

ORTHIA PROPERTIES PRIVATE LIMITED

June 16, 2020

Scrip Code – 532960, 890145
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

IBVENTURES-EQ/ E3
National Stock Exchange of India Limited
'Exchange Plaza'
Bandra Kurla Complex, Bandra (East)
Mumbai - 400 051

Sub: Disclosure pursuant to Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended

Dear Sirs,

Pursuant to Regulation 29(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find enclosed a disclosure in the prescribed format, in respect of change in voting rights/percentage of our shareholding in Indiabulls Ventures Limited (the Company) and of certain Persons Acting in Concert (PACs) with us, pursuant to allotment of fully paid-up equity shares by the Company upon conversion of compulsorily convertible debentures (CCDs) earlier issued on a preferential basis to certain foreign investors.

This is for your information and record.

Thanking you,

Yours truly,
For **Orthia Properties Private Limited**



Chand Kadyan
Authorized Signatory

Encl: as above

CC:

The Board of Directors
Indiabulls Ventures Limited
M - 62 & 63, First Floor,
Connaught Place,
New Delhi – 110 001

Orthia Properties Private Limited

CIN: U70200HR2009PTC078008

Reg. Office: Plot No. 560, Udyog Vihar Phase- V, Gurugram - 122016

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DISCLOSURE OF DETAILS OF ACQUISITION TO TARGET COMPANY AND STOCK EXCHANGES WHERE THE SHARES OF THE TARGET COMPANY ARE LISTED, IN TERMS OF REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

1	Name of the Target Company (TC)	Indiabulls Ventures Limited		
2	Name(s) of the Acquirer and Persons Acting in Concert (PACs) with the acquirer	<u>Acquirer:</u> Orthia Properties Private Limited <u>PACs:</u> Mr. Sameer Gehlaut Orthia Constructions Private Limited Zelkova Builders Private Limited Inuus Developers Private Limited Inuus Properties Private Limited		
3	Whether the acquirer belongs to Promoter/Promoter group	Yes		
4	Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
5	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
<u>Before the acquisition/disposal under consideration, holding of:</u>				
(a)	Shares carrying voting rights	<u>Acquirer:</u> 4,16,23,777 equity shares (3,22,56,317 Fully paid up equity shares & 93,67,460 Partly paid-up# equity shares) <u>PACs:</u> 13,33,60,086 equity shares (10,69,39,112 Fully paid up equity shares & 2,64,20,974 Partly paid-up# equity shares)	7.64%*	7.01%
(b)	Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	Nil	Nil	Nil
(c)	Voting rights (VRs) otherwise than by shares	Nil	Nil	Nil



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(d)	Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	Nil	Nil	Nil
(e)	Total (a + b + c + d)	17,49,83,863 equity shares (13,91,95,429 Fully paid up equity shares & 3,57,88,434 Partly paid# equity shares)	32.11%*	29.46%
<u>Details of acquisition / sale:</u>				
(a)	Shares carrying voting rights acquired/sold@ @ Percentage of shares/voting rights changed on allotment of fully paid up equity shares under ESOP and upon conversion of CCDs earlier issued on preferential basis, to certain foreign investors.	Acquirer: Nil PACs: Nil	-0.42%^ -1.33%^	0.01%^ 0.03%^
(b)	Voting rights (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 the TC (specify holding in each category) acquired/ sold	Nil	Nil	Nil
(d)	Shares encumbered / invoked/released by the acquirer	Nil	Nil	Nil
(e)	Total (a + b + c +/- d)	Nil	-1.75%^	0.04%^
<u>After the acquisition / sale, holding :</u>				
(a)	Shares carrying voting rights	Acquirer: 4,16,23,777 equity shares (3,22,56,317 Fully paid up equity shares & 93,67,460 Partly paid-up# equity shares)	7.22% (a)	7.02%
		PACs: 13,33,60,086 equity shares (10,69,39,112 Fully paid up equity shares & 2,64,20,974 Partly paid-up# equity shares)	23.14% (b)	22.48%



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(b)	Shares encumbered with the acquirer	Nil	Nil	Nil
(c)	Voting rights (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 T C (specify holding in each category) after acquisition	Nil	Nil	Nil
(e)	Total (a + b + c + d)	17,49,83,863 equity shares (13,91,95,429 Fully paid up equity shares & 3,57,88,434 Partly paid# equity shares)	30.36% (c)	29.50%
6	Mode of acquisition / sale (e.g. open market/off-market/public issue/rights issue/preferential allotment / <i>inter-se</i> transfer etc.)	Allotment of fully paid-up equity shares by the Target Company (i) under its ESOP, and (ii) upon conversion of Compulsorily Convertible Debentures (CCDs) earlier issued on a preferential basis to certain foreign investors..		
7	Date of acquisition/ sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	(i) February 13, 2020 (Allotment of Equity shares under ESOP) (ii) June 3, 2020 and June 12, 2020 (Allotment of Equity shares upon conversion of CCDs)		
8	Equity share capital / total voting capital of the target company before the said acquisition / sale	Rs. 101,54,10,133.60 (comprising 46,21,20,840 fully paid-up equity shares having face value of Rs. 2/- each, 8,28,03,864 partly paid-up equity shares with paid-up value of Rs. 1.10/- each having face value of Rs. 2/- each and 1,05,254 partly paid-up equity shares with paid-up value of Re. 0.80/- each having face value of Rs. 2/- each) as on February 6, 2020. [Paid-up Capital of the Company as on February 6, 2020 (being date of last disclosure made under Regulation 29(2))].		
9	Equity share capital/total voting capital of the target company after the said acquisition / sale	Rs. 107,81,98,237.60 (comprising 49,35,14,892 fully paid-up equity shares having face value of Rs. 2/- each, 8,28,03,864 partly paid-up equity shares with paid-up value of Rs. 1.10/- each having face value of Rs. 2/- each and 1,05,254 partly paid-up equity shares with paid-up value of Re. 0.80/- each having face value of Rs. 2/- each) as on June 12, 2020.		
10	Total diluted capital/ voting capital of the target company after the said acquisition / sale	Diluted share/voting capital includes present paid-up equity share capital of the Company consisting of 57,64,24,010 equity shares (49,35,14,892 fully paid-up equity shares having face value of Rs. 2/- each, 8,28,03,864 partly paid-up equity shares with paid-up value of Rs.1.10/- each having face value of Rs. 2/- each and 1,05,254 partly paid-up equity shares with paid-up value of Re. 0.80/- each having face value of Rs. 2/- each) and 1,66,46,900 outstanding employees stock options convertible into equivalent number of Fully paid up equity shares.		

Partly paid up shares with 55% paid up of the face value of Rs. 2/- per Equity Share.



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* Percentage has been computed on paid-up share capital of Indiabulls Ventures Limited (IVL) as on February 6, 2020, [*being date of last disclosure made under Regulation 29(2)*] comprising of 46,21,20,840 fully paid-up equity shares having face value of Rs. 2/- each, 8,28,03,864 partly paid-up equity shares with paid-up value of Rs. 1.10/- each having face value of Rs. 2/- each and 1,05,254 partly paid-up equity shares with paid-up value of Re. 0.80/- each having face value of Rs. 2/- each.

^ Difference between post- sale/acquisition and pre- sale/acquisition shareholding/ voting rights percentage.

(a) 7.22% is computed based on 57,64,24,010 equity shares. Basis 93,67,460 partly paid-up equity shares in respect of which we have the proportionate voting rights of 55%, in proportion to the paid-up value of these Shares, our holding was 6.94% w.r.t. total voting capital.

(b) 23.14% is computed based on 57,64,24,010 equity shares. Basis 2,64,20,974 partly paid-up equity shares in respect of which PACs have the proportionate voting rights of 55%, in proportion to the paid-up value of these Shares, holding of PACs was 22.53% w.r.t. total voting capital.

(c) in view of (a) & (b) above, our aggregate holding along with PACs was 29.47% on the total voting capital.

For **Orthia Properties Private Limited**



Chand Kadyan
Authorized Signatory

Date: June 16, 2020

Place: Gurugram

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