

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Exit Offer Letter ("Offer Letter") is being sent to you as a Remaining Public Shareholder ("defined below") of Goga Foods Limited ("GFL"). In case you have recently sold your Shares in the Company, please hand over the Offer Letter and the accompanying documents to the person to whom the sale was effected.

**EXIT OFFER TO THE REMAINING PUBLIC SHAREHOLDERS ("DEFINED BELOW") OF
M/s GOGA FOODS LIMITED**

CIN: U01111DL1991PLC045710

Registered Office: Jain Farm House, Radha Swami Satsang Bhawan, P.O. Biharipur, Near Chou. Bharat Singh Farm House, Sonia Vihar, Delhi 110094

Tel. No.: +91 9313767079; **Email:** googafoods@gmail.com

By

Mr. Kailash Chand Jain residing at F-56, Preet Vihar, Delhi 110092 ("Offering Promoter")

Inviting you to tender your fully paid-up equity shares of face value of Rs. 10/- each of Goga Foods Limited ("GFL" or "the Company" or "the ELC"), at an offer price of Rs. 5.04 (Rupees Five and Paise Four only) per Equity Share, in cash, 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").

If you wish to tender your Equity Shares to the Offering Promoter, you should:

- Read this Offer Letter and the instructions herein;
- Complete and sign the accompanying 'Form of Acceptance' in accordance with the instructions therein and in this Offer Letter;
- Submit your 'Form of Acceptance' along with duly executed Transfer deed(s) accompanied with relevant Share certificate(s) clearly marking the Envelope "GOGA FOODS LIMITED - EXIT OFFER" either by Registered Post/Speed Post/Courier, at your own risk or by hand delivery to our appointed Registrar to the Exit Offer ("RTA") at Skyline Financial Services Private Limited, (Unit: Goga Foods Limited-Exit Offer) at D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi - 110020, Tel No: +91-11-64732681-88, E-mail: viren@skylinerta.com, Contact Person: Mr. Virender Kumar Rana, on or before the closure of business hours on Monday, April 23, 2018.

Offer Price	Rs. 5.04 (Rupees Five and Paise Four only) per Equity Share
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SCHEDULE OF THE ACTIVITIES PERTAINING TO THE OFFER

Nature of Activity	Day and Date
Specified Date*	Friday, March 30, 2018
Opening of Exit Offer Period	Tuesday, April 17, 2018
Closing of Exit Offer Period	Monday, April 23, 2018
Last Date of Payment to the Remaining Public Shareholders who will validly tender their Equity Shares during the Exit Offer Period	Wednesday, May 16, 2018

**Specified Date is only for the purpose of determining the names of the Remaining Public Shareholders to whom the Offer Letter will be sent. However, all Remaining Public Shareholders (registered or unregistered) of the Equity Shares are eligible to participate in the Exit Offer any time before and on the Offer Closing Date.*

DEFINITIONS

Goga Foods Limited/ the Company/ GFL/ the ELC	A public limited company incorporated on September 18, 1981 under the provisions of the Companies Act, 1956 and having its registered office at Jain Farm House, Radha Swami Satsang Bhawan, P.O. Biharipur, Near Chou. Bharat Singh Farm House Sonia Vihar, Delhi 110094.
Exit Circular	SEBI Circular No. SEBI/HO/MRD/DSA/CIR/P/2016/110 dated October 10, 2016 under which the Offer Letter is being sent to the Remaining Public Shareholders.
Exit Offer	Exit Offer means an offer by the Offering Promoter to the Remaining Public Shareholders of the ELC for acquisition of their 100% shareholding in the ELC in terms of the Exit Circular.
Exit Offer Period	Means a period of 5 working days commencing from the date of opening of Exit Offer Period on Tuesday, April 17, 2018 to closing of Exit Offer Period on Monday, April 23, 2018.
Exit Window Period	Means a period of 1 year between Tuesday April 24, 2018 to Tuesday April 23, 2019 during which Remaining Public Shareholders who could not tendered their Equity Shares during Exit Offer Period may tender their shares at same Offer Price.
Independent Valuer/ TCA	M/s Turnaround Corporate Advisors Private Limited, a SEBI Registered Category-I Merchant Banker and empanelled as an Expert Valuer on the panel of BSE Limited and National Stock Exchange of India Limited (NSE)
Offer Price	Rs. 5.04 (Rupees Five and Paise Four only) per Equity Share equivalent to fair value per Equity Share of the ELC as determined by the Independent Valuer).
Offering Promoter	Mr. Kailash Chand Jain residing at F-56, Preet Vihar, Delhi 110092
Promoters/ Promoter Group	Means all promoters of the ELC collectively holding 5,98,100 Equity Shares representing 10.16% of paid up Equity share capital of the ELC.
Public Shareholders	All Shareholders of the ELC other than its Promoters.

Registrar/ Registrar to the Offer/ RTA	Skyline Financial Services Private Limited, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi – 110020
Remaining Public Shareholders	Means total public shareholders of the ELC as on the date of submission of plan of action reduced by the public shareholders who have consented to continue as Shareholders of the Company by providing the undertaking in the format prescribed. As on date, Remaining Public Shareholders are holding 6,47,100 Equity Shares representing 10% of paid up share capital of the ELC.

Dear Remaining Public Shareholder(s),

Invitation to tender Equity Shares held by you in the ELC

Offering Promoter, on behalf of Promoters of the ELC, is pleased to invite you to tender, subject to the terms and conditions set out below, Equity Shares held by you in the Company pursuant to the Exit Offer made in accordance with relevant provisions of Exit Circular.

1. BACKGROUND OF THE EXIT OFFER

- 1.1. The ELC was listed on the Delhi Stock Exchange Limited ("DSE") and Madras Stock Exchange Limited ("MSE"). Post the de-recognition of DSE and MSE by SEBI, the ELC was shifted to the Dissemination Board ("DB") of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").
- 1.2. In terms of Exit Circular, the ELC is under an obligation to secure listing on a Nationwide Stock Exchange(s); alternatively, the Promoters of such ELC have the option of providing exit to its public investors.
- 1.3. The Promoters of the ELC have decided to exercise the option of providing exit to the public shareholders of ELC in terms of the Exit Circular and Mr. Kailash Chand Jain, one of the Promoters of the ELC ("**Offering Promoter**") is giving the exit option on behalf of the Promoters.
- 1.4. In view of the above, Offering Promoter has decided to offer exit to the Public Shareholders of the ELC at a price of Rs. 5.04 (Rupees Five and Paisa Four only) per Equity Share equivalent to fair value determined by the Independent Valuer.
- 1.5. SEBI vide its letter MRD/OW/DSA//2017/17463/1 dated July 25, 2017 communicated to the BSE and National Stock Exchange of India Limited ("NSE") ["SEBI Letter"], inter-alia, permitted that, public shareholders/investors who are willing to remain as shareholders of the ELC 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; consequentially the exit obligation of the Promoters will be reduced accordingly.
- 1.6. In terms of above mentioned SEBI Letter, the Offering Promoter had issued a Public Announcement dated February 16, 2018 published in all editions of Business Standard (English), all editions of Business Standard (Hindi) and Makkul Kural (Tamil) on February 20, 2018 ("**Original PA**") stating that, public shareholders who are willing to remain as public shareholders of the Company 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%20willing%20to%20remain%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 Chou. 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.
- 1.7. In response to the above mentioned Original PA, certain shareholders of the ELC have availed the option to continue as Shareholders instead of exit, details of which are as follows:

Category	Number of Shareholders	Number of Equity Shares held	% of paid up share capital
Public Shareholders as on the date of submission of Plan of Action to NSE	3116	52,86,300	89.84%
Public Shareholders who have opted to continue as public shareholders	24	46,39,200	78.84%
Remaining Public Shareholders who are eligible for the Exit (" Remaining Public Shareholders ")	3092	6,47,100	10%

- 1.8. In view of the above, Offering Promoter will provide the exit to the Remaining Public Shareholders at a price of Rs. 5.04 (Rupees Five and Paisa Four only) per Equity Share (equivalent to the fair value per Equity Share as determined by the Independent Valuer) ["**Offer Price**"] and Remaining Public Shareholders are being invited to tender their fully paid up Equity Shares of Rs. 10 each at the Offer price.

- 1.9. A Follow up Advertisement ("Follow up PA") containing inter-alia details of Bank Guarantee for the attention of the Remaining Public Shareholders was published on April 02, 2018 in the following newspapers:

Name of the Newspaper	Language	Edition
Business Standard (English)	English	All Edition
Business Standard (Hindi)	Hindi	All Edition
Makkal Kural (Tamil)	Tamil	Chennai Edition

2. BACKGROUND OF THE ELC

- 2.1. M/s Goga Foods Limited was incorporated as a Public Limited Company under the provisions of the Companies Act, 1956 with the Registrar of Companies, NCT of Delhi and Haryana, vide Certificate of Incorporation dated September 18, 1991. The certificate for commencement of business was issued to the ELC on October 10, 1991 by the Registrar of Companies, NCT of Delhi and Haryana.
- 2.2. As per the main object of Memorandum of Association of the ELC, the ELC is inter-alia permitted to carry on the business of manufacturing, buying, selling, import, export, and otherwise dealing in all kinds of food products such as Milk, Milk Products, Beverages, and other type of food products. The ELC is primarily engaged in the business of Pasteurization of milk on contract basis..
- 2.3. As on the date of this Offer Letter, the Authorized Share Capital of the ELC is Rs. 70,000,000 (Rupees Seven Crore) consisting of 7,000,000 (Seventy Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each. The Issued, Subscribed and Paid-up Capital of the ELC is Rs. 58,844,000 (Rupees Five Crore Eighty Eight Lakh Forty Four Thousand only) consisting of 5,884,400 (Fifty eight Lakh Eighty Four Thousand Four Hundred) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each.
- 2.4. As on the date of this Offer Letter, the Board of Directors of the ELC comprises of 5 (Five) Directors. The Details of Board of Directors are as below:

Sr. No	Name	DIN	Designation	Residential Address
1.	Kailash Chand Jain	00601714	Director	F-56, F Block Preet Vihar, Delhi 110092
2.	Kamal Chand Jain	00601749	Director	A-22, Chief Commissioner Colony, Rana Pratap Bagh, Delhi 110007
3.	Rajan Bhargav	02063933	Director	4/5, Racquet Court Road, Under Hill Road, Civil Lines, Delhi 110007
4.	Arvind Singh	02169353	Director	C-410, Defence Colony, New Delhi-110024
5.	Geetika Jain	03432477	Director	133/5, Anandpuri, Transport Nagar, Kanpur, Uttar Pradesh-208023

- 2.5. The Shareholding pattern of the ELC as on the date of this Offer Letter is as under:

S. No.	Category	No. of Shareholders	No of Shares held	%holding
A	Promoters' Holding	03	5,98,100	10.16%
B1	Public Shareholders who have opted to continue as public shareholders	24	46,39,200	78.84%
B2	Remaining Public Shareholders who are eligible for the Exit ("Remaining Public Shareholders")	3092	6,47,100	11%
	Total (A+B)	3119	58,84,400	100%

- 2.6. The statement of select financial information based on standalone audited financial statements of the ELC for the financial years ended March 31, 2017, March 31, 2016 and March 31, 2015, is set out below.

(Rs. In Lakhs except where specifically stated)

Particulars	31-Mar-17	31-Mar-16	31-Mar-15
Revenue from Operations	942.79	1073.68	1015.45
Other Income	0.64	1.63	0.91
Total Income	942.15	1075.31	1016.36
Profit/(Loss) After Tax (PAT)	4.41	2.78	2.60
Earning per Share (Basic & Diluted) (in Rs.)	0.07	0.05	0.04
Paid Up Capital	588.44	588.44	588.44
Reserve & Surplus	(291.83)	(296.63)	(299.41)

Net Worth	296.61	291.81	289.03
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3. BACKGROUND OF THE OFFERING PROMOTER

- 3.1 Shri Kailash Chand Jain, aged about 73 residing at F-56, Preet Vihar, New Delhi-110092
- 3.2 Offering Promoter holds 169800 Equity Shares representing 2.89% of paid up equity share capital of the ELC.
- 3.3 Collective shareholdings of the Promoters of the ELC is 5,98,100 Equity Shares representing 10.16% of paid up equity share capital of the ELC.

4. OFFER PRICE

- 4.1 In case of Exit Offer to the Public Shareholders, Exit Circular prescribes that, the Promoters of the ELC, in consultation with the Designated Stock Exchange (in the present case NSE), shall appoint an Independent Valuer from the panel of expert valuers of the designated stock exchange.
- 4.2 In view of the above, Offering Promoter has engaged M/s Turnaround Corporate Advisors Private Limited, a SEBI Registered Category-I Merchant Banker and empanelled as an Expert Valuer on the panel of BSE Limited and National Stock Exchange of India Limited to determine the fair value of Equity Shares of the ELC.
- 4.3 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 the ELC is Rs. 5.04 (Rupees Five and Paise Four only).
- 4.4 In view of the above, the Offering Promoter has decided to offer exit to the Remaining Public Shareholders of the ELC (net of the Public Shareholders who have given their NOCs to continue as Shareholders of the ELC as detailed under the head "BACKGROUND TO THE EXIT OFFER") at a price of Rs. 5.04 (Rupees Five and Paise Four only) per Equity Share, equivalent to fair value per Equity Share as determined by the Independent Valuer) ["Offer Price"].
- 4.5 Offering Promoter now seeks to acquire 6,47,100 Equity Shares of Rs. 10/- each representing 100% of Remaining Public Shareholdings of the ELC at the Offer Price Rs. 5.04 (Rupees Five and Paise Four only) per Equity Share from the Remaining Public Shareholders of the ELC.

5. REGISTRAR TO THE OFFER

- 5.1 Offering Promoter has appointed Skyline Financial Services Private Limited having its registered office at D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi - 110020, Tel No: +91-11-64732681-88, E-mail: viren@skylinerta.com, Contact Person: Mr. Virender Kumar Rana, as the Registrar to the Exit Offer.

6. FINANCIAL ARRANGEMENTS:

- 6.1 In accordance with the Exit Circular, HDFC Bank Limited through its branch at G-83, Preet Vihar, Delhi-110092, has issued a bank guarantee letter dated March 20, 2018 ("Bank Guarantee") in favour of the NSE for an aggregate amount of Rs. 32,61,384/- (Rupees Thirty Two Lakh Sixty One Thousand Three Hundred Eighty Four only) being equivalent to the 100% of the Total Consideration payable to the Remaining Public Shareholders (Offer Price* Number of Equity Shares held by Remaining Public Shareholders) payable under the Exit Offer. The Bank Guarantee is valid from March 20, 2018 to June 19, 2019.

7. PROCEDURE FOR TENDERING THE EQUITY SHARES UNDER THE EXIT OFFER

- 7.1 **The Public Shareholders who hold Equity Shares of the ELC in physical form** and wish to tender their Equity Shares pursuant to the Exit Offer will be required to submit the duly completed Form of Acceptance cum acknowledgement, Original Share Certificate(s), Transfer Deed (s) duly signed and witnessed, self -attested copy of PAN and other documents as may be specified in the Offer Letter, to the RTA (at address of the RTA mentioned under point no. 5) either by Registered Post/Speed Post/Courier, at their own risk or by hand delivery so as to reach on or before the date of closing of the business hours on the date of closing of the Exit Offer Period i.e. Monday, April 23, 2018. The envelope should be superscribed as "GOGA FOODS LIMITED- EXIT OFFER".
- 7.2 **The Public Shareholders holding Equity Shares in dematerialized form** and wish to tender their Equity Shares pursuant to the Exit Offer will be required to send their Form of Acceptance cum Acknowledgement and other documents as may be specified in the Offer Letter to the Registrar to the Offer either by Registered Post/Courier or by hand delivery so as to reach on or before the date of closing of the business hours on the date of closing of the Exit Offer Period i.e. Monday, April 23, 2018, along with a photocopy of the delivery instructions in "Off-market" mode or counterfoil of the delivery instructions in "Off-market" mode, duly acknowledged by the Depository Participant ("DP"), in favour of Demat Account of the Offering Promoter ("Promoter DP Account") as per the instructions given below:

Name	Kailash Chand Jain
DP Name	RBC Financial Services Private Limited
DP ID	IN301590

Client ID	10080255
Depository	NSDL

The envelope should be superscribed as **“GOGA FOODS LIMITED- EXIT OFFER”**.

- 7.3 Unregistered owners or shareholders who have not received the Offer Letter may send their consent, to the RTA, on a plain paper stating the name, address, folio number, distinctive numbers, number of shares held, number of shares offered, along with the documents as mentioned above, so as to reach the RTA on or before the date of closing of Exit Offer Period. The copy of the Offer Letter (including Form of Acceptance cum acknowledgment and blank transfer deed) is expected to be available at the website of Independent Valuer at www.tcagroup.in during the period the Exit Offer is open and may also be downloaded from the said website. Public Shareholders can also obtain the Offer Letter from the RTA by giving an application in writing.
- 7.4 In case of public shareholders who have not received the Offer Letter and are holding Equity Shares in the dematerialized form may send their consent to the Registrar to the Offer on plain paper, stating the name, addresses, number of Equity Shares held, Depository name, Depository I.D., Client name, Client I.D., number of Equity Shares offered along with a photocopy of the original delivery instructions in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the Depository Participant as specified in Para 7.2 above, so as to reach the Registrar to the Offer on or before the date of closing of the business hours on the date of closure of the Offer i.e. Monday, April 23, 2018. Such Equity Shareholders can also download the copy of Offer Letter from the website mentioned under Para 7.3 above.
- 7.5 Share Certificates for any invalid application will be dispatched to the Public Shareholders by Registered Post/Courier at their own risk. Equity Shares held in dematerialized form, to the extent not accepted (for invalid application), will be credited back to the beneficial owners' depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance or otherwise. It will be the responsibility of the shareholders to ensure that the unaccepted shares are accepted by their respective DPs when transferred by the Registrar to the Offer.

8. ACCEPTANCE OF OFFER & PAYMENT OF CONSIDERATION:

- 8.1 Upon receipt of the 'Form of Acceptance', duly executed Transfer deeds and original share certificate(s) by the RTA & after proper verification of Signature and other particulars, the Offering Promoter shall acquire all the equity shares validly tendered at the Offer Price of Rs.5.04 per Equity Share.
- 8.2 Post verification of 'Form of Acceptance' and other supporting documents, consideration shall be paid by the Offering Promoter to those Public Shareholders whose Equity Shares have been validly accepted under the Exit Offer by Wednesday, May 16, 2018 .
- 8.3 The consideration to the Public Shareholders whose shares have been validly accepted will be paid by crossed account payee cheques/demand drafts/Electronic Clearance Service (ECS) wherever applicable. Payments through account payee cheques/demand drafts, will be made by registered post/courier at the registered shareholders'/unregistered owners' sole risk.

9. PROCEDURE FOR TENDERING THE EQUITY SHARES POST THE EXIT OFFER UPTO A PERIOD OF ONE YEAR

- 9.1 The Public Shareholders may note that, those who could not tender their Equity Shares during Exit Offer Period may do so during the Exit Window Period between Tuesday, April 24, 2018 to Tuesday, April 23, 2019, being a period of one year from the closure of Exit Offer Period at the same price of Rs. 5.04 (Rupees Five and Paise Four only) per Equity Share. The procedure for tendering the shares during Exit Window Period shall be same except the payment of consideration, which shall be released on a monthly basis i.e. within maximum 15 working days of the end of the relevant calendar month in which Shares have been validly tendered by the Public Shareholders (**“Monthly Payment Cycle”**).

10. TAX DEDUCTED AT SOURCE

Tax withholding requirement is based on tax residency of the public shareholders. In case of public shareholders who are tax resident in India, no tax will be deducted. In case of non-resident, requisite tax will be deducted in terms of the relevant provisions of Income Tax Act, 1961. Public Shareholders are requested to specify requisite details in the Form of Acceptance cum acknowledgment regarding their residential status.

11. GENERAL DISCLAIMER

Every Public Shareholder who desires to avail of the Exit Offer may do so pursuant to an independent inquiry, investigation and analysis and shall not have any claim against the Offering Promoter, the ELC, Promoters, Independent Valuer of whatsoever nature by reason of any loss which may be suffered by such person consequent to or in connection with such Exit Offer and tender of Equity Shares through this Exit Offer whether by reason of anything stated or omitted to be stated here in or any other reasons whatsoever.

Signed by Offering Promoter on behalf of Promoter Group of the ELC

Sd/-

(KAILASH CHAND JAIN)

Date: April 03, 2018

Place: New Delhi

- 1) Form of Acceptance-cum-Acknowledgement
- 2) Blank Transfer Deed(s)

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

(All terms and expressions used herein shall have the same meaning as described thereto in the Offer Letter)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please send this Form of Acceptance with enclosures to the RTA, Skyline Financial Services Private Limited, at their address given in the Offer Letter as per the mode of delivery mentioned in the Offer Letter)

Opening of Exit Offer Period	: Tuesday, April 17, 2018
Closing of Exit Offer Period	: Monday, April 23, 2018
Please read the Instructions overleaf before filling-in this Form of Acceptance	
FOR OFFICE USE ONLY	
Acceptance Number	
Number of equity shares Offered	
Number of equity shares accepted	
Purchase consideration (Rs.)	
Cheque/Demand Draft/Pay Order No./ECS No.	

Status: Please tick appropriate box			
	Resident Individual		Non Resident Indian
	Indian Body Corporate		Foreign National/Foreign Company
	HUF		Others (Specify)

From:

Name:

Address:

Tel. No.:

Fax No.:

Email:

To,

Skyline Financial Services Private Limited

(Unit: Goga Foods Limited Exit Offer)

D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi - 110020

Dear Sir,

Subject: Exit Offer to the Remaining Public Shareholders of M/s Goga Foods Limited ("ELC") and consequent removal of name of ELC from the Dissemination Board of NSE, in terms of SEBI Circular No.: SEBI/HO/MRD/DSA/CIR/P/2016/110 dated October 10, 2016

I / we, refer to the Offer Letter dated April 03, 2018 for acquiring the Equity Shares held by me / us in Goga Foods Limited. I / we, the undersigned have read the Offer Letter and understood its contents including the terms and conditions as mentioned therein. I / We, unconditionally Offer to sell to the Offering Promoter the following equity shares in the ELC held by me/ us at a price of Rs. 5.04 (Rupees Five and Paisa Four only) per fully paid-up equity share.

FOR EQUITY SHARES HELD IN PHYSICAL FORM

I/We enclose the original share certificate(s), duly signed valid Transfer Deed(s) and self -attested copy of PAN in respect of my / our equity shares as detailed below (please enclose additional sheet(s), if required).

Ledger Folio No.....		Number of share certificates attached.....		Representing		Equity Shares	
Number of Equity Shares held in the ELC				Number of Equity Shares Offered			
In figures		In words		In figures		In words	
Sr. No.	Share Certificate No.	Distinctive Nos.		No. of Equity Shares			
		From	To				
1							
2							
3							
Total No. of Equity Shares							

(In case the space provided is inadequate, please attach a separate sheet with above details and authenticate the same. Public Shareholders holding shares in physical mode should ensure that necessary documents as mentioned in the Letter of Offer for accepting Shares in physical mode shall be provided along with this Form of Acceptance. Public Shareholders of the ELC holding physical shares should note that Physical Shares will not be accepted unless the complete sets of documents are submitted.)

FOR EQUITY SHARES HELD IN DEMAT FORM

I / We, holding equity shares in the dematerialized form, accept the Offer and enclose the photocopy of the Delivery Instruction Slip in "Off market" mode, duly acknowledged by the Depository Participant ("DP") in respect of my shares as detailed below:

DP Name	DP ID	Client ID	Beneficiary Name	No. of Equity Shares

I/We have executed an off-market transaction for crediting the shares in favour of Demat Account of the Offering Promoter ("Promoter DP Account") as per the instructions given below:

Name	Kailash Chand Jain
DP Name	RBC Financial Services Private Limited
DP ID	IN301590
Client ID	10080255
Depository	NSDL

In case of non receipt of the aforesaid documents, but receipt of the Shares in the Promoter DP Account, the Offer shall be deemed to be accepted. The Form of Acceptance for which corresponding Shares have not been credited to the Promoter DP Account as on the date of closure of the Offer will be rejected.

GENERAL:

1. I/We confirm that the Equity Shares of the ELC which are being tendered by me / us under the Offer are free from liens, charges and encumbrances of any kind whatsoever and are being tendered together with all rights attached thereto, including all rights to dividends, bonuses and rights offers, if any, declared hereafter and that I/We have obtained all necessary consents, wherever applicable, to sell the equity shares on the foregoing basis.
2. I/We also note and understand that the obligation on the Offering Promoter to pay the offer price arises only after verification of the certificates, documents and signatures submitted along with this Form of Acceptance-cum- Acknowledgment.
3. I/We confirm that there are no taxes or other claims pending against me/us which may affect the legality of the transfer of equity shares under the Income Tax Act, 1961. I/We are not debarred from dealing in equity shares.
4. I/We note and understand that the shares/original share certificate(s) and transfer deed(s) will be held by the RTA in trust for me/us till the date the Offering Promoter makes payment of consideration as mentioned in the Offer Letter or the date by which original share certificate(s), transfer deed(s) and other documents are dispatched to me/us in the event my/our application is found as invalid.
5. I/We confirm that in the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided/to be provided by me/us, I/we will indemnify the Offering Promoter for such income tax demand (including interest, penalty, etc.) and provide the Offering Promoter with all information/documents that may be necessary and co-operate in any proceedings before any income tax/appellate authority.
6. So as to avoid fraudulent encashment in transit, and also to enable payment through ECS/RTGS etc, the applicants are requested to provide details of Bank account of the sole/first Shareholder.

Name of the Bank	
Branch	
Account Number	
IFSC Code	
MICR Code	
Saving/Current/Others (Please specify)	

7. In case of change in address, Public Shareholders are requested to provide the updated address in the following table along with self-attested copy of address proof like voter id/driving license/ Aadhaar Card etc. If Public Shareholders provide updated address along with proof, all further communication with the Public Shareholders will be through updated address including dispatch of consideration in case of same is being made through crossed account payee cheques/demand drafts (in case of details required for payment through ECS/RTGS etc. have not been provided in point no. 6 above).

Current/ updated Residential Address	
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Yours faithfully, Signed & Delivered:

	Full Name	PAN	Signature
First/ Sole Holder			
Joint Holder 1			
Joint Holder 2			
Joint Holder 3			

Note: In case of joint holdings all the holders must sign. In case of body corporate, stamp of the Company should be affixed and necessary Board Resolution should be attached.

Place:

Date:

ACKNOWLEDGEMENT SLIP

Received from Mr./Ms----- residing at -----
----- Acceptance cum acknowledgement for ----- Equity Shares along with:

Demat Shares: Copy of depository instruction slip from DP ID ----- Client Id: -----

Physical Shares: Share Certificate(s) under folio number(s) ----- for accepting the Exit Offer made by the Offering Promoter.

Signature of Official along with Stamp		Date of Receipt	
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Note: All future correspondence/ queries with respect to Exit Offer to be addressed to the RTA at the following address quoting your reference Folio No

Skyline Financial Services Private Limited,
(Unit: GOGA FOODS LIMITED-EXIT OFFER)
D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi - 110020,
Tel No: +91-11-64732681-88,
E-mail: viren@skylinerta.com,
Contact Person: Mr. Virender Kumar Rana

Form No. SH-4
Securities Transfer Form
[Pursuant to section 56 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Share Capital and Debentures) Rules 2014]

Date of execution:

FOR THE CONSIDERATION stated below the "Transferor(s)" named do hereby transfer to the "Transferee(s)" named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN: U01111DL1991PLC045710

Name of the company (in full): **Goga Foods Limited**

Name of the Stock Exchange where the company is listed, if any: Goga Foods Limited was listed on Delhi Stock Exchange Limited ("DSE") and Madras Stock Exchange Limited ("MSE"), However, post the de-recognition of DSE and MSE by Securities and Exchange Board of India ("SEBI"), Goga Foods Limited was shifted to the Dissemination Board ("DB") of National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE")

DESCRIPTION OF SECURITIES:

Kind/ Class of securities (1)	Nominal value of each unit of security (2)	Amount called up per unit of security (3)	Amount paid up per unit of security (4)

No. of securities being transferred		Consideration received (Rs.)	
In figures	In words	In words	In figures

Distinctive number	F				
	r				
	o				
	m				
	T				
	o				
Corresponding Certificates Nos.					

Transferor's Particulars-

Registered Folio Number:	Name (s) in full	signature(s)
1.		
2.		
3.		

I, hereby confirm that the transferor has signed before me.

Signature of witness name and address

TEAR HERE

Transferee's Particulars

Name in full	Father's/ mother's/ Spouse name	Address & E-mail id	Occupation	Existing folio No., if any	Signature
(1)	(2)	(3)	(4)	(5)	(6)

Folio No. of Transferee Specimen Signature of Transferee

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Value of stamp affixed: (Rs.)

Enclosures:

- (1) Certificate of shares or debentures or other securities
- (2) If no certificate is issued, letter of allotment.
- (3) Others, specify.....

Stamps:

<p>For office use only</p> <p>Checked by.....</p> <p>Signature tallied by.....</p> <p>Entered in the Register of Transfer on vide Transfer No.....</p> <p>Approval Date.....</p> <p>Power of attorney/Probate/Death Certificate/Letter of Administration Registered on at No.....</p>
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