

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)

	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.

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).

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



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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