

**PASUPATI FINCAP LIMITED**

127-128, 1<sup>ST</sup> FLOOR, TRIBHUVAN COMPLEX,  
ISHWAR NAGAR, MATHURA ROAD  
NEW DELHI – 110065 (INDIA)

Ph: 47632200, Fax : 91-11-23316441,23325582

Website : [www.pasupatifincap.co.in](http://www.pasupatifincap.co.in)

CIN – L70100HR1996PLC033099

Date: October 08, 2024

To,

Listing Department

**BSE Limited**

Phiroze Jeejeebhoy Tower,

Dalal Street,

Mumbai- 400001

Dear Sir/Madam,

**Sub: Disclosure under Regulation 30 and Regulation 30A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI (LODR) Regulations”)**

We wish to inform you that the Promoter and Promoter Group (*as specified in Annexure I*) (**collectively referred to as the “Sellers”**) of Pasupati Fincap Limited (**“Company”**) have entered into a Share Purchase Agreement (**“SPA”**) dated October 07, 2024 with Mr. Dinesh Pareekh (**“Acquirer”**) (hereinafter referred to as **“Acquirer”**) pursuant to which the Sellers propose to sell their entire shareholdings in the Company to the Acquirer. The consummation of the SPA would result in the Acquirer acquiring control over the Company.

The above said transaction shall attract an obligation on the Acquirer to make an Open Offer to the public shareholders of the Company in terms of applicable regulation of Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulation, 2011 (**“SEBI (SAST) Regulations**).

Please find attached Annexure I to this letter, disclosed pursuant to Regulation 30 and 30A of SEBI (LODR) Regulations and as per the circular bearing reference number SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

Kindly take the same on record.

Yours faithfully,

For **Pasupati Fincap Limited**

**Vidit Jain**

**Director**

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**Annexure - I**

a.	If the listed entity is a party to the agreement, i. Details of the counterparties	Not applicable																								
b.	If listed entity is not a party to the agreement, i. Name of the party entering into such an agreement and the relationship with the listed entity;	<table border="1"><thead><tr><th>Sl. No.</th><th>Name of Sellers</th><th>Relationship with the Company</th></tr></thead><tbody><tr><td>1.</td><td>Mr. Ramesh Kumar Jain</td><td>Promoter</td></tr><tr><td>2.</td><td>Mrs. Vrinda Jain</td><td>Promoter</td></tr><tr><td>3.</td><td>Mr. Vidit Jain</td><td>Promoter</td></tr><tr><td>4.</td><td>Mr. Tushar Jain</td><td>Promoter</td></tr><tr><td>5.</td><td>Pasupati spinning and weaving mills Limited</td><td>Promoter Group</td></tr><tr><td>6.</td><td>Shailja Investments Limited</td><td>Promoter Group</td></tr><tr><td>7.</td><td>Shivani textiles Limited</td><td>Promoter Group</td></tr></tbody></table>	Sl. No.	Name of Sellers	Relationship with the Company	1.	Mr. Ramesh Kumar Jain	Promoter	2.	Mrs. Vrinda Jain	Promoter	3.	Mr. Vidit Jain	Promoter	4.	Mr. Tushar Jain	Promoter	5.	Pasupati spinning and weaving mills Limited	Promoter Group	6.	Shailja Investments Limited	Promoter Group	7.	Shivani textiles Limited	Promoter Group
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ii.	Details of the counterparties to the agreement (including name and relationship with the listed entity);	<table border="1"><tbody><tr><td>1.</td><td>Mr. Dinesh Pareekh</td><td>Acquirer</td></tr></tbody></table>	1.	Mr. Dinesh Pareekh	Acquirer																					
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iii.	Date of entering into the agreement	The share Purchase Agreement has been executed on October 7, 2024																								
c.	Purpose of entering into the agreement	The Sellers and the Acquirer have executed a Share Purchase Agreement whereby the Acquirer proposes to acquire 5,40,900 (Five Lakh Forty Thousand Nine Hundred Shares) Equity Shares, representing 11.51% (Eleven Point Five One Percent) of the Voting Share Capital of the Company in the manner and terms of the SPA.																								

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		Further, the proposed transaction shall attract an obligation on the Acquirer to make an open offer as required under SEBI (SAST) Regulations.																																								
d.	Shareholding, if any, in the entity with whom the agreement is executed	<p><b>Shareholding of the Sellers prior to SPA:</b></p> <table border="1"> <thead> <tr> <th>S.no</th> <th>Name</th> <th>No. of shares</th> <th>% of holdings</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Mr. Ramesh Kumar Jain</td> <td>500</td> <td>0.01%</td> </tr> <tr> <td>2.</td> <td>Mrs. Vrinda Jain</td> <td>7,900</td> <td>0.17%</td> </tr> <tr> <td>3.</td> <td>Mr. Vidit Jain</td> <td>27,200</td> <td>0.58%</td> </tr> <tr> <td>4.</td> <td>Mr. Tushar Jain</td> <td>8,300</td> <td>0.18%</td> </tr> <tr> <td>5.</td> <td>Pasupati spinning and weaving mills Limited</td> <td>1,60,000</td> <td>3.40%</td> </tr> <tr> <td>6.</td> <td>Shailja Investments Limited</td> <td>100</td> <td>Negligible</td> </tr> <tr> <td>7.</td> <td>Shivani textiles Limited</td> <td>3,36,900</td> <td>7.17%</td> </tr> </tbody> </table> <p><b>Shareholding of the Acquirer prior to SPA:</b></p> <table border="1"> <thead> <tr> <th>S.no</th> <th>Particulars</th> <th>No. of shares</th> <th>% of holdings</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Mr. Dinesh Pareekh</td> <td>Nil</td> <td>0</td> </tr> </tbody> </table>	S.no	Name	No. of shares	% of holdings	1.	Mr. Ramesh Kumar Jain	500	0.01%	2.	Mrs. Vrinda Jain	7,900	0.17%	3.	Mr. Vidit Jain	27,200	0.58%	4.	Mr. Tushar Jain	8,300	0.18%	5.	Pasupati spinning and weaving mills Limited	1,60,000	3.40%	6.	Shailja Investments Limited	100	Negligible	7.	Shivani textiles Limited	3,36,900	7.17%	S.no	Particulars	No. of shares	% of holdings	1.	Mr. Dinesh Pareekh	Nil	0
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e.	Significant terms of the agreement (in brief);	In terms of the SPA, the Acquirer have agreed to purchase from the Sellers and the Sellers have agreed to sell to the Acquirer 5,40,900 Equity Shares of Rs. 10/- each being 11.51% of the total Paid up and Issued Share Capital of the Company in the manner and subject to the terms and conditions contained herein.																																								
f.	Extent and the nature of impact on management or control of the listed entity	Pursuant to the Open Offer and the consummation of the Proposed Transaction and subject to compliance with the SEBI (SAST) Regulations, the Acquirer will acquire control over the Company and the Acquirer shall become the promoter of the Company in accordance with the provisions of the SEBI (LODR) Regulations.																																								

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		Further, upon sale of the entire shareholding of the Sellers in the Company pursuant to the SPA, the Sellers are desirous that they will cease to be members of the promoter and promoter group of the Company in accordance with applicable law.
g.	Details and quantification of the restriction or liability imposed upon the listed entity	Not applicable
h.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	The Sellers are promoter and promoter group of the Company.
i.	whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	The transaction executed as per Share Purchase Agreement would not be considered as a related party transaction.
j.	In case of issuance of shares to the parties, details of issue price, class of shares issued;	Not applicable
k.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Not applicable
l.	In case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s):	Not applicable
	i. name of parties to the agreement	-
	ii. nature of the agreement;	-

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	iii. date of execution of the agreement;	-
	iv. details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier)	-
	v. reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier).	-