

**PUBLIC ANNOUNCEMENT UNDER REGULATIONS 3 (1) AND 4 READ WITH REGULATION 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, (THE "SEBI (SAST) REGULATIONS")**

**FOR THE ATTENTION OF THE SHAREHOLDERS OF CAPITAL TRADE LINKS LIMITED.**

**Open Offer for acquisition of up to 12994800 Equity Shares, representing 26% of the total paid-up equity share capital of Capital Trade Links Limited, ("Target Company") from the Public Shareholders (as defined below) of the Target Company by Krishan Kumar & Sons (HUF) and Neeraj Kumar & Sons (HUF) ("Hereinafter collectively referred to as "Acquirers") for the purpose of this Open Offer.**

On December 03, 2013, the Acquirers signed a share purchase agreement ("**SPA**") with the Sellers/Promoters (as mentioned in paragraph 4 below) of the target company to acquire 8369000 equity shares constituting 16.74% of the fully paid up equity share capital of the Target Company along with complete control and management of the target company. Presently acquirers in aggregate holds 5071000 equity shares representing 10.15% of the total paid up share capital of Target Company. Consequently, the acquirers shall acquire substantial shares/ voting rights along with control over the management and affairs of the Target Company after the successful completion of open offer.

This Public Announcement ("**Public Announcement**" or "**PA**") is being issued by D & A Financial Services (P) Limited ("**Manager to the Offer**") for and on behalf of the acquirers to the equity shareholders of the Target Company excluding the parties to the SPA, persons acting in concert or deemed to be acting in concert with these parties ("**Public Shareholders**") pursuant to and in compliance with, amongst others, Regulation 3(1) and 4 of the SEBI (SAST) Regulations, 2011.

### **1. Offer Details**

- (a) **Size:** The Acquirers hereby make this open offer to the Public Shareholders of the Target Company to acquire up to **12994800** fully paid up equity shares of face value of Rs 1/- (Rupee One Only) each of the Target Company ("**Equity Shares**") constituting 26% of the fully paid up equity share capital of the Target Company ("**Offer Size**").
- (b) **Price / Consideration:** The Offer Price of Rs 1/- (Rupees One Only) per equity share is calculated in accordance with Regulation 8(2) of the SAST Regulations ("**Offer Price**"), aggregating to a consideration of up to Rs 12994800/- (Rupees One Crore Twenty Nine Lacs Ninty Four Thousand Eight Hundred Only Only) assuming full acceptance.

- (c) **Mode of Payment:** The Offer Price is payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.
- (d) **Type of Offer:** The Offer is in compliance with Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations.

**2. Transaction which has triggered the open offer obligations (Underlying Transaction)**

Details of Underlying Transaction						
Types of Transaction (direct/indirect)	Mode of Transaction (Agreement/Allotment/Market Purchase)	Shares / Voting rights acquired/ proposed to be acquired		Total Consideration of shares/ Voting Rights (VR) acquired (Rs. In Lakhs)	Mode of Payment (Cash / Securities)	Regulation which has triggered
		Number	% vis a vis total equity / Voting Capital			
Direct	Acquisition through SPA	8369000	16.74	8369000	Cash	Regulations 3(1) & 4 of the SEBI (SAST) Regulations

**3. Acquirers / PAC**

Details	Acquirer 1	Acquirer 2	Total
Name of Acquirer(s)/ PAC(s)	M/s Kishan Kumar & Sons (HUF)	M/s Neeraj Kumar & Sons (HUF)	2
Address	B-4, 2 <sup>nd</sup> Floor, Ashoka Niketan, New Delhi-110092	B-4, 1 <sup>st</sup> Floor, Ashoka Niketan, New Delhi-110092	-
Name(s) of persons in control/promoters of Acquirer/ PAC where Acquirer/PAC are Companies	N.A	N.A	-
Name of the Group, if any, to which the Acquirer/PAC belongs to	Nil	Nil	-
Pre Transaction shareholding <input type="checkbox"/> Number	2500000	2571000	Nil

□□% of total share capital	5.00	5.14	N.A
Proposed shareholding after the acquisition of shares which triggered the Open Offer	6879400 equity shares constituting 13.76% of the total paid up share capital of the Target Company.	6560600 equity shares constituting 13.13% of the total paid up share capital of the Target Company.	13440000 equity shares constituting 26.89% of the total paid up share capital of the Target Company.
Any other interest in the Target Company	Nil	Nil	No

#### 4. Details of Selling Shareholders (Together the “Sellers”)

Name of the Selling Shareholders	Part of promoter group (Yes/ No)	Details of shares / voting rights held by the selling shareholders			
		Pre Transaction		Post Transaction	
		Number of Shares	%	Number of Shares	%
Harish Chandra Agrawal	Yes	2686400	5.37	Nil	N.A
Rashmi Agrawal	Yes	933000	1.87	Nil	N.A
Harish Agrawal HUF	Yes	760000	1.52	Nil	N.A
Suresh Chand Agrawal	Yes	993400	1.99	Nil	N.A
Madhur Agrawal	Yes	1044200	2.09	Nil	N.A
Udit Agrawal	Yes	942000	1.88	Nil	N.A
Suresh Chand Agrawal (HUF)	Yes	1010000	2.02	Nil	N.A

#### 5. Target Company

(a) **Name:** Capital Trade Links Limited

(b) **Registered Office Address:** 101-102, First Floor, Rohit House, 3, Tolstoy Marg, Connaught Place, New Delhi-110001

(c) **Exchanges where listed:** The Equity Shares are listed on the Delhi Stock Exchange Limited.

## **6. Other Details**

- (a) The Detailed Public Statement (“**DPS**”) to be issued in accordance with Regulation 13(4) of the SAST Regulations shall be published by December 10, 2013. The DPS shall contain details of the Offer including the detailed information of the Offer Price, detailed information on the Acquirers / ~~PAG~~ and Target Company, detailed reasons for the Offer, statutory approvals required for the Offer, details of financial arrangements, other terms of the Offer, conditions to the Offer and conditions precedent to the SPA.
- (b) The Acquirers undertake that they are aware of and will comply with their obligations under the SAST Regulations and that they have adequate financial resources to meet their obligations under the Offer.
- (c) The Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SAST Regulations
- (d) This PA is not being issued pursuant to a competing offer in terms of Regulation 20 of the SAST Regulations
- (e) Completion of the Offer and the underlying transaction, as envisaged under the SPA, is subject to the satisfaction or waiver, if applicable, of the conditions precedent set out in the SPA, including receipt of required statutory approvals, if any.

**Issued by the Manager to the Offer on behalf of the Acquirers**



**Manager to the Offer**

**D & A FINANCIAL SERVICES (P) LIMITED**

13, Community Centre, East of Kailash,  
New Delhi – 110065.

Tel nos.: 011-26419079/ 26218274;

Fax no.: 011 - 26219491;

Email: dafspl@gmail.com

contact@dnafinserv.com

**Contact Person: Mr. Priyaranjan**

**Place: New Delhi**

**Date: December 03, 2013**

