

RHC FINANCE PRIVATE LIMITED

Registered Office:

G – 16, Marina Arcade, Connaught Circus, New Delhi – 110 001, Telephone: 011-40738700 Fax: 011-40738750
Email : rhcfinance@gmail.com CIN U67120DL2007PTC166294

Dated: 05.02.2019

To,
The Manager
BSE Limited
P. J. Towers, Dalal Street
Mumbai – 400001

Sub.: Revised disclosure under Regulation 29(1) of the Securities and Exchange Board of India
(Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Kind Attn.: Mr. Rakesh Parekh

Dear Sir/ Madam,

With reference to email dated January 18, 2019 received from your good office in connection with the disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 filed by us on January 8, 2019 and telephonic conversation on February 1, 2019, we clarify as under:

The Company i.e. Religare Enterprises Limited has not paid dividend for a period of two years on 25,000,000 0.01% Non-Convertible Non-cumulative Redeemable Preference Shares of face value of Rs.10 each issued to RHC Finance Private Limited, a promoter group company, on August 30, 2016.

In terms of Second Proviso to Section 47(2) of the Companies Act, 2013, where the dividend in respect of a class of preference shares has not been paid for a period of two years or more, such class of Preference Shareholders shall have a right to vote on all the resolutions placed before the Company.

Accordingly, RHC Finance Private Limited has a voting right (10.33% in the total share capital in the Company i.e. equity and preference share capital) on all the resolutions to be placed before the Company w.e.f. September 20, 2018. Hence, Promoters and Promoters Group have total voting rights of 11.27% in the total share capital of the Company (0.94% by virtue of their equity shareholding and 10.33% by virtue of their preference shareholding) w.e.f. September 20, 2018.

The same clarification is also mentioned in revised disclosure under Regulation 29(1) as enclosed.

Thanking you,

Yours faithfully,
For RHC Finance Private Limited



Director/Authorised Signatory



Encl.: As above.

CC:

To,
The Compliance Officer
Religare Enterprises Limited
2nd Floor, Rajlok Building,
24, Nehru Place,
New Delhi- 110019.

Disclosure 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)	Religare Enterprises Limited		
Names of the Acquirer and Persons Acting in Concert (PAC) with the Acquirer	RHC Finance Private Limited ('Acquirer') - Japna Malvinder Singh - Malvinder Mohan Singh - RHC Holding Private Limited - Shivinder Mohan Singh - Aditi Shivinder Singh - Malvinder Mohan Singh & Shivinder Mohan Singh on behalf of PS Trust - Abhishek Singh (Hereinafter collectively referred to as 'PACs')		
Whether the Acquirer belongs to Promoter/ Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Limited BSE 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
Before the acquisition under consideration, holding of Acquirer along with PACs of:			
a) Shares carrying voting rights			
- Japna Malvinder Singh	0	0.00	0.00
- Malvinder Mohan Singh	0	0.00	0.00
- RHC Holding Private Limited	451,470	0.21	0.16
- Shivinder Mohan Singh	0	0.00	0.00
- Aditi Shivinder Singh	0	0.00	0.00
- RHC Finance Private Limited	1,815,134	0.84	0.63
- Malvinder Mohan Singh & Shivinder Mohan Singh on behalf of PS Trust	100	0.00	0.00



– Abhishek Singh	50	0.00	0.00
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	NA	NA
c) Voting rights (VR) otherwise than by equity shares	Nil	NA	NA
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	NA	NA
e) Total (a+b+c+d)	2,266,754	1.04	0.78
Details of acquisition			
a) Shares carrying voting rights acquired	Nil	NA	NA
b) VRs acquired otherwise than by equity shares			
– RHC Finance Private Limited	25,000,000	10.33	7.94
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	Nil	NA	NA
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	NA	NA
– Total (a+b+c+d)	25,000,000	10.33	7.94
After the acquisition, holding of Acquirer:			
a) Shares carrying voting rights			
– Japna Malvinder Singh	0	0.00	0.00
– Malvinder Mohan Singh	0	0.00	0.00
– RHC Holding Private Limited	451,470	0.19	0.14
– Shivinder Mohan Singh	0	0.00	0.00
– Aditi Shivinder Singh	0	0.00	0.00
– RHC Finance Private Limited	*1,815,134	0.75	0.58
– Malvinder Mohan Singh &			



Shivinder Mohan Singh on behalf of PS Trust	100	0.00	0.00
- Abhishek Singh	50	0.00	0.00
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)			
Shares pledged with the Acquirer	Nil	NA	NA
c) VRs otherwise than by equity shares	25,000,000	10.33	7.94
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	Nil	NA	NA
e) Total (a+b+c+d)	27,266,754	11.27	8.66
Mode of acquisition (e.g. open market / public issue / rights issue /preferential allotment / inter-se transfer, etc.)	Conferral of voting rights on 25,000,000, 0.01% Non Cumulative Non Convertible Redeemable Preference Shares of Rs. 10 each by virtue of Section 47 of the Companies Act, 2013. (Pl. see note below)		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares etc.	Not Applicable		
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.	20.09.2018		
Equity share capital / total voting capital of the TC before the said acquisition	Rs. 2,169,427,330 divided into 216,942,733 Equity Shares of Rs. 10/- each		
Equity share capital/ total voting capital of the TC after the said acquisition	Rs. 2,419,427,330 divided into 241,942,733 Equity Shares of Rs. 10/- each		
Total diluted share/voting capital of the TC before the said acquisition	Rs. 2,899,531,620 divided into 289,953,162 Equity Shares of Rs. 10/- each		
Total diluted share/voting capital of the TC after the said acquisition	Rs. 3,149,531,620 divided into 314,953,162 Equity Shares of Rs. 10/- each		



Note: The Company i.e. Religare Enterprises Limited has not paid dividend for a period of two years on 25,000,000 0.01% Non-Convertible Non-cumulative Redeemable Preference Shares of face value of Rs.10 each issued to RHC Finance Private Limited, a promoter group company, on August 30, 2016.

In terms of Second Proviso to Section 47(2) of the Companies Act, 2013, where the dividend in respect of a class of preference shares has not been paid for a period of two years or more, such class of Preference Shareholders shall have a right to vote on all the resolutions placed before the Company.

Accordingly, RHC Finance Private Limited has a voting right (10.33% in the total share capital in the Company i.e. equity and preference share capital) on all the resolutions to be placed before the Company w.e.f September 20, 2018. Hence, Promoters and Promoters Group have total voting rights of 11.27% in the total share capital of the Company (0.94% by virtue of their equity shareholding and 10.33% by virtue of their preference shareholding) w.e.f. September 20, 2018.

For **RHC Finance Private Limited**



Director/Authorized Signatory



Place: New Delhi

Date: February 5, 2019