

September 25, 2023

The National Stock Exchange of India Ltd

Corporate Communications Department "Exchange Plaza", 5th Floor, Bandra-Kurla Complex, Bandra (East), Mumbai - 400051

Scrip Symbol: RELIGARE

BSE Limited

Corporate Services Department Phiroze Jeejeebhov Towers Dalal Street. Mumbai - 400 001

Phone: +91-11-4472 5676

Phone: +91-120-635 5040

Scrip Code: 532915

Subject: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir(s),

With reference to the captioned subject, we would like to inform you that the Board of Directors at their meeting held today i.e. September 25, 2023 has noted and taken on record the receipt of the Public Announcement dated September 25, 2023 in relation to an open offer to the Public Shareholders of the Company from/ on behalf of the Burman group (i.e. M.B. Finmart Private Limited ("Acquirer 1"). Puran Associates Private Limited ("Acquirer 2"), VIC Enterprises Private Limited ("Acquirer 3"), and Milky Investment & Trading Company ("Acquirer 4"), made pursuant to and in compliance with Regulations 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto.

The copy of the Press Release dated September 25, 2023 in this regard is enclosed herewith.

The copy of the Public Announcement dated September 25, 2023 is also enclosed herewith.

This is for your kind information and record.

Thanking you,

For Religare Enterprises Limited

Reena Jayara **Company Secretary**

Encl.: as above

www.religare.com / investorservices@religare.com



Religare Enterprises -Public Announcement for Open Offer made by the Burman Group

New Delhi, 25th September, 2023: The Board of Directors of Religare Enterprises Limited ("The Company") are in receipt of Public Announcement dated 25-Sep-2023 in relation to an "Open Offer" to the public shareholders of the Company by the Burman Group ("Acquirers").

The Burman Group is the largest shareholder of the Company and has stood by the Board and Management of the Company. The Board believes that this corporate action is a testimony of the excellent work done by the Board and Management and is going to catalyze the next phase of growth of the Company.

The Burman Group has the right to appoint Directors to the Board of Directors of The Company in accordance with the SEBI (SAST) Regulations and post the completion of the Open Offer it would be the prerogative of the Board to make appropriate changes in the Management in the best interest of the Company.



About Religare Enterprises Limited

Religare Enterprises Limited (REL) is a diversified financial services group present across three verticals. REL offers an integrated suite of financial services through its underlying subsidiaries and operating entities, including loans to SMEs, Affordable Housing Finance, Health Insurance and Retail Broking. REL is listed on the BSE (Bombay Stock Exchange) and National Stock Exchange (NSE) in India. As a group, Religare caters to diverse segments of the market from mass retail to affluent, SMEs to mid-size corporates. Subsidiaries service over 1.1 mn. clients from over 1,275 locations having presence in more than 400 cities. www.religare.com

For further details, please contact:

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September 25, 2023

The Board of Directors, Religare Enterprises Limited, 1407, 14th Floor Chiranjiv Tower, 43, Nehru Place, New Delhi, Delhi -110019

Dear Sirs.

Subject: Public Announcement dated September 25, 2023 (the "Public Announcement") in relation to an open offer to the Public Shareholders (as defined in the Public Announcement) of

Religare Enterprises Limited (the "Target Company") ("Open Offer"/ "Offer").

M.B. Finmart Private Limited ("Acquirer 1"), Puran Associates Private Limited ("Acquirer 2"), VIC Enterprises Private Limited ("Acquirer 3"), and Milky Investment & Trading Company ("Acquirer 4"), have announced an open offer for acquisition of up to 90,042,541 fully paid-up equity shares of face value of Rs. 10 each ("Equity Shares") from the Public Shareholders of Religare Enterprises Limited (the "Target Company"), representing 26.00% of the Expanded Voting Share Capital, at a price of Rs. 235.00 per Equity Share (the "Offer Price") aggregating to a total consideration of up to Rs. 21,159,997,135, payable in cash.

The Open Offer is being made pursuant to and in compliance with Regulations 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and subsequent amendments thereto (the "SEBI (SAST) Regulations").

We are pleased to inform you that we have been appointed as the "Manager" to the captioned Open Offer and as required under Regulation 14(2) of the SEBI (SAST) Regulations, we are enclosing herewith a copy of the public announcement dated September 25, 2023 (the "Public Announcement") in relation to the Open Offer.

We request you to kindly upload the Public Announcement on your website at the earliest.

Capitalized terms used in this letter unless defined herein shall have the same meanings as ascribed to them in the enclosed Public Announcement.

Thanking You,

For JM Financial Limited

Authorized Signatory Name: Nikhil Panjwani Designation: Director

Enclosure: as above.

JM Financial Limited

Corporate Identity Number: L67120MH1986PLC038784

Regd. Office: 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025.

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PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF RELIGARE ENTERPRISES LIMITED UNDER REGULATION 3(1) AND REGULATION 4 READ WITH REGULATION 13, 14 AND REGULATION 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AND SUBSEQUENT AMENDMENTS THERETO

Open offer for acquisition of up to 90,042,541 fully paid-up equity shares of face value of INR 10 each ("Equity Shares"), representing 26.00% of the Expanded Voting Share Capital (as defined below) of Religare Enterprises Limited ("Target Company"), from the Public Shareholders (as defined below) of the Target Company by M.B. Finmart Private Limited ("MFPL" or "Acquirer 1"), Puran Associates Private Limited ("PAPL" or "Acquirer 2"), VIC Enterprises Private Limited ("VIC" or "Acquirer 3"), and Milky Investment & Trading Company ("MITC" or "Acquirer 4") (hereinafter Acquirer 1, Acquirer 2, Acquirer 3 and Acquirer 4 are collectively referred to as the "Acquirers") (the "Offer" or "Open Offer").

This public announcement ("**Public Announcement**" or "**PA**") is being issued by JM Financial Limited ("**Manager to the Offer**") for and on behalf of the Acquirers, to the Public Shareholders (as defined below) of the Target Company pursuant to and in compliance with Regulation 3(1) and Regulation 4 read with Regulation 13(1), Regulation 14 and Regulation 15(1), and other applicable regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (the "**SEBI (SAST) Regulations**").

For the purpose of this Public Announcement, the following terms have the meanings assigned to them below:

a) "Expanded Voting Share Capital" shall mean the total voting equity share capital of the Target Company on a fully diluted basis expected as of the 10th Working Day from the closure of the Tendering Period for the Offer. The Expanded Voting Share Capital of the Target Company has been considered to include the issued, subscribed and paid-up equity shares, and outstanding employees' stock options, as described in this paragraph. The Target Company has disclosed issued, subscribed and paid-up equity shares of 323,559,463 equity shares as of March 31, 2023 and 22,758,000 employees' stock options outstanding as of March 31, 2023. As per the disclosures made by the Target Company to BSE Limited and National Stock Exchange Limited (collectively referred to as the "Stock Exchanges"), a total of 4,831,800 Equity Shares have been allotted pursuant to exercise of employees' stock options outstanding post March 31, 2023. Accordingly, a total of 17,926,200 employees' stock options are considered as outstanding, and the expanded voting share capital is 346,317,463 Equity Shares. The employees' stock options granted post March 31, 2023 are assumed to be unvested and not considered.

As per the shareholding pattern filed by the Target Company with the Stock Exchanges for March 31, 2023, the Target Company has certain non-convertible non-cumulative redeemable preference shares on which voting rights equivalent to 7.17% (as of March 31, 2023) were triggered. However, the Target Company had raised certain disputes with regard to such preference shares and had filed a petition including with the National Company Law Tribunal (NCLT). The NCLT, vide order dated September 29, 2021, directed ordering the status *quo* on the respondents to restrain them from exercising their voting power with the resolution until further orders. Further, *vide* order dated December 16, 2021, the NCLT affirmed that the interim order will continue. We understand that the matter is currently sub-judice. Furthermore, as per the shareholding pattern filed by the Target Company with the Stock Exchanges for the quarter ended June 30, 2023, the Target Company has disclosed that it has not issued any partly paid-up shares, convertible securities or warrants, and there are no shares against which depository receipts have been issued.

- b) "**Public Shareholders**" shall mean all the public shareholders of the Target Company who are eligible to tender their Equity Shares in the Offer, except the Acquirers and persons deemed to be acting in concert with Acquirers, pursuant to and in compliance with the SEBI (SAST) Regulations.
- c) "**Tendering Period**" means the period of 10 Working Days during which the Public Shareholders may tender their Equity Shares in acceptance of the Offer, which shall be disclosed in the LoF (*as defined below*).
- d) "Working Day" shall mean any working day of the SEBI.

1. Offer Details

• **Size**: The Acquirers hereby make this Offer to the Public Shareholders of the Target Company to acquire up to 90,042,541 Equity Shares ("**Offer Shares**"), constituting 26.00% of the Expanded Voting Share Capital, at a price of INR 235.00 per Offer Share aggregating to a total consideration of INR 21,159,997,135 (assuming full acceptance) (the "**Offer Size**"), subject to the terms and conditions mentioned in this Public Announcement and to be set out in the detailed public statement ("**DPS**") and the letter of offer ("**LoF**") that are proposed to be issued for the Offer in accordance with the SEBI (SAST) Regulations.

- **Price/ Consideration**: The Offer is made at a price of INR 235.00 per Offer Share (the "**Offer Price**") which has been determined in accordance with Regulation 8(2) of the SEBI (SAST) Regulations. Assuming full acceptance of the Offer, the total consideration payable in the Offer will be INR 21,159,997,135.
- Mode of Payment (cash/ security): The Offer Price will be paid in cash, in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.
- Type of Offer (Triggered offer, voluntary offer/competing offer, etc.): Triggered Offer. The Offer is a mandatory offer made by the Acquirers in compliance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations pursuant to proposal for placing of the Purchase Order (as defined below). This Offer is not subject to any minimum level of acceptance.

2. Transaction which has triggered the Offer obligations ("Underlying Transaction")

Type of Transaction	Mode of Transaction (Agreement/ Allotment/	Shares/ Voting rights acquired/ proposed to be acquired		Total Consideration	Mode of payment	Regulation which has
(direct/indirect)	market purchase)	Number	% vis a vis total equity/ voting capital	for shares/ Voting Rights (VR) acquired (INR in crores)	(Cash/ securities)	triggered
Direct	Market purchase – Acquirer 1, Acquirer 2, and Acquirer 3 propose to place orders with their stock broker, JM Financial Services Limited, on September 25, 2023 ("Purchase Order"), to purchase up to 17,315,874 Equity Shares, at a per Equity	• Acquirer 1: 5,771,958 Equity Shares • Acquirer 2: 5,771,958 Equity Shares • Acquirer 3: 5,771,958 Equity Shares	• Acquirer 1: 1.76% of the issued and outstanding equity share capital and 1.67% of the Expanded Voting Share	• Acquirer 1: INR 135.64 crores • Acquirer 2: INR 135.64 crores • Acquirer 3: INR 135.64 crores	Cash	Regulations 3(1) and 4 of the SEBI (SAST) Regulations.

Type of Transaction	Mode of Transaction (Agreement/ Allotment/		rights acquired/ be acquired	Total Consideration for shares/ Voting Rights (VR) acquired (INR in crores)	Mode of payment (Cash/ securities)	Regulation which has triggered
(direct/indirect)	market purchase)	Number	% vis a vis total equity/ voting capital			
	Share price of not more than INR 235.00 and for an overall consideration amount not exceeding INR 4,069,230,390, on any recognised stock exchange in India in tranches/ lots as instructed by the Acquirer 1, Acquirer 2, and Acquirer 3, from time to time, but only after the Acquirer 1, Acquirer 2, and Acquirer 3 have informed the stock broker of the receipt of the relevant approvals required from various regulatory authorities and until such period as permitted under applicable laws (including SEBI (SAST) Regulations).	• Total: 17,315,874 Equity Shares	Capital of the Target Company • Acquirer 2: 1.76% of the issued and outstanding equity share capital and 1.67% of the Expanded Voting Share Capital of the Target Company • Acquirer 3: 1.76% of the issued and outstanding equity share capital and	• Total: INR 406.92 crores		

Type of Transaction (direct/ indirect)	Mode of Transaction (Agreement/ Allotment/ market purchase)		g rights acquired/ o be acquired	Total Consideration for shares/ Voting Rights (VR) acquired (INR in crores)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% vis a vis total equity/ voting capital			
			Expanded			
			Voting Share			
			Capital of the			
			Target			
			Company			
			• Total: 5.27%			
			of the issued			
			and			
			outstanding			
			equity share			
			capital and			
			5.00% of the			
			Expanded			
			Voting Share			
			Capital of the			
			Target			
			Company.			

The Acquirers intend to take control of the Target Company once the Open Offer is concluded in accordance with the provisions of the SEBI (SAST) Regulations. The Acquirers reserve the right in the interim period, pending completion of the Open Offer, to appoint directors to the board of directors of the Target Company and take all measures to assume control of the Target Company, subject to complying with the provisions of the SEBI (SAST) Regulations. Further, the Acquirers intend to review the management structure of the Target Company and its subsidiaries, and subject to complying with the provisions of the SEBI (SAST) Regulations, reserve the

right to require the Target Company and its subsidiaries to implement such changes in the management structure as determined by the board of directors of the Target Company. Such changes in the management will be effected in accordance with the applicable legal requirements and after obtaining necessary regulatory approvals, if any.

Given the intent of the Acquirers to acquire control of the Target Company, and that the combined shareholding and voting rights of the Acquirers in the Target Company may exceed 25% of the Expanded Voting Share Capital of the Target Company pursuant to the above mentioned proposal to place the Purchase Order for the acquisition of Equity Shares, accordingly this mandatory Offer is being made under Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations.

3. Acquirers

Details	Acquirer 1	Acquirer 2	Acquirer 3	Acquirer 4	Total
Name of	M.B. Finmart Private	Puran Associates	VIC Enterprises	Milky Investment &	-
Acquirers	Limited	Private Limited	Private Limited	Trading Company	
Address	4 th Floor, Punjabi	4 th Floor, Punjabi	4 th Floor,	4 th Floor, Punjabi	-
	Bhawan, 10 Rouse	Bhawan, 10	Punjabi	Bhawan, 10 Rouse	
	Avenue, New Delhi -	Rouse Avenue,	Bhawan, 10	Avenue, New Delhi -	
	110002, India.	New Delhi –	Rouse Avenue,	110002, India.	
		110002, India.	New Delhi –		
			110002, India.		

Details	Acquirer 1	Acquirer 2	Acquirer 3	Acquirer 4	Total
Name(s) of	M.B. Finmart Private	Puran Associates	VIC Enterprises	Milky Investment &	-
persons in	Limited is a private	Private Limited is	Private Limited	Trading Company is a	
control/	company incorporated	a private company	is a private	private company	
promoters of	under the Companies Act,	incorporated	company	incorporated under the	
Acquirers where	1956.	under the	incorporated	Companies Act, 1956.	
Acquirers are	Mohit Burman (Beneficial	Companies Act,	under the	Milky Securities Private	
companies	Interest held by M. B.	1956.	Companies Act,	Limited, alongwith its	
	Investment, Partnership	Anand Chand	1956.	nominee shareholder (i.e.,	
	Firm), Mohit Burman,	Burman, Minnie	Vivek Chand	Mr. Abhay Kumar	
	Vivek Chand Burman	Burman and AC	Burman, Mohit	Agarwal), is the promoter	
	(Beneficial Interest held	Burman (HUF)	Burman and VC	and owns the entire share	
	by M. B. Investment,	are the promoters	Burman (HUF),	capital of the Milky	
	Partnership Firm) and	of Puran	are the	Investment & Trading	
	Monica Burman are the	Associates	promoters of	Company.	
	promoters of M.B.	Private Limited.	VIC Enterprises	Anand Chand Burman	
	Finmart Private Limited.		Private Limited.	and Minnie Burman are	
	Mohit Burman and			the promoters of Milky	
	Monica Burman are also			Securities Private	
	the partners of M. B.			Limited.	
	Investment (one of the				
	promoters of Acquirer 1).				
Name of the	Burman Group	Burman Group	Burman Group	Burman Group	-
Group, if any, to					
which the					
Acquirers					
belongs to					

Details	Acquirer 1	Acquirer 2	Acquirer 3	Acquirer 4	Total
Pre-	13,702,636 Equity Shares	26,331,432	20,206,021	9,530,705 Equity Shares	69,770,794
transaction	(4.17% of the issued and	Equity Shares	Equity Shares	(2.90% of the issued and	Equity Shares
shareholding:	outstanding equity share	(8.02% of the	(6.15% of the	outstanding equity share	(21.25% of the
Number	capital, and 3.96% of the	issued and	issued and	capital, and 2.75% of the	issued and
• % of total	Expanded Voting Share	outstanding equity	outstanding	Expanded Voting Share	outstanding
share capital	Capital of the Target	share capital, and	equity share	Capital of the Target	equity share
1	Company).	7.60% of the	capital, and	Company).	capital, and
		Expanded Voting	5.83% of the		20.15% of the
		Share Capital of	Expanded		Expanded Voting
		the Target	Voting Share		Share Capital of
		Company).	Capital of the		the Target
			Target		Company).
			Company).		
Proposed	19,474,594 Equity Shares	32,103,390	25,977,979	9,530,705 Equity Shares	87,086,668
shareholding	(5.93% of the issued and	Equity Shares	Equity Shares	(2.90% of the issued and	Equity Shares
after the	outstanding equity share	(9.78% of the	(7.91% of the	outstanding equity share	(26.52% of the
acquisition of	capital, and 5.62% of the	issued and	issued and	capital, and 2.75% of the	issued and
shares which	Expanded Voting Share	outstanding equity	outstanding	Expanded Voting Share	outstanding
triggered the	Capital).	share capital, and	equity share	Capital of the Target	equity share
Open Offer		9.27% of the	capital, and	Company).	capital, and
		Expanded Voting	7.50% of the		25.15% of the
		Share Capital).	Expanded		Expanded Voting
			Voting Share		Share Capital of
			Capital).		the Target
					Company).
Proposed	41,985,230 Equity Shares	54,614,025	48,488,614	32,041,340 Equity Shares	177,129,209
shareholding	(12.79% of the issued and	Equity Shares	Equity Shares	(9.76% of the issued and	Equity Shares

Details	Acquirer 1	Acquirer 2	Acquirer 3	Acquirer 4	Total
after the acquisition of shares (including Offer Shares assuming full	outstanding equity share capital, and 12.12% of the Expanded Voting Share Capital).	(16.63% of the issued and outstanding equity share capital, and 15.77% of the Expanded Voting Share Capital).	(14.77% of the issued and outstanding equity share capital, and 14.00% of the Expanded	outstanding equity share capital, and 9.25% of the Expanded Voting Share Capital).	(53.94% of the issued and outstanding equity share capital, and 51.15% of the Expanded Voting
acceptance) which triggered the Open Offer *			Voting Share Capital).		Share Capital).
Any other interest in the Target Company.	None	Meena Agarwal (wife of Abhay Kumar Agarwal, a director of Acquirer 2) holds 2,500 equity shares of the Target Company. Further, Golden Glow Enterprises Pvt. Ltd., which is owned by Abhay Kumar Agarwal, holds 12,500 equity shares of	Meena Agarwal (wife of Abhay Kumar Agarwal, a director of Acquirer 3) holds 2,500 equity shares of the Target Company. Further, Golden Glow Enterprises Pvt. Ltd., which is owned by Abhay Kumar	Meena Agarwal (wife of Abhay Kumar Agarwal, a director of Acquirer 4) holds 2,500 equity shares of the Target Company. Further, Golden Glow Enterprises Pvt. Ltd., which is owned by Abhay Kumar Agarwal, holds 12,500 equity shares of the Target Company.	-

Details	Acquirer 1	Acquirer 2	Acquirer 3	Acquirer 4	Total
		the Target	Agarwal, holds		
		Company.	12,500 equity		
			shares of the		
			Target		
			Company.		

^{*} Pursuant to the acquisition of control over the Target Company, the Acquirers shall become the promoters of the Target Company including in accordance with Regulation 31A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time)

4. **Details of selling shareholders, if applicable:** Not applicable.

5. Target Company

- Name: Religare Enterprises Limited.
- Registered Office: 1407, 14th Floor Chiranjiv Tower, 43, Nehru Place, New Delhi, Delhi -110019, India.
- Exchanges where listed: The Equity Shares of the Target Company are listed on:
 - BSE Limited, Scrip ID: RELIGARE, Scrip code: 532915
 - National Stock Exchange of India Limited, Symbol: RELIGARE
 - In addition, the Target Company has the permission to trade on the Metropolitan Stock Exchange of India (Symbol: RELIGARE).
- **ISIN:** INE621H01010

6. Other Details

- Further details of the Offer shall be published in the DPS which shall be published on or before October 04, 2023, i.e., within 5 Working Days from the Public Announcement as required under Regulation 13(4) and 14(3) of the SEBI (SAST) Regulations. The DPS shall, *inter alia* contain details of the Offer including information on the Offer Price, the Acquirers, the Target Company, the background to the Offer, the statutory approvals required (including for the Offer), details of financial arrangements, and other terms and conditions of the Offer.
- The Acquirers undertake that they are fully aware of and will comply with their obligations under the SEBI (SAST) Regulations. The Acquirers further undertake that they have adequate financial resources to meet their obligations under the Offer and have made firm financial arrangements for financing the acquisition of the Offer Shares in terms of Regulation 25(1) of the SEBI (SAST) Regulations.
- The Acquirers and their respective directors accept full responsibility for the information contained in this Public Announcement (other than information regarding the Target Company and information compiled from publicly available sources, and the accuracy thereof which has not been independently verified by the Acquirers or the Manager to the Offer).
- This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- This Offer is not conditional upon any minimum level of acceptance as per Regulation 19(1) of the SEBI (SAST) Regulations.
- The completion of the Offer is subject to receipt of statutory approvals required, to be set out in the DPS and LoF.
- In this Public Announcement any discrepancy in any amounts as a result of multiplication or totaling is due to rounding off.
- The information pertaining to the Target Company contained in the Public Announcement has been compiled from publicly available sources and the accuracy thereof has not been independently verified by the Manager to the Offer.
- In this Public Announcement, all references to "INR" are references to Indian Rupees.

Issued by the Manager to the Offer



JM Financial Limited

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Prabhadevi, Mumbai – 400 025,

Maharashtra, India.

Tel. No.: +91 22 6630 3030; +91 22 6630 3262

Fax No.: +91 22 6630 3330

Email: prachee.dhuri@jmfl.com Contact Person: Prachee Dhuri

SEBI Registration Number: INM000010361

On behalf of the Acquirers:

M.B. Finmart Private Limited (Acquirer 1)

Puran Associates Private Limited (Acquirer 2)

VIC Enterprises Private Limited (Acquirer 3)

Milky Investment & Trading Company (Acquirer 4)

Place: New Delhi

Date: September 25, 2023