ROSEMERY COMMERCIAL PRIVATE LIMITED

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

December 3, 2013

Fax/Hand Delivery

The Manager
Listing Department
National Stock Exchange
Exchange Plaza,5th Floor,
Plot No-C/1, G Block,
Bandra-Kurla Complex,
Bandra (E)
Mumbai 400 051
Fax No. 2659 8237/ 38
cmlist@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, we are enclosing herewith details of proposed acquisition of 5,12,008 shares of GKW Ltd representing 8.58% of their paid up Share Capital. The said acquisition shall be inter-se transfer of shares amongst Promoter and Promoter Group companies.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,

For Rosemery Commercial Private Ltd.

Director

Encl: As above.

Format for Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of 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)		ROSEMERY 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, acquirer is part of the Promoter and Promoter Group of the Target Company. The present share holding of Promoter and Promoter Group is 4474875 shares representing 75% of paid up share capital of GKW Ltd. and shall continue to be the same even after the proposed acquisition.
4.	Details of the proposed acquisition		
	a.	Name of the person(s) from whom shares are to be acquired	1. Likhami Leasing Ltd 2. The Bond Company Ltd. The sellers are part of the Promoter and Promoter Group companies of the Target Company
	b.	Proposed date of acquisition	13.12.13
	c.	Number of shares to be acquired from each person mentioned in 4(a) above	Likhami Leasing Ltd. – 318167 The Bond Company Ltd. – 193841 Total 512008
	d.	Total shares to be acquired as % of share capital of TC	8.58%
	e.	Price at which shares are proposed to be acquired	Rs. 91.09/- per share for shares purchased from Likhami Leasing Ltd. (aggregating to Rs. 2,89,81,769/-). Rs. 92.99/- per share for shares purchased from The Bond Company Ltd. (aggregating to Rs. 1,80,25,544/-) (The acquisition price indicated above is the cost price of GKW Ltd. shares in the books of the Transferor Companies)
	f.	Rationale, if any, for the proposed transfer	Inter-se Transfer amongst Promoter and Promoter Group Companies in reliance of exemption available under regulation 10(1)(a)(ii) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

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. 252/- is the price determined in terms of clause (e) of sub-regulation (2) of regulation 8.			
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.		The acquirer hereby declares that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.			
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)		The acquirer hereby declares 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)			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.		The acquirer hereby declares that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been 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)(*)				
		Rosemery Commercial Pvt. Ltd. (Acquirer)	308768	5.18%	820776	13.76%
		Matrix Commercial Pvt. Ltd. (Promoter)	2759599	46.25%	2759599	46.25%
		Kiwi Investments Ltd. (Promoter)	894500	14.99%	894500	14.99%
		TOTAL	3962867	66.42%	4474875	75.00%

	b	Seller(s)				
		1. Likhami Leasing Ltd (Promoter)	318167	5.33%	0	0%
		2. The Bond Company Ltd. (Promoter)	193841	3.25%	0	0%
		TOTAL	512008	8.58%	0	0%

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 Rosemery Commercial Pvt. Ltd.

Place : Kolkata

Date : 3.12.13

Director