

**INITIAL PUBLIC ANNOUNCEMENT UNDER REGULATION 8(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES) REGULATIONS, 2021, AS AMENDED, FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF
GAYLORD CERAMICS LIMITED**

Corporate Identity Number: L74210WB1981PLC033320

**Registered Office: 98/7A, Harish Mukherjee Road, Opp. Harish Park, Bhowaniporei,
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DELISTING OFFER FOR ACQUISITION OF UPTO 97,550 (NINETY SEVEN THOUSAND FIVE HUNDRED FIFTY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS.10.00 (RUPEES TEN ONLY) EACH (HEREINAFTER REFERRED TO AS 'EQUITY SHARES'), REPRESENTING 39.49% OF THE TOTAL PAID-UP EQUITY AND VOTING SHARE CAPITAL OF GAYLORD CERAMICS LIMITED, (HEREINAFTER REFERRED TO AS 'GCL' OR 'THE COMPANY') BY MR. AKHILESH KUMAR JATIA (HEREINAFTER REFERRED TO AS THE 'ACQUIRER'/ 'PROMOTER') PURSUANT TO AND IN ACCORDANCE WITH REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES) REGULATIONS, 2021, AS AMENDED, (HEREINAFTER REFERRED TO AS 'DELISTING REGULATIONS').

As on the date of Initial Public Announcement (hereinafter referred to as the 'IPA'), Mr. Akhilesh Kumar Jatia (Acquirer) is the Promoter of the Company and is disclosed under "Promoter/ Promoter Group" of the Company in terms of the shareholding pattern as on December 31, 2021 submitted with The Calcutta Stock Exchange (CSE) and presently holds 27,000 Equity Shares, representing 10.93% of the paid up Equity Shares of the Company. The Acquirer together with the other members of the Promoter/ Promoter Group presently hold 1,49,450 paid up Equity Shares having face value of Rs. 10/- each representing 60.51% of the paid up Equity Shares of the Company.

The Acquirer intend to acquire 97,550 Equity Shares held by the Public Shareholders of the Company pursuant to the SEBI Delisting Regulations (hereinafter referred to as 'Delisting Proposal'), subject to receipt of approval by the Board of Directors of the Company and the public shareholders of the company by way of a special resolution through postal ballot in accordance with the SEBI Delisting Regulations wherein the number of votes cast by the shareholders in favor of the Delisting Proposal is at least two times the number of votes cast by the shareholders against the Delisting Proposal, receipt of all other necessary approvals, including relevant third-party consents.

The objective of the Delisting Proposal is to enable the Promoters to obtain full ownership of the Company, which in turn will provide enhanced operational flexibility. As the Company will no longer remain listed in India, there will be reduction in dedicated management time to comply with the requirements associated with the continued listings, which can be refocused on the Company's business. Further it is believed by the Acquirer that, the Delisting Proposal will enhance the Company's operational, financial and strategic flexibility including but not limited to corporate restructurings, acquisitions, exploring new financing structures including financial support from the Promoters. The long-term business plan of the Acquirer involve expanding the operations of the company into new geographies and new business activities, which may have different risk profiles, longer gestation periods compared to the current risk profile of the Company, and that the Acquirer believe that the Delisting Proposal is in the interest of the Public Shareholders as it will provide the Public Shareholders an opportunity to exit from the Company at a price determined in accordance with the SEBI Delisting Regulations, providing immediate liquidity given the heightened market volatility.

This IPA is being issued by Intelligent Money Managers Private Limited (hereinafter referred to as 'Manager to the Offer') for and on behalf of the Acquirer to the Public Shareholders of the Company.

The Acquirer do hereby undertake and confirms that:

1. He has not sold the equity shares of the company during the period of six months prior to the date of this IPA made in terms of Regulation 8(1) of the SEBI Delisting Regulations.




2. He shall not directly or indirectly, -

- (a) employed any device, scheme or artifice to defraud any shareholder or other person; or
- (b) engaged in any transaction or practice that operates as a fraud or deceit upon any shareholder or other person; or
- (c) engaged in any act or practice that is fraudulent, deceptive or manipulative

-in connection with the delisting of the equity shares sought or permitted or exit opportunity given or other acquisition of equity shares made under the SEBI Delisting Regulations.

The exit offer price will be decided, after fixation of the 'Floor Price' which shall be determined in terms of Regulation 20(2) of the SEBI Delisting Regulations read with Regulation 8 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, which will be separately informed to the Public Shareholders in accordance with the SEBI Delisting Regulations, in due course.

In accordance with the SEBI Delisting Regulations, the exit price in terms of Regulation 35(2)(d) of the Delisting Regulations, the Company can delist the shares only on receipt of positive consent in writing, from the public shareholder holding 90% (Ninety Percent) or more of the public shareholding to the proposal for delisting and have consented either to sell their equity shares at the price offered by the promoter/acquirer or to remain holders of the equity shares, even if they are delisted from CSE. The consent for dispensing with the exit price discovery through the Book Building method will also sought.

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



MANAGER TO THE OFFER:
INTELLIGENT MONEY MANAGERS PRIVATE LIMITED
(CIN:U65923WB2010PTC156220)
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Contact Person: Amit Kumar Mishra
SEBI Registration No: INM000012169
Validity Period: Perpetual

Place: Kolkata
Date: 28.03.2022