

**CAPITAL TRUST LIMITED**

CIN: L65923DL1985PLC195299

Registered Office: 366, Sultanpur, M.G. Road, New Delhi - 110030;

Tel No.: +91-9999074312; E-mail: [cs@capital-trust.com](mailto:cs@capital-trust.com); Website: [www.capital-trust.com](http://www.capital-trust.com);

Open Offer for acquisition of 4,699,500 Equity Shares from the Shareholders of Capital Trust Limited ("Target Company") by Mr. Yogen Khosla and Indo Crediop Private Limited (Hereinafter collectively referred to as "Acquirers")

This Post Offer Advertisement is being issued by Corporate Professionals Capital Private Limited, for and on behalf of Mr. Yogen Khosla and Indo Crediop Private Limited (Hereinafter collectively referred to as "Acquirers") pursuant to Regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (SAST) Regulations, 2011") in respect of the Takeover Open Offer to acquire shares of Capital Trust Limited ("CTL"/ "Target Company"). The Detailed Public Statement with respect to the aforementioned offer was made on April 05, 2016, Tuesday in Financial Express (English) (All Editions), Jansatta (Hindi) (All Editions) and Mahanayak (Marathi) (Mumbai Edition).

- Offer Price: Rs. 263.00/- per fully paid up equity share of the Target Company.
- IDC recommends that the Offer Price being in compliance with the applicable regulations can be considered as fair and reasonable. The recommendation of IDC was published in aforesaid newspapers on July 22, 2016, Friday.
- This is not a competing offer.
- Letter of Offer has been dispatched to all the equity shareholders of CTL whose names appear in its Register of Members on July 13, 2016, Wednesday, the Identified Date.
- The LoF along with the Form of Acceptance cum Acknowledgement is also available on SEBI's website, [www.sebi.gov.in](http://www.sebi.gov.in), BSE's website, [www.bseindia.com](http://www.bseindia.com) and the website of Manager the Offer, [www.corporateprofessionals.com](http://www.corporateprofessionals.com) and shareholders can also apply by downloading such forms from the website. Further, in case of non-receipt/non-availability of the Form of Acceptance, the application can be made on plain paper along with the following details:
  - In the case of Equity Shares held in physical form: Eligible Person(s) may participate in the Offer by confirming their consent to participate in this Offer on the terms and conditions as set out in the PA, DPS and LoF. They have to deliver Physical Share Certificates and other relevant documents along with the TRS to the Registrar to the Offer by Registered Post/Speed Post/Courier/Hand Delivery so as to reach to the Registrar within two (2) days from the Closing of the Offer.
  - In case of Equity Shares held in dematerialized form: Eligible Person(s) may participate in the Offer by approaching their respective Selling Broker and tender Shares in the Open Offer as per the procedure along with other details.
- Changes suggested by SEBI in their comments to be incorporated:
  - Revised and Original schedule of Activities

ACTIVITY	ORIGINAL	ACTUAL
	DATE AND DAY	DATE AND DAY
Public Announcement (PA) Date	March 29, 2016, Tuesday	March 29, 2016, Tuesday
Detailed Public Statement (DPS) Date	April 05, 2016, Tuesday	April 05, 2016, Tuesday
Last date for a competing offer	May 02, 2016, Monday	May 02, 2016, Monday
Identified Date*	May 11, 2016, Wednesday	July 13, 2016, Wednesday
Date by which LoF will be despatched to the shareholders	May 18, 2016, Wednesday	July 25, 2016, Monday
Issue Opening PA Date	May 24, 2016, Tuesday	July 26, 2016, Tuesday
Last date by which Board of TC shall give its recommendations	May 20, 2016, Friday	July 22, 2016, Friday
Date of commencement of tendering period (Offer Opening Date)	May 25, 2016, Wednesday	July 27, 2016, Wednesday
Date of expiry of tendering period (Offer Closing Date)	June 07, 2016, Tuesday	August 09, 2016, Tuesday
Date by which all requirements including payment of consideration would be completed	June 21, 2016, Tuesday	August 25, 2016, Thursday

\*Identified Date is only for the purpose of determining the names of the shareholders of the Target Company to whom the Letter of Offer would be sent.

- In para III of DPS dated April 05, 2016 the text "Assuming full acceptance in the Offer, the Acquirers will hold 13,889,909 (One Crore Thirty Eight Lacs Eighty Nine Thousand Nine Hundred and Nine) Equity Shares constituting 76.85% of the present share capital of the Target Company" should be read as the following "Assuming full acceptance in the Offer, the Acquirers will hold 13,889,909 (One Crore Thirty Eight Lacs Eighty Nine Thousand Nine Hundred and Nine) Equity Shares constituting 94.70% of the present share capital of the Target Company".
- The Open Offer will be implemented through Stock Exchange Mechanism made available by the Stock Exchanges in the form of separate window ("Acquisition Window") as provided under the SEBI (SAST) Regulations and SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 issued by SEBI. Acquirers have appointed Vineet Securities (Private) Limited ("Buying Broker") for the Open Offer through whom the purchases and settlement of Open Offer shall be made during the Tendering Period. The detailed procedure for tendering of shares is given in Para 8- Procedure for Acceptance and Settlement of the Letter of Offer.
  - Capitalized terms used in this announcement, but not defined, shall have the same meaning assigned to them in the PA, DPS and the LoF.

**MANAGER TO THE OFFER****Corporate Professionals**

WHERE EXCELLENCE IS LAW

**CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED**

CIN: U74899DL2000PTC104508

D-28, South Extn., Part-I, New Delhi - 110049

Contact Person: Mr. Manoj Kumar | Ms. Ruchika Sharma  
 Ph.: 91-11-40622228/ 91-11-40622248 | Fax: 91-11-40622201

Email: [manoj@indiapc.com](mailto:manoj@indiapc.com) | [ruchika.sharma@indiapc.com](mailto:ruchika.sharma@indiapc.com)

SEBI Regn. No: INM000011435

On behalf of Acquirers

(Yogen Khosla) Acquirer 1	For Indo Crediop Private Limited (Authorised Signatory) Acquirer 2
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Place: New Delhi  
 Date: July 26, 2016