

# Premium Capital Market and Investment Limited

CIN: L67120MP1992PLC007178

**Registered Office:** 401, Starlit Tower, 4th Floor, 29, Y N Road, Indore – 452 003, Madhya Pradesh, India

**Contact No.:** Phone No.: 0731-4073642 (M) +91 91091 04911

**Email:** compliance.premium@gmail.com **Website:** www.premcapltd.com

**Date:** September 29, 2025

To,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001.

Dear Sir,

**Subject:** Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Detailed Public Statement in relation to Open Offer to public shareholders (as defined in Detailed Public Statement) of the Company under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

**Reference:** Premium Capital Market and Investment Limited (Security ID: PREMCPM, Security Code: 511660)

Dear Sir/ Ma'am,

We write to inform you that the Company is in receipt of Detailed Public Statement ("DPS") in relation to the Open Offer to the public shareholders of the Company made by Mr. Suman Nandi ("Acquirer"), for acquiring equity shares of the Company as per the requirements of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. A copy of the Detailed Public Statement received by the Company is enclosed herewith.

This is for your information and record.

Kindly take the same on record and acknowledge the receipt.

Thanking you,

**For, Premium Capital Market and Investment Limited**

**Manisha Sudip Bhattacharya**  
**Wholtime Director**  
**DIN: 09630474**



**Place: Indore**  
**Enclosed: A/a.**

Date: September 29, 2025

To,  
**PREMIUM CAPITAL MARKET AND INVESTMENTS LIMITED**  
401- Starlit Tower 29- Y.N. Road,  
Indore, Madhya Pradesh, India, 452003

Dear Sir,

**Ref: Open offer to acquire up to 17,04,000 (Seventeen Lakh Four Thousand) fully paid-up equity shares of face value of ₹ 10.00 each ("Equity Shares"), representing 26.00% of the voting share capital of PREMIUM CAPITAL MARKET AND INVESTMENTS LIMITED ("Target Company") from the public shareholders of the Target Company by Mr. Suman Nandi (Acquirer), at an offer price of Rs. 6.40/- (Rupees Six Rupees Forty Paise Only), with an Intention to acquire control over the Target Company.**

**Sub: Submission of Detailed Public Statement as per Regulation 14(3) and 14(4) of the SEBI (SAST) Regulation 2011.**

We Interactive Financial Services Limited, Category – I Merchant Banker, have been appointed as a "Manager to the Offer" by Suman Nandi (Acquirer) for their proposed acquisition of 17,04,000 (Seventeen Lakh Four Thousand) equity shares representing 26.00% of total issued, subscribed and paid up capital of "PREMIUM CAPITAL MARKET AND INVESTMENTS LIMITED" ("Target Company") from the Public Shareholders each at a price of ₹ 6.40/- (Rupees Six Rupees Forty Paise Only) each (Offer Price) for each fully paid up shares in pursuant to Regulation 4 of the SEBI (SAST) Regulations, 2011. The shares of the company are listed at BSE Limited (BSE).

As required under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Detailed Public Statement has been published in Financial Express -all edition, in Jansatta -all edition, in Swadesh -Indore Edition in the newspaper on September 28, 2025.

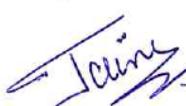
In this regard, we are enclosing herewith a copy of Detailed Public Statement for your kind perusal.

We request you to circulate the copy of this Detailed Public Statement to members of your Board.

Please take the submission on your records and do the needful.

Yours faithfully,

For, Interactive Financial Services Limited

  
Jaini Jain  
Compliance officer  
Encl: A/A



# PREMIUM CAPITAL MARKET AND INVESTMENTS LIMITED

CIN: L67120MP1992PLC007178

Registered Office: 401- Starlit Tower 29- Y.N. Road, Indore, Madhya Pradesh, India, 452003

Tel. No.: +91-9109104911, Telefax No.: NA; Email: [compliance.premium@gmail.com](mailto:compliance.premium@gmail.com), Website: [www.premcapltd.com](http://www.premcapltd.com)

**Open offer for acquisition of up to 17,04,000 (Seventeen Lakh Four Thousand) fully paid-up equity shares of face value of ₹ 10.00 each ("Equity Shares"), representing 26.00% of the voting share capital of PREMIUM CAPITAL MARKET AND INVESTMENTS LIMITED ("Target Company") from the public shareholders of the Target Company by Mr. Suman Nandi (Acquirer), at an offer price of Rs. 6.40/- (Rupees Six Rupees Forty Paise Only), with an intention to acquire control over the Target Company, pursuant to and in compliance with the requirements of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, including subsequent amendments thereof (the "SEBI (SAST) Regulations") (the "Open Offer" or "Offer").**

This Detailed Public Statement ("DPS") is being issued by M/s. INTERACTIVE FINANCIAL SERVICES LIMITED, the Manager to the Offer ("Manager"), for and on behalf of the Acquirer, to the Public Shareholders pursuant to and in compliance with Regulations 13(4), 14(3) and 15(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ["SEBI (SAST) Regulations, 2011"], and pursuant to the Public Announcement (PA) dated September 22, 2025, filed with the BSE Limited ("BSE"), Securities and Exchange Board of India ("SEBI") and Target Company, in terms of Regulation 4 read with Regulation 13, 14 and 15(1) of the SEBI (SAST) Regulations, 2011.

**I. ACQUIRER, TARGET COMPANY AND OFFER**

**1. INFORMATION ABOUT THE ACQUIRER-**

**1.1 Suman Nandi (Acquirer)**

- Mr. Suman Nandi, son of Mr. Madhab Chandra Nandi, aged 50 years, Indian resident, bearing PAN: AETPN6718B, Aadhar No. 9692 4705 3531 resident at Dharma Nagar Society, Panchasar Road, Panchasar, Morbi, Gujarat - 363621.
- The Acquirer has more than 25 years of experience in Finance, Accounting and Business Administration.
- The Network of Acquirer as on June 30, 2025 is Rs. 184.03 Lacs certified dated June 30, 2025 by CA Vishal Vijaybhai Davda, Proprietor of M/s. Vishal Davada & Associates, Chartered Accountants having its office at Kartavya, Rameshwar Park - 2 Street No. 5, Raiya Road, Rajkot- 360007, bearing Membership No. 161890 and Firm Registration No. 139621W, UDIN: 25161890BMRUZ4704. Acquirer has sufficient liquid funds to fulfill the obligations under the Open Offer.
- Acquirer holds 15,89,300 Equity Shares of Target Company as on the date of the PA and DPS.
- Acquirer does not belong to any group and is not related to Promoters, Directors or Key Managerial Position of the Target company as per Regulation 2(1)(pp) of SEBI (ICDR) Regulations, 2018. Except Mrs. Papita Nandi being Non-Executive director on the board of the target company is wife of Mr. Suman Nandi.
- Acquirer do not have any representatives on the Board of Directors of the Target Company as on the date of this DPS Except Mrs. Papita Nandi wife of Mr. Suman Nandi being Non-Executive director on the board of the target company.
- Acquirer confirms that as on date he has not been prohibited by SEBI from dealing in securities, in terms of the provisions of Section 11B of the SEBI Act, 1992, as amended ("SEBI Act") or under any other Regulation made under the SEBI Act.
- Acquirer has confirmed that he has not been declared as fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018.
- Acquirer has confirmed that he has not been categorized as wilful defaulter in terms of Regulation 2(1)(ze) of the SEBI(SAST) Regulation 2011.
- Acquirer undertakes not to sell the equity shares of the Target Company held by him during the "Offer Period" in terms of Regulation 25(4) of the Takeover Regulations.

**II. BACKGROUND OF THE TARGET COMPANY - PREMIUM CAPITAL MARKET AND INVESTMENTS LIMITED**

- The Target Company was incorporated on June 24, 1992 as Premium Capital Market & Investments Private Limited a Private limited company, under the provisions of the Companies Act, 1956 with the Registrar of Companies, Madhya Pradesh, Gwalior. The name of the company was changed to Premium Capital Market & Investments Limited and a fresh Certificate of Incorporation consequent upon change of name was obtained on February 09, 1994, issued by Registrar of Companies, Madhya Pradesh, Gwalior. In the year 1994, company came out with the Initial Public Offer (IPO) and got listed on Stock Exchanges i.e. M.P. Stock Exchange Indore (Regional), Ahmedabad Stock Exchange and Bombay Stock Exchange. In the year 2007 company had made application to M.P. Stock Exchange Indore (Regional), Ahmedabad Stock Exchange to delisting of their Shares. The Corporate Identification Number (CIN) of the Target Company is L67120MP1992PLC007178. (Source: [www.sebi.gov.in](http://www.sebi.gov.in)).
- The registered office of the Company is situated at 401- Starlit Tower 29- Y.N. Road, Indore, Madhya Pradesh, India, 452003 (Tel. No.: 9109104911, Email: [compliance.premium@gmail.com](mailto:compliance.premium@gmail.com), Website: [www.premcapltd.com](http://www.premcapltd.com)).
- As on the date of this Detailed Public Announcement, the Equity Shares of Target Company are presently listed on BSE Limited (Scrip Code: PREMCPAM | 511660). The ISIN of Equity Shares of Target Company is INE555D01019. The Shares are placed under Group XT / T+1. (Source: [www.bseindia.com](http://www.bseindia.com)).
- The Equity Shares of the Target Company is Infrequently traded within the meaning of Regulation 2(1)(j) of the SEBI (SAST) Regulations, 2011 on BSE Limited. (Further details provided in Part IV below (Offer Price)).
- As on date, the trading in Equity Shares of Target Company is not suspended at BSE Limited
- The total Paid-up Equity Share Capital consisting of 65,53,700 (Sixty-Five lakhs Fifty Thirty Thousand Seven Hundred) Equity shares of face value of Rs. 10.00 (Rupees Ten) each aggregating to Rs. 6,55,37,000/- (Rupees Six Crore Fifty-Five Lakhs Thirty Seven Thousand only).

The brief audited financial information of the Target Company is as follows:

Particular	For the Financial year ended March 31		
	2025	2024	2023
Total revenue	868.89	88.47	1.79
Net income (PAT)	-44.30	-27.99	-0.98
EPS	-0.07	0.00	0.00
Net worth / Shareholder Funds	-86.35	-42.05	-14.05

Source: Audited Accounts for the Financial Year ended March 31, 2025, March 31, 2024 and March 31, 2023.

**III. Details of the Offer:**

- This Open offer is a mandatory offer under the Regulations 4 of the SEBI (SAST) Regulations, 2011 pursuant to substantial acquisition of Shares and Voting rights accompanied with change in management and control of the Target Company. This offer has triggered under the Regulation 4 for Acquisition of Control pertaining to the direct substantial acquisition of Equity Shares and Voting Rights and control over the Target Company. Acquirer holds 15,89,300 Equity Shares of Target Company as on the date of the PA and DPS.
- Till May 15, 2024, Mr. Suman Nandi has acquired 15,89,300 (Fifteen Lakh Eighty-Nine thousand three hundred only) fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each representing 24.25% (Twenty-four-point twenty-five Percentage) of the total Paid Up Capital and Voting Equity Share Capital of the Target Company at a Price of Rs. 1.50/- (Rupees Fifty Paise Only) per Equity Share aggregating to 23,83,950/- (Rupees Twenty-Three lakhs Eighty-Three Thousand Nine Hundred and Fifty Only) paid in cash.
- This Offer is a mandatory offer, being made by the Acquirer to the Equity Shareholders of the Target Company, in compliance with Regulation 4 of the SEBI (SAST) Regulations, 2011 for acquisition of 7,04,000 (Seventeen Lakh Four Thousand) equity shares of the face value of ` 10.00 each, being 26.00% of the Issued, subscribed and paid up Share Capital of the Target Company at the price of ` 6.40/- (Six Rupees Forty Paise Only) per fully paid up Equity Shares, in accordance with the provisions of the SEBI (SAST) Regulations, 2011 and subject to the terms and conditions set out in Public Announcement, this Detailed Public Statement and Letter of Offer, that will be sent to the Public Shareholders of the Target Company. This Offer is being made under SEBI (SAST) Regulations, to all the equity shareholders of the Target Company (i.e. shareholders other than the Acquirer). The Acquirer will acquire all the equity shares of the Target Company that are validly tendered as per terms of the Offer and up to a maximum of the Offer Size.
- The Offer Price shall be payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations, 2011.
- The Offer is not a conditional Offer upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations.
- This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011.
- As on date of this DPS, to the best of the knowledge of the Acquirer, there are no statutory approvals required to implement this Offer. However, in case of any regulatory or statutory or other approval being required, the Offer shall be subject to all such approvals and the Acquirer shall make the necessary applications for such approvals.
- The Equity Shares of the Target Company will be acquired by the Acquirer free from all liens, charges and encumbrances together with all rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.
- This offer has been made under the Regulation 4 for Acquisition of Control pertaining to the direct substantial acquisition of Equity Shares and Voting Rights and control over the Target Company. There are no any condition stipulate, the meeting of which would be outside the reasonable control of the Acquirer, and in view of which the offer can be withdrawn only under regulation 23(1)(d) of the SEBI (SAST) Regulations, 2011.
- The Manager of the Offer, Interactive Financial Services Limited does not hold any equity shares of the Target Company as on the date of this DPS and is compliance with the Regulation 27(6) of SEBI (SAST) Regulations, 2011. The manager to the Offer further declares that they will not deal in their own account in the equity shares of the Target Company during the Offer Period.
- The Acquirer, do not have any plans to alienate any significant assets of the Target Company whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business of the Target Company. The Target Company's future policy for disposal of its assets, if any, for two years from completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through special resolution by way of postal ballot in terms of Regulation 25(2) of SEBI (SAST) Regulations, 2011 and the notice for such postal ballot shall inter-alia contain reasons as to why such alienation is required.
- As per Regulation 38 of the SEBI (LODR) Regulations read with Rules 19(2) and 19A of the SCRR, the Target Company is required to maintain at least 25.00% public shareholding as determined in

accordance with SCRR, on a continuous basis for listing. Pursuant to completion of this Open Offer, in the event that the public shareholding in the Target Company falls below the minimum level required as per Rule 19A of the SCRR, the Acquirer will ensure that the Target Company satisfies the minimum public shareholding set out in Rule 19A of the SCRR in compliance with applicable laws, within the prescribed time.

Pursuant to this Offer, the acquirer shall become the Promoter of the Target Company and the existing Promoters will cease to be the promoters of the Target company in accordance with the provisions of Regulation 31A of the LODR Regulations.

**IV. BACKGROUND TO THE OPEN OFFER**

- As on the date of this Detail Public Statement, Mr. Suman Nandi (acquirer) holds 15,89,300 Equity Shares which constitute 24.25% of the of the issued, subscribed, and paid up capital of the Target Company to be paid in cash. By the said proposed acquisition the Acquirer will hold 32,93,300.00 (Thirty-Two Lakh Ninety three thousand three hundred only) Equity Shares constituting 50.25% of the issued, subscribed and paid up equity share capital of the Target Company. Pursuant to Acquisition of Control pertaining to the direct substantial acquisition of Equity Shares and Voting Rights and control over the Target Company, this mandatory offer is being made by the Acquirer in compliance with Regulations 4 of the SEBI (SAST) Regulations.
- The acquisition of Shares will result in change in control of the Target Company and the Acquirer shall become the promoter of the Target company in accordance with the provisions of the SEBI (LODR) Regulations.
- The offer price is payable in cash, in accordance with regulation 9(1)(a) of the SEBI(SAST) Regulations.
- The prime objective of the Acquirer behind the Acquisition is to have substantial holding of shares and voting rights accompanied with the change of control of the Target Company in accordance with Regulations of SEBI (SAST) Regulations, 2011 as the holding of Acquirer assuming full acceptances in the offer would be 50.25% of the paid-up Equity Share Capital of the Target Company. The Acquirer want to give additional edge to the existing business of the Company as well as developed the other profitable emerging area. Pursuant to completion of this Open Offer, in the event that the public shareholding in the Target Company falls below the minimum level required as per Rule 19A of the SCRR, the Acquirer will ensure that the Target Company satisfies the minimum public shareholding set out in Rule 19A of the SCRR in compliance with applicable laws, within the prescribed time.

**V. Share holding and acquisition details:**

The current and proposed shareholding of the Acquirer in the Target Company and the details of their acquisition are as follows:

Particulars	Acquirer	
	No. of Equity Shares	%
Shareholding as on PA date	1589300.00	24.25
Shares acquired between the PA date and the DPS date.	0	0
Shares proposed to be acquired in open offer (assuming full acceptances)	1704000.00	26.00
Post Offer shareholding as on 10th Working day after the closing of Tender Period**	3293300.00	50.25

\*\*Assuming full acceptance in the Open Offer including Existing shareholding of the Acquirer in TC.

**VI. Offer Price**

- The Equity Shares of the Target Company is listed on BSE Limited ("BSE").
- The shares of the Company are infrequently traded shares as per the definition of "Frequently Traded" shares under clause (j) of sub regulation (1) of Regulation 2 SEBI (SAST) Regulations, 2011. Details of the same are as under in point no.3.
- The annualized trading turnover during the preceding twelve calendar months prior to September, 2025 (the month in which the Public Announcement was made) i.e., from September, 2025 to August 2025 (Twelve Month Period) in the Stock Exchanges is as under:

Name of the Stock Exchange	Total No. of Equity Shares traded during the 12 months	Total No. of equity shares listed	Annualised Turnover (in terms of % to total no. of shares)
BSE Limited	433127	6553700	6.61%

Source: [www.bseindia.com](http://www.bseindia.com)

- The Offer price of ₹ 6.40/- (Six Rupees and forty only) per fully paid equity share of ₹ 10 each is justified in terms of regulation 8(2) of SEBI (SAST) Regulations in view of the following:

Sr.No.	Particular	Amount
A	Negotiated price as per SPA	NA
B	The volume-weighted average price paid or payable for acquisition by the Acquirer during 52 weeks immediately preceding the date of PA	NA
C	Highest price paid or payable for acquisitions by the Acquirer during 26 weeks immediately preceding the date of PA	-
D	The Volume-Weighted Average Market Price of shares for a period of sixty trading days immediately preceding the date of the PA as traded on the Stock Exchange where the maximum volume of trading in the shares of the Target Company are recorded during such period, provided such shares are frequently traded.	-
E	Where the shares are not frequently traded, the price determined by the Acquirer and the Manager to the Open Offer taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies; and Highest of above	Rs.6.40/-
Round Off		6.40/-

Notes: For calculating the Offer price the preceding date of the public announcement is considered as September 19, 2025, Friday.

- There have been no corporate actions in the Target Company, hence, there are no adjustment in relevant price parameters under Regulation 8(9) of the SEBI(SAST) Regulations, 2011.
- As on date there is no revision in Offer price or Offer size. In case of any revision in the open offer price or open offer size, the Acquirer shall comply with regulation 18 of SEBI (SAST) Regulations, 2011 and all the provisions of SEBI (SAST) Regulations, 2011 which are required to be fulfilled for the said revision in the Offer price or Offer size.
- If there is any increase in the offer price on account of future purchases / competing offers, it will be done only up to the period prior to One (1) working days before the date of commencement of the tendering period and would be notified to shareholders.
- If the Acquirer, acquires Equity Shares of the Target Company during the period of twenty-six weeks after the closure of the Tendering Period at a price higher than the Offer Price per Equity Share, then the Acquirer, shall pay the difference between the highest acquisition price and the Offer Price, to all the Public Shareholders whose shares have been accepted in the Open Offer within 60 days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the SEBI (SAST) Regulations, as amended from time to time or Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended from time to time or open market purchases made in the ordinary course on the Stock Exchanges, not being a negotiated acquisition of the Equity Shares in any form.

**VII. FINANCIAL ARRANGEMENTS**

- Total consideration payable by acquirer for 17,04,000 (Seventeen Lakh four Thousand) Equity Shares from the Public Shareholders of the Target Company at the Offer Price of Rs. 6.40/- (Rupee Six Point Forty Paise Only) per Equity Share, assuming full acceptance of the Offer would be Rs. 1,09,05,600.00 /- (Rupees One Crore Nine Lakh Fifty Six Hundred Only) ("Maximum Consideration").
- The Acquirer has adequate financial resources and has made firm financial arrangements for the implementation of the Offer in full out of its own sources/ net worth and no borrowings from any Bank and/ or Financial Institutions are envisaged.
- In accordance with regulation 17 of the SEBI (SAST) Regulations, 2011 the Acquirer has opened an Escrow Account in the name and style as "PCML OPEN OFFER ESCROW ACCOUNT" with Kotak Mahindra Bank Ltd (Escrow Bank) (Account No.: 9450948108), Address: 5th floor, 12 BKC, Plot No. C-12, G block, Bandra Kurla Complex, Bandra East, Mumbai - 400051, and has deposited an amount of ` 10,905,600.00 /- (Rupees One Crore Nine Lakh Fifty Six Hundred Only) dated September 22, 2025 by way of cash, being 100% of the consideration payable in this offer.
- The acquirer duly empowers Interactive Financial Services Limited, Manager to the Offer to operate the above-mentioned Escrow account and has been duly empowered to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 2011.
- Based on the aforesaid, financial arrangements and the confirmation received from the Escrow Bank and the Chartered Accountant, the manager to the offer is satisfied about the ability of the Acquirer to implement the offer in accordance with the SEBI (SAST) Regulations, 2011. Further, the Manager to the Offer confirms that firm arrangement for funds and money are in place to fulfill the Open Offer obligations.
- In case of upward revision of the Offer Price and/or Offer Size, the Acquirer would deposit additional appropriate amount into an Escrow Account to ensure compliance with Regulation 18(5) of the SEBI (SAST) Regulations, prior to effecting such revisions.

**VIII. STATUTORY AND OTHER APPROVALS**

- As on date of this DPS, to the best of the knowledge of the Acquirer, there are no statutory approvals is required to implement this Offer. However, in case of any regulatory or statutory or other approval being required, the Offer shall be subject to all such approvals and the Acquirer shall make the necessary applications for such approvals.
- The Acquirer, in terms of Regulation 23(1)(a) of the SEBI (SAST) Regulations, 2011, will have a right not to proceed with the Offer in case of any regulatory or statutory or other approval being required are refused. In the event of withdrawal, a public announcement will be made within two working days of such withdrawal, in the same newspapers in which this DPS has appeared.
- In case of delay in receipt or non-receipt of any statutory approval(s) becoming applicable prior to completion of the Offer, SEBI has the power to grant extension of time to the Acquirer for payment of consideration to the Public Shareholders of the Target Company who have accepted the Offer within

such period, subject to the Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations, 2011. Further, if delay occurs on account of willful default by the Acquirer in obtaining the requisite approvals, Regulation 17(9) of the SEBI (SAST) Regulations, 2011 will also become applicable and the amount lying in the escrow account shall become liable to forfeiture. Provided where the statutory approvals extend to some but not all Public Shareholders, the Acquirer will have the option to make payment to such Public Shareholders in respect of whom no statutory approvals are required in order to complete this Offer.

- The Acquirer shall complete all procedure relating to payment of consideration under this offer within 10 (ten) working days from the date of closer of the Tendering period to those Public Shareholders whose Equity shares are accepted in the Offer.

**VII TENTATIVE SCHEDULE OF ACTIVITY**

Activity	Day	Date
Date of Public Announcement (PA)	Monday	September 22, 2025
Date of Detailed Public Statement (DPS)	Monday	September 29, 2025
Last date for filing of the draft letter of offer with SEBI	Tuesday	October 7, 2025
Last date for a competing Offer	Thursday	October 23, 2025
Last date for receipt of SEBI observations on the draft letter of offer (in the event SEBI has not sought clarifications or additional information from the Manager)	Tuesday	November 4, 2025
Identified Date*	Thursday	November 6, 2025
Letter of Offer to be dispatched to shareholders	Thursday	November 13, 2025
Last date for revising the Offer price/ number of shares	Wednesday	November 19, 2025
Last Date by which Board of TC shall give its recommendation	Tuesday	November 18, 2025
Date of publication of Offer Opening Public Announcement	Wednesday	November 19, 2025
Date of commencement of Tendering Period (Offer Opening Date)	Thursday	November 20, 2025
Date of closure of Tendering Period (Offer Closing Date)	Wednesday	December 3, 2025
Date by which all the requirements including payment of consideration would be Completed	Wednesday	December 17, 2025
Last date for publication of post-Open Offer public announcement in the newspapers in which this DPS has been published	Wednesday	December 10, 2025

\*The Identified Date is only for the purpose of determining the Equity shareholders as on such date to whom the Letter of Offer would be sent. It is clarified that all the Equity Shareholders of Target Company (registered or unregistered) except the Acquirer are eligible to participate in this Offer at any time prior to the closure of this Offer.

**VIII PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON RECEIPT OF LETTER OF OFFER**

- All shareholders holding the Equity Shares, whether in dematerialized or physical form, registered or unregistered, are entitled to participate in this Offer, any time during the tendering period of this Offer.
- As per the provisions of Regulation 40(1) of the SEBI (LODR) Regulations and SEBI's press release dated December 03, 2018, bearing reference no. PR 49/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository with effect from April 01, 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations. Accordingly, Public Shareholders holding Equity Shares in physical form as well are eligible to tender their Equity Shares in this Open Offer as per the provisions of the SEBI (SAST) Regulations.
- Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer.
- The Public Shareholders may also download the Letter of Offer from the SEBI's website ([www.sebi.gov.in](http://www.sebi.gov.in)) or obtain a copy of the same from the Registrar to the Offer (detailed at Part X (Other Information) of this DPS) on providing suitable documentary evidence of holding of the Equity Shares and their folio number, DP identity-client identity, current address and contact details.
- The Open Offer will be implemented by the Acquirer through stock exchange mechanism made available by BSE in the form of separate window ("Acquisition Window") as provided under the SEBI (SAST) Regulations and SEBI circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and SEBI/HO/CFD/DCR/II/CIR/P/2021/615 dated August 13, 2021.
- BSE Limited shall be designated stock exchange for the purpose of tendering Equity Shares in the Open Offer.
- The Acquirer has appointed NNM Securities Private Limited ("Buying Broker") as its broker for the Open Offer through whom the purchases and settlement of the Offer Shares tendered in the Open Offer shall be made. The contact details of the Buying Broker are as mentioned below:

Name of the Depository Participant	NNM Securities Private Limited
Address	B 6/7, 2nd Floor, Shri Siddhi Vinayak Plaza, Off. Link Road, Opp. Citi Mall, Andheri (West), Mumbai -400053
Tel No	022-40790032
Contact Person	Nikunj Anilkumar Mittal
Email ID	<a href="mailto:nikunj@nnmsecurities.com">nikunj@nnmsecurities.com</a>
Investor Grievance ID	<a href="mailto:support@nnmsecurities.com">support@nnmsecurities.com</a>
SEBI Registration No:	INZ000234235

- Public Shareholders who desire to tender their Equity Shares under the Open Offer would have to intimate their respective stock brokers ("Selling Broker") within the normal trading hours of the secondary market, during the Tendering Period.
- A separate Acquisition Window will be provided by BSE to facilitate the placing of orders. Before placing the bid, the concerned Public Shareholder/Selling Broker would be required to transfer the tendered Equity Shares to the special account of Indian Clearing Corporation Limited ("Clearing Corporation"), by using the settlement number and the procedure prescribed by the Clearing Corporation.
- The cumulative quantity tendered shall be displayed on BSE's website ([www.bseindia.com](http://www.bseindia.com)) throughout the trading session at specified intervals by BSE during the Tendering Period.
- As per the provisions of Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and SEBI's press release dated December 03, 2018, bearing reference no. PR 49/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository with effect from April 01, 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations. Accordingly, Public Shareholders holding Equity Shares in physical form as well are eligible to tender their Equity Shares in this Open Offer as per the provisions of the SEBI (SAST) Regulations.
- The detailed procedure for tendering the Offer Shares in this Open Offer will be available in the Letter of Offer, which shall also be made available on the website of SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)).
- Equity Shares should not be submitted/ tendered to the Manager, the Acquirer or the Target Company.

**IX DETAILED PROCEDURE FOR TENDERING THE SHARES IN THE OFFER WILL BE AVAILABLE IN THE LETTER OF OFFER ("LOF").**

**X OTHER INFORMATION**

- For the purpose of disclosures in this DPS relating to the Target Company and the Acquirer have relied on the information provided by the Target Company and have not independently verified the accuracy of details of the Target Company. Subject to the aforesaid, Acquirer accept the responsibility for the information contained in the Public Announcement and the Detailed Public Statement and also for the obligations of the Acquirer laid down in the "SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011" and subsequent amendments made thereof.
- This DPS and the PA shall also be available on the SEBI's website at [www.sebi.gov.in](http://www.sebi.gov.in).

**Issued by Manager to the Offer for and on Behalf of Acquirer Mr. Suman Nandi (Acquirer)**

MANAGER TO THE OFFER	
	<p><b>INTERACTIVE FINANCIAL SERVICES LIMITED</b>                      Address: Office No. 508, Fifth Floor, Priviera, Nehru Nagar, Ahmedabad - 380 015 Gujarat, India                      Tel No.: 079 46019796                      Web Site : <a href="http://www.ifinservices.in">www.ifinservices.in</a>                      Email : <a href="mailto:mdbd@ifinservices.in">mdbd@ifinservices.in</a>                      Investor Grievance Email: <a href="mailto:info@ifinservices.in">info@ifinservices.in</a>                      Contact Person: Ms. Jaini Jain                      SEBI Reg No : INM00012856</p>

REGISTRAR TO THE OFFER	
	<p><b>Ankit Consultancy Pvt. Ltd.</b>                      Registrar &amp; Share Transfer Agent                      Address: 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010                      Tel. No : 0731-4065799, 4065797                      Email Id: <a href="mailto:compliance@ankitonline.com">compliance@ankitonline.com</a>                      Fax: 0731-4065798                      Email: <a href="mailto:compliance@ankitonline.com">compliance@ankitonline.com</a>                      Web Site: <a href="http://www.ankitonline.com">www.ankitonline.com</a>                      Contact Person: Mr. Bhagwat Singh Nagori                      SEBI Reg. No.: INR 00000767</p>

Place: Indore  
Date: September 28, 2025

DETAILED PUBLIC STATEMENT (DPS) IN TERMS OF REGULATION 13(4), 14(3) AND 15(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, TO THE PUBLIC SHAREHOLDERS OF

# PREMIUM CAPITAL MARKET AND INVESTMENTS LIMITED

CIN: L67120MP1992PLC007178

Registered Office: 401- Starlit Tower 29- Y.N. Road, Indore, Madhya Pradesh, India, 452003

Tel. No.: +91-9109104911, Telefax No.: NA; Email: [compliance.premium@gmail.com](mailto:compliance.premium@gmail.com), Website: [www.premcapltd.com](http://www.premcapltd.com)

Open offer for acquisition of up to 17,04,000 (Seventeen Lakh Four Thousand) fully paid-up equity shares of face value of ₹ 10.00 each ("Equity Shares"), representing 26.00% of the voting share capital of PREMIUM CAPITAL MARKET AND INVESTMENTS LIMITED ("Target Company") from the public shareholders of the Target Company by Mr. Suman Nandi (Acquirer), at an offer price of Rs. 6.40/- (Rupees Six Rupees Forty Paise Only), with an intention to acquire control over the Target Company, pursuant to and in compliance with the requirements of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, including subsequent amendments thereof (the "SEBI (SAST) Regulations") (the "Open Offer" or "Offer").

This Detailed Public Statement ("DPS") is being issued by M/s. INTERACTIVE FINANCIAL SERVICES LIMITED, the Manager to the Offer ("Manager"), for and on behalf of the Acquirer, to the Public Shareholders pursuant to and in compliance with Regulations 13(4), 14(3) and 15(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations, 2011"), and pursuant to the Public Announcement (PA) dated September 22, 2025, filed with the BSE Limited ("BSE"), Securities and Exchange Board of India ("SEBI") and Target Company, in terms of Regulation 4 read with Regulation 13, 14 and 15(1) of the SEBI (SAST) Regulations, 2011.

## I. ACQUIRER, TARGET COMPANY AND OFFER

### 1. INFORMATION ABOUT THE ACQUIRER-

#### 1.1 Suman Nandi (Acquirer)

- Mr. Suman Nandi, son of Mr. Madhab Chandra Nandi, aged 50 years, Indian resident, bearing PAN: AETPN6718B, Aadhar No. 9692 4705 3531 resident at Dharma Nagar Society, Panchasar Road, Panchasar, Morbi, Gujarat - 363621.
- The Acquirer has more than 25 years of experience in Finance, Accounting and Business Administration.
- The Networth of Acquirer as on June 30, 2025 is Rs. 184.03 Lacs certified dated June 30, 2025 by CA Vishal Vijaybhai Davda, Proprietor of M/s. Vishal Davada & Associates, Chartered Accountants having its office at Kartavya, Rameshwar Park - 2 Street No. 5, Raiya Road, Rajkot- 360007, bearing Membership No. 161890 and Firm Registration No. 139621W, UDIN: 25161890BMRUZ4704. Acquirer has sufficient liquid funds to fulfill the obligations under the Open Offer.
- Acquirer holds 15,89,300 Equity Shares of Target Company as on the date of the PA and DPS.
- Acquirer does not belong to any group and is not related to Promoters, Directors or Key Managerial Position of the Target company as per Regulation 2(1)(pp) of SEBI (CDR) Regulations, 2018. Except Mrs. Papita Nandi being Non-Executive director on the board of the target company is Wife of Mr. Suman Nandi.
- Acquirer do not have any representatives on the Board of Directors of the Target Company as on the date of this DPS Except Mrs. Papita Nandi wife of Mr. Suman Nandi being Non-Executive director on the board of the target company.
- Acquirer confirms that as on date he has not been prohibited by SEBI from dealing in securities, in terms of the provisions of Section 11B of the SEBI Act, 1992, as amended ("SEBI Act") or under any other Regulation made under the SEBI Act.
- Acquirer has confirmed that he has not been declared as fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018.
- Acquirer has confirmed that he has not been categorized as wilful defaulter in terms of Regulation 2(1)(ze) of the SEBI(SAST)Regulation 2011.
- Acquirer undertakes not to sell the equity shares of the Target Company held by him during the "Offer Period" in terms of Regulation 25(4) of the Takeover Regulations.

### II. BACKGROUND OF THE TARGET COMPANY - PREMIUM CAPITAL MARKET AND INVESTMENTS LIMITED

- The Target Company was incorporated on June 24, 1992 as Premium Capital Market & Investments Private Limited a Private limited company, under the provisions of the Companies Act, 1956 with the Registrar of Companies, Madhya Pradesh, Gwalior. The name of the company was changed to Premium Capital Market & Investments Limited and a fresh Certificate of Incorporation consequent upon change of name was obtained on February 09, 1994, issued by Registrar of Companies, Madhya Pradesh, Gwalior. In the year 1994, company came out with the Initial Public Offer (IPO) and got listed on Stock Exchanges i.e. M.P. Stock Exchange Indore (Regional), Ahmedabad Stock Exchange and Bombay Stock Exchange. In the year 2007 company had made application to M.P. Stock Exchange Indore (Regional), Ahmedabad Stock Exchange to delisting of their Shares. The Corporate Identification Number (CIN) of the Target Company is L67120MP1992PLC007178. (Source: [www.sebi.gov.in](http://www.sebi.gov.in)).

- The registered office of the Company is situated at 401- Starlit Tower 29- Y.N. Road, Indore, Madhya Pradesh, India, 452003 (Tel. No.: 9109104911, Email: [compliance.premium@gmail.com](mailto:compliance.premium@gmail.com), Website: [www.premcapltd.com](http://www.premcapltd.com)).
- As on the date of this Detailed Public Announcement, the Equity Shares of Target Company are presently listed on BSE Limited (Scrip Code: PREMCPAM | 511660). The ISIN of Equity Shares of Target Company is INE555D01019. The Shares are placed under Group XT / T+1. (Source: [www.bseindia.com](http://www.bseindia.com)).
- The Equity Shares of the Target Company is Infrequently traded within the meaning of Regulation 2(1)(j) of the SEBI (SAST) Regulations, 2011 on BSE Limited. (Further details provided in Part IV below (Offer Price)).
- As on date, the trading in Equity Shares of Target Company is not suspended at BSE Limited
- The total Paid-up Equity Share Capital consisting of 65,53,700 (Sixty-Five lakhs Fifty Thirty Thousand Seven Hundred) Equity shares of face value of Rs. 10.00 (Rupees Ten) each aggregating to Rs. 6,55,37,000/- (Rupees Six Crore Fifty-Five Lakhs Thirty Seven Thousand only).

#### The brief audited financial information of the Target Company is as follows:

Particular	For the Financial year ended March 31		
	2025	2024	2023
Total revenue	868.89	88.47	1.79
Net income (PAT)	-44.30	-27.99	-0.98
EPS	-0.07	0.00	0.00
Net worth / Shareholder Funds	-86.35	-42.05	-14.05

Source: Audited Accounts for the Financial Year ended March 31, 2025, March 31, 2024 and March 31, 2023.

### III. Details of the Offer:

- This Open offer is a mandatory offer under the Regulations 4 of the SEBI (SAST) Regulations, 2011 pursuant to substantial acquisition of Shares and Voting rights accompanied with change in management and control of the Target Company. This offer has triggered under the Regulation 4 for Acquisition of Control pertaining to the direct substantial acquisition of Equity Shares and Voting Rights and control over the Target Company. Acquirer holds 15,89,300 Equity Shares of Target Company as on the date of the PA and DPS.
- Till May 15, 2024, Mr. Suman Nandi has acquired 15,89,300 (Fifteen Lakh Eighty-Nine thousand three hundred only) fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each representing 24.25% (Twenty-four-point twenty-five Percentage) of the total Paid Up Capital and Voting Equity Share Capital of the Target Company at a Price of Rs. 1.50/- (Rupees Fifty Paise Only) per Equity Share aggregating to 23,83,950/- (Rupees Twenty-Three lakhs Eighty-Three Thousand Nine Hundred and Fifty Only) paid in cash.
- This Offer is a mandatory offer, being made by the Acquirer to the Equity Shareholders of the Target Company, in compliance with Regulation 4 of the SEBI (SAST) Regulations, 2011 for acquisition of 7,04,000 (Seventeen Lakh Four Thousand) equity shares of the face value of ₹ 10.00 each, being 26.00% of the Issued, subscribed and paid up Share Capital of the Target Company at the price of ₹ 6.40/- (Six Rupees Forty Paise Only) per fully paid up Equity Shares, in accordance with the provisions of the SEBI (SAST) Regulations, 2011 and subject to the terms and conditions set out in Public Announcement, this Detailed Public Statement and Letter of Offer, that will be sent to the Public Shareholders of the Target Company. This Offer is being made under SEBI (SAST) Regulations, to all the equity shareholders of the Target Company (i.e. shareholders other than the Acquirer). The Acquirer will acquire all the equity shares of the Target Company that are validly tendered as per terms of the Offer and up to a maximum of the Offer Size.
- The Offer Price shall be payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations, 2011.
- The Offer is not a conditional Offer upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations.
- This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011.
- As on date of this DPS, to the best of the knowledge of the Acquirer, there are no statutory approvals required to implement this Offer. However, in case of any regulatory or statutory or other approval being required, the Offer shall be subject to all such approvals and the Acquirer shall make the necessary applications for such approvals.
- The Equity Shares of the Target Company will be acquired by the Acquirer free from all liens, charges and encumbrances together with all rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.
- This offer has been made under the Regulation 4 for Acquisition of Control pertaining to the direct substantial acquisition of Equity Shares and Voting Rights and control over the Target Company. There are no any condition stipulate, the meeting of which would be outside the reasonable control of the Acquirer, and in view of which the offer can be withdrawn only under regulation 23(1)(d) of the SEBI (SAST) Regulations, 2011.
- The Manager of the Offer, Interactive Financial Services Limited does not hold any equity shares of the Target Company as on the date of this DPS and is in compliance with the Regulation 27(6) of SEBI (SAST) Regulations, 2011. The manager to the Offer further declares that they will not deal in their own account in the equity shares of the Target Company during the Offer Period.

- The Acquirer, do not have any plans to alienate any significant assets of the Target Company whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business of the Target Company. The Target Company's future policy for disposal of its assets, if any, for two years from completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through special resolution by way of postal ballot in terms of Regulation 25(2) of SEBI (SAST) Regulations, 2011 and the notice for such postal ballot shall inter-alia contain reasons as to why such alienation is required.
- As per Regulation 38 of the SEBI (LODR) Regulations read with Rules 19(2) and 19A of the SCRR, the Target Company is required to maintain at least 25.00% public shareholding as determined in

accordance with SCRR, on a continuous basis for listing. Pursuant to completion of this Open Offer, in the event that the public shareholding in the Target Company falls below the minimum level required as per Rule 19A of the SCRR, the Acquirer will ensure that the Target Company satisfies the minimum public shareholding set out in Rule 19A of the SCRR in compliance with applicable laws, within the prescribed time.

- Pursuant to this Offer, the acquirer shall become the Promoter of the Target Company and the existing Promoters will cease to be the promoters of the Target company in accordance with the provisions of Regulation 31A of the LODR Regulations.

### IV. BACKGROUND TO THE OPEN OFFER

- As on the date of this Detail Public Statement, Mr. Suman Nandi (acquirer) holds 15,89,300 Equity Shares which constitute 24.25% of the of the issued, subscribed, and paid up capital of the Target Company to be paid in cash. By the said proposed acquisition the Acquirer will hold 32,93,300.00 (Thirty-Two Lakh Ninety Three thousand three hundred only) Equity Shares constituting 50.25% of the issued, subscribed and paid up equity share capital of the Target Company. Pursuant to Acquisition of Control pertaining to the direct substantial acquisition of Equity Shares and Voting Rights and control over the Target Company, this mandatory offer is being made by the Acquirer in compliance with Regulations 4 of the SEBI (SAST) Regulations.
- The acquisition of Shares will result in change in control of the Target Company and the Acquirer shall become the promoter of the Target company in accordance with the provisions of the SEBI (LODR) Regulations.
- The offer price is payable in cash, in accordance with regulation 9(1)(a) of the SEBI(SAST) Regulations.
- The prime objective of the Acquirer behind the Acquisition is to have substantial holding of shares and voting rights accompanied with the change of control of the Target Company in accordance with Regulations of SEBI (SAST) Regulations, 2011 as the holding of Acquirer assuming full acceptances in the offer would be 50.25% of the paid-up Equity Share Capital of the Target Company. The Acquirer want to give additional edge to the existing business of the Company as well as developed the other profitable emerging area. Pursuant to completion of this Open Offer, in the event that the public shareholding in the Target Company falls below the minimum level required as per Rule 19A of the SCRR, the Acquirer will ensure that the Target Company satisfies the minimum public shareholding set out in Rule 19A of the SCRR in compliance with applicable laws, within the prescribed time.

### V. Share holding and acquisition details:

The current and proposed shareholding of the Acquirer in the Target Company and the details of their acquisition are as follows:

Particulars	Acquirer	
	No. of Equity Shares	%
Shareholding as on PA date	1589300.00	24.25
Shares acquired between the PA date and the DPS date.	0	0
Shares proposed to be acquired in open offer (assuming full acceptances)	1704000.00	26.00
Post Offer shareholding as on 10th Working day after the closing of Tender Period**	3293300.00	50.25

\*\*Assuming full acceptance in the Open Offer including Existing shareholding of the Acquirer in TC.

### VI. Offer Price

- The Equity Shares of the Target Company is listed on BSE Limited ("BSE").
- The shares of the Company are infrequently traded shares as per the definition of "Frequently Traded" shares under clause (j) of sub regulation (1) of Regulation 2 SEBI (SAST) Regulations, 2011. Details of the same are as under in point no.3.
- The annualized trading turnover during the preceding twelve calendar months prior to September, 2025 (the month in which the Public Announcement was made) i.e., from September, 2025 to August 2025 (Twelve Month Period) in the Stock Exchanges is as under:

Name of the Stock Exchange	Total No. of Equity Shares traded during the 12 months	Total No. of equity shares listed	Annualised Turnover (in terms of % to total no. of shares)
BSE Limited	433127	6553700	6.61%

Source: [www.bseindia.com](http://www.bseindia.com)

- The Offer price of ₹ 6.40/- (Six Rupees and forty only) per fully paid equity share of ₹ 10 each is justified in terms of regulation 8(2) of SEBI (SAST) Regulations in view of the following:

Sr.No.	Particular	Amount
A	Negotiated price as per SPA	NA
B	The volume-weighted average price paid or payable for acquisition by the Acquirer during 52 weeks immediately preceding the date of PA	NA
C	Highest price paid or payable for acquisitions by the Acquirer during 26 weeks immediately preceding the date of PA	-
D	The Volume-Weighted Average Market Price of shares for a period of sixty trading days immediately preceding the date of the PA as traded on the Stock Exchange where the maximum volume of trading in the shares of the Target Company are recorded during such period, provided such shares are frequently traded.	-
E	Where the shares are not frequently traded, the price determined by the Acquirer and the Manager to the Open Offer taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies; and Highest of above	Rs.6.40
Round Off		6.40/-

Notes: For calculating the Offer price the preceding date of the public announcement is considered as September 19, 2025, Friday.

- There have been no corporate actions in the Target Company, hence, there are no adjustment in relevant price parameters under Regulation 8(9) of the SEBI(SAST) Regulations, 2011.
- As on date there is no revision in Offer price or Offer size. In case of any revision in the open offer price or open offer size, the Acquirer shall comply with regulation 18 of SEBI (SAST) Regulations, 2011 and all the provisions of SEBI (SAST) Regulations, 2011 which are required to be fulfilled for the said revision in the Offer price or Offer size.
- If there is any increase in the offer price on account of future purchases / competing offers, it will be done only up to the period prior to One (1) working days before the date of commencement of the tendering period and would be notified to shareholders.
- If the Acquirer, acquires Equity Shares of the Target Company during the period of twenty-six weeks after the closure of the Tendering Period at a price higher than the Offer Price per Equity Share, then the Acquirer, shall pay the difference between the highest acquisition price and the Offer Price, to all the Public Shareholders whose shares have been accepted in the Open Offer within 60 days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the SEBI (SAST) Regulations, as amended from time to time or Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended from time to time or open market purchases made in the ordinary course on the Stock Exchanges, not being a negotiated acquisition of the Equity Shares in any form.

### FINANCIAL ARRANGEMENTS

- Total consideration payable by acquirer for 17,04,000 (Seventeen Lakh Four Thousand) Equity Shares from the Public Shareholders of the Target Company at the Offer Price of Rs. 6.40/- (Rupee Six Point Forty Paise Only) per Equity Share, assuming full acceptance of the Offer would be Rs. 1,09,05,600.00 /- (Rupees One Crore Nine Lakh Fifty Six Hundred Only) ("Maximum Consideration").
- The Acquirer has adequate financial resources and has made firm financial arrangements for the implementation of the Offer in full out of its own sources/ net worth and no borrowings from any Bank and/or Financial Institutions are envisaged.
- In accordance with regulation 17 of the SEBI (SAST) Regulations, 2011 the Acquirer has opened an Escrow Account in the name and style as "PCML OPEN OFFER ESCROW ACCOUNT" with Kotak Mahindra Bank Ltd (Escrow Bank) (Account No.: 9450948108), Address: 5th floor, 12 BKC, Plot No. C-12, G block, Bandra Kurla Complex, Bandra East, Mumbai - 400051, and has deposited an amount of ₹ 10,905,600 /- (Rupees One Crore Nine Lakh Fifty Six Hundred Only) dated September 22, 2025 by way of cash, being 100% of the consideration payable in this offer.
- The acquirer duly empowers Interactive Financial Services Limited, Manager to the Offer to operate the above-mentioned Escrow account and has been duly empowered to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 2011.
- Based on the aforesaid, financial arrangements and the confirmation received from the Escrow Bank and the Chartered Accountant, the manager to the offer is satisfied about the ability of the Acquirer to implement the offer in accordance with the SEBI (SAST) Regulations, 2011. Further, the Manager to the Offer confirms that firm arrangement for funds and money are in place to fulfill the Open Offer obligations.
- In case of upward revision of the Offer Price and/or Offer Size, the Acquirer would deposit additional appropriate amount into an Escrow Account to ensure compliance with Regulation 18(5) of the SEBI (SAST) Regulations, prior to effecting such revisions.

### VI. STATUTORY AND OTHER APPROVALS

- As on date of this DPS, to the best of the knowledge of the Acquirer, there are no statutory approvals is required to implement this Offer. However, in case of any regulatory or statutory or other approval being required, the Offer shall be subject to all such approvals and the Acquirer shall make the necessary applications for such approvals.
- The Acquirer, in terms of Regulation 23(1)(a) of the SEBI (SAST) Regulations, 2011, will have a right not to proceed with the Offer in case of any regulatory or statutory or other approval being required are refused. In the event of withdrawal, a public announcement will be made within two working days of such withdrawal, in the same newspapers in which this DPS has appeared.
- In case of delay in receipt or non-receipt of any statutory approval(s) becoming applicable prior to completion of the Offer, SEBI has the power to grant extension of time to the Acquirer for payment of consideration to the Public Shareholders of the Target Company who have accepted the Offer within

such period, subject to the Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations, 2011. Further, if delay occurs on account of wilful default by the Acquirer in obtaining the requisite approvals, Regulation 17(9) of the SEBI (SAST) Regulations, 2011 will also become applicable and the amount lying in the escrow account shall become liable to forfeiture. Provided where the statutory approvals extend to some but not all Public Shareholders, the Acquirer will have the option to make payment to such Public Shareholders in respect of whom no statutory approvals are required in order to complete this Offer.

### VII. TENTATIVE SCHEDULE OF ACTIVITY

Activity	Day	Date
Date of Public Announcement (PA)	Monday	September 22, 2025
Date of Detailed Public Statement (DPS)	Monday	September 29, 2025
Last date for filing of the draft letter of offer with SEBI	Tuesday	October 7, 2025
Last date for a competing Offer	Thursday	October 23, 2025
Last date for receipt of SEBI observations on the draft letter of offer (in the event SEBI has not sought clarifications or additional information from the Manager)	Tuesday	November 4, 2025
Identified Date*	Thursday	November 6, 2025
Letter of Offer to be dispatched to shareholders	Thursday	November 13, 2025
Last date for revising the Offer price/ number of shares	Wednesday	November 19, 2025
Last Date by which Board of TC shall give its recommendation	Tuesday	November 18, 2025
Date of publication of Offer Opening Public Announcement	Wednesday	November 19, 2025
Date of commencement of Tendering Period (Offer Opening Date)	Thursday	November 20, 2025
Date of closure of Tendering Period (Offer Closing Date)	Wednesday	December 3, 2025
Date by which all the requirements including payment of consideration would be Completed	Wednesday	December 17, 2025
Last date for publication of post-Open Offer public announcement in the newspapers in which this DPS has been published	Wednesday	December 10, 2025

\*The Identified Date is only for the purpose of determining the Equity shareholders as on such date to whom the Letter of Offer would be sent. It is clarified that all the Equity Shareholders of Target Company (registered or unregistered), except the Acquirer are eligible to participate in this Offer at any time prior to the closure of this Offer.

### VIII. PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON RECEIPT OF LETTER OF OFFER

- All shareholders holding the Equity Shares, whether in dematerialized or physical form, registered or unregistered, are entitled to participate in this Offer, any time during the tendering period of this Offer.
- As per the provisions of Regulation 40(1) of the SEBI (LODR) Regulations and SEBI's press release dated December 03, 2018, bearing reference no. PR 49/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository with effect from April 01, 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations. Accordingly, Public Shareholders holding Equity Shares in physical form as well are eligible to tender their Equity Shares in this Open Offer as per the provisions of the SEBI (SAST) Regulations.
- Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer.
- The Public Shareholders may also download the Letter of Offer from the SEBI's website ([www.sebi.gov.in](http://www.sebi.gov.in)) or obtain a copy of the same from the Registrar to the Offer (detailed at Part X (Other Information) of this DPS) on providing suitable documentary evidence of holding of the Equity Shares and their folio number, DP identity-client identity, current address and contact details.
- The Open Offer will be implemented by the Acquirer through stock exchange mechanism made available by BSE in the form of separate window ("Acquisition Window") as provided under the SEBI (SAST) Regulations and SEBI circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and SEBI circular SEBI/HO/CFD/DCR/II/ CIR/P/2021/615 dated August 13, 2021.
- BSE Limited shall be designated stock exchange for the purpose of tendering Equity Shares in the Open Offer.
- The Acquirer has appointed NNM Securities Private Limited ("Buying Broker") as its broker for the Open Offer through whom the purchases and settlement of the Offer Shares tendered in the Open Offer shall be made. The contact details of the Buying Broker are as mentioned below:

Name of the Depository Participant	NNM Securities Private Limited
Address	B 6/7, 2nd Floor, Shri Siddhi Vinayak Plaza, Off. Link Road, Opp. Citi Mall, Andheri (West), Mumbai -400053
Tel No	022-40790032
Contact Person	Nikunj Anilkumar Mittal
Email ID	<a href="mailto:nikunj@nnmsecurities.com">nikunj@nnmsecurities.com</a>
Investor Grievance ID	<a href="mailto:support@nnmsecurities.com">support@nnmsecurities.com</a>
SEBI Registration No.	INZ000234235

- Public Shareholders who desire to tender their Equity Shares under the Open Offer would have to intimate their respective stock brokers ("Selling Broker") within the normal trading hours of the secondary market, during the Tendering Period.
- A separate Acquisition Window will be provided by BSE to facilitate the placing of orders. Before placing the bid, the concerned Public Shareholder/Selling Broker would be required to transfer the tendered Equity Shares to the special account of Indian Clearing Corporation Limited ("Clearing Corporation"), by using the settlement number and the procedure prescribed by the Clearing Corporation.
- The cumulative quantity tendered shall be displayed on BSE's website ([www.bseindia.com](http://www.bseindia.com)) throughout the trading session at specified intervals by BSE during the Tendering Period.
- As per the provisions of Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and SEBI's press release dated December 03, 2018, bearing reference no. PR 49/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository with effect from April 01, 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations. Accordingly, Public Shareholders holding Equity Shares in physical form as well are eligible to tender their Equity Shares in this Open Offer as per the provisions of the SEBI (SAST) Regulations.
- The detailed procedure for tendering the Offer Shares in this Open Offer will be available in the Letter of Offer, which shall also be made available on the website of SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)).
- Equity Shares should not be submitted/ tendered to the Manager, the Acquirer or the Target Company.

### IX. DETAILED PROCEDURE FOR TENDERING THE SHARES IN THE OFFER WILL BE AVAILABLE IN THE LETTER OF OFFER ("LOF").

### X. OTHER INFORMATION

- For the purpose of disclosures in this DPS relating to the Target Company and the Acquirer have relied on the information provided by the Target Company and have not independently verified the accuracy of details of the Target Company. Subject to the aforesaid, Acquirer accept the responsibility for the information contained in the Public Announcement and the Detailed Public Statement and also for the obligations of the Acquirer laid down in the "SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011" and subsequent amendments made thereof.
- This DPS and the PA shall also be available on the SEBI's website at [www.sebi.gov.in](http://www.sebi.gov.in). Issued by Manager to the Offer for and on Behalf of Acquirer Mr. Suman Nandi (Acquirer)

MANAGER TO THE OFFER	
INTERACTIVE FINANCIAL SERVICES LIMITED	
Address: Office No. 508, Fifth Floor, Priviera, Nehru Nagar, Ahmedabad - 380 015 Gujarat, India	
Tel No.: 079 46019796	
Web Site: <a href="http://www.ifinservices.in">www.ifinservices.in</a>	
Email: <a href="mailto:mbd@ifinservices.in">mbd@ifinservices.in</a>	
Investor Grievance Email: <a href="mailto:info@ifinservices.in">info@ifinservices.in</a>	
Contact Person: Ms. Jaini Jain	
SEBI Reg No.: INM000012856	

REGISTRAR TO THE OFFER	
Ankit Consultancy Pvt. Ltd.	
Registrar & Share Transfer Agent	
Address: 60, Electronic Complex, Pardeshipura, Indore (M.P) 452010	
Tel. No.: 0731-4065799, 4065797	
Email ID: <a href="mailto:compliance@ankitonline.com">compliance@ankitonline.com</a>	
Fax: 0731-4065798	
Email: <a href="mailto:compliance@ankitonline.com">compliance@ankitonline.com</a>	
Web Site: <a href="http://www.ankitonline.com">www.ankitonline.com</a>	
Contact Person: Mr. Bhagwat Singh Nagori	
SEBI Reg. No.: INR 00000767	

Place: Indore  
Date: September 28, 2025



DETAILED PUBLIC STATEMENT (DPS) IN TERMS OF REGULATION 13(4), 14(3) AND 15(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, TO THE PUBLIC SHAREHOLDERS OF

# PREMIUM CAPITAL MARKET AND INVESTMENTS LIMITED

CIN: L67120MP1992PLC007178

Registered Office: 401- Starlit Tower 29- Y.N. Road, Indore, Madhya Pradesh, India, 452003

Tel. No.: +91-9109104911, Telefax No.: NA; Email: [compliance.premium@gmail.com](mailto:compliance.premium@gmail.com), Website: [www.premcapltd.com](http://www.premcapltd.com)

Open offer for acquisition of up to 17,04,000 (Seventeen Lakh Four Thousand) fully paid-up equity shares of face value of ₹ 10.00 each ("Equity Shares"), representing 25.00% of the voting share capital of PREMIUM CAPITAL MARKET AND INVESTMENTS LIMITED ("Target Company") from the public shareholders of the Target Company by Mr. Surman Nandi (Acquirer), at an offer price of Rs. 6.40/- (Rupees Six Rupees Forty Paise Only), with an intention to acquire control over the Target Company pursuant to and in compliance with the requirements of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, including subsequent amendments thereof (the "SEBI (SAST) Regulations") (the "Open Offer" or "Offer").

This Detailed Public Statement ("DPS") is being issued by M/s. INTERACTIVE FINANCIAL SERVICES LIMITED, the Manager to the Offer ("Manager"), for and on behalf of the Acquirer, to the Public Shareholders pursuant to and in compliance with Regulations 13(4), 14(3) and 15(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof ("SEBI (SAST) Regulations, 2011"), and pursuant to the Public Announcement (PA) dated September 22, 2025, filed with the BSE Limited ("BSE"), Securities and Exchange Board of India ("SEBI") and Target Company, in terms of Regulation 4 (read with Regulation 13, 14 and 15(1) of the SEBI (SAST) Regulations, 2011).

- ACQUIRER, TARGET COMPANY AND OFFER**
- 1. INFORMATION ABOUT THE ACQUIRER-**
- 1.1 Surman Nandi (Acquirer)**
- a) Mr. Surman Nandi, son of Mr. Madhab Chandra Nandi, aged 50 years, Indian resident, bearing PAN AETPN6718B, Aadhar No. 9699 4705 3531 resident at Dharma Nagar Society, Pancharas Road, Pancharas, Morbi, Gujarat- 363921.
- b) The Acquirer has more than 25 years of experience in Finance, Accounting and Business Administration.
- c) The Network of Acquirer as on June 30, 2025 is Rs. 184.03 Lacs certified dated June 30, 2025 by CA Vishal Vrajbhav Darda, Proprietor of M/s. Vishal Davada & Associates, Chartered Accountants having its office at Karavya, Rameshwar Park - 2 Street No. 5, Raya Road, Rajkot- 360007, bearing Membership No. 101899 and Firm Registration No. 139921/V, UDIN: 23167890MURUZ4704. Acquirer has sufficient liquid funds to fulfill the obligations under the Open Offer.
- d) Acquirer holds 15,89,300 Equity Shares of Target Company as on the date of the PA and DPS.
- e) Acquirer does not belong to any group and is not related to Promoters, Directors or Key Managerial Position of the Target Company as per Regulation 2(1)(ii) of SEBI (ICDR) Regulations, 2018. Except Mrs. Pooja Nandi being Non-Executive director on the board of the Target Company is Wife of Mr. Surman Nandi.
- f) Acquirer do not have any representatives on the Board of Directors of the Target Company as on the date of this DPS except Mrs. Pooja Nandi wife of Mr. Surman Nandi being Non-Executive director on the board of the Target Company.
- g) Acquirer confirms that as on date he has not been prohibited by SEBI from dealing in securities, in terms of the provisions of Section 116 of the SEBI Act, 1992, as amended ("SEBI Act") or under any other Regulation made under the SEBI Act.
- h) Acquirer has not been debarred or not been declared as fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018.
- i) Acquirer has confirmed that he has not been categorized as willful defaulter in terms of Regulation 2(1)(ii) of the SEBI(SAST) Regulation 2011.
- j) Acquirer undertakes not to sell the Equity Shares of the Target Company held by him during the "Offer Period" in terms of Regulation 25(4) of the Takeover Regulations.

**2. BACKGROUND OF THE TARGET COMPANY - PREMIUM CAPITAL MARKET AND INVESTMENTS LIMITED**

1. The Target Company was incorporated on June 24, 1992 as Premium Capital Market & Investments Private Limited a Private limited company, under the provisions of the Companies Act, 1956 with the Registrar of Companies, Madhya Pradesh, Gwalior. The name of the company was changed to Premium Capital Market & Investments Limited and a fresh Certificate of Incorporation consequent upon change of name was obtained on February 09, 1994, issued by Registrar of Companies, Madhya Pradesh, Gwalior. In the year 1994, company came out with the Initial Public Offer (IPO) and got listed on Bombay Stock Exchange (i.e. M.P. Stock Exchange Indore (Regional), Ahmedabad Stock Exchange and BSE Limited. In the year 2007 company had made application to M.P. Stock Exchange Indore (Regional), Ahmedabad Stock Exchange to delisting of their Shares. The Corporate Identification Number (CIN) of the Target Company is L67120MP1992PLC007178.

2. The registered office of the Company is situated at 401- Starlit Tower 29- Y.N. Road, Indore, Madhya Pradesh, India, 452003 (Tel. No.: 9109104911, Email: [compliance.premium@gmail.com](mailto:compliance.premium@gmail.com), Website: [www.premcapltd.com](http://www.premcapltd.com)).

3. As on the date of this Detailed Public Announcement, the Equity Shares of Target Company are presently listed on BSE Limited (ISIN Code: PREMCP11131600). The ISIN of Equity Shares of Target Company is INF550001019. The Shares are placed under Group: XT / T+1. (Source: [www.bseindia.com](http://www.bseindia.com)).

4. The Equity Shares of the Target Company is Infrequently traded within the meaning of Regulation 2(1)(i) of the SEBI (SAST) Regulations, 2011 on BSE Limited. (Further details provided in Part IV below (Offer Price)).

5. As on date, the trading in Equity Shares of Target Company is not suspended at BSE Limited.

6. The total Paid-up Equity Share Capital consisting of 65,53,700 (Sixty-Five Lakhs Fifty Thirty Thousand Seven Hundred) Equity shares of face value of Rs. 10.00 (Rupees Ten) each aggregating to Rs. 65,53,70,000/- (Rupees Six Crore Fifty-Five Lakhs Thirty Seven Thousand Only).

**The Brief audited financial information of the Target Company is as follows:**

Particular	For the financial year ended March 31		
	2025	2024	2023
Total Income	868.89	88.47	1.79
Net Income (PAT)	-41.39	-27.99	-0.98
EPS	-0.07	-0.09	-0.09
Dividend / Shareholder's Funds	48.88	42.85	14.85

Source: Audited Accounts for the Financial Year ended March 31, 2025, March 31, 2024 and March 31, 2023.

**III. Details of the Offer:**

1. This Open offer is a mandatory offer under the Regulations 4 of the SEBI (SAST) Regulations, 2011 pursuant to substantial acquisition of Shares and Voting rights accompanied with change in management and control of the Target Company. This offer has triggered under the Regulation 4 for Acquisition of Control pertaining to the direct substantial acquisition of Equity Shares and Voting Rights and control over the Target Company. Acquirer holds 15,89,300 Equity Shares of Target Company as on the date of the PA and DPS.

2. Till May 15, 2024, Mr. Surman Nandi has acquired 15,89,300 (Fifteen Lakh Eighty-Nine Thousand three hundred only) fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each representing 24.25% (Twenty-four point twenty-five Percentage) of the Paid Up Capital and Voting Equity Share Capital of the Target Company at an Offer Price of Rs. 1.50/- (Rupees Five Paise Only) per Equity Share aggregating to 23,83,95,000/- (Rupees Twenty-Three Lakhs Eighty-Three Thousand Nine Hundred and Fifty Only) paid in cash.

3. This Offer is a mandatory offer, being made by the Acquirer to the Equity Shareholders of the Target Company, in compliance with Regulation 4 of the SEBI (SAST) Regulations, 2011 for acquisition of 7,04,000 (Seventeen Lakh Four Thousand) equity shares of the face value of ₹ 10.00 each, in compliance with Regulation 4 of the SEBI (SAST) Regulations, 2011. The Acquirer will acquire the Target Company at the price of ₹ 6.40/- (Six Rupees Forty Paise Only) per fully paid up Equity Shares, in accordance with the provisions of the SEBI (SAST) Regulations, 2011 and subject to the terms and conditions set out in the Public Announcement, this Detailed Public Statement and Letter of Offer, that will be sent to the Public Shareholders of the Target Company. This Offer is being made under SEBI (SAST) Regulations, to all the equity shareholders of the Target Company (i.e. shareholders other than the Acquirer). The Acquirer will acquire all the equity shares of the Target Company that are validly tendered as per terms of the Offer and up to a maximum of the Offer Size.

4. The Offer Price shall be payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations, 2011.

5. The Offer is not a conditional Offer upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations.

6. This Offer is being made in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011.

7. As on date of this DPS, to the best of the knowledge of the Acquirer, there are no statutory approvals required to implement this Offer. However, in case of any regulatory or statutory or other approval being required, the Offer shall be subject to all such approvals and the Acquirer shall make the necessary applications for such approvals.

8. The Equity Shares of the Target Company will be acquired by the Acquirer free from all liens, charges and encumbrances together with all rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.

9. This Offer is being made under the Regulation 4 for Acquisition of Control pertaining to the direct substantial acquisition of Equity Shares and Voting Rights and control over the Target Company. There are no any condition stipulate, the meeting of which would be outside the reasonable control of the Acquirer, and in view of which the Offer can be withdrawn after regulation 23(1)(d) of the SEBI (SAST) Regulations, 2011.

10. The Manager of the Offer, Interactive Financial Services Limited does not hold any equity shares of the Target Company as on the date of this DPS and is in compliance with the Regulation 27(b) of SEBI (SAST) Regulations, 2011. The manager to the Offer further declares that they will not deal in their own account in the equity shares of the Target Company during the Offer Period.

accordance with SCRR, on a continuous basis for listing. Pursuant to completion of this Open Offer in the event that the public shareholding in the Target Company falls below the minimum level required as per Rule 19A of the SCRR, the Acquirer will ensure that the Target Company satisfies the minimum public shareholding set out in Rule 19A of the SCRR in compliance with applicable laws, within the prescribed time.

3. Pursuant to this Offer, the acquirer shall become the Promoter of the Target Company and the existing Promoters will cease to be the promoters of the Target Company in accordance with the provisions of Regulation 31 of the LODR Regulations.

- IV. BACKGROUND TO THE OPEN OFFER**
- As on the date of this Detailed Public Statement, Mr. Surman Nandi (acquirer) holds 15,89,300 Equity Shares which constitute 24.25% of the issued, subscribed, and paid up capital of the Target Company to be paid in cash. By the said proposed acquisition the Acquirer will hold 32,93,300 (Thirty-Two Lakh Ninety Three thousand three hundred only) Equity Shares constituting 50.25% of the Issued, subscribed and paid up equity share capital of the Target Company. Pursuant to Acquisition of Control pertaining to the direct substantial acquisition of Equity Shares and Voting Rights and control over the Target Company, this mandatory offer is being made by the Acquirer in compliance with Regulations 4 of the SEBI (SAST) Regulations.
- The acquisition of Shares will result in change in control of the Target Company and the Acquirer shall become the promoter of the Target company in accordance with the provisions of the SEBI (LODR) Regulations.
- The offer price is payable in cash, in accordance with regulation 9(1)(a) of the SEBI (SAST) Regulations.
- The prime objective of the Acquirer behind the Acquisition is to have substantial holding of shares and voting rights accompanied with the change of control of the Target Company in accordance with Regulations of SEBI (SAST) Regulations, 2011 as the holding of Acquirer assuming full acceptances in the offer would be 50.25% of the paid-up Equity Share Capital of the Target Company. The Acquirer want to give additional edge to the existing business of the Company as well as developed the other profitable emerging area. Pursuant to completion of this Open Offer, in the event that the public shareholding in the Target Company falls below the minimum level required as per Rule 19A of the SCRR, the Acquirer will ensure that the Target Company satisfies the minimum public shareholding set out in Rule 19A of the SCRR in compliance with applicable laws, within the prescribed time.

**V. Share holding and acquisition details:**

The current and proposed shareholding of the Acquirer in the Target Company and the details of their acquisition are as follows:

Particulars	Acquirer	
	No. of Equity Shares	%
Shareholding as on PA date	15,89,300	24.25
Shares acquired between the PA date and the DPS date	0	0
Shares proposed to be acquired in open offer (assuming full acceptance)	17,04,000	26.00
Post Offer shareholding as on 10th Working Day after the closing of Tender Period**	32,93,300	50.25

\*\* Assuming full acceptance in the Open Offer including Existing shareholding of the Acquirer in TC.

**VI. Offer Price**

- The Equity Shares of the Target Company is listed on BSE Limited ("BSE").
- The shares of the Company are infrequently traded shares as per the definition of "Infrequently Traded" shares under clause (i) of sub regulation (1) of Regulation 2 SEBI (SAST) Regulations, 2011. Details of the same are as under point no.3.
- The annualized trading turnover during the preceding twelve calendar months prior to September, 2025 (the month in which the Public Announcement was made), i.e. from September, 2025 to August 2025 (Twelve Month Period) in the Stock Exchanges is as under:

Name of the Stock Exchange	Total No. of Equity Shares traded during the 12 months	Total No. of equity shares listed	Annualised Turnover (in terms of % to total no. of shares)
BSE Limited	433127	605370	6.61%

Source: [www.bseindia.com](http://www.bseindia.com)

4. The Offer Price of ₹ 6.40/- (Six Rupees forty only) per fully paid equity share of ₹ 10 each is justified in terms of regulation 6(b) of SEBI (SAST) Regulations in view of the following:

- | Sl. No. | Particular  | Amount   |
|---------|---|----------|
| A       | Historical price as per SP/A  | NA       |
| B       | The volume-weighted average price paid or payable for acquisition by the Acquirer during 52 weeks immediately preceding the date of PA  | NA       |
| C       | Highest price paid or payable for acquisitions by the Acquirer during 26 weeks immediately preceding the date of PA   | NA       |
| D       | The Volume-Weighted Average Market Price of shares for a period of sixty trading days (in terms of size of the PA as traded on the Stock Exchange where the maximum volume of trading in the shares of the Target Company are recorded during such period, provided such shares are infrequently traded)      | -        |
| E       | Where the shares are not infrequently traded, the price determined by the Acquirer and the Manager to the Offer taking into account various parameters including, but not limited to, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies; and | Rs. 6.40 |
| F       | Highest of above  | 6.40/-   |
- Notes:** For calculating the Offer price the preceding data of the public announcement is considered as September 15, 2025, 2025.
- There has been no corporate actions in the Target Company, hence, there are no adjustment in relevant price payable in terms of Regulation 8(b) of the SEBI (SAST) Regulations, 2011.
  - As on date there is no revision in Offer price or Offer Size. In case of any revision in the open offer price or offer size, the Acquirer shall comply with regulation 15 of SEBI (SAST) Regulations, 2011 and all the provisions of SEBI (SAST) Regulations, 2011 which are required to be fulfilled for the said revision in the Offer price or Offer size.
  - If there is any increase in the offer price on account of future purchases / competing offers, it will be done only up to the period prior to the Offer (1) working days before the date of commencement of the tendering period and would be notified to shareholders.
  - If the Acquirer, acquires Equity Shares of the Target Company during the period of twenty-six weeks after the closure of the Tendering Period at a price higher than the Offer Price per Equity Share, then the Acquirer, shall pay the difference between the highest acquisition price and the Offer Price, to all the Public Shareholders whose shares have been accepted in the Open Offer within 60 days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under an open offer under the SEBI (SAST) Regulations, as amended from time to time or Securities and Exchange Board of India (Collecting of Equity Shares) Regulations, 2021, as amended, from time to time or open market purchases made in the ordinary course on the Stock Exchanges, not being a negotiated acquisition of the Equity Shares in any form.

**VII. FINANCIAL ARRANGEMENTS**

- Total consideration payable by acquirer for 17,04,000 (Seventeen Lakh Four Thousand) Equity Shares from the Public Shareholders of the Target Company at the Offer Price of Rs. 6.40/- (Rupee Six Point Forty Paise Only) per Equity Share, assuming full acceptance of the Offer would be ₹ 1,09,05,600.00/- (Rupees One Crore Nine Lakh Fifty Six Hundred Only) (Maximum Consideration).
- The Acquirer has adequate financial resources and has made firm financial arrangements for the implementation of the Offer in full out of its own sources (net worth and no borrowings from any Bank and/or Financial Institutions are envisaged).
- In accordance with regulation 17 of the SEBI (SAST) Regulations, 2011 the Acquirer has opened an Escrow Account in the name and style as "PCML OPEN OFFER ESCROW ACCOUNT" with Kotak Mahindra Bank Ltd. (Escrow Bank) (Account No.: 9450948108), Address: 5th floor, 12 BKC, Plot No. C-12, G Block, Sector 13, Kirti Complex, Bandra East, Mumbai - 400051 and has deposited an amount of ₹ 10,305,500/- (Rupees One Crore Nine Lakh Fifty Six Hundred Only) dated September 22, 2025 of way of cash, being 100% of the consideration payable in this Offer.
- The acquirer IFS empowers Interactive Financial Services Limited, Manager to the Offer to operate the above-mentioned Escrow account and has been duly empowered to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 2011.
- Based on the aforesaid, financial arrangements and the confirmation received from the Escrow Bank and the Chartered Accountant, the manager to the offer is satisfied about the ability of the Acquirer to implement the offer in accordance with the SEBI (SAST) Regulations, 2011. Further, the Manager to the Offer confirms that firm arrangement for funds and money are in place to fulfill the Open Offer obligations.
- In case of upward revision of the Offer Price and/or Offer Size, the Acquirer would deposit additional appropriate amount into an Escrow Account to ensure compliance with Regulation 18(5) of the SEBI (SAST) Regulations, prior to effecting such revisions.

**VIII. STATUTORY AND OTHER APPROVALS**

- As on date of this DPS, to the best of the knowledge of the Acquirer, there are no statutory approvals required to implement this Offer. However, in case of any regulatory or statutory or other approval being required, the Offer shall be subject to all such approvals and the Acquirer shall make the necessary applications for such approvals.
- The Acquirer, in terms of Regulation 23(1)(a) of the SEBI (SAST) Regulations, 2011, will have a right not to proceed with the Offer in case of any regulatory or statutory or other approval being required are not received. In the event of withdrawal, a public announcement will be made within two working days of such withdrawal, in the same newspapers in which this DPS has appeared.
- In case of delay in receipt or non-receipt of any statutory approval(s) becoming applicable prior to completion of the Offer, SEBI has the power to grant extension of time to the Acquirer for payment of consideration to the Public Shareholders of the Target Company who have accepted the Offer within

- such period, subject to the Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 16(1) of the SEBI (SAST) Regulations, 2011. Further, if delay occurs on account of willful default by the Acquirer in obtaining the requisite approvals, Regulation 17(b) of the SEBI (SAST) Regulations, 2011 will also become applicable and the amount lying in the escrow account shall become liable to forfeiture. Provided where the statutory approvals pertain to the same but not all Public Shareholders, the Acquirer will have the option to make payment to such Public Shareholders in respect of whom no statutory approvals are required or in order to complete this Offer.
- The Acquirer shall complete all procedure relating to payment of consideration under this Offer within 10 (ten) working days from the date of closure of the Tendering period to those Public Shareholders whose Equity shares are accepted in the Offer.

**VII. TENTATIVE SCHEDULE OF ACTIVITY**

Activity	Day	Date
Date of Public Announcement (PA)	Monday	September 22, 2025
Date of Detailed Public Statement (DPS)	Monday	September 29, 2025
Last date for filing of the draft letter of offer with SEBI	Tuesday	October 7, 2025
Last date for a competing Offer	Thursday	October 23, 2025
Last date for receipt of SEBI observations on the draft letter of offer (in the event SEBI has not sought clarifications or additional information from the Manager)	Tuesday	November 4, 2025
Identified Date*	Thursday	November 6, 2025
Letter of Offer to be dispatched to shareholders	Thursday	November 13, 2025
Last date for filing the Offer price, number of shares	Wednesday	November 19, 2025
Last Date by which Board of TC shall give its recommendation	Tuesday	November 18, 2025
Date of publication of Offer Opening Public Announcement	Wednesday	November 19, 2025
Date of commencement of Tendering Period (Offer Opening Date)	Thursday	November 20, 2025
Date of closure of Tendering Period (Offer Closing Date)	Wednesday	December 3, 2025
Date by which all the requirements including payment of consideration would be completed	Wednesday	December 17, 2025
Last date for publication of post-Open Offer public announcement in the newspapers in which this Offer has been published	Wednesday	December 10, 2025

\*The Identified Date is for the purpose of determining the Eligibility of Equity Shareholders as on such date to whom the Letter of Offer would be sent. It is clarified that all the Equity Shareholders of Target Company (registered or unregistered), except the Acquirer are eligible to participate in this Offer at any time prior to the closure of this Offer.

- VIII. PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON RECEIPT OF LETTER OF OFFER**
- All shareholders holding the Equity Shares, whether in dematerialized or physical form, registered or unregistered, are entitled to participate in this Offer, any time during the tendering period of this Offer.
  - As per the provisions of Regulation 4(1)(i) of the SEBI (LODR) Regulations and SEBI's press release dated December 03, 2018, bearing reference no. PR-49/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository with effect from April 01, 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBI/HQ/CFD/CMD1/CIR/P/2023/144 dated July 31, 2020, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations. Accordingly, Public Shareholders holding Equity Shares in physical form as well are eligible to tender their Equity Shares in this Open Offer as per the provisions of the SEBI (SAST) Regulations.
  - Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer.
  - Public Shareholders may also download the Letter of Offer from the SEBI's website ([www.sebi.gov.in](http://www.sebi.gov.in)) or obtain a copy of the same from the Registrar to the Offer (detailed at Part X (Other Information)) of this DPS) on providing valid documentary evidence of holding of the Equity Shares and their own unique DP identifier/unique identity, current address and contact details.
  - The Open Offer will be implemented by the Acquirer through stock exchange mechanism made available by BSE in the form of separate window ("Acquisition Window") as provided under the SEBI (SAST) Regulations and SEBI circular D/POL/CVCL/11/2015 dated April 13, 2015, SEBI circular D/POL/CVCL/11/2015 dated April 13, 2015.
  - BSE Limited shall be designated stock exchange for the purpose of tendering Equity Shares in the Open Offer.
  - The Acquirer has appointed NIM Securities Private Limited ("Buying Broker") as its broker for the Open Offer through whom the purchases and settlement of the Offer Shares tendered in the Open Offer shall be made. The contact details of the Buying Broker are as mentioned below:

Name of the Depository Participant / NIM Securities Private Limited	
Address	B-67, 2nd Floor, Shri Siddhi Vinayak Plaza, Off. Link Road, Opp. Old Mall, Andheri (West), Mumbai - 400053
Tel No	022-40790032
Contact Person	Nikunj Anilkumar Mittal
Email ID	<a href="mailto:nikunj@nimsecurities.com">nikunj@nimsecurities.com</a>
Investor Grievance ID	<a href="mailto:support@nimsecurities.com">support@nimsecurities.com</a>
SEBI Registration No.	IN200234235

- Public Shareholders who desire to tender their Equity Shares under the Open Offer would have to intimate their respective stock brokers ("Selling Broker") within the normal trading hours of the secondary market, during the Tendering Period.
- A separate Acquisition Window will be provided by BSE to facilitate the placing of orders. Before placing the bid, the concerned Public Shareholder/Selling Broker would be required to transfer the tendered Equity Shares to the special account of Indian Clearing Corporation Limited ("Clearing Corporation"), by using the settlement number and the procedure prescribed by the Clearing Corporation.
- The cumulative quantity tendered shall be displayed on BSE's website ([www.bseindia.com](http://www.bseindia.com)) through the trading session at specified intervals by BSE during the Tendering Period.
- As per the provisions of Regulation 4(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and SEBI's press release dated December 03, 2018, bearing reference no. PR-49/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository with effect from April 01, 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBI/HQ/CFD/CMD1/CIR/P/2023/144 dated July 31, 2020, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations. Accordingly, Public Shareholders holding Equity Shares in physical form as well are eligible to tender their Equity Shares in this Open Offer as per the provisions of the SEBI (SAST) Regulations.
- The detailed procedure for tendering the Offer Shares in this Open Offer will be available in the Letter of Offer, which shall also be made available on the website of SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)).
- Equity Shares should not be submitted/ tendered to the Manager, the Acquirer or the Target Company.

**IX. DETAILED PROCEDURE FOR TENDERING THE SHARES IN THE OFFER WILL BE AVAILABLE IN THE LETTER OF OFFER ("LOF").**

- X. OTHER INFORMATION**
- For the purpose of disclosures in this DPS relating to the Target Company and the Acquirer have relied on the information provided by the Target Company and have not independently verified the accuracy of details of the Target Company. Subject to the aforesaid, Acquirer accept the responsibility for the information contained in the Public Announcement and the Detailed Public Statement and also for the obligations of the Acquirer laid down in the "SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011" and subsequent amendments made thereat.

This DPS and the PA shall also be available on the SEBI's website at [www.sebi.gov.in](http://www.sebi.gov.in).  
**Issued by Manager to the Offer and on behalf of Acquirer**  
**Mr. Surman Nandi (Acquirer)**

**MANAGER TO THE OFFER**

**INTERACTIVE FINANCIAL SERVICES LIMITED**  
 Address: Office No. 508, Fifth Floor, Pivvra, Nehru Nagar, Ahmedabad - 380 015, Gujarat, India  
 Tel No.: 079 46015756  
 Web Site: [www.ifservices.in](http://www.ifservices.in)  
 Email: [info@ifservices.in](mailto:info@ifservices.in)  
 Investor Grievance Email: [ifg@ifservices.in](mailto:ifg@ifservices.in)  
 Contact Person: Mr. Jai Jindal  
 SEBI Reg No.: INM000212550

**REGISTRAR TO THE OFFER**

Ansit Consultancy Pvt. Ltd.  
 Registrar & Share Transfer Agent  
 Address: 60, Economic Complex, Parkashipura, Indore (M.P.) 452010  
 Tel. No.: 0731-4685799, 4685797  
 Email: [compliance@ansitindore.com](mailto:compliance@ansitindore.com)  
 Fax: 0731-4659798  
 Email: [compliance@ansitindore.com](mailto:compliance@ansitindore.com)  
 Web: [www.ansitindore.com](http://www.ansitindore.com)  
 Contact Person: Mr. Biswajit Singh Nagari  
 SEBI Reg. No.: INF00000267

Place: Indore  
 Date: September 28, 2025

DETAILED PUBLIC STATEMENT (DPS) IN TERMS OF REGULATION 13(4), 14(3) AND 15(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, TO THE PUBLIC SHAREHOLDERS OF

# PREMIUM CAPITAL MARKET AND INVESTMENTS LIMITED

CIN: L67120MP1992PLC007178

Registered Office: 401- Starlit Tower 29- Y.N. Road, Indore, Madhya Pradesh, India, 452003

Tel. No.: +91-9109104911, Telefax No.: NA, Email: [compliance.premium@gmail.com](mailto:compliance.premium@gmail.com), Website: [www.premcapltd.com](http://www.premcapltd.com)

Open offer for acquisition of up to 17,04,000 (Seventeen Lakh Four Thousand) fully paid-up equity shares of face value of ₹ 10.00 each ("Equity Shares"), representing 25.00% of the voting share capital of PREMIUM CAPITAL MARKET AND INVESTMENTS LIMITED ("Target Company") from the public shareholders of the Target Company by Mr. Surman Nandi (Acquirer), at an offer price of Rs. 6.40/- (Rupees Six Rupees Four Paise Only), with an intention to acquire control over the Target Company pursuant to and in compliance with the requirements of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, including subsequent amendments thereof (the "SEBI (SAST) Regulations") (the "Open Offer" or "Offer").

This Detailed Public Statement ("DPS") is being issued by M/s. INTERACTIVE FINANCIAL SERVICES LIMITED, the Manager to the Offer ("Manager"), for and on behalf of the Acquirer, to the Public Shareholders pursuant to and in compliance with Regulations 13(4), 14(3) and 15(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof ("SEBI (SAST) Regulations, 2011"), and pursuant to the Public Announcement (PA) dated September 22, 2025, filed with the BSE Limited ("BSE"), Securities and Exchange Board of India ("SEBI") and Target Company, in terms of Regulation 4 (read with Regulation 13, 14 and 15(1) of the SEBI (SAST) Regulations, 2011.

- ACQUIRER, TARGET COMPANY AND OFFER**
- 1. INFORMATION ABOUT THE ACQUIRER-**
- 1.1 Surman Nandi (Acquirer)**
- a) Mr. Surman Nandi, son of Mr. Madhab Chandra Nandi, aged 50 years, Indian resident, bearing PAN: ACPN6718B, Aadhar No. 9699 4705 3531 resident at Dharma Nagar Society, Pancharas Road, Pancharas, Morbi, Gujarat-363921.
- b) The Acquirer has more than 25 years of experience in Finance, Accounting and Business Administration.
- c) The Network of Acquirer as on June 30, 2025 is Rs. 184.03 Lacs certified dated June 30, 2025 by CA Vishal Vrajbhav Darda, Proprietor of M/s. Vishal Darda & Associates, Chartered Accountants having their office at Karavya, Rameshwar Park - 2 Street No. 5, Raya Road, Rajkot-360007, bearing Membership No. 101899 and Firm Registration No. 139921W, UDIN: 23161890MRUZ470. Acquirer has sufficient liquid funds to fulfill the obligations under the Open Offer.
- d) Acquirer holds 15,89,300 Equity Shares of Target Company as on the date of the PA and DPS.
- e) Acquirer does not belong to any group and is not related to Promoters, Directors or Key Managerial Position of the Target Company as per Regulation 2(1)(ii) of SEBI (ICDR) Regulations, 2018. Except Mrs. Pooja Nandi being Non-Executive director on the board of the target company is wife of Mr. Surman Nandi.
- f) Acquirer does not have any representatives on the Board of Directors of the Target Company as on the date of this DPS except Mrs. Pooja Nandi wife of Mr. Surman Nandi being Non-Executive director on the board of the target company.
- g) Acquirer confirms that as on date he has not been prohibited by SEBI from dealing in securities, in terms of the provisions of Section 116 of the SEBI Act, 1992, as amended ("SEBI Act") or under any other Regulation made under the SEBI Act.
- h) Acquirer has been declared as not being declared as fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018.
- i) Acquirer has confirmed that he has not been categorized as willful defaulter in terms of Regulation 2(1)(ii) of the SEBI(SAST) Regulation 2011.
- j) Acquirer undertakes not to sell the equity shares of the Target Company held by him during the "Offer Period" in terms of Regulation 25(4) of the Takeover Regulations.

2. **BACKGROUND OF THE TARGET COMPANY - PREMIUM CAPITAL MARKET AND INVESTMENTS LIMITED**

- The Target Company was incorporated on June 24, 1992 as Premium Capital Market & Investments Private Limited a Private limited company, under the provisions of the Companies Act, 1956 with the Registrar of Companies, Madhya Pradesh, Gwalior. The name of the company was changed to Premium Capital Market & Investments Limited and a fresh Certificate of Incorporation consequent upon change of name was obtained on February 09, 1994, issued by Registrar of Companies, Madhya Pradesh, Gwalior. In the year 1994, company came out with the Initial Public Offer (IPO) and got listed on Stock Exchange i.e. M.P. Stock Exchange Indore (Regional), Ahmedabad Stock Exchange and Bombay Stock Exchange. In the year 2007 company had made application to M.P. Stock Exchange Indore (Regional), Ahmedabad Stock Exchange to delisting of their Shares. The Corporate Identification Number (CIN) of the Target Company is L67120MP1992PLC007178.
- The registered office of the Company is situated at 401- Starlit Tower 29- Y.N. Road, Indore, Madhya Pradesh, India, 452003 (Tel. No.: 9109104911, Email: [compliance.premium@gmail.com](mailto:compliance.premium@gmail.com), Website: [www.premcapltd.com](http://www.premcapltd.com)).
- As on the date of this Detailed Public Announcement, the Equity Shares of Target Company are presently listed on BSE Limited (Scrip Code: PREMCAPI) & 131660). The ISIN of Equity Shares of Target Company is INF550001019. The Shares are placed under Group: XT / T+1. (Source: [www.bseindia.com](http://www.bseindia.com)).
- The Equity Shares of the Target Company is infrequently traded within the meaning of Regulation 2(1)(i) of the SEBI (SAST) Regulations, 2011 on BSE Limited. (Further details provided in Part IV below (Offer Price).
- As on date, the trading in Equity Shares is not suspended at BSE Limited.
- The total Paid-up Equity Share Capital consisting of 65,53,700 (Sixty-Five lakhs Fifty Three Thousand Seven Hundred) Equity shares of face value of Rs. 10.00 (Rupees Ten) each aggregating to Rs. 65,53,70,000/- (Rupees Six Crore Fifty-Five Lakhs Thirty Seven Thousand Only).

The brief audited financial information of the Target Company is as follows:

Particular	For the financial year ended March 31		
	2025	2024	2023
Total Income	868.89	88.47	1.79
Net Income (PAT)	-41.39	-27.99	-0.98
EPS	-0.67	-0.29	-0.09
Dividend/Shareholder Funds	48.88	42.85	14.85

Source: Audited Accounts for the Financial Year ended March 31, 2025, March 31, 2024 and March 31, 2023.

**III. Details of the Offer:**

- This Open offer is a mandatory offer under the Regulations 4 of the SEBI (SAST) Regulations, 2011 pursuant to substantial acquisition of Shares and Voting rights accompanied with change in management and control of the Target Company. This offer has triggered under the Regulation 4 for Acquisition of Control pertaining to the direct substantial acquisition of Equity Shares and Voting Rights and control over the Target Company. Acquirer holds 15,89,300 Equity Shares of Target Company as on the date of the PA and DPS.
- Till May 15, 2024, Mr. Surman Nandi has acquired 15,89,300 (Fifteen Lakh Eighty-Nine Thousand three hundred only) fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each representing 24.25% (Twenty-four point twenty-five Percentage) of the Paid Up Capital and Voting Equity Share Capital of the Target Company at a price of Rs. 1.50/- (Rupees Five Paise Only) per Equity Share aggregating to 23,83,95,000/- (Rupees Twenty-Three lakhs Eighty-Three Thousand Nine Hundred and Fifty Only) paid in cash.
- This Offer is a mandatory offer, being made by the Acquirer to the Equity Shareholders of the Target Company, in compliance with Regulation 4 of the SEBI (SAST) Regulations, 2011 for acquisition of 7,04,000 (Seventeen Lakh Four Thousand) equity shares of the face value of ₹ 10.00 each, in the event that the Issuer, subscribed and paid up Shares Capital of the Target Company at the price of ₹ 6.40/- (Six Rupees Four Paise Only) per fully paid up Equity Shares, in accordance with the provisions of the SEBI (SAST) Regulations, 2011 and subject to the terms and conditions set out in the Public Announcement, this Detailed Public Statement and Letter of Offer, that will be sent to the Public Shareholders of the Target Company. This Offer is being made under SEBI (SAST) Regulations, to all the equity shareholders of the Target Company (i.e. shareholders other than the Acquirer). The Acquirer will acquire all the equity shares of the Target Company that are validly tendered as per terms of the Offer and up to a maximum of the Offer Size.
- The Offer Price shall be payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations, 2011.
- The Offer is not a conditional Offer upon any minimum level of acceptance in terms of Regulation 13(1)(i) of SEBI (SAST) Regulations.
- This Offer is being made in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011.
- As on date of this DPS, to the best of the knowledge of the Acquirer, there are no statutory approvals required to implement this Offer. However, in case of any regulatory or statutory or other approval being required, the Offer shall be subject to all such approvals and the Acquirer shall make the necessary applications for such approvals.
- The Equity Shares of the Target Company will be acquired by the Acquirer free from all liens, charges and encumbrances together with all rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.
- This Offer is being made under the Regulation 4 for Acquisition of Control pertaining to the direct substantial acquisition of Equity Shares and Voting Rights and control over the Target Company. There is no any condition stipulate, the meeting of which would be outside the reasonable control of the Acquirer, and in view of which the Offer can be withdrawn after regulation 23(1)(d) of the SEBI (SAST) Regulations, 2011.
- The Manager of the Offer, Interactive Financial Services Limited does not hold any equity shares of the Target Company as on the date of this DPS and is in compliance with Regulation 27(b) of SEBI (SAST) Regulations, 2011. The manager to the Offer further declares that they will not deal in their own account in the equity shares of the Target Company during the Offer Period.
- The Acquirer, do not have any plans to alienate any significant assets of the Target Company whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business of the Target Company. The Target Company's future policy for disposal of its assets, if any, for two years from completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through special resolution by way of postal ballot in terms of Regulation 25(2) of SEBI (SAST) Regulations, 2011 and the notice for such postal ballot shall inter-alia contain reasons as to why such alienations are required.
- As per Regulation 38 of the SEBI (LODR) Regulations read with Rules 19(2) and 19A of the SCRR, the Target Company is required to maintain at least 25.00% public shareholding as determined in

accordance with SCRR, on a continuous basis for listing. Pursuant to completion of this Open Offer, in the event that the public shareholding in the Target Company falls below the minimum level required as per Rule 19A of the SCRR, the Acquirer will ensure that the Target Company satisfies the minimum public shareholding set out in Rule 19A of the SCRR in compliance with applicable laws, within the prescribed time.

Pursuant to this Offer, the acquirer shall become the Promoter of the Target Company and the existing Promoters will cease to be the promoters of the Target Company in accordance with the provisions of Regulation 31 of the LODR Regulations.

### IV. BACKGROUND TO THE OPEN OFFER

- As on the date of this Detailed Public Statement, Mr. Surman Nandi (acquirer) holds 15,89,300 Equity Shares which constitute 24.25% of the Issued, subscribed, and paid up capital of the Target Company to be paid in cash. By the said proposed acquisition the Acquirer will hold 32,93,300 (Thirty-Two Lakh Ninety Three thousand three hundred only) Equity Shares constituting 50.25% of the Issued, subscribed and paid up equity share capital of the Target Company. Pursuant to Acquisition of Control pertaining to the direct substantial acquisition of Equity Shares and Voting Rights and control over the Target Company, this mandatory offer is being made by the Acquirer in compliance with Regulations 4 of the SEBI (SAST) Regulations.
- The acquisition of Shares will result in change in control of the Target Company and the Acquirer shall become the promoter of the Target company in accordance with the provisions of the SEBI (LODR) Regulations.
- The offer price is payable in cash, in accordance with regulation 9(1)(a) of the SEBI (SAST) Regulations.
- The prime objective of the Acquirer behind the Acquisition is to have substantial holding of shares and voting rights accompanied with the change of control of the Target Company in accordance with Regulations of SEBI (SAST) Regulations, 2011 as the holding of Acquirer assuming full acceptances in the offer would be 50.25% of the paid-up Equity Share Capital of the Target Company. The Acquirer want to give additional edge to the existing business of the Company as well as developed the other profitable emerging area. Pursuant to completion of this Open Offer, in the event that the public shareholding in the Target Company falls below the minimum level required as per Rule 19A of the SCRR, the Acquirer will ensure that the Target Company satisfies the minimum public shareholding set out in Rule 19A of the SCRR in compliance with applicable laws, within the prescribed time.

### V. Share holding and acquisition details:

The current and proposed shareholding of the Acquirer in the Target Company and the details of their acquisition are as follows:

Particulars	Acquirer
Shareholding as on PA date	15,89,300 (0) 24.25%
Shares acquired through the PA and the DPS date	0
Shares proposed to be acquired in open offer (assuming full acceptances)	1,704,000 (26.00%)
Post Offer shareholding as on 10th Working Day after the closing of Tender Period**	32,93,300 (50.25%)

\*\* Assuming full acceptance in the Open Offer including Existing shareholding of the Acquirer in TC.

### VI. Offer Price

- The Equity Shares of the Target Company is listed on BSE Limited ("BSE").
- The shares of the Company are infrequently traded shares as per the definition of "Infrequently Traded" shares under clause (i) of sub regulation (1) of Regulation 2 SEBI (SAST) Regulations, 2011. Details of the same are as under point no.3.
- The annualized trading turnover during the preceding twelve calendar months prior to September, 2025 (the month in which the Public Announcement was made), i.e. from September, 2025 to August 2025 (Twelve Month Period) in the Stock Exchanges is as under:

Name of the Stock Exchange	Total No. of Equity Shares traded during the 12 months	Total No. of equity shares listed	Annualised Turnover (in terms of % to total no. of shares)
BSE Limited	433127	655370	6.61%

Source: [www.bseindia.com](http://www.bseindia.com)

4. The Offer price of ₹ 6.40/- (Six Rupees and forty only) per fully paid equity share of ₹ 10 each is justified in terms of regulation 6(b) of SEBI (SAST) Regulations in view of the following:

Sr.No.	Particular	Amount
A	Historical price as per PA	NA
B	The volume-weighted average price paid or payable for acquisition by the Acquirer during 52 weeks immediately preceding the date of PA	NA
C	Highest price paid or payable for acquisitions by the Acquirer during 26 weeks immediately preceding the date of PA	NA
D	The Volume-Weighted Average Market Price of shares for a period of sixty trading days (in terms of size of the PA as traded on the Stock Exchange where the maximum volume of trading in the shares of the Target Company are recorded during such period, provided such shares are infrequently traded)	-
E	Where the shares are not infrequently traded, the price determined by the Acquirer and the Manager to the Offer taking into account various parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies; and	Rs. 6.40
F	Highest of above	6.40/-

Notes: For calculating the Offer price the preceding data of the public announcement is considered as September 15, 2025, 2025.

- There has been no corporate actions in the Target Company, hence, there is no adjustment in relevant price parameters under Regulation 6(b) of the SEBI (SAST) Regulations, 2011.
- As on date there is no revision in Offer price or Offer Size. In case of any revision in the open offer price or offer size, the Acquirer shall comply with regulation 15 of SEBI (SAST) Regulations, 2011 and all the provisions of SEBI (SAST) Regulations, 2011 which are required to be fulfilled for the said revision in the Offer price or Offer size.
- If there is any increase in the offer price on account of future purchases / competing offers, it will be done only up to the period prior to One (1) working days before the date of commencement of the tendering period and would be notified to shareholders.
- If the Acquirer, acquires Equity Shares of the Target Company during the period of twenty-six weeks after the closure of the Tendering Period at a price higher than the Offer Price per Equity Share, then the Acquirer, shall pay the difference between the highest acquisition price and the Offer Price, to all the Public Shareholders whose shares have been accepted in the Open Offer within 60 days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under an open offer under the SEBI (SAST) Regulations, as amended from time to time or Securities and Exchange Board of India (Collecting of Equity Shares) Regulations, 2021, as amended, from time to time or open market purchases made in the ordinary course on the Stock Exchanges, not being a negotiated acquisition of the Equity Shares in any form.

### VII. FINANCIAL ARRANGEMENTS

- Total consideration payable by acquirer for 17,04,000 (Seventeen Lakh Four Thousand) Equity Shares from the Public Shareholders of the Target Company at the Offer Price of Rs. 6.40/- (Rupee Six Point Four Paise Only) per Equity Share, assuming full acceptance of the Offer would be ₹ 1,09,05,600.00/- (Rupees One Crore Nine Lakh Fifty Six Hundred Only) (Maximum Consideration).
- The Acquirer has adequate financial resources and has made firm financial arrangements for the implementation of the Offer in full out of its own sources (net worth and no borrowings from any Bank and/or Financial Institutions are envisaged).
- In accordance with regulation 17 of the SEBI (SAST) Regulations, 2011 the Acquirer has opened an Escrow Account in the name and style as "PCMI OPEN OFFER ESCROW ACCOUNT" with Kotak Mahindra Bank Ltd. (Escrow Bank) (Account No. 9450948108), Address: 5th floor, 12 BKC, Plot No. C-12, G Block, Sector 13, Kirti Complex, Bandra East, Mumbai - 400055 and has deposited an amount of ₹ 10,30,50,000/- (Rupees One Crore Nine Lakh Fifty Six Hundred Only) dated September 22, 2025 by way of cash, being 100% of the consideration payable in this Offer.
- The acquirer i.e. Interactive Financial Services Limited, Manager to the Offer to operate the above-mentioned Escrow account and has been duly empowered to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 2011.
- Based on the aforesaid, financial arrangements and the confirmation received from the Escrow Bank and the Chartered Accountant, the manager to the offer is satisfied about the ability of the Acquirer to implement the offer in accordance with the SEBI (SAST) Regulations, 2011. Further, the Manager to the Offer confirms that firm arrangement for funds and money are in place to fulfill the Open Offer obligations.
- In case of upward revision of the Offer Price and/or Offer Size, the Acquirer would deposit additional appropriate amount into an Escrow Account to ensure compliance with Regulation 18(5) of the SEBI (SAST) Regulations, prior to effecting such revisions.

### VIII. STATUTORY AND OTHER APPROVALS

- As on date of this DPS, to the best of the knowledge of the Acquirer, there are no statutory approvals required to implement this Offer. However, in case of any regulatory or statutory or other approval being required, the Offer shall be subject to all such approvals and the Acquirer shall make the necessary applications for such approvals.
- The Acquirer, in terms of Regulation 23(1)(a) of the SEBI (SAST) Regulations, 2011, will have a right not to proceed with the offer in case of any regulatory or statutory or other approval being required are refused. In the event of withdrawal, a public announcement will be made within two working days of such withdrawal, in the same newspapers in which this DPS has appeared.
- In case of delay in receipt or non-receipt of any statutory approval(s) becoming applicable prior to completion of the Offer, SEBI has the power to grant extension of time to the Acquirer for payment of consideration to the Public Shareholders of the Target Company who have accepted the Offer within

- such period, subject to the Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 16(1) of the SEBI (SAST) Regulations, 2011. Further, if delay occurs on account of willful default by the Acquirer in obtaining the requisite approvals, Regulation 17(b) of the SEBI (SAST) Regulations, 2011 will also become applicable and the amount lying in the escrow account shall become liable to forfeiture. Provided where the statutory approvals pertain to a score but not all Public Shareholders, the Acquirer will have the option to make payment to such Public Shareholders in respect of whom no statutory approvals are required or in order to complete this Offer.
- The Acquirer shall complete all procedure relating to payment of consideration under this Offer within 10 (ten) working days from the date of closure of the Tendering period to those Public Shareholders whose Equity shares are accepted in the Offer.

### VII. TENTATIVE SCHEDULE OF ACTIVITY

Activity	Day	Date
Date of Public Announcement (PA)	Monday	September 22, 2025
Date of Detailed Public Statement (DPS)	Monday	September 29, 2025
Last date for filing of the draft letter of offer with SEBI	Tuesday	October 7, 2025
Last date for a competing Offer	Thursday	October 23, 2025
Last date for receipt of SEBI observations on the draft letter of offer (in the event SEBI has not sought clarifications or additional information from the Manager)	Tuesday	November 4, 2025
Identified Date*	Thursday	November 6, 2025
Letter of Offer to be dispatched to shareholders	Thursday	November 13, 2025
Last date for filing the Offer price, number of shares	Wednesday	November 19, 2025
Last date by which Board of TC shall give its recommendation	Tuesday	November 18, 2025
Date of publication of Offer Opening Public Announcement	Wednesday	November 19, 2025
Date of commencement of Tendering Period (Offer Opening Date)	Thursday	November 20, 2025
Date of closure of Tendering Period (Offer Closing Date)	Wednesday	December 3, 2025
Date by which all the requirements including payment of consideration would be completed	Wednesday	December 17, 2025
Last date for publication of post-Open Offer public announcement in the newspapers in which this Offer has been published	Wednesday	December 10, 2025
*The Identified Date is for the purpose of determining the Equity Shareholders who are such as to whom the Letter of Offer would be sent. It is clarified that all the Equity Shareholders of Target Company (registered or unregistered), except the Acquirer are eligible to participate in this Offer at any time prior to the closure of this Offer.		

### VIII. PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON RECEIPT OF LETTER OF OFFER

- All shareholders holding the Equity Shares, whether in dematerialized or physical form, registered or unregistered, are entitled to participate in this Offer, any time during the tendering period of this Offer.
  - As per the provisions of Regulation 4(1) of the SEBI (LODR) Regulations and SEBI's press release dated December 03, 2018, bearing reference no. PR-49/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository with effect from April 01, 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBI/HQ/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations. Accordingly, Public Shareholders holding Equity Shares in physical form as well as eligible to tender their Equity Shares in this Open Offer as per the provisions of the SEBI (SAST) Regulations.
  - Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer.
  - Public Shareholders may also download the Letter of Offer from the SEBI's website ([www.sebi.gov.in](http://www.sebi.gov.in)) or obtain a copy of the same from the Registrar to the Offer (detailed at Part X Offer Information) of this DPS) on providing suitable documentary evidence of holding of the Equity Shares and their own unique DP identifier/unique identity, current address and contact details.
  - The Open Offer will be implemented by the Acquirer through stock exchange mechanism made available by BSE in the form of separate window ("Acquisition Window") as provided under the SEBI (SAST) Regulations and SEBI Circular CIR/OPD/POLICYCELL/15/2015 dated April 13, 2015, SEBI circular CIR/OPD/CIR/P/2016/131 dated July 09, 2016 and SEBI circular SEBI/HQ/CFD/CMD1/CIR/P/2021/615 dated August 13, 2021.
  - BSE Limited shall be designated stock exchange for the purpose of tendering Equity Shares in the Open Offer.
  - The Acquirer has appointed NNJM Securities Private Limited ("Buying Broker") as its broker for the Open Offer through whom the purchases and settlement of the Offer Shares tendered in the Open Offer shall be made. The contact details of the Buying Broker are as mentioned below:
- | Name of the Depository Participant / NNJM Securities Private Limited |  |
|--|--|
| Address  | B 6/7, 2nd Floor, Shri Siddhi Vinayak Plaza, Off. Lrak Road, Opp. Citi Mall, Andheri (West), Mumbai - 400053 |
| Tel No   | 022-40790302   |
| Contact Person   | Nikunj Anilkumar Mittal  |
| Email ID   | <a href="mailto:nikunj@nnjmscurities.com">nikunj@nnjmscurities.com</a>                                       |
| Investor Grievance ID  | <a href="mailto:support@nnjmscurities.com">support@nnjmscurities.com</a>                                     |
| SEBI Registration No.  | INZ000234235   |
- Public Shareholders who desire to tender their Equity Shares under the Open Offer would have to intimate their respective stock brokers ("Selling Broker") within the normal trading hours of the secondary market, during the Tendering Period.
  - A separate Acquisition Window will be provided by BSE to facilitate the placing of orders. Before placing the bid, the concerned Public Shareholder/Selling Broker would be required to transfer the tendered Equity Shares to the special account of Indian Clearing Corporation Limited ("Clearing Corporation"), by using the settlement number and the procedure prescribed by the Clearing Corporation.
  - The cumulative quantity tendered shall be displayed on BSE's website ([www.bseindia.com](http://www.bseindia.com)) through the trading session at specified intervals by BSE during the Tendering Period.
  - As per the provisions of Regulation 4(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and SEBI's press release dated December 03, 2018, bearing reference no. PR-49/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository with effect from April 01, 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBI/HQ/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations. Accordingly, Public Shareholders holding Equity Shares in physical form as well as eligible to tender their Equity Shares in this Open Offer as per the provisions of the SEBI (SAST) Regulations.
  - The detailed procedure for tendering the Offer Shares in this Open Offer will be available in the Letter of Offer, which shall also be made available on the website of SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)).
  - Equity Shares should not be submitted/ tendered to the Manager, the Acquirer or the Target Company.

### IX. DETAILED PROCEDURE FOR TENDERING THE SHARES IN THE OFFER WILL BE AVAILABLE IN THE LETTER OF OFFER ("LOF").

### X. OTHER INFORMATION

- For the purpose of disclosures in this DPS relating to the Target Company and the Acquirer have relied on the information provided by the Target Company and have not independently verified the accuracy of details of the Target Company. Subject to the aforesaid, Acquirer accept the responsibility for the information contained in the Public Announcement and the Detailed Public Statement and also for the obligations of the Acquirer laid down in the "SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011" and subsequent amendments made therein.
- This DPS and the PA shall also be available on the SEBI's website at [www.sebi.gov.in](http://www.sebi.gov.in).

Issued by Manager to the Offer and on behalf of Acquirer

Mr. Surman Nandi (Acquirer)

**MANAGER TO THE OFFER**

**INTERACTIVE FINANCIAL SERVICES LIMITED**

Address: Office No. 508, Fifth Floor, Pivvra, Nehru Nagar, Ahmedabad - 380 015, Gujarat, India  
Tel No.: 079 46015756  
Web Site: [www.ifsvservices.in](http://www.ifsvservices.in)  
Email: [info@ifsvservices.in](mailto:info@ifsvservices.in)  
Investor Grievance Email: [ig@ifsvservices.in](mailto:ig@ifsvservices.in)  
Contact Person: Mr. Jai Jain  
SEBI Reg No.: INM000012556

**REGISTRAR TO THE OFFER**

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Tel. No.: 0731-4685799, 4685797  
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Contact Person: Mr. Biswajit Singh Nagari  
SEBI Reg No.: INF00000267

Place: Indore  
Date: September 28, 2025