

## PASUPATI FINCAP LIMITED

Corporate Office: 3rd Floor, 56/33, Site-IV, Industrial Area, Sahibabad,  
Ghaziabad, Uttar Pradesh- 201010

E-mail ID: [pasupatifincaplited@gmail.com](mailto:pasupatifincaplited@gmail.com)

Ph: 9211515079

Website: [www.pasupatifincap.co.in](http://www.pasupatifincap.co.in)

CIN – L22207DL1996PLC461661

### NOTICE

Notice is hereby given that **Extra Ordinary General Meeting** of members of **Pasupati Fincap Limited** will be held on **Friday, 24<sup>th</sup> April 2026 at 12:00 P.M.** at A-115, 2<sup>nd</sup> Floor, Sector 136, Noida, Uttar Pradesh- 201304 to transact the following special businesses:

#### SPECIAL BUSINESS:

1. **TO CONSIDER AND APPROVE THE CHANGE OF NAME OF THE COMPANY AND CONSEQUENT ALTERATION IN THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY**

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**: -

“**RESOLVED THAT** pursuant to the provisions of Section(s) 4, 5, 13, 14, 15 and all other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), read with Rule 29 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other applicable law(s), regulation(s), rule(s) or guideline(s), the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), and subject to the approval of Central Government (power delegated to Registrar of Companies ("**ROC**")) and other regulatory authorities, as may be applicable, consent of the Members of the Company be and is hereby accorded to change the name of the Company from "**Pasupati Fincap Limited**" to "**Harmanshi Appliances Co Limited**".

**RESOLVED FURTHER THAT** the existing Name Clause of the Memorandum of Association of the Company be altered and substituted with the following clause:

“1. The name of the Company is Harmanshi Appliances Co Limited”

**RESOLVED FURTHER THAT** in accordance with the Section 14 of the Companies Act, 2013, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

**RESOLVED FURTHER THAT** the name "**Pasupati Fincap Limited**" wherever appearing in any of the documents/records of the Company be substituted by the new name "**Harmanshi Appliances Co Limited**" in accordance with the provisions of applicable laws.

# PASUPATI FINCAP LIMITED

Corporate Office: 3rd Floor, 56/33, Site-IV, Industrial Area, Sahibabad,  
Ghaziabad, Uttar Pradesh- 201010

E-mail ID: [pasupatifincaplimited@gmail.com](mailto:pasupatifincaplimited@gmail.com)

Ph: 9211515079

Website: [www.pasupatifincap.co.in](http://www.pasupatifincap.co.in)

CIN – L22207DL1996PLC461661

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, any of the directors of the Company be and are hereby severally authorized to file all the necessary forms and / or returns and make an application to the ROC and / or to Central Government, stock exchanges and / or any other statutory authorities, to act, represent and/or appear before any statutory authorities for and on behalf of the Company, to delegate all or any of the aforesaid powers in favor of any person(s)/ official(s) etc., to settle any question, doubt or difficulty which may arise in this regard and to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give effect to this Resolution.”

## **2. TO CONSIDER AND APPROVE THE SCHEME OF ARRANGEMENT OF REDUCTION OF SHARE CAPITAL OF THE COMPANY**

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**: -

**"RESOLVED THAT** pursuant to Section 66 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made thereunder including the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 ("NCLT Rules") and any other applicable provisions of law (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), Article 37 of the Articles of Association of the Company and subject to the confirmation by the Hon'ble National Company Law Tribunal, Delhi Bench ("NCLT") and such other approvals, consents, permissions and sanctions as may be required to be obtained from appropriate Governmental authorities, departments, offices, institutions, bodies, agencies and/or third parties and subject to the terms and conditions, as may be prescribed while granting such approvals, consents, permissions and sanctions by the NCLT and/or any other appropriate Governmental authorities, departments, offices, institutions, bodies, agencies and/or third parties connected with the Reduction of Share Capital and which may be agreed to by the Board of Directors of the Company ("Board") (which term shall be deemed to mean and include one or more committee(s) constituted/ to be constituted by the Board), the approval of the Shareholders of the Company ("Members") be and is hereby accorded to the Scheme of Reduction of Share Capital as submitted to BSE Limited, ("Scheme") and to reduce the accumulated losses of the Company to the extent of Rs. 4,46,50,000 /- (Rupees Four Crores Forty Six Lakh Fifty Thousand only) out of Total Accumulated Losses of Rs. 5,35,37,249.50/- (Rupees Five Crores Thirty-Five Lakhs Thirty Seven Thousand Two Hundred Forty-Nine and Fifty Paise Only) and the same to be set-off against the paid up capital of the Company from Rs. 4,70,00,000/- (Rupees Four Crore and Seventy Lakh Only) comprising of 47,00,000 (Forty-Seven Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 23,50,000/- (Rupees Twenty-Three Lakh Fifty Thousand) divided into 2,35,000 (Two Lakhs Thirty Five Thousand) equity shares of Rs. 10/- (Rupees Ten only) each by cancelling and extinguishing 44,65,000 (Forty-Four Lakh Sixty-Five Thousand) equity shares of Rs. 10/- (Indian Rupees Ten only).

## PASUPATI FINCAP LIMITED

Corporate Office: 3rd Floor, 56/33, Site-IV, Industrial Area, Sahibabad,  
Ghaziabad, Uttar Pradesh- 201010

E-mail ID: [pasupatifincaplited@gmail.com](mailto:pasupatifincaplited@gmail.com)

Ph: 9211515079

Website: [www.pasupatifincap.co.in](http://www.pasupatifincap.co.in)

CIN – L22207DL1996PLC461661

**RESERVED FURTHER THAT** the issued, subscribed and paid-up equity share capital of the Company be reduced from Rs. 4,70,00,000/- (Rupees Four Crores Seventy Lakhs Only) comprising of 47,00,000 (Forty-Seven Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 23,50,000/- (Rupees Twenty-Three Lakh Fifty Thousand) divided into 2,35,000 (Two Lakhs Thirty-Five Thousand) equity shares of Rs. 10/- (Rupees Ten only) each by cancelling and extinguishing 44,65,000 (Forty-Four Lakh Sixty-Five Thousand) equity shares of Rs. 10/- (Indian Rupees Ten only), as on record date.

**RESERVED FURTHER THAT** approval of the Members of the Company be and is hereby also accorded for Reduction of Share Capital of the Company by making corresponding adjustments by way of debit to: The paid-up equity share capital for 44,65,000 (Forty-Four Lakh Sixty-Five Thousand) equity shares of Rs. 10/- (Indian Rupees One only) amounting to Rs. 4,46,50,000 /- (Rupees Four Crores Forty Six Lakh Fifty Thousand only);

**RESERVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to implement, give effect to, finalise, modify, amend, vary and/or alter the Scheme of Reduction of Share Capital of the Company in such manner as may be required, deemed necessary or expedient, in accordance with the Order of the Hon'ble National Company Law Tribunal having appropriate jurisdiction and/or subject to such approvals, consents, permissions, sanctions and conditions as may be imposed or prescribed by the Hon'ble National Company Law Tribunal, BSE Limited, the Securities and Exchange Board of India, the Registrar of Companies, any Stock Exchange, Governmental, statutory or regulatory authorities, and to do all such acts, deeds, matters and things as may be necessary in this regard, including but not limited to fixing the Book Closure and/or Record Date, issuing necessary corporate actions, filings, intimations and disclosures.

**RESERVED FURTHER THAT** for the purpose of giving effect to the aforesaid Scheme and this Resolution, the Board be and is hereby authorised to appoint, engage and/or retain any advocates, solicitors, legal counsel, consultants, valuers, auditors, merchant bankers, registrars, advisors or any other professionals, agencies or intermediaries, as may be considered necessary or expedient, on such terms and conditions, including remuneration, as the Board may deem fit, and to finalise and execute engagement letters, declarations, applications, petitions, affidavits, undertakings, documents, advertisements, disclosures and all other writings as may be required in connection with the Scheme.

**RESERVED FURTHER THAT** upon confirmation of the Scheme by NCLT and the aforesaid authorities and becoming effective and operative, without any further act or deed by the equity shareholders (including but not limited to sending appropriate instructions to the depository participants NSDL and CDSL), the abovementioned equity shares of the Company i.e. 44,65,000 (Forty Four Lakh Sixty Five Thousand) equity shares of Rs. 10/- (Indian Rupees Ten only) on record date shall stand cancelled, extinguished and rendered invalid without any obligations and consequences of whatsoever nature to the Company.

# PASUPATI FINCAP LIMITED

Corporate Office: 3rd Floor, 56/33, Site-IV, Industrial Area, Sahibabad,  
Ghaziabad, Uttar Pradesh- 201010

E-mail ID: [pasupatifincaplimited@gmail.com](mailto:pasupatifincaplimited@gmail.com)

Ph: 9211515079

Website: [www.pasupatifincap.co.in](http://www.pasupatifincap.co.in)

CIN – L22207DL1996PLC461661

**RESOLVED FURTHER THAT** subject to confirmation of the Scheme by NCLT and all other approvals from any other appropriate authorities, the Company shall not be required to add the words "**And Reduced**" to its name subsequent to such reduction of equity share capital of the Company.

**RESOLVED FURTHER THAT** the Board and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable to give effect to the resolution and the Scheme, including, making any modifications to the Scheme, statutory form filings, making application to authorities, regulatory or otherwise and to settle any matter, question, difficulty or doubt that may arise in regard to the Scheme as it may deem necessary, proper, desirable or expedient without requiring any further approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any such acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

**RESOLVED FURTHER THAT** the Board and the Company Secretary of the Company be and are hereby severally authorized, in its absolute discretion, to bring into effect the abovementioned resolution on such other terms and conditions as it may consider appropriate and to accept such other conditions and modifications as may be prescribed by the NCLT and other appropriate bodies/authorities while according their sanction or consent to the Capital Reduction or to suspend, withdraw or revive the proposal for Capital Reduction from time to time as may be specified by any statutory authority or as the Board may suo-moto decide in its absolute discretion.

**RESOLVED FURTHER THAT** the Board and the Company Secretary of the Company be and are hereby severally authorized to delegate all or any of the powers here in conferred, to a committee of the Board or any such persons as it may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Scheme and settle any questions or difficulties that may arise in regard to the Scheme."

**3. TO CONSIDER AND APPROVE THE BORROWING IN EXCESS OF THE AGGREGATE OF PAID-UP SHARE CAPITAL AND FREE RESERVES AND SECURITIES PREMIUM OF THE COMPANY UNDER SEC ON 180(1)(C) OF THE COMPANIES ACT, 2013**

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**: -

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (the “Act”), rules made thereunder and other applicable provisions, if any, of the Act (including any

# PASUPATI FINCAP LIMITED

Corporate Office: 3rd Floor, 56/33, Site-IV, Industrial Area, Sahibabad,  
Ghaziabad, Uttar Pradesh- 201010

E-mail ID: [pasupatifincaplimited@gmail.com](mailto:pasupatifincaplimited@gmail.com)

Ph: 9211515079

Website: [www.pasupatifincap.co.in](http://www.pasupatifincap.co.in)

**CIN – L22207DL1996PLC461661**

statutory modification(s) or re-enactment(s) thereof) and the Articles of Association of the Company, the consent of the members of the company be and is hereby accorded to the Board of the Directors to borrow (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), in excess of the paid-up share capital, free reserves and securities premium account, including the monies already borrowed by the Company up to a limit of outstanding aggregate value which shall not exceed Rs. 100 crores (Rupees One Hundred Crores Only) at any time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized, in its absolute discretion, to take all necessary, proper, expedient or desirable actions in connection with the borrowings approved herein, including but not limited to negotiating, finalizing and executing all agreements, deeds, documents and instruments with lender(s), agent(s), trustee(s) and other parties, determining and varying the terms and conditions of such borrowings including interest rate, tenure, repayment schedule, security and covenants, obtaining and complying with all statutory, and regulatory approvals, consents and permissions as may be required under applicable laws, and to undertake all acts, deeds, matters and things incidental, consequential or connected thereto;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred under this resolution to any Committee of Directors, Director(s), or officer(s) of the Company as it may deem fit, and to empower such persons to take all necessary steps, sign, execute and deliver agreements, deeds, documents and instruments, and to perform all acts, deeds, matters and things as may be incidental, consequential or connected thereto.”

#### **4. TO CONSIDER AND APPROVE THE AUTHORIZATION OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**: -

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (‘the Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company, be and is hereby accorded to the Board of Directors to grant loans and advances or make investments in the securities of any other body corporate or provide securities or guarantees for such an amount that the aggregate of such loans and investments made or to be made, the amounts for which guarantee or security so far provided in connection with a loan to any other body corporate or person, along with the investment, loan, guarantee or security proposed to be made or given by the Company in excess of the limits prescribed under Section 186 of the Act, viz., 60% of the Company's paid-up share capital, free reserves and securities premium account or 100% of the Company's free reserves and securities premium, whichever is more, upon such terms and conditions as the Board may think fit, provided

# PASUPATI FINCAP LIMITED

Corporate Office: 3rd Floor, 56/33, Site-IV, Industrial Area, Sahibabad,  
Ghaziabad, Uttar Pradesh- 201010

E-mail ID: [pasupatifincaplimited@gmail.com](mailto:pasupatifincaplimited@gmail.com)

Ph: 9211515079

Website: [www.pasupatifincap.co.in](http://www.pasupatifincap.co.in)

CIN – L22207DL1996PLC461661

that the amount of such total loans or investments made, guarantees given and securities provided shall not at any time exceed Rs. 100 crores (Rupees One Hundred Crores Only) at any time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred under this resolution to any Committee of Directors, Director(s), or officer(s) of the Company as it may deem fit, and to empower such persons to take all necessary steps, sign, execute and deliver agreements, deeds, documents and instruments, and to perform all acts, deeds, matters and things as may be incidental, consequential or connected thereto.”

**5. TO APPROVE THE APPOINTMENT OF MRS. RAKHI SHARMA (DIN: 00333120) AS NON-EXECUTIVE AND INDEPENDENT DIRECTOR OF THE COMPANY.**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution:**

“**RESOLVED THAT** in compliance with Sections 149, 150, 152, 161 read with Schedule IV, and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable Rules made thereunder read with Schedule IV of the Companies Act, 2013 (the “Companies Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”) as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable laws and pursuant to the provisions of the Articles of Association of the Company and Nomination and Remuneration Policy of the Company and based on the approval and recommendation of the Nomination and Remuneration Committee to the Board of Directors and subsequent approval of the Board of Directors of the Company, Mrs. Rakhi Sharma (DIN: 00333120) who was appointed as an Additional Director of the Company, under the category of Non-Executive Independent Director with effect from 26<sup>th</sup> February, 2026 and who possesses relevant expertise and experience and has signified her consent to act as an Independent Director of the Company and submitted a declaration that she meets the criteria for appointment of an Independent Director under the Companies Act and the SEBI Listing Regulations and is otherwise eligible for appointment, approval of the shareholders be and is hereby accorded for the appointment of Mrs. Rakhi Sharma (DIN: 00333120) as an

## **PASUPATI FINCAP LIMITED**

Corporate Office: 3rd Floor, 56/33, Site-IV, Industrial Area, Sahibabad,  
Ghaziabad, Uttar Pradesh- 201010

E-mail ID: [pasupatifincaplimited@gmail.com](mailto:pasupatifincaplimited@gmail.com)

Ph: 9211515079

Website: [www.pasupatifincap.co.in](http://www.pasupatifincap.co.in)

**CIN – L22207DL1996PLC461661**

Independent Director of the Company for a period of 5 (five) consecutive years i.e., from 26<sup>th</sup> February 2026 till 25<sup>th</sup> February, 2031 (both days inclusive) in which she shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard.”

**By Order of the Board  
For PASUPATI FINCAP LIMITED**

**Sd/-  
Anil Malik  
Whole Time Director  
DIN: 10948189**

**Date: March 26, 2026  
Place: Delhi**

# PASUPATI FINCAP LIMITED

Corporate Office: 3rd Floor, 56/33, Site-IV, Industrial Area, Sahibabad,  
Ghaziabad, Uttar Pradesh- 201010

E-mail ID: [pasupatifincaplimited@gmail.com](mailto:pasupatifincaplimited@gmail.com)

Ph: 9211515079

Website: [www.pasupatifincap.co.in](http://www.pasupatifincap.co.in)

CIN – L22207DL1996PLC461661

## **NOTES:**

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the above Items of the accompanying Notice, is annexed hereto. Further, disclosures in relation to above Items of the Notice, as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and ‘Secretarial Standard 2 on General Meetings’ issued by the Institute of Company Secretaries of India (“SS-2”) forms an integral part of this Notice.
2. Pursuant to Section 113 of the Companies Act, 2013, corporate members intending to send their authorized representative to attend the meeting are requested to send to the company a certified copy of board resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. The Notice together with the explanatory statement convening this EGM is being sent by electronic mode to those Members whose e-mail address is registered with the Company/Depositories, unless a member has specifically requested for a physical copy of the same. Members may kindly note that the Notice together with the explanatory statement convening this EGM will also be available on the Company’s website [www.pasupatifincap.co.in](http://www.pasupatifincap.co.in), website of the Stock Exchanges i.e. BSE Limited (BSE) at [www.bseindia.com](http://www.bseindia.com) and on the website of National Securities Depository Limited (NSDL) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Company will also publish an advertisement in the newspapers containing details of the EGM and other relevant information for Members viz. manner of registering e-mail Id., Cut-off date for e-voting etc.
4. Members of the Company are advised to nominate a person pursuant to Section 72 of the Act read with SEBI Circular, in whom the shares held by him/her/them shall vest in the unfortunate event of his/her/their death. Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company’s RTA. Members holding shares in dematerialized form may file their nomination directly with their respective Depository Participant. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she/they may submit the same in Form SH-14. The said forms can be downloaded from the Company’s website i.e. [www.pasupatifincap.co.in](http://www.pasupatifincap.co.in).
5. The route map of the venue of the General Meeting is appended to this report. The prominent land mark near the venue is Extra Marks Building.
6. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN’), mandates, nominations, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

# PASUPATI FINCAP LIMITED

Corporate Office: 3rd Floor, 56/33, Site-IV, Industrial Area, Sahibabad,  
Ghaziabad, Uttar Pradesh- 201010

E-mail ID: [pasupatifincaplimited@gmail.com](mailto:pasupatifincaplimited@gmail.com)

Ph: 9211515079

Website: [www.pasupatifincap.co.in](http://www.pasupatifincap.co.in)

**CIN – L22207DL1996PLC461661**

- (i) **For shares held in physical form:** Members holding shares in physical mode are requested to notify change, if any, in their e-mail address, mailing address including pin code, bank details, residential status etc. to the Company or RTA in prescribed Form ISR -1 and other forms pursuant to SEBI Master circular SEBI/HO/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025 (as amended), as per instructions mentioned in the form. The said form can be downloaded from the company's website at i.e., [www.pasupatifincap.co.in](http://www.pasupatifincap.co.in) and is also available on the website of the RTA at <https://www.skylinerta.com/> quoting their folio number, at [admin@skylinerta.com](mailto:admin@skylinerta.com)
- (ii) **For shares held in electronic form:** Members holding shares in electronic form should notify any change in their e-mail address, mailing address including pin code, bank details, residential status etc. directly to their respective Depository Participants only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records, which will help the Company and its RTA to provide efficient and better service to the Members.

The Members may contact the Share Department of the Company at the above-mentioned address, telephone numbers and e-mail id or the RTA at their registered office at D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi, Delhi, 110020; Tel- 011 - 40450193-97; Email- [admin@skylinerta.com](mailto:admin@skylinerta.com) for any assistance/ clarification.

## **Appointment of Proxy and Attendance Slip:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The proxy form, in order to be effective, must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Members/Proxy holders/Authorized representatives are requested to bring Attendance slip sent herewith, duly filled-in for attending the General Meeting.
3. The Company has appointed Mr. Akash Goel, Practicing Company Secretary (Membership No. 13219) of M/s. Akash & Co., Company Secretaries, as the Scrutinizer for scrutinizing the remote

## PASUPATI FINCAP LIMITED

Corporate Office: 3rd Floor, 56/33, Site-IV, Industrial Area, Sahibabad,  
Ghaziabad, Uttar Pradesh- 201010

E-mail ID: [pasupatifincapllimited@gmail.com](mailto:pasupatifincapllimited@gmail.com)

Ph: 9211515079

Website: [www.pasupatifincap.co.in](http://www.pasupatifincap.co.in)

CIN – L22207DL1996PLC461661

e-voting process as well as voting at the EGM (including by way of ballots) in a fair and transparent manner.

4. Corporate shareholders/institutional shareholders intending to send their authorized representative(s) to attend / vote at the EGM are requested to send from their registered e-mail address, scan copy of the relevant Board Resolution/ Authority Letter, etc. authorizing their representative(s) to attend / vote, to the Scrutinizer on his e-mail ID at [akash@akashandco.com](mailto:akash@akashandco.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) and [pasupatifincapllimited@gmail.com](mailto:pasupatifincapllimited@gmail.com) .

### **Electronic dissemination of the EGM Notice:**

Notice of the EGM is being sent only through electronic mode to those Members whose names appear in the Register of Members/list of beneficial owners as furnished by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the end of February 06, 2026 and have their email addresses registered with the Company/Depositories. Members may note that Notice of the EGM will also be available on the Company's website [www.pasupatifincap.co.in](http://www.pasupatifincap.co.in), website of the Stock Exchange i.e. BSE Limited at <https://www.bseindia.com/> and also on the website of the Registrar & Transfer Agent at <https://www.skylinerta.com/>.

### **Voting:**

1. In accordance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, SS-2 and Regulation 44 of the SEBI Listing Regulations, the Company has extended the facility of voting through electronic means including 'Remote e-voting' (e-voting other than the ballot voting available at the EGM) to transact the business mentioned in the Notice convening the EGM.
2. Necessary arrangements have been made by the Company to facilitate 'Remote e-voting' and the facility for voting through ballot shall also be available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise the right at the meeting.
3. Voting rights of Members shall be reckoned on the paid-up value of equity shares registered in their name as on the Cut-off date.
4. Members whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date, shall be entitled to avail the facility of remote e-voting.
5. Any person holding shares in physical form, who acquire equity shares of the Company and become Member after the notice is sent through e-mail and is holding shares as of the Cut-off

## PASUPATI FINCAP LIMITED

Corporate Office: 3rd Floor, 56/33, Site-IV, Industrial Area, Sahibabad,  
Ghaziabad, Uttar Pradesh- 201010

E-mail ID: [pasupatifincaplimited@gmail.com](mailto:pasupatifincaplimited@gmail.com)

Ph: 9211515079

Website: [www.pasupatifincap.co.in](http://www.pasupatifincap.co.in)

**CIN – L22207DL1996PLC461661**

date, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 4886 7000. In case of Shareholders holding securities in demat mode who acquire shares and become Member after the notice is sent through e-mail and holding shares as of the Cut-off date may follow steps mentioned in the Notice or may avail the facility of voting through ballot as available at the Meeting.

6. Members present at the EGM and who have not cast their vote on resolutions set out in the Notice convening the EGM through remote e-voting and who are not otherwise barred from doing so, shall be allowed to cast their vote through ballot at the EGM.
7. However, Members who have exercised their right to vote during the Remote e-voting period may attend the EGM but shall not be entitled to cast their vote again.
8. Once the vote on a resolution is cast, Member shall not be allowed to change the same subsequently or cast vote again.
9. Members can opt for only one mode of voting i.e. either through Remote e-voting or ballot papers at the EGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail.
10. In case of joint holders attending the EGM, only such joint holder who is higher in the order of names as per the Company’s records, will be entitled to cast vote.

### **Inspection of documents:**

The statutory registers maintained under Section 170 and Section 189 of the Act and other documents referred in the Notice convening this EGM shall be made available for inspection by Members during the remote e-voting period and during the proceedings of the EGM.

# PASUPATI FINCAP LIMITED

Corporate Office: 3rd Floor, 56/33, Site-IV, Industrial Area, Sahibabad,  
Ghaziabad, Uttar Pradesh- 201010

E-mail ID: [pasupatifincaplited@gmail.com](mailto:pasupatifincaplited@gmail.com)

Ph: 9211515079

Website: [www.pasupatifincap.co.in](http://www.pasupatifincap.co.in)

CIN – L22207DL1996PLC461661

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Tuesday 21<sup>st</sup> April 2026 at 09:00A.M. and ends on Thursday 23<sup>rd</sup> April 2026, at 05:00P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, 18<sup>th</sup> April 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, 18<sup>th</sup> April 2026.

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a</li></ol>

# PASUPATI FINCAP LIMITED

Corporate Office: 3rd Floor, 56/33, Site-IV, Industrial Area, Sahibabad,  
Ghaziabad, Uttar Pradesh- 201010

E-mail ID: [pasupatifincaplited@gmail.com](mailto:pasupatifincaplited@gmail.com)

Ph: 9211515079

Website: [www.pasupatifincap.co.in](http://www.pasupatifincap.co.in)

**CIN – L22207DL1996PLC461661**

Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

3. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



App Store



Google Play



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

# PASUPATI FINCAP LIMITED

Corporate Office: 3rd Floor, 56/33, Site-IV, Industrial Area, Sahibabad,  
Ghaziabad, Uttar Pradesh- 201010

E-mail ID: [pasupatifincaplited@gmail.com](mailto:pasupatifincaplited@gmail.com)

Ph: 9211515079

Website: [www.pasupatifincap.co.in](http://www.pasupatifincap.co.in)

CIN – L22207DL1996PLC461661

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
--	---

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
---	-------------------------

# PASUPATI FINCAP LIMITED

Corporate Office: 3rd Floor, 56/33, Site-IV, Industrial Area, Sahibabad,  
Ghaziabad, Uttar Pradesh- 201010

E-mail ID: [pasupatifincaplimited@gmail.com](mailto:pasupatifincaplimited@gmail.com)

Ph: 9211515079

Website: [www.pasupatifincap.co.in](http://www.pasupatifincap.co.in)

CIN – L22207DL1996PLC461661

a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
    - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

## PASUPATI FINCAP LIMITED

Corporate Office: 3rd Floor, 56/33, Site-IV, Industrial Area, Sahibabad,  
Ghaziabad, Uttar Pradesh- 201010

E-mail ID: [pasupatifincaplimited@gmail.com](mailto:pasupatifincaplimited@gmail.com)

Ph: 9211515079

Website: [www.pasupatifincap.co.in](http://www.pasupatifincap.co.in)

CIN – L22207DL1996PLC461661

8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically on NSDL e-Voting system.**

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to \_\_\_\_\_ <Please mention the e-mail ID of Scrutinizer> with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to (Name of NSDL Official) at [evoting@nsdl.com](mailto:evoting@nsdl.com)

## PASUPATI FINCAP LIMITED

Corporate Office: 3rd Floor, 56/33, Site-IV, Industrial Area, Sahibabad,  
Ghaziabad, Uttar Pradesh- 201010

E-mail ID: [pasupatifincaplimited@gmail.com](mailto:pasupatifincaplimited@gmail.com)

Ph: 9211515079

Website: [www.pasupatifincap.co.in](http://www.pasupatifincap.co.in)

CIN – L22207DL1996PLC461661

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [pasupatifincaplimited@gmail.com](mailto:pasupatifincaplimited@gmail.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [pasupatifincaplimited@gmail.com](mailto:pasupatifincaplimited@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

# PASUPATI FINCAP LIMITED

Corporate Office: 3rd Floor, 56/33, Site-IV, Industrial Area, Sahibabad,  
Ghaziabad, Uttar Pradesh- 201010

E-mail ID: [pasupatifincaplimited@gmail.com](mailto:pasupatifincaplimited@gmail.com)

Ph: 9211515079

Website: [www.pasupatifincap.co.in](http://www.pasupatifincap.co.in)

CIN – L22207DL1996PLC461661

## Explanatory Statement

### (Pursuant to section 102(1) of Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 (the “Act”), the following Explanatory Statement sets out all material acts relating to the aforementioned special businesses:

#### ITEM No. 1: TO CONSIDER AND APPROVE THE CHANGE OF NAME OF THE COMPANY AND CONSEQUENT ALTERATION IN THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY

As members must be aware that the Company at its 30<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September 2025 had altered the object clause of its Memorandum of association by adopting a new set of activities to be carried out as its business.

Hence, in view of the same and in compliance with Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company at its meeting held on March 26, 2026 and subject to the approval of the Shareholders of the Company by way of special resolution and approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved and recommended the change in name of the Company from “Pasupati Fincap Limited” to “Harmanshi Appliances Co Limited” along with the consequential amendments required to be made in the Memorandum of Association and Articles of Association of the Company and accordingly the management of the Company is of the view that changing the name of the Company from its old name to new name will appropriately denote the activities carried out by the Company, and is very much required.

Accordingly, it was proposed by the Board of Directors that the name of the Company be changed from “Pasupati Fincap Limited” to “Harmanshi Appliances Co Limited”.

As per the provisions of Section 13 and 14 of the Companies Act, 2013, approval of the shareholders is required for changing the name of the Company and consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution.

The members may note that a similar proposal was earlier placed before them at the Extraordinary General Meeting held on Thursday, March 12, 2026; however, the same was not approved due to non receipt of requisite majority. The present proposal is being placed again for the consideration of the members.

Therefore, the Board recommends the resolution as set out at Item No. 1 of this notice for your approval as a **Special Resolution**. The proposed change of name will not affect any of the rights of the Company or of the shareholders/ stakeholders of the Company.

# PASUPATI FINCAP LIMITED

Corporate Office: 3rd Floor, 56/33, Site-IV, Industrial Area, Sahibabad,  
Ghaziabad, Uttar Pradesh- 201010

E-mail ID: [pasupatifincaplimited@gmail.com](mailto:pasupatifincaplimited@gmail.com)

Ph: 9211515079

Website: [www.pasupatifincap.co.in](http://www.pasupatifincap.co.in)

**CIN – L22207DL1996PLC461661**

All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

Certificate obtained from M/s VR Bansal & Associates, Chartered Accountants, Delhi (Firm registration number 016534N) dated February 09, 2026 in terms of Regulation 45(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) stating compliance of conditions as provided under Regulation 45(1) of SEBI Listing Regulations is annexed hereto and forms part of this notice and explanatory statement thereon as **Annexure-1**.

The Board believes that the change in the name of the Company, which is being undertaken as part of statutory compliance, would make the name of the Company, simple, and more relatable to the activities of the Company.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the aforesaid resolution, except to the extent of their shareholding, if any.

## **ITEM: 2: TO CONSIDER AND APPROVE THE SCHEME OF ARRANGEMENT OF REDUCTION OF SHARE CAPITAL OF THE COMPANY**

The following Explanatory Statement sets out all material facts relating to the Special Resolution proposed in the accompanying Notice.

### **Background:**

The proposed reduction of the equity share capital of the Company is being undertaken in accordance with the provisions of Section 66 read with other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules made thereunder, including the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 (“NCLT Rules”), which permit a company to undertake reduction of its share capital in such manner as it may deem fit, subject to approval of its shareholders and confirmation by the Hon’ble National Company Law Tribunal (“NCLT”). The proposed reduction is also governed by the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Listing Agreement entered into with the recognised stock exchange where the equity shares of the Company are listed, and the Articles of Association of the Company. The Scheme of Reduction of Capital (“Scheme”) inter alia provides for reduction of paid-up equity share capital to enable financial restructuring and to write off accumulated losses to the extent permissible, so as to present a true and fair view of the Company’s financial position and operate with a leaner balance sheet.

The Company has accumulated losses of **₹5,35,37,249.50** (Rupees Five Crores Thirty-Five Lakhs Thirty-Seven Thousand Two Hundred Forty-Nine and Fifty Paise Only) as per the latest audited financial statements as on **31<sup>st</sup> March 2025**, which have substantially eroded the value represented by the equity share capital of the Company. The Board of Directors, after due consideration of the financial

# PASUPATI FINCAP LIMITED

Corporate Office: 3rd Floor, 56/33, Site-IV, Industrial Area, Sahibabad,  
Ghaziabad, Uttar Pradesh- 201010

E-mail ID: [pasupatifincapllimited@gmail.com](mailto:pasupatifincapllimited@gmail.com)

Ph: 9211515079

Website: [www.pasupatifincap.co.in](http://www.pasupatifincap.co.in)

CIN – L22207DL1996PLC461661

position of the Company and having regard to the need to reflect a realistic capital structure and to ensure that capital lost due to past accumulated losses is not continued to be shown on the face of the balance sheet, has approved the Scheme, subject to approvals as may be required under law, including approval of the Members and confirmation by the Hon'ble NCLT.

In terms of **Regulation 37(6)** of the Listing Regulations, where a draft scheme **solely provides for writing off accumulated losses against the share capital of the listed entity applied uniformly across all shareholders on a pro-rata basis**, the requirement of obtaining prior observation letter/no-objection letter from the recognised stock exchange under Regulation 37 is **not applicable**, and such scheme is to be filed with the recognised stock exchange **for the purpose of disclosures**. Accordingly, the Scheme falls within the scope of Regulation 37(6) and shall be filed with the recognised stock exchange for disclosures as contemplated thereunder.

## 1. Capital Structure of the Company (Pre & Post Reduction)

As on **31<sup>st</sup> December 2025**, the authorised share capital of the Company is **₹5,00,00,000** (Rupees Five Crores Only) divided into **50,00,000 (Fifty Lakhs) equity shares of ₹10 each**, and the issued, subscribed and paid-up equity share capital is **₹4,70,00,000** (Rupees Four Crores Seventy Lakhs Only) divided into **47,00,000 (Forty-Seven Lakhs) equity shares of ₹10 each**. Subsequent to 31<sup>st</sup> December 2025 and up to the date of approval of the Scheme by the Board, there has been no change in the authorised or paid-up share capital of the Company.

Particulars	Prior, to the Scheme of Arrangement as on 31 <sup>st</sup> December, 2025		Post reduction under the Scheme	
	No. of Shares	% to Total	No. of Shares	% to Total
Promoters & Promoter Group	542925	11.55	27146	11.55
Public	4157075	88.45	207854	88.45
<b>Total</b>	<b>4700000</b>	<b>100</b>	<b>235000</b>	<b>100</b>

## 2. Accumulated Losses and Justification

As stated above, the Company has accumulated losses of **₹5,35,37,249.50** (Rupees Five Crores Thirty-Five Lakhs Thirty-Seven Thousand Two Hundred Forty-Nine and Fifty Paise Only) as on **31<sup>st</sup> March 2025**, which have wiped off the value represented by the share capital of the Company. The balance sheet, therefore, does not reflect a true and realistic picture of the financial health of the Company, inasmuch as capital that has already been lost continues to appear on the face of the balance sheet. The Scheme has been proposed to clean up the books by writing off the eroded portion of capital against accumulated losses, thereby enabling the Company to reflect a rational and realistic capital structure and

# PASUPATI FINCAP LIMITED

Corporate Office: 3rd Floor, 56/33, Site-IV, Industrial Area, Sahibabad,  
Ghaziabad, Uttar Pradesh- 201010

E-mail ID: [pasupatifincapllimited@gmail.com](mailto:pasupatifincapllimited@gmail.com)

Ph: 9211515079

Website: [www.pasupatifincap.co.in](http://www.pasupatifincap.co.in)

**CIN – L22207DL1996PLC461661**

improving the overall financial presentation, which is also expected to support the Company's ability to pursue growth initiatives and raise resources (equity/debt) in an efficient manner.

### 3. Effective Date and Record Date

The Scheme shall become effective from the “**Effective Date**”, being the date on which certified copies of the order of the Hon'ble **NCLT (New Delhi Bench)** confirming the reduction under Section 66 of the Act are filed with the **Registrar of Companies, NCT of Delhi**, or such other authority as may be applicable. The Board of Directors shall fix a **Record Date** for the purpose of giving effect to the reduction and reorganisation of the share capital under the Scheme.

### 4. Reduction of Paid-up Equity Share Capital against Accumulated Losses (Mechanism)

Upon the Scheme becoming effective and after obtaining necessary statutory approvals, consents and permissions, including confirmation by the Hon'ble NCLT, the issued, subscribed and paid-up equity share capital of the Company shall stand reduced from **₹4,70,00,000** divided into **47,00,000 equity shares of ₹10 each** to **₹23,50,000** divided into **2,35,000 equity shares of ₹10 each**, by cancellation and extinguishment of **44,65,000 equity shares of ₹10 each** on a **proportionate basis**. The Board of Directors is authorised under the Scheme to set-off an amount of **₹4,46,50,000** (Rupees Four Crores Forty-Six Lakhs Fifty Thousand Only) out of the total accumulated losses of **₹5,35,37,249.50** against the paid-up equity share capital, **without any payment of consideration** to shareholders, to present a true and fair view of the books of account. Since the reduction is on a proportionate basis, **there will be no change in the percentage shareholding** of any shareholder of the Company; by way of illustration as captured in the Scheme, promoter shareholding and non-promoter shareholding remain the same on a percentage basis pre and post reduction.

For the avoidance of doubt, the Scheme is purely a balance sheet restructuring measure and does not involve any selective reduction, buy-back, payout or distribution to shareholders. The Scheme also does not involve any conveyance or transfer of any property of the Company and accordingly, the order of the Hon'ble NCLT confirming the Scheme is stated not to attract stamp duty on that basis.

### 5. Treatment of Shareholders holding Shares in Dematerialised Form and Physical Form

Shareholders holding equity shares in dematerialised form shall be given effect to through corporate action as per applicable depository procedures, and the Company (acting through the Board) shall be empowered to advise the depository participants regarding the shareholding arising out of reorganisation of capital pursuant to the Scheme for substitution thereof/in lieu of the pre-reorganisation holdings. In respect of shareholders holding shares in physical form as on the Record Date, the Scheme provides that their entitlement to the reduced equity shares shall be credited to a **dematerialised escrow account** to be opened and maintained by the Company for this purpose, and upon such credit, the original physical share certificates shall be deemed cancelled and shall cease to be valid, tradable or negotiable from and after the Record Date. The shares so credited to the demat escrow account shall be transferred to the respective demat accounts of the concerned shareholders upon receipt of a valid dematerialisation request along with requisite documentation in accordance with applicable law and depository

# PASUPATI FINCAP LIMITED

Corporate Office: 3rd Floor, 56/33, Site-IV, Industrial Area, Sahibabad,  
Ghaziabad, Uttar Pradesh- 201010

E-mail ID: [pasupatifincaplimited@gmail.com](mailto:pasupatifincaplimited@gmail.com)

Ph: 9211515079

Website: [www.pasupatifincap.co.in](http://www.pasupatifincap.co.in)

**CIN – L22207DL1996PLC461661**

procedures, and the Company shall take necessary steps to intimate the stock exchange(s) regarding non-tradability and cancellation of original physical certificates as of the Record Date.

## 6. Fractional Entitlements

Any fractional entitlements arising pursuant to the reduction/reorganisation shall be aggregated and credited to the designated escrow account to be maintained and operated as provided in the Scheme, and such aggregated fractional shares shall be sold in the market at such price within a period of **90 days** from the date of credit of shares, in the manner specified in the Scheme.

## 7. Accounting Treatment and Post-reduction Position

The Company shall comply with the applicable accounting standards issued under Section 133 of the Act and generally accepted accounting principles in India. Upon reduction, the total issued and paid-up equity share capital shall stand reduced from **₹4,70,00,000** to **₹23,50,000**, and the debit balance of the Profit & Loss Account (accumulated losses) shall be written off to the extent of the amount of reduction. As set out in the Scheme, post reduction, accumulated losses would stand reduced to **₹88,87,249.50**.

## 8. “And Reduced” Dispensation

Subject to confirmation of the Scheme by the Hon’ble NCLT, the Company shall seek dispensation from the requirement of adding the words “AND REDUCED” as a suffix to its name, and the Company shall continue with its existing name.

## 9. Effect on Creditors, Employees and Legal Proceedings

The proposed capital reduction will not cause any prejudice to creditors of the Company as there is no reduction in the amount payable to any creditor, and no compromise or arrangement is contemplated with creditors. The Scheme also does not have any adverse impact on employees/workers, and it does not affect any legal or other proceedings by or against the Company.

## 10. Approvals, Conditions and Implementation

The Scheme is subject to approval of the Members by requisite majority as required under the Act and confirmation by the Hon’ble NCLT, and to such other approvals/sanctions as may be required under applicable law. The Board is authorised to do all acts, deeds, matters and things necessary to give effect to the Scheme, including fixing the Record Date, undertaking corporate actions, issuing necessary notices/intimations/disclosures, executing documents/affidavits/undertakings, appointing professionals (including counsel, advocates, valuers, auditors, registrars, etc.), and making such modifications as may be directed by the Hon’ble NCLT or required by any statutory/regulatory authority, in accordance with the Scheme.

## 11. Inspection of Documents

# PASUPATI FINCAP LIMITED

Corporate Office: 3rd Floor, 56/33, Site-IV, Industrial Area, Sahibabad,  
Ghaziabad, Uttar Pradesh- 201010

E-mail ID: [pasupatifincaplimited@gmail.com](mailto:pasupatifincaplimited@gmail.com)

Ph: 9211515079

Website: [www.pasupatifincap.co.in](http://www.pasupatifincap.co.in)

CIN – L22207DL1996PLC461661

A copy of the Scheme and such documents as may be required under applicable law shall be made available for inspection by the Members at the registered office of the Company during business hours on working days up to the date of the meeting, and/or electronically as may be specified in the Notice.

## 12. Interest of Directors / Key Managerial Personnel

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested (financially or otherwise) in the proposed Special Resolution except to the extent of their shareholding, if any, in the Company.

## 13. Board Recommendation

The Board of Directors is of the opinion that the proposed Scheme is in the best interests of the Company and its Members and accordingly recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the Members.

The members may note that a similar proposal was earlier placed before them at the Extraordinary General Meeting held on Thursday, March 12, 2026; however, the same was not approved due to non receipt of requisite majority. The proposal has since been revisited and is being placed again, with appropriate modifications, for the consideration of the members.

Copies of the Scheme of Reduction of Share Capital and other relevant documents are available for inspection by Members at the Registered Office of the Company during business hours up to the date of the meeting and the same forms an integral of this Notice as **Annexure-2**.

None of the Directors/Key Managerial Personnel (KMP) of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. Accordingly, the Board recommends the resolution as set out at Item No. 2 of this Notice for approval of the Members of the Company as Special Resolution.

## **ITEM No. 3: TO CONSIDER AND APPROVE THE BORROWING IN EXCESS OF THE AGGREGATE OF PAID-UP SHARE CAPITAL AND FREE RESERVES AND SECURITIES PREMIUM OF THE COMPANY UNDER SEC ON 180(1)(C) OF THE COMPANIES ACT, 2013**

Section 180(1)(c) of the Companies Act, 2013 requires that the Board of Directors of the Company shall obtain the consent of the members by a Special Resolution to enable them to borrow moneys where the amount to be borrowed together with the amount already borrowed by the Company will exceed the aggregate of the paid-up capital, free reserves and securities premium (apart from temporary loans obtained from the company's bankers in the ordinary course of business).

The overall borrowing limits need to be increased upto Rs. 100 crores in view of additional funding requirements of the Company to support its business operations.

# PASUPATI FINCAP LIMITED

Corporate Office: 3rd Floor, 56/33, Site-IV, Industrial Area, Sahibabad,  
Ghaziabad, Uttar Pradesh- 201010

E-mail ID: [pasupatifincaplimited@gmail.com](mailto:pasupatifincaplimited@gmail.com)

Ph: 9211515079

Website: [www.pasupatifincap.co.in](http://www.pasupatifincap.co.in)

CIN – L22207DL1996PLC461661

It is therefore necessary to sought approval of the shareholders as set out in item no. 3 to enable the Board of Directors to borrow money as per the requirements of the Company.

The members may note that a similar proposal was earlier placed before them at the Extraordinary General Meeting held on Thursday, March 12, 2026; however, the same was not approved due to non receipt of requisite majority. The present proposal is being placed again for the consideration of the members.

None of the Directors/Key Managerial Personnel (KMP) of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. Accordingly, the Board recommends the resolution as set out at Item No. 3 of this Notice for approval of the Members of the Company as Special Resolution.

## **ITEM No. 4 TO CONSIDER AND APPROVE THE AUTHORIZATION OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

As per Section 186 of the Act read with the Rules framed thereunder, the Company is required to obtain the prior approval of the Members by way of a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Though the current loans and investments of the Company are well within the limits specified under the law, as a good practice the Board considered it expedient that as a measure of achieving greater financial flexibility and to enable optimal financial structuring and to keep sufficient safeguard, the said limits specified under Section 186 be increased to Rs. 100 crore (Rupees One Hundred Crores Only) with the approval of shareholders. The approval of the members is being sought by way of a Special Resolution pursuant to Section 186 of the Act read with the Rules made thereunder, to enable the Company to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

It is therefore necessary to sought approval of the shareholders as set out in item no. 4 to enable the Board of Directors to invest, grant or acquire as per the requirements of the Company.

The members may note that a similar proposal was earlier placed before them at the Extraordinary General Meeting held on Thursday, March 12, 2026; however, the same was not approved due to non receipt of requisite majority. The present proposal is being placed again for the consideration of the members.

## PASUPATI FINCAP LIMITED

Corporate Office: 3rd Floor, 56/33, Site-IV, Industrial Area, Sahibabad,  
Ghaziabad, Uttar Pradesh- 201010

E-mail ID: [pasupatifincapllimited@gmail.com](mailto:pasupatifincapllimited@gmail.com)

Ph: 9211515079

Website: [www.pasupatifincap.co.in](http://www.pasupatifincap.co.in)

CIN – L22207DL1996PLC461661

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in passing of resolution. Accordingly, the Board recommends the resolution as set out in Item No. 4 of this Notice for approval of the Members of the Company as Special Resolutions.

### **ITEM No. 5 TO APPROVE THE APPOINTMENT OF MRS. RAKHI SHARMA (DIN: 00333120) AS NON-EXECUTIVE AND INDEPENDENT DIRECTOR OF THE COMPANY.**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed at its meeting held on 26<sup>th</sup> March, 2026, Mrs. Rakhi Sharma (DIN: 00333120) for a term of five years with effect from 26<sup>th</sup> March 2026 till 25<sup>th</sup> March, 2031, under Section 149, 150, 152 and 161 of the Companies Act, 2013 (the ‘Act’) and Articles of Association of the Company subject to the approval of the Shareholders and any other approval as may be required from time to time:

As per Regulation 25(2A) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), the appointment of independent director shall be subject to the approval of shareholders by special resolution. Further, pursuant to amendment (effective from 1st January 2022) to Regulation 17(1C) of the Listing Regulations, a listed entity is required to obtain the approval of shareholders for appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the Company is seeking approval of Shareholders for the appointment of Mrs. Rakhi Sharma (DIN: 00333120) as Independent Directors of the Company.

The Company has received a declaration from Mrs. Rakhi Sharma (DIN: 00333120), being eligible for appointment as an Independent Director, providing her consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (as amended from time to time). Further, she is not disqualified from being appointed as Director in terms of Section 164 of the Act, as amended from time to time. The Company has also received a declaration from Mrs. Rakhi Sharma (DIN: 00333120) confirming the criteria of her Independence as prescribed under Section 149(6) of the Act and under Regulation 16(b) of the Listing Regulations, (as amended from time to time). Also, in terms of Regulation 25(8) of the Listing Regulations, she confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

The proposed Director has also affirmed to the Company that she has registered himself with the databank maintained by the Indian Institute of Corporate Affairs (IICA) as an Independent Director in compliance with the prescribed Rules under the Act. As per the opinion of the Board, she fulfills the criteria as specified in the Act & the Rules framed hereunder and the Listing Regulations for her appointment as an Independent Director and it is desirable to avail her services as an Independent Director.

The Board of Directors, based on the recommendations of the Nomination and Remuneration Committee, considers the appointment of Mrs. Rakhi Sharma (DIN: 00333120) as an Independent

## **PASUPATI FINCAP LIMITED**

Corporate Office: 3rd Floor, 56/33, Site-IV, Industrial Area, Sahibabad,  
Ghaziabad, Uttar Pradesh- 201010

E-mail ID: [pasupatifincaplimited@gmail.com](mailto:pasupatifincaplimited@gmail.com)

Ph: 9211515079

Website: [www.pasupatifincap.co.in](http://www.pasupatifincap.co.in)

**CIN – L22207DL1996PLC461661**

Director in the interest of the Company and recommends the Special Resolution as set out at Item no. 5 of the EGM notice for approval of the Shareholders.

Disclosure as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out and annexed as **Annexure-A** to this notice.

The terms and conditions for the appointment of Mrs. Rakhi Sharma (DIN: 00333120) as a Non-Executive and Independent Director of the Company shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Except for all the appointees, and their relatives, none of the Directors, Key Managerial Personnel, or their relatives, are in any way concerned or interested, financially or otherwise, except to the extent of their respective shareholding in the Company, if any, in the proposed Special Resolution as set out in Resolution No. 5 of this Notice.

**By Order of the Board  
For PASUPATI FINCAP LIMITED**

**Sd/-  
Anil Malik  
Whole Time Director  
DIN: 10948189**

**Date: March 26, 2026  
Place: Delhi**

# PASUPATI FINCAP LIMITED

Corporate Office: 3rd Floor, 56/33, Site-IV, Industrial Area, Sahibabad,  
Ghaziabad, Uttar Pradesh- 201010

E-mail ID: [pasupatifincaplimited@gmail.com](mailto:pasupatifincaplimited@gmail.com)

Ph: 9211515079

Website: [www.pasupatifincap.co.in](http://www.pasupatifincap.co.in)

CIN – L22207DL1996PLC461661

## Annexure A

### DETAILS AS REQUIRED PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH THE RELEVANT PROVISIONS OF SECRETARIAL STANDARD-2

<b>Particulars</b>	<b>Rakhi Sharma</b>
Category of Directors	Independent Director
Age	48 years of age
Qualification/Brief Resume	Mrs. Rakhi Sharma is a Graduate.
Experience/ nature of expertise	Mrs. Rakhi Sharma has over 10 years of experience as a Director, with expertise in corporate governance, strategic planning, financial oversight, and risk management.
Date of appointment & Terms and Conditions of Appointment/re-appointment	26 <sup>th</sup> March 2026 at terms mutually agreed between the Board of Directors and the appointee
Disclosure of relationship as between the Directors, Managers and Key Managerial Personnel	She is not related to any Director of the Company.
Remuneration sought to be paid	She shall be paid remuneration by way of sitting fees for attending Board or Committee Meetings of the Company or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and/or Committee meetings of the Company stipulated under Section 197 of the Companies Act, 2013, effective her date of appointment.
Shareholding in the Company	NIL
Names of entities in which the person also holds directorship, and the membership of Committees of the board [along with listed entities from which the person has resigned in the past three years]	NIL
The skills and capabilities required for the role of independent director and the manner in which the proposed person meets such requirements.	Mrs. Rakhi Sharma possesses the necessary integrity, independent judgment, and professional expertise required for the role of an Independent Director. She has strong knowledge of corporate governance and regulatory compliance, along with the ability to contribute effectively to strategic decision-making and risk management. Her experience in financial oversight, coupled with her decision-making, communication, and interpersonal skills, enables her to actively participate in Board deliberations and safeguard stakeholder interests.

**Independent Statement on provisions of Regulations 45(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in case of Pasupati Fincap Limited.**

1. This Statement is issued in accordance with the terms of our engagement with Pasupati Fincap Limited (hereinafter referred as "the Company") Shop No. 37 Shanker Market, Connaught Place, Janpath, Central Delhi, Janpath, Central Delhi, New Delhi, Delhi, India, 110001.
2. The Company is in the process of filing an application with BSE Limited for Name change as per Regulation 45(1) of SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015.

**Management's Responsibility for the statement**

3. The Management of the Company is responsible for the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Management is also responsible for compliance with the requirement for the Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Rules and Regulation Framed there.

**Auditor's Responsibility**

5. It is our responsibility to provide a reasonable assurance whether the aforesaid regulations have been complied with.
6. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountant of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
7. We have complied with the relevant applicable requirements of the Gazette notification for Firms that Perform Audits and Review of Historical Financial Information, and Other Assurance and Related Services Engagements.

**Opinion**

Based on our examination as above and the information and explanations given to us, the provision of the Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Rules and Regulations framed there under have been complied with.



## Restriction on Use

1. The statement (As annexed here to) is provided to the Company solely for the purpose of compliance with Regulation 45(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, and should not be used or relied upon for any other purpose without our prior written consent.

For V. R. Bansal & Associates  
Chartered Accountants  
(Firm Registration No. 016534N)



*Rajan Bansal*  
RAJAN BANSAL  
(Partner)

Membership No: 093591

UDIN: 260935915DRB554532

Place: Delhi

Date: 09.02.2026

We, the Statutory Auditors of Pasupati Fincap Limited (hereinafter referred to as "the Company"), have examined the relevant records of the Company and information provided by Management of the Company in relation to issue a certificate for compliance with the conditions at Sub-regulation (1) of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation") for change of Company's name from Pasupati Fincap Limited to HARMANSHI APPLIANCES CO LIMITED.

Based on our examination and according to the information and explanation given to us, pursuant to the requirement of provisions of proviso to Regulation 45(1) of Listing Regulations, we do hereby confirm that:

(a) The Company has not changed its name since last one year. Therefore the condition of regulation 45(1) (a) has been complied with;

(b) At least fifty percent. Of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name:

Detailed bifurcation of income earned by the Company under various activities as per the format given below:

From 01.01.2025 to 31.12.2025	Total Revenue(In Lakhs)	%
Income from prior business activity	-	-
Income from new business activity	8.95	100%

(c) The amount invested in the new activity/project is at least fifty percent of the assets of the listed entity: **Not Applicable as the Company has complied with the condition specified under Regulation 45(1) (b) above.**

This certificate is issued at the request of the Company pursuant to the requirement of Regulation 45(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for onward submission to the Stock Exchanges, where the equity shares of the Company are listed and for submission of relevant forms under Companies Act, 2013.

Place: Delhi

Dated: 09/02/2026

For V.R Bansal & Associates

Chartered Accountants

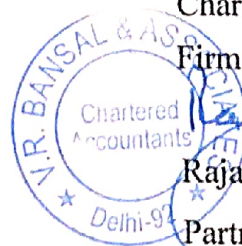
Firm Registration No.016534N

Rajan Bansal

Partner

Membership No.093591

UDIN No.: 26093591SDRBSS4532



**DRAFT SCHEME OF REDUCTION OF CAPITAL UNDER SECTION 66 OF THE COMPANIES ACT,  
2013 READ WITH NATIONAL COMPANY LAW TRIBUNAL (PROCEDURE FOR REDUCTION OF  
SHARE CAPITAL OF COMPANY) RULES, 2016**

**BETWEEN**

**PASUPATI FINCAP LIMITED  
(CIN: L22207DL1996PLC461661)**

**AND**

**IT'S SHAREHOLDERS**

The Scheme is divided into the following parts:

- a) Part I deals with the Preamble;
- b) Part II deals with Rationale and salient Features of the scheme;
- c) Part III deals with Definition and Share Capital;
- d) Part IV deals with Reduction of Share Capital and adjustment of Debit Balance of Profit and Loss account of the Company;
- e) Part V deals with the General Clauses.

For PASUPATI FINCAP LIMITED

Anil Malhotra

## **PART-I: PREAMBLE**

The Scheme of Reduction of Capital is made pursuant to the provisions of Section 66 of the Companies Act, 2013 read with National Company Law Tribunal (Procedure for Reduction of share capital of the company) Rules, 2016 as well as various other matters consequential or otherwise integrally connected herewith in the manner provided for in the scheme. The purpose of the Scheme is Reduction of Equity Share Capital under the provisions of Section 66 of the Companies Act, 2013 read with National Company Law Tribunal (Procedure for Reduction of share capital of the company) Rules, 2016 to undertake financial restructuring and reconstruction of the company whereby the company would write off carried forward accumulated losses of past years by reduction of 95% of its paid-up equity shares capital on proportionate basis so as to give true and realistic view of the value of the shares and present liner balance sheet of the company. This has given rise to the need to re-adjust the relation between capital and assets and to accurately and fairly reflect the liabilities and assets of the Company in its books of accounts and also to operate with leaner base balance sheet.

### **BRIEF BACKGROUND OF THE COMPANY**

PASUPATI FINCAP LIMITED (hereinafter called "the Company" or "PASUPATI") is a Company having CIN L22207DL1996PLC461661 was incorporated under the Companies Act, 1956, on 07<sup>th</sup> May, 1996 vide Certificate of Incorporation No 55-56690 and obtained Commencement of Business. The Company is engaged in the manufacturing of plastic component and fabric material described herein below:-

The Main Objects of the Company as per clause 3(A) of the Memorandum of Association are:

1. To carry on business as manufacturers, dealers, stockists, importers, exporters, suppliers and commission agents in polyester filament yarn, twisting, dyeing, fancy twisted and blended yarn of polyester, viscose, art silk yarn, and rayon yarn, including any other varieties of yarn, fibers and cloth, cotton man-made fibres other fibres, cotton, yarn, stamp yarn, man-made fibres yarn, other fibres yarn, cloth, powerloom cloth and handloom cloth and to carry on the business of agency and manufacturer's representative of all or any of the above items.
2. To purchase or take on lease or otherwise acquire and establish ginning factories and process houses for processing, dyeing and bleaching of cloth and yarn and to receive goods for sale on consignment basis in respect of items mentioned in clause 1 above.
3. To carry on the business of manufacturers, producers, processors, jobbers, importers, exporters, buyers, sellers of and dealers in and as brokers, agents, stockists, distributors and suppliers of all kinds of fabrics and textiles, industrial fabrics, tapes, ropes, cords, twines, canvas, terry towels, durries, newar, parachutes, carpets, rugs, blankets, namdas, tarpaulin, linens, bed spreads, pillows, quilts, mattresses, pholstery and all other products prepared, manufactured, stuffed or made from any combination of nylon, polyester, acrylic, polyester staple fibre including recycled polyester staple fibre, rayon, silk, artificial silk

For PASUPATI FINCAP LIMITED  
Anil Mas'le  
Director

linen, cotton, wool, jute and any other synthetic, artificial and natural fibre including fibre glass

4. To carry on the business of manufacturers, producers, processors, importers, exporters, buyers, sellers of and dealers in and as brokers, agents, stockists, distributors and suppliers of all kinds of ready-made garments, surgical cotton, surgical bandages, lints, gauge, sanitary goods and other similar goods necessary for medical aid, hospital needs, as are made from or with cotton, nylon, silk, polyester, acrylics, jute, wool and other kinds of fibre by whatever name called or made under any process, whether natural or artificial and by mechanical and other means and to manufacture, produce, process, recycle, buy, supply, sell, import, export or to act as stockists, commission agents, jobbers, dealers, brokers & agents or otherwise deal in all types of plastic products, virgin or recycled, whether primary, intermediate or in final form.
5. To carry on the business in India or elsewhere as manufacturers, buyers, sellers, dealers, importers, exporters, contractors, factors, agents and suppliers of Sheet Metal Components, Plastic Moulding Components for Microwave, Washing Machine and some auto parts plastic, moulded industrial articles, Multimedia Speakers, Speakers and moulded parts of speakers, industrial components and articles, or their allied and auxiliary plastic products.
6. To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods on retail as well as on wholesale basis in India or elsewhere.

The Company altered its main objects pursuant to the approval of its members at the Annual General Meeting held on September 30, 2025 and, consequently, received the Certificate of Registration of the Special Resolution confirming the alteration of the object clause(s) from the Ministry of Corporate Affairs on October 16, 2025. Further in the last five years:

- a. there was no change in the name of the Company.
- b. the object of the Company was changed pursuant to the approval of the members at the Annual General Meeting held on September 30, 2025.
- c. the registered office of the Company was shifted from the state of Haryana to the National Capital territory of Delhi on pursuant to the confirmation order of Hon'ble Regional Director, Northern Region dated 12<sup>th</sup> December, 2025.

For PASUPATI FINCAP LIMITED  
*Anil Mehta*  
Director

## **PART II: RATIONALE & SALIENT FEATURES OF THE SCHEME**

- a. The Company has total accumulated losses of Rs. 5,35,37,249.50/- (Rupees Five crore thirty-five lakh thirty-seven thousand two hundred forty-nine rupees and fifty paise only) as per the latest Audited financials i.e. as on 31<sup>st</sup> March, 2025, which has wiped off the value represented by the share capital of the company. The financial statement and balance sheet of the company is not reflecting the true health and position of the company. In order to ensure the financial statement of the company reflect the true and real state of affairs and position of the Company, and that the Capital which is lost due to past accumulated losses is no longer reflected in and continued to be shown on the facts of balance sheet of the Company, and with the future prospect of growth and value addition to the shareholders, the Company has proposed to clean its books thereby enabling the Company to raise future resources considering the expansion programs that has been considered for development would need huge amount of investment both in terms of equity as well as debt, it is necessary to write off the capital which is lost and not represented by any tangible assets.
- b. In order to get fresh infusion of funds for the revival of business operations, which otherwise due to presence of continuous losses is not possible, the promoters of the petitioner company have proposed a restructuring in a manner that the accumulated losses gets cleaned up to the extent possible;
- c. After detailed deliberations the Board of Directors of the Company is of the view that reduction of capital in accordance with section 66 of Companies Act 2013 read with National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016, is the only practical and economically efficient legal option available to the Company. In order to reflect its assets and liabilities at their real value and maximize its business value, the Company proposes to reduce the equity share capital of the Company in accordance with Section 66 of Companies Act 2013 read with National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules,2016.
- d. For ensuring that the financial statements of the Company reflect the real picture and the Capital which is lost is not continued to best on the face of balance sheet it is necessary to carry out reduction of capital of the Company.
- e. The reduction of Capital in the manner proposed would enable the Company to have a rational capital structure which is commensurate with its remaining business and assets.
- f. The Scheme of Reduction of Share Capital is presented with a view to achieve Restructuring of the Company which would result in reducing of the accumulated losses of the Company and improvement in financial health as more business activities shall be brought into the Company thereby preventing it from becoming a sick company.
- g. The Scheme of Reduction of Share Capital will result in reflecting the financial statements at the actual values which would enhance shareholders value and confidence.

For PASUPATI FINCAP LIMITED  
Anil Malik  
Director

- h. The proposed reduction will be for the benefit of the Company and its shareholders, creditors and all concerned as whole.
- i. The Scheme of Reduction, after full implementation, will result in making its balance sheet leaner and downsized.
- j. The reflection of true financial statement of the Company would ensure company to attract new source of revenue.

#### **SALIENT FEATURES OF THE SCHEME**

This Scheme is presented as a Scheme of Reduction of Share Capital between "PASUPATI" and its Shareholders pursuant to section 66 of Companies Act 2013 read with National Company Law Tribunal (Procedure for reduction of share capital of company) Rules, 2016 and all other applicable provisions of the companies Act, 2013 or any other rule or Law for the time being in force.

The salient features of the Scheme inter alia are as follows: -

The scheme provides for the reduction of the equity share capital of "PASUPATI" pursuant to section 66 of Companies Act 2013 read with National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016.

FOR PASUPATI FINCAP LIMITED  
*Anil Malik*  
Director

### **Part III: DEFINITIONS AND SHARE CAPITAL DEFINITIONS**

In this scheme unless repugnant to the meaning or context thereof, the following expressions shall have the meaning as mentioned herein below:

- **'Act'** means the Companies Act, 2013, as the case may be, the rules and regulations made there under and will include any statutory modifications, re-enactments and/or amendments thereof from time to time;
- **'Accumulated Losses'** means the losses that have been carried forward from previous years and the amount shown in the audited financial result of the Company as on 31st March, 2025;
- **'Board'** or 'Board of Directors' means Board of Directors of the Company;
- **'BSE'** shall mean BSE Limited;
- **'Company'** means PASUPATI FINCAP LIMITED (hereinafter called "the Company" or "PASUPATI") is a Company having CIN L22207DL1996PLC461661 was incorporated under the Companies Act, 1956, on 7<sup>th</sup> May, 1996 in the name of Pasupati Fincap Limited.
- **'Listing Regulation'** shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;
- **'Rules'** means National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016.
- **'Listing Agreement'** shall mean an agreement that is entered into between a recognized stock exchange and an entity, on the application of that entity to the recognized stock exchange, undertaking to comply with conditions for listing of designated securities as per the provisions of the Listing Regulations;
- **'Record Date'** shall mean the date to be fixed by the Board of Directors of the Company for reckoning the shareholding of the equity shareholders which shall be reduced upon coming into effect of this Scheme;
- **'SEBI'** shall mean the Securities and Exchange Board of India;
- **'Stock Exchange'** shall mean BSE Limited;
- **'The NCLT'** shall mean National Company Law Tribunal (NCLT) or such tribunal or any other appropriate forum or authority having jurisdiction to approve the Scheme as per the law for the time being in force;

For PASUPATI FINCAP LIMITED  
Anil Malik  
Director

- **'The Effective Date'** for the Scheme shall mean the date on which certified copies of the order of the NCLT under Sections 66 of the Companies Act, 2013 and other applicable provisions of the Act, if any, are filed with the Registrar of Companies;
- **'This Scheme'** or 'The Scheme' or 'Scheme' means this scheme of reduction of capital between the Company & its shareholders in its present form or with such alterations/modifications as may be approved by the National Company Law Tribunal (NCLT) of relevant jurisdiction under the applicable law;

All terms and words not defined in the Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, Securities Contract Regulation Act, 1956, Securities and Exchange Board of India Act, 1992, Companies Act, 2013, Depositories Act, 1996, Listing Regulations, Listing Agreement and other applicable laws, rules, regulations, bye laws, as the case may be or statutory modifications or re-enactments thereof from time to time.

The share capital of the Company as on 31<sup>st</sup> December, 2025 is as under:

<b>Particulars</b>	<b>Amount</b>
Authorised Share Capital	
50,00,000 Equity Shares of Rs. 10 each	5,00,00,000
Issued, Subscribed and Paid-up Share Capital	
47,00,000 Equity Shares of Rs. 10 each	4,70,00,000
<b>Total</b>	<b>4,70,00,000</b>

Subsequent to 31<sup>st</sup> December, 2025, and up to the date of approval by the Board of Directors of the Company, there has been no change in the Authorized, Issued, Subscribed and Paid-up Share Capital of the Company.

For PASUPATI FINCAP LIMITED  
*Anil Malik*  
 Director

**PART IV: REDUCTION AND REORGANISATION OF SHARE CAPITAL OF THE COMPANY**

1. As per the Provisions of Section 66 of Companies Act 2013 read with National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 and other applicable provisions if any:
- a. The Company has total accumulated losses of Rs. 5,35,37,249.50/- (Rupees Five crore thirty-five lakh thirty-seven thousand two hundred forty-nine rupees and fifty paise only) as per the latest Audited financials i.e. as on 31st March,2025.
- b. Upon the Scheme becoming effective and after obtaining the necessary statutory approvals, consents and permissions, including the sanction of the National Company Law Tribunal under Section 66 of the Companies Act, 2013 and the rules thereunder, the subscribed, issued and paid-up share capital of the Company shall stand reduced from ₹4,70,00,000 (Rupees Four Crores Seventy Lakhs Only) comprising 47,00,000 (Forty-Seven Lakh) equity shares of ₹10 (Rupees Ten Only) each to ₹23,50,000 (Rupees Twenty-Three Lakh Fifty Thousand Only) divided into 2,35,000 (Two Lakh Thirty-Five Thousand) equity shares of ₹10 (Rupees Ten Only) each by cancelling and extinguishing 44,65,000 (Forty-Four Lakh Sixty-Five Thousand) equity shares of ₹10 (Rupees Ten Only) each. The Board of Directors of the Company is hereby authorized to set off an amount of ₹ 4,46,50,000 (Rupees Four Crore Forty-six lakh and Fifty thousand Only) out of the total accumulated losses of ₹5,35,37,249.50/- (Rupees Five crore thirty-five lakh thirty-seven thousand two hundred forty-nine rupees and fifty paise only) against the paid-up share capital of the Company in proportion to the respective shareholding of the equity shareholders, without any payment of consideration to the shareholders, in order to give a true and fair view of the books of account, on the terms and conditions as contained in the Scheme.

Since reduction of share capital is on proportionate basis, there shall not be any changes in the percentage shareholding of any shareholder of the Company:

Particulars	Pre Capital Reduction in terms of this scheme (as on 31 <sup>st</sup> December, 2025)		Post Capital Reduction in terms of this scheme	
	No of Equity Shares	%	No of Equity Shares	%
Promoter	5,42,925	11.55	27,146*	11.55
Non-Promoter (Public)	41,57,075	88.45	2,07,854*	88.45
Total	47,00,000	100	2,35,000	100

\*As the shares post reduction are subject to fractions, the same shall be treated as per the Treatment referred under Clause 1.1 of this instant scheme.

FOR PASUPATI FINCAP LIMITED  
*Anil Mahila*  
Director

- c. The scheme does not involve any conveyance or transfer of any property of the Company and consequently the order of the Hon'ble National Company Law Tribunal of relevant jurisdiction approving the scheme will not attract any stamp duty, under the Stamp Act, in this regard.
- d. Upon this Scheme becoming effective, the Company shall, without any further application, act, instrument or deed, give effect to the Capital Reduction and the revised structure of the share capital of the company shall be reflected in the books of accounts of the Company in the following manner as on the effective date.

Particulars	As on 31 <sup>st</sup> December, 2025		Post Capital Reduction in terms of this scheme	
	No of Equity Shares	Amount (INR)	No of Equity Shares	Amount
Authorised Share Capital	50,00,000	5,00,00,000	50,00,000	5,00,00,000
Authorised Unclassified Shares	-	-	-	-
Paidup Equity Share Capital	47,00,000	4,70,00,000	2,35,000	23,50,000

**Other Equity:**

Reserves	Pre- Capital	Post Capital Reduction
Surplus	NIL	NIL
Special Reserve Fund	2,00,000	2,00,000
General Reserve	3,75,000	3,75,000
<b>Profit &amp; Loss Account (Accumulated Losses)</b>	<b>(5,35,37,249.50)</b>	<b>(88,87,249.50)</b>

- e. Upon the scheme coming into effect, with the above reduction of the equity share capital of the company in accordance with the above clause:

Existing 47,00,000 Equity Shares of Rupees 10/- each shall be reorganized into 2,35,000 Equity Shares of Rupee 10/- each fully paid up. Consequently, every shareholder of the Company whose name appear on the register of members on the Record date shall be issued new equity shares of face value of Re. 10/- (Rupees Ten) fully paid up in proportion to their equity shares of Rs. 10/- (Rupee Ten) fully paid up held by them in the company prior to the Scheme.

- f. The Company acting through the Board of directors shall be empowered to advise the depository participant of the equity shareholders in dematerialized form on the record date the information of shareholding arising out of reorganization of capital pursuant to this Scheme, for substitution thereof or in lieu of the certificates of the equity shares held by them before such reorganization of capital.

For PASUPATI FINCAP LIMITED  
*Anil Malik*  
 Director

- g. Those equity shareholders of the Company who continue to hold their equity shares in physical form as on the Record Date shall, pursuant to the reduction of capital under this Scheme, have their entitlement to the reduced equity shares credited to a dematerialised escrow account to be opened and maintained by the Company for this purpose. Upon such credit, the original physical share certificates held by such shareholders shall be deemed to be cancelled and shall cease to be valid, tradable or negotiable on any stock exchange or otherwise from and after the Record Date.
- h. The equity shares so credited to the demat escrow account shall be transferred to the respective demat accounts of the concerned shareholders upon receipt of a valid request along with requisite documentation for dematerialisation, in accordance with applicable laws and depository procedures. The Company shall take necessary steps to intimate the stock exchanges regarding the non-tradability and cancellation of the original physical share certificates as of the Record Date.
- i. The Company shall not be required to use the word "AND REDUCED" as part of its corporate name and such use is dispensed with.

#### **1.1 FRACTIONAL SHARES:**

The fractional entitlements, if any, shall be aggregated and credited to the designated escrow account to be maintained and operated by the Board in that behalf, who shall sell such shares in the market at such price, within a period of 90 days from the date of such credit of shares.

#### **2.1 APPROVAL OF THE EQUITY SHAREHOLDERS:**

The scheme is required to be approved by the equity shareholders pursuant Section 66 of the Companies Act, 2013. It is clarified that the approval of the members of the Company to the Scheme shall be deemed to be their consent for approvals also to the alteration of the Memorandum and Article of Association of the Company and consent for approval to any other applicable provisions as may be required under the Act or any other applicable laws, rules and regulations.

For PASUPATI FINCAP LIMITED  
*Anil Mahesh*  
Director

### 3.1 EFFECTS AND IMPACT OF THE SCHEME:

The consent of the members of the Company to this Scheme of Reduction of Equity share Capital of the Company shall be taken through a resolution under the provisions of Section 66 of the Companies Act, 2013.

- a. The restructuring will also not cause any prejudice to the creditors of the Company. The creditors of the company are in no way affected by the proposed restructuring by way of the reduction of capital as there is no reduction in the amount payable to any of the creditors, no compromise or arrangement is contemplated with the creditors.
- b. The restructuring will also not cause any prejudice to the shareholders of the Company because due to losses incurred by the company the capital to be written off has already been lost and not represented by any tangible assets. Further the shareholding pattern of the Company pre and post implementation of the Scheme shall remain same.
- c. **Impact of the Scheme on Employees/workers:** The scheme shall not have any adverse impact on the employees and workers of the Company.
- d. **Impact of the Scheme on Creditors /Bank:** The scheme will not have any adverse impact on any of the Company's creditors / banks / financial institutions and lenders, if any. They would in fact be generally benefited as the Scheme would help improving the financial position of the Company. The Scheme will help the revival of the Company which will be in the interest of the Company's creditors / banks / financial institutions and lenders.
- e. **Effect on legal proceeding:** The scheme would not affect any legal or other proceeding by or against the Company.
- f. Notwithstanding the reduction as mentioned above, the Company shall not be required to add "and reduction" as suffix to its name and the Company shall continue with its existing name.
- g. The provisions of this Part shall operate notwithstanding anything to the contrary in this scheme.

For PASUPATI FINCAP LIMITED  
*Anil Mahin*  
Director

## PART V: GENERAL CLAUSES JUSTIFICATION OF THE SCHEME:

### 1. APPLICATION TO THE NATIONAL COMPANY LAW TRIBUNAL:

The company shall make all applications/petitions as may be required under the applicable laws including but not limited to Section 66 and other applicable provisions, if any, of the Companies Act, 2013 to the National Company law Tribunal of relevant jurisdiction for obtaining the sanction of the NCL T of this scheme of Reduction of Share Capital under Section 66 of the Companies Act, 2013 and for such orders for carrying this scheme into effect.

### 2. CONDITIONALITY OF SCHEME:

The Scheme is conditional upon and subject to:

- a. The Company is not required to obtain the observation letter from the designated Stock Exchange for the implementation of the Scheme as the Company is covered under Regulation 37(6) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 as the scheme **solely provides for writing off accumulated losses against the share capital of the listed Company applied uniformly across all shareholders on a pro-rata basis**. Hence, the Company **does not fall under the requirement of obtaining prior approval of the Stock Exchanges** under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As stipulated in **Regulation 37(6)(b)**, the requirements of Regulation 37 relating to obtaining a No-Objection/Observation Letter from the Stock Exchanges are **not applicable** to the instant Scheme, and accordingly, the Scheme will be filed with the recognized Stock Exchanges for the purpose of disclosures only, without the need for prior approval of the Stock Exchanges.

- b. The Scheme being agreed to by the respective requisite majorities of members of the Company as required under the Act.
- c. The requisite sanctions and approvals under the applicable law including but not limited to approvals, sanctions required as per the SEBI circulars read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as may be required by law in respect of this Scheme be obtained.
- d. The sanction of the National Company Law Tribunal (NCLT) New Delhi Bench and No Objection from Regional Director Northern Region, Registrar of Companies, NCT of Delhi, if required, or any other competent authority under Section 66 of the Act, the Rules made there under read with National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016, in favor of the Company and to the necessary Order or Orders under the applicable sections and provisions be obtained.
- e. The certified copy of the above order of the NCLT sanctioning this Scheme being filed with the Registrar of Companies, NCT of Delhi.

For PASUPATI FINCAP LIMITED  
*Anil Malik*  
Director

**3. ACCOUNTING TREATMENT:**

Upon the Scheme becoming effective, Reduction of Capital of the Company will be accounted for in accordance with the applicable provisions of the Companies Act, 2013, Accounting Standards prescribed under section 133 of the Companies Act, 2013, and Generally Accepted Accounting Principles in India (Indian GAAP), as the case may be. Following are the salient features of the accounting treatment to be given:

- a. Upon reduction of Capital, the total issued and paid up Equity Share Capital of the Company shall be reduced from Rs. 4,70,00,000 divided into 47,00,000 Equity Shares of Rs. 10 each, fully paid-up, to Rs. 23,50,000 divided into 2,35,000 Equity Shares of Rs. 10 each, fully paid-up.
- b. The debit balance of Profit & Loss Account of the Company will be written off to the extent of amount of the aforesaid reduction of share capital.

**4. COSTS, CHARGES AND EXPENSES:**

All past, present and future costs, charges, levies, duties and expenses in relation to or in connection with or incidental to the Scheme or the implementation thereof shall be borne by the Company and all of the above costs shall be treated as costs relating to the Scheme.

**5. MODIFICATIONS /AMENDMENTS OF THE SCHEME:**

The Company by its Board or such other person or persons, as the Board may authorize, may make, or affect or assent to any modification or amendment of the Scheme which the National Company Law Tribunal and/or any other authorities under law may deem fit to direct or impose or which may otherwise be considered necessary or desirable by the Board for settling any question or doubt or difficulty that may arise for implementing and/or carrying out the Scheme or otherwise howsoever arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith, as may be considered by the Board to be in the best interest of the Company and its members including the withdrawal of the Scheme, and do all such acts, deeds and things as may be necessary, desirable or expedient for giving effect to the Scheme.

**6. SEVERABILITY:**

If, in the opinion of the Board, any part of the Scheme is found to be unworkable for any reason whatsoever, the same shall not affect the validity or implementation of other parts or provisions of the Scheme. If any part of this Scheme is hereof is invalid, ruled illegal by any appropriate authority of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the Board that such part shall be severable from the remainder of the Scheme, and the Scheme shall not be affected thereby, unless the deletion of such part shall cause this Scheme to become material adverse, in which case the Board shall attempt to bring a suitable modification to the Scheme. The Board shall be entitled to revoke, cancel and declare the Scheme of no effect, if the Board is of the view that the coming into effect of the Scheme would have adverse implications on the Company.

For PASUPATI FINCAP LIMITED  
*Anil Malik*  
Director

**7. EFFECT OF NON-RECEIPT OF APPROVALS /SANCTIONS:**

In the event of any of the aforesaid sanctions and approvals not being obtained and/ or the Scheme not being sanctioned by the National Company Law Tribunal and/ or the order or orders not being passed as aforesaid, the Scheme shall become null and void, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/ or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law and the Company shall bear and pay the costs, charges and expenses for or in connection with the Scheme.

**8. THE FORM OF MINUTE PROPOSED TO BE REGISTERED UNDER SECTION 66(5) OF THE COMPANIES ACT, 2013 IS AS FOLLOW:**

The Paid-up capital of the Company shall stand reduced from Rs. 4,70,00,000/- (Rupees Four Crores Seventy Lakhs Only ) comprising of 47,00,000 (Forty-Seven Lakh) equity shares of Rs. 10/- (Rupees Ten only) each to 23,50,000/- (Rupees Twenty-Three Lakh Fifty Thousand Only) divided into 2,35,000 (Two Lakhs Thirty-Five Thousand) equity shares of Rs. 10/- (Rupees Ten only) each by cancelling and extinguishing 44,65,000 (Forty-Four Lakh Sixty-Five Thousand Only) equity shares of Rs. 10/- (Indian Rupees Ten only).

**9. LISTING OF SHARES:**

Notwithstanding the reduction of capital of the Company in pursuance of this scheme, the listing benefits of the company, for the existing shares being issued in prudence of this scheme, on the stock exchange where the existing equity shares of the company are listed may continue and the company will comply the applicable provisions of the listing agreement with the stock exchange for listing and trading of shares.

**For Pasupati Fincap Limited**

For PASUPATI FINCAP LIMITED  
*Anil Malik*  
Director

**Anil Malik**  
Wholetime Director  
**DIN: 10948189**

**Date: 26/03/2026**

**Place: New Delhi**

**Proxy form**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

Name of the member (s) :		E-mail Id :	
Registered address:		Folio No/ Client Id:	
		DP ID:	

I/We, being the member (s) of ..... shares of Pasupati Fincap Limited, hereby appoint

1. Name: .....

Address: .....

E-mail Id: .....

Signature:....., or failing him/her

2. Name: .....

Address: .....

E-mail Id: .....

Signature:....., or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the company, to be held on Friday, the 24<sup>th</sup> day of April, 2026 at 12:00 P.M. at A-115, 2<sup>nd</sup> Floor, Sector 136, Noida, Uttar Pradesh- 201304, and at any adjournment thereof in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

<b>Item No.</b>	<b>Resolution Type</b>	<b>Description</b>	<b>I / We assent to the resolution (For)</b>	<b>I / We dissent to the resolution (Against)</b>
1.	Special	To consider and approve the change of name of the company and consequent alteration in the Memorandum of Association and Articles of Association of the company.		
2.	Special	To consider and approve the scheme of arrangement of reduction of share capital of the company.		
3.	Special	To consider and approve the borrowing in excess of the aggregate of paid-up share capital and free reserves and securities premium of the company under sec on 180(1)(c) of the Companies Act, 2013.		
4.	Special	To consider and approve the authorization of loans, investments, guarantee or security under section 186 of the Companies Act, 2013.		

5.	Special	To approve the appointment of Mrs. Rakhi Sharma (DIN: 00333120) as non-executive and independent director of the company.		
----	---------	---	--	--

Signed this..... day of.....2026

Signature of shareholder .....

Signature of Proxy holder(s) .....

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- A Proxy need not be a member of the Company.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- The member has the option of indicating the manner in which the vote be cast. This is only optional. If the member leaves the 'For' or 'Against' column blank against any or all the resolutions, the Proxy will be entitled to vote in the manner as he/she thinks appropriate.

**ATTENDANCE SLIP**

**(Please complete and hand it over at the entrance of the meeting hall.)**

**(Only Members or their Proxies are entitled to be present at the Meeting)**

Folio No. \_\_\_\_\_

Client ID/DPID\* \_\_\_\_\_

Name of Shareholder/Joint Shareholder/Proxy \_\_\_\_\_

Address \_\_\_\_\_

No. of Shares held \_\_\_\_\_

I/We hereby record my/our presence at the Extraordinary General Meeting of the company, to be held on Friday, the 24<sup>th</sup> day of April, 2026 at 12:00 P.M. at A-115, 2<sup>nd</sup> Floor, Sector 136, Noida, Uttar Pradesh- 201304

SIGNATURE OF THE MEMBER(S)/PROXY(S) PRESENT

\_\_\_\_\_

\*Applicable to investors holding shares in electronic form only

## **BALLOT FORM**

**(To be returned to Scrutinizer appointed by Pasupati Fincap Limited)**

1. Name(s) of Member(s):

(including joint-holders, if any) \_\_\_\_\_

2. Registered Folio No. / :

DPID No. / Client ID No.\* \_\_\_\_\_

3. No. of Shares Held \_\_\_\_\_

(\*Applicable to Members holding shares in dematerialized form)

I/We hereby exercise my/our vote in respect of the Special Resolution(s) as specified in the Notice dated 26.03.2026 to be passed through Ballot for the business stated in the said Notice by conveying my/our assent or dissent to the said resolution in the relevant box below:

<b>Item No.</b>	<b>Resolution Type</b>	<b>Description</b>	<b>I / We assent to the resolution (For)</b>	<b>I / We dissent to the resolution (Against)</b>
1.	Special	To consider and approve the change of name of the company and consequent alteration in the Memorandum of Association and Articles of Association of the company.		
2.	Special	To consider and approve the scheme of arrangement of reduction of share capital of the company.		
3.	Special	To consider and approve the borrowing in excess of the aggregate of paid-up share capital and free reserves and securities premium of the company under sec on 180(1)(c) of the Companies Act, 2013.		
4.	Special	To consider and approve the authorization of loans, investments, guarantee or security under section 186 of the Companies Act, 2013.		
5.	Special	To approve the appointment of Mrs. Rakhi Sharma (DIN: 00333120) as non-executive and independent director of the company.		

Place:

Date:

Signature of Member / Beneficial Owner

E-Mail \_\_\_\_\_

Tel. No. \_\_\_\_\_

## ROUTE MAP FOR EGM

**EGM Address:** A-115, 2<sup>nd</sup> Floor, Sector 136, Noida, Uttar Pradesh- 201304

**CIN:** L22207DL1996PLC461661

**E-mail:** [pasupatifincaplimited@gmail.com](mailto:pasupatifincaplimited@gmail.com)

**Contact number:** 9211515079

