

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 4,810,000 EQUITY SHARES FROM SHAREHOLDERS OF **M/S. POTENTIAL INVESTMENTS AND FINANCE LIMITED** (HEREINAFTER REFERRED AS “**TARGET COMPANY**”) HAVING ITS REGISTERED OFFICE AT A-3, NDSE, 3RD FLOOR, PART-I, NEW DELHI – 110049; TEL: 011-41070148; BY **MR. SAKET AGARWAL** RESIDING AT L-506, AGRASEN APARTMENTS, PLOT NO. 66, I P EXTENSION, DELHI – 110092 (HEREINAFTER REFERRED AS “**ACQUIRER**”) PURSUANT TO AND IN ACCORDANCE WITH REGULATION 3(1) AND 4 OF SEBI (SAST) REGULATIONS, 2011

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 to the Equity Shareholders of the Target Company (“Shareholders”) pursuant to, and in compliance with, amongst others, Regulation 3(1) and Regulation 4 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:** 4,810,000 (Forty Eight Lacs Ten Thousand) Equity Shares constituting 26.00% of the present issued subscribed and paid-up equity share capital of the Target Company.
- **Price/ consideration:** Rs. 14/- (Rupees Fourteen 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

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 be acquired		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	Share Purchase Agreement dated January 21, 2016	3,097,900	16.75%	Rs. 3.72	Cash	Regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011

3. ACQUIRER

Details	Acquirer	Total
Name of Acquirer	Mr. Saket Agarwal	NA
Address	L-506, Agrasen Apartments, Plot No. 66, I P Extension, Delhi – 110092	NA
Name(s) of persons in control /promoters of Acquirer	NA	NA
Name of the Group, if any, to which the Acquirer company belongs to	NA	NA

Pre Transaction shareholding (Number and % of total share capital) of Acquirer	3,800,000 Equity Shares 20.54% of the paid-up share capital of the Target Company.	3,800,000 Equity Shares 20.54% of the paid-up share capital of the Target Company.
Pre Transaction shareholding (Number and % of total share capital) of persons in control and relatives of Acquirer	Nil	Nil
Proposed shareholding (*) after the acquisition of shares which triggered the Open Offer	11,707,900 Equity Shares 63.29% of the paid-up share capital of the Target Company.	11,707,900 Equity Shares 63.29% of the paid-up share capital of the Target Company.
Any other interest in the TC	Other than the shareholding as disclosed above, the Acquirer does not have any other interest in the Target Company.	

4. DETAILS OF SELLING SHAREHOLDERS:

Name	Part of Promoter/promoter group (Yes/ No)	Details of shares/ voting rights held by the selling shareholders			
		Pre Transaction		Post Transaction	
		Number	%	Number	%
Mr. Manoj Gupta	Yes	40,000	0.22	Nil	NA
Mr. Vijay Kumar	Yes	32,900	0.18	Nil	NA
Mr. Kanav Gupta	Yes	1,500,000	8.11	Nil	NA
Mr. Saurabh Jindal	Yes	1,525,000	8.24	Nil	NA
Total		3,097,900	16.75	Nil	NA

5. TARGET COMPANY

Name	:	POTENTIAL INVESTMENTS AND FINANCE LIMITED
CIN	:	L74900DL1983PLC014972
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 any one Marathi national daily newspaper with wide circulation. The Detailed Public Statement shall be published on or before January 29, 2016.
- 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.

ISSUED ON BEHALF OF ACQUIRER BY MANAGER TO THE OFFER



CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED

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SEBI Regn. No: INM000011435

On Behalf of Acquirer

(Saket Agarwal)

Place: New Delhi

Date: January 21, 2016