

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

*This Letter of offer (LOO) is sent to you as shareholder(s) of **DHANVARSHA FINVEST LIMITED**. If you require any clarifications about the action to be taken, you may please consult your stock broker or investment consultant or Manager to the Offer or Registrar to the Offer. In case you have recently sold your equity shares in DHANVARSHA FINVEST LIMITED, please hand over this Letter of offer and the accompanying Form of Acceptance cum Acknowledgement ("Acceptance Form") and Transfer Deed(s) to the Member of Stock Exchange through whom the said sale was effected.*

OPEN OFFER ("Offer") BY**Truvalue Agro Ventures Private Limited**

Registered Office: 1st Floor, DJ House (Erstwhile Wilson House), Old Nagardas Road, Andheri (East), Mumbai – 400 069
Tel: +91-22-6751 8888, **Email:** truvalueagro@gmail.com,

To acquire up to 35,10,000 equity shares of Rs. 10 each at an Offer Price of Rs. 21 per equity share of Rs 10 each payable in cash, representing 26% of the total expended equity share capital / voting capital
Pursuant to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof

OF**DHANVARSHA FINVEST LIMITED**

Registered Office: B Wing, 813/2, Mondeal Square, Opp. Karnavati Club, S G Highway, Ahmedabad - 380015
Tel: +91-79-40320311; **Email:** dhanvarshafinvest@gmail.com

ATTENTION:

1. This Offer is being made by the Acquirer pursuant to Regulations 3(1) and 4 of the SEBI (SAST) Regulations.
2. As on date of this LOO, no statutory approvals are required except as mentioned in para 8.15 hereunder.
3. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations and is not a competing offer in terms of the Regulation 20 of SEBI (SAST) Regulations.
4. Upward revision/withdrawal, if any, of the Offer would be informed by way of an Issue Opening Public Announcement in the same newspapers where the original Detailed Public Statement has appeared. Acquirer is permitted to revise the Offer Size and/or Offer Price upwards only at any time prior to the commencement of last three working days before the commencement of the Tendering Period i.e. till **Friday, September 15, 2017**. The same price will be payable by the Acquirer for all the shares tendered anytime during the Tendering Period.
5. **There is no competing offer as on the date of this Letter of Offer.**
6. **If there is a competing offer, the public offer under all the subsisting bids shall open and close on the same date.**
7. **A copy of Public Announcement ("PA"), Detailed Public Statement ("DPS") and this Letter of Offer (LOO) along with Form of Acceptance cum Acknowledgement is also available on SEBI website: www.sebi.gov.in**

MANAGER TO THE OFFER		REGISTRAR TO THE OFFER	
	Chartered Capital And Investment Limited 711, Mahakant, Opp. V S Hospital, Ellisbridge, Ahmedabad – 380006 Tel: +91-79-2657 7571/2657 5337 Fax: +91-79-2657 5731 Email: info@charteredcapital.net Contact Person: Mr. Manoj Kumar Ramrakhyani/ Mr. Sagar Bhatt SEBI Registration No.: INM000004018		Bigshare Services Private Limited 1 st Floor, Bharat Tin Works Building, Opp Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400 059, Tel: +91-22-62638200, Fax: +91-22-62638299, Email: openoffer@bigshareonline.com. Contact Person: Mr. Jibu John, SEBI Registration No.: INR000001385 Investor Grievance Email: investor@bigshareonline.com

SCHEDULE OF THE MAJOR ACTIVITIES OF THE OFFER

Sr. No.	Activity	Day and Date
1.	Date of Public Announcement	Thursday, July 27, 2017
2.	Date of publication of the DPS	Thursday, August 3, 2017
3.	Last date for a Competitive Bid / Offer	Tuesday, August 29, 2017
4.	Identified Date*	Thursday, September 7, 2017
5.	Date by which Letter of offer will be dispatched to the Shareholders	Thursday, September 14, 2017
6.	Last date for upward revision of Offer Price and/or Offer Size	Friday, September 15, 2017
7.	Last date by which Board of the Target Company shall give its recommendation	Tuesday, September 19, 2017
8.	Offer opening PA releasing date	Wednesday, September 20, 2017
9.	Date of commencement of tendering period (offer opening date)	Thursday, September 21, 2017
10.	Date of closing of tendering period (offer closing date)	Thursday, October 5, 2017
11.	Date by which all requirements including payment of consideration would be completed	Monday, October 23, 2017

(*) Date for the purposes of determining the public shareholders of the Target Company to whom the Letter of Offer shall be sent.

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RISK FACTORS

i. Risk in association with the Transaction

The preferential allotment of 57,42,200 fully paid up Equity Shares of face value Rs.10 each of Target Company for cash, at a price of Rs.21 per Equity Share (including premium of Rs.11 per Equity Share) aggregating to Rs.1205.862 lacs to the acquirer is subject to receipt of approval from the shareholders of the Target Company in accordance with the provisions of section 62(1)(c) and all other applicable provision, if any, of the Companies Act, 2013 read with Rules made thereunder (including any amendment or statutory modifications or reenactment thereof, for the time being in force), provision of Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, receipt of “in-principle” approval for listing from BSE Limited under regulation 28 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listing and trading approval of BSE, and approval of Reserve Bank of India in terms of Paragraph 59 of Master Direction DNBR.PD.007/03.10.119/2016-17, September 01, 2016 [Master Direction - Non-Banking Financial Company –Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016].

ii. Risk in association with the Offer

- To the best of knowledge and belief of the Acquirer, as of the date of this DPS, except approval of Reserve Bank of India in terms of Paragraph 59 of Master Direction DNBR.PD.007/03.10.119/2016-17, September 01, 2016 [Master Direction - Non-Banking Financial Company –Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016], there are no other statutory approvals required for this Offer. Target Company has not yet made the said application and same will be filed in due course of time.
However, if any other statutory approvals are required or become applicable prior to completion of this Offer, this Offer would be subject to the receipt of such other statutory approvals that may become applicable at a later date. The Acquirer reserves the right to withdraw the Offer in accordance with Regulation 23(1)(a) of the SEBI (SAST) Regulations in the event the requisite statutory approvals for the purpose of this Offer or those that may be necessary at a later date, are refused.
- In the event that (a) the regulatory approvals are not received in a timely manner; or (b) there is any litigation to stay the offer; or (c) SEBI instructs the Acquirer not to proceed with the offer or to comply with certain conditions before proceeding the offer, then the offer process may be delayed beyond the schedule of activities indicated in this Letter of offer. Consequently, the payment of consideration to the public shareholders of DFL, whose shares have been accepted in the offer as well as the

return of shares not accepted by the acquirer, may be delayed. The tendered equity shares and documents will be held by the Registrar to the Offer, until such time as the process of acceptance of such equity shares and the payment of consideration thereto is completed.

- In case of delay in receipt of any statutory approval, SEBI has the power to grant extension of time to Acquirer for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations.
- The equity shares tendered in the Offer will be held in trust by the Clearing Corporation / Registrar to the Offer until the completion of the Offer (in accordance with the Regulations and other applicable laws, rules and regulations), and the shareholders will not be able to trade, sell, transfer, exchange or otherwise dispose of such equity shares until the completion of the Offer or withdrawal of the Offer in accordance with Regulation 23(1) of the SEBI (SAST) Regulations. During such period there may be fluctuations in the market price of the equity shares. Accordingly, the Acquirer does not make any assurance with respect to the market price of the equity shares at any time, whether during or upon or after the completion of the Offer, and disclaim any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any shareholder on whether to participate or not to participate in the Offer
- Shareholders should note that the Shareholders who tender the Equity Shares in the Offer shall not be entitled to withdraw such acceptances during the Tendering Period.
- In the event of over-subscription to the offer, the acceptance will be on a proportionate basis and hence there is no certainty that all the shares tendered by the shareholders in the Offer will be accepted.
- This Offer is subject to completion risks as would be applicable to similar transactions.

iii. Risk in association with the Acquirer

- The Acquirer makes no assurance with respect to financial performance of the Target Company.
- The Acquirer makes no assurance with respect to its investment/divestment decisions relating to its proposed shareholding in the Target Company.
- The Acquirer makes no assurance of market price of shares of the Target Company during or after the offer.
- The Acquirer and the Manager to the Offer accept no responsibility for statements made otherwise than in the Letter of Offer (LOO)/ Detailed Public Statement (DPS)/Public Announcement (PA) and anyone placing reliance on any other sources of information (not released by the Acquirer) would be doing so at his / her / its own risk.
- The Acquirer does not accept the responsibility with respect to the information contained in PA or DPS or LOO that pertains to the Target Company and has been compiled from publicly available sources and/or provided/confirmed by the company and have not been independently verified.

The risk factors set forth above, pertain to the Transactions, offer & the acquirer and not in relation to the present or future business or operations of DFL or any other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risk involved in participation or otherwise by a shareholder in the offer. Shareholders of DFL are advised to consult their stockbrokers or investment consultants, if any for further risk with respect to their participation in the offer. Each Shareholder of the Target Company is hereby advised to consult with legal, financial, tax, investment or other advisors and consultants of their choice, if any, for further risks with respect to each such Shareholder's participation in the Offer and related transfer of Equity Shares of the Target Company to the Acquirer.

1. DEFINITIONS/ABBREVIATIONS

Sr. No	Term	Definition/Abbreviation
1.	Acquirer or The Acquirer	Truvalue Agro Ventures Private Limited, a Company incorporated under Companies Act, 2013 and having its registered office at 1 st Floor, DJ House (Erstwhile Wilson House), Old Nagardas Road, Andheri (East), Mumbai – 400 069
2.	AGM	Annual General Meeting
3.	ASE	Ahmedabad Stock Exchange Limited

4.	Board of Directors	Board of Directors of the Target Company
5.	BSE	BSE Limited
6.	Book Value Per Share	[Equity Capital + Free Reserve (excluding Revaluation Reserve) - Debit balance in Profit & Loss A/c – Misc expenditure not written off] / No. of Equity Shares
7.	CDSL	Central Depository Services (India) Limited
8.	Closure of the Tendering Period	Thursday, October 5, 2017
9.	Depositories	CDSL and NSDL
10.	DLOO	The draft letter of offer filed with SEBI pursuant to Regulation 16(1) of the SEBI (SAST) Regulations
11.	DPS or Detailed Public Statement	Detailed Public Statement which appeared in the newspapers on Thursday, August 3, 2017
12.	Earnings Per Share / EPS	Profit After Tax available to Equity Shareholders / Weighted Average No. of Equity Shares
13.	EGM	Extra-Ordinary General Meeting
14.	Equity Share	Fully paid up Equity shares of Rs. 10 each of Target Company
15.	Form of Acceptance or FOA	Form of Acceptance - cum - Acknowledgement
16.	Identified Date	Thursday, September 7, 2017
17.	Insider Trading Regulations	SEBI (Prohibition of Insider Trading) Regulations, 2015 and subsequent amendments thereof
18.	LOO or Letter of offer	The Letter of Offer dated [●], including the Form of Acceptance-cum-Acknowledgement
19.	Manager to the Offer or Merchant Banker	Chartered Capital And Investment Limited
20.	DFL / Target Company	Dhanvarsha Finvest Limited
21.	Networth	Equity Capital + Free Reserve (excluding Revaluation Reserve) –Debit balance in Profit & Loss A/c – Misc expenditure not written off
22.	NRI	Non Resident Indian
23.	NSDL	National Securities Depository Limited
24.	Offer or The Offer or Open Offer	Offer for acquisition up to 35,10,000 equity shares of Rs.10 each of DFL representing 26% of the total expanded equity share capital / voting capital of Target Company at a price of Rs. 21 per equity share of Rs 10 each payable in cash.
25.	Offer Period	Period from the date of meeting of the Board of Directors of the Target Company which authorized preferential allotment of 57,42,200 Equity Shares to the acquirer (/Public Announcement for the open offer) i.e. July 27, 2017 till payment of consideration to the Shareholders who have accepted the open offer or the day on which the open offer is withdrawn, as the case may be.
26.	Offer Price	Rs.21 per equity share of Rs 10 each of the Target Company payable in cash
27.	PAC	Person Acting in Concert
28.	PAN	Permanent Account Number
29.	Preferential Allotment	Issue and allotment of 57,42,200 Equity Shares of Rs.10 each for cash at a price of Rs.21 each per equity share on a preferential basis to Acquirer
30.	Public Announcement or “PA”	Public Announcement of the Open Offer by the Acquirer, made as per SEBI (SAST) Regulations dated Thursday, July 27, 2017.
31.	RBI	Reserve Bank of India
32.	Registrar or Registrar to the Offer	Bigshare Services Private Limited
33.	Return on Net worth	[(Profit after Tax available for Equity Shareholders) / (Equity Capital + Free Reserves excluding Revaluation reserve – Debit balance in Profit & Loss A/c – Misc expenditure not written off)]X100

34.	Rs/ Rupee	Indian Rupee
35.	SEBI	Securities and Exchange Board of India
36.	SEBI (SAST) Regulations, 2011 / Takeover Regulation/ SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof
37.	SEBI Act	Securities and Exchange Board of India Act, 1992
38.	SEBI (ICDR) Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and subsequent amendment thereto
39.	Stock Exchange	BSE Limited
40.	Tendering Period	Period commencing from Thursday, September 21, 2017 and closing on Thursday, October 5, 2017 (both days inclusive)
41.	Total expended equity share capital	Total expended equity share capital of the target company as of tenth working day from the closure of the tendering period including the proposed allotment of 57,42,200 Equity Shares on a preferential basis
42.	Working Day	A working day of SEBI, Mumbai

Note: All terms used in this Letter of Offer, and not specifically defined herein, shall have the same meanings ascribed to them in the SEBI (SAST) Regulations.

2. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF DHANVARSHA FINVEST LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER DULY DISCHARGES ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, CHARTERED CAPITAL AND INVESTMENT LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED WEDNESDAY, AUGUST 9, 2017 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDEMENTS THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.

3. DETAILS OF THE OFFER

3.1 Background of the Offer

- 3.1.1 This Open Offer is being made by Acquirer to the public shareholders of Target Company in compliance with Regulations 3(1) and 4 of SEBI (SAST) Regulations for substantial acquisition of equity shares and voting rights, accompanied with a change in management control of the Target Company.
- 3.1.2 Board of Directors of the Target Company has, at their meeting held on July 27, 2017 approved, subject to the approval of the shareholders of the Target Company by way of a special resolution which is proposed to be taken at their ensuing Annual General Meeting (AGM) of the Target

Company and other regulatory approvals, preferential allotment of 57,42,200 Equity Shares of Rs.10 each (representing 42.53% of total expanded equity share capital/voting capital of the Target Company) for cash at a price of Rs.21 each per equity share (including premium of Rs.11 per equity share) to the acquirer i.e. Truvalue Agro Ventures Private Limited.

- 3.1.3 This offer is being made by the acquirer due to the proposed allotment of Equity Shares under preferential issue to the acquirer which will trigger the regulation 3(1) of SEBI (SAST) Regulations making it necessary for the acquirer to make an open offer. Upon completion of the preferential allotment and this open offer, the acquirer will acquire the controlling stake in the company and will be termed as “promoter” of the target company in place of existing promoters of the Company and will trigger regulation 4 of SEBI (SAST) Regulations.
- 3.1.4 By the above acquisition, the Acquirer will be holding substantial stake and will be in control of the Target Company. Accordingly, this offer is being made in terms of regulation 3(1) and 4 read with regulation 13(2)(g) and other applicable provisions of the SEBI (SAST) Regulations.
- 3.1.5 The Offer is not as a result of global acquisition resulting in indirect acquisition of the Target Company.
- 3.1.6 The Acquirer has not been prohibited by SEBI from dealing in securities, in terms of direction u/s 11B of the SEBI Act or under any of the Regulations made under the SEBI Act.
- 3.1.7 The Acquirer has deposited Cash in Escrow account under Regulation 17 of SEBI (SAST) Regulations, which is more than 100% of the consideration payable under the Offer assuming full acceptance of the Offer.
- 3.1.8 None of the existing Directors on the Board of Target Company, except Mr. Karan Neale Desai who is connected with the promoter of acquirer, represents the acquirer.
- 3.1.9 In terms of proviso to the Regulation 24(1), the Acquirer is entitled for appointment of their representatives on the Board of Directors of the Target Company after an initial period of fifteen working days from the date of Detailed Public Statement but as on date no such director has been identified by the Acquirer.
- 3.1.10 As per Regulations 26(6) and 26(7) of SEBI (SAST) Regulations, the Board of Director of the Target Company will constitute a committee of independent directors who would provide its written reasoned recommendation on the Offer to the Shareholders of the Target Company and such recommendations shall be published at least two working days before the commencement of the Tendering Period in the same newspaper where the DPS of the Offer was published.
- 3.1.11 As on date, the Acquirer does not hold any equity share in the Target Company.

3.2 Details of the Offer

- 3.2.1 The Acquirer has made DPS in the following newspapers, namely i) Financial Express (English) (all editions), (ii) Jansatta (Hindi) (all editions), (iii) Financial Express (Gujarati) (Ahmedabad edition) and (iv) Mumbai Tarun Bharat (Marathi) (Mumbai edition) which published on Thursday, August 3, 2017. The Public Announcement and the DPS are also available on the SEBI website at www.sebi.gov.in.
- 3.2.2 The Acquirer is making this Offer, pursuant to Regulations 3(1) and 4 of SEBI (SAST) Regulations, to acquire up to 35,10,000 equity shares (“Offer”) of Rs. 10 each representing 26% of the total expanded equity share capital / voting capital of DFL (the “**Offer Size**”) at a price of Rs. 21 each (Rupees Twenty One Only) per equity share (the “**Offer Price**”) payable in cash in accordance with the SEBI (SAST) Regulations and subject to the terms and conditions mentioned hereinafter in the DPS and the Letter of Offer. These equity shares which are to be acquired by the Acquirer should be free from liens, charges and encumbrances of any kind whatsoever.
- 3.2.3 This Offer is not subject to the receipt of any Statutory Approval except as mentioned hereunder in para 8.15.
- 3.2.4 There are no outstanding warrants or convertible securities or partly paid up Equity Shares in the Target Company.
- 3.2.5 This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations. There has been no competing offer as on the date of this Draft Letter of Offer.
- 3.2.6 This Offer is not subject to any minimum level of acceptance. Further there is no differential pricing for this Offer.
- 3.2.7 The Acquirer has not acquired any equity shares of the Target Company after the date of Public Announcement **i.e. Thursday, July 27, 2017**, till the date of this Letter of Offer.

- 3.2.8 Upon completion of the Open Offer, assuming full acceptances, the public shareholding of the Target Company will not fall below minimum level of public shareholding as required to be maintained as per Rule 19A(1) of the Securities Contract (Regulation) Rules, 1957 as amended. Hence, the provisions of regulation 7(4) of the SEBI (SAST) Regulations are not applicable.

3.3 Object of the acquisition/Offer

- 3.3.1 The Acquirer shall achieve substantial acquisition of equity shares and voting capital, accompanied with effective management control over the Target Company after completion of Preferential Allotment and Open Offer.
- 3.3.2 The Acquirer's objective and intent for acquiring substantial acquisition and control of the Target Company is primarily to improve the business performance and to strengthen the competence of the Target Company with its experience and by way of infusing capital into it. Acquirer is of opinion that the business of the Target Company has great potential which will ultimately benefit acquirer. The Acquirer will continue existing line of business of the Target Company and may diversify its business activities in future only with the prior approval of shareholders. However, depending on the requirements and expediency of the business situation and subject to the provisions of the Companies Act, 2013, Memorandum and Articles of Association of DFL and all applicable laws, rules and regulations, the Board of Directors of DFL will take appropriate business decisions from time to time in order to improve the performance of the Target Company. The Acquirer cannot ascertain the repercussions, if any, on the employees and locations of the business place of Target Company.
- 3.3.3 The Acquirer reserves the right to streamline/restructure its holding in the Target Company and/or the operations, assets, liabilities and/or business of the Target Company, through arrangements, restructurings, mergers, sale of assets or undertakings and/or renegotiation or termination of existing contractual /operating arrangements, at a later date. Such decisions will be taken in accordance with procedures set out by applicable law and pursuant to business requirements and in line with opportunities or changes in the economic scenario, from time to time and with approval of Board of Directors. In terms of Regulation 25(2) of SEBI (SAST) Regulations, as on date, the Acquirer does not have any plans to dispose of or otherwise encumber any assets of the Target Company in the next 2 years, except (i) in the ordinary course of business, or (ii) with the prior approval of the shareholders by way of a special resolution passed by postal ballot, in terms of regulation 25(2) of SEBI (SAST) Regulations, or (iii) to the extent required for the purpose of restructuring and/or rationalization of assets, investments, liabilities or business of the Target Company, and (iv) in accordance with the prior decision of Board of Directors of the Target Company. Further, subject to the requisite approvals, the Acquirer may evaluate options regarding disposal of any surplus assets.

4. BACKGROUND OF THE ACQUIRER

M/s Truvalue Agro Ventures Private Limited

1. M/s Truvalue Agro Ventures Private Limited ("Truvalue") is a private limited Company incorporated with the Registrar of Companies, Maharashtra at Mumbai vide its certificate of incorporation dated December 18, 2014 having CIN: U51101MH2014PTC260223. At present the Registered Office of the Company is situated at 1st Floor, DJ House (Erstwhile Wilson House), Old Nagardas Road, Andheri (East), Mumbai – 400 069, Tel No: +91-22-6751 8888. There has been no change in the name of the Truvalue since its incorporation.
2. The Equity Shares of Truvalue is not listed at any Stock Exchange.
3. At present, Truvalue is engaged in the business of trading of the agro commodities/agricultural products like Rice, Toor Dal, Palm Oil, White Crystal Sugar, Sugar S-30, Animal Feed Supplement etc.
4. As on date, the Authorized Share Capital of the Truvalue is Rs. 5,00,00,000 (Rupees Five Crore only) consisting of 50,00,000 equity shares of Rs. 10 each. The issued, subscribed and paid up capital is Rs. 2,43,00,000 (Rupees Two Crore Fourty Three Lacs only) consisting of 24,30,000 equity shares of Rs. 10 each.
5. Mr. Nimir K Mehta is the promoter and has control over Truvalue. Truvalue does not belong to any group.
6. As on date, the Acquirer does not hold any Shares of the Target Company.

7. The shareholding pattern of Truvalue as on the date is as under:

Sr. No.	Name of the shareholder	No. of Shares	% of Shareholding
1.	Mr. Nimir K Mehta	24,25,000	99.79
2.	Ms. Minaxi K Mehta	5,000	0.21
	Total	24,30,000	100.00

8. The Board of Directors of Truvalue as on date consist of the following:

Mr. Nimir K Mehta (DIN: 00699993) was appointed on the Board of the Truvalue on December 18, 2014. He has 9 years of experience in various projects in the Agro based industry. He is also promoter of a company which offers complete water & waste water treatment solutions.

Mr. Nilay K Mehta (DIN: 03373234) was appointed on the Board of the Truvalue on November 25, 2015. He has 6 years of experience in trading of agro products.

Ms. Minaxi K Mehta (DIN: 03050609) was appointed on the Board of the Truvalue on June 7, 2016. She is assisting in the family business of trading of agro products for last 6 years.

None of the above is already on the Board of Directors of the Target Company.

9. The audited financials of Truvalue for the financial years 2014-15, 2015-16 and 2016-17 are given below:

(Rs in Lacs)			
Profit & Loss Statement	Year Ended 31.03.2015 (Audited)	Year Ended 31.03.2016 (Audited)	Year Ended 31.03.2017 (Audited)
Income from Operations	2009.808	14650.106	21737.986
Other Income	-	0.068	15.020
Increase / (Decrease) in Stock	305.386	134.307	(245.334)
Total Income	2315.194	14784.481	21507.672
Total Expenditure (Excluding Depreciation, Interest)	2308.270	14641.289	20936.202
Profit before Depreciation, Interest and Tax	6.923	143.191	571.470
Depreciation	-	2.552	6.460
Interest	-	0.519	37.338
Profit/ (Loss) before Tax	6.923	140.119	527.672
Provision for Tax	2.139	47.586	188.470
Profit/(Loss)after Tax	4.784	92.533	339.202

(Rs in Lacs)			
Balance Sheet Statement	Year Ended 31.03.2015 (Audited)	Year Ended 31.03.2016 (Audited)	Year Ended 31.03.2017 (Audited)
Sources of Funds			
Paid up Share Capital	10	10	200
Reserves & Surplus (Excluding Revaluation Reserve)	4.784	97.317	436.518
Secured Loan	-	15.905	245.225
Unsecured Loan	-	25.586	440.934
Deferred Tax Liability (Net)	-	-	3.378
Total	14.784	148.808	1326.055
Uses of Funds			
Net Fixed Assets	-	18.619	182.758
Long Term Advances	0.25	1.255	1.255
Other Non current assets	0.315	0.252	-
Investments	-	-	-

Net Current Assets	14.219	128.682	1142.042
Total Miscellaneous Expenses not written off	-	-	-
Total	14.784	148.808	1326.055

Other Financial Data	Year Ended 31.03.2015	Year Ended 31.03.2016	Year Ended 31.03.2017
	(Audited)	(Audited)	(Audited)
Net Worth (Rs. in lacs)	14.469	107.065	636.518
Dividend (%)	-	-	-
Earnings Per Share (Rs.)	4.784	92.533	16.96
Return on Networth (%)	33.063%	86.427%	53.29%
Book Value Per Share (Rs.)	14.469	107.065	31.826

10. As on March 31, 2017, there is no major contingent liabilities in the acquirer company.
11. There is no other acquirer or person acting in concert (PAC) with the acquirer for this open offer.

5. BACKGROUND OF THE TARGET COMPANY - DHANVARSHA FINVEST LIMITED

- 5.1 **DHANVARSHA FINVEST LIMITED** was originally incorporated on November 9, 1994 as Pollux Pharmaceuticals Limited with Registrar of Companies, Gujarat, Dadra & Nagar Havel and certificate for commencement of business was granted to it on November 24, 1994. Name of the company was changed from Pollux Pharmaceuticals Limited to Dhanvarsha Finvest Limited and fresh certificate of incorporation for change of name was granted by Registrar of Companies, Gujarat, Dadra & Nagar Haveli vide its certificate dated June 23, 1997. The Corporate Identification Number (“CIN”) of DFL is L24231GJ1994PLC023528.
- 5.2 The Registered Office of the Target Company is situated at B Wing, 813/2, Mondeal Square, Opp. Karnavati Club, S G Highway, Ahmedabad -380015, Gujarat.
- 5.3 At present, the Authorized Share Capital of the Target Company is Rs. 10,00,00,000 (Rupees Ten Crores Only) comprising of 1,00,00,000 equity shares of Rs. 10 each. The total Paid-up Equity Share Capital of the Target Company is Rs. 7,75,78,000 (Rupees Seven Crore Seventy Five Lacs Seventy Eight Thousand Only) comprising of 77,57,800 equity shares of Rs 10 each fully paid up. There is no partly paid-up equity share in the Target Company.
- 5.4 The Share Capital Structure of the Target Company is as follows:

Paid-up equity shares of Target Company	No. of Equity Shares/ Voting Rights	% of Voting Rights	% of Share Capital
Fully paid-up equity shares	77,57,800	100	100
Partly paid-up equity shares	0	0	0
Total paid-up equity shares	77,57,800	100	100
Total Voting Rights in Target Company	77,57,800	100	100

- 5.5 The equity shares (ISIN: INE615R01011) of the Target Company are currently listed at BSE Limited, (“BSE”) (Scrip Code: 540268) under “XT” group and are infrequently traded on BSE. Equity shares of the TC were previously listed on Ahmedabad Stock Exchange Ltd (“ASE”) from where it was transferred to Dissemination Board of National Stock Exchange of India Ltd (“NSE”). Company got listed on BSE Limited under Direct Listing route. There is no existing equity shares which are not listed on Stock Exchange i.e. BSE Limited. DFL has been moved to GSM (Graded Surveillance Measures) Stage-1 by BSE.
- 5.6 There are no outstanding warrants or convertible securities in the Target Company. In addition, there is no partly paid-up share in the Target Company.
- 5.7 Equity Shares of the Company are currently not suspended on BSE.
- 5.8 The composition of the Board of Directors of DFL is as follows:

Name of Director	Director Identification Number (DIN)	Date of Appointment
Ms. Arunaben Girishkumar Shah	00014528	18/01/2008

Mr. Dharmil Shah	02496445	02/01/2012
Mr. Malay Bhow	02770605	08/01/2015
Mr. Karan Neale Desai	05285546	03/06/2017

5.9 None of the existing Directors on the Board of Target Company, except Mr. Karan Neale Desai who is connected with the promoter of acquirer, represents the acquirer.

5.10 Audited financial information of DFL for the Financial Year 2014-15, 2015-16 and 2016-17 are given below:

(Rs. In lacs)

Profit & Loss Statement	Year Ended 31.03.2015 (Audited)	Year Ended 31.03.2016 (Audited)	Year Ended 31.03.2017 (Audited)
Income from Operations	15.26	181.17	125.25
Other Income	2.00	1.02	8.46
Total Income	17.26	182.19	133.72
Total Expenditure	12.77	169.61	129.23
Profit Before Depreciation Interest and Tax	4.49	12.58	4.49
Depreciation	0.84	0.40	1.22
Interest	0.00	0.00	0.48
Profit Before Tax	3.66	12.18	2.79
Provision for Tax	1.34	4.03	2.06
Profit after Tax	2.32	8.15	0.73

(Rs. In lacs)

Balance Sheet Statement	Year Ended 31.03.2015 (Audited)	Year Ended 31.03.2016 (Audited)	Year Ended 31.03.2017 (Audited)
Sources of funds			
Paid up share capital	630.66	775.78	775.78
Reserves and Surplus (excluding revaluation reserve)	76.90	85.04	85.77
Total Networth (A)	707.55	860.82	861.55
Non Current Liabilities			
Secured loans	0.00	0.00	0.00
Unsecured loans	108.50	56.50	16.94
Long Term Provisions	0.00	0.00	0.00
Total Non Current Liabilities (B)	108.50	56.50	16.94
Current Liabilities			
Trade Payables	3.37	4.47	4.50
Other Current Liabilities	131.92	111.15	27.88
Short Term Provisions	1.49	4.18	5.33
Total Current Liabilities (C)	136.78	119.80	37.71
Total Equity & Liabilities (A+B+C)	952.83	1037.12	916.20
Uses of funds			
Non Current Assets			
Net Fixed assets	1.28	56.86	58.28
Investments	0.00	126.77	148.94
Long Term Loans and Advances	785.41	743.14	657.18
Total Non Current Assets (A)	786.70	926.76	864.40
Current Assets			
Inventories	131.22	89.68	16.26
Trade Receivables	6.93	0.63	0.80
Cash and Cash Equivalents	10.10	2.17	18.37
Deferred Tax Assets (Liability)	17.88	17.88	16.37
Total miscellaneous expenditure not written off	0.00	0.00	0.00
Total Current Assets (B)	166.13	110.36	51.80
Total Assets (A+B)	952.83	1037.12	916.20

Other Financial Data	Year Ended 31.03.2015 (Audited)	Year Ended 31.03.2016 (Audited)	Year Ended 31.03.2017 (Audited)
Net Worth (Rs. in lacs)	707.55	860.82	861.54
Dividend (%)	--	--	--
Earnings Per Share (Rs.)	0.03	0.11	0.01
Return on Networth (%)	0.33%	0.95%	0.08%
Book Value Per Share (Rs.)	9.12	11.10	11.11

5.11 Pre and Post Offer shareholding pattern of the Target Company is as per the following table:

Sr. No	Shareholders' category	Shareholding & voting rights prior to the Preferential Allotment and offer [^]		Shares/voting rights acquired through Preferential Allotment which triggered off the Regulations [#]		Shares/Voting rights to be acquired in the open offer (assuming full acceptance) [#]		Shareholding/voting rights after the Preferential Allotment and Offer i.e. [#]	
		(A)		(B)		(C)		(D)=(A)+(B)+(C)	
		No.	%	No.	%	No.	%	No.	%
1	Promoter Group								
a	Allottees to Preferential Allotment	0	0.00	0	0.00	0	0.00	0	0.00
b	Promoters other than (a) above	3,50,000	4.51	0	0.00	0	0.00	0	0.00
	Total 1 (a+b)	3,50,000	4.51	0	0.00	0	0.00	0	0.00
2	Acquirer								
a	Truvalue Agro Ventures Private Limited (Through Preferential Allotment)	0	0.00	57,42,200	42.53	35,10,000	26.00	92,52,200	68.53
b	PAC	0	0.00	0	0.00	0	0.00	0	0.00
	Total 2 (a+b)	0	0.00	57,42,200	42.53	35,10,000	26.00	92,52,200	68.53
3	Allottees of Preferential Allotment other than (1)(a) & (2)	0	0.00	0	0.00	0	0.00	0	0.00
4	Public (other than Preferential Allottees, acquirer)								
a	FIs/MFs/FIIs/Banks, SFIs	0	0.00	0	0.00	0	0.00	0	0.00
b	Others	74,07,800	95.49	0	0.00	-35,10,000	-26.00	42,47,800	31.47
	Total 4 (a+b)	74,07,800	95.49	0	0.00	-35,10,000	-26.00	42,47,800	31.47
	Grand Total (1+2+3+4)	77,57,800	100.00					1,35,00,000	100.00

[^]Calculated based on the pre preferential allotment Equity Share Capital of the Target Company and the shareholding is as on August 4, 2017.

[#] Calculated based on the expanded (post preferential allotment) Equity Share Capital of the Target Company

Notes: (1) The data within bracket indicates sale of equity shares.

(2) The total number of shareholders in public category is 547.

5.12 There has been no merger, de-merger and spin off in the last three years in the Target Company.

6. OFFER PRICE

6.1 JUSTIFICATION OF OFFER PRICE

- 6.1.1 The equity shares of the target company are presently listed on BSE. Equity shares of the TC were previously listed on Ahmedabad Stock Exchange Ltd ("ASE") from where it was transferred to Dissemination Board of National Stock Exchange of India Ltd ("NSE"). Company got listed on BSE Limited under Direct Listing route. The equity shares of the Target Company are listed and traded at BSE but are not frequently traded in terms of regulation 2(1)(j) of SEBI (SAST) Regulations. Please note that the equity shares of the Company are listed on BSE w.e.f. January 30, 2017 only. The annualized trading turnover of the equity shares traded during the twelve calendar months preceding July 2017, the month in which the PA was made, is as given below:

Sr. No.	Name of the Stock Exchange	Total no. of equity shares traded during the 12 calendar months preceding July 2017	Total no. of equity shares	Traded Turnover (in terms of % to total shares)
1	BSE	394306	7757800	5.08%

- 6.1.2 The Offer Price of Rs. 21 (Rupees Twenty One Only) per fully paid up equity share of face value of Rs. 10 each is justified in terms of Regulation 8(1) and 8(2) of the SEBI (SAST) Regulations, after considering the following facts:

a.	Highest Negotiated Price for the acquisition under the agreement attracting the obligation to make an Open Offer (The price at which the equity shares are proposed to be allotted to the Acquirer pursuant to the proposed preferential allotment of equity shares)	Rs. 21
b.	Volume weighted average price paid or payable by the Acquirer for acquisition during 52 weeks immediately preceding the date of Public Announcement	Not Applicable
c.	Highest Price paid or payable by the Acquirer for any acquisition during 26 weeks immediately preceding date of Public Announcement.	Not Applicable
d.	Volume weighted average market price for a period of 60 trading days immediately preceding the date of Public Announcement, if shares are frequently traded	Not Applicable
e.	The price determined by taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies*	Rs.18.46

*Mr. Vimal D Shukla, Chartered Accountant (Membership No.036416) proprietor of M/s V. D. Shukla & Co; Chartered Accountants (FRN No: 110240W), has vide their certificate dated July 24, 2017, certified the fair value of the equity shares of the DFL.

- 6.1.3 The highest of the above is Rs. 21 (Rupees Twenty One Only) per Equity Share and therefore the Offer Price of Rs. 21 per equity share is justified as it is not lower than the Price in terms of Regulations 8(2) of SEBI (SAST) Regulations. The Offer Price is denominated and payable in Indian Rupees only.
- 6.1.4 There has been no corporate action by the Target Company warranting adjustment of any of the relevant price parameters.
- 6.1.5 The Acquirer shall disclose during the tendering period every acquisition made by them of any equity shares of the Target Company to the stock exchange and to the Target Company at its registered office within twenty-four hours of such acquisition in accordance with Regulation 18(6).
- 6.1.6 In case the Acquirer acquires or agrees to acquire any shares or voting rights in the Target Company during the offer period, whether by subscription or purchase, at a price higher than the Offer price, the offer price shall stand revised to the highest price paid or payable for any such acquisition in terms of Regulation 8(8) of SEBI (SAST) Regulations. However, the Acquirer shall not acquire any equity shares of the Target Company after the third working day prior to the commencement of the tendering period and until the expiry of the tendering period.

- 6.1.7 There has been no revision in the Offer Price or to the size of this Offer as on the date of this Letter of Offer. An upward revision to the Offer Price or to the Offer Size, if any, on account of future purchases/ competing Offer or otherwise, may be done at any time prior to the commencement of the last 3 working days before the date of commencement of the tendering period of this Offer in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirer shall (i) make further deposit into the Escrow Account; (ii) make a public announcement in the same newspapers in which the DPS has been published; and (iii) simultaneously with the issue of such announcement, inform BSE, SEBI and the Target Company at its Registered Office of such revision.
- 6.1.8 If the Acquirer acquires Equity Shares during the period of 26 weeks after the tendering period at a price higher than the Offer Price, then the Acquirer shall pay the difference between the highest acquisition price and Offer Price, to all shareholders whose shares have been accepted in Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under an open offer under the SEBI (SAST) Regulations or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2009, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of Shares of the Target Company whether by way of bulk deals, block deals or in any other form.

7. FINANCIAL ARRANGEMENTS

- 7.1 The total requirement of funds for this Offer is Rs.7,37,10,000 (Rupees Seven Crores Thirty Seven Lacs Ten Thousands only), assuming full acceptance of this Offer. (**"Offer Consideration"**).
- 7.2 The Acquirer has adequate financial resources and has made firm financial arrangements for implementation of the Open Offer, in terms of regulation 25(1) of the SEBI (SAST) Regulations, 2011. The Open Offer obligation shall be met by the Acquirer partly through their own funds and partly through borrowings.
- 7.3 CA Akbinder Kaur Saini (Membership No. 121605), Partner of M/s. Bansal Bansal & Co., Chartered Accountants (FRN. 100986W), having office at 120, Building No.6, Mittal Industrial Estate, Andheri Kurla Road, Andheri (East), Mumbai – 400 059, Tele: +91 22 6662 2444, Fax: +91 22 6662 2423, Email: mail@bansalbansal.com, has vide its certificates dated July 21, 2017 confirmed that the acquirer has adequate and firm financial resources to fulfil all the obligations under the offer.
- 7.4 In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirer has opened an Escrow Account which is in the name and style of **"DFL OPEN OFFER-ESCROW ACCOUNT"** with Indusind Bank Limited, having its Branch at Premises no. 61, Sonawala Building, Mumbai Samachar Marg, Fort, Mumbai-400 001 (**"Escrow Bank"**) and has deposited Rs.7,50,00,000 (Rupees Seven Crores Fifty Lacs only) in cash which represents more than 100% of the Offer Consideration.
- 7.5 Based on the above, the Manager to the Offer is satisfied that firm arrangements for fund and money for payment through verifiable means are already in place to fulfil the obligations of the Acquirer under the Offer.
- 7.6 Acquirer has authorized the Manager to the Offer to operate and realize the value of the Escrow account in terms of SEBI (SAST) Regulations.
- 7.7 In case of any upward revision in the Offer Price or the size of this Offer, the Cash Escrow amount shall be increased by the Acquirer prior to effecting such revision, in terms of Regulation 17(2) of the SEBI (SAST) Regulations.

8. TERMS AND CONDITIONS OF THE OFFER

- 8.1 The Tendering Period will commence on Thursday, September 21, 2017 and will close on Thursday, October 5, 2017.
- 8.2 This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations and is not a competing offer in terms of the Regulation 20 of SEBI (SAST) Regulations.
- 8.3 The Offer is being made to all public Shareholders (i) whose names appear in the register of members of the Target Company at the close of business hours on Thursday, September 7, 2017, i.e. the Identified Date, (ii) the beneficial owners of the Equity Shares whose names appear as beneficiaries on the records of the respective Depositories as on the Identified Date

and (iii) to persons who acquire Equity Shares before the closure of the Tendering Period and tender these Equity Shares into the Offer in accordance with this Draft Letter of Offer. Persons who have acquired Equity Shares (irrespective of the date of purchase) but whose names do not appear on the register of members of the Target Company on the Identified Date are also eligible to participate in the Offer.

- 8.4 This Letter of Offer specifying the detailed terms and conditions of the Offer along with the Form of Acceptance-cum- Acknowledgement will be mailed to all the Public Shareholders as on the Identified Date. Non-receipt or delayed receipt of this Letter of Offer by any such person will not invalidate the Offer in any way. The last date by which the Draft Letter of Offer would be dispatched to each of the Eligible Shareholders is Thursday, September 14, 2017. In terms of Regulation 18 (2) the letter of offer shall be dispatched to the shareholders whose names appear on the register of members of the target company as of the identified date. Every person holding shares, regardless of whether he held shares on the identified date or has not received the letter of offer, shall be entitled to tender such shares in acceptance of the open offer.
- 8.5 The Eligible Shareholders who tender their Equity Shares under the Offer shall ensure that the Equity Shares are free and clear from all liens, charges and encumbrances and shall ensure that such Equity Shares when acquired by the Acquirer will be acquired free and clear from all liens, charges and encumbrances and together with all rights attached thereto, including but not limited to the rights to all dividends, bonus and rights declared thereafter.
- 8.6 **Locked in Equity Shares:** Regarding acceptance of Lock-in Shares, the same can be acquired by the Acquirer subject to continuation of the residual lock-in period in the hands of the Acquirer and there shall be no discrimination in the acceptance of locked-in and not locked-in shares. To the best of our knowledge, the Target Company has no Equity Shares which are locked in as on date except 3,50,000 Equity Shares held by the existing promoters of the Target Company.
- 8.7 Public Shareholders to whom the Offer is being made are free to offer their shareholding in the Target Company in whole or in part while accepting the Offer. The acceptance must be unconditional and should be absolute and unqualified. In the event any change or modification is made to the Form of Acceptance-cum-Acknowledgement or if any condition is inserted therein by a Public Shareholder, the Manager to the Offer and the Acquirer reserve the right to reject the acceptance of this Offer from such Public Shareholder.
- 8.8 In terms of Regulation 18(9) of the SEBI (SAST) Regulations, the Equity Shareholders who tender their Equity Shares in acceptance of this Offer shall not be entitled to withdraw such acceptance during the Tendering Period.
- 8.9 The acceptance of this offer is entirely at the discretion of the eligible Equity Shareholder(s) /Beneficial owner(s) of the Target Company. The Acquirer, Manager to the Offer or Registrar to the Offer will not be responsible for any loss of share certificate(s) and the Offer acceptance documents during transit and the Shareholders are advised to adequately safeguard their interest in this regard.
- 8.10 The instructions, authorisations and provisions contained in the Form of Acceptance-cum-Acknowledgement constitute an integral part of the Letter of Offer.
- 8.11 The Acquirer shall, within ten (10) Working Days from the last date of the Tendering Period of the Offer, complete all requirements under the SEBI SAST Regulations and other applicable law relating to the Offer including payment of consideration to the Eligible Shareholders who have validly tendered their acceptance to the Offer and for that purpose open a special account provided under Regulation 21(1).
- 8.12 Applications in respect of tendered Shares that are the subject matter of litigation, wherein the Shareholders may be prohibited from transferring the Shares during the pendency of the said litigation, are liable to be rejected if directions or orders regarding these Shares are not received together with the Shares tendered under this Offer. The applications in some of these cases may be forwarded (as per the discretion of the Acquirer) to the concerned statutory authorities for further action by such authorities.
- 8.13 In the event that the aggregate of the Equity Shares tendered in this Offer by the Shareholders are more than the Equity Shares to be acquired in this Offer, the acquisition of the Equity Shares from each Shareholder will be on a proportionate basis.
- 8.14 The Manager to the Offer does not hold any Equity Shares in the Target Company. Further, the Manager to the Offer further declares and undertakes that they will not deal in their own account in the equity shares of the Target Company during the Offer Period.

8.15 **STATUTORY AND OTHER APPROVALS**

- a. To the best of knowledge and belief of the Acquirer, as of the date of this DPS, except approval of Reserve Bank of India in terms of Paragraph 59 of Master Direction DNBR.PD.007/03.10.119/2016-17, September 01, 2016 [Master Direction - Non-Banking Financial Company –Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016], there are no other statutory approvals required for this Offer. Target Company has not yet made the said application and same will be filed in due course of time. However, if any other statutory approvals are required or become applicable prior to completion of this Offer, this Offer would be subject to the receipt of such other statutory approvals that may become applicable at a later date.
- b. If the holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs and FIIs) had required & received any approvals (including from the RBI, the FIPB or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them in this Offer, along with other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer.
- c. Subject to the receipt of statutory and other approvals, if any, the Acquirer shall complete all requirements relating to this Offer including payment to the shareholders who have accepted the open offer within 10 working days from the date of Closure of the Tendering Period.
- d. In case of delay / non-receipt of any approval, SEBI may, if satisfied that non receipt of the requisite approvals was not attributable to any willful default, failure or neglect on the part of the Acquirer to diligently pursue such approvals, grant extension of time for the purpose of making the payments, subject to the Acquirer agreeing to pay interest to the Equity Shareholders as directed by SEBI, in terms of regulation 18(11) of the SEBI (SAST) Regulations. However, where the statutory approvals extend to some but not all holders of the Equity Shares, the Acquirer has the option to make payment to such holders of the Equity Shares in respect of whom no statutory approvals are required in order to complete this Offer.
- e. If any of the statutory approval set out above, are not met for reasons outside the reasonable control of the Acquirer, or in the event the statutory approvals are refused, the Acquirer, in terms of Regulation 23 of SEBI (SAST) Regulations, shall have a right to withdraw this Offer. In the event of withdrawal, a public announcement will be made within 2 working days of such withdrawal, in the same newspapers in which this DPS is published and such announcement will also be sent to SEBI, the Stock Exchange and the Target Company at its Registered Office.

9. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THIS OFFER

- 9.1 The Open Offer will be implemented by the Acquirer through stock exchange mechanism made available by the Stock Exchanges in the form of separate window ("**Acquisition Window**") as provided under the SEBI (SAST) Regulations and SEBI circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016.
- 9.2 BSE Limited shall be the designated stock exchange for the purpose of tendering Equity Shares in the Open Offer.
- 9.3 The facility for acquisition of shares through stock exchange mechanism pursuant to the Offer shall be available on the BSE in the form of a separate window (Acquisition Window).
- 9.4 The Acquirer has appointed **Affluence Shares And Stocks Private Limited** ("Buying Broker") as its buying broker for this offer through whom the purchases and settlement of the Shares under this offer shall be made during the tendering period. The contact details of the Buying Broker are:

Affluence Shares And Stocks Private Limited, 4th Floor, A-6, Safal Profitaire,
Corporate Road, Opp AUDA Garden, Prahladnagar, Ahmedabad - 380051
Tel. No.: +91 79 6777 6555, Fax: No.: +91 79 6777 6556,
Email: deval.shah@affluence.ooo, Contact Person: Mr. Deval Shah

All Shareholders who desire to tender their Shares under the Open Offer would have to approach their respective stock brokers ("Selling Broker"), during the normal trading hours of the secondary market during the Tendering Period.

- 9.5 Separate Acquisition window will be provided by BSE to facilitate placing of sell orders. The Selling Brokers can enter orders for demat Equity Shares as well as physical Equity Shares.
- 9.6 The cumulative quantity tendered shall be displayed on the exchange website throughout the trading session at specific intervals by the stock exchange during the Tendering Period.
- 9.7 Shareholders can tender their shares only through a broker with whom the Shareholder is registered as client (KYC Compliant).

9.8 Procedure for tendering Equity Shares held in dematerialised Form:

- a) Equity Shareholders who desire to tender their Equity Shares in the electronic/dematerialized form under the Open Offer would have to do so through their respective Selling Broker by giving the details of Equity Shares they intend to tender under the Open Offer.
- b) The Selling Broker would be required to place an order/bid on behalf of the Equity Shareholders who wish to tender Equity Shares in the Open Offer using the Acquisition Window of the BSE. Before placing the order/bid, the Shareholder would be required to transfer the tendered Equity Shares to the Clearing Corporation, by using the early pay in mechanism as prescribed by the BSE or the Clearing Corporation, prior to placing the order/bid by the Selling Broker.
- c) Upon placing the order, the Selling Broker shall provide TRS generated by the stock exchange bidding system to the Equity Shareholder. TRS will contain details of order submitted like bid ID No., DP ID, Client ID, no. of Equity Shares tendered, etc.
- d) Modification/cancellation of orders will not be allowed during the tendering period of the Open Offer.
- e) For custodian participant, orders for demat equity shares early pay-in is mandatory prior to confirmation of order by the custodian. The custodians shall either confirm or reject orders not later than time provided by the Stock Exchange on the last day of the offer period. Thereafter, all unconfirmed orders shall be deemed to be rejected.
- f) The details of settlement number for early pay-in of equity shares shall be informed in the issue opening circular that will be issued by the Stock Exchanges / Clearing Corporation, before the opening of the Offer.
- g) The Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of the Equity Shares due to rejection or due to prorated Open Offer.
- h) The cumulative quantity tendered shall be made available on the website of the BSE (www.bseindia.com) throughout the trading sessions and will be updated at specific intervals during the Tendering Period.

The resident Shareholders (i.e. Shareholders residing in India) holding Equity Shares in demat mode are not required to fill any Form of Acceptance-cum-Acknowledgement. The Shareholders are advised to retain the acknowledged copy of the DIS and the TRS till the completion of Offer Period.

All non-resident Shareholders (i.e. Shareholders not residing in India) holding physical and/or demat Equity Shares and all resident Shareholders (i.e. Shareholders residing in India) holding Equity Shares in physical mode are mandatorily required to fill the Form of Acceptance-Cum-Acknowledgement. The non-resident Shareholders holding Equity Shares in demat mode are required to send the Form of Acceptance-Cum-Acknowledgement along with the required documents to the Registrar to the Offer at their address given on the cover page of this LoF. The Shareholders (resident and non-resident) holding Equity Shares in physical mode are required to send the Form of Acceptance-Cum-Acknowledgement along with the required documents to their respective Selling Broker who shall forward these documents to the Registrar to the Offer.

- 9.9 **Procedure to be followed by registered Shareholders holding Equity Shares in the physical form**

- (i) Shareholders who are holding physical Equity Shares 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:
- a) The Form of Acceptance-cum-Acknowledgement duly signed (by all Equity Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares
 - b) Original share certificates
 - c) Valid share transfer form(s) duly filled and signed by the transferors (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 authorizing the transfer in favor of the Acquirer
 - d) Self-attested copy of the Shareholder's PAN Card;
 - e) Any other relevant documents such as (but not limited to):
 - Duly attested power of attorney if any person other than the Equity Shareholder has signed the relevant Form of Acceptance-cum-Acknowledgement
 - Notarized copy of death certificate / succession certificate or probated will, if the original Shareholder has deceased
 - Necessary corporate authorisations, such as Board Resolutions etc., in case of companies
- (ii) In addition to the above, if the address of the Shareholder has undergone a change from the address registered in the register of members of the Target Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, voter identity card or passport.
- (iii) Selling Broker should place order on the Acquisition Window with relevant details as mentioned on the physical share certificate(s). Upon placing the order, the Selling Broker shall provide a TRS generated by the exchange bidding system to the Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.
- (iv) After placement of order, as mentioned in paragraph 9.9.(iii), the Selling Broker/Public Shareholder must ensure delivery of the Form of Acceptance-cum-Acknowledgement, TRS, original share certificate(s), valid share transfer form(s) and other documents (as mentioned in paragraph 9.9.(i) either by registered post or courier or hand delivery to the Registrar to the Offer (at the address mentioned on the cover page not later than 2 (two) days from the Offer Closing Date (by 5 PM). The envelope should be superscribed as “**Dhanvarsha Finvest Limited – Open Offer**”. One copy of the TRS along with supporting documents will be retained by Registrar to the Offer and it will provide acknowledgement of the same to the Selling Broker.
- (v) Please note that equity shares and other relevant documents should not be sent to the Acquirer / the Target Company/ the Manager to the Offer.
- (vi) Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares by the Acquirer shall be subject to verification as per the SEBI (SAST) Regulations and any further directions issued in this regard. Registrar to the Offer will verify such orders based on the documents submitted on a daily basis and till such time the stock exchanges shall display such orders as unconfirmed physical bids. Once, Registrar to the Offer confirms the orders it will be treated as Confirmed Bids”.
- (vii) In case any person has submitted Equity Shares in physical form for dematerialisation, such Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Offer before the Offer Closing Date.

9.10 Modification / cancellation of orders will not be allowed during the period the Offer is open.

The cumulative quantity tendered shall be made available on the website of the Stock Exchanges throughout the trading session and will be updated at specific intervals during the Tendering Period.

9.11 Procedure for tendering the shares in case of non-receipt of Letter of Offer

Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer.

A Shareholder may participate in the Offer by approaching their broker and tender Equity Shares in the Open Offer as per the procedure mentioned in this Letter of Offer or in the Form of Acceptance–cum-Acknowledgement.

The Letter of Offer along with Form of Acceptance-cum-Acknowledgement will be dispatched to all the eligible shareholders of the Target Company as of the Identified Date.

In case of non-receipt of the Letter of Offer, such eligible shareholders of the Target Company may download the same from the SEBI website (www.sebi.gov.in) or BSE website (www.bseindia.com) 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 shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder, stating name, address, number of shares held, client ID number, DP name, DP ID number, number of shares tendered and other relevant documents such as physical share certificate and Form SH 4 in case of shares being held in physical form. Such shareholders have to ensure that their order is entered in the electronic platform to be made available by BSE before the closure of the Offer.

No indemnity is needed from the unregistered shareholders.

9.12 Non-receipt of this Letter of Offer by, or accidental omission to dispatch this Letter of Offer to any shareholder, shall not invalidate the Offer in any way.

9.13 The acceptance of the Offer made by the Acquirer is entirely at the discretion of the Shareholders of the Target Company. The Acquirer does not accept any responsibility for the decision of any Shareholder to either participate or to not participate in the Offer. The Acquirer will not be responsible in any manner for any loss of share certificate(s) and other documents during transit and the Shareholders are advised to adequately safeguard their interest in this regard

9.14 Acceptance of Equity Shares

Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines. In the event that the number of Equity Shares (including demat Equity Shares, physical Equity Shares and locked-in Equity Shares) validly tendered by the Shareholders under this Offer is more than the number of Offer Shares, the Acquirer shall accept those Equity Shares validly tendered by the Shareholders on a proportionate basis in consultation with the Manager to the offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of Equity Shares from a Shareholder shall not be less than the minimum marketable lot.

9.15 Settlement Process

- On closure of the Offer, reconciliation for acceptances shall be conducted by the Manager to the Offer and the Registrar to the Offer and the final list shall be provided to the Stock Exchange to facilitate settlement on the basis of Shares transferred to the account of Clearing Corporation.

- The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- The Buying Broker will make the funds pay-in in the settlement account of the Clearing Corporation. For Equity Shares accepted under the Offer, the Equity Shareholders will receive funds pay-out directly in their respective bank accounts (in case of demat Equity Shares, in the bank accounts which are linked to the respective demat accounts) / as per secondary market pay-out mechanism (in case of physical Equity Shares). However, in the event that the pay-outs are rejected by the Equity Shareholder's bank accounts due to any reason, the pay-out will be transferred to their respective Selling Broker's settlement accounts and their respective Selling Brokers will thereafter transfer the consideration to their respective Equity Shareholders. The Equity Shareholders will be required to independently settle fees, dues, statutory levies or other charges (if any) with their Selling Brokers.
- In case of certain client types viz. NRI, Foreign Clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Broker's settlement accounts for releasing the same to their respective Shareholder's account onwards. For this purpose, the client type details would be collected from the Registrar to the Offer.
- Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Equity Shareholders would be returned to them by the Clearing Corporation. Any excess physical Equity Shares pursuant to proportionate acceptance/ rejection will be returned back to the Equity Shareholders directly by the Registrar to the Offer through registered post. The Target Company is authorized to split the share certificate and issue new consolidated Share Certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Target Company are less than the Equity Shares tendered in the Open Offer by the Equity Shareholders holding Equity Shares in the physical form.
- Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of Equity Shares to the escrow account which will be opened by the Acquirer.
- Physical Shares, to the extent tendered but not accepted, will be returned back to the Shareholders directly by Registrar to the Offer.
- Shareholders who intend to participate in the Offer should consult their respective Seller Member for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Broker upon the Selling Shareholders for tendering Equity Shares in the Offer (secondary market transaction) . The consideration received by the selling Shareholders from their respective Seller Broker, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirer accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Selling Shareholder.

9.16 Settlement of Funds / Payment Consideration

- The Buying Broker/Acquirer will transfer the funds pertaining to the Offer to the Clearing Corporation's bank account as per the prescribed schedule.
- For Equity Shares accepted under the Open Offer, Clearing Corporation will make direct funds pay-out to respective Equity Shareholders. If shareholder's bank account details are not available or if the funds transfer instruction are rejected by RBI/Bank, due to any reason, then such funds will be transferred to the concerned Selling Broker settlement bank account for onward transfer to their respective shareholders.
- The payment will be made to the Buying Broker for settlement. For Equity Shares accepted under the Open Offer, the Equity Shareholder/Selling Broker/Custodian participant will receive funds pay-out in their settlement bank account.
- The funds received from the Buying Broker by the Clearing Corporation will be released to the Equity Shareholder/Selling Broker(s)/Custodians as per secondary market pay out mechanism.
- Shareholders who intend to participate in the Offer should consult their respective Selling Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Selling Broker upon the selling shareholders for tendering Equity Shares in the Offer (secondary market transaction). The consideration received by the selling shareholders from their respective Selling Broker, in respect of accepted Equity Shares,

could be net of such costs, charges and expenses (including brokerage) and the Acquirer accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholder.

- In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirer for payment of consideration to the shareholders of the Target Company who have accepted the Open Offer within such period, subject to Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18 (11) of the Regulations.

9.17 FOR ANY FURTHER PROCEDURAL CHANGES/ DETAILS IN REGARD OF TENDERING, ACCEPTANCE, SETTLEMENT ETC., PLEASE REFER BSE CIRCULARS ISSUED BY BSE FROM TIME TO TIME.

9.18 COMPLIANCE WITH TAX REQUIREMENTS:

Capital gain: Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 (twelve) months will not be subject to capital gains tax in India if securities transaction tax ("STT") has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the equity shares are sold. Further, any gain realised on the sale of listed Equity Shares held for a period of 12 (twelve) months or less, which are sold will be subject to short term capital gains tax and STT.

SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR TAX TREATMENT ARISING OUT OF THE PROPOSED OFFER THROUGH THE ON-MARKET TENDER OFFER ROUTE AND APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE ACQUIRER DOES NOT ACCEPT NOR HOLD ANY RESPONSIBILITY FOR ANY TAX LIABILITY ARISING TO ANY SHAREHOLDER AS A REASON OF THIS OFFER.

9.19 Tax deduction at source:

a. In case of resident Shareholders, in absence of any specific provision under the Income Tax Act, 1961 ("Income Tax Act") the Acquirer shall not deduct tax on the consideration payable to resident Shareholders pursuant to the Offer.

b. In the case of non-resident Shareholders, since the Offer is through the stock exchange, the responsibility of discharge of the tax due on the gains (if any) is on the non-resident Shareholder. It is therefore recommended that the non-resident Shareholder may consult their custodians/ authorised dealers/ tax advisors appropriately.

9.20 Interest payment, if any: In case of interest payments by the Acquirer for delay in payment of Offer consideration or a part thereof, the Acquirer will deduct taxes at source at the applicable rates as per the Income Tax Act.

9.21 If the resident and non-resident Shareholders require that no tax is to be deducted on the interest component or tax is to be deducted at a rate lower than the prescribed rate, in such cases the following documents are required to be submitted to the Registrar to the Offer.

For Resident Shareholders

- a. Self-attested copy of PAN card
- b. Certificate from the income tax authorities under Section 197 of the Income Tax Act, wherever applicable, in relation to payment of interest, if any, for delay in payment of Offer Price (Certificate for Deduction of Tax at Lower Rate)
- c. For specified entities under Section 194A(3)(iii) of the Income Tax Act, self-attested copy of relevant registration or notification (applicable only for interest payment, if any).

For Non-Resident Shareholders

- a. Self-attested copy of PAN card
- b. Certificate under Section 195(3) or Section 197 of the Income Tax Act, wherever applicable (Certificate for Deduction of Tax at Lower Rate) from the income tax authorities under the Income Tax Act, indicating the amount of tax to be deducted by the Acquirer before remitting the amount of interest)
- c. Tax Residency Certificate and a no 'permanent establishment'/business connection declaration

In an event of non-submission of NOC or Certificate for Deduction of Tax at Nil/Lower Rate, tax will be deducted at the maximum marginal rate as may be applicable to the relevant category to which the Shareholder belongs, by the Acquirer.

THE TAX RATE AND OTHER PROVISIONS MAY UNDERGO CHANGES.

9.22 Issue of tax deduction at source certificate

The Acquirer will issue a certificate in the prescribed form to the Equity Shareholders (resident and non- resident) who have been paid the consideration and interest, if any, after deduction of tax on the same certifying the amount of tax deducted and other prescribed particulars.

The Acquirer and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth herein above.

10. DOCUMENTS FOR INSPECTION

The following documents are regarded as material documents and are available for inspection at the office of the Manager to the Offer at 711, Mahakant, Opp. V S Hospital, Ellisbridge, Ahmedabad – 380006 from 11:00 hours to 17:00 hours on any working day, until the Closure of the Tendering Period.

- 10.1 Copy of the Public Announcement dated July 27, 2017, Detailed Public Statement published in the newspapers on August 3, 2017, Issue Opening Public Announcement published in the newspapers on [●].
- 10.2 Resolution passed by the Board of Directors of the Company on July 27, 2017 authorising preferential issue.
- 10.3 Certificate dated July 21, 2017 from Chartered Accountant confirming that the acquirer has adequate and firm financial resources to fulfil all the obligations under the offer.
- 10.4 Annual Reports of DFL for years ended on March 31, 2015 & 2016 and Audited Financial Statements for the year ended March 31, 2017.
- 10.5 Annual Reports of Truvalue Agro Ventures Private Limited for years ended on March 31, 2015 & 2016 and Audited Financial Statements for the year ended March 31, 2017.
- 10.6 Copy of Escrow Agreement dated July 25, 2017 entered between acquirer M/s Truvalue Agro Ventures Private Limited, Chartered Capital And Investment Limited (the "Manager to the Offer") and Indusind Bank Limited ("Escrow Bank").
- 10.7 Letter from Indusind Bank Limited dated July 29, 2017 confirming the amount kept in Escrow Account opened as per SEBI (SAST) Regulations.
- 10.8 Memorandum and Articles of Association of DFL and Truvalue Agro Ventures Private Limited.
- 10.9 A copy of recommendations made by the Target Company's committee of independent directors in compliance with Regulation 26(7) of SEBI (SAST) Regulations.
- 10.10 A copy of the comments letter from SEBI dated [●] on the Draft Letter of offer.

11. DECLARATION BY THE ACQUIRER

- 11.1 The Acquirer and its Board of Directors accept full responsibility for the information contained in this Letter of offer (except for the information regarding the Target Company which has been compiled from the publicly available information and information provided by the Target Company) and also for their obligations as laid down in the SEBI (SAST) Regulations and subsequent amendments made thereof. The Acquirer and its Board of Directors are responsible for ensuring compliance with the SEBI (SAST) Regulations.

11.2 The person signing this Letter of Offer is duly and legally authorized by the Acquirer, as applicable, to sign the Letter of Offer.

For Truvalue Agro Ventures Private Limited

Nimir K Mehta
Director

Place: Mumbai

Date: August 9, 2017

12. ENCLOSURES

1. Form of Acceptance- cum- Acknowledgement
2. Blank Share Transfer Deed(s) for physical share holders only