

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

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 u/r 10(5) of SEBI (SAST) Regulations, 2011 in respect of HEG Limited

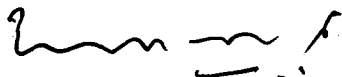
Dear Sir,

With reference to the captioned subject, please find enclosed herewith the Disclosure u/r 10(5) 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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SEBI Disclosure Requirements

Disclosure 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 (Takeover Regulations)

1. Name of the Target Company (TC)	HEG Limited
2. Name of the acquirer(s) -	RLJ Family Trusteeship Private Limited ("Acquirer Company")
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	No. The Acquirer Company is 90% owned by Mr. Ravi Jhunjhunwala 10% owned by Ms. Rita Jhunjhunwala, who are promoters of the Target Company.
4. Details of the proposed acquisition	<u>Refer Annexure A and B relating to details of indirect acquisition</u>
a. Name of the person(s) from whom shares are to be acquired	
b. Proposed date of acquisition	
c. Number of shares to be acquired from each person mentioned in 4(a) above	
d. Total shares to be acquired as % of share capital of TC	
e. Price at which shares are proposed to be acquired	
f. Rationale, if any, for the proposed transfer	
5. Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	Regulation 10(1)(a)(iii)
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	Price Rs. 205.38 (Based on trades on NSE)
7. If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not Applicable

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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.	The acquisition would not be at a price above a 25% premium to the price computed under point 6 above.			
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)	The Transferor and Transferee have complied/will comply with the requisite Disclosures under Chapter V of the Takeover Regulations, 2011			
10. Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	All the conditions specified under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 have been complied with			
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
Acquirer(s) and PACs (other than sellers)(*) 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
Seller (s)	Indirectly 94,19,055 of equity shares of Target company	Indirectly 23.57% of equity shares capital of Target company	Nil	Nil

For RLJ Family Trusteeship Private Limited


(Ravi Jhunjhunwala)

Director

DIN: 00060972

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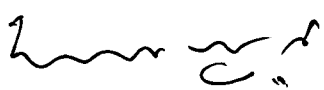
Annexure A

S No.	Name of the person(s) from whom shares are to be acquired	Proposed Date of Acquisition (See Note)	Number of shares to be acquired from each person mentioned in 4(a) above	Total shares to be acquired as % of share capital of TC	Price at which shares are proposed to be acquired	Rationale, if any, for the proposed transfer
Indirect Acquisition of Shares of Target Company						
	The Acquirer is acquiring 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 will vest in the Acquirer.		15,33,166	3.84%	Not Applicable - Since there is no direct acquisition of shares or voting rights in the Target company	Restructuring of Promoters shareholding
			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%		
	(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		26,09,598	6.53%		
	Total		9419055	23.57%		

Note

Proposed date of acquisition on or after 31st March 2017

For RLJ Family Trusteeship Private Limited


(Ravi Jhunjunwala)

Director

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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%	1533166	3.84%
2	Purvi Vanijya Niyojan Ltd.	Direct holding of Individual Promoters: 34.07% Indirect holding of other investment companies: 40.23%	1745350	4.37%
3	Shashi Commercial Co. Ltd.	Direct holding of Individual Promoters: 29.75% Indirect holding of other investment companies: 70.25%	715187	1.79%
4	Sandhu Auto Deposits Ltd.	Other investment companies own 100% of the capital	431365	1.08%
5	M.L. Finlease Pvt. Ltd.	Other investment companies own 100% of the capital	243093	0.61%
6	Nivedan Vanijya Niyojan Ltd.	Direct holding of Individual Promoters: 29.93% Indirect holding of other investment companies: 44.81%	70597	0.18%
7	LNJ Financial Services Ltd.	Indirect holding of other investment companies: 74.07%	1308798	3.28%
8	Giltedged Industrial Securities Ltd.	Direct holding of Individual Promoters: 38.88% Indirect holding of other investment companies: 61.12%	504668	1.26%



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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
9	Investors India Ltd.	Direct holding of Individual Promoters: 80.69% Indirect holding of other investment companies: 19.31%	38382	0.10%
10	India Texfab Marketing Ltd.	Direct holding of Individual Promoters: 38.82% Indirect holding of other investment companies: 61.18%	218851	0.55%
11	Bharat Investments Growth Ltd.	Indirect holding of other investment companies: 74.41%	2609598	6.53%
	Total		9419055	23.57%

For RLJ Family Trusteeship Private Limited



(Ravi Jhunjhunwala)

Director

DIN: 00060972