



CIN-L65923DL1985PLC195299

Registered Office : 507 Courtyard, DLF Place, Saket, New Delhi – 110 017  
Phone : 011-41627007 E-mail : cs@capital-trust.com Web: www.capital-trust.com

## **NOTICE OF EXTRA ORDINARY GENERAL MEETING**

NOTICE is hereby given that the Extra-Ordinary General Meeting of the members of Capital Trust Limited will be held on Wednesday, the 23<sup>rd</sup> day of March, 2016 on 09.00 a.m. at 366 Sultanpur, New Delhi-110030 to transact the following business:

### **SPECIAL BUSINESS:**

#### **1. Reclassification of Authorised Share Capital and Consequent Alteration of Memorandum of Association.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution for reclassification of Authorised Capital of the company as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, under the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) the existing Authorised Share Capital of the Company of Rs. 18,00,00,000 (Eighteen Crores) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 3,00,00,000 (Rupees Three Crores) divided into 30,00,000 (Thirty lakhs) 18% Redeemable preference shares of Rs. 10/- (Rupees Ten Only) each be and is hereby reclassified to Rs. 18,00,00,000 (Eighteen Crores) divided into 1,80,00,000 (One Crore Eighty Lakhs) Equity shares of Rs. 10/- (Rupees Ten Only) each.”

**“RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised Share Capital of the Company is Rs. 18,00,00,000 (Eighteen Crores Only) divided into 1,80,00,000 (One Crore Eighty Lakhs) Equity shares of face value Rs. 10/- (Rupees Ten Only) each.”

#### **2. Increase in the Authorised Share Capital and consequent alteration of the Capital Clause in the Memorandum of Association of the Company.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED that** pursuant to the provisions of Section 13 sub-section (1), read with Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) Authorised Share Capital of the Company be and is hereby increased from the existing Rs. 18,00,00,000 (Eighteen Crores) divided into 1,80,00,000 (One Crore Eighty Lakhs) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) to Rs. 19,00,00,000 (Rupees Nineteen crores) divided into 1,90,00,000 (One crore Ninety lakhs) Equity Shares of Rs. 10/- (Rupees ten only) each, by creation of additional 10,00,000 (Ten lakhs) Equity Shares of Rs. 10/- (Rupees ten only) each.”

**“RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised Share Capital of the Company is Rs. 19,00,00,000 (Rupees Nineteen Crores only) divided into 1,90,00,000 (One Crores Ninety Lakhs) Equity Shares of Rs. 10/- (Rupees ten only) each.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate.”

#### **3. To issue Equity Shares on preferential basis to Non-Promoter.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

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“RESOLVED THAT in accordance with:

- a) the provisions of sections 42, 62 and other relevant provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014,
- b) the clauses of the Listing Agreement/Listing Regulations executed by the Company with the BSE Limited where the equity shares of the Company are listed and traded,
- c) the provisions of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force),
- d) the relevant provisions of the Memorandum and Articles of Association of the Company,
- e) other applicable rules, regulations, statutes, notifications, clarifications and/or guidelines, if any, of SEBI , RBI, Government of India, Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce and Industry (Foreign Investment Promotion Board/ Secretariat for Industrial Assistance) and such other authorities as may be applicable; and subject to
- f) the requisite approvals, consents, permissions or sanctions (if any), as may be required to be obtained from any banks or financial institutions or any regulatory authority, wherever necessary,
- g) the provisions of Foreign Exchange Management Act, 1999, as amended including the Foreign Exchange Management (Transfer or Issue of Security by a person resident outside India) Regulations, 2000 as amended from time to time,
- h) further subject to such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of the statutory or regulatory authorities including the BSE Limited which the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) be and is hereby authorised to accept,
- i) subject to such conditions and modifications as may be considered appropriate by the Board;

consent and approval of the Company be and is hereby accorded to create, offer, issue and allot up 30,75,000 (Thirty Lakhs Seventy Five Thousand) Equity shares (“Issue Shares”) of Rs. 10 each, on a preferential basis for cash at a price of Rs. 217/- (Rupees Two Hundred Seventeen Only) per Issue Share aggregating upto Rs. 66,72,75,000/- (Rupees Sixty Six Crore Seventy Two Lakhs Seventy Five Thousand Only), including premium of Rs. 207/- (Rupees Two Hundred Seven Only) per Issue Share, to the below mentioned proposed non –promoters allottees (“Investors” and individually “Investor”) in accordance with the provisions of the SEBI (ICDR) Regulations on such terms and conditions and in such manner, as the Board may, in its discretion, think fit (“Preferential Issue”);

Sr. No	Name of the proposed allottee	PAN	Category	No. of Equity Shares to be proposed	Consideration Payable (Rs.)
1	Lighthouse Emerging India Investors Limited	AACCL9792P	Non-Promoter - Foreign Bodies Corporate	28,25,000	61,30,25,000
2	EmkayFincap Limited	AABCE4672Q	Non-Promoter- Bodies Corporate	1,25,000	2,71,25,000
3	Seven Hills Capital	ACYFS1942H	Non-Promoter - Partnership Firm	1,25,000	2,71,25,000
	<b>Total</b>			<b>30,75,000</b>	<b>66,72,75,000</b>

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**RESOLVED FURTHER THAT** the allotment of the Issue Shares pursuant to this resolution shall be made within 15 days from the date of receipt of approval of the shareholders, provided that where the allotment of the said Issue Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of grant of such approval.

**RESOLVED FURTHER THAT** the price of the Issue Shares has been calculated in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations. 'Relevant Date' for the purpose of calculating the price of the Issue Shares is **February 22, 2016** the date which is 30 days prior to the date of shareholders meeting for approving the preferential issue.

**RESOLVED FURTHER THAT** the allotment of the Issue Shares shall be made in dematerialized form.

**RESOLVED FURTHER THAT** the Issue Shares so issued and allotted as above shall be locked in as per the provisions of Chapter VII of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the Issue Shares shall be listed on the stock exchange, where the existing equity shares of the Company are listed.

**RESOLVED FURTHER THAT** the Issue Shares so issued by the Company to the Investor on a preferential basis, shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects, including as to dividend.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do and carry out all such acts, deeds, matters and things as it may in its sole discretion deem necessary for such purpose, including without limitation, appointment of consultants, solicitors, scrutinizers or any other agencies as may be required, and entering into arrangements for listing, trading, depository services and such other arrangements and agreements as may be necessary, with full powers to settle any question, difficulty or doubt that may arise at any time in relation to the issue or allotment of said Issue Shares and utilisation of issue proceeds thereof.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the preferential issue, the Chief Executive Officer and the Chief Financial Officer of the Company be and are hereby authorised severally on behalf of the Company, to sign all documents and settle all questions, difficulties, or doubts that may arise in regard to the issue, offer and allotment of the securities and utilization of the issue proceeds as they may in their absolute discretion deem fit, including but not limited to seeking listing of the Issue Shares on the relevant stock exchange as appropriate, opening bank accounts on behalf of the Company, making, amending and finalizing all applications for any approvals, consents or permissions as may be considered necessary, proper and expedient, making disclosures to the stock exchange where the securities of the Company are listed, including sub-delegating the above powers any committee of the Board, any other director or officer of the Company, to the extent deemed necessary and expedient, to form a Committee and /or delegate all or any of their powers to any committee of directors (including any officer(s) of the Company) and are authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary or desirable for such purpose in the best interest of the Company to give effect to the aforesaid resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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**NOTES :**

1. **A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The proxy form in order to be effective must be deposited with the Company not less than 48 hours before the time fixed for commencement of the Meeting. The proxy form is enclosed herewith the Notice.**
2. Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extraordinary General Meeting.
3. Members/Proxies attending the meeting are requested to bring the Attendance Slip (duly completed) to the Meeting.
4. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto and forms part of notice.
5. Members, who have registered their email addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of EGM by email and others are being sent by post.
6. In accordance with provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means (“e-voting”) to its members. The Company has engaged the services of NDSL to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner. It may be noted that this e-voting facility is optional. The e-voting facility will be available during the following voting period:

**E-voting: 20.03.2016 to 22.03.2016**

**Timings: From 09.00 am To 05.00 pm**

During the e-voting period, Shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the recorded date may cast their vote electronically. The record date for the purpose of e-voting is March 16, 2016.

7. The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail IDs with the Company along with physical copy of the notice. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by e-mail.
8. The Company has appointed Ms. Atima Khanna, Practicing Company Secretary (Membership No. A – 28463 & CP No. 10296), M/s A.K & Associates, Company Secretaries, as 'scrutinizer' (the “Scrutinizer”), for conducting the e-voting process for the Extraordinary General Meeting in a fair and transparent manner.

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**ANNEXURE TO THE NOTICE**

**EXPLANATORY STATEMENT TO BE ANNEXED TO THE NOTICE  
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item 1: Reclassification of Authorised Share Capital and Consequent Alteration of Memorandum of Association.**

The present authorised capital of the Company is Rs. 18,00,00,000 (Eighteen Crores) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 3,00,00,000 (Rupees Three Crores) divided into 30,00,000 (Thirty lakhs) 18% Redeemable preference shares of Rs. 10/- (Rupees Ten Only) each.

A separate proposal for Preferential Issue of 30,75,000 (Thirty Lakhs Seventy Five Thousand) Equity Shares of face value of Rs. 10 each has been submitted for the approval of Shareholders under item no. 3 of this Notice. The preference capital component of authorised capital is sought to be reclassified to enable this issue.

As per the provisions of Sections 13 of the Companies Act, 2013, a Company can alter the Share Capital Clause of its Memorandum of Association with the consent of Shareholders.

On reclassification of authorised capital, it would be necessary to amend Clause V of the Memorandum of Association. The Resolution seeks approval of Members to reclassify the Share Capital and to amend the said Clause.

The Board of Directors recommends the passing of this Resolution by special resolution. None of the Directors / key managerial persons of the Company or their relatives is interested, financially or otherwise, in the aforesaid resolution

**Item 2: Increase in the Authorised Share Capital and alteration of the Capital Clause in the Memorandum of Association of the Company.**

In light of the above item no. 1, the preference capital component of authorised capital is sought to be reclassified into equity shares and it is proposed to increase the authorised share capital from the existing 18,00,00,000 (Eighteen Crores) divided into 1,80,00,000 (One Crore Eighty Lakhss) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) to Rs. 19,00,00,000 (Rupees Nineteen crores) divided into 1,90,00,000 (One crore Ninety lakhs) Equity Shares of Rs. 10/- (Rupees ten only) each, by creation of additional 10,00,000 (Ten lakhs) Equity Shares of Rs. 10/- (Rupees ten only) each.

The Resolution seeks approval of Members to increase the Share Capital and to amend the said Clause.

The Board of Directors recommends the passing of this Resolution by ordinary resolution. None of the Directors / key managerial persons of the Company or their relatives is interested, financially or otherwise, in the aforesaid resolution.

**Item No. 3 To issue Equity Shares on preferential basis to Non-Promoter.**

Your Company's business is growing and the funds are required by the Company for meeting its capital requirements and permissible business investments as allowed under applicable laws.

It is proposed to raise funds by issue of equity shares through preferential allotment subject to statutory approvals and compliances as may be required to be obtained and complied with under applicable laws in India.

The Board at its meeting held on **25th February, 2016** approved the proposed issue of up to 30,75,000 (Thirty Lakhs Seventy Five Thousand) equity shares of face value Rs. 10 each, on a preferential basis for cash at a price of Rs. 217/- (Rupees Two Hundred Seventeen Only) per Issue Share aggregating upto Rs. 66,72,75,000/- (Rupees Sixty Six Crore Seventy Two Lakhs Seventy Five Thousand Only), including premium of Rs. 207/- (Rupees Two Hundred Seven Only) per Issue Share, to the below mentioned proposed non –promoters allottees (“Investors” and individually “Investor”) in accordance with the provisions of the SEBI (ICDR) Regulations on such terms and conditions and in such manner, as the Board may, in its discretion, think fit (“Preferential Issue”);

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Sr. No	Name of the proposed allottee	PAN	Category	Pre-Holding (%)	No. of Equity Shares to be proposed	Consideration Payable (Rs.)	Post-Holding (%)
1	Lighthouse Emerging India Investors Limited	AACCL9792P	Non-Promoter - Foreign Bodies Corporate	0	28,25,000	61,30,25,000	24.41%
2	EmkayFincap Limited	AABCE4672Q	Non-Promoter-Bodies Corporate	0	1,25,000	2,71,25,000	1.08%
3	Seven Hills Capital	ACYFS1972H	Non-Promoter - Partnership Firm	0	1,25,000	2,71,25,000	1.08%
	<b>Total</b>			<b>0</b>	<b>30,75,000</b>	<b>66,72,75,000</b>	<b>26.57%</b>

The proposed issue and allotment of the Issue Shares will *inter-alia* be governed by the Companies Act, 2013 read with the rules framed there under (including any statutory modification or re-enactment thereof for the time being in force), the articles of association of the Company, the listing agreement entered into between the Company and BSE Limited where the equity shares of the Company are listed, the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 (“**SEBI ICDR Regulations**”) as amended from time to time and the terms of the Investment Agreement.

The issuance of the Issue Shares to the Investors on a preferential basis will be subject to customary conditions including applicable governmental and regulatory approvals and other third party approvals. The satisfaction of these conditions is not necessarily within the control of the Company. The Issue Shares allotted to the Investor shall rank *pari-passu* with all other equity shares of the Company in respect of all rights including dividend.

The Company submits the following information for taking appropriate decision for approval of the proposed resolution set out in Item No. 3 of the Notice of the meeting by way of **Special Resolution**:

a	The objects of the above preferential issue	The Company’s business is growing and the funds are required by the Company for meeting its capital requirements and permissible business investments as allowed under applicable laws.
b	The proposal of the promoters, directors or key managerial personnel of the issue to subscribe to the offer	Promoters, Directors or Key Managerial Personnel do not intend to subscribe to the offer.
c	The shareholding pattern of the issuer before and after the preferential issue	As given below:-

Category	Pre Preferential Issue		Post Preferential Issue	
	No. of Shares held	% age of Share holding	No. of Shares held	% age of Share holding (Approx.)
Promoter (A)	6097909	71.74	6097909	52.69
Public (B)	2402091	28.26	5477091	47.31
Total (A+B)	8500000	100.00	11575000	100.00
Non-Promoter Non Public (C)	-	-	-	-
Grand Total (A)+(B)+(C)	8500000	100.00	11575000	100.00

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d	The time within which the preferential issue shall be completed	The issue and allotments under preferential issue process is to be completed within the statutory time limits prescribed by the regulatory authorities from the date of this meeting subject to all the necessary approvals being in place.		
e	The identity of (the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control) the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue	<b>Name of the Proposed Allottee and address</b>	<b>Post Issue Holdings</b>	<b>Natural persons who are the ultimate beneficial owners / ultimately controlling the proposed allottee</b>
		Lighthouse Emerging India Investors Limited C/o Minesh Shah & Co. Suite 12A/143rd Floor, Commerce Center Building, 78 Tardeo Road, Mumbai, Maharashtra-400034	24.41%	Is a wholly owned subsidiary of India 2020 Fund Ila SEBI registered FII. There is no natural person/ individual who are ultimately holding greater than or equal to 25% beneficial ownership interest directly/indirectly in the entity.
		EmkayFincap Limited The Ruby, 7th Floor, Senapati Bapat Marg, Dadar West, Mumbai-400028, India	1.08%	99.99% is held by Emkay Global Financial Services Limited. Emkay Global Financial Services Limited is listed on BSE Limited and National Stock Exchange of India Limited.
		Seven Hills Capital 4D, 4th Floor, Hamam House, Ambalal DoshiMarg, Fort, Mumbai-400023, India	1.08%	Krishnakumar Murlidhar Karwa, Priti Krishnakumar Karwa, Raunak Krishnakumar Karwa & Krishnakumar Karwa HUF
		The allotment would not result in any change in the control or management of the affairs of the Company		
f	An undertaking that the issuer shall re-compute the price of the specified securities in terms of the provisions of these regulations where it is required to do so	As the shares of the Company are listed with the BSE Limited for more than six (6) months, the same is not applicable to the Company.		
g	An undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees.	As the shares of the Company are listed with the BSE Limited for more than six (6) months, the same is not applicable to the Company.		
h	Relevant Date	The Relevant Date shall be February 22, 2016 which is 30 days prior to the date of Shareholders Meeting for approval of the preferential allotment.		
i	Pricing of the issue	The equity shares shall be priced at Rs. 217/- per equity share as per the provisions of Chapter VII of the SEBI ICDR Regulations.		

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j	Payment and conversion terms	Full consideration shall be paid by the allottees before the time of allotment of such shares.
k	Auditor's Certificate	A copy of the Auditor's certificate certifying the compliance with SEBI (ICDR) Regulations, will be placed before the shareholders at the meeting and will also be open for inspection at the Registered Office of the Company from 11.00 a.m. to 2.00 p.m. on any working day upto the date of the meeting.
l	Lock In	The Issue shares to be allotted on preferential basis shall be locked-in as prescribed under the provisions of Chapter VII of the SEBI ICDR Regulations.
m	The total number of shares or other securities to be issued	30,75,000 Equity Shares of face value of Rs 10/-each.
n	The change in control, if any, in the company that would occur consequent to the preferential offer	The allotment of Issue Shares would not result in any change in the control or management of the affairs of the Company.
o	The allotment of Issue Shares would not result in any change in the control or management of the affairs of the Company.	Not Applicable
p	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not Applicable
q	The class or classes of persons to whom the allotment is proposed to be made	Non promoter & Non-QIBS

The consent of the members is now being sought under Section 42 and 62 of the Companies Act, 2013 read with rules framed there under, Chapter VII of the SEBI ICDR Regulations, and provisions of the listing agreement executed by the Company with the BSE Limited where the equity shares of the Company are listed.

None of the Directors and Key Managerial Personnel along with their relatives may be deemed to be concerned or interested in the aforesaid resolution except to the extent of their shareholding, if any.

The Board of Directors of the Company believes that the aforesaid preferential issue is in the best interest of the Company and hence, recommends the special resolution for the approval of the shareholders.

**By Order of the Board  
For CAPITAL TRUST LIMITED**

Place: New Delhi  
Date: 25.02.2016

**Tanya Sethi**  
COMPANY SECRETARY

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