

**NOTICE**  
 NOTICE is hereby given that certificate of shares of Keynote Corporate Services Ltd. standing in the name of CPB Trustee Ltd.

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**EXIT OFFER PUBLIC ANNOUNCEMENT PURSUANT TO SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") CIRCULAR NO. SEBI/HO/MRD/DSA/CIR/P/2016/110 DATED OCTOBER 10, 2016 ("EXIT CIRCULAR") FOR THE ATTENTION TO THE REMAINING PUBLIC SHAREHOLDERS (DEFINED BELOW) OF M/s RIVER FINANCE LIMITED**

CIN: U65910DL1982PLC013473  
 Registered Office: 1206, Surya Kiran Building, 19 Kasturba Gandhi Marg, New Delhi -110001  
 Tel. No.: 011-43550617; Email: riverfinance9@hotmail.com

This follow up Exit Offer Public Announcement ("Follow up PA") is being issued by M/s Memphis Investment and Trading Company Private Limited [Formerly known as Memphis Investment and Trading Co Limited], a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at 146, Chinar Building, Sher-e-Punjab, CHS Ltd., Off Mahakali Caves Road, Andheri (East), Mumbai -400093 ("Offering Promoter"), one of the Promoters of M/s River Finance Limited ("RFL" or "the Company" or "the ELC"), on behalf of Promoter Group of RFL to provide exit opportunity to the Remaining Public Shareholders (defined below) of RFL in terms of the Exit Circular. This Follow up PA in continuation of and should be read in conjunction with the Original Public Announcement dated October 06, 2017 as published in all editions of Business Standard (English) and all editions of Business Standard (Hindi) on October 09, 2017 ["Original PA"].

In terms of Original PA, Public Shareholders were given option to continue as shareholders of the Company instead of opting for Exit by providing an undertaking to this effect in the format available at the website of BSE Limited ("BSE") by the closure of business hours of October 24, 2017. Certain Shareholders of RFL have availed the option to continue as shareholders instead of exit, details of which are as follows:

Category	Number of Shareholders	Number of Equity Shares held	% of paid up share capital
Public Shareholders as on the date of submission of Plan of Action to BSE	134	161207	65.80%
Public Shareholders who have opted to continue as public shareholders	10	155007	63.27%
Remaining Public Shareholders who are eligible for the Exit (Hereinafter referred to as "Remaining Public Shareholders")	124	6200	2.53%

Therefore, Offering Promoter will provide the exit to the Remaining Public Shareholders at a price of Rs. 46.20 (Rupees Forty Six and Paise Twenty only) per Equity Share (equivalent to the fair value per Equity Share as determined by the Independent Valuer) ["Offer Price"] and Remaining Public Shareholders are being invited to tender their fully paid up Equity Shares of Rs. 10 each of RFL with the below mentioned information:

Offer Price	<b>Rs. 46.20 (Rupees Forty Six and Paise Twenty only)</b>
Opening of Exit Offer Period	<b>Thursday, March 22, 2018</b>
Closing of Exit Offer Period	<b>Wednesday, March 28, 2018</b>

Offering Promoter has appointed Skyline Financial Services Private Limited as the Registrar to the Exit Offer ("RTA"). The Remaining Public Shareholders are requested to send their Form of Acceptance along with other relevant documents [as specifically provided in the Letter of Offer dispatched to the Remaining Public Shareholders separately], clearly marking the Envelope "River Finance Limited Exit Offer" either by Registered Post/Speed Post/Courier, at their own risk or by hand delivery to our appointed RTA at Skyline Financial Services Private Limited, D-153A, First Floor Okhla Industrial Area, Phase-I New Delhi - 110020, Tel No: +91-11- 64732681-88, E-mail: viren@skylinerta.com, Contact Person: Mr. Virender Kumar Rana, on or before the closure of business hours on Wednesday, March 28, 2018.



**NOTICE**

NOTICE is hereby given that certificate of shares of Bharat Dynamics Limited Corporate Services Ltd. standing in the name of CPE Trustees Ltd.

Offer Price	Rs. 46.20 (Rupees Forty Six and Paise Twenty only)
Opening of Exit Offer Period	Thursday, March 22, 2018
Closing of Exit Offer Period	Wednesday, March 28, 2018

Offering Promoter has appointed Skyline Financial Services Private Limited as the Registrar to the Exit Offer ("RTA"). The Remaining Public Shareholders are requested to send their Form of Acceptance along with other relevant documents [as specifically provided in the Letter of Offer dispatched to the Remaining Public Shareholders separately], clearly marking the Envelope "River Finance Limited Exit Offer" either by Registered Post/Speed Post/Courier, at their own risk or by hand delivery to our appointed RTA at Skyline Financial Services Private Limited, D-153A, First Floor Okhla Industrial Area, Phase-I New Delhi - 110020, Tel No: +91-11-64732681-88, E-mail: viren@skylinert.com, Contact Person: Mr. Virender Kumar Rana, on or before the closure of business hours on Wednesday, March 28, 2018.

In accordance with the Exit Circular, Offering Promoter and the Independent Valuer have entered into an Escrow Agreement dated November 06, 2017 with Kotak Mahindra Bank Limited, having its registered office at 27 BKC, C27, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 ("Escrow Bank") in terms of which the Offering Promoter has opened an Escrow Account in the name and style of "RFL- EXIT OFFER-ESCROW ACCOUNT" bearing number 6611884138 ("Escrow Account") with the Escrow Bank. Further, Offering Promoter has deposited therein an amount of Rs. 286,500/- (Rupees Two Lakh Eighty Six Thousand Five Hundred only), in cash, which is more than the 100% of the Total Consideration (Offer Price \* Number of Equity Shares held by Remaining Public Shareholders) payable under the Exit Offer.

Upon receipt of complete documents and checking their genuineness, Offering Promoter shall acquire the tendered equity shares from the Remaining Public Shareholders at the Offer Price of Rs. 46.20 (Rupees Forty Six and Paise Twenty only) per Equity Share and payment shall be made within maximum 15 working days of closing of Exit Offer Period.

The Remaining Public Shareholders may note that, those who could not tender their Equity Shares during the Exit Offer Period may do so during the Period between Thursday, March 29, 2018 to Thursday, March 28, 2019, being one year from the closure of Exit Offer Period at the same price of Rs. 46.20 (Rupees Forty Six and Paise Twenty only) per Equity Share ["Exit Window Period"]. The procedure for tendering the shares during Exit Window Period shall be same except the payment of consideration, which shall be on a monthly basis within maximum 15 working days of the end of the relevant calendar month in which Shares have been validly tendered by the Public Shareholders ("Monthly Payment Cycle").

This Follow up PA is expected to be available at the website of BSE at [www.bseindia.com](http://www.bseindia.com) and at the website of Independent Valuer at [www.tcagroup.in](http://www.tcagroup.in).

For M/s Memphis Investment and Trading Co Private Limited  
[Formerly known as Memphis Investment and Trading Co Limited]

[Offering Promoter]

Sd/-

(ARVIND JAIN)

Director

DIN:07269033

Place : New Delhi  
Date : March 10, 2018



- > A "Mini-ratna" (Category-I) company with over 40 years of hands-on experience in manufacturing missiles
- > Two manufacturing divisions have AS 9100 C
- > Three manufacturing facilities have ISO 14001
- > Two additional manufacturing facilities are being set up
- > Currently exporting light weight torpedoes
- > Awarded Raksha Mantri's Institutional Award for "Excellence in Performance" for FY 2015
- > The MoD-identified production agency and the nodal agency for the new generation of SAMs, and the nodal agency for the third generation ATGMs and VSHORAD

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\*Source: "Report on Defence & Guided Missile Systems in India" published on December 19, 2017 by Bharat Dynamics Limited is proposing, subject to applicable statutory and regulatory requirements, a public offer of Equity Shares of Bharat Dynamics Limited, situated at Hyderabad, Telangana, in the form of a Prospectus with Registrar of Companies, Andhra Pradesh and Telangana, situated at Hyderabad, Telangana, on the websites of the BRLMs at [www.sbicaps.com](http://www.sbicaps.com), [www.idbicapital.com](http://www.idbicapital.com) and [www.yesinvest.in](http://www.yesinvest.in), respectively, including the section titled "Risk Factors" on page 14 therein. Potential investors should not rely on the DML's opinion. This announcement has been prepared for publication in India and may not be released in the United States if it has not been registered with the U.S. Securities and Exchange Commission and, unless so registered, may not be offered or sold within the United States, except pursuant to applicable securities laws. The Equity Shares are being offered and sold outside the United States in offshore transactions.