

**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**

Open Offer for acquisition of up to 25,500 (Twenty-Five Thousand Five Hundred) Equity Shares, representing 25.50% (Twenty-Five Point Five Zero Percent)* of the Voting Share Capital of G D Trading and Agencies Limited, at an offer price of Rs.12.00/- (Rupees Twelve Only) per Offer Share, to the Public Shareholders of the Target Company, by Ms. Ira Ramesh Mishra, 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% (Twenty-Six Percent) 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 25.50% (Twenty-Five Point Five Zero Percent) of the total Equity Shares, therefore the Offer Shares represent 25.50% of the 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 (“Manager”), 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 (“Public Announcement” or “PA”).

1) DEFINITIONS AND ABBREVIATIONS

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

“Acquirer” refers to Ms. Ira Ramesh Mishra d/o Mr. Ramesh Mishra, aged 25 years, Indian Resident, bearing Permanent Account Number ‘DDGPM0606E’ under the Income Tax Act, 1961, resident at 1204, T-6, Emerald Isle, Powai, Saki Vihar Road, L&T Gate No.6, Mumbai - 400072, Maharashtra, India.

“Equity Shares” shall mean the fully paid-up equity shares of the face value of Rs.10.00/- (Rupees Ten Only) each.

“Identified Date” means the date falling on the 10th (Tenth) 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.

“Negotiated Price” means the negotiated price arrived at Rs.12.00/- (Rupees Twelve Only) per Sale Share, aggregating to an amount of Rs.8,94,000.00/- (Rupees Eight Lakhs Ninety-Four Thousand Only) for the sale of 74,500 (Seventy-Four Thousand Five Hundred) Equity Shares, representing 74.50% (Seventy-Four Point Five Zero Percent) of the Voting Share Capital of the Target Company, by Selling Promoter Shareholders to the Acquirer, pursuant to the execution of the Share Purchase Agreement.

“Offer” means an open offer being made by the Acquirer for acquisition of up to 25,500 (Twenty-Five Thousand Five Hundred) Equity Shares, representing 25.50% (Twenty-Five Point Five Zero Percent)* of the Voting Share Capital of the Target Company, at an offer price of Rs.12.00/- (Rupees Twelve Only) per Equity 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 Rs.3,06,000.00/- (Rupees Three Lakhs Six Thousand Only).

Note: *In accordance with Regulation 7 (1) of the SEBI (SAST) Regulations, an open offer is mandated for at least 26.00% (Twenty-Six Percent) 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 25.50% (Twenty-Five Point Five Zero Percent) of the total Equity Shares, therefore the Offer Shares represent 25.50% of the Voting Share Capital of the Target Company.

“Offer document” 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 Manager.

“Voting Share Capital” means the total voting equity share capital of the Target Company on a fully diluted basis as of the tenth (10th) Working Day from the closure of the tendering period of the Open Offer.

“Offer Period” means the period from the date of entering into an agreement, to acquire the Sale Shares, and Voting Share Capital in, or control over, the Target Company requiring a Public Announcement or the date on which the Public Announcement was issued by the Acquirer, i.e., Friday, November 10, 2023, 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.

“Promoter/ 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 SEBI (ICDR) Regulations, in this case, namely being, Ms. Rekha Ravindrakumar Ruia, Mr. Shekhar Somani, Ms. Nitya Somani, and M/s Ceres Company Private Limited.

“Public Shareholders” shall mean all the public shareholders of the Target Company who are eligible to tender their Equity Shares in the Open Offer, excluding the Acquirer, the existing members of the promoter and promoter group of the Target Company, and the parties to the Share Purchase Agreement including persons deemed to be acting in concert with such parties to the Share Purchase Agreement;

“Sale Shares” shall mean 74,500 (Seventy-Four Thousand and Five Hundred) Equity Shares, representing 74.50% (Seventy- Four Point Five Zero Percent) of the Voting Share Capital of the Target Company.

“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.

“Share Purchase Agreement/SPA” refers to the share purchase agreement dated Friday, November 10, 2023, executed between the Acquirer and the Selling Promoter Shareholders, pursuant to which the Acquirer has agreed to acquire 74,500 (Seventy-Four and Five Hundred) Equity Shares, representing 74.50% (Seventy-Four Point Five Zero Percent) of the Voting Share Capital of the Target Company from the Selling Promoter Shareholders at a price of Rs.12.00/- (Rupees Twelve Only) per Sale Share, aggregating to an amount of Rs.8,94,000.00/- (Rupees Eight Lakhs Ninety-Four Thousand Only).

“Target Company” refers to the G.D. Trading and Agencies Limited or GDTRAGN bearing corporate identity number ‘L51900MH1980PLC022672’, with its registered office located at Indian Mercantile Chambers, 3rd Floor, 14 R, Kamani Marg, Ballard Estate, Mumbai - 400001, Maharashtra, India.

“Tendering Period” means the period which shall have the meaning ascribed to it under Regulation 2(1)(za) of the SEBI (SAST) Regulations.

“Underlying Transaction” refers to the transaction for sale and purchase of the Sale Shares as contemplated under the Share Purchase Agreement.

“Working Day” refers to the day which shall have the meaning ascribed to it under Regulation 2(1)(zf) of the SEBI (SAST) Regulations.

2) OFFER DETAILS

Offer Size	Up to 25,500 (Twenty-Five Thousand Five Hundred) Equity Shares representing 25.50% (Twenty-Five Point Five Zero Percent)* of the 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% (Twenty-Six Percent) 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 25.50% (Twenty-Five Point Five Zero Percent) of the total Equity Shares, therefore the Offer Shares represent 25.50% (Twenty-Five Point Five Zero Percent) of the Voting Share Capital of the Target Company.</i>
Offer Price / Consideration	The Offer is being made at a price of Rs.12.00/- (Rupees Twelve Only) per Offer Share. The Equity Shares of the Target Company are not frequently traded within the meaning 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 Regulation 8 (2) (e) 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 Rs.3,06,000.00/- (Rupees Three Lakhs and Six Thousand Only).
Mode of Payment	The Offer Price 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.
Type of Offer	This Offer is a triggered mandatory open offer in compliance with Regulations 3 (1) and 4 of the SEBI (SAST) Regulation pursuant to the execution of the Share Purchase Agreement.

3) TRANSACTION WHICH HAS TRIGGERED THE OFFER OBLIGATIONS (UNDERLYING TRANSACTION)

Type of Transaction (direct/ indirect)	The Underlying Transaction involves a direct acquisition of 74,500 (Seventy-Four Thousand and Five Hundred) Equity Shares, representing 74.50% (Seventy-Four Point Five Zero Percent) of the Voting Share Capital of the Target Company at a negotiated price of Rs.12.00/- (Rupees Twelve Only) per Equity Share from the Selling Promoter Shareholders of the Target Company.	
Mode of Transaction (Agreement/ Allotment/Market purchase)	The Acquirer and the Selling Shareholders, have entered into and executed a Share Purchase Agreement as on the date of the Public Announcement, in pursuance of which the Acquirer has agreed to acquire 74,500 (Seventy-Four Thousand and Five hundred) Equity Shares, representing 74.50% (Seventy-Four Point Five Zero Percent) of the Voting Share Capital of the Target Company at a price of Rs.12.00/- (Rupees Twelve Only), in accordance with the terms of the Share Purchase Agreement. Consequently, the Acquirer shall acquire substantial Voting Share Capital along with complete control over the management of the Target Company after the successful completion of this Offer.	
Equity Shares / Voting rights acquired/ proposed to be Acquired	Number of Equity Shares	74,500 (Seventy-Four Thousand and Five Hundred)
	% vis-à-vis Total Voting Share Capital	74.50% (Seventy-Four Point Five Zero Percent)
Total Consideration for Equity Shares / Voting Rights acquired	Rs.8,94,000.00/- (Rupees Eight Lakhs Ninety-Four Thousand Only)	
Mode of payment (Cash/ securities)	Cash	
Regulation which has triggered	Regulations 3(1) and 4 of the SEBI (SAST) Regulations	

Note:

Since the Acquirer has entered into a Share Purchase Agreement to acquire voting rights in excess of 25.00% (Twenty-Five Percent) of the Equity Share capital and control over the Target Company, this Offer is being made under Regulations 3(1) and 4 of the SEBI (SAST) Regulations. Pursuant to the consummation of the Underlying Transaction and subject to compliance with the SEBI (SAST) Regulations, the Acquirer will acquire sole control over the Target Company and shall become a promoter of the Target Company including in accordance with the provisions of SEBI (LODR) Regulations.

Upon completion of the Offer, the existing Selling Promoter Shareholders shall cease to be promoters of the Target Company and the Acquirer shall be the new promoter of the Target Company, subject to compliance with conditions specified in Regulation 31A of the SEBI (LODR) Regulations.

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

4) DETAILS OF THE ACQUIRER AND PACs

DETAILS	ACQUIRER
Name of the Acquirer /PAC	Ms. Ira Ramesh Mishra
Address of the Acquirer /PAC	1204, T-6, Emerald Isle, Powai, Saki Vihar Road, L&T Gate No.6, Mumbai - 400072, Maharashtra, India.
PAN	DDGPM0606E
Name(s) of persons in control /promoters of Acquirer/ PACs where Acquirer/ PAC are companies	Not Applicable

DETAILS		ACQUIRER
Name of the Group, if any, to which the Acquirer /PAC belongs to		None
Pre-Transaction shareholding (A)	Number of Equity Shares	Nil
	% of total existing Equity Share Capital/ Voting Share Capital	Nil
Proposed shareholding after the acquisition of Sale Shares which triggered the Open Offer (B)	Number of Equity Shares	74,500 (Seventy-Four Thousand and Five Hundred)
	% of total existing Equity Share Capital/ Voting Share Capital	74.50% (Seventy-Four Point Five Zero Percent)
Proposed shareholding after the acquisition of Offer Shares (Assuming full acceptance) (C)	Number of Equity Shares	25,500 (Twenty-Five Thousand Five Hundred)
	% of total existing Equity Share Capital/ Voting Share Capital	25.50% (Twenty- Five Point Five Zero Percent)
Post transaction holding (A+B+C)	Number of Equity Shares	1,00,000 (One Lakh)
	% of total existing Equity Share Capital/ Voting Share Capital	100.00% (Hundred Percent)
Any other interest in the Target Company		As of the date of this Public Announcement, except for the execution of the Share Purchase Agreement, the Acquirer does not have any interest or any other relationship with the Target Company.

Notes:

- (a) 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.
- (b) In terms of the Share Purchase Agreement, in the event pursuant to the Offer, the public shareholding in the Target Company falls below the minimum public shareholding under Rule 19A of the Securities Contracts (Regulation) Rules, 1957 (“MPS”), then the Acquirer would undertake a sale of such number of Equity Shares of the Target Company to ensure compliance with the MPS.

5) DETAILS OF THE SELLING SHAREHOLDERS

Name of the Selling Promoter Shareholders	Part of Promoter / Promoter Group (Yes/No)	Permanent Account Number (PAN)	Details of Equity Shares /voting rights held by the Seller Promoter			
			Pre-Share Purchase Agreement transaction		Post-Share Purchase Agreement transaction	
			Number of Equity Shares	% of Equity Shares and Voting Share Capital	Number of Equity Shares	% of Equity Shares and Voting Share Capital
Mr. Shekhar Somani	Yes	AMJPS7318G	7,010	7.01%	Nil	Nil
Ms. Rekha Ravindrakumar Ruia	Yes	AABPR8228A	6,000	6.00%	Nil	Nil
Ms. Nitya Somani	Yes	BJNPS9440R	37,070	37.07%	Nil	Nil
M/s Ceres Company Private Limited	Yes	AAACC5101F	24,420	24.42%	Nil	Nil
Total			74,500	74.50%	Nil	Nil

Post the completion of Offer formalities, the Selling Promoter Shareholders, shall not hold any Equity Shares of the Target Company, and shall be reclassified to public category in accordance with the provisions of Regulation 31A of the SEBI (LODR) Regulations.

6) TARGET COMPANY

Name	G.D. Trading and Agencies Limited.
Registered Office	Indian Mercantile Chambers, 3 rd Floor, 14 R, Kamani Marg, Ballard Estate, Mumbai-400001, Maharashtra, India.
Scrip Code for BSE Limited	504346

Scrip ID for BSE Limited	GDTRAGN
ISIN	INE713N01013
PAN	AABCG1991Q

7) OTHER DETAILS REGARDING THE OFFER

- (a) This Public Announcement is made in compliance with Regulation 13 (1) of the SEBI (SAST) Regulations. The Acquirer accepts full responsibility for the information contained in this Public Announcement.
- (b) 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 (Five) Working Days of this Public Announcement, i.e., on or before Monday, November 20, 2023. 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 Purchase 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 (sixty) trading days preceding the date of this Public Announcement i.e. Mumbai.
- (c) The completion of this Offer and the Underlying Transaction as envisaged under the Share Purchase Agreement is subject to the satisfaction of certain conditions precedent as set out in the Share Purchase Agreement. Further, in compliance with the SEBI (SAST) Regulations, the Underlying Transactions under the Share Purchase Agreement referred to hereinabove may be completed prior to completion of the Offer. 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.
- (d) The Acquirer accepts full responsibility for the information contained in this Public Announcement. The Acquirer has given an undertaking that she is aware of, and will comply with, the obligations under the SEBI (SAST) Regulations and has adequate financial resources to meet the obligations under the SEBI (SAST) Regulations for the purpose of the Offer.
- (e) The Offer is not conditional upon any minimum level of acceptance in accordance with Regulation 19(1) of the SEBI (SAST) Regulations.
- (f) The Offer is not a competing offer in accordance with Regulation 20 of the SEBI (SAST) Regulations.
- (g) 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. All the information pertaining to the Selling Promoter Shareholders contained in this Public Announcement has been obtained from them and the accuracy thereof related to all has not been independently verified by the Manager.
- (h) In this Public Announcement, all references to Re./ Rs. are references to the Indian Rupees.

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



Swaraj Shares and Securities Private Limited

Corporate Identification Number: U51101WB2000PTC092621

Principal Place of Business: Unit No 304, A Wing, 215

Atrium, Near Courtyard Marriot, Andheri East,

Mumbai- 400093, Maharashtra, India

Contact Person: Tanmoy Banerjee/ Pankita Patel

Tel No.: +91-22-69649999

Email: compliance@swarajshares.com

SEBI Registration No.: INM00012980

Validity: Permanent

Place: Mumbai

Date: Friday, November 10, 2023

On behalf of all the Acquirer

Sd/-

Ms. Ira Ramesh Mishra