# CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT AND OFFER OPENING PUBLIC ANNOUNCEMENT TO THE SHAREHOLDERS OF EINS EDUTECH LIMITED

(Regd. Office: Brijwasi Building, 4th Floor, Opp. Udyog Bhavan, Sonawala Road, Goregaon (E), Mumbai - 400 063)

This Advertisement is being issued by VC Corporate Advisors Private Limited, on behalf of Westfield Apparels Private Limited (hereinafter referred to as **"the Acquirer"**) pursuant to regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (**"SEBI (SAST) Regulations"**) in respect of Open Offer (**"Offer"**) for the acquisition of 70,200 (Seventy Thousand and Two Hundred Only) fully paid-up equity shares of Rs. 10/- each, representing 26.00% of the equity and voting share capital of Eins Edutech Limited (hereinafter referred to as the **"Target Company"** or **"EEL"**). The Detailed Public Statement (**"DPS"**) pursuant to the Public Announcement (**"PA"**) made by the Acquirer has appeared in Business Standard (English Daily) all editions, Business Standard (Hindi Daily) all editions and Lakshadweep (Marathi Daily Mumbai edition) on 04.01.2013.

1. The Offer Price is Rs. 55/- (Rupees Fifty Five Only) per equity share payable in cash (**"Offer Price"**). There has been no revision in the Offer Price.
2. Committee of Independent Directors (**"IDC"**) of the Target Company recommend acceptance of the Open Offer made by the Acquirer, as the Offer Price of Rs. 55/- (Rupees Fifty Five Only) per equity share of Eins Edutech Limited is fair and reasonable based on the following reasons:
   - As per the last Audited Balance Sheet as on 31.03.2012, the Return on Net Worth and Earning per equity share is only 6.91% and Rs. 2.88 respectively and the Book Value per equity share of the Target Company is Rs. 41.62 which are lower than the Offer Price of Rs. 55/- per equity share being offered by the Acquirer.

   The recommendation of IDC was published in the aforementioned newspapers on 28.02.2013.
3. There has been no competitive bid to this Offer.
4. The Letter of Offer (**"LOF"**) has been dispatched to all the Public Shareholders of Target Company on 27.02.2013.
5. Please note that a copy of the LOF along with the Form of Acceptance-cum-Acknowledgement is available on the website of Securities and Exchange Board of India (SEBI), **www.sebi.gov.in**, and also on the website of Manager to the Offer, **www.vccorporate.com** and shareholders can also apply by downloading such forms from the website. Further, in case of non-receipt/ non-availability of the Form of Acceptance, the application can be made on plain paper along with the following details:
   a. **In case of physical Shares:** Name & Address of the first holder, name(s) & address(s) of joint holders, if any, registered folio no., share certificate no., distinctive nos., no. of the shares held, number of shares tendered together with the original Equity Share certificate(s), valid transfer deeds with the details of the Acquirers kept blank so as to reach the Registrar to the Offer on or before Closure to the Offer i.e. 15.03.2013.

   b. **In case of Dematerialized Shares:** Name, Address, Number of Equity Shares tendered, DP Name, DP ID, Beneficiary Account No. and a photocopy or counter folio of the delivery instruction in "Off-market" mode, duly acknowledged by the DP in favour of Special Depository Account:

   | | |
   |---|---|
   | DP Name | Nirmal Bang Securities Pvt. Ltd. |
   | DP ID | IN301604 |
   | Client ID | 11204315 |
   | Account name | Eins Edutech Ltd. Open Offer Operated by Sharex |
   | Depository | National Securities Depository Limited ("NSDL") |

   Shareholders having their beneficiary account in the Central Depository Services (India) Limited ("CDSL") have to use inter depository delivery instruction for the purpose of crediting their equity shares in favour of the Special Depository Account with NSDL.
6. In terms of Regulation 16(1) of the SEBI (SAST) Regulations, the Draft Letter of Offer had been submitted to SEBI on 11.01.2013. We have received the final observations in terms of Regulation 16(4) of the SEBI (SAST) Regulations from SEBI vide its Letter No. CFD/DCR-1/4882/13 dated 25th February, 2013 which have been incorporated in the LOF.
7. **Any other material change from the date of PA:**
   - In compliance with regulation 24(1) read with regulation 17 of the SEBI (SAST) Regulations, Mr. Ramawatar Gupta & Mr. Pramod Kumar Gupta, the nominee Director of the Acquirer, were appointed as the Additional Directors on the Board of the Target Company on 08.02.2013. Further, the Acquirer has also transferred the equity shares forming part of the Share Purchase Agreement dated 29.12.2012 in their name on 08.02.2013 in compliance with regulation 22(2) read with regulation 17 of the SEBI (SAST) Regulations. For further details, refer para 2.1.11 and para 2.1.12 respectively on page no. 5 of the final LOF as dispatched to the shareholders.
8. **Schedule of Activities:**

| Activity | Date | Day |
|---|---|---|
| Date of the Public Announcement | December 29, 2012 | Saturday |
| Publication of Detailed Public Statement in newspapers | January 04, 2013 | Friday |
| Last date for making a Competing Offer | January 28, 2013 | Monday |
| Identified Date* | February 15, 2013 | Friday |
| Date when Letter of Offer were dispatched | February 27, 2013 | Wednesday |
| Date of commencement of tendering period | March 04, 2013 | Monday |
| Date of closure of tendering period | March 15, 2013 | Friday |
| Date by which communicating rejection/ acceptance and payment of consideration for applications accepted | April 02, 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 Acquirers and the parties to the SPA) are eligible to participate in the Offer any time before the Closure of the Offer.*

Capitalized terms used in this announcement, but not defined, shall have the same meaning assigned to them in the PA, DPS and LOF.

**ISSUED BY THE MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRER:**

**Manager to the Offer:**

**VC CORPORATE ADVISORS PRIVATE LIMITED**
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**Place: Kolkata**
**Date: 01.03.2013**