

March 30, 2017

**BSE Limited**

Department of Corporate Services  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building, P J Towers,  
Dalal Street, Fort,  
Mumbai - 400 001

Dear Sirs,

**Re: Disclosure u/r 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

**Security Code: 533469**

Pursuant to Regulation 29(2) read with Regulation 29(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the said Regulations), we make the necessary disclosure in the form specified under the said Regulations.

Kindly take the same on your record and acknowledge receipt.

Thank you.

Yours faithfully,  
for JM Financial Capital Limited



**Rupesh Samani**  
Company Secretary

Encl: a/a

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

Name of the Target Company (TC)	<b>Birla Pacific Medspa Limited</b>		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	<b>JM Financial Capital Limited JM Financial Products Limited</b>		
Whether the acquirer belongs to Promoter/Promoter group	<b>No</b>		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	<b>BSE Limited</b>		
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/sale under consideration, holding of :</b>			
a) <del>Shares carrying voting rights</del>	-	-	-
b) <del>Shares in the nature of encumbrance (pledge/lien/ non-disposal undertaking/ others) <sup>I</sup></del>	-	-	-
<b>JM Financial Capital Limited</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>
<b>JM Financial Products Limited</b>	<b>93,76,513</b>	<b>8.36%</b>	<b>8.36%</b>
c) <del>Voting rights (VR) otherwise than by shares</del>	-	-	-
d) <del>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)</del>	-	-	-
<b>e) Total (a+b+c+d)</b>	<b>93,76,513</b>	<b>8.36%</b>	<b>8.36%</b>
<b>Details of acquisition/sale</b>			
a) <del>Shares carrying voting rights acquired/sold</del>	-	-	-
b) <del>VRs acquired /sold otherwise than by shares</del>	-	-	-
c) <del>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</del>	-	-	-
d) <del>Shares encumbered /-invoked/released by the acquirer <sup>II</sup></del>	-	-	-
<b>JM Financial Capital Limited</b>	<b>81,76,513</b>	<b>7.29%</b>	<b>7.29%</b>
<b>JM Financial Products Limited</b>	<b>(81,76,513)</b>	<b>(7.29%)</b>	<b>(7.29%)</b>
<b>e) Total (a+b+c+/-d)</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>

<b>After the acquisition/sale, holding of:</b>			
a) <del>Shares carrying voting rights</del>	-	-	-
b) <del>Shares encumbered with the acquirer<sup>III</sup></del>			
<b>JM Financial Capital Limited</b>	<b>81,76,513</b>	<b>7.29%</b>	<b>7.29%</b>
<b>JM Financial Products Limited</b>	<b>12,00,000</b>	<b>1.07%</b>	<b>1.07%</b>
c) <del>VRs otherwise than by shares</del>	-	-	-
d) <del>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</del>	-	-	-
<b>e) Total (a+b+c+d)</b>	<b>93,76,513</b>	<b>8.36%</b>	<b>8.36%</b>
Mode of / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Off Market (Acquisition of encumbrance)		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	Acquisition of encumbrance on shares of more than 2% on March 28, 2017		
Equity share capital / total voting capital of the TC before the said acquisition / sale	11,21,42,584 Equity Shares		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	11,21,42,584 Equity Shares		
Total diluted share/voting capital of the TC after the said acquisition	11,21,42,584 Equity Shares		

(\*) Total share capital/ voting capital is taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(\*\*) 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.

I These shares were held as collateral to secure the loan sanctioned/given to the borrower(s) as on May 12, 2016.

II This disclosure is made since the creation of encumbrance (gross) on shares exceeded the threshold limit for disclosure on March 28, 2017.

III These shares are held as collateral to secure the loan sanctioned / given to the borrower(s) as on March 28, 2017.

for JM Financial Capital Limited



**Rupesh Samani**  
Company Secretary

Place: Mumbai

Date: March 30, 2017