

# RAILA ENTERPRISES PVT. LTD.

To,  
The Listing Department  
**National Stock Exchange of India Limited**  
Exchange Plaza, C-1, Block-G  
BandraKurla Complex  
Bandra (E), Mumbai-400051  
Scrip code-ORTEL

The Deputy General Manager  
(Corporate Services)  
**BSE Limited**  
Floor 25, Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai- 400001  
Scrip code-539015

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

Dear Sir/ Madam,

This is to inform you that the Scheme of Demerger ("**Scheme**") involving demerger of: (a) Raila Investment Undertaking (as defined in the Scheme) of Raila Enterprises Private Limited ("**Raila**" or the "**Demerged Company**") and vesting thereof into UMSL Limited ("**UMSL**" or the "**Resulting Company No.1**") as contemplated in Part III of the Scheme, and (b) UMSL Investment Undertaking (as defined in the Scheme) vested in UMSL pursuant to Part III of the Scheme and vesting thereof into BP Developers Private Limited ("**BPDPL**" or the "**Resulting Company No. 2**") as contemplated in Part IV of the Scheme, has been sanctioned by the jurisdictional National Company Law Tribunals at Delhi, Cuttack and Hyderabad and that the said Scheme has become effective on 30<sup>th</sup> November 2020.

Pursuant to the said Scheme becoming effective on 30<sup>th</sup> November 2020, the Raila Investment Undertaking (as defined in the Scheme) of Raila Enterprises Private Limited ("**Raila**" or the "**Demerged Company**") *inter alia* comprising of 6,08,078 (Six Lac Eight Thousand Seventy Eight) equity shares owned and held in Indian Metals & Ferro Alloys Limited (IMFA) have been transferred to and vested in favor of UMSL Investment Undertaking of UMSL.

Please find enclosed the disclosure under Regulations 29(2) of the SAST Regulations in respect of disposal of 6,08,078 (Six Lac Eight Thousand Seventy Eight) equity shares of Indian Metals & Ferro Alloys Limited (IMFA) ("**Target Company**") by Raila Investment Undertaking (as defined in the Scheme) of Raila Enterprises Private Limited ("**Raila**" or the "**Demerged Company**") ("**Existing Promoter Group**") to UMSL Limited ("**Acquirer**").

You are requested to kindly take the above disclosure on record.

**For Raila Enterprises Private Limited**

  
**Name: Anand Dinkar Joshi**  
**Designation: Director**



Place: New Delhi  
Date: 02/12/2020

**Encl.: As above**

Plot No. AB-19, Safdarjung Shopping Centre,  
Safdarjung Enclave, New Delhi – 110029  
Ph. : 26181590, 26181780; email : raila.enterprises@gmail.com  
CIN : U74900DL2005PTC131971

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

Name of the Target Company (TC)	INDIAN METALS AND FERRO ALLOYS LIMITED		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	<b>Acquirer:</b> UMSL Limited <b>Persons Acting in Concert:</b> <ol style="list-style-type: none"> <li>1. Paramita Mahapatra (As a Trustee of REAV Foundation)</li> <li>2. Paramita Mahapatra (As a Trustee of ROUMAYNE Foundation )</li> <li>3. Subhrakant Panda (As a Trustee of Shaisah Foundation)</li> <li>4. Jagi Mangat Panda</li> <li>5. Paramita Mahapatra</li> <li>6. Nivedita Panda</li> <li>7. Baijayant Panda</li> <li>8. Subhrakant Panda</li> <li>9. Odisha Television Limited</li> <li>10. Orissa Telefilms Private Limited</li> <li>11. Metro Skynet Limited</li> <li>12. Panda Investments Private Limited</li> <li>13. Paramita Realtor Private Limited</li> </ol>		
Whether the acquirer belongs to Promoter/ Promoter group	No, the Acquirer does not belong to an existing promoter group of the TC.		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	<ol style="list-style-type: none"> <li>1. BSE Limited</li> <li>2. National Stock Exchange of India Limited</li> </ol>		
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/ disposal under consideration, holding of:</b>			
a) Shares carrying voting rights	1,58,31,856	58.69	NA
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
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)	-	-	-
e) Total (a+b+c+d) (Please refer to Annexure A)	1,58,31,856	58.69	NA
<b>Details of acquisition/ sale</b>			
a) Shares carrying voting rights acquired/ sold	6,08,078	2.25	NA
b) VRs acquired/ sold otherwise than by shares	-	-	-

For Raila Enterprises (P) Ltd.

Director

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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)	-	-	-
d) Shares encumbered/ invoked/ released by the acquirer	-	-	-
e) Total (a+b+c+d)	<b>6,08,078</b>	<b>2.25</b>	<b>NA</b>
<b>After the acquisition/ sale, holding of:</b>			
a) Shares carrying voting rights	1,58,31,856	58.69	NA
b) Shares encumbered with the acquirer	-	-	-
c) VRs otherwise than by shares	-	-	-
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)	-	-	-
e) Total (a+b+c+d) (Please refer to Annexure B)	<b>1,58,31,856</b>	<b>58.69</b>	<b>NA</b>
Mode of acquisition/ sale (e.g. open market / off-market/ public issue / rights issue / preferential allotment / inter-se transfer/, etc.)	Acquisition by the Acquirer by scheme of demerger		
Date of acquisition/ sale of shares/ VR or date of receipt of intimation of allotment of shares, whichever is applicable	<b>30/11/2020 – the effective date as per scheme of demerger, The appointed date is 01/01/2019</b>		
Equity share capital / total voting capital of the TC before the said acquisition/ sale	INR 32,97,69,000/- consisting of 3,29,76,900 equity shares of the face value of INR 10/- each		
Equity share capital/ total voting capital of the TC after the said acquisition/ sale	INR 32,97,69,000/- consisting of 3,29,76,900 equity shares of the face value of INR 10/- each		
Total diluted share/voting capital of the TC after the said acquisition/ sale	NA		

(\*) 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.

**For Raila Enterprises Private Limited**

**Name: Anand Dinkar Joshi**  
**Designation: Director**



Place: New Delhi  
Date: 02/12/2020

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# RAILA ENTERPRISES PVT. LTD.

## Annexure A

S. No.	Name of the Shareholder	Number of equity shares	% w.r.t. total share/ voting capital
1.	UMSL Limited (Acquirer)	0	0
2.	Subhrakant Panda , Managing Trustee of Shaisah Foundation	12444	0
3.	Paramita Mahapatra	323540	1.2
4.	Nivedita Panda	323064	1.2
5.	Baijayant Panda	323064	1.2
6.	Subhrakant Panda	323620	1.2
7.	Subhrakant Panda, Trustee, B Panda Trust	13918046	51.59
8.	Raila Enterprises Private Ltd	608078	2.25
9.			
	<b>Total</b>	<b>15831856</b>	<b>58.69</b>

**For Raila Enterprises Private Limited**

**Name: Anand Dinkar Joshi**

**Designation: Director**

Place: New Delhi

Date: 02/12/2020



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# RAILA ENTERPRISES PVT. LTD.

## Annexure B

S. No.	Name of the Shareholder	Number of equity shares	% w.r.t. total share/ voting capital
1	UMSL Limited (Acquirer)	608078	2.25
2	Subhrakant Panda , Managing Trustee of Shaisah Foundation	12444	0
3	Paramita Mahapatra	323540	1.2
4	Nivedita Panda	323064	1.2
5	Baijayant Panda	323064	1.2
6	Subhrakant Panda	323620	1.2
7	Subhrakant Panda, Trustee, B Panda Trust	13918046	51.59
8	Raila Enterprises Private Ltd	0	0
	<b>Total</b>	<b>15831856</b>	<b>58.69</b>

**For Raila Enterprises Private Limited**

  
**Name: Anand Dinkar Joshi**

**Designation: Director**

Place: New Delhi

Date: 02/12/2020

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