

RHC Holding Private Limited

REGD. OFF. : 54, JANPATH, NEW DELHI – 110001. PH. : (91-11) 40188100 FAX : (91-11) 40188150-51
CIN : U67190DL2007PTC162322 Email : rhcholding@gmail.com

Date: 05.03.2015

To,

1. The General Manager,
Department of Corporate Affairs,
The BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001.
2. ✓ The Manger,
Listing Department,
National Stock Exchange of India Limited,
"Exchange Plaza",
Bandra Kurla Complex,
Bandra (E),
Mumbai - 400051.

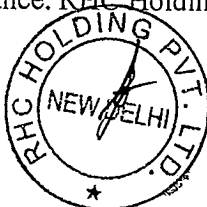
Sub: Disclosure under Regulation 10(5) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the "SEBI Takeover Regulations")

Dear Sir(s),

We wish to inform you that RHC Holding Private Limited ("RHC Hold Co") proposes to acquire 1,40,82,306 shares of **Religare Enterprises Limited** ("REL") (representing 7.90% of its total paid-up share capital), from each of Shivi Holdings Private Limited and Malav Holdings Private Limited (totaling to 2,81,64,612 shares of REL, representing 15.80% of its total paid-up share capital), by way of purchase. This transaction would constitute an *inter se* transfer of shares between "qualifying persons" (being persons who have been named as promoters in the shareholding pattern filed by REL in terms of the listing agreement and SEBI Takeover Regulations, for not less than 3 years prior to the proposed acquisition) in terms of Regulation 10(1)(a)(ii) of the SEBI Takeover Regulations.

In respect of the proposed acquisition, please note the following:

- (i) Out of the 1,40,82,306 shares held by Shivi Holdings Private Limited, 1,12,09,000 shares, constituting 6.29% of the total issued and paid up share capital of REL, have been encumbered by Shivi Holdings Private Limited. The encumbrance on these shares shall be released immediately prior to the transfer in favour of RHC Holding Private Limited and would be recreated by RHC Holding Private Limited, post the transfer. We understand that Shivi Holdings Private Limited will separately file disclosure under Regulation 31(2) of the SEBI Takeover Regulations at the time of the release of the encumbrance. RHC Holding Private Limited will separately file



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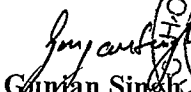
disclosure under Regulation 31(1) of the SEBI Takeover Regulations at the time of the creation of the encumbrance; and

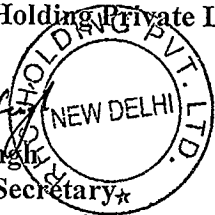
- (ii) Out of the 1,40,82,306 shares held by Malav Holdings Private Limited, 1,11,98,100 shares, constituting 6.28% of the total issued and paid up share capital of REL, have been encumbered by Malav Holdings Private Limited. The encumbrance on these shares shall be released immediately prior to the transfer in favour of RHC Holding Private Limited and would be recreated by RHC Holding Private Limited, post the transfer. We understand that Malav Holdings Private Limited will separately file disclosure under Regulation 31(2) of the SEBI Takeover Regulations at the time of the release of the encumbrance. RHC Holding Private Limited will separately file disclosure under Regulation 31(1) of the SEBI Takeover Regulations at the time of the creation of the encumbrance.

The details of the proposed *inter se* transfer of share is set out in the Annexure hereto, in the format prescribed under Regulation 10(5) of the SEBI Takeover Regulations.

Yours truly,

For RHC Holding Private Limited


Gunjan Singh
Company Secretary



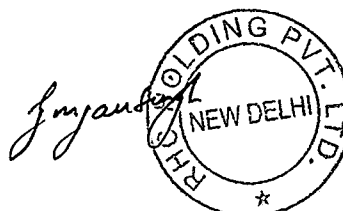
Encl.: As above.

Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

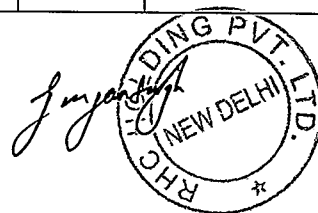
1.	Name of the Target Company (TC)	Religare Enterprises Limited
2.	Name of the acquirer(s)	RHC Holding Private Limited
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	Yes, the acquirer is a promoter of the TC
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	1.Shivi Holdings Private Limited 2.Malav Holdings Private Limited
	b. Proposed date of acquisition	The acquisition will be done in multiple tranches during the period from 13.03.2015 to 30.04.2015
	c. Number of shares to be acquired from each person mentioned in 4(a) above	1,40,82,306 shares from each of Shivi Holdings Private Limited ¹ and Malav Holdings Private Limited ² i.e. total 28164612 shares
	d. Total shares to be acquired as % of share capital of TC	7.90% from each of Shivi Holdings Private Limited and Malav Holdings Private Limited i.e. total 15.80%
	e. Price at which shares are proposed to be acquired	Rs.335 per Share
	f. Rationale, if any, for the proposed transfer	Inter-se transfer of shares amongst persons who are part of promoter group of the TC
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	10(1)(a)(ii)

¹ Out of the 1,40,82,306 shares held by Shivi Holdings Private Limited, 1,12,09,000 shares, constituting 6.29% of the total issued and paid up share capital of Religare Enterprises Limited, have been encumbered by Shivi Holdings Private Limited. The encumbrance on these shares shall be released immediately prior to the transfer in favour of RHC Holding Private Limited and would be recreated by RHC Holding Private Limited, post the transfer. We understand that Shivi Holdings Private Limited will separately file disclosure under Regulation 31(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations") at the time of the release of the encumbrance. RHC Holding Private Limited will separately file disclosure under Regulation 31(1) of the Takeover Regulations at the time of the creation of the encumbrance.

² Out of the 1,40,82,306 shares held by Malav Holdings Private Limited, 1,11,98,100 shares, constituting 6.28% of the total issued and paid up share capital of Religare Enterprises Limited, have been encumbered by Malav Holdings Private Limited. The encumbrance on these shares shall be released immediately prior to the transfer in favour of RHC Holding Private Limited and would be recreated by RHC Holding Private Limited, post the transfer. We understand that Malav Holdings Private Limited will separately file disclosure under Regulation 31(2) of the Takeover Regulations at the time of the release of the encumbrance. RHC Holding Private Limited will separately file disclosure under Regulation 31(1) of the Takeover Regulations at the time of the creation of the encumbrance.

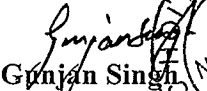


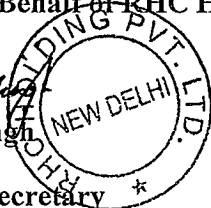
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	346.22 (NSE)			
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	N.A.			
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	Pl. see Annexure A			
9.	Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)	Pl. see Annexure A			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	Pl. see Annexure A			
11.	Shareholding details	Before the proposed transaction		After the proposed transaction	
		No. of shares /voting rights	% w.r.t total share capital of TC	No. of shares /voting rights	% w.r.t total share capital of TC
a.	Acquirer(s) and PACs (other than sellers)(*)				
	RHC Holding Private Limited	1,15,44,746	6.47	3,97,09,358	22.27
	RHC Finance Private Limited	2,91,12,634	16.33	2,91,12,634	16.33
	Malvinder Mohan Singh	1,11,23,525	6.24	1,11,23,525	6.24
	Shivinder Mohan Singh	1,08,76,602	6.10	1,08,76,602	6.10



	Japna Malvinder Singh	166	0.00	166	0.00
	Aditi Shivinder Singh	166	0.00	166	0.00
	Abhishek Singh	50	0.00	50	0.00
	Total	6,26,57,889	35.13	9,08,22,501	50.93
B	Seller (s)				
	Shivi Holdings Private Limited	1,40,82,306	7.90	0	0
	Malav Holdings Private Limited	1,40,82,306	7.90	0	0
	Total	2,81,64,612	15.80	Nil	Nil

For and on Behalf of RHC Holding Private Limited


 Gunjan Singh
 Company Secretary



Note:

- (*) Shareholding of each entity may be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

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Annexure A

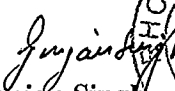
Declaration by Acquirer under SEBI (Acquisition of Shares and Takeovers) Regulations, 2011

Sub: Acquisition of 2,81,64,612 Equity Shares in Religare Enterprises Limited

The acquirer hereby declares that:

- a) the acquisition price would not be higher by more than 25% of the price computed in point 6 i.e. the volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.
- b) the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997).
- c) all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.

For and on Behalf of RHC Holding Private Limited


Gunjan Singh

Company Secretary

