

PUBLIC ANNOUNCEMENT UNDER REGULATIONS 3(1) AND 4 READ WITH REGULATIONS 13(1), 14 AND 15(1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED ("SEBI (SAST) REGULATIONS")

**PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF**

**FABINO ENTERPRISES LIMITED  
("FABINO" / "TARGET COMPANY")**

**CIN No.: L24100HR2011PLC114093**

**Registered Office:** Jeevan Vihar Extension, Near Shubham Garden, Murthal Road,  
Sonipat, Haryana – 131 001. **Contact No:** 92153 24221

**E-mail Id:** info@fabinolife.com **Website:** www.fabinolife.com

OPEN OFFER FOR ACQUISITION OF 5,46,000 (FIVE LAKHS FORTY SIX THOUSAND) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH FROM SHAREHOLDERS OF FABINO ENTERPRISES LIMITED ("FABINO") BY R G FAMILY TRUST (ACQUIRER NO 1), SAMEER GUPTA (ACQUIRER NO 2) AND SUNDEEP GUPTA (ACQUIRER NO 3) (HEREIN AFTER JOINTLY REFER TO AS "ACQUIRERS") PURSUANT TO AND IN COMPLIANCE WITH REGULATIONS 3(1) & 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 ("Public Announcement" or "PA") is being issued by Aryaman Financial Services Limited, the Manager to the Offer (the "Manager"), for and on behalf of the Acquirers to the Public Shareholders (as defined below) of the Target Company, pursuant to and in compliance with Regulations 3(1) and 4 read with other applicable regulations of the SEBI (SAST) Regulations.

**Eligible Public Shareholders** shall mean all the public shareholders of the Target Company who are eligible to tender their Equity Shares in the Open Offer, and for the avoidance of doubt, excluding the members of the promoter and promoter group of the Target Company, the Acquirer and any persons acting or deemed to be acting in concert with any of them.

**1) OFFER DETAILS**

- **Size:** This Open Offer is being made for 5,46,000 Equity Shares of face value of ₹ 10/- (Rupees Ten Only) each of the Target Company ("Equity Shares") constituting 26.00% of the fully diluted Equity Share Capital of the Target Company, as of the 10<sup>th</sup> (tenth) working day from the closure of the Tendering Period ("Offer Size"), subject to the terms and conditions mentioned in this PA, the Detailed Public Statement that will be published and the Letter of Offer that is proposed to be issued in accordance with the SEBI (SAST) Regulations.
- **Price / Consideration:** This Open Offer is being made at a price of ₹ 20/- (Rupees Twenty Only) ("Offer Price") per fully diluted Equity Share of the Target Company aggregating to ₹ 109.20 Lakhs ("Offer Consideration")
- **Mode of Payment:** The Offer Price is payable in cash, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations.
- **Type of Offer:** This is a Triggered Offer, being made by the Acquirers in accordance with Regulations 3(1) & 4 of the SEBI (SAST) Regulations.

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

The Acquirers have executed a Share Purchase Agreement with Aditya Mahavir Jain (Seller No. 1), Vandana Jain (Seller No. 2), Shanta Jain (Seller No. 3), Kamal Naini Jain (Seller No. 4) and Shreya Jain (Seller No. 5) (collectively referred as **Sellers**) dated April 28, 2026 ("SPA"). The Seller No. 2, Seller No. 3, Seller No. 4 and Seller No. 5, all being represented by Seller No. 1 i.e Mr. Aditya Mahavir Jain (Seller No. 1) through duly executed Power of Attorney. The Sellers holds 56.82% shareholding comprising of 11,93,200 (Eleven Lakhs Ninety-Three Thousand Two Hundred) Equity Shares of ₹ 10/- (Rupees Ten Only) each in the Target Company, which the Acquirers now proposes to acquire for a consideration of ₹ 214.78 Lakhs (Rupees Two Crore Fourteen Lakhs & Seventy-Eight Thousand Only). Thus, the transaction contemplated by the SPA will result in a direct acquisition of the majority of the voting rights in and control over the Target Company by the Acquirer.

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 / Share Capital			
Direct Acquisition	Share Purchase Agreement ("SPA") dated April 28, 2026	11,93,200 Equity Shares	56.82%	₹ 214.78 Lakhs	Cash	Reg. 3(1) & 4

**3) DETAILS OF ACQUIRER(S) / PAC**

Details	Acquirer No. 1	Acquirer No. 2	Acquirer No. 3	PAC	Total
Name of Acquirer	R G Family Trust	Sameer Gupta	Sundeep Gupta	NA	3
Address	Kh No 1075, Flat No 002, UGF, Village Kapashera, Delhi – 110 037	House No 4, Maharani Bagh, Srinivaspuri, Kailash Phase I, Delhi – 110 065	Plot No 54, Poorvi Marg, Vasant Vihar I, South West Delhi – 110 057	NA	NA
Names of Persons in Control / Promoters of Acquirers where Acquirers are Companies	Rravvi Goyal (Trustee)	NA	NA	NA	NA
Name of the Group, if any, to which the Acquirers belongs to	Raavi Group	Jakson Group	Jakson Group	NA	NA
Pre - Transaction Shareholding					
Number	Nil	Nil	Nil	NA	Nil

% of total Equity Shares Capital	Nil	Nil	Nil	NA	Nil
<b>Proposed shareholding after the acquisition of shares which triggered the Open Offer</b>					
Number	9,54,000	1,20,000	1,19,200	NA	11,93,200
% of total Equity Shares Capital	45.43%	5.71%	5.68%	NA	56.82%
<b>Any other interest in the TC</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>

Note:

- There are no "Persons Acting in Concert" within the meaning of Regulation 2(1)(q)(1) of the Regulations in relation to this Open Offer. Due to the applicability of Regulation 2(1)(q)(2) of the Regulations, there could be certain entities deemed to be Persons Acting in Concert with the Acquirer. As on date of the PA, none of the entities (who are deemed PAC), holds any Equity Shares of the Target Company.
- The Acquirer No. 2 and Acquirer No. 3, both being represented by Mr. Ravvi Goyal (i.e the Trustee of Acquirer No. 1) through duly executed Powepr of Attorney.
- The difference if any in the percentage is due to rounding-off.

#### 4) DETAILS OF SELLING SHAREHOLDERS

Name of Selling Shareholders	Part of Promoter Group (Yes / No)	Details of shares held by the Selling Shareholders			
		Pre Transaction		Post Transaction	
		Number of Equity Shares	% of fully diluted Equity Share Capital of the Target Company	Number of Equity Shares	% of fully diluted Equity Share Capital of the Target Company
Aditya Mahavir Jain	Yes	11,00,000	52.38%	Nil	Nil
Vandana Jain	Yes	84,000	4.00%	Nil	Nil
Shanta Jain	Yes	2,400	0.11%	Nil	Nil
Kamal Naini Jain	Yes	2,800	0.13%	Nil	Nil
Shreya Jain	Yes	4,000	0.19%	Nil	Nil
<b>Total</b>		<b>11,93,200</b>	<b>56.82%</b>	<b>Nil</b>	<b>Nil</b>

#### 5) TARGET COMPANY

<b>Name:</b>	Fabino Enterprises Limited
<b>CIN No:</b>	L24100HR2011PLC114093
<b>Registered Office:</b>	Jeevan Vihar Extension, Near Shubham Garden, Murthal Road, Sonipat, Haryana – 131 001.
<b>Exchange where the Equity shares of the Target Company are listed</b>	BSE Limited (Scrip Code: 543444)
<b>ISIN No:</b>	INE0DRT01018

**6) OTHER DETAILS**

- The Detailed Public Statement (“DPS”) pursuant to this Public Announcement and in terms of the provisions of Regulation 14(3) of SEBI (SAST) Regulations, 2011 shall be published on or before May 06, 2026 in all editions of any one English national daily with wide circulation, any one Hindi national daily with wide circulation and any one Hindi language daily newspaper available in Sonapat, Haryana. The DPS shall, inter alia, contain details of the Open Offer including detailed information on the Offer Price, the Acquirers, the Target Company, the background to the Open Offer, the statutory approvals required for the underlying transaction and the Open Offer, details of financial arrangements and the conditions for withdrawal of the Open Offer.
- The Acquirers accepts full responsibility for the information contained in this Public Announcement. The Acquirers undertakes that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations, 2011.
- The Acquirers have adequate financial resources and have made firm financial arrangements for financing the acquisition of the Equity Shares under the Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations, 2011.
- The Acquirer has given an undertaking that if pursuant to this Open Offer, the Public Shareholding in the Target Company falls below 25% of the Voting Rights / Paid-up Equity Shares Capital of the Company, they shall bring down the non public shareholding to the level specified (i.e 75% of the Voting Rights / Paid-up Equity Shares Capital) within such period from the date of completion of Open Offer as specified under Securities Contracts (Regulation) Rules, 1957 and in accordance with such directions as may be issued by the Stock Exchange on which Shares of the Target Company are listed.
- The Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations. This PA is not being issued pursuant to a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- All information in relation to the Target Company contained in the Public Announcement is based on publicly available information
- This Open Offer is subject to the terms and conditions mentioned in this Public Announcement, the Detailed Public Statement and the Letter of Offer that are proposed to be issued in accordance with the SEBI (SAST) Regulations

**ISSUED BY MANAGER TO THE OFFER:**



**Aryaman Financial Services Limited**

(CIN No.: L74899DL1994PLC059009)

60, Khatau Building, Alkesh Dinesh Modi Marg, Opp. P. J. Towers (BSE Building), Fort, Mumbai – 400 001.

Tel: 022 – 6216 6999; Website: [www.afsl.co.in](http://www.afsl.co.in); Email: [info@afsl.co.in](mailto:info@afsl.co.in) Contact Person: Mr. Deepak Biyani

**For and on behalf of the Acquirers:**

<b>R G Family Trust</b> (Acquirer No 1)	Kh No 1075, Flat No 002, UGF, Village Kapashera, Delhi – 110 037
<b>Sameer Gupta</b> (Acquirer No 2)	House No 4, Maharani Bagh, Srinivasपुरi, Kailash Phase I, South Delhi – 110 065
<b>Sundeep Gupta</b> (Acquirer No 3)	Plot No 54, Poorvi Marg, Vasant Vihar I, South West Delhi – 110 057

Place: Mumbai

Date: April 28, 2026

Deepak P. Biyani  
