# MATRIX COMMERCIAL PRIVATE LIMITED

CIN: U51109WB2005PTC105916
*Registered Office:* 31, Chowringhee Road, Kolkata - 700 016, Ph: 22659742

February 17, 2016

The Manager
Listing Department
The National Stock Exchange of India Limited
Exchange Plaza,5th Floor,
Plot No-C/1, G Block,
Bandra-Kurla Complex,
Bandra (East)
Mumbai 400 051
Fax No. 2659 8237/ 38
takeover@nse.co.in

Dear Sir,

Re: Disclosure under Regulation 10(5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011

Pursuant to Regulation 10(5) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, enclosed please find details of proposed acquisition of 8,94,500 equity shares of GKW Limited representing 14.99% of their paid up share capital. The said acquisition shall be inter-se transfer of shares amongst promoters.

Kindly acknowledge receipt.

Thanking you,

For Matrix Commercial Pvt. Ltd.

Director
Encl: As above.

**Format for Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of the proposed acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

| | | | |
|---|---|---|---|
| 1. | Name of the Target Company (TC) | | GKW LIMITED |
| 2. | Name of the acquirer(s) | | Matrix Commercial Pvt. Ltd. |
| 3. | Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters | | YES |
| 4. | Details of the proposed acquisition | | |
| | a. | Name of the person(s) from whom shares are to be acquired | Kiwi Investments Ltd. |
| | b. | Proposed date of acquisition | Any time after 4 working days from the date of this notice. |
| | c. | Number of shares to be acquired from each person mentioned in 4(a) above | 8,94,500 Equity Shares (Eight Lakh Ninety Four Thousand and Five Hundred) |
| | d. | Total shares to be acquired as % of share capital of TC | 14.99% of the issued, subscribed and paid up share capital of GKW Ltd. |
| | e. | Price at which shares are proposed to be acquired | Rs. 277/- per share {i.e. not exceeding the price limits allowed under para (i) of proviso to Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SEBI Takeover Regulations**")} |
| | f. | Rationale, if any, for the proposed transfer | Inter-se Transfer amongst Promoters |
| 5. | Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer | | 10(1)(a)(ii) |
| 6. | If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period. | | N.A. |
| 7. | If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8. | | Rs. 277.68 per share |
| 8. | Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable. | | We, the acquirer hereby declare that the acquisition price would not be higher by more than 25% of the price computed in point 7. |

| | | | | | | |
|---|---|---|---|---|---|---|
| 9. | Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997) | | We, the acquirer hereby declare that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the SEBI Takeover Regulations (corresponding provisions of the repealed Takeover Regulations 1997) | | | |
| 10. | Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with. | | We, the acquirer hereby declare that all the conditions specified under regulation 10(1)(a) of SEBI Takeover Regulations with respect to exemptions has been/will be duly complied with. | | | |
| 11. | Shareholding details | | Before the proposed transaction | | After the proposed transaction | |
| | | | No. of shares / voting rights | % w.r.t total share capital of TC | No. of shares / voting rights | % w.r.t total share capital of TC |
| | a | Acquirer(s) and PACs (other than sellers)(*)<br><br>Matrix Commercial Private Limited<br>TOTAL | <br><br>3580375<br>3580375 | <br><br>60.01<br>60.01 | <br><br>4474875<br>4474875 | <br><br>75.00<br>75.00 |
| | b | Seller(s)<br><br>Kiwi Investments Ltd.<br>TOTAL | <br><br>894500<br>894500 | <br><br>14.99<br>14.99 | <br><br>NIL<br>NIL | <br><br>NIL<br>NIL |

Note:

- (*) Shareholding of each entity may be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

**For Matrix Commercial Pvt. Ltd.**

Place : Kolkata
Date : 17.2.16

**Director**