# POST OFFER ADVERTISEMENT TO THE EQUITY SHAREHOLDERS OF
# GAYLORD COMMERCIAL COMPANY LIMITED ("GCCL" OR THE "TARGET COMPANY")

(Registered Office: 618, Krishna, 6th Floor, 224, A.J.C Bose Road, Kolkata- 700 017)

Open Offer for acquisition of 1,66,400 (One Lac Sixty Six Thousand and Four Hundred Only) fully paid-up equity shares of Rs. 10/- each of GCCL by M/s. Vista Vyapaar Private Limited (**hereinafter referred to as the "Acquirer")** alongwith Mr. Ankit Jain (**hereinafter referred to as the** "**Person Acting in Concert**" or "**PAC**")**.**

This Post Offer Advertisement is being issued by VC Corporate Advisors Private Limited, the Manager to the Offer, on behalf of the Acquirer and PAC, in connection with the Open Offer made by the Acquirer and PAC, in compliance with regulation 18 (12) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("**SEBI (SAST) Regulations**"). The Detailed Public Statement ("**DPS**") pursuant to the Public Announcement ("**PA**") made by the Acquirer and PAC has appeared in The Financial Express (English Daily) all editions, Jansatta (Hindi Daily) all editions and Kalantar (Bengali Daily) on 28.09.2012.

1. Name of the Target Company : **Gaylord Commercial Company Limited**
2. Name of the Acquirer and Persons Acting in Concert (PAC) : **Acquirer: M/s. Vista Vyapaar Private Limited ("VVPL")**<br>**PAC: Mr. Ankit Jain**
3. Name of Manager to the Offer : **VC Corporate Advisors Private Limited**
4. Name of Registrar to the Offer : **Niche Technologies Private Limited**
5. Offer details
   a) Date of Opening of the Offer : Friday, January 11, 2013
   b) Date of Closing of the Offer : Thursday, January 24, 2013
6. Date of Payment of Consideration : Not Applicable
7. Details of the Acquisition :

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th colspan="2">Proposed in the Offer Document</th><th colspan="2">Actual</th></tr>
<tr><td>7.1.</td><td>Offer Price</td><td colspan="2">Rs. 20/- per equity share</td><td colspan="2">Rs. 20/- per equity share</td></tr>
<tr><td>7.2.</td><td>Aggregate number of shares tendered</td><td colspan="2">1,66,400</td><td colspan="2">Nil</td></tr>
<tr><td>7.3.</td><td>Aggregate number of shares accepted</td><td colspan="2">1,66,400</td><td colspan="2">Nil</td></tr>
<tr><td>7.4.</td><td>Size of the Offer<br>(Number of shares multiplied by Offer price per share)</td><td colspan="2">Rs. 33,28,000/-</td><td colspan="2">Not Applicable</td></tr>
<tr><td>7.5.</td><td>Shareholding of the Acquirer and PACs before Share Purchase Agreement (SPA) /Public Announcement (No. & %)</td><td colspan="2">1,59,000 (24.84%)</td><td colspan="2">1,59,000 (24.84%)</td></tr>
<tr><td>7.6.</td><td>Shares Acquired indirectly by way of SPA<br>● Number<br>● % of Fully Diluted Equity Share Capital</td><td colspan="2">3,13,000<br>(48.91%)</td><td colspan="2">3,13,000<br>(48.91%)</td></tr>
<tr><td>7.7.</td><td>Shares Acquired by way of Open Offer<br>● Number<br>● % of Fully Diluted Equity Share Capital</td><td colspan="2">1,66,400*<br>(26.00%)</td><td colspan="2">Nil<br>(0.00 %)</td></tr>
<tr><td>7.8.</td><td>Shares acquired after Detailed Public Statement<br>● Number of shares acquired<br>● Price of the shares acquired<br>● % of the shares acquired</td><td colspan="2">Not Applicable</td><td colspan="2">Not Applicable</td></tr>
<tr><td>7.9.</td><td>Post Offer shareholding of Acquirer<br>● Number<br>● % of Fully Diluted Equity Share Capital</td><td colspan="2">5,42,000<br>(84.69%)</td><td colspan="2">4,72,000<br>(73.75%)</td></tr>
<tr><td>7.10.</td><td>Pre and Post Offer shareholding of:</td><td colspan="2"></td><td colspan="2"></td></tr>
<tr><td></td><td>a) Public Shareholders</td><td>Pre Offer</td><td>Post Offer #</td><td>Pre Offer</td><td>Post Offer#</td></tr>
<tr><td></td><td>● Number<br>● % of Fully Diluted Equity Share Capital</td><td>70,000<br>(10.94%)</td><td>98,000<br>(15.31%)</td><td>70,000<br>(10.94%)</td><td>1,68,000<br>(26.25%)</td></tr>
<tr><td></td><td>b) Promoter other than the parties to the Agreement<br>● Number<br>● % of Fully Diluted Equity Share Capital</td><td>98,000<br>(15.31%)</td><td>Nil<br>(0.00%)</td><td>98,000<br>(15.31%)</td><td>Nil<br>(0.00%)</td></tr>
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* The Promoters other than the parties to the Agreement, being the deemed Person Acting in Concert with the Sellers, have confirmed vide their undertaking dated 09.11.2012 that they will not participate and tender any equity shares of GCCL held by them under the Open Offer. Pursuant to this, the maximum number of equity shares to be tendered under the captioned Open Offer is restricted to 70,000 equity shares representing 10.94% of the equity and voting share capital of GCCL.

# Pursuant to the completion of the Open Offer formalities the existing Promoter other than the parties to the Agreement would be classified under the Public Category.

8. The Acquirer and their Board of Directors alongwith the PAC accept full responsibility jointly and severally for the information contained in this Post Offer Advertisement and also for the fulfilment of their obligations as laid down in the SEBI (SAST) Regulations.
9. A copy of this Post Offer Advertisement will be available on the websites of SEBI, The Calcutta Stock Exchange Limited, U.P. Stock Exchange Limited and at the registered office of the Target Company.
10. Capitalized terms used in this advertisement and not defined herein, shall have the same meaning assigned to them in the Letter of Offer dated 02.01.2013.

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


**Manager to the Offer:**

**VC CORPORATE ADVISORS PRIVATE LIMITED**
SEBI Registration No. INM000011096
(Contact Person: Ms. Urvi Belani)
31, Ganesh Chandra Avenue,
2nd Floor, Suite No –2C, Kolkata – 700 013
Tel : (033) 2225-3940
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E-mail: mail@vccorporate.com


**Place : Kolkata** **Date: 30.01.2013**