

August 7, 2025

To,
The Board of Directors,
Shree Pacetronix Limited
Plot No 15, Sector-II, Industrial Area, Dhar,
Pithampur Dist. Dhar- 454775,
Madhya Pradesh, India.

Sub: Public Announcement for Open Offer for the acquisition of Equity Shares from the Public Shareholders of Shree Pacetronix Limited (“Target Company”) by Akash Sethi (“Acquirer”) along with Atul Kumar Sethi (“PAC-1”); Amita Sethi (“PAC-2”) and Ashish Sethi (“PAC-3”) (hereinafter, collectively referred to as “PACs”) pursuant to and in compliance with the requirements of the SEBI (SAST) Regulations (the “Open Offer” or “Offer”).

Dear Sir / Madam,

We wish to inform you that in accordance with Regulation 12(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“**SEBI (SAST) Regulations**”) we, Vivro Financial Services Private Limited, have been appointed as Manager to the Open Offer by the Acquirer.

In compliance with Regulation 15(1) of the SEBI (SAST) Regulations, please find enclosed herewith a copy of the Public Announcement for the Open Offer by the Acquirer and PACs for the acquisition of Equity Shares from the Public Shareholders of the Target Company pursuant to Regulation 3(1) and 3(3) of the SEBI (SAST) Regulations.

Capitalized terms used in this letter unless defined herein shall have the same meanings as ascribed to it in the enclosed Public Announcement.

Kindly take the same on record and upload it on the website of the company.

Thanking you

Yours faithfully,

For, Vivro Financial Services Private Limited

Roshan
Nilesh
Vaishnav
Digitally signed
by Roshan Nilesh
Vaishnav
Date: 2025.08.07
18:13:27 +05'30'

Roshan Vaishnav

Director

DIN: 07141215

Encl.: Public Announcement

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF SHREE PACETRONIX LIMITED ("TARGET COMPANY" OR "TC") UNDER REGULATION 3(1) and 3(3) READ WITH REGULATIONS 13, 14 AND 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THEREOF ("SEBI (SAST) REGULATIONS").

Open Offer for the acquisition of up to 9,75,000 (Nine Lakhs Seventy Five Thousand) fully paid-up equity shares of face value of ₹10/- each ("Equity Shares") representing 26% of Expanded Share Capital (as defined below) of Shree Pacetronix Limited ("Target Company") from the Public Shareholders (as defined below) by Akash Sethi ("Acquirer") along with Atul Kumar Sethi ("PAC 1"), Amita Sethi ("PAC 2") and Ashish Sethi ("PAC 3") (PAC 1, PAC 2 and PAC 3 are collectively referred to as Persons acting in concert, ("PACs")) pursuant to and in compliance with Regulation 3(1) and 3(3) read with other applicable provisions of SEBI (SAST) Regulations (the "Open Offer" or "Offer").

This public announcement ("**Public Announcement**" or "**PA**") is being issued by **Vivro Financial Services Private Limited ("Manager to the Offer")** for and on behalf of the Acquirer and the PACs to the Public Shareholders (as defined below) of the Target Company pursuant to and in compliance with Regulations 3(1) and 3(3) read with Regulation 13, Regulation 14 and Regulation 15(1) and other applicable provisions of the SEBI (SAST) Regulations.

For the purpose of this Public Announcement, the following terms have the meanings assigned to them below:

- (a) "**Public Shareholders**" shall mean all the public shareholders of the Target Company who are eligible to tender their Equity Shares in the Offer, except the (i) Acquirer and PACs, (ii) the parties to the SSA (as defined below) and (iii) persons deemed to be acting in concert with the persons set out in (i) and (ii), pursuant to and in compliance with the SEBI (SAST) Regulations.
- (b) "**Working Day**" shall mean any working day of the SEBI.
- (c) "**Expanded Share Capital**" means the total issued, subscribed, paid up and voting equity share capital of the Target Company on a fully diluted basis as of the 10th (Tenth) Working Day from the closure of the tendering period of the Open Offer; This includes (i) 75,150 Subscription Shares (as defined below) proposed to be allotted by the Target Company to Acquirer by way of the Preferential Issue (as defined below), subject to, inter alia, the approval of the shareholders of the Target Company and other statutory/regulatory approvals, if any; (ii) 75,150 Series A Warrants (as defined below), to be allotted by the Target Company to Acquirer by way of the Preferential Issue, subject to, inter alia, the approval of the shareholders of the Target Company and other statutory/regulatory approvals, if any, each carrying a right to subscribe to 1 (one) Equity Share which may be exercised in one or more tranches during the period commencing from the date of allotment until the expiry of 9 (Nine) months from the date of allotment.
- (d) "**PAC**" means persons acting in concert and has the meaning ascribed to such term as per Regulation 2(q) of the SEBI (SAST) Regulations.

1. Offer Details

- 1.1. **Size:** This Open Offer is being made by the Acquirer along with the PACs for acquisition of up to 9,75,000 (Nine Lakhs Seventy Five Thousand) Equity Shares ("**Offer Shares**"), representing 26% of the Expanded Share Capital of the Target Company, at a price of ₹ 100/- per Offer Share aggregating to a total consideration of ₹ 9,75,00,000/- (Rupees Nine Crore Seventy Five Lakhs Only) (assuming full acceptance) (the "**Offer Size**"), subject to the terms and conditions mentioned in this Public Announcement and to be set out in the detailed public statement ("**DPS**") and the letter of offer ("**LOF**") that are proposed to be issued for the Offer in accordance with the SEBI (SAST) Regulations.

Amita Sethi

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- 1.2. **Price/ Consideration:** The Open Offer is made at a price of ₹ 100/- (Rupees One Hundred Only) per Offer Share (“Offer Price”) which has been determined in accordance with Regulation 8(1) and 8(2) of the SEBI (SAST) Regulations. Assuming full acceptance, the total consideration payable by the Acquirer and the PACs under the Open Offer will be ₹ 9,75,00,000/- (Rupees Nine Crore Seventy Five Lakhs Only).
- 1.3. **Mode of payment (cash/ security):** The Offer Price is payable in cash, in accordance with the provision of Regulation 9(1)(a) of the SEBI (SAST) Regulations.
- 1.4. **Type of offer (Triggered offer, voluntary offer/ competing offer etc.):** Triggered Offer. The Open Offer is a mandatory offer by the Acquirer along with the PACs in compliance with Regulations 3(1) and 3(3) of the SEBI (SAST) Regulations pursuant to execution of Securities Subscription Agreement (*as defined below*). This Open Offer is not subject to any minimum level of acceptance.
2. **Transaction which has triggered the Open Offer obligations (“Underlying Transaction”)**

Details of Underlying Transaction						
Type of Transaction (direct/ indirect)	Mode of Transaction (Agreement/ Allotment/ market purchase)	Shares / Voting rights acquired/ proposed to be acquired		Total Consideration for shares / Voting Rights acquired (In ₹)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% of Equity Share Capital ⁽¹⁾			
Direct	<u>Securities Subscription Agreement:</u> The board of directors of the Target Company passed a resolution on August 7, 2025 authorizing the issuance and allotment of the following securities of the Target Company to the Acquirer, by way of a preferential issue on a private placement basis, in the following manner (“Preferential Issue”) ⁽²⁾					
	a) 75,150 Equity Shares, at a price of ₹ 81/- (Rupees Eighty One Only) per Equity Share (“Subscription Shares”)	75,150	1.93%	60,87,150/-	Cash	Regulations 3(1) and 3(3) of the SEBI (SAST) Regulations.
	b) 75,150 warrants, each carrying a right to subscribe to 1 (one) Equity Share at an exercise price of ₹ 81/- (Rupees Eighty One Only) per Equity Share which may be exercised in one or more tranches during the period commencing from the date of allotment until the expiry of	75,150 ⁽⁴⁾	1.93%	60,87,150/- ⁽⁴⁾		

Details of Underlying Transaction						
Type of Transaction (direct/indirect)	Mode of Transaction (Agreement/ Allotment/ market purchase)	Shares / Voting rights acquired/ proposed to be acquired		Total Consideration for shares / Voting Rights acquired (In ₹)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% of Equity Share Capital ⁽¹⁾			
	<p>9 (Nine) months from the date of allotment (“Series A Warrants”);⁽³⁾ and</p> <p>c) 1,50,300 warrants, each carrying a right to subscribe to 1 (one) Equity Share at an exercise price of ₹ 81/- (Rupees Eighty One Only) per Equity Share, which may be exercised in one or more tranches during the period commencing from the expiry of 9 (Nine) months from the date of allotment until the expiry of 18 (eighteen) months from the date of allotment (“Series B Warrants”).</p> <p>The terms and conditions of the Preferential Issue to Acquirer is set out in the SSA executed by and between Acquirer and the Target Company on August 7, 2025.</p>	1,50,300	3.85%	1,21,74,300 ⁽⁴⁾		

Notes:

1. Calculated as a percentage of the fully diluted share capital of the Target Company being the aggregate of Expanded Share Capital and Equity Shares allotted pursuant to the exercise of the Series B Warrants.
2. The Subscription Shares, Series A Warrants and Series B Warrants shall be allotted within the timelines prescribed under regulation 170 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, subject to, inter alia, the approval of the shareholders of the Target Company and other statutory/ regulatory approvals, if any.
3. Assuming Acquirer exercises all of the Series A Warrants.
4. An amount equivalent to 25% of the consideration payable for Series A Warrant and Series B Warrant shall be payable by Acquirer to the Target Company at the time of subscription and allotment of the Series A Warrants and Series B Warrants and the balance 75% of the consideration payable for Series A Warrant and Series B Warrant shall be payable at the time of allotment of equity shares pursuant to exercise of the right attached to the Series A Warrants and Series B Warrants to subscribe to Equity Share.

Upon completion of the Underlying Transaction, the Acquirer and PACs shall continue to be the “Promoters” and in control of the Target Company in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Amita Sethi

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3. Acquirer and PACs

Details		Acquirer	PAC-1	PAC-2	PAC-3	Total
Name of Acquirer/ PAC(s)		Akash Sethi	Atul Kumar Sethi	Amita Sethi	Ashish Sethi	4
Address		1, Moon Palace Colony near dashahara maidan Indore- 452009, Madhya Pradesh India.				-
Name(s) of persons in control/promoters of Acquirer control/ PAC where Acquirer/PAC are companies		Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Name of the Group, if any, to which the Acquirer(s) belong to		Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Pre-transaction shareholding	No. of Equity Shares	12,699	7,05,506	1,15,074	39,477	8,72,756
	% of Equity Share Capital ⁽²⁾	0.35%	19.60%	3.20%	1.10%	24.25%
Proposed shareholding after acquisition of shares which triggered the Open Offer (assuming no Equity Shares are tendered in the Open Offer)	No. of Equity Shares	3,13,299	7,05,506	1,15,074	39,477	11,73,356
	% of Equity Share Capital ⁽³⁾	8.03%	18.09%	2.95%	1.01%	30.09%
Proposed shareholding after the acquisition of Equity Shares which triggered the Open Offer (assuming entire 26% is tendered in the Open Offer)	No. of Equity Shares	12,88,299	7,05,506	1,15,074	39,477	21,48,356
	% of Equity Share Capital ⁽³⁾	33.03%	18.09%	2.95%	1.01%	55.09%

Amita Sethi

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Details	Acquirer	PAC-1	PAC-2	PAC-3	Total
Any other interest in the Target Company	Acquirer is the Promoter and Joint Managing Director of the Target Company.	PAC-1 is the Promoter and Managing Director of the Target Company.	PAC-2 is the Promoter of the Target Company.	PAC-3 is the Promoter of the Target Company.	Not Applicable

Notes:

1. While persons may be deemed to be acting in concert with the Acquirer and/or the PACs in terms of Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations ("Deemed PACs"), however, such Deemed PACs are not acting in concert with the Acquirer and/or the PACs for the purposes of this Open Offer, within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations.
2. Calculated as a percentage of the existing equity share capital of the Target Company.
3. Calculated as a percentage of the fully diluted share capital of the Target Company being the aggregate of Expanded Share Capital and Equity Shares allotted pursuant to the exercise of the Series B Warrants.

4. **Details of selling shareholders ("Sellers" or "Promoter and Promoter Group Sellers"):** Not Applicable

5. **Target Company**

Name of the Company	Shree Pacetronix Limited
Registered Office	Plot No 15, Sector-II, Industrial Area, Dhar, Pithampur Dist. Dhar- 454775, Madhya Pradesh, India.
CIN	L33112MP1988PLC004317
Exchange where Listed	The Equity Shares are listed on BSE Limited (Scrip ID: SHREEPAC, Scrip Code: 527005)
ISIN	INE847D01010

6. **Other Details**

- 6.1. Further details of the Offer shall be published in the DPS which shall be published within 5 Working Days from the Public Announcement as required under Regulation 13(4), 14(3) and 15(2) of the SEBI (SAST) Regulations. The DPS shall, among other things, contain details of the Open Offer including the reasons and the background of the Offer, detailed information on the Offer Price, details of the SSA, the Acquirer and the PACs and the Target Company, relevant statutory and regulatory approvals required for the Open Offer and details of financial arrangements, other terms of the Open Offer and the conditions to the Open Offer.
- 6.2. The Acquirer and the PACs undertake that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations. The Acquirer and the PACs further undertake that they have adequate financial resources to meet the obligations under the Open Offer and have made firm financial arrangements for financing the acquisition of Offer Shares in terms of Regulation 25(1) of SEBI (SAST) Regulations.
- 6.3. The Acquirer and the PACs accept full responsibility for the information contained in this PA (other than information regarding the Target Company and information compiled from publicly available sources, and the accuracy thereof which has not been independently verified by the Acquirer, the PACs or the Manager to the Offer).
- 6.4. The Acquirer and the PACs intend to retain the listing status of the Target Company and no delisting offer is proposed to be made.
- 6.5. This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.

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- 6.6. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations.
- 6.7. In this Public Announcement any discrepancy in any amounts as a result of multiplication or totalling is due to rounding off.
- 6.8. All the information pertaining to the Target Company in this Public Announcement has been compiled from publicly available sources. All the information pertaining to the Sellers contained in this PA has been obtained from them. The accuracy thereof has not been independently verified by the Manager to the Offer.
- 6.9. In this PA, all references to “₹” are references to the Indian Rupees.

Issued by Manager to the Offer

VIVRO

Vivro Financial Services Private Limited

Address: Vivro House, 11 Shashi Colony, Opp. Suvidha Shopping Centre, Paldi, Ahmedabad – 380007, Gujarat, India.

Tel No.: 079 - 4040 4242

Email: investors@vivro.net

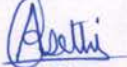



Website: www.vivro.net

SEBI Reg. No. MB/INM000010122

CIN: U67120GJ1996PTC029182

Contact Person: Shivam Patel

For and on behalf of the Acquirer and the PACs:

 Akash Sethi Acquirer	 Atul Kumar Sethi PAC-1	 Amita Sethi PAC-2	 Ashish Sethi PAC-3
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Place: Pithampur, Madhya Pradesh

Date: August 7, 2025