

MATRIX COMMERCIAL PRIVATE LIMITED

CIN:U51109WB2005PTC105916

Registered Office:

31, Chowringhee Road, Kolkata - 700 016

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September 5, 2014

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
cm1ist@nse.co.in

The Company Secretary
GKW Ltd.
"Central Plaza"
2/6, Sarat Bose Road Office
Space No. 406, 4th Floor
Kolkata 700020
Ph : 40080742
Fax : 40080741
Email: gkw121@airtelmail.in
gkwcal@rediffmail.com

Dear Sir,

Re : Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011

Pursuant to Regulation 29(2) of Securities of Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, we are enclosing herewith details of acquisition of shares of GKW Limited pursuant to Scheme of amalgamation. **Please note that there will be no change in total shareholding of promoter and promoter group after such acquisition.**

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,

For Matrix Commercial Pvt. Ltd


Director

Encl: As above.

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1	Name of the Target Company (TC)	GKW Limited		
2	Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Matrix Commercial Private Limited		
3	Whether the acquirer belongs to Promoter/ Promoter group	Yes		
4	Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Limited (NSE)		
5	Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
	<u>Before the acquisition/ disposal under consideration, holding of:</u>			
	a) Shares carrying voting rights	27,59,599	46.252	46.252
	b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others)	-	-	-
	c) Voting rights (VR) otherwise than by shares	-	-	-
	d) Warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
	e) Total (a+b+c+d)	27,59,599	46.252	46.252
	<u>Details of acquisition/sale</u>			
	a) Shares carrying voting rights acquired/sold	8,20,776***	13.756	13.756
	b) VRs acquired / sold otherwise than by shares	-	-	-
	c) Warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	-	-	-
	d) Shares encumbered/invoked/released by the acquirer	-	-	-
	e) Total (a+b+c+/-d)	8,20,776	13.756	13.756

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	<u>After the acquisition/sale, holding of:</u>			
	a) Shares carrying voting rights	35,80,375	60.008	60.008
	b) Shares encumbered with the acquirer	-	-	-
	c) VRs otherwise than by shares	-	-	-
	d) Warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition.	-	-	-
	e) Total (a+b+c+d)	35,80,375	60.008	60.008
6	Mode of acquisition/ sale (e.g. open market/ off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Pursuant to scheme of amalgamation of Rosemery Commercial Private Limited (transferor company) with Matrix Commercial Private Limited (transferee company) duly sanctioned by Hon'ble High Court at Calcutta vide order dated 18.07.2014 which became effective from 04.09.2014. The Transferor Company and the Transferee Company both are part of the Promoter group of GKW Ltd. There will be no change in total share holding of promoter & promoter group pursuant to above scheme.		
7	Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	Acquisition process has commenced pursuant to filing of court order on 04.09.2014 with Registrar of Companies (Roc), Kolkata. Shares are yet to be transferred from the demat account of transferor company to transferee company.		



8	Equity share capital / total voting capital of the TC before the said acquisition/ sale	Rs. 5,96,65,000/- (59,66,500 Equity Shares of Rs. 10/- each)
9	Equity share capital/ total voting capital of the TC after the said acquisition /-sale	Rs. 5,96,65,000/- (59,66,500 Equity Shares of Rs. 10/- each)
10	Total diluted share/voting capital of the TC after the said acquisition	Rs. 5,96,65,000/- (59,66,500 Equity Shares of Rs. 10/- each)

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the Listing Agreement.

(**) Diluted share/ voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/ warrants into equity shares of the TC.

(***) Acquisition pursuant to scheme of Amalgamation is from Rosemery Commercial Private Limited 8,20,776 shares (13.756%)

Signature of the acquirer / seller / Authorised Signatory
For Matrix Commercial Private Limited

Place: Kolkata
Date: 5.9.2014


Director