



MARK
CORPORATE ADVISORS

July 25, 2024

MCAPL: MUM: 2024-25: 0078

To,

The Listing Department,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001.

Dear Sir/Madam,

Sub : Submission of Public Announcement

Ref : Open Offer to the Public Shareholders of Paragon Finance Limited (“Paragon”/“Target Company”)

Apple Equifin Private Limited (“Apple”/“Acquirer”), GKML Software Technologies Private Limited (“GKML”/“PAC 1”) and Sunkesula Infra LLP (“Sunkesula”/“PAC 2”). (“PAC 1” and “PAC 2” hereinafter collectively referred to as “PACs”) have announced the Open Offer to acquire up to 11,05,000 Equity Shares having face value of ₹10 each fully paid-up at a price of ₹60 per equity share representing 26% of the Voting Share Capital of the Target Company aggregating to a total consideration of ₹6,63,00,000 payable in cash.

The Open Offer is being made pursuant to and in compliance with Regulations 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and subsequent amendments thereto (“SEBI (SAST) Regulations, 2011”).

Accordingly, in terms of Regulation 13 read with Regulation 14 of SEBI (SAST) Regulations, 2011, We, Mark Corporate Advisors Private Limited, Manager to the Offer, are submitting herewith a copy of the Public Announcement.

Kindly take the above information on your records and disseminate the Public Announcement on the website of BSE Limited.

For Mark Corporate Advisors Private Limited



Manish Gaur
Asst. Vice President

Encl: As Above.

MARK CORPORATE ADVISORS PVT. LTD.

CIN No : U67190MH2008PTC181996

GSTIN/UIN : 27AAF5379J1ZY

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PUBLIC ANNOUNCEMENT UNDER REGULATIONS 3(1) AND 4 READ WITH REGULATIONS 13(1) AND 15(1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED

FOR THE ATTENTION OF THE ELIGIBLE SHAREHOLDERS OF

PARAGON FINANCE LIMITED

Open Offer for acquisition of up to 11,05,000 (Eleven Lakhs Five Thousand) fully paid-up Equity Shares having face value of ₹10 (Rupees Ten only) each ("Offer Shares") representing 26.00% of the Voting Share Capital (as defined below) of Paragon Finance Limited ("Paragon"/"Target Company") from the Eligible Equity Shareholders (as defined below) of the Target Company ("Open Offer"/"Offer") by Apple Equifin Private Limited ("Apple"/"Acquirer"), GKML Software Technologies Private Limited ("GKML"/"PAC 1") and Sunkesula Infra LLP ("Sunkesula"/"PAC 2"). ("PAC 1" and "PAC 2" hereinafter collectively referred to as "PACs").

This Public Announcement ("PA") is being issued by Mark Corporate Advisors Private Limited ("Manager to the Offer") for and on behalf of the Acquirer and the PACs to the Eligible Equity Shareholders (as defined below) of the Target Company pursuant to and in compliance with, amongst others, Regulations 3(1) and 4 read with Regulations 13, 14 and 15 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations, 2011").

For the purposes of this Public Announcement, the following terms shall have the meaning assigned to them herein below:

- (i) "Eligible Equity Shareholders" shall mean all the public shareholders of the Target Company, excluding the existing Promoters/Promoter Group of the Target Company, the parties to the Underlying Transaction (as defined below) and any persons deemed to be acting in concert ("Deemed PACs") with the parties mentioned above, pursuant to and in compliance with the SEBI (SAST) Regulations, 2011;
- (ii) "Voting Share Capital" shall mean the total Equity Share Capital of ₹4,25,00,000 (Rupees Four Crores Twenty-Five Lakhs only) comprising of 42,50,000 (Forty-Two Lakhs Fifty Thousand only) equity shares having face value of ₹10 each fully paid up of the Target Company on a fully diluted basis expected as of the tenth working day from the closure of the Tendering Period for the Open Offer;
- (iii) "SEBI (ICDR) Regulations, 2018" shall mean Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended;
- (iv) "SEBI (LODR) Regulations, 2015" shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;
- (v) "SEBI (SAST) Regulations, 2011" shall mean Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended;
- (vi) "Promoter Sellers"/"Sellers" shall mean Promoter Sellers (i) Mr. Sanjay Kumar Gupta ("Seller 1"); (ii) Mrs. Shreya Gupta ("Seller 2"); (iii) Shree Securities ("Seller 3"); (iv) Basera Abasan LLP ("Seller 4"); (v) Mahant Vanijya Private Limited ("Seller 5"); (vi) Naman Barter Private Limited ("Seller 6"); (vii) Pragma Estates LLP ("Seller 7"); (viii) Saharsh Estates LLP ("Seller 8").
- (vii) "SPA" shall mean Share Purchase Agreement entered between the Acquirer and the PACs and Promoter Sellers on Thursday, July 25, 2024;

1. OFFER DETAILS:

- 1.1. Offer Size:** The Acquirer and the PACs hereby make this Open Offer to the Eligible Equity Shareholders of the Target Company to acquire up to 11,05,000 (Eleven Lakhs Five Thousand) fully paid up equity shares having face value of ₹10 (Rupees Ten only) each representing 26.00% of the Voting Share Capital of the Target Company subject to the terms and conditions mentioned in this Public Announcement ("PA"), Detailed Public Statement ("DPS") that will be published and the Letter of Offer ("LoF") which will be sent to the Eligible Equity Shareholders of the Target Company.



1.2. Offer Price/Consideration: The Offer Price of ₹60 (Rupees Sixty only) per equity share having face value of ₹10 (Rupees Ten only) each fully paid up, is in compliance with Regulation 8 of SEBI (SAST) Regulations, 2011 (“Offer Price”), aggregating to a consideration of ₹6,63,00,000 (Rupees Six Crores Sixty-Three Lakhs only), assuming full acceptance in the Open Offer (“Offer Size”).

1.3. Mode of Payment: The Offer Price will be paid in Cash, in accordance with Regulation 9(1)(a) of SEBI (SAST) Regulations, 2011.

1.4. Type of Offer: This is a Triggered Offer under Regulations 3(1) and 4 of SEBI (SAST) Regulations, 2011.

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

2.1. The Acquirer and the PACs have entered into a Share Purchase Agreement (“SPA”) on Thursday, July 25, 2024 with the Promoter Sellers, pursuant to which the Acquirer and the PACs have agreed to acquire 21,87,630 Equity Shares (“Sale Shares”) representing 51.47% of the Voting Share Capital at a price of ₹60 per Equity Share from the Promoter Sellers, subject to the terms and conditions set out in the SPA.

2.2. This Open Offer is being made under Regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011. Pursuant to the Underlying Transaction and upon completion of the Open Offer, the Acquirer and the PACs will become the Promoter/Promoter Group and take control over the Target Company. Further, the Promoter Sellers proposes to be reclassified as public shareholders, subject to receipt of necessary approvals required in terms of the SEBI (LODR) Regulations, 2015 and the conditions prescribed therein.

2.3. A tabular summary of the Underlying Transaction is set out below:

Details of Underlying Transaction						
Type of Transaction (Direct/ Indirect)	Mode of Transaction (Agreement/ Allotment/ Market Purchase)	Shares/Voting Rights proposed to be acquired		Total Consideration for Shares/ Voting Rights acquired (₹ in Lakhs)	Mode of Payment (Cash/ Securities)	Regulations which have triggered
		Number	% vis a vis total Voting Capital			
Direct Acquisition	Share Purchase Agreement (“SPA”) dated July 25, 2024	21,87,630	51.47%	₹1,312.58 Lakhs	Cash	Regulations 3(1) and 4

3. DETAILS OF THE ACQUIRER AND THE PACs:

Details	Acquirer	PAC 1	PAC 2	Total
Names of the Acquirer	Apple Equifin Private Limited	GKML Software Technologies Private Limited	Sunkesula Infra LLP	3
Address	B-202, Universal Paradise Nanda Patkar Road, Vile Parle (East), Mumbai-400 057. Maharashtra. India.	5-1-979, Putti Bowli, Opp. Pathar Masjid, Begum Bazar, Hyderabad-500 012, Telangana. India.	6-3-1192/T/404, 4 th Floor, My Home Tycoon, Begumpet, Hyderabad-500 016, Telangana, India.	-
Name(s) of persons in control/ Promoters of Acquirer where Acquirer is a Company	1) Bakkireddygari Chandra Venkata Partha Saradhi Reddy 2) Madhukar Rama Rao 3) Sunil Ghanathe	1) Sunkesula Mahammad Rafi 2) Venteddu Ramulu	1) Sunkesula Mahammad Rafi 2) Laxman Shanappa Pawar	-
Name of the Group, if any, to which the Acquirer belongs to	N.A.	N.A.	N.A.	-
Pre-Transaction Shareholding				
• Number	Nil	Nil	Nil	Nil
• % of Voting Share Capital	N.A.	N.A.	N.A.	N.A.
Acquisition of Shares which triggered the Open Offer				
• Number	12,84,253	4,63,377	4,40,000	21,87,630
• % of Voting Share Capital	30.22%	10.90%	10.35%	51.47%
Any other interest in the TC		-		

N.A. - Not Applicable.



4. DETAILS OF SELLERS:

Sr. No.	Name, PAN & Address	Part of Promoter Group (Yes/No)	Details of Shares/Voting Rights held by the Selling Shareholders			
			Pre-Transaction		Post Transaction	
			Number	% vis a vis Voting Share Capital	Number	% vis a vis Voting Share Capital
1)	<p>Mr. Sanjay Kumar Gupta ("Promoter Seller 1")</p> <p>PAN: ABBPG 9970 D</p> <p>Address: 7th Floor, Sukshiti Apartment, Flat 7A, 19 Ballygunge Circular Road, Ballygunge, Kolkata-700 019. West Bengal. India.</p>	Yes	2,78,702	6.56%	Nil	N.A.
2)	<p>Mrs. Shreya Gupta ("Promoter Seller 2")</p> <p>PAN: ADWPG 8453 G</p> <p>Address: 7th Floor, Sukshiti Apartment, Flat 7A, 19 Ballygunge Circular Road, Ballygunge, Kolkata-700 019. West Bengal. India.</p>	Yes	3,71,277	8.74%	Nil	N.A.
3)	<p>Shree Securities (<i>Association of Persons ("AOP") represented by its member, Sanjay Kumar Gupta</i>) ("Promoter Seller 3")</p> <p>PAN: AAMAS 5837 J</p> <p>Address: 4/1, 4th Floor, Middleton Street, Sikkim House, Kolkata-700 071. West Bengal. India.</p>	Yes	3,15,700	7.43%	Nil	N.A.
4)	<p>Basera Abasan LLP ("Promoter Seller 4")</p> <p>PAN: AASFB 9369 D</p> <p>LLPIN: AAL-4369</p> <p>Address: 4/1, 4th Floor, Middleton Street, Sikkim House, Kolkata-700 071. West Bengal. India.</p>	Yes	3,40,577	8.01%	Nil	N.A.
5)	<p>Mahant Vanijya Private Limited ("Promoter Seller 5")</p> <p>PAN: AACCM 3148 A</p> <p>CIN: U51109WB1995PTC071398</p> <p>Address: 4/1, 4th Floor, Middleton Street,</p>	Yes	8,00,429	18.83%	4,81,855	11.34%



Sr. No.	Name, PAN & Address	Part of Promoter Group (Yes/No)	Details of Shares/Voting Rights held by the Selling Shareholders			
			Pre-Transaction		Post Transaction	
			Number	% vis a vis Voting Share Capital	Number	% vis a vis Voting Share Capital
	Sikkim House, Kolkata-700 071. West Bengal. India.					
6)	Naman Barter Private Limited ("Promoter Seller 6") PAN: AAACN 8749 C CIN: U51909WB1995PTC071663 Address: 4/1, 4 th Floor, Middleton Street, Sikkim House, Kolkata-700 071. West Bengal. India.	Yes	1,72,800	4.07%	50,000	1.18%
7)	Pragma Estates LLP ("Promoter Seller 7") PAN: AAVFP 3037 F LLPIN: AAL-4357 Address: 4/1, 4 th Floor, Middleton Street, Sikkim House, Kolkata-700 071. West Bengal. India.	Yes	1,90,000	4.47%	Nil	N.A.
8)	Saharsh Estates LLP ("Promoter Seller 8") PAN: ADQFS 2655 C LLPIN: AAM-3579 Address: 4/1, 4 th Floor, Middleton Street, Sikkim House, Kolkata-700 071. West Bengal. India.	Yes	2,50,000	5.88%	Nil	N.A.
	Total		27,19,485	63.99%	5,31,855	12.51%

N.A. – Not Applicable.

Notes:

⁽ⁱ⁾ The Share Purchase Agreement is signed by duly constituted Power of Attorney holder and Authorised Signatory, Mr. Sanjay Kumar Gupta.

⁽ⁱⁱ⁾ Apart from the above Promoter Sellers, there are two Promoter/Promoter Group entities namely Mr. Vidul Gupta and Kit Commercial Private Limited, who also intends to re-classify themselves as the Public Shareholders of the Target Company, subject to compliance with SEBI (LODR) Regulations, 2015.

5. DETAILS OF THE TARGET COMPANY:

- 5.1. Name : Paragon Finance Limited
5.2. CIN : L65921WB1986PLC040980
5.3. Reserve bank of India ("RBI") Registration No. : B.05.02104
5.4. ISIN : INE015E01012
5.5. Registered Office Address : 4/1, 4th Floor, Middleton Street, Sikkim House, Kolkata-700 071.
West Bengal. India.
5.6. Stock Exchange(s) where listed : The equity shares are listed on BSE Limited ("BSE")
(Scrip Code: 531255 and Symbol: PARAGONF)



6. OTHER DETAILS:

- 6.1. The DPS to be issued under the SEBI (SAST) Regulations shall be published in the newspapers, within five (5) Working Days from the date of this PA as required under Regulation 13(4) and Regulation 14(3) of the SEBI (SAST) Regulations, i.e., on or before Thursday, August 01, 2024.
- 6.2. This Open Offer is not conditional upon any minimum level of acceptance pursuant to the terms of Regulation 19(1) of the SEBI (SAST) Regulations, 2011.
- 6.3. This PA is not being issued pursuant to a Competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011.
- 6.4. The Acquirer and the PACs and its Directors/Partners accepts full responsibility for the information contained in this PA, and jointly and severally undertake that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations, 2011. The Acquirer and the PACs confirm that they have adequate financial resources to meet their obligations under the Offer and have made firm financial arrangements for financing the acquisition of the Offer Shares, through verifiable means, in terms of Regulation 25(1) of the SEBI (SAST) Regulations, 2011.
- 6.5. All the information pertaining to the Target Company has been obtained from publicly available sources and confirmations from the Target Company, and the accuracy thereof has not been independently verified by the Manager to the Open Offer.
- 6.6. In this Public Announcement, all references to “₹” are references to Indian Rupees.
- 6.7. In this Public Announcement, any discrepancy in any amounts as a result of multiplication or totaling is due to rounding off.

Issued by the Manager to the Offer:



MARK CORPORATE ADVISORS PRIVATE LIMITED

CIN: U67190MH2008PTC181996

404/1, The Summit Business Bay,
Sant Janabai Road (Service Lane),
Off Western Express Highway,
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Email ID: openoffer@markcorporateadvisors.com

Investor Grievance Email ID: investorgrievance@markcorporateadvisors.com

SEBI Registration No.: INM000012128

For and on behalf of the Acquirer:

Apple Equifin Private Limited
("Acquirer")

Sd/-

Sunil Ghanate
Director

GKML Software Technologies Private Limited
("PAC 1")

Sd/-

Sunil Ghanate
Authorised Signatory

Sunkesula Infra LLP
("PAC 2")

Sd/-

Sunil Ghanate
Authorised Signatory

Date : July 25, 2024

Place : Mumbai

