POST OFFER PUBLIC ANNOUNCEMENT TO THE SHAREHOLDERS OF

THOMAS COOK (INDIA) LIMITED

The details subsequent to the completion of the Offer made vide Public Announcement (“PA”) issued on March 08, 2008, addendum cum corrigendum to the Public Announcement (“Addendum”) issued on March 27, 2008, corrigendum to the Public Announcement (“Corrigendum”) issued on April 23, 2008, second corrigendum to the Public Announcement (“Second Corrigendum”) issued on May 13, 2008, third corrigendum to the Public Announcement (“Third Corrigendum”) issued on May 15, 2008 and fourth corrigendum to the Public Announcement (“Fourth Corrigendum”) issued on June 27, 2008 under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and amendments thereto (“Regulations”) issued for and on behalf of Thomas Cook UK Limited, a private limited company incorporated under the laws of England (hereinafter referred to as the “Acquirer”) to acquire 32,795,996 fully paid up equity shares of Re.1/- each representing approximately 20.4% of the current voting capital of Thomas Cook (India) Limited (“Target Company”) at a price of Rs.107/- (Rupees One Hundred and Seven only) per fully paid up equity share, payable in cash are as under:

1	Name of the Target Company	:	Thomas Cook (India) Limited
2	Name of the Acquirer	:	Thomas Cook UK Limited
3	Name of the Manager to the Offer	:	Kotak Mahindra Capital Company Limited
4	Name of the Registrar to the Offer	:	Sharepro Services (India) Private Limited
5	Other Details		
	a Date of opening of the Offer	:	16-May-08
	b Date of closure of the Offer	:	05-Jun-08
6	Details of the acquisition	:	

Sr. No.	Item	Proposed in the Letter of Offer		Actual	
a.	Offer Price	Rs.107/- per fully paid up equity share		Rs.107/- per fully paid up equity share	
b.	Shareholding of the Acquirer (No. & %) before the PA	Nil		Nil	
c.	Shares proposed to be acquired under the Share Purchase Agreement (No. & %)[Note a]	Minimum: 87,629,969 (54.50%)[Note a] Maximum: 99,334,610 (61.78%)[Note a]		89,754,600 (55.82%)[Note a]	
d.	Shares acquired in the open offer (No. & %)	32,795,996 (20.40%)		30,671,365 (19.08%)	
e.	Size of the open offer (No. of shares multiplied by offer price per share)	Rs.3,509,171,572		Rs. 3,281,836,055	
f.	Shares acquired after P.A. but before 7 working days prior to closure date, if any (No. & %)	Nil		Nil	
g.	Post Offer shareholding of Acquirer (No. &%) (b + c + d + f)	120,425,965 (74.90%)		120,425,965 (74.90%)	
h.	Pre & Post Offer shareholding of Public (No. & %)	Pre Offer	Post Offer	Pre Offer	Post Offer
		61,447,720 shares (38.22%)	40,356,365 shares[Note b] (25.10%)	61,447,720 shares (38.22%)	40,356,365 shares[Note b] (25.10%)

Notes:

a. As set out in para 3 of the Letter of Offer, the Acquirer proposed to acquire from the Seller such number of Direct Shares, which, taken together with the Shares to be acquired by the Acquirer through the Indirect Acquisition and the Shares purchased in the Offer, will take the Acquirer’s shareholding in the Target Company to not more than 74.9% of the equity capital of the Target Company. Accordingly, assuming full subscription in the Offer, Acquirer would have acquired 129,969 numbers of Direct Shares under the SPA. Since the Offer subscription stood at 30,671,365 (19.08% of the equity capital of the Target Company), therefore Acquirer has acquired 2,254,600 numbers of Direct Shares under the SPA.

b. Remnant TCIL Direct Shareholding (after sale of TCIL Purchase Shares to the Acquirer in accordance with the SPA) is included in Public Shareholding.

c. The percentages of shareholding, mentioned in the table above, have been calculated based on the voting equity capital of the Target Company comprising of 160,782,330 shares as on the date of the PA.

7. The total valid shares tendered under the offer were 30,671,365 and the total shares accepted under the offer are 30,671,365 amounting to an acceptance ratio of 100.00%.
8. Sharepro Services (India) Private Limited, the Registrar to the Offer, have confirmed to us vide their letter dated July 4, 2008, that payments have been made to all the shareholders whose shares have been accepted.
9. Escrow bank has been instructed to release the funds lying in the escrow account.
10. Payment of interest, if any, to the shareholders along with the details thereof: Payment of share consideration for the shares validly tendered in the open offer was due to the shareholders on June 20, 2008. However, since the Acquirer, a non-resident, was awaiting the approval of the Reserve Bank of India (“RBI”) to acquire the Offer shares, which was not received till July 2, 2008, payment was delayed until July 4, 2008. Thus, there had been a 14 (fourteen) day delay in the payment of consideration due to the shareholders who had tendered their shares in the Offer. The Acquirer, vide its application to the SEBI dated July 10, 2008, requested that any payment to be made in lieu of interest due to the shareholders under Regulation 22(12) of the Takeover Regulations should be set-off against the dividend that had accrued on shares validly tendered under the open offer. SEBI vide its order dated August 22, 2008 has held that the Acquirer was not entitled to the said set off of interest to be paid against dividend to be distributed. Without prejudice to the Acquirer’s contentions contained in its application dated July 10, 2008, the Acquirer agreed to pay the interest under Regulation 22(12) to the Target Company shareholders as required to by the SEBI vide its letter to the SEBI dated September 16, 2008. Accordingly, Acquirer has paid interest at the rate of 10% per annum for the period of 14 days aggregating to Rs.1,25,87,865 (Rupees One Crore, Twenty Five Lakhs, Eighty Seven Thousand, Eight Hundred and Sixty Five Only). Sharepro Services (India) Private Limited, the Registrar to the Offer, have confirmed to us vide their letter dated September 27, 2008, that payments by registered post towards interest have been made to all the shareholders whose shares have been accepted.
11. Status of investor complaints received, if any: All investor queries/ complaints received have been replied to.

The Acquirer accepts full responsibility for the information contained in this post offer public announcement and also accepts responsibility for the obligations of the acquirers laid down in the Regulations.

This announcement should be read in conjunction with the PA, Addendum, Corrigendum, Second Corrigendum, Third Corrigendum and Fourth Corrigendum.

This announcement is expected to be available on the SEBI website at http://www.sebi.gov.in

For and on behalf of the Acquirer

kotak®
Investment Banking

Kotak Mahindra Capital Company Limited
Bakhtawar 3rd Floor, 229 Nariman Point, Mumbai – 400 021
Tel. No.: +91-22-66341110, Email: tcil.offer@kotak.com
Contact Person: Mr. Chandrakant Bhole

Place: Mumbai
Dated: September 30, 2008

Size:30 x 12 cms