

# ZELKOVA BUILDERS PRIVATE LIMITED

June 13, 2018

**Scrip Code – 532960, IBVENTUREPP**

**BSE Limited**

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai - 400 001

**IBVENTURES-EQ/ E1**

**National Stock Exchange of India Limited**

'Exchange Plaza'

Bandra Kurla Complex,

Bandra (East)

Mumbai - 400 051

**Sub: Disclosure pursuant to Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended**

Dear Sirs,

The Board constituted Allotment Committee of Indiabulls Ventures Limited ('the Target Company') at its meeting held on June 11, 2018, pursuant to and in terms of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009, has allotted an aggregate of 7,96,39,888 (Seven Crore Ninety Six Lacs Thirty Nine Thousand Eight Hundred Eighty Eight) fully paid up equity shares of face value of Rs. 2/- each of the Company ("**Equity Shares**"), which includes (a) an aggregate of 3,38,00,000 (Three Crore Thirty Eight Lac) Equity Shares to certain Persons Acting in Concert (PACs) with us, upon conversion of equivalent number of warrants; and (b) an aggregate of 4,58,39,888 (Four Crore Fifty Eight Lacs Thirty Nine Thousand Eight Hundred Eighty Eight) Equity Shares on a preferential basis to certain foreign companies/foreign portfolio investors, registered with the Securities and Exchange Board of India.

Pursuant to Regulation 29(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find enclosed a disclosure in the prescribed format, in respect of change in our shareholding/ voting rights in the Target Company, consequent to aforesaid allotment.

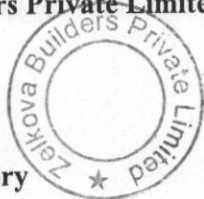
This is for your information and record.

Thanking you,

Yours truly,

For **Zelkova Builders Private Limited**

  
**Pawan Singh Bisht**  
Authorized Signatory



Encl: as above

CC:

The Board of Directors  
**Indiabulls Ventures Limited**  
M - 62 & 63, First Floor,  
Connaught Place,  
New Delhi – 110 001

**Zelkova Builders Private Limited**

CIN: U70102DL2012PTC239427

Registered Office: 296, Forest Lane, Sainik Farms, New Delhi- 110068

# ZELKOVA BUILDERS PRIVATE LIMITED

## DISCLOSURE OF DETAILS OF ACQUISITION TO TARGET COMPANY AND STOCK EXCHANGES WHERE THE SHARES OF THE TARGET COMPANY ARE LISTED, IN TERMS OF REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

1	Name of the Target Company (TC)	<b>Indiabulls Ventures Limited</b>		
2	Name(s) of the Acquirer and Persons Acting in Concert (PACs) with the acquirer	<b>Acquirer:</b> Zelkova Builders Private Limited  <b>PACs:</b> Mr. Sameer Gehlaut Orthia Properties Private Limited Orthia Constructions Private Limited Inuus Developers Private Limited Inuus Properties Private Limited		
3	Whether the acquirer belongs to Promoter/Promoter group	Yes		
4	Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
5	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	<b>Acquirer:</b> 4,06,17,638 equity shares (3,29,07,534 Fully paid up equity shares & 77,10,104 Partly paid-up equity shares)  <b>PACs:</b> 14,79,19,598 equity shares (11,98,41,268 Fully paid up equity shares & 2,80,78,330 Partly paid-up equity shares)	7.73%*	6.91%
(b)	Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	Nil	Nil	Nil
(c)	Voting rights (VRs) otherwise than by shares	Nil	Nil	Nil
(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	<b>Acquirer:</b> Nil Warrants	N.A	N.A

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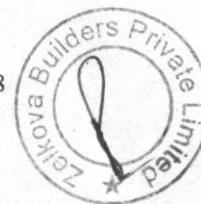
# ZELKOVA BUILDERS PRIVATE LIMITED

	category)	<b>PACs:</b> 3,38,00,000 Warrants	N.A	N.A
(e)	<b>Total (a + b + c + d)</b>	<b>18,85,37,236 Equity Shares</b> (15,27,48,802 Fully paid up equity shares & 3,57,88,434 Partly paid-up equity shares) & <b>3,38,00,000 Warrants</b>	<b>35.89%*</b>	<b>32.05%</b>
<b><u>Details of acquisition / sale:</u></b>				
(a)	Shares carrying voting rights acquired/sold	<b><u>Acquirer:</u></b>  Nil  <b><u>PACs:</u></b>  3,38,00,000 Fully paid up Equity Shares (See Note 1)	-1.02%^	-0.52%^
(b)	Voting rights (VRs) acquired/ sold otherwise than by shares	Nil	Nil	Nil
(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	Nil	Nil	Nil
(d)	Shares encumbered / invoked/released by the acquirer	Nil	Nil	Nil
(e)	<b>Total (a + b + c +/- d)</b>	<b>3,38,00,000 Fully paid up Equity Shares</b>	<b>0.86%^</b>	<b>2.95%^</b>
<b><u>After the acquisition / sale, holding:</u></b>				
(a)	Shares carrying voting rights	<b><u>Acquirer:</u></b> 4,06,17,638 equity shares (3,29,07,534 Fully paid up equity shares & 77,10,104 Partly paid-up equity shares)  <b><u>PACs:</u></b> 18,17,19,598 equity shares (15,36,41,268 Fully paid up equity shares & 2,80,78,330 Partly paid-up equity shares)	6.71% (a)	6.39%
			30.04% (b)	28.61%

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(b)	Shares encumbered with the acquirer	Nil	Nil	Nil
(c)	Voting rights (VRs) otherwise than by shares	Nil	Nil	Nil
(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) after acquisition	Nil	Nil	Nil
(e)	<b>Total (a + b + c + d)</b>	<b>22,23,37,236 Equity Shares</b> (18,65,48,802 Fully paid up equity shares & 3,57,88,434 Partly paid-up equity shares)	<b>36.75% (c)</b>	<b>35.00%</b>
6	Mode of acquisition / sale (e.g. open market/off-market/public issue/rights issue/preferential allotment / <i>inter-se</i> transfer etc.)	Decrease in voting rights consequent to allotment of 3,38,00,000 Fully paid up Equity Shares to our PACs, on conversion of equivalent number of Warrants; and simultaneous allotment of 4,58,39,888 Fully paid up Equity Shares to certain foreign companies/foreign portfolio investors, on a preferential basis.		
7	Date of acquisition/ sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	June 11, 2018		
8	Equity share capital / total voting capital of the target company before the said acquisition / sale	Rs. 92,62,56,160.50/- (comprising 44,23,91,002 fully paid-up equity shares having face value of Rs. 2/- each and 8,29,48,313 partly paid-up Equity shares with paid-up value of Re. 0.50/- each having face value of Rs. 2/- each) [ <i>Paid-up Capital of the Company as on March 19, 2018 (being date of last disclosure made under Regulation 29(2))</i> ].		
9	Equity share capital/total voting capital of the target company after the said acquisition / sale	Rs. 108,55,35,936.50/- (comprising 52,20,30,890 fully paid-up equity shares having face value of Rs. 2/- each and 8,29,48,313 partly paid-up Equity shares with paid-up value of Re. 0.50/- each having face value of Rs. 2/- each) as on June 11, 2018.		
10	Total diluted capital/ voting capital of the target company after the said acquisition / sale	Diluted share/voting capital includes present paid-up equity share capital of the Company consisting of 60,49,79,203 Equity Shares (52,20,30,890 fully paid-up Equity shares having face value of Rs. 2/- each and 8,29,48,313 party paid-up Equity shares with paid-up value of Re. 0.50/- each, having face value of Rs. 2/- each) and 3,03,00,366 outstanding employees stock options convertible into equity shares.		

\* Percentage has been computed on paid-up share capital of Indiabulls Ventures Limited (IVL) as on March 19, 2018 [*being date of last disclosure made under Regulation 29(2)*] comprising of 44,23,91,002 fully paid-up equity shares having face value of Rs. 2/- each and 8,29,48,313 partly paid-up Equity shares with paid-up value of Re. 0.50/- each having face value of Rs. 2/- each.

^ Difference between post-acquisition and pre-acquisition shareholding/ voting rights percentage.

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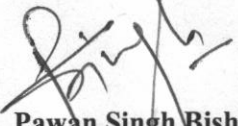


# ZELKOVA BUILDERS PRIVATE LIMITED

- (a) 6.71% is computed based on 60,49,79,203 Equity Shares. Basis 77,10,104 partly paid-up Equity shares in respect of which we have the proportionate voting rights, in proportion to the paid-up value of these Shares, our holding was 6.42% w.r.t. total voting capital.
- (b) 30.04% is computed based on 60,49,79,203 Equity Shares. Basis 2,80,78,330 partly paid-up Equity shares in respect of which PACs have the proportionate voting rights, in proportion to the paid-up value of these Shares, holding of PACs was 29.60% w.r.t. total voting capital.
- (c) in view of (a) & (b) above, our aggregate holding along with PACs was 36.02% on the total voting capital.

**Note 1:** Target Company has, pursuant to and in terms of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009, has allotted an aggregate of 7,96,39,888 (Seven Crore Ninety Six Lacs Thirty Nine Thousand Eight Hundred Eighty Eight) fully paid up equity shares of face value of Rs. 2/- each of the Company ("**Equity Shares**"), which includes (a) **an aggregate of 3,38,00,000 (Three Crore Thirty Eight Lac Equity Shares to certain PACs with us, upon conversion of equivalent number of warrants;** and (b) an aggregate of 4,58,39,888 (Four Crore Fifty Eight Lacs Thirty Nine Thousand Eight Hundred Eighty Eight) Equity Shares on a preferential basis to certain foreign companies/foreign portfolio investors, registered with the Securities and Exchange Board of India.

For **Zelkova Builders Private Limited**

  
**Pawan Singh Bisht**  
**Authorized Signatory**



Date: June 13, 2018  
Place: Gurugram

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