



(CIN-L65923DL1985PLC195299)

December 18, 2021

To,

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001
Scrip code: 511505

The National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051
Symbol: CAPTRUST

Sub: Intimation of Scheme of Amalgamation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30, read with Schedule III, of the SEBI Listing Regulations, we wish to inform you that the Board of Directors of the Company has considered and approved the Scheme of amalgamation of Capital Trust Microfinance Private Limited and Capital Trust Housing Finance Private Limited (“Transferor Companies”) with Capital Trust Limited (“Transferee Company”) under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Scheme”).

Capital Trust Microfinance Private Limited and Capital Trust Housing Finance Private Limited are wholly owned subsidiaries of Capital Trust Limited.

The Scheme is subject to necessary statutory and regulatory approvals including the approvals of National Company Law Tribunal, the Shareholders and Creditors of each of the companies.

The disclosure required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 is enclosed as Annexure A to this intimation.

For Capital Trust Limited

A handwritten signature in blue ink, appearing to read "Tanya Sethi", is positioned above the typed name.

Tanya Sethi
Company Secretary



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Annexure A

Disclosure of information pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Amalgamation of Capital Trust Microfinance Private Limited and Capital Trust Housing Finance Private Limited (“Transferor Companies”) with Capital Trust Limited (“Transferee Company”)

S. No	Particulars						
1.	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.						
1.1	<p>Details of Transferor Company -1</p> <p>Capital Trust Housing Finance Private Limited or the Transferor Company 1 is a private limited company incorporated under the provisions of Companies Act, 2013 (“2013 Act”) on 23rd March 2017 bearing CIN U67200DL2017PTC314968 and having its registered office situated in the NCT of Delhi at 205, Centrum Mall, Sultanpur, MG Road, New Delhi-110030.</p> <p>The Transferor Company 1 is a wholly-owned subsidiary of the Transferee Company</p>						
1.2	<p>Details of Transferor Company -2</p> <p>Capital Trust Microfinance Private Limited or the Transferor Company 2 is a private limited company incorporated under the provisions of 1956 Act on 1st August, 1990 bearing CIN U65921DL1990PTC287461 and having its registered office situated in the NCT of Delhi at 205 Centrum Mall, Sultanpur, MG Road New Delhi-110030.</p> <p>The Transferor Company 1 is a wholly-owned subsidiary of the Transferee Company</p>						
1.3	<p>Details of transferee company</p> <p>Capital Trust Limited or Transferee Company is a listed public limited company incorporated under the provisions of Companies Act, 1956 (“1956 Act”) on 23rd August, 1985 bearing corporate identification number (“CIN”) L65923DL1985PLC195299 and having its registered office situated in the National Capital Territory (“NCT”) of Delhi at 205, 2nd Floor, Centrum Mall, Sultanpur, MG Road New Delhi-110030.</p>						
1.4	<p>Details of net worth and revenue of the Transferee Company and the Transferor Companies</p> <p style="text-align: right;">Rs.in Lakhs</p> <table border="1" style="width: 100%;"> <thead> <tr> <th>Name of companies</th> <th>Networth as on 31.03.2021</th> <th>Turnover as on 31.03.2021</th> </tr> </thead> <tbody> <tr> <td>Capital Trust Limited</td> <td>13018.24</td> <td>11286.66</td> </tr> </tbody> </table>	Name of companies	Networth as on 31.03.2021	Turnover as on 31.03.2021	Capital Trust Limited	13018.24	11286.66
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Capital Trust Limited	13018.24	11286.66					



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	Capital Trust Housing Finance Private Limited	1446.96	190.16
	Capital Trust Microfinance Private Limited	3581.90	803.76
2	<p>Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”</p> <p>Both the Transferor Companies are wholly-owned subsidiaries of the Transferee Company. The proposed merger does not fall within the purview of related party transactions in view of General Circular No. 30/2014 dated July 17, 2014 issued by the Ministry of Corporate Affairs and since the same is subject to the sanction of the National Company Law Tribunal. Further, pursuant to Regulation 23(5)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the related party transaction provisions are not applicable to the Proposed Scheme of Amalgamation.</p>		
3	<p>Area of business of the entity(ies)</p>		
3.1	<p>Capital Trust Housing Finance Private Limited, Transferor Company 1, was incorporated to engage in the business of housing finance, however, due to certain reasons the approval from National Housing Bank, required for carrying on the business of housing finance could not be obtained.</p>		
3.2	<p>Capital Trust Microfinance Private Limited, Transferor Company 2 is engaged in Microfinance business and is registered with RBI as NBFC-Micro Finance Company non deposit systemically important.</p>		
3.3	<p>Capital Trust Limited, Transferee Company is a Non Deposit taking-Systemically Important (ND-SI) Non-Banking Financial Company (“NBFC”) registered with the Reserve Bank of India (“RBI”) and engaged in the business of providing loan to Micro and Small Enterprises. The primary focus of the Transferee Company was on the business of providing enterprise loans to Micro and Small Enterprises. However, in recent years and due to technological changes in society, currently, the Transferee Company’s business is to provide financial services to underserved India by merging fintech and traditional financing business.</p>		
4	<p>Rationale for amalgamation/ merger:</p> <p>The business activities of the Transferor Companies are ancillary and incidental to the main business operations of the Transferee Company. Amalgamation would result in the following benefits to the Transferee Company:</p> <ul style="list-style-type: none"> i. Optimum and efficient utilization of resources either in form of assets and sharing of ancillary facilities; ii. Benefit of obtaining synchronization of synergies; iii. Structured, sharper and better management focussing on holistic growth of the businesses; 		

	<ul style="list-style-type: none"> iv. Rationalizing multiple subsidiaries in the group to ensure optimized legal entity structure more aligned with the business by reducing the number of legal entities and re-organizing the legal entities in the group structure; v. Significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by the Transferor Companies and the Transferee Company; vi. Concentrated effort and focus by the management to grow the business by eliminating duplicative communication and burdensome co-ordination efforts across multiple entities; vii. Cost saving by way of reduction of overheads, administrative, managerial and other expenditure and to bring about operational rationalization and efficiency; and viii. Synchronization of efforts to achieve uniform corporate policy and ease in decision making at the group level of the Transferee Company. ix. Further, there is no adverse effect of this Scheme on the directors, key management personnel, promoters, non-promoter members, creditors and employees of the Companies and the same would be in the best interest of all stakeholders.
5.	<p>In case of cash consideration – amount or otherwise share exchange ratio:</p> <p>Since, the Transferor Companies are the wholly owned subsidiaries of the Transferee Company, accordingly, upon the Scheme becoming effective, all the equity shares as held by the Transferee Company in the Transferor Companies either by itself or through its subsidiaries / nominees shall stand cancelled and extinguished. Therefore, there will be no issue and allotment of shares as consideration by the Transferee Company to the shareholders of the Transferor Companies upon coming into effect of the Scheme. The investments in the shares of the Transferor Companies, appearing in the books of account of Transferee Company shall, without any further act or deed, stand cancelled.</p>
6	<p>Brief details of change in shareholding pattern (if any) of listed entity</p> <p>There will not be any change in the shareholding pattern of the Transferee Company pursuant to the Scheme of Amalgamation as the Transferor Companies is a wholly-owned subsidiaries of the Transferee Company.</p>