



GUJARAT AMBUJA EXPORTS LTD.

CIN - L15140GJ1991PLC016151

"Ambuja Tower", Opp. Sindhu Bhavan, Sindhu Bhavan Road,
Bodakdev, PO. Thaltej, Ahmedabad - 380059. India.

Phone: 00-91-79-61556677 Fax: 00-91-79-61556678

Email: export@ambujagroup.com Visit us at : www.ambujagroup.com

Date: 14th June, 2017

To,
Chief General Manager,
Corporate Finance Department,
Securities and Exchange Board of India,
Plot No. C4-A, G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051

Dear Sir/Madam,

Sub.: Request for informal guidance by way of "Interpretive Letter" under the provisions of SEBI (Informal Guidance) Scheme, 2003, ("Scheme") with regard to reclassification of promoter

Ref.: Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

We would like to submit following facts for your kind consideration and seek your guidance with respect to interpretation of Regulation 31A of Listing Regulations.

A. Background and Material Facts:

1. Background of the Company:

Gujarat Ambuja Exports Limited ("GAEL" or "the Company") was incorporated on 21st August, 1991 under the Companies Act, 1956 as a Public Limited Company, having its registered office at Ahmedabad. The equity shares of the Company are listed on BSE Limited ("BSE") and The National Stock Exchange of India Limited ("NSE").

2. Promoters and Promoter Group of the Company and their Shareholding:

The name of shareholders of the Company classified under the Promoters and Promoter Group category of the Company and their Shareholding as on 9th June, 2017 is as below:-

(Table 1)

Sr. No.	Name of the Promoter and Promoter Group category	No. of Equity Shares held	% of Shareholding
1.	Vijaykumar Gupta	2,65,23,083	23.13%
2.	Manish Gupta	3,75,85,230	32.78%
3.	Mohit Gupta	2,66,574	0.23%
4.	Sulochana Gupta	44,85,385	3.91%
5.	Shilpa Gupta	70,23,253	6.12%
	Total	7,58,83,525	66.18%





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The below mentioned person belonging to the Promoter Group of the Company has expressed his desire for reclassification from "Promoter Group category" to "Public category", details of whom is as below:

(Table 2)

Sr. No.	Name of the person	No. of Shares held	% of Shareholding
1.	Shri Mohit Gupta	2,66,574	0.23%

Shareholding of Shri Mohit Gupta comprises of very insignificant holding, constituting 0.23% of the total paid up equity capital of the Company.

Shri Mohit Gupta is son of Shri Vijaykumar Gupta and Smt. Sulochana Gupta and brother of Shri Manish Gupta. Shri Mohit Gupta, who is relative of Shri Vijaykumar Gupta, Smt. Sulochana Gupta and Shri Manish Gupta, is leading his life and occupation independently and not connected, directly or indirectly, whatsoever, with any activity of the Company.

Shri Mohit Gupta has been associated with the Company as Director since 2005. Thereafter, he was appointed as a Joint Managing Director of the Company in the year 2008. Further, Shri Mohit Gupta has resigned as Director (including Joint Managing Director) w.e.f. 31st May, 2017. Currently, Shri Mohit Gupta is neither involved in the operation of the Company nor connected with the Company. Further, Shri Mohit Gupta does not exercise any direct and indirect control over the affairs of the Company. The Company has also not entered into any Shareholder Agreement with him. Further, Shri Mohit Gupta hasn't got any Veto Rights or Special Rights as to voting power or control of the Company neither has any Special Information rights. He would also never be privy to any price sensitive information of the Company.

After the proposed reclassification, the following would be the promoters and promoter group of the Company and their shareholding in the Company:

(Table 3)

Sr. No.	Name of the Promoter and Promoter Group category	No. of Equity Shares held	% of Shareholding
1.	Vijaykumar Gupta	2,65,23,083	23.13%
2.	Manish Gupta	3,75,85,230	32.78%
3.	Sulochana Gupta	44,85,385	3.91%
4.	Shilpa Gupta	70,23,253	6.12%
	Total	7,56,16,951	65.94%





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4. However, clarity on the requirements of obtaining shareholders' approval for the reclassification is needed.

It is our understanding that, since the reclassification is not pursuant to sub-regulation (5) or (6) of the Regulation 31A of the Listing Regulations, approval of Shareholders is not required.

D. Based on the above, we seek your informal guidance as under:

In light of the above mentioned background, material facts, relevant regulatory provisions and submissions, we hereby request you to provide us an "Informal Guidance" as to whether the approval of the shareholders may be dispensed with as it is not required and the Company may approach the Stock Exchanges directly for permission under Regulation 31A (2) & (3) of Listing Regulations.

We are enclosing herewith a cheque no. 925894 dated 14th June, 2017 drawn on State Bank of India of ₹ 25,000/- (Rupees Twenty Five Thousand Only) in favour of Securities and Exchange Board of India, payable at Mumbai towards fees for obtaining informal guidance as specified under clause 6 (ii) of the Scheme.

We request you to treat this letter as a confidential pursuant to clause 11 of the Scheme for a period of 90 days from the date of the Departments' response.

In case you require any further information/documents, we shall be pleased to furnish you the same.

Your early response to our request will be highly appreciated.

Thanking you,

Yours Faithfully,
For, GUJARAT AMBUJA EXPORTS LIMITED

CHEटना DHARAJIYA
COMPANY SECRETARY



Encl: As above and Shareholding Pattern (Annexure A) as on 31st March, 2017

Contact Details

Email : cs@ambujagroup.com

Phone: 079-61556677



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- Name of Listed Entity
 - Script Code/Name of Security
 - Share Holding Pattern Filed under
 - Declaration
- GUJARAT AMBUJA EXPORTS LIMITED**
 NSD Scrip Code : SYMBOL GAEI - Equity Shares
 Reg. No. (V110) for the quarter ending 31st March, 2017

Shareholding Pattern

Particulars	Yes	No
1. Whether the Listed Entity has issued any partly paid up shares?		No
2. Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3. Whether the Listed Entity has any shares under lock-in?		No
4. Whether the Listed Entity has any shares in lock-in-2 (convertible Securities are issued)?		No
5. Whether any shares held by promoters are under lock-in-2 (convertible Securities are issued)?		No

5. The tabular format for disclosure of holding of specified securities is as follows :-

Table I - Summary Statement holding of specified securities

Category	No. of shares held	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of Depository Receipts	Total no. shares held (VII)=(VI)+(V)+(IV)	Shareholding no. of shares (Calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities		Total as a % of Total Voting rights	No. of Shares Underlying Outstanding convertible securities (including Warrants)	Total Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered	Number of dematerialized shares held
							Class eq. : X	Class eq. : Y				(i) As a % of total Shares held (b)	(ii) As a % of total Shares held (b)		
(A) Promoter & Promoter Group	5	75883525	0	0	75883525	66.177	75883525	0	75883525	66.177	0	0	0	0	75883525
(B) Public	50723	38784140	0	0	38784140	33.823	38784140	0	38784140	33.823	0	0	0	0	38784140
(C) Non Promoter Non Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C1) Shares underlying DRs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C2) Shares held by Employee Trusts	0	0	0	0	0	0.000	0	0	0	0.000	0	0	0	0	0
Total	50728	114667665	0	0	114667665	100.000	114667665	0	114667665	100.000	0	0	0	0	114667665





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Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category & Name of the Shareholders	PAN	No. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held (VII) = (IV) + (V) + (VI)	Shareholding % (calculated as per SCRR, 1957) As a % of (A+B+C)	Number of Voting Rights held in each class of securities		Total as a % of Total Voting rights	No. of Shares Underlying Outstanding convertible securities (including Warrants)	Total Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares	Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialized form
								Class eg : X	Class eg : Y						
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	No of Voting Rights		(9)	(10)	(11)	(12)	(13)	(14)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	Total		(i)	(j)	(k)	(l)	(m)	(n)
Indian								Total as a % of Total Voting rights							
Individuals / Hindu undivided Family								Total							
Vijaykumar Gupta	AANRG77098	1	26523083	0	0	26523083	23.130	0	26523083	23.130	0	23.130	0	0.000	0
Manish Gupta	AJZPG8112A	1	37585230	0	0	37585230	32.778	0	37585230	32.778	0	32.778	0	0.000	0
Manish Gupta	AOPFG7162D	1	266574	0	0	266574	0.232	0	266574	0.232	0	0.232	0	0.000	0
Sudhanshu Gupta	AOPFG13ZAP	1	4485385	0	0	4485385	3.912	0	4485385	3.912	0	3.912	0	0.000	0
Shilpa Gupta	ACJPS8168K	1	7023253	0	0	7023253	6.125	0	7023253	6.125	0	6.125	0	0.000	0
Central Government / State Government(s)		0	0	0	0	0	0.000	0	0	0.000	0	0.000	0	0.000	0
Financial Institutions / Banks		0	0	0	0	0	0.000	0	0	0.000	0	0.000	0	0.000	0
Any Other (Specify)		0	0	0	0	0	0.000	0	0	0.000	0	0.000	0	0.000	0
Sub-Total (A)(1)		5	75883525	0	0	75883525	66.177	0	75883525	66.177	0	66.177	0	0.000	0





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Table II - Statement showing shareholding pattern of the Public shareholder

(1) Category & Name of the Shareholders	(2) PAN	(3) Nos. of shareholder	(4) No. of fully paid up equity shares held	(5) Partly paid up equity shares held	(6) No. of shares underlying Depository Receipts	(7) Total nos. shares held (VII)=(IV)+(V)+(VI)	(8) Shareholding as per SCRR, 1957) As a % of (A+B+C)	(9) Number of Voting Rights held in each class of securities			(10) Total as a % of Total Voting rights	(11) No. of Shares Underlying Outstanding convertible securities (including Warrants)	(12) Total Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	(13) Number of Locked in Shares	(14) As a % of total Shares held (b)	(15) Number of Shares pledged or otherwise encumbered	(16) As a % of total Shares held (b)	(17) Number of equity shares held in dematerialized form
								Class eg : X	Class eg : Y	Total								
(a) Institutional Mutual Funds/ Venture Capital Funds		10	67095	0	0	67095	0.059	67095	0	67095	0.059	0	0	0.000	0	0.000	0	0
(b) Alternative Investment Funds		0	0	0	0	0	0.000	0	0	0	0.000	0	0	0.000	0	0.000	0	0
(c) Foreign Venture Capital Investors		0	0	0	0	0	0.000	0	0	0	0.000	0	0	0.000	0	0.000	0	0
(d) Foreign Portfolio Investors		21	750160	0	0	750160	0.554	750160	0	750160	0.554	0	0	0.000	0	0.000	0	0
(f) Financial Institutions / Banks		9	108709	0	0	108709	0.095	108709	0	108709	0.095	0	0	0.000	0	0.000	0	108709
(g) Insurance Companies		0	0	0	0	0	0.000	0	0	0	0.000	0	0	0.000	0	0.000	0	0
(h) Provident Funds / Pension Funds		0	0	0	0	0	0.000	0	0	0	0.000	0	0	0.000	0	0.000	0	0
(i) Any Other Sub-Total (a)-(i)		40	925964	0	0	925964	0.898	925964	0	925964	0.898	0	0	0.000	0	0.000	0	0
								No of Voting Rights										
								Class eg : X	Class eg : Y	Total	Total as a % of Total Voting rights	(12) = (11)/(A+B+C) As a % of (A+B+C)	(14) As a % of total Shares held (b)	(16) As a % of total Shares held (b)	(17)			





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Table IV - Statement showing shareholding pattern of the Non Promoter - Non Public shareholder

Category & Name of the Shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of underlying Depository Receipts	Total nos. shares held (VII)=(I)+(II)+(III)+(IV)+(V)+(VI)	Shareholder's 8% (calculated as per SCRR, 1957) as a % of (A+B+C2)	Number of Voting Rights held in each class of securities			Underlying convertible securities (including Warrants)	Total Shareholding as a % assuming full conversion of convertible securities for a percentage of diluter share capital) (VII) = (VIII)/(X)	Number of Locked in shares (As a % of total Shares held (b)) (XII)	Number of Shares pledged or otherwise encumbered (As a % of total Shares held (b)) (XIII)	Number of equity shares held in dematerialized form
								Class eq. 'X'	Class eq. 'Y'	Total					
(1)															
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Note : a) The Company under its Buy-Back scheme through open market under Stock Exchange rules, which ended on 15th January, 2008, had bought back and extinguished 9,68,916 Equity Shares of ₹ 2/- each through CDSL and hence issued, Subscribed and Paid-up capital of the Company reduced from 13,93,18,490 Equity Shares of ₹ 2/- each to 13,83,51,875 Equity Shares of ₹ 2/- each.
 b) The Company under the Buy Back process through "Tender Offer" route (on proportionate basis) has bought back 2,36,84,210 equity shares for cash at a price of ₹ 95/- (Rupees Ninety Five only) per equity share. The buyback process was completed during March 2017 and out of total 2,36,84,210 equity shares bought back, 1,600 equity shares in physical form and 2,36,82,780 equity shares in demat mode were extinguished. Accordingly the issued, Subscribed and Paid-up capital of the Company reduced from 13,83,51,875 equity shares of ₹ 2/- each to 11,46,87,665 equity shares of ₹ 2/- each.
 Statement showing details of Shareholding is best given separately as the Company has not issued more than one class of shares/securities. The Company has only one class of security i.e. Equity Shares for which shareholding details are given in this form.



FOR GUJARAT AMBUJA EXPORTS LIMITED
 CHETNA DHAJARIYA
 (COMPANY SECRETARY)

Place : Ahmedabad
 Date : 7th April, 2017