of shares/ voting rights	% of shares/ voting rights
Fully paid up equity shares	14,583,333	100%
Partly paid up equity shares	-	-
Total paid up equity shares	14,583,333	100%
Total voting rights in Target Company	14,583,333	100%

Source: Target Company

5.4 **Build up of the current capital structure since inception:**

Date of allotment	No. & % of shares issued	Cumulative paid up	Mode of Allotment	Identity of Allottees	Status of Compliance
18/02/83	700,000 equity shares of Rs. 10/- each	700,000	IPO	279,993 equity shares to Thomas Cook Overseas Limited for consideration other than cash 105,000 equity shares to State Bank of India 33,000 equity shares to employees in accordance with the Employees Share Purchase Scheme 282,000 equity shares to the public for cash 7 equity shares to Thomas Cook Overseas Limited for cash	Complied
01/02/88	3,50,000 equity shares of Rs. 10/- each fully paid 50% of existing cap	10,50,000	Bonus Issue Ratio of allotment 1:2	All	Complied
27/03/91	5,25,000 equity shares of Rs. 10/- each fully paid 50% of existing cap.	15,75,000	Bonus Issue Ratio of allotment 1:2	All	Complied
28/12/93	15,75,000 equity shares of Rs. 10/- each fully paid 100% of existing cap.	31,50,000	Bonus Issue Ratio of allotment 1:1	All	Complied
11/10/95	21,00,000 equity shares of Rs. 10/- each fully paid 66.67% of existing cap.	52,50,000	Bonus Issue Ratio of allotment 2:3	All	Complied
12/09/97	35,00,000 equity shares of Rs. 10/- each fully paid 66.67% of existing cap.	87,50,000	Bonus Issue Ratio of allotment 2:3	All	Complied
27/07/00	58,33,333 equity shares of Rs. 10/- each fully paid 66.67% of existing cap.	1,45,83,333	Bonus Issue Ratio of allotment 2:3	All	Complied

Source: Target Company

5.5 The Target Company has confirmed that there has been no suspension of trading of the equity shares of the Company in any stock exchange(s) as applicable. The Target Company has also confirmed that there has been no penal action taken against the Target Company by the stock exchanges.

5.6 There are no outstanding convertible instruments (warrants, FCDs, PCDs) or partly paid up shares of the Company.

5.7 Compliance with Chapter II of the Takeover Code as provided by the Company. The Target Company has confirmed that it has complied with Chapter II of the Takeover Code by the due date for compliance except for the delays as indicated in the table below:

Sl. No.	Regulation/ Sub-Regulation	Due date for compliance as mentioned in the regulation	Actual date of Compliance	Delay, if any, (in no. of days) Col. 4 - Col. 3	Remarks
1	2	3	4	5	6
1	6(2)	20.5.1997	27.04.1998	342	See note below
2	6(4)	20.5.1997	27.04.1998	342	See note below
3	8(3)	30.4.1998	27.01.1999	272	See note below
4	8(3)	30.4.1999	25.01.2000	270	See note below
5	8(3)	30.4.2000	14.02.2001	290	See note below
6	8(3)	30.4.2001	13.11.2001	197	See note below
7	8(3)	30.4.2002	11.04.2002	None	Complied
8	8(3)	30.4.2003	11.04.2003	None	Complied
9	8(3)	30.4.2004	05.04.2004	None	Complied
10	7(3)	02.2.2002	04.02.2002	None	Complied

Note: The disclosures had been filed by the Target Company as per the understanding that these disclosures were required to be filed in line with the Target Company's financial year. Hence, the disclosures were being filed as of 31st December every year from 1997 till 2000. In 2001, the Target Company changed its financial year to end on 31st October every year and accordingly, the annual disclosure was filed in November 2001. However, in the same month, NSE clarified that the annual disclosures were to be filed with reference to the Financial Year April – March every year and not as per the Target Company's financial year.

In view of this clarification from NSE, the Target Company started submitting the annual disclosures for the year ending 31st March every year, 2002 onwards.

5.8 The Target Company has confirmed that there has been an instance of non-compliance with the listing requirements as explained in the note in 5.7 above. The Company has agreed to pay a penalty of Rs. 1,50,000/-

5.9 Composition of the Board of Directors as on the date of PA and the details of the directors as on date of this Letter of Offer

Name	Position	Appointed
Thomas Doering*	Chairman	22/08/2003
Heinz Ludger Heuberg*	Deputy Chairman	27/02/2004
Ashwini Manmohan Kakkar*	Chief Executive Officer & Managing Director	16/06/1997
Madhavan K. Menon	Executive Director – Foreign Exchange	01/05/2000
Robin Tarapada Banerjee	Executive Director – Finance	02/04/2004
Ian Simon Ailles*	Director	08/06/2001
Lester William Morley Porter*	Director	26/02/1995
Hoshang Shavaksha Billimoria	Director	07/12/1983
K. Digvijay Singh	Director	13/10/1999
Ashok Gopalrao Kalmankar	Director	17/03/2005
Juergen Bueser*	Director	25/08/2005
Roland Zeh*	Director	25/08/2005

Source: Target Company

Note : Pursuant to a board meeting held on 15/12/2005, TCIL appointed the following as alternate directors: Annette Hoeher for Juergen Bueser, Ellen Nehs for Roland Zeh, Bernd Lienhard for Thomas Doering, Uwe Kroeger for Heinz Ludger Hueberg, and Colin McKinlay for Ian Allies

** Resigned on the Board meeting held on January 21, 2006*

While there were no representatives of the Acquirer on the Board as of the date of the PA, pursuant to the meeting of the Board of the Target Company held on January 21, 2006, the Acquirer has nominated 4 directors on the Board of the Target Company in accordance with Regulation 22(7) of the Takeover Regulations and other applicable laws.

Name	Position	Appointed
Mr. Udayan Bose*	Non-Executive Chairman	21/01/2006
Mr. Sayanta Basu*	Non-Executive Deputy Chaiman	21/01/2006
Ms. Jacqueline Gorski*	Director	21/01/2006
Mr. Abdulhakeem Kamkar*	Director	21/01/2006
Mr. A.V. Rajwade	Director	21/01/2006
Mr. Dilip De	Director	21/01/2006

Source: Target Company

** Acquirer's nominees*

5.10 **Experience and qualification of all directors as on the date of the PA and the details of the directors as on date of this Letter of Offer**

Dr. Thomas Döring has been Executive Vice President International Markets at Thomas Cook AG, Oberursel, Germany, since 1 February 2003. Dr. Thomas Döring studied mechanical engineering & economics at Berlin Technological University, Germany and Nanyang Technological University, Singapore between 1990 and 1994 before moving on to the University of California at Berkeley and St. Gallen University in Switzerland where he was awarded his doctorate. He has subsequently lectured in Service Management at St. Gallen University.

Mr. Heinz Ludger Heuberg, embarked on his professional career as a trainee at Robert Bosch GmbH in Reutlingen, Germany in May 1985. In 1986 he became head of the commercial director's office and two years later head of department and responsible for reporting, controlling and accounting activities. He was then appointed head of works controlling in 1989. Two years later saw him take on the job of commercial director of the plastic machinery division at Werner & Pfleiderer GmbH in Stuttgart, Germany. In 1993 Heinz-Ludger Heuberg was appointed to the new position of director of corporate development and headquarters' controlling at Rheinmetall AG in Düsseldorf, Germany. Between 1996 and 1998 he was finance board member at Mauser Waldeck AG, chairman of the management board at Mauser Office GmbH in Korbach, Germany and executive manager at Rheinmetall AG. February 1998 saw Heuberg additionally appointed to the job of finance board member at Kolbenschmidt Pierburg AG in Düsseldorf. Since 1 March 2002, Heuberg has been board member at Lufthansa Cargo AG and responsible for the personnel and finance divisions. Member of the board at Thomas Cook AG with effect of 1 January 2004.

Mr. Ashwini Kakkar, Ashwini (B.Sc (Mech Engg))., MBA (Insead, France) IIM, L.L.B, born on 4 January 1954, is the CEO & MD since 1997 reporting to Dr Thomas Doering, the Executive Vice President (International Markets) & Member of the Group Executive Committee, Thomas Cook AG, Germany, as well as Chairman, Thomas Cook (India) Ltd. Prior to joining Thomas Cook (I) Limited, Ashwini has worked as Managing Director – International General Electric, Mumbai, Manager, Business Development – General Electric (London) and Skega (Sweden). Ashwini is also on the Board of Alliance Capital Asset Management India (ACAM) as an Independent Director.

Mr. Madhavan Menon, (B.A. (Business), Georgetown University, USA., MBA, Finance & International Business, George Washington University, USA), born on 12 February 1955, was appointed as an Additional and Executive Director-Foreign Exchange for 3 years with effect from 1st May, 2000 to 30th April 2003, re-appointed for a further period of 3 years w.e.f. 1st May 2003 to 30th April 2006. He has a total experience of over 24 years. His last assignment was as Chief Operations & Administrative Officer of Birla Sunlife Asset Management Co. (AMC) Ltd. His expertise spans over Banking, Finance and Travel-related Foreign Exchange Management.

Mr. Robin Banerjee, born on 20 August 1955, is a Post Graduate in Commerce from the University of Calcutta. He is also a Fellow of the Institute of Chartered Accountants of India, an Associate of the Institute of Company Secretaries of India and an Associate of the Institute of Cost & Works Accountants of India. He served with HLL upto 1999 heading the Accounts function in several divisions and also as General Manager-Commercial (International Division-Exports) and General Manager-Mergers & Acquisitions. After 19 years with HLL, in 1999, Robin moved on to Germany as the Managing Director & Chief Financial Officer of ISPAT Germany GmbH, one of the largest steel manufacturing companies in Western Europe. He was also overseeing the commercial operations of several subsidiaries of ISPAT in North and South America. Robin has been appointed as Executive Director-Finance for 3 years with effect from 2nd April 2004. He will provide leadership to the Finance & Accounts, Treasury, Administration and Programs Management functions in the Company. He will also be responsible for the Business Process Improvement & Audit and Secretarial & Legal functions.

Mr. Ian Ailles joined Thomas Cook UK & Ireland in 1998, was appointed to the role of Managing Director - Specialist Businesses, in February 2003. Ian sits on the Board of Thomas Cook UK & Ireland Ltd but also has an international role, as a non-executive Director of Thomas Cook (India) Limited. Ian has recently been appointed Chairman of the Federation of Tour Operators (FTO). Previously, Ian has held the position of Group Finance Director, Thomas Cook UK Ltd. In this role he had overall responsibility for the business's financial management, as well as shareholder relations and business strategy. From May 2000 to March 2001 he held the role of

Director of Corporate Finance and Development, which included amongst other projects, the sale of Thomas Cook UK's Global & Financial Services business to Travelex. Ian, born on 05 October 1965, is a qualified chartered accountant.

Mr. Lester Porter, born on 03 July 1946, was a member of the Executive Board of Thomas Cook Worldwide Group for thirteen years and, during that time, had responsibility for Corporate Strategy and Business Development, Human Resources and, latterly, the international businesses including Thomas Cook India Limited. Prior to that he spent many years as a Senior Marketing Executive in a number of international blue chip companies. He retired from Thomas Cook in April 2001 and now runs his own executive coaching and consultancy practice.

Mr. H. S. Billimoria, is a Chartered Accountant, born on 07 July 1951, he completed his schooling from St. Xavier's High School, Bombay. Thereafter he completed his articles in London with Ernst & Whinney and qualified as a Chartered Accountant from the Institute of Chartered Accountants of England and Wales. After qualifying, he spent a year in London practicing with Ernst & Whinney after which he returned to Bombay and joined the Ernst & Whinney representative firm in India, S. B. Billimoria & Co. In 1979, he became a partner of S. B. Billimoria & Co. and was a partner in this firm for the next ten years. In 1988, he took over charge as Deputy Chief Executive Officer of Tata Sons Limited. He took over as Managing Director of Tata Press Limited (Infomedia) in May 1990. He was with the company till August 2004 as Vice-Chairman & Managing Director. Hoshang is now CEO of Next Gen Publishing Limited, a joint venture between the Forbes Group & HDFC. Hoshang is also on the board of Fenner Conveyor Belting Pvt. Limited as Vice-Chairman and HDFC Asset Management Company Ltd.

Mr. K. Digvijay Singh, is an Economics (Honours) graduate from St. Stephens' College, Delhi University (1977), and a Business Management post-graduate from XLRI, Jamshedpur (1979). He has been a Non-Executive Director on the Board of Directors of Thomas Cook (India) Limited, since October 13, 1999. He has a vast and varied experience of 26 years (1979-2005) He has held offices in various capacities ranging from being President, Zee Telefilms limited, Group Chief Executive, Indian Express Group of Newspapers. Since 2002, he has been based in Singapore as Chief Executive Officer, Nimbus Sport International Pvt Ltd (formerly World Sport Nimbus) – a full-spectrum global sports media and marketing business that, among other things, handles television production, licensing, sponsorship and rights management (Asia), and sponsorship (global) for News Corporation's ICC Cricket properties (e.g. ICC Cricket World Cup, ICC Champions' Trophy, ICC U-19 World Cup etc).

Mr. A. G. Kalmankar, born on 2nd February 1946, is Nominee Director of the State Bank of India (SBI), Mumbai on the Board of Thomas Cook (India) Limited since 17th March 2005. Mr. Kalmankar joined SBI in February, 1968 as a Probationary Officer and over the years, has scaled up the ladder to become the Deputy Managing Director & Group Executive (Associates & Subsidiaries). Prior to that, he has shouldered the responsibilities in the office of Managing Director, State Bank of Hyderabad from May, 2003 to May, 2004 and of State Bank of Saurashtra from January, 2003 to May, 2003. From April, 1992 to September, 1996, he was the Sr. Vice - President of Flushing Branch, New York. Mr. Kalmankar is also on the Board of many State Bank of India subsidiaries including SBI Capital Markets Ltd., SBI Home Finance Ltd., SBI Commercial & International Bank Ltd., Credit Information Bureau (India) Ltd., SBI Life Insurance Company Ltd., etc.

Dr. Juergen Bueser, holds a Ph.D. in Mathematics and has held various positions as a lecturer, including positions at King's College, London; Stanford University, New York and UNAM, Mexico. Dr. Bueser has been appointed as a Director on the Board of Directors of Thomas Cook (India) Limited w.e.f. 25th August 2005. Dr. Juergen Bueser is currently Head of Portfolio Management, Thomas Cook Group, responsible for the management of a range of participations of the Thomas Cook Group. Since the time Dr. Bueser joined TC Group in 2003, he held various positions including the role of Head of Group Controlling. Prior to joining Thomas Cook, he was employed by Siemens AG, the German engineering conglomerate, where he was responsible as CFO for the European Leasing and Forfeiting Businesses. Before, Dr. Bueser worked in consulting for the international consulting group Booz, Allen & Hamilton and in investment banking at WestLB.

Mr. Roland Zeh, holds a master's degree in Business Administration from the Johann-Wolfgang-Goethe-University in Frankfurt, Germany. Mr. Zeh has been appointed as a Director on the Board of Directors of Thomas Cook (India) Limited w.e.f. 25th August 2005. Mr. Zeh started his professional career in 1996 with Fresenius AG in the accounting field. He soon went into production and controlling. During 1998-2001 he was the Director, Corporate Controlling at LSG Lufthansa Service Holding AG. His next move was to the US where he became Director, Global Financial Planning & Analyses at LSG Sky Chefs International LLC in Arlington, Texas. He came back to Germany after a couple of years in 2003 and joined Thomas Cook AG as the Head of Planning and responsible for Value-Based Management, Risk Management & Investment Controlling. In 2005, he was appointed as Vice-President, Portfolio Management.

Mr. Udayan Bose, graduated from Presidency College, Kolkata. He is a Fellow member of the Institute of Bankers, U.K. and has also done Advanced Management at Harvard Business School, USA. He was with Grindlays Bank in India and U.K. for the first 11 years of his career. He then joined Deutsche Bank Asia, where he became Regional Director of South Asia. In 1985, he left Deutsche Bank to set up India's first Investment Bank Creditcapital, which eventually was bought out by Lazard LLC. He was Chairman of Creditcapital/ Lazard India from 1985 to 2005 and led some spectacular transactions. He also became Managing Director and General Partner of Lazard LLC (2001 – 2005). Through 1986 till 1997, Mr. Bose was Advisor to the Union Bank of Switzerland. He has also served on the Advisory Board of The Economic Intelligence Unit, the Economist. Mr. Bose is also the Chairman of Buy Out Fund, a fund formed to take controlling interest in under-performing Indian companies. Very recently, he has been appointed as the CEO designate of Dubai Financial LLC.

Mr. Sayanta Basu, is a graduate in Electronics Engineering from the Indian Institute of Technology, Kharagpur and has a Master's of Business Administration from the Indian Institute of Management, Bangalore. Sayanta has 17 years of experience in areas of Investment management, Treasury and Strategy. Currently as a Managing Director of DIG, Sayanta has co-responsibility for Dubai Financial. Prior to that he has run DIG's entire Private Equity and Hedge Funds portfolio investing in Top Managers for 2 years. Prior to joining the DIG, Sayanta was a Business Consultant for Reuters, where he provided strategic straight through processing ("STP") solutions using TIBCO Middleware. Before Reuters he was the Chief Dealer at Citibank, N.A, Dubai where he managed the entire balance sheet and foreign exchange risk for the consumer bank. Sayanta was also instrumental in implementing the asset liability management risk management system, the "transfer pricing" mechanism and a new back end system. Additionally, Sayanta set up the Bank's equity trading operation. Sayanta is also the Chairman of the Estithmaar Islamic Real Estate Fund.

Ms. Jacqueline Gorski, is a Fellow member of the Chartered Certified Accountants in the UK and a member of the Association for Investment Management and Research in the US. She is the Chief Operating Officer of DIG. Ms. Gorski has over 15 years institutional investment experience. She has been instrumental in developing the infrastructure within DIG having had responsibility for a number of key areas including Finance, Operations, Risk Management, Corporate Governance and HR. Prior to joining DIG, Jacqueline held positions at Baring Asset Management and HSBC Asset Management in London managing balanced portfolios and institutional for institutional clients with a focus on pension and charity funds. Earlier, Ms. Gorski was a senior fixed income and property Fund Manager for the West Midlands Pension Fund, one of the UK's largest Local Government pension funds with US$ 10 Billion under management.

Mr. Abdulhakeem Kamkar, M.A. in Urban and Regional Planning from the Graduate School of Public and International Affairs, University of Pittsburgh. He joined DIG in 2001 and is responsible for global equity investments. Before joining DIG, Abdul Hakeem worked with Emirates Financial Services (subsidiary of Emirates Bank) where he played a major role in the development of the UAE Capital Markets. Most notably he created indices and launched and managed the UAE's first three open-ended funds. He also established the brokerage arm of Emirates Financial Services.

Mr. A. V. Rajwade, has a B.Sc. (Hons.) with a major in Statistics and is also a member of C.A.I.I.B. He has over two decades of experience as an independent forex and treasury management consultant. He worked the State Bank of India from July 1957 to October 1976 (including 3½ years in London) where he specialised in industrial finance and international banking. He has been involved in preparing treasury management policies for corporate clients in the public and private sectors. As a visiting professor, he has taught a paper "International Banking and Finance", for 4 years at the Indian Institute of Management, Ahmedabad. The Reserve Bank of India also appointed him as a Member of the Expert Group on Development of the Foreign Exchange Markets in India (1995) and of the Committee on Capital Account Convertibility (1997). Mr. Rajwade currently holds the position of a director in several public and private limited companies as well as Member/ Chairman of various Committees of these companies. He is also a former member of the supervisory board of India Opportunities Fund, Bermuda and Mauritius, and Director of CRISIL, India's first credit-rating company.

Mr. Dilip Kumar De, graduate in commerce from St. Xavier's College, Kolkata. He is a businessman and currently the Chairman and Managing Director of RST India Pvt. Ltd., formerly known as Ranadip Shipping and Transport Co. Pvt. Ltd. He started his career with an American Shipping Company – Everett Steamship Corporation after which he spent the next 12 years with the famous P & O Group, London. Mr. De has served on various Chambers of Commerce and Business Councils. He is also the first Indian to receive the coveted recognition of Honorary Branch Pilot from the Port of Charleston, South Carolina, USA. Mr. De is a Vice-President of the prestigious Orchid Society of India, which is affiliated to the Ministry of Science and Technology, Dept. of Biotechnology, Government of India and the Punjab University.

5.11 **Relevant details of any merger/demerger, spin-off during the last 3 years involving the Target Company**

The Target Company has confirmed that there have been no mergers/ demergers/ spin-offs during the last three years.

5.12 **Brief audited financial statements for the last 3 years**

(Amount in Rs. Lacs)

Profit & Loss statement	**Year Ended**		
	31-Oct-05	**31-Oct-04**	**31-Oct-03**
Income from Operations	13,086.3	13,208.7	11,098.3
Other income	1,125.8	807.8	315.8
Total Income	14,212.1	14,016.6	11,414.1
Total expenditure	(9,050.8)	(8,986.4)	(7,419.3)
Profit before interest, depreciation & tax	5,161.3	5,030.2	3,994.8
Depreciation	(683.8)	(575.6)	(459.7)
Interest	(63.0)	(63.3)	(105.3)
Profit before tax	4,414.5	4,391.4	3,429.8
Provision for taxation	(1,566.5)	(1,587.6)	(1,251.7)
Profit after tax	2,848.0	2,803.7	2,177.9

Balance Sheet	**Year Ended**		
	31-Oct-05	**31-Oct-04**	**31-Oct-03**
Sources of Funds			
Paid up Capital	1,458.3	1,458.3	1,458.3
Reserves and Surplus			
(excluding revaluation reserves)	15,227.5	13,002.9	10,817.6
Net Worth	16,685.8	14,461.2	12,275.9
Secured Loans	n.a.	1,535.8	38.1
Unsecured Loans	n.a.	-	-
Deferred Tax Liability (net)	n.a.	511.9	469.4
Uses of Funds			
Net Fixed Assets	n.a.	5,406.1	4,808.7
Investments	n.a.	60.7	489.7
Net Current Assets	n.a.	11,041.3	7,484.2
Total misc. expenditure not written off	n.a.	0.8	0.8
Total	**16,685.8**	**14,461.2**	**12,275.9**
Other Financial Data			
Dividend (%)	n.a.	37.5%	37.5%
Earnings per Share (Rs.)	19.50	19.23	14.93
Return on Net Worth (%)	17.04%	19.39%	17.74%
Book Value Per Share (Rs.)	114.4	99.16	84.17

Source: Target Company – Annual Reports

5.13 **Reasons for fall/ rise in total income and PAT**

For the year ended October 31, 2005, consolidated income was INR 14,212.1 lacs and profit after tax (PAT) was INR 2,848.0 lacs, as compared to a sales of INR 14,016.6 and a PAT of INR 2,803.7 lacs in 2004, an increase of 1.39% in Income and 1.58% in PAT. The flat increase in income and profit was attributable to a number of natural disasters in India during the year, including a Tsunami in South India and unprecedented rains in Mumbai, Bangalore and Chennai. This affected the world travel sentiment against India, as travel advisories were also issued against India due to the adverse weather conditions. The Financial Services business bore the brunt of nature and other economic factors including lower inflow of foreign exchange on account of lower prevailing interest rates in FC accounts. The lower income from the Financial Services business was substantially offset by the relatively better performance of the Travel and Related Services Business and the Cargo and Insurance Business.

For the year ended October 31, 2004, the company reported a consolidated income of INR 14,016.6 lacs and PAT of INR 2,803.7 lacs as compared to income of INR 11,414.1 lacs and PAT of INR 2,177.9 lacs at the end of 2003, an increase of 22.8% in income and 28.7% in PAT. The company performed well in all its business and recorded significant growth in both volumes and profits, which translated into higher income and consequent higher profits.

5.14 **Pre and post offer shareholding pattern in the format prescribed by SEBI. (As on 31 October, 2005)**

	Shareholding & voting rights prior to agreement / acquisition and offer (as on 31.10.2005)		Shares/voting rights agreed to be acquired which triggered off Takeover Regulations		Shares/voting rights to be acquired in the Offer (assuming full acceptance)		Shareholding/ voting rights after acquisition & offer	
	A		B*		C		(A + B + C)*	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
1 Promoters Group								
(a) Acquirer and Persons Acting in Concert	-	-	-	-	-	-	-	-
(b) Promoters other than (a) above	8,750,000	60.00	-	-	-	-	-	-
Total (1) (a+b)	8,750,000	60.00	-	-	-	-	-	-
2. Acquirers								
(a) Main Acquirer	-	-	8,750,000**	60.00	2,916,667	20.00	10,937,499	75.00
(b) PACs	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Total 2 (a+b)			8,750,000	60.00	2,916,667	20.00	10,937,499	75.00
3. Parties to the agreement other than (1) (a) and (2) above*	-	-	-	-	-	-	-	-
4. Public (other than parties to agreement and acquirer)					This will depend upon the response to the Offer from within each category of 4(a) and 4(b)			
(a) FIs/MFs/FIIs/Banks/SFIs	24,81,957	17.02	-	-				
(b) Others	33,51,376	22.98	-	-				
Total 4 (a+b)	5,833,333	40.00	-	-			3,645,834	25.00
TOTAL (1 to 4)	**1,45,83,333**	**100.00**	**8,750,000**	**60.00**	**2,916,667**	**20.00**	**1,45,83,333**	**100.00**

** As set out in Paras 2.4 (d) and 2.6, depending upon the response to the Offer, the Seller will buy back from TCIM such number of equity shares of the Target Company so as to maintain the minimum level of public shareholding in the Target Company required for continued listing. The shareholding of the Acquirer will therefore not exceed 75% of the equity shares in the Target Company*

*** Pursuant to the SPA, Dubai Financial has agreed to acquire 100% of the paid-up equity capital of TCIM, which in turn holds 8,750,000 equity shares of the Target Company.*

The total public shareholders (excluding the promoter) as on December 28, 2005 are 14,367.

5.15 Change in shareholding of the promoters in the Target Company as and when the changes occurred. Also status of compliance with all provisions of the Takeover Regulations, other regulations of SEBI and other statutory requirements.

On December 5, 2000, Condor & Neckermann Touristic AG now known as Thomas Cook AG ("TCAG"), through its wholly owned subsidiary, Eurocenter Beteiligungs-und Reisevermittlung GmbH ("Eurocenter") entered into an agreement with Carlson Companies Inc., USA to acquire a 100% stake in Thomas Cook Holdings Limited ("TCH") now known as Thomas Cook U.K. Limited. On March 29, 2001, TCH became a wholly owned subsidiary of Eurocenter and consequently, the Target Company became a step-down subsidiary of Thomas Cook AG. SEBI had given a conditional exemption from the requirement to make an open offer. Since the Special Resolution was defeated at the shareholders meeting, the open offer had to be made. The open offer opened on October 16, 2001 and closed on November 14, 2001.

The promoter's shareholding was transferred from TCH to TCIM with effect from December 19, 2005. This transaction was exempted from the requirement of an open offer vide their order dated December 19, 2005.

5.16 The Company has confirmed that all provisions of Corporate Governance have been duly complied with and there is no material litigation pending against the company except as disclosed below and provided for by the Target Company as part of contingent liabilities as disclosed in the Annual Report as on October 31, 2004, as below:

Sr. No	Nature of contingent liability	As on 31 October 2004
1.	Claims against the Company not acknowledged as debts	Rs. 1,176,650
2.	Disputed Income Tax Demand	Rs. 18,533,792
3.	Disputed demand for increase of rent raised by Brihanmumbai Muncipal Corporation	Rs. 11,572,851

Source: Annual Report

and a Corporate Guarantee given to a bank for the credit facilities extended by the said bank to Thomas Cook (Mauritius) Operations Company Limited For Rupees 6,77,25,000/- during the period ended 31 Oct 2005.

5.17 **Name and details of the Compliance Officer**

Mr. R. R. Kenkare
Head of Legal & Company Secretary
Thomas Cook Building,
2nd Floor, Dr. D. N. Road,
Fort, Mumbai – 400 001
Tel.: 022-22813432 (D); 022-22048556/7/8 Ext. 1027

6. Offer Price and Financial Arrangements

6.1 Justification of Offer Price

6.1.1 The equity shares of the Target Company are listed on the Bombay Stock Exchange Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE").

6.1.2 Based on available information, the equity shares are not infrequently traded on either BSE or the NSE within the meaning of Regulation 20(5) of the Takeover Regulations.

6.1.3 The annualized trading turnover during the preceding 6 months prior to the month in which the PA was made on the Stock Exchanges is as follows:

Name of Stock Exchange	Total No. of equity shares traded during the 6 calendar months prior to the month in which the PA was made	Total No. of Listed equity shares	Annualised trading turnover (as % to total listed equity shares)
BSE	533,568	14,583,333	7.32%
NSE	775,354	14,583,333	10.63%

(Source: data derived from the NSE, BSE)

6.1.4 The annualized trading turnover during the preceding six months ending December 2005 on NSE, being the exchange where the equity shares are most frequently traded, was greater than 5% of the total number of equity shares.

6.1.5 The weekly high and low of the closing prices of the equity shares on NSE, during the 26-week period ending Thursday, December 22, 2005 (being the last trading day prior to the PA on December 23, 2005), are given below:

26 weeks High/Low of Closing Price

Week No.	Week Ending	High	Low	High / Low Avg	Volume
1	22-Dec-05	611.95	591.50	601.73	70,902
2	15-Dec-05	645.90	611.15	628.53	168,733
3	8-Dec-05	571.75	546.00	558.88	69,062
4	1-Dec-05	560.60	532.60	546.60	24,333
5	25-Nov-05	536.05	522.00	529.03	10,614
6	18-Nov-05	534.60	526.90	530.75	11,964
7	10-Nov-05	521.70	507.00	514.35	12,849
8	1-Nov-05	507.20	497.70	502.45	14,390
9	25-Oct-05	504.05	495.10	499.58	13,704
10	18-Oct-05	510.20	503.75	506.98	12,618
11	10-Oct-05	514.45	499.85	507.15	7,794
12	3-Oct-05	515.95	496.90	506.43	11,108
13	26-Sep-05	526.85	501.85	514.35	30,941
14	19-Sep-05	532.65	517.05	524.85	45,099
15	12-Sep-05	524.15	511.35	517.75	16,530
16	2-Sep-05	532.85	522.50	527.68	22,345
17	26-Aug-05	546.05	506.95	526.50	63,427
18	19-Aug-05	558.35	541.85	550.10	131,453

Week No.	Week Ending	High	Low	High / Low Avg	Volume
19	11-Aug-05	534.30	479.00	506.65	77,332
20	4-Aug-05	482.15	475.70	478.93	10,874
21	27-Jul-05	485.80	477.80	481.80	28,408
22	20-Jul-05	491.80	483.85	487.83	56,064
23	13-Jul-05	490.60	472.70	481.65	73,098
24	6-Jul-05	457.05	453.35	455.20	7,928
25	29-Jun-05	465.70	454.45	460.08	17,146
26	22-Jun-05	454.20	440.95	447.58	10,046
Average of weekly high and low of closing prices of 26 weeks: Rs. 515.13/-					

(Source: data derived from the NSE)

6.1.6 The daily high and low of the prices of the equity shares on NSE, during the 2-week period ending December 22, 2005 (being the last trading day prior to the date of the PA), are given below:

2 weeks Daily High/Low

Day No.	Date	High	Low	Average	Volume
1	22-Dec-05	658.50	606.00	632.25	46,305
2	21-Dec-05	605.00	595.05	600.03	3,435
3	20-Dec-05	619.00	590.00	604.50	3,901
4	19-Dec-05	604.90	590.65	597.78	6,677
5	16-Dec-05	619.75	580.05	599.90	10,584
6	15-Dec-05	640.00	602.10	621.05	16,638
7	14-Dec-05	658.90	627.00	642.95	14,996
8	13-Dec-05	684.00	641.00	662.50	47,809
9	12-Dec-05	655.00	600.00	627.50	35,170
10	9-Dec-05	638.50	573.50	606.00	54,120
Average of 2 weeks daily high and low prices: Rs. 619.45/-					

(Source: data derived from the NSE)

6.1.7 **As per Clause 20 of the Takeover Regulations, the following facts were taken into account in determining the Offer Price:**

A.	Negotiated price under any share purchase agreement (See clause 2.5 above for basis of calculation)	Rs. 462/-
B.	Highest price paid by the acquirer or persons acting in concert with him for acquisition, if any, including by way of allotment in a public or rights or preferential issue during the twenty six week period prior to the date of public announcement, referred to in clause (b) of sub- Regulation (4) of Regulation 20	Not Applicable
C.	The average of the weekly high and low of the closing prices of the shares of the target company as quoted on the stock exchange where the shares of the company are most frequently traded during the twenty six weeks or the average of the daily high and low prices of the shares as quoted on the stock exchange where the shares of the company are most frequently traded during the two weeks preceding the date of public announcement, whichever is higher referred to in clause (c) of sub-regulation (4) of regulation 20	Rs. 619.45/-

6.1.8 In view of the above, the Offer Price in terms of Regulation 20 of the Takeover Regulations is justified.

6.1.9 If the Acquirer acquires equity shares after the date of Public Announcement and up to seven working days prior to the closure of the Offer at a price higher than the Offer Price, then the highest price paid for such acquisitions shall be payable for all acceptances received under this Offer as per Regulation 20(7) of the Takeover Regulations.

6.2 **Financial Arrangements**

6.2.1 The Acquirer has adequate resources to meet the financial requirements of the Offer in terms of the Takeover Regulations and has made firm financial arrangements to meet its obligations in full under the Offer. For this purpose the Acquirer intends to utilise its own resources.

6.2.2 The total fund requirement for the Offer is estimated at Rs. 1,806,729,373 (Rupees Eighteen Thousand and Sixty Seven Lacs, Twenty Nine Thousand and Three Hundred and Seventy Three only) assuming full acceptance of the Offer. As per Regulation 28 of the Takeover Regulations the Acquirer has created an escrow account with HSBC Bank Middle East Limited (P.O. Box: 66, Dubai, United Arab Emirates) and deposited therein in cash, USD 41,000,000 (conversion @ 1 USD= INR 45.32) equivalent to Rs. 1,858,120,000 (Rupees Eighteen Thousand Five Hundred Eighty One Lac and Twenty Thousand only), being an amount in excess of the full amount payable consequent to the Offer assuming 100% acceptance. Upon receipt of requisite approvals from the RBI, the monies lying to the credit of the escrow account would be transferred into India. The Acquirer confirms that irrespective of the fluctuations in the exchange rate between the US Dollar and the Indian Rupee, the Escrow Account at all times would have an amount which is at least equal to or in excess of the estimated funds required for the successful completion of the Acquirer's obligations under the said Offer.

6.2.3 The Acquirer has empowered the Manager to the Offer to realize the value in the account maintained with HSBC Middle East.

6.2.4 The Acquirer has vide a certificate dated December 23, 2005 given an undertaking to the Manager to the Offer to meet its financial obligations under the Offer. The Manager to the Offer has satisfied itself about the Acquirer's ability to implement the Offer in accordance with the Takeover Regulations. The Acquirer has also made available to the Manager to the Offer a certificate dated December 22, 2005 from Pricewaterhouse Coopers, a firm of chartered accountants having its office at Level 40, Emirates Tower Offices, P.O. Box: 11987, Dubai, United Arab Emirates Tel No: +971 4 3043 100 and fax no: +971 4 3304 100, confirming its ability to fulfill its obligations in terms of the Offer.

7. Terms and Conditions of the Offer

7.1 This Letter of Offer together with a Form of Acceptance-cum-Acknowledgement will be mailed on or before February 3, 2006 to all shareholders of the Target Company whose names appear in the Register of Members of the Target Company and the beneficial owners of the equity shares, whose names appear on the beneficial records of the respective depositories, in each case at the close of business hours on December 28, 2005, (the "Specified Date").

7.2 The Offer shall open on Monday, February 13, 2006 (the "Offer Opening Date") and will remain open until Saturday, March 4, 2006 (the "Offer Closing Date").

7.3 Shareholders who can accept the Offer / Eligible persons: Shareholders holding equity shares in physical form and in dematerialised form (except for the Acquirer and parties to the SPA) are eligible to participate in the Offer. Those persons who own the equity shares at any time prior to the closure of the Offer but are not registered shareholders can also accept the Offer. Accidental omission to dispatch this Letter of Offer, non-receipt or delayed receipt of this Letter of Offer will not invalidate the Offer in any way. Such unregistered owners can send their acceptance in writing to the Registrar to the Offer on plain paper stating the name, address, number of equity shares held, number of equity shares tendered, distinctive numbers, folio number, together with the original share certificate(s), valid transfer deeds and the original contract note/s issued by the broker through whom they acquired these equity shares. No indemnity is required from such unregistered owners.

7.4 Shareholders holding equity shares in physical form: Shareholders holding equity shares in physical form who wish to accept this Offer and tender their equity shares will be required to send the Form of Acceptance-cum-Acknowledgement, original share certificate(s) and duly signed transfer deed(s) to the Registrar to the Offer, Karvy Computershare Pvt Ltd, in accordance with the procedure which will be specified in the Letter of Offer and the Form of Acceptance-cum- Acknowledgement.

7.5 Shareholders holding equity shares in dematerialised form: Beneficial owners who wish to accept this Offer and tender their equity shares will be required to send their Form of Acceptance-cum-Acknowledgement to the Registrar to the Offer in accordance with the instructions specified in the Letter of Offer and the Form of Acceptance-cum-Acknowledgement, along with a photocopy of the delivery instructions in "Off–market" mode or counterfoil of the delivery instructions in "Off-market" mode, in favour of the special depository account duly acknowledged by their respective depository participant (the "DP"). Shareholders having their beneficiary account in CDSL will in addition have to use an inter–depository delivery instruction slip.

7.6 The Registrar to the Offer has opened a special depository account with The Hongkong and Shanghai Banking Corporation Limited called " KCL Escrow A/c – TCIL Open Offer". The DP ID is IN 302470 and the beneficiary client ID is 40212270.

8. Statutory Approvals

8.1 The Offer is subject to the Acquirer obtaining all necessary approvals including approvals from the FIPB for the acquisition of shares in The Company and from the RBI under the Foreign Exchange Management Act, 1999. The Acquirer will make applications for the requisite approvals from the RBI, if any, at an appropriate time.

8.2 As at the date of this Letter of Offer, to the best of the knowledge of the Acquirer, no other approvals are required to acquire the equity shares tendered pursuant to this Offer. However, the Offer will be subject to all statutory approvals that may be applicable.

8.3 The Acquirer will have a right to withdraw the Offer in terms of Regulation 27 of the Takeover Regulations in the event the statutory approvals indicated above are refused.

8.4 Subject to the receipt of statutory approvals, the Acquirer shall complete all procedures relating to the Offer including payment of consideration within a period of 15 days from the Offer Closing Date (as defined in paragraph 9.2 below) to those shareholders whose share certificates and/or other documents are found valid and in order and are approved for acquisition by the Acquirer. In case of delay due to the non-receipt of statutory approvals, as per Regulation 22(12) of the Takeover Regulations, SEBI may, if satisfied that the non-receipt of approvals was not due to the willful default or negligence of the Acquirer or failure of the Acquirer to diligently pursue the applications for such approvals, grant an extension for the purpose of completion of this Offer, subject to the Acquirer paying to the shareholders interest as may be specified by SEBI for any delay beyond 15 days.

9. Procedure for Acceptance and Settlement

9.1 The Form of Acceptance-cum-Acknowledgement and the relevant documents can be submitted at the following centres either by hand delivery (between 10.00 a.m. and 3 p.m. on all working days and between 10:30 am and 1 pm on Saturdays) or by registered post, as specified below, on or before the Offer Closing Date:

#	Collection Centre	Address of Collection Centre	Contact Person	Email Address	Phone No.	Fax	Mode of delivery
1.	Mumbai	16-22 Bake House Maharashtra Chmb. of Comm. Lane, Opp. MSC Bank, Fort, Mumbai – 400 023	Nutan Shirke	murali@karvy.com	022-56382666	022-56331135	Hand Delivery
2.	New Delhi	105-108, Arunachal Bldg, 19, Barakhamba Road, Connaught Place, New Delhi 110 001	Michael George	murali@karvy.com	011-23324401	011-23310616	Hand Delivery
3.	Kolkata	49, Jatin Das Road, Kolkatta 700 029	Sujit Kundu	murali@karvy.com	033-24634787-89	033-24644866	Hand Delivery
4.	Chennai	G-1, Swathi Court, 22, Vijayaraghava Road, T Nagar, Chennai 600 017	Gunashekhar	murali@karvy.com	044-28151034	044-28153181	Hand Delivery
5.	Hyderabad	Karvy House, 46, Avenue 4, Street No 1, Banjara Hills, Hyderabad 500 034	A Anitha	murali@karvy.com	040-23312454	040-23311968	Hand Delivery/ Regd Post

9.2 This Offer is open to all remaining shareholders (except the Acquirer) whose names appeared in the Register of Shareholders on Wednesday, December 28, 2005. Persons who own equity shares but whose names do not appear on the Register of Members of the Target Company on the Specified Date are also eligible to participate in this Offer. Such unregistered owners can send their acceptance in writing to the Registrar to the Offer on plain paper stating the name, address, number of equity shares held, number of equity shares tendered, distinctive numbers, folio number, together with the original share certificate(s), valid transfer deeds and the original contract note/s issued by the broker through whom they acquired these equity shares. No indemnity is required from unregistered owners.

9.3 In the event of non-receipt of the Letter of Offer, shareholders may obtain a copy of the same by writing to the Registrar to the Offer at any of the collection centres stated above clearly marking the envelope "Thomas Cook (India) Limited – Open Offer" or obtain a copy of the Letter of Offer from the SEBI website (www.sebi.gov.in). Alternatively, the shareholders may send their acceptances on plain paper to the Registrar to the Offer stating their name, address, folio number, distinctive number, number of equity shares held, number of equity shares tendered duly signed by all the holders along with the documents mentioned above to the Registrar to the Offer on or before the Offer Closing Date.

9.4 In the event of non-receipt of the Letter of Offer by beneficial owners, such beneficial owners can make an application to the Registrar to the Offer on plain paper stating their name, address, number of equity shares held, number of equity shares tendered, bank particulars, DP name, DP ID, beneficiary account number duly signed by all the holders and send the same along with a photocopy of the delivery instructions in "Off-market" mode or counterfoil of the delivery instructions in "Off-market" mode in favour of the special depository account, to the Registrar to the Offer on or before the Offer Closing Date. All beneficial holders maintaining an account with CDSL are requested to obtain, complete and submit an additional inter-depository slip together with the instructions to their respective DPs.

9.5 Shareholders can also download the Form of Acceptance cum Acknowledgement placed on the SEBI web site http://www.sebi.gov.in and send in their acceptance by filling the same.

9.6 While tendering equity shares under the Offer, non-resident Indians (NRIs), Overseas Corporate Bodies (OCBs) and other non-resident shareholders will be required to submit RBI's approval (specific or general) that they would have obtained for acquiring the equity shares of the Target Company, failing which the Acquirer reserves the right to reject the equity shares.

9.7 As per the provisions of section 196D(2) of the Income-tax Act, 1961 no deduction of tax at source shall be made from any income by way of capital gains arising from the transfer of securities referred to in section 115AD payable to a Foreign Institutional Investor (FII) as defined in section 115AD of the Income-tax Act, 1961.

9.8 While tendering their equity shares under the Offer, NRIs, OCBs and other non-resident shareholders will be required to submit a No Objection Certificate (NOC) or Tax Clearance Certificate or Certificate for Deduction of Tax at Lower Rate from the Income-tax authorities under the Income-tax Act, 1961 indicating the amount of tax to be deducted by the Acquirer before remitting the consideration, failing which the Acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the relevant category to which the shareholder belongs on the entire consideration amount payable to such shareholder..

9.9 Payment to those shareholders whose share certificates and/or other documents are found valid and in order and are approved by the Acquirer will be by way of a crossed account payee cheque/ demand draft/ pay order. The decision regarding the acquisition (in part or full), or rejection of, the equity shares tendered pursuant to this Offer and (i) any corresponding payment for the acquired equity shares and/or (ii) share certificates for any rejected equity shares or equity shares withdrawn, will be dispatched to the shareholders by registered post or by ordinary post as the case may be (*), at the shareholder's sole risk. Equity shares held in dematerialised form to the extent not acquired or equity shares withdrawn will be credited back to the respective beneficiary account with their respective DPs as per the details furnished by the beneficial owners in the Form of Acceptance-cum-Acknowledgement.

(*) Dispatches involving payment of a value in excess of Rs.1,500/- will be made by registered post at the shareholder's sole risk. All other dispatches will be made by ordinary post at the shareholder's sole risk.

9.10 All cheques/demand drafts will be drawn in the name of the first holder, in case of joint holder(s). In case of unregistered owners of equity shares, payment will be made in the name of the person stated in the contract note. It will be desirable if the shareholders provide bank account details in the Form of Acceptance-cum-Acknowledgement for incorporation in the cheque/ demand draft.

9.11 The Registrar to the Offer will hold in trust the equity shares/share certificates, equity shares lying in credit of the special depository account and the transfer form(s), until the Acquirer complete their obligations under the Offer in accordance with the Takeover Regulations.

9.12 In accordance with Regulation 22(5A) of the Takeover Regulations, shareholders who have accepted the offer by tendering the requisite documents in terms of the PA and Letter of Offer can withdraw the same up to three working days prior to the Offer Closing Date. The withdrawal option can be exercised by submitting the documents as per the instructions below, so as to reach the Registrar to the Offer at any of the collection centres mentioned above as per the mode of delivery indicated therein on or before Tuesday, February 28, 2006.

9.13 The withdrawal option can be exercised on submitting the form of withdrawal (which will be sent to shareholders along with the Letter of Offer) and the copy of the acknowledgement received from the Registrar to the Offer while tendering the acceptance together with:

- In respect of physical shares: names, address, distinctive numbers, folio number, number of equity shares tendered.
- In respect of dematerialised shares: name, address, number of equity shares tendered, DP name, DP ID, beneficiary account number, photocopy of the delivery instructions in "Off Market" mode duly acknowledged by the DP.

9.14 In case of non-receipt of the form of withdrawal the above application can be made on plain paper.

9.15 The Acquirer reserves the right to withdraw the Offer pursuant to Regulation 27 of the Takeover Regulations. Any such withdrawal will be notified in the form of a public announcement in the same newspapers in which the PA appeared.

9.16 The equity shares and other relevant documents should not be sent to the Acquirer, the Target or the Manager to the Offer.

9.17 In case the number of equity shares tendered for sale by the shareholders are more than the equity shares agreed to be acquired under the Offer, the Acquirer shall accept the offers received from the shareholders on a proportional basis as per Regulation 21 (6) of the Takeover Regulations in consultation with the Merchant Banker, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner.

10. Documents for Inspection

The following documents are regarded as material documents and are available for inspection at the office of HSBC Securities and Capital Markets (India) Private Limited, 52/60 Mahatma Gandhi Road, Fort, Mumbai 400 001 from 10.30 am to 3.00 pm on any day except Saturdays, Sundays, and Public/Bank Holidays during the Offer Period:

10.1 Certificate of Incorporation and Memorandum & Articles of Association of the Acquirer.

10.2 Copy of the Share Purchase Agreement dated December 21, 2005

10.3 Certificate from Pricewaterhouse Coopers dated December 22, 2005 certifying the adequacy of financial resources of the Acquirer to fulfill open offer obligations

10.4 Audited annual reports of the Target Company for the years ending 31st October 2002, 2003 and 2004

10.5 Audited interim financial statements of Dubai Financial L.L.C for the period starting the date of incorporation till the year ended October 31, 2005.

10.6 Copy of the Escrow Agreement dated December 22, 2005 confirming the amount kept in the escrow account and the lien in favour of the Manager to the Offer.

10.7 Copy of the Public Announcement dated December 23, 2005

10.8 Copy of the letters dated January 27, 2006 from SEBI in terms of proviso to Regulation 18(2) of the Takeover Regulations.

10.9 Copies of the applications made to the RBI and, in case the approval from RBI is received prior to the Offer Closing Date, the approvals.

10.10 Copy of the agreement between the Acquirer and Karvy Computershare Private Limited as the Depository Participant for opening the Depository Escrow Account for the purpose of the Offer.

10.11 Financial details of companies promoted by the Acquirer in the last three years.

11. Declaration by the Acquirer

The Acquirer accepts full responsibility for the information contained in this Letter of Offer. The Acquirer is liable for ensuring compliance with Takeover Regulations.

Place : Dubai
Date : February 2, 2006

The persons signing the Letter of Offer are duly and legally authorised by the Acquirer to sign the Letter of Offer.

Attached : Form of Acceptance cum Acknowledgement
Form of Withdrawal

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION
(Please send this Form with enclosures to the Registrar to the Offer at their address given overleaf)

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT
Thomas Cook (India) Limited Open Offer

From
Folio No./DP ID No./Client ID No.:

OFFER OPENS ON	**:**	**February 13, 2006**	**(Monday)**
OFFER CLOSESS ON	**:**	**March 04, 2006**	**(Saturday)**

To

Karvy Computershare Private Limited – Thomas Cook (India) Limited Open Offer
"Karvy House", 46, Avenue 4, Street No. 1, Banjara Hills,
Hyderabad - 500 034.

Sub: Cash offer at Rs. 619.45/- per equity share ("offer price") to acquire up to 2,916,667 fully paid-up equity shares ("offer") representing 20% of the equity share capital (and 20% of the voting capital) of Thomas Cook (India) Limited.

Dear Sir,

I/We refer to the Letter of Offer dated February 2, 2006 constituting an offer to acquire the equity shares held by me/us in Thomas Cook (India) Limited. Capitalised terms used but not defined herein have the meaning ascribed to them in the Letter of Offer.

I/We, the undersigned, have read the Letter of Offer and understood its contents including the terms and conditions mentioned therein.

For equity shares held in physical form

I/We hold equity shares in the physical form, accept the Offer and enclose the original share certificate(s) and duly signed transfer deed(s) in respect of my/our equity shares as detailed below:

S. No.	Ledger Folio No(s)	Certificate No(s)	Distinctive No(s)		No. of equity shares
			From	To	
1					
2					
3					
4					
5					
(In case the space provided is inadequate, please attach a separate sheet with details)				**Total No. of equity shares**	

I/We confirm that the Offer is hereby accepted by me/us and that the equity shares which are being tendered herewith by me/us under this Offer are free from liens, charges and encumbrances of any kind whatsoever.

I/We note and understand that the original share certificate(s) and valid share transfer deed will be held in trust by the Registrars to the Offer until the time the Acquirer make payment of the Offer Price as mentioned in the Letter of Offer.

I/We also note and understand that the Acquirer will pay the consideration only after documents are found valid and approved by the Acquirer.

For equity shares held in dematerialised form

I/We hold equity shares in dematerialised form, accept the Offer and enclose a photocopy of the delivery instructions duly acknowledged by the DP in respect of my/our equity shares as detailed below:

DP Name	DP ID	Client ID	Beneficiary Name	No. of equity shares

— — — — — — — — — — — — — — — — — TEAR HERE — — — — — — — — — — — — — — — — —

ACKNOWLEDGEMENT SLIP
Thomas Cook (India) Limited Open Offer

Received from Mr./Ms./M/s ____

Form of Acceptance cum Acknowledgement for Thomas Cook (India) Limited Offer as per details below:-

Folio No. ________________________No. of Certificates Enclosed ________________________Certificate No. ________________________

Total No. of equity shares Enclosed ______________________Copy of Delivery Instruction to DP________________________
(Delete whichever is not applicable)

Stamp of collection center:

Date of Receipt: _______________ Signature of Official:___________________________________

I/We have done an off market transaction for crediting the equity shares to the "KCL Escrow A/c – TCIL Open Offer"." whose particulars are:

DP ID IN 302470	Client ID 40212270

I/We note and understand that the equity shares would remain in the said account i.e. "KCL Escrow A/c – TCIL Open Offer"" until the Acquirer makes payment of the Offer Price as mentioned in the Letter of Offer.

If my/our equity shares are held in a beneficiary account with CDSL, I/we enclose a copy of the 'Inter Depository Instruction' for the transfer of my/our equity shares to the Depository Escrow Account.

I/We authorise the Acquirer:

1. To acquire the equity shares so tendered by me/us in acceptance of the Offer in terms of and subject to the Letter of Offer.
2. To the extent that the equity shares tendered by me/us are not acquired (in terms of and subject to the Letter of Offer), to return to me/us share certificate(s) and in the case of dematerialised equity shares to credit such equity shares to my/our depository account, in each case at my/our sole risk and specifying the reasons thereof.
3. If the equity shares so tendered are withdrawn by me/us (in terms of and subject to the Letter of Offer), to return to me/us share certificate(s) and in the case of dematerialised equity shares to credit such equity shares to my/our depository account, in each case at my/our sole risk.

I/We authorise the Acquirer or the Manager to the Offer or the Registrar to the Offer to send by registered post the crossed account payee cheque/ demand draft/pay order as purchase consideration to the sole/first holder at the address mentioned below:

Yours faithfully

Signed and delivered

	1st Shareholder	2nd Shareholder	3rd Shareholder
Full Name			
PAN/GIR No. allotted under Income Tax Act 1961			
Signature			

Note: In case of joint holdings, all shareholders must sign. A body corporate must affix its company stamp.

Place:

Date:

In order to avoid fraudulent encashment of cheque/demand draft/pay order in transit, the applicants are requested to provide details of bank account of the sole/first shareholder and the crossed account payee cheque/demand draft/pay order will be drawn accordingly.

Name of Bank	Branch Address	Type of Account	Account Number

#	Collection Centre	Address of Collection Centre	Contact Person	Email Address	Phone No.	Fax	Mode of delivery
1.	Mumbai	16-22 Bake House Maharashtra Chmb. of Comm. Lane, Opp. MSC Bank, Fort, Mumbai – 400 023	Nutan Shirke	murali@karvy.com	022-56382666	022-56331135	Hand Delivery
2.	New Delhi	105-108, Arunachal Bldg, 19, Barakhamba Road, Connaught Place, New Delhi 110 001	Michael George	murali@karvy.com	011-23324401	011-23310616	Hand Delivery
3.	Kolkata	49, Jatin Das Road, Kolkatta 700 029	Sujit Kundu	murali@karvy.com	033-24634787-89	033-24644866	Hand Delivery
4.	Chennai	G-1, Swathi Court, 22, Vijayaraghava Road, T Nagar, Chennai 600 017	Gunashekhar	murali@karvy.com	044-28151034	044-28153181	Hand Delivery
5.	Hyderabad	Karvy House, 46, Avenue 4, Street No 1, Banjara Hills, Hyderabad 500 034	A Anitha	murali@karvy.com	040-23312454	040-23311968	Hand Delivery/ Regd Post

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All future correspondence if any should be addressed to Registrar to the Offer at the following address:

Karvy Computershare Private Limited
46, Avenue 4, Road No.1, Banjara Hills,
Hyderabad – 500 034
Tel: +91 040 - 23312454 / 23320751 / 752
Fax: +91 040 – 23311968
Contact Person: Murali Krishna
E-mail: murali@karvy.com

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please send this Form with enclosures to the Registrar to the Offer at their address given overleaf)

FORM OF WITHDRAWAL

Thomas Cook (India) Limited Open Offer

From

Folio No./DP ID No./Client ID No.:

OFFER OPENS ON	**February 13, 2006 (Monday)**
LAST DATE OF WITHDRAWAL	**February 28, 2006 (Tuesday)**
OFFER CLOSES ON	**March 4, 2006 (Saturday)**

To

Karvy Computershare Private Limited – Thomas Cook (India) Limited Open Offer
"Karvy House", 46, Avenue 4, Street No. 1, Banjara Hills,
Hyderabad - 500 034.

Sub: Cash offer at Rs. 619.45/- per equity share ("offer price") to acquire up to 2,916,667 fully paid-up equity shares ("offer") representing 20% of the equity share capital (and 20% of the voting capital) of Thomas Cook (India) Limited.

Dear Sir,

I/We refer to the Letter of Offer dated February 2, 2006 constituting an offer to acquire the equity shares held by me/us in Thomas Cook (India) Limited. Capitalised terms used but not defined herein have the meaning ascribed to them in the Letter of Offer.

I/We, the undersigned, have read the Letter of Offer and understood its contents including the terms and conditions mentioned therein.

I/We hereby consent unconditionally and irrevocably to withdraw my/our equity shares from the Offer and I/We further authorize the Acquirer to return to me/us, the tendered Share Certificate(s)/share(s) at my/our sole risk.

I/We note that upon withdrawal of my/our equity shares from the Offer, no claim or liability shall lie against the Acquirer/Manager to the Offer/Registrar to the Offer.

I/We note that this Form of Withdrawal should reach the Registrar to the Offer on or before the last date of withdrawal i.e. February 28, 2006.

I/We note that the Acquirer/Manager to the Offer/ Registrar to the Offer shall not be liable for any postal delay/loss in transit of the equity shares held in physical form and also for the non-receipt of equity shares held in the dematerialized form in the DP account due to inaccurate/incomplete particulars/instructions.

I/We also note and understand that the Acquirer will return the original share certificate(s), share transfer deed(s)/ equity shares in dematerialized form only on completion of verification of the documents, signatures and beneficiary position as available with the depositories from time to time.

For equity shares held in physical form

The particulars of tendered original share certificate(s) and duly signed transfer deed(s) are detailed below:

Sr.No.	**Ledger Folio No (s)**	**Certificate No (s)**	**Distinctive Nos.**		**No. of equity shares**
			From	**To**	
1					
2					
3					
4					
5					
(In case the space provided is inadequate, please attach a separate sheet with details) **Total number of equity shares**					

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ACKNOWLEDGEMENT SLIP

Thomas Cook (India) Limited Open Offer

Received from Mr./Ms._ ____________________ residing at ______________________________

a Form of Withdrawal for Thomas Cook (India) Limited Offer as per details below:

☐ copy of depository instruction slip from DP ID _________________________ Client ID ___________________________

☐ copy of acknowledgement slip issued when depositing dematerialized Shares

☐ copy of acknowledgement slip issued when depositing physical Shares

for withdrawing from the Offer made by the Acquirers.

Stamp of Collection Centre:		Signature of Official:		Date of Receipt:	

For equity shares held in dematerialised form

I/We hold equity shares in dematerialized form and had executed an off-market transaction for crediting the equity shares to the "KCL Escrow A/c – TCIL Open Offer". Please find enclosed a photocopy of the depository delivery instruction(s) duly acknowledged by the DP. The particulars of the account from which my/our equity shares have been tendered are as follows:

DP Name	DP ID	Client ID	Name of the Beneficiary	No. of equity shares

I/We note that the equity shares will be credited back only to that depository account, from which the equity shares have been tendered and necessary standing instructions have been issued in this regard.

I/We confirm that the particulars given above are true and correct.

In case of dematerialized equity shares, I/We confirm that the signatures have been verified by the DP as per their records and that the same have been duly attested.

Yours Faithfully,

Signed and delivered

	1st Shareholder	2nd Shareholder	3rd Shareholder
Full Name			
PAN/GIR No. allotted under Income Tax Act 1961			
Signature			

Note: In case of joint holdings, all shareholders must sign. A body corporate must affix its company stamp.

Place:

Date:

#	Collection Centre	Address of Collection Centre	Contact Person	Email Address	Phone No.	Fax	Mode of delivery
1.	Mumbai	16-22 Bake House Maharashtra Chmb. of Comm. Lane, Opp. MSC Bank, Fort, Mumbai – 400 023	Nutan Shirke	murali@karvy.com	022-56382666	022-56331135	Hand Delivery
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4.	Chennai	G-1, Swathi Court, 22, Vijayaraghava Road, T Nagar, Chennai 600 017	Gunashekhar	murali@karvy.com	044-28151034	044-28153181	Hand Delivery
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Hyderabad – 500 034
Tel: +91 040 - 23312454 / 23320751 / 752
Fax: +91 040 – 23311968
Contact Person: Murali Krishna
E-mail: murali@karvy.com