

RLJ FAMILY TRUSTEESHIP PRIVATE LIMITED

Regd. Office: 63, Friends Colony (East), New Delhi- 110025

CIN-U74999DL2017PTC310922

E-mail id: r.jhunjhunwala55@gmail.com; Tel: +011-41628890

Date: 07.04.2017

To,
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai - 400 051

Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Subject: Disclosure under Regulation 10(6) of SEBI (SAST) Regulations, 2011 in respect of HEG Limited

Dear Sir,

With reference to the captioned subject, please find enclosed herewith the Disclosure under Regulation 10(6) of SEBI (SAST) Regulations, 2011.

Kindly acknowledge the same.

Thanking You,

For RLJ Family Trusteeship Private Limited


(Ravi Jhunjhunwala)
Director
DIN: 00060972

Encl.: As above

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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) –	HEG Limited	
2.	Name of the acquirer(s) -	RLJ Family Trusteeship Private Limited* ("Acquirer Company") acting in concert with Ravi Jhunjhunwala and other constituents of the Promoter Group of the Target Company. *	
3.	Name of the stock exchange where shares of the TC are listed -	National Stock Exchange of India Limited (NSE) BSE Limited (BSE)	
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares. –	<u>Refer Annexure A and B relating to details of indirect acquisition</u> (Restructuring of Promoter's shareholding)	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(a)(iii)	
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.	Yes, the disclosure was made under Regulation 10(5) within the timelines specified under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 23 rd March 2017	
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	Refer Annexure A and B	Yes
	b Date of acquisition		
	c Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above		
	d Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC		
	e Price at which shares are proposed to be acquired / actually acquired		

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8	Shareholding details		Pre-Transaction				Post-Transaction			
			No. shares held	of	% total share capital of TC	w.r.t of	No. shares held	of	% total share capital of TC	w.r.t of
	a	Each Acquirer / Transferee(*) RLJ Family Trusteeship Private Limited	Nil		Nil		Indirectly 94,19,055 of equity shares of Target company		Indirectly 23.57% of equity shares capital of Target company	
	b	Each Seller / Transferor	Indirectly 94,19,055 of equity shares of Target company		Indirectly 23.57% of equity shares capital of Target company		Nil		Nil	

*Ravi Jhunjhunwala, a promoter of the Target Company, is already in control of the transferor companies (See Annexure B for the list of transferor companies) and has the right to direct the exercise of voting rights held by these companies in the Target Company. The Acquirer is 90% owned and controlled by Ravi Jhunjhunwala. The exemption is being asserted on the basis that the Acquirer is owned and controlled by Ravi Jhunjhunwala, who pursuant to the acquisition, directly and indirectly, through the Acquirer, has the ability to direct the exercise of over 25% of the shares and voting rights in the Target Company.

For RLJ Family Trusteeship Private Limited



Ravi Jhunjhunwala
Director
DIN: 00060972

Date: 07.04.2017

Place: New Delhi

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Annexure A

S No.	Name of the Transferor/Seller	Date of Acquisition	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	Price at which shares are proposed to be acquired / actually acquired
Indirect Acquisition of Shares of Target Company					
	The Acquirer has acquired the equity shares held by individuals in the investment companies that form part of the promoter group, such individuals too being promoters of the Target Company whereby the ability to direct the exercise of voting rights held directly and indirectly by these investment companies have vested in the Acquirer. (Refer Annexure B for details). These investment companies have cross-holdings with one another in various combinations, and collectively hold 23.57% of the Target Company	31 st March 2017	15,33,166	3.84%	Not Applicable - Since there is no direct acquisition of shares or voting rights in the Target company
			17,45,350	4.37%	
			7,15,187	1.79%	
			4,31,365	1.08%	
			2,43,093	0.61%	
			70,597	0.18%	
			13,08,798	3.28%	
			5,04,668	1.26%	
			38,382	0.10%	
			2,18,851	0.55%	
			26,09,598	6.53%	
	Total		94,19,055	23.57%	

For RLJ Family Trusteeship Private Limited


Ravi Jhunjhunwala
Director
DIN: 00060972

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Annexure B

S No	Name of the Investment Company	% of the investment company getting transferred	No of shares of Target Company	% stake of Target company
1	Raghav Commercial Ltd.	Direct holding of Individual Promoters: 40.40% Indirect holding of other investment companies: 59.60%	15,33,166	3.84%
2	Purvi Vanijya Niyojan Ltd.	Direct holding of Individual Promoters: 34.07% Indirect holding of other investment companies: 40.23%	17,45,350	4.37%
3	Shashi Commercial Co. Ltd.	Direct holding of Individual Promoters: 29.75% Indirect holding of other investment companies: 70.25%	7,15,187	1.79%
4	Sandhu Auto Deposits Ltd.	Other investment companies own 100% of the capital	4,31,365	1.08%
5	M.L. Finlease Pvt. Ltd.	Other investment companies own 100% of the capital	2,43,093	0.61%
6	Nivedan Vanijya Niyojan Ltd.	Direct holding of Individual Promoters: 29.93% Indirect holding of other investment companies: 44.81%	70,597	0.18%

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S No	Name of the Investment Company	% of the investment company getting transferred	No of shares of Target Company	% stake of Target company
7	LNJ Financial Services Ltd.	Indirect holding of other investment companies: 74.07%	13,08,798	3.28%
8	Giltedged Industrial Securities Ltd.	Direct holding of Individual Promoters: 38.88% Indirect holding of other investment companies: 61.12%	5,04,668	1.26%
9	Investors India Ltd.	Direct holding of Individual Promoters: 80.69% Indirect holding of other investment companies: 19.31%	38,382	0.10%
10	India Texfab Marketing Ltd.	Direct holding of Individual Promoters: 38.82% Indirect holding of other investment companies: 61.18%	2,18,851	0.55%
11	Bharat Investments Growth Ltd.	Indirect holding of other investment companies: 74.41%	26,09,598	6.53%
Total			94,19,055	23.57%

For RLJ Family Trusteeship Private Limited


Ravi Jhunjhunwala
Director
DIN: 00060972