LETTER OF OFFER

"This Document is important and requires your immediate attention"

This Letter of Offer is sent to you as a shareholder(s) of **BANGALORE FORT FARMS LIMITED.** If you require any clarifications about the action to be taken, you may consult your Stock Broker or Investment Consultant or Manager/Registrar to the Offer. In case you have recently sold your shares in the Company, please hand over this Letter of Offer and the accompanying Form of Acceptance cum Acknowledgement and Transfer Deed to the Member of Stock Exchange through whom the said sale was affected.

OPEN OFFER

BY

REVATI HOLDINGS PRIVATE LIMITED

having its Registered Office at "Anandlok", 227, A.J.C. Bose Road, 2nd Floor, Room No. 207, Kolkata- 700 020, Telefax No.: (033) 2289 5101, E-mail Id: revatiholdingspvtltd@gmail.com

(hereinafter referred to as "**RHPL**"/ "**the Acquirer")**

To the shareholders of

BANGALORE FORT FARMS LIMITED ("**BFFL**" or the "**Target Company**")

having its registered office at #44, 3rd Floor, South End Road, Above Univercell Outlet, Basavanagudi, Bangalore- 560 004, Tel. No.: (080) 2676 4178; Fax No.: (080) 4094 4138, E-mail: info@bangalorefortfarms.com

For the acquisition of 20,800 (Twenty Thousand Eight Hundred) fully paid-up equity shares of Rs. 10/- each, representing 26.00 % of the equity and voting share capital at a price of Rs. 360/- (Rupees Three Hundred Sixty Only) per equity share ("**Offer Price**") payable in cash ("**Offer**" or "**Open Offer**").

Please Note:

1. This Offer is being made by the Acquirer pursuant to regulation 3(1) & 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("**SEBI (SAST) Regulations**") for substantial acquisition of shares/ voting rights accompanied with change in control and management of the Target Company.

2. There are no statutory approvals required to acquire equity shares that are tendered pursuant to this Offer. However, the Offer would be subject to all statutory approvals as may be required and/or may subsequently become necessary to acquire at any later date.

3. If there is any upward revision in the Offer Price/Size at any time up to three (3) working days prior to commencement of the tendering period viz. 07.08.2014 in terms of the SEBI (SAST) Regulations, the same would also be informed by way of a Public Announcement in the same newspapers where the original Detailed Public Statement dated 22.04.2014 had appeared. If the Offer is withdrawn pursuant to regulation 23, the same would be communicated within two (2) working days by an Announcement in the same newspapers in which the Detailed Public Statement had appeared.

4. **There was no Competitive Bid.**

5. Shareholders, who have accepted the Offer by tendering the requisite documents in terms of the Public Announcement/ Detailed Public Statement/Draft Letter of Offer, shall not be entitled to withdraw such acceptance during the tendering period.

6. This Offer is not conditional upon any minimum level of acceptance in terms of the regulation 19(1) of the SEBI (SAST) Regulations.

7. The Procedure for acceptance is set out in Para 7 of this Letter of Offer. A Form of Acceptance is enclosed with this Letter of Offer.

8. The Public Announcement, Detailed Public Statement and Letter of Offer (including Form of Acceptance cum Acknowledgement) would also be available at SEBI website www.sebi.gov.in.

MANAGER TO THE OFFER:	**REGISTRAR TO THE OFFER:**
VC CORPORATE ADVISORS PRIVATE LIMITED SEBI REGN NO: INM000011096 (Contact Person: Ms. Urvi Belani) 31, Ganesh Chandra Avenue, 2nd Floor, Suite No.– 2C, Kolkata-700 013 Phone No : (033) 2225 3940 Fax : (033) 2225 3941 Email: mail@vccorporate.com	**ABS CONSULTANT PRIVATE LIMITED** SEBI REGN No : INR000001286 (Contact Person: Mr. Vijay Sharma) Stephen House, Room No. 99, 6th Floor, 4, B.B.D Bag (East), Kolkata – 700 001 Tel No.: (033) 2230 0143/ 0153 Fax No.: (033) 2243 0153 E-mail-Id: absconsultant@vsnl.net
OFFER OPENS ON: AUGUST 13, 2014, WEDNESDAY	**OFFER CLOSES ON: AUGUST 28, 2014, THURSDAY**

A SCHEDULE OF SOME OF THE MAJOR ACTIVITIES RELATING TO THE OFFER IS GIVEN BELOW:

Activities	Original Date	Original Day	Revised Date	Revised Day
Date of the PA	April 11, 2014	Friday	April 11, 2014	Friday
Publication of Detailed Public Statement in newspapers	April 22, 2014	Tuesday	April 22, 2014	Tuesday
Last date of a Competing Offer	May 15, 2014	Thursday	May 15, 2014	Thursday
Identified Date*	May 26, 2014	Monday	July 30, 2014	Wednesday
Date by which the Letter of Offer will be dispatched to the shareholders	June 02, 2014	Monday	August 06, 2014	Wednesday
Last date by which Board of the Target Company shall give its recommendation	June 05, 2014	Thursday	August 11, 2014	Monday
Advertisement of Schedule of Activities for Open Offer, status of statutory and other approvals in newspapers and sending the same to SEBI, Stock Exchanges and Target Company	June 06, 2014	Friday	August 12, 2014	Tuesday
Date of commencement of tendering period	June 09, 2014	Monday	August 13, 2014	Wednesday
Date of closing of tendering period	June 20, 2014	Friday	August 28, 2014	Thursday
Date by which communicating rejection/ acceptance and payment of consideration for applications accepted	July 04, 2014	Friday	September 12, 2014	Friday

**Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent. All owners (registered or unregistered) of equity shares of the Target Company (except the parties to the SPA including persons deemed to be acting in concert with such parties) are eligible to participate in the Offer any time before the Closure of the Offer.*

Risk Factors relating to the transaction, the proposed offer and probable risks involved in associating with the Acquirer: -

1. The Offer involves an offer to acquire 26.00% of the total equity and voting share capital of BFFL from the eligible persons for the Offer. In the case of oversubscription in the Offer, as per the SEBI (SAST) Regulations, acceptance would be determined on a proportionate basis and hence there is no certainty that all the shares tendered by the shareholders in the Offer will be accepted.

2. In the event that either (a) a regulatory approval is not received in a timely manner, (b) there is any litigation leading to stay on the Offer, or (c) SEBI instructs the Acquirer not to proceed with 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 BFFL whose shares have been accepted in the Offer as well as the return of Shares not accepted by the Acquirer may be delayed. In case of the delay, due to non-receipt of statutory approvals, as per regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied that the non-receipt of approvals was not due to willful default or negligence or failure to diligently pursue such approvals on the part of the Acquirer, grant an extension for the purpose of completion of the Offer subject to the Acquirer paying interest to the shareholders for the delay, as may be specified by SEBI.

3. Shareholders should note that shareholders who have tendered shares in acceptance of the Open Offer shall not be entitled to withdraw such acceptance during the tendering period even if the acceptance of Shares under the Offer and dispatch of consideration gets delayed. The tendered shares and documents would be held by the Registrar to the Offer, till such time as the process of acceptance of tenders and the payment of consideration is completed.

4. The Offer is subject to the receipt of statutory and regulatory approvals by the Acquirer under the Offer. The Acquirer may not be able to proceed with the Offer in the event the approvals are not received in terms of the regulation 23 of the SEBI (SAST) Regulations. Delay, if any, in the receipt of these approvals may delay completion of the Offer.

5. **Risks involved in associating with the Acquirer:**

   The Acquirer intends to acquire 20,800 fully paid-up equity shares of Rs. 10/- each, representing 26.00 % of the total equity and voting share capital at a price of Rs. 360/- (Rupees Three Hundred Sixty Only) per equity share, payable in cash under the SEBI (SAST) Regulations. BFFL does not have any partly paid-up equity shares as on the date of PA. The equity shares and documents tendered in the Offer will be held in trust by the Registrar to the Offer until the completion of the Offer formalities, and the shareholders will not be able to trade such equity shares. Post this Offer, the Acquirer will have significant equity ownership & effective management control over the Target Company pursuant to regulation 3(1) & 4 of the SEBI (SAST) Regulations.

   The Acquirer makes no assurance with respect to the market price of the shares during the Offer period and upon the completion of the Offer and disclaims any responsibility with respect to any decision by the shareholders on whether or not to participate in the Offer. The Acquirer makes no assurance with respect to the financial performance of the Target Company.

6. The Acquirer and the Manager to the Offer accepts no responsibility for the statements made otherwise than in the Public Announcement, Detailed Public Statement or this Letter of Offer or in the advertisement or any materials issued by or at the instance of the Acquirer and the Manager to the Offer, and any person placing reliance on any other source of information would be doing so at its own risk.

7. The risk factor set forth above pertains to the acquisition and the Offer and not in relation to the present or future business operations of the Target Company or other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a shareholder in the Offer. Shareholders of the Target Company are advised to consult their stockbroker or investment consultant, if any, for further risk with respect to their respective participation in the Offer.

INDEX

DEFINITIONS/ABBREVIATIONS

Acquirer	M/s. Revati Holdings Private Limited ("**RHPL**")
BgSE	Bangalore Stock Exchange Limited
BSE	BSE Limited
Board	The Board of Directors of the Target Company
Book Value per Share	Net Worth/Number of shares
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
CSE	The Calcutta Stock Exchange Limited
DPS	Detailed Public Statement dated 22.04.2014
ECS	Electronic Clearing Service
Escrow Banker	HDFC Bank Limited
Equity and voting share capital	Rs. 8.00 Lacs divided into 80,000 equity shares of Rs.10/- each
FOA or Form of Acceptance	Form of Acceptance– cum– Acknowledgment accompanying this Letter of Offer
Identified Date	Date for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent. All owners (registered or unregistered) of equity shares of the Target Company (except the parties to the SPA including persons deemed to be acting in concert with such parties) are eligible to participate in the Offer any time before the Closure of the Offer
IFSC	Indian Financial System Code
LOF	Letter of Offer
Manager to the Offer	VC Corporate Advisors Private Limited
NSDL	National Securities Depository Limited
NRI(s)	Non- Resident Indians
Offer Period	11.04.2014 to 12.09.2014
Offer Price	Rs. 360/- (Rupees Three Hundred Sixty Only) per equity share payable in cash
Offer/Open Offer	Cash Offer being made by the Acquirer to acquire 20,800 equity shares of Rs. 10/-(Rupees Ten Only) each, representing 26.00 % of the total equity and voting share capital at a price of Rs. 360/- (Rupees Three Hundred Sixty Only) per equity share
PA	Public Announcement dated 11.04.2014
PAT	Profit After Tax
Persons eligible to participate in the Offer	All owners (registered and unregistered) of shares of BFFL (except the parties to the SPA including persons deemed to be acting in concert with such parties)
RBI	Reserve Bank of India
Registrar to the Offer	ABS Consultant Private Limited
Return on Net Worth	Profit After Tax/ Net Worth
Sale Shares	47,825 equity shares of Rs. 10/- each at a price of Rs. 360/- per equity share forming part of the SPA between the Acquirer and the Sellers
SEBI	Securities & Exchange Board of India
SEBI (SAST) Regulations, 1997	Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereof.
SEBI (SAST) Regulations	Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof.
Sellers or Present Promoters	K.G. Subbaramasetty, K.S. Akhilesh Babu, K.S. Chandramathi, K.A. Poornima, Sudharshini Soora, Indumathi Soora, K.A. Sujitchandan, K.S. Rajyalakshmi Swetha, V.K. Prasad, Athindrakumar R. Chitlur, R. Vedavathi, Avarna Srinivasan, P.S. Nandakumar, P.N. Nirmala, P. Naveenkumar, Balkrishna Livestock Breeders Private Limited, Balkrishna Breeding Farms Private Limited, Madhuri Hebbar, Radha. J, Madhava Sharma. J, Vasanth Kumar. C
SPA or Agreement	Share Purchase Agreement dated 11.04.2014 entered into between the Acquirer and the Sellers
Target Company / BFFL	Bangalore Fort Farms Limited

Note: All terms beginning with a capital letter used in this LOF, but not otherwise defined herein, shall have the meaning ascribed thereto in that particular section or in the SEBI (SAST) Regulations unless specified.

1. DISCLAIMER CLAUSE

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LOF WITH SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LOF HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE EQUITY SHAREHOLDERS OF BFFL TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR FOR THE TARGET 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 ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER DULY DISCHARGE HIS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER VC CORPORATE ADVISORS PRIVATE LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED 28.04.2014 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE LOF DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH A STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER."

2. DETAILS OF THE OFFER:

2.1 Background of the Offer:

2.1.1. This Open Offer ("**Offer**") is being made by the Acquirer in compliance with regulation 3(1) & 4 of the SEBI (SAST) Regulations, to the equity shareholders (except the parties to the SPA including persons deemed to be acting in concert with such parties) of Bangalore Fort Farms Limited (hereinafter referred to as "**Target Company**" or "**BFFL**") a Public Limited Company incorporated and duly registered under the Companies Act, 1956 and having its registered office at #44, 3rd Floor, South End Road, Above Univercell Outlet, Basavanagudi, Bangalore- 560 004. The prime object of the Offer is to acquire substantial acquisition of shares/voting rights accompanied with the change in control and management of the Target Company.

2.1.2. There is no Person Acting in Concert ("PAC") with the Acquirer for the purpose of this Open Offer in terms of regulation 2(1)(q)(2) of the SEBI (SAST) Regulations.

2.1.3. The Acquirer has not acquired any equity shares/voting rights of BFFL during the fifty- two (52) weeks immediately preceding the date of the PA except for the acquisition of 9,272 fully paid-up equity shares representing 11.59% of the equity & voting share capital of BFFL, at a price of Rs. 360/- per fully paid-up equity share, through Off-market transactions all dated 09.04.2014. Apart from the aforesaid acquisitions, the Acquirer has entered into the Share Purchase Agreement dated 11.04.2014 with the present Promoters (as detailed below) of the Target Company, to acquire from them in aggregate 47,825 (Forty Seven Thousand Eight Hundred Twenty Five) equity shares of Rs. 10/- each representing 59.78% of the fully paid-up equity and voting share capital of the Target Company at the price of Rs. 360/- per fully paid-up equity share payable in cash ("**Negotiated Price**") for a total consideration of Rs. 1,72,17,000/- (Rupees One Crore Seventy Two Lacs and Seventeen Thousand Only). Pursuant to the execution of the SPA, this mandatory Open Offer is being made by the Acquirer in compliance with the regulation 3(1) & 4 of the SEBI (SAST) Regulations. The details of the Sellers is represented below:

The name and other particulars of the Sellers who have sold their equity shares through Off-market dated 09.04.2014 are as follows:

Name of the Sellers	Category	Total No. % of Shareholding	
		No. of Shares	%
1. A. Vasumathi	Promoters/ Promoter Group	1050	1.31%
2. Ramesh Babu N		602	0.75%
3. Sudha Athindra		450	0.56%
4. K. Subba Reddy		250	0.31%
5. P. Narendra Kumar		720	0.90%
6. Sharada Subhashini P		250	0.31%
7. Vidyarani		250	0.31%
8. Gopinath P		250	0.31%
9. Sujatha P		250	0.31%
10. Prabhakar S.M.	Non- Promoters	500	0.63%
11. Pranesh Rao G. H.		50	0.06%
12. A.V.S. Murthy		1000	1.25%
13. Shobha A. Murthy		500	0.63%
14. A. V. Savithrama		500	0.63%
15. D. P. Ashwin		50	0.06%
16. Ramakrishna S		1000	1.25%
17. Shylaja Ramakrishna		1000	1.25%
18. A. Nanjunda Shetty		50	0.06%
19. Keshav Ganapathi Hegde		50	0.06%
20. M.K. Panduranga Setty		250	0.31%
21. M.K. Ramachandra		100	0.13%
22. Dilip Govind		150	0.19%
TOTAL		**9,272**	**11.59%**

The name and other particulars of the Sellers who have sold their equity shares through Share Purchase Agreement dated 11.04.2014 are as follows:

Sr. No.	Name, Nature and Address of the Sellers	No. & % of Shares/ Voting Rights held before entering into the SPA dated 11.04.2014	No. & % of Shares/ Voting Rights proposed to be sold through the SPA dated 11.04.2014
1.	K.G. Subbaramasetty is presently residing at 'Pranav' No. 164, Kanakapura Road, Basavanagudi, Bangalore- 560 004	3,270 (4.08%)	3,270 (4.08%)
2.	K.S. Akhilesh Babu is presently residing at 'Pranav' No. 164, Kanakapura Road, Basavanagudi, Bangalore- 560 004	6,730 (8.41%)	6,730 (8.41%)
3.	K.S. Chandramathi is presently residing at 'Pranav' No. 164, Kanakapura Road, Basavanagudi, Bangalore- 560 004	3,250 (4.06%)	3,250 (4.06%)
4.	K.A. Poornima is presently residing at 'Pranav' No. 164, Kanakapura Road, Basavanagudi, Bangalore- 560 004	4,405 (5.51%)	4,405 (5.51%)
5.	Sudharshini Soora is presently residing at 'Pranav' No. 164, Kanakapura Road, Basavanagudi, Bangalore- 560 004	1,000 (1.25%)	1,000 (1.25%)
6.	Indumathi Soora is presently residing at 'Pranav' No. 164, Kanakapura Road, Basavanagudi, Bangalore- 560 004	1,000 (1.25%)	1,000 (1.25%)
7.	K.A. Sujitchandan is presently residing at 'Pranav' No. 164, Kanakapura Road, Basavanagudi, Bangalore- 560 004	1,904 (2.38%)	1,904 (2.38%)
8.	K.S. Rajyalakshmi Swetha is presently residing at 'Pranav' No. 164, Kanakapura Road, Basavanagudi, Bangalore- 560 004	1,350 (1.69%)	1,350 (1.69%)
9.	V.K. Prasad is presently residing at 'Pranav' No. 164, Kanakapura Road, Basavanagudi, Bangalore- 560 004	110 (0.14%)	110 (0.14%)
10.	Athindrakumar R. Chitlur is presently residing at 'Bhagyashree', No. 264, 36th Cross, Jayanagar, Bangalore- 560 082	340 (0.43%)	340 (0.43%)
11.	R. Vedavathi is presently residing at 'Bhagyashree', No. 264, 36th Cross, Jayanagar, Bangalore- 560 082	1,000 (1.25%)	1,000 (1.25%)
12.	Avarna Srinivasan is presently residing at 'Bhagyashree', No. 264, 36th Cross, Jayanagar, Bangalore- 560 082	150 (0.19%)	150 (0.19%)
13.	P.S. Nandakumar is presently residing at 'Radha' No. 225/2, 39th Cross, 5th Block, Jayanagar, Bangalore- 560 041	2,910 (3.64%)	2,910 (3.64%)
14.	P.N. Nirmala is presently residing at 'Radha' No. 225/2, 39th Cross, 5th Block, Jayanagar, Bangalore- 560 041	3,500 (4.38%)	3,500 (4.38%)
15.	P. Naveenkumar is presently residing at No. 377/ 61, 2nd Floor, 43rd Cross, 9th Main, 5th Block, Jayanagar, Bangalore- 560 041	500 (0.63%)	500 (0.63%)
16.	Balkrishna Livestock Breeders Private Limited ("**BLBPL**"), having its registered office at No. 377/ 61, 2nd Floor, 43rd Cross, 9th Main, 5th Block, Jayanagar, Bangalore- 560 041, was originally incorporated on 28.12.1988 as a Private Limited Company under the provisions of the Companies Act, 1956 in the State of Karnataka. Subsequently, the name of the Company was changed to Balkrishna Hatcheries Private Limited and a fresh certificate of Incorporation was issued by the Registrar of Companies, Karnataka on 12.05.2010. Further the name of the Company was rechristened to its present name and a fresh certificate of Incorporation was issued by the Registrar of Companies, Karnataka on 26.07.2010. The equity shares of BLBPL are not listed on any Stock Exchange.	5,895 (7.37%)	5,895 (7.37%)
17.	Balkrishna Breeding Farms Private Limited ("**BBFPL**"), having its registered office at No. 377/ 61, 2nd Floor, 43rd Cross, 9th Main, 5th Block, Jayanagar, Bangalore- 560 041, was incorporated on 26.12.1986 as a Private Limited Company under the provisions of the Companies Act, 1956 in the State of Karnataka. There has been no change in the name of BBFPL since its incorporation. The equity shares of BBFPL are not listed on any Stock Exchange.	6,941 (8.68%)	6,941 (8.68%)
18.	Madhuri Hebbar is presently residing at No. 155, 2nd Main, M.S. Ramiaha City, JP Nagar, 8th Phase, Bangalore- 560 076	600 (0.75%)	600 (0.75%)
19.	Radha. J is presently residing at No. 155, 2nd Main, M.S. Ramiaha City, JP Nagar, 8th Phase, Bangalore- 560 076	220 (0.28%)	220 (0.28%)
20.	Madhava Sharma. J is presently residing at No. 155, 2nd Main, M.S. Ramiaha City, JP Nagar, 8th Phase, Bangalore- 560 076	260 (0.33%)	260 (0.33%)
21.	Vasanth Kumar. C is presently residing at Namratha, Shivaji Co-Op Housing Society, Behind Balawanath Rao Maste, High School, Shivajinagar, Miraj- Sangli DT	2,490 (3.11%)	2,490 (3.11%)
	TOTAL	**47,825 (59.78%)**	**47,825 (59.78%)**

2.1.4. The Manager to the Offer, VC Corporate Advisors Private Limited, does not hold any equity shares in the Target Company as on the date of DPS. The Manager to the Offer further declares and undertakes that they will not deal on their own account in the equity shares of the Target Company during the Offer Period.

2.1.5. The Salient features of the Share Purchase Agreement are as follows:

a. The Sellers hold 47,825 equity shares of the Target Company aggregating to 59.78% of the present paid-up equity and voting share capital of the Target Company.

b. The Sellers have agreed to sell and the Acquirer have agreed to acquire, on spot delivery basis, in aggregate 47,825 fully paid-up equity shares of Rs. 10/- each ("**Sale shares"**) representing 59.78% of the present paid- up equity and voting share capital of the Target Company at a price of Rs. 360/- per share for cash, aggregating to Rs. 1,72,17,000/- (Rupees One Crore Seventy Two Lacs and Seventeen Thousand Only) ["**Purchase Price**"].

c. The Sale Shares are free from all charges, encumbrances or liens and are not subjects to any lock- in period.

d. As on the date of the SPA, the Sellers shall deliver to the Acquirer the Original Share Certificates together with transfer deed(s) duly executed in respect of the Sale Shares to the Acquirer along with the copies of sale bills and money receipts in respect of the receipt of payments thereof. Further, the Acquirer shall pay the entire Purchase Price being the consideration for sale of 47,825 fully paid-up equity shares of BFFL to the Sellers through Cheque/Pay Order/ Electronic Transfer. However, the Acquirer has undertaken that these Sale shares will be transferred in their name only upon the successful completion of the Open Offer formalities by them in compliance with SEBI (SAST) Regulations.

e. That the Acquirer and the Sellers agree to abide by their obligations as contained in the SEBI (SAST) Regulations.

2.1.6. The Acquirer undertakes that they will not sell the equity shares of the Target Company held by them, during the Offer period in terms of regulation 25(4) of the SEBI (SAST) Regulations.

2.1.7. The Acquirer, including its Directors, has not been prohibited by the SEBI from dealing in securities, in terms of directions issued under section 11B of the SEBI Act, 1992 as amended ("**SEBI Act**") or under any other regulation made under the SEBI Act.

2.1.8. Pursuant to completion of this Offer, assuming full acceptance to this Offer, the public shareholding in the Target Company will fall below the minimum public shareholding requirement as per the Securities Contract (Regulation) Rules, 1957 as amended and Clause 40A of the Listing Agreement. Further, the Acquirer undertakes that they will, in accordance with the regulation 7(4) of the SEBI (SAST) Regulations facilitate the Target Company to raise the level of public shareholding to the level specified for continuous listing in the Listing Agreement with the Stock Exchanges within the specified time permitted under the Securities Contract (Regulation) Rules, 1957, as amended. The Acquirer also intends to list the equity shares of the Target Company on CSE and subsequently with the BSE in order to retain its listing status even in the event of derecognition of the BGSE as recognized stock exchange by SEBI.

2.1.9. The recommendation of the committee of Independent Directors of the Target Company on the Offer will be published at least two (2) working days before the commencement of the tendering period, in the same newspapers where the DPS was published and a copy of the same shall be sent to SEBI, BgSE and Manager to the Offer in compliance of regulation 26(7) of the SEBI (SAST) Regulations.

2.2 Details of the proposed Offer:

2.2.1. The Detailed Public Statement pursuant to the Public Announcement made by the Acquirer has appeared in The Financial Express (English Daily) all editions, Jansatta (Hindi Daily) all editions and Sanjivani (Kannar Daily) Bangalore edition on 22.04.2014 in compliance with regulation 14 (3) of the SEBI (SAST) Regulations. The Detailed Public Statement made on 22.04.2014 is available on the SEBI website at www.sebi.gov.in.

2.2.2. The Acquirer proposes to acquire from the existing equity shareholders of BFFL (except the parties to the SPA including persons deemed to be acting in concert with such parties) 20,800 equity shares of Rs. 10/- each representing 26.00% of total equity and voting share capital of the Target Company, at the highest and average price of Rs. 360/- (Rupees Three Hundred Sixty Only) (the "**Offer Price**") per equity share payable in cash (the "**Offer**" of "**Open Offer**"), subject to the terms and conditions mentioned hereinafter.

2.2.3. As on date of this LOF, the Target Company does not have partly paid-up equity shares. There are no outstanding warrants or option or similar instrument, convertible into equity shares at a later stage. No shares are subject to any lock-in obligations.

2.2.4. The Acquirer will accept all the equity shares of BFFL those that are tendered in valid form in terms of this Open Offer upto a maximum of 20,800 fully paid-up equity shares of Rs. 10/- each representing 26.00% of the total equity and voting share capital of the Target Company.

2.2.5. Since the date of the PA to the date of this LOF, the Acquirer has not acquired any equity shares of BFFL.

2.2.6. No competitive bid has been received as on date of this LOF.

2.2.7. This Offer is not conditional upon any minimum level of acceptance in terms of the regulation 19(1) of the SEBI (SAST) Regulations, and not a Competitive Bid in terms of the Regulation 20 the SEBI (SAST) Regulations.

2.2.8. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of equity shares of the Target Company.

2.3 Object of the Offer:

2.3.1 The prime object of the Open Offer is to acquire substantial acquisition of shares/voting rights accompanied with the change in control and management of the Target Company.

2.3.2 This Open Offer is for acquisition of 26.00% of total equity and voting share capital of the Target Company. After the completion of this Open Offer and pursuant to transfer of equity shares so acquired under SPA, the Acquirer shall hold the majority of the Equity Shares by virtue of which they shall be in a position to exercise effective management and control over the Target Company.

2.3.3 Subject to satisfaction of the provisions under the Companies Act, 1956/ 2013, whichever applicable, the SEBI (SAST) Regulations and/ or any other Regulation(s), the Acquirer intend to control & make changes in the management of BFFL.

2.3.4 The Acquirer proposes to continue and expand the existing business of the Target Company. The main purpose of the above mentioned acquisitions is to consolidate their shareholding in the Target Company and thereby to exercise effective management and control over the Target Company.

2.3.5 The Acquirer, i.e., M/s. Revati Holdings Private Limited ["RHPL"] is a part of Revati Group. The flagship Company of the Acquirer Group, i.e., M/s. Revati Commercial Private Limited ["RCPL"], is into jute processing and trading and contract farming activity. RCPL is also into setting up of a state of art integrated multipurpose Cold storage at Hooghly, West Bengal. RCPL has jute ropes and yarn producing unit at Pandua, Hooghly. The Revati Group mainly through its flagship company RCPL is engaged into Agro based and Jute activities. The Revati Group has engaged 200 workers for making of jute ropes which are used in rugs and mats and the same has good export potential. Presently, the Revati Group are supplying these ropes to various Companies in South and North India who in turn are making carpets and rugs out of it and exporting it to overseas buyers. Apart from jute in the agro vertical under RCPL, a 5000 MT integrated cold chain project is under advanced stage of implementation.

BFFL, a listed entity with long drawn credentials, in the poultry feed and farm industry, has an established track record in Bangalore. BFFL has a prime objective of dealing in poultry, livestock and other animal feeds; however, for last couple of years due to management lack of focus, BFFL could not carry out any business activity. Hence, the present management of BFFL has decided to exit. In this regard, in urge of utilizing the credential of BFFL and explore more in similar lines as well as agro activities, RHPL made an Open Offer to the shareholders of BFFL. The Promoter Director of Revati Group originally hails from Karnataka and has good demographic as well as business understanding of both the market segments.

2.3.6 The Acquirer does not has any plans to dispose off or otherwise encumber any significant assets of BFFL in the succeeding two years from the date of closure of the Open Offer, except in the ordinary course of business of the Target Company. In the event any substantial asset of the Target Company is to be sold, disposed off or otherwise encumbered other than in the ordinary course of business, the Acquirer undertakes that they shall do so only upon the receipt of the prior approval of the shareholders of the Target Company through special resolution by way of postal ballot and the notice for such postal ballot, inter alia, contains reasons as to why such alienation is necessary in terms of provisions of regulation 25(2) of the SEBI (SAST) Regulations and subject to the provisions of applicable law as may be required.

3. BACKGROUND OF REVATI HOLDINGS PRIVATE LIMITED ("RHPL" / "THE ACQUIRER"):

3.1 RHPL having its Registered Office at "Anandlok", 227, A.J.C. Bose Road, 2nd Floor, Room No. 207, Kolkata- 700 020, Telefax No.: (033) 2289 5101, E-mail Id: revatiholdingspvtltd@gmail.com, was incorporated under the provisions of the Companies Act, 1956 on 07.02.2014 as a Private Limited Company with the Registrar of Companies, West Bengal. The Corporate Identity Number (CIN) of RHPL is U74900WB2014PTC200064. There has been no change in the name of RHPL since incorporation.

3.2 RHPL has been incorporated with the main object to carry on the business of an investment company and to buy, undertake, lease, invest in, acquire, hold shares, stocks, debentures etc, bonds and securities of any kind issued or guaranteed by any company. The various clauses as enlisted into the Other Objects of the Memorandum of Association of RHPL entitles them to carry on the business of cold storage of fruits, vegetables, seeds, fish, meat, agricultural products, milk and dairy products and such other perishable items of all types, and also to cultivate grow, produce or deal in any agriculture, vegetable or fruit products, and to carry on the businesses of farmers, dairymen, milk contractors, dairy farmers, millers, surveyors and vendors of milk products, condensed milk and powdered milk, cream, cheese, butter, poultry, fruits, vegetables, cash crops and provisions of all kinds, growers of and dealers in corn, hay and straw, seedsmen, and nurserymen and to buy, sell, manufacture and trade in any goods usually traded in any of the above businesses or any such other business as staple foods and medicinal preparations from milk, vegetable and animal products or any substitute for any of them associated with the farming interests.

3.3 Prior to the date of PA, the Authorised Share Capital of RHPL is Re. 1.00 Lac comprising of 10,000 equity shares of Rs. 10/- each and the Issue, Subscribed and Paid-up equity share capital of RHPL is Re. 1.00 Lac comprising of 10,000 equity shares of Rs. 10/- each. Subsequently, RHPL made an allotment of 25,45,000 equity shares of Rs. 10/- each to its core Promoter, i.e., Mr. Lakshman Srinivasan on 11.04.2014. Pursuant to the aforementioned allotment, the Authorised Share Capital of RHPL is Rs. 400.00 Lacs comprising of 40,00,000 equity shares of Rs. 10/- each and the Issue, Subscribed and Paid-up equity share capital of RHPL is Rs. 255.50 Lacs comprising of 25,55,000 equity shares of Rs. 10/-. Consequently, the Net Worth of RHPL had increased from Rs. 200.82 Lacs to Rs. 255.29 Lacs, as certified by Mr. S K Sengupta, Proprietor of M/s. S. K. Sengupta & Associates, (Firm Registration No. 322550E & Membership No. 056709), Chartered Accountants, having office at Lokenath Apartment, 3, Canal Street, 2nd Floor, Kolkata- 700 014, Tel No.: (033) 6533 1582, E-Mail id: sksengupta_associates@yahoo.co.in vide their certificate dated 11.04.2014. As on date of the DPS, RHPL does not have any partly paid- up equity shares.

3.4 The Acquirer has not acquired any equity shares/voting rights of BFFL during the fifty- two (52) weeks immediately preceding the date of the PA except for the acquisition of 9,272 fully paid-up equity shares representing 11.59% of the equity & voting share capital of BFFL, at a price of Rs. 360/- per fully paid-up equity share, through Off-market transactions all dated 09.04.2014. Apart from the aforesaid acquisitions, the Acquirer has entered into the Share Purchase Agreement ("**SPA**") on 11.04.2014 with the present Promoters/ Promoter Group of BFFL for acquisition of 47,825 equity shares representing 59.78% of the fully paid-up equity and voting share capital of BFFL. Pursuant to the execution of the SPA, the shareholding of the Acquirer has increased from 9,272 fully paid-up equity shares representing 11.59% of the equity & voting share capital of BFFL to 57,097 fully paid-up equity shares representing 71.37% of the equity & voting share capital of BFFL resulting in the triggering of the SEBI SAST Regulations. Except as those stated above, the Acquirer does not has any relationship &/or interest in the Target Company including with its Directors, Promoters & key employees.

3.5 RHPL has complied with the disclosure requirements of Chapter V of SEBI (SAST) 2011, as applicable, and details of such disclosures are set forth herein below:

Sl. No.	**Regulations**	**Due Date for Compliance as mentioned in the regulations**	**Actual date of Compliances**		**Delay, if any (in no. of days) [Col. 4- Col. 3]**	**Mode of Acquisition**	**Status of Compliance with applicable SEBI SAST Regulations**
			BgSE	**Target Company**			
1	**2**	**3**	**4**		**5**	**6**	**7**
a.	29 (1)	11.04.2014	09.04.2014	09.04.2014	Nil	Off-market	Complied
b.	29 (2)	16.04.2014	15.04.2014	15.04.2014	Nil	Pursuant to the acquisition of shares through SPA dated 11.04.2014	Complied

3.6 Mr. Lakshman Srinivasan and Mr. Srinivasan Ramakrishna Iyengar, are the present Promoters/ Person in Control and Directors of RHPL. They do not belong to any group as such and they are presently holding the entire equity share capital of RHPL. As on the date of DPS, the details of the shareholding of RHPL are as follows:

Sl. No.	**Shareholder's Category**	**Total No. of shares held**	**Total shareholding as a % of total no. of shares held**
1.	**(a) Promoters:**		
	- Mr. Lakshman Srinivasan	25,50,000	99.80%
	- Mr. Srinivasan Ramakrishna Iyengar	5,000	0.20%
	(b) Other shareholders holding less than 10%	Nil	0.00%
	TOTAL	25,55,000	**100.00%**
2.	**FII/ Mutual- Funds/ Fis/ Banks**	Nil	0.00%
3.	**Public**	Nil	0.00%
	Total Paid- up Capital	**25,55,000**	**100.00%**

3.7 The board of directors of RHPL as on the date of this LOF are as follows:

Name	**Designation**	**Residential Address**	**Date of Appointment**	**DIN No.**	**Qualification**	**Experience**
Mr. Lakshman Srinivasan	Director	9, Prince Golam Mohammed Shah Road, Golf Tower, Flat- 10C Golf Green, Kolkata- 700 095	07.02.2014	01349322	M.Com	He has worked through various functions of finance and business development for more than twenty four years in financial services. He has advised and handled various equity deals, debt syndications, mergers and acquisitions, restructurings and advisory services for Corporates from varied industries and sectors. His forte lies in providing strategic guidance and oversight, approving management's business plans and monitoring the Company's performance in compliance with the organizational code of conduct. Further, he has also been engaged in the capital markets during his tenure in IDBI Capital and Religare.
Mr. Srinivasan Ramakrishna Iyengar	Director	202/1, N S C Road, Flat No. 3-11, Block- B, Kolkata- 700 047	07.02.2014	05255039	B.Com(H)	He is having more than eleven years of experience in The National Stock Exchange of India Limited as Operations and Compliance Manager. He was in charge of looking after the entire inspection and investigation of corporate members of the exchange for compliance pertaining to Books and operations of the Capital Market, Futures and Option Segment. His forte lies in handling of Risk Analysis, Clearing activities and Investor grievances.

3.8 There is no Person Acting in Concert ("**PAC**") with the Acquirer for the purpose of this Open Offer in terms of regulation 2(1)(q)(2) of the SEBI (SAST) Regulations.

3.9 The Acquirer undertakes that they will not sell the equity shares of the Target Company held by them, if any, during the Offer period in terms of regulation 25(4) of the SEBI (SAST) Regulations.

3.10 The equity shares of RHPL are not listed on any Stock exchange.

3.11 The Acquirer, including its Directors, has not been prohibited by the SEBI from dealing in securities, in terms of directions issued under section 11B of the SEBI Act, 1992 as amended ("**SEBI Act**") or under any other regulation made under the SEBI Act.

3.12 Brief audited standalone financial information of RHPL as per the Un-audited Certified Financials for the period 07.02.2014 (i.e. the date of incorporation) to 31.03.2014 are as follows:

Profit & Loss Statement **(Rs. In Lacs)**

For the Period Ended	**Period from date of Incorporation, i.e., 07.02.2014 to 31.03.2014**
Income from Operations	-
Other Income	-
Total Income	-
Total Expenditure	-
Profit/ (Loss) before Interest, Depreciation and Tax	-
Depreciation	-
Interest	-
Profit/ (Loss) Before Tax	-
Add/ (Less): Provision for Tax (including deferred and fringe benefit tax)	-
Profit/ (Loss) After Tax	-

Balance Sheet **(Rs. In Lacs)**

As on	**Period from date of Incorporation, i.e., 07.02.2014 to 31.03.2014**
Sources of funds	
Paid up share capital	1.00
Share Application	200.00
Reserves & Surplus (excluding revaluation reserves)	-
Less: Total Miscellaneous Expenditure to the extent not written off	0.18
Net Worth	**200.82**
Secured loans	-
Unsecured loans	-
Total	**200.82**
Uses of funds	
Net Fixed Assets	-
Investments	133.38
Long Term Loans and Advances	-
Net Current Assets	67.44
Total	**200.82**

Other Financial Data

For the Period Ended	**Period from date of Incorporation, i.e., 07.02.2014 to 31.03.2014**
Dividend (%)	-
Earnings Per Share (Rs.)*	-
Return on Net worth (%)*	-
Book Value Per Share (Rs.)	8.20

***** *Non annualised*

Note:

(i) EPS = Profit after tax / number of outstanding equity shares at the close of the year/ period.
(ii) Return on Net Worth = Profit after Tax / Net Worth.
(iii) Book Value per Share = Net Worth / No. of equity shares.
(iv) *Source: Financial Report certified by the Auditor.*

3.13 There are no contingent liabilities in RHPL.

4. BACKGROUND OF THE TARGET COMPANY:

(The disclosure mentioned under this section has been sourced from information published by the Target Company or provided by the Target Company or publicly available sources)

4.1. Bangalore Fort Farms Limited ("**BFFL**") was originally incorporated as a Public Limited Company on 24.10.1965 in the state of Karnataka and obtained the Certificate of Commencement of Business pursuant to Section 149(3) of the Companies Act, 1956 from the Registrar of Companies, Mysore, Bangalore, vide certificate dated 06.12.1965. The CIN of BFFL is L51101KA1965PLC001643. The Registered Office of the BFFL is presently situated at #44, 3rd Floor, South End Road, Above Univercell Outlet, Basavanagudi, Bangalore- 560 004, Tel. No.: (080) 2676 4178; Fax No: (080) 4094 4138, E-mail: info@bangalorefortfarms.com.

4.2. The Authorised Share Capital of BFFL is Rs. 100.00 Lacs divided into 10,00,000 Equity Shares of Rs. 10/- each and the Issued, Subscribed & Paid-up equity share Capital of the BFFL is Rs. 8.00 Lacs comprising of 80,000 equity shares of Rs. 10/- each. The equity shares of BFFL are presently held in physical form. BFFL is yet to establish connectivity with the National Securities Depository Limited ("**NSDL**") and/ or Central Depositories Services (India) Limited ("**CSDL").**

4.3. BFFL was originally incorporated with the object to carry on the business of poultry farming. However, during the Financial Year 2012- 2013, BFFL has sold all its assets and has discontinued its operations and subsequently, BFFL is presently not carrying out any business activity.

4.4. As on date, the Target Company does not have any partly paid-up equity shares. There are no outstanding warrants or options or similar instruments, convertible into equity shares at a later stage. No shares are subject to any lock- in obligations.

4.5. As on the date of this LOF, the Share Capital of BFFL is as follows:

Paid up Equity Shares of Target Company	No. of Shares / Voting Rights	% of Shares/ Voting Rights
Fully Paid-up Equity Shares	80,000	100.00%
Partly Paid-up Equity Shares	Nil	Nil
Total Paid-up Equity Shares	80,000	100.00%
Total Voting Rights in the Target Company	80,000	100.00%

4.6. The equity shares of BFFL are listed only at the Bangalore Stock Exchange Limited ("BgSE"). The equity shares of BFFL are infrequently traded on BgSE within the meaning of definition "frequently traded shares" under regulation 2(1)(j) of the SEBI (SAST) Regulations. We vide our letter dated 26.04.2014 have written to the BgSE to provide us the information of compliance made by BFFL and its Promoters and other Major Shareholders under the provisions of Chapter II/ V of the SEBI (SAST) Regulations, 1997/ 2011 along with details of equity shares of BFFL listed on BgSE and any suspension/disciplinary/ penal action taken by them against BFFL. We have been informed by the BgSE vide letter no. 03/Listing/2014-15/79 dated 16.05.2014, interalia, that the entire 80,000 equity shares of BFFL are listed on Bangalore Stock Exchange Limited and presently none of the equity shares of BFFL are under suspension.

4.7. As on the date of this LOF, the Board of Directors of BFFL are as follows:

NAMES OF DIRECTORS	DESIGNATION	DIN NO.	DATE OF APPOINTMENT
Mr. Kondlapudi Subba Reddy	Director	00379578	09.08.2001
Mr. Pasuparthy Subramaniamchetty Nandakumar	Director	01342200	21.01.1978
Mr. Subbarama Setty Gangasetty Komarla	Director	01489803	18.01.1978
Mr. Akhileshbabu Subbarama Setty Komarla	Director	01489836	21.01.1978
Mr. Jonnalagadda Madhava Sharma	Director	01678143	07.09.1978
Mr. Suvobrata Ganguly	Director	00003702	25.03.2014

As on the date of this LOF, there are no persons on the Board of Directors of the Target Company, representing the Acquirer.

4.8. There has been no merger / demerger or spin off involving BFFL during the last 3 years.

4.9. Financial Information:

Brief audited standalone financial information of the Target Company for the year ended 31.03.2012 and 31.03.2013 and 31.03.2014 are as follows:

Profit & Loss Statement **(Rs. in Lacs)**

For the Year Ended	Year ended 31.03.2012 (Audited)	Year ended 31.03.2013 (Audited)	Year ended 31.03.2014 (Audited)
Income from Operations	8.12	1.24	-
Other Income	0.01	14.51	19.34
Total Income	**8.13**	**15.75**	**19.34**
Total Expenditure	25.55	8.40	4.18
Profit before Interest, Depreciation & Tax	(17.42)	7.35	15.16
Depreciation	1.56	0.39	0.05
Interest	12.96	2.84	0.04
Profit Before Exceptional Item & tax	**(31.94)**	**4.12**	**15.07**
Profit on Sale of Fixed Assets*	-	646.73	-
Profit Before Tax after Exceptional Item	**(31.94)**	**650.85**	**15.07**
Provision for Tax (including fringe benefit tax & Deferred tax & tax expense on continued and discontinued operations)	-	(150.57)	5.00
Profit After tax	**(31.94)**	**500.28**	**10.07**

** During the Financial Year 2012- 2013, BFFL has sold its entire fixed assets along with associated Plant & Machinery at the profit of Rs. 6,46,73,234/-. The pre-tax profit of BFFL on sale of the entire fixed assets amounted to Rs. 6,46,73,234/- and has been shown in the Statement of Profit & Loss as an exceptional item. The post- tax profit of BFFL on the sale amounted to Rs. 49,749,653/-.*

Balance Sheet **(Rs. in Lacs)**

As on	Year ended 31.03.2012 (Audited)	Year ended 31.03.2013 (Audited)	Year ended 31.03.2014 (Audited)
Sources of funds			
Paid up share capital	8.00	8.00	8.00
Reserves & Surplus (excluding revaluation reserves)	(222.19)	259.37	269.44
Net Worth	**(214.19)**	**267.37**	**277.44**
Secured loans	4.35	-	-
Unsecured loans	77.98	-	-
Total	**(131.86)**	**267.37**	**277.44**
Uses of funds			
Net Fixed Assets	14.00	0.22	-
Investments	0.16	0.16	0.16
Long Term Loans and advances	0.95	0.05	0.02
Net Current Assets	(146.97)	266.95	277.26
Total	**(131.86)**	**267.37**	**277.44**

Other Financial Data

For the Year Ended	Year ended 31.03.2012 (Audited)	Year ended 31.03.2013 (Audited)	Year ended 31.03.2014 (Audited)
Dividend (%)	-	-	-
Earning Per Share (Rs.)	(39.92)	625.35	12.59
Return on Net worth (%)	14.91	187.11	3.63
Book Value Per Share (Rs.)	(267.74)	334.21	346.80

***Note**: (i) EPS = Profit after tax / number of outstanding equity shares at the close of the year/ period.*
(ii) *Return on Net Worth = Profit after Tax / Net Worth.*
(iii)*Book Value per Share = Net Worth / No. of equity shares.*
(iv)*Source: Annual Audited Report.*

4.10. As on the date of DPS, the Pre and Post-Offer Shareholding Pattern of BFFL (based on Issued, Subscribed & Paid-up Equity and Voting Share Capital) is as under:

Shareholders' Category	Share holding/ voting rights prior to the SPA/ acquisition and Offer		Shares/voting rights agreed to be acquired which triggered off the SEBI (SAST) Regulations		Shares/ voting rights to be acquired in Open Offer (assuming full acceptances)		Share holding/ voting rights after Acquisition and Offer (A+B+C)	
	(A)		(B)		(C)		(D)	
	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%
1. Promoter Group:								
(a) Parties to the Agreement:								
- K.G. Subbaramasetty	3,270	4.08	(3,270)	(4.08)	-	-	-	-
- K.S. Akhilesh Babu	6,730	8.41	(6,730)	(8.41)	-	-	-	-
- K.S. Chandramathi	3,250	4.06	(3,250)	(4.06)	-	-	-	-
- K.A. Poornima	4,405	5.51	(4,405)	(5.51)	-	-	-	-
- Sudharshini Soora	1,000	1.25	(1,000)	(1.25)	-	-	-	-
- Indumathi Soora	1,000	1.25	(1,000)	(1.25)	-	-	-	-
- K.A. Sujitchandan	1,904	2.38	(1,904)	(2.38)	-	-	-	-
- K.S. Rajyalakshmi Swetha	1,350	1.69	(1,350)	(1.69)	-	-	-	-
- V.K. Prasad	110	0.14	(110)	(0.14)	-	-	-	-
- Athindrakumar R. Chitlur	340	0.43	(340)	(0.43)	-	-	-	-
- R. Vedavathi	1,000	1.25	(1,000)	(1.25)	-	-	-	-
- Avarna Srinivasan	150	0.19	(150)	(0.19)	-	-	-	-
- P.S. Nandakumar	2,910	3.64	(2,910)	(3.64)	-	-	-	-
- P.N. Nirmala	3,500	4.38	(3,500)	(4.38)	-	-	-	-
- P. Naveenkumar	500	0.63	(500)	(0.63)	-	-	-	-
- Balkrishna Livestock Breeders Private Limited	5,895	7.37	(5,895)	(7.37)	-	-	-	-
- Balkrishna Breeding Farms Private Limited	6,941	8.68	(6,941)	(8.68)	-	-	-	-
- Madhuri Hebbar	600	0.75	(600)	(0.75)	-	-	-	-
- Radha. J	220	0.28	(220)	(0.28)	-	-	-	-
- Madhava Sharma. J	260	0.33	(260)	(0.33)	-	-	-	-
- Vasanth Kumar. C	2,490	3.11	(2,490)	(3.11)	-	-	-	-
(b)Promoters other than (a) above	-	-	-	-	-	-	-	-
Total 1 (a+b)	**47,825**	**59.78**	**(47,825)**	**(59.78)**	**-**	**-**	**-**	**-**
2. Acquirer ~~& PACs~~ :								
M/s. Revati Holdings Private Limited	9,272	11.59	47,825	59.78	20,800	26.00	77,897	97.37
Total 2	**9,272**	**11.59**	**47,825**	**59.78**	**20,800**	**26.00**	**77,897**	**97.37**
3. Parties to Agreement other than 1(a) & 2	-	-	-	-	-	-	-	-
Total 3	-	-	-	-	-	-	-	-
4. Public (other than Parties to Agreement and Acquirer)								
a. FIs/MFs/FIIs/Banks/SFIs:	-	-	-	-				
b. Others:	22,903	28.63	-	-	(20,800)	(26.00)	2,103	2.63
Total No. of Shareholders in Public Category, is 391, comprising of total shares, Total (4) (a+b)	22,903	28.63	-	-				
GRAND TOTAL (1+2+3+4)	**80,000**	**100.00**	**-**	**-**	**-**	**-**	**80,000**	**100.00**

4.11. SEBI may initiate appropriate actions against the entities belonging to the Promoter Group, Major Shareholders of the Target Company and the Target Company for violation of the various provisions of the SEBI (SAST) Regulations, 1997 and SEBI (SAST) Regulations, 2011.

5. OFFER PRICE & FINANCIAL ARRANGEMENTS:

5.1. Justification of Offer Price:

5.1.1. The equity shares of the Target Company are listed at the BgSE only. This acquisition of shares is direct acquisition as per the regulation 3(1) and 4 of the SEBI (SAST) Regulations.

5.1.2. Since there has been no trading in the equity shares of the Target Company on the BgSE during twelve (12) calendar months preceding the month in which the PA was made, the equity shares of the Target Company are not frequently traded within the meaning of the definition "frequently traded shares" under regulation 2(1)(j) of the SEBI (SAST) Regulations and therefore the Offer Price has been determined taking into account the parameters as set out under regulation 8 (2) of the SEBI (SAST) Regulations, as under:

Sr. No.	Particulars	Price (In Rs. per share)	
1.	Negotiated Price under the SPA	360/-	
2.	The Volume- Weighted Average Price paid or payable for acquisitions by the Acquirer during fifty- two (52) weeks immediately preceding the date of PA	360/-	
3.	Highest price paid or payable for acquisitions by the Acquirer during twenty- six (26) weeks immediately preceding the date of PA	360/-	
4.	The Volume-Weighted Average Market Price of shares for a period of sixty (60) trading days immediately preceding the date of the PA as traded on the Stock Exchange where the maximum volume of trading in the shares of the Target Company are recorded during such period	Not Applicable	
5.	**Other Financial Parameters as at:**	**31.03.2013**	**31.03.2014**
	Return on Net Worth (%)	187.11	3.63
	Book Value Per Share	334.21	346.80
	Earnings Per Share	625.35	12.59
	Industry Average P/E Multiple *	11.80	11.80
	Offer price P/E Multiple**	0.58	28.59

**(Source: Capital Market Journal Vol. XXIX/03, Mar 31 – Apr 13, 2014, Industry: Food- Processing- Indian).*
***Offer Price P/E Multiple implies price to earnings ratio calculated based on the Offer Price of Rs. 360/- per equity share divided by EPS of Rs. 625.35 per equity share & Rs. 12.59 per equity share for the year ended 31.03.2013 & 31.03.2014 respectively.*

In view of the parameters considered and presented in the table above, in the opinion of the Acquirer and Manager to the Offer, the Offer Price of Rs. 360/- per equity share is justified in terms of regulation 8 (2) of the SEBI (SAST) Regulations.

5.1.3. There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters.

5.1.4. As on date of the DPS, there is no revision in Open Offer price or Open Offer size. In case of any revision in the Open Offer price or Offer Size, the Acquirer shall comply with regulation 18 of the SEBI (SAST) Regulations and all other applicable provisions of the SEBI (SAST) Regulations.

5.1.5. If there is any revision in the Offer Price on account of future purchases / competing offers, it will be done only up to the period prior to three (3) working days before the date of commencement of the tendering period and would be notified to shareholders.

5.2. Financial arrangements:

5.2.1. As on the date of PA, the Acquirer has adequate financial resources and has made firm financial arrangements for the implementation of the Offer in full out of their own sources/ net worth and no borrowings from any Bank and/ or Financial Institutions are envisaged. Mr. Ashish Kumar, Partner of M/s. Abhishek Tulsyan & Associates., (Membership No. 302515, Firm Reg. No. 327059E), Chartered Accountants, having their office at 165, Rabindra Sarani, 3rd Floor, Room No. 403, Kolkata- 700 007, Mob. No. +91 9007472880 and E-mail Id: tulsyan.abhishek@yahoo.co.in, has certified vide certificate dated 11.04.2014 that sufficient resources are available with the Acquirer for fulfilling the obligations under this "Offer" in full.

5.2.2. The maximum consideration payable by the Acquirer to acquire 20,800 fully paid-up equity shares at the Offer Price of Rs. 360/- (Rupees Three Hundred Sixty Only) per equity share, assuming full acceptance of the Offer would be Rs.74,88,000/- (Rupees Seventy Four Lacs Eighty Eight Thousand Only). In accordance with regulation 17 of the SEBI (SAST) Regulations, the Acquirer has opened an Escrow Account under the name and style of "BFFL- Open Offer Escrow Account" with HDFC Bank Limited, Central Plaza, 2/6, Sarat Bose Road, Kolkata-700 020 ("**Escrow Banker**") and made therein a cash deposit of Rs.74,88,000/- (Rupees Seventy Four Lacs Eighty Eight Thousand Only) being 100% of the total consideration payable in the Open Offer, assuming full acceptance.

5.2.3. The Manager to the Offer is authorized to operate the above mentioned Escrow account to the exclusion of all others and has been duly empowered to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.

5.2.4. Based on the aforesaid financial arrangements and on the confirmations received from the Escrow Banker and the Chartered Accountant, the Manager to the Offer is satisfied about the ability of the Acquirer to implement the Offer in accordance with the SEBI (SAST) Regulations. The Manager to the Offer confirms that the firm arrangement for the funds and money for payment through verifiable means are in place to fulfill the Offer obligations.

6. TERMS AND CONDITIONS OF THE OFFER:

6.1. The Letter of Offer along with Form of Acceptance cum Acknowledgement will be mailed to all those shareholders of BFFL (except the parties to the SPA including persons deemed to be acting in concert with such parties) whose name appear on the Register of Members, at the close of business hours on 30.07.2014 **("Identified Date").**

6.2. All owners of the shares, Registered or Unregistered (except the parties to the SPA including persons deemed to be acting in concert with such parties) who own the shares any time prior to the Closing of the Offer are eligible to participate in the Offer as per the procedure set out in Para 7 below. Eligible persons can participate in the Offer by offering their shareholding in whole or in part. No indemnity is required from the unregistered owners.

6.3. Accidental omission to dispatch this LOF or the non-receipt or delayed receipt of this LOF will not invalidate the Offer in anyway.

6.4. Subject to the conditions governing this Offer, as mentioned in the LOF, the acceptance of this Offer by the shareholder(s) must be absolute and unqualified. Any acceptance to the Offer, which is conditional or incomplete, is liable to be rejected without assigning any reason whatsoever.

6.5. Locked-in Shares:

There are no locked-in shares in BFFL.

6.6. Eligibility for accepting the Offer:
The Offer is made to all the public shareholders (except the parties to the SPA including persons deemed to be acting in concert with such parties) whose names appeared in the register of shareholders on 30.07.2014 at the close of the business hours on 30.07.2014 and also to those persons who own shares any time prior to the closure of the Offer, but are not registered shareholders(s).

6.7. Statutory Approvals and conditions of the Offer:

6.7.1. The Offer is subject to receiving the necessary approval(s), if any, from Reserve Bank of India, under the Foreign Exchange Management Act, 1999 and subsequent amendments thereto, for acquiring equity shares tendered by non-resident shareholders, if any, in terms of regulation 18(11) of SEBI (SAST) Regulations and other applicable rules and regulations.

6.7.2. As on the date of this LOF, there are no statutory approvals and/ or consents required. However, the Offer would be subject to all statutory approvals as may be required and / or may subsequently become necessary to acquire at any later date.

6.7.3. The Acquirer, in terms of regulation 23 of the SEBI (SAST) Regulations, will have a right not to proceed with the Offer in the event the statutory approvals indicated above are refused. In the event of withdrawal, a PA will be made within 2 working days of such withdrawal, in the same newspapers in which this DPS has appeared.

6.7.4. In case of delay in receipt of any statutory approval, SEBI may, if satisfied that delay receipt of the requisite approvals was not due to any willful default or neglect of the Acquirer or failure of the Acquirer to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirer agreeing to pay interest to the shareholders as directed by SEBI, in terms of regulation 18(11) of SEBI (SAST) Regulations. Further, if delay occurs on account of willful default by the Acquirer in obtaining the requisite approvals, regulation 17(9) of the SEBI (SAST) Regulations, will also become applicable and the amount lying in the Escrow Account shall become liable to forfeiture.

6.7.5. No approval is required from any bank or financial institutions for this Offer.

7. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT:

7.1. The Shareholder(s) of BFFL who qualify and who wish to avail of this Offer will have to send their shares to the Registrar to the Offer as mentioned in the Form of Acceptance cum Acknowledgement at the following address:

ABS CONSULTANT PRIVATE LIMITED
Stephen House, Room No. 99,
6th Floor, 4, B.B.D. Bag (East),
Kolkata- 700 001, Tel No: (033) 2230 0143/0153,
Fax: (033) 2243 0153, E-mail: absconsultant@vsnl.net

Acceptances may be sent by Registered Post or by hand so as to reach the Registrar to the Offer on or before the Closing of the Offer, i.e. 28.08.2014. Shareholders may send their acceptances by hand accordingly:

Working Days	Timings	Mode of Delivery
Monday – Friday	10.00 a.m.to 5:00 p.m.	Hand Delivery
Saturday	10.00 a.m.to 2:00 p.m.	Hand Delivery

Delivery made by Registered Post would be received on all working days except Sunday & Public Holidays.

7.2. Shareholders who wish to tender their shares under this Offer should enclose the following documents duly completed. Shareholders should also provide all relevant documents, which are necessary to ensure transferability of the shares in respect of which the application is being sent.

7.2.1. For Equity Shares held in physical form:

(i) Registered shareholders should enclose:
- Form of Acceptance cum Acknowledgement duly completed & signed in accordance with the instructions contained therein, by all shareholders whose names appear in the share certificate(s);
- Original Share Certificates;
- Valid share transfer Form(s) duly signed as transferors by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with BFFL and duly witnessed at the appropriate place. A blank share transfer form is enclosed along with this LOF.

(ii) Unregistered owners should enclose:
- Form of Acceptance cum Acknowledgement duly completed & signed in accordance with the instructions contained therein;
- Original Share Certificate(s);
- Broker contract note;
- Valid share transfer form(s) as received from the market. The details of the buyer should be left blank failing which; the same will be invalid under the Offer. Unregistered shareholders should not sign the transfer deed. All other requirements for valid transfer will be preconditioned for acceptance. No indemnity is required from unregistered shareholders.

7.3. The Share Certificate(s), Share Transfer Form, Form of Acceptance cum Acknowledgement and other documents, if any should be sent only to the Registrar to the Offer, as mentioned above. They should not be sent to the Manager to the Offer or the Acquirer and the Target Company.

7.4. In case of non-receipt of the Letter of Offer, the eligible persons may obtain a copy of the same from Registrar to the Offer or Manager to the Offer on providing suitable documentary evidence of acquisition of shares of BFFL. The Public Announcement, Detailed Public Statement, LOF, Form of Acceptance Cum Acknowledgement will be available on SEBI website at ***www.sebi.gov.in***, from the Offer opening date. The eligible persons can download these documents from the SEBI's website & apply using the same. Alternatively, they may send their consent to participate in the Offer, to the Registrar to the Offer, on a plain paper stating the name & address of the first holder, name(s) & address(s) of joint holders, if any, registered folio no, share certificate no., distinctive nos., no. of the shares held, no. of the shares offered along with documents as mentioned above so as to reach the Registrar to the Offer on or before closure to the Offer i.e. 28.08.2014. Unregistered owners should not sign the transfer deeds & the transfer deed should be valid.

7.5. Applications in respect of equity shares of the Target Company that are subject matter of litigation wherein the shareholders of the Target Company may be prohibited from transferring the equity shares during the pendency of the said litigation are liable to be rejected if the directions/ orders regarding these equity shares are not received together with the equity shares tendered under the Offer. The Letter of Offer in some of these cases, wherever possible, will be forwarded to the concerned statutory authorities for further action by such authorities.

7.6. While tendering the equity shares under the Offer, NRIs / foreign shareholders will be required to submit the previous RBI Approvals (specific or general) that they would have been required to submit to acquire the equity shares of the Target Company. In case the previous RBI approvals are not submitted, Acquirer reserve the right to reject such equity shares tendered. While tendering shares under the Offer, NRI / foreign shareholders will be required to submit a Tax Clearance Certificate from the Income Tax authorities, indicating the amount of tax to be deducted by the Acquirer under the Income Tax Act, 1961 ('Income Tax Act'), before remitting the consideration. In case the aforesaid Tax Clearance certificate is not submitted, Acquirer will arrange to deduct tax at the rate as may be applicable to the category of the shareholder under the Income Tax Act, on the entire consideration amount payable to such shareholder.

7.7. As per the provisions of Section 196D (2) of the Income Tax Act, no deduction of tax at source shall be made from any income by way of capital gains arising from the transfer of securities referred to in Section 115AD of the Income Tax Act payable to a Foreign Institutional Investor ('FII') as defined in Section 115AD of the Income Tax Act.

7.8. No indemnity is needed from the unregistered shareholders, wherever applicable.

7.9. The Acquirer shall complete all procedures relating to the Offer including payment of consideration to the shareholders by 12.09.2014. In case of delay in receipt of any statutory approval, SEBI may, if satisfied that delay receipt of the requisite approvals was not due to any willful default or neglect of the Acquirer or failure of the Acquirer to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirer agreeing to pay interest to the shareholders as directed by SEBI, in terms of regulation 18 (11) of the SEBI (SAST) Regulations.

7.10. Payment of consideration will be made by crossed account payee cheques /demand drafts / pay orders / through ECS mode of payment and will be sent by registered post, to those shareholders / unregistered owners & at their sole risk, whose shares/ share certificates & other documents are found in order & accepted by Acquirer in part or in full except in case of joint holders, cheques / demand drafts/ pay orders/ ECS Credit, in the name of first holder. It is advised that shareholders provide bank details in the Form of Acceptance cum Acknowledgement, so that same can be incorporated in the cheques/ demand drafts/ pay orders. In order to get payment through ECS mode shareholders are requested to provide their Bank Details like Account Number, Name of the Bank and its address, IFSC Code of Bank etc.

7.11. In case the shares tendered in the Offer by the shareholders are more than the shares to be acquired under the Offer, the acquisition of shares from each shareholder will be on proportionate basis which would be determined in consultant with the Manager to the Offer so as to ensure that the basis of acceptance is decided in a fair and equitable manner. Provided that the acquisition of the equity shares from the shareholders of BFFL shall not be less than the minimum marketable lot. The rejected Applications/ Documents will be sent by Registered Post.

7.12. Unaccepted share certificates, transfer forms & other documents, if any, will be returned by registered post at the shareholders/ unregistered owners sole risk to the sole / first shareholder.

7.13. The Registrar to the Offer will hold in trust the Share Certificates, shares lying in credit of the Special Depository Account, Form of Acceptance cum Acknowledgement, if any, and the Transfer Form/s on behalf of the shareholders of BFFL who have accepted the Offer, till the Cheques/Drafts/ECS credit for the consideration and/or the unaccepted shares/share certificates are dispatched/returned/credited.

7.14. In case any person has lodged shares of BFFL for transfer & such transfer has not yet been effected, the concerned person may apply as per the instructions in Para 7.4 above together with the acknowledgement of lodgment shares for transfer. Such persons should also instruct BFFL to send the transferred share certificate(s) directly to the Registrar to the Offer. The applicant should ensure that the certificate(s) reached the Registrar to the Offer on or before the Offer closing date.

7.15. In case the shareholder has already sold his Shares, he may kindly forward this Offer document to the transferee or to the broker through whom the shares were sold.

8. DOCUMENTS FOR INSPECTION:

Copies of the following documents will be available for inspection at the registered office of the Manager to the Offer, M/s. VC Corporate Advisors Private Limited at 31, Ganesh Chandra Avenue, 2nd Floor, Suite No. – 2C, Kolkata-700 013 on any working day between 10.00 a.m. and 2.00 p.m. during the period the Offer is open i.e., from 13.08.2014 to 28.08.2014.

i) Memorandum & Articles of Association of BFFL along with its Certificate of Incorporation.

ii) Memorandum & Articles of Association of RHPL along with its Certificate of Incorporation.

iii) Audited Annual Reports of BFFL for the financial year ended 31.03.2012 and 31.03.2013 and 31.12.2014.

iv) Un-audited Certified Financials of RHPL from the date of incorporation till 31.03.2014.

v) Certificate from Mr. S K Sengupta, Proprietor of M/s. S. K. Sengupta & Associates, (Firm Registration No. 322550E & Membership No. 056709), Chartered Accountants, having office at Lokenath Apartment, 3, Canal Street, 2nd Floor, Kolkata- 700 014, Tel No.: (033) 6533 1582, E-Mail id: sksengupta_associates@yahoo.co.in certifying the net worth of RHPL as on 11.04.2014.

vi) Certificate from Mr. Ashish Kumar, Partner of M/s. Abhishek Tulsyan & Associates., (Membership No. 302515, Firm Reg. No. 327059E), Chartered Accountants, having their office at 165, Rabindra Sarani, 3rd Floor, Room No. 403, Kolkata- 700 007, Mob. No. +91 9007472880 and E-mail Id: tulsyan.abhishek@yahoo.co.in has certified vide certificate dated 11.04.2014 that sufficient resources are available with the Acquirer for fulfilling the obligations under this "Offer" in full.

vii) Copy of the letter received from HDFC Bank Limited dated 15.04.2014 confirming the required amount kept in the escrow account and marked lien in favour of Manager to the Offer.

viii) Copy of the letter received from HDFC Bank Limited dated 30.07.2014 confirming the required amount kept in the escrow account and marked lien in favour of Manager to the Offer.

ix) The copy of Share Purchase Agreement dated 11.04.2014 between the Sellers and the Acquirer, which triggered the Open Offer.

x) Copy of the Memorandum of Understanding between the Acquirer & the Manager to the Offer, dated 11.04.2014.

xi) Copy of the recommendations made by the Committee of Independent Directors of the Target Company.

xii) Copy of the Public Announcement dated 11.04.2014 and published copy of the Detailed Public Statement dated 22.04.2014 and Issue of Opening Public Announcement dated 12.08.2014.

xiii) Copy of SEBI Observation letter no. CFD/DCR/1/1/14 dated 01.08.2014.

9. DECLARATION BY THE ACQUIRER:

The Acquirer and its Board of Directors accept full responsibility jointly and severally for the information contained in the Public Announcement & Detailed Public Statement and also for the obligations of the Acquirer laid down in the SEBI (SAST) Regulations and the Acquirer would be responsible for ensuring compliance with the SEBI (SAST) Regulations. In accordance with the regulation 25(3) of the SEBI (SAST) Regulations, the Acquirer hereby accepts full responsibility for the information contained in the Public Announcement, Detailed Public Statement & Letter of Offer and have further ensured that there is no other material information/ changes subsequent to Public Announcement, Detailed Public Statement or otherwise which may have a material bearing on the Open Offer made to the public shareholders of the Target Company.

For Revati Holdings Private Limited

Sd/-
(Director)

Place: Kolkata **Date: 04.08.2014**

Attached: Form of Acceptance cum Acknowledgement

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

To,
ABS CONSULTANT PRIVATE LIMITED,
Stephen House, Room No. 99,
6th Floor, 4, B.B.D. Bag (East), Kolkata- 700 001

Date:

OFFER	
Opens on	AUGUST 13, 2014, WEDNESDAY
Closes on	AUGUST 28, 2014, THURSDAY

Dear Sir,

Subject: Open Offer by M/s. Revati Holdings Private Limited having its registered office at Anandlok, 227, A.J.C. Bose Road, 2nd Floor, Room No.- 207, Kolkata- 700 020 (hereinafter referred to as the "Acquirer") to the shareholders of M/s. Bangalore Fort Farms Limited ("BFFL" or the "Target Company") to acquire from them upto 20,800 equity shares of Rs. 10/- each representing 26.00% of the total equity and voting share capital of BFFL.

I/We refer to the Letter of Offer dated 04.08.2014 for acquiring the equity shares held by me in Bangalore Fort Farms Limited.
I/We, the undersigned have read the Letter of Offer, understood its contents including the terms and conditions as mentioned therein.

FOR EQUITY SHARES HELD IN PHYSICAL FORM:
I/We, accept the Offer and enclose the original share certificate(s) and duly signed transfer deed(s) in respect of my/our Shares as detailed below.

Sr. No.	Ledger Folio No.	Certificate No(s).	Distinctive No(s).		No. of shares
			From	To	
Total number of equity shares					

I/We note and understand that the original share certificate(s) and valid share transfer deed will be held in trust for me/us by the Registrar to the Offer until the time the Acquirer gives the purchase consideration as mentioned in the Letter of Offer.

I/We also note and understand that the Acquirer will pay the purchase consideration only after verification of the documents and signatures.

I/We also note that that the shares would reside with the Registrar to the Offer until the time the Acquirer accept the Share Certificates and makes the payment of the purchase consideration as mentioned in the Letter of Offer.

I/We confirm that the equity shares of Bangalore Fort Farms Limited, which are being tendered herewith by me/us under this Offer, are free from liens, charges and encumbrances of any kind whatsoever.

I/We authorize the Acquirer to accept the shares so offered which they may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer and I/We further authorize the Acquirer to return to me/us, equity share certificate(s) in respect of which the offer is not found valid/not accepted.

I/We authorise the Acquirer and the Registrar to the Offer and the Manager to the Offer to send by Registered Post as may be applicable at my/our risk, the draft /cheque/ warrant, in full and final settlement of the amount due to me/us and/or other documents or papers or correspondence to the sole/first holder at the address mentioned below.

I/We authorize the Acquirer to accept the Shares so offered or such lesser number of Shares that they may decide to accept in terms of the Letter of Offer and I/We authorize the Acquirer to split / consolidate the share certificates comprising the Shares that are not acquired to be returned to me/us and for the aforesaid purposes the Acquirer are hereby authorized to do all such things and execute such documents as may be found necessary and expedient for the purpose.
Yours faithfully,

Signed and Delivered

	Full Names (s) of the holders	Address& Telephone No.	Signature
First/Sole Holder			
Joint Holder 1			
Joint Holder 2			

Note: In case of joint holdings all must sign. Enclose duly attested power of attorney if any person apart from the shareholder has signed acceptance form or transfer deed(s). A corporation must affix its common seal and enclose necessary certified corporate authorizations. Non-resident shareholders with repatriable benefits must enclose appropriate documentation.
Place:
Date:

--**Tear along this line** --

Acknowledgement slip

Ledger Folio No. ____________ DP ID ___________________ Client ID _____________________ received from _____________________________ an application for sale of __________Equity Share(s) of M/s. Bangalore Fort Farms Limited together with ________share certificate(s) bearing Certificate Numbers _________________________ and _______transfer deed(s).

Note: All future correspondence, if any, should be addressed to the Registrar to the Offer at the address mentioned above.

Date of receipt **Signature of the official**

Bank Details:

So as to avoid fraudulent encashment in transit, and also to enable payment through ECS the shareholder(s) may, at their option, provide details of bank account of the first / sole shareholder and the consideration cheque or demand draft will be drawn accordingly.

I / We permit the Acquirer or the Manager to the Offer to make the payment of Consideration through Electronic Clearance Service (ECS) of the Reserve Bank of India based on the Bank Account Details provided below and a photo copy of cheque is enclosed.

Savings/Current/(Others; please specify) : ____

Name of the Bank Branch: ____

Account Number: _______________________ IFSC Code of Bank_____________________________________

The Permanent Account Number (PAN No.) allotted under Income Tax Act, 1961 is as below:

	1st Shareholder	2nd Shareholder	3rd Shareholder
PAN No.			

INSTRUCTIONS

i. Please read the enclosed Letter of Offer carefully before filling-up this Form of Acceptance cum Acknowledgement.

ii. The Form of Acceptance cum Acknowledgement should be filled-up in English only.

iii. Signature(s) other than in English, Hindi, and thumb impressions must be attested by a Notary Public under his Official Seal.

iv. Mode of tendering the Equity Shares Pursuant to the Offer:

(i) The acceptance of the Offer made by the Acquirer is entirely at the discretion of the equity shareholder of BFFL.

(ii) Shareholders of BFFL to whom this Offer is being made, are free to Offer his / her / their shareholding in BFFL for sale to the Acquirer, in whole or part, while tendering his / her / their equity shares in the Offer.