

PRE-OFFER ADVERTISEMENT AND CORRIDGUM TO THE DETAILED PUBLIC STATEMENT UNDER REGULATION 18(7) IN TERMS OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

## PREMIER CAPITAL SERVICES LIMITED

Corporate Identification Number: L65920MH1983PLC030629;  
Registered Office: 4, Bhrim Vatika Complex, Sir Pochkhanwala Road, Worli, Mumbai - 400030, Maharashtra, India;  
Contact Number: +91-98260-82155 / +91-731-2499910 / +91-731-4241914;  
Email Address: premiercapservices@gmail.com Website: www.premiercapitalservices.in;

THIS PRE-OFFER ADVERTISEMENT CUM CORRIDGUM TO THE DETAILED PUBLIC STATEMENT IS ISSUED BY SWARAJ SHARES AND SECURITIES PRIVATE LIMITED, THE MANAGER TO THE OFFER, ON BEHALF OF BY MR. HITESH KOTHARI (ACQUIRER 1), M/S HITESH KOTHARI HUF (ACQUIRER 2) AND M/S HARGO ENTERPRISE PRIVATE LIMITED (ACQUIRER 3), HEREINAFTER COLLECTIVELY REFERRED TO AS THE ACQUIRERS, FOR ACQUISITION OF UP TO 90.35% OFFER SHARES, REPRESENTING 26.00% OF THE VOTING SHARE CAPITAL OF PREMIER CAPITAL SERVICES LIMITED, AT AN OFFER PRICE OF ₹5.65/- PER OFFER SHARE, PAYABLE IN CASH, TO THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY, IN ACCORDANCE WITH THE PROVISIONS OF REGULATION 18 (7) OF SEBI (AST) REGULATIONS (PRE-OFFER CUM CORRIDGUM TO THE DETAILED PUBLIC STATEMENT ADVERTISEMENT).

It is imperative to note that, the Share Purchase Agreement has been terminated by the Selling Promoter Shareholders. Whereas the Acquirers are currently seeking legal opinion in regard to the said matter. This termination may have an impact on the Underlying Transaction, the details of which are specified under Paragraph 3.1.2.4, under the section 3.1 titled as "Background of the Offer" under Paragraph 3 titled as "Details of the Offer" on page 16 of the Letter of Offer, however, the Acquirers are obligated to comply with the Open Offer requirements in accordance with the SEBI (AST) Regulations.

This Pre-Offer cum corrigendum to the Detailed Public Statement Advertisement is to be read in conjunction with the: (a) Public Announcement dated Friday, February 14, 2025 ("Public Announcement"), (b) Detailed Public Statement dated Tuesday, February 18, 2025, in connection with this Offer published on behalf of the Acquirers on Thursday, February 20, 2025 in Financial Express (English daily) (All Editions), Jansatta (Hindi daily) (All Editions), and Mumbai Lakshadweep (Marathi Daily) (Mumbai Edition) ("Newspapers") ("Detailed Public Statement"), (c) Draft Letter of Offer dated Friday, February 28, 2025 filed and submitted with SEBI pursuant to the provisions of Regulation 16 (1) of the SEBI (AST) Regulations ("Draft Letter of Offer"), (d) Letter of Offer dated Monday, August 25, 2025, along with the Form of Acceptance-cum-Acknowledgement ("Letter of Offer"), (e) Recommendations of the Independent Directors of the Target Company which were approved on Monday, September 04, 2025 and published in the Newspapers on Tuesday, September 02, 2025 ("Recommendations of the Independent Directors of the Target Company") ("Public Announcement, Detailed Public Statement, Draft Letter of Offer, Letter of Offer, Recommendations of the Independent Directors, and this Pre-Offer Advertisement cum Corrigendum to the Detailed Public Statement of the Target Company are hereinafter collectively referred to as 'Offer Documents' issued by the Manager on behalf of the Acquirers.

Public Shareholders of the Target Company are requested to kindly note the following:

For capitalized terms used hereinafter, please refer to the Paragraph 1 titled as "Definitions and Abbreviations" on page 8 of the Letter of Offer.

### A. Offer Price

The Offer is being made at a price of ₹5.65/- per Offer, payable in cash.

There has been no revision in the Offer Price.

### B. Recommendations of the Committee of Independent Directors ("IDC")

A Committee of Independent Directors of the Target Company comprising of Mr. Aman Sanghvi as the Chairperson of the IDC, Mr. Neeraj Goenka, members of IDC approved their recommendation on the Offer on Monday, September 01, 2025 and published in the Newspapers on Tuesday, September 02, 2025. The IDC Members are of the opinion that the Offer Price to the Public Shareholders of the Target Company is fair and reasonable and is in line with SEBI (AST) Regulations. Public Shareholders may, therefore, independently evaluate the offer and take an informed decision.

### C. Other details with respect to Offer

- This Offer is not a competing offer in terms of Regulation 20 of the SEBI (AST) Regulations. There has been no competitive bid to the Offer.
- The Letter of Offer has been dispatched on Thursday, August 28, 2025, to the Public Shareholders of the Target Company whose names appeared on the register of members as on the Identified Date, i.e., Wednesday, August 20, 2025. The dispatch has been carried out through post to those Public Shareholders who had not registered their e-mail addresses with the Depositories and/or the Target Company, and through electronic mode (e-mail) to those Public Shareholders whose e-mail addresses were registered with the Depositories and/or the Target Company.
- The Draft Letter of Offer dated Friday, February 28, 2025, was filed and submitted with SEBI pursuant to the provisions of Regulation 16 (1) of the SEBI (AST) Regulations, for its Observations. In pursuance of which all the observations received from SEBI vide letter bearing reference number SEBI/B/OC/FD/CFD/RAC-DR2/P/OW/2025/0000223261' dated Monday, August 28, 2025, incorporated in the Letter of Offer.
- Except as stated hereinabove, there have been no material changes in relation to the Offer, other than those already disclosed in the Letter of Offer.
- The Public Shareholders of the Target Company are requested to take note that as of the Identified date i.e Wednesday, August 20, 2025, the total number of public shareholders stood at 7089.
- Public Shareholders of the Target Company are requested to take note that, pursuant to this Corrigendum to the Letter of Offer, the date table mentioned under sub paragraph 4.3.4 "The promoters and shareholder of the Acquirer 3 are outlined as below:" under paragraph 4. "Background of Acquirers" on page 32 of the Letter of Offer shall be read as under:-

Name	Number of equity shares held of face value of ₹10.00/-	Percentage of equity and voting share capital
Mr. Hitesh Kothari (Acquirer 1)	42,920	10.73%
M/s Hitesh Kothari HUF (Acquirer 2)	1,00,000	25.00%
Mr. Bhupesh Kothari	1,58,080	39.52%
Mrs. Garvita Kothari	34,000	8.5%
BSR Finance & Constructions Limited	35,000	8.75%
Minaxi Suppliers Private Limited	25,000	6.25%
Jalebi Bae Private Limited	5,000	1.25%
<b>Total</b>	<b>4,00,000</b>	<b>100.00%</b>

4.3. Public Shareholders of the Target Company are requested to take note that, pursuant to this Corrigendum to the Letter of Offer, the Face Value mentioned under the "1. Definitions and Abbreviations" on Page 9 shall be read as under:

[Equity Shares] The fully paid-up equity shares of the Target Company of face value of ₹10.00/- each

5. Please note that a copy of the Letter of Offer is also available and accessible on the websites of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), the Target Company at [www.premiercapitalservices.in](http://www.premiercapitalservices.in), the Registrar to the Offer at [www.purvashare.com](http://www.purvashare.com), the Manager to the Offer at [www.swarajshares.com](http://www.swarajshares.com), and BSE Limited at [www.bseindia.com](http://www.bseindia.com), from which the Public Shareholders can download/print the same.

### D. Instructions for Public Shareholders

a) In case of Equity Shares are held in the Dematerialized Form: The Public Shareholders who are holding Equity Shares in electronic/dematerialized form and who desire to tender their Equity Shares in this Offer shall approach their respective Selling Broker indicating to their Selling Broker the details of Equity Shares that such Public Shareholder intends to tender in this Offer. Public Shareholders should tender their Equity Shares before market hours close on the last day of the Tendering Period. For further information, kindly refer to Paragraph 9.14, titled as "The procedure for tendering to be followed by Public Shareholders holding Equity Shares in the dematerialized form" on page 69 of the Letter of Offer.

b) In case of Equity Shares are held in Physical Form: As per the provisions of Regulation 40(1) of the SEBI (LODR) Regulations and SEBI's press release dated December 3, 2018, bearing reference no. 51/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialized form with a depositary with effect from April 1, 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBI/HO/CDF/CMD1/CIRP/2020/144 dated July 31, 2020, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (AST) Regulations. Accordingly, Public Shareholders holding Equity Shares in physical form as well as eligible to tender their Equity Shares in this Offer as per the provision of the SEBI (AST) Regulations. Public Shareholders who are holding Equity Shares in physical form and intend to participate in the Offer will be required to approach their respective Selling Broker along with the complete set of documents for verification procedures to be carried out, including the (i) original share certificate(s), (ii) valid share transfer form(s), i.e. Form SH-4, duly filled and signed by the transferee(s) (i.e. by all registered shareholders in same order and as per the specimen signatures registered with the Target Company) and duly witnessed at the appropriate place, (iii) self-attested copy of the shareholder's PAN Card, (iv) Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by sole/ joint Public Shareholders whose name(s) appears on the share certificate(s) in the same order in which they hold Equity Shares, and (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. For further information, kindly refer to the Paragraph 9.13, titled as 9.13. "The procedure Equity Shares held in physical form" on page 68 of the Letter of Offer.

c) Procedure for tendering the Shares in case of non-receipt of the Letter of Offer: Public Shareholders who have acquired Equity Shares but whose names do not appear in the records of Depositories on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer. In case of non-receipt of the Letter of Offer, such Public Shareholders of the Target Company may download the same from the SEBI website ([www.sebi.gov.in](http://www.sebi.gov.in)) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares of the Target Company. Alternatively, in case of non-receipt of the Letter of Offer, shareholders holding the Equity Shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder(s), stating name, address, number of shares held, client ID number, DP name, DP ID number, number of shares tendered and other relevant documents. Such Public Shareholders have to ensure that their order is entered in the electronic platform to be made available by Stock Exchanges before the closure of the Offer. For further information, kindly refer to the Paragraph 9.16, titled as 9.16. "Procedure for tendering the Equity Shares in case of non-receipt of Letter of Offer" on page 70 of the Letter of Offer.

E. Status of Statutory and Other Approvals

As on the date of this Letter of Offer, there are no statutory or other approvals required for implementing the Offer except as mentioned in the Letter of Offer. For further information, kindly refer to the Paragraph 8.3, titled as "Statutory Approvals and conditions of the Offer" at page 64 of the Letter of Offer.

F. Procedure for Acceptance and Settlement of Offer

The Open Offer will be implemented by the Acquirers through Stock Exchange mechanism made available by BSE Limited in the form of separate window ("Acquisition Window") as provided under the SEBI (AST) Regulations, SEBI circular bearing reference number CIR/CFD/POLICYCELL/2015 dated 13 April 2015, as amended read along with SEBI Circular CFD/DCR/II/CIR/P/2016/131 dated 9 December 2016, as amended, and SEBI Circular bearing number SEBI/HO/CDF/CDR-II/CIR/P/2021/615 dated February 16, 2023, a lien shall be marked against the shares of the shareholders participating in the tender offers. Upon finalisation of the entitlement, only accepted quantity of shares shall be debited from the demat account of the shareholders. The lien marked against unaccepted shares shall be released. The detailed procedure for tendering and settlement of shares under the revised mechanism is specified under the Paragraph 9 titled as "Procedure for Acceptance and Settlement of the Offer" on page 66 of the Letter of Offer.

G. Revised Schedule of Activities

Activity	Tentative Schedule (as specified under the Draft Letter of Offer (Day and Date))	REVISED SCHEDULE (UPON RECEIPT OF SEBI OBSERVATION LETTER)
Date of issue of the Public Announcement	Friday, February 14, 2025	FRIDAY, FEBRUARY 14, 2025
Date for publication of Detailed Public Statement in the Newspapers	Thursday, February 20, 2025	THURSDAY, FEBRUARY 20, 2025
Date for filing of the Draft Letter of Offer with SEBI	Friday, February 28, 2025	FRIDAY, FEBRUARY 28, 2025
Last date for public announcement for a Competing Offer(s) <sup>(1)</sup>	Monday, March 17, 2025	MONDAY, MARCH 17, 2025
Date for receipt of SEBI observations on the Draft Letter of Offer	Monday, March 24, 2025	MONDAY, AUGUST 18, 2025
Identified Date <sup>(2)</sup>	Wednesday, March 26, 2025	WEDNESDAY, AUGUST 20, 2025
	Thursday, April 03, 2025	THURSDAY, AUGUST 28, 2025
Last date by which the Letter of Offer after duly incorporating SEBI's comments to the Draft Letter of Offer, is required to be dispatched to the Public Shareholders whose names appear on the register of members on the Identified Date	Tuesday, April 08, 2025	TUESDAY, SEPTEMBER 02, 2025
Last date by which the committee of the independent directors of the Target Company shall give its recommendation on the Offer to the Public Shareholders	Wednesday, April 09, 2025	WEDNESDAY, SEPTEMBER 03, 2025
Last date for upward revision of the Offer price/ Offer size	Wednesday, April 09, 2025	WEDNESDAY, SEPTEMBER 03, 2025
Last date of publication of the Offer opening public announcement, announcing the schedule of activities of the Offer, status of statutory and other approvals if any, and procedure for tendering acceptances in the Newspapers in which this Detailed Public Statement has been published	Friday, April 11, 2025	THURSDAY, SEPTEMBER 04, 2025
Date of commencement of Tendering Period ('Offer Opening Date')	Monday, April 28, 2025	THURSDAY, SEPTEMBER 18, 2025
Date of expiry of Tendering Period ('Offer Closing Date')	Tuesday, May 13, 2025	FRIDAY, OCTOBER 03, 2025
Date by which all requirements including payment of consideration, rejection/acceptance and return of Equity Shares to the Public Shareholders of the Target Company whose Equity Shares have been rejected in this Offer <sup>(3)</sup>	Friday, March 21, 2025	FRIDAY, OCTOBER 10, 2025
Last date for publication of the post-Open Offer public announcement in the Newspaper <sup>(4)</sup>	Friday, March 21, 2025	FRIDAY, OCTOBER 10, 2025
Last date for filing the post-Offer report with SEBI <sup>(5)</sup>		

Note:  
(1) There has been no competing offer for this Offer.  
(2) Identified Date is only for the purpose of determining the Public Shareholders as on such date to whom the Letter of Offer would be sent in accordance with the SEBI (AST) Regulations. It is clarified that all the Public Shareholders (even if they acquire Equity Shares and become shareholders of the Target Company after the Identified Date) are eligible to participate in this Offer any time during the Tendering Period.  
(3) The action set out above may be completed prior to their corresponding dates subject to compliance with the SEBI (AST) Regulations.  
(4) Documents for Inspection

The copies of the documents listed under Paragraph 11 titled as "Documents for Inspection" on page 83 of the Letter of Offer will be available for inspection at the principal place of business of the Manager to the Offer, Swaraj Shares and Securities Private Limited, located at Unit No 402, Antarksh, Makwana Road, Marol, Andheri East, Mumbai - 400059, Maharashtra, India on any working day between 10:00 a.m. (Indian Standard Time) and 5:00 p.m. (Indian Standard Time) during the Tendering Period commencing from Thursday, September 04, 2025, to Thursday, September 18, 2025. Further, in light of SEBI Circular SEBI/HO/CDF/DCR/II/CIR/P/2021/139 dated July 27, 2020, read with SEBI Circular SEBI/CIR/CFD/DCR/II/CIR/P/2020/83 dated May 14, 2020, copies of the following documents will be available for inspection to the Public Shareholders electronically during the Tendering Period. The Public Shareholders interested to inspect any of the following documents can send an email from their registered email addresses (including sharing details and authority letter) in the event the Public Shareholder is a corporate body) with a subject line "[Documents for Inspection - PRECAP Open Offer]", to the Manager to the Open Offer at [takotower@swarajshares.com](mailto:takotower@swarajshares.com), and upon receipt and processing of the received request, access can be provided to the respective Public Shareholders for electronic inspection of documents.

The Acquirers accept full responsibility for the information contained in this Pre-Offer cum Corrigendum to the Detailed Public Statement Advertisement (other than such information as has been obtained from public sources or provided by or relating to and confirmed by the Target Company) and undertake that it aware of and will comply with their obligations under the SEBI (AST) Regulations in respect of this Open Offer. The Acquirers will be severally and jointly responsible for ensuring compliance with the SEBI (AST) Regulations. The persons signing this Pre-Offer cum Corrigendum to the Detailed Public Statement Advertisement on behalf of the Acquirers have been duly and legally authorized to sign this Letter of Offer.

This Pre-Offer Advertisement and Corrigendum to the Detailed Public Statement will also be accessible on the websites of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), the Target Company at [www.premiercapitalservices.in](http://www.premiercapitalservices.in), the Registrar to the Offer at [www.purvashare.com](http://www.purvashare.com), the Manager to the Offer at [www.swarajshares.com](http://www.swarajshares.com), and BSE Limited at [www.bseindia.com](http://www.bseindia.com).

Issued by the Manager to the Offer on behalf of the Acquirers

**SWARAJ**  
SHARES & SECURITIES PVT LTD

Unit No 402, Antarksh, Makwana Road, Marol, Andheri East, Mumbai – 400059, Maharashtra, India  
Telephone Number: +91-22-69649999

Email Address: [takotower@swarajshares.com](mailto:takotower@swarajshares.com)

Investors Grievance Email Address: [investor.relations@swarajshares.com](mailto:investor.relations@swarajshares.com)

Contact Person: Mr. Tanmay Banerjee/Ms. Pankita Patel

SEBI Registration Number: INM00012980

Validity: Permanent

Date: Tuesday, September 02, 2025

Place: Mumbai

