



**Tourism Finance Corporation of India Ltd.**

4th Floor, Tower-1,  
NBCC Plaza, Pushp Vihar  
Sector-5, Saket,  
New Delhi-110017

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CIN : L65910DL1989PLC034812

TF/LISTING/20

June 19, 2020

National Stock Exchange of India Ltd. Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai- 400 051	Bombay Stock Exchange Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, MUMBAI - 400 001
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Dear Sir,

**Re: Re: Disclosure under Regulation 29 and 31(1&2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations**

We have received disclosure from Redkite Capital Pvt. Ltd. vide their letter dated 19.6.2020 under the subject Regulations. Please find enclosed their disclosure in the required format in terms of Regulation 29 and 31(1&2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations.

Yours faithfully,

**(Sanjay Ahuja)  
Company Secretary**

# REDKITE

Capital Private Limited

**Redkite Capital (Private) Limited**

4852/24, 1st Floor

Ansari Road, Dariya Ganj

Delhi – 110002, India

Email: [naresh.jain@redkitecapital.co.in](mailto:naresh.jain@redkitecapital.co.in)

CIN NO :- U65921DL2010PTC204932

19<sup>th</sup> June, 2020

To,

**Bombay Stock Exchange**

Listing Department,

14<sup>th</sup> Floor, P.J. Tower,

Dalal Street,

Mumbai – 400 001.

**National Stock Exchange India Limited,**

**Listing Department,**

Exchange Plaza,

Bandra Kurla Complex,

Bandra (E), Mumbai – 400 051.

**Company Secretary**

**Tourism Finance Corporation of India Limited**

**Sub: Disclosure under Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Dear Sir(s),

We are furnishing the disclosure pursuant to regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. The disclosure is in respect of changes post the last disclosure made.

Thanking you,

Yours faithfully,

**For Redkite Capital Private Limited**

  
Director



Encl. as above



**Format for disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares/ invocation of encumbrance / release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC)		Tourism Finance Corporation of India Limited											
Names of the Stock Exchanges where the shares of the target company are listed		National Stock Exchange of India Ltd. BSE Ltd.											
Date of reporting		19 <sup>th</sup> June 2020											
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked		Redkite Capital Private Limited											
Details of the creation of encumbrance													
Name of the Promoter (s) or PAC with him	Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares {creation [(2) + (3)]/ release [(2) - (3)]/ invocation [(1) - (3)]}	
	No. of Shares	% of total share capital	No. of shares	% of total share capital	Type of event (creation/ release/ invocation)	Date of creation/ release/ invocation of encumbrance	Type of encumbrance (Pledge/lien/non disposal undertaking/ others)	Reason for encumbrance	No. of shares	% of total share capital	Name of the entity in whose favor shares encumbered	No. of shares	% of total share capital
Redkite Capital Private Limited*	79,55,382	9.86%	78,82,000	9.77%	Invocation of Pledge	18.06.2020	Invocation	Collateral for loan taken by Redkite Capital Private Limited	15,72,000	1.95%	Beacon Trustee'ship Limited (Trustee)	63,10,000	7.82%



Redkite Capital Private Limited*	63,83,382	7.91%	63,10,000	7.82%	Invocation of Pledge	19.06.2020	Invocation	Collateral for loan taken by Redkite Capital Private Limited	62,50,000	7.74%	Beacon Trustee Ship Limited (Trustee) Lender: India Special Situations Scheme	60,000	0.08%
The Oriental Insurance Company Ltd**	8,61,527	1.07%	-	-	-	-	-	-	-	-	-	-	-
Life Insurance Corporation of India**	29,60,644	3.67%	-	-	-	-	-	-	-	-	-	-	-
Tamaka Capital (Mauritius) Limited**	24,21,502	2.99%	-	-	-	-	-	-	-	-	-	-	-
India Opportunities III Pte Limited***	80,61,597	9.99%	-	-	-	-	-	-	-	-	-	-	-
Mr Koppara Sajeeve Thomas***	40,35,633	5.00%	-	-	-	-	-	-	-	-	-	-	-



\* Pursuant to the completion of Open offer, classified as Promoter with effect from 5<sup>th</sup> March 2019.

\*\* Based on latest Benpos.

\*\*\* India Opportunities III Pte. Limited and Mr. Koppara Sajeeve Thomas are 'persons acting in concert' with Redkite Capital Private Limited. Redkite Capital Private Limited, India Opportunities III Pte. Limited and Mr. Koppara Sajeeve Thomas have entered into an inter se agreement dated May 18,



2018, as amended ("Inter-se Agreement"). Pursuant to the Inter-se Agreement, India Opportunities III Pte. Limited and Mr. Koppa Sajeve Thomas do not have control rights and will not be exercising control over Tourism Finance Corporation of India Limited. Redkite Capital Private Limited will be exercising control over Tourism Finance Corporation of India Limited and shall be the promoter of Tourism Finance Corporation of India Limited. India Opportunities III Pte. Limited and Mr. Koppa Sajeve Thomas shall be part of the promoter group of Tourism Finance Corporation of India Limited. Further to the request of Redkite Capital Private Limited for termination of inter se agreement, India Opportunities III Pte. Limited and Sajeve Thomas agreed to terminate the inter se agreement which was subsequently formalized by way of a termination agreement between the said parties. Even after the termination of the Inter-se Agreement, India Opportunities III Pte. Limited, Tamaka Capital (Mauritius) Limited and Sajeve Thomas will not be a promoter of and shall not have any control on or exercise control on Tourism Finance Corporation of India Limited

For Redkite Capital Private Limited



Director

Place: Mumbai

Date: June 19, 2020



# REDKITE

Capital Private Limited

Redkite Capital (Private) Limited

4852/24, 1st Floor  
Ansari Road, Dariya Ganj  
Delhi – 110002, India

Email: [naresh.jain@redkitecapital.co.in](mailto:naresh.jain@redkitecapital.co.in)

CIN NO :- U65921DL2010PTC204932

Date: June 19, 2020

<b>Bombay Stock Exchange</b> Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001	<b>National Stock Exchange of India Ltd.</b> Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E) Mumbai - 400 051
<b>Tourism Finance Corporation of India Limited</b> 4th Floor, Tower-1, NBCC Plaza, Sector-V, Pushp Vihar Saket, New Delhi-110017 Attention: Company Secretary	

Dear Sir/Madam,

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

Please find attached the disclosure under Regulation 29(2) of the SAST Regulations in respect of the Invocation of pledge of equity shares of Tourism Finance Corporation of India Limited.

For and on behalf of

**REDKITE CAPITAL PRIVATE LIMITED**



Authorized Signatory





Annexure

**Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**

Name of the Target Company (TC)	Tourism Finance Corporation of India Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	<b>Acquirer:</b> Redkite Capital Private Limited <b>PAC:</b> India Opportunities III Pte. Limited (“IOIII”) Mr. Koppara Sajeeve Thomas (“KST”)#		
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, The 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/sale under consideration, holding of:</b>			
a) Shares carrying voting rights	a) Acquirer: 79,55,382  a) PAC ➤ KST: 40,35,633 ➤ IOIII: 80,61,597	a) Acquirer: 9.85 %  a) PAC ➤ KST: 5% ➤ IOIII: 9.99%	a) Acquirer: 9.85 %  a) PAC ➤ KST: 5% ➤ IOIII: 9.99%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	b) Acquirer: Nil  b) PAC: Nil	b) Acquirer: Nil  b) PAC: Nil	b) Acquirer: Nil  b) PAC: Nil
c) Voting rights (VR) otherwise	c) Acquirer: Nil	c) Acquirer: Nil	c) Acquirer: Nil



than by shares	c) PAC: Nil	Nil c) PAC: Nil	c) PAC: 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)	d) Acquirer: Nil d) PAC: Nil	d) Acquirer: Nil Nil d) PAC: Nil	d) Acquirer: Nil d) PAC: Nil
e) Total (a+b+c+d)	e) Total : 2,00,52,612	e) Total : 24.84 %	e) Total : 24.84 %
<b>Details of acquisition/Sale</b>			
Shares carrying voting rights acquired/sold	a) Acquirer: NIL a) PAC NIL	a) Acquirer: NIL a) PAC NIL	a) Acquirer: NIL a) PAC NIL
VRs acquired /sold otherwise than by shares	b) Acquirer: Nil b) PAC: Nil	b) Acquirer: Nil Nil b) PAC: Nil	b) Acquirer: Nil b) PAC: Nil
Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	c) Acquirer: Nil c) PAC: Nil	c) Acquirer: Nil Nil c) PAC: Nil	c) Acquirer: Nil c) PAC: Nil
Shares encumbered/invoked/released by the acquirer	d) Acquirer: 78,22,000 d) PAC: Nil	d) Acquirer: 9.69% d) PAC: Nil	d) Acquirer: 9.69% d) PAC: Nil
Total (a+b+c+/-d)	e) Total : 78,22,000	e) Total : 9.69 %	e) Total : 9.69%
<b>After the acquisition/Sale, holding of:</b>			
a) Shares carrying voting rights	a) Acquirer:	a) Acquirer:	a) Acquirer:





	1,33,382 a) PAC ➤ KST: 40,35,633 ➤ IOIII: 80,61,597	0.17 % a) PAC ➤ KST: 5% ➤ IOIII: 9.99%	0.17% a) PAC ➤ KST: 5% ➤ IOIII: 9.99%
b) Shares encumbered with the acquirer (pledge in favor of the Acquirer)	b) Acquirer: Nil b) PAC: Nil	b) Acquirer: Nil b) PAC: Nil	b) Acquirer: Nil b) PAC: Nil
c) VRs otherwise than by shares	c) Acquirer: Nil c) PAC: Nil	c) Acquirer: Nil c) PAC: Nil	c) Acquirer: Nil c) PAC: 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	d) Acquirer: Nil d) PAC: Nil	d) Acquirer: Nil d) PAC: Nil	d) Acquirer: Nil d) PAC: Nil
e) Total (a+b+c+d)	e) Total : 1,22,30,612	e) Total : 15.16 %	e) Total : 15.16 %
Mode of acquisition/Sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	<b><u>Invocation of pledge shares</u></b> On 18.06.2020 : 15,72,000 shares On 19.06.2020 : 62,50,000 shares		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	<b><u>Invocation of pledge shares</u></b> On 18.06.2020 : 15,72,000 shares On 19.06.2020 : 62,50,000 shares		
Equity share capital / total voting capital of the TC before the said acquisition / sale	INR 80,71,67,480 divided into 8,07,16,748 equity shares having face value of INR 10 each		
Equity share capital/ total voting	INR 80,71,67,480 divided into 8,07,16,748 equity shares		



capital of the TC after the said acquisition / sale	having face value of INR 10 each
Total diluted share/voting capital of the TC after the said acquisition / sale	INR 80,71,67,480 divided into 8,07,16,748 equity shares having face value of INR 10 each

# Note: Redkite Capital Private Limited, India Opportunities III Pte. Limited and Mr. Koppara Sajeeve Thomas have entered into an inter se agreement dated May 18, 2018, as amended ("**Inter-se Agreement**"). Pursuant to the Inter-se Agreement, India Opportunities III Pte. Limited and Mr. Koppara Sajeeve Thomas do not have control rights and will not be exercising control over Tourism Finance Corporation of India Limited. Redkite Capital Private Limited will be exercising control over Tourism Finance Corporation of India Limited and shall be the promoter of Tourism Finance Corporation of India Limited. India Opportunities III Pte. Limited and Mr. Koppara Sajeeve Thomas shall be part of the promoter group of Tourism Finance Corporation of India Limited.

Further to the request of Redkite Capital Private Limited for termination of inter se agreement, India Opportunities III Pte. Limited and Sajeeve Thomas agreed to terminate the inter se agreement which was subsequently formalized by way of a termination agreement between the said parties. Even after the termination of the Inter-se Agreement, India Opportunities III Pte. Limited and Sajeeve Thomas will not be a promoter of and shall not have any control on or exercise control on Tourism Finance Corporation of India Limited

(\*) Total share capital/ voting capital to be taken as per the latest Benpos statement.

(\*\*) 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.

**Signature for and on behalf of Redkite Capital Private Limited (the Acquirer / Seller)**

*NIT Jain*  
*Sajeeve Thomas*

Authorised Signatory



Place: Mumbai

Date: June 19, 2020