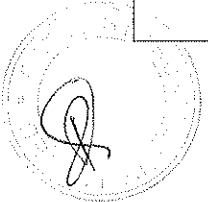


CTL/SAST/18-19/ 1947

December 03, 2018

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001	National Stock Exchange of India Limited – Corporate Office Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra(E), Mumbai – 400 051
Company Name	Talwalkars Lifestyles Limited 801, Mahalaxmi Chambers, 22, Bhulabhai Desai Raod, Mumbai - 400 026
Pledgor Name 1	Girish Madhukar Talwalkar 801, Mahalaxmi Chambers, 22, Bhulabhai Desai Raod, Mumbai - 400 026
Pledgor Name 2	Prashant Sudhakar Talwalkar 801, Mahalaxmi Chambers, 22, Bhulabhai Desai Raod, Mumbai - 400 026
Pledgor Name 3	Vinayak Ratnakar Gawande 801, Mahalaxmi Chambers, 22, Bhulabhai Desai Raod, Mumbai - 400 026
Pledgor Name 4	Harsha Ramdas Bhatkal 801, Mahalaxmi Chambers, 22, Bhulabhai Desai Raod, Mumbai - 400 026
Pledgor Name 5	Anant Ratnakar Gawande 801, Mahalaxmi Chambers, 22, Bhulabhai Desai Raod, Mumbai - 400 026
Pledgor Name 6	RADHIKA HOTELS PVT LTD 801, Mahalaxmi Chambers, 22, Bhulabhai Desai Raod, Mumbai - 400 026
Pledgor Name 7	SANGEETA MULTITRADE PVT LTD 801, Mahalaxmi Chambers, 22, Bhulabhai Desai Raod, Mumbai - 400 026



Dear Sir/Madam,

Sub: Disclosure pursuant to Regulation 29 (2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in relation to pledge/ encumbrance of shares of Talwalkars Lifestyles Limited

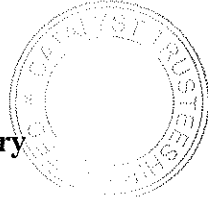
Pursuant to the disclosure required to be made under Regulation 29 (2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find attached the disclosure in respect of the Pledged shares of "Talwalkars Lifestyles Limited" in favour of "Catalyst Trusteeship Limited" in the capacity of Security Trustee for the benefit of **IndoStar Capital Finance Limited** ("Lender").

For and on behalf of

For **Catalyst Trusteeship Ltd.**



Authorised Signatory

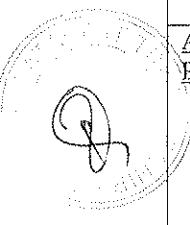


Part A
Annexure

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part- A – Details of Acquisition

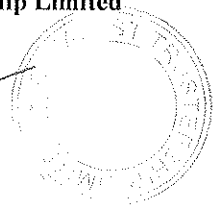
1. Name of the Target Company (TC)	Talwalkars Lifestyles Limited		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Pledge of Equity shares of Talwalkars Lifestyles Limited with Catalyst Trusteeship Ltd acting as Security Trustee on behalf of IndoStar Capital Finance Limited (“Lender”)		
3. Whether the acquirer belongs to Promoter/Promoter group	No		
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 as follows	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC(*)
<u>Before the acquisition under consideration, holding of acquirer along with PACs of:</u>			
a) Shares carrying voting rights			
b) Shares in nature of encumbrance (pledge/lien/non-disposal undertaking/others)	68,89,000	22.22%	
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)	68,89,000	22.22%	
<u>Details of acquisition:</u>			
a) Shares carrying voting rights acquired/ sold			
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 in nature of encumbrance (pledge/lien/non-disposal undertaking/others)	7,14,745	2.31%	
e) Total (a+b+c+d)	7,14,745	2.31%	
<u>After the acquisition, holding of acquirer along with PACs of:</u>			
a) Shares carrying voting rights			
b) VRs 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) after acquisition. d) Shares in nature of encumbrance (pledge/lien/non-disposal-undertaking/others)	76,03,745	24.52%	
e) Total (a+b+c+d)	76,03,745	24.52%	
6. Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	By way of Pledge of shares as security for the Facility given to Better Value Leasing and Finance Limited		
7. Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	-		
8. Date of Pledge/ Release	30-11-2018		
9. Equity share capital /total voting capital of the TC before the said acquisition/ sale	3,10,04,856		
10. Equity share capital/ total voting capital of the TC after the said acquisition/ sale	3,10,04,856		
11. Total diluted share/voting capital of the TC after the said acquisition/sale.	-		

Signature of the acquirer:

For **Catalyst Trusteeship Limited**

Authorized Signatory

Place: Mumbai

Date: December 03, 2018

Note:

(*) 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.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

(#) On 30-11-2018 quantity pledged was 400,000 of Talwalkars Lifestyles Limited.

