

**VESUVIUS INDIA LIMITED**

Made through email or by post. Submission shall not vest any rights in the Resolution Applicant.

Mr. Sanjeev Ahuja  
Resolution Professional  
Kanak Resources Management Ltd.  
B- 231 Saraswati Vihar  
Pitam Pura, Delhi - 110034  
ssmr.ahuja@gmail.com

Date: 20/02/2018

**EXIT OFFER PUBLIC ANNOUNCEMENT PURSUANT TO SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") CIRCULAR NO SEBI/HO/MRD/DSA/CIR/P/2016/110 DATED OCTOBER 10, 2016 ("EXIT CIRCULAR") FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF M/s GOGA FOODS LIMITED**

CIN: U01111DL1991PLC045710

Registered Office: Jain Farm House, Radha Swami Satsang Bhawan, P.O. Biharipur, Near Chaudhary Bharat Singh Farm House, Sonia Vihar, Delhi-94 Tel. No +91 9313767079; Email: gogafoods@gmail.com

This Exit offer Public Announcement ("Exit Offer PA") is being issued by Shri Kailash Chand Jain, residing at office at F-56, Praet Vihar, New Delhi-110092 ("Offering Promoter"), one of the Promoters of M/s Goga Foods Limited ("Goga" or "GFL" the Company" or "the ELC"), on behalf of Promoter Group of Goga to provide exit opportunity to the Public Shareholders of Goga in terms of the Exit Circular.

Goga Foods Limited was listed on Delhi Stock Exchange Limited ("DSE") and Madras Stock Exchange Limited ("MSE"). Post the de-recognition/exit of DSE and MSE by SEBI, Goga was shifted to the Dissemination Board ("DB") of National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"). The offering Promoter has opted NSE as designated Stock Exchange for the purpose of providing the exit opportunity in terms of the Exit Circular.

SEBI, vide the Exit Circular, has stipulated the procedure for exit of Exclusively Listed Companies ("ELCs") from the DB. In terms of clause (i) of Annexure A of the Exit Circular, the Offering Promoter has appointed Turnaround Corporate Advisors Private Limited, a Category-I Merchant Banker registered with SEBI and empanelled as an Expert Valuer on the panel of BSE and NSE ("Independent Valuer") for valuation of shares of Goga and related services. The Independent Valuer, after taking into account the applicable valuation methodologies, has issued its valuation report dated January 25, 2018 and determined the fair value of one Equity Share of Goga as Rs. 5.04 (Rupees Five and Paise Four only).

In view of the above, the offering Promoter has decided to offer exit to the Public Shareholders of Goga at price of Rs. 5.04 (Rupees Five and Paise Four only) per Equity Share (equivalent to the fair value per Equity Share as determined by the Independent Valuer) ["Offer Price"].

Further, SEBI vide its letter MRD/OW/DSA/2017/17463/1 dated July 25, 2017 communicated to the BSE and NSE ["SEBI Letter"], inter-alia, permitted that public shareholders / investors who are willing to remain as shareholders of the Company and do not want an exit may be allowed to do so and the Designated Stock Exchange (in the present case NSE) may obtain an undertaking from the investors who do not want an exit; consequently the exit obligation of the Promoters will be reduced accordingly.

In terms of above mentioned SEBI Letter, Public Shareholders who are willing to remain as shareholders of Goga and do not want an exit shall send an undertaking to this effect ["in the format available at the website of the Independent Valuer, www.tcagroup.in under the link http://www.tcagroup.in/undertaking/undertaking%20when%20Shareholders%20with%20to%20to%20reman%20the%20shareholders.pdf either by Registered Post/Speed Post/Courier, at their own risk or by hand delivery at the registered office of Goga at Jain Farm House, Radha Swami Satsang Bhawan, P.O. Biharipur, Near Chaudhary Bharat Singh Farm House, Sonia Vihar, Delhi 110094 within 15 days of publication of this Exit Offer PA i.e. on or before the closure of business hours on Friday, March 02, 2018.

Post the expiry of aforementioned 15 days period, the Offering Promoter will initiate the process of Exit Offer to those public shareholders who have not opted to continue as shareholders of Goga ("Remaining Public Shareholders") Offering Promoter undertakes that Offer Letter containing the relevant details relating to Exit offer including dates of opening and Closing of Exit Offer Price, documents required to be submitted for participating in Exit offer shall be sent to Remaining Public Shareholders for participating in the Exit Offer.

In accordance with the Exit Circular read with the circulars/Notices issued by NSE, offering Promoter, through a scheduled commercial bank will arrange a bank Guarantee in favor of NSE for an amount equivalent to more than the 100% of the Total Consideration (Offer Price\* Remaining Public Shareholder) payable under the Exit Offer at least one day before the dispatch of Exit Offer letter. The Bank Guarantee will be valid for a period of at least 1 year and shall be extended, if required, in such a manner that it is at least valid for a period of 07 days from the later of (a) date of closing of Exit Offer Period, or (b) Exit Window Period.

Shareholding Details: As on the date of this Exit Offer PA, the paid up share capital of Goga is Rs. 5,88,44,000 consisting of 58,84,400 Equity Shares of Rs 10 each. Out of these, promoter group holds 5,98,100 Equity shares representing 10.16% of the Paid up Equity Share Capital and balance 52,86,300 Equity Shares representing 89.84% of the Paid up Equity Share Capital are held by the Public Shareholders.

This Exit Offer PA is expected to be available at the website of NSE at www.nseindia.com and at the website of Independent Valuer at www.tcagroup.in For and on behalf of promoters of Goga Foods Limited,

Place Delhi

(KAILASH CHAND JAIN)

... want to pick up "blue-  
bs" versus "white-col-  
and are not wary about  
ping either. This is par-  
y true in the younger  
raphic of 18-24 years,  
outh are either study-  
starting out with new  
e need to discover one-  
stronger in this age-  
pushing them to jump  
e place to another and  
new challenges.

... money, honey  
... up of monthly expen-

... utilities (13.5 per cent) respec-  
tively. While monthly rentals  
(for rented accommodation) or  
equated monthly installments  
(for home loans), personal  
grooming and lifestyle-related  
expenditure constitute any-  
where between 6 and 12 per  
cent of a millennial's monthly  
expenditure, they still manage  
to save about 11 per cent of their  
income per month.

While lower than their  
predecessors, this trend, say  
experts, points to the basic  
need to save that exists among

... importance than core func-  
tional aspects of a brand and  
that is driving personalisation,"  
Talreja says.

For companies, these  
trends will mean that their  
focus will have to be on prod-  
ucts and services that are val-  
ue-for-money, but have a high  
degree of personalisation. Mil-  
lennials will also have to be  
increasingly reached via  
mobile applications and social  
media and brands will have to  
be socially-responsible when  
reaching out to them.

# 2966



- 18 Though solid in form, they may have fragile footing (5)
- 19 Get a view of from the summit, say (4)
- 20 Temp ranted about organisation of office (10)
- 22 Animal heard in sandy ground by the shore (4)
- 23 Phar Lap FX perhaps caught between cuts (4-4)
- 27 Express disagreement with judge about a witness (6)
- 28 These areas may be improved with this flower (6-4)
- 29 America starting to get into a sticky situation in the Pacific (4)

- 14 Push it over half a century and it might do for a digger (5)
- 15 Got out of bed under the influence of an optimistic viewpoint (4-6)
- 16 Like not looking back after leaving the laundry? (5,5)
- 19 Charge for channel guide (8)
- 21 Before noon French father gets measurement (6)
- 24 Rejecting dance, assume a sly look (4)
- 25 Defeat to behold on ship (4)
- 26 Compete against, to assume the role of (4)

**DOWN**

- 1 Epicure wants more stag on display (10)
- 2 Some indeed, are dead (8)
- 3 Check cheats in tart fashion (10)
- 4 Rolls first ball over mineral spring (4)
- 5 12 in. In this (4)
- 6 Not the right thing for a snooker player to do (6)
- 7 Bundle for Abel? (4)

**SOLUTION TO #2965**



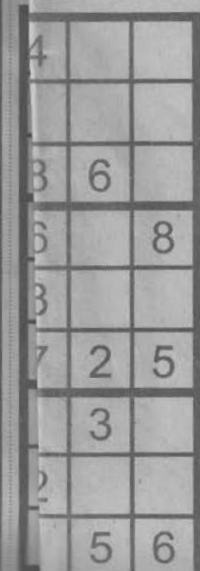
# 2426

**Very easy: ★**

**Solution tomorrow**

**HOW TO PLAY**

Fill in the grid so that every row, every column and every 3x3 box contains the digits 1 to 9



**SOLUTION TO #2425**



**WEATHER TODAY'S FORECAST**

Max/min temperatures in °C

**NATIONAL**

Ahmedabad	Sunny	35/19
Aizawl	Sunny	23/8
Bengaluru	Sunny	31/16
Bhopal	Sunny	32/16
Bhubaneswar	Sunny	33/18
Chandigarh	Sunny	27/13
Chennai	Sunny	30/21
Delhi	Sunny	27/13
Guwahati	Partly cloudy	33/26
Hyderabad	Thundery	32/24
Imphal	Thundery	28/20
Indore	Thundery	28/23
Kochi	Thundery	29/25
Kolkata	Thundery	32/26
Lucknow	Partly cloudy	32/27
Mangalore	Thundery	29/24
Mumbai	Sunny	34/24
Pune	Thundery	29/21
Srinagar	Rain	29/12
Surat	Thundery	30/26
Thiru'puram	Thundery	31/25