

IDBI Trusteeship Services Ltd

CIN : U65991MH2001GOI131154



Ref: 4663/ITSL/OPR/2017-18

Date: September 12, 2017

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
Religare Enterprises Limited D3,P3B, District Centre, Saket,New Delhi, Delhi - 110017	

Dear Sir/Madam,

Sub: Disclosure pursuant to Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in relation to invocation of pledge of shares of Religare Enterprises Limited

Pursuant to the Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find attached the disclosure in respect of the invocation of pledge of shares of Religare Enterprises Limited In favour of IDBI Trusteeship Services Limited (ITSL) In the capacity of Debenture Trustee for the benefit of Debenture Holders.

For and on behalf of

IDBI Trusteeship Services Ltd

 A handwritten signature in black ink, appearing to read 'Swapna', written over the printed name of the authorized signatory.

Authorized Signatory

Part A**Annexure****Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.****Part- A – Details of Acquisition**

1. Name of the Target Company (TC)	Religare Enterprises Limited		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Invocation of Pledge of Equity shares of Religare Enterprises Limited by IDBI Trusteeship Services Limited as per the instructions of Debenture Holders of Series B NCDs issued by SSG Development Projects Pvt. Ltd.		
3. Whether the acquirer belongs to Promoter/Promoter group	No		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	Bombay Stock Exchange Limited , National Stock Exchange of India Limited		
5. 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(*)
<u>Before the acquisition and invocation of pledge under consideration, holding of acquirer along with PACs of:</u>	3,62,44,29	20.32%	20.32%
<ul style="list-style-type: none"> a) Shares carrying voting rights b) Shares in nature of encumbrance (pledge/lien/non-disposal undertaking/others) 7 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 T C (specify holding in each category) 			
e) Total (a+b+c+d)	3,62,44,279	20.32%	20.32%



<p><u>Details of invocation of Pledge of shares under consideration</u></p> <p>a) Shares carrying voting rights acquired/sold</p> <p>b) VRs acquired/sold otherwise than by shares</p> <p>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</p> <p>d) Shares in nature of encumbrance (pledge/lien/non-disposal undertaking/others)</p>	1,11,83,582*	6.27%	6.27%
<p>e) Total (a+b+c+d)</p>	1,11,83,582*	6.27%	6.27%
<p><u>After the invocation of Pledge under consideration holding of acquirer along with PACs of:</u></p> <p>a) Shares carrying voting rights</p> <p>b) VRs otherwise than by shares</p> <p>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.</p> <p>d) Shares in nature of encumbrance (pledge/lien/non-disposal undertaking/others)</p>	2,50,60,697	14.05%	14.05%
<p>e) Total (a+b+c+d)</p>	2,50,60,697	14.05%	14.05%
<p>6. Mode of acquisition/Release (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer etc.) – invocation of pledge of shares</p>	<p>Invocation of pledge of shares.</p> <p>Pledge over 89,83,582 Equity Shares are invoked on 11-09-2017 constituting 5.03% of paid equity share capital by IDBI Trusteeship Services Limited (Debenture Trustee) as per the instructions from Debenture Holders of Series B NCDs issued by SSG Development Projects Pvt. Ltd.</p>		



7. Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Invocation of pledge of shares. Pledge over 89,83,582 Equity Shares are invoked on 11-09-2017 constituting 5.03% of paid equity share capital by IDBI Trusteeship Services Limited (Debenture Trustee) as per the instructions from Debenture Holders of Series B NCDs issued by SSG Development Projects Pvt. Ltd.		
8. Date of acquisition / sale invocation of Pledge of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	11-09-2017		
9. Equity share capital / total voting capital of the TC before the said acquisition/ sale	17,84,55,248 equity shares of face value of as disclosed in the shareholding pattern dated June 30, 2017 disclosed on the website of BSE Limited.		
10. Equity share capital/ total voting capital of the TC after the said acquisition/ sale	17,84,55,248 equity shares of face value of as disclosed in the shareholding pattern dated June 30, 2017 disclosed on the website of BSE Limited.		



11. Total diluted share/voting capital of the TC after the said acquisition/sale.	17,84,55,248 equity shares of face value of as disclosed in the shareholding pattern dated June 30, 2017 disclosed on the website of BSE Limited.		
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* Under present disclosure, out of total invocation of pledge over 1,11,83,582 equity shares amounting to 6.27% of paid up share capital of the Target Company, (i) pledge over 2,00,000 equity shares amounting to 0.11% of paid up share capital was invoked on 16-08-2017, (ii) pledge over 20,00,000 equity shares amounting to 1.12% of paid up share capital was invoked on 28-08-2017 and (iii) pledge over 89,83,582 equity shares amounting to 5.03% of paid up share capital was invoked on 11-09-2017.

The present disclosure is being made within two working days from the date of release of pledge aggregating to more than 2% i.e. on 11-09-2017.



Signature of the acquirer:

IDBI Trusteeship Services Ltd

Swapna
Authorized Signatory



Place: Mumbai

Date: September 12, 2017

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.

(****) We are the Trustees and holding the shares by way of Share Pledge as Security and we do not have any intention of making investment in shares or acquisition of shares for trading. It is not the business or activity of ITSL to deal in any shares. ITSL does not operate and acquire any shares by purchasing or buying from the Securities Market. ITSL need to sell the Pledged shares only when the Borrower has committed default in Payment of interest or repayment of Principal and in no other case. The sole purpose of the sale is to recover the defaulted dues of the Lenders and not for making any gain.