

Wednesday, January 15, 2025

To,  
**BSE Limited,**  
P.J. Towers, Dalal Street,  
Mumbai - 400001,  
Maharashtra, India.

**Subject : Submission of Pre Open Offer Advertisement to the Public Shareholders of the Gautam Exim Limited.**

**Reference : Open Offer made by Mr. Raj Kumar Agarwal (Acquirer 1), and Mr. Parmeshwar Ojha (Acquirer 2) for acquisition of up to 8,01,060 Offer Shares representing 26.00% of the Voting Share Capital from the Public Shareholders of the Gautam Exim Limited.**

Dear Sir/ Madam,

We would like to inform you that, in accordance with the provisions of Regulation 12 (1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, including subsequent amendments ('SEBI (SAST) Regulations'), Swaraj Shares and Securities Private Limited, has been appointed as the Manager to the Offer ('Manager'), by Mr. Raj Kumar Agarwal (Acquirer 1), and Mr. Parmeshwar Ojha (Acquirer 2) (collectively referred to as 'Acquirers'). The Acquirers have announced an Open Offer in compliance with the provisions of Regulations 3(1) and 4 and such other applicable regulations of the SEBI (SAST) Regulations, for the acquisition of up to 8,01,060 Offer Shares representing 26.00% of the Voting Share Capital of Gautam Exim Limited ('Target Company') from its Public Shareholders. The Offer Price of ₹43/- has been determined in accordance with the parameters prescribed under Regulations 8 (1) and 8 (2) of the SEBI (SAST) Regulations per Offer Share, payable in cash, assuming full acceptance aggregating to a maximum consideration of aggregating to an amount of ₹3,44,45,580/- that will be offered to the Public Shareholders who validly tender their Offer Shares.

This Offer is triggered in compliance with the provisions of Regulations 3 (1) and 4 of the SEBI (SAST) Regulations, pursuant to the execution of the Share Purchase Agreement dated Friday, September 20, 2024, wherein the Acquirers have agreed to acquire 22,46,625 Sale Shares, representing 72.92% of the Voting Share Capital of the Target Company from the Selling Promoters Shareholders Mr. Balasubramanian Raman, Mrs. Nagalaxmi Raman Balasubramanian, Mr. Gautam Ram Balasubramanian and Mrs. Rajalakshmi Gautam, at a negotiated price of ₹18.50/- per Sale Share, aggregating to an amount of ₹4,15,62,562.50/-, payable subject to the terms and conditions specified in the said Share Purchase.


In light of the above and in accordance with the provisions of Regulations 18(7) of the SEBI (SAST) Regulations, the Pre-Open Offer Advertisement ('Pre-Open Offer') for the aforesaid Offer have been published today, i.e., Wednesday, January 15, 2025 in Financial Express (English daily) (All Editions), Jansatta (Hindi daily) (All Editions), Mumbai Lakshadeep (Marathi Daily) (Mumbai Edition), and Financial Express (Gujrati Daily) (Navsari Edition), ('Newspapers') and the copy of the same have been enclosed herewith for your kind perusal.

We trust that the above is in order and remain at your disposal should you require any further information.

Thank you for your attention to this matter.

Thanking you,  
Yours faithfully,

For Swaraj Shares and Securities Private Limited

  
Tanmoy Banerjee  
(Director)

Encl.: As above

**Swaraj Shares and Securities Private Limited**

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Maharashtra, India



PRE-OFFER ADVERTISEMENT AND CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT UNDER REGULATION 16(7) IN TERMS OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

## GAUTAM EXIM LIMITED

A public limited company incorporated under the provisions of the Companies Act, 1956  
Corporate Identification Number: L51100G2005PLC04552

Registered Office: Pkt No. 29, Pavitra, Second Floor, Next to Ghalkoti Sweet and Farsan Shop, Opp. Sargam Society,  
Charvard Road, GIDC, Vapi, Gujarat, 396195

Contact Number: 0260-242998, E-mail Address: info@gautamexim.com/gpr11650@gmail.com/cs@gautamexim.com Website: www.gautamexim.com

THIS PRE-OFFER ADVERTISEMENT CUM CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT IS ISSUED BY SWARAJ SHARES AND SECURITIES PRIVATE LIMITED, THE MANAGER TO THIS OFFER, ON BEHALF OF MR. RAJ KUMAR AGARWAL (ACQUIRER 1) AND MR. PARMESHWAR OJHA (ACQUIRER 2) COLLECTIVELY REFERRED TO AS THE ACQUIRERS, FOR ACQUISITION OF UP TO 8,01,060 OFFER SHARES, REPRESENTING 26.00% OF THE VOTING SHARE CAPITAL OF GAUTAM EXIM LIMITED, AT AN OFFER PRICE OF ₹43.00/- PER OFFER SHARE, PAYABLE IN CASH, TO THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY, IN ACCORDANCE WITH THE PROVISIONS OF REGULATION 16 (7) OF SEBI (SAST) REGULATIONS (PRE-OFFER CUM CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT ADVERTISEMENT).

This Pre-Offer cum corrigendum to the Detailed Public Statement Advertisement is to be read in conjunction with the: a) Public Announcement dated Friday, September 20, 2024 (Public Announcement), b) Detailed Public Statement dated Monday, September 23, 2024, in connection with this Offer, published on behalf of the Acquirers on Tuesday, September 24, 2024, in Financial Express (English daily [All India Edition], Jansatta (Hindi daily [All India Edition], and Mumbai Lokshikshya (Marathi daily [Mumbai Edition] (Newspapers), Financial Express (Gujrat Daily [Navsar Edition] (Detailed Public Statement), c) Draft Letter of Offer dated Friday, September 27, 2024 filed and submitted with SEBI pursuant to the provisions of Regulation 16 (1) of the SEBI (SAST) Regulations (Draft Letter of Offer), d) Letter of Offer dated Saturday, January 04, 2025, along with the Form of Acceptance-cum-Acknowledgement (Letter of Offer), e) Recommendations of the Independent Directors of the Target Company which were approved on Monday, January 13, 2025, and published in the Newspapers on Tuesday, January 14, 2025 (Recommendations of the Independent Directors of the Target Company) (the Public Announcement, Detailed Public Statement, Draft Letter of Offer, Letter of Offer, Recommendations of the Independent Directors, and this Pre-Offer Advertisement cum Corrigendum to the Detailed Public Statement of the Target Company are hereinafter collectively referred to as 'Offer Documents') issued by the Manager on behalf of the Acquirers. Public Shareholders of the Target Company are requested to kindly note the following:

For capitalized terms used hereinafter, please refer to the Paragraph 1 titled as 'Definitions and Abbreviations' on page 9 of the Letter of Offer.

### A. Offer Price

The Offer is being made at a price of ₹43.00/- per Offer Share payable in cash and there has been no revision in the Offer Price.

### B. Recommendations of the Committee of Independent Directors (IDC)

A Committee of Independent Directors of the Target Company comprising of Mr. Giddu Janikram Shivkumar, as the Chairperson of the IDC and Mr. Umakant Kashinath Bijal member of IDC approved their recommendation on the Offer on Monday, January 13, 2025, and published in the Newspapers on Tuesday, January 14, 2025. The IDC Members are of the opinion that the Offer Price to the Public Shareholders of the Target Company is fair and reasonable and in line with SEBI (SAST) Regulations. Public Shareholders may, therefore, independently evaluate the offer and take an informed decision.

### C. Other details with respect to Offer

- This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations. There has been no competitive bid to the Offer.
- The Letter of Offer has been dispatched to the Public Shareholders of the Target Company whose names appear on Thursday, January 02, 2025, being the Identified Date.
  - On Wednesday, January 08, 2025, through electronic mode to all the Public Shareholders whose e-mail addresses had been registered with the Depositories Target Company.
  - On Thursday, January 09, 2025, through registered post to those Public Shareholders who have not registered their e-mail addresses with the Depositories Target Company.
- The Draft Letter of Offer dated Friday, September 27, 2024, was filed and submitted with SEBI pursuant to the provisions of Regulation 16 (1) of the SEBI (SAST) Regulations, for its Observations. In pursuance of which all the observations received from SEBI vide letter bearing reference number SEBI/HO/CFD/CIR/P/2024/144 dated Tuesday, December 31, 2024, incorporated in the Letter of Offer. There have been no other material changes in relation to the Offer, as otherwise disclosed in the Letter of Offer.

4. Please note that a copy of the Letter of Offer is also available and accessible on the websites of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), the Target Company at [www.gautamexim.com](http://www.gautamexim.com) and the Registrar to the Offer at [www.integratedregistrars.in](http://www.integratedregistrars.in), the Manager to the Offer at [www.swarajshares.com](http://www.swarajshares.com), and BSE Limited at [www.bseindia.com](http://www.bseindia.com), from which the Public Shareholders can download/print the same.

### D. Instructions for Public Shareholders

- In case of Equity Shares are held in the Dematerialized Form:** The Public Shareholders who are holding Equity Shares in electronic/dematerialized form and who desire to tender their Equity Shares in this Offer shall approach their respective Selling Broker indicating to their Selling Broker the details of Equity Shares that such Public Shareholder intends to tender in this Offer. Public Shareholders should tender their Equity Shares before market hours close on the last day of the Tendering Period. For further information, kindly refer to Paragraph 8.15, titled as 'Procedure for tendering the Equity Shares held in Dematerialized Form' on page 46 of the Letter of Offer.
- In case of Equity Shares are held in Physical Form:** As per the provisions of Regulation 40(1) of the SEBI (LODR) Regulations and SEBI's press release dated 3 December 2018, bearing reference no. PR 49/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository with effect from 1 April 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBI/HO/CFD/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. Accordingly, Public Shareholders holding Equity Shares in physical form as well as eligible to tender their Equity Shares in this Offer as per the provisions of the SEBI (SAST) Regulations. Public Shareholders who are holding Equity Shares in physical form 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 (i) original share certificate(s), (ii) valid share transfer form(s), i.e. Form SH-4, duly filled and signed by the transferors (i.e., by all registered shareholders in same order and as per the specimen signatures registered with the Target Company) and duly witnessed at the appropriate place, (iii) self-attested copy of the shareholder's PAN Card, (iv) Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by self/joint Public Shareholders whose name(s) appears on the share certificate(s) in the same order in which they hold Equity Shares, and (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. For further information, kindly refer to the Paragraph 8.14, titled as 'Procedure for tendering Equity Shares held in Physical Form' on page 45 of the Letter of Offer.
- Procedure for tendering the Shares in case of non-receipt of the Letter of Offer:** Public Shareholders who have acquired Equity Shares but whose names do not appear in the records of Depositories 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 Letter of Offer, may also participate in the Offer. In case of non-receipt of the Letter of Offer, such Public Shareholders of the Target Company 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 or providing suitable documentary evidence of holding of the Equity Shares of the Target Company. Alternatively, in case of non-receipt of the Letter of Offer, shareholders holding the Equity Shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholders, stating name, address, number of shares held, Client ID number, DP name, ID number, number of shares tendered and other relevant documents. Such Public Shareholders have to ensure that their order in the electronic platform to be made available by Stock Exchanges before the closure of the Offer. For further information, kindly refer to the Paragraph 8.17, titled as 'Procedure for tendering Equity Shares in case of non-receipt of the Letter of Offer' on page 47 of the Letter of Offer.

### E. Status of Statutory and Other Approvals

As of date, to the best of the knowledge of the Acquirers, no statutory approvals are required for the Offer except as mentioned in the Letter of Offer. For further information, kindly refer to the Paragraph 7.16, titled as 'Statutory Approvals and conditions of the Offer' at page 41 of Letter of Offer.

### F. Procedure for Acceptance and Settlement of Offer

The Open Offer will be implemented by the Acquirers through Stock Exchange mechanism made available by BSE Limited in the form of separate window (Acquisition Window) as provided under the SEBI (SAST) Regulations. SEBI circular bearing reference number CIR/CFD/PO/IC/CELL/2015 dated 13 April 2015, as amended/ revised along with SEBI Circular P/2016/16 dated 9 December 2016, as amended, and SEBI Circular P/2021/61 dated 13 December 2021, CFDC/IR/ICIR/P/2021/615 dated August 13, 2021 issued by SEBI. As per SEBI Circular bearing number SEBI/HO/CFD/DCR/ICIR/P/2021/615 dated August 13, 2021, a lien shall be marked against the shares of the shareholders participating in the tender offers. Upon finalisation of the entitlement, only accepted quantity of shares shall be debited from the demat account of the shareholders. The lien mark against unaccepted shares shall be released. The details regarding tendering and settlement of shares under the revised mechanism is specified under the Paragraph 8 titled as 'Procedure for Acceptance and Settlement of the Offer' on page 43 of the Letter of Offer.

### G. Revised Schedule of Activities

Schedule of Activities	Tentative Schedule Day and Date	ACTUAL SCHEDULE DAY AND DATE (UPON RECEIPT OF SEBI'S OBSERVATION LETTER)
Issue date of the Public Announcement	Friday, September 20, 2024	Friday, September 20, 2024
Publication date of the Detailed Public Statement in the newspapers	Tuesday, September 24, 2024	Tuesday, September 24, 2024
Date of filing of the Draft Letter of Offer with SEBI	Friday, September 27, 2024	Friday, September 27, 2024
Last date for public announcement for a drafting offer(s)@	Wednesday, October 16, 2024	Wednesday, October 16, 2024
Date for receipt of comments from SEBI on the Draft Letter of Offer	Monday, October 21, 2024	Tuesday, December 31, 2024
Identified Date*	Wednesday, October 23, 2024	Thursday, January 02, 2025
Last date for dispatch of the Letter of Offer to the Public Shareholders of the Target Company whose names appear on the register of members on the Identified Date	Wednesday, October 30, 2024	Thursday, January 09, 2025
Last date of publication in the Newspapers of recommendations of the independent directors committee of the Target Company for this Offer	Tuesday, November 05, 2024	Tuesday, January 14, 2025
Last date for upward revision of the Offer Price and / or the Offer Size	Wednesday, November 06, 2024	Wednesday, January 15, 2025
Last date of publication of opening of Offer public announcement in the newspapers in which the Detailed Public Statement had been published	Wednesday, November 06, 2024	Wednesday, January 15, 2025
Date of commencement of Tendering Period	Thursday, November 07, 2024	Thursday, January 16, 2025
Date of closing of Tendering Period	Thursday, November 21, 2024	Wednesday, January 29, 2025
Last date of communicating the rejection/ acceptance and completion of payment of consideration or refund of Equity Shares to the Public Shareholders	Thursday, December 05, 2024	Wednesday, February 12, 2025

Note:

\*Date of being in receipt of SEBI Observation Letter.

-The above timelines are prepared based on the timelines provided under the SEBI (SAST) Regulations, pursuant to being in receipt of SEBI's Observation Letter to clarify the action set above may be completed prior to their corresponding dates subject to compliance with the SEBI (SAST) Regulations.

@There has been no competing offer for this Offer.

\*Identified Date is only for the purpose of determining the names of the Public Shareholders to whom the Letter of Offer would be sent. All the public shareholders (registered or unregistered) of the Equity Shares (except the Acquirers and the parties to the Share Purchase Agreement) are eligible to participate in this Offer any time before the closure of this Offer.

### H. Documents for Inspection

The copies of the following documents will be available for inspection at the principal place of business of the Manager to the Offer, Swaraj Shares and Securities Private Limited, located at Unit No 304, A Wing, 215 Atmum, Courtyard Marriot, Andheri East, Mumbai - 400083, Maharashtra, India on any working day between 10:30 a.m. (Indian Standard Time) and 5:00 p.m. (Indian Standard Time) during the Tendering Period commencing from January 15, 2025 to Wednesday, January 29, 2025. Further, in light of SEBI Circular SEBI/HO/CFD/DCR/ICIR/P/2020/139 dated July 27, 2020, read with SEBI Circular SEBI/ICIR/CFD/DCR/ICIR/P/2020/83 dated May 14, 2020, copies of the following documents will be available for inspection to the Public Shareholders electronically during the Tendering Period. The Public Shareholders interested to inspect any of the following documents can send an email from their registered email-ids (including shareholding details and authority letter in the event the Public Shareholder is a corporate body) with a subject line 'Documents for Inspection - GEI, Open Offer' to the Manager to the Open Offer at [takeover@swarajshares.com](mailto:takeover@swarajshares.com); and upon receipt and processing of the received request, access can be provided to the respective Public Shareholders for electronic inspection of documents. For further information, kindly refer to the Paragraph 10 titled as 'Documents for Inspection' on page 57 of the Letter of Offer.

The Acquirers accept full responsibility for the information contained in this Pre-Offer cum Corrigendum to the Detailed Public Statement Advertisement (other than such information as has been obtained from public sources or provided by or relating to and confirmed by the Target Company) and undertake that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations in respect of this Open Offer. The Acquirers will be severally and jointly responsible for ensuring compliance with the SEBI (SAST) Regulations. The persons signing this Pre-Offer cum Corrigendum to the Detailed Public Statement Advertisement on behalf of the Acquirers have been duly and legally authorized to sign this Letter of Offer.

This Pre-Offer Advertisement and Corrigendum to the Detailed Public Statement will also be accessible on the websites of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), the Target Company at [www.gautamexim.com](http://www.gautamexim.com), the Registrar to the Offer at [www.integratedregistrars.in](http://www.integratedregistrars.in), the Manager to the Offer at [www.swarajshares.com](http://www.swarajshares.com), and BSE Limited at [www.bseindia.com](http://www.bseindia.com).

Issued by the Manager to the Offer on behalf of the Acquirers

**SWARAJ**

SHARES & SECURITIES PVT. LTD.

Swaraj Shares and Securities Private Limited

Unit No 304, A Wing, 215 Atmum, Near Courtyard Marriot, Andheri East, Mumbai - 400083, Maharashtra, India

Telephone Number: +91-22-69645999

Email Address: [takeover@swarajshares.com](mailto:takeover@swarajshares.com)

Investors Grievance Email Address: [investor.relations@swarajshares.com](mailto:investor.relations@swarajshares.com)

Website: [www.swarajshares.com](http://www.swarajshares.com)

Contact Person: Mr. Tarun Banerjee/ Ms. Parikita Patel

SEBI Registration Number: NN00012960

Validity: Permanent

Date: Tuesday, January 14, 2025

Place: Mumbai

On Behalf of the Acquirers

Sd/-

Mr. Raj Kumar Agarwal

Acquirer 1