

**ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER
FOR ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY ONLY**

This is an Abridged Letter of Offer containing salient features of the Letter of Offer dated December 20, 2021 (“Letter of Offer”) which is available on the websites of the Registrar, our Company, the Lead Manager and the Stock Exchange where the Equity Shares of our Company are listed, i.e., BSE Limited (“BSE”). You are encouraged to read greater details available in the Letter of Offer. Capitalized terms not specifically defined herein shall have the meaning ascribed to them in the Letter of Offer.

THIS ABRIDGED LETTER OF OFFER CONTAINS TWELVE (12) PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

Our Company has made available on the Registrar’s website at www.linkintime.co.in and the Company’s website at www.vishvprabhaventures.com, this Abridged Letter of Offer and the Application Form for the Eligible Equity Shareholders. You may also download the Letter of Offer from the websites of the Securities and Exchange Board of India (“SEBI”) i.e. at www.sebi.gov.in, the Stock Exchange i.e. at www.bseindia.com, the Company i.e. at www.vishvprabhaventures.com, and the Lead Manager i.e. at www.fedsec.in respectively and also at the Registrar’s web based application platform accessible at www.linkintime.co.in (“R-WAP”). The Application Form is available on the respective websites of the Lead Managers, the Stock Exchanges and on the R-WAP.



**VISHVPRABHA VENTURES LIMITED
CIN: L51900MH1985PLC034965**

Registered Office: Ground Floor, Avighna Heights, Survey No. 45-4B, Behind Sarvoday Park, Nandivali Road, Dombivili East, Thane – 421201 Maharashtra, India | **Tel:** NA | **Email:** cosec@vishvprabhaventures.com | **Website:** www.vishvprabhaventures.com
Contact Person: Jas Raj Nagal

PROMOTERS OF THE COMPANY: MITESH THAKKAR & PRAMOD GUMANCHAND RANKA HUF

**FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF THE INDIAN HOTELS
COMPANY LIMITED (THE “COMPANY” OR THE “ISSUER”) ONLY**

ISSUE DETAILS, LISTING AND PROCEDURE

ISSUE OF 14,70,000 FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹ 10.00/- EACH OF OUR COMPANY (THE “RIGHTS EQUITY SHARES”) FOR CASH AT A PRICE OF ₹ 30/- PER EQUITY SHARE OF OUR COMPANY (INCLUDING A PREMIUM OF ₹ 20/- PER EQUITY SHARE) (“ISSUE PRICE”) FOR AN AMOUNT AGGREGATING UPTO ₹ 441.00* LAKHS ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF SIX (6) RIGHTS EQUITY SHARE FOR EVERY ONE (1) FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY ON THE RECORD DATE, THAT IS DECEMBER 02, 2021. (THE “ISSUE”). FOR FURTHER DETAILS, PLEASE SEE “TERMS OF THE ISSUE” BEGINNING ON PAGE 234 OF THE LETTER OF OFFER.

*Assuming full subscription

Listing Details: The Existing Equity Shares of our Company are listed on BSE Limited (“BSE”). Our Company has received “In-Principle Approval” from BSE vide its E-letter DCS/RIGHT/JR/FIP/1442/2021-22 dated September 02, 2021 dated for listing the Rights Equity Shares to be allotted pursuant to this Issue. Our Company will also make application to the Stock Exchange to obtain trading approval for the Right Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purpose of this Issue, the Designated Stock Exchange is BSE Limited (“BSE”).

Procedure: If you wish to know about processes and procedures applicable to Rights Issues, you may refer section titled “Terms of the Issue” on page 234 of the Letter of Offer. You may also download the Letter of Offer from the websites of the Company, SEBI, BSE, Registrar, the Lead Manager to the Issue and on the R-WAP as stated above.

ELIGIBILITY FOR THE ISSUE

Our Company is a listed company and has been incorporated under the Companies Act, 1956. Presently, the Equity Shares of the Company are listed on BSE. We are eligible to undertake the Issue in terms of Chapter III of the SEBI ICDR Regulations. Pursuant to Clause 2 of Part B of Schedule VI to the SEBI ICDR Regulations, our Company is required to make disclosures in accordance with Part B-1 of Schedule VI to the SEBI ICDR Regulations and our Company shall file the copy of the Letter of Offer prepared in accordance with the SEBI ICDR Regulations with SEBI for information and dissemination on the website of SEBI, i.e., www.sebi.gov.in. Our Company is eligible to offer the Rights Equity Shares pursuant to the Issue in terms of the provisions of the Companies Act, applicable provisions of the SEBI ICDR Regulations and other applicable laws.

Minimum Subscription: In accordance with Regulation 3(b) read with proviso to Regulation 3 & Regulation 60 of SEBI ICDR Regulations amended vide SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended, the minimum subscription criteria is not applicable to the proposed Rights Issue.

INDICATIVE TIMETABLE[@]			
Issue Opening Date	Wednesday, December 29, 2021	Date of Allotment (on or about)	Monday, February 07, 2022
Last Date for On Market Renunciation*	Thursday, January 20, 2022	Date of credit of Rights Equity Shares to demat account of Allottee (on or about)	Tuesday, February 08, 2022
Issue Closing Date#	Thursday, January 27, 2022	Date of listing / Commencement of trading of Rights Equity Shares on the Stock Exchange (on or about)	Thursday, February 10, 2022
Finalisation of Basis of Allotment (on or about)	Friday, February 04, 2022		

[@]The above time-table is indicative and does not constitute any obligation on our Company or the Lead Manager.

*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee's on or prior to the Issue Closing Date.

#Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

NOTICE TO SHAREHOLDERS

Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Further, this Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard

The distribution of this Letter of Offer, Abridged Letter of Offer, Rights Entitlement Letter, any other offering material and the issue of the Rights Entitlement and the Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India are restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Letter of Offer, the Abridged Letter of Offer, the Application Form or the Rights Entitlement Letter may come, are required to inform themselves about and observe such restrictions.

NO OFFER IN THE UNITED STATES

The rights entitlements and the rights equity shares have not been and will not be registered under the United States securities act of 1933, as amended (the "US Securities Act"), or any U.S. State securities laws and may not be offered, sold, resold or otherwise transferred within the United States of America or the territories or possessions thereof (the "United States" or "U.S."), except in a transaction exempt from the registration requirements of the securities act. The rights entitlements and the rights equity shares referred to in the Letter of Offer are being offered in India, but not in the United States. The offering to which this Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any rights equity shares or rights for sale in the United States or as a solicitation therein of an offer to buy any of the said securities. Accordingly, this Letter of Offer should not be forwarded to or transmitted in or into the United States at any time.

Our Company, in consultation with the Lead Managers, reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in, electronically transmitted or dispatched from the United States (unless the Application Form is submitted by a U.S. QIB in the United States who is also a QP) or other jurisdictions where the offer and sale of the Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the

Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) both a U.S. QIB and a QP, if in the United States or a U.S. Person or (b) outside the United States and is a non-U.S. Person and in each case such person is eligible to subscribe for the Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; or (iii) where either a registered Indian address is not provided or where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Equity Shares in respect of any such Application Form.

GENERAL RISK

Investments in equity and equity related securities involve a degree of risk and Investors should not invest any funds in this Issue unless they can afford to take the risk with such investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, Investors shall rely on their own examination of our Company and the Issue including the risks involved. The securities being offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”) nor does SEBI guarantee the accuracy or adequacy of the Letter of Offer. Specific attention of the Investors is invited to the section titled “Risk Factors” beginning on page 24 of the Letter of Offer and “Internal Risk factors” on page 25 of this Abridged Letter of Offer before making an investment in the Issue.

<p>Lead Manager to The Issue Fedex Securities Private Limited B 7, 3rd Floor, Jay Chambers, Dayaldas Road, Vile Parle (East), Mumbai - 400 057, Maharashtra, India Tel No.: +91 81049 85249 Fax No: Not Available E-mail Id: mb@fedsec.in Website: www.fedsec.in Investor Grievance e-mail id: mb@fedsec.in Contact Person: Yash Kadakia SEBI Registration Number: INM000010163</p>	<p>Registrar to the Issue Link Intime India Private Limited C-101, 247 Park, L.B.S. Marg Vikhroli (West) Mumbai 400 083, Maharashtra, India. Telephone: 022 4918 6200 Fax No: 022 4918 6060 E-mail Id: vishvprabha.rights@linkintime.co.in Investor grievance e-mail: vishvprabha.rights@linkintime.co.in Website: www.linkintime.co.in Contact Person: Sumeet Deshpande SEBI Registration No: INR000004058</p>
<p>Banker to The Issue / Refund Bank ICICI Bank Limited Capital Market Division, 1st Floor, 122, Mistry Bhavan, Dinsha Vachha Road, Backbay Reclamation, Churchgate, Mumbai 400020, Maharashtra, India. Tel No: 022-66818911/23/24 Fax No: NA E-mail Id: kmr.saurabh@icicibank.com Website: www.icicibank.com Contact Person: Saurabh Kumar SEBI Registration Number: INBI00000004</p>	<p>Self-Certified Syndicate Banks (“SCBS”) The list of banks that have been notified by SEBI to act as the SCBSs for the ASBA process is provided on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time. For a list of branches of the SCBSs named by the respective SCBSs to receive the ASBA Forms from the Designated Intermediaries, please refer to the above-mentioned link.</p>
<p>Name of the Statutory Auditor: S G C O & Co. LLP Chartered Accountants</p>	

SUMMARY OF BUSINESS

Our Company engages in contracting and sub-contracting for various projects which includes construction of commercial structures and industrial structures. We are experienced in various aspects of the projects for identification and selection of location, development, design, project management and sales and marketing. We focus on residential projects, which include residential building in townships, redevelopments, etc. mainly in affordable segments For, further details, please refer chapter titled “Our Business Overview” on page no. 88 of the Letter of Offer.

OBJECTS OF THE ISSUE AND MEANS OF FINANCE

The Net Proceeds are proposed to be used in accordance with the details set forth below:

Sr. No	Particulars	Amount (₹ in lakhs)
1.	Gross Proceeds from the Issue*	441.00
2.	Less: Issue Related Expenses	(32.00)
3.	Net Proceeds from the Issue	409.00

Sr. No	Particulars	Amount (₹ in lakhs)
4.	(Less) Adjustment of unsecured loans of the promoter	(300.00)
	Net Proceeds	109.00

*Assuming full subscription and allotment of the Rights Entitlement with respect to this Rights Issue.

We propose to deploy the Net Proceeds towards the Objects in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

Particulars	Amount to be funded from the Net Proceeds
Adjustment of unsecured promoter loan (by way of adjustment against Right Issue subscription by the Promoter)	300
General Corporate Purpose*	109
Net Proceeds from the Issue	409

*The amount is subject to adjustment upon finalization of Issue related expenses, however, in no event, shall general corporate purposes exceed 25% of the Gross Proceeds.

Means of Finance:

Accordingly, we confirm that there are no requirements to make firm arrangements of finance under Regulation 62(1)(c) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance, excluding the amount to be raised from the Issue. For further details, see “Object of the Issue” on page 61 of the Letter of Offer.

Name of Monitoring Agency: Since the net proceeds is less than Rs. 100 Crore, our Company is not required to make arrangements for monitoring agency, in terms of SEBI ICDR Regulations.

EQUITY SHAREHOLDING PATTERN OF THE COMPANY AS ON SEPTEMBER 30, 2021		
Category of Shareholder	Pre-Issue Number of Equity Shares held	% of Total voting rights
Promoter & Promoter Group	1,40,100	57.18%
Public	1,04,900	42.82%
Total	2,45,000	100.00%

BOARD OF DIRECTORS

Name	Designation	Other Directorships
Mitesh Thakkar	Managing Director	<ul style="list-style-type: none"> Vishvprabha Foods Private Limited Vishvprabha & VS Buildcon Private Limited
Paresh Desai	Whole Time Director	<ul style="list-style-type: none"> Vishvprabha Foods Private Limited Vishvprabha & VS Buildcon Private Limited
Ashish Dange	Independent Director	<ul style="list-style-type: none"> Thane Waste-Tech & Recyclers Private Limited
Shweta Patel	Independent Director	Nil
Rakhi Barod	Independent Director	Nil

For further details, please refer chapter titled “Our Management” on page no. 113 of the Letter of Offer.

DETAILS OF THE ISSUER OR ANY OF ITS PROMOTERS OR DIRECTORS BEING A WILFUL DEFAULTER

Neither our Company nor our Promoters and Directors are Wilful Defaulters.

FINANCIALS STATEMENT SUMMARY

A summary of our Company’s restated consolidated audited financial statement for past three years and limited review stub period, is set out below:

(in ₹ lakhs, except per share data)

Particular	For the Period Ended June 30		For the year ended March 31	
	2021	2020	2021	2020
Equity Share Capital	24.50	24.50	24.50	24.50
Net Worth	55.65	44.90	52.21	46.82
Revenue (total income)	31.32	13.40	91.91	217.16
Profit after tax	3.44	(1.92)	6.00	9.15
Earnings per share (basic and diluted)	1.40	(0.78)	2.46	3.81
Net asset value per equity share	3.79	3.05	3.55	3.18
Total borrowings (as per the balance sheet)	498.00	201.09	408.93	181.81

For details of our Audited Consolidated & Standalone Financial Statements, see “Financial Information” beginning on page 125.

INTERNAL RISK FACTORS

The below mentioned risks are top 5 risk factors as per the Letter of Offer.

1. The COVID-19 pandemic and resulting deterioration of general economic conditions has adversely impacted our business and results of operations and the extent to which it will continue to do so will depend on future developments, which are difficult to predict.
2. Our Company does not own the premises at which our Registered Office is located and hence any problem relating to the renewal of the years lease of property/premise may lead to temporary relocation, as a result of which the operations of the business may be affected.
3. There is outstanding litigation against our Company, and any unfavourable decision in connection with such proceedings, individually or in the aggregate, could adversely affect our reputation, business and results of operations.
4. We have recently entered into business as contractor in construction industry and we have limited experience in the business.
5. Our Company proposes to utilize a portion of the Gross Proceeds to repay unsecured loan availed by our Company from our Promoter i.e., Mitesh Thakkar, and the utilization of that portion of the Net Proceeds will not result in creation of any tangible assets.

For further details, please refer chapter titled “Risk Factors” on page no. 24 of the Letter of Offer.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A summary of material outstanding legal proceedings involving our Company, identified in accordance with the SEBI ICDR Regulations as on the date of the Letter of Offer, including the aggregate approximate amount involved to the extent ascertainable, is provided below.

Sr No	Nature of Proceedings	Number of Outstanding cases	Amounts involved (Rs In Lakhs)
Cases filed against our Company			

1	Proceedings involving criminal liability on our Company	Nil	Nil
2	Proceedings involving material violations of statutory regulations by our Company	Nil	Nil
3	Income Tax Demands & Proceedings	Nil	Nil
4	Matters involving economic offences where proceedings have been initiated against our Company	Nil	Nil
Cases filed against our Promoters			
1	Proceedings involving criminal liability on our Company	Nil	Nil
2	Proceedings involving material violations of statutory regulations by our Company	Nil	Nil
3	Income Tax Demands & Proceedings	10	91.81
4	Matters involving economic offences where proceedings have been initiated against our Company	Nil	Nil
Cases filed against our Subsidiary Companies			
1	Proceedings involving criminal liability on our Company	Nil	Nil
2	Proceedings involving material violations of statutory regulations by our Company	Nil	Nil
3	Income Tax Demands & Proceedings	Nil	Nil
4	Matters involving economic offences where proceedings have been initiated against our Company	Nil	Nil
Cases filed against our directors			
1	Proceedings involving criminal liability on our Company	Nil	Nil
2	Proceedings involving material violations of statutory regulations by our Company	Nil	Nil
3	Income Tax Demands & Proceedings	1	0.03
4	Matters involving economic offences where proceedings have been initiated against our Company	Nil	Nil

For further details, please refer chapter titled “*Outstanding Litigation and Material Developments*” on page no. 211 of the Letter of Offer.

TERMS OF THE ISSUE

PROCEDURE FOR MAKING AN APPLICATION IN THIS ISSUE

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the optional mechanism instituted only for Resident Investors in this Issue i.e. R-WAP. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP. For details, please see “*Procedure for Application through the ASBA Process*” and “*Procedure for Application through R-WAP facility*” on pages 237 and 239 of the Letter of Offer respectively.

The Application Form can be used by the Eligible Equity Shareholders as well as the Renouncee’s, to make Applications in this Issue basis the Rights Entitlements credited in their respective demat accounts. For further details on the Rights Entitlements and demat suspense escrow account, see “*Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders*” on page 248 of the Letter of Offer.

Please note that one single Application Form shall be used by the Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of Resident Eligible Equity Shareholders holding shares in physical form as on Record Date and applying in this Issue, as applicable.

In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may accept this Issue and apply for the Rights Equity Shares (i) by submitting the Application Form to the Designated Branch of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts, or (ii) filling the online Application Form available on R-WAP and make online payment using the internet banking or UPI facility from their own bank account thereat. **Please note that Applications made with payment using third party bank accounts are liable to be rejected.**

Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online / electronic Application through the website of the SCSBs (if made available by such SCSB) and R-WAP. Please note that incorrect depository account details or PAN or Application Forms without depository account details (except in case of Eligible Equity Shareholders who hold Equity Shares in physical form and are applying in this Issue in accordance with the SEBI Relaxation Circular through R-WAP) shall be treated as incomplete and shall be rejected. For details see “Grounds for Technical Rejection” on page 246 of the Letter of Offer. Our Company, the Lead Manager and the Registrar shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

A. Procedure for Application through ASBA Process

An Investor, wishing to participate in this Issue through the ASBA process, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branches of the SCSB or online / electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form, or have otherwise provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link

B. Procedure for Application through the Registrar’s Web-based Application Platform (R-WAP)

In accordance with the SEBI Relaxation Circulars, a separate web-based application platform, i.e., the R-WAP facility (accessible at www.linkintime.co.in) has been instituted for making an Application in this Issue by Resident Investors. Further, R-WAP is only an additional option and not a replacement of the ASBA process.

At the R-WAP, Resident Investors can access and submit the Online Application Form in electronic mode using the R-WAP and make online payment using Internet Banking or UPI facility from their own bank account thereat. Prior to making an Application, such Investors should enable the Internet Banking or UPI facility of their respective bank accounts and such Investors should ensure that the respective bank accounts have sufficient funds.

PLEASE NOTE THAT ONLY RESIDENT INVESTORS CAN SUBMIT AN APPLICATION USING THE R-WAP. R-WAP FACILITY WILL BE OPERATIONAL FROM THE ISSUE OPENING DATE. FOR RISKS ASSOCIATED WITH THE R-WAP PROCESS, SEE “RISK FACTOR – THE R-WAP PAYMENT MECHANISM FACILITY PROPOSED TO BE USED FOR THIS ISSUE MAY BE EXPOSED TO RISKS, INCLUDING RISKS ASSOCIATED WITH PAYMENT GATEWAYS.” ON PAGE 36 OF THE LETTER OF OFFER.

For guidance on the Application process through R-WAP and resolution of difficulties faced by the Investors, the Investors are advised to carefully read the frequently asked questions, visit the online / electronic dedicated investor helpdesk at

www.linkintime.co.in or call helpline numbers 022 4918 6200. For details, see “*Procedure for Application through the R-WAP*” on page 239 of the Letter of Offer.

C. Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA Process

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to An Eligible Equity Shareholder who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. **Applications on plain paper will not be accepted from any address outside India.**

PLEASE NOTE THAT THE ELIGIBLE EQUITY SHAREHOLDERS WHO ARE MAKING THE APPLICATION ON PLAIN PAPER SHALL NOT BE ENTITLED TO RENOUNCE THEIR RIGHTS ENTITLEMENTS AND SHOULD NOT UTILIZE THE APPLICATION FORM FOR ANY PURPOSE INCLUDING RENUNCIATION EVEN IF IT IS RECEIVED SUBSEQUENTLY.

PLEASE NOTE THAT THE APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED THROUGH R-WAP.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his / her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being **Vishvprabha Ventures Limited**;
2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
3. Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) / DP ID and Client ID Number;
4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue
5. Number of Equity Shares held as on Record Date;
6. Allotment option – only dematerialised form;
7. Number of Equity Shares entitled to;
8. Number of Equity Shares applied for within the Rights Entitlements;
9. Number of additional Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
10. Total number of Equity Shares applied for;
11. Total amount paid at the rate of ₹30/- per Rights Equity Share;
12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE / FCNR / NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
14. Authorization to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and
16. All such Eligible Equity Shareholders are deemed to have accepted the following:

I/ We understand that neither the Rights Entitlement nor the Equity Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the “US Securities Act”) or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the “United

States”) except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act. I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand that this application should not be forwarded to or transmitted in or to the United States at any time. I/ we understand that none of the Company, the Registrar, the Lead Manager or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, the Lead Manager or any other person acting on behalf of the Company has reason to believe is in the United States, or if such person is outside India and the United States, such person is not a corporate shareholder, or is ineligible to participate in the Issue under the securities laws of their jurisdiction

I/ We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/ We understand and agree that the Rights Entitlement and Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S under the US Securities Act (“Regulation S”), or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States, and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S.

I/ We acknowledge that the Company, the Lead Manager, their affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements”

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, the Lead Manager and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at www.linkintime.co.in

Our Company, the Lead Manager and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors’ ASBA Accounts on or before the Issue Closing Date.

D. Procedure for Application by Eligible Equity Shareholders holding Equity Shares in Physical Form

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

- i. The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by email, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than Two (2) clear Working Days prior to the Issue Closing Date i.e., January 21, 2022.
- ii. The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one clear day before the Issue Closing Date i.e., January 27, 2022.
- iii. The Eligible Equity Shareholders can access the Application Form from:
 - the Registrar’s Web-based application platform at www.linkintime.co.in (“R-WAP”).
 - Our Company at www.vishvprabhaventures.com
 - the Lead Manager at www.fedsec.in;
 - the Stock Exchange i.e. BSE Limited at www.bseindia.com;

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e. www.linkintime.co.in) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (i.e. www.vishvprabhaventures.com)

PLEASE NOTE THAT NON-RESIDENT ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO CLEAR WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM

Application for Additional Equity Shares

Investors are eligible to apply for additional Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of additional Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for additional Equity Shares shall be considered and Allotment shall be made in accordance with the applicable Regulations and in the manner as set out in “Basis of Allotment” beginning on page 262.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Equity Shares. Non-resident Renouncees who are not Eligible Equity Shareholders cannot apply for additional Equity Shares.

Rights Entitlement Ratio

The Rights Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of Six (6) Rights Equity Shares for every One (1) Fully Paid-up Equity Shares held as on the Record Date.

Trading of the Rights Entitlements

In accordance with the SEBI Rights Issue Circulars, the Rights Entitlements credited shall be admitted for trading on the Stock Exchange under ISIN - INE762D20011.. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchange for trading of Rights Entitlements. Investors shall be able to transfer their Rights Entitlements either through On Market Renunciation or through Off Market Renunciation. The transfer through On Market Renunciation and Off Market Renunciation will be settled through the depository mechanism.

The On Market Renunciation shall take place electronically on the secondary market platform of the Stock Exchange on T+2 rolling settlement basis, where T refers to the date of trading. The transactions will be settled on trade-for-trade basis. The Rights Entitlements shall be tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlement.

Renunciation of Rights Entitlements

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from Non-Resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchange or through an off-market transfer. For details, please see, “Procedure for Renunciation of Rights Entitlements” on page 249 of the Letter of Offer.

In accordance with SEBI Rights Issue Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least Two (2) clear Working Days prior to the Issue Closing Date i.e., January 21, 2022, will not be able to renounce their Rights Entitlements.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for Additional Rights Equity Shares. Non-resident Renounees who are not Eligible Equity Shareholders cannot apply for Additional Rights Equity Shares.

Fractional Entitlements

The Rights Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 6 Rights Equity Shares for every 1 Equity Shares held as on the Record Date. As per SEBI Rights Issue Circular, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Equity Shareholders is less than 1 Equity Shares or is not in the multiple of 1 Equity Shares, the fractional entitlements of such Eligible Equity Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the Allotment of one additional Rights Equity Share if they apply for additional Rights Equity Shares over and above their Rights Entitlements, if any, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for.

Further, the Eligible Equity Shareholders holding less than one Equity Shares shall have 'zero' entitlement for the Rights Equity Shares. Such Eligible Equity Shareholders are entitled to apply for additional Rights Equity Shares and will be given preference in the Allotment of one Rights Equity Share, if such Eligible Equity Shareholders apply for additional Rights Equity Shares, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for. However, they cannot renounce the same in favour of third parties.

Intention and Extent of Participation by Promoters and Member(s) of Promoter Group to subscribe to their Rights Entitlement

Our Promoters, by way of their letters dated June 21, 2021 have confirmed that they undertake to subscribe individually and/or jointly and/or severally to the extent of their Rights Entitlements (collectively 'Promoters Entitlement') and will subscribe to either individually and/or jointly and/or severally to the extent of up to 90% of the Issue in case of undersubscription, including any undersubscription by one of the Promoters and reserve the right to subscribe to either individually and/or jointly and/or severally additional Equity Shares in the Issue, if any i.e. over and above 90%, subject to the aggregate shareholding of our Promoters being compliant with the minimum public shareholding requirements under the SCRR and the SEBI Listing Regulations.

Such subscription for Equity Shares over and above his Rights Entitlement, if allotted, may result in an increase in their percentage shareholding. Any such acquisition of additional Equity Shares of the Company shall not result in a change of control of the management of the Company in accordance with provisions of the Takeover Regulations and shall be exempt in terms of Regulation 10 (4) (b) of the Takeover Regulations. Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements pursuant to the Issue.

Availability of offer document of the immediately preceding public issue or rights issue for inspection: The contracts together with the documents referred to in para (B) of the Letter of Offer may be inspected at the Registered Office of our Company between 11.00 a.m. to 5.00 p.m. on any Working Day from the date of the Letter of Offer until the Issue Closing Date and Additionally, any person intending to inspect the abovementioned contracts and documents electronically, may do so, by writing an email to cosec@vishvprabhaventures.com

Any other important information as per Lead Manager and the Issuer:

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account namely Vishvprabha Ventures Limited- Unclaimed Securities Suspense Account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (e) credit of the Rights Entitlements returned/reversed/failed; or (f) the ownership of the Equity Shares under dispute, including any court proceedings, as applicable g) non-institutional equity shareholders in the United States.

In this regard, our Company has made necessary arrangements with NSDL and CDSL for crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is INE762D20011. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than two clear Working Days prior to the Issue Closing Date, i.e., by Friday, January 21, 2022 to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer

DECLARATION BY THE COMPANY

We hereby certify that no statement made in the Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. We further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with. We further certify that all disclosures made in the Letter of Offer are true and correct.

SIGNED BY THE DIRECTORS AND CHIEF FINANCIAL OFFICER OF OUR COMPANY

Mitesh Thakkar Managing Director DIN: 06480213	Sd/-
Paresh Desai Executive Director DIN: 08602174	Sd/-
Ashish Dange Independent Director DIN: 07274436	Sd/-
Shweta Patel Independent Director DIN: 08195679	Sd/-
Rakhi Barod Independent Director DIN: 08776242	Sd/-

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Mahesh Maloo	Sd/-
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Date: December 20, 2021

Place: Mumbai