

**OFFER OPENING PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF
EQUITY SHAREHOLDERS OF
POTENTIAL INVESTMENTS AND FINANCE LIMITED**

CIN: L74900DL1983PLC014972

Registered Office: A-3, NDSE, 3rd Floor, Part-I, New Delhi - 110049;

Tel No.: 011-41070148 and Fax: 011-41070148;

E-mail Id: info@potentialindia.net; Website: www.potentialindia.net;

**Open Offer for acquisition of 4,810,000 Equity Shares from the Shareholders of
M/s. Potential Investments and Finance Limited
by Mr. Saket Agarwal (Hereinafter referred to as "Acquirer")**

This Advertisement is being issued by **Corporate Professionals Capital Private Limited**, for and on behalf of **Mr. Saket Agarwal** (Hereinafter referred to as "**Acquirer**") pursuant to Regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in respect of the Takeover Open Offer to acquire shares of **M/s. Potential Investments and Finance Limited ("PIFL"/ "Target Company")**. The Detailed Public Statement with respect to the aforementioned offer was made on January 29, 2016 in Financial Express (English) (All Editions), Jansatta (Hindi) (All Editions) and Mahanayak (Marathi) (Mumbai).

- Offer Price: Rs. 14.00/- 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 April 11, 2016, Monday.
- This is not a competing offer.
- Letter of Offer has been dispatched to all the equity shareholders of PIFL whose names appear in its Register of Members on March 30, 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, BSE's website, www.bseindia.com and the website of Manager the Offer, 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 can participate by submitting an application to the Selling Broker in Form of Acceptance or on the plain paper giving details regarding their Shareholding and requisite documents as mentioned in the LoF.
 - 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	January 21, 2016, Thursday	January 21, 2016, Thursday
Detailed Public Statement (DPS) Date	January 29, 2016, Friday	January 29, 2016, Friday
Last date for a competing offer	February 22, 2016, Monday	February 22, 2016, Monday
Identified Date*	March 02, 2016, Wednesday	March 30, 2016, Wednesday
Date by which LoF will be dispatched to the shareholders	March 10, 2016, Wednesday	April 06, 2016, Wednesday
Issue Opening PA Date	March 16, 2016, Wednesday	April 13, 2016, Wednesday
Last date by which Board of TC shall give its recommendations	March 14, 2016, Monday	April 11, 2016, Monday
Date of commencement of tendering period (Offer Opening Date)	March 17, 2016, Thursday	April 18, 2016, Monday
Date of expiry of tendering period (Offer Closing Date)	April 01, 2016, Friday	May 02, 2016, Monday
Date by which all requirements including payment of consideration would be completed	April 21, 2016, Thursday	May 16, 2016, Monday

*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.

- 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. The Acquirer has appointed **M/s. Integrated Master 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@indiapcp.com | ruchika.sharma@indiapcp.com

SEBI Regn. No: INM000011435

On behalf of Acquirer

Saket Agarwal

Place: New Delhi

Date: April 13, 2016