

BLACKSTONE FP CAPITAL PARTNERS (MAURITIUS) V-B SUBSIDIARY LIMITED

C/o Abax Corporate Services Ltd

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Republic of Mauritius

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14 June 2016

To

Ms Ramya K

Company Secretary

Gokaldas Exports Limited

No 70, Mission Road

Bangalore, Karnataka – 560027

By e-mail and by facsimile transmission

Subject: Compliance under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011, as amended ("Takeover Regulations"), for the units of Gokaldas Exports Limited ("Gokaldas") holding scrip code 532630.

Dear Madam

As required under Regulation 29(2) of the Takeover Regulations, we, Blackstone FP Capital Partners (Mauritius) V-B Subsidiary Limited, the undersigned, promoters of Gokaldas hereby inform you that we hold more than 5% (five per cent) of the paid-up share capital of Gokaldas and under the terms of a Non Disposal Undertaking entered into by us with ICICI Bank UK PLC, ICICI Bank Limited and IDBI Trusteeship Services Limited, (per a release mechanism) more than 2% (two per cent) of the total paid-up equity share capital of Gokaldas has been sold on the stock exchange on 10 June 2016.

Please find attached as Annexure I, the disclosure relating to the aforesaid sale of shares in the format as prescribed under the Takeover Regulations.

Kindly take the above on record.

Request you to please acknowledge receipt of our disclosure.

Thanking You

Yours faithfully



For **BLACKSTONE FP CAPITAL PARTNERS (MAURITIUS) V-B SUBSIDIARY LTD**

Authorised signatory

Enclosed: as above

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Gokaldas Exports Limited ("Company")		
Name(s) of the acquirer Seller and Persons Acting in Concert (PAC) with the acquirer	Blackstone FP Capital Partners (Mauritius) V-B Subsidiary Ltd ("Seller") # ¹		
Whether the acquirer Seller belongs to Promoter/Promoter group	Yes, the seller is the promoter of the company#		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1. National Stock Exchange of India Limited; and 2. Bombay Stock Exchange Limited		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of :			
a) Shares carrying voting rights	19,983,742	57.34%	57.34%
b) Shares in the nature of encumbrance (pledge/lien/ non-disposal undertaking/ others)	19,983,742	57.34%	57.34%
c) Voting rights (VR) otherwise than by shares	-	-	-

Note: The sale was triggered by ICICI Bank Limited (acting as an operating bank) under the invocation of terms of a Non Disposal Undertaking entered into by the promoter with ICICI Bank UK PLC, ICICI Bank Limited and IDBI Trusteeship Services Limited

d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	-	-	-
e) Total (a+b+c+d)	19,983,742	57.34%	57.34%
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold	3,450,000	9.90%	9.90%
b) VRs acquired /sold otherwise than by shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	-	-	-
d) Shares encumbered / invoked/released by the acquirer	3,450,000	9.90%	9.90%
e) Total (a+b+c+/-d)	3,450,000 equity shares	9.90%	9.90%
After the acquisition/sale, holding of:			
a) Shares carrying voting rights	16,533,742	47.44%	47.44%
b) Shares encumbered with the acquirer-Seller	16,533,742	47.44%	47.44%
c) VRs otherwise than by shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-

e) Total (a+b+c+d)	16,533,742 equity shares	47.44%	47.44%
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	3,450,000 equity shares of the Company were sold by way of market sale on the National Stock Exchange of India Limited on 10 June 2016.		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	Date of sale of shares: 10 June 2016		
Equity share capital / total voting capital of the TC before the said acquisition / sale	3,48,49,326 equity shares having a face value of INR 5 each		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	3,48,49,326 equity shares having a face value of INR 5 each		
Total diluted share/voting capital of the TC after the said acquisition	3,48,49,326 equity shares having a face value of INR 5 each (excluding 881,674 ESOPs)		

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

The sale was triggered by ICICI Bank Limited (acting as an operating bank) under the invocation of terms of a Non Disposal Undertaking entered into by the promoter with ICICI Bank UK PLC, ICICI Bank Limited and IDBI Trusteeship Services Limited ("NDU").

Encumbrance over 3,450,000 equity shares was invoked on 8 June 2016 under the NDU for which a separate filing under Regulation 31(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011 shall be filed separately.

Encumbrance over 3,450,000 equity shares was released on 9 June 2016 under the NDU for which a separate filing under Regulation 31(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011 shall be filed separately.

Signature of the acquirer/ seller / Authorised Signatory

Place: Mauritius

Date: 14 June 2016