

# INUUS INFRASTRUCTURE PRIVATE LIMITED

Date: March 20, 2020

**Scrip Code - 535789**

**BSE Limited**

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai - 400 001

**IBULHSGFIN/EQ**

**National Stock Exchange of India Limited**

'Exchange Plaza'

Bandra Kurla Complex, Bandra (East)

Mumbai - 400 051

Dear Sir/Madam,

**Ref.: Indiabulls Housing Finance Limited (Target Company)**

**Sub.: Disclosures under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

1. This is to inform you that the Hon'ble National Company Law Tribunal (NCLT), Chandigarh Bench, Chandigarh, vide its order dated March 12, 2020 (a certified true copy of the order was received on March 18, 2020) has approved the Scheme of Amalgamation for Amalgamation of Orthia Developers Private Limited (Transferor Company 1), SG Advisory Services Private Limited (Transferor Company 2), Inuus Land Development Private Limited (Transferor Company 3), Cleta Infracon Private Limited (Transferor Company 4), Orthia Real Estate Private Limited (Transferor Company 5), Orthia Land Development Private Limited (Transferor Company 6), Cleta Properties Private Limited (Transferor Company 7), Cleta Buildtech Private Limited (Transferor Company 8), Gyan Sagar Real Estate Private Limited (Transferor Company 9), Arbutus Properties Private Limited (Transferor Company 10) and Inuus Infrastructure Private Limited (Transferee Company).

The above Order of Hon'ble NCLT Chandigarh Bench, Chandigarh was taken note of by the Boards of Directors of respective companies in their meetings held on March 19, 2020 and a certified copy of the said Order was filed with the Registrar of Companies, NCT of Delhi & Haryana on March 20, 2020.

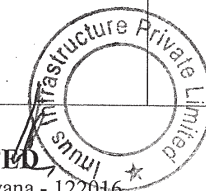
2. All the above Companies except Transferor Companies 4 & 5 were forming part of the promoter/promoter group of the Target Company i.e. Indiabulls Housing Finance Limited. Pursuant to the sanctioned Scheme, the shareholding of Inuus Infrastructure Private Limited (Transferee Company) stands increased from Nil to 8,29,43,325 Equity Shares (19.40%) in the Target Company.
3. Kindly note that there is no change in the promoter/promoter group shareholding in the Target Company. It is merely a consolidation of holdings of promoter group entities into single entity by way of Scheme of Amalgamation as approved by Hon'ble NCLT Chandigarh Bench, Chandigarh.
4. Post coming into effect of the Scheme, the Promoter and Promoter Group and their shareholding in the Target Company stands as under:

Pre-effectiveness				Post-effectiveness		
S. No.	Name of Promoter and Promoter Group	No of Shares	%	Name of Promoter and Promoter Group	No of Shares	%
1	Mr. Sameer Gehlaut	90,51,482	2.12	Mr. Sameer Gehlaut	90,51,482	2.12
2	Orthia Developers Private Limited	165,12,863	3.86	Inuus Infrastructure Private Limited	8,29,43,325	19.40
3	SG Advisory Services Private Limited	186,53,297	4.36			
4	Inuus Land Development Private Limited	0	0.00			
5	Orthia Land Development Private Limited	170,17,165	3.98			
6	Cleta Properties Private Limited	108,00,000	2.53			

**INUUS INFRASTRUCTURE PRIVATE LIMITED**

Registered Office: Plot No. 560, Udyog Vihar, Phase- V, Gurgaon, Haryana - 122016

CIN: U70109HR2009PTC077963



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7	Cleta Buildtech Private Limited	60,20,000	1.41			
8	Gyan Sagar Real Estate Private Limited	100,00,000	2.34			
9	Arbutus Properties Private Limited	39,40,000	0.92			
10	Inuus Infrastructure Private Limited	0	0.00			
<b>Total</b>		<b>9,19,94,807</b>	<b>21.52</b>	<b>Total</b>	<b>9,19,94,807</b>	<b>21.52</b>

5. We submit herewith the following disclosures in connection with the abovementioned acquisition of equity shares of Target Company i.e. Indiabulls Housing Finance Limited by Inuus Infrastructure Private Limited pursuant to Scheme of Amalgamation referred to in paragraph 1 above, for your kind information and record please:-
- Disclosures under Regulation 29(1) and 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; and
  - Report under Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

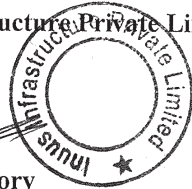
Kindly take the above Disclosures and Report on record.

Thanking you,

Yours faithfully,

For Inuus Infrastructure Private Limited

  
Chand Kadyan  
Authorised Signatory



Encl.: As above

CC:

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

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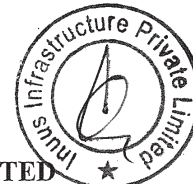
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# INUUS INFRASTRUCTURE PRIVATE LIMITED

## DISCLOSURES UNDER REGULATION 29(1) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

### Part-A- Details of the Acquisition

Name of the Target Company (TC)	<b>Indiabulls Housing Finance Limited</b>		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Inuus Infrastructure Private Limited (List of PACs attached)		
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 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 acquirer along with PACs of:</b>			
a) Shares carrying voting rights	<b>Acquirer:</b> Nil Equity Shares	0.00%	0.00%
	<b>PACs:</b> 9,19,94,807 Equity Shares	21.52%	20.46%
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by equity 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
<b>e) Total (a+b+c+d)</b>	<b>9,19,94,807 Equity Shares</b>	<b>21.52%</b>	<b>20.46%</b>
<b>Details of acquisition</b>			
a) Shares carrying voting rights acquired	<b>Acquirer:</b> 8,29,43,325 Equity Shares	19.40%	18.45%
	<b>PACs:</b> (8,29,43,325) Equity Shares	(19.40%)	(18.45%)
b) VRs acquired otherwise than by equity shares	Nil	Nil	Nil



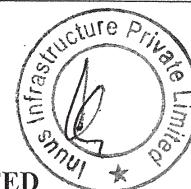
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c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying category) acquired	Nil	Nil	Nil
d) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	Nil	Nil	Nil
<b>e) Total (a+b+c+/-d)</b>	<b>Nil</b>	<b>Nil%</b>	<b>Nil%</b>
<b>After the acquisition, holding of acquirer along with PACs of:</b>	<b>Equity Shares</b>		
a) Shares carrying voting rights	<b>Acquirer:</b> 8,29,43,325 Equity Shares	19.40%	18.45%
	<b>PAC:</b> 90,51,482 Equity Shares	2.12%	2.01%
b) VRs otherwise than by equity 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) after acquisition	Nil	Nil	Nil
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
<b>e) Total (a+b+c+d)</b>	<b>9,19,94,807</b>	<b>21.52%</b>	<b>20.46%</b>
	<b>Equity Shares</b>		
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Pursuant to a Scheme of Amalgamation, duly sanctioned by Hon'ble National Company Law Tribunal (NCLT), Chandigarh Bench, Chandigarh on March 12, 2020.		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Fully paid-up Equity Shares of Rs.2/- each of the Target Company.		
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	March 20, 2020 (*****)		
Equity share capital / total voting capital of the TC before the said acquisition	Rs. 85,51,48,182 /- (comprising of 42,75,74,091 Equity Shares of face value Rs. 2/- each).		
Equity share capital/ total voting capital of the TC after the said acquisition	Rs. 85,51,48,182 /- (comprising of 42,75,74,091 Equity Shares of face value Rs. 2/- each).		
Total diluted share/voting capital of the TC after the said acquisition	Rs. 89,91,21,266/- (comprising of (a) 42,75,74,091 Equity shares of face value Rs. 2/- each fully paid up, and (b) 2,19,86,542 Equity shares of face value Rs. 2 each arising out of exercise of stock options, which would be fully paid up at the time of issue).		



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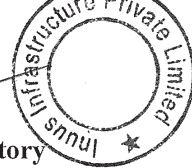
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# INUUS INFRASTRUCTURE PRIVATE LIMITED

(\*\*\*\*\*) Erstwhile Orthia Developers Private Limited (Transferor Company 1), SG Advisory Services Private Limited (Transferor Company 2), Inuus Land Development Private Limited (Transferor Company 3), Orthia Land Development Private Limited (Transferor Company 6), Cleta Properties Private Limited (Transferor Company 7), Cleta Buildtech Private Limited (Transferor Company 8), Gyan Sagar Real Estate Private Limited (Transferor Company 9) and Arbutus Properties Private Limited (Transferor Company 10) being part of promoter group/PACs were holding 8,29,43,325 Equity Shares of Target Company i.e. Indiabulls Housing Finance Limited. Pursuant to Scheme of Amalgamation sanctioned by Order dated March 12, 2020 of the Hon'ble National Company Law Tribunal (NCLT), Chandigarh Bench, Chandigarh, the Transferor Companies 1 to 3 & 6 to 10 as aforesaid, stand dissolved without undergoing the process of winding up, and equity shares of Target Company held by these Transferor Companies 1 to 3 & 6 to 10 have been vested with the acquirer company i.e. Inuus Infrastructure Private Limited (Transferee Company), being part of promoter group/PACs. Accordingly, the Transferee Company now holds 8,29,43,325 Equity Shares of Target Company. The Certified copy of the Order received on March 18, 2020, was filed with the Registrar of Companies, NCT of Delhi & Haryana on March 20, 2020.

For Inuus Infrastructure Private Limited

  
Chandan Deyan  
Authorised Signatory



Date: March 20, 2020

Place: Gurugram

**Note:**

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\*) 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.

(\*\*\*) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

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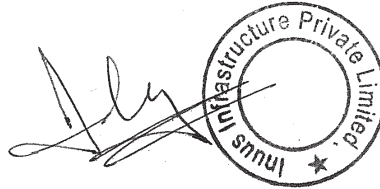
## LIST OF PERSONS ACTING IN CONCERT-(PACs)

{Forming part of disclosure under Regulation 29(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 dated March 20, 2020}

**Target Company: Indiabulls Housing Finance Limited**

Pre-effectiveness		Post-effectiveness	
S. No.	Name of PACs	S. No.	Name of PACs
1	Mr. Sameer Gehlaut	1	Mr. Sameer Gehlaut
2	Orthia Developers Private Limited	2	Inuus Infrastructure Private Limited
3	SG Advisory Services Private Limited		
4	Inuus Land Development Private Limited		
5	Orthia Land Development Private Limited		
6	Cleta Properties Private Limited		
7	Cleta Buildtech Private Limited		
8	Gyan Sagar Real Estate Private Limited		
9	Arbutus Properties Private Limited		
10	Inuus Infrastructure Private Limited		

In terms of Scheme of Amalgamation sanctioned by Order dated March 12, 2020 of the Hon'ble National Company Law Tribunal (NCLT), Chandigarh Bench, Chandigarh, Orthia Developers Private Limited (Transferor Company 1), SG Advisory Services Private Limited (Transferor Company 2), Inuus Land Development Private Limited (Transferor Company 3), Orthia Land Development Private Limited (Transferor Company 6), Cleta Properties Private Limited (Transferor Company 7), Cleta Buildtech Private Limited (Transferor Company 8), Gyan Sagar Real Estate Private Limited (Transferor Company 9) and Arbutus Properties Private Limited (Transferor Company 10) stand dissolved without undergoing the process of winding up.

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**INUUS INFRASTRUCTURE PRIVATE LIMITED**

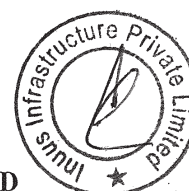
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# INUUS INFRASTRUCTURE PRIVATE LIMITED

## 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)	<b>Indiabulls Housing Finance Limited</b>		
2	Name(s) of the Acquirer and Persons Acting in Concert (PACs) with the acquirer	Inuus Infrastructure Private Limited (List of PACs attached)		
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	No. of shares	% w. r. t. total share/voting capital, wherever applicable	% w. r. t. total diluted share/voting capital of the TC
<b><u>Before the acquisition/disposal under consideration, holding of:</u></b>				
(a)	Shares carrying voting rights	<b><u>Acquirer:</u></b> Nil Equity Shares	0.00%	0.00%
		<b><u>PACs:</u></b> 9,19,94,807 Equity Shares	21.52%	20.46%
(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
(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
<b>Total (a + b + c + d)</b>		<b>9,19,94,807 Equity Shares</b>	<b>21.52%</b>	<b>20.46%</b>
<b><u>Details of acquisition / sale:</u></b>				
(a)	Shares carrying voting rights acquired/sold	<b><u>Acquirer:</u></b> 8,29,43,325 Equity Shares	19.40%	18.45%
		<b><u>PACs:</u></b> (8,29,43,325) Equity Shares	(19.40%)	(18.45%)



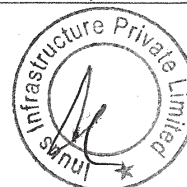
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(b)	Voting rights (VRs) acquired/ sold otherwise than by shares	Nil	Nil	Nil
(c)	Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/ sold	Nil	Nil	Nil
(d)	Shares encumbered / invoked/released by the acquirer	Nil	Nil	Nil
<b>Total (a + b + c +/- d)</b>		<b>Nil Equity Shares</b>	<b>Nil%</b>	<b>Nil%</b>
<b>After the acquisition / sale, holding of:</b>				
(a)	Shares carrying voting rights	<b>Acquirer:</b> 8,29,43,325 Equity Shares	19.40%	18.45%
		<b>PAC:</b> 90,51,482 Equity Shares	2.12%	2.01%
(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.
<b>Total (a + b + c + d)</b>		<b>9,19,94,807 Equity Shares</b>	<b>21.52%</b>	<b>20.46%</b>
6	Mode of acquisition / sale (e.g. open market/off-market/public issue/rights issue/preferential allotment / <i>inter-se</i> transfer etc.)	Pursuant to a Scheme of Amalgamation, duly sanctioned by Hon'ble National Company Law Tribunal (NCLT), Chandigarh Bench, Chandigarh on March 12, 2020.		
7	Date of acquisition/ sale-of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	March 20, 2020 (*****)		
8	Equity share capital / total voting capital of the target company before the said acquisition / sale	Rs. 85,51,48,182 /- (comprising of 42,75,74,091 Equity Shares of face value Rs. 2/- each).		
9	Equity share capital/total voting capital of the target company after the said acquisition / sale	Rs. 85,51,48,182 /- (comprising of 42,75,74,091 Equity Shares of face value Rs. 2/- each).		
10	Total diluted capital/ voting capital of the target company after the said acquisition / sale	Rs. 89,91,21,266/- (comprising of (a) 42,75,74,091 Equity shares of face value Rs. 2/- each fully paid up, and (b) 2,19,86,542 Equity shares of face value Rs. 2 each arising out of exercise of stock options, which would be fully paid up at the time of issue).		



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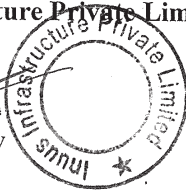
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For Inuus Infrastructure Private Limited

  
Chand Kadyan  
Authorised Signatory



Date: March 20, 2020

Place: Gurugram

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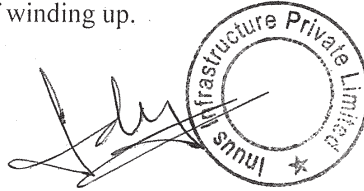
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**Target Company: Indiabulls Housing Finance Limited**

Pre-effectiveness		Post-effectiveness	
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