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TGIF AGRIBUSINESS LIMITED

CIN: U01132GJ2023PLC147235

Our Company was originally formed as a partnership firm in the name and style of "Aarvee Farm Products" pursuant to a deed of partnership dated February 28, 2014, registered as on March 06, 2014 vide Registration certificate issued by Registrar of Firms, Ahmedabad City, Ahmedabad having Registered No. GUJ/AMS/40021 under the provisions of the Indian Partnership Act, 1932. Subsequently, our partnership firm was converted into the Limited Liability Partnership pursuant to a certificate of registration of conversion of Aarvee Farm Products to ARV Farmpro LLP dated April 23, 2019 issued by the Ministry of Corporate Affairs, Central Registration Centre vide LLP Identification Number AAP-0011. Further, name of our LLP was changed from "ARV Farmpro LLP" to "TGIF Agribusiness LLP" and a fresh Certificate pursuant to name change was issued by the Ministry of Corporate Affairs, Central Registration Centre dated April 27, 2023. Consequently, our Company was converted from LLP to Public Company "TGIF Agribusiness LLP" to "TGIF Agribusiness Limited" vide a fresh certificate of incorporation dated December 27, 2023 issued by the Ministry of Corporate Affairs, Central Registration Centre bearing CIN: U01132GJ2023PLC147235. For further details please refer to chapter titled "History and Corporate Structure" beginning on page 98 of the Prospectus.

Registered Office: A/52, Fairy Society, 5th Floor, Corporate House, Bodakdev, Ahmedabad- 380054, Gujarat, India.; Contact Person: Mr. Sapan Smitesh Dalal, Company Secretary & Compliance Officer
Tel No: +079 49887770; E-mail: cs@tgifagri.com; Website: www.tgifagri.com; Promoter of Our Company: Mr. Niraj Chhaganraj Gemawat and Mrs. Rachana Niraj Gemawat.

"THE ISSUE IS BEING MADE IN ACCORDANCE WITH CHAPTER IX OF THE SEBI ICDR REGULATIONS (IPO OF SMALL AND MEDIUM ENTERPRISES) AND THE EQUITY SHARES ARE PROPOSED TO BE LISTED ON SME PLATFORM OF BSE LTD (BSE SME)"
Our Company is primarily a horticulture company engaged in farming of certain fruits and vegetables.

THE ISSUE

INITIAL PUBLIC OFFER OF 6,87,600 EQUITY SHARES OF FACE VALUE OF Rs. 10/- EACH (THE "EQUITY SHARES") OF TGIF AGRIBUSINESS LIMITED ("OUR COMPANY" OR "TAL" OR "TGIF" OR "THE ISSUER") AT AN ISSUE PRICE OF Rs. 93 PER EQUITY SHARE FOR CASH, AGGREGATING UP TO Rs. 639.47 LAKHS ("PUBLIC ISSUE") OUT OF WHICH 34,800 EQUITY SHARES OF FACE VALUE OF Rs.10 EACH, AT AN ISSUE PRICE OF Rs. 93 PER EQUITY SHARE FOR CASH, AGGREGATING Rs. 32.36 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE PUBLIC ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 6,52,800 EQUITY SHARES OF FACE VALUE OF Rs.10 EACH, AT AN ISSUE PRICE OF Rs. 93 PER EQUITY SHARE FOR CASH, AGGREGATING UPTO Rs. Rs. 607.10 LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE PUBLIC ISSUE AND NET ISSUE WILL CONSTITUTE 26.57% AND 25.23% RESPECTIVELY OF THE POST- ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER IX OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (THE "SEBI (ICDR) REGULATIONS"), AS AMENDED. IN TERMS OF RULE 19(2)(b)(i) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED, THIS IS AN ISSUE FOR AT LEAST 25% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THIS ISSUE IS A FIXED PRICE ISSUE AND ALLOCATION IN THE NET ISSUE TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 253 OF THE SEBI (ICDR) REGULATIONS, AS AMENDED. FOR FURTHER DETAILS, PLEASE REFER TO SECTION TITLED "ISSUE PROCEDURE" BEGINNING ON PAGE 186 OF THE PROSPECTUS. A COPY OF PROSPECTUS HAS BEEN FILED WITH THE REGISTRAR OF COMPANIES IN ACCORDANCE WITH SECTION 26 OF THE COMPANIES ACT, 2013.

THE FACE VALUE OF THE EQUITY SHARES IS RS. 10 EACH AND THE ISSUE PRICE IS Rs. 93/-PER EQUITY SHARE.
THE ISSUE PRICE IS 9.3 TIMES THE FACE VALUE

RISKS TO INVESTORS:

- Our Company has been recently formed by conversion of the erstwhile LLP into the Company, thus we have limited operating history as a Company which may make it difficult for investor to evaluate our historical performance and future prospects.
- Average cost of acquisition of Equity Shares held by the Promoter is

Sr. No.	Name of the Promoter	Average cost of Acquisition (in ₹)
1.	Niraj Chhaganraj Gemawat	10.00
2.	Rachana Niraj Gemawat	10.00

- The Weighted average cost of acquisition:

Types of Transactions	Weighted Average Cost of Acquisition (in Rs.)	Issue Price (Rs. 93 per Equity Share)
Weighted Average Cost of acquisition of Primary/ new issue of shares.	10.00	9.3 times
Weighted Average Cost of acquisition of Secondary Sale/acquisition of shares.	N.A.	N.A.

Note:
^ There were no Secondary Transaction (equity/ convertible securities) as mentioned in last 18 months from the date of Prospectus

ISSUE PROGRAMME OPENS ON WEDNESDAY, MAY 08, 2024 CLOSES ON FRIDAY, MAY 10, 2024

MINIMUM APPLICATION SIZE OF 1200 EQUITY SHARES AND IN MULTIPLES OF 1200 EQUITY SHARES THEREAFTER

RISK IN RELATION TO THE FIRST ISSUE: This being the first issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 10/- per Equity Share and the Issue Price is 9.3 times the face value. The Issue Price should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed on the SME Platform of BSE. No assurance can be given regarding an active and/or sustained trading in the Equity Shares of our Company or regarding the price at which the Equity Shares will be traded after listing.

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 of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued 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 Prospectus. Specific attention of the investors is invited to the section "Risk Factors" beginning on page 22 of Prospectus.

ASBA * | Simple, Safe, Smart way of Application- Make use of it!!! *Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For details, check section on ASBA below. Mandatory in Public Issues from January 01, 2016 No cheque will be accepted.



UPI-Now available in ASBA for Retail Individual Investors (RII)**

Investors are required to ensure that the bank account used for bidding is linked to their PAN. UPI – Now available in ASBA for RIIs applying through Registered Brokers, DPs & RTAs. RIIs also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account.

Investors have to apply through the ASBA process. "ASBA has to be availed by all the investors except anchor investor. UPI may be availed by Retail Individual Investors. For details on the ASBA and the UPI process, please refer to the details given in ASBA form and abridged prospectus and also please refer to the section "Issue Procedure" beginning on page 186 of the Prospectus. The process is also available on the website of Association of Investment Bankers of India ("AIBI"), the Stock Exchanges and in the General Information Document.

*ASBA forms can be downloaded from the website of SME Platform of the BSE ("BSE SME")

**List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. ICICI Bank Limited has been appointed as Sponsor Bank for the Issue, in accordance with the requirements of the SEBI circular dated November 1, 2018, as amended. For UPI related queries, investors can contact NPCI at the toll-free number-18001201740 and Mail ipo.upi@npci.org.in. For the list of UPI Apps and Banks live on IPO, please refer to the link www.sebi.gov.in. For issue related grievance investors may contact: Hem Securities Limited-Sourabh Garg (+91-141-4051000) (Email ib@hemsecurities.com).

ASBA application forms can be downloaded from the website of BSE and can be obtained from the list of banks that is displayed on the website of SEBI at www.sebi.gov.in. List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in.

Applicants should ensure that DP ID, PAN and the Client ID are correctly filled in the Application Form. The DP ID, PAN and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository database, otherwise, the Application Form is liable to be rejected. Applicant should ensure that the beneficiary account provided in the Application Form is active. Applicants should note that on the basis of the PAN, DP ID and Client ID as provided in the Application Form, the Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for any correspondence(s) related to the Issue. Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants' sole risk. Investor must ensure that their PAN is linked with AADHAAR and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021.

In terms of the SEBI Circular Bearing Number : CIR/CFD/POLICY/CELL/11/2015, dated November 10, 2015 and the All Potential investors shall participate in the issue only through an ASBA facility, process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBS") for the same. Further pursuant to the SEBI Circular bearing No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019. For implementation of Phase II for UPI Facility, which is effective from July 01, 2019, all potential bidders (Except Anchor Investors) are required to mandatorily utilize the Application Supported by Blocked Amount ("ASBA") process providing details of their respective ASBA Accounts OR UPI ID (In Case of RIIs), in which the Corresponding application amounts will be blocked by the SCSBs or under the UPI mechanism, as applicable. For details in this regard, specific attention is invited to "Issue Procedure" on page no. 186 of the Prospectus. In case of delay, if any, in unblocking/ refund of the fund, the applicant shall be compensated in accordance with the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021.

PROPOSED LISTING: The Equity Shares offered through the Prospectus are proposed to be listed on the SME Platform of BSE Limited ("BSE SME") in terms of the Chapter IX of the SEBI (ICDR) Regulations 2018, as amended from time to time. Our Company has received an approval letter dated April 01, 2024 from BSE Limited ("BSE") for using its name in the Offer Document for listing of our shares on the SME Platform of BSE.

DISCLAIMER CLAUSE OF SEBI: Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, the Draft Offer Document was not filed with SEBI. In terms of the SEBI Regulations, the SEBI shall not issue any observation on the Offer Document. Hence there is no such specific disclaimer clause of SEBI. However, investors may refer to the entire Disclaimer Clause of SEBI beginning on page 169 of the Prospectus.

DISCLAIMER CLAUSE OF BSE: It is to be distinctly understood that the permission given by BSE Limited ("BSE") should not in any way be deemed or construed that the contents of the Prospectus or the price at which the equity shares are offered has been cleared, solicited or approved by BSE, nor does it certify the correctness, accuracy or completeness of any of the contents of the Prospectus. The investors are advised to refer to the Prospectus for the full text of the Disclaimer clause pertaining to BSE.

TRACK RECORD OF LEAD MANAGER: The Merchant Banker associated with the Issue has handled 43 SME public issues in the past three years out of which 2 issue closed below the issue price on the listing date.

ADDITIONAL INFORMATION AS REQUIRED UNDER SECTION 30 OF THE COMPANIES ACT, 2013

Main Objects of the Company as per MOA: For information on the main objects and other objects of our Company, see "History and Certain Corporate Matters" on the Prospectus and Clause III of the Memorandum of Association of our Company. The Memorandum of Association of our Company is a material document for inspection in relation to the Issue. For further details, see the section "Material Contracts and Documents for Inspection" on page 220 of the Prospectus.

Liability of Members as per MOA: The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

Capital Structure: Authorized Capital of Rs. 5,00,00,000 consisting of 50,00,000 Equity Shares of Rs.10 each.

Pre-Issue Capital: Issued, Subscribed and Paid-up Capital of Rs. 1,90,00,000 consisting of 19,00,000 Equity Shares of Rs.10 each.

Post Issue Capital: Issued, Subscribed and Paid-up Capital Rs. 2,58,76,000 consisting of 25,87,600 Equity Shares of Rs. 10 each.

For details of the Capital Structure, please refer to the chapter titled "Capital Structure" beginning on page 48 of the Prospectus.

Names of the signatories to the Memorandum of Association of the Company and the number of Equity Shares subscribed by them: Given below are the names of the signatories in the Memorandum of Association of the Company and the number of Equity Shares subscribed for by them at the time of signing of the Memorandum of Association of our Company: (1) Mr. Niraj Chhaganraj Gemawat: 14,15,500 Equity share of Rs. 10 each (2) Indrajeet Anath Mitra: 1900 Equity share of Rs.10 each (3) Rachana Niraj Gemawat: 4,40,800 Equity share of Rs.10 each (4) Ketki Mitra: 1900 Equity share of Rs.10 each (5) Chhaganraj Gemawat: 19000 Equity share of Rs.10 each (6) Sumanlata Gemawat: 19000 Equity share of Rs.10 each (7) VIN Itsolutions LLP: 1900 Equity share of Rs.10 each. Details of the main objects of the Company as contained in the Memorandum of Association, see "History and Corporate Structure" on page 98 of the Prospectus. For details of the share capital and capital structure of the Company see "Capital Structure" on page 48 of the Prospectus.

LEAD MANAGER TO THE ISSUE

REGISTRAR TO THE ISSUE

COMPANY SECRETARY AND COMPLIANCE OFFICER



HEM SECURITIES LIMITED

Address: 904,A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai-400013, India
Tel. No.: +91-022-49060000; Fax No.: +91-022-22625991
Website: www.hemsecurities.com; Email: ib@hemsecurities.com;
Investor Grievance Email: redressal@hemsecurities.com;
Contact Person: Mr. Sourabh Garg; SEBI Regn. No. INM000010981



BIGSHARE SERVICES PRIVATE LIMITED

Address: 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai - 400059
Tel No.: +91-022-62638200; Fax No.: +91-022-62638299;
Website: www.bigshareonline.com;
Email: ipo@bigshareonline.com; Contact Person: Mr. Babu Raheel
SEBI Regn. No.: INR000001385



TGIF AGRIBUSINESS LIMITED Mr. Sapan Smitesh Dalal

Address: A/52, Fairy Society, 5th Floor, Corporate House, Bodakdev, Ahmedabad- 380054, Gujarat, India.
Tel. No. +91 079 49887770; E-mail: cs@tgifagri.com; Website: www.tgifagri.com

Applicants can contact the Contact Person or the LM or the Registrar to the Issue in case of any Pre-Issue or Post-Issue related problems, such as non-receipt of Allotment Advice or credit of allotted Equity Shares in the respective beneficiary account or unblocking of funds etc.

CREDIT RATING – Not applicable

DEBENTURE TRUSTEES – Not applicable

IPO GRADING – Not applicable

BASIS FOR ISSUE PRICE – The Issue price is determined in consultation with the Lead Manager. The financial data presented in Section "Basis for Issue price" on page no 65 of the Prospectus are based on the Restated Financial Statements.

BANKER TO THE ISSUE AND SPONSOR BANK: ICICI BANK LIMITED

AVAILABILITY OF APPLICATION FORMS: The Application Forms and copies of the Prospectus may be obtained from the Registered Office of TGIF Agribusiness Limited, Lead Manager: Hem Securities Limited. Application Forms will be available at the selected location of registered brokers, Banker to the Issue, RTA and Depository Participants. Application Forms can be obtained from the website of Stock Exchange and the Designated Branches of SCSBs, the list of which is available on the website of SEBI at www.sebi.gov.in and website of Stock Exchange at www.bseindia.com.

Place: Ahmedabad, Gujarat
Date: April 30, 2024

Disclaimer: TGIF Agribusiness Limited is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make a Public Issue of its Equity Shares and has filed the Prospectus with the Registrar of Companies, Ahmedabad, Gujarat. The Prospectus shall be available on the websites of the Company, the BSE and the LM at www.tgifagri.com, www.bseindia.com and www.hemsecurities.com, respectively. Applicants should note that investment in equity shares involves a high degree of risk and for details relating to the same, see the Prospectus, including, the section titled "Risk Factors" beginning on page 22 of the Prospectus.

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulations under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applicants may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

For and on behalf of the Board of Directors
TGIF Agribusiness Limited
Sd/-
Mr. Sapan Smitesh Dalal
Company Secretary & Compliance Officer

Size: 33x45