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Regd. Office : 191, Shahwadi, Narol - Sarkhej Highway, Nr. Old Octroi Naka, Narol, Ahmedabad.-382405.  
Ph : +91 -79 -30417000, 30017000 Fax : +91 -79 -30417070 CIN : L17110GJ1988PLC010504  
E-mail : info@aarvee-denims.com • Website : www.aarvee-denims.com

**November 11, 2024**

To,  
**National Stock Exchange of India Limited**  
Exchange Plaza, 5th Floor, Plot No: C/1, G Block,  
Bandra Kurla Complex, Bandra (E),  
Mumbai – 400 051.  
**Scrip Symbol: AARVEEDEN**

To,  
**BSE Limited**  
Phiroze Jejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001  
**Scrip Code: 514274**

**Sub: Disclosure pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**Ref: Letter of offer in respect of Open offer for the acquisition of 60,99,548 Equity Shares of face value of Rs. 10 /- each for a cash at a price of Rs 41/- (Forty One rupees only) per Equity shares representing 26.00 % of the Equity Share Capital from the Public Shareholders of Aarvee Denims and Exports Limited (“Target Company”) by Jaimin Kailash Gupta (“Acquirer”) along with Tarachand Gangasahay Agrawal (“PAC 1”) and Qmin Industries Limited (“PAC 2”) (hereinafter, collectively referred to as “PACs”) pursuant to and in compliance with the requirements of the SEBI (SAST) Regulations (the “Open Offer” or “Offer”).**

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Dear Sir/Madam,

We wish to inform you that we are in receipt of enclosed Letter of offer for open offer issued by Vivro Financial Services Private Limited in relation to the Open Offer to the Public Shareholders of Aarvee Denims and Exports Limited.

Kindly take the same in your records and disseminate it to the shareholders.

Thanking You,

Yours Faithfully,

**For, Aarvee Denims and Exports Limited**

Digitally signed by  
ABIRA IDRIS  
MANSURI  
Date: 2024.11.08  
15:01:25 +05'30'

**Abira Mansuri**

**Company Secretary & Compliance Officer**

**M. No.: A42410**

**Encl: As above**

**Date:** November 08, 2024

To,  
The Board of Directors,  
**Aarvee Denims and Exports Limited,**  
191, Shahwadi, Near Old Octroi Naka,  
Narol Sarkhej Highway, Ahmedabad,  
Gujarat, 382405.

**Sub: Letter of Offer in respect of Open Offer for acquisition of 60,99,548 Equity Shares of the face value of ₹ 10/- each for cash at a price of ₹ 41/- (Forty One only) per Equity Share representing 26.00% of the Equity Share Capital from the Public Shareholders of Aarvee Denims and Exports Limited ("Target Company") by Jaimin Kailash Gupta ("Acquirer") along with Tarachand Gangasahay Agrawal ("PAC 1") and Qmin Industries Limited ("PAC 2") ("Open Offer") in terms of SEBI (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations")**

Dear Sir/Madam,

With reference to the captioned subject, please find enclosed herewith the Letter of Offer for the Open Offer to the Equity shareholders of the Target Company, in accordance with SEBI (SAST) Regulations.

Further, the Letter of Offer has been made in conformity with all the provisions of the SEBI (SAST) Regulations and the format of the Letter of Offer specified by SEBI.

In compliance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations, this Letter of Offer is submitted herewith for your record.

Thanking You.

Yours faithfully,

For, Vivro Financial Services Private Limited



Jayesh Vithlani  
SVP-Capital Markets



**Encl.:** As above

LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer ("LOF") (as defined below) is sent to you as a Public Shareholder(s) (as defined below) of Aarvee Denims And Exports Limited (Hereinafter, referred as "ADEL" or "Target Company" / "Company"). If you require any clarifications about the action to be taken, you may consult your stock broker or investment consultant or Manager to the Offer (as defined below) or Registrar to the offer (as defined below). In case you have recently sold your Equity Shares (as defined below) in the Company, please hand over this LOF and the accompanying Form of Acceptance cum acknowledgement and Transfer Deed to the Member of Stock Exchange through whom the said sale was effected.

OPEN OFFER BY

Jaimin Kailash Gupta ("Acquirer")

Residing at 3, Rajpath Highway Society, Behind Rajpath Club, S G Highway, Bodakdev, Behind Nova Village, Ahmedabad -380054, Gujarat, India.

Contact details: (+91) 70417 65858; Email id: [guptajaimin@yahoo.com](mailto:guptajaimin@yahoo.com).

Along with

Tarachand Gangasahay Agrawal ("PAC-1")

Residing at 4/7, Guru Ramdas Society, Near Amber Cinema, Bapunagar, Ahmedabad-380024, Gujarat, India.

Contact details: (+91) 70417 65858; Email id: [tarachandag97@gmail.com](mailto:tarachandag97@gmail.com).

and

Qmin Industries Limited ("PAC-2")

Regd. Office: 1101, Shilp Zaveri, Building, Shyamal Cross Road, Manekbag, Ahmedabad -380015, Gujarat, India

Contact details: (+91) 70417 65858; Email Id: [accounts@qminindustries.com](mailto:accounts@qminindustries.com), CIN: U51100GJ2009PLC058937

(PAC-1 and PAC-2 hereinafter together referred to as Persons Acting in Concerts / "PACs")

to the Public Shareholders of

AARVEE DENIMS AND EXPORTS LIMITED

Registered Office: 191, Shahwadi, Near Old Octroi Naka, Narol Sarkhej Highway, Narol, Ahmedabad-382405,

Gujarat, India. Tel. No.: 079-30417000 | Email Id: [cs@aarveedenims.com](mailto:cs@aarveedenims.com) | Website: [www.aarveedenims.com](http://www.aarveedenims.com).

CIN: L17110GJ1988PLC010504



to acquire up to 60,99,548 (Sixty Lakhs Ninety Nine Thousand Five Hundred Forty Eight) Equity Shares of face value of ₹ 10/- each representing 26.00 % of the Equity Share Capital of the Target Company at a price of ₹ 41/- (Rupees Forty One Only) per Equity Share payable in cash.

PLEASE NOTE

1. This Open Offer is being made by the Acquirer and PACs pursuant to and in compliance with Regulations 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended. ("SEBI (SAST) Regulations")
2. This Open Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19 of the SEBI (SAST) Regulations.
3. As on the date of this LOF, there are no statutory approval(s) required to complete the Underlying Transaction (as defined below) contemplated under the SPA (as defined below) and the acquisition of Offer Shares that are validly tendered pursuant to this Open Offer. However, the Open Offer would be subject to all statutory approval(s) as may be required and/or may subsequently become necessary to acquire at any later date.
4. Where any statutory or other approvals extend to some but not all of the Public Shareholders, the Acquirer and PACs shall have the option to make payment to such Public Shareholders in respect of whom no statutory approvals or other approvals are required in order to complete this Open Offer.
5. Under Regulation 18(4) of the SEBI (SAST) Regulations, the Acquirer and the PACs are permitted to revise the Offer Price at any time prior to the commencement of the last 1 (One) Working Day (as defined below) before the commencement of the Tendering Period (as defined below). In the event of such revision, in terms of Regulation 18(5) of the SEBI (SAST) Regulations, the Acquirer and the PACs shall (i) make corresponding increase to the escrow account, (ii) make a public announcement in the same newspapers in which the DPS (as defined below) was published and (iii) simultaneously notify SEBI (as defined below), Stock Exchanges (as defined below) and the Target Company at its registered office. Such revision would be done in compliance with other requirements prescribed under the SEBI (SAST) Regulations. The same Offer Price shall be payable by the Acquirer and the PACs for all the Equity Shares validly tendered anytime during the Tendering Period.
6. This Open Offer is not a competing offer in terms of Regulation 20 the SEBI (SAST) Regulations.
7. There has been no Competing Offer as on the date of this LOF.
8. A copy of Public Announcement ("PA") and Detailed Public Statement ("DPS"), Draft Letter of Offer ("DLOF"), Corrigendum, if any and Letter of Offer (including Form of Acceptance-cum-Acknowledgement) shall be available on the website of Securities and Exchange Board of India ("SEBI") i.e. [www.sebi.gov.in](http://www.sebi.gov.in) and on the website of Manager to the Offer i.e. <https://www.vivro.net/>.

All future correspondence, if any, should be addressed to the Manager to the Offer/ Registrar to the Offer at the address mentioned below:

MANAGER TO THE OFFER

REGISTRAR TO THE OFFER

**VIVRO**

Vivro Financial Services Private Limited,

Vivro House, 11 Shashi Colony, Opp. Suvidha Shopping Center, Paldi, Ahmedabad – 380007. Gujarat. India.

CIN: U67120GJ1996PTC029182

Tel. No.: +91 79- 4040 4242;

Website: <https://www.vivro.net/>

SEBI Reg. No.: MB/INM000010122

Email: [investors@vivro.net](mailto:investors@vivro.net)

Contact Person: Shivam Patel

**LINKIntime**

Link Intime India Private Limited

C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra, India.

CIN: U67190MH1999PTC118368

Tel No.: +91-8108114949

Website: [www.linkintime.co.in](http://www.linkintime.co.in)

SEBI Reg. No. INR000004058

Email: [aarvee.offer@linkintime.co.in](mailto:aarvee.offer@linkintime.co.in)

Contact Person: Pradnya Karanjekar

OFFER OPENS ON: Wednesday, November 20, 2024

OFFER CLOSES ON: Tuesday, December 03, 2024

## SCHEDULE OF MAJOR ACTIVITIES OF THE OFFER

Activity	Original Day and Date*	Revised Day and Date*
Issue of Public Announcement	Thursday, September 05, 2024	Thursday, September 05, 2024
Publication of Detailed Public Statement in newspapers	Thursday, September 12, 2024	Thursday, September 12, 2024
Last Date of filing of Draft Letter of Offer with SEBI	Friday, September 20, 2024	Friday, September 20, 2024
Last date for Public Announcement for competing offer	Monday, October 07, 2024	Monday, October 07, 2024
Last date for receipt of comments from SEBI on the draft letter of offer	Tuesday, October 15, 2024	Thursday, October 31, 2024
Identified Date**	Thursday, October 17, 2024	Tuesday, November 05, 2024
Last date for dispatch of the Letter of Offer to the Public Shareholders	Thursday, October 24, 2024	Tuesday, November 12, 2024
Last date of publication by which a committee of independent directors of the Target Company is required to give its recommendation to the Public Shareholders of the Target Company for this Offer	Monday, October 28, 2024	Thursday, November 14, 2024
Last date for upward revision of the Offer Price and/or the offer Size	Tuesday, October 29, 2024	Monday, November 18, 2024
Date of publication of opening of Open Offer public announcement in the newspaper in which DPS has been published	Wednesday, October 30, 2024	Tuesday, November 19, 2024
Date of Commencement of Tendering Period (“ <b>Offer opening Date</b> ”)	Thursday, October 31, 2024	Wednesday, November 20, 2024
Date of Closure of Tendering Period (“ <b>Offer Closing Date</b> ”)	Thursday, November 14, 2024	Tuesday, December 03, 2024
Last date of communicating of rejection/acceptance and payment of consideration for accepted tenders/return of unaccepted shares	Friday, November 29, 2024	Tuesday, December 17, 2024
Last date for publication of post Open Offer public announcement	Friday, December 06, 2024	Tuesday, December 24, 2024
Last Date of Filing the Final report to SEBI	Friday, December 06, 2024	Tuesday, December 24, 2024

*\*The above timelines are indicative (prepared on the basis of timelines provided under the SEBI (SAST) Regulations) and are subject to receipt of statutory/ regulatory approvals and may have to be revised accordingly. To clarify, the actions set out above may be completed prior to their corresponding dates subject to compliance with the SEBI (SAST) Regulations.*

*\*\*Identified Date is only for the purpose of determining the names of the Public Shareholders of the Target Company as on such date to whom the Letter of Offer would be sent by email. It is clarified that all the Public Shareholders (registered or unregistered) are eligible to participate in this Offer any time before the closure of this Open Offer.*

## **RISK FACTORS RELATING TO THE TRANSACTION, THE PROPOSED OFFER AND THE PROBABLE RISK INVOLVED IN ASSOCIATING WITH THE ACQUIRER AND PACs:**

**The risk factors set forth below are limited to this Open Offer, the Underlying Transaction contemplated under the Share Purchase Agreement and the Acquirer and PACs and are not in relation to the present or future business operations of the Target Company or other related matters. These are neither exhaustive nor intended to constitute a complete analysis of all the risks involved in the participation by Public Shareholders in this Open Offer or in association with the Acquirer and PACs but are merely indicative in nature. Public Shareholders are advised to consult their stockbrokers, investment consultants and/or tax advisors, for understanding and analyzing all risks associated with respect to their participation in this Open Offer.**

### **1. Relating to the Underlying Transaction**

The Open Offer is subject to the compliance of terms and conditions as set out under the SPA. The Underlying Transaction pursuant to the SPA shall be completed upon the fulfillment of conditions precedent agreed between the Acquirer, PACs and the Sellers. As on the date of this LOF, there are no apparent circumstances which may warrant a withdrawal of the Offer under Regulation 23(1) of the SEBI (SAST) Regulations. If later, any other Statutory or regulatory approvals or no objection are required, the offer would become subject to receipt of such other statutory or regulatory or other approvals or no objections.

### **2. Relating to the Offer**

- 2.1. As on the date of this LOF, there are no statutory or other approvals required for the acquisition of the Offer Shares that are to be validly tendered pursuant to the Open Offer or to complete this Open Offer. However, in the event that (a) any statutory approvals being required by the Acquirer and PAC at a later date, this Offer shall be subject to such approvals and the Acquirer and PACs shall make the necessary applications for such approvals and in case of delay in receipt of any such statutory approvals; (b) there is any litigation leading to a stay on the Open Offer; or (c) SEBI instructs the Acquirer and PACs not to proceed with the Open Offer, then the offer process may be delayed beyond the schedule of activities indicated in this LOF. Consequently, the payment of consideration to the Public Shareholders whose Equity Shares have been accepted in this Open Offer as well as the return of the Equity Shares not accepted by the Acquirer may be delayed. In case of delay, due to non-receipt of statutory approval(s) in accordance with Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied that the non-receipt of approvals was not due to any wilful default or negligence on the part of the Acquirer and PACs, grant extension for the purpose of completion of this Open Offer subject to Acquirer and PACs agreeing to pay interest to the Public Shareholders, as may be specified by SEBI.
- 2.2. Where the required statutory or other approvals apply to some but not all of the Public Shareholders, the Acquirer and the PACs will have the option to make payment to such Public Shareholders in respect of whom no statutory approvals are required in order to complete this Open Offer.
- 2.3. In terms of Regulation 23 of the SEBI (SAST) Regulations, in the event that the approvals which become applicable prior to completion of the Open Offer are not received, for reasons outside the reasonable control of the Acquirer and PACs, then the Acquirer and the PACs shall have the right to withdraw the Open Offer. In the event of such a withdrawal of the Open Offer, the Acquirer and the PAC (through the Manager) shall, within 2 Working Days of such withdrawal, make an announcement of such withdrawal stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.
- 2.4. Equity Shares, once tendered, cannot be withdrawn by the Public Shareholders, even if the acceptance of their Equity Shares in this Open Offer and payment of consideration are delayed. The tendered Equity Shares and documents will

be held in trust by the Clearing Corporation/Registrar to the Offer until such time as the process of acceptance of tenders and the payment of consideration is completed. Once tendered, Public Shareholders will not be able to trade in such Equity Shares. During such period, there may be fluctuations in the market price of the Equity Shares of the Target Company that may adversely impact the Public Shareholders who have tendered their Equity Shares in this Open Offer. Neither the Acquirer nor the Manager to the Offer make any assurance with respect to the market price of the Equity Shares, both during the period that the Open Offer is open and upon completion of the Open Offer and disclaim any responsibility with respect to any decision taken by the Public Shareholders with respect to whether or not to participate in the Open Offer. The Public Shareholders will be solely responsible for their decisions regarding their participation in this Open Offer.

- 2.5. NRIs, OCBs and other non-resident holders of the Equity Shares, if any, must obtain all requisite approvals/exemptions required, including without limitation, approval from the RBI, if any, to tender the Equity Shares held by them in this Offer and submit such approvals/exemptions along with the documents required to accept this Offer. Further, if the Public Shareholders who are not persons resident in India (including NRIs, OCBs, FIIs and FPIs ) had required any approvals (including from the RBI or any other regulatory authority/body) at the time of the original investment in respect of the Equity Shares held by them currently, they will be required to submit copies of such previous approvals that they would have obtained for acquiring/holding the Equity Shares, along with the other documents required to be tendered to accept this Offer. If the aforementioned documents are not submitted, the Acquirer and PAC reserve the right to reject such Equity Shares tendered in this Offer.
- 2.6. The information contained in this LOF is as of the date of this LOF unless expressly stated otherwise. The Acquirer, PACs and the Manager to the Offer are under no obligation to update the information contained herein at any time after the date of this LOF.
- 2.7. Public Shareholders are advised to consult their respective stockbroker, legal, financial, investment or other advisors and consultants of their choice, if any, for assessing further risks with respect to their participation in this Open Offer, and related transfer of Equity Shares to the Acquirer. The Public Shareholders are advised to consult their respective tax advisors for assessing the tax liability pursuant to this Open Offer, or in respect of any other aspects such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirer, PACs and the Manager do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this LOF.
- 2.8. In the event that either: (a) there is any injunction or stay on this Open Offer or any litigation that restricts or restrains the Acquirer and PAC from performing any of their obligations hereunder; or (b) SEBI instructs the Acquirer and PACs to suspend this Open Offer, then this Open Offer process may be delayed beyond the dates indicated in the tentative schedule of major activities of the Open Offer disclosed in this LOF. In the event of any delay in proceeding with this Open Offer, the payment of consideration to the Public Shareholders whose Equity Shares are accepted in this Open Offer as well as the return of the Equity Shares not accepted in this Open Offer, may be delayed. In the event SEBI instructs the Acquirer and PACs to not proceed with this Open Offer, then this Open Offer process shall be withdrawn and the Acquirer and PACs (through the Manager to the Offer) shall make an announcement of such withdrawal within 2 Working Days of such withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.
- 2.9. In relation to the Open Offer, the Acquirer, the PACs and the Manager to the Offer accept responsibility only for statements made by them in the PA, DPS, DLOF, LOF or in the post Open Offer advertisement or any corrigenda or any materials issued by or at the instance of the Acquirer, the PACs, or the Manager to the Offer in relation to the Open Offer (other than information pertaining to the Target Company which have been obtained from publicly available sources or provided by the Target Company). Anyone placing reliance on any sources of information (other than as mentioned in this paragraph) would be doing so at his/her/its own risk.

- 2.10. None of the Acquirer, the PACs, the Manager or the Registrar to the Offer accept any responsibility for any loss of documents during transit (including but not limited to Open Offer acceptance forms, etc.) and Public Shareholders are advised to adequately safeguard their interest in this regard.
- 2.11. This LOF has not been filed, registered or approved in any jurisdiction outside India. Recipients of the LOF residing in jurisdictions outside India should inform themselves of and comply with any applicable legal requirements. This Open Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations or would subject the Acquirer, the PACs or the Manager to the Offer to any new or additional registration requirements. This LOF does not in any way constitute an offer to purchase or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation.

### **3. Relating to Acquirer and PACs**

- 3.1. The Acquirer, the PACs and Manager to the Offer make no assurance with respect to the future performance of the Target Company and disclaim any responsibility with respect to any decision by the Public Shareholders on whether or not to participate in this Open Offer.
- 3.2. The Acquirer and PACs make no assurance with respect to their investment/divestment decisions relating to their proposed shareholding in the Target Company.
- 3.3. The Acquirer and the PACs do not provide any assurance with respect to the market price of the Equity Shares of the Target Company before, during or after the Open Offer and expressly disclaim any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any Public Shareholder on whether to participate or not to participate in this Open Offer.
- 3.4. For the purpose of disclosures in the LOF, all information relating to the Target Company has been obtained from publicly available sources or from the Target Company. The accuracy of such details of the Target Company has not been independently verified by the Acquirer, the PAC, and the Manager to the Offer.

### **NOTICE TO SHAREHOLDERS IN OTHER COUNTRIES**

This LOF does not in any way constitute an offer to sell or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this LOF are requested to inform themselves about and to observe any such restrictions. This LOF has not been filed, registered or approved in any jurisdiction outside India. This Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations or would subject the Acquirer, PAC or the Manager to the Offer to any new or additional registration requirements.

The Open Offer described in this LOF is not being made to, nor will tender of shares be accepted from or on behalf of Public Shareholders in any jurisdiction in which such offer or invitation is not in compliance with applicable law or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this LOF are requested to inform themselves about and to observe any such restrictions.

### **CURRENCY OF PRESENTATION**

In this LOF, all references to “₹” /”Rs.” / “Rupees”/ “INR” are reference to Indian Rupee(s), the official currency of India.

In this LOF, any discrepancy in any table between the total and sums of the amount listed are due to rounding off.

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## 1. DEFINITIONS

Acquirer	Jaimin Kailash Gupta
Board of Directors	The Board of Directors of the Target Company
BSE	BSE Limited
Buying Broker	Pravin Ratilal Share and Stock Brokers Limited
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identification Number
Companies Act	The Companies Act, 2013 as applicable, as amended or modified from time to time.
Clearing Corporation	Indian Clearing Corporation Ltd.
Depositories	CDSL and NSDL
DLoF/ Draft Letter of Offer	Draft Letter of Offer dated September 20, 2024.
DPS/Detailed Public Statement	Detailed Public Statement relating to the Offer dated September 10, 2024 published in newspapers on September 12, 2024 on behalf of the Acquirer and PACs in Financial Express (English) (All Editions), Jansatta (Hindi) (All Editions), Financial Express (Gujarati) (Ahmedabad Edition) and Navshakti (Marathi) (Mumbai Edition).
DIN	Director Identification Number
DP	Depository Participant
EPS	Earnings per share
Equity Share(s)	Fully paid-up equity shares of the Target Company of face value of ₹ 10/- each
Equity Share Capital	Means issued, subscribed, paid-up and voting capital of the Target Company on a fully diluted basis, as on the 10th (tenth) working days from the closure of the Tendering Period of the Offer.
Escrow Account	Escrow Account shall have the meaning assigned to such term in Clause 6.3
Escrow Agreement	Escrow Agreement dated September 5, 2024 entered into between the Acquirer, Escrow Bank and Manager to the Offer.
Escrow Bank / Escrow Agent	ICICI Bank Limited
FEMA	The Foreign Exchange Management Act, 1999, as amended or modified from time to time
FII	Foreign Institutional Investor as defined under FEMA
Form of Acceptance / FOA	Form of Acceptance-cum-Acknowledgement
Identified Date	Date for the purpose of determining the names of the Public Shareholders as on such date to whom the Letter of Offer would be sent
Income Tax Act	Income Tax Act, 1961
ISIN	International Securities Identification Number
Letter of Offer / LOF	Letter of Offer dated November 06, 2024 which shall be dispatched to the Public Shareholders of the Target Company.
Manager to the Offer / Manager / Merchant Banker / Vivro	Vivro Financial Services Private Limited
Maximum Consideration	The maximum consideration payable under this Offer, assuming full acceptance, is ₹ 25,00,81,468/- (Rupees Twenty Five Crore Eighty One Thousand Four Hundred Sixty Eight Only).
N.A.	Not Applicable
NSE	National Stock Exchange of India Limited
NRI	Non-Resident Indian as defined under FEMA

NSDL	National Securities Depository Limited
Offer / Open Offer	Open Offer being made by the Acquirer and PACs to the Public Shareholders of Target Company for acquisition of up to 60,99,548 Equity Shares representing 26.00 % of Equity Share Capital of the Target Company at Offer Price of ₹ 41/-.
Offer Price	Offer Price shall have the meaning assigned to such term in Clause 3.1.3
Offer Period	Period from the date of release of Public Announcement to the date of payment of consideration to the Public Shareholders whose Equity Shares are validly accepted under the Offer or the date on which the Offer is withdrawn.
Offer Shares	Offer Shares shall have the meaning assigned to such term in Clause 3.1.3
Offer Size	Offer Size shall have the meaning assigned to such term in Clause 3.1.3
PA / Public Announcement	Public Announcement dated September 5, 2024 issued by Manager to the Offer on behalf of the Acquirer and the PACs
PACs / Person Acting in Concerts	Tarachand Gangasahay Agrawal and Qmin Industries Limited
PAC-1	Tarachand Gangasahay Agrawal
PAC-2	Qmin Industries Limited
Promoters/ Promoters Group	Promoters and Promoters group of the Target Company namely Rita Arora, Rajesh Arora, Renu V. Arora, Parmanand Arora, Nipun V. Arora, Pankaj V. Arora, Somni Chawla, Vinod P. Arora, Jhanvi Nipunkumar Arora, Anuj Ashish Shah, Sarthak Pankajkumar Arora, Chinmaya Pankaj Arora, Bhriгу Nipun Arora, Preeti N. Arora, Shikha P. Arora, T.P Vinodkumar HUF, Pari Bhogilal Laxmichand HUF, Ashish Virendrabhai Shah, Kalpesh Shah. Parul Shah, Bela Shah, Pankil K. Shah, Kashvi Kalpeshbhai Shah, Pankil Kalpeshbhai Shah HUF, Karishma Pankilbhai Shah, Anoli Ashishbhai Shah, Sushilaben Shah, Shah Kalpesh Virendrabhai HUF, Heena Khanna, V. B. Investment Private Limited, Kashvi Investments Private Limited, Twenty First Century Marketing Limited, Shipa Fabrics Private Limited, Ennbee Textiles Private Limited, Rentex Weavers Limited, Vee Bee Textiles Private Limited, Bhansali Tradelink Private Limited and Pee Vee Synthetics Private Limited.
Public Shareholders	All the registered and unregistered public shareholders of the Target Company who owns the Equity Shares at any time prior to the closure of Tendering Period, except the Acquirers, existing Promoters and promoter Group of the Target Company and the parties to the SPA and persons deemed to be acting in concert with the parties to the SPA, pursuant to and in compliance with Regulation 7(6) of SEBI (SAST) Regulations.
RBI	The Reserve Bank of India
Registrar to the Offer	Link Intime India Private Limited
Rs. / Rupees / ₹	Indian Rupees, the legal currency of India
Sale Shares	Sale Shares shall have the meaning assigned to such term in Clause 3.1.1
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992 and subsequent amendment thereto
SEBI Master Circulars	SEBI Master Circular No. SEBI/HO/CFD/PoD-1/P/CIR/2023/31 dated February 16, 2023
SEBI (ICDR) Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and subsequent amendment thereto.
SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendment thereto.
SEBI Observations	SEBI Observation letter bearing reference number SEBI/HO/CFD/CFD-RAC-DCR1/P/OW/2024/34254/1 dated October 31, 2024.

SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto
Selling Shareholders/ Sellers	All the Promoters and entities forming part of the Promoters Group
SPA	Share Purchase Agreement dated September 05, 2024.
Stock Exchanges	BSE Limited and National Stock Exchange of India Limited
Target Company / TC / Company	Aarvee Denims and Exports Limited
Tendering Period	Period within which Public Shareholders of Target Company may tender their Equity Shares in acceptance to the Offer i.e., the period commencing from Wednesday, November 20, 2024 and closing on Tuesday, December 03, 2024 both days inclusive.
Underlying Transaction	Underlying Transaction shall have the meaning assigned to such term in Clause 3.1.1
Working Days	Working days of SEBI as defined in the SEBI (SAST) Regulations.

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

## 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 PUBLIC SHAREHOLDERS OF AARVEE DENIMS AND EXPORTS LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER, PACs OR 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 AND PACs ARE 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 AND PACs DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER “VIVRO FINANCIAL SERVICES PRIVATE LIMITED” HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 20, 2024 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER AND PACs 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 The Acquirer and the PACs have entered into the Share Purchase Agreement (“SPA”) with the Promoters and Promoter Group (“Sellers”) and the Target Company on September 05, 2024, for acquisition of 1,42,66,303 (*One Crore Forty Two Lakhs Sixty Six Thousand Three Hundred Three*) Equity Shares (“Sale Shares”) of face value ₹ 10/- each representing 60.81% of the Equity Share Capital of the Target Company at a price of ₹ 25.11 (*Rupees Twenty Five and Paise Eleven Only*) per Equity Share aggregating to ₹ 35,82,26,868.33 (*Rupees Thirty Five Crore Eighty Two Lakhs Twenty Six Thousand Eight Hundred Sixty Eight and Paise Thirty Three Only*), subject to the terms and conditions as mentioned in the SPA (“Underlying Transaction”).
- 3.1.2 As a consequence of the execution of SPA, this Open Offer is a mandatory Open Offer, being made by the Acquirer and the PACs to the Public Shareholders of the Target Company in compliance with Regulations 3(1) and Regulations 4 and other applicable provisions of the SEBI (SAST) Regulations triggered upon the execution of SPA to acquire substantial shareholding, management and control of the Target Company.
- 3.1.3 This Open Offer is being made by the Acquirer and the PACs to the Public Shareholders to acquire up to 60,99,548 (*Sixty Lakhs Ninety Nine Thousand Five Hundred Forty Eight*) Equity Shares (“Offer Shares”) representing 26.00% of the Equity Share Capital the Target Company at a price of ₹ 41/- (*Rupees Forty One Only*) per Equity Shares (“Offer Price”) from the Public Shareholders of the Target Company, aggregating to a total consideration of ₹ aggregating to a total consideration of ₹ 25,00,81,468 (*Rupees Twenty-Five Crore Eighty-One Thousand Four Hundred Sixty-Eight Only*) (*assuming full acceptance*) (“Offer Size”), payable in cash in accordance with

Regulation 9(1)(a) of the SEBI (SAST) Regulations.

- 3.1.4 Other than the proposed acquisition through the SPA from the Sellers as mentioned above, the Acquirer holds 9,28,273 Equity Shares representing 3.96% of the Equity Share Capital and the PAC-2 holds 2,24,179 Equity Shares representing 0.96% of the Equity Share Capital of the Target Company.
- 3.1.5 Sellers are the Promoters and the Promoter Group of the Target Company and upon completion of the Underlying Transaction and this Offer, Sellers will not hold any Equity Shares of the Target Company and shall cease to be Promoters/ Promoters Group of the Target Company subject to compliance with conditions stipulated in Regulation 31A of the SEBI (LODR) Regulations.
- 3.1.6 Upon consummation of the Underlying Transaction (*contemplated under the SPA*) and subject to compliance with SEBI (SAST) Regulations, the Acquirer and PACs will acquire control over the Target Company and the Acquirer shall be classified as promoter of the Target Company and the PACs shall be classified as promoter group of the Target Company, in accordance with the provisions of SEBI (LODR) Regulations.
- 3.1.7 **The salient features of the SPA are as follows:**

- a) The Sellers are the Promoters and part of the Promoters Group of the Company and have agreed to sell 1,42,66,303 Equity Shares representing 60.81% of the Equity Share Capital of the Target Company and transfer to the Acquirer and PACs and the Acquirer and PACs have respectively agreed to purchase the same.
- b) The Sale Price of Rs. 25.11 per equity share shall be paid by the Acquirer and PACs to the Sellers in the manner as set forth hereunder:

a)	At the time of execution of this Agreement	10% of the sale price payable
b)	Upon completion of the open offer	10% of the sale price payable
c)	On Completion	Balance 80% of the sale price payable

- c) The obligation of the Acquirer and PACs to purchase the Sale Shares is conditional upon fulfilment of the following conditions precedent by the Sellers and the Company, as the case may be, as set out hereunder (“**Conditions Precedent**”):
- i. No event which would, or is likely to be a Material Adverse Effect, shall have occurred or be threatened in respect of the Sellers and/ or the Company and / or the Business.
  - ii. The Sellers shall ensure that the Sellers and the Company obtain all the corporate approvals and make necessary filings with the office of Registrar of Companies, required for the execution and delivery of this Agreement, the transfer of the Sale Shares including obtaining CA certificate regarding compliance with the provisions of section 281 of the Income Tax Act, 1961 and the performance of the Sellers’ obligation hereunder
  - iii. The Acquirer and PACs shall have successfully completed the Open offer to be made in compliance with all the requirements of Takeover Regulations
  - iv. There being no material breach by the Sellers of any provision of this Agreement.
  - v. All the representations and Warranties of the Sellers, shall be true and accurate as on the Execution Date and at the Completion Date.
  - vi. There shall not have been any proceeding, order, injunction, or other action issued, pending or threatened which to the best knowledge of the Sellers’ (i) involves a challenge to or seeks to or which prohibits, prevents, restrains, restricts, delays, makes illegal or otherwise interferes with the consummation of any of the transactions contemplated under this Agreement, or (ii) seeks to impose conditions upon the ownership or operations of the Company or which affects the ability of the Acquirer and PACs to purchase the Sale Shares from the Sellers and no Applicable Law (or proposed law) shall have been proposed, promulgated, adopted,

enacted or entered or otherwise made effective by any Governmental Authority that has or would have such effect.

- vii. The Asset Monetisation Plan should have been implemented in full by the Company and the Sellers and outstanding total bank limits should have been reduced to the agreed level of Residuary bank limits of Rs.45,00,00,000/- (Rupees forty-five crores only) and the required release deeds for the release of the charges of the bankers on the Sari Unit and Vijay Farm Unit should have been duly executed; and the Pledge on a part of the Sale Shares made in favour of the Bankers of the Company shall be removed.
  - viii. The Sellers and the Company shall have made arrangements for liquidation/recovery/ takeover of the excluded current assets and shall have settled/paid/transferred the excluded liabilities and repayment/settlement of the excluded liabilities and should have obtained No due certificates/confirmations from the parties forming part of excluded liabilities.
  - ix. Approvals from banks/lenders of the Company for sale and purchase of the Sale Shares as contemplated in this Agreement should have been obtained by the Sellers and the Company
  - x. The Acquirer and PACs shall have obtained the approval from the banks and lenders of the Company for continuation of the residuary bank liabilities by the banks in the Company post Completion of the transaction, and the said approval shall also, inter alia, include approval for withdrawal of the personal guarantees given by the Seller group representatives to the banks and lenders to be substituted by personal guarantees/securities that may be required to be offered by the Acquirer and PACs to the said banks/lenders
  - xi. The Sellers and the Company shall have applied for renewal of all the government authorisations held by the Company that are about to expire and / or have already expired.
  - xii. The Sellers and the Company shall ensure that all the insurance policies taken by the Company shall be kept valid and subsisting till the Completion Date.
  - xiii. The Sellers/their affiliates shall have transferred 50 Weaving Looms to the Company without any consideration.
  - xiv. The Acquirer and PACs and the Company shall have entered into Settlement Agreements/Arrangements with the Identified Trade Creditors and the Acquirer and PACs shall have agreed to issue post-dated cheques of the Company covering the entire amount payable by the Company post Completion to the Identified Trade Creditors in accordance with the terms of the Settlement Agreements entered into with them.
  - xv. The Acquirer and PACs shall have made necessary arrangements for substitution of the Torrent BG as mentioned in Recital H so as to enable the Sellers to effectively withdraw the amount of margin money of Rs.1,10,00,000/- given by the Company as security for issuance of Torrent BG, as an additional amount payable by the Acquirer and PACs to the Sellers, over and above the sale price payable under this Agreement.
  - xvi. The Company and the Sellers shall have made adequate arrangements for paying/satisfying the liability of Municipal tax of the Company till the date of Completion.
  - xvii. The Company and the Sellers shall have sold the Identified Fixed Assets and withdrawn from the Company the amounts realised from the sale of such Identified Fixed Assets. Alternatively, at the option of the Acquirer and PACs, the Acquirer and PACs shall have agreed to continue the Company owing and holding the Identified Fixed Assets not sold till the date of Completion and the Acquirer and PACs shall have agreed to pay additional amount to the Sellers in respect of such Identified Fixed Assets not sold till the date of Completion at a value of the Identified Fixed Assets to be mutually decided between the Sellers and the Acquirer and PACs.
  - xviii. The Company shall have terminated the services of the identified key employees and also the services of all other employees and shall have paid/satisfied all the liabilities in connection with the said employees whose services are so terminated.
- d) The Transaction may be undertaken either on the floor of the Stock Exchanges as permitted under applicable law, or as an 'off-market' transaction. The Sellers will provide duly signed and acknowledged depository slips in favor of the Acquirer and PACs and the Acquirer and PACs shall pay the Sale Price to the Sellers, in to their respective designated bank accounts

- e) On Completion, the Sellers will cease to be promoters of the Company and the Acquirer and PACs shall be deemed to be in control and management of the Company and the Sellers shall ensure that the Sellers and / or Company would make necessary intimation to the relevant stock exchanges in this regard.
- f) The Sellers shall ensure that the Company holds a Board meeting and passes necessary resolutions to effect the following:
- Noting the transfer of the Sale Shares to the Acquirer and PACs;
  - Filing the requisite forms as required under the Act;
  - Taking on record the Seller Documents on the Board of the Company and, the resignations of the Seller Directors shall be effective as of the closure of such Board meeting;
  - Reconstitution of the various committees of the Directors of the Company as per the instructions of the Acquirer and PACs.
  - Reclassification of existing promoter and promoter group to public and classification of Acquirer as Promoter and PACs as promoter group.

3.1.8 The details of Sellers are as follows:

Sr. No.	Name of the person / entity	Nature of the person / entity	Registered Office/ Residential Address	Shareholding / Voting Rights held by the Selling Shareholders	
				No. of Equity Shares	%
1.	Rita Arora	Individual	A-20, Gujranwala Town Part-1, Main GT Road, N.S. Mandi, Northwest Delhi, Delhi-110009.	12,64,362	5.38%
2.	Rajesh Arora	Individual	A-20, Gujranwala Town Part-1, Main GT Road, N.S. Mandi, Northwest Delhi, Delhi-110009.	11,82,341	5.04%
3.	Renu V. Arora	Individual	12/1B Sur No. 239/2, Omkar House, Hebatpur Road, opp. Ami Mangal -3, Thaltej, Ahmedabad - 380059 Gujarat	2,22,155	0.95%
4.	Parmanand Arora	Individual	A-20, Gujranwala Town Part-1, Gujranwala Colony, G.T.B Nagar, Northwest Delhi-110009.	3,60,140	1.54%
5.	Nipun V. Arora	Individual	12/C Sur No. 239/2, Omkar House, Hebatpur Road, opp. Ami Mangal -3, Thaltej, Ahmedabad – 380059 Gujarat	2,44,899	1.04%
6.	Pankaj V. Arora	Individual	12/A Sur No. 239/2, Omkar House, Hebatpur Road, opp. Ami Mangal -3, Thaltej, Ahmedabad – 380059 Gujarat	2,34,849	1.00%
7.	Somni Chawla	Individual	H. No. 10, Road No. 28, Punjabi Bagh S.O., West Delhi, Delhi, 110026.	1,16,760	0.50%
8.	Vinod P. Arora	Individual	12/1B Sur No. 239/2, Omkar House, Hebatpur Road, opp. Ami Mangal -3, Thaltej, Ahmedabad – 380059 Gujarat	80,000	0.34%
9.	Jhanvi Nipun kumar Arora	Individual	12/C Sur No. 239/2, Omkar House, Hebatpur Road, opp. Ami Mangal -3, Thaltej, Ahmedabad – 380059 Gujarat	75,790	0.32%

Sr. No.	Name of the person / entity	Nature of the person / entity	Registered Office/ Residential Address	Shareholding / Voting Rights held by the Selling Shareholders	
				No. of Equity Shares	%
10.	Sarthak Pankajkumar Arora	Individual	12/A Sur No. 239/2, Omkar House, Hebatpur Road, opp. Ami Mangal -3, Thaltej, Ahmedabad – 380059 Gujarat	75,790	0.32%
11.	Chinmaya Pankaj Arora	Individual	12/A Sur No. 239/2, Omkar House, Hebatpur Road, opp. Ami Mangal -3, Thaltej, Ahmedabad – 380059 Gujarat	75,786	0.32%
12.	Bhrigu Nipun Arora	Individual	12/C Sur No. 239/2, Omkar House, Hebatpur Road, opp. Ami Mangal -3, Thaltej, Ahmedabad – 380059 Gujarat	75,785	0.32%
13.	Preeti N. Arora	Individual	12/ C Sur No. 239/2, Omkar House, Hebatpur Road, opp. Ami Mangal -3, Thaltej, Ahmedabad – 380059 Gujarat	10,000	0.04%
14.	Shikha P. Arora	Individual	12/ A Sur No. 239/2, Omkar House, Hebatpur Road, opp. Ami Mangal -3, Thaltej, Ahmedabad – 380059 Gujarat	10,000	0.04%
15.	T.P. Vinodkumar HUF	HUF	239/2. Omkar 12/1/b, Opp. Ami Mangal Bungalow-3, Hebatpur Shilaj Road Thaltej, Ahmedabad, Gujarat-380054	35,000	0.15%
16.	Pari Bhogilal Laxmichand HUF	HUF	20, Merchant Park Society, B/h Jain Merchant Society, Near Faiz Mohammed Hall, Paldi, Ahmedabad, Gujarat-380007.	7,18,932	3.06%
17.	Ashish Virendrabhai Shah	Individual	2 Jain Marchant Society, Paldi, Ahmedabad – 380007, Gujarat	5,41,779	2.30%
18.	Kalpesh Shah	Individual	20, Merchant Park Society, B/h Jain Merchant Society, Near Faiz Mohammed Hall, Paldi, Ahmedabad-380007, Gujarat	4,65,300	1.98%
19.	Parul Shah	Individual	20, Merchant Park Society, B/h Jain Merchant Society, Near Faiz Mohammed Hall, Paldi, Ahmedabad-380007, Gujarat	4,25,641	1.81%
20.	Bela Shah	Individual	2 Jain Marchant Society, Anandnagar , Paldi, Ahmedabad – 380007, Gujarat	3,63,991	1.55%
21.	Pankil K. Shah	Individual	20, Merchant Park Society, B/h Jain Merchant Society, Near Faiz Mohammed Hall, Paldi, Ahmedabad-380007, Gujarat	1,008	Negligible
22.	Kashvi Kalpeshbhai Shah	Individual	B-703, Asavan Complex, Satellite, Ahmedabad, Gujarat-380015	2,61,935	1.11%
23.	Pankil Kalpeshbhai Shah HUF	HUF	20, Merchant Park, B/H Jain Merchant Society, Near Faiz Mohammed Hall, Paldi, Ahmedabad -380007, Gujarat	2,24,164	0.96%



Sr. No.	Name of the person / entity	Nature of the person / entity	Registered Office/ Residential Address	Shareholding / Voting Rights held by the Selling Shareholders	
				No. of Equity Shares	%
24.	Karishma Pankilbhai Shah	Individual	20, Merchant Park, B/H Jain Merchant Society, Near Faiz Mohammed Hall, Paldi, Ahmedabad -380007, Gujarat	41,581	0.18%
25.	Anoli Ashishbhai Shah	Individual	801 Samprat residency-2, Satellite, Ahmedabad-380015, Gujarat	20,000	0.09%
26.	Sushilaben Shah	Individual	2, Jain Merchant Society, Fatehnagar, Paldi, Ahmedabad-380007, Gujarat	1,086	Negligible
27.	Shah Kalpesh Virendrabhai HUF	HUF	20, Merchant Park, B/H Jain Merchant Society, Near Faiz Mohammed Hall, Paldi, Ahmedabad -380007, Gujarat	60,300	0.26%
28.	Heena Khanna	Individual	B 2/8, Second Floor, Behind Marble Market, Rajauri Garden, J-6, Tagore Garden, West Delhi, Delhi – 110027.	1,22,951	0.52%
29.	V. B. Investment Private Limited	Private Company	26, New Cloth Market, Outside Raipur Gate, Ahmedabad- 380002, Gujarat, India,	23,20,900	9.89%
30.	Kashvi Investments Private Limited	Private Company	26, New Cloth Market, Outside Raipur Gate, Ahmedabad-380002, Gujarat, India,	13,88,200	5.92%
31.	Twenty First Century Marketing Limited	Public Limited Company	B/116 Shree Ghantakaraan Mahavir Commercial Market, Sarangpur, Ahmedabad- 380002, Gujarat, India.	11,54,250	4.92%
32.	Shipa Fabrics Private Limited	Private Company	B/116 Shree Ghantakaraan Mahavir Commercial Market, Sarangpur, Ahmedabad- 380002, Gujarat, India.	6,85,900	2.92%
33.	Ennbee Textiles Private Limited	Private Company	B/116 Shree Ghantakaraan Mahavir Commercial Market OS, Sarangpur Gate, Ahmedabad-380002, Gujarat, India	5,79,600	2.47%
34.	Rentex Weavers Limited	Public Limited Company	B/116 Shree Ghantakaraan Mahavir Commercial Market OS, Sarangpur Gate, Ahmedabad-380002, Gujarat, India	5,69,850	2.43%
35.	Vee Bee Textiles Private Limited	Private Company	26, New Cloth Market, Opp Raipur Gate, Ahmedabad-380002, Gujarat, India,	1,40,000	0.6%
36.	Bhansali Tradelink Private Limited	Private Company	B/116 Shree Ghantakaran Mahavir Commercial Market, O/s Sarangpur, Ahmedabad-380002, Gujarat, India,	62,500	0.27%
37.	Pee Vee Synthetics Private Limited	Private Company	11 A/2, Court Road, Civil Lines North Delhi-110054, Delhi, India,	52,778	0.22%
			<b>Total</b>	<b>1,42,66,303</b>	<b>60.81%</b>

3.1.9 The Sellers are not prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of

the SEBI Act or under any other Regulations made under the SEBI Act.

- 3.1.10 The proposed change in control of the Target Company is not through any Scheme of Arrangement.
- 3.1.11 The Acquirer and the PACs do not have any nominee directors or representatives on the Board of Directors of the Target Company as on the date of this LOF. However, on consummation of the Underlying Transaction and the Open Offer, the Target Company may appoint Acquirer as a board member, subject to approval of shareholders and applicable laws. No proposal in this regard has been finalized as on the date of this LOF.
- 3.1.12 Post completion of the Underlying Transaction and this Offer (*assuming full acceptances in the Offer*), the Acquirer and the PACs will hold 2,15,18,303 (Two Crore Fifteen Lakhs Eighteen Thousand Three Hundred Three) Equity Shares representing 91.72% of the Equity Share Capital of the Target Company.
- 3.1.13 Apart from the consideration of ₹ 25.11 (Rupees Twenty Five and Paise Eleven Only) per Equity Share, no other compensation, directly or indirectly, is payable to the Sellers under the SPA or otherwise. The total consideration is payable in cash for both the SPA Shares and the Equity Shares acquired under the present Offer.
- 3.1.14 The Acquirer and the PACs have not entered into any non-compete arrangement and/or agreement with anyone with respect to the operation of the Target Company.
- 3.1.15 The Offer is not pursuant to any open market purchase or a global acquisition resulting in an indirect acquisition of the Equity Shares of the Target Company.
- 3.1.16 As per Regulations 26(6) and 26(7) of SEBI (SAST) Regulations, the Board of the Target Company has constituted a committee of independent directors who would provide its written reasoned recommendation on the Offer to the Public 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 was published. A copy of the same shall be sent to SEBI, Stock Exchange and Manager to the Offer.

## 3.2. Details of the Proposed Offer

- 3.2.1 In accordance with regulation 13(4) of the SEBI (SAST) Regulations, the Acquirer and PACs have made a Detailed Public Statement within 5 (five) Working Days from the date of PA. In accordance with regulation 14(3) of the SEBI (SAST) Regulations, the Detailed Public Statement dated September 10, 2024 was published in the following newspapers:

Name of the Newspaper	Edition	Date
Financial Express (English)	All	September 12, 2024
Jansatta (Hindi)	All	September 12, 2024
Financial Express (Gujarati)	Ahmedabad	September 12, 2024
Navshakti (Marathi)	Mumbai	September 12, 2024

- 3.2.2 A copy of the PA, DPS and DLOF and LOF shall also be available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in) and on website of Manager to the Offer i.e. [www.vivro.net](http://www.vivro.net)
- 3.2.3 The Acquirer and the PACs are making a mandatory offer to the Public Shareholders of the Target Company to acquire up to 60,99,548 (*Sixty Lakhs Ninety Nine Thousand Five Hundred Forty Eight*) Equity Shares representing 26.00% of the Equity Share Capital of the Target Company at a price of ₹ 41/- (*Rupees Forty One*

*Only*) per Equity Share aggregating to a total consideration of ₹ 25,00,81,468/- (*Rupees Twenty Five Crores Eighty One Lakhs Four Hundred Sixty Eight Only*) (*assuming full acceptance*), payable in cash, subject to the terms and conditions mentioned in PA, the DPS and this LOF and in accordance with the applicable provisions of the SEBI (SAST) Regulations.

- 3.2.4 Except PACs, there are no other person acting in concert with the Acquirer for the purpose of this Open Offer. While persons may be deemed to be acting in concert with the Acquirer and/or the PACs in terms of Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations, however, such deemed PACs are not acting in concert with the Acquirer and/or the PACs for the purposes of this Open Offer, within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations.
- 3.2.5 The Public Shareholders who tender their Equity Shares in this Open Offer shall ensure that the Equity Shares are clear from all liens, charges and encumbrances. The Offer Shares will be acquired, subject to such Offer Shares being validly tendered in this Open Offer, together with all the rights attached thereto, including all the rights to dividends, bonuses and right offers declared thereof and in accordance with the terms and conditions set forth in the Public Announcement, this Detailed Public Statement and as will be set out in the Letter of Offer, and the tendering Public Shareholders shall have obtained all necessary consents required by them to tender the Offer Shares.
- 3.2.6 Any Public Shareholder required to obtain any governmental or regulatory approval, if any, must obtain all such requisite approvals required to tender the Offer Shares held by them, in this Open Offer. Further, if holders of the Equity Shares who are not persons resident in India (including NRIs, erstwhile OCBs and FIIs) had required any approvals (including from the RBI or the FIPB or any other regulatory body) in respect of the Offer Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Offer Shares, along with the other documents required to be tendered to accept this Open Offer. In the event such approvals are not submitted, the Acquirers reserve the right to reject such Equity Shares tendered in this Open Offer.
- 3.2.7 All the Equity Shares of the Target Company are fully paid up and there are no partly paid up shares in the Target Company. There is no differential pricing in the Offer.
- 3.2.8 This is not a competing Offer in terms of regulation 20 of the SEBI (SAST) Regulations and there has been no competing offer as on the date of this LOF.
- 3.2.9 This Offer is not conditional upon any minimum level of acceptance in terms of regulation 19 of the SEBI (SAST) Regulations.
- 3.2.10 The Acquirer will acquire up to 60,99,548 (Sixty Lakhs Ninety Nine Thousand Five Hundred Forty Eight) Equity Shares that are validly tendered in accordance with the terms of the Offer at the Offer Price. In the event the Equity Shares tendered in the Offer are more than the Equity Shares proposed to be acquired under the Offer, the acquisition of Equity Shares from the Public Shareholders will be on a proportionate basis.
- 3.2.11 The Acquirer and the PACs have not acquired any Equity Shares of the Target Company from the date of PA up to the date of this LOF.
- 3.2.12 Upon completion of the Offer, assuming full acceptances in the Offer, the Acquirer and the PACs will hold 2,15,18,303 (*Two Crore Fifteen Lakhs Eighteen Thousand Three Hundred Three*) Equity Shares representing 91.72% of the Equity Share Capital of the Target Company as on the tenth Working Day after the closure of the Tendering Period.
- 3.2.13 The Offer (*assuming full acceptance*) will result in the minimum public shareholding (“MPS”) to fall below 25% of

Equity Share Capital of the Target Company in terms of Regulation 38 of the SEBI (LODR) Regulations, read with Rule 19A(1) of the Securities Contracts (Regulations) Rules, 1957 ("**SCRR**"). If the MPS falls below 25% of the Equity Share Capital, the Acquirer and the PACs will comply with provisions of Regulation 7(4) of the SEBI (SAST) Regulations to maintain the MPS in accordance with the SCRR and the SEBI (LODR) Regulations.

- 3.2.14 The Acquirer and PACs intend to retain the listing status of the Target Company and no delisting offer is proposed to be made.
- 3.2.15 The Acquirer and the PACs shall not be eligible to make a voluntary delisting offer under the SEBI (Delisting of Equity Shares) Regulations, 2021, unless a period of twelve months have elapsed from the date of completion of the Offer period as per regulation 7(5) of SEBI (SAST) Regulations.
- 3.2.16 Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirer and the PACs have appointed Vivro Financial Services Private Limited as the Manager to the Offer.
- 3.2.17 As on the date of this LOF, the Manager to the Offer, does not hold any Equity Shares in the Target Company, further, the Manager to the Offer is not related to the Acquirer and the PACs and the Target Company in any manner whatsoever. The Manager to the Offer further declares and undertakes that it will not deal on its own account in the Equity Shares of the Target Company during the Offer Period.
- 3.2.18 There are no directions subsisting or proceedings pending or any statutory approval pending against the Manager to the Offer under SEBI Act, 1992 and regulations made there under, also by any other Regulator. Further, there are no penalties levied by SEBI, RBI or Stock Exchanges against the Manager to the Offer. Further, Link Intime India Private Limited has confirmed vide their e-mail dated October 15, 2024 that there has been no penalty imposed by SEBI during the last five years, except in the case of an adjudication order no. Order/BM/JR/2022-23/ 23296 – 23297 dated 31 January 2023 in the matter of complaint by Pushpaben Rasiklal Patel and amount of Rs 1 Lakh penalty has been paid by Link Intime India Private Limited.

### **3.3. Object of the Acquisition/Offer**

- 3.3.1 The prime objective of the Acquirer and the PACs for this Open Offer is substantial acquisition of Equity Shares and voting rights and control over the management and affairs of the Target Company.
- 3.3.2 The Acquirer and PACs intend to continue the existing line of business of the Target Company or may diversify its business activities in future 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 the Target Company and all applicable laws, rules and regulations, the board of directors of the Target Company will take appropriate business decisions from time to time in order to improve the performance of the Target Company.
- 3.3.3 Subsequent to the completion of the Open Offer, the Acquirer and PACs shall, in consultation with the board of directors of the Target Company and in pursuance of the terms of the Share Purchase Agreement, streamline/ restructure the operations, assets, liabilities and/ or businesses including sale of assets or undertaking of the Target Company. Further, in terms of Regulation 25(2) of the SEBI (SAST) Regulations, the Acquirer and PACs, in consultation with the Board of Directors of the Target Company, and based on the requirements of the business of the Target Company and in accordance with applicable laws, may consider disposal of or creating encumbrance over any assets or investments of the Target Company through sale, lease, reconstruction, restructuring and/or renegotiation or termination of existing contractual/ operating arrangements, for restructuring and/ or rationalizing the assets, investments or liabilities of the Target Company to improve

operational efficiencies and for other commercial reasons. Decision on these matters will be based on the requirements of the business of the Target Company and such decision will be taken in accordance with and as permitted by applicable laws.

#### **4. BACKGROUND OF THE ACQUIRERS & PACs**

##### **4.1. Jaimin Kailash Gupta (“Acquirer”)**

4.1.1 Jaimin Kailash Gupta is son of Kailash Gangasahay Gupta, an individual resident of India, aged 29 years presently residing at 3, Rajpath Highway Society, Behind Rajpath Club, S G Highway, Bodakdev, Behind Nova Village, Ahmedabad -3800542, Gujarat, India. The contact details of the Acquirer is (+91) 70417 65858; email ID: [guptajaimin@yahoo.com](mailto:guptajaimin@yahoo.com). He holds Bachelor’s Degree in Commerce from Gujarat University and is having experience of eight years in the field of textile industry.

4.1.2 As on the date of this LOF, the Acquirer holds 9,28,273 Equity Shares representing 3.96% of the Equity Share Capital of the Target Company.

4.1.3 The Acquirer holds DIN: 06833388 and as on the date of this LOF is a Managing Director in Stitched Textiles Limited, he is not acting as Whole Time Director in any public limited company.

4.1.4 The net worth of the Acquirer as on August 27, 2024, is Rs. 6087.31 Lakhs (Rupees Sixty Crores Eighty Seven Lakhs Thirty One Thousand Only) as certified vide certificate bearing UDIN: 24195468BKAAJL5525 dated September 5, 2024 issued by CA Naman Agarwal, (Membership No.195468) proprietor of Agarwal Naman & Associates, Chartered Accountants, FRN: 033313C, having its office at 21 Agarwal Colony, Abu Road, Sirohi-307026, Rajasthan, India, Mobile No. (91) 98984 38420, email ID: [nmn9660@gmail.com](mailto:nmn9660@gmail.com).

##### **4.2. Tarachand Gangasahay Agrawal (“PAC-1”)**

4.2.1 Tarachand Gangasahay Agrawal is son of Gangasahay Ghisharam Agrawal, an individual resident of India, aged 47 years, residing at 4/7, Guru Ramdas Society, Near Amber Cinema, Bapunagar, Ahmedabad-3800243, Gujarat, India. the contact details of PAC-1 is (+91) 70417 65858; email id: [tarachandag97@gmail.com](mailto:tarachandag97@gmail.com). He holds Secondary School Certificate and is having experience of more than twenty years in the field of textile industry and garments trading.

4.2.2 As on the date of this LOF, PAC 1 does not hold any Equity Shares of the Target Company.

4.2.3 PAC-1 is the uncle of the Acquirer.

4.2.4 PAC-1 holds DIN: 00465635 and as on the date of this LOF is a Managing Director in 7NR Retail Limited (Listed Company). He is not acting as Whole Time Director in any public limited company.

4.2.5 The net worth of the PAC-1 as on August 27, 2024, is Rs. 48.62 Lakhs (Rupees Forty Eight Lakhs Sixty Two Thousand Only) as certified vide certificate bearing UDIN 24195468BKAAJM1848 dated September 5, 2024 issued by Naman Agarwal, (Membership No.195468) proprietor of Agarwal Naman & Associates, Chartered Accountants, FRN: 033313C, having its office at 21 Agarwal Colony, Abu Road, Sirohi-307026, Rajasthan, India, Mobile No. (91) 98984 38420, email ID: [nmn9660@gmail.com](mailto:nmn9660@gmail.com).

##### **4.3. Qmin Industries Limited (“PAC-2”)**

4.3.1 Qmin Industries Limited is a public limited company incorporated on December 18, 2009 as “Qmin Pharma Private Limited” under the Companies Act, 1956 pursuant to a certificate of incorporation dated December 18, 2009 issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli (the “RoC”). Subsequently, the name of the company

was changed to Qmin Industries Private Limited and a fresh certificate of incorporation consequent to the change of name dated December 30, 2022 was issued by the RoC. Further the name was changed to Qmin Industries Limited and a certificate of incorporation consequent upon conversion to public company was issued by RoC Ahmedabad on July 17, 2023.

4.3.2 The registered office of the PAC-2 is located at 1101, Shilp Zaveri, Building, Shyamal Cross Road, Manekbag, Ahmedabad -380015, Gujarat, India, and its CIN is U51100GJ2009PLC058937. The contact details of the PAC-2 is: (+91) 70417 65858; email Id: [accounts@qminindustries.com](mailto:accounts@qminindustries.com)

4.3.3 The paid up share capital of the PAC-2 is Rs. 3,01,00,000/- comprising of 30,10,000 equity shares of face value of ₹10/- each.

4.3.4 PAC-2 is engaged in the business of trading of chemicals.

4.3.5 PAC-2 is not listed on any Stock Exchanges in India or abroad.

4.3.6 As on the date of this LOF, PAC-2 holds 2,24,179 Equity Shares representing 0.96% of the Equity Share Capital of the Target Company.

4.3.7 The Shareholding Pattern of the PAC-2 is as under:

Sr. No.	Shareholders Category	No. of Shares held	Percentage %
<b>A</b>	<b>Promoters</b>		
1	Khushant Gupta	17,75,900	59.00
2	Keyur Gupta	12,21,960	40.60
	<b>Sub-Total (A)</b>	<b>29,97,860</b>	<b>99.60</b>
	FII/ Mutual-Funds/ FIs/Banks	NA	NA
<b>B</b>	<b>Public</b>		
3	Pritam Rathod	3,010	0.10
4	Pushpendra Gaur	3,010	0.10
5	Sneh Sangani	3,010	0.10
6	Yogesh Salunke	3,010	0.10
7	Dhruv Bhavsar	100	Negligible
	<b>Sub-Total (B)</b>	<b>12,140</b>	<b>0.40</b>
	<b>Total Paid up Capital (A+B)</b>	<b>30,10,000</b>	<b>100.00</b>

4.3.8 The details of the directors of PAC-2 as on the date of the LOF is as follows:

Name	DIN	Experience	Qualification	Date of Appointment
Khushant Gupta	07958719	Experience of 8 years in the field of textiles and finance.	Bachelor of Business Administration	March 13, 2018
Keyur V Gupta	09705756	Experience of 4 years in the field of IT and textile chemicals.	B.E. in Chemical Engineering.	August 18, 2022
Dhruv Alpeshkumar Bhavsar	10611487	Experience of 6 years in the field of banking and insurance.	Bachelor of Commerce	April 30, 2024

4.3.9 The key financial information of PAC-2 as extracted from its audited financial statements as at and for the financial year ended on March 31, 2024; March 31, 2023 and March 31, 2022 are set out as below:

(₹ in lakhs)

Particulars	Financial year ended March 31, 2024 (Audited)	Financial year ended March 31, 2023 (Audited)	Financial year ended March 31, 2022 (Audited)
<b>Revenue from operations</b>	<b>1,336.82</b>	<b>1,055.21</b>	<b>1,798.75</b>
Other Income	234.85	1,387.70	58.66
<b>Total Income</b>	<b>1,571.67</b>	<b>2,442.91</b>	<b>1,857.40</b>
Total Expenses excluding Interest, depreciation, and tax	1,340.50	2,005.85	1,803.59
<b>Profit / (Loss) before Depreciation, Interest, Tax and Exceptional Items</b>	<b>231.17</b>	<b>437.06</b>	<b>53.81</b>
Depreciation and amortization expense	0.56	0.57	0.28
Finance costs	12.52	7.52	1.90
<b>Profit/(Loss) before Tax and Exceptional Items</b>	<b>218.10</b>	<b>428.97</b>	<b>51.63</b>
Exceptional Items			
<b>Profit/(Loss) before Tax</b>	<b>218.10</b>	<b>428.97</b>	<b>21.63</b>
Tax Expenses (Net) (Income Tax & Deferred Tax)	21.29	15.54	4.18
<b>Profit/(Loss) after Tax</b>	<b>196.81</b>	<b>413.42</b>	<b>17.46</b>
<b>Balance Sheet</b>			
<b>Sources of Funds</b>			
Paid up share capital	301.00	301.00	1.00
Reserves and surplus/Other Equity (excluding revaluation reserve)	328.74	131.93	18.50
<b>Net Worth<sup>(1)</sup></b>	<b>629.74</b>	<b>432.93</b>	<b>19.50</b>
Non-controlling interest			
Secured Loans	47.80	9.76	-
Unsecured Loans	662.42	710.13	55.42
Provisions	14.58	20.15	4.35
Other Liabilities	1,480.86	1,877.98	2,336.31
<b>Total</b>	<b>2,835.40</b>	<b>3,050.95</b>	<b>2,415.58</b>
<b>Uses of funds</b>	<b>3,164.14</b>	<b>3,182.88</b>	<b>2,434.09</b>
Net Fixed assets <sup>(2)</sup>	1.79	2.05	2.62
Investments	506.85	303.88	27.70
Other Non-current Assets <sup>(3)</sup>	434.41	706.56	260.68
Current assets	1,892.35	2,038.46	2,124.57
<b>Total</b>	<b>2,835.40</b>	<b>3,050.94</b>	<b>2,415.58</b>
<b>Other Financial Data</b>			
<b>Dividend (%) (% of face value)</b>			
<b>Basic Earnings Per Share</b>	6.54	13.74	174.59
<b>Diluted Earnings Per Share</b>	6.54	13.74	174.59
<b>Return on Net worth (%) <sup>(4)</sup></b>	33.37%	95.5.%	0.90%
<b>Book value Per Share <sup>(5)</sup></b>	20.92	14.38	195.03

4.3.10 The net worth of the PAC-2 as on August 28, 2024 is ₹629.74 Lakhs (Rupees Six Crore Twenty Nine Lakhs Seventy Four Thousand Only) as certified vide certificate bearing UDIN 24195468BKAAJN7722 dated September 05, 2024 issued by CA Naman Agarwal, (Membership No.195468) proprietor of Agarwal Naman & Associates, Chartered

Accountants, FRN: 033313C, having its office at 21, Agarwal Colony, Abu Road, Sirohi, Rajasthan – 307026. Email ID: nmn9660@gmail.com; Mob.: 9898438420.

#### 4.4. Other common Information of the Acquirer and the PACs

- 4.4.1 Neither the Acquirer nor the PACs nor any of the entities with which they are associated with, are in securities related business and registered with SEBI as a 'Market Intermediary'.
- 4.4.2 The Acquirer and PACs have not acquired any Equity Shares of the Target Company between the date of PA i.e. September 5, 2024 and the date of this LOF
- 4.4.3 The Acquirer and PACs are not part of any group.
- 4.4.4 The Acquirer and PACs undertake 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.
- 4.4.5 The Acquirer and PACs have confirmed that, there are no directors representing the Acquirer and PACs on the board of the Target Company.
- 4.4.6 The Acquirer and PACs do not have any relationship with the Sellers.
- 4.4.7 As on the date of this LOF, the Acquirer and PACs, its directors and key employees have no relationship with or interest in the Target Company except for the Underlying Transaction and to the extent of their respective shareholding, as detailed in Clause 3.1 (*Background of the Offer*), that has triggered this Open Offer. Further, the Acquirer and the PACs are not related directly or indirectly with the Target Company or its Promoters and Directors.
- 4.4.8 The Equity Shares to be acquired under this Offer will be acquired by the Acquirer only. No other persons / entities propose to participate in the acquisition under the Open Offer.
- 4.4.9 The Acquirer and PACs have undertaken that if they acquire any further Equity Shares of the Target Company during the Offer Period, they shall disclose such acquisition to the Stock Exchanges where the Equity Shares of the Target Company are listed and to the Target Company at its registered office within 24 hours of such acquisition in compliance with Regulation 18(6) of the SEBI (SAST) Regulations. Further, they have also undertaken that they will not acquire any Equity Shares of the Target Company during the period between three Working Days prior to the commencement of the Tendering Period and until the closure of the Tendering Period as per Regulation 18(6) of the SEBI (SAST) Regulations.
- 4.4.10 As of the date of this LOF, the Acquirer and the PACs are not prohibited by SEBI, from dealing in securities, in terms of directions issued by SEBI under Section 11B of the Securities and Exchange Board of India Act, 1992, as amended ("**SEBI Act**") or any other regulations made under the SEBI Act.
- 4.4.11 The Acquirer and the PACs are not categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI, in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations.
- 4.4.12 The Acquirer and PACs are not categorized / declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018), in terms of Regulation 2(1)(ja) of the SEBI (SAST) Regulations.
- 4.4.13 There are no directions subsisting or proceedings pending or any statutory approval pending against the Acquirer and the PACs under SEBI Act, 1992 and regulations made there under, also by any other Regulator. Further, there are no penalties levied by SEBI, RBI or Stock Exchanges against the Acquirer and the PACs. Further, there are no instances



of non-compliance or delayed compliance under Regulation 29, 30 and 31 of the SEBI (SAST) Regulations by the Acquirer and PACs in the last 8 financial years.

4.4.14 Except PACs, there are no other person acting in concert with the Acquirer for the purpose of this Open Offer. While persons may be deemed to be acting in concert with the Acquirer and/or PACs in terms of Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations (“Deemed PACs”), however, such Deemed PACs are not acting in concert with the Acquirer and/or PACs for the purposes of this Open Offer.

## 5. BACKGROUND OF THE TARGET COMPANY

*(Information relating to the Target Company mentioned under this section has been sourced from the Target Company and/or information published by the Target Company and/or publicly available sources)*

5.1 The Target Company was incorporated as “Amtex (India) Private Limited” as a private limited company under the Companies Act, 1956 pursuant to a certificate of incorporation dated March 28, 1988 issued by the Registrar of Companies, Gujarat, (the “RoC”). Subsequently, the name of the Target Company was changed to “Amtex India Limited” and fresh certificate of incorporation consequent to the change of name dated April 7, 1992 was issued by the RoC. Further the name was changed to Aarvee Denims and Exports Limited and fresh certificate of incorporation consequent to the change of name dated April 7, 1994 was issued by the RoC. The CIN of the Target Company is L17110GJ1988PLC010504.

5.2 The registered office of the Target Company is situated at 191, Shahwadi, Near Old Octroi Naka, Narol Sarkhej Highway, Narol, Ahmedabad-382405, Gujarat, India. **Tel. No.:** 079-30417000, **Fax No.:** 079-30417070, **Email Id:** [cs@aarveedenims.com](mailto:cs@aarveedenims.com) | **Website:** [www.aarveedenims.com](http://www.aarveedenims.com).

5.3 The Target Company is engaged in the business of suppliers and manufacturers textiles and wide spectrum of fashionable denims and various other specialty and fancy denims and has presence in the international market.

5.4 The Equity Shares of the Target Company are listed on BSE Limited (Scrip ID: AARVEEDEN, Scrip Code: 514274) and National Stock Exchange of India Limited (Scrip ID: AARVEEDEN). The ISIN of the Equity Shares is INE273D01019.

5.5 The authorized share capital of the Target Company is ₹ 50,00,00,000/- (*Rupees Fifty Crores Only*) comprising of 3,50,00,000 (*Three Crore Fifty Lakh*) Equity Shares of face value of ₹ 10/- each and 1,50,00,000 Cumulative Redeemable Non-Convertible Preference Shares of ₹ 10/- each. The Equity Share Capital of the Target Company is ₹23,45,98,000 (*Rupees Twenty Three Crore Forty-Five Lakhs Ninety Eight Thousand Only*) comprising of 2,34,59,800 (*Two Crore Thirty Four Lakhs Fifty Nine Thousand and Eight Hundred*) Equity Shares of face value of ₹ 10/- each.

5.6 As per the shareholding pattern filed by the Target Company with the Stock Exchanges for the quarter ended June 30, 2024, the Target Company has disclosed that: (i) there are no partly paid up Equity Shares; (ii) it has not issued any convertible securities; (iii) it has not issued any warrants; (iv) there are no locked in Equity Shares of the Target Company; and (v) 78,72,515 Equity Shares held by the Promoters have been pledged or otherwise encumbered.

5.7 Share capital structure of the Target Company as on the date of LOF is as follows:

<b>Paid-up Equity Shares of the Target Company</b>	<b>No. of Equity Shares/ voting rights</b>	<b>% of Equity Shares/ voting rights</b>
Fully paid-up Equity Shares	2,34,59,800	100.00
Partly paid-up Equity Shares	Nil	Nil
Total paid-up Equity Shares	2,34,59,800	100.00
Total voting rights in Target Company	2,34,59,800	100.00

- 5.8 The Equity Shares of the Target Company are frequently traded on BSE and NSE within the meaning of Regulation 2(1)(j) of the SEBI (SAST) Regulations.
- 5.9 The trading of Equity Shares is currently not suspended on the Stock Exchange. The Equity Shares have not been delisted from any Stock Exchange in India.
- 5.10 There are no outstanding Equity Shares of the Target Company that are issued, allotted, but not listed on the Stock Exchange.
- 5.11 The Board of Directors of the Target Company as on the date of LOF are as under:

Sr. No.	Name	Designation	Date of Appointment	DIN
1.	Nipun Vinodkumar Arora	Whole-time Director (Promoter)	August 11, 2018	00989835
2.	Kalpesh Virendrabhai Shah	Whole-time Director (Promoter)	October 1, 2010	00007262
3.	Ashish Virendrabhai Shah	Managing Director (Promoter)	March 28, 1988	00007201
4.	Vinod Parmanand Arora	Managing Director (Promoter)	October 1, 2010	00007065
5.	Aartiben Pravinbhai Thakkar	Director	November 14, 2019	08603909
6.	Hiten Mukundbhai Parikh	Additional Director	April 1, 2024	01686215
7.	Kandarp Gajendra Trivedi	Additional Director	April 1, 2024	00314065
8.	Ankit Naresh Mittal	Additional Director	April 1, 2024	10056094

- 5.12 As of the date of this LOF, there are no directors representing the Acquirer or the PACs on the board of the Target Company.
- 5.13 There has been no merger/de-merger, spin off during last three years involving the Target Company.
- 5.14 The Target Company is in compliance with the listing requirements and no punitive action has been taken by Stock Exchanges against the Target Company.
- 5.15 There are no directions subsisting or proceedings pending or any statutory approval pending against the Target Company, its directors or promoters under SEBI Act, 1992 and regulations made there under, also by any other Regulator. Further, there are no penalties levied by SEBI, RBI or Stock Exchanges against the Target Company, its directors or promoters. Further, there are no instances of non-compliance or delayed compliance under Regulation 29, 30 and 31 of the SEBI (SAST) Regulations by the Target Company in the last 8 financial years.
- 5.16 Summary of the audited standalone financial statements for the financial year ended March 31, 2023, March 31, 2022 and March 31, 2021 are as follows:

*(Amount in Lakhs, except other financial data)*

Particulars	Quarter ended June 30, 2024 (Unaudited)	Financial year ended March 31, 2024 (Audited)	Financial year ended March 31, 2023 (Audited)	Financial year ended March 31, 2022 (Audited)
<b>Profit and Loss Statement</b>				
Revenue from operations	1,353.12	8,472.66	26,089.90	42,106.36
Other Income	4,509.50	660.50	267.70	359.62
<b>Total Income</b>	5,862.62	9,133.17	26,357.60	42,465.98
Total Expenses excluding Interest,	2,445.78	11,593.66	28,906.63	43,139.66

Particulars	Quarter ended June 30, 2024 (Unaudited)	Financial year ended March 31, 2024 (Audited)	Financial year ended March 31, 2023 (Audited)	Financial year ended March 31, 2022 (Audited)
depreciation, and tax				
<b>Profit / (Loss) before Depreciation, Interest, Tax and Exceptional Items</b>	3,416.84	(2,460.49)	(2,549.03)	(673.68)
Depreciation and amortization expense	111.10	1,170.50	2,527.90	2,549.04
Finance costs	532.87	3,665.48	4,590.15	4,307.97
<b>Profit/(Loss) before Tax and Exceptional Items</b>	2,772.87	(7,296.47)	(9,667.08)	(7,530.69)
Exceptional Items	-	-	-	-
<b>Profit/(Loss) before Tax</b>	2,772.87	(7,296.47)	(9,667.08)	(7,530.69)
Tax Expenses (Net) (Income Tax & Deferred Tax)	514.44	-2834.83	-2736.41	-1279.19
<b>Profit/(Loss) after Tax</b>	2,258.43	(4,461.64)	(6,930.67)	(6,251.50)
<b>Balance Sheet</b>				
<b>Sources of Funds</b>				
Paid up share capital	-	2,345.98	2,345.98	2,345.98
Reserves and surplus/Other Equity (excluding revaluation reserve)	-	(626.17)	3,794.21	10,287.61
<b>Net Worth<sup>(1)</sup></b>	-	<b>1,719.81</b>	<b>6,140.19</b>	<b>12,633.59</b>
Non-controlling interest	-	-	-	-
Secured Loans	-	16,027.61	28,303.12	30,412.32
Unsecured Loans	-	11,737.90	11,349.81	10,878.36
Provisions	-	169.18	201.78	191.41
Other Liabilities	-	14,194.26	6,788.13	8,743.65
<b>Total</b>	-	<b>42,128.95</b>	<b>46,642.84</b>	<b>50,225.74</b>
<b>Uses of funds</b>	-	<b>43,848.77</b>	<b>52,783.03</b>	<b>62,859.33</b>
Net Fixed assets <sup>(2)</sup>	-	15,552.33	25,860.10	25,722.05
Investments	-	-	-	-
Other Non-current Assets <sup>(3)</sup>	-	15.64	4.65	4.66
Assets held for sale	-	9,031.70	1,005.75	1,824.80
Current assets	-	19,249.09	25,912.54	35,307.81
<b>Total</b>	-	<b>43,848.77</b>	<b>52,783.03</b>	<b>62,859.33</b>
<b>Other Financial Data</b>				
<b>Dividend (%) (% of face value)</b>				
<b>Basic Earnings Per Share</b>	9.63	(19.02)	(27.73)	(17.66)
<b>Diluted Earnings Per Share</b>	9.63	(19.02)	(27.73)	(17.66)
<b>Return on Net worth (%) <sup>(4)</sup></b>	-	-113.53%	-69.30%	-28.18%
<b>Book value Per Share <sup>(5)</sup></b>	-	7.33	26.17	53.85

**Notes:**

The financial information for the quarter ended June 30, 2024 has been extracted from the limited review report filed with the Stock Exchange on August 09, 2024 and the financial information for the financial years ended March 31, 2024 and March 31, 2023 has been extracted from audited financial statements filed with the Stock Exchange on May 29, 2024 and for March 31, 2022 have been extracted from audited financial statements filed with the Stock Exchange on May 30, 2023 and is available on BSE website at [www.bseindia.com](http://www.bseindia.com) and on NSE website at [www.nseindia.com](http://www.nseindia.com).

- 5.17 As on the date of this LOF, shareholding in the Target Company before and after the Offer (assuming full acceptance in the Offer) is given in the table below:

Shareholders' Category	Shareholding & voting rights prior to the agreement/ acquisition and offer <sup>(1)</sup>		Shares /voting rights agreed to be acquired which triggered off the Regulations		Shares/voting rights to be acquired in open offer (Assuming full acceptances)		Shareholding / voting rights after the acquisition and offer	
	(A)		(B)		(C)		(A)+(B)+(C)=(D)	
	No.	%	No.	%	No.	%	No.	%
<b>1. Promoter and Promoter Group</b>								
(a) Parties to Agreement, if any	1,42,66,303	60.81	(1,42,66,303)	(60.81)	-	-	Nil	NIL
(b) Promoters other than (a) above	-	-	-	-	-	-	-	-
<b>Total 1 (a+b)</b>	<b>1,42,66,303</b>	<b>60.81</b>	<b>(1,42,66,303)</b>	<b>(60.81)</b>	-	-	<b>NIL</b>	<b>NIL</b>
<b>2. Acquirer / PAC</b>								
Acquirer:	9,28,273	3.96	109,81,931	46.81	60,99,548	26.00	1,80,09,752	76.77
PAC-1	-	-	11,72,990	5.00	-	-	11,72,990	5.00
PAC-2	2,24,179	0.96	21,11,382	9.00	-	-	23,35,561	9.96
<b>Total (2)</b>	<b>11,52,452</b>	<b>4.91</b>	<b>1,42,66,303</b>	<b>60.81</b>	<b>60,99,548</b>	<b>26.00</b>	<b>2,15,18,303</b>	<b>91.72</b>
<b>3. Parties to the agreement other than (1) and (2)</b>	-	-	-	-	-	-	-	-
<b>4. Public (other than parties to agreement, Acquirer &amp; PAC's)</b>								
a) FIs/MFs/FIIs/Banks, SFIs	88,159	0.37	-	-	60,99,548	26.00	19,41,497	8.28
b) Others	79,52,886	33.90	-	-	-	-	-	-
<b>Total (4) (a + b )</b>	<b>80,41,045</b>	<b>34.28</b>	-	-	(60,99,548)	(26.00)	<b>19,41,497</b>	<b>8.28</b>
Total No. of Shareholders in Public category (except the Acquirer and Promoter Group)	10,389							
<b>GRAND TOTAL (1 + 2 + 3)</b>	<b>2,34,59,800</b>	<b>100.00</b>	-	-			<b>2,34,59,800</b>	<b>100.00</b>

(1) Source: Shareholding Pattern based on the benpos dated November 05, 2024.

(2) The Acquirer and PACs have not acquired any Equity Shares from the date of PA till the date of this LOF.

(3) Except PACs, there are no other person acting in concert with the Acquirer for the purpose of this Open Offer. While persons may be deemed to be acting in concert with the Acquirer and/or the PACs in terms of Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations ("Deemed PACs"), however, such Deemed PACs are not acting in concert with the Acquirer and/or the PACs for the purposes of this Open Offer, within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations

## 6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

### 6.1. Justification of Offer Price

6.1.1 The Equity Shares of the Target Company are listed on BSE (Scrip ID: AARVEEDEN, Scrip Code: 514274) and NSE (Scrip ID: AARVEEDEN).

6.1.2 The trading turnover in the Equity Shares of the Target Company based on trading volume during the twelve calendar months prior to the month of PA (i.e. September 01, 2023 to August 31, 2024) is as given below:

Stock Exchange	Total no. of Equity Shares traded during the twelve calendar months prior to the month of PA	Total no. of listed Equity Shares	Trading turnover (as % of total Equity Shares listed)
BSE	53,71,057	2,34,59,800	22.89%
NSE	3,49,50,404	2,34,59,800	148.98%

(Source: [www.bseindia.com](http://www.bseindia.com); [www.nseindia.com](http://www.nseindia.com))

6.1.3 Based on the above information, the Equity Shares of the Target Company are frequently traded on the BSE and NSE within the meaning of explanation provided in Regulation 2(1)(j) of the SEBI (SAST) Regulations.

6.1.4 The Offer Price of ₹ 41/- (Rupees Forty One Only) per Equity Share is justified in terms of Regulations 8(1) and 8(2) of the SEBI (SAST) Regulations, being the highest of the following:

Sr. No.	Particulars	Price (in ₹ per Equity Share)
A	The highest negotiated price per share of the target company for any acquisition under the agreement attracting the obligation to make a public announcement of an open offer;	25.11
B	The volume-weighted average price paid or payable for acquisitions, whether by the acquirer or by any person acting in concert with him, during the fifty-two weeks immediately preceding the date of the public announcement;	38.90
C	The highest price paid or payable for any acquisition, whether by the acquirer or by any person acting in concert with him, during the twenty-six weeks immediately preceding the date of the public announcement;	40.90
D	The volume-weighted average market price of such shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period, provided such shares are frequently traded;	34.56
E	Where the shares are not frequently traded, the price determined by the acquirer and the manager to the open offer 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;	Not Applicable
F	the per share value computed under sub-regulation (5), if applicable	Not Applicable <sup>(1)</sup>

(1) Not Applicable since the acquisition is not an indirect acquisition.

6.1.5 The fair value of Equity Shares of the Target Company is ₹ 40.90 per Equity Share (Rupees Forty and Paise Ninety Only) as certified by CA Ashok Patel, partner of Ashok P Patel & Co. Chartered Accountants, (FRN 112843W) vide certificate bearing UDIN 24040482BKDNGW2260 dated September 05, 2024, having office at 303-308, Interstellar,

Nr. Sahajanand Palace, SBR to Baghban Party Plot Road, Bodakdev, Ahmedabad – 380054, Gujarat; Email: info@appatelca.com.

- 6.1.6 In view of the parameters considered and presented in the aforesaid table, the minimum offer price per Equity Share under Regulation 8(2) of the SEBI (SAST) Regulations is the highest of item numbers A to F above i.e., ₹ 40.90 per Equity Share. Accordingly, the Offer Price of ₹ 41/- (Rupees Forty One Only) is justified in terms of the SEBI (SAST) Regulations.
- 6.1.7 Since the date of the PA and as on the date of this LOF, there have been no corporate actions in the Target Company warranting adjustment of relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations. The Offer Price may be adjusted in the event of any corporate actions like bonus, rights issue, stock split, consolidation, etc. where the record date for effecting such corporate actions falls prior to 3 Working Days before the commencement of the Tendering Period of the Offer, in accordance with Regulation 8(9) of the SEBI (SAST) Regulations.
- 6.1.8 In the event of further acquisition of Equity Shares of the Target Company by the Acquirer and PACs during the Offer period, whether by subscription or purchase, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. However, Acquirer and PACs 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.
- 6.1.9 If the Acquirer and PACs acquire Equity Shares of the Target Company during the period of twenty-six weeks after the tendering period at a price higher than the Offer Price, then the Acquirer and PACs shall pay the difference between the highest acquisition price and the Offer Price, to all Public Shareholders whose Equity Shares have been accepted in the 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 another open offer under the SEBI (SAST) Regulations, or pursuant to Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, or open market purchases made in the ordinary course on the Stock Exchange, not being negotiated acquisition of Equity Shares of the Target Company in any form.
- 6.1.10 The Acquirer is permitted to revise the Offer Price upward at any time up to one Working Day prior to the commencement of the Tendering Period of this Offer in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. In the event of such upward revision in the Offer Price, the Acquirer shall make further deposits into the Escrow Account, make a public announcement in the same newspapers where the original Detailed Public Statement has been published and simultaneously inform SEBI, BSE and Target Company at its registered office of such revision.
- 6.1.11 As on date, there is no revision in Offer Price or Offer Size. In case of any revision in the Offer Price or Offer Size, the Acquirer shall comply with Regulation 18 of SEBI (SAST) Regulations and all other applicable provisions of SEBI (SAST) Regulations which are required to be fulfilled for the said revision in the Offer Price or Offer Size

## 6.2. FINANCIAL ARRANGEMENTS:

- 6.2.1 The total fund requirement for implementation of the Open Offer (*assuming full acceptances*) i.e. for the acquisition of up to 60,99,548 (*Sixty Lakhs Ninety-Nine Thousand Five Hundred and Forty Eight*) Equity Shares from all the Public Shareholders of the Target Company at an Offer Price of ₹ 41/- (*Rupees Forty One Only*) per Equity Share is ₹ 25,00,81,468 (*Rupees Twenty-Five Crore Eighty-One Thousand Four Hundred Sixty-Eight Only*) (“**Maximum Consideration**”).
- 6.3. In accordance with Regulation 17 of SEBI (SAST) Regulations, the Acquirer and Manager to the Offer have entered

into an escrow agreement with ICICI Bank Limited (“**Escrow Agent**”) on September 05, 2024 (“**Escrow Agreement**”) and have opened an escrow account under the name and style of “Aarvee Denim – Open Offer Escrow Account” (“**Escrow Account**”) with the Escrow Agent. In accordance with the requirements of Regulation 17 of the SEBI (SAST) Regulations, the Acquirer has deposited in cash an aggregate of ₹ 6,25,25,000/- (*Rupees Six Crore Twenty Five Lakhs Twenty Five Thousand Only*) in the Escrow Account which is more than 25 % of the total consideration payable in the Offer, assuming full acceptance. In terms of the Escrow Agreement, the Manager to the Offer has been authorized by the Acquirer to operate the Escrow Account in accordance with the SEBI (SAST) Regulations. The cash deposit has been confirmed by the Escrow Banker by way of a confirmation letter dated September 09, 2024.

- 6.4. The Acquirer has authorized the Manager to the Offer to operate and realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.
- 6.5. CA Naman Agrawal (Membership no.: 195468) proprietor of Agrawal Naman & Associates, Chartered Accountants (FRN: 033313C) having its office at 21, Agarwal Colony, Abu Road, Sirohi, Rajasthan – 307026. Email ID: [nmn9660@gmail.com](mailto:nmn9660@gmail.com); Mob.: 9898438420, [Emailto:mail to: vdshuklaco1984@yahoo.com](mailto:vdshuklaco1984@yahoo.com) vide certificate bearing UDIN 24195468BKAJO9160 dated September 05, 2024 has certified that the Acquirer and PACs have sufficient resources to meet the fund requirement for the obligation under the Open Offer.
- 6.6. The Acquirer has adequate financial resources and have made firm financial arrangements for financing the acquisition of the Equity Shares under the Open Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations. The acquisition will be financed through personal savings, investments and internal accruals of the Acquirer and no borrowings from any bank and/or financial institution are envisaged.
- 6.7. Based on the above and in the light of the escrow arrangements, the Manager to the Offer is satisfied (a) about the adequacy of resources to meet the financial requirements for the Open Offer and the ability of Acquirer and PACs to implement the Open Offer in accordance with the SEBI (SAST) Regulations, (b) that firm arrangements for payment through verifiable means have been put in place by the Acquirer to fulfill their obligations in relation to the Offer in accordance with the SEBI (SAST) Regulations.
- 6.8. In case of upward revision in the Offer Price and/ or the Offer Size, the corresponding increase to the escrow amount as mentioned above shall be made by the Acquirer to ensure compliance with Regulation 18(5) of the SEBI (SAST) Regulations.

## **7. TERMS AND CONDITIONS OF THE OFFER**

### **7.1. Operational terms and conditions**

- 7.1.1 The Open Offer is being made by the Acquirer and the PACs to the Public Shareholders to acquire up to 60,99,548 (*Sixty Lakhs Ninety-Nine Thousand Five Hundred and Forty Eight*) Shares, representing 26.00% of the Equity Share Capital of the Target Company at a price of ₹ 41/- (*Rupees Forty One Only*) per Equity Share aggregating to a total consideration of ₹ 25,00,81,468 (*Rupees Twenty-Five Crore Eighty-One Thousand Four Hundred Sixty-Eight Only*) (*assuming full acceptance*), payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations and subject to the terms and conditions set out in the PA, DPS and this LOF.
- 7.1.2 The LOF along with Form of Acceptance will be sent to all Public Shareholders of the Target Company, whose names appear on the register of members of the Target Company and to the owner of the Equity Shares whose names appear as beneficiaries on the records of the respective Depositories at the close of business hours on Tuesday, November 05,

2024 (“**Identified Date**”).

- 7.1.3 The LOF shall be sent through electronic means to those Public Shareholder(s) who have registered their email ids with the depositories and also will be dispatched through physical mode by registered post / speed post / courier to those Public Shareholder(s) who have not registered their email ids and to those Public Shareholder(s) who hold Equity Shares in physical form. Further, on receipt of request from any Public Shareholder to receive a copy of LOF in physical format, the same shall be provided. In case of non-receipt of LOF and the Acceptance Form, please follow the procedure mentioned in paragraph 8.12.
- 7.1.4 Accidental omission to dispatch the LOF to any Public Shareholder entitled to this Open Offer or non-receipt of the LOF by any Public Shareholder entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.
- 7.1.5 A copy of the LOF (along with Form of Acceptance) will also be available on SEBI’s website at [www.sebi.gov.in](http://www.sebi.gov.in) and on the website of Manager to the offer at [www.vivro.net](http://www.vivro.net). The Public Shareholders may download LOF from SEBI’s website or Manager to the offer’s website.
- 7.1.6 In terms of the indicative schedule of key activities, the Tendering Period for the Open Offer is expected to commence on Wednesday, November 20, 2024 and close on Tuesday, December 03, 2024 (both days inclusive).
- 7.1.7 The Public Shareholders may tender their Equity Shares in the Offer at any time from the commencement of the Tendering Period but prior to the closure of the Tendering Period. The Acquirer and the PACs has up to 10 Working Days from the closure of the Tendering Period to pay the consideration to the Public Shareholders whose Equity Shares are accepted in the Open Offer.
- 7.1.8 The Offer is subject to the terms and conditions set out in the LOF, the Form of Acceptance, the PA, the DPS and any other public announcement(s) that may be issued with respect to the Offer.
- 7.1.9 This Offer is not conditional upon any minimum level of acceptance in terms of the SEBI (SAST) Regulations. The Acquirer will acquire all the Equity Shares that are validly tendered and accepted in terms of this Offer up to 60,99,548 (Sixty Lakhs Ninety-Nine Thousand Five Hundred and Forty Eight) Equity Shares representing 26.00 % of Equity Share Capital of the Target Company.
- 7.1.10 This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- 7.1.11 Equity Shares that are subject to any charge, lien or encumbrance are liable to be rejected except where ‘no objection certificate’ from lenders is attached with the Form of Acceptance.
- 7.1.12 The instructions and provisions contained in the Form of Acceptance constitute an integral part of the terms of this Offer.
- 7.1.13 Applications in respect of Equity Shares of the Target Company that are subject matter of litigation wherein the Public 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 LOF in such cases, wherever possible, will be forwarded to the concerned statutory authorities for further action by such authorities.
- 7.1.14 Each Public Shareholder to whom this Offer is being made is free to offer the Equity Shares in whole or in part while



accepting this Offer.

7.1.15 In terms of the Regulation 18(9) of the SEBI (SAST) Regulations, Public Shareholders who tender their Equity Shares in the Offer shall not be entitled to withdraw such acceptance.

7.2. **Locked in Equity Shares:** As on date of this LOF, there are no Equity Shares of the Target Company which are under Lock-in. 78,72,515 Equity Shares held by the Promoters and Promoters Group have been pledged or otherwise encumbered.

7.3. **Eligibility for accepting the Offer.**

7.3.1 All the Public Shareholders, registered or unregistered, of the Target Company, except the Acquirer, the PACs, the Sellers, members of the Promoter and Promoter Group and parties to the SPA, owning Equity Shares any time before the date of closure of the Offer, are eligible to participate in the Offer.

7.3.2 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 LOF, may also participate in this Offer.

7.3.3 The acceptance of the Offer made by the Acquirer and the PAC is entirely at the discretion of the Public Shareholders of the Target Company.

7.3.4 As per the provisions of Regulation 40(1) of the SEBI (LODR) Regulations and SEBI's press release dated December 3, 2018, bearing reference no. PR 49/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository with effect from April 1, 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations. Accordingly, Public Shareholders holding Equity Shares in physical form as well, are eligible to tender their Equity Shares in this Open Offer as per the provisions of the SEBI (SAST) Regulations.

7.3.5 None of the Acquirer, the PAC, Manager to the Offer or Registrar to the Offer accept any responsibility for any loss of Equity Share certificates, Offer acceptance forms, share transfer forms etc. during transit and Public Shareholders are advised to adequately safeguard their interest in this regard.

7.3.6 This LOF has not been filed, registered or approved in any jurisdiction outside India. Recipients of this LOF, resident in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. This Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations or would subject the Acquirer, the PAC or the Manager to the Offer to any new or additional registration requirements.

7.4. **Statutory and other Approvals:**

7.4.1 As on the date of this LOF, there are no statutory approvals required to implement the Offer. If any statutory approval is required or become applicable prior to completion of the Offer, the Offer would be subject to the receipt of such statutory approval.

7.4.2 If any of the statutory approvals, are not met for reasons outside the reasonable control of the Acquirer and the PACs, the Acquirer and PACs in terms of Regulation 23 of SEBI (SAST) Regulations will also have a right not to proceed

with the Offer in the event the statutory approvals are refused. In the event of withdrawal, a public announcement will be made within two Working Days of such withdrawal, in the same newspapers in which the DPS was published and such announcement will also be sent to SEBI, BSE and the Target Company at its registered office.

- 7.4.3 In case of delay in receipt of any statutory approval(s) becoming applicable prior to completion of the Offer, SEBI has the power to grant extension of time to the Acquirer and the PACs for payment of consideration to the Public Shareholders of the Target Company who have accepted the Offer within such period, subject to the Acquirer and PACs agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations. Further, if delay occurs on account of willful default by the Acquirer and the PACs 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. Further, where any statutory approval extends to some but not all of the Public Shareholders, the Acquirer and the PACs shall have the option to make payment to such Public Shareholders in respect of whom no statutory approvals are required in order to complete this Offer.
- 7.4.4 No approval is required from any bank or financial institutions for this Offer.
- 7.4.5 There are no conditions stipulated in the SPA between the Sellers, the Acquirer and the PACs, the meeting of which would be outside the reasonable control of the Acquirer and the PACs and in view of which the offer might be withdrawn under regulation 23(1)(c) of the SEBI (SAST) Regulations.

## 8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER

- 8.1 The Open Offer will be implemented by the Acquirers through stock exchange mechanism made available by the BSE in the form of separate window (“**Acquisition Window**”) as provided under the SEBI (SAST) Regulations and SEBI circulars CIR/CFD/POLICY/CELL/1/2015, dated April 13, 2015; SEBI circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and SEBI circular no. SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 (“**SEBI Circulars**”) in which SEBI has changed the process of tendering of shares in open Offers by marking lien in the Demat account of the Shareholders and on such terms and conditions as may be permitted by law from time to time.
- 8.2 BSE shall be the designated stock exchange for the purpose of tendering Equity Shares in the Open Offer. The facility for acquisition of Equity Shares through Stock Exchange mechanism pursuant to the Offer shall be available on the BSE in the form of a Separate Acquisition Window.
- 8.3 The Acquirer and the PAC have appointed “Pravin Ratilal Share And Stock Brokers Limited” (“**Buying Broker**”) for the Open Offer through whom the purchases and settlement of Open Offer shall be made during the Tendering Period. The Contact details of the Buying Broker are as mentioned below:

<b>Name:</b>	Pravin Ratilal Share and Stock Brokers Limited
<b>Communication Address:</b>	Sakar-1, 5th Floor, Opp Gandhigram Railway Station, Navrangpura, Ahmedabad - 380009
<b>Contact Person:</b>	Neha Jain
<b>Telephone:</b>	079 - 26553792
<b>Email ID:</b>	info@prssb.com
<b>SEBI Reg. No.</b>	INZ000206732

- 8.4 All Public Shareholders who desire to tender their Equity Shares under the Open Offer would have to approach their respective Stock Brokers (“**Selling Broker(s)**”), during the normal trading hours of the secondary market during the

Tendering Period. The Selling Brokers can enter bids for dematerialized as well as physical Equity Shares.

- 8.5 The Selling Broker would be required to place a bid on behalf of the Public Shareholders who wish to tender their Equity Shares in the Open Offer using the acquisition window of the BSE. Based on the bid, Equity Shares would be marked as lien in the respective Demat accounts of Public Shareholders by Depositories.
- 8.6 The cumulative quantity tendered shall be displayed on the BSE website throughout the trading session, at specific intervals, during the Tendering Period.
- 8.7 Modification/cancellation of orders will not be allowed during the Tendering Period.
- 8.8 Public Shareholders can tender their Equity Shares only through a stock-broker with whom the Public Shareholders is registered as client (KYC Compliant).
- 8.9 In the event the Selling Broker is not registered with BSE/ NSE or if the Public Shareholder does not have any stockbroker, then that Public Shareholder can approach any BSE/NSE registered stock-broker and can make a bid by using quick unique client code facility through that BSE/NSE registered stock broker after submitting the details as may be required by the stock broker to be in compliance with applicable law and regulations. In case a Public Shareholder is not able to bid using quick unique client code facility through any BSE/NSE registered stockbroker, then the Public Shareholder may approach the Buyer Broker, to tender Equity Shares by using the quick unique client code facility of the Buying Broker or an affiliate. The requirement of documents and procedures may vary from broker to broker.
- 8.10 Procedure for tendering Equity Shares held in dematerialized form:**
  - 8.10.1 The Public Shareholders who are holding the Equity Shares in dematerialized form and who desire to tender their Equity Shares in this Offer shall approach their Selling Brokers indicating the details of Equity Shares they intend to tender in the Open Offer.
  - 8.10.2 Based on the bid placed, the lien shall be marked in the depository system by the Depositories in the Shareholders Demat Account for the Equity Shares tendered in the Open Offer. The details of Equity Shares marked as lien in the demat account of the Public Shareholders shall be provided by Depositories to the Clearing Corporation.
  - 8.10.3 In case, the demat account of the Public Shareholders is held in one depository and clearing member pool and clearing corporation account is held with another depository, the Equity Shares tendered under this Offer shall be blocked in the Public Shareholders demat account at the source depository during the Tendering Period. Inter Depository Tender Offer (“IDT”) instruction shall be initiated by the Public Shareholder at source depository to clearing member pool/ clearing corporation account at target depository. Source depository shall block the Public Shareholder’s securities (i.e., transfers from free balance to blocked balance) and send IDT message to target depository for confirming creation of lien. The details of Equity Shares blocked in the shareholders demat account shall be provided by the target Depository to the Clearing Corporation.
  - 8.10.4 For Custodian Participant orders for Equity Shares in demat form, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than closing of trading hours on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed Custodian Participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to custodian again for confirmation.
  - 8.10.5 Upon placing the order, the Selling Broker(s) shall provide Transaction Registration Slip (“TRS”) generated by the

exchange bidding system to the Public Shareholder. TRS will contain details of order submitted like bid ID No., DP ID, client ID, no. of Equity Shares tendered, etc. On receipt of TRS from the respective Seller Broker, the Public Shareholder has successfully placed the bid in the Offer.

- 8.10.6 Upon finalization of the entitlement, only accepted quantity of Equity Shares shall be debited from the demat account of the Public Shareholders and shall be transferred to Clearing Corporations.
- 8.10.7 The lien marked against unaccepted shares shall be released post finalization of entitlement on settlement date.
- 8.10.8 In case any person has submitted Equity Shares in physical form for conversion to demat, such Public Shareholders should ensure that the process of getting the Equity Shares converted to demat mode is completed well in time so that they can participate in the Offer before the closure of the Tendering Period.

**The Public Shareholders holding Equity Shares in dematerialized mode are not required to fill any Form of Acceptance cum Acknowledgement. The Public Shareholders are advised to retain the acknowledged copy of the TRS till the completion of offer period.**

**8.11 Procedure to be followed by registered Public Shareholders holding Equity Shares in the physical form:**

- 8.11.1 Public 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 the following:
- a) The Form of Acceptance cum Acknowledgement duly signed (by all Public 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 (Form SH-4) duly filled and signed by the transferors (i.e. by all registered Public 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;
  - d) Self-attested copy of the Public 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 authorizations, such as board resolutions, etc., in case of companies.
  - f) In addition to the above, if the address of the Public Shareholder has undergone a change from the address registered in the register of members of the Target Company, the Public 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.
- 8.11.2 Selling Broker should place bid on the Acquisition Window with relevant details as mentioned on the physical share certificate(s). Upon placing the bid, the Selling Broker shall provide a TRS generated by the exchange bidding system to the Public Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered, etc.
- 8.11.3 After placement of order, as mentioned in paragraph 8.11.2, the Selling Broker/Public Shareholder must ensure delivery of the Form of Acceptance, TRS, original share certificate(s), valid share transfer form(s) (Form SH-4) and other documents either by registered post or courier or hand delivery to the Registrar to the Offer, Link Intime India

Private Limited, C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra, India, before closure of the Tendering Period (by 5 PM). The envelope should be superscribed as "**Aarvee Denims and Exports Limited - Open Offer**". One copy of the TRS will be retained by Registrar to the Offer and it will provide acknowledgement of the same to the Selling Brokers/Public Shareholders.

- 8.11.4 Public 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 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 bids based on the documents submitted on a daily basis and till such time the BSE shall display such orders as "unconfirmed physical bids". Once Registrar to the Offer confirms the orders, it will be treated as "Confirmed Bids".
- 8.11.5 In case any person has submitted Equity Shares in physical form for dematerialization, such Public Shareholder should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Offer before the closure of Tendering Period.
- 8.11.6 The cumulative quantity tendered shall be made available on the website of the BSE and NSE throughout the trading session and will be updated at specific intervals, during the Tendering Period.
- 8.11.7 Public Shareholders of the Target Company who are either non-resident Indians or Overseas Corporate Bodies and wish to tender their Equity Shareholding in this Open Offer shall be required to submit all the applicable Reserve Bank of India ("RBI") approvals (specific and general) which they would have obtained at the time of their acquisition of the Equity Shares of the Target Company. In the event such RBI approvals are not submitted, the Acquirer and the PAC reserves the sole right to reject the Equity Shares tendered by such Public Shareholders in the Open Offer.

**Equity Share Certificate(s), Transfer Form(s) (Form SH-4), Form of Acceptance and other documents, if any should not be sent to the Acquirer, PCA, the Target Company and the Manager to the Offer.**

**8.12 Procedure for tendering the Equity Shares in case of non-receipt of Letter of Offer:**

- 8.12.1 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 LOF, may also participate in this Offer.
- 8.12.2 A Public Shareholder may participate in the Offer by approaching their Selling Broker and tender Equity Shares in the Open Offer as per the procedure mentioned in the LOF or in the Form of Acceptance. The LOF along with Form of Acceptance will be dispatched to all the Public Shareholders of the Target Company as of the Identified Date. In case of non-receipt of the LOF, such Public Shareholders of the Target Company may download the same from the SEBI's website ([www.sebi.gov.in](http://www.sebi.gov.in)) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares of the Target Company.
- 8.12.3 Alternatively, in case of non-receipt of the LOF, Public Shareholders holding Equity Shares may participate in the Offer by providing their application on plain paper, in writing, signed by all Public Shareholder, stating name, address, number of Equity Shares held, client ID number, DP name, DP ID number, Folio number, Distinctive number, number of Equity Shares tendered and accompanied with other relevant documents such as physical share certificate and transfer form (Form SH-4) in case of Equity Shares being held in physical form. Such Public Shareholders have to ensure that their order is entered in the electronic platform to be made available by BSE before the closure of the Tendering Period.

### **8.13 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 dematerialized Equity Shares, physical Equity Shares and locked-in Equity Shares) validly tendered by the Public Shareholders under this Offer is more than the number of Offer Size, the Acquirer and the PAC shall accept those Equity Shares validly tendered by the Public 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 Public Shareholder shall not be less than the minimum marketable lot. The minimum marketable lot for the purposes of acceptance of Equity Shares of the Target Company would be 1(One) Equity Share.

### **8.14 Settlement Process**

- 8.14.1 Upon finalization of the basis of acceptance as per the SEBI (SAST) Regulations, the settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time.
- 8.14.2 Details in respect of Public Shareholder's entitlement for this Offer shall be provided to Clearing Corporation by Company/Registrar to the Offer. On receipt of the same, the Clearing Corporation will cancel excess or unaccepted blocked Equity Shares. On settlement date, all blocked Equity Shares mentioned in the accepted tender will be transferred to the Clearing Corporation.
- 8.14.3 In the case of IDT, Clearing Corporation will cancel the excess or unaccepted Equity Shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with tender accepted detail as received from the Registrar to the Offer. Post receiving the IDT message from target depository, source depository will cancel/release excess or unaccepted block Equity Shares in the demat account of the Public Shareholder. Post completion of the Tendering Period and receiving the requisite details viz., demat account details and accepted tendered quantity, source depository shall debit the Equity Shares as per the communication/ message received from target depository to the extent of accepted tendered Equity Shares from the Public Shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.
- 8.14.4 The Buying Broker will transfer the consideration pertaining to this Offer to the Clearing Corporation's bank account as per the secondary market mechanism, as per the prescribed schedule. For demat Equity Shares accepted under this Offer, the Clearing Corporation will make direct funds pay-out to the respective Public Shareholders. If the bank account details of any Public Shareholder holding Equity Shares in dematerialized form are not available or if the fund transfer instruction is rejected by the Reserve Bank of India or any other relevant Bank, due to any reasons, then the amount payable to the Public Shareholders will be transferred to the concerned Seller Member for onward transfer to such Public Shareholder holding Equity Shares in dematerialized form.
- 8.14.5 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 Member's settlement accounts for releasing the same to the respective Public Shareholder's account. For this purpose, the client type details would be collected from the Depositories, whereas funds payout pertaining to the tenders settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the BSE Limited and the Clearing Corporation from time to time.

- 8.14.6 For the Public Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Seller Member's settlement accounts for releasing the same to the respective Public Shareholder's account. On settlement date, all blocked Equity Shares mentioned in accepted tender shall be transferred to Clearing Corporation.
- 8.14.7 The Equity Shares tendered in the dematerialized form would be transferred directly to the escrow demat account/ demat account of the Acquirer and the PAC provided it is indicated by the Buying Brokers or it will be transferred by the Buying Broker to the demat escrow account/ demat account of the Acquirer and the PAC on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.
- 8.14.8 Excess Equity Shares or unaccepted Equity Shares, in dematerialized form, if any, tendered by the Public Shareholders would be transferred by the Clearing Corporation directly to the respective Public Shareholder's DP account. If the securities transfer instruction is rejected in the Depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the respective Public Shareholder. The Public Shareholders of the demat Equity Shares will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of demat Equity Shares, due to rejection or due to non-acceptance in this Offer.
- 8.14.9 Any excess Equity Shares, in physical form, pursuant to proportionate acceptance/ rejection will be returned to the Public Shareholders directly by the Registrar to the Offer. 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 are less than the Equity Shares tendered in this Offer by Public Shareholders holding Equity Shares in the physical form.
- 8.14.10 The Seller Member would issue contract note for the Equity Shares accepted under this Offer and will unblock the excess unaccepted Equity Shares. The Buying Broker would also issue a contract note to the Company for the Equity Shares accepted under this Offer.
- 8.14.11 Equity Shareholders who intend to participate in this Offer should consult their respective Seller Member for payment to them of any cost, applicable taxes, charges, and expenses (including brokerage) that may be levied by the Seller Member for tendering Equity Shares in this Offer (secondary market transaction). Therefore, the Offer consideration received by the selling Public Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage). The Manager and the Acquirers accept no responsibility to bear or pay any additional cost, applicable taxes, charges, and expenses (including brokerage) levied by the Seller Member, and such costs will be borne solely by the Public Shareholders.
- 8.14.12 In case of delay in receipt of any statutory approval(s), the SEBI may, if satisfied that such delay in receipt of the statutory approval(s) was not attributable to any willful default, failure, or neglect on the part of the Acquirer and the PAC to diligently pursue such approval, and subject to such terms and conditions as specified by the SEBI (including payment of interest in accordance with Regulation 18 (11) of the SEBI (SAST) Regulations grant an extension of time to the Acquirer and the PAC pending receipt of such statutory approval(s) to make the payment of the consideration to the Public Shareholders whose Equity Shares have been accepted in the Offer.

## **8.15 Note on Taxation**

- 8.15.1 Under existing Indian tax laws and regulations, capital gains arising from the sale of the Equity Shares of an Indian company are generally taxable in India.
- 8.15.2 Capital gain arising from sale of listed Equity Shares in a company made on a recognized stock exchange on or after

October 1, 2004, and on which STT was paid at the time of sale, was earlier exempt from tax provided that the Equity Shares were held for more than 12 months. The Finance Act, 2017 had amended Income Tax Act, 1961 (**“Income Tax Act”**), to provide that the said exemption was available only if STT is paid both at the time of purchase and sale of such Equity Shares, subject to certain exceptions notified by the Central Government of India.

- 8.15.3 The Finance Act, 2018 has withdrawn the above capital gain tax exemption with effect from April 1, 2018, for any transfer of listed Equity Shares in a company, held for more than 12 months, on a recognized stock exchange occurring on or after April 1, 2018, the capital gain exceeding ₹ 1,00,000/- (Rupees One Lakh Only) which is taxable at a rate of 10%, subject to satisfaction of certain conditions. Further, the Finance Act, 2024 has changed the above capital gain tax exemption, for any transfer of listed Equity Shares in a company, held for more than 12 months, on a recognized stock exchange occurring on or after July 23, 2024, the capital gain exceeding ₹ 1,25,000/- (Rupees One Lakh Twenty Five thousand Only) which is taxable at a rate of 12.5%, subject to satisfaction of certain conditions.
- 8.15.4 STT will be levied on and collected by a domestic Stock Exchange on which the Equity Shares are sold. Further, any gain realized on the sale of listed Equity Shares held for a period of 12 months or less which are sold, will be subject to short term capital gains tax @20% provided the transaction is chargeable to STT.
- 8.15.5 Taxability of capital gain arising to a non-resident in India from the sale of Equity Shares shall be determined on the basis of provisions of the Income Tax Act or the Double Taxation Avoidance Agreement entered between India and country of which the non-resident seller is resident, subject to satisfaction of certain prescribed conditions.
- 8.15.6 Tax deduction at source:**
- a) **In the case of resident Public Shareholders:** In absence of any specific provision under the Income Tax Act, the Acquirers shall not deduct tax on the consideration payable to resident Public Shareholders pursuant to the Offer.
- b) **In the case of non-resident Public Shareholders:** Under the existing Indian tax laws, any sum paid to a non-resident which is chargeable to tax under the provisions of Income Tax Act is subject to deduction of tax at source, except for capital gains realized by the foreign portfolio investors or such gains/income which are exempt from tax. Since the acquisition of Offer Shares pursuant to the Open Offer process is through the Stock Exchange Mechanism, the Acquirers will not be able to withhold any taxes and thus the Acquirers believe that the responsibility of withholding/discharge of the taxes due on such gains (if any) is solely on the custodians/authorized dealers/non-resident Public Shareholders without recourse to the Acquirers.
- 8.15.7 In the event the Acquirers are held liable for the tax liability of the shareholder, the same shall be to the account of the shareholder and to that extent the Acquirers are entitled to be indemnified. The non-resident shareholders also undertake to provide the Acquirers, on demand, the relevant details in respect of the taxability/ non-taxability of the proceeds pursuant to this Open Offer, copy of tax return filed in India, evidence of the tax paid etc.
- 8.15.8 On purchase of Offer Shares from non-resident Public Shareholders, the Acquirers would be required to deduct tax at source from the sale consideration unless the Public Shareholder obtain a Nil Deduction Certificate from the tax authorities and furnish the same prior to the remittance of the sale consideration. The amount of taxes deducted and deposited by the Acquirers, if any, can be claimed as credit by the Public Shareholder against its final tax liability.
- 8.15.9 The above tax rates are subject to applicable rate of surcharge, health and education cess. The tax rate and other provisions may undergo changes.
- 8.15.10 Public Shareholders are advised to consult their tax advisor for the treatment that may be given by their respective income tax assessing authorities in their case and the appropriate course of action that they should take. The judicial



and the administrative interpretation thereof, are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions, any such change could have different income tax implications.

- 8.15.11 This note on taxation sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the disposal of equity shares. The implications are also dependent on the shareholders fulfilling the conditions prescribed under the provision of the relevant sections under the relevant tax laws. The Acquirers neither accept nor hold any responsibility for any tax liability arising to any Public Shareholders as a reason of the Open Offer.
- 8.15.12 Interest payment, if any: In case of interest payments by the Acquirers for delay in payment of Offer consideration or a part thereof, the Acquirers will deduct tax at source, at the applicable rates, as per the Income Tax Act.

**PUBLIC SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR TAX TREATMENT ARISING OUT OF THE PROPOSED OFFER AND APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE ACQUIRERS DOES NOT ACCEPT NOR HOLD ANY RESPONSIBILITY FOR ANY TAX LIABILITY ARISING TO ANY PUBLIC SHAREHOLDERS AS A REASON OF THIS OFFER**

## **9. DOCUMENTS FOR INSPECTION**

The following material documents are available for inspection by Public Shareholders of the Target Company at the office of the Manager to the Offer, Vivro Financial Services Private Limited, 11, Shashi Colony, Opp. Suvidha Shopping Center, Paldi, Ahmedabad – 380007, Gujarat or the Public Shareholders of the Target Company may access the said documents by placing a request on the email id [investors@vivro.net](mailto:investors@vivro.net) and by providing details such as DP Id, client id, Folio No, etc. on any working day between 10.30 am to 5.00 pm until closure of the Offer.

- 9.1 Certificate of Incorporation, Memorandum of Association and Articles of Association of Target Company.
- 9.2 Annual Reports of the Target Company for the financial years ended on March 31, 2024, March 31, 2023 and March 31, 2022
- 9.3 Certificate dated September 5, 2024 issued by CA Naman Agarwal, (Membership No.195468) proprietor of Agrawal Naman & Associates, Chartered Accountants, certifying the net-worth of Acquirer.
- 9.4 Certificate dated September 5, 2024 issued by CA Naman Agarwal, (Membership No.195468) proprietor of Agrawal Naman & Associates, Chartered Accountants, certifying the net-worth of PAC-1.
- 9.5 Certificate dated September 5, 2024 issued by CA Naman Agarwal, (Membership No.195468) proprietor of Agrawal Naman & Associates, Chartered Accountants, certifying the net-worth of PAC-2.
- 9.6 Certificate dated September 5, 2024 issued by CA Naman Agarwal, (Membership No.195468) proprietor of Agrawal Naman & Associates, Chartered Accountants, certifying that the Acquirer and PACs have sufficient resources to meet the fund requirement for the obligation of Open Offer of the Target Company.
- 9.7 Certificate dated September 5, 2024 issued by CA Ashok Patel, partner of Ashok P Patel & Co. Chartered Accountants, certifying the fair value of Equity Shares.
- 9.8 Copy of the SPA dated September 5, 2024 entered into between the Acquirer, PACs, Sellers and the Target Company.

- 9.9 Copy of Escrow Agreement dated September 5, 2024 entered into between the Acquirer, Escrow Banker and Manager to the Offer.
- 9.10 Certificate from Escrow Bank dated September 09, 2024 confirming the cash deposit of ₹6,25,25,000/- (Rupees Six Crore Twenty Five Lakhs Twenty Five Thousand Only) kept in Escrow Account opened as per the SEBI SAST Regulations and lien marked in favour of the Manager to the Offer.
- 9.11 Copy of PA, DPS, DLOF and the LOF.
- 9.12 Copy of the recommendation made by the committee of independent directors of the Target Company.
- 9.13 Copy of Due Diligence Certificate given by Manager to the Offer dated September 20, 2024.
- 9.14 Copy of consent of Link Intime India Private Limited to act as the Registrar to the Offer for the purpose of this Offer.
- 9.15 Copy of letter of comments from SEBI bearing ref. no SEBI/HO/CFD/CFD-RAC-DCR1/P/OW/2024/34254/1 dated October 31, 2024.

#### 10. DECLARATION BY THE ACQUIRER AND THE PACs

- 10.1 The Acquirer and the PACs and their respective Directors accept full responsibility for the information contained in this LOF and also accept full responsibility of their obligations under the Offer and shall be severally and jointly liable for ensuring the compliance with the SEBI (SAST) Regulations. In relation to the information pertaining to the Sellers and the Target Company, the Acquirer and PACs have relied on the information provided by the Target Company, the Sellers and publicly available sources and have not independently verified the accuracy of such information.
- 10.2 The Acquirer and the PACs confirm that the contents of the PA, DPS and LOF are true, fair and adequate in all material aspects and not misleading in any material particular and are based on reliable sources.
- 10.3 The Manager to the Offer hereby states that the person(s) signing this LOF are duly and legally authorized by the Acquirer and the PACs, as applicable.

<i>Sd/-</i> <b>Jaimin Kailash Gupta</b> Acquirer	<i>Sd/-</i> <b>Tarachand Gangasahay Agrawal</b> PAC-1	<b>For, Qmin Industries Limited</b>  <i>Sd/-</i> <b>Khushant Gupta</b> Director PAC- 2
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**Date:** November 06, 2024

**Place:** Ahmedabad

**Encl.:**

1. **Form of Acceptance-Cum-Acknowledgement**
2. **Share Transfer Form (SH-4)**

**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT**

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

*(Public Shareholders holding shares in demat mode are not required to fill the Form of Acceptance, unless required by their respective Selling Broker. The Public Shareholders holding physical shares (resident and non-resident) are required to send this Form of Acceptance along with the enclosures to the Registrar to the Offer, at its registered office address provided in the Letter of Offer. Capitalized terms and expressions used herein but not defined, shall have the same meaning as ascribed to them in the Letter of Offer)*

TENDERING PERIOD FOR THE OFFER	
OPENS ON	November 20, 2024
CLOSES ON	December 03, 2024

To,  
The Acquirer,  
C/o Link Intime India Private Limited  
Unit: Aarvee Denims and Exports Ltd – Open Offer  
C-101, 1<sup>st</sup> Floor, 247 Park, L.B.S. Marg, Vikhroli (West),  
Mumbai – 400 083, Maharashtra, India.  
Contact Person: Ms. Pradnya Karanjekar  
Tel: +91 8108114949  
Email: [aarvee.offer@linkintime.co.in](mailto:aarvee.offer@linkintime.co.in)

Dear Sir/Madam,

**SUB: OPEN OFFER TO THE SHAREHOLDERS OF AARVEE DENIMS AND EXPORTS LIMITED (“TARGET COMPANY”) FOR ACQUISITION OF UPTO 60,99,548 (SIXTY LAKHS NINETY NINE THOUSAND FIVE HUNDRED FORTY EIGHT) EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH REPRESENTING THE PUBLIC SHAREHOLDING CONSTITUTING 26.00% OF THE EQUITY SHARE CAPITAL AT A PRICE OF ₹ 41/- (RUPEES FORTY ONE ONLY) PER EQUITY SHARE BY JAIMIN KAILASH GUPTA (“ACQUIRER”) ALONG WITH , TARACHAND GANGASAHAY AGRAWAL (“PAC-1”) AND QMIN INDUSTRIES LIMITED (“PAC-2”) PURSUANT TO AND IN ACCORDANCE WITH REGULATION 3(2) AND 4 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

I/We refer to the Letter of Offer for acquiring the Equity Shares held by me/us in Aarvee Denims and Exports Limited - Open Offer.

I/We, the undersigned, have read the Public Announcement, the Detailed Public Statement, Letter of Offer and the Offer opening public announcement cum corrigendum, and understood its contents, terms and conditions, and unconditionally accept these terms and conditions.

I/We acknowledge and confirm that all the particulars/statements given by me/us, herein are true and correct.

**Details of Public Shareholder:**

Name (in BLOCK LETTERS)	Holder	Name of the Shareholder	Permanent Account Number (PAN)
(Please write names of the joint holders in the same order as appearing in the Equity Share certificate(s)/demat account)	Sole/First		
	Second		
	Third		
<b>Contact Number(s) of the First Holder</b>	<b>Tel No. (with ISD/STD Code):</b>		<b>Mobile No.:</b>
<b>Full Address of the First Holder</b> (with pin code)			
<b>Email address of the First Holder</b>			
<b>Date &amp; Place of incorporation (if applicable)</b>			

**FOR EQUITY SHARES HELD IN PHYSICAL MODE:**

I/We, confirm that our residential status under the Income Tax Act is as below (tick whichever is applicable).

- Resident  
 Non-Resident

I / We, holding physical shares, accept this Offer and enclose the original share certificate(s) and duly signed transfer deed(s) in respect of my / our Equity Shares as detailed below along with enclosures as mentioned herein:

Sr. No.	Regd. Folio Number	Share Certificate Number	Distinctive Numbers		No. of Equity Shares
			From	To	
1					
2					
3					

(In case the space provided is inadequate, please attach a separate sheet with the above details and authenticate the same)	<b>TOTAL</b>	
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**Enclosures (whichever is applicable)**

- Duly attested power of attorney, if any person apart from the Public Shareholder, has signed the Form of Acceptance-cum Acknowledgement or Equity Share transfer deed(s)
- Original Equity Share certificate(s)
- Valid Equity Share transfer deed(s)
- Corporate authorization, in case of companies along with certified board resolution and specimen signatures of authorized signatories
- Duly attested death certificate and succession certificate / probate / letter of administration (in case of single Shareholder), in case the original Shareholder has expired
- Self-attested copy of PAN card of all the transferor(s)
- Other relevant documents (please specify)

**FOR ALL PUBLIC SHAREHOLDERS:**

I/We confirm that the Equity Shares which are being tendered herewith by me/us under this Open Offer, are free from any pledges, liens, charges, equitable interests, non-disposal undertakings or any other form of encumbrances and are being tendered together with all rights attached thereto, including all rights to dividends, bonuses and rights offers, if any, declared hereafter.

I/We confirm that the sale and transfer of the Equity shares held by me/us will not contravene any applicable law and will not breach the terms of any agreement (written or otherwise) that I/we are a party to.

My/Our execution of this Form of Acceptance-cum-Acknowledgement shall constitute my/our warranty that the Equity Shares comprised in this application are owned by me/us and are sold and transferred by me/us free from all liens, charges, claims of third parties and encumbrances. If any claim is made by any third party in respect of the said Equity Shares, I/we will hold the Acquirers, harmless and indemnified against any loss they or either of them may suffer in the event of the Acquirer acquiring these Equity Shares.

I/We have obtained any and all necessary consents to tender the Offer Shares on the foregoing basis.

I/We declare that there are no restraints/injunctions or other order(s) of any nature which limits/restricts in any manner my/our right to tender Offer Shares in this Open Offer and that I/we am/are legally entitled to tender the Offer Shares in this Open Offer.

I/We agree that the Acquirers will pay the consideration as per secondary market mechanism, only after verification of the certifications, documents and signatures, as applicable submitted along with this Form of Acceptance-cum-Acknowledgment by the Public Shareholders, and subject to the adherence of the aforementioned Instructions. I/We undertake to return to the Acquirers any Open Offer consideration that may be wrongfully received by me/us.

I/We declare that regulatory approvals, if applicable, for holding the Offer Shares and/or for tendering the Offer Shares in this Open Offer are enclosed herewith.

I/We confirm that I/We am/are not persons acting in concert with the Acquirers.

I/We give my/our consent to the Acquirers, to file any statutory documents, if any, on my/our behalf in relation to accepting the Offer Shares in this Open Offer.

I/We confirm that I/we am/are in compliance with the terms of the Open Offer set out in the Public Announcement, the Detailed Public Statement, and the Letter of Offer.

I/We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/our tender/offer and agree to abide by any decision that may be taken by the Acquirers, to effectuate this Open Offer in accordance with the SEBI (SAST) Regulations.

I/We am/are not debarred from dealing in shares or securities.

I/We confirm that there are no taxes or other claims pending against me/us which may affect the legality of the transfer of Equity Shares under the Income Tax Act, including but not limited to Section 281 of the Income Tax Act. I/We confirm that no notice has been issued by the income tax authorities impacting the rights to transfer the shares.

I/We note and understand that the Offer Shares will be held by the Registrar to the Offer/Clearing Corporation in trust for me/us till the date the Acquirers make payment of consideration as mentioned in the Letter of Offer, or the date by which other documents are dispatched to the Public Shareholders, as the case may be.

I/We confirm that in the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided/to be provided by me/us, or as a result of income tax (including any consequent interest and penalty) on the income arising from tendering of the Offer Shares, I/We will indemnify the Acquirers for such income tax demand (including interest, penalty, etc.) and provide the Acquirers with all information/documents that may be necessary and co-operate in any proceedings before any income tax/appellate authority.

I/We authorize the Acquirers to acquire all the Equity Shares so tendered by me/us or such lesser number of Equity Shares, which it/they may decide to accept, in consultation with the Manager to the Offer, and in terms of the Letter of Offer.

I/We authorize the Acquirers, and the Registrar to the Offer to return to me/us by registered post or ordinary post, unaccepted documents, if any, at my/our sole risk, without specifying the reasons thereof.

I/We, confirm that our residential status for the purposes of tax is:

- Resident
- Non-resident, if yes please state country of tax residency: \_\_\_\_\_

(If none of the above box is ticked, the residential status of the Public Shareholder will be considered as non-resident, for withholding tax purposes).

I/We, confirm that my/our status as a shareholder is: (Please tick whichever is applicable)

<input type="checkbox"/> Individual	<input type="checkbox"/> Domestic Company	<input type="checkbox"/> Foreign Company	<input type="checkbox"/> FII/FPI - Corporate	<input type="checkbox"/> FII/FPI - Others
<input type="checkbox"/> QFI	<input type="checkbox"/> FVCI	<input type="checkbox"/>	<input type="checkbox"/> Private Equity	<input type="checkbox"/> Pension/Provident Fund

		Partnership/Proprietorship firm/LLP	Fund/AIF	
<input type="checkbox"/> Sovereign Wealth Fund	<input type="checkbox"/> Foreign Trust	<input type="checkbox"/> Financial Institution	<input type="checkbox"/> NRIs/PIOs - repatriable	<input type="checkbox"/> NRIs/PIOs - non- repatriable
<input type="checkbox"/> Insurance Company	<input type="checkbox"/> OCB	<input type="checkbox"/> Domestic Trust	<input type="checkbox"/> Banks	<input type="checkbox"/> Association of person/Body of Individual
<input type="checkbox"/> Any others, please specify:	_____			

**FOR NRIs/OCBs/FIIs, FPIs AND SUB-ACCOUNTS/OTHER NON-RESIDENT SHAREHOLDERS:**

I/We, confirm that my/our investment status is: *(Please provide supporting documents and tick whichever is applicable)*

- FDI Route  
 PIS Route  
 Any other - please specify \_\_\_\_\_

I/We, confirm that the Offer Shares tendered by me/us are held on: *(Please tick whichever is applicable)*

- Repatriable basis  
 Non-Repatriable basis

I/We, confirm that: *(Please tick whichever is applicable)*

- No RBI or other regulatory approval was required by me for holding Offer Shares that have been tendered in this Open Offer and the Offer Shares are held under the general permission of the RBI  
 Copies of all approvals required by me for holding Offer Shares that have been tendered in this Open Offer are enclosed herewith  
 Copy of RBI Registration letter taking on record the allotment of shares to me/us is enclosed herewith

I/We, confirm that: *(Please tick whichever is applicable)*

- No RBI or other regulatory approval is required by me for tendering the Offer Shares in this Open Offer  
 Copies of all approvals required by me for tendering Offer Shares in this Open Offer are enclosed herewith

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

**All future correspondence, if any, should be addressed to the respective Selling Broker, or the Registrar to the Offer at:**

**LINK INTIME INDIA PRIVATE LIMITED**  
C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West),  
Mumbai – 400 083, Maharashtra, India..  
Contact Person: Pradnya Karanjekar  
Tel: +91 8108114949  
Email: aarvee.offer@linkintime.co.in  
SEBI Registration No.: INR000004058

**Additional confirmations and enclosures for all Public Shareholders, as applicable:**

I/We, have enclosed the following documents: *(Please tick whichever is applicable)*

- Self-attested copy of PAN card
- Self-declaration form in Form 15G/Form 15H, if applicable to be obtained in duplicate copy (applicable only for interest payment, if any)
- Duly attested power of attorney if any person apart from the Public Shareholder has signed the Form-of-Acceptance-cum- Acknowledgement
- Corporate authorization, in case of Companies along with certified copy of the Board Resolution and Specimen Signatures of Authorised Signatories
- For Mutual funds/Banks/Notified Institutions under Section 194A (3) (iii) of the Income Tax Act, attested copy of relevant registration or notification
- Declaration that the investment in the Equity Shares is in accordance with the applicable SEBI regulations (mandatory to be submitted by FIIs/FPIs).
- SEBI Registration Certificate for FIIs/FPIs (mandatory to be submitted by FIIs/FPIs).
- 'Valid Tax Residency Certificate' issued by the income tax authority of a foreign country of which he/it claims to be a tax resident, in case the Public Shareholder intends to claim benefit under the DTAA between India and that jurisdiction in which the Public Shareholder claims to be resident and a duly filled in 'Form 10F' as prescribed under the Income Tax Act. Such other information and documentation as may be required depending upon specific terms of the relevant DTAA, including but not limited to a declaration of not having a permanent establishment in India.
- NOC/Tax clearance certificate from income tax authorities, for deduction of tax at a lower rate/NIL rate on income from sale of shares and interest income, if any, wherever applicable
- Other relevant documents (Please specify) \_\_\_\_\_

**BANK DETAILS**

In case of Public Shareholders holding Equity Shares in dematerialised form, the bank account details for the purpose of interest payment, if any, will be taken from the record of the depositories.

In case of interest payments, if any, by the Acquirers for delay in payment of Offer consideration or a part thereof, the final decision to deduct tax or not on the interest payments for delay in payment of consideration, or the quantum of taxes to be deducted rests solely with the Acquirers depending on the settlement mechanism for such interest payments.

So as to avoid fraudulent encashment in transit, the Public Shareholder(s) holding physical shares should provide details of bank account of the first/sole shareholder.

**Name of the Bank :**

**Branch Address and Pin Code :**

**Account Number :**

**IFSC Code:**

**MICR Code :**

**Type of Account- Savings/ Current/ Others (please specify) :**

Yours faithfully, Signed and Delivered,

	<b>Full name(s) of the holder</b>	<b>PAN</b>	<b>Signature(s)</b>
First/Sole Holder			
Joint Holder 1			
Joint Holder 2			
Joint Holder 3			

Note: In case of joint holdings, all holders must sign. In case of body corporate, the company seal should be affixed, and certified copies of the necessary Board resolutions/Corporate authorizations should be attached.

Place: \_\_\_\_\_ Date: \_\_\_\_\_

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

**Acknowledgement Slip – Aarvee Denims and Exports Limited - Open Offer**

Received from Mr./Ms./M/s. \_\_\_\_\_

Address: \_\_\_\_\_

Form of Acceptance-cum-Acknowledgement for Aarvee Denims and Exports Limited - Open Offer as per details below:

Copy of delivery instruction to depository participant of DP ID/Client ID/Folio No. \_\_\_\_\_ for \_\_\_\_\_

Equity Shares

Date of Receipt: \_\_\_\_\_ Place of Receipt: \_\_\_\_\_

Stamp of Selling Broker: \_\_\_\_\_ Signature of Official: \_\_\_\_\_

## INSTRUCTIONS

Capitalized terms used and not defined in these instructions will have the same meaning as provided in the Letter of Offer dated November 06, 2024.

1. **PLEASE NOTE THAT THE FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT OR ANY OTHER DOCUMENTS SHOULD NOT BE SENT TO THE ACQUIRERS, THE TARGET COMPANY OR TO THE MANAGER TO THE OFFER.**
2. The Form of Acceptance-cum-Acknowledgement should be legible and should be filled-up in English only.
3. All queries pertaining to this Open Offer may be directed to the Registrar to the Offer.
4. **AS PER THE PROVISIONS OF REGULATION 40(1) OF THE SEBI LODR REGULATIONS AND SEBI PR 49/2018 DATED 3 DECEMBER 2018, REQUESTS FOR TRANSFER OF SECURITIES SHALL NOT BE PROCESSED UNLESS THE SECURITIES ARE HELD IN DEMATERIALIZED FORM WITH A DEPOSITORY W.E.F. 1 APRIL 2019. HOWEVER, IN ACCORDANCE WITH THE CIRCULAR ISSUED BY SEBI BEARING REFERENCE NUMBER SEBI/HO/CFD/CMD1/CIR/P/2020/144 DATED 31 JULY 2020, SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL FORM ARE ALLOWED TO TENDER SHARES IN AN OPEN OFFER. SUCH TENDERING SHALL BE AS PER THE PROVISIONS OF THE SEBI (SAST) REGULATIONS.**
5. The Public Shareholders who are holding the Equity Shares in physical form and who wish to tender their Equity Shares in this Offer shall approach the and submit the following set of documents for verification procedure as mentioned below:
  - a) Original share certificate(s)
  - b) Valid share transfer deed(s) duly filled, stamped and signed by the transferor(s) (i.e. by all registered shareholder(s) in the same order and as per specimen signatures registered with the Target Company), and duly witnessed at the appropriate place.
  - c) Self-attested copy of the Public Shareholder's PAN Card (in case of joint holders, the PAN card copy of all transferors)
  - d) This Form - for Public Shareholders holding Equity Shares in physical mode, duly completed and signed in accordance with the instructions contained therein, by sole/joint shareholders whose name(s) appears on the share certificate(s) and in the same order and as per the specimen signature lodged with the Target Company;
  - e) A self-attested copy of the address proof consisting of any one of the following documents: valid Aadhar card, voter identity card, passport or driving license.
  - f) Any other relevant document including (but not limited to) such as power of attorney, corporate authorization (including board resolution(s)/ specimen signature(s)), notarised copy/(ies) of death certificate(s) and succession certificate(s) or probated will(s), if the original shareholder is deceased, etc., as applicable.**Public Shareholders holding physical shares should note that such Equity Shares will not be accepted unless the complete set of documents is submitted.**
6. In case of unregistered owners of Equity Shares in physical mode, the Public Shareholder should provide an additional valid share transfer deed(s) duly signed by the unregistered owner as transferor(s) by the sole/joint Public Shareholder(s) in the same order and duly witnessed at the appropriate place. The transfer deed should be left blank, except for the signatures and witness details. **PLEASE DO NOT FILL IN ANY OTHER DETAILS IN THE TRANSFER DEED.**
7. Attestation, where required (as indicated in the share transfer deed) (thumb impressions, signature difference, etc.) should be done by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a public office and authorized to issue the seal of his office or a member of a recognized stock exchange under their seal of office and membership number or manager of the transferor's bank.
8. In case the share certificate(s) and the transfer deed(s) are lodged with the Target Company/ its transfer agents for transfer, then the acceptance shall be accompanied by the acknowledgement of lodgment with, or receipt by, the Target Company / its transfer agents, of the share certificate(s) and the transfer deed(s).
9. The Public Shareholder should ensure that the certificate(s) and above documents should be sent only to the Registrar to the Offer either by registered post or courier or hand delivery so as to reach the Registrar to the Offer : i.e. Link Intime India Private Limited on or before the date of closure of the Tendering Period, at the following address: C 101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai-400083, Maharashtra, India.
10. The Selling Broker should place bids on the Exchange Platform with relevant details as mentioned on physical share certificate(s). The Selling Broker(s) shall print the Transaction Registration Slip (TRS) generated by the Exchange Bidding System. The TRS will contain the details of order submitted including Folio No., Certificate No. Dist. Nos., number of Equity Shares, etc
11. Eligible Shareholders who desire to tender their Equity Shares in the dematerialized form under the Offer would have to do so through their respective selling member by indicating the details of Equity Shares they intend to tender under the Offer.
12. In case of Equity Shares held in joint names, names should be filled up in the same order in the On Market Form of Acceptance-cum-Acknowledgement as the order in which they hold the Equity Shares and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting the Offer.
13. If the Offer Shares tendered are rejected for any reason, the Offer Shares will be returned to the sole/first named Public Shareholder(s) along with all the documents received at the time of submission.
14. The Procedure for Acceptance and Settlement of this Offer has been mentioned in the Letter of Offer in (*Procedure for Acceptance and Settlement*).
15. The Letter of Offer along with the Form of Acceptance-cum-Acknowledgement is being dispatched/sent through electronic mail to all the Public Shareholders as on the Identified Date, who have registered their email ids with the Depositories and through speed post / registered post to shareholders who do not have registered email id and/or the Target Company. In case of non-receipt of the Letter of Offer, the Public Shareholders of the Target Company may download the same from the respective websites of SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)), the Registrar to the Offer ([www.linkintime.co.in](http://www.linkintime.co.in)), the Manager to the Offer ([investors@vivo.net](mailto:investors@vivo.net)), BSE ([www.bseindia.com](http://www.bseindia.com)) and NSE ([www.nseindia.com](http://www.nseindia.com)) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Offer Shares.
16. All the Public Shareholders should provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of which the acceptance is being sent.

17. All the Public Shareholders are advised to refer to Section 8.15 (*Compliance with Tax Requirements*) in the Letter of Offer. However, it may be noted that Shareholders should consult with their own tax advisors for the tax provisions applicable to their particular circumstances, as the details provided in Section 8.14 (*Compliance with Tax Requirements*), as referred to above, are indicative and for guidance purposes only.
  18. All documents/remittances sent by or to Public Shareholders will be at their own risk. Public Shareholders are advised to adequately safeguard their interests in this regard.
  19. The Selling Broker(s) shall print the Transaction Registration Slip (TRS) generated by the Exchange Bidding System.
  20. In case any person has submitted Equity Shares in physical mode for dematerialisation, such Public Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Open Offer before close of Tendering Period.
  21. The Procedure for Acceptance and Settlement of this Offer has been mentioned in the Letter of Offer at (*Procedure for Acceptance and Settlement*).
  22. The Letter of Offer along with the Form of Acceptance-cum-Acknowledgement is being dispatched to all the Public Shareholders as on the Identified Date. In case of non-receipt of the Letter of Offer, such Public Shareholders may download the same from the SEBI website ([www.sebi.gov.in](http://www.sebi.gov.in)), or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Offer Shares. The Letter of Offer will also be available on the website of the Registrar to the Offer ([www.linkintime.co.in](http://www.linkintime.co.in)), the Manager to the Offer ([investors@vivro.net](mailto:investors@vivro.net)), BSE ([www.bseindia.com](http://www.bseindia.com)) and NSE ([www.nseindia.com](http://www.nseindia.com)).
  23. The Tender Form and TRS is not required to be submitted to the Acquirers, the Manager to the Offer or the Registrar to the Offer. Shareholders holding shares in demat mode are not required to fill the On Market Form of Acceptance-cum-Acknowledgment unless required by their respective selling broker. Equity Shares under lock-in will be required to fill the respective On Market Form of Acceptance-cum-Acknowledgment.
  24. If non-resident Public Shareholders had required any approval from the RBI or any other regulatory body in respect of the Offer Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Offer Shares, to tender the Offer Shares held by them pursuant to this Open Offer. Further, non-resident Public Shareholders must obtain all approvals required, if any, to tender the Offer Shares in this Open Offer (including without limitation, the approval from the RBI) and submit such approvals, along with the other documents required in terms of the Letter of Offer, and provide such other consents, documents and confirmations as may be required to enable the Acquirers to purchase the Offer Shares so tendered. In the event any such approvals are not submitted, the Acquirers reserve the right to reject such Offer Shares tendered in this Open Offer. If the Offer Shares are held under general permission of RBI, the non-resident Public Shareholder should state that the Offer Shares are held under general permission and whether they are held on repatriable basis or non-repatriable basis.
  25. Interest payment, if any: In case of interest payments by the Acquirers for delay in payment of Offer consideration or a part thereof, the final decision to deduct tax or not on the interest payments for delay in payment of consideration, or the quantum of taxes to be deducted rests solely with the Acquirers depending on the settlement mechanism for such interest payments.
  26. Public Shareholders who wish to tender their Equity Shares must submit the following documents to the Registrar to the Offer.
  27. **For resident Public Shareholders:**
    - Self-attested copy of PAN card
    - 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 consideration (certificate for deduction of tax at lower rate)
    - Self-declaration in Form 15G/Form 15H (in duplicate), if applicable
    - 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)
    - Self-attested declaration in respect of residential status and tax status of Public Shareholders (e.g. individual, Hindu Undivided Family (HUF), firm, company, Association of Persons (AOP), Body of Individuals (BOI), trust or any other – please specify);
  28. **For non-resident Public Shareholders:**
    - Self-attested copy of PAN card
    - 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 Acquirers before remitting the amount of interest
    - Tax Residency Certificate and Form 10F and other information or documents as may be required to claim relief under the provisions of applicable double taxation avoidance agreement
    - Self-attested declaration that it does not have a Permanent Establishment in India either under the IT Act or applicable between India and any other foreign country or specified Territory (as notified under Section 90 or Section 90A of the Income Tax Act) of which the Public Shareholder claims to be a tax resident
    - Self-attested declaration in respect of residential status and tax status of Public Shareholders (e.g. individual, Hindu Undivided Family (HUF), firm, company, Association of Persons (AOP), Body of Individuals (BOI), trust or any other – please specify)
    - Tax certificate issued by the income tax/statutory authorities of the overseas jurisdiction where the non-resident Public Shareholder is a resident for tax purposes, indicating the quantum of Overseas Tax along with any other information as may be relevant for this transaction.
- In an event of non-submission of NOC or certificate for deduction of tax at nil/lower rate, tax will be deducted up to the maximum marginal rate as may be applicable to the relevant category, to which the Public Shareholder belongs, by the Acquirers.

**FOR DETAILED PROCEDURE IN RESPECT OF TENDERING OFFER SHARES IN THIS OPEN OFFER, PLEASE REFER TO THE LETTER OF OFFER.**

All future correspondence, if any, should be addressed to the respective Selling Broker, or to the Registrar to the Offer at the following address:



**LINK INTIME INDIA PRIVATE LIMITED**

C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra, India .

**Contact Person:** Pradnya Karanjekar | **Tel:** +91 8108114949 | **Email:** aarvee.offer@linkintime.co.in | **SEBI Reg. No.:** INR000004058



**Form No. SH-4 - Securities Transfer Form**

[Pursuant to section 56 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Share Capital and Debentures) Rules 2014]

Date of execution.....

<b>FOR THE CONSIDERATION</b> stated below the “ <b>Transferor(s)</b> ” named do hereby transfer to the “ <b>Transferee(s)</b> ” named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.	
<b>CIN:</b>	L17110GJ1988PLC010504
<b>Name of the company (in full):</b>	Aarvee Denims and Exports Limited
<b>Name of the Stock Exchange where the company is listed, if any:</b>	National Stock exchange of India Limited and BSE Limited

**DESCRIPTION OF SECURITIES:**

Kind/Class of securities (1)	Nominal value of each unit of security (2)	Amount called up per unit of security (3)	Amount paid up per unit of security (4)

No. of Securities being Transferred		Consideration Received (₹)	
In Figures	In words	In Figures	In words

Distinctive Number	From						
	To						
<b>Corresponding Certificate Nos:</b>							

**TRANSFEROR’S PARTICULARS**

<b>Registered Folio Number</b>	
<b>Name(s) in full</b>	<b>Signature(s)</b>
1.	
2.	
3.	
<b>I, hereby confirm that the Transferor has signed before me:</b>	
<b>Name and Address of Witness</b>	<b>Witness Signature</b>

**TRANSFEEE'S PARTICULARS-**

Name in Full (1)	Father's/ Mother's/ Spouse name (2)	Address & E-mail id (3)	Occupation (4)	Existing folio No., if any (5)	Signature (6)

Folio No. of Transferee	Specimen Signature of Transferee

Value of stamp affixed	₹
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**DECLARATION:**

- Transferee is not required to obtain the Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to transfer of shares;
- Or*
- Transferee is required to obtain the Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to transfer of shares and the same has been obtained and is enclosed herewith.

**Enclosures:**

- (1) Certificate of shares or debentures or other securities
- (2) If no certificate is issued, letter of allotment.
- (3) Copy of PAN Card
- (4) Other, Specify.....

**Stamps:**

**For office use only**

Checked by \_\_\_\_\_ Signature tallies by \_\_\_\_\_

Entered in the Register of Transfer on \_\_\_\_\_ vide Transfer No. \_\_\_\_\_

Approval Date \_\_\_\_\_

Power of attorney / Probate / Death Certificate / Letter of administration registered on \_\_\_\_\_ at \_\_\_\_\_ No. \_\_\_\_\_