

July 12, 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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Dear Sir/Madam,

Sub.: Open offer 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 Gautham Madhavan (“PAC IV”) (PAC I, PAC II, PAC III and PAC IV are collectively referred to as “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 amended (“Takeover Regulations”) (“Open Offer”).

This has reference to the captioned Open Offer and our letters dated March 31, 2017 for submission of Public Announcement, April 10, 2017 for submission of Detailed Public Statement, April 17, 2017 for submission of Draft Letter of Offer, June 9, 2017 for submission of Letter of Offer, June 15, 2017 for submission of offer opening public announcement and corrigendum to detailed public statement and June 27, 2017 for submission of Addendum cum Corrigendum to the Letter of Offer.

In terms of Regulation 18 (12) of the Takeover Regulations, Post Offer Advertisement has been published on July 12, 2017 in the following newspapers:

Newspapers	Language	Edition
Financial Express	English	All Edition
Jansatta	Hindi	All Edition
Navshakti	Marathi	Mumbai Edition
Hosa Digantha	Kannad	Bengaluru Edition

As the equity shares of the Target Company are listed on your stock exchange, we enclose herewith the following for your information and record:

- Published copy of the Post Offer Advertisement that appeared in the Financial Express
- Compact disc containing soft copy of Post Offer Advertisement in pdf format.

Thanking you,

For Inga Capital Private Limited

K. R. Shah

Kavita Shah
Director

Encl.: As Above



GOKALDAS EXPORTS LIMITED

("TARGET COMPANY")

Registered Office: No. 16/2, Residency Road, Bengaluru - 560 025;

Tel. No.: +91 80 4127 2200/01/02; Fax No.: +91 80 3347 7491; CIN: L18101KA2004PLC033475

Open Offer for acquisition of upto 91,79,993 fully paid-up equity shares of face value of ₹ 5/- each ("Equity Share(s)") representing 26% of Expanded Voting Share Capital of the 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 Gautham Madhavan ("PAC IV") (PAC I, PAC II, PAC III and PAC IV are collectively referred to as "PACs") in their capacity as the person acting in concert with the Acquirer ("Offer" or "Open Offer").

This Post Offer Advertisement ("Post Offer Advertisement") is being issued by Inga Capital Private Limited ("Manager to the Offer"), on behalf of the Acquirer and PACs pursuant to Regulation 18(12) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations, 2011").

The Post Offer Advertisement should be read in continuation of, and in conjunction with: (a) the Public Announcement dated March 31, 2017 ("PA"); (b) the Detailed Public Statement published on April 10, 2017 in Financial Express (English daily) all editions, Jansatta (Hindi daily) all editions, Navshakti (Marathi daily) Mumbai edition and Hosa Digantha (Kannada daily) Bengaluru edition ("DPS"); (c) the draft letter of offer dated April 17, 2017 ("DLOF"); (d) the Letter of Offer dated June 9, 2017 ("LOF"); (e) the offer opening public announcement and corrigendum to detailed public statement published on June 15, 2017 in the same newspaper where the DPS was published; ("Offer Opening PA cum Corrigendum"); and (f) Addendum cum Corrigendum to Letter of Offer published on June 25, 2017 in the same newspaper where the DPS was published ("Addendum cum Corrigendum").

Capitalized terms used but not defined in this Post Offer Advertisement shall have the same meanings assigned to such terms in the PA, DPS, LOF, Offer Opening PA cum Corrigendum and Addendum cum Corrigendum.

Sr. No.	Particulars	Details			
1.	Name of the Target Company	Gokaldas Exports Limited			
2.	Name of the Acquirer and PACs	Acquirer: Clear Wealth Consultancy Services LLP PACs: i. PAC I : Mathew Cyriac; ii. PAC II : Gazania Advisory LLP; iii. PAC III : Westex Infotech Private Limited; and iv. PAC IV : Gautham Madhavan			
3.	Name of the Manager to the Offer	Inga Capital Private Limited			
4.	Name of the Registrar to the Offer	Karvy Computershare Private Limited			
5.	Offer Details				
	a. Date of Opening of the Offer	Friday, June 16, 2017			
	b. Date of Closing of the Offer	Friday, June 30, 2017			
6.	Date of payment of consideration	Wednesday, July 5, 2017			
7.	Details of Acquisition	Proposed in the Offer documents	Actuals		
7.1	Offer Price	₹ 63.25 per Equity Share	₹ 63.25 per Equity Share		
7.2	Aggregate number of Equity Shares tendered	Upto 91,79,993 Equity Shares	215 Equity Shares		
7.3	Aggregate number of Equity Shares accepted	Upto 91,79,993 Equity Shares	215 Equity Shares		
7.4	Size of the Offer (Number of Equity Shares multiplied by Offer Price per Equity Share)	₹ 58,06,34,557.25	₹ 13,598.75		
7.5	Shareholding of the Acquirer and PACs before Public Announcement				
	• Number	Nil		Nil	
	• % of Expanded Voting Share Capital	N.A.		N.A.	
7.6	Equity Shares acquired by way of SPA				
	• Number	1,39,55,742		1,39,55,742	
	• % of Expanded Voting Share Capital	39.53%		39.53%	
7.7	Equity Shares acquired by way of Open Offer				
	• Number	91,79,993		215	
	• % of Expanded Voting Share Capital	26.00%		Negligible	
7.8	Equity Shares acquired after DPS				
	• Number of Equity Shares acquired	Nil		Nil	
	• Price of the Equity Shares acquired	N.A.		N.A.	
	• % of the Equity Shares acquired	N.A.		N.A.	
7.9	Post Offer shareholding of Acquirer				
	• Number	2,31,35,735		1,39,55,957	
	• % of Expanded Voting Share Capital	65.53%		39.53%	
7.10	Pre & Post Offer shareholding of the Public	Pre Offer	Post Offer	Pre Offer	Post Offer
	• Number	2,09,71,920	1,21,71,930	2,09,71,920	2,13,51,708
	• % of Expanded Voting Share Capital	60.04%	34.47%	60.04%	60.47%

Notes:

- The Equity Shares have been transferred to the Acquirer under the SPA.
- Pre Offer shareholding of the Public Shareholders has been calculated on the equity share capital of the Target Company as on March 31, 2017.
- Post Offer shareholding of the Public Shareholders (Proposed in the Offer documents) has been calculated by aggregating Pre Offer shareholding of the Public Shareholders as on March 31, 2017 and assuming conversion of 3,80,003 ESOPs (vested and expected to be vested till August 13, 2017) as reduced by 91,79,993 Equity Shares being maximum number of Equity Shares proposed to be acquired in the Open Offer.
- Post Offer shareholding of the Public Shareholders (Actuals) has been calculated by aggregating Pre Offer shareholding of the Public Shareholders as on March 31, 2017 and assuming conversion of 3,80,003 ESOPs (vested and expected to be vested till August 13, 2017) as reduced by 215 Equity Shares accepted under the Open Offer.
- The Promoter Seller does not hold any Equity Shares in the Target Company and the Promoter Seller will be categorized in the public category of the Target Company and Acquirer along with the PACs shall be categorized as promoter of the Target Company, as per Regulation 31A of SEBI LODR, 2015.
- The Acquirer, PACs and their respective designated partners or directors severally and jointly accept full responsibility for the information contained in this Post Offer Advertisement and also for the obligations of the Acquirer and PACs as laid down in the SEBI (SAST) Regulations, 2011. The Acquirer and PACs would be severally and jointly responsible for ensuring compliance with the concerned SEBI (SAST) Regulations, 2011.
- The copy of this Post Offer Advertisement will be available on the website of SEBI (www.sebi.gov.in), BSE Limited (www.bseindia.com), National Stock Exchange of India Limited (www.nseindia.com) and at the registered office of the Target Company.

THIS POST OFFER ADVERTISEMENT IS ISSUED BY MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRER AND PACS:

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: get.openoffer@ingacapital.com;

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