

March 31, 2017

BSE Limited Corporate Relations P. J. Towers, Dalal Street, Mumbai- 400 001	National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051
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To,

Dear Sir/Madam,

Sub.: Open offer by Clear Wealth Consultancy Services LLP (“Acquirer”) alongwith persons acting in concert with the Acquirer viz. Mr. Mathew Cyriac (“PAC I”), Gazania Advisory LLP (“PAC II”), Westex Infotech Private Limited (“PAC III”) and Gautam Madhavan (“PAC IV), (PAC I, PAC II, PAC III and PAC IV are collectively referred as to “PACs”), to the public shareholders of Gokaldas Exports Limited (“Target Company”) for acquisition of 91,79,993 equity shares of face value of Rs. 5/- each at a price of Rs. 63.25/- per fully paid up equity share pursuant to Regulations 3(1), 4 and other applicable provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amendment (“Takeover Regulations”).

We have been appointed as Manager to the Offer by the Acquirer alongwith the PACs for the open offer made to the public shareholders of Target Company.

The open offer is being made in terms of Regulations 3(1), 4 and other applicable provisions of the Takeover Regulations.

As the equity shares of the Target Company are listed on your stock exchange, in terms of Regulation 14(1) of the Takeover Regulations, we enclose herewith the following for your information and record.

- a) Hard Copy of the Public Announcement
- b) Soft copy of Public Announcement on a compact disc in pdf format

Thanking you,

For Inga Capital Private Limited

K. R. Shah


Name: Kavita Shah
Designation: Director

Encl.: As Above

**PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF
GOKALDAS EXPORTS LIMITED UNDER REGULATION 15(1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL
ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THEREOF (“SEBI (SAST)
REGULATIONS, 2011”)**

OPEN OFFER FOR ACQUISITION OF 91,79,993 EQUITY SHARES OF RS. 5/- EACH FROM PUBLIC SHAREHOLDERS OF GOKALDAS EXPORTS LIMITED (“TARGET COMPANY”) BY CLEAR WEALTH CONSULTANCY SERVICES LLP (“ACQUIRER”) ALONG WITH MATHEW CYRIAC (“PAC I”), GAZANIA ADVISORY LLP (“PAC II”), WESTEX INFOTECH PRIVATE LIMITED (“PAC III”) AND GAUTAM MADHAVAN (“PAC IV”) (PAC I, PAC II, PAC III AND PAC IV ARE COLLECTIVELY REFERRED AS TO “PACS”) IN THEIR CAPACITY AS THE PERSON ACTING IN CONCERT WITH THE ACQUIRER (“OFFER” OR “OPEN OFFER”).

Definition:

For the purpose of this public announcement (“PA”), the following terms would have the meaning assigned to them below:

- a) **Current Voting Share Capital** - Current Voting Share Capital means the total equity shares of the Target Company carrying voting rights as on the date of this PA.
- b) **Expanded Voting Share Capital** - Expanded Voting Share Capital means the total equity shares of the Target Company carrying voting rights, as on the 10th working day from the closure of the tendering period under this Offer. For the purpose of this definition, the total equity shares of the Target Company carrying voting rights as of 10th working day from the closure of the tendering period shall take into account all potential increases in the number of outstanding equity shares carrying voting rights, including increase on account of vested but unexercised employee stock options (“ESOPs”), during the offer period contemplated as of the date of this PA.

Sr. No.	Particulars	No. of Equity Shares
A	Current Voting Share Capital	3,49,27,662
B	Vested ESOPs remaining in balance as on date	1,93,336
C	Expecting vesting of ESOPs till August 13, 2017	1,86,667
D	Expanded Voting Share Capital as of the 10 th working day from the closure of the tendering period (A+B+C)	3,53,07,665

1. OFFER DETAILS

- a. **Offer Size:** 91,79,993 (Ninety One Lakhs Seventy Nine Thousand Nine Hundred Ninety Three only) fully paid up equity share of face value of Rs. 5/- each (“Equity Shares”) representing 26% of Expanded Voting Share Capital of the Target Company.
- b. **Offer Price:** The Offer Price is Rs. 63.25 (Rupees Sixty Three and Twenty Five Paise only) per Equity Share (“Offer Price”) aggregating to Rs. 58,06,34,557.25 (Rupees Fifty Eight Crores Six Lakhs Thirty Four Thousand Five Hundred Fifty Seven and Twenty Five Paise only) calculated in accordance with Regulation 8(2) of the SEBI (SAST) Regulations, 2011.
- c. **Mode of Payment:** The Offer Price is payable in cash, in accordance with the provision of Regulation 9(1) (a) of the SEBI (SAST) Regulations, 2011.
- d. **Type of Offer:** This Offer is triggered offer made in compliance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011.



2. **TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION)**

Details of underlying transaction						
Type of Transaction (direct/ indirect)	Mode of Transaction (Agreement/ Allotment/ market purchase)	Shares / Voting rights acquired/ proposed to be acquired		Total Consideration for equity shares /Rs acquired (in Rs. Lakh)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% of total equity / voting capital			
Direct	Share Purchase Agreement dated March 31, 2017 entered between Acquirer and Blackstone FP Capital Partners (Mauritius) V-B Subsidiary Limited (“Promoter Seller”)	1,39,55,742	39.96% of Current Voting Share Capital	5,861.41	Cash	Regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011

3. **ACQUIRER AND PACs**

Details		Acquirer*	PAC I	PAC II	PAC III	PAC IV	Total
Name of Acquirer and PACs		Clear Wealth Consultancy Services LLP	Mathew Cyriac	Gazania Advisory LLP	Westex Infotech Private Limited	Gautam Madhavan	5
Address		305, Enterprise Centre, Nehru Road, Vile Parle (East), Mumbai – 400 099	1908, 19 th Floor, B. B. Nakashe Marg, Imperial North Tower, Tardeo, Mumbai – 400 034	305, Enterprise Center, Nehru Road, Vile Parle (East), Mumbai – 400 099	305, Enterprise Centre, Nehru Road, Vile Parle (East), Mumbai - 400 099	B-405, Manju Mahal, 35, Nargis Dutt Road, Pali Hill, Bandra (West) Mumbai 400 050	--
Name(s) of persons in control/promoters of Acquirer and PACs		1. Mathew Cyriac 2. Geetha Madhavan 3. Gautam Madhavan 4. Madhavan Kunniyur	Not Applicable	1. Geetha Madhavan 2. Gautam Madhavan 3. Madhavan Kunniyur	1. Geetha Madhavan 2. Gautam Madhavan 3. Madhavan Kunniyur	Not Applicable	--
Name of the Group, if any, to which the Acquirer and PACs belong to		Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	--
Pre transaction shareholding	No. of Equity Shares	Nil	Nil	Nil	Nil	Nil	--
	% of total equity / voting	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	--



	capital						
Proposed shareholding after acquisition of shares which triggered the Open Offer	No. of Equity Shares	1,39,55,742	Nil	Nil	Nil	Nil	1,39,55,742
	% of total equity / voting capital	39.96% of Current Voting Share Capital	Not Applicable	Not Applicable	Not Applicable	Not Applicable	39.96% of Current Voting Share Capital
Any other interest in the Target Company	1. PAC I is a director on the board of Target Company. Previously, PAC I was 'Investor Director' as a nominee on behalf of Promoter Seller. 2. PAC I is also a designated partner of the Acquirer.			Not Applicable	Not Applicable	Not Applicable	--

*PAC I, PAC II and PAC III are partners of the Acquirer.

4. DETAILS OF SELLING SHAREHOLDER

Name of the Promoter Seller	Part of Promoter group	Details of equity shares / voting rights held by the selling shareholders			
		Pre Transaction		Post Transaction	
		No. of Equity Shares	% of total equity / voting capital	No. of Equity Shares	% of total equity / voting capital
Blackstone FP Capital Partners (Mauritius) V-B Subsidiary Limited	Yes	1,39,55,742	39.96% of Current Voting Share Capital	Nil	Not Applicable
Total		1,39,55,742	39.96% of Current Voting Share Capital	-	-

5. TARGET COMPANY

Name of the Target Company : Gokaldas Exports Limited
Registered Office : No. 16/2, Residency Road, Bengaluru - 560 025
Tel. No. : +91-80-22223600/41272200
Fax No. : +91-80-22274869/22277497
Email id : investorcare@gokaldasexports.com

The Target Company is listed on the National Stock Exchange of India Limited (Symbol: GOKEX) and BSE Limited (Group: 'B' having scrip code of 532630). The ISIN of Equity Share of Target Company is INE887G01027.

6. OTHER DETAILS

- 6.1. All the details of the Open Offer would be published in newspapers vide a detailed public statement on or before April 10, 2017 in compliance with Regulations 13(4) and 14(3) of the SEBI (SAST) Regulations, 2011.
- 6.2. The Acquirer and PACs alongwith its designated partners and directors accept full responsibility for the information contained in this PA and will



comply with the obligations of the Acquirer and PACs as laid down in the SEBI (SAST) Regulations, 2011 and has adequate financial resources to meet the Offer obligations.

- 6.3. This Offer is not a competitive offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011.
- 6.4. The Offer is not conditional upon any minimum level of acceptance pursuant to the terms of Regulation 19(1) of the SEBI (SAST) Regulations, 2011.

Issued by the Manager to the Offer



INGA CAPITAL PRIVATE LIMITED

Naman Midtown, 'A' Wing, 21st Floor, Senapati Bapat Marg, Elphinstone (West), Mumbai - 400 013

Tel. No.: +91-22-4031 3489; Fax No.: +91-22-4031 3379; Email: gel.openoffer@ingacapital.com;

Contact Person: Ashwani Tandon;

SEBI Registration Number: INM000010924

For and on behalf of Acquirer alongwith the PACs

Clear Wealth Consultancy Services LLP Sd/- Authorised Signatory			
Sd/- _____ Mathew Cyriac	Gazania Advisory LLP Sd/- Authorised Signatory	Westex Infotech Private Limited Sd/- Authorised Signatory	Sd/- _____ Gautam Madhavan

Place: Mumbai

Date: March 31, 2017

K. R. Shah
31/3/2017

A circular purple stamp with the text 'INGA CAPITAL PRIVATE LIMITED' around the perimeter. The date '31/3/2017' is written across the center of the stamp.