

Tuesday, April 23, 2024

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

Respected Sir/ Madam,

**Subject : Open offer made by Mr. Rajendra Kamalakant Chodankar for acquisition of up to 34,00,500 Offer Shares representing 24.96% of the Expanded Voting Share Capital of G.D. Trading and Agencies Limited, at an offer price of ₹12.00/- per Offer Share to the Public Shareholders of G.D. Trading and Agencies Limited**

We would like to inform you that, Mr. Rajendra Kamalakant Chodankar, the Acquirer, has entered into a Share Subscription Agreement dated Tuesday, April 23, 2024 with G.D. Trading and Agencies Limited (Hereinafter referred to as the “Target Company”), for acquisition acquire 1,01,50,000 equity shares on Preferential basis, which constitutes 74.50% of the Expanded Voting Share Capital of the Target Company at an Issue Price of ₹12.00/- per Equity Share, aggregating to an amount of ₹12,18,00,000.00/-, subject to the approval of the members and other regulatory approvals, if any (‘Share Subscription Agreement’).

In culmination of the aforesaid facts, 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 thereto (‘SEBI (SAST) Regulations’), we Swaraj Shares and Securities Private Limited, have been appointed as the Manager to the Offer (‘Manager’). In pursuance of the execution of the Share Subscription Agreement, the Acquirer has 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 acquisition of up to 34,00,500 Offer Shares representing 24.96% of the Expanded Voting Share Capital of G.D. Trading and Agencies Limited, at an offer price of ₹12.00/- per Offer Share determined in accordance with the parameters prescribed under Regulations 8 (1) and 8 (2) of the SEBI (SAST) Regulations, payable in cash, assuming full acceptance aggregating to a maximum consideration of aggregating to an amount of ₹4,08,06,000.00/-, that will be offered to the Public Shareholders who validly tender their Equity Shares in the Offer.

In this regard in compliance with the provisions of Regulations 13, 14, 15, and such other applicable provisions and in accordance with the requirements under the SEBI (SAST) Regulations, please find attached herewith the copy of the Public Announcement submitted to Securities and Exchange Board of India.

We hope your good self will find the above in order and we request you to kindly upload the Public Announcement on your website at the earliest.


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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Registered Office - 21 Hemant Basu Sarani, 5th Floor, Room No 507, Kolkata - 700001, West Bengal, India

Branch Office - Unit 304, A Wing, 215 Atrium, Near Courtyard Marriot, Andheri Kurla Road, Andheri East, Mumbai - 400093,

Maharashtra, India

**PUBLIC ANNOUNCEMENT UNDER THE PROVISIONS OF REGULATIONS 3(1), AND 4 READ WITH REGULATIONS 13 (1), 14, AND 15 (1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THERETO**

**FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF  
G D TRADING AND AGENCIES LIMITED**

**Corporate Identification Number:** L51900MH1980PLC022672;

**Registered Office:** Unit-B/ 103-Bldg-'B' - ANSA Industrial Estate, Andheri (East), Mumbai - 400072, Maharashtra, Maharashtra, India; **Contact Number:** 22-66314181, 66314182;

**Website:** [www.gdtal.com](http://www.gdtal.com); **Email Address:** [gdtal2000@gmail.com](mailto:gdtal2000@gmail.com);

**OPEN OFFER FOR ACQUISITION OF UP TO 34,00,500 OFFER SHARES REPRESENTING 24.96%\* OF THE EXPANDED VOTING SHARE CAPITAL OF G D TRADING AND AGENCIES LIMITED, AT AN OFFER PRICE OF ₹12.00/- PER OFFER SHARE, TO THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY, BY MR. RAJENDRA KAMALAKANT CHODANKAR, THE ACQUIRER, PURSUANT TO AND IN COMPLIANCE WITH THE PROVISIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATION, 2011, AS AMENDED.**

**NOTE: \*IN ACCORDANCE WITH REGULATION 7 (1) OF THE SEBI (SAST) REGULATIONS, AN OPEN OFFER IS MANDATED FOR AT LEAST 26.00% OF THE TOTAL SHARES OF THE TARGET COMPANY. HOWEVER, AS ON THE DATE OF THIS PUBLIC ANNOUNCEMENT, THE SHAREHOLDING OF THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY, IS 24.96% OF THE EXPANDED VOTING SHARE CAPITAL OF THE TARGET COMPANY, THEREFORE THE OFFER SHARES REPRESENT 24.96% OF THE EXPANDED VOTING SHARE CAPITAL OF THE TARGET COMPANY.**

**THIS PUBLIC ANNOUNCEMENT IS BEING ISSUED BY SWARAJ SHARES AND SECURITIES PRIVATE LIMITED, THE MANAGER TO THE OPEN OFFER, FOR AND ON BEHALF OF THE ACQUIRER TO THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY PURSUANT TO, AND IN COMPLIANCE WITH THE PROVISIONS OF REGULATIONS 3(1) AND 4 READ WITH REGULATIONS 13, 14, AND 15(1) AND OTHER APPLICABLE PROVISIONS OF THE SEBI (SAST) REGULATIONS.**

**1) DEFINITIONS AND ABBREVIATIONS**

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For the purpose of this Public Announcement, the following terms have the meanings assigned to them below:

- 1.1. **'Acquirer'** for the purpose of this Offer is Mr. Rajendra Kamalakant Chodankar, son of Kamalakant Chodankar, aged 63 years, Indian Resident, bearing Permanent Account Number 'AAFPC2966E' under the Income Tax Act, 1961, resident at Flat No-I-702, Golden Square Co-operative Housing Society Limited, Off CST Road, Kalina, Santacruz (East), Vidyanagari, Mumbai – 400098, Maharashtra, India.
- 1.2. **'BSE'** is the abbreviation for BSE Limited is the stock exchange, where presently the Equity Shares of the Target Company are listed.
- 1.3. **'Board of Directors'** the Board of Directors of the Target Company.
- 1.4. **'CIN'** is the abbreviation for the term Corporate Identification Number issued under the provisions of the Companies Act, 1956/ 2013, and the rules made thereunder.
- 1.5. **'Equity Shares'** shall mean the fully paid-up equity shares of the face value of ₹10.00/- each.
- 1.6. **'Expanded Voting Share Capital'** shall mean the total voting Equity Share capital of the Target Company on a fully diluted basis expected as of the 10<sup>th</sup> Working Day from the closure of the Tendering Period for this Offer. This includes the existing 1,00,000 existing paid-up Equity Shares of the Target Company, and the proposed Preferential Issue of 1,35,25,000 Equity Shares of the Target Company, aggregating to 1,36,25,000 Equity Shares of the Target Company post-Preferential allotment.
- 1.7. **'Identified Date'** means the date falling on the 10<sup>th</sup> Working Day prior to the commencement of the Tendering Period for the Offer to determine the Public Shareholders to whom the Letter of Offer shall be sent. It is clarified that all the Public Shareholders (registered or unregistered) who own Equity Shares are eligible to participate in this Offer at any time before the expiry of the Tendering Period.
- 1.8. **'ISIN'** is the abbreviation for International Securities Identification Number.
- 1.9. **'Issue Price'** means a price of ₹12.00/- per Preferential Share.
- 1.10. **'Offer'** means an open offer being made by the Acquirer for acquisition of up to 34,00,500 Offer Shares representing 24.96%\* of the Voting Share Capital of the Target Company, at an offer price of ₹10.00/- per Offer Share, to the Public Shareholders of the

Target Company, payable in cash, assuming full acceptance aggregating to a maximum consideration of aggregating to an amount of ₹4,08,06,000.00/- that will be offered to the Public Shareholders who validly tender their Equity Shares in the Offer.

*Note: \*In accordance with Regulation 7 (1) of the SEBI (SAST) Regulations, an open offer is mandated for at least 26.00% of the total shares of the target company. However, as on the date of this Public Announcement, the shareholding of the Public Shareholders of the Target Company, is 24.96% of the Expanded Voting Share Capital of the Target Company, therefore the Offer Shares represent 24.96% of the Expanded Voting Share Capital of the Target Company.*

- 1.11. **‘Offer Documents’** means this Public Announcement, and the Detailed Public Statement, Draft Letter of Offer, Letter of Offer, Recommendation of the Committee of the Independent Directors of the Company, Pre-Offer Cum Corrigendum to Detailed Public Statement, and Post Offer Public Announcement, and any other notices, advertisements, and corrigendum issued by or on behalf of the Manager.
- 1.12. **‘Offer Period’** means period from the date of entering into an agreement, to acquire the Preferential Shares, and Voting Share Capital in, or control over the Target Company or being the date on which the Public Announcement was issued by the Acquirer, i.e. Tuesday, April 23, 2024, and the date on which the payment of consideration to the Public Shareholders whose Equity Shares are validly accepted in this Offer, is made, or the date on which this Offer is withdrawn, as the case may be.
- 1.13. **‘Offer Price’** means a price of ₹12.00/- per Offer Share, to the Public Shareholders of the Target Company, payable in cash, assuming full acceptance aggregating to a maximum consideration of aggregating to an amount of ₹4,08,06,000.00/-, that will be offered to the Public Shareholders who validly tender their Equity Shares in the Offer.
- 1.14. **‘Offer Shares’** consists of 34,00,500 Equity Shares representing 24.96%\* of the Expanded Voting Share Capital of the Target Company, for which the Acquirer has given this Open Offer.  
*Note: \*In accordance with Regulation 7 (1) of the SEBI (SAST) Regulations, an open offer is mandated for at least 26.00% of the total shares of the target company. However, as on the date of this Public Announcement, the shareholding of the Public Shareholders of the Target Company, is 24.96% of the Expanded Voting Share Capital of the Target Company, therefore the Offer Shares represent 24.96% of the Expanded Voting Share Capital of the Target Company.*
- 1.15. **‘PAN’** is the abbreviation for Permanent account number allotted under the Income Tax Act, 1961.
- 1.16. **‘Public Announcement’** means the Public Announcement dated Tuesday, April 23, 2024, issued in accordance and compliance with the provisions of Regulations 3(1), and 4 read with Regulations 13 (1), 14, and 15 (1) of the SEBI (SAST) Regulations.
- 1.17. **‘Pre-Preferential Issue Equity Share Capital’** means the paid-up Equity Share Capital of the Target Company prior to the Preferential Issue of Equity Shares consisting of 1,00,000 Equity Shares of the Target Company.
- 1.18. **‘Preferential Issue’** means the preferential issue of 1,35,25,000 Equity Shares of the Target Company, to the investors, as approved by the Board of Directors of the Target Company at their meeting held on Tuesday, April 23, 2024, subject to the approval of the members and other regulatory approvals, if any.
- 1.19. **‘Preferential Issue to Acquirer’** means the out of the total Preferential Issue, the preferential issue of 1,01,50,000 Equity Shares representing 74.50% of the of the Expanded Voting Share Capital of the Target Company made to the Acquirer, as approved by the Board of Directors of the Target Company at their meeting held on Tuesday, April 23, 2024, subject to the approval of the members and other regulatory approvals, if any.
- 1.20. **‘Promoter’** means the existing promoter of the Target Company, in accordance with the provisions of Regulations 2 (1) (s), and 2 (1) (t) of the SEBI (SAST) Regulations, read with Regulations 2 (1) (oo) and 2 (1) (pp) of the SEBI (ICDR) Regulations, in this case, namely being, Ms. Ira Mishra.
- 1.21. **‘Public Shareholders’** are the equity shareholders of the Target Company other than (i) the parties to the Share Subscription Agreement, (ii) the Promoter and members of the Promoter Group of the Target Company, and (iii) persons deemed to be acting in concert with parties at (i), and (ii) for undertaking the sale of the Sale Shares of the Target Company in compliance with the provisions of Regulation 7(6) of the SEBI (SAST) Regulations.
- 1.22. **‘Share Subscription Agreement’** means the share subscription agreement dated Tuesday, April 23, 2024, executed between the Acquirer, Target Company, and the existing Promoter, pursuant to which the Acquirer has agreed to acquire 1,01,50,000 Equity Shares of the Target Company, representing 74.50% of the Expanded Voting Share Capital of the Target Company at an Issue Price of ₹12.00/- per Preferential Share, aggregating to an amount of ₹12,18,00,000.00/-, payable in accordance with the terms and conditions as specified in the said Share Subscription Agreement, and subject to the approval of the members and other regulatory approvals, if any.
- 1.23. **‘SCRR’** is the abbreviation for Securities Contract (Regulation) Rules, 1957, as amended.
- 1.24. **‘SEBI’** is the abbreviation for Securities and Exchange Board of India.
- 1.25. **‘SEBI Act’** is the abbreviation for Securities and Exchange Board of India Act, 1992, and subsequent amendments thereto.

- 1.26. **‘SEBI (ICDR) Regulations’** is the abbreviation for Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and subsequent amendment thereto.
- 1.27. **‘SEBI (LODR) Regulations’** is the abbreviation for Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendment thereto.
- 1.28. **‘SEBI (SAST) Regulations’** is the abbreviation for Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof.
- 1.29. **‘Target Company’** or **‘GDTRAGN’** refers to G.D. Trading and Agencies Limited bearing corporate identity number ‘L51900MH1980PLC022672’, with its registered office located at Unit-B/ 103-Bldg-‘B’ - ANSA Industrial Estate, Andheri (E), Mumbai - 400072, Maharashtra, Maharashtra, India.
- 1.30. **‘Tendering Period’** shall have the meaning ascribed to it under Regulation 2(1) (za) of the SEBI (SAST) Regulations.
- 1.31. **‘Underlying Transactions’** refers to the transaction for acquisition of the Preferential Shares made to the Acquirer as contemplated under the Share Purchase Agreement.
- 1.32. **‘Working Day’** shall have the meaning ascribed to it under Regulation 2(1) (zf) of the SEBI (SAST) Regulations.

## 2) OFFER DETAILS

<b>Offer Size</b>	Up to 34,00,500 Offer Shares representing 24.96%* of the Expanded Voting Share Capital of the Target Company, subject to the terms and conditions in this Public Announcement, and the Offer Documents that are proposed to be issued in accordance with the SEBI (SAST) Regulations. <i>Note: *In accordance with Regulation 7 (1) of the SEBI (SAST) Regulations, an open offer is mandated for at least 26.00% of the total shares of the target company. However, as on the date of this Public Announcement, the shareholding of the Public Shareholders of the Target Company, is 24.96% of the Expanded Voting Share Capital of the Target Company, therefore the Offer Shares represent 24.96% of the Expanded Voting Share Capital of the Target Company.</i>
<b>Offer Price / Consideration</b>	The Offer is being made at a price of ₹12.00/- per Offer Share. The Equity Shares of the Target Company are in frequently traded in accordance with the provisions of Regulation 2 (1) (j) of the SEBI (SAST) Regulations, and hence the Offer Price has been determined in accordance with the parameters prescribed under Regulations 8 (1) and 8 (2) of the SEBI (SAST) Regulations. Assuming full acceptance under this Offer, the aggregate consideration payable to the Public Shareholders in accordance with the SEBI (SAST) Regulations will be ₹4,08,06,000.00/-, that will be offered to the Public Shareholders who validly tender their Equity Shares in the Offer.
<b>Mode of Payment</b>	The Offer Price of ₹12.00/- per Offer Share will be paid in cash by the Acquirer in accordance with the provisions of Regulation 9 (1) (a) of the SEBI (SAST) Regulations in accordance with the terms and conditions mentioned in this Public Announcement and to be set out in the Offer Documents proposed to be issued in accordance with the SEBI (SAST) Regulations.
<b>Type of Offer</b>	This Offer is a triggered mandatory open offer in compliance with the provisions of Regulations 3 (1), and 4 of the SEBI (SAST) Regulation pursuant to the execution of the Share Subscription Agreement for acquisition of substantial number of equity shares, voting rights, and control over the Target Company. This Open Offer is not subject to any minimum level of acceptance.

## 3) TRANSACTIONS WHICH HAVE TRIGGERED THE OFFER OBLIGATIONS (UNDERLYING TRANSACTION)

The Acquirer has entered into a Share Subscription Agreement dated Tuesday, April 23, 2024 with the existing Promoter, and the Target Company, pursuant to which the Acquirer has agreed to acquire 1,01,50,000 Preferential Shares, which constitutes 74.50% of the Expanded Voting Share Capital of the Target Company for an aggregate consideration of ₹12,18,00,000.00/- (**‘Subscription Consideration’**), subject to the statutory approvals, if any, and satisfaction of conditions specified in the Share Subscription Agreement. The said Subscription Consideration will be partially offset against the loan extended by the Acquirer to the Target Company, and partially through cash payment.

Pursuant to proposed acquisition of the aforesaid Preferential Shares and Voting Share Capital of the Target Company in terms of the Share Subscription Agreement, the aggregate shareholding of the Acquirer in the Target Company would exceed the threshold limit prescribed under Regulation 3(1) of the SEBI (SAST) Regulations.

Since the Acquirer has entered into the Share Subscription Agreement to acquire voting rights in excess of 25.00% of the Equity Shares and Voting Share Capital of the Target Company, accompanied with control, this Open Offer is being made under Regulation 3(1) and 4 of the SEBI (SAST) Regulations. Upon consummation of the Underlying Transaction contemplated in the Share Subscription Agreement and post successful completion of the Offer, the Acquirer will acquire control over the Target Company and the Acquirer shall become the promoter of the Target Company in accordance with the provisions of the SEBI (LODR) Regulations.

The existing Promoter has irrevocably agreed to relinquish the management control of the Target Company in favour of the Acquirer, subject to the receipt of all the necessary approvals and the Acquirer completing all the Offer formalities. Further, in accordance with the said Share Subscription Agreement, the existing Promoter Ms. Ira Mishra, shall make an application of reclassification from the Promoter category to the Public Category in accordance with the provisions of SEBI (SAST) Regulations, read with SEBI (LODR) Regulations.

The proposed acquisition of Preferential Shares by the Acquirer, as ascribed under the Share Subscription Agreement (as explained in above paragraphs of this Public Announcement) is referred to as the “Underlying Transaction”. A tabular summary of the Underlying Transaction is set out below:

<b>Type of Transaction (direct/ indirect)</b>		Preferential Issue pursuant to the Share Subscription Agreement
<b>Mode of Transaction (Agreement/ Allotment/ Market purchase)</b>		The execution of the Share Subscription Agreement dated Tuesday, April 23, 2024, in pursuance of which the Acquirer has agreed to acquire 1,01,50,000 Preferential Shares, which constitutes 74.50% of the Expanded Voting Share Capital of the Target Company at an Issue Price of ₹12.00/- per Preferential Share, aggregating to an amount of ₹12,18,00,000.00/-, subject to the statutory approvals, if any, and satisfaction of conditions specified in the Share Subscription Agreement. The said Subscription Consideration will be partially offset against the loan extended by the Acquirer to the Target Company, and partially through cash payment.
<b>Equity Shares / Voting rights acquired/ proposed to be Acquired</b>	<b>Number of Equity Shares</b>	1,01,50,000 Preferential Shares
	<b>% vis-à-vis Total Expanded Voting Share Capital</b>	74.50% of the Expanded Voting Share Capital
<b>Total Consideration for Equity Shares / Voting Rights acquired</b>		Issue Price of ₹12.00/- per Preferential Share, aggregating to an amount of ₹12,18,00,000.00/-, subject to the approval of the members and other regulatory approvals, if any. The said Subscription Consideration will be partially offset against the loan extended by the Acquirer to the Target Company, and partially through cash payment.
<b>Mode of payment (Cash/ securities)</b>		Cash
<b>Specific Regulation of SEBI (SAST) Regulations which has triggered</b>		Regulations 3(1), and 4 of the SEBI (SAST) Regulations

#### 4) DETAILS OF THE ACQUIRER AND PACs

DETAILS		ACQUIRER	TOTAL
<b>Name of the Acquirer /PAC</b>		Mr. Rajendra Kamalakant Chodankar	--
<b>Address of the Acquirer /PAC</b>		Flat No-I-702, Golden Square Co-operative Housing Society Limited, Off CST Road, Kalina, Santacruz (East), Vidyanagari, Mumbai – 400098, Maharashtra, India	--
<b>PAN</b>		AAFPC2966E	
<b>Name(s) of persons in control /promoters of Acquirer/ PACs where Acquirer/ PAC are companies</b>		N.A.	--
<b>Name of the Group, if any, to which the Acquirer/PAC belongs to</b>		None	--
<b>Pre-Transaction shareholding as on the date of the Public Announcement (A)</b>	<b>Number of Equity Shares</b>	Nil	Nil
	<b>% of total existing Equity Share Capital/ Expanded Voting Share Capital</b>		
<b>Proposed shareholding</b>	<b>Number of Equity Shares</b>	1,01,50,000	1,01,50,000

DETAILS		ACQUIRER	TOTAL
post-consideration of the allotment of the Preferential Shares (B)	% of total Expanded Voting Share Capital	74.50%	74.50%
Proposed shareholding after the acquisition of Offer Shares (C) (*Assuming full acceptance in this Offer)	Number of Equity Shares	34,00,500	34,00,500
	% of Expanded Voting Share Capital	24.96%* <i>Note: *In accordance with Regulation 7 (1) of the SEBI (SAST) Regulations, an open offer is mandated for at least 26.00 of the total shares of the target company. However, as on the date of this Public Announcement, the shareholding of the Public Shareholders of the Target Company, is 24.96% of the Expanded Voting Share Capital of the Target Company, therefore the Offer Shares represent 24.96% of the Voting Share Capital of the Target Company.</i>	24.96%* <i>Note: *In accordance with Regulation 7 (1) of the SEBI (SAST) Regulations, an open offer is mandated for at least 26.00 of the total shares of the target company. However, as on the date of this Public Announcement, the shareholding of the Public Shareholders of the Target Company, is 24.96% of the Expanded Voting Share Capital of the Target Company, therefore the Offer Shares represent 24.96% of the Voting Share Capital of the Target Company.</i>
Post transaction holding (A+B+C+D*) (*Assuming full acceptance in this Offer)	Number of Equity Shares	1,35,50,500	1,35,50,500
	% of Expanded Voting Share Capital	99.45%	99.45%
Any other interest in the Target Company	<p>With the exception of the following circumstances, the Acquirer maintains no other relations or interests with the Target Company:</p> <p>(a) As of the date of this Public Announcement, the Acquirer has proposed to settle third-party loans within the Target Company, offering to convert up to ₹6,00,00,000.00/- of the said loan into equity shares as per Chapter V of the SEBI (ICDR) Regulations. An amount of ₹1,50,00,000.00/- has already been advanced to the Target Company out of the total loan amount as of the date of the Public Announcement.</p> <p>(b) The Acquirer is designated as a Proposed Allottee in accordance with the Preferential Allotment, as outlined in the executed Share Subscription Agreement.</p> <p>(c) As of the date of this Public Announcement, the Acquirer has been appointed as an additional director of the Target Company.</p>		

**Notes:**

- 4.1. The Acquirer has not been prohibited by SEBI, from dealing in securities, in terms of directions issued by SEBI under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.
- 4.2. No person is acting in concert with the Acquirer for the purposes of this Offer. While persons may be deemed to be acting in concert with the Acquirer in terms of Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations (**'Deemed PACs'**), however, such Deemed PACs are not acting in concert with the Acquirer for the purposes of this Offer, within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations.
- 4.3. As per Regulation 38 of the SEBI (LODR) Regulations, read with Rule 19A of the SCRR, the Target Company is required to maintain at least 25.00% of the public shareholding, on continuous basis for listing. Pursuant to completion of this Offer, assuming full acceptance, the public shareholding in the Target Company reduces below the minimum level required as per the listing agreement entered into by the Target Company with the BSE Limited read with Rule 19A of the SCRR, the Acquirer hereby undertakes that the

Target Company shall satisfy the minimum public shareholding set out in Rule 19A of the SCRR in compliance with applicable laws, within the prescribed time.

## 5) DETAILS OF THE SELLING SHAREHOLDERS

Not Applicable, since this Offer is a triggered mandatory open offer in compliance with the provisions of Regulations 3 (1) and 4 of the SEBI (SAST) Regulation pursuant to the execution of the Share Subscription Agreement for acquisition of substantial number of equity shares, voting rights, and control over the Target Company. This Open Offer is not subject to any minimum level of acceptance.

## 6) TARGET COMPANY

<b>Name</b>	G.D. Trading and Agencies Limited
<b>Registered Office</b>	Unit-B/103-Bldg-B-Ansa Industrial Estate, Andheri East, Mumbai 400072, Mumbai, Mumbai, Mumbai - 400072, Maharashtra, India
<b>Contact Number</b>	22-66314181, 66314182
<b>Email Address</b>	<a href="mailto:gdta12000@gmail.com">gdta12000@gmail.com</a>
<b>PAN</b>	AABCG1991Q
<b>CIN</b>	L51900MH1980PLC022672
<b>ISIN</b>	INE713N01013
<b>Stock Exchange where listed</b>	BSE Limited
<b>Scrip Code for BSE Limited</b>	504346
<b>Scrip ID for BSE Limited</b>	GDTRAGN

## 7) OTHER DETAILS REGARDING THE OFFER

- 7.1. This Public Announcement is made in compliance with Regulation 13 (1) of the SEBI (SAST) Regulations.
- 7.2. The Acquirer has confirmed that the consummation of the Underlying Transaction is in compliance with the articles of association of the Target Company, as available on the website of the Ministry of Corporate Affairs as of date.
- 7.3. The Acquirer does not have an intention to delist the Target Company pursuant to this Offer.
- 7.4. The Detailed Public Statement to be issued pursuant to this Public Announcement in accordance with Regulations 13(4), 14 (3), and 15 (2) and other applicable regulations of the SEBI (SAST) Regulations shall be published in newspapers, within 5 Working Days of this Public Announcement, i.e., on or before Tuesday, April 30, 2024. The Detailed Public Statement shall, inter alia, contain details of the Offer including the detailed information of the Offer Price, the Acquirer, the Target Company, the Selling Promoter Shareholders, background to the Offer, relevant conditions under the Share Subscription Agreement, statutory approvals required for this Offer, details of financial arrangements, and such other terms and conditions as applicable to this Offer. The Detailed Public Statement will be published, as required by Regulation 14(3) of the SEBI (SAST) Regulations, in all editions of any one English national daily newspaper with wide circulation, any one Hindi national daily newspaper with wide circulation, any one regional language daily newspaper with wide circulation at the place where the registered office of the Target Company is situated, and any one regional language daily newspaper at the place of the stock exchange where the maximum volume of trading in the Equity Shares was recorded during the 60 trading days preceding the date of this Public Announcement i.e., Mumbai.
- 7.5. The completion of this Offer and the underlying transaction as envisaged under the Share Subscription Agreement is subject to the compliances with the provisions of SEBI (SAST) Regulations, and SEBI (ICDR) Regulations. Further, this Offer is subject to the terms and conditions mentioned in this Public Announcement, and the Offer Documents that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
- 7.6. The Acquirer has given an undertaking that he has adequate financial resources to meet the obligations under the SEBI (SAST) Regulations for the purpose of the Offer.
- 7.7. The Offer is not conditional upon any minimum level of acceptance in accordance with Regulation 19(1) of the SEBI (SAST) Regulations.
- 7.8. The Offer is not a competing offer in accordance with Regulation 20 of the SEBI (SAST) Regulations.
- 7.9. All the information pertaining to the Target Company in this Public Announcement has been obtained from publicly available sources or provided by the Target Company and the accuracy thereof related to all has not been independently verified by the Manager. The accuracy of such information has not been independently verified by the Manager to the Open Offer.
- 7.10. In this Public Announcement, all references to ₹ are references to the Indian Rupees.
- 7.11. In this Public Announcement, any discrepancy in any amounts as a result of multiplication or totaling is due to rounding off.

- 7.12. The Acquirer accepts full responsibility for the information contained in this Public Announcement (other than such information as has been obtained from public sources or provided by or relating to and confirmed by the Target Company and/or the Selling Promoter Shareholders) and undertakes that they he is aware of and will comply with their obligations under the SEBI (SAST) Regulations in respect of this Open Offer. The Acquirer will be responsible for ensuring compliance with the SEBI (SAST) Regulations.

**Issued by the Manager to the Offer**

**On Behalf of the Acquirer**



**Swaraj Shares and Securities Private Limited**

**Principal Place of Business:** Unit No 304, A Wing, 215 Atrium, Near Courtyard Marriot, Andheri East, Mumbai - 400093, Maharashtra, India

**Contact Person:** Mr. Tanmoy Banerjee/ Ms. Pankita Patel

**Contact Number:** +91-22-69649999

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

**Investor grievance Email Address:** [investor.relations@swarajshares.com](mailto:investor.relations@swarajshares.com)

**Corporate Identification Number:** U51101WB2000PTC092621

**SEBI Registration Number:** INM000012980

**Validity:** Permanent

**Place:** Mumbai

**Date:** Tuesday, April 23, 2024

**sd/-**  
**Mr. Rajendra Kamalakant Chodankar**  
**Acquirer**