

**PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS OF
CAPFIN INDIA LIMITED**

**Registered Office – IC/13, BASEMENT, NEW ROHTAK ROAD, DELHI NORTH WEST,
DELHI- 110005**

Email - capfinindia ltd@yahoo.co.in Website: www.capfinindia.com

Corporate Identification Number: L74999DL1992PLC048032

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

**OPEN OFFER FOR ACQUISITION OF UPTO 15,75,585 (FIFTEEN LAKH SEVENTY FIVE
THOUSAND FIVE HUNDRED EIGHTY FIVE) FULLY PAID-UP EQUITY SHARES OF
FACE VALUE INR 10/- (RUPEES TEN ONLY) EACH ("EQUITY SHARES")
REPRESENTING 55% OF THE TOTAL ISSUED, OUTSTANDING AND FULLY PAID-UP
EQUITY SHARE CAPITAL CARRYING VOTING RIGHTS OF CAPFIN INDIA LIMITED, A
COMPANY REGISTERED UNDER THE COMPANIES ACT, 1956 AND HAVING ITS
REGISTERED OFFICE AT IC/13, BASEMENT, NEW ROHTAK ROAD, DELHI NORTH
WEST, DELHI- 110005 ("TARGET COMPANY") FROM THE PUBLIC SHAREHOLDERS
OF THE TARGET COMPANY BY MR. ABHISHEK NARBARIA (PAN: AFXPN5866M) AND
MR. UMESH KUMAR SAHAY (PAN: BOIPS8195D) ("ACQUIRER")**

This Public Announcement ("PA" or "Public Announcement") is being issued by Fast Track Finsec Private Limited, a Company registered under the Companies Act, 1956 ("Fasttrack"), ("Manager to the Offer") for and on behalf of Acquirer to the Public Shareholders of the Target Company pursuant to and in Compliance with, amongst others, Regulations 3(1) and 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto {"SEBI (SAST) Regulations, 2011"/"Regulations"}},

OFFER DETAILS:

- 1.1 Offer Size:** The Acquirer hereby makes this Open Offer to the Public Shareholders to acquire up to 15,75,585 (Fifteen Lakh Seventy Five Thousand Five Hundred Eighty Five) fully paid up Equity Shares constituting 55.00% of the Voting Share Capital, subject to satisfaction of certain conditions precedent and statutory approvals and other terms and conditions mentioned in this Public Announcement, and as will be set out in the detailed public statement (the "DPS") and the letter of offer (the "LOF") that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
- 1.2 Offer Price/ Consideration:** The Offer Price of INR 13.32/- (Rupees Thirteen and Thirty Two Paise Only) per Equity Share ("Offer Price") which is consider in accordance with Regulation 8 of the Regulations. Assuming full subscription in the Open Offer, the total consideration payable by the Acquirer will be INR 2,09,86,793/- (Rupees Two Crore Nine Lakh Eighty Six Thousand Seven Hundred Ninety Three Only) ("**Maximum Consideration**").
- 1.3 Mode of Payment:** The Offer Price is payable is "Cash" in accordance with Regulation 9(1)(a) of the Regulations.
- 1.4 Type of Offer:** This is a Triggered Offer under Regulations 3(1) and 4 of the Regulations. This Open Offer is not conditional offer subject to any minimum level of acceptance in terms of

Regulation 19 of the Regulation. This is not a competing offer in terms of Regulation 20 of the Regulations.

1) TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION)

Acquirer has entered into a Share Purchase Agreement on Tuesday, 25th day of July, 2023, (“SPA”) with the current promoters of the Target Company (“Sellers”) to acquire 5,19,926 (Five Lakh Nineteen Thousand Nine Hundred Twenty Six) Equity Shares at a price of INR 69,25,415/- (Rupees Sixty Nine lakh Twenty Five Thousand Four Hundred Fifteen Only) in compliance with the provisions of the SEBI (SAST) Regulations.

Details of underlying transaction						
Type of Transaction	Mode of Transaction	Shares/ Voting rights acquired/ proposed to be acquired		Total Consideration for shares /Voting Rights acquired (INR)	Mode of payment	Regulation which has triggered
		Number	% vis a vis total equity / voting Capital			
Direct Acquisition	Share Purchase Agreement	5,19,926 Equity Shares	18.15	69,25,415	Cash	Regulation 3(1) and 4 of SEBI (SAST) Regulation

2) Details of the Acquirer(s) /PAC

Details	Acquirer 1	Acquirer 2	Total
Name of Acquirer	Mr. Abhishek Narbaria	Mr. Umesh Kumar Sahay	2
Address	Karan Gold Coast, S No 329, Bavdhan, Budruk, Opp Crystal Honda Showroom, Bavdhan, Pune City, Maharashtra -411021	Flat No- A/308 Survey No-22, Pristine Fontana, Behind Maratha Mandir, Bavdhan Khurd, Pune City, Maharashtra – 411021	
PAN	AFXPN5866M	BOIPS8195D	
Name(s) of persons in control/promoters of acquirer/ PAC where Acquirer/PAC are companies	N.A.	N.A	
Name of the Group, if any, to which the Acquirer/PAC belongs to	N.A	N.A	
Pre-Transaction shareholding	Nil	Nil	

<ul style="list-style-type: none"> • Number of equity shares in the Target Company • % of total share capital 			
Proposed shareholding After the acquisition of shares which triggered the Open Offer (No. of Equity Shares)	2,59,963	2,59,963	5,19,926
% of total share capital and total voting capital	9.075%	9.075%	18.15%
Any other interest in the Target Company	None	None	

3) Details of selling shareholders, if applicable

Name & Address	Part of promoter group (Yes/ No)	Details of shares/ voting rights held by the selling shareholders			
		Pre-Transaction		Post-Transaction	
		No. of shares	% vis a vis Total Share Capital	No. of shares	% vis a vis Total Share Capital
Sarita Mantry 216, Kalyan Vihar, Delhi - 110009	Yes	2,68,490	9.37%	Nil	Nil
Dinesh Kumar Mantry 216, Kalyan Vihar, Delhi - 110009	Yes	1,97,038	6.87%	Nil	Nil
Anil Kumar Mantry 216, Kalyan Vihar, Delhi - 110009	Yes	54,398	1.90%	Nil	Nil

4) INFORMATION ABOUT THE TARGET COMPANY

Name	Capfin India Ltd.
CIN	L74999DL1992PLC048032

Exchange where shares are Listed	BSE Limited
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- 5.1 Capfin India Limited is a Public Limited Company (Non-Banking Finance Company registered with Reserve Bank of India) incorporated under the Companies Act, 1956 on 16th March, 1992. The Corporate Identification Number of the Company is L74999DL1992PLC048032.
- 5.2 Presently, Registered Office of the Target Company is situated at 1C/13, Basement, New Rohtak Road, North West Delhi – 110005.
- 5.3 As on date of this PA, the Authorised Share Capital of the Target Company is INR 4,00,00,000/- (Rupees Four Crores Only) divided into 40,00,000 (Forty Lakhs) Equity Shares of INR 10/- (Rupees Ten Only) each and the Issued, Subscribed and Paid-up Capital of the Target Company is INR 2,86,47,000/- (Indian Rupees Two Crore Eighty Six Lakh Forty Seven Thousand Only) divided into 28,64,700 (Twenty Eight Lakh Sixty Four Thousand Seven Hundred) Equity Shares of INR 10/- (Rupees Ten Only) each.
- 5.4 Presently 28,64,700 (Twenty Eight Lakh Sixty Four Thousand Seven Hundred) Equity Shares of the Target Company have been listed on BSE Limited (“BSE”) with Scrip Code 539198.
- 5.5 There are no partly paid up Equity Shares of the Target Company.
- 5.6 Presently, the Board of Directors of the Target Company comprises of Ms. Sarita Mantry (DIN: 01111382), Ms. Rachita Mantry (DIN: 03414391), Mr. Sanjay Kukreja (DIN: 08506956) and Mr. Ashok Kumar Mohta (DIN: 08485341) (*Source: MCA website*). As on the date of PA, none of the directors are representatives of the Acquirer.
- 5.7 There are no outstanding convertible instruments such as warrants/FCDs/PCDs etc of the Target Company. (*Source: Annual Report for the year ended March 2022*).

5) OTHER TERMS OF THE OFFER

- 6.1 The Detailed Public Statement pursuant to this Public Announcement and which carries all such other information of the offer including the detailed information on the offer price, detailed information on the Acquirer, detailed information on the Target Company, detailed reasons for the offer, statutory approvals for the offer, details of financial arrangement, other terms of the offer, conditions to the offer etc. shall be published in all editions of any one English national daily newspaper with wide circulation, any one Hindi national daily newspaper with wide circulation, and any one regional language daily newspaper with wide circulation where the registered office of the Target Company is situated and any one regional language newspaper of the Stock Exchanges where the shares are listed and where the volume of trading is recorded as maximum during sixty trading days preceding the date of the Public Announcement. The Detailed Public Statement shall be published on or before 01st day of August 2023.
- 6.2. The Acquirer undertake that they are aware of and shall comply with all obligations under the SEBI (SAST) Regulations, 2011.
- 6.3. The Acquirer has adequate 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.

Issued by Manager to the Offer



FAST TRACK FINSEC PRIVATE LIMITED

CIN: U65191DL2010PTC200381

SEBI Reg. No: INM000012500

B-502, Statesman House, 148, Barakhamba Road,
New Delhi – 110001

Telephone: +91-11-43029809

Email: vikasverma@ftfinsec.com

Investor Grievance Email: investor@ftfinsec.com

Website: www.ftfinsec.com

Contact Person: Mr. Vikas Kumar Verma

Sd/-

Mr. Abhishek Narbaria
(Acquirer-1)

Sd/-

Mr. Umesh Kumar Sahay
(Acquirer-2)

Date: 25.07.2023

Place: New Delhi