

PUBLIC ANNOUNCEMENT UNDER REGULATIONS 3 (1) AND 4, READ WITH REGULATION 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, (“TAKEOVER REGULATIONS”)

FOR THE ATTENTION OF THE SHAREHOLDERS OF FRUITION VENTURE LIMITED.

Open offer (“Open Offer”) for acquisition of up to 10,40,000 (Ten Lakhs Forty Thousand Only) equity shares, representing 26% (Twenty Six Percent) of the total paid-up/voting share capital of Fruition Venture Limited (hereinafter referred to as the “Target Company”) from its Public Shareholders (as defined below) by Mr. Krishan Kumar Aggarwal resident of C-2101A, Sushant Lok 1, Gurugram, Near Peach Tree, Haryana-122001 and Mr. Nitin Aggarwal resident of C-2101A, Sushant Lok 1, Gurugram, Near Peach Tree, Haryana-122001 (hereinafter collectively referred to as the “Acquirers”), for the purpose of this Open Offer.

On 14th September, 2022, the Acquirers have signed a share purchase agreement (“SPA”) with the Sellers (as defined in paragraph 4 below) of the Target Company to acquire 19,83,981 equity shares (Nineteen Lakhs Eighty Three Thousand Nine Hundred and Eighty One Only) equity shares representing 49.60% of the fully paid up equity share capital of the Target Company along with complete control and management of the Target Company. Presently the acquirers does not hold any equity shares of the target company. Consequently, the Acquirers shall acquire substantial shares / voting rights along with complete control over the management and affairs of Target Company after the successful completion of Open Offer.

This public announcement (“**Public Announcement**” or “**PA**”) is being issued by D & A Financial Services (P) Limited (“**Manager to the Offer**”) for and on behalf of the Acquirers, to the equity shareholders of the Target Company excluding the parties to the SPA, persons acting in concert or deemed to be acting in concert with the parties to SPA (“**Public Shareholders**”) pursuant to and in compliance with, amongst others, Regulations 3(1) and 4 of the Takeover Regulations.

1. Offer Details

(a) **Size:** The Acquirers hereby makes this Open Offer to the Public Shareholders of the Target Company to acquire up to 10,40,000 (Ten Lakhs Forty Thousand Only), fully paid up equity shares of face value of Rs 10/- (Rupee Ten Only) each, representing 26% (Twenty Six Percent) of the total paid-up/voting share capital of the Target Company (“**Offer Size**”).

(b) **Price / Consideration:** The Offer Price is Rs. 13.00/- (Rupees Thirteen Only) per equity share, calculated in accordance with Regulation 8(2) of the Takeover Regulations and subsequent amendments thereto.

(c) **Mode of Payment:** The Offer Price is payable in cash in accordance with Regulation 9(1)(a) of the Takeover Regulations and subsequent amendments thereto.

(d) **Type of Offer:** The Open Offer is a triggered offer, in compliance with Regulation 3(1) and 4 of the Takeover Regulations and subsequent amendments thereto.

2. Transaction which has triggered the Open Offer Obligations (Underlying Transaction)

Details of Underlying Transaction						
Types of Transaction (direct/indirect)	Mode of Transaction (Agreement/Allotment/market purchase)	Shares / Voting rights acquired /proposed to be acquired		Total Consideration for shares/ Voting Rights (VR) acquired (Rs. in Crores)	Mode of Payment (Cash /cheque/ securities)	Regulation which has triggered
		Number	% vis a vis total equity / voting capital			
Direct	Share Purchase Agreement	1983981	49.60	2.48	Cash	Regulations 3(1) and 4 of the Takeover Regulations

3. Details of Acquirers

Details	Acquirer 1	Acquirer 2	Total
Name of Acquirers	Mr. Krishan Kumar Aggarwal	Mr. Nitin Aggarwal	2
Address	C-2101A, Sushant Lok 1, Gurugram, Near Peach Tree, Haryana-122001	C-2101A, Sushant Lok 1, Gurugram, Near Peach Tree, Haryana-122001	-
Name(s) of persons in control/promoters of	Not Applicable	Not Applicable	-

Acquirers/ PAC where Acquirer/PAC are companies			
Name of the Group, if any, to which the Acquirer/PAC belongs to	No Group	No Group	No Group
Pre Transaction shareholding <ul style="list-style-type: none"> Number % of total share capital 	Nil Not Applicable	Nil Not Applicable	Nil Not Applicable
Proposed shareholding after the acquisition of shares which triggered the Open Offer	1426581 equity shares constituting 35.66% of the total paid up equity share capital of the Target Company.	557400 equity shares constituting 13.94% of the total paid up equity share capital of the Target Company.	1983981 equity shares constituting 49.60% of the total paid up equity share capital of the Target Company.
Any other interest in the Target Company	Nil	Nil	Nil

4. Details of Selling Shareholder ("Seller")

Name of the Selling Shareholder	Part of promoter group (Yes/No)	Details of shares / voting rights held by the selling shareholder			
		Pre Transaction		Post Transaction	
		Number of Shares	%	Number of Shares	%
Nitin Jain	Yes	1426581	35.66	Nil	N.A
Sanhit Jain	Yes	400000	10.00	Nil	N.A
Nitin Jain (HUF)	Yes	157400	3.94	Nil	N.A
TOTAL		1983981	49.60	Nil	N.A

5. Target Company

- (a) **Name:** Fruition Venture Limited (BSE Scrip Code: FRUTION | 538568), (Corporate Identification No. L74899DL1994PLC058824).
- (b) **Registered Office Address:** A-21, 3rd Floor, Savitri Bhawan, Commercial Complex, Mukherji Nagar, Delhi-110009.
- (c) **Exchanges where listed:** The equity shares are listed on BSE Limited.

6. Other Details

- (a) The Detailed Public Statement ("**DPS**") shall be issued in accordance with Regulations 13(4) and 14(3) of the Takeover Regulations and subsequent amendments thereto and shall be published by Wednesday, 21st September, 2022. The DPS shall contain details of the Open Offer including the detailed information of the Offer Price, detailed information on the Acquirers and Target Company, detailed reasons for the Open Offer, statutory approvals required for the Open Offer, details of financial arrangements, other terms of the Open Offer and conditions to the Open Offer.
- (b) The Acquirers undertakes that they are aware of and will comply with their obligation(s) under the Takeover Regulations and subsequent amendments thereto and that they have adequate financial resources to meet their respective obligation(s) under the Open Offer.
- (c) The Open Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the Takeover Regulations and subsequent amendments thereto.
- (d) This Public Announcement is not being issued pursuant to a competing offer in terms of Regulation 20 of the Takeover Regulations and subsequent amendments thereto.

Issued by the Manager to the Offer



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Contact Person: Mr. Priyaranjan/Ms. Radhika Pushkarna

On behalf of the Acquirers

**Sd/-
(Krishan Kumar Aggarwal)
Director**

**Sd/-
(Nitin Aggarwal)**

**Place: New Delhi
Date : 14th September, 2022**