

# 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: 29.04.2015

|    |                                                                                                                                                                                                               |    |                                                                                                                                                                          |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | <b>National Stock Exchange of India Ltd.</b><br>Exchange Plaza<br>Plot No. C/1, G Block<br>Bandra – Kurla Complex<br>Bandra (E),<br>Mumbai – 400 051<br><br><i>Kind Attn: The Manager, Listing Department</i> | 2. | <b>BSE Limited</b><br>Corporate Relationship Dept.<br>Phiroze Jeejeebhoy Towers<br>Dalal Street,<br>Mumbai – 400 001.<br><br><i>Kind Attn: The General Manager (CRD)</i> |
| 3. | <b>Religare Enterprises Limited</b><br>D3, P3B,<br>District Centre,<br>Saket,<br>New Delhi – 110017<br><br><i>Kind Attn: Company Secretary</i>                                                                |    |                                                                                                                                                                          |

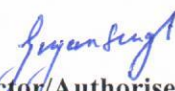
Sub.: Disclosure pursuant to Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 regarding Acquisition of Equity Shares of Religare Enterprises Limited.

Dear Sir/Madam,

In compliance with Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, we are enclosing herewith in the prescribed format, a self-explanatory description of the details of the acquisition of 27,70,000 equity shares of Religare Enterprises Limited by way of inter-se transfer of shares amongst persons who are part of promoter group of the company.

Thanking you,

Yours faithfully,  
For RHC Holding Private Limited

  
Director/Authorised Signatory



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

|                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                     |                                                            |                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|------------------------------------------------------------|
| Name of the Target Company (TC)                                                                                                                                           | Religare Enterprises Limited                                                                                                                                                                                                                                                                                                        |                                                            |                                                            |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer                                                                                             | <b>Acquirer:</b><br>RHC Holding Pvt. Ltd.<br><br><b>Persons acting in Concert:</b><br>1) RHC Finance Pvt. Ltd.<br>2) Malvinder Mohan Singh<br>3) Shivinder Mohan Singh<br>4) Aditi Shivinder Singh<br>5) Japna Malvinder Singh<br>6) Abhishek Singh<br>7) Malav Holdings Pvt. Ltd. (Seller)<br>8) Shivi Holdings Pvt. Ltd. (Seller) |                                                            |                                                            |
| Whether the acquirer belongs to Promoter/ Promoter group                                                                                                                  | Yes                                                                                                                                                                                                                                                                                                                                 |                                                            |                                                            |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed                                                                                                        | 1) BSE Ltd.<br>2) National Stock Exchange of India Ltd.                                                                                                                                                                                                                                                                             |                                                            |                                                            |
| 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 under consideration, holding of:</b>                                                                                                            |                                                                                                                                                                                                                                                                                                                                     |                                                            |                                                            |
| a) Shares carrying voting rights                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                     |                                                            |                                                            |
| <b>Acquirer</b><br>RHC Holding Pvt. Ltd.                                                                                                                                  | 21939358                                                                                                                                                                                                                                                                                                                            | 12.30                                                      | 12.30                                                      |
| <b>PACs</b>                                                                                                                                                               |                                                                                                                                                                                                                                                                                                                                     |                                                            |                                                            |
| 1) RHC Finance Pvt. Ltd.                                                                                                                                                  | 29112634                                                                                                                                                                                                                                                                                                                            | 16.33                                                      | 16.33                                                      |
| 2) Malvinder Mohan Singh                                                                                                                                                  | 11123525                                                                                                                                                                                                                                                                                                                            | 6.24                                                       | 6.24                                                       |
| 3) Shivinder Mohan Singh                                                                                                                                                  | 10876602                                                                                                                                                                                                                                                                                                                            | 6.10                                                       | 6.10                                                       |
| 4) Aditi Shivinder Singh                                                                                                                                                  | 166                                                                                                                                                                                                                                                                                                                                 | 0.00                                                       | 0.00                                                       |
| 5) Japna Malvinder Singh                                                                                                                                                  | 166                                                                                                                                                                                                                                                                                                                                 | 0.00                                                       | 0.00                                                       |
| 6) Abhishek Singh                                                                                                                                                         | 50                                                                                                                                                                                                                                                                                                                                  | 0.00                                                       | 0.00                                                       |
| 7) Malav Holdings Pvt. Ltd. (Seller)#                                                                                                                                     | 7770000                                                                                                                                                                                                                                                                                                                             | 4.36                                                       | 4.36                                                       |
| 8) Shivi Holdings Pvt. Ltd.                                                                                                                                               | 10000000                                                                                                                                                                                                                                                                                                                            | 5.61                                                       | 5.61                                                       |
| b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)                                                                                   | -                                                                                                                                                                                                                                                                                                                                   | -                                                          | -                                                          |
| 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)                                                                                                                                                        | 90822501                                                                                                                                                                                                                                                                                                                            | 50.93                                                      | 50.93                                                      |



|                                                                                                                                                                                            |                                                                                                          |       |       |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|-------|-------|
| <b>Details of acquisition/sale</b>                                                                                                                                                         |                                                                                                          |       |       |
| a) Shares carrying voting rights acquired/sold                                                                                                                                             | 27,70,000                                                                                                | 1.55  | 1.55  |
| b) VRs acquired /sold otherwise than by shares                                                                                                                                             | -                                                                                                        | -     | -     |
| 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     | -                                                                                                        | -     | -     |
| d) Shares encumbered / invoked/released by the acquirer                                                                                                                                    | -                                                                                                        | -     | -     |
| e) Total (a+b+c+/-d)                                                                                                                                                                       | 27,70,000                                                                                                | 1.55  | 1.55  |
| <b>After the acquisition/sale, holding of:</b>                                                                                                                                             |                                                                                                          |       |       |
| a) Shares carrying voting rights                                                                                                                                                           |                                                                                                          |       |       |
| <b>Acquirer</b><br>RHC Holding Pvt. Ltd.                                                                                                                                                   | 24709358                                                                                                 | 13.86 | 13.86 |
| <b>PACs</b>                                                                                                                                                                                |                                                                                                          |       |       |
| 1) RHC Finance Pvt. Ltd.                                                                                                                                                                   | 29112634                                                                                                 | 16.33 | 16.33 |
| 2) Malvinder Mohan Singh                                                                                                                                                                   | 11123525                                                                                                 | 6.24  | 6.24  |
| 3) Shivinder Mohan Singh                                                                                                                                                                   | 10876602                                                                                                 | 6.10  | 6.10  |
| 4) Aditi Shivinder Singh                                                                                                                                                                   | 166                                                                                                      | 0.00  | 0.00  |
| 5) Japna Malvinder Singh                                                                                                                                                                   | 166                                                                                                      | 0.00  | 0.00  |
| 6) Abhishek Singh                                                                                                                                                                          | 50                                                                                                       | 0.00  | 0.00  |
| 7) Malav Holdings Private Limited                                                                                                                                                          | 5000000                                                                                                  | 2.80  | 2.80  |
| 8) Shivi Holdings Private Limited                                                                                                                                                          | 10000000                                                                                                 | 5.61  | 5.61  |
| b) Shares encumbered with the acquirer                                                                                                                                                     | -                                                                                                        | -     | -     |
| c) VRs otherwise than by shares                                                                                                                                                            | -                                                                                                        | -     | -     |
| 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 | -                                                                                                        | -     | -     |
| e) Total (a+b+c+d)                                                                                                                                                                         | 90822501                                                                                                 | 50.93 | 50.93 |
| Mode of acquisition sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).                                                   | Inter-se transfer of shares amongst persons who are part of promoter group of the TC                     |       |       |
| Date of acquisition /sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable                                                                  | 27.04.2015                                                                                               |       |       |
| Equity share capital / total voting capital of the TC before the said acquisition /sale                                                                                                    | Rs. 1,78,32,98,080 /- (comprising 17,83,29,808 fully paid-up equity shares of face value Rs. 10/- each). |       |       |
| Equity share capital/ total voting capital of the TC after the said acquisition /sale                                                                                                      | Rs. 1,78,32,98,080 /- (comprising 17,83,29,808 fully paid-up equity shares of face value Rs. 10/- each). |       |       |
| Total diluted share/voting capital of the TC after the said acquisition                                                                                                                    | Rs. 1,78,32,98,080 /- (comprising 17,83,29,808 fully paid-up equity shares of face value Rs. 10/- each). |       |       |

#These 27,70,000 shares, constituting 1.55% of the total issued and paid up share capital of Religare Enterprises Limited, had been encumbered by Malav Holdings Private Limited in favour of lenders. The encumbrance on these shares was released prior to the transfer in favour of RHC Holding Private Limited and recreated by RHC Holding Private Limited, post the transfer. Malav Holdings Private Limited has separately filed disclosure

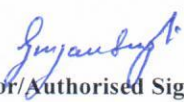


under Regulation 31(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**Takeover Regulations**") regarding the release of the encumbrance. RHC Holding Private Limited has separately filed a disclosure under Regulation 31(1) of the Takeover Regulations regarding the creation of the encumbrance.

(\*) 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.

**For RHC Holding Private Limited**

  
**Director/Authorised Signatory**

Place: New Delhi

Date: 29.04.2015

