**PUBLIC ANNOUNCEMENT ("PA") UNDER REGULATION 3(1)* AND REGULATION 4 READ WITH REGULATION 13(1), 14 AND 15(1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THERETO**

**FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF**

# PASUPATI FINCAP LIMITED

**("TARGET COMPANY"/ "TARGET")**

**CIN:** L22207DL1996PLC461661
**Registered Office:** Shop No. 37, Shanker Market, Connaught Place, Janpath, New Delhi-110001;
**Corporate Office:** 3rd Floor 56/33, Site IV Industrial Area, I.E. Sahibabad, Ghaziabad, Uttar Pradesh-201010;
**Phone:** 9211515079;
**Email Id:** pasupatifincaplimited@gmail.com;
**Website:** www.pasupatifincap.co.in;

**OPEN OFFER FOR ACQUISITION OF UPTO 12,22,000 (TWELVE LAKH TWENTY TWO THOUSAND) 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 COMPANY" OR "TARGET") BY UDAY NARANG (HEREINAFTER REFERRED TO AS "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 other applicable provisions of the SEBI (SAST) Regulations.

**The underlying transaction, by itself, does not and will not result in the Acquirer acquiring 25% or more of the voting share capital of the Target Company. However, pursuant to this open offer, and subject to full acceptance of the offer shares by public shareholders, the Acquirer's shareholding may increase to 37.55% of the voting share capital of the Target Company.*

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

| Definitions & Abbreviations | Particulars |
|---|---|
| Acquirer | Uday Narang, son of Late. Shri. Satya Pal Narang, aged 56 years, Indian Inhabitant having PAN: AAFPN6407K, under the Income Tax Act, 1961 and residing at House No. D-1104, 1st Floor, New Friends Colony, Delhi-110025. |

| Definitions & Abbreviations | Particulars |
|---|---|
| Agreement | The Share Purchase Agreement is hereinafter referred to as the Agreement. |
| Board | 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 | Equity Shares shall mean the fully paid-up equity shares of the face value of ₹10/- (Rupees Ten Only) each. |
| ISIN | International Securities Identification Number |
| Negotiated Price | A negotiated price of ₹12/- (Rupees Twelve Only) per Sale Share, aggregating to an amount of ₹65,15,100/- (Rupees Sixty Five Lakh Fifteen Thousand One Hundred Only) for the sale of 5,42,925 (Five Lakh Forty Two Thousand Nine Hundred Twenty Five) Equity Shares, representing 11.55% of the Voting Share Capital of the Target Company, by Promoter Seller to the Acquirer, pursuant to the execution of the Share Purchase Agreement. |
| Offer Period | The period of entering into an agreement 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 is being issued by the Acquirer, i.e. August 05, 2026 (Wednesday), 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 ₹12/- (Rupees Twelve Only) per Offer Share. |
| Offer Shares | Open Offer for acquisition of up to 12,22,000 (Twelve Lakh Twenty Two Thousand) 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 ₹12/- (Rupees Twelve Only) per fully paid-up Equity Share payable in cash. |
| PA/ Public Announcement | Public Announcement dated August 05, 2026 (Wednesday). |
| Promoter and Promoter Group | The existing promoter and promoter group of the Target Company, in accordance with the provisions of Regulation 2 (1)(s) and 2 (1)(t) of the SEBI (SAST) Regulations, read with Regulation 2 (1)(oo) and 2 (1)(pp) of the SEBI (ICDR) Regulations, in this case, namely being, Dinesh Pareekh, Sangeeta Pareekh, Prakash Chandra Pareek, Rakesh Chandra Pareek, Uma Pareek, Bimla Devi Sharma, Anil Sharma, Pankaj Sharma, Race Eco Chain Limited, Gem Enviro Management Limited, Geoeco Green Energy Limited, Race Gateway Limited, Securocrop Securities India Private Limited, BLP Equity Research Private Limited, |

| Definitions & Abbreviations | Particulars |
|---|---|
| | BGP 11 Analytics Private Limited, Securocrop Business Re-Engineering Private Limited, Sangok Creations Private Limited and Race Green Logistix Private Limited. |
| Promoter Seller | The existing promoter of the Target Company who has entered in a Share Purchase Agreement with the Acquirer, in this case, namely being, Dinesh Pareekh. |
| Public Shareholder(s) | All the equity shareholders of the Target Company who are eligible to tender their Equity Shares in the Offer, except: (a) the promoter and members of the promoter group of the Target Company; (b) the Acquirer and any person deemed to be acting in concert with them; (c) the parties to the underlying Share Purchase Agreement, (d) any person deemed to be acting in concert with the parties to the SPA, 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 amendments thereto. |
| SEBI (SAST) Regulations | Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto. |
| Share Purchase Agreement/ SPA | The Share Purchase Agreement dated August 05, 2026 (Wednesday), executed between the Acquirer and the Promoter Seller, pursuant to which the Acquirer has agreed to acquire 5,42,925 (Five Lakh Forty Two Thousand Nine Hundred Twenty Five) Equity Shares, representing 11.55% of the Voting Share Capital of the Target Company from the Promoter Seller at a negotiated price of ₹12/- (Rupees Twelve Only) per Sale Share, aggregating to an amount of ₹65,15,100/- (Rupees Sixty Five Lakh Fifteen Thousand One Hundred Only). |
| Stock Exchanges | BSE Limited is the stock Exchange on which the Equity Shares of the Target Company are presently listed. |
| Target Company/ Target | Pasupati Fincap Limited is a public limited company incorporated under the provision of the Companies Act, 1956, having its registered office at Shop No. 37 Shanker Market, Connaught Place, Janpath, New Delhi - 110001, its corporate office at 3rd Floor 56/33, Site IV Industrial Area, I.E. Sahibabad, Ghaziabad, Uttar Pradesh-201010 and bearing Corporate Identification Number-L22207DL1996PLC461661. |
| Tendering Period | The tendering period shall have the meaning ascribed to it under Regulation 2(1)(za) of the SEBI (SAST) Regulations. |

| Definitions & Abbreviations | Particulars |
|---|---|
| Voting Share Capital/Share Capital | The total voting equity share capital of the Target Company on a fully diluted basis as of the 10th (Tenth) working day from the closure of the Tendering Period of the Open Offer. |
| 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) 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 ₹12/- (Rupees Twelve Only) per Offer Share. The Equity Shares of the Target Company are frequently 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 ₹1,46,64,000/- (Rupees One Crore Forty Six Lakh Sixty Four Thousand Only). |
| **Mode of payment** | The Offer Price will be 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. |

**The underlying transaction, by itself, does not and will not result in the Acquirer acquiring 25% or more of the voting share capital of the Target Company. However, pursuant to this open offer, and subject to full acceptance of the offer shares by public shareholders, the Acquirer's shareholding may increase to 37.55% of the voting share capital of the Target Company.*

## 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 Crore)** | **Mode of payment (Cash/ ~~Securities~~)** | **Regulation which has triggered** |
| | | **Number** | **% vis a vis total equity/ voting capital** | | | |
| Direct | Share Purchase Agreement dated August 05, 2026 (Wednesday) between Acquirer and Promoter Seller | 5,42,925 Equity Shares | 11.55% | ₹0.65/- | Cash | Regulation 3(1)* and Regulation 4 of the SEBI (SAST) Regulations |

*****_The underlying transaction, by itself, does not and will not result in the Acquirer acquiring 25% or more of the voting share capital of the Target Company. However, pursuant to this open offer, and subject to full acceptance of the offer shares by public shareholders, the Acquirer's shareholding may increase to 37.55% of the voting share capital of the Target Company._

## 3. DETAILS OF ACQUIRER:

| Details | Acquirer |
|---|---|
| **Name of Acquirer** | Uday Narang |
| **Address** | House No. D-1104, 1st Floor, New Friends Colony, New Delhi-110025 |
| **Name(s) of persons in control/promoters of acquirer/ PAC where Acquirer/ PAC are companies** | Not Applicable |
| **Name of the Group, if any, to which the Acquirer belong to** | None |
| **Pre Transaction Shareholding**<br>• **Number**<br>• **% of total share capital** | <br>Nil<br>Nil |
| **Proposed shareholding after the acquisition of shares which triggered the Open Offer (assuming full acceptance of offer shares)**<br>• **Number**<br>• **% of total share capital** | <br>17,64,925<br>37.55% |
| **Any other interest in the Target Company** | None |

## 4. DETAILS OF SELLING SHAREHOLDER:

| Name of the Promoter Seller | Part of Promoter/ Promoter group (Yes/No) | Details of Shares/ Voting Rights held by the Promoter Seller | | | |
|---|---|---|---|---|---|
| | | Pre-Transaction | | Post Transaction | |
| | | No. of shares | % | No. of shares | % |
| Dinesh Pareekh | Yes | 5,42,925 | 11.55% | Nil | Nil |

## 5. TARGET COMPANY:

| | |
|---|---|
| **Name** | **PASUPATI FINCAP LIMITED** |
| **CIN** | L22207DL1996PLC461661 |
| **Registered Office** | Shop No. 37 Shanker Market, Connaught Place, Janpath, New Delhi- 110001 |
| **Corporate Office** | 3rd Floor 56/33, Site IV Industrial Area, I.E. Sahibabad, Ghaziabad, Uttar Pradesh- 201010 |
| **Exchange where listed** | Equity Shares are listed on BSE Limited |
| **Scrip Code** | 511734 |
| **Symbol** | PASUFIN |
| **ISIN** | INE527C01010 |

## 6. OTHER DETAILS

(a) This Public Announcement is made in compliance with the provisions of Regulation 13 (1) of the SEBI (SAST) Regulations.

(b) The Acquirer accept full responsibility for the information contained in this Public Announcement.

(c) 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 August 12, 2026 (Wednesday). 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 has given an undertaking that they are aware of and will comply with their obligations as laid down under the SEBI (SAST) Regulations and has 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**
**on behalf of the Acquirer**

FINTELLECTUAL
CORPORATE ADVISORS

**Fintellectual Corporate Advisors Private Limited**
**Corporate Office:** B- 20, Second Floor, Sector -1, Noida, Uttar Pradesh-201301
**Contact Number:** +91-120-4266080;
**Website:** www.fintellectualadvisors.com
**Email Address:** info@fintellectualadvisors.com
**Contact Person:** Mr. Amit Puri
**SEBI Registration Number:** INM000012944
**Validity:** Permanent
**CIN:** U74999DL2021PTC377748

**Sd/-**
**Uday Narang**
**Acquirer**

**Place:** Noida
**Date:** August 05, 2026