



D & A FINANCIAL SERVICES (P) LIMITED
Merchant Banking & Corporate Advisory Services

Date: 28th August, 2024

To
The Head (Listing),
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, MUMBAI-400001

REG.: OPEN OFFER TO THE SHAREHOLDERS OF LKP FINANCE LIMITED ("TARGET COMPANY") BY M/S HINDON MERCANTILE LIMITED AND MR. KAPIL GARG (HEREINAFTER COLLECTIVELY REFERRED TO AS "ACQUIRERS") PURSUANT TO SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011.


Dear Sir,

We, in the capacity of Manager to the captioned offer and in compliance with Reg.14 of the Securities and Exchange Board of India (SAST) Regulations, 2011 are enclosing herewith Copy of Public Announcement in respect of proposed acquisition of majority shareholding of LKP Finance Limited by M/s Hindon Mercantile Limited and Mr. Kapil Garg (Hereinafter collectively referred to as "Acquirers"), in compliance with applicable provisions of SEBI (SAST) Regulations, 2011 and subsequent amendments thereto.

Kindly take it on your record.

Thanking you,

Yours faithfully,
For **D & A Financial Services (P) Limited.**


(Priyaranjan)
Vice President
Encl.: As Above



PUBLIC ANNOUNCEMENT UNDER REGULATIONS 3 (1) AND 4, READ WITH REGULATION 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, ("TAKEOVER REGULATIONS")

FOR THE ATTENTION OF THE SHAREHOLDERS OF LKP FINANCE LIMITED.

Open offer ("Open Offer") for acquisition of up to 32,67,845 (Thirty Two Lakhs Sixty Seven Thousand Eight Hundred and Forty Five Only) equity shares, representing 26% (Twenty Six Percent) of the total paid-up/voting share capital of LKP Finance Limited (hereinafter referred to as the "Target Company") from its Public Shareholders (as defined below) by M/s Hindon Mercantile Limited, a public limited company incorporated under the provision of Companies Act, 1956 and having its registered office at 201, 2nd Floor, Best Sky Tower Plot No. F-5, Netaji Subhash Place, North West, New Delhi, Delhi, India, 110034 and Mr. Kapil Garg, a citizen of India, currently residing at CGX-151, DLF, Green Capital Phase-3, Moti Nagar, Kirti Nagar, West Delhi -110015, India (hereinafter collectively referred to as the "Acquirers"), for the purpose of this Open Offer.

On 28th August, 2024, the Acquirers have signed a share purchase agreement ("**SPA**") with the Sellers (as defined in paragraph 4 below) of the Target Company to acquire 56,96,312 Equity Shares (Fifty-Six Lakhs Ninety-Six Thousand Three Hundred and Twelve Only) equity shares representing 45.32% of the fully paid-up equity share capital of the Target Company along with complete control and management of the Target Company. Presently the acquirers do not hold any equity shares of the target company. Consequently, the Acquirers shall acquire substantial shares / voting rights along with complete control over the management and affairs of Target Company after the successful completion of Open Offer.

This Public Announcement ("**Public Announcement**" or "**PA**") is being issued by D & A Financial Services (P) Limited ("**Manager to the Offer**") for and on behalf of the Acquirers, to the equity shareholders of the Target Company excluding the parties to the SPA, persons acting in concert or deemed to be acting in concert with the parties to SPA ("**Public Shareholders**") pursuant to and in compliance with, amongst others, Regulations 3(1) and 4 of the Takeover Regulations.

1. Offer Details

- (a) **Size:** The Acquirers hereby makes this Open Offer to the Public Shareholders of the Target Company to acquire up to 32,67,845 (Thirty-Two Lakhs Sixty-Seven Thousand Eight Hundred and Forty-Five Only), fully paid-up equity shares of face value of Rs 10/- (Rupee Ten Only) each, representing 26% (Twenty Six Percent) of the total paid-up/voting share capital of the Target Company ("**Offer Size**").



- (b) **Price / Consideration:** The Offer Price is Rs. 250.00/- (Rupees Two Hundred and Fifty Only) per equity share, calculated in accordance with Regulation 8(2) of the Takeover Regulations and subsequent amendments thereto.
- (c) **Mode of Payment:** The Offer Price is payable in cash in accordance with Regulation 9(1)(a) of the Takeover Regulations and subsequent amendments thereto.
- (d) **Type of Offer:** The Open Offer is a triggered offer, in compliance with Regulation 3(1) and 4 of the Takeover Regulations and subsequent amendments thereto.

2. Transaction which has triggered the Open Offer Obligations (Underlying Transaction)

Details of Underlying Transaction						
Types of Transaction (direct/indirect)	Mode of Transaction (Agreement/Allotment/market purchase)	Shares / Voting rights acquired /proposed to be acquired		Total Consideration for shares/ Voting Rights (VR) acquired (Rs. in Crores)	Mode of Payment (Cash /cheque/ securities)	Regulation which has triggered
		Number	% vis a vis total equity / voting capital			
Direct	Share Purchase Agreement	5696312	45.32	142.41	Cash	Regulations 3(1) and 4 of the Takeover Regulations

3. Details of Acquirers

Details	Acquirer 1	Acquirer 2	Total
Name of Acquirers and Other details	M/s Hindon Mercantile Limited CIN No. U34300DL1985PLC021785 Registered with Reserve Bank of India as a Non-Banking Finance Company.	Mr. Kapil Garg	2
Address	Registered Office: 201, 2nd Floor, Best	CGX-151, DLF, Green Capital Phase-3, Moti	-



	Sky Tower Plot No. F-5, Netaji Subhash Place, North West, New Delhi, Delhi, India, 110034	Nagar New, Kirti Nagar, West Delhi - 110015	
Name(s) of persons in control/promoters of Acquirers/ PAC where Acquirer/PAC are companies	Mr. Kapil Garg (Being major shareholders)	NA	-
Name of the Group, if any, to which the Acquirer/PAC belongs to	No Group	No Group	No Group
Pre-Transaction shareholding • Number • % of total share capital	Nil Not Applicable	Nil Not Applicable	Nil Not Applicable
Proposed shareholding after the acquisition of shares which triggered the Open Offer	56,79,587 equity shares constituting 45.19% of the total paid up equity share capital of the Target Company.	16,725 equity shares constituting 0.13% of the total paid up equity share capital of the Target Company.	56,96,312 equity shares constituting 45.32% of the total paid up equity share capital of the Target Company.
Any other interest in the Target Company	Nil	Nil	Nil

4. Details of Selling Shareholder ("Seller")

Name of the Selling Shareholder	Part of promoter group (Yes/ No)	Details of shares / voting rights held by the selling shareholder			
		Pre-Transaction		Post Transaction	
		Number of Shares	%	Number of Shares	%
Mahendra Vasantraï Doshi	Yes	1149363	9.14	Nil	NA
Mahendra Vasantraï	Yes	2072482	16.49	Nil	NA



Doshi-on behalf of Partnership firm L K Panday					
Ira Pratik Doshi	Yes	200000	1.59	Nil	NA
Pratik M Doshi	Yes	100722	0.80	Nil	NA
Samya Pratik Doshi	Yes	200000	1.59	Nil	NA
Shital A Sonpal	Yes	16725	0.14	Nil	NA
Bhavna Holdings (P) Ltd	Yes	243058	1.93	Nil	NA
Sea Glimpse Investments (P) Ltd	Yes	1713962	13.64	Nil	NA
TOTAL		5696312	45.32	Nil	NA

5. Target Company

- (a) **Name:** LKP Finance Limited (BSE Scrip Code: LKPFIN | 507912 | INE724A01017), (Corporate Identification No. L65990MH1984PLC032831). Target Company is registered with Reserve Bank of India ("RBI") as a Non- Banking Finance Company vide registration no. B-13.01282.
- (b) **Registered Office Address:** 203- Embassy Centre, Nariman Point, Mumbai 400 021.
- (c) **Exchanges where listed:** The equity shares are listed on BSE Limited.

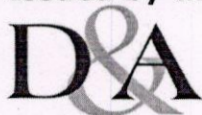
6. Other Details

- (a) The Detailed Public Statement ("**DPS**") shall be issued in accordance with Regulations 13(4) and 14(3) of the Takeover Regulations and subsequent amendments thereto and shall be published by 4th September, 2024. The DPS shall contain details of the Open Offer including the detailed information of the Offer Price, detailed information on the Acquirers and Target Company, detailed reasons for the Open Offer, statutory approvals required for the Open Offer, details of financial arrangements, other terms of the Open Offer and conditions to the Open Offer.
- (b) The Acquirers undertakes that they are aware of and will comply with their obligation(s) under the Takeover Regulations and subsequent amendments thereto and that they have adequate financial resources to meet their respective obligation(s) under the Open Offer.



- (c) The Open Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the Takeover Regulations and subsequent amendments thereto.
- (d) This Public Announcement is not being issued pursuant to a competing offer in terms of Regulation 20 of the Takeover Regulations and subsequent amendments thereto.

Issued by the Manager to the Offer



D & A FINANCIAL SERVICES (P) LIMITED

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New Delhi - 110065.

Tel nos.: +91 11 41326121, 40167038;

Email: investors@dnafinserv.com

Contact Person: Mr. Priyaranjan/Ms. Radhika Pushkarna

**On behalf of the Acquirers
For Hindon Mercantile Ltd**

**Sd/-
(Kapil Garg)
Director**

**Sd/-
(Kapil Garg)**

**Place: New Delhi
Date: 28th August, 2024**

