

**PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS OF
OMANSH ENTERPRISES LIMITED**
Registered Office & Corporate Office –B-507, 5th Floor, Statesman House, Barakhamba Road, New
Delhi-110001
Email –omanshwork@gmail.com; Website: <https://omansh.co.in>
Corporate Identification Number: L01100DL1974PLC241646

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 AS AMENDED FROM TIME TO TIME.

OPEN OFFER FOR ACQUISITION OF UPTO 44,03,007 (FORTY FOUR LAKH THREE THOUSAND AND SEVEN) EQUITY SHARES OF FACE VALUE INR 2/- (RUPEES TWO ONLY) EACH (“EQUITY SHARES”) REPRESENTING 25.12%* OF THE TOTAL EXPANDED VOTING EQUITY SHARE CAPITAL (AS DEFINED BELOW) OF OMANSH ENTERPRISES LIMITED (“TARGET COMPANY” OR “TC”) PAN: AABCR0598Q, BY MR. AVNISH JINDAL, PAN: AGUPJ5278K (“ACQUIRER 1”) AND MR. PIYUSH GUPTA, PAN: ALSPG4157B (“ACQUIRER 2”) AND MR. NILESH JINDAL, PAN: ALMPJ6347C (“ACQUIRER 3”) AND MR. PURSHOTTAM KUMAR GUPTA, PAN: AAPPG7662M (“ACQUIRER 4”) (“ACQUIRERS”) FROM PUBLIC SHAREHOLDERS (AS DEFINED BELOW) OF THE TARGET COMPANY, PURSUANT TO AND IN COMPLIANCE WITH REQUIREMENTS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITIONS OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED (HEREIN REFERRED TO “SEBI (SAST) REGULATIONS, 2011”)

**As per Regulation 7 of the SEBI (SAST) Regulations, the Offer Size, for the Open Offer under Regulations 3(1) and 4 of the SEBI (SAST) Regulations, should be for at least 26% of the Expanded voting share capital of the Target Company. However, the Offer Size is restricted to 44,03,007 Equity Shares, being the Equity Shares held by the Public Shareholders (excluding the selling public shareholders), representing 25.12% of the Expanded voting share capital of the Target Company.*

This Public Announcement (“PA” or “Public Announcement”) is being issued by Fast Track Finsec Private Limited, a Company registered under Companies Act, 1956 (“Fasttrack”), (“Manager to the Offer”) for and on behalf of Acquirers to the Public Shareholders of the Target Company pursuant to and in Compliance with, amongst others, Regulations 3 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”].

For the purpose of this public announcement, the following terms have the meanings assigned to them below:

‘**Board of Directors**’ means the Board of Directors of the Target Company.

‘**Compulsory Convertible Preference Shares**’ (“CCPS”) means 25,00,000 unlisted fully paid-up 0% compulsory convertible preference shares of face value of Rs. 10/- (Rupees Ten Only) each issued to pursuant to resolution plan approved by Hon’ble NCLT dated February 29, 2024.

‘**Expanded Voting Share Capital/ Expanded Voting Equity Share Capital**’ shall mean the total voting Equity share Capital of the Target Company on a fully diluted bases expected as of the 10th (Tenth) Working Day from the closure of the Tendering Period of the Offer.

‘**Equity Shares**’ means the fully paid-up equity shares of face value of Rs.2 /- (Rupees Two Only) each.

‘**Identified Date**’ means the date falling on the 10th (Tenth) Working Day prior to the commencement of the Tendering Period for the Offer, for the purposes of determining the public shareholders to whom the Letter of Offer shall be sent. It is clarified that all the Public Shareholders (registered or unregistered) who own Equity shares are eligible to participate in this Open Offer at any time before expiry of the Tendering Period.

‘**Offer Documents**’ shall mean the documents namely being, Public Announcement, Detailed Public Statement, Draft Letter of Offer, Letter of Offer, Recommendation of the Committee of the Independent Directors of the



Company and Post offer Public Announcement, and any other notices, advertisements, and corrigendum issued by or on behalf of the Acquirer.

‘Offer Shares’ means 44,03,007 (Forty-Four Lakh Three Thousand and Seven) Equity Shares, representing 25.12% of the Expanded Voting Equity Share Capital of the Target Company.

‘Existing Voting Share Capital’ means the paid-up Equity Share Capital of the Target Company prior to the allotment of equity shares pursuant to conversion of Compulsory Convertible Preference Shares(“CCPS”). The existing total voting share capital consists of 50,28,007 (Fifty Lakh Twenty-Eight Thousand and Seven) Equity shares of face value of ₹2/- (Rupees Two Only) each, amounting to Rs. 1,00,56,014/- (Rupees One Crore Fifty-Six Thousand and Fourteen Only).

‘Pre-Issue Total Paid-up Share Capital’ means the paid-up Share Capital of the Target Company prior to the allotment of equity shares pursuant to conversion of Compulsory Convertible Preference Shares(“CCPS”).

The existing total paid-up share capital consists of the following:

Particulars	Number of Shares	Face value	Amount(₹)
Equity Shares	50,28,007	₹ 2	₹ 1,00,56,014
0% Unlisted Compulsory Convertible Preference Shares	25,00,000	₹ 10	₹ 2,50,00,000
Total			₹ 3,50,56,014

‘Outgoing Public Shareholder/Selling shareholder’ shall mean, the existing public shareholder of the Target Company namely, M/s. Ingenius Investment Advisors LLP and M/s. BRCCA Services Private Limited.

‘Public shareholders’ means all the public shareholders of the Target Company who are eligible to tender their Equity Shares in the Open Offer, excluding the Acquirers, the Promoter and Selling shareholder and other persons deemed to be acting in concert with the Acquirer.

‘Sale shares’ means 45,00,000 (Forty-Five Lakh) Equity shares, constituting 89.49% of the Pre-issue Paid-up Equity Share Capital of the Target Company.

‘SPA’ or **‘Share Purchase Agreement’** means the share purchase agreement dated June 10, 2025 executed between the Acquirer 1 and Acquirer 2 and the Sellers, pursuant to which the Acquirer 1 and Acquirer 2 has agreed to acquire 45,00,000 (Forty-Five Lakh) Equity shares, constituting 89.49% of the Pre-issue Paid-up Equity share Capital of the Target Company from the Selling shareholders at a negotiated price of Rs. 2/- (Rupees Two only) per Sale share, aggregating to an amount of Rs. 90,00,000- (Rupees Ninety Lakh Only). Additionally, pursuant to the SPA, Acquirer 1 and Acquirer 2 have also acquired 500,000 (Five lakh) Warrants having face value of Rs. 2 from BRCCA Services Private Limited.

‘SPA Date’ means the execution date of the SPA, i.e. Tuesday, June 10, 2025.

‘Tendering Period’ has the meaning ascribed to it under Regulation 2(1)(za) of the SEBI(SAST) Regulations.

‘Working Day’ means same meaning to it under Regulation 2(1)(zf) of the SEBI(SAST) Regulations.

1) OFFER DETAILS:

1.1 Offer Size: The Acquirers hereby make this Open Offer (“Offer”) to all the public shareholders of the Target Company to acquire upto 44,03,007 (Forty Four Lakh Three Thousand and Seven) Equity Shares of face value of INR 2/- each (Rupees Two Only), representing 25.12%* of the Expanded Voting Equity Share Capital of the Target Company, to open offer shares, subject to satisfaction of certain conditions precedent and statutory approvals and other terms and conditions mentioned in this Public Announcement (“PA”), Detailed Public Statement (“DPS”) and Draft Letter of Offer (“DLOF”) that are proposed to be issued in accordance with the Regulations.



** As per Regulation 7 of the SEBI (SAST) Regulations, the Offer Size, for the Open Offer under Regulations 3(1) and 4 of the SEBI (SAST) Regulations, should be for at least 26% of the Expanded voting share capital of the Target Company. However, the Offer Size is restricted to 44,03,007 Equity Shares, being the Equity Shares held by the Public Shareholders (excluding the selling public shareholders), representing 25.12% of the Expanded voting share capital of the Target Company.*

- 1.2 Offer Price/ Consideration:** The Offer Price of INR 2/- (Rupees Two Only) per Equity Share (“Offer Price”) which is consider in accordance with Regulation 8(2) of the Regulations. Assuming full subscription in the Open Offer, the total consideration payable to the public shareholders will be INR 88,06,014 (Rupees Eighty-Eight Lakh Six Thousand Fourteen Only) (“Maximum Consideration”).
- 1.3 Mode of Payment:** The Open Offer Price will be paid in cash, in accordance with the provisions of Regulation 9(1)(a) of SEBI (SAST) Regulations, as amended from time to time 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 SEBI(SAST)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 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.

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

The Company has undergone Corporate Insolvency Resolution Process(“CIRP”) and the Resolution Plan was approved by the Hon'ble NCLT, New Delhi vide its order dated 29th February 2024(herein referred to as the Approved Plan). Pursuant to the Approved Plan, the share capital of the target company has been reduced wherein 100% of the promoter share capital amounting to 37,46,500 equity shares has been cancelled and 1,39,75,493 equity shares held by the public shareholder was cancelled. Consequently, public shareholding after reduction of share capital consisted of 28,007 equity shares of face value Rs. 2/- each. Further, pursuant to the approved plan, the following allotments were made:

	Name of Entity	Number of Shares
1	Raconteur Granite Limited (Resolution Application)(“Existing Promoter”)	500,000
2	BRCCA Services Private Limited (Strategic Investor) (“Selling shareholder”)	32,50,000
3	Ingenius Investment Advisors LLP (Strategic Investor) (“Selling shareholder”)	12,50,000

The Company had made application with BSE for giving effect to abovementioned changes in the Listed Share Capital of the Company vide case no 199243 and BSE has approved the same vide its letter number DCS/AMAL/JP/R37-IBC/3253/2024-25 dated 16th July 2024.

Additionally, pursuant to resolution plan approved by NCLT dated 29th February, 2024, 25,00,000 (Twenty-Five lakhs) unlisted compulsory convertible preference shares of Rs.10/- each has been allotted to the Resolution Applicant. The board of directors at their board meeting held on June 07, 2024 approved the allotment of 25,00,000 unlisted compulsory convertible preference shares(“CCPS”) of the target company at an issue price of Rs.10/- each. CCPS were transferred to the acquirers and they are the registered owner of the 16,25,000 compulsory convertible preference shares(“CCPS”).

Subsequently, the CCPS holders vide their exercise letters dated June 10,, 2025 have expressed their intention to exercise their option to convert the 25,00,000 compulsory convertible preference shares of face value Rs.10/- each into 1,25,00,000 equity shares of face value Rs.2/- of the Target Company. As on date, the acquirers are holders of 16,25,000 CCPS out of total 25,00,000 CCPS. Consequently, for every 1 CCPS of face value ₹10/- each, 5 equity shares of face value Rs. 2/- each were allotted by the Board of Director of the Target Company at their meeting held on June 10, 2025, in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, thereby triggering the Open Offer under SEBI(SAST)



Regulations, 2011. The Acquirers were allotted 81,25,000 equity shares pursuant to conversion of 16,25,000 unlisted compulsory convertible preference shares.

[Source of Resolution Plan: - <https://www.bseindia.com/xml-data/corpfiling/AttachHis/b0b1711b-8f7c-433b-a78c-fe54626a014a.pdf>]

Further, in addition to the above, Acquirer 1 and Acquirer 2 on June 10, 2025 have entered into a share purchase Agreement with the Outgoing Public Shareholders of the Target Company namely M/s. Ingenius Investment Advisors LLP and BRCCA Services Private Limited for an acquisition of 45,00,000 equity shares constituting 25.67% of the expanded voting share capital of the Target Company from the sellers at a negotiated price of Rs. 2/- (Rupees Two Only) per Sale share, aggregating to an amount of Rs.90,00,000 (Rupees Ninety Lakhs only), subject to satisfaction of the conditions mentioned in the SPA.

Pursuant to aforementioned allotment and acquisition of equity shares in terms of the preferential issue and SPA, respectively, aggregate shareholding of the Acquirers in the Target company would exceed the threshold limit as prescribed under Regulation 3(1) of the SEBI (SAST) Regulations and accordingly offer is made under Regulation 3(1) of the SEBI (SAST) Regulations, Further, post successful completion of Open Offer, the Acquirers would also acquire control over the Target Company and shall be constituted as the Promoters of the Target Company, hence this offer is also being made under Regulation 4 of SEBI(SAST)Regulations.

Details of underlying transaction						
Type of Transaction	Mode of Transaction	Shares/ Voting rights acquired/ proposed to be acquired by Acquirers		Total Consideration for shares /Voting Rights acquired (INR)	Mode of payment	Regulation on which has triggered
		Number	% vis a vis total equity / voting Capital			
Direct Acquisition	Share Purchase Agreement dated June 10,2025 entered into between Acquirers and the Selling shareholders	45,00,000	25.67%	Rs.90,00,000/-	Cash	Regulation 3(1) and 4 of SEBI (SAST) Regulation, 2011
Direct Acquisition	Exercise of option for conversion of unlisted compulsory convertible preference share into equity shares of the Target Company pursuant to exercise letters dated June 10,2025 and allotment of equity shares by the Board of Directors of the Target Company at their meeting held on June10,2025.	81,25,000	46.35%	Rs. 1,62,50,000/-	Cash	Regulation 3(1) and 4 of SEBI (SAST) Regulation, 2011



3) Details of the Acquirer

Details		Acquirer 1	Acquirer 2	Acquirer 3	Acquirer 4	Total
Name of Acquirer		Avnish Jindal	Piyush Gupta	Nilesh Jindal	Purshottam Kumar Gupta	-
PAN		AGUPJ5278K	ALSPG4157B	ALMPJ6347C	AAPPG7662M	-
Address		H.No.-D-2/24, Sector-10, Faridabad, Haryana-121001	BD-76, BD-Block, Pitampura, North West, Delhi-110034	1047, Sector-15, Escorts nagar, Faridabad, Haryana-121007	BD-76, BD-Block, Pitampura, North West, Delhi-110034	-
Name(s) of persons in control/promoters of acquirers/ PAC where Acquirers/PAC are companies		NA	NA	NA	NA	-
Name of the Group, if any, to which the Acquirer/PAC belongs to		NA	NA	NA	NA	-
Pre-Transaction shareholding of Acquirers ^	Number of equity shares in the Target Company	Nil	Nil	Nil	Nil	-
	% of total share capital	Nil	Nil	Nil	Nil	-
Proposed shareholding of Acquirers after the acquisition of the shares which triggered the Open Offer^	Number of equity shares in the Target Company	42,40,625	38,80,500	20,83,875	24,20,000	1,26,25,000
	% of expanded voting share capital	24.19%	22.14%	11.89%	13.81%	72.03%
Any other interest in the Target Company		No	No	No	No	-

^This percentage has been calculated on the basis of Expanded Voting Equity Share Capital of the Target Company.

Note:

1. In the event the shareholding of the acquire in the Target Company, after completion of the Open Offer and the underlying transactions exceeds 75% of the Equity Share Capital of the Target Company, the acquirers shall undertake such actions within the timelines specified under the Securities Contract (Regulation) Rules, 1957 ("SCRR"), as deemed appropriate by the Acquirers, to meet the minimum public shareholding requirements specified under SCRR.

2. Pursuant to the consummation of the Underlying Transaction (contemplated under the SPA) and subject to compliance with the SEBI (SAST) Regulations, 2011, the Acquirers will acquire control over the Target Company and shall become the promoter of the Target Company including in accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI (LODR) Regulations").



4) Details of selling shareholders

4.1. Details of the Sellers under the Share Purchase Agreement is as follows:

Name of Outgoing Public Shareholder/ Sellers	Part of promoter/ 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
Ingenius Investment Advisors LLP	No	12,50,000	24.86%	Nil	Nil
BRCCA Services Private Limited	No	32,50,000	64.64%	Nil	Nil

[^]As a percentage of Pre-Issue Paid-up Equity Share Capital of the Target Company.

Note:-The promoter of the Company holding 5,00,000 Equity Shares i.e. 9.94% of the Pre-Issue Paid-up Equity Share Capital is not participating in the Sale Shares.

5) INFORMATION ABOUT THE TARGET COMPANY

Name	OMANSH ENTERPRISES LIMITED
CIN	L01100DL1974PLC241646
Exchange where shares are Listed	BSE Limited ("BSE")

5.1 Omansh Enterprises Limited, is a Public Limited Company registered under the Companies Act, 1956. The Corporate Identification Number of the Company is L01100DL1974PLC241646.

5.2 Presently, Registered Office of the Company is situated at B-507, 5th Floor, Statesman House, Barakhamba Road, New Delhi-110001.

5.3 Presently, 50,28,007 (Fifty Lakh Twenty-Eight Thousand and Seven) Equity Shares of face value INR 2/- (Rupees Ten Only) each of the Target Company have been listed on Main Board of BSE Limited.

5.4 There are no partly paid-up Equity Shares of the Target Company.

5.5 Presently, the Board of Directors of the Target Company comprises of Mr. Jignesh Keshav Barot (DIN: 08184643), Mr. Sushila Babulal Kharwad (DIN: 10016692), Mr. Jubin Premji Gada (DIN: 10820579), Mr. Babulal Bhawarlal Kharwad (DIN: 08005282) and Mr. Rameshwar Dayal (DIN: 05248801) (Source: MCA website & BSE). As on the date of PA, none of the directors are representatives of the Acquirer.

5.6. Presently, there are 5,00,000 issued outstanding convertible warrants in the Company. These warrants are also being transferred through Share Purchase Agreement to Acquirer 1 and Acquirer 2; however, the acquirers have undertaken not to convert these warrants into equity shares during the offer period.

6) 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 Acquirers, 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, any one local language newspaper where the registered office of the Target Company is situated and any one local 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 June 17, 2025 (Tuesday).

- 6.2. Acquirers undertake that they are aware of and shall comply with all obligations under the SEBI (SAST) Regulations, 2011.
- 6.3. Acquirers have 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.
- 6.4. This open offer and underlying transaction are subject to receipt of required Statutory Approval and the satisfaction of certain conditions precedent as specified under the SPA. This Open Offer is also subject to the other terms and conditions mentioned in this Public Announcement and will be set out in the DPS, the Draft Letter of Offer, that are proposed to be issued in accordance with the SEBI (SAST) Regulations, 2011.
- 6.5. In this Public Announcement, all references to “₹” and/or “Rs.” are references to Indian Rupees.
- 6.6. Acquirers have no intention of delisting the Equity Shares of the Target Company pursuant to this Open Offer.

Issued by Manager to the Offer



Fasttrack Finsec
Category-I Merchant Banker

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Contact Person: Mr. Vikas Kumar Verma/Ms. Sakshi

Sd/-	Sd/-	Sd/-	Sd/-
Mr. Avnish Jindal	Mr. Piyush Gupta	Mr. Nilesh Jindal	Mr. Purshottam Kumar Gupta
(Acquirer-1)	(Acquirer 2)	(Acquirer -3)	(Acquirer -4)

Date: June 10, 2025

Place: Delhi

