POST OFFER ADVERTISEMENT FOR THE ATTENTION OF SHAREHOLDERS OF

VYAPAR INDUSTRIES LIMITED

Registered Office: 145, S V Road, Opp Khar Police Station, Khar West, Mumbai – 400052
Telephone: + 91 - 22 - 6698 9111; **Fax:** +91 - 22 - 6698 7010

Open Offer for the acquisition of 2,834,000 Equity Shares from Public Shareholders of Vyapar Industries Limited by Mr. Hussain A. Rassai and Mr. Akil A. Rassai (collectively the "Acquirers") alongwith person acting in concert Mr. Abbas A. Rassai ("PAC")

This Post Offer Advertisement is being issued by **Fortune Financial Services (India) Limited** (the **"Manager to the Offer"**), on behalf of Mr. Hussain A. Rassai and Mr. Akil A. Rassai (collectively the **"Acquirers")** alongwith person acting in concert Mr. Abbas A. Rassai (**"PAC"**), in connection with the open offer of Vyapar Industries Limited (**"Target Company"**) to acquire upto 2,834,000 Equity Shares of Rs. 10 each representing 26.01% of the total paid-up equity share capital of the Target Company (the **"Offer"**), in compliance with Regulation 18(12) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, as amended (**"SEBI (SAST) Regulations"**). The Detailed Public Statement (**"DPS"**) with respect to the Offer was published on February 21, 2013 in Business Standard (English National Daily), Business Standard (Hindi National Daily) and Navshakti (Marathi Daily).

1. Name of the Target Company : **Vyapar Industries Limited**
2. Name of the Acquirer(s) and PAC : **Acquirers:** Mr. Hussain A. Rassai and Mr. Akil A. Rassai
   PAC: Mr. Abbas A. Rassai
3. Name of the Manager to the Offer : **Fortune Financial Services (India) Limited**
4. Name of the Registrar to the Offer : **Bigshare Services Private Limited**
5. Offer Details :
   a) Date of Opening of the Tendering Period : May 3, 2013
   b) Date of Closure of the Tendering Period : May 16, 2013
6. Date of completion of payment of consideration and communication of acceptance/ rejection : May 23, 2013
7. Details of Acquisition :

Sl. No	Particulars	Proposed in the Letter of Offer (LoF)		Actual	
7.1	Offer Price per Equity Share (Rs.)	27.37		27.37	
7.2	Aggregate number of Equity Shares tendered	2,834,000		2,842,900	
7.3	Aggregate number of Equity Shares accepted (1)	Not Applicable		2,834,000	
7.4	Size of the Offer (Number of Equity Shares multiplied by Offer Price per Equity Share) (Rs.)	77,566,580		77,566,580	
7.5	Shareholding of the Acquirers and PAC before Agreements/ Public Announcement (No. & %)(2)	38,35,643 35.21%		38,35,643 35.21%	
7.6	Shares Acquired by way of Agreements • Number • % of Fully Diluted Equity Share Capital	Nil		Nil	
7.7	Shares Acquired by way of Open Offer • Number • % of Fully Diluted Equity Share Capital(2)	2,834,000 26.01%		2,834,000 26.01%	
7.8	Shares acquired between Public Announcement (PA) and DPS • Number of Equity Shares acquired • Price per share of the Equity Shares acquired • % of the Equity Shares acquired(2)	180,000 not exceeding Rs.26.20 1.65%		87,000 various prices (3) not exceeding Rs.26.20 0.80%	
7.9	Shares acquired after DPS • Number of Equity Shares acquired • Price of the Equity Shares acquired • % of the Equity Shares acquired(2)	Nil		Nil	
7.10	Post offer share holding of Acquirers and PAC • Number • % of Fully Diluted Equity Share Capital(2)	6,849,643 62.87%		6,756,643 62.02%	
7.11	Pre & Post offer shareholding of the Public	Pre-Offer	Post-Offer	Pre-Offer	Post-Offer
	• No. of Equity Shares	6,312,782	3,391,782	6,312,782	4,080,532
	• No. of Equity Shares held by custodian against which depository receipts have been issued	688,750	688,750	688,750	Nil
	• % of Fully Diluted Equity Share Capital(2)	64.26%	37.45%	64.26%	37.45%

Notes:

(1) *As the number of Equity Shares validly tendered in the Offer was more than the Offer Size, the acceptance has been made on proportionate basis.*

(2) *All outstanding GDRs of the Target Company have been converted and termination of GDR program has been concluded. Thus, all the holding percentages shown in this table against the Acquirers, PAC and of public have been computed with respect to the total paid up equity share capital of the Target Company.*

(3) *The Acquirers have purchased (i) 17,000 no. of Equity Shares at a price of Rs.26.07 per share on February 14, 2013, (ii) 36,000 no. of Equity Shares at a price of Rs.25.86 per share on February 18, 2012 and (iii) 34000 no. of Equity Shares at a price of Rs.25.91 per share on February 20, 2013.*

8. A copy of this Advertisement is expected to be available on SEBI's website (www.sebi.gov.in) and BSE. Copy of this Post Offer Advertisement is also available at the registered office of Target Company.
9. This Post Offer Advertisement is to be read in continuation and in connection with the DPS published on February 21, 2013, the LoF dated April 19, 2013 and the Offer Opening Public Announcement issued on May 2, 2013, pursuant to and in compliance with the SEBI (SAST) Regulations.

Capitalized terms used but not defined in this Post Offer Advertisement shall have the same meaning assigned to such terms in the PA, the DPS and the LoF.

Issued by Manager to the Offer on behalf of the Acquirers and the PAC

Fortune Financial Services (India) Limited
SEBI Regn. No: MB/INM000000529
K.K. Chambers, 2nd Floor, Sir. P. T. Marg, Fort, Mumbai – 400 001 Maharashtra, India
Tel: +91 22 2207 7931 Fax: +91 22 2207 2948; Email: project.lotus@fortune.co.in
Contact Person: Mr. Suhas Satardekar

Place : Mumbai
Date : May 29, 2013

Size: 12x29 sq. cm