



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

Date: 27th November, 2021

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

REG.: OPEN OFFER TO THE SHAREHOLDERS OF APM FINVEST 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 shares of APM Finvest 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 APM FINVEST LIMITED.

Open offer (“Open Offer”) for acquisition of up to 56,18,954 (Fifty Six Lakhs Eighteen Thousand Nine Hundred and Fifty Four Only) equity shares, representing 26% (Twenty Six Percent) of the total paid-up/voting share capital of APM Finvest 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 Delhi, New Delhi – 110034, India and Mr. Kapil Garg, a citizen of India, currently residing at D-44 Lord Krishna Road, Adarsh Nagar, North West Delhi, Delhi 110033, India (hereinafter collectively referred to as the “Acquirers”), for the purpose of this Open Offer.

On November 27, 2021, the Acquirers have signed a share purchase agreement (“SPA”) with the Sellers (as defined in paragraph 4 below) of the Target Company to acquire 1,46,41,486 Equity Shares (One Crore Fourty Six Lakhs Fourty One Thousand Four Hundred Eighty Six Only) equity shares representing 67.75% 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 does 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 56,18,954 (Fifty Six Lakhs Eighteen Thousand Nine Hundred and Fifty Four Only), fully paid up equity shares of face value of Rs 2/- (Rupee Two 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. 47.50/- (Rupees Fourty Seven and paisa 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	14641486	67.75	69.55	Cash	Regulations 3(1) and 4 of the Takeover Regulations

3. Details of Acquirers

Details	Acquirer 1	Acquirer 2	Total
Name of Acquirers	M/s Hindon Mercantile Limited	Mr. Kapil Garg	2
Address	201, 2nd Floor, Best Sky Tower Plot No. F-5, Netaji Subhash Place, North West Delhi, New Delhi – 110034	D-44 Lord Krishna Road, Adarsh Nagar, North West Delhi, Delhi 110033	-
Name(s) of persons in control/promoters of	Mr. Kapil Garg and Rajat Goyal	-	-

Acquirers/ PAC where Acquirer/PAC are companies			
Name of the Group, if any, to which the Acquirer/PAC belongs to	No Group	No Group	No Group
Pre Transaction shareholding <ul style="list-style-type: none"> 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	14551486 equity shares constituting 67.33 % of the total paid up equity share capital of the Target Company.	90000 equity shares constituting 0.42% of the total paid up equity share capital of the Target Company.	14641486 equity shares constituting 67.75% 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	%
Rajendra Kumar Rajgarhia	Yes	3850000	17.81	Nil	N.A
Ajay Rajgarhia	Yes	2618463	12.12	Nil	N.A
Prabha Rajgarhia	Yes	1716854	7.94	Nil	N.A
Sanjay Rajgarhia	Yes	888999	4.11	Nil	N.A
Shri Gopal Rajgarhia	Yes	573850	2.66	Nil	N.A
Anisha Mittal	Yes	398770	1.85	Nil	N.A

Bahvna Rajgarhia	Yes	315500	1.46	Nil	N.A
Kabir Rajgarhia	Yes	56000	0.26	Nil	N.A
Faridabad Paper Mills (P) Ltd	Yes	2775050	12.84	Nil	N.A
Rajgarhia Leasing and Finance Services (P) Ltd	Yes	1130000	5.23	Nil	N.A
Essvee Fiscal LLP	Yes	178000	0.82	Nil	N.A
Rajendra Kumar Rajgarhia-Trustee of Anya Rajgarhia Foundation	Yes	70000	0.32	Nil	N.A
Rajendra Kumar Rajgarhia-Trustee of Kabir Rajgarhia Foundation	Yes	70000	0.32	Nil	N.A
TOTAL		14641486	67.75	Nil	N.A

5. Target Company

(a) **Name:** APM Finvest Limited (BSE Scrip Code: APMFINVEST/542774), (Corporate Identification No. L65990RJ2016PLC054921). Target Company is registered with Reserve Bank of India ("RBI") as a Non- Banking Finance Company vide registration no. B-10.00247.

(b) **Registered Office Address:** SP-147, Riico Industrial Area, Bhiwadi - 301019, Rajasthan.

(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 December 03, 2021. 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.

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Fax no.: 011 - 26219491;

Email: investors@dnafinserv.com

Contact Person: Mr. Priyaranjan/Ms. Radhika Pushkarna

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

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

**Sd/-
(Kapil Garg)**

**Place: New Delhi
Date : 27th November, 2021**