# GUJARAT AUTOMOTIVE GEARS LIMITED

**Registered Office:** Kalali, Vadodara 390 012, Gujarat (India).
(Tel No. + 91-265-2680164; Fax No. + 91-265-2680984)

## Post Offer Advertisement under Regulation 18 (12) in terms of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

**Open Offer for Acquisition of 91,000 Equity Shares from Shareholders of Gujarat Automotive Gears Limited (the "Target Company") by Him Teknoforge Limited alongwith Globe Precision Industries Private Limited, Mr. Vinod Aggarwal and Mrs. Asha Aggarwal. This Post Offer Advertisement is being issued by SMC Capitals Limited (the "Manager to the Offer"), on behalf of the Acquirers, pursuant to Regulation 18(12) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the "SEBI (SAST) Regulations") in respect of the open offer (the "Open Offer") to acquire fully paid-up equity shares of ₹ 10 each (the "Equity Shares") of the Target Company. The Detailed Public Statement (the "DPS") with respect to the Offer was made on 1st July 2013 in the Business Standard- English (all editions), (ii) Business Standard-Hindi (all editions), (iii) Navshakti (Marathi) and (iv) Gujarat Mitra (Gujarati).**

1. Name of the Target Company : Gujarat Automotive Gears Limited
2. Name of the Acquirer(s) and PAC : Him Teknoforge Limited alongwith Globe Precision Industries Private Limited, Mr. Vinod Aggarwal and Mrs. Asha Aggarwal
3. Name of the Manager to the Offer : SMC Capitals Limited
4. Name of the Registrar to the Offer : Bigshare Services Private Limited
5. Offer Details :
   a. Date of Opening of the Offer : 14th August 2013
   b. Date of Closure of the Offer : 28th August 2013
6. Date of Payment of Consideration : 12th September 2013
7. Details of Acquisition :

<table>
<tr><th>Sl. No.</th><th>Particulars</th><th colspan="4">Proposed in the OfferDocument</th><th colspan="4">Actuals</th></tr>
<tr><td>7.1</td><td>Offer Price</td><td colspan="4">₹ 1137</td><td colspan="4">₹ 1137</td></tr>
<tr><td>7.2</td><td>Aggregate number of shares tendered</td><td colspan="4">91,000</td><td colspan="4">30,224</td></tr>
<tr><td>7.3</td><td>Aggregate number of shares accepted</td><td colspan="4">91,000</td><td colspan="4">29,194</td></tr>
<tr><td>7.4</td><td>Size of the Offer (Number of shares multiplied by offer price per share)</td><td colspan="4">₹ 10,34,67,000/-<br>(Rupees Ten Crores Thirty Four Lacs Sixty Seven Thousand only)</td><td colspan="4">₹ 3,31,93,578/-<br>(Rupees Three Crores Thirty One Lacs Ninety Three Thousand Five Hundred Seventy Eight Only)</td></tr>
<tr><td>7.5</td><td>Shareholding of the Acquirer before Agreements/Public Announcement (No. & %)</td><td colspan="4">Nil</td><td colspan="4">Nil</td></tr>
<tr><td>7.6</td><td>Shares Acquired by way of Agreements<br>Number<br>% of Fully Diluted Equity Share Capital</td><td colspan="4">1,92,500<br>55%</td><td colspan="4">1,92,500<br>55%</td></tr>
<tr><td>7.7</td><td>Shares Acquired by way of Open Offer<br>Number<br>% of Fully Diluted Equity Share Capital</td><td colspan="4">91,000<br>26.00%</td><td colspan="4">29,194<br>8.34%</td></tr>
<tr><td>7.8</td><td>Shares acquired after Detailed Public Statement Number of shares acquired Price of the shares acquired % of the shares acquired</td><td colspan="4">Nil</td><td colspan="4">Nil</td></tr>
<tr><td>7.9</td><td>Post offer share holding of Acquirer<br>Number<br>% of Fully Diluted Equity Share Capital</td><td colspan="4">2,83,500<br>81.00%</td><td colspan="4">2,21,694<br>63.34%</td></tr>
<tr><td rowspan="3">7.10</td><td rowspan="3">Pre & Post offer shareholding of the Public<br>Number<br>% of Fully Diluted Equity Share Capital</td><td colspan="2">Pre</td><td colspan="2">Post</td><td colspan="2">Pre</td><td colspan="2">Post</td></tr>
<tr><td>No. of Shares</td><td>%</td><td>No. of Shares</td><td>%</td><td>No. of Shares</td><td>%</td><td>No. of Shares</td><td>%</td></tr>
<tr><td>1,02,820</td><td>29.38</td><td>66,500</td><td>19.00</td><td>1,02,820</td><td>29.38</td><td>1,28,306</td><td>36.66</td></tr>
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8. The Acquirer along with its Directors severally and jointly accept full responsibility for the information contained in this Post Offer Advertisement and also for the obligations under SEBI (Substantial Acquisition of Shares and Takeovers), 2011.
9. A copy of this Post Offer Advertisement is expected to be available on the websites of SEBI (http://www.sebi.gov.in), BSE Limited (www.bseindia.com). Copy of this Public Announcement is also available at the registered office of Target Company.

   This Public Announcement to be read in continuation and in connection with the Detailed Public Announcement issued on 1st July 2013 ("Detailed Public Statement"/"DPS"), Letter of Offer dated 1st August 2013 ("LOF") and the Offer Opening Public Announcement issued on 13th August 2013, pursuant to and in compliance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (the "SEBI (SAST) Regulations" or "Regulations").

   Capitalised terms used but not defined in this Advertisement shall have the meanings assigned to such terms in the Public Announcement, DPS, and Letter of Offer.

**On Behalf of Acquirers, issued by Manager to the Offer**

**SMC Capitals Limited**
302-303,Enterprise Centre, Near Orchid Hotel, Nehru Road, Vile Parle (East), Mumbai- 400099.
**Tel**: +91-22-6648 1818; **Fax**: +91-22-6648 1850;
**E-mail**: gaglopenoffer@smccapitals.com; **Website**: www.smccapitals.com
**Contact Person**: Mr. Abhishek Gaur; **SEBI Registration No.**: INM000011427

Place : Mumbai
Date : 16th September 2013