

# KRISHNA VENTURES LIMITED

Registered Office: Corporate Centre, 7th Floor, Opp. Hotel Vits, Andheri Kurla Road, Andheri East Mumbai -400059

CIN: L45400MH1981PLC025151, Telephone No.: 022-28269568/69/61898000

Website: www.krishnaventures.com; Email-ID: corporate@krishnaventures.com

## POST-OFFER ADVERTISEMENT IN ACCORDANCE WITH REGULATION 18(12) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED ("SEBI (SAST) REGULATIONS")

**OPEN OFFER FOR ACQUISITION OF UP TO 27,40,000 (TWENTY SEVEN LAKH FORTY THOUSAND) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS. 10 EACH ("OFFER SHARES") REPRESENTING 25.37% OF THE PAID UP EQUITY SHARE CAPITAL OF KRISHNA VENTURES LIMITED (HEREINAFTER REFERRED TO AS "TARGET" OR "TARGET COMPANY" OR "KVL") BY MR. NEERAJ GUPTA ("ACQUIRER 1"), MR. GAURAV JINDAL ("ACQUIRER 2"), MS. MANSI GOYAL ("ACQUIRER 3"), MS. ARTI GUPTA ("ACQUIRER 4"), M/S FRESHPLATE AGRO FOODS PRIVATE LIMITED ("ACQUIRER 5"), M/S ASHVA ENERGY PRIVATE LIMITED ("ACQUIRER 6"); (ACQUIRER 1 ALONG WITH ACQUIRER 2, ACQUIRER 3, ACQUIRER 4, ACQUIRER 5 AND ACQUIRER 6 HEREINAFTER COLLECTIVELY REFERRED TO AS THE "ACQUIRERS") ("OFFER"/ "OPEN OFFER")**

This Post-Offer Advertisement ("Post-Offer Advertisement") is being issued by Turnaround Corporate Advisors Private Limited, ("Manager to the Offer"/ "Manager"), on behalf of the Acquirers, pursuant to and in compliance with Regulation 18(12) of the SEBI (SAST) Regulations. This Post-Offer Advertisement is to be read in continuation of and in conjunction with: (i) Public Announcement dated December 18, 2021 ("Public Announcement" or "PA"); (ii) Detailed Public Statement ("DPS") dated December 23, 2021 published on December 24, 2021 in all editions of "Business Standard" (English), all editions of "Business Standard" (Hindi), Mumbai edition of "Pratahkal" (Marathi); (iii) Draft Letter of Offer dated December 31, 2021 ("Draft letter of Offer" or "DLOF"); (iv) Letter of Offer dated February 15, 2022 ("Letter of Offer" or "LOF"); and (v) Pre-Offer Advertisement and Corrigendum to the Detailed Public Statement and Corrigendum to the Letter of Offer ("Pre-Offer Advertisement cum Corrigendum") dated February 22, 2022 published on February 23, 2022 in all editions of "Business Standard" (English), all editions of "Business Standard" (Hindi), Mumbai edition of "Pratahkal" (Marathi).

1.	Name of the Target Company	Krishna Ventures Limited
2.	Name of the Acquirer(s) and PACs	Mr. Neeraj Gupta ("Acquirer 1"), Mr. Gaurav Jindal ("Acquirer 2"), Ms. Mansi Goyal ("Acquirer 3"), Ms. Arti Gupta ("Acquirer 4"), M/s Freshplate Agro Foods Private Limited ("Acquirer 5"), M/s Ashva Energy Private Limited ("Acquirer 6"); (Acquirer 1 Along With Acquirer 2, Acquirer 3, Acquirer 4, Acquirer 5 and Acquirer 6 hereinafter collectively referred to as the "Acquirers")
3.	Name of the Manager to the Offer	Turnaround Corporate Advisors Private Limited
4.	Name of the Registrar to the Offer	Link Intime India Private Limited
5.	Offer Details	
	a. Date of Opening of the Offer	Friday, February 25, 2022
	b. Date of Closure of the Offer	Friday, March 11, 2022
6.	Date of Payment of Consideration	Monday, March 28, 2022*

*\*In terms of Regulation 18(10) of the SEBI (SAST) Regulations, the last date by which all requirements including payment of consideration would be completed was Monday, March 28, 2022.*

### 7. Details of Acquisition

S. No.	Particulars	Proposed in the Offer Document	Actual												
7.1	Offer Price (A)	Rs. 11.50 (Rupees Eleven and Fifty Paise Only) per equity share	Rs. 11.50 (Rupees Eleven and Fifty Paise Only) per equity share												
7.2	Aggregate number of shares tendered (B)	27,40,000 (Twenty-Seven Lakh Forty Thousand)	3,94,320 (Three Lakh Ninety-Four Thousand Three Hundred Twenty)												
7.3	Aggregate number of shares accepted (C)	27,40,000* (Twenty-Seven Lakh Forty Thousand)	3,94,320 (Three Lakh Ninety-Four Thousand Three Hundred Twenty)												
7.4	Size of the Offer (Number of shares multiplied by offer price per share) (A * C)	Rs. 3,15,10,000 (Rupees Three Crore Fifteen Lakh Ten Thousand)	Rs. 45,34,680 (Rupees Forty-Five Lakhs Thirty-Four Thousand Six Hundred Eighty)												
7.5	Shareholding of the Acquirers before Agreements/ Public Announcement • Number • % of Fully Diluted Equity Share Capital	Nil 0%	Nil 0%												
7.6	Shares Acquired by way of Agreement • Number • % of Fully Diluted Equity Share Capital	80,60,000 (Eighty Lakh Sixty Thousand) 74.63%	80,60,000 <sup>5</sup> (Eighty Lakh Sixty Thousand) 74.63%												
7.7	Shares Acquired by way of Open Offer • Number • % of Fully Diluted Equity Share Capital	27,40,000* (Twenty-Seven Lakh Forty Thousand) 25.37%	3,94,320 (Three Lakh Ninety-Four Thousand Three Hundred Twenty) 3.65%												
7.8	Shares acquired after Detailed Public Statement (excluding shares acquired under Open Offer) Shares acquired pursuant to the SPAs • Number of shares acquired • % of the shares acquired • Price of the shares acquired	80,60,000 (Eighty Lakh Sixty Thousand) 74.63% Rs. 11.50 (Rupees Eleven and Fifty Paise Only) per Equity Share	80,60,000 <sup>5</sup> (Eighty Lakh Sixty Thousand) 74.63% Rs. 11.50 (Rupees Eleven and Fifty Paise Only) per Equity Share												
7.9	Post offer shareholding of Acquirers • Number • % of Fully Diluted Equity Share Capital	1,08,00,000 (One Crore Eight Lakhs) 100%	84,54,320 <sup>6</sup> (Eighty Four Lakh Fifty Four Thousand Three Hundred Twenty) 78.28%												
7.10	Pre & Post offer shareholding of the Public • Number • % of Fully Diluted Equity Share Capital	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Pre-Offer</th> <th style="width: 50%;">Post Offer</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">27,40,000 (Twenty Seven Lakh Forty Thousand)</td> <td style="text-align: center;">Nil</td> </tr> <tr> <td style="text-align: center;">25.37%</td> <td style="text-align: center;">0%</td> </tr> </tbody> </table>	Pre-Offer	Post Offer	27,40,000 (Twenty Seven Lakh Forty Thousand)	Nil	25.37%	0%	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Pre-Offer</th> <th style="width: 50%;">Post Offer</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">27,40,000 (Twenty Seven Lakh Forty Thousand)</td> <td style="text-align: center;">23,45,680 (Twenty Three Lakh Forty Five Thousand Six Hundred Eighty)</td> </tr> <tr> <td style="text-align: center;">25.37%</td> <td style="text-align: center;">21.72%</td> </tr> </tbody> </table>	Pre-Offer	Post Offer	27,40,000 (Twenty Seven Lakh Forty Thousand)	23,45,680 (Twenty Three Lakh Forty Five Thousand Six Hundred Eighty)	25.37%	21.72%
Pre-Offer	Post Offer														
27,40,000 (Twenty Seven Lakh Forty Thousand)	Nil														
25.37%	0%														
Pre-Offer	Post Offer														
27,40,000 (Twenty Seven Lakh Forty Thousand)	23,45,680 (Twenty Three Lakh Forty Five Thousand Six Hundred Eighty)														
25.37%	21.72%														

\*Assuming Full Acceptance in the Offer

\$ Scenario after the transfer of shares in terms of the SPA dated December 18, 2021 is completed. No shares have been transferred as on the date of this report.

#### Note:

The Acquirers along with its Directors, severally and jointly, accept full responsibility for the information contained in this Post- Offer Advertisement and shall be responsible for the fulfillment of obligations under the SEBI (SAST) Regulations, in respect of this Offer.

Copy of this Post Offer Advertisement will be available on the website of SEBI at www.sebi.gov.in, website of BSE Limited at www.bseindia.com, website of Manager to the Offer at www.tcagroup.in and at the Registered Office of the Target Company.

Capitalized terms used but not defined in this Post- Offer Advertisement shall have the meanings assigned to such terms in the Letter of Offer Dated February 15, 2022.

#### ISSUED BY MANAGER TO THE OFFER

	<p style="text-align: center;"><b>Turnaround Corporate Advisors Private Limited</b> 714, Vishwadeep Building, Plot No. 4, District Centre, Janakpuri, New Delhi- 110058 Tel: +91-11-45510390, 41395590 E-mail: info@tcagroup.in Investor Grievance Email: complaints@tcagroup.in Website: www.tcagroup.in Contact Person: Mr. Adarsh/Ms. Shweta Gupta SEBI Registration No.: MB/INM000012290</p>
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Sd/- (NEERAJ GUPTA) (Acquirer 1)	Sd/- (GAURAV JINDAL) (Acquirer 2)	Sd/- (MANSI GOYAL) (Acquirer 3)	Sd/- (ARTI GUPTA) (Acquirer 4)	For and on behalf of Freshplate Agro Foods Private Limited (Acquirer 5) Sd/- (NEERAJ GUPTA) Director	For and on behalf of Ashva Energy Private Limited (Acquirer 6) Sd/- (NEERAJ GUPTA) Director
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Place: New Delhi  
Date: April 02, 2022