

Saturday, April 27, 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 ('Target Company'), and Ms. Ira Mishra, the existing promoter of the Target Company ('Promoter') 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.

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.

In this regard in compliance with the provisions of Regulations 14 (3), 14 (4), 15 (2), and such other applicable provisions and in accordance with the requirements under the SEBI (SAST) Regulations, the Detailed Public Statement dated Saturday, April 27, 2024, for the aforesaid Offer has been published today, i.e., Saturday, April 27, 2024, in Financial Express (English daily) (All Editions), Jansatta (Hindi daily) (All Editions), Mumbai Lakshadeep (Marathi Daily) (Mumbai Edition), ('Newspapers') ('Detailed Public Statement') and a copy of one of the said e-Newspaper has been enclosed herewith for your kind perusal.

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

For Swaraj Shares and Securities Private Limited

Encl.: As above

Thankingyou

Swaraj Shares and Securities Private Limited

🙆 tanmoy@swarajshares.com

pankita@swarajshares.com

www.swarajshares.com

91 9874283532

+91 8097367132

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

DETAILED PUBLIC STATEMENT IN ACCORDANCE WITH THE PROVISIONS OF REGULATIONS 13(4), 14(3), AND 15(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, TO 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, India; Contact Number: 22-66314181, 66314182; Website: www.gdtal.com; Email Address: 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 Detailed Public Statement is being issued Swaraj Shares and Securities Private Limited, the Manager to the Offer, for and on behalf of Acquirer in compliance with the provisions of Regulations 3 (1), and 4 read with Re 14(3), and 15(2) of the SEBI (SAST) Regulations, pursuant to the public announcement dated Tuesday, April 23, 2024, which was electronically filed with Securities and Exchange Board of India, BSE Limited, the only stock exchange on which the Equity Shares of the Company are listed, and the Target Company at its registered office, in terms of Regulations 3(1) and 4 and other applicable Regulations of the SEBI (SAST) Regulations. The copy of the Public Announcement was SEBI, and to the Target Company on Wednesday, April 24, 2024, in terms of Regulations 14 (1) and 14 (2) of the SEBI (SAST) Regulations

DEFINITIONS AND ABREVIATIONS

For the purpose of this Detailed Public Statement, the following terms have the meaning assigned to them herein below: '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

'BSE' is the abbreviation for BSE Limited being the only stock exchange, where presently the Equity Shares of the Target Company are listed.

'Board of Directors' means the board of directors of the Target Company.

'Buying Broker' means Nikunj Stock Brokers Limited, the registered broker for this offer as appointed by Acquirer, through whom the purchases and the settlement of the offer shall be made.

'CIN' means Corporate Identification Number issued under the Companies Act, 1956/ 2013, and the rules made thereunder. 'DIN' means Director Identification Number issued and allotted under the Companies Act 1956/ 2013, and the rules made

'Escrow Agreement' refers to the Escrow Agreement, dated Tuesday, April 23, 2024, entered amongst and between Acquirer, Escrow Banker, and the Manger to the Offer 'Escrow Account' refers Escrow Account opened in accordance with Regulation 17 of the SEBI (SAST) Regulations, under

the name and style of 'GDTRADING - Open Offer Escrow Account' with Axis Bank Limited, the Escrow Banke 'Escrow Banker' refers Axis Bank Limited, with its operations from Sakinaka Branch located at Hyde Park, Ground Floor, Unit No 4, Opp Ansa industrial Estate SakiVihar Road, Mumbai - 400072, Maharashtra, India.

'Equity Shares' means fully paid-up equity shares of face value of ₹10.00/- each. '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° 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. 'Identified Date' means the date falling on the 10th Working Day prior to the commencement of the Tendering Period for the Offer, for the purposes of determining 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 expiry of the Tendering Period.

'ISIN' is the abbreviation for International Securities Identification Number.

'Issue Price' means a price of ₹12.00/- per Preferential Share.

'Manager' refers to Swaraj Shares and Securities Private Limited, the Manager to the Offer 'Newspapers' refers to Financial Express (English daily) (All India Edition), Jansatta (Hindi daily) (All India Edition), and Mumbai Lakshadweep (Marathi daily) (Mumbai Edition), wherein the Detailed Public Statement is being published in

accordance with the provisions of Regulation 14(3) of the SEBI (SAST) Regulations. '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 ₹12.00/- per Offer Share, to the Public Shareholders of the Target Company, payable in cash, assuming full acceptance aggregating to an amount of ₹4,08,06,000.00/- that will be offered to the Public Shareholders who validly tender their

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.

'Offer Documents' shall mean Public Announcement, 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 Manage

'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.

'Offer Price' means a price of ₹12.00/- per Offer Share, to the Public Shareholders of the Target Company, payable in o 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.

'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 'PAN' is the abbreviation for Permanent account number allotted under the Income Tax Act, 1961. '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 '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. 'Preferential Issue' means the preferential issue of 1,35,25,000 Equity Shares of the Target Company, made 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

oval of the members and other regulatory approvals, if any 'Preferential Issue to Acquirer' means out of the total Preferential Issue, the preferential issue of 1,01,50,000 Equity Shares 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. 'Promoter' means the existing promoter of the Target Company, in accordance with the provisions of Regulations 2 (1) (s).

n this case, namely being, Ms. Ira Mishra. '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.

and 2 (1) (t) of the SEBI (SAST) Regulations, read with Regulations 2 (1) (oo) and 2 (1) (pp) of the SEBI (ICDR) Regulations

'Registrar to the Offer' refers to Purva Sharegistry (India) Private Limited, the Registrar to the Offer

'Registrar to the Target Company' refers to Bigshare Services Private Limited, the Registrar to the Offer. 'SCRR' means Securities Contract (Regulation) Rules, 1957, as amended

'SEBI' means Securities and Exchange Board of India.

'SEBI (LODR) Regulations' means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendment thereto. 'SEBI (SAST) Regulations' means Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers)

Regulations, 2011 and subsequent amendment thereto. 'Selling Promoter Shareholders' means the existing promoters 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 Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018,

this case, namely being Ms. Poonam Suresh Kawar, Ms. Twinkle Jain, Mr. Suresh Dhanraj Kawarjain '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.

'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.

'Tendering Period' means the period which shall have the meaning ascribed to it under Regulation 2(1)(za) of the SEBI 'Underlying Transaction' refers to the transaction for acquisition of the Preferential Shares made to the Acquirer as

ed under the Share Subscription Agreement 'Working Day' refers to the day which shall have the meaning ascribed to it under Regulation 2(1)(zf) of the

DETAILS OF ACQUIRER, TARGET COMPANY, AND OFFER

INFORMATION ABOUT ACQUIRER

 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, with contact details '+91-9820145732', and chodankarrajendra399@gmail.com.

.2. The Acquirer has completed his post-graduation in the field of Inorganic Chemistry from Mumbai University in 1982 and is experienced in the field of manufacturing of System Integrator - Electro Optics Product. He is the Promoter, Chairman and CEO of RRP S4E Innovation Private Limited (RRP S4E), which is a technology consulting company. The Acquirer has additionally received Padmashri Nomination 2022, Nava Bharat Healthcare Awards 2021, Pioneer Awards 2021, Economic

Times Awards 2021 and Asia One Awards 2021. 1.3. The Acquirer has obtained DIN '00665008', and is currently serving as a Director in the following companies

	Company Name	Designation	CIN/FCRN	Original Date of appointment	Date of Appointment at Current Designation
	RRP Drones Innovation Private Limited	Promoter Director	U26515MH2024PTC420271	Wednesday, 28 February 2024	Wednesday, 28 February 2024
	RRP Electronics Limited	Promoter Director	U26209MH2024PLC419711	Wednesday, 21 February 2024	Wednesday, 21 February 2024
	FFS Industries Private Limited	Chief Executive Officer	U35990MH2019PTC328941	-	Monday, 2 December 2019
	Technology Options (India) Private Limited	Managing Director	U74910MH1999PTC119864	Thursday, 13 May 1999	Thursday, 13 May 1999
	RRP S4E Innovation Private Limited	Additional Director	U74999MH2018PTC304545	Tuesday, 14 December 2021	Tuesday, 14 December 2021
	Racho Precision Engineering Private Limited	Director	U28113MH2010PTC206295	Thursday, 6 August 2020	Thursday, 6 August 2020
	G.D. Trading and Agencies Limited	Additional Non- Executive Director	L51900MH1980PLC022672	Tuesday, April 23, 2024	Tuesday, April 23, 2024
4.	The Net Worth of Acquirer	as on Sunday. Mar	ch 31, 2024, is ₹20,01,83,501,0	0/- certified by Cha	artered Accountant Kalpesh

Khatri, bearing membership number '161768', proprietor at M/s. Kalpesh Khatri & Associates, Chartered Accountants bearing firm registration number '0139570W' having their office located 712, 7th Floor, 8 Wing, Damji Shamj Corporate Square Off Ghalkopar Andheri Link Road, Ghalkopar (East), Mumbai - 400075, Maharashtra, India, with contact details being '+91-9819-466388', Email Address being 'kalpesh@khaassociates.in' vide certificate dated Tuesday, April 23, 2024, has certified that sufficient resources are available with the Acquirer for fulfilling his Offer obligations in full.

1.5. As on date of this Detailed Public Statement, the Acquirer, has confirmed, warranted, and undertaken that: 1.5.1. The Acquirer does not hold any Equity Shares of the Target Company. However, pursuant to the execution of the Share Subscription Agreement, the Acquirer shall acquire 1,01,50,000 Equity Shares representing 74.50% of the of the Expanded Voting Share Capital of the Target Company. The Acquirer shall make an application to BSE Limited in accordance with the provisions of Regulation 31A(10) of SEBI (LODR) Regulations for his reclassification and will become the promoter of the Target Company subject to the compliance of the SEBI (LODR) Regulations.

1.5.2. With the exception of the following circumstances, the Acquirer maintains no other relations or interests with the Target

As of the date of the 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) Regulat 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

The Acquirer is designated as a Proposed Allottee in accordance with the Preferential Allotment, as outlined in the executed

As of the date of the Public Announcement, the Acquirer has been appointed as an additional director (non-executive director) of the Target Company. However, the Acquirer has undertaken that, he will abstain from participating in any Board or connected meetings and will not engage in any day-to-day activities of the Target Company. This commitment was specifically documented in the outcome of Board Meeting dated Tuesday, April 23, 2024, which is accessible electronically on BSE's website at https://www.bseindia.com/xml-data/corpfiling/AttachLive/babcd1f3-d1fd-4fdc-b8ca-f7f72a073e69.pdf]

1.5.3. The Acquirer does not belong to any group. 1.5.4. The Acquirer is not forming part of the present promoter and promoter group of the Target Company.

1.5.5. There are no directors representing the Acquirer on the board of the Target Company

1.5.6. The Acquirer has not been prohibited by SEBI from dealing in securities, in terms of the provisions of Section 11B of the SEBI Act or under any other Regulation made under the SEBI Act. The Acquirer has not been categorized nor is appearing in the Wilful Defaulter or a fraudulent borrower list issued by any bank, financial institution, or consortium thereof in accordance with the guidelines on wilful defaulters or fraudulent

borrowers issued by Reserve Bank of India. 1.5.8. The Acquirer is not declared as 'Fugitive Economic Offenders' under Section 12 of the Fugitive Economic Offenders Act, 2018 1.5.9. 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)(a)(1) of the SEBI (SAST) Regulations.

1.5.10. The Acquirer will not sell the Equity Shares of the Target Company, held, and acquired, if any, during the Offer period in

terms of Regulation 25(4) of the SEBI (SAST) Regulations. 1.5.11. 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.

1.5.12. Pursuant to the consummation of this Underlying Transactions and subject to compliance with the SEBI (SAST) Regulations, the Acquirer will acquire control over the Target Company and shall become the new promoter of the Target Company, subject to compliance with conditions specified in Regulation 31A of the SEBI (LODR) Regulations and Share

1.5.13. The Acquirer does not have an intention to delist the Target Company pursuant to this Offer

2. INFORMATION ABOUT THE SELLING PROMOTER SHAREHOLDERS

2.1. 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.

3. INFORMATION ABOUT THE TARGET COMPANY

(The disclosure mentioned under this section has been sourced from information published by the Target Company or provided by the Target Company or publicly available sources)

3.1. The Target Company was incorporated on May 28, 1980, under the provisions of Companies Act, 1956, bearing Corporate Identification Number 'L51900MH1980PLC022672' and there has been no change in the name of the Target Company since incorporation. The registered office of the Target Company is situated at Indian Mercantille Chambers, 3rd Floor, 14 R, Kamani Marg, Ballard Estate, Mumbai, Maharashtra, 400001 and the contact details of the Target Company, namely being, Email Address is 'gdtal2000@gmail.com', contact number is '+022-66314181,66314182' and website is 'www.gdtal.com'. Kindly note, as per the intimation for the Board Meeting dated Thursday, April 18, 2024, the Target Company is seek shareholders' approval for changing the name of the Target Company from 'G D Trading and Agencies Limited' to 'RRP Semiconductor Limited'. The said information was specifically documented in the intimation of Board Meeting dated Thursday, April 18, 2024, which is accessible electronically on BSE's website at https://www.bseindia.com/xml-data/corpfiling/AttachHis/ 63fbec93-403b-4e99-a3a2-c85e62e6938d.pdf. However, no firm decision has been taken in the Board Meeting conducted on Tuesday, April 23, 2024.

3.2. The Target Company has proposed to alter its object clause of Memorandum of Association with new object to the clause III

To carry on in India or elsewhere the business to manufacture, design, develop, formulate, buy, sell import, export or otherwise to deal in computers and a wide variety of other electronic products, personal computers, storage devices, and computer peripherals, audio and video equipment, semiconductors and other electronics components, and wired and wireless communications devices and designing and building of advance digital chips. However, the said alteration is subject to being in receipt of shareholders' approval in the general meeting, and necessary approvals from competent authorities. The said information was specifically documented in the intimation of Board Meeting dated Thursday, April 18, 2024, which is accessible electronically on BSE's website at https://www.bseindia.com/xml-data/

<u>corpfiling/AttachHis/63fbec93-403b-4e99-a3a2-c85e62e6938d.pdf</u>. However, no firm decision has been taken in the Board Meeting conducted on Tuesday, April 23, 2024. 3.3. The Equity Shares of the Target Company bearing International Securities Identification Number 'INE713N01013' are presently listed on the BSE bearing Scrip ID 'GDTRAGN' and Scrip Code '504346'. The Target Company has already established

connectivity with Central Depositories Services (India) Limited ('CDSL'), and National Securities Depository Limited ('NSDL') 3.4. The particulars of Share Capital of the Target Company are as follows

Sr. No. Particulars of Pre-Preferential Issue Paid-up Share Capital as on the Aggregate amount % of Voting of Equity Shares Share Capita Number of **Equity Shares** date of Public Annour **Authorized Share Capital** 2,50,000 ₹10.00/- ₹25,00,000.00/- 100.00% Equity Share capital ₹100.00/- ₹50,00,000.00/- 100.00% Total ₹75,00,000.00/-Issued, subscribed and paid-up Equity Share capital 1,00,000 ₹10.00/- ₹10,00,000.00/- 100.00% Equity Share capital ₹100.00/- ₹50,00,000.00/- 100.00% b. 11% Preference Share capital ₹60,00,000.00/-Aggregate amount % of Voting of Equity Shares Share Capital Particulars of Pre-Preferential Issue Face Value Paid-up Share Capital (subject to shareholder approval)* **Equity Shares** rized Share Capital 2,95,00,000 ₹10.00/- ₹29,50,00.000.00/- 100.00% Equity Share capita ₹100.00/-₹50.00.000.00/-100.00% b. 11% Preference Share capital~

a. Equity Share capital ₹10.00/- ₹13,62,50,000.00/- 100.00% ₹100.00/- ₹50,00,000.00/- 100.00% 50,000 b. 11% Preference Share capital-*However, the said alteration is subject to being in receipt of shareholders' approval in the general meeting, and necessar approvals from competent authorities.

₹30,00,00,000.00/-

(Amount in Lakhs except Equity Share Data)

(6.57)

(769.81)

(777.03)

(8.25)

(763.24)

~ Kindly note, as per the outcome for the Board Meeting dated Tuesday, April 23, 2024, the Target Company is seeking shareholders' approval for redemption of the existing 11% preference shares. The said information was specifically documented in the intimation of Board Meeting dated Tuesday, April 23, 2024, which is accessible electronically on BSE's website at <a href="https://www.bseindia.com/xml-data/corpfiling/AttachLive/811a10ad-8150-4a0e-based-ga b22f-067961032d94.pdf.

As on the date of this Detailed Public Statement, the Target Company doesn't have:

3.5.1. Any partly paid-up equity shares; 3.5.2. Outstanding instruments in warrants, or options or fully or partly convertible debentures/preference shares/ employee stock

options, etc., which are convertible into Equity Shares at a later stage; 3.5.3. Equity Shares which are forfeited or kept in abeyance;

Total

are encapsulated as under:

Earnings per Share (EPS)

3.5.4. Equity Shares that are subject to lock-in;

3.5.5. Outstanding Equity Shares that have been issued but not listed on any stock exchange. 3.5.6. The Equity Shares of the Target Company are infrequently traded on BSE within the meaning of explanation provided in

Regulation 2(j) of the SEBI (SAST) Regulations. 3.5.7. The extracts of the financial information based on the unaudited and limited reviewed financial statements for December 31, 2023, and September 30, 2023, and audited financial statements for Financial Years 2023, 2022, and 2021

audited and Limited Re Financial Statements Stub-Period* Financial Year ending March 31 2023 2022 2021 December 31, September 30, 2023 2023 Total Income-Net Earnings or Profit/(Loss) after tax (7.45)(6.88) (6.57) (8.25)

(6.88)

(783.91)

(7.45)

Net Worth *Not annualized 3.5.8. The present Board of Directors of the Target Company are as follows:

Sr. No.	Name of the Director	Date of Initial Appointment	DIN	Designation
a.	Ramesh Chandra Mishra	Wednesday, 31 January 2024	206671	Director
b.	Nitin Arvind Oza	Wednesday, 31 January 2024	3198502	Independent Director
C.	Avinash Ramshiromani Tiwari	Wednesday, 31 January 2024	5336563	Independent Director
d.	Sanghamitra Sarangi	Wednesday, 31 January 2024	8536750	Independent Director
e.	Sejal Dattaram Yerapale	Saturday, 03 September, 2022	08544413	Independent Director
a.	Rajendra Kamalakant	Tuesday, April 23, 2024	00665008	Additional Non

4. DETAILS OF THE OFFER

4.1. 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 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 aforesial 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.

The aforesaid transaction triggered the obligation to make a public announcement under Regulations 3(1) and 4 of the SE(SAST) Regulations read with Regulation 13 (1), 14, and 15 (1) of the SEBI (SAST) Regulations, 2011 on Tuesday, April 23, 2024. 4.2. This is a mandatory Offer for acquisition of up to 34,00,500 Offer Shares representing 24.96%* of the Expanded Voting Share Capital of the Target Company, made by the Acquirer at a price of ₹12.00/- per Offer Share. Assuming full acceptance, the total consideration payable by Acquirer under the Offer Price aggregates to ₹0,80,60,000.00/-, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations, that will be offered to the Public Shareholders who

the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations, that will be offered to the Public Shareholders who validly tender their Equity Shares in the Open Offer, subject to the terms and conditions set out in the Offer Documents. 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, thowever, 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.

4.3. 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 Detailed Public Statement and to be set out in the Offer Documents proposed to be issued in accordance with the SEBI (SAST) Regulations.

This Offer is being made under SEBI (SAST) Regulations, to all the Public Shareholders of the Target Company as on Thursday, May 30, 2024, as ascribed under the provisions of Regulation 7(6) of the SEBI (SAST) Regulations. 4.5. This Offer is a mandatory open offer and is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations.

4.6. This Offer is not a competitive bid in terms of the Regulation 20 of SEBI (SAST) Regulations. 4.7. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of Equity Shares of the Target Company.
4.8. There are no conditions as stipulated in the Share Subscription Agreement, the meeting of which would be outside

the reasonable control of Acquirer, and in view of which the Offer might be withdrawn under Regulation 23(1) of th SEBI (SAST) Regulations. 4.9 The Equity Shares of the Target Company will be acquired by Acquirer as fully paid up, free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and right

offer declared thereof. 4.10. The Manager does not hold any Equity Shares in the Target Company as on the date of appointment as Manager to the Offer. The Manager hereby declares and undertakes that, it shall not deal in the Equity Shares of the Target Company during the period commencing from the date of their appointment as Manager until the expiry of 15 Days from the date of their appointment. closure of this Offer.

4.11. To the best of the knowledge and belief of Acquirer, as on the date of this Detailed Public Statement, there are statutory or other approvals required to implement the Offer other than as indicated in Section VII of this Detailed Publi Statement. If any other statutory approvals are required or never used as indicated in Section VII or into Defailed Public Statement. If any other statutory approvals are required or become applicable prior to completion of the Offer, the Offer would be subject to the receipt of such other statutory approvals. Acquirer will not proceed with the Offer in the event such statutory approvals are refused in terms of Regulation 23 of the SEBI (SAST) Regulations. In the event of withdrawal, a public announcement will be made within 2 Working Days of such withdrawal, in the same Newspapers in which this Detailed Public Statement has been published and such public appropriate will also be seen to SEDI REST. Detailed Public Statement has been published and such public announcement will also be sent to SEBI, BSE, and to the Target Company at its registered office.

4.12. In case of delay in receipt of any statutory approval, Regulation 18(11) of the SEBI (SAST) Regulations shall be adher to i.e., extension of time to Acquirer for payment of consideration the shareholders of the Target Company shall be allowed subject to the Acquirer agreeing to pay interest at the rate of 10.00% per annum. Further, in terms of Regulation 18(11A) of the SEBI (SAST) Regulations, if the Acquirer would not be able to make payment to the shareholders on account of reasons other than delay in receipt of statutory approval, then the Acquirer shall pay interest at the rate of 10.00% per annum for the period of delay to all the shareholders whose Equity Shares have been accepted in this Offer. Further, in case the delay occurs because of wilful default by the Acquirer in obtaining statutory approval in time, the amount lying in the escrow account shall be forfeited and dealt in the manner as provided under Regulation 17(10)(e) of the SEBI (SAST)

4.13. Acquirer do not have any plans to alienate any significant assets of the Target Company whether by way of sale, least encumbrance or otherwise for a period of 2 years except in the ordinary course of business. 4.14. The Target Company's future policy for disposal of its assets, if any, within 2 (two) years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholder through Special Resolution passed by way of postal ballot and the notice for such postal ballot shall contain reasons as to why such alienation is necessary in terms of Regulation 25(2) of SEBI (SAST) Regulations.

4.15. This Detailed Public Statement is being published in the following newspapers:

Publication Language Financial Express English daily All Editions Hindi Daily All Editions Jansatta Marathi daily Mumbai Edition

4.16. The Public Shareholders who tender their Equity Shares in this Offer shall ensure that all the Equity Shares validly tendered by the Public Shareholders in this Offer are free from all liens, charges, and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof, and in accordance with the terms and conditions set forth in the Public Announcement, this Detailed Public Statement and as will be set out in the Letter of Offer, and the tendering Public Shareholders shall have obtained all necessary consents for it to sell the Offer Shares the foregoing basis.

4.17. If the aggregate number of Equity Shares validly tendered in this Offer by the Public Shareholders, is more than the Offer Size, then the Equity Shares validly tendered by the Public Shareholders will be accepted on a proportionate basis, in consultation with the Manager

4.18. In terms of Regulation 25(2) of SEBI (SAST) Regulations, Acquirer hereby undertake and declare that, they do not have any intention to alienate any material assets of the Target Company whether by way of sale, lease, encumbrance, or otherwise for the period 2 (two) years from the closure of this Offer, except (a) in the ordinary course of business of the Target Company; and (b) on account of regulatory approvals or conditions or compliance with any law that is binding on c

4.19. 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% public shareholding as determined in accordance with the SCRR, on a continuous basis for listing. Pursuant to completion of this Offer, assuming full acceptance, the public shareholding in the Target Company shall not reduce 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.

4.20. If Acquirer acquire Equity Shares of the Target Company during the period of 26 weeks after the Tendering Period at a price higher than the Offer Price, then Acquirer shall pay the difference between the highest acquisition price and the Offer Price, to all Public Shareholders whose Offer Shares have been accepted in the Offer within 60 days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is ade under another open offer under the SEBI (SAST) Regulations, or pursuant to Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, including subsequent amendments thereto, or open market purchases made in the ordinary course or

Regulations, 2021, including subsequent anientaments interest, or open market purchases made in the ordinary course on the stock exchange, not being negotiated acquisition of Equity Shares of the Target Company in any form.

4.21. The payment of consideration shall be made to all the Public Shareholders, who have tendered their Equity Shares in acceptance of the Offer within 10 Working Days of the expiry of the Tendering Period. Credit for consideration will be paid to the Public Shareholders who have validly tendered Equity Shares in the Offer by consect account payee cheques/pay order/demand drafts/electronic transfer. It is desirable that Public Shareholders provide bank details in the Form of Acceptance cum Acceptance of the Acceptance consecution of the consecution by the consecution of the Cons Acceptance cum Acknowledgement, so that the same can be incorporated in the cheques/demand draft/pay order.

4.22. All Public Shareholders including resident or non-resident shareholders (including NRIs, OCBs and FPIs) must obtain a requisite approvals required, if any, to tender the Offer Shares (including without limitation, the approval from RBI held by them) in this Offer and submit such approvals, along with the other documents required to accept this Open Offer. In the event such approvals are not submitted, the Acquirer and the PAC reserve the right to reject such Equity Shares tendered in this Offer. Further, if the holders of the Equity Shares who are not persons resident in India had required any approvals (including from the RBI, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Offer Shares held by them, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer and the PAC reserve the right to reject such Offer

BACKGROUND TO THE OFFER

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 loar extended by the Acquirer to the Target Company, and partially through cash payment. The acquisition of the Preferential Shares by the Acquirer is in accordance with the Share Subscription Agreement and is

will result in the change in control and management of the Target Company.

Upon consummation of the Underlying Transaction contemplated in the Share Purchase 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. 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 The details of Underlying Transaction as encapsulated as under:

Type of Transaction (direct/ indirect) | Preferential Issue pursuant to the Share Subscription Agreement

Mode of Transaction (Agreement/ Allotment/ Market purchase)		The execution of the Share Subscription Agreement dated Tuesday, Ap. 23, 2024, in pursuance of which the Acquirer has agreed to acquire 1,01,50,000 Preferential Shares, which constitutes 74.50% of the Expand 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 condition specified in the Share Subscription Agreement. The said Subscriptic Consideration will be partially offset against the loan extended by the Acquire to the Target Company, and partially through cash payment.	
Equity Shares / Voting rights	Number of Equity Shares	1,01,50,000 Preferential Shares	
acquired/ proposed to be Acquired	% vis-à-vis Total Voting Share Capital	74.50% of the Expanded Voting Share Capital	
Total Consideration for Equity Shares / Voting Rights acquired Mode of payment (Cash/ securities) Specific Regulation of SEBI (SAST) Regulations which has triggered		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 othe regulatory approvals, if any. The said Subscription Consideration will be partially offset against the loan extended by the Acquirer to the Targe Company, and partially through cash payment.	
		The said Subscription Consideration will be partially offset against the loa extended by the Acquirer to the Target Company, and partially through cas payment.	
		Regulations 3(1), and 4 of the SEBI (SAST) Regulations	
The existing Dremeter has irreveeably agreed to religation the management central of the Target Company in four		I to relinquish the management central of the Torget Company in favor of t	

The existing Promoter has irrevocably agreed to relinquish the management control of the Target Company in favor of the Acquirer, subject to the receipt of all the necessary approvals and the Acquirer completing all the Offer formalities. Upor completion of the Offer, the existing Promoter shall cease to be promoter of the Target Company and Acquirer shall become the new promoter of the Target Company, subject to compliance with conditions stipulated in Regulation 31A of the SEB (LODR) Regulations.

The prime object of this Offer is to acquire substantial Equity Shares and Voting Rights capital accompanied by control over the Target Company. The Acquirer intends to expand the Target Company's new business activities proposed to be carried on for commercial reasons and operational efficiencies. The Acquirer reserves the right to modify the present structure of the business in a manner which is useful to the larger interest of the shareholders. Any change in the structure that may be carried out, will be in accordance with applicable laws.

Kindly note, as per the outcome for the Board Meeting dated Tuesday, April 23, 2024, the Target Company is seekin shareholders' approval for changing the object of the Target Company, and the said information is specifical mentioned under Paragraph 3.2.

IV. EQUITY SHAREHOLDING AND ACQUISITION DETAILS

The current and proposed shareholding pattern of Acquirer in the Target Company and the details of the acquisition are as follows % of Voting Share Capital Shareholding as on the Public Announcement date Not Applicable Nil Not Applicable Announcement date and the Detailed Public 1.01.50.00 74.50% Equity Shares acquired through Share Purchase Agreement A4.96%.*

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 24.98% 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. 24.96%* Equity Shares proposed to be acquired in the Offer 34,00,500 1.35.50.500 Post-Offer Shareholding on diluted basis on 10 Working Day after closing of Tendering Period*

*Assuming all the Equity Shares which are offered are accepted in this Offer. AssparRegulation 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.

In terms of Regulation 18(2) of the SEBI (SAST) Regulations, the Letter of Offer will be issued within 7 Working Days fror the date of receipt of SEBI observations on the Draft Letter of Offer.

OFFER PRICE

The Equity Shares of the Target Company bearing International Securities Identification Number 'INE713N01013' are preselisted on the BSE bearing Scrip ID 'GDTRAGN' and Scrip Code '504346'. The trading turnover in the Equity Shares of the Target Company on BSE based on trading volume during the 12 calenda months prior to the month of Public Announcement (April 01, 2023, to March 31, 2024) have been obtained from

Stock Exchange	Total no. of Equity Shares traded during the 12 (twelve) calendar months prior to the month of Public Announcement	Total no. of listed Equity Shares	Trading turnover (as % of shares listed)
BSE Limited	No trades had been executed	1,00,000	Not Applicable
Based on the information provided above, the Equity Shares of the Target Company are infrequently traded on the BSI within the meaning of explanation provided in regulation 2(1)(i) of the SEBI (SAST) Regulations.			

FINANCIAL EXPRESS

The Offer Price of ₹12.00/- is justified in terms of Regulation 8 of the SEBI (SAST) Regulations, being more than highest the following:			
Sr. No.	Particulars	Price	
a)	Negotiated Price under the Share Subscription Agreement attracting the obligations to make a Public Announcement for the Offer	₹12.00/-	
b)	The volume-weighted average price paid or payable for acquisition(s) by Acquirer, during the 52 weeks immediately preceding the date of Public Announcement	Not Applicable	
c)	The highest price paid or payable for any acquisition by Acquirer, during the 26 weeks immediately preceding the date of Public Announcement	Not Applicable	
d)	The volume-weighted average market price of Equity Shares for a period of 60 trading days immediately preceding the date of Public Announcement as traded on BSE Limited where the maximum volume of trading in the Equity Shares of the Target Company are recorded during such period, provided such shares are frequently traded	Not Applicable	
e)	Where the Equity Shares are not frequently traded, the price determined by Acquirer and the Manager considering valuation parameters per Equity Share including, book value, comparable trading multiples, and such other parameters as are customary for valuation of Equity Shares	₹(783.92)/-	
f)	The per equity share value computed under Regulation 8(5) of SEBI (SAST) Regulations, if applicable	Not Applicable, since this is not an indirect acquisition of Equity Shares	

*Cost Accountant, Mr. Suman Kumar Verma, bearing Membership number '28453', IBBI Registered Valuer Registration number 'IBBI/RV/05/2019/12376' and having his office at Lane No. 10, Indra Park, Palam Colony, New Delhi - 110045 with the Email address being 'ipskverma@gmail.com', through his valuation report dated Tuesday, April 23, 2024, has certified that the fair value of the Equity Share of Target Company is ₹(783.92)/- per Equity Share.

In view of the parameters considered and presented in the table above, in the opinion of Acquirer and Manger to the Offer the Offer Price of ₹12.00/- per Offer Share being the highest of the prices mentioned above is justified in terms of Regulation 8 (2) of the SEBI (SAST) Regulations and is payable in cash.

Regulation of (2) of the SEB (3AST) Regulations and is payable in cash.

Based on the confirmation provided by Target Company and based on the information available on the website of the BSE Limited, since the date of the Public Announcement, there have been no corporate actions by the Target Company warranting adjustment of the relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations. warraining adjustment of the relevant price parameters under regulation (s) of the SEB (SAST) Regulations. The Offer Price may be adjusted in the event of any corporate actions like bonus, rights issue, stock split, consolidation, dividend, demergers, reduction, etc. where the record date for effecting such corporate actions falls between the date of this Detailed Public Statement up to 3 Working Days prior to the commencement of the Tendering Period, in accordance with Regulation 8 (9) of the SEBI (SAST) Regulations. However, no adjustment shall be made for dividend with a record date falling during such period except where the dividend per share is more than 50.00% higher than the average of the dividend per share paid during the 3 Financial Years preceding the date of Public Announcement.

per share paid during the 3 Financial Years preceding the date of Public Announcement.

As on date of this Detailed Public Statement, there has been no revision in the Offer Price or to the size of this Offer as on the date of this Detailed Public Statement. In case of any revision in the Offer Price or Offer Size, the Acquirer would comply with Regulation 18 and all other applicable provisions of SEBI (SAST) Regulations. Ho Offer Price or the Offer Size may be revised at any time prior to the commencement of the last 1 Working Day before the commencement of the Tendering Period. In the event of such revision: (a) the Acquirer shall make corresponding increases to the Escrow Amount; (b) make a public announcement in the same Newspapers in which the Detailed Public Statement has been published; and (c) simultaneously with the issue of such public announcement, inform SEBI, BSE Limited, and the Target Company at its registered office of such public announcement.

such revision.

In the event of acquisition of the Equity Shares by the Acquirer during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirer and the PAC shall: (a) make corresponding increases to the Escrow Amount; (b) make a public announcement in the same Newspapers in which the Detailed Public Statement has been published; and (c) simultaneously with the issue of such public announcement, inform SEBI, BSE Limited, and the Target Company at its registered office of such revision. However, the Acquirer shall not acquire any Equity Shares after the 3" Working Day prior to the commencement of the Tendering Period of this Offer.

Iendenng Period of this Offer and until the expiry of the Tendenng Period of this Offer.

If the Acquirer acquires Equity Shares of the Target Company during the period of 26 weeks after the Tendering Period at a price higher than the Offer Price, the Acquirer will pay the difference between the highest acquisition price and the Offer Price, to all Public Shareholders whose Equity Shares has been accepted in the Open Offer within 60 days from the date of such acquisition. However, no such difference shall be paid if such acquisition is made under another Open Offer under SEBI (SAST) Regulations, or pursuant to Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, or open market purchases made in the ordinary course on the stock exchange, not being negotiated acquisition of Equity Shares of the Target Company in any form.

FINANCIAL ARRANGEMENTS

FINANCIAL ARRANGEMENTS
In terms of Regulation 25(1) of the SEBI (SAST) Regulations, Acquirer has adequate financial resources and have made firm financial arrangements for the implementation of the Offer in full out of their own sources/ Net-worth and no borrowings from any Bank and/ or Financial Institutions are envisaged. Chartered Accountant Kalpesh Khatri, bearing membership number '161768', proprietor at Mrs. Kalpesh Khatri & Associates, Chartered Accountant Kalpesh Khatri, bearing membership number '0139570W' having their office located 712, 7th Floor, 8 Wing, Damji Shamj Corporate Square Off Chalkopar Andheri Link Road, Ghatkopar (East), Mumbai - 400075, Maharashtra, India, with contact details being '+91-9819-466388', Email Address being 'kalpesh@khaassociates.in' vide certificate dated Tuesday, April 23, 2024, certified that sufficient resources are available with Acquirer for fulfilling his Offer obligations in full.

The maximum consideration payable by Acquirer to acquire up to 34,00,500 Offer Shares representing 24,96%* of the Voting Share Capital of the Target Company, at an offer 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/-. In accordance with Regulation 17 of the SEBI (SAST) Regulations, Acquirer has opened an Escrow Account under the name and style of 'GD TRADING - OPEN OFFER ESCROW ACCOUNT' with Axis Bank Limited and has deposited ₹1,03,00,000.00/- i.e., more than 25.00% of the total consideration payable in the Offer, assuming full acceptance.

Orler, assuming full acceptance.

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.

The Manager is duly authorized to operate the Escrow Account to the exclusion of all others and has been duly empowered to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.

The Acquirer has confirmed that he has, and he will continue to have, and maintain sufficient means and firm arrangements to enable compliance with payment obligations under the Open Offer.

In case of upward revision of the Offer Price and/or the Offer Size, the Acquirer would deposit appropriate additional amount into an Escrow Account to ensure compliance with Regulation 18(5) of the SEBI (SAST) Regulations, prior to effecting such revision.

Based on the aforesaid financial arrangements and on the confirmations received from the Escrow Banker and the Chartered Accountant, the Manager is satisfied about the ability of Acquirer to fulfill the obligations in respect of this Offer in accordance with the provisions of SEBI (SAST) Regulations.

VII. STATUTORY AND OTHER APPROVALS

As of the date of this Detailed Public Statement, to the knowledge of Acquirer, there are no statutory approvals required to complete this Offer. However, in case of any such statutory approvals are required by Acquirer at a later date before the expiry of the Tendering Period, this Offer shall be subject to such approvals and Acquirer shall make the necessary applications for such clastical approach. The salient features of the Share Subscription Agreement are set out as below:

2.1. 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 ₹12,18,00,00.00/-("Subscription Consideration"), subject to the statutory approvals, if any, and satisfaction of conditions specified in the Share Subscription Agreement.

2.2. The said Subscription Consideration will be partially offset against the loan extended by the Acquirer to the Target Company, and partially through cash payment.
 3. The Share Subscription Agreement also contains customary terms and conditions such as confidentiality, representations, and warranties, non-solicit obligations in respect of the Selling Promoter Shareholders, etc.

2.4. The Preferential Shares shall be subjected to lock-in in accordance with the provisions of SEBI (ICDR) Regulations

2.4. The Preferential Shares shall be subjected to lock-in in accordance with the provisions of SEBI (ICDR) Regulations.
2.5. 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.
2.6. 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 or reclassification from the Promoter category to the Public Category in accordance with the provisions of SEBI (SAST) Regulations, read with SEBI (LODR) Regulations.

. The Acquirer and the Promoter have agreed to abide by their obligations as contained in the SEBI (SAST) Regulations. . The Acquirer and the Promoter have agreed to abide by their obligations as contained in the SEBI (SAST) Regulations. All Public Shareholders, including non-residents holders of Equity Shares, must obtain all requisite (approvals required, if any, to tender the Offer Shares (including without limitation, the approval from the Reserve Bank of India) and submit such approvals, along with the other documents required to accept this Offer. In the event such approvals are not submitted, Acquirer reserve the right to reject such Equity Shares tendered in this Offer. Puther, if the holders of the Equity Shares who are not persons resident in India had required any approvals (including from the Reserve Bank of India, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Offer Shares, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, Acquirer reserves the right to reject such Offer Shares. The Acquirer shall complete all procedures relating to payment of consideration under this Offer within a period of 10 Working Days from the date of expiry of the Tendering Period to those Public Shareholders who have tendered Equity Shares and are found valid and are accepted for acquisition by Acquirer.

In case of delay in receipt of any statutory approval, SEBI may, if satisfied that delayed receipt of the requisite approvals was not due to any wilful default or neglect of Acquirer or the failure of Acquirer to diligently pursue the application for the approval, grant extension of time for the purpose, subject to Acquirer agreeing to pay interest to the Public Shareholders as directed by SEBI, in terms of Regulation 18(11) of the SEBI (SAST) Regulations. Further, if delay occurs on account of wilful default by Acquirer in obtaining the requisite approvals, Regulation 17(9) of the SEBI (SAST) Regulations will also become applicable and the amount lying in the Escrow Account shall become liable for forfeiture. and the amount rying in the Escrow Account shall become liable for foreiture.

In terms of Regulation 23(1) of the SEBI (SAST) Regulations, if the approvals mentioned in Section VII are not satisfactorily complied with or any of the statutory approvals are refused, Acquirer has a right to withdraw the Offer. In the event of withdrawal, Acquirer (through the Manager), shall within 2 Working Days of such withdrawal, make an announcement stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations, in the same newspapers in which the Detailed Public Statement was published, and such announcement will also be sent to SEBI, BSE Limited, and the Target Company at its registered office.

Limited, and the larget Company at its registered office.

By agreeing to participate in this Offer (i) the holders of the Equity Shares who are persons resident in India and the (ii) the holders of the Equity Shares who are persons resident outside India (including NRIs, OCBs and FPIs) give the Acquirer, the authority to make, sign, execute, deliver, acknowledge and perform all actions to file applications and regulatory reporting, if required, including Form FC-TRS, if necessary and undertake to provide assistance to the Acquirer for such regulatory filings, if required by the Acquirer.

VIII. TENTATIVE SCHEDULE OF ACTIVITY

Tentative (Day and Date) Date of issue of the Public Announcement Tuesday, April 23, 2024 Saturday, April 27, 2024 Date for publication of Detailed Public Statement in the newspapers
 Last date for publication of Detailed Public Statement in the newspapers
 Last date for filing of the Draft Letter of Offer with SEBI Tuesday, April 30, 2024 Monday, May 06, 2024 Last date for public announcement for a Competing Offer
 Last date for receipt of SEBI observations on the Draft Letter of Offer (in the every content of the con Monday, May 20, 2024 Tuesday, May 28, 2024 SEBI has not sought clarifications or additional information from the Manager Thursday, May 30, 2024 Last date by which the Letter of Offer after duly incorporating SEBI's comments to the Draft Letter of Offer, is required to be dispatched to the Public Shareholders Thursday, June 06, 2024 whose names appear on the register of members on the Identified Date

Last Date by which the committee of the independent directors of the Target Tuesday, June 11, 2024 P. Last Date by which the committee of the independent directors of the Target Company shall give its recommendation on the Offer to the Public Shareholders
 Last date for upward revision of the Offer price/Offer size
 Last date of publication of the Offer opening public announcement, announcing the schedule of activities of this Offer, status of statutory and other approvals, if any, and procedure for tendering acceptances, in the newspapers in which this Detailed Public Statement has been published
 Date of commencement of Tendering Period ('Offer Opening Date')
 Date of expiry of Tendering Period ('Offer Olosing Date')
 Date of expiry of Tendering Period ('Offer Closing Date')
 Date by which all requirements including payment of consideration, rejection/acceptance and return of Equity Shares to the Public Shareholders of the Target Company whose Equity Shares have been rejected in this Offer

*Identified Date is only for the purpose of determining the Public Shareholders as on such date to whom the Letter of Offer would be sent in accordance with the SEBI (SAST) Regulations. It is clarified that all the Public Shareholders (even if they acquire Equity Shares and become shareholders of the Target Company after the Identified Date) are eligible to participate in this Offer and the Target and Participate in this Offer and Participate in the this Offer any time during the Tendering Period.

Note: The above timelines are indicative (prepared based on timelines provided under the SEBI (SAST) Regulations) and are subject to receipt of statutory/regulatory approvals and may have to be revised accordingly. To clarify, the actions set out above may be completed prior to their corresponding dates subject to compliance with the SEBI (SAST) Regulations;

IX PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON-RECEIPT OF LETTER OF OFFER

PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON-RECEIPT OF LETTER OF OFFER

The Open Offer will be implemented by the Acquirer through the Stock Exchange Mechanism made available by the BSE in the form of a separate window ('Acquisition Window'), in accordance with SEBI (SAST) Regulations and the SEBI Circular CIR/CPD/POLICYCELL/1/2015 dated April 13, 2015, as amended from time to time, read with the SEBI Circular CIR/P/2016/131 dated December 9, 2016, as amended from time to time and SEBI Circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 ('Acquisition Window Circulars'). As per SEBI Circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, as amended from time to time and SEBI master circular SEBI/HO/CFD/DCP-III/CIR/P/2023/31 dated February 16, 2023, as amended from time to time and notices/ guidelines issued by BSE and the Clearing Corporation in relation to the mechanism/ process for the acquisition of shares through the stock exchange pursuant to the tender offers under takeovers, buy back and delisting, as amended and updated from time to time ('Acquisition Window Circulars'). The facility for acquisition of Equity Shares through the stock exchange mechanism pursuant to the Offer shall be available on BSE in the form of the Acquisition Window.

As per the provisions of Requilation 40(1) of the SEBI (LODR) Requilations and SEBI's press release dated December 03.

As per the provisions of Regulation 40(1) of the SEBI (LODR) Regulations and SEBI's press release dated December 03, 2018, bearing reference number '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 April 01, 2019. However, in accordance with SEBI bearing reference number 'SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 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 are eligible to tender their Equity Shares in this Offer as per the provisions of the SEBI (SAST) Regulations.

Equity Shares in this Offer as per the provisions of the SEBI (SAST) Regulations.

All Public Shareholders, registered or unregistered, holding the Equity Shares in dematerialized form or holding locked-in Equity Shares are eligible to participate in this Offer at any time during the period from the Offer Opening Date and Offer Closing Date before the closure of the Tendering Period. All Public Shareholders who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company 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 this Offer. The accidental omission to send the Letter of Offer to any person to whom the Offer is made or the non-receipt or delayed receipt of the Letter of Offer by any such person will not invalidate the Offer in any way.

The Offer will be implemented by the Target Company through Stock Exchange Mechanism made available by BSE Limited in the form of a separate window as provided under the SEBI (SAST) Regulations read with Acquisition Window Circulars.

BSE Limited shall be the Designated Stock Exchange for the purpose of tendering Offer Shares in the Offer. The Acquisition Window will be provided by the Designated Stock Exchange for the purpose of tendering Offer Shares in the Offer. The Acquisition Window will be provided by the Designated Stock Exchange to facilitate placing of sell orders. The Selling Broker can enter orders for dematerialized Equity Shares. Before placing the bid, the concerned Public Shareholder/Selling Broker would be required to transfer the tendered Equity Shares to the special account of Indian Clearing Corporation Limited (*Clearing Corporation*), by using the settlement number and the procedure prescribed by the Clearing Corporation.

The Acquirer has appointed Nikunj Stock Brokers Limited as the registered broker (Buying Broker) for the Open Offer, through whom the numbers and the settlement of the Offer shall be made. The contact details of the Buying Broker are as

through whom the purchases and the settlement of the Offer shall be made. The contact details of the Buying Broker are as mentioned below:				
	Name	Nikunj Stock Brokers Limited		
	Address	A-92, Ground Floor, Left Portion, Kamla Nagar, New Delhi-110007, India		
	Contact Number	+91-011-47030017 -18		
E-mail Address complianceofficer@nikunjonlin		complianceofficer@nikunjonline.com		
	Contact Person	Mr. Pramod Kumar Sultania		

All Public Shareholders who desire to tender their Equity Shares under the Offer would have to intimate their respective stockbrokers ('Selling Brokers') within the normal trading hours of the secondary market, during the Tendering Period. The cumulative quantity tendered shall be displayed on Designated Stock Exchange's website (https://www.bseindia.com/throughout the trading session at specific intervals by Designated Stock Exchange during the Tendering Period. Equity Shares should not be submitted / tendered to the Manager, the Acquirer, or the Target Company

Equity Snares should not be submitted? I rendered to the Manager, the Acquirer, or the larget company. THE DETAILED PROCEDURE FOR TENDERING THE EQUITY SHARES IN THE OFFER WILL BE AVAILABLE IN THE LETTER OF OFFER THAT WOULD BE MAILED OR COURIERED TO THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY AS ON THE IDENTIFIED DATE. KINDLY READ IT CAREFULLY BEFORE TENDERING THE EQUITY SHARES ONCE TENDERED IN THE OFFER CANNOT BE WITHDRAWN BY THE PUBLIC SHAREHOLDERS.

XI. OTHER INFORMATION The Acquirer accepts full and final responsibility for the information contained in the Public Announcement and the Detailed Public Statement and for his obligations as laid down in SEBI (SAST) Regulations. All information pertaining to the Target Company has been obtained from (i) publicly available sources; or (ii) any information provided or confirmed by the Target Company, and the accuracy thereof has not been independently verified by the Manager.

The Acquirer, and the Manager to the Open Offer do not accept any responsibility with respect to such information relating to the Target Company.

Acquirer has appointed Purva Sharegistry (India) Private Limited, as the Registrar, having office at Unit No. 9, Ground Floor, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel East, Mumbai - 400 011, Maharashtra, India, bearing contact details such as contact number '022-2301-2518/261', Email Address' support@purvashare.com' and website 'www.purvashare.com'. The Contact Person, Ms. Deepali Dhuri can be contacted from 10:00 a.m. (Indian Standard Time) to 5:00 p.m. (Indian Standard Time) on working days (except Saturdays, Sundays, and all public holidays), during the Tendering Period.

Pursuant to Regulation 12 of the SEBI (SAST) Regulations, Acquirer has appointed Swaraj Shares and Securities Private Limited as the Manager.

In this Detailed Public Statement, any discrepancy in any table between the total and sums of the amount listed is due to rounding off and/or regrouping

In this Detailed Public Statement, all references to ₹' or 'Rs.' or 'INR' are references to the Indian Rupee(s).

This Detailed Public Statement will be available and accessible on the website of the Manager at www.swarajshares.con and is also expected to be available on the website of SEBI at www.sebi.gov.in and BSE at www.bseindia.com.

Issued by the Manager to the Open Offer on Behalf of Acquirer

SWARAJ

Nednesday, June 12, 202

Thursday, June 13, 2024

Thursday, June 27, 2024

Swaraj Shares and Securities Private Limited
Principal Place of Business: Unit No 304, A Wing, 215 Atrium, Near Courtyard Marriot, Andheri East, Mumbai - 400093,
Mehapsphate Ledis

Contact Person: Tanmoy Banerjee/ Pankita Patel Contact Number: +91-22-69649999

Email Address: lakeover@swaraishares.com
Investor grievance Email Address: investor.relations@swaraishares.com
Corporate Identification Number: lations@swaraishares.com
Corporate Identification Number: lations.com
Corporate Identification Number: l

Validity: Permanent

Place: Mumbai Date: Friday, April 26, 2024 Mr. Rajendra Kamalakant Chodanka