



Tourism Finance Corporation of India Ltd.

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NBCC Plaza, Pushp Vihar
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New Delhi-110017

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CIN : L65910DL1989PLC034812

December 24, 2019

BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 023 Scrip Code : 526650	National Stock Exchange of India Ltd. Exchange Plaza, Bandra Kurla Complex, Banda (East), Mumbai – 400 051 Scrip Code : TFCILTD
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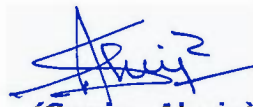
Re: Disclosure under Regulation 29(2) and 31(1&2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations

Dear sir,

We have received disclosure from Redkite Capital Pvt. Ltd. vide their letter dated 24.12.2019 under the subject Regulations. Please find enclosed their disclosure in the required format in terms of Regulation 29(2) and 31(1&2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations.

Thanking you,

Yours faithfully,


(Sanjay Ahuja)
Company Secretary

Encl: as above

REDKITE

Capital Private Limited

Redkite Capital (Private) Limited

4852/24, 1st Floor

Ansari Road, Dariya Ganj

Delhi – 110002, India

Email: naresh.jain@redkitecapital.co.in

CIN NO:- U65921DL2010PTC204932

24th December, 2019

To,
Bombay Stock Exchange
Listing Department,
14th Floor, P.J. Tower,
Dalal Street,
Mumbai – 400 001.

National Stock Exchange India Limited,
Listing Department,
Exchange Plaza,
Bondra Kurla Complex,
Bandra (E), Mumbai –400 051.

Company Secretary
Tourism Finance Corporation of India Limited

Sub: Disclosure under Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

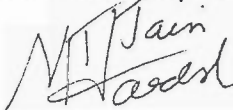
Dear Sir(s),

We are furnishing the disclosure pursuant to regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. The disclosure is in respect of changes post the last disclosure made.

Thanking you,

Yours faithfully,

For Redkite Capital Private Limited



Director

Encl. as above

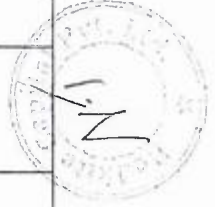


Format for disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares/ invocation of encumbrance / release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)		Tourism Finance Corporation of India Limited											
Names of the Stock Exchanges where the shares of the target company are listed		National Stock Exchange of India Ltd. BSE Ltd.											
Date of reporting		24 th December 2019											
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked		Redkite Capital Private Limited											
Details of the creation of encumbrance													
Name of the Promoter (s) or PAC with him	Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares {creation [(2) + (3)]/ release [(2) - (3)]/ invocation [(1) - (3)]}	
	No. of Shares	% of total share capital	No. of shares	% of total share capital	Type of event (creation/ release/ invocation)	Date of creation/ invocation of encumbrance	Type of encumbrance (Pledge/lien/non disposal undertaking/ others)	Reason for encumbrance	No. of shares	% of total share capital	Name of the entity in whose favor shares encumbered		No. of shares
Redkite Capital Private Limited*	1,78,46,382	22.11%	1,77,98,000	22.04%	Release of Pledge	15.11.2019	Release	Collateral for loan taken by Redkite Capital Private Limited	25,000	0.03%	Shapoorji Pallonji Finance Private Limited	1,77,73,000	22.01%



Redkite Capital Private Limited*	1,78,46,382	22.11%	1,77,73,000	22.01%	Release of Pledge	20.12.2019	Release	Collateral for loan taken by Redkite Capital Private Limited	9,00,000	1.12%	Fortune Financial and Equities Services Private Limited	1,68,73,000	20.90%
Redkite Capital Private Limited*	1,69,46,382	20.99%	1,68,73,000	20.90%	Release of Pledge	23.12.2019	Release	Collateral for loan taken by Redkite Capital Private Limited	15,00,000	1.86%	Spotlight Vanijya Ltd	1,53,73,000	19.04%
Industrial Financial Corporation of India**	1,85,059	0.23%	-	-	-	-	-	-	-	-	-	-	-
The Oriental Insurance Company Ltd**	8,61,527	1.07%	-	-	-	-	-	-	-	-	-	-	-
Life Insurance Corporation of India**	30,13,180	3.73%	-	-	-	-	-	-	-	-	-	-	-
India Opportunities III Pte Limited***	80,61,597**	9.99%	-	-	-	-	-	-	-	-	-	-	-
Mr Koppara Sajeeve Thomas***	40,35,633	5.00%	-	-	-	-	-	-	-	-	-	-	-



*Pursuant to the completion of Open offer, classified as Promoter with effect from 5th March 2019.

**Based on latest Benpos.

***India Opportunities III Pte. Limited and Mr. Koppara Sajeeve Thomas are 'persons acting in concert' with Redkite Capital Private Limited. Redkite Capital Private Limited, India Opportunities III Pte. Limited and Mr. Koppara Sajeeve Thomas have entered into an inter se agreement dated May 18, 2018, as amended ("Inter-se Agreement"). Pursuant to the Inter-se Agreement, India Opportunities III Pte. Limited and Mr. Koppara Sajeeve Thomas do not have control rights and will not be exercising control over Tourism Finance Corporation of India Limited. Redkite Capital Private Limited will be exercising control over Tourism Finance Corporation of India Limited and shall be the promoter of Tourism Finance Corporation of India Limited. India Opportunities III Pte. Limited and Mr. Koppara Sajeeve Thomas shall be part of the promoter group of Tourism Finance Corporation of India Limited."

For Redkite Capital Private Limited



Director

Place: Delhi

Date: December 24, 2019

REDKITE

Capital Private Limited

Redkite Capital (Private) Limited

4852/24, 1st Floor

Ansari Road, Dariya Ganj

Delhi - 110002, India

Email: naresh.jain@redkitecapital.co.in

CIN NO:- U65921DL2010PTC204932

Date: December 24, 2019

Bombay Stock Exchange Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001	National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E) Mumbai - 400 051
Tourism Finance Corporation of India Limited 4th Floor, Tower-1, NBCC Plaza, Sector-V, Pushp Vihar Saket, New Delhi-110017 Attention: Company Secretary	

Dear Sir/Madam,

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

Please find attached the disclosure under Regulation 29(2) of the SAST Regulations in respect of the sale of equity shares of Tourism Finance Corporation of India Limited.

For and on behalf of

REDKITE CAPITAL PRIVATE LIMITED



Authorized Signatory

Annexure

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

Name of the Target Company (TC)	Tourism Finance Corporation of India Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Acquirer: Redkite Capital Private Limited PAC: India Opportunities III Pte. Limited ("IOIII") Mr. Koppara Sajeeve Thomas ("KST")#		
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, The National Stock Exchange of India Limited		
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(**)
Before the acquisition/sale under consideration, holding of:			
a) Shares carrying voting rights	a) Acquirer: 1,82,59,996 a) PAC ➤ KST: 40,35,633 ➤ IOIII: 80,61,597	a) Acquirer: 22.62% a) PAC ➤ KST: 5% ➤ IOIII: 9.99%	a) Acquirer: 22.62% a) PAC ➤ KST: 5% ➤ IOIII: 9.99%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	b) Acquirer: Nil b) PAC: Nil	b) Acquirer: Nil b) PAC: Nil	b) Acquirer: Nil b) PAC: Nil
c) Voting rights (VR) otherwise than by shares	c) Acquirer: Nil c) PAC: Nil	c) Acquirer: Nil c) PAC: Nil	c) Acquirer: Nil c) PAC: 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)	d) Acquirer: Nil d) PAC: Nil	d) Acquirer: Nil d) PAC: Nil	d) Acquirer: Nil d) PAC: Nil
e) Total (a+b+c+d)	e) Total: 3,03,57,226	e) Total : 37.61%	e) Total : 37.61%
Details of acquisition/Sale			
Shares carrying voting rights acquired/sold	a) Acquirer: 28,13,614 a) PAC NIL	a) Acquirer: 3.48% a) PAC NIL	a) Acquirer: 3.48% a) PAC NIL
VRs acquired /sold otherwise than by shares	b) Acquirer: Nil b) PAC: Nil	b) Acquirer: Nil b) PAC: Nil	b) Acquirer: Nil b) PAC: Nil
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	c) Acquirer: Nil c) PAC: Nil	c) Acquirer: Nil c) PAC: Nil	c) Acquirer: Nil c) PAC: Nil
Shares encumbered / invoked/released by the acquirer	d) Acquirer: Nil d) PAC: Nil	d) Acquirer: Nil d) PAC: Nil	d) Acquirer: Nil d) PAC: Nil
Total (a+b+c+/-d)	e) Total : 28,13,614	e) Total : 3.49%	e) Total : 3.49%
After the acquisition/Sale, holding of:			
a) Shares carrying voting rights	a) Acquirer: 1,54,46,382 a) PAC ➤ KST: 40,35,633 ➤ IOIII: 80,61,597	a) Acquirer: 19.14% a) PAC ➤ KST: 5% ➤ IOIII: 9.99%	a) Acquirer: 19.14% a) PAC ➤ KST: 5% ➤ IOIII: 9.99%



b) Shares encumbered with the acquirer (pledge in favor of the Acquirer)	b) Acquirer: Nil b) PAC: Nil	b) Acquirer: Nil b) PAC: Nil	b) Acquirer: Nil b) PAC: Nil
c) VRs otherwise than by shares	c) Acquirer: Nil c) PAC: Nil	c) Acquirer: Nil c) PAC: Nil	c) Acquirer: Nil c) PAC: 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) after acquisition	d) Acquirer: Nil d) PAC: Nil	d) Acquirer: Nil d) PAC: Nil	d) Acquirer: Nil d) PAC: Nil
e) Total (a+b+c+d)	e) Total: 2,75,43,612	e) Total : 34.13%	e) Total : 34.13%
Mode of acquisition/Sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Sale – open market – 28,13,614 shares		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	(1) On Market – September 17, 2019 : 2,98,614 shares (2) On Market – September 20, 2019 : 50,000 shares (3) On Market – September 22, 2019 : 65,000 shares (4) On Market – December 20, 2019 : 9,00,000 shares (5) On Market – December 23 2019: 15,00,000 shares		
Equity share capital / total voting capital of the TC before the said acquisition / sale	INR 80,71,67,480 divided into 8,07,16,748 equity shares having face value of INR 10 each		
Equity share capital/ total voting capital of the TC after the said acquisition /	INR 80,71,67,480 divided into 8,07,16,748 equity		



sale	shares having face value of INR 10 each
Total diluted share/voting capital of the TC after the said acquisition / sale	INR 80,71,67,480 divided into 8,07,16,748 equity shares having face value of INR 10 each

Note: Redkite Capital Private Limited, India Opportunities III Pte. Limited and Mr. Koppara Sajeve Thomas have entered into an inter se agreement dated May 18, 2018, as amended ("Inter-se Agreement"). Pursuant to the Inter-se Agreement, India Opportunities III Pte. Limited and Mr. Koppara Sajeve Thomas do not have control rights and will not be exercising control over Tourism Finance Corporation of India Limited. Redkite Capital Private Limited will be exercising control over Tourism Finance Corporation of India Limited and shall be the promoter of Tourism Finance Corporation of India Limited. India Opportunities III Pte. Limited and Mr. Koppara Sajeve Thomas shall be part of the promoter group of Tourism Finance Corporation of India Limited.

(*) Total share capital/ voting capital to be taken as per the latest Benpos statement.

(**) 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.

Signature for and on behalf of Redkite Capital Private Limited (the Acquirer / Seller)

NITJain
Head

Authorised Signatory



Place: Delhi

Date: December 24, 2019