

October 07, 2024

The Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Ref.: Pasupati Fincap Limited (Scrip Code: 511734)

Dear Sir (s),

SUBJECT: OPEN OFFER FOR ACQUISITION OF UPTO 12,22,000 EQUITY SHARES FROM THE SHAREHOLDERS OF PASUPATI FINCAP LIMITED, (HEREIN AFTER REFERRED AS "PFL/" TARGET COMPANY"/"TC") BY MR. DINESH PAREEKH (HEREIN AFTER REFERRED TO AS THE "ACQUIRER")

We are pleased to submit Copy of Public Announcement dated October 07, 2024 pursuant to, and in compliance with, Regulation 3(1) and Regulation 4 read with Regulation 13, 14, 15(1) and such other applicable provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Further, you are requested to disseminate this information of Public Announcement to the Public.

Thanking You,
Yours faithfully

For Fintellectual Corporate Advisors Private Limited



Amit Puri
Director
DIN: 09081387

PUBLIC ANNOUNCEMENT ("PA") UNDER REGULATIONS 3(1) AND REGULATIONS 4 READ REGULATIONS 13 (1), 14, AND 15 (1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF

PASUPATI FINCAP LIMITED

("PFL/TARGET COMPANY/TC")

CIN: L70100HR1996PLC033099

Registered office: Village Kapriwas, Dharuhera, District Rewari, Haryana-123106

Phone: 01274-267257-58; Email Id: cs@pasupatitextiles.com;

Website: www.pasupatifincap.co.in

OPEN OFFER FOR ACQUISITION OF UPTO 12,22,000 (TWELVE LAKH TWENTY TWO THOUSAND ONLY) FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹10/- (RUPEES TEN ONLY) EACH, REPRESENTING 26.00% (TWENTY SIX PERCENT) OF THE VOTING SHARE CAPITAL FROM THE PUBLIC SHAREHOLDERS (AS DEFINED BELOW) OF PASUPATI FINCAP LIMITED (HEREINAFTER REFERRED TO AS "TARGET" OR "TARGET COMPANY" OR "PFL") BY MR. DINESH PAREEKH ("ACQUIRER) PURSUANT TO AND IN ACCORDANCE WITH REGULATION 3(1) AND REGULATION 4 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED ("SEBI (SAST) REGULATIONS")

This Public Announcement ('PA/' 'Public announcement') is being issued by Fintellectual Corporate Advisors Private Limited ('Manager to the offer' or 'FCAPL') for and on behalf of Acquirer to the Public Shareholders of Target Company ('Public Shareholders') pursuant to, and in compliance with, Regulation 3(1) and Regulation 4 read with Regulation 13, 14, 15(1) and such other applicable provisions of the SEBI (SAST) Regulations.

For this Public Announcement, the following terms have the meaning assigned to them below:

| Definitions & Abbreviations | Particulars |
|---|--|
| Acquirer | Mr. Dinesh Pareekh, Son of Late Bajrang Lal Pareekh, aged 55 years, Indian Inhabitant having PAN: AAHPP2582M, under the Income Tax Act, 1961 and residing at H-2/78-79, Second Floor, Sector – 16, Rohini, Delhi – 110089. |
| Board of Directors | The board means the Board of Directors of the Target Company. |
| BSE Limited | BSE Limited is the stock exchange where presently the Equity shares of the Target Company are Listed. |
| Equity Shares/Existing Equity Share Capital | Equity Shares/Existing Equity Share Capital shall mean the fully paid-up equity shares of the face value of ₹ 10.00/- (Rupees Ten Only) each. |
| ISIN | International Securities Identification Number |
| Negotiated Price | A negotiated price of ₹10/- (Rupees Ten Only) per Sale Share, aggregating to an amount of ₹54,09,000/- (Rupees Fifty Four Lakh Nine Thousand Only) for the sale of 5,40,900 (Five Lakh Forty Thousand Nine Hundred) |

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| | Equity Shares, representing 11.51% of the Voting Share Capital of the Target Company, by Promoter Sellers to the Acquirer, pursuant to the execution of the Share Purchase Agreement. |
| Offer Period | The period from the date to acquire the Equity Shares, and Voting Share Capital in, or control over, the Target Company requiring a Public Announcement or the date on which the Public Announcement was issued by the Acquirer, i.e. Monday, October 07, 2024, and the date on which the payment of consideration to the Public Shareholders whose Equity Shares are validly accepted in this Offer, is made, or the date on which this Offer is withdrawn, as the case may be. |
| Offer Price | An offer price of ₹10/- (Rupees Ten Only) per Offer Share. |
| Offer Shares | Open Offer for acquisition of up to 12,22,000 (Twelve Lakh Twenty Two Thousand Only) Equity Shares of the face value of ₹10/- each, representing 26.00% of the Voting Equity Share Capital of the Target Company at a price of ₹10/- (Rupees Ten Only) per fully paid up Equity Share payable in cash. |
| PA/ Public Announcement | Public Announcement dated Monday, October 07, 2024. |
| Promoter and Promoter Group | Promoter and Promoter Group shall mean Mr. Vidit Jain, Mr. Tushar Jain, Mrs. Vrinda Jain, Mr. Ramesh Kumar Jain, M/s Shivani Textiles Limited, M/s Pasupati Spinning & Weaving Mills Limited and M/s Shailja Investments Limited. |
| Promoter Sellers | The existing promoters of the Target Company, in accordance with the provisions of Regulations 2 (1) (s), and 2 (1) (t) of the SEBI (SAST) Regulations, read with Regulations 2 (1) (oo), and 2 (1) (pp) of the SEBI (ICDR) Regulations, in this case, namely being, Mr. Vidit Jain, Mr. Tushar Jain, Mrs. Vrinda Jain, Mr. Ramesh Kumar Jain, M/s Shivani Textiles Limited, M/s Pasupati Spinning & Weaving Mills Limited and M/s Shailja Investments Limited. |
| Public Shareholders | All the equity shareholders of the Target Company who are eligible to tender their Equity Shares in the Offer, except the Acquirer and the parties to the Share Purchase Agreement, including persons deemed to be acting in concert with such parties to the Share Purchase Agreement (if any), pursuant to and in compliance with the SEBI (SAST) Regulations. |
| SCRR | Securities Contract (Regulation) Rules, 1957, as amended. |
| SEBI | Securities and Exchange Board of India. |
| SEBI Act | Securities and Exchange Board of India Act, 1992, and subsequent amendments thereto. |
| SEBI (LODR) Regulations | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendment thereto. |

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| SEBI (SAST) Regulations | Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof. |
| Share Purchase Agreement/ SPA | The Share Purchase Agreement dated Monday, October 07, 2024, executed between the Acquirer and the promoter Sellers, pursuant to which the Acquirer have agreed to acquire 5,40,900 (Five Lakh Forty Thousand Nine Hundred) Equity Shares, representing 11.51% (Eleven Point Five One Percent) of the Voting Share Capital of the Target Company from the Promoter Sellers at a negotiated price of ₹10/- (Rupees Ten Only) per Sale Share, aggregating to an amount of ₹54,09,000/- (Rupees Fifty Four Lakh Nine Thousand Only). |
| Stock Exchanges | BSE Limited, is the stock Exchange on which the Equity Shares of the Target Company are presently listed. |
| Target/Target Company/ PFL | Pasupati Fincap Limited a public limited Company incorporated under the provision of the Companies Act, 1956, having its registered office at Village Kapriwas, Dharuhera, District Rewari, Haryana- 123106 and bearing Corporate Identification Number- L70100HR1996PLC033099. |
| Tendering Period | The tendering period shall have the meaning ascribed to it under Regulation 2(1) (za) of the SEBI (SAST) Regulations. |
| Voting Share Capital | The fully diluted Equity Share Capital and voting share capital of the Target Company as of the 10th (Tenth) working day from the closure of the Tendering Period |
| Working Day | The working day shall have the meaning ascribed to it under Regulation 2(1) (zf) of the SEBI (SAST) Regulations. |

1. OPEN OFFER DETAILS:

| | |
|-----------------------------------|--|
| Offer Size | Acquisition of up to 12,22,000 (Twelve Lakh Twenty Two Thousand Only) Equity Shares, representing 26.00% (Twenty Six Percent) of the Voting Share Capital of the Target Company, subject to the terms and conditions specified in this Public Announcement and the Offer Documents that are proposed to be issued in accordance with the SEBI (SAST) Regulations. |
| Offer price/ Consideration | This Open Offer is being made at a price of ₹10/- (Rupees Ten Only) per Offer Share. The Equity Shares of the Target Company are Infrequently traded in accordance with the provisions of Regulation 2 (1) (j) of the SEBI (SAST) Regulations, and hence the Offer Price has been determined in accordance with the parameters prescribed under Regulations 8 (1) and 8 (2) of the SEBI (SAST) Regulations. Assuming full acceptance under this Offer, the aggregate consideration payable to the Public Shareholders in accordance with the SEBI (SAST) Regulations will be ₹1,22,20,000/- (Rupees One Crore Twenty Two Lakh and Twenty Thousand Only). |

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| Mode of payment | The Offer Price is paid in cash, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations and in accordance with the terms and conditions mentioned in this Public Announcement and to be set out in the Offer Documents proposed to be issued in accordance with the SEBI (SAST) Regulations. |
| Type of offer | This Offer is a triggered mandatory open offer in compliance with the provisions of Regulations 3 (1) and 4 of the SEBI (SAST) Regulation pursuant to the execution of the Share Purchase Agreement. |

2. TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION):

| Details of underlying transaction | | | | | | |
|---------------------------------------|---|---|--|--|------------------------------------|---|
| Type 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 (₹ in Lakhs) | Mode of payment (Cash/ securities) | Regulation which has triggered |
| | | Number | % vis a vis total equity/ voting capital | | | |
| Direct | Share Purchase Agreement dated Monday, October 07, 2024 between the Acquirer and the Promoter Sellers | 5,40,900 Equity Shares | 11.51% | ₹54.09/- | Cash | Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations |

3. DETAILS OF ACQUIRER/ PAC(S):

| Details | Acquirer | Total |
|--|--|-------|
| Name of Acquirer | Mr. Dinesh Pareekh | - |
| Address | H-2/78-79, Second Floor, Sector-16, Rohini, Delhi-110089 | - |
| Name(s) of person in control/ promoters of the Acquirer | Not Applicable | - |
| Name of the Group, if any, to which the Acquirer belongs to | None | - |
| Pre Transaction shareholding: | | |

| | | |
|--|----------|----------|
| • Number | Nil | Nil |
| • % of total share capital | Nil | Nil |
| Proposed shareholding after the acquisition of shares which triggered the Open Offer: | | |
| • Number | 5,40,900 | 5,40,900 |
| • % of total share capital | 11.51% | 11.51% |

4. DETAILS OF SELLING SHAREHOLDERS, IF APPLICABLE:

| Name of the Promoter Sellers | Part of Promoter group (Yes/No) | Details of shares/ Voting rights held by the Promoter Sellers | | | |
|---|---------------------------------|---|---------------|------------------|-----|
| | | Pre Transaction | | Post Transaction | |
| | | Number of shares | % | Number of shares | % |
| Mr. Ramesh Kumar Jain | Yes | 5,00 | 0.01% | Nil | Nil |
| Mrs. Vrinda Jain | Yes | 7,900 | 0.17% | Nil | Nil |
| Mr. Vidit Jain | Yes | 27,200 | 0.58% | Nil | Nil |
| Mr. Tushar Jain | Yes | 8,300 | 0.18% | Nil | Nil |
| Pasupati spinning and weaving mills Limited | Yes | 1,60,000 | 3.40% | Nil | Nil |
| Shailja Investments Limited | Yes | 100 | Negligible | Nil | Nil |
| Shivani textiles Limited | Yes | 3,36,900 | 7.17% | Nil | Nil |
| Total | | 5,40,900 | 11.51% | - | - |

5. TARGET COMPANY:

| | |
|-----------------------------------|--|
| Name | Pasupati Fincap Limited |
| CIN | L70100HR1996PLC033099 |
| Registered Office | Village Kapriwas, Dharuhera, District Rewari, Haryana - 123106 |
| Exchange where listed | Equity Shares are listed on the BSE Limited |
| Scrip Code for BSE Limited | 511734 |
| Scrip ID for BSE Limited | PASUFIN |
| ISIN | INE527C01010 |

6. OTHER DETAILS

- This Public Announcement is made in compliance with the provisions of Regulation 13 (1) of the SEBI (SAST) Regulations.
- The Acquirer accept full responsibility for the information contained in this Public Announcement.
- The Detailed Public Statement to be issued pursuant to this Public Announcement in accordance with the provisions of Regulations 13(4), 14(3), 15(2), and other applicable regulations of the SEBI (SAST) Regulations shall be published in newspapers, within 5 (Five) Working Days of this Public Announcement, i.e., on or before Monday, October 14, 2024. The Detailed Public Statement shall, inter alia, contain details of the Offer including the detailed information of the Offer Price, the Acquirer, the Target Company, background to the Offer, statutory approvals required for this Offer, details of financial arrangements, and such other terms and conditions as applicable to this Offer.

- d. The completion of this Offer and the Underlying Transaction is subject to the satisfaction of certain conditions precedent as set out in the Share Purchase Agreement. Further, in compliance with the SEBI (SAST) Regulations, the Underlying Transaction under the Share Purchase Agreement referred to hereinabove may be completed prior to completion of the Offer. Further, this Offer is subject to the terms and conditions mentioned in this Public Announcement, and the Offer Documents that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
- e. The Acquirer have given an undertaking that they are aware of, and will comply with, their obligations as laid down under the SEBI (SAST) Regulations and have adequate financial resources to meet the obligations under the SEBI (SAST) Regulations for the purpose of this Offer.
- f. The Offer is not conditional upon any minimum level of acceptance in accordance with Regulation 19(1) of the SEBI (SAST) Regulations.
- g. The Offer is not a competing offer in accordance with Regulation 20 of the SEBI (SAST) Regulations.
- h. All the information pertaining to the Target Company in this Public Announcement has been obtained from publicly available sources or provided by the Target Company and the accuracy thereof related to all has not been independently verified by the Manager.

Issued by the Manager to the Open Offer



Fintellectual Corporate Advisors Private Limited

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Website: www.fintellectualadvisors.com

Email Address: info@fintellectualadvisor.com

Contact Person: Mr. Amit Puri

SEBI Registration Number: MB/INM000012944

Validity: Permanent

CIN: U74999DL2021PTC377748

Mr. Dinesh Pareekh

**Sd/-
(Acquirer)**

Place: New Delhi

Date: Monday, October 07, 2024