

ANUGRAHA JEWELLERS LIMITED

(Regd. Office: 473, Big Bazaar Street, Coimbatore- 641 001)

OPEN OFFER ("OFFER") FOR ACQUISITION OF 11,70,000 (ELEVEN LACS SEVENTY THOUSAND) EQUITY SHARES FROM THE SHAREHOLDERS OF ANUGRAHA JEWELLERS LIMITED (HEREINAFTER REFERRED TO AS THE "TARGET COMPANY" OR "AJL") BY B.P. JHUNJHUNWALA & OTHERS (HUF) (HEREINAFTER REFERRED TO AS THE "ACQUIRER")

This Detailed Public Statement ("DPS") is being issued by VC Corporate Advisors Pvt. Ltd., the Manager to the Offer ("**Manager**"), on behalf of the Acquirer, in compliance with regulation 13(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("**SEBI (SAST) Regulations, 2011**") pursuant to the Public Announcement ("**PA**") filed on 12.06.2013 with BSE Limited ("**BSE**"), Coimbatore Stock Exchange Limited ("**CoSE**") and Madras Stock Exchange Limited ("**MSE**"), the Securities and Exchange Board of India ("**SEBI**") and the Target Company in terms of regulation 3(1) & 4 of the SEBI (SAST) Regulations, 2011.

I. ACQUIRER, SELLERS, TARGET COMPANY AND OFFER:

A. INFORMATION ABOUT THE ACQUIRER:

A.1. B.P. Jhunjhunwala & Others (HUF) is a Hindu Undivided Family having registered address at 1D, Rajagiri Residency, 125 Marshalls Road, Egmore, Chennai: 600 008. Mr. B.P. Jhunjhunwala is the karta of B.P. Jhunjhunwala & Others (HUF). The net worth of B.P. Jhunjhunwala & Others (HUF) as on 06.06.2013 Rs. 43.09 Lacs as certified by Mr. A.K. Sultania, Partner of M/s. A.K. Sultania & Co., Chartered Accountants, (Firm Registration No. 011080S & Membership No. 086285), having office at Old No. 52, Sembudoss Street, 2nd Floor, Chennai- 600 001, Tel. No. (044) 2526 4026, Email Id: aksultania@hotmail.com vide certificate dated 06.06.2013.

A.2. Apart from 14,09,399 (Fourteen Lacs Nine Thousand Three Hundred Ninety Nine Only) equity shares which the Acquirer intend to acquire through Share Purchase Agreement ("**SPA**") dated 12.06.2013, the Acquirer do not hold any equity shares/ voting rights of AJL as on date of this DPS.

A.3. There is no Person Acting in Concert ("**PAC**") with the Acquirer for the purpose of this Open Offer. Mrs. Mala Jhunjhunwala, wife of the karta of the Acquirer is holding 3,01,000 (6.69%) equity shares of the Target Company, is deemed to be acting in concert with the Acquirer in accordance with provisions of regulation 2(1)(q)(2) of the SEBI (SAST) Regulations, 2011. However, for the purpose of this Open Offer, she is not acting in concert with the Acquirer.

A.4. The Acquirer doesn't have any relationship &/or interest in the Target Company including with its Directors, Promoters & key employees. There are no persons on the Board of the Target Company, representing the Acquirer.

A.5. The Acquirer has not been prohibited by SEBI from dealing in the securities, in terms of direction issued under Section 11B of SEBI Act 1992 as amended or under any other Regulations made under the SEBI Act.

B. INFORMATION ABOUT THE SELLERS:

B.1. The details of the Sellers are as follows:

Name of the Sellers	Address of the Sellers	No. and percentage of Shares/ Voting Rights held before entering into SPA on 12.06.2013	No. and percentage of Shares/ Voting Rights sold through SPA on 12.06.2013

		No. of Shares (%)	No. of Shares (%)
Anand Loganathan	114, 11 th Street Tatabad, Coimbatore 641 012	1,10,600 (2.46%)	1,10,600 (2.46%)
Anandkumar K.R.S.	180, West Ramalingam Road, R.S. Puram, Coimbatore 641 001	101 (0.00%)	101 (0.00%)
Hari Loganathan	P45, 3 rd Main Road, Annanagar, Chennai 600 040	4,70,201 (10.45%)	4,70,201 (10.45%)
Loganathan K.R.	68 Srivari Garden, VKK Menon Road, Coimbatore 641 044	2,78,094 (6.18%)	2,78,094 (6.18%)
Mani K.R.S	180, West Ramalingam Road, R.S. Puram, Coimbatore 641 001	1,74,101 (3.87%)	1,74,101 (3.87%)
Prakash L	2D, 2 nd Block, Sree Rosh Apartments, G.V. Residency, Coimbatore 641 037	3,50,101 (7.78%)	3,50,101 (7.78%)
Suresh K.R.S	180, West Ramalingam Road, R.S. Puram, Coimbatore 641 001	26,201 (0.58%)	26,201 (0.58%)
TOTAL		14,09,399 (31.32)	14,09,399 (31.32)

B.2. The Sellers form part of the Promoter Group and have been declared as the Promoters/Promoters Group in the disclosures filed with Stock Exchanges where the shares of the Target Company are listed under the SEBI (SAST) Regulations, 2011/ Listing Agreement. They do not belong to any group.

B.3. None of the Sellers have been prohibited by SEBI from dealing in securities in terms of Section 11B of Securities Exchange Board of India Act, 1992, as amended (the “**SEBI Act**”), or under any regulations made under SEBI.

C. INFORMATION ABOUT THE TARGET COMPANY:

C.1. Anugraha Jewellers Limited (“**AJL**”) incorporated on 08.12.1994 under the Companies Act, 1956 in the State of Tamil Nadu and has obtained the certificate of Commencement of Business pursuant to Section 149(3) of the Companies Act, 1956 from the Registrar of Companies, Coimbatore, Tamil Nadu vide certificate dated 14.12.1994. The CIN of AJL is L36911TZ1994PLC005580. The Registered Office of AJL is presently situated at 473, Big Bazaar Street, Coimbatore- 641 001, Tel. No.: (0422) 2566 263, E-mail Id: anand_l@hotmail.com.

C.2. As on date of the PA, the Authorised Share Capital of AJL is Rs. 500.00 Lacs comprising of 50,00,000 equity shares of Rs. 10/- each. The Issued, Subscribed & Paid-up Capital of the AJL is Rs. 450.00 Lacs comprising of 45,00,000 equity shares of Rs. 10/- each. AJL has already established its connectivity with both the National Securities Depository Limited (“**NSDL**”) and Central Depositories Services (India) Limited (“**CDSL**”). The ISIN No of the Target Company is INE344E01016.

C.3. As on date, the Target Company does not have any partly paid Equity Shares. There are no outstanding warrants or options or similar instruments, convertible into Equity Shares at a later stage. No shares are subject to any lock-in obligations.

C.4. The equity shares of AJL are listed at BSE, CoSE and MSE. Based on information available, the equity shares of AJL are currently under suspension for trading at BSE and MSE. CoSE has been derecognized by SEBI vide order dated 04.04.2013.

C.5. Brief Audited Financial Information of the Target Company for the year ended 31.03.2011, 31.03.2012 and 31.03.2013 are as follows: (Figures in Lakhs)

Particulars	Year ended 31.03.2011 (Audited)	Year ended 31.03.2012 (Audited)	Year ended 31.03.2013 (Audited)
Total Revenue	14.77	14.87	33.57
Net Income	2.46	(0.29)	(7.05)
EPS	0.05	(0.01)	(0.16)
Net Worth	215.89	215.60	208.55

D. DETAILS OF THE OFFER:

- D.1.** The Acquirer is making an Open Offer to acquire 11,70,000 Equity Shares of Rs. 10/- each representing 26.00% of total equity and voting share capital of the Target Company, at a price of Rs. 1.70 (Rupees One and Seventy Paise Only) per equity share (the “**Offer Price**”) payable in cash, subject to the terms and conditions mentioned hereinafter.
- D.2.** This Open Offer is being made to all the equity shareholders of the Target Company as on 19.07.2013 (“**Identified Date**”), except the parties to the SPA including persons deemed to be acting in concert with such parties.
- D.3.** The payment of consideration shall be made to all the shareholders, who have tendered their shares in acceptance of the Open Offer, within ten working days of the expiry of the Tendering Period. Credit for consideration will be paid to the shareholders who have tendered shares in the Open Offer by crossed account payee cheques/ pay order/ demand drafts/electronic transfer. It is desirable that shareholders provide bank details in the Form of Acceptance cum Acknowledgement, so that the same can be incorporated in the cheques / demand draft / pay order/electronic transfer.
- D.4.** As on the date of this DPS, no statutory approvals are required to be obtained for the purpose of the Open Offer. If any statutory approvals are required or become applicable, the Offer would be subject to the receipt of such statutory approvals.
- D.5.** This Offer is not conditional upon any minimum level of acceptance in terms of the regulation 19(1) of the SEBI (SAST) Regulations, 2011 and not a Competitive Bid in terms of the regulation 20 of the SEBI (SAST) Regulations, 2011.
- D.6.** This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of equity shares of the Target Company.
- D.7.** The Manager to the Offer, VC Corporate Advisors Private Limited, does not hold any equity shares in the Target Company as on the date of the DPS. The Manager to the Offer further declares and undertakes that they will not deal on their own account in the equity shares of the Target Company during the Offer Period.
- D.8.** The equity shares will be acquired by the Acquirer free from all lien, charges and encumbrances and together with all the rights attached to including all the rights to dividend, bonus, and right offer declared thereof.
- E.** The Acquirer does not have any plans to dispose off or otherwise encumber any significant assets of AJL in the succeeding two years from the date of closure of the Open Offer, except in the ordinary course of business of the Target Company, and except to the extent required for the purpose of restructuring and/or rationalization of the business, assets, investments, liabilities or otherwise of the Target Company. In the event any substantial asset of the Target Company is to be sold, disposed off or otherwise encumbered other than in the ordinary course of business, the Acquirer undertakes that it shall do so only upon the receipt of the prior approval of the shareholders of the Target Company through special resolution in terms of regulation 25(2) of SEBI (SAST) Regulations, 2011 and subject to the provisions of applicable law as may be required.

- F.** Pursuant to completion of this Offer, assuming full acceptance to this Offer, the public shareholding in the Target Company will not fall below the minimum public shareholding requirement as per the Securities Contract (Regulation) Rules, 1957 as amended.

II. BACKGROUND TO THE OFFER

- (i)** The Acquirer has entered into a Share Purchase Agreement dated 12.06.2013 with the Sellers to acquire in aggregate 14,09,399 (Fourteen Lacs Nine Thousand Three Hundred and Ninety Nine) equity shares of Rs. 10/- each representing 31.32% of the fully paid-up equity and voting share capital of the Target Company at a price of Rs. 1.35 per fully paid-up equity share payable in cash ("**Negotiated Price**") for a total consideration of Rs. 19,02,688.65 (Rupees Nineteen Lacs Two Thousand Six Hundred Eighty Eight and Sixty Five Paise Only). Pursuant to the execution of the SPA, this mandatory Open Offer is being made by the Acquirer in compliance with the regulation 3(1) & 4 of the SEBI (SAST) Regulations, 2011.
- (ii)** The prime object of the Open Offer is to acquire substantial acquisition of shares/voting rights accompanied with the change in control and management of the Target Company.
- (iii)** This Open Offer is for acquisition of 26.00% of total equity and voting share capital of the Target Company. After the completion of this Open Offer and pursuant to transfer of equity shares so acquired under SPA, the Acquirer shall hold the majority of the Equity Shares by virtue of which they shall be in a position to exercise effective management and control over the Target Company.
- (iv)** Subject to satisfaction of the provisions under the Companies Act, 1956 and/ or any other Regulation(s), the Acquirer intend to make changes in the management of AJL.
- (v)** The Acquirer proposes to continue existing business of the Target Company and may diversify its business activities in future with prior approval of the shareholders. The main purpose of takeover is to expand the Company's business activities in same/diversified line through exercising effective control over the Target Company. However, no firm decision in this regard has been taken or proposed so far.

III. SHAREHOLDING AND ACQUISITION DETAILS:

The current and proposed shareholding of the Acquirer in the Target Company and the details of their acquisition are as follows:

Sr. No.	Particulars	B.P. Jhunjunwala & Others (HUF)	
		No. of Equity Shares	% of Shares/ Voting Rights
1.	Shareholding before PA, i.e. 12.06.2013	Nil	0.00
2.	Shareholding on the date of PA, as acquired through SPA dated 12.06.2013,	14,09,399	31.32
3.	Shares to be acquired in the Open Offer (assuming full acceptances)	11,70,000	26.00
4.	Shares acquired between the PA date and the DPS date	Nil	Nil
5.	Post Offer shareholding of the Acquirer (*) (On Diluted basis, as on 10th working day after closing of tendering period)	25,79,399	57.32

** Assuming all the equity shares which are offered are accepted in the Open Offer.*

IV. OFFER PRICE

- (i)** The equity shares of the Target Company are listed at BSE and MSE having Scrip Code of 530805 and ANUGRAJEW respectively. The marketable lot for equity shares is 1 (One) equity share. The acquisition of shares is direct acquisition as per the regulation 3(1) & 4 of the SEBI (SAST) Regulations, 2011.
- (ii)** Based on information available, the equity shares of AJL are currently under suspended for trading at BSE and MSE. Since there has been no trading in the equity shares of the Target

Company on the BSE and MSE for last one year, the equity shares of the Target Company are not frequently traded within the meaning of the definition “frequently traded shares” under regulation 2(1)(j) of the SEBI (SAST) Regulations, 2011 and therefore the Offer Price has been determined taking into account the parameters as set out under regulation 8 (2) of the SEBI (SAST) Regulations, 2011, as under:

Sr. No.	Particulars	Price (In Rs. per share)
1.	Negotiated Price under the SPA	1.35
2.	The Volume- Weighted Average Price paid or payable for acquisitions by the Acquirer or Person deemed to be acting in concert during 52 weeks immediately preceding the date of PA.\$	1.30
3.	Highest price paid or payable for acquisitions by the Acquirer or Person deemed to be acting in concert during 26 weeks immediately preceding the date of PA.	Not Applicable
4.	The Volume-Weighted Average Market Price of shares for a period of sixty trading days immediately preceding the date of the PA as traded on the Stock Exchange where the maximum volume of trading in the shares of the Target Company are recorded during such period	Not Applicable
5.	Other Financial Parameters as at 31st March, 2013:	
	Return on Net Worth (%)	(3.38)
	Book Value Per Share	4.63
	Earnings Per Share	(0.16)
	Industry Average P/E Multiple *	18.30
	Offer price P/E Multiple**	(10.63)

\$ Represents shares purchased by Mrs. Mala Jhunjhunwala as per details mentioned in point no. I.A.3 above.

*(Source: Capital Market Journal Volume No. XXVIII/08, Jun 10- 23, 2013, Industry– Jewellery).

**Offer price/ EPS.

Mr. A. Tibrewal, Partner of M/s. Abhishek Tibrewal & Co. (Membership No. 064154), Chartered Accountants, having office at 26, Surendra Nath Banerjee Lane Tati Para, Salkia, Howrah: 711 106, Tel. No. (033) 2655 4318, Fax No. (033) 2655 4318, Email: a.tibrewal@rediffmail.com vide certificate dated 13.06.2013, has stated that based on the decision of the Hon’ble Supreme Court of India in the case of Hindustan Lever Employees Union Vs Hindustan Lever Limited, 1995 (83 Com case 30), the value of the equity shares of AJL is Rs. 1.70 per equity share.

In view of the above, the Offer price of Rs. 1.70 per equity share is justified in terms of regulation 8(2) of the SEBI (SAST) Regulations, 2011.

- (iii) There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters.
- (iv) As on date there is no revision in Open Offer price or Open Offer size. In case of any revision in the Open Offer price or Offer Size, the Acquirer shall comply with regulation 18 of SEBI (SAST) Regulations, 2011 and all other applicable provisions of SEBI (SAST) Regulations, 2011.
- (v) If there is any revision in the Offer price on account of future purchases / competing offers, it will be done only up to the period prior to three (3) working days before the date of commencement of the tendering period and would be notified to shareholders.

V. FINANCIAL ARRANGEMENTS

- (i) The Acquirer has adequate financial resources and has made firm financial arrangements for the implementation of the Offer in full out of his own sources/ networth and no borrowings from any Bank or Financial Institutions are envisaged. Mr. A. Tibrewal, Partner of M/s. Abhishek Tibrewal & Co. (Membership No. 064154), Chartered Accountants, having office at 26, Surendra Nath Banerjee Lane Tati Para, Salkia, Howrah: 711 106, Tel. No. (033) 2655 4318, Fax No. (033) 2655 4318, Email: a.tibrewal@rediffmail.com has certified vide certificate dated 13.06.2013 that

sufficient resources are available with the Acquirer for fulfilling the obligations under this "Offer" in full.

- (ii) The maximum consideration payable by the Acquirer to acquire 11,70,000 fully paid-up equity shares at the Offer Price of Rs. 1.70 (Rupees One and Seventy Paise Only) per equity share, assuming full acceptance of the Offer would be Rs. 19,89,000/- (Rupees Nineteen Lacs Eighty Nine Thousand Only). In accordance with regulation 17 of the SEBI (SAST) Regulations, 2011, the Acquirer has opened an Escrow Account under the name and style of "AJL- Open Offer Escrow Account" with HDFC Bank Limited, Central Plaza, 2/6, Sarat Bose Road, Kolkata-700 020 ("Escrow Banker") and made therein a cash deposit of Rs. 5,00,000/- (Rupees Five Lacs Only) being more than 25% of the total consideration payable in the Open Offer.
- (iii) The Manager to the Offer is authorized to operate the above mentioned Escrow account to the exclusion of all others and has been duly empowered to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 2011.
- (iv) Based on the aforesaid financial arrangements and on the confirmations received from the Escrow Banker and the Chartered Accountant, the Manager to the Offer is satisfied about the ability of the Acquirer to implement the Offer in accordance with the SEBI (SAST) Regulations, 2011. The Manager to the Offer confirms that the firm arrangement for the funds and money for payment through verifiable means are in place to fulfill the Offer obligations.

VI. STATUTORY AND OTHER APPROVALS

- (i) The Offer is subject to receiving the necessary approval(s), if any, from Reserve Bank of India, under the Foreign Exchange Management Act, 1999 and subsequent amendments thereto, for acquiring equity shares tendered by non-resident shareholders, if any.
- (ii) As on the date of the DPS, there are no statutory approvals and/ or consents required. However, the Offer would be subject to all-statutory approvals as may be required and / or may subsequently become necessary to acquire at any later date.
- (iii) In case of delay in receipt of any statutory approval, SEBI may, if satisfied that delay receipt of the requisite approvals was not due to any willful default or neglect of the Acquirer or failure of the Acquirer to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirer agreeing to pay interest to the shareholders as directed by SEBI, in terms of regulation 18(11) of SEBI (SAST) Regulations, 2011. Further, if delay occurs on account of willful default by the Acquirer in obtaining the requisite approvals, regulation 17(9) of the SEBI (SAST) Regulations, 2011 will also become applicable and the amount lying in the Escrow Account shall become liable to forfeiture.
- (iv) No approval is required from any bank or financial institutions for this Offer.

VII. TENTATIVE SCHEDULE OF ACTIVITY:

Activities	Date	Day
Date of the PA	12.06.2013	Wednesday
Publication of Detailed Public Statement in newspapers	19.06.2013	Wednesday
Last date of filing of the Draft Offer Document with SEBI	26.06.2013	Wednesday
Last date of a Competing Offer	10.07.2013	Wednesday
Identified Date*	19.07.2013	Friday
Date by which the Letter of Offer will be despatched to the shareholders	26.07.2013	Friday
Last date for upward revision of Offer Price and/or Offer Size	29.07.2013	Monday
Last date by which Board of the Target shall give its recommendation	31.07.2013	Wednesday

Activities	Date	Day
Advertisement of Schedule of Activities for Open Offer, status of statutory and other approvals in newspapers and sending the same to SEBI, Stock Exchanges and Target Company	01.08.2013	Thursday
Date of commencement of tendering period	02.08.2013	Friday
Date of closing of tendering period	20.08.2013	Tuesday
Date by which communicating rejection/ acceptance and payment of consideration for applications accepted	03.09.2013	Tuesday

* Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent. All owners (registered or unregistered) of equity shares of the Target Company (except the parties to the SPA including persons deemed to be acting in concert with such parties) are eligible to participate in the Offer any time before the Closure of the Offer.

VIII. PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON RECEIPT OF LETTER OF OFFER

- (i) All owners of Equity Shares (except the parties to the SPA including persons deemed to be acting in concert with such parties) whether holding Equity Shares in dematerialised form or physical form, registered or unregistered, are eligible to participate in the Offer any time before closure of the tendering period.
- (ii) Persons who have acquired the Equity Shares of the Target Company but whose names do not appear in the register of members of the Target Company on the Identified Date or unregistered owners or those who have acquired the Equity Shares of the Target Company after the Identified Date or those who have not received the Letter of Offer, may also participate in this Offer by submitting an application on a plain paper giving details regarding their shareholding and confirming their consent to participate in this Offer as per the terms and conditions of this Offer. The application is to be sent to Maheshwari Datamatics Private Limited ("Registrar to the Offer") at the address mentioned below so as to reach the Registrar to the Offer on or before 20.08.2013 (i.e. the date of closing of the tendering period), together with:
 - a. In the case of shares held in physical form, the name, address, number of shares held, number of shares offered, distinctive numbers and folio number together with the original share certificate/s and valid transfer deeds. Persons who have acquired shares of the Target Company should send to the Registrar to the Offer, the original contract note issued by a registered share broker of a recognized stock exchange through whom such shares were acquired and/or such other documents as may be specified; or
 - b. In the case of shares held in dematerialized form, Depository Participant ("DP") name, DP ID, beneficiary account number together with photocopy or counterfoil of the delivery instruction slip in "off-market" mode duly acknowledged by the DP for transferring the Equity Shares in favour of "CAMEO CORPORATE SERVICES LTD ESCROW A/C-AJL OPEN OFFER" filled in as per the instructions given below:

DP NAME	STOCK HOLDING CORPORATION OF INDIA LTD.
DP ID	16010100
CLIENT ID	00406646
ACCOUNT NAME	CAMEO CORPORATE SERVICES LTD ESCROW A/C-AJL OPEN OFFER
DEPOSITORY	CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED

Shareholders having their beneficial account with National Securities Depository Limited ("NSDL") have to use inter-depository delivery instruction slip for the purpose of crediting their equity shares in favour of the Special Depository Account opened with CDSL.

- (iii) The Letter of Offer alongwith a form of acceptance cum acknowledgement/ withdrawal would also be available at the SEBI's website, www.sebi.gov.in, and shareholders can also apply by downloading such forms from the said website.

(iv) No indemnity is needed from the unregistered shareholders.

IX. DETAILED PROCEDURE FOR TENDERING THE EQUITY SHARES IN THE OPEN OFFER WILL BE AVAILABLE IN THE LETTER OF OFFER

X. OTHER INFORMATION:

- (i) The Acquirer accepts full responsibility for the information contained in the Public Announcement & Detailed Public Statement and also for the obligations of the Acquirer laid down in the SEBI (SAST) Regulations, 2011.
- (ii) The Acquirer has appointed Cameo Corporate Services Limited, as the Registrar to the Offer, having office at Subramaniun Building, No.1 Club House Road, Chennai- 600 002, Tel No.: (044) 2846 0425; Fax No.: (044) 2846 0129, E-mail-Id: rdr@cameoindia.com. The Contact Person is Mr. R. D. Ramasamy.
- (iii) The Acquirer has appointed VC Corporate Advisors Private Limited as Manager to the Open Offer pursuant to regulation 12 of the SEBI (SAST) Regulations, 2011.
- (iv) This Detailed Public Statement will also be available on SEBI's website at www.sebi.gov.in.

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



VC CORPORATE ADVISORS PRIVATE LIMITED

SEBI Registration No. INM000011096

(Contact Person: Mr. Anup Kumar Sharma)

31, Ganesh Chandra Avenue,

2nd Floor, Suite No -2C,

Kolkata-700 013,

Phone No: (033) 2225-3940,

Fax: (033) 2225-3941,

E-mail: mail@vccorporate.com

For and on behalf of the Acquirer

Sd/-

Karta

Place: Kolkata

Date: 19.06.2013