

**Annexure - A**

**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



Director

## **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

  
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

  
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 be shown 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

  
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



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

  
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

  
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

  
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

*Amul*  
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

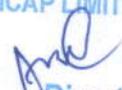
  
Director

### 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

  
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

  
Director

#### **1. 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.

#### **2. 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.

#### **3. 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.

#### **4. 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*  
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:** 09/02/2026

**Place:** New Delhi