

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.

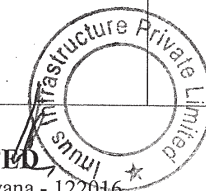
2. All the above Companies except Transferor Companies 4 & 5 were forming part of the promoter/promoter group of the Target Company i.e. Indiabulls Housing Finance Limited. Pursuant to the sanctioned Scheme, the shareholding of Inuus Infrastructure Private Limited (Transferee Company) stands increased 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



INUUS INFRASTRUCTURE PRIVATE LIMITED

| | | | | | | |
|--------------|--|--------------------|--------------|--------------|--------------------|--------------|
| 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 | | | |
| Total | | 9,19,94,807 | 21.52 | Total | 9,19,94,807 | 21.52 |

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.

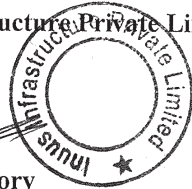
Kindly take the above Disclosures and Report on record.

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

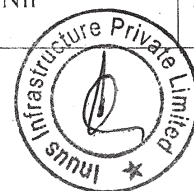
INUUS INFRASTRUCTURE PRIVATE LIMITED

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Format for Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | | | | |
|----|--|---|--|--------------------|-----------------------------------|
| 1. | Name of the Target Company (TC) | Indiabulls Housing Finance Limited | | | |
| 2. | Name of the acquirer(s) | Inuus Infrastructure Private Limited (List of PACs attached) | | | |
| 3. | Name of the stock exchange where shares of the TC are listed | BSE Limited National Stock Exchange of India Limited | | | |
| 4. | Details of the transaction including rationale, if any, for the transfer/ acquisition of shares. | Pursuant to Scheme of Amalgamation** | | | |
| 5. | Relevant regulation under which the acquirer is exempted from making open offer. | Regulation 10(1)(d)(iii) of SEBI SAST Regulations | | | |
| 6. | Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange. | Not Applicable | | | |
| 7. | Details of acquisition | Disclosures required to be made under regulation 10(5) | Whether the disclosures under regulation 10(5) are actually made | | |
| | a. Name of the transferor / seller | Not Applicable | Not Applicable | | |
| | b. Date of acquisition | Not Applicable | Not Applicable | | |
| | c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above | Not Applicable | Not Applicable | | |
| | d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC | Not Applicable | Not Applicable | | |
| | e. Price at which shares are proposed to be acquired / actually acquired | Not Applicable | Not Applicable | | |
| 8. | Shareholding details | Pre-Transaction | | Post-Transaction | |
| | | No. of shares held | % w.r.t total share capital of TC | No. of shares held | % w.r.t total share capital of TC |
| | a. Each Acquirer / Transferee(*) Inuus Infrastructure Private Limited** | Nil | Nil | 8,29,43,325 | 19.40 |
| | b. Each Seller / Transferor | | | | |
| | (i) Orthia Developers Private Limited** | 1,65,12,863 | 3.86 | Nil | Nil |
| | (ii) SG Advisory Services Private Limited** | 1,86,53,297 | 4.36 | Nil | Nil |



| | | | | |
|--|-------------|------|-----|-----|
| (iii) Inuus Land Development Private Limited** | Nil | Nil | Nil | Nil |
| (iv) Orthia Land Development Private Limited** | 1,70,17,165 | 3.98 | Nil | Nil |
| (v) Cleta Properties Private Limited** | 1,08,00,000 | 2.53 | Nil | Nil |
| (vi) Cleta Buildtech Private Limited** | 60,20,000 | 1.41 | Nil | Nil |
| (vii) Gyan Sagar Real Estate Private Limited** | 1,00,00,000 | 2.34 | Nil | Nil |
| (viii) Arbutus Properties Private Limited** | 39,40,000 | 0.92 | Nil | Nil |

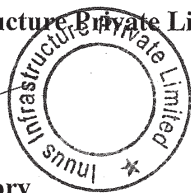
Note:

- (*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

(**)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


Chand Kadyan
 Authorised Signatory



Date: March 20, 2020
 Place: Gurugram

LIST OF PERSONS ACTING IN CONCERT (PACs)

{Forming part of disclosure under Regulation 10(6) 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.

