

# STEL Holdings Limited

(CIN: L65993KL1990PLC005811)

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21<sup>st</sup> September, 2021

**BSE Limited**  
Corporate Relationship Department,  
25<sup>th</sup> Floor, P. J. Towers, Daal Street, Fort,  
Mumbai 400 001

**National Stock Exchange of India Limited**  
Exchange Plaza,  
Bandra-Kurla-Complex, Bandra (East)  
Mumbai – 400 051

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**Compliance Officer**  
**RPSG Ventures Limited**  
CESC House,  
Chowringhee Square  
Kolkata – 700 001

Dear Sir(s)/Madam(s),

**Sub: Disclosure under Regulations 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (SAST) Regulations")**

RPSG Ventures Limited ("Target Company") is a public listed company. This is to inform you that STEL Holdings Limited, a member of the promoter and promoter group of the Target Company, has acquired 592,720 equity shares representing 2.24 % of the paid up equity share capital of the Target Company. This acquisition coupled with previous acquisitions by the members of the promoter and promoter group, since the last disclosure made under Regulation 29(2) of the SEBI (SAST) Regulations has exceeded the 2% threshold.

Accordingly, please find enclosed the requisite disclosure under Regulation 29(2) of the SEBI (SAST) Regulations.

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Kindly acknowledge receipt.

Yours faithfully,

For STEL Holdings Limited



**Sunil Bhandari**

**Director**

Encl : As above

**Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (SAST) Regulations")**

Name of the Target Company ("TC")	RPSG Ventures Limited ("Target Company")		
Name(s) of the acquirer / seller and Persons Acting in Concert (PAC) with the acquirer	Acquirer: STEL Holdings Limited ("Acquirer")  PACs with the Acquirer: Other members of the promoter and promoter group of the Target Company ("Promoters"). Please see <u>Annexure</u> .		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share / voting capital wherever applicable (*)	% w.r.t. total diluted share / voting capital of the TC (**)
<b>Before the acquisition under consideration, holding of:</b>			
a) Shares carrying voting rights			
(i) Acquirer	498,694	1.88	1.88
(ii) Other Promoters. See <u>Annexure</u>	133,16,711	50.23	50.23
b) Shares in the nature of encumbrance (pledge / lien / non-disposal undertaking / others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by shares	Nil	Nil	Nil
d) Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	Nil	Nil	Nil
e) Total (a+b+c+d)	<b>1,38,15,405</b>	<b>52.11</b>	<b>52.11</b>
<b>Details of acquisition / sale</b>			
a) Shares carrying voting rights acquired / sold			
(iii) Acquirer	5,92,720	2.24 <sup>(1)</sup>	2.24 <sup>(1)</sup>
(iv) Other Promoters. See <u>Annexure</u>	Nil	Nil	Nil
b) VRs acquired / sold otherwise than by shares	Nil	Nil	Nil
c) Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in	Nil	Nil	Nil

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Director/Authorised Signatory

the TC (specify holding in each category) acquired / sold			
d) Shares encumbered / invoked / released by the acquirer	Nil	Nil	Nil
Total (a+b+c+/-d)	5,92,720	2.24	2.24
<b>After the acquisition / sale, holding of:</b>			
a) Shares carrying voting rights			
(i) Acquirer	1,091,414	4.12	4.12
(ii) Other Promoters. See Annexure	133,16,711	50.23	50.23
b) Shares encumbered with the acquirer	Nil	Nil	Nil
c) VRs otherwise than by shares	Nil	Nil	Nil
d) Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Nil
e) Total (a+b+c+d)	144,08,125	54.35	54.35
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Open Market		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	20 September, 2021		
Equity share capital / total voting capital of the TC before the said acquisition / sale	INR 26,51,14,090 divided into 2,65,11,409 equity shares having face value of INR 10 each		
Equity share capital / total voting capital of the TC after the said acquisition / sale	INR 26,51,14,090 divided into 2,65,11,409 equity shares having face value of INR 10 each		
Total diluted share / voting capital of the TC after the said acquisition	INR 26,51,14,090 divided into 2,65,11,409 equity shares having face value of INR 10 each		

**Notes:**

(1) This acquisition of equity shares of the Target Company by the members of the promoter and promoter group results in a change of 2%, since the last disclosure made under Regulation 29(2) of the SEBI (SAST) Regulations.

(\*) Total share capital / voting capital to be taken as per the latest filing done by the Target Company to the Stock Exchange under Regulation 31 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

For STEL HOLDINGS LIMITED  
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Director/Authorised Signatory

Name: Sunil Bhandari  
Designation: Director

**Annexure**

**Shareholding of the Promoters of the Target Company**

NAME OF PACs	BEFORE THE TRANSACTION		AFTER THE TRANSACTION	
	No of shares / voting rights	% w.r.t total share capital of the Target Company	No of shares / voting rights	% w.r.t total share capital of the Target Company
Sanjiv Goenka	26,958	0.10	26,958	0.10
Shashwat Goenka	22,281	0.08	22,281	0.08
Preeti Goenka	5,044	0.02	5,044	0.02
Sanjiv Goenka HUF	2,459	0.01	2,459	0.01
Avarna Jain	100	0.00	100	0.00
Rainbow Investments Limited	1,17,59,326	44.36	1,17,59,326	44.36
Phillips Carbon Black Limited	3,37,239	1.27	3,37,239	1.27
Saregama India Limited	2,51,997	0.95	2,51,997	0.95
Integrated Coal Mining Limited	2,15,072	0.81	2,15,072	0.81
Kolkata Metro Networks Limited	57,000	0.22	57,000	0.22
Castor Investments Limited	50,000	0.19	50,000	0.19
Dotex Merchandise Private Limited	8,267	0.03	8,267	0.03
Lebnitze Real Estates Private Limited	466	0.00	466	0.00
BNK Capital Markets Limited	5,80,502	2.19	5,80,502	2.19
<b>TOTAL</b>	<b>133,16,711</b>	<b>50.23</b>	<b>133,16,711</b>	<b>50.23</b>

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