PRE-OFFER ADVERTISEMENT IN ACCORDANCE WITH THE PROVISIONS OF REGULATION 18(7) IN TERMS OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AND SUBSEQUENT AMENDMENTS THERETO, AND CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT AND LETTER OF OFFER WITH RESPECT TO THE OPEN OFFER OF

G.D. TRADING AND AGENCIES LIMITED

Corporate Identification Number: L51900MH1980PLC022672
Registered Office: Unit-B/ 103-Bldg-'B' - ANSA Industrial Estate, Andheri (E), Mumbai - 400072, Maharashtra, India;
Contact Number: 02242153479; **Website:** www.gdtal.com; **Email ID:** gdtal2000@gmail.com

This Pre-Offer Advertisement and Corrigendum to the Detailed Public Statement is being issued by Swaraj Shares and Securities Private Limited, the Manager to the Offer, for and on behalf Ms. Ira Ramesh Mishra, the Acquirer, pursuant to the provisions of Regulation 18(7) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ('SEBI (SAST) Regulations'), in respect of the Open Offer made to the Public Shareholders of the G.D. Trading and Agencies Limited, to acquire up to 25,500 (Twenty-Five Thousand and Five Hundred) Offer Shares, representing 25.50% (Twenty-Five Point Five Zero Percent) of the Voting Capital of the Target Company at an Offer Price ₹12.00/- (Rupees Twelve Only), each, payable in cash, of G.D. Trading and Agencies Limited, the Target Company ('Pre-Offer Advertisement cum Corrigendum').

This Pre-Offer Advertisement cum Corrigendum is to be read in conjunction with the following stated Offer Documents: a) Public Announcement dated Friday, November 10, 2023 ('Public Announcement'), (b) Detailed Public Statement dated Saturday, November 18, 2023, in connection with this Offer, published on behalf of the Acquirer on Monday, November 20, 2023, in Financial Express (English Daily) (All India Editions), Jansatta (Hindi daily) (All Editions), and Mumbai Lakshadweep (Marathi Daily) (Mumbai Edition) ('Newspapers')('Detailed Public Statement'), (c) Draft Letter of Offer dated Tuesday, November 28, 2023 ('Draft Letter of Offer'), (d) Letter of Offer dated Thursday, March 07, 2024, along with the Form of Acceptance-cum-Acknowledgement ('Letter of Offer'), (e) Recommendations of the Independent Directors of the Target Company which were approved on Thursday, March 14, 2024, and published in the Newspapers on Friday, March 15, 2023 ('Recommendations of the Independent Directors of the Target Company') (the Public Announcement, Detailed Public Statement, Draft Letter of Offer, Letter of Offer, Recommendations of the Independent Directors of the Target Company are hereinafter collectively referred to as 'Offer Documents') issued by the Manager on behalf of the Acquirer.

Public Shareholders of the Target Company are requested to kindly note the following:

For capitalized terms used hereinafter, please refer to the Paragraph 1 titled as 'Definitions and Abbreviations' on page 6 of the Letter of Offer.

A. Offer Price

The Offer is being made at a price of ₹12.00/- (Rupees Twelve Only) per Offer Share, payable in cash and there has been no revision in the Offer Price.

B. Recommendations of the Committee of Independent Directors

A Committee of Independent Directors of the Target Company comprising of Mr. Sanjay Somani, Independent Director, as the Chairperson of the Independent Directors Committee, and Ms. Sejal Yerapale, member of the of the Independent Directors Committee approved their recommendation on the Offer on Thursday, March 14, 2024, and the said was published in the Newspapers on Friday, March 15, 2024. The IDC Members are of the opinion that the Offer Price to the Public Shareholders of the Target Company is fair and reasonable and is in line with SEBI (SAST) Regulations. Public Shareholders may, therefore, independently evaluate the offer and take an informed decision.

C. Other details with respect to Offer

1. This Offer is being made under Regulations 3(1) and 4 of the SEBI (SAST) Regulations to the Public Shareholders of the Target Company.
2. This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations. There was no competing offer to the Open Offer and the last date for making such competing offer has expired.
3. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations.
4. The Offer is for acquisition of up to 25,500 (Twenty-Five Thousand Five Hundred) Offer Shares, representing 25.50% (Twenty-Five Point Five Zero Percent) of the Voting Share Capital of the Target Company, from the Public Shareholders of the Target company for cash at a price of ₹12.00/- (Rupees Twelve Only) per Offer Share by the Acquirer, for the purpose of the Offer pursuant to and in compliance of the SEBI (SAST) Regulations.
5. The Letter of Offer has been dispatched to the Public Shareholders of the Target Company whose names appear on Monday, March 04, 2024, being the Identified Date, on Tuesday, March 12, 2024. The dispatch was made through electronic mode to all the Public Shareholders whose e-mail addresses had been registered with the Depositories/Target Company, and through registered post/ speed post to those Public Shareholders who have not registered their e-mail addresses with the Depositories/Target Company, or whose Email Addresses are inactive.

D. The Draft Letter of Offer dated Tuesday, November 28, 2023, was filed and submitted with SEBI pursuant to the provisions of Regulation 16 (1) of the SEBI (SAST) Regulations, for its Observations. In pursuance of which all the observations received from SEBI vide letter bearing reference number SEBI/HO/CFD/CFD-RAC-DCR1/P/OW/2024/8131/1' dated Thursday, February 29, 2024, duly in terms of Regulation 16 (4) of the SEBI (SAST) Regulations upon submission of the Draft Letter of Offer are duly incorporated in the Letter of Offer.

E. There have been no material changes in relation to the Offer since the date of the Public Announcement and/or Detailed Public Statement, save as otherwise disclosed in the Detailed Public Statement, Draft Letter of Offer, Letter of Offer, and this Pre-Offer Advertisement cum Corrigendum. The comments specified in the SEBI Observation Letter, and certain updates (occurring after the date of the Detailed Public Statement, Draft Letter of Offer) have been incorporated in the LOF and are more particularly disclosed in Paragraph F mentioned below.

F. The following details are with respect to the corrigendum to the Letter of Offer should be read in continuation of and in conjunction with the Letter of Offer, unless otherwise specified:

1. **The Board of the Directors of the Target Company have shifted the Registered Office of the Target Company from Indian Mercantile Chambers, 3rd Floor, 14 R, Kamani Marg, Ballard Estate, Mumbai - 400001, Maharashtra, India, to Unit-B/ 103-Bldg-'B' - ANSA Industrial Estate, Andheri (East), Mumbai - 400072, Maharashtra, India, with effect from the closing of the working hours of Wednesday, January 31, 2024. In this regard, the Public Shareholders are requested to note that, the Registered Office of the Target Company is presently located at Unit-B/ 103-Bldg-'B' - ANSA Industrial Estate, Andheri (East), Mumbai - 400072, Maharashtra, India, with contact number being '02242153479' and all references to the Registered Office, and contact details of the Target Company should be read as Unit-B/ 103-Bldg-'B' - ANSA Industrial Estate, Andheri (East), Mumbai - 400072, Maharashtra, India, and '02242153479', respectively.**
2. **All other terms and conditions of the Offer as set out in the Letter of Offer remain unchanged**

G. Please note that a copy of the Letter of Offer is also available and accessible on the websites of SEBI at www.sebi.gov.in, the Target Company at www.gdtal.com, the Registrar to the Offer at www.purvashare.com, the Manager to the Offer at www.swarajshares.com, and BSE Limited at www.bseindia.com, from which the Public Shareholders can download/print the same.

H. Instructions for Public Shareholders

1. **In case of Equity Shares are held in the Dematerialized Form:** The Public Shareholders who are holding Equity Shares in electronic/ dematerialized form and who desire to tender their Equity Shares in this Offer shall approach their respective Selling Broker indicating to their Selling Broker the details of Equity Shares that such Public Shareholder intends to tender in this Offer. Public Shareholders should tender their Equity Shares before market hours close on the last day of the Tendering Period. For further information, kindly refer to the Paragraph 8.10. titled as *'Procedure for tendering Equity Shares held in Dematerialized Form'* on page 27 of the Letter of Offer.
2. **In case of Equity Shares are held in Physical Form:** As per the provisions of Regulation 40(1) of the SEBI (LODR) Regulations and SEBI's press release dated 3 December 2018, bearing reference no. 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 1 April 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated 31 July 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. Public Shareholders who are holding Equity Shares in physical form and intend to participate in the Offer will be required to approach their respective Selling Broker along with the complete set of documents for verification procedures to be carried out, including the (i) original share certificate(s), (ii) valid share transfer form(s), i.e. Form SH-4, duly filled and signed by the transferors (i.e., by all registered shareholders in same order and as per the specimen signatures registered with the Target Company) and duly witnessed at the appropriate place, (iii) self-attested copy of the shareholder's PAN Card, (iv) Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by sole/joint Public Shareholders whose name(s) appears on the share certificate(s) in the same order in which they hold Equity Shares, and (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. For further information, kindly refer to the Paragraph 8.9 titled as *'Procedure for tendering Equity Shares held in Physical Form'* on page 26 of the Letter of Offer.
3. **Procedure for tendering the Shares in case of non-receipt of the Letter of Offer:** Public Shareholders who have acquired Equity Shares but whose names do not appear in the records of Depositories 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. In case of non-receipt of the Letter of Offer, such Public Shareholders of the Target Company may download the same from the SEBI website (www.sebi.gov.in) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares of the Target Company. Alternatively, in case of non-receipt of the Letter of Offer, shareholders holding the Equity Shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder(s), stating name, address, number of shares held, client ID number, DP name, DP ID number, number of shares tendered and other relevant documents. Such Public Shareholders have to ensure that their order is entered in the electronic platform to be made available by Stock Exchanges before the closure of the Offer. For further information, kindly refer to the Paragraph 10 titled as *'Procedure for tendering Equity Shares in case of non-receipt of Letter of Offer'* on page 28 of the Letter of Offer.

I. Status of Statutory and Other Approvals

As of date, to the best of the knowledge of the Acquirer, no statutory approvals are required for the Offer except as mentioned in the Letter of Offer. For further information, kindly refer to the Paragraph 7.6. titled as *'Statutory Approvals and conditions of the Offer'* at page 25 of Letter of Offer.

J. Procedure for Acceptance and Settlement of Offer

The Open Offer will be implemented by the Acquirer through Stock Exchange mechanism made available by BSE Limited in the form of separate window ('Acquisition Window') as provided under the SEBI (SAST) Regulations, SEBI circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated 13 April 2015, as amended read along with SEBI Circular CFD/DCR2/CIR/P/2016/131 dated 9 December 2016, as amended, and SEBI Circular bearing number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 issued by SEBI. As per SEBI Circular bearing number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, a lien shall be marked against the shares of the shareholders participating in the tender offers. Upon finalisation of the entitlement, only accepted quantity of shares shall be debited from the demat account of the shareholders. The lien marked against unaccepted shares shall be released. The detailed procedure for tendering and settlement of shares under the revised mechanism is specified under the Paragraph 8 titled as *'Procedure for Acceptance and Settlement of the Offer'* on page 26 of the Letter of Offer.

K. Revised Schedule of Activities

Name of the Activity	Schedule of Activities (Day and Date) *The original schedule of activities was indicative (prepared on the basis of timelines provided under the SEBI (SAST) Regulations)*	Revised Schedule of Activities(Day and Date)
Issue date of the Public Announcement	*Friday, November 10, 2023*	**Friday, November 10, 2023**
Publication date of the Detailed Public Statement in the Newspapers	*Monday, November 20, 2023*	**Monday, November 20, 2023**
Date for filing the Draft Letter of Offer with SEBI	*Tuesday, November 28, 2023*	**Tuesday, November 28, 2023**
Last date for Competing Offer(s)	*Tuesday, December 12, 2023*	**Tuesday, December 12, 2023**
The date for receipt of comments from SEBI on the Draft Letter of Offer will be received	*Tuesday, December 19, 2023*	**Thursday, February 29, 2024**
Identified Date	*Thursday, December 21, 2023*	**Monday, March 04, 2024**
Last date for dispatch of the Letter of Offer to the Public Shareholders of the Target Company whose names appear on the register of members on the Identified Date	*Friday, December 29, 2023*	**Tuesday, March 12, 2024**
Last date for publication of the recommendations of the committee of the independent directors of the Target Company to the Public Shareholders for this Offer in the Newspapers	*Wednesday, January 03, 2023*	**Friday, March 15, 2024**
Last date for upward revision of the Offer Price and/or the Offer Size	*Thursday, January 04, 2023*	**Monday, March 18, 2024**
Last date of publication of opening of Offer public announcement in the Newspapers	*Thursday, January 04, 2023*	**Monday, March 18, 2024**
Date of commencement of Tendering Period	*Friday, January 05, 2023*	**Tuesday, March 19, 2024**
Date of closing of Tendering Period	*Thursday, January 18, 2023*	**Wednesday, April 03, 2024**
Last date of communicating the rejection/ acceptance and completion of payment of consideration or refund of Equity Shares to the Public Shareholders@	*Friday, February 02, 2023*	**Monday, April 22, 2024**

**Actual date of receipt of SEBI observations.*

@To clarify, the actions set out above may be completed prior to their corresponding dates subject to compliance with the SEBI (SAST) Regulations.

#There has been no competing offer.

**Identified Date is only for the purpose of determining the names of the Public Shareholders to whom the Letter of Offer would be sent. All the public shareholders (registered or unregistered) of the Equity Shares (except the Acquirer and the parties to the Share Purchase Agreement) are eligible to participate in this Offer any time before the closure of this Offer.*

L. Documents for Inspection

The copies of the following documents will be available for inspection at the registered office of the Manager to the Offer, Swaraj Shares and Securities Private Limited, located at Unit No 304, A Wing, 215 Atrium, Courtyard Marriot, Andheri East, Mumbai- 400093, Maharashtra, India on any working day between 10:00 a.m. (Indian Standard Time) and 5:00 p.m. (Indian Standard Time) during the Tendering Period commencing from Tuesday, March 19, 2024 to Wednesday, April 03, 2024. Further, in light of SEBI Circular SEBI/HO/CFD/DCR2/CIR/P/2020/139 dated July 27, 2020, read with SEBI Circular SEBI/CIR/CFD/DCR1/CIR/P/2020/83 dated May 14, 2020, copies of the following documents will be available for inspection to the Public Shareholders electronically during the Tendering Period. The Public Shareholders interested to inspect any of the following documents can send an email from their registered email-ids (including shareholding details and authority letter in the event the Public Shareholder is a corporate body) with a subject line ["Documents for Inspection - GDTRAGN Open Offer"], to the Manager to the Open Offer at takeover@swarajshares.com; and upon receipt and processing of the received request, access can be provided to the respective Public Shareholders for electronic inspection of documents. For further information, kindly refer to the Paragraph 13 titled as *'Documents for Inspection'* on page 33 of the Letter of Offer.

The Acquirer accepts full responsibility for the information contained in this Pre-Offer Advertisement and Corrigendum to the Detailed Public Statement and also for the obligations of the Acquirer as laid down in SEBI (SAST) Regulations. This Pre-Offer Advertisement and Corrigendum to the Detailed Public Statement will also be accessible on the websites of SEBI at www.sebi.gov.in, the Target Company at gdtal2000@gmail.com, the Registrar to the Offer at www.purvashare.com, the Manager to the Offer at www.swarajshares.com, and BSE Limited www.bseindia.com.

Issued by the Manager to the Offer on behalf of the Acquirer

SWARAJ SHARES & SECURITIES PVT. LTD.

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: Pankita Patel/Tanmoy Banerjee
Contact Number: +91-22-69649999
Email Address: takeover@swarajshares.com
SEBI Registration No.: INM00012980
Validity: Permanent

Sd/-
Ms. Ira Ramesh Mishra
Acquirer

Date: Saturday, March 16, 2024
Place: Mumbai