PUBLIC ANNOUNCEMENT TO THE EQUITY SHAREHOLDERS OF

VMS INDUSTRIES LIMITED

("VIL" /"TARGET COMPANY")

Registered Office: 2nd Floor, "Jain House" Opposite Vitthalwadi, Bhavnagar, Gujarat - 364003. Tel.No. +91-278-2432371, Fax No. +91-278-2428352,
Email : info@vmsil.com, Web : www.vmsil.com
Corporate Office : B-1006, Nar-Narayan Complex, Near Swastik Char Rasta, Navrangpura, Ahemdabad - 380009, Gujarat Tel.No. +91-79-4032 0484, Fax No. +91-79-2692 0195

CASH OFFER FOR ACQUISITION OF EQUITY SHARES FROM SHAREHOLDERS

Cash offer of Rs.23/- (Rupees Twenty three Only) Per Share for Acquisition Up to 42,83,082 (Forty Two Lacs Eighty Three Thousand and Eighty Two) Fully Paid up Equity Shares representing 26.00% of the total issued, subscribed and paid up equity share capital and 26.00% voting capital from Public Shareholders of the Target Company.

This public announcement (the "**PA**") is being issued by Comfort Securities Limited (the "**Manager to the Offer**"), on behalf of **BHOLEBABA SUPPLIERS PRIVATE LIMITED** (referred to as "**BSPL**" or the "**Acquirer**") pursuant to Regulation 10 in compliance with, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto ("**SEBI (SAST) Regulations**") to the equity shareholders of **VMS INDUSTRIES LIMITED** (referred to as "**VIL**" or the "**Target Company**").

1. THE OFFER

1.1 This open offer (the "**Open Offer**") is being made by BSPL, a private limited Company incorporated and duly registered under the Companies Act, 1956 and subsequent amendments thereto (the "**Act**") having its present registered office at 13, B. B. Ganguly Street, Ground Floor, Kolkata, West Bengal - 700012 to the equity shareholders of the Target Company, a Company incorporated under the Companies Act,1956 and having its registered office at 2nd Floor, "Jain House" Opposite Vitthalwadi, Bhavnagar, Gujarat 364003, Tel.No. +91-278-2432371, Fax No. +91-278-2428352, Email : info@vmsil.com, Web : www.vmsil.com and Corporate Office at B-1006, Nar-Narayan Complex, Near Swastik Char Rasta, Navrangpura, Ahemdabad- 380009, Gujarat Tel.No. +91-79-4032 0484, Fax No. +91-79-2692 0195 pursuant to Regulation 10 of the SEBI (SAST) Regulations. There are no other acquirers or other entities/ persons who are or can be deemed to be persons acting in concert with the Acquirer for the purpose of this Open Offer.

1.2 The Acquirer has not entered into any Share Purchase Agreement with any person / entity.

1.3 For the purpose of this Offer, there is no person acting in concert ("PAC") with the Acquirer within the meaning of Regulation 2(1)(e) of the SEBI (SAST) Regulations.

1.4 There is no arrangement by the Acquirer with any person / entity in connection with the Offer. The entire Shares proposed to be acquired under this Offer will be acquired by the Acquirer and no other person / entity proposed to take part of the acquisition.

1.5 The Acquirer is hereby making an Open Offer in terms of the SEBI (SAST) Regulations to the public shareholders of VIL, to acquire upto 42,83,082 (Forty Two Lacs Eighty Three Thousand and Eighty Two) Fully Paid up Equity Shares ("**Offer Size**") bearing a face value of Rs. 10/- each, representing 26.00% of the total issued, subscribed and paid up equity share capital and 26.00% voting rights of the Target Company at a price of Rs. 23/- (Rupees Twenty Three Only) per equity share ("**Offer Price**"), payable in cash subject to the terms and conditions mentioned herein.

1.6 The total Issued, Subscribed and Paid-up equity share capital of the Target Company:

Paid-up Equity Shares of Target Company	No. of Shares / Voting Rights	% of Share / Voting Rights
Fully Paid-up Equity Shares	1,64,73,391	100.00
Partly Paid-up Equity Shares	NIL	NIL
Total Equity Shares	1,64,73,391	100.00
Total Voting Rights in Target Company	1,64,73,391	100.00

(Source: www.bseindia.com & www.mca.gov.in)

1.7 The equity shares of the Target Company are listed only on the Bombay Stock Exchange Limited (the "**BSE**"). The equity shares of the Target Company are frequently traded within the meaning of explanation (i) to Regulation 20(4) of the SEBI (SAST) Regulations.

1.8 The Acquirer holds **NIL** equity shares in the Target Company as of the date of this Public Announcement.

1.9 The Acquirer will acquire upto 42,83,082 equity shares, in the event excess equity shares are tendered in acceptance of this Open Offer, subject to fulfillment of the terms and conditions set out in this Public Announcement and the letter of offer ("**Letter of Offer**") to be sent to the equity shareholders of the Target Company.

1.10 **This is not a competitive bid.**

1.11 The Manager to the Offer i.e. Comfort Securities Limited does not hold any equity shares/voting rights in the Target Company as on the date of appointment as Manager to the Offer. They declare and undertake that they shall not deal in the equity shares of the Target Company during the period commencing from the date of their appointment as Manager to the Offer till the expiry of 15 days from the date of closure of this Open Offer.

1.12 The Open Offer is not subject to any minimum level of acceptance from the shareholders i.e. **it is not a Conditional Offer.**

2. THE OFFER PRICE

The Equity shares of the Target Company are listed only at Bombay Stock Exchange Limited, Mumbai (BSE). The shares are placed under Group B having a Scrip Code of "533427". The scrip of the Target Company is frequently traded within the meaning of explanation (i) to Regulation 20(4) of the SEBI (SAST) Regulations.

2.1 The Offer Price of Rs. 23/- (Rupees Twenty Three Only) per equity share is justified in terms of Regulation 20 (4) of the SEBI (SAST) Regulations on the basis of the following:

(a) the annualised trading turnover of the Target Company is more than 5% (by number of equity shares) of the total number of listed equity shares (Source: www.bseindia.com). Accordingly, the equity shares of the Target Company are deemed to be frequently traded on the BSE.

(b) In accordance with Regulation 20 (4) of the SEBI (SAST) Regulations, 1997, the offer price of Rs. 23/- (Rupees Twenty Three Only) per fully paid up equity share is justified in view of the following parameters:

Negotiated Price	N.A.
Highest Price paid by the Acquirers for acquisition, if any, including by way of allotment in a public or rights issue or preferential issue during the 26 weeks period prior to the date of PA.	N.A
The average of the weekly high and low of the closing prices of the equity Shares of VIL during 26 weeks period prior to the Public announcement. (On BSE where the shares are most frequently traded)	16.55*
The average of the daily high and low of the prices of the equity shares of VIL during the Two weeks prior to the Public Announcement (On BSE)	22.13

*The company has been listed with effect from 14th June 2011.

In view of the parameters considered and presented in table above, in the opinion of the Acquirer and Manager to the Offer, the Offer Price of Rs. 23/- (Rupees Twenty Three Only) per share being the highest of the prices mentioned above is justified in terms of Regulation 20(4) & 20(11) of the Regulations.

3. INFORMATION ABOUT THE ACQUIRER

3.1.1 The Offer is being made by **BHOLEBABA SUPPLIERS PRIVATE LIMITED** is a sole acquirer.

3.1.2 BSPL was originally incorporated as Bholebaba Suppliers Private Limited under the provisions of the Companies Act, 1956 on 16th March, 2009, as a Private Limited Company by Registrar of Companies, Maharashtra, Mumbai.

3.1.3 BSPL is having its present registered office at 13, B. B. Ganguly Street, Ground Floor, Kolkata, West Bengal - 700012, Tel No. 033-32616115 and the Email address of BSPL is: bholebaba09@yahoo.in

3.1.4 As on date of this Public Announcement, the Promoters of BSPL are Mr. Amit Sharma and Mr. Samir Manna

3.1.5 Financial Information:

Amount (Rs.)

Particulars	Year ended 31.03.2009 (Audited)	Year ended 31.03.2010 (Audited)	Year ended 31.03.2011 (Audited)	Year ended 30.09.2011 (Un-Audited)
Total Income	NIL	20000.00	15000.00	5245.00
Profit After Tax/(Loss)	(13140.00)	1220.00	3440.17	1420.00
Earning per Share (Basic)	(1.31)	0.016	0.001	0.0004
Book Value Per Share	5.91	436.08	46.92	46.92
Net worth (Rs.)	59110.00	33660880.00	160405320.17	160406747.00
Return on Networth (%)	(22.23)	0.004%	0.0021%	---

As Certified by Amit Bhattcherjee (Membership No. 050714), Partner of M/s Manabendra Bhattacharyya & Co., Chartered Accountants (Firm Regn. No- 302030E), being statutory auditor having their office at 4, Kiran Sankar Ray Road,Ground floor, Kolkata - 700001, Mobile no. 9883270932 Email Id : bhattacharyya_manabendra@yahoo.com , vide their certificate dated 13th October 2011.

Formula: - Return on Net Worth= (profit after tax/net worth) *100; Book value of shares=net worth divided by number of equity shares issued; EPS= profit after tax / number of equity shares issued.

3.1.6 BSPL is primarily engaged in the business of deal in the merchandise and articles of all kinds including clearing agents, freight contractors, forwarding agents etc and to carry any kind of commercial business as buyer, sellers, suppliers etc and deal in any and every kind of article and produces and materials used for building.

3.1.7 The Authorised Capital of BSPL as on March 31, 2011 is Rs. 3,50,00,000/- (Rupees Three Crores Fifty Lakhs Only) comprising of 35,00,000 Equity Shares of Rs. 10/- each and issued, subscribed and paid-up equity share capital of BSPL as on March 31, 2011 is Rs. 3,41,87,900/- [Rupees Three Crores Forty One Lacs Eighty Seven Thousand Nine Hundred only] comprising of 34,18,790 equity shares of Rs. 10/- each.

3.1.8 The shares of BSPL are not listed on any stock exchange.

3.2 The Acquirer has deposited the securities with appropriate margin in the escrow demat account (Market Value of Securities as on 18th October, 2011: Rs.10,74,13,198/-) (Rupees Ten Crore Seventy Four lacs Thirteen Thouand One Hundred Ninety Eight Only) opened with the Comfort Securities Limited namely Comfort Securities Limited-BSPL - Takeover Escrow account in accordance with the Regulation 28 of SEBI (SAST) Regulations 1997 and further the company also deposited Rs. 25,00,000/- (Rupees Twenty Five Lacs Only) in an escrow account as detailed in point 8.3 below, which is more than1 % of the amount required for this open Offer.

3.3 BSPL has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended (the "SEBI Act") or under any other regulation made under the SEBI Act.

3.4 The present Board of Directors of BSPL are Mr. Amit Sharma and Mr. Samir Manna.

4. INFORMATION ABOUT THE TARGET COMPANY ('VIL')

(NOTE : ALL INFORMATION REGARDING THE VMS INDUSTRIES LIMITED i.e. TARGET COMPANY HAS BEEN OBTAINED FROM PUBLICLY AVAILABLE SOURCES i. e. BSE, SEBI, MCA etc.,)

4.1 VIL was originally incorporated as Varun Management Services Private Limited on 2nd December, 1991 under the Companies Act, 1956 vide Certificate of Incorporation issued by the Registrar of Companies, Ahmedabad, Gujarat. Subsequently, The name of the Company was changed from Varun Management Services Private Limited to VMS Industries Private Limited on 12th March, 2007 and a fresh Certificate of Incorporation was obtained from the Registrar of Companies, Ahmedabad, Gujarat on 22nd May, 2007. Subsequently the Company became a public limited company and the name was changed to VMS Industries Limited on 31st December, 2009 and a fresh certificate of incorporation was obtained from ROC on 29th January, 2010.

4.2 The registered office of VIL is situated at 2nd Floor, "Jain House" Opposite Vitthalwadi, Bhavnagar, Gujarat - 364003. Telephone No.: +91-278-2432371, Fax No. +91-278-2428352, Email : info@vmsil.com, Web : www.vmsil.com and Corporate Office at B-1006, Nar-Narayan Complex, Near Swastik Char Rasta, Navrangpura, Ahemdabad - 380009, +91-278-2432371, Fax No.: +91-278-2428352. Email id: info@vmsil.com

4.3 The authorized share capital of VIL as on the date of PA is Rs. 20,00,00,000/- (Rupees Twenty Crores only), comprising of 2,00,00,000 Equity shares bearing a face value of Rs 10/- (Rupees ten only) each. The issued, subscribed and Paid up equity share capital of VIL as on the date of PA is Rs. 16,47,33,910/- (Rupees Sixteen Crore Forty Seven Lacs Thirty Three Thousand Nine Hundred and Ten Only) comprising of 1,64,73,391 equity shares bearing a face value of Rs 10/- (Rupees Ten) each.

4.4 As on the date of PA there is no call money in arrears.

4.5 There are no outstanding instruments in the nature of warrants / fully convertible debentures/partly convertible debentures etc. which are convertible into equity at any later date.

4.6 There has been no merger/de-merger or spin off in the Company during the past three years.

4.7 VIL's present business mainly consist of Two business segments:

1. Ship Recycling Activities
2. Offshore business activities & supporting services

4.8 The Equity Shares of VIL are listed only on BSE.

4.9 Financial Information

(Rupees in Lacs)

Particulars	Year ended 31.03.2009 (Audited)	Year ended 31.03.2010 (Audited)	Year ended 31.03.2011 (Audited)	Quarter ended 30.6.2011 (Unaudited)
Total Income	146.19	2913.99	7637.54	2809.13
Profit After Tax	73.47	261.73	167.18	38.16
Earning per Share	1.58	2.61	1.67	0.34
Book value per share	38.47	20.33	21.86	29.18
Net worth (Rs.)	1590.81	2039.87	2193.47	4806.63
Return on Net worth (in %)	4.62%	12.83%	7.62%	0.79%

Formula: - Return on Net Worth= (profit after tax/net worth) *100; Book value of shares=net worth divided by number of equity shares issued; EPS= profit after tax / number of equity shares issued.

4.10 At Present, the Board of Directors of Target Company are :

NAME	DESIGNATION	DATE OF APPOINTMENT
Mr. Ajit Kumar Jain	Managing Director	01/10/1997
Mrs. Sangeeta M Jain	Whole time Director	02/12/1991
Mr. Manoj Kumar Jain	Director	01/04/2008
Mr. Bakul K Mehta	Director	30/12/2009
Mr. Pranav kumar V Parikh	Director	30/12/2009
Mr. Hitesh Loonia	Director	30/12/2009

4.11 The Target Company does not have any subsidiary.

4.12 The Shareholding pattern of VIL, as on 30th September, 2011 is as follows :

SHAREHOLDER CATEGORY	NUMBER OF EQUITY SHARES OF THE TARGET COMPANY	PERCENTAGE OF EQUITY SHARE CAPITAL (%)
Promoter	9,325,164	56.61
Public	7,148,227	43.39
Total	**1,64,73,391**	**100.00**

5. REASON FOR THE OFFER

5.1 The objects of the acquisition is substantial acquisition of shares of VIL. The acquirer intends to acquire Equity Shares of VIL without taking control.

5.2 The Acquirer do not intend to make changes in the management of VIL or induct new directors on the Board of VIL.

5.3 The Acquirer do not have any plans to dispose off or otherwise encumber any assets of VIL in the succeeding two years from the date of closure of offer.

6. STATUTORY APPROVALS / OTHER APPROVALS REQUIRED FOR THE OFFER

6.1 Shareholders of the Target Company who are either non-resident Indians ("NRIs") or overseas corporate bodies ("OCBs") and wish to tender their equity shareholding in this Open Offer shall be required to submit all the applicable Reserve Bank of India ("RBI") approvals (specific and general) that they have obtained at the time of their acquisition of the equity shares of the Target Company. In the event such RBI approvals are not submitted, the Acquirer reserves the sole right to reject the equity shares tendered by such shareholders in the Open Offer. This Open Offer is subject to receipt of the requisite RBI approvals, if any, for acquisition of equity shares by the Acquirer from NRIs and OCBs.

6.2 To the best of knowledge and belief of the Acquirer, as of the date of this PA, there are no other statutory approvals required to acquire the equity shares tendered pursuant to this Open Offer. If any other statutory approvals are required or become applicable, the Open Offer would be subject to the receipt of such other statutory approvals. The Acquirer will not proceed with the Open Offer in the event that such statutory approvals that are required are refused in terms of Regulation 27 of the SEBI (SAST) Regulations.

6.3 This Open Offer is subject to all other statutory approvals that may become applicable at a later date before the completion of the Open Offer.

6.4 In case of any delay in the receipt of any statutory approval as stated above, Regulation 22(12) of the SEBI (SAST) Regulations shall be adhered to, i.e. extension of time to the Acquirer for payment of consideration to the shareholders of the Target Company subject to the Acquirer agreeing to pay the interest as directed by SEBI, in exercise of SEBI's powers in this specific regard. Further, in case the delay occurs on account of willful default by the Acquirer in obtaining the said statutory approvals, Regulation 22 (13) of SEBI (SAST) Regulations shall also become applicable, which states where the Acquirer fails to obtain the requisite statutory approvals in time on account of willful default or neglect or inaction or non-action on their part, the amount lying in the escrow account shall be liable to be forfeited and dealt with in the manner provided in clause (e) of sub-regulation (12) of regulation 28, apart from the acquirer being liable for penalty as provided in the SEBI (SAST) Regulations.

7. DISCLOSURE UNDER REGULATION 21(2)

The Offer will not result in public shareholding being reduced to less than a level below the limit (i.e. 25%) specified in the Listing Agreement with the Stock Exchanges for the purpose of listing on continuous basis.

8. FINANCIAL ARRANGEMENTS

8.1 Assuming full acceptance under the offer, the maximum consideration payable by the acquirer under the offer would be Rs. 9,85,10,886/- (Rupees Nine Crores Eighty Five Lacs Ten Thousand Eight Hundred and Eighty Six Only) ("maximum consideration") i.e. consideration payable for acquisition of 42,83,082 equity shares of the target Company at offer price of Rs. 23/- per Equity Share.

8.2 The Acquirer has adequate resources to meet the financial requirements of the Open Offer. No funds are being borrowed from any bank or financial institution for the purpose of this Open Offer by the Acquirer.

8.3 Assuming the full acceptance of 26%, the total requirement of funds for the open Offer is Rs. 9,85,10,886/- (Rupees Nine Crores Eighty Five Lacs Ten Thousand Eight Hundred and Eighty Six Only). (In compliance of Regulation 28 of SEBI (SAST) Regulations, the Acquirer has deposited the securities with appropriate margin in the escrow demat account opened with the Comfort Securities Limited namely Comfort Securities Limited-BSPL takeover Escrow account bearing no. 1205370000020061 and further the company also deposited Rs. 25,00,000/- (Rupees Twenty Five Lacs Only) more than 1% of the amount required for the Open Offer in an escrow account opened bearing no. 00600350100272 with the Escrow Agent, i.e.HDFC Bank Ltd, having address at 2nd floor, Maneckji Wadia Building, Nanik Motwani Marg, Fort, Mumbai 400 001 .

8.4 The Acquirer has duly empowered Comfort Securities Limited, the Manager to the Open Offer, to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.

8.5 The Manager to the Open Offer hereby confirms that the firm arrangements for funds and money for payment through verifiable means are in place to fulfill the Open Offer obligations.

9. OTHER TERMS OF THE OFFER

9.1 The Open Offer is not subject to any minimum level of acceptances from the shareholders.

9.2 The Letter of Offer specifying the detailed terms and conditions of this Open Offer along with the form of acceptance cum acknowledgement will be dispatched to all the equity shareholders and to the beneficial owners of the equity shares, except to the Promoter & Promoter Group of VIL , whose names appear in its Register of Members on the Specified Date. A copy of the Letter of Offer (including the form of acceptance cum acknowledgement) will be available on SEBI's website (http://www.sebi.gov.in) during the period the Open Offer is open and may also be downloaded from the said website.

9.3 The Acquirer has appointed Purva Sharegistry (India) Pvt. Ltd., having their Registered office at 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel (E), Mumbai 400 011, Tel Nos: 022-23016761, 23018261 Fax No: 022 - 23012517, Email: busicomp@vsnl.com Web: www.purvashare.com, as the Registrar to the Open Offer ("**Registrar**").

9.4 The Registrar to the Offer, Purva Sharegistry (India) Pvt. Ltd, has opened a special depository account with the BCB Brokerage Private Limited with Central Depository Services (India) Limited ("CDSL") for receiving shares during the Open Offer from eligible shareholders who hold the equity shares of VIL in dematerialized form.

All shareholders of the Target Company, except the Promoter & Promoter Group of VIL, who own equity shares any time before the closure of the Open Offer, are eligible to participate in the Open Offer.

9.5 The beneficial owners and **shareholders holding shares in the dematerialised form**, will be required to send their form of acceptance cum acknowledgement and other documents as may be specified in the Letter of Offer to the Registrar to the Offer either by registered post / courier or by hand delivery on Mondays to Fridays between 10.30 AM to 5.00 PM and on Saturdays between 10.30 AM to 1.30 PM, on or before the date of closure of the Open Offer, i.e **Thursday, 29th December 2011**, 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 "**VIL - Open Offer**" ("**Depository Escrow Account**") filled in as per the instructions given below:

DP Name : **BCB Brokerage Private Limited**
DP ID : **12010400**
Client ID No. : **00035682**
Depository : **CDSL**

Shareholders having their beneficiary account in National Securities Depository Limited ("**NSDL**") shall be required to use the inter-depository delivery instruction slip for the purpose of crediting their shares in favour of the special depository account created with CDSL.

9.6 In case (a) shareholders who have not received the Letter of Offer, (b) unregistered shareholders and (c) owner of the shares who have sent the shares to the Target Company for transfer, a consent to the Registrar to the Open Offer on plain paper, stating the name, addresses, number of shares held, distinctive numbers, folio numbers, number of shares offered along with the documents to prove their title to such shares such as broker note, succession certificate, original share certificate / original letter of allotment and valid share transfer deeds (one per folio), duly signed by such shareholders (in case of joint holdings in the same order as per the specimen signatures lodged with VIL), and witnessed (if possible) by the notary public or a bank manager or the member of the stock exchange with membership number, as the case may be, shall need to be provided so as to reach the Registrar to the Open Offer on or before 5.00 PM upto the date of closure of the Open Offer i.e **Thursday, 29th December 2011** Such shareholders can also obtain the Letter of Offer from the Registrar to the Open Offer by giving an application in writing to that effect.

9.7 In case of shareholders who have not received the Letter of Offer and are holding shares in the dematerialized form, a consent addressed to the Registrar to the Offer on plain paper, stating the name, addresses, number of shares held, depository name, depository i.d., client name, client i.d., number of 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 DP as specified in paragraph 9.5 above, shall need to be provided so as to reach the Registrar to the Offer on or before 5.00 PM upto the date of closure of the Open Offer i.e. **Thursday, 29th December 2011** . Such shareholders can also obtain the Letter of Offer from the Registrar to the Offer by giving an application in writing to that effect.

9.8 The following collection center (s) would be accepting the documents as specified above.

Name & Address	**Purva Sharegistry (India) Pvt. Ltd** 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel (E), Mumbai 400 011
Contact Person	Mr. V B Shah
Phone Nos.	022 -23018261/23016761
Fax No	022 -23012517
E-mail	busicomp@vsnl.com
Mode of Delivery	Hand Delivery/ Registered Post

9.9 The Shareholders who have sent their shares for dematerialization need to ensure that this process is completed well in time so that the credit in the Depository Escrow Account is received on or before 5.00 PM upto the date of closure of the Open Offer, i.e. **Thursday 29th December 2011** else the application would be rejected.

9.10 In terms of Regulation 22 (5A) of the SEBI (SAST) Regulations, equity shareholders of the Target Company desirous for withdrawing the acceptance tendered by them in the offer may do so up to three (3) working days prior to the closing of the offer. The withdrawal option can be exercised by submitting the form of withdrawal enclosed with the Letter of Offer, so as to reach the Registrar to the Offer mentioned above as per the mode of delivery indicated therein on or before **Saturday, 24th December 2011.**

9.11 The Letter of Offer along with the form of acceptance cum acknowledgement/ withdrawal would also be available at SEBI's website, **www.sebi.gov.in,** and shareholders can also apply by downloading such forms from the said website.

9.12 No indemnity is needed from unregistered shareholders.

9.13 Applications in respect of shares that are the subject matter of litigation wherein the shareholder(s) may be precluded from transferring the shares during the pendency of the said litigation are liable to be rejected in case directions/ orders regarding these shares are not received together with the shares tendered under the Open Offer.

9.14 While tendering the shares under the Offer, NRI/OCB/Non-domestic companies/other persons who are not resident in India will be required to submit the previous RBI approvals (specific or general) that they would have obtained for acquiring shares of the Target Company. In case the previous RBI approvals are not submitted, the Acquirer reserves the right to reject such shares tendered. While tendering shares under the Offer, NRI/OCB/Non domestic companies/ Other persons who are not resident in India will be required to submit a No objection Certificate/Tax Clearance Certificate from the Income Tax authority, under the Income Tax Act, 1961 (the "Income Tax Act") indicating the rate at which the tax has to be deducted by the Acquirer before remitting the consideration. In case the aforesaid No Objection Certificate / tax clearance certificate is not submitted, the Acquirer will arrange to deduct tax at the rate as may be applicable to the category of the shareholder under the Income tax Act, on the entire consideration amount payable to such shareholder.

9.15 As per the provision of section 196D (2) of the Income tax Act, no deduction of tax at source shall be made from any income by way of capital gains arising from the transfer of securities referred to in section 115AD of the Income Tax Act payable to a Foreign Institution Investor ("FII") as defined in Section 115AD of the Income Tax Act.

9.17 The consideration received by the shareholders for the shares accepted in the offer will be subject to the capital gain tax or deduction of tax at source applicable as per the IT Act, 1961.

9.18 The payment of consideration for the applications so accepted in the offer, if any, shall be given within 15 days from the date of the closure of the offer. Credit for the consideration will be paid to the shareholders who have tendered shares in the open offer by ECS, Direct Credit or crossed account payee cheques/pay order/demand drafts, RTGS and NEFT. It is desirable that shareholders provide bank details in the form of Acceptance-cum-Acknowledgement, so that the same can be incorporated in the cheque/demand draft/pay order.

10. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

10.1 Where the number of shares offered for sale by the shareholders are more than the shares agreed to be acquired by Acquirers, the Acquirer will accept the offers received from the share holders on a proportionate basis, in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of shares from a shareholder shall not be less than the minimum marketable lot or the entire holding if it is less than the marketable lot. The marketable lot of VIL is 1 [One] Equity Share.

10.2 Shareholders who have offered their shares would be informed about acceptance or rejection of the Offer within 15 days from the date of closure of the Open Offer. The payment to the shareholders whose shares have been accepted will be paid by cheque / demand draft / pay order crossed 'Account Payee' only in favour of the first holder of equity shares (and sent by registered post) within 15 days from the date of closure of the Open Offer. For shares, which are tendered in electronic form, the bank account as obtained from the beneficiary position provided by the Depository will be considered and the payment will be issued with the said bank particulars. In case of acceptance on a proportionate basis, the unaccepted share certificates, transfer forms and other documents, if any, will be returned by registered post at the shareholders' / unregistered owners' sole risk to the sole / first shareholder. Shares held in dematerialized form to the extent not accepted will be credited back to the beneficial owner's depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance cum Acknowledgement and the intimation of the same will be sent to the shareholders.

10.3 The Registrar to the Offer will hold in trust the shares / share certificates, shares lying in credit of the special depository account, Form of Acceptance cum Acknowledgement, if any, and the transfer form(s) on behalf of the shareholders of VIL who have accepted the Offer, until the cheques / drafts for the consideration and / or the unaccepted shares / share certificates are dispatched / returned.

11. SCHEDULE OF THE ACTIVITIES PERTAINING TO THE OFFER

Activity	Date	Day
Public Announcement	19.10.2011	Wednesday
Specified date*	18.11.2011	Friday
Last date for a Competitive Bid	09.11.2011	Wednesday
Date by which letter of offer be posted to the shareholders	02.12.2011	Friday
Date of opening of the Offer	10.12.2011	Saturday
Last date for revising the Offer Price/ Number of Shares	21.12.2011	Wednesday
Last Date for withdrawal of acceptance by shareholders	24.12.2011	Saturday
Date of Closure of the Offer	29.12.2011	Thursday
Date of communicating the rejection/ acceptance and payment of consideration for the acquired shares	13.01.2012	Friday

*Specified 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 Acquirer and Sellers) are eligible to participate in the Offer anytime before the closure of the Offer.

12. GENERAL CONDITIONS

12.1 If there is any upward revision in the Offer Price (in terms of Regulation 26) by the Acquirer till the last day of revision i.e Wednesday, 21st December 2011, viz., at any time up to seven working days prior to the date of closure of the Open Offer or withdrawal of the Offer, the same would be informed by way of PA in the same newspapers where original PA had appeared. Such revised Offer Price would be payable for all the successful shares tendered anytime during the Offer.

12.2 In terms of Regulation 22 (5A) of the SEBI (SAST) Regulations, equity shareholders of the Target Company desirous for withdrawing the acceptance tendered by them in the offer may do so up to three (3) working days prior to the closing of the offer. The withdrawal option can be exercised by submitting the form of withdrawal enclosed with the Letter of Offer, so as to reach the Registrar to the Offer mentioned above as per the mode of delivery indicated therein on or before Saturday, 24th December 2011.

12.2.1 The withdrawal option can be exercised by submitting the form of withdrawal enclosing with it Copy of the Form of Acceptance-cum-Acknowledgement / Plain paper application submitted and the Acknowledgement slip. In case of non receipt of Form of Withdrawal, the withdrawal option can be exercised by making an application on plain paper along with the following details:

12.2.1.1 In case of physical shares: name, address, distinctive numbers, folio number, share certificate number, number of shares tendered, date of tendering the shares

12.2.1.2 In case of dematerialised shares: name, address, number of shares tendered, DP name, DP ID, date of tendering the shares, beneficiary account number and a photocopy of the delivery instructions in "**off market**" mode or counterfoil of the delivery instruction in "**off market**" mode, duly acknowledged by the DP, in favour of "VIL - Open Offer"

12.2.2 The withdrawal of the shares will be available only for the share certificates / shares that have been received by the Registrar to the Offer on or before offer closing date.

12.2.3 The intimation of returned shares to the shareholders will be sent at the address as per the records of VIL/ Depository as the case may be.

12.3 " **If there is a competitive bid:**

12.3.1 **The public offers under all the subsisting bids shall close on the same date.**

12.3.2 **As the offer price cannot be revised during 7 working days prior to the closing date of the offers / bids, it would, therefore, be in the interest of shareholders to wait till the commencement of that period to know the final offer price of each bid and tender their acceptance accordingly"**

12.4 The Acquirer and its Directors have not been prohibited by SEBI from dealing in securities, in terms of direction issued U/s 11B of SEBI Act, 1992, or any other Regulation under the SEBI Act, 1992.

12.5 Pursuant to the Regulation 13 of SEBI (SAST) Regulations, the Acquirer has appointed **M/s Comfort Securities Limited** as Manager to the Offer and **M/s. Purva Sharegistry (India) Pvt. Ltd** as Registrar to the Offer.

12.6 This Pubic Announcement would also be available at SEBI's website, www.sebi.gov.in

12.7 This Public Announcement is being issued on behalf of the Acquirer by the Manager to the Offer i.e. M/s Comfort Securities Limited.

12.8 The Acquirer, BHOLEBABA SUPPLIERS PRIVATE LIMITED and their Board of Directors accepts full responsibility for the information contained in this PA (except for the information regarding the Target Company which has been compiled from the publicly available information) and also for the obligations of the Acquirer as laid down in the SEBI (SAST) Regulations and subsequent amendments made thereof.

ISSUED BY MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRER

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
COMFORT **COMFORT SECURITIES LIMITED** **SEBI Registration No.**INM0011328 A-301, Hetal Arch, Opp Natraj Market, S. V. Road, Malad (West), Mumbai - 400 064. **Tel nos.:** 022- 28449765/28449766 **Fax no.:** 022 - 28892527 **Contact Person** : Mr. Sarthak Vijlani **Email:** sarthak@ comfortsecurities.co.in **Website :** www.comfortsecurities.co.in	U R P V A **PURVA SHAREGISTRY (INDIA) PVT. LTD** **SEBI Registration No.** INR000001112 9, Shiv Shakti Industrial Estate, J.R.Boricha Marg, Opp. Kasturba Hospital, Lower Parel (E), Mumbai - 400011 **Tel. No.** 022 -23018261/23016761 **Fax no.:** 022 - 23012517 **Contact Person :** Mr. V B Shah **Email:** busicomp@vsnl.com **Website :** www.purvashare.com

Place : Mumbai
Date : 19.10.2011