

**PUBLIC ANNOUNCEMENT UNDER REGULATION 15 (1) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS)
REGULATIONS, 2011 (“SEBI (SAST) REGULATIONS, 2011”)**

OPEN OFFER FOR ACQUISITION OF 4,699,500 EQUITY SHARES FROM SHAREHOLDERS OF **M/S. CAPITAL TRUST LIMITED** (HEREINAFTER REFERRED AS “**TARGET COMPANY**”) HAVING ITS REGISTERED OFFICE AT 507 COURTYARD, DLF PLACE, SAKET, NEW DELHI – 110017; TEL: 011-41627007; BY **MR. YOGEN KHOSLA** S/O LATE V. K. KHOSLA R/O D-1079, NEW FRIENDS COLONY, NEW DELHI –110025 (HEREINAFTER REFERRED AS “**ACQUIRER 1**”) AND **M/S. INDO CREDIOP PRIVATE LIMITED** HAVING ITS REGISTERED OFFICE 507 COURTYARD, DLF PLACE, SAKET, NEW DELHI – 110017 (HEREINAFTER REFERRED TO AS “**ACQUIRER 2**”) PURSUANT TO PAST OBLIGATION TO MAKE OPEN OFFER, IN ACCORDANCE WITH REGULATION 3(2) AND REGULATION 3(3) OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THERETO (“**SEBI (SAST) REGULATIONS**”).

This Public Announcement (“PA” / “Public Announcement”) is being issued by Corporate Professionals Capital Private Limited (“Manager to the Offer”) for and on behalf of the Acquirer 1 and Acquirer 2 to the Equity Shareholders of the Target Company (“Shareholders”) in terms of past obligation to make Open Offer pursuant to Regulation 3(2) and Regulation 3(3) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“SEBI (SAST) Regulations”).

1. OFFER DETAILS

- **Size:** 4,699,500 (Forty Six Lacs Ninety Nine Thousand Five Hundred) Equity Shares constituting 26.00% of the expanded share capital of the Target Company after taking into account the capital base after the conversion of warrants into 3,092,500 equity shares to Acquirer 1 and preferential allotment made on March 29, 2016 of 3,075,000 to persons belonging public category also the pending warrants allotted to Acquirer 1 convertible into 3,407,500 equity shares. In the Board Meeting held on May 22, 2015, the Board of Directors of the Target Company has allotted 7,500,000 warrants to Acquirer 1, which were converted in trenches i.e. (1) 1,000,000 Equity Shares on July 28, 2015; (2) 3,092,500 Equity Shares on March 29, 2016; and balance 3,407,500 warrants would be converted into equal number of equity shares on or before November 21, 2016 (within 18 months from the date of allotment of the warrants).
- **Price/ consideration:** Rs. 263/- (Rupees Two Hundred Sixty Three Only) for each Equity Share of the Target Company.

- **Mode of payment (cash/ security):** Cash
- **Type of offer (Triggered offer, voluntary offer/ competing offer etc):** Triggered Offer (Past Obligation)

2. TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION)

| DETAILS OF UNDERLYING TRANSACTION | | | | | | |
|--|--|---|---|--|---|---|
| Type of Transaction (direct/ indirect) | Mode of Transaction (Agreement/Allotment/market purchase) | Shares / Voting rights acquired/ proposed to beacquired | | Total Consideration for shares/Voting Rights (VR) acquired (Rs. In Crores) | Mode of payment (Cash/ securities) | Regulation which has triggered |
| | | Number | % vis a vis total Equity/voting capital | | | |
| Direct | Conversion of Warrants into 1,000,000 Equity Shares on July 28, 2015 | 1,000,000 | 8.23% | Rs. 11.70 | Cash | Regulation 3(2) and 3(3) of SEBI (SAST) Regulations, 2011 |

3. ACQUIRER

| DETAILS | ACQUIRER 1 | ACQUIRER 2 | TOTAL |
|-------------------|------------------|-----------------------------------|-------|
| Name of Acquirers | Mr. Yogen Khosla | M/s. Indo Crediop Private Limited | NA |

| | | | |
|--|---|---|--|
| Residential Addresses | D-1079, New Friends Colony, New Delhi – 110 065 | 507 Courtyard, DLF Place, Saket, New Delhi – 110017 | NA |
| Name(s) of persons in control /Promoters of Acquirers | NA | Mr. Yogen Khosla Mrs. Anju Khosla | NA |
| Name of the Group, if any, to which the Acquirers belongs to | NA | NA | NA |
| Pre Transaction shareholding (Number and % of total share capital) of Acquirers as on 28.07.2015 | 2,252,024 Equity Shares 30.03% of the erstwhile share capital of the Target Company (i.e. Rs. 75,000,000 (Rupees Seven Crores and Fifty Lacs Only) representing 7,500,000 (Seventy Five Lacs) Equity Shares of Rs. 10/- each) | 3,038,135 Equity Shares 40.51% of the erstwhile share capital of the Target Company (i.e. Rs. 75,000,000 (Rupees Seven Crores and Fifty Lacs Only) representing 7,500,000 (Seventy Five Lacs) Equity Shares of Rs. 10/- each) | 5,290,159 Equity Shares 70.54% of the erstwhile share capital of the Target Company i.e. Rs. 75,000,000 (Rupees Seven Crores and Fifty Lacs Only) representing 7,500,000 (Seventy Five Lacs) Equity Shares of Rs. 10/- each) |
| Pre Transaction shareholding (Number and % of total share capital) of persons in control and relatives of Acquirer | Nil | Nil | Nil |

| | | | |
|--|--|--|--|
| <p>Post transaction shareholding after the acquisition of shares which triggered the Open Offer (28.07.2015)</p> | <p>3,252,024 Equity Shares 38.26% of the erstwhile share capital of the Target Company (i.e. Rs. 85,000,000 (Rupees Eight Crores and Fifty Lacs Only) representing 8,500,000 (Eighty Five Lacs) Equity Shares of Rs. 10/- each)</p> | <p>2,967,885 Equity Shares 34.92% of the erstwhile share capital of the Target Company (i.e. Rs. 85,000,000 (Rupees Eight Crores and Fifty Lacs Only) representing 8,500,000 (Eighty Five Lacs) Equity Shares of Rs. 10/- each)</p> | <p>6,219,909 Equity Shares 73.18% of the erstwhile share capital of the Target Company (i.e. Rs. 85,000,000 (Rupees Eight Crores and Fifty Lacs Only) representing 8,500,000 (Eighty Five Lacs) Equity Shares of Rs. 10/- each).</p> |
| <p>Present shareholding of Acquirers</p> | <p>6,344,524 Equity Shares 43.26% of the present share capital of the Target Company (i.e. Rs. 146,675,000 (Rupees Fourteen Crores Sixty Six Lacs and Seventy Five Thousand Only) representing 14,667,500 (One Crore Forty Six Lacs Sixty Seven thousand and Five Hundred) Equity Shares of Rs. 10/- each)</p> | <p>2,845,885 Equity Shares 19.40% of the present share capital of the Target Company (i.e. Rs. 146,675,000 (Rupees Fourteen Crores Sixty Six Lacs and Seventy Five Thousand Only) representing 14,667,500 (One Crore Forty Six Lacs Sixty Seven thousand and Five Hundred) Equity Shares of Rs. 10/- each)</p> | <p>9,190,409 Equity Shares 62.66% of present share capital of the Target Company (i.e. Rs. 146,675,000 (Rupees Fourteen Crores Sixty Six Lacs and Seventy Five Thousand Only) representing 14,667,500 (One Crore Forty Six Lacs Sixty Seven thousand and Five Hundred) Equity Shares of Rs. 10/- each)</p> |
| <p>Any other interest in the TC</p> | <p>Other than the shareholding as disclosed above, both the Acquirers are the Promoters of the Target Company and Acquirer 1 is the Managing Director of Target Company.</p> | | |

4. DETAILS OF SELLING SHAREHOLDERS: NOT APPLICABLE

5. TARGET COMPANY

| | | |
|------------------------------|---|-----------------------|
| Name | : | CAPITAL TRUST LIMITED |
| CIN | : | L65923DL1985PLC195299 |
| Exchange where listed | : | BSE Limited |

6. OTHER DETAILS

- The Detailed Public Statement pursuant to this Public Announcement and which carries all such other information of the offer including the detailed information on the offer price, detailed information on the Acquirer, detailed information on the Target Company, detailed reasons for the offer, statutory approvals for the offer, delisting option, details of financial arrangement, other terms of the offer, conditions to the offer etc. shall be published in all editions of any one English national daily newspaper with wide circulation, any one Hindi national daily newspaper with wide circulation and though the Registered Office of the Target Company is situated in Delhi, there is no need to publish the Detailed Public Statement in any other newspaper and in any one local language newspaper of the Stock Exchange where the shares of the Target Company are listed. The Detailed Public Statement shall be published on or before April 05, 2016, Tuesday.
- The Acquirer undertakes that it is aware of and shall comply with all obligations under the SEBI (SAST) Regulations, 2011.
- The Acquirer has adequate resources and has made firm financial arrangements for financing the acquisition of the Equity Shares under the Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations, 2011.

