## **Yatra Capital Limited**

("Yatra Capital" or "the Company")

# Dealings in First Indian real estate Company to list on Euronext commenced today

Dealings in the shares of Yatra Capital Limited, a company established to invest in and profit from the rapidly growing Indian real estate market, commenced today (Wednesday 6 December 2006) on Euronext under the symbol YATRA. Yatra Capital will be both the first India focussed investment company and the first Jersey incorporated company to list on Eurolist by Euronext Amsterdam N.V. The Company has raised €100 million which when leveraged will provide Yatra Capital with around €200 million of funds to invest.

Yatra Capital has been established to provide international investors with an opportunity to capitalise on the real estate market in India, where the directors believe there are significant opportunities arising from the Indian Government's recent liberalisation of the foreign direct investment guidelines, coupled with the rapid growth of the Indian economy. Yatra Capital will target capital growth for its investors in excess of 25% per annum through the ownership, development and sale of high quality residential, commercial and retail properties in India. Investments will be diversified across different asset classes and locations in India with a primary focus on tier II and tier III cities. The Company will also consider select strategic opportunities in tier I cities where the directors believe there is value to be gained.

The Company will be advised by Saffron Capital Advisors ("Saffron" or "the Advisor"), an asset management advisory firm dedicated to Indian real estate. Through its extensive network in India, Saffron has already established a pipeline of potential investments for the Company with a value of around €390 million and expects the Company to be fully invested in around 12-18 months.

## **SAFFRON**

Saffron was established by Ajoy Veer Kapoor and Rohin Shah in May 2006. Both Ajoy and Rohin are also on the board of Yatra Capital. Be tween them, they have a combined experience of over 45 years in international real estate and finance and a

thorough knowledge of and extensive network of contacts amongst the key players in the Indian real estate market.

Ajoy is an entrepreneur and banker with a career spanning over 25 years, with global exposure to real estate investment, development and management. Ajoy's last two assignments were Global Head, Strategy & Implementation, Corporate Real Estate at HSBC in the UK, prior to which he was Regional Head, India, in charge of Corporate Real Estate & Strategic Sourcing as member of the India Management Committee of Standard Chartered Bank.

Rohin is a chartered surveyor and managing director of Meghraj Properties Limited in London, where he is currently responsible for a portfolio of UK commercial property with a value in the region of £750 million. He has been involved with the Indian property markets since 1992. In 1995, he established Trammell Crow Meghraj, (formerly Chesterton Meghraj), where he remains a shareholder and director. Trammell Crow Meghraj was one of India's first overseas property consultants, which now has over 850 staff spread across ten offices located in Delhi, Mumbai, Bangalore, Kolkata, Chennai, Hyderabad, Pune, Chandigarh, Kochi and Coimbatore.

Whilst Yatra Capital is the first investment company to be established by the Advisor, Saffron is also the investment advisor and manager to another India focussed real estate company, Eredene Capital PLC, which is listed on the AIM market of the London Stock Exchange.

#### THE BOARD

The Company has a strong board of non-executive directors, which is represented, by Sir Nigel Broomfield and well respected figures in the European property market including David Hunter and Malcolm King.

Sir Nigel Broomfield is a current non-executive director of the Smith's Group and Cable & Wireless (Jersey). Formerly he was HM Government's former Ambassador to Germany and represented the Foreign and Commonwealth Office in New Delhi. David Hunter is the former President of the British Property Federation and led the property industry delegation, which negotiated the introduction of REITs with the British Government. More recently he has been responsible for £6.5 billion of property development and investment in the UK and Europe with Arlington Property

investors. Malcolm King is the former senior partner and international chairman of King Sturge and is currently a non-executive of Redrow plc.

(Further details of their experience along with full biographies of the remainder of the

Board are attached.)

Commenting on the Placing, David Hunter, non-executive director of Yatra

Capital said: "To have raised €100 million from such a select group of blue chip

investors is a strong indication of the strength and depth of the relevant experience of

the Board, coupled to Saffron's unquestionable expertise and credentials of operating

in the Indian real estate market; the latter of which I believe are of huge benefit to the

Company."

Ajoy Veer Kapoor, director of Yatra Capital and managing director of Saffron

added: "We are extremely excited that Yatra is the first India focussed real estate

company to list on Euronext and is breaking new ground by also being the first

Jersey registered company on the market.

"We believe the Indian real estate market represents an enormous opportunity for

investors. However, the key ingredients to creating shareholder value is to have a

deep-rooted knowledge of the local market with a substantial network of contacts on

the ground and an absolute understanding of the complexities of this dynamic

market. Through its management, Saffron has strengths in both these fields. "

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#### Restrictions

An offer, sale or transfer of Ordinary Shares and the dispersal of the prospectus may be subject to legal restrictions in certain jurisdictions. It is the responsibility of any person or persons in possession of a Prospectus and wishing to purchase Ordinary Shares to inform themselves of, and to observe such restrictions. Potential purchasers of Ordinary Shares need to get acquainted with such restrictions and to abide therewith. Yatra Capital and its advisers do not accept any liability for violation of such restrictions.

### **Notes to Editors**

#### **Overview of the Company**

The Indian economy has grown on average at over 6% per annum in the last few years. The impact of this economic growth on Indian real estate has been dramatic, with the sector expected to grow from US \$12bn today to over US \$40bn in the next five years.

The capital of the Company will be used to establish a seven year real estate opportunity fund to invest in and profit from the rapidly growing real estate sector in the buoyant Indian economy, and to take advantage of recent changes resulting from India's liberalisation programme which for the first time allows for direct foreign investment ("FDI") in the Indian property sector.

It is intended that the Company will be invested in various asset classes across the real estate sector – including residential, commercial, IT, retail, hospitality and healthcare, but with a focus on residential and integrated development projects falling within the current FDI guidelines in urban centres throughout India.

The aim will be for the Company to benefit its investors by making investments that present scope for value accretion, and by returning an IRR of at least 25%.

The Advisory Group and Investment Committee have significant experience in real estate development and investment, both internationally and within India. This experience, when applied to the opportunities in the market, should enable investors in the Company to achieve an exceptional investor return.

The total size of the Company is anticipated to be €100 million. External borrowing at investment level is likely to increase the total funds to be applied by the Company to around €200 million.

## **Investment Objective and Policies of the Company**

The primary objective for the Company will be to achieve capital growth for its investors in excess of 25% per annum through the development, ownership and exploitation of high quality residential, commercial and retail properties in India. Investments will be diversified across different asset classes and locations within India, between shorter-term development and longer-term development and yield-based opportunities, with a blend of projects offering differing risk-reward relationships, and projects involving more active and more passive involvement.

### **Advisory Group**

The Advisor and its management team combine real estate experience both within India and internationally, and a proven history of value creation. Excellent relationships have already been put in place with key stakeholders within the Indian real estate sector. The Advisor has access to a strong flow of Indian real estate investment opportunities with the potential to create significant returns for investors through its network of relationships in the sector, and has already identified a number of potential investment targets requiring funds in the region of €390 million.

## **Distributions, Dividend Policy and Exit**

It is intended that the Company will be wound-up after seven years. Funds returned to the Company before then may be returned to shareholders by way of dividend or other capital distribution, or may be reinvested at the discretion of the Board. Shareholders may also achieve an "exit" through disposal of their shares via Eurolist by Euronext.

#### Fees and Expenses

The Advisory Group will be paid annual advisory fees of 2% of capital commitments made to K2 Property. The Advisor will also be entitled to a 20% share of all profits of the Company once investors have achieved their 11% IRR hurdle return on capital

#### **Directors and Senior Management**

## **Directors of the Company**

The Directors of the Company, all of whom are non-executive, are as follows:

### Sir Nigel Broomfield, non-executive director, aged 69

Sir Nigel Broomfield joined the Army from Cambridge University in 1959 and retired in 1969.

He joined the Foreign and Commonwealth Office in 1969 and served in London, Bonn, Moscow and New Delhi before becoming Ambassador in East Berlin from 1988 to 1990 at the time of the fall of the Berlin Wall. He served as Ambassador to united Germany from 1993 to 1997.

On retiring from the FCO, Sir Nigel became Director of the Ditchley Foundation near Oxford, a private charity engaged in organising high level conferences on political, economic and social issues. He retired from Ditchley in 2004 and moved to live in Jersey with which he has had associations for over 40 years.

Sir Nigel in a non-executive director of the Smiths Group plc, of Cable & Wireless (Jersey), and is President of the German/British Chamber of Commerce and Industry in London. Since 2005 he has been chairman of Leonard Cheshire.

#### David Hunter, non-executive director, aged 52

David was one of the UK's leading property fund managers over a 20 year period up to 2005, with an exceptional track record of building and running Fund Management businesses. In recent years, he was responsible for 6.5 billion in the UK and Europe with Arlington Property Investors.

David is now managing director of Hunter Advisers, a Property Fund Consultancy which offers advice on the launch and operation of property funds in the UK and overseas. Although a relatively new business, Hunter Advisers has already assembled a prestigious client base.

David was president of the British Property Federation 2003/04 and led the property industry delegation, which successfully negotiated, with the Government for the introduction of UK REITs.

#### Malcolm King, non-executive director, aged 61

After qualifying at a general practice firm in 1968 Malcolm was one of the first in his profession to gain an MBA by taking a full time two-year course at the Ivey Business School of the University of Western Ontario, Canada.

Malcolm joined King & Co in 1970 and headed it's investment division for 23 years, which was involved in £10 billion of transactions , growing properties under management from £850 million to the current level of more than £10 billion. He was senior partner from 1987 to 2005, and international chairman for 2005/6. In 1992, he both conceived and engineered the merger of King & Co with J P Sturge to form King Sturge. During his time as senior partner, the company's turnover increased from just over £11 million to approximately £100 million and a staff of nearly 1600.

He is a non-executive of Redrow plc and a Jersey based private property company as well as the managing director of a UK based private property company

# Christopher Lovell, non-executive director, aged 53

Christopher Lovell is a solicitor and has practiced since 1979. He was a partner with Theodore Goddard between 1983 and 1993 before setting up his own firm. He became a partner and director of Channel House Trustees Limited, a Jersey regulated trust company in 2000. Channel House Trustees was acquired by Capita Group Plc in September 2005. He was a Director of BFS Equity Income and Bond PLC between 1998 and 2004 and Chairman of BFS Managed Properties between 2001 and 2005. Mr Lovell is currently a director of Capita Fiduciary Group and in addition to a number of funds for which Capita provides administrative services is also a director of Dawnay, Day Treveria PLC.

# William Kay, non-executive director, aged 54

William is Managing Director of Minerva Financial Services Limited in Jersey, a licensed trust company specialising in the formation and administration of offshore trusts and companies for international private clients. William is also a Director of Minerva Fund Administration Limited. Formerly he was the Managing Director of Barclays Private Bank & Trust Limited in the Channel Islands, 1994 – 2000. He

joined the Barclays Group in 1975 and was a Senior Executive 1992 - 2001. Since its launch in 2002, William has also been a non-executive director of The Westbury Property Fund Limited, a listed commercial property investment company.

## Rohin Shah, n on-executive director, aged 40

Rohin Shah is a chartered surveyor and managing director of Meghraj Properties Limited in London. He is currently responsible for a UK portfolio of commercial property with a value in the region of £750 million, with mandates to invest another £750 million in UK property. His key client base is 60 private family offices. He has been involved in the Indian property market since 1992 and established Trammell Crow Meghraj (latterly Chesterton Meghraj) in April 1995 as one of the first foreign property consultants in India. He started his career with Jones Lang LaSalle in 1986 and for six years was based in their London offices. He has a Masters in property investment from City University and has spent 10 years sitting on various committees at the Royal Institution of Chartered Surveyors from 1989 to 1999.

#### Ajoy Veer Kapoor, non-executive director, aged 45

An entrepreneur and banker in a career spanning over 25 years, with global exposure to real estate investment, development and management. Ajoy's last assignment was as Global Head, Strategy & Implementation, Corporate Real Estate at HSBC, UK where he was responsible for strategic management and project implementation of 75 million sq ft across 79 countries. Prior to that, he was a management committee member and Regional Head in India, Corporate Real Estate & Strategic Sourcing at Standard Chartered Bank, managing a mixed portfolio of over 11 million sq ft. Ajoy has also been involved in development management of several million sq ft of real estate during his various assignments. During 1980 – 1995, he built and sold Lamco, a chain of convenience stores in the UK. Ajoy is one of the leading real estate professionals in India and is an active member of this community. Within India Ajoy is well known for creating and delivering value in a complex environment.

# Investment Committee Harkirat Singh

Harkirat Singh, a career banker, began his career at the Citibank training centre in Lebanon and then at Grindlays Bank, where he acted as country head for foreign exchange and securities, and as head of the investment bank for North India. Following this, he spent 18 years at Deutsche Bank, starting the bank's operation in India in 1981, and becoming the first Indian Chief Executive Officer- India from 1993 until his departure in 1998. Mr Singh led Deutsche Bank's first foray into Venture Capital with an investment in India's first venture capital company "Indus Venture Capital India Pvt. Ltd." After leaving Deutsche Bank, he was appointed Special Advisor to the managing board of Rabobank International on International strategy and capital management, and was subsequently made Rabobank's General Manager London and Country Head U.K. and Global Head Capital Markets. In 2002, Rabobank and Mr Singh were granted an approval for establishing a private bank in India, and Mr Singh acted as Chief Executive Officer and Managing Director for this new entity until April 2003. Mr Singh has acted as a member of the Board of Governors of the National Institute of Bank Management in India, a member of the advisory board of GEMS, a private equity fund based in Hong Kong, the chairman of the finance committee of the Indian Merchants Chamber, and a member of the Chief Executive Forum of the Economic Intelligence Unit of the Economist.

## Anuj Puri

Anuj Puri, has been managing director of Trammell Crow Meghraj since 1999 and is currently the chairman of Real Estate and Construction Committee of Western Zone for CII. He was also recently appointed as a non-executive director of Dainik Jagran, India's largest selling newspaper. He has over 15 years of experience in multi-disciplinary consulting ranging from real estate to social development projects and his key expertise lies in planning and undertaking demand assessment studies, valuation and transactional services including marketing strategies based on technical analysis of real estate markets.