

FRUITION VENTURE LIMITED

Registered Office: - 21-A, 3rd Floor Sawitri Bhawan, Commercial Comp Mukharji Nagar, New Delhi 110009
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Advertisement under Regulation 18(7) in terms of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

This Advertisement is being issued by D & A Financial Services (P) Limited ("Manager to the Offer"), for and on behalf of the Acquirers namely Mr. Krishan Kumar Aggarwal citizen of India, currently residing at C-2101A, Sushant Lok-1, Gurgaon, Near Peach Tree, Gurgaon, Haryana-122001 ("Acquirer-1") and Mr. Nitin Aggarwal citizen of India, currently residing at C-2101A, Sushant Lok-1, Gurgaon, Near Peach Tree, Gurgaon, Haryana-122001 ("Acquirer-2") (Hereinafter Collectively referred to as "Acquirers"), pursuant to Regulation 18 (7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, in respect of the open offer to acquire shares of Fruition Venture Limited ("FVL"/ "Target Company"). The Detailed Public Statement ("DPS") with respect to the aforementioned offer was published on Wednesday, 21st September, 2022, in Financial Express (English-All Editions), Jansatta (Hindi-All Editions), Lakshadweep (Marathi) Mumbai edition.

- Offer Price is Rupees 13.00 (Rupees Thirteen Only) per equity share.
- Committee of Independent Directors (Hereinafter referred to as "IDCs") of the Target Company recommends that the open offer price of Rupees 13/- per fully paid up equity shares is fair and reasonable based on the following reasons:
 - The Offer Price is higher than the price as arrived by taking into account valuation parameters and such other parameters as are customary for valuation of shares of such companies, which comes to Rupees 12.96/- per share.The IDC's recommendation was published on 1st November, 2022 (Tuesday) in the same newspapers where Detailed Public Statement was published.
- This Offer is not a Competing Offer.
- The Letter of Offer dated 19th October, 2022 has been dispatched to the shareholders on or before Thursday, 27th October, 2022.
- A Copy of the Letter of Offer (including Form of Acceptance cum acknowledgement) will also be available on SEBI's website (www.sebi.gov.in) during the offer period and shareholders can also apply by downloading such forms from the website. Further, in case of non-receipt/ non-availability of the form of acceptance, the application can be made on plain paper along with the following details:

Name(s) & Address(es) of Joint Holder(s) (if any), Number of Shares held, Number of Shares tendered, Distinctive Numbers, Folio Number, Original share Certificate(s) and duly signed share transfer form(s).
- In terms of Regulation 16(1) of the SEBI (SAST) Regulations, 2011, the Draft Letter of Offer was submitted to SEBI on 28th September, 2022. All the observations made by SEBI vide letter no. SEBI/HO/CFD/CFD-RAC-DCR-1/P/OW/2022/52374/1 dated 14th October, 2022 has been incorporated in the Letter of Offer.
- There have been no material changes in relation to the Open Offer since the date of the PA, save as otherwise disclosed in the DPS, Corrigendum to DPS and the Letter of Offer.
- Details regarding the status of Statutory & Other Approvals: No statutory approvals required for the purpose of this offer.
- Schedule of Activities:**

S. No.	Activity	Original Schedule (Days & Dates)	Revised Schedule (Days & Dates)
1.	Date of Public Announcement	Wednesday, September 14, 2022	Wednesday, September 14, 2022
2.	Date of Publication of Detailed Public Statement	Wednesday, September 21, 2022	Wednesday, September 21, 2022
3.	Filing of the Draft letter of Offer to SEBI	Thursday, October 13, 2022	Thursday, October 13, 2022
4.	Last Date for a Competitive Offer(s)	Thursday, October 13, 2022	Thursday, October 13, 2022
5.	Identified Date*	Tuesday, October 25, 2022	Tuesday, October 18, 2022
6.	Date by which Final Letter of Offer will be dispatched to the shareholders	Wednesday, November 02, 2022	Thursday, October 27, 2022
7.	Last Date for revising the Offer Price / number of shares.	Friday, November 04, 2022	Monday, October 31, 2022
8.	Date by which the committee of the independent directors of the Target Company shall give its recommendations.	Monday, November 07, 2022	Tuesday, November 01, 2022
9.	Date of Publication of Offer Opening Public Announcement	Wednesday, November 09, 2022	Wednesday, November 02, 2022
10.	Date of Commencement of Tendering Period (Offer Opening date)	Thursday, November 10, 2022	Thursday, November 03, 2022
11.	Date of Expiry of Tendering Period (Offer Closing date)	Wednesday, November 23, 2022	Thursday, November 17, 2022
12.	Last Date of communicating rejection / acceptance and payment of consideration for applications accepted / return of unaccepted share certificates / credit of unaccepted equity shares to demat account.	Wednesday, December 07, 2022	Thursday, December 01, 2022

*The identified date is only for the purpose of determining the public shareholders as on such date to whom the Letter of Offer would be mailed. It is clarified that all the Public Shareholders (registered or unregistered) are eligible to participate in this offer at any time prior to the closure of tendering period.

The Acquirers accept full responsibility for the information contained in this Pre Offer Advertisement and also shall be jointly or severally responsible for the fulfillment of the obligations under the Offer and as laid down in SEBI (SAST) Regulations, 2011 and subsequent amendments thereto.

This Pre Issue Advertisement will also be available on SEBI's website at www.sebi.gov.in.

Issued by Manager to the Offer on behalf of the Acquirers



D & A FINANCIAL SERVICES (P) LIMITED

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Contact Person: **Mr. Priyaranjan**

Date : 01.11.2022

Place: New Delhi