

AllianceBernstein—India Growth Fund

➤ ANNUAL REPORT
September 30, 2008

The Fund is an Investment company with variable capital (*société d'investissement à capital variable*) incorporated with limited liability under the laws of the Grand Duchy of Luxembourg.



ALLIANCEBERNSTEIN

No subscriptions can be received on the basis of financial reports. Subscriptions are only valid if made on the basis of the current prospectus accompanied by the annual report or the most recent semi-annual report, if published thereafter.

October 22, 2008

Dear Shareholder:

This report provides management's discussion of fund performance for ACMBernstein—India Growth Fund (the "Fund") for the annual reporting period ended September 30, 2008. Outside of Austria, Germany and Switzerland, the Fund conducts business under the name of AllianceBernstein—India Growth Fund.

The Fund delivered negative absolute returns over the six- and 12-month periods ended September 30, 2008, but outperformed its benchmark, the Bombay Stock Exchange 200 Index.

For the 12-month period, the Fund's underweight positions in information technology and industrials; and stock selection within consumer discretionary, industrials and financials were positive contributors to the Fund's performance. On the other hand, stock selection in the health care, energy and utilities sectors detracted from the Fund's performance.

For the six-month period, the Fund's underweight position in industrials and overweight position in consumer staples contributed to returns, as did stock selection in the consumer discretionary, industrials and telecommunications sectors. Detracting from performance was an underweight in financials, as well as stock selection in the materials, health care and energy sectors.

The Fund maintained overweighted positions relative to the benchmark in health care, consumer staples and consumer discretionary

during both the six- and 12-month periods ended September 30, 2008. The Fund held underweighted positions relative to the benchmark in financials, energy and industrials. The utilities and telecommunications services sectors weightings were increased from underweight to overweight, and the energy and materials sectors weightings were decreased from overweight to underweight relative to the benchmark during the six-month period. The Fund's underweight position in financials was further reduced during the period.

Sudden market shifts and financial turbulence called many established growth scenarios into question during the period. But these types of dislocations have often set the stage for the strongest stock returns in their wake. The Indian stock market registered very strong performance in 2007 but corrected in line with other Emerging Asia markets during the first nine months of 2008. The domestic consumption-led growth story continues to be intact, supported by highly favorable demographics. Infrastructure development remains a critical bottleneck to economic growth, but recent initiatives are encouraging. The recent market turbulence, while painful, is setting up attractive investment opportunities.

Sincerely,

Richard Chow
Portfolio Manager

SHARE PERFORMANCE

AllianceBernstein—India Growth Fund

Class	<u>6 months*</u>	<u>12 months</u>
A	-29.44%	-32.98%
B	-29.80%	-33.65%
I	-29.34%	-32.78%
Bombay Stock Exchange 200 Index (USD)	-31.23%	-37.71%

The share class performance of the Fund is based on the net asset value of each class of shares as of September 30, 2008.

No adjustment has been made for sales charges that may apply when shares are purchased or redeemed.

Past performance is no guarantee of future results. Investment return and principal value will fluctuate so that an investor's shares, when redeemed, may be worth more or less than their original cost.

* 6 months period ending September 30, 2008.

	Shares	Value (USD)	Net Assets %
TRANSFERABLE SECURITIES QUOTED ON A STOCK EXCHANGE OR DEALT IN ON ANOTHER REGULATED MARKET			
FINANCIALS			
COMMERCIAL BANKS			
HDFC Bank, Ltd.	262,190	\$ 6,861,099	3.9%
State Bank of India, Ltd.	139,534	4,354,477	2.4
		<u>11,215,576</u>	<u>6.3</u>
REAL ESTATE			
Phoenix Mills, Ltd.	595,046	1,837,148	1.0
THRIFTS & MORTGAGE FINANCE			
Housing Development Finance Corp.	273,454	12,273,261	6.9
		<u>25,325,985</u>	<u>14.2</u>
ENERGY			
OIL, GAS & CONSUMABLE FUELS			
Cairn India, Ltd.	1,093,901	4,926,223	2.8
Indian Oil Corp., Ltd.	231,500	1,997,066	1.1
Reliance Industries, Ltd.	406,560	16,838,068	9.4
		<u>23,761,357</u>	<u>13.3</u>
INDUSTRIALS			
CONSTRUCTION & ENGINEERING			
Larsen & Toubro, Ltd.	212,825	11,021,448	6.2
ELECTRICAL EQUIPMENT			
Bharat Heavy Electricals, Ltd.	232,485	7,924,984	4.4
		<u>18,946,432</u>	<u>10.6</u>
CONSUMER STAPLES			
HOUSEHOLD PRODUCTS			
Hindustan Unilever, Ltd.	1,471,144	7,879,618	4.4
TOBACCO			
ITC, Ltd.	2,445,334	9,739,162	5.4
		<u>17,618,780</u>	<u>9.8</u>
INFORMATION TECHNOLOGY			
IT SERVICES			
Infosys Technologies, Ltd.	400,797	11,926,623	6.7
Satyam Computer Services, Ltd.	568,980	3,550,900	2.0
		<u>15,477,523</u>	<u>8.7</u>
SOFTWARE			
Financial Technologies India, Ltd.	67,135	1,479,143	0.8
		<u>16,956,666</u>	<u>9.5</u>
MATERIALS			
METALS & MINING			
Gujarat NRE Coke, Ltd.	2,632,574	3,422,094	1.9
Sesa GOA, Ltd.	1,673,980	4,245,098	2.4
Steel Authority of India, Ltd.	1,415,949	3,806,315	2.1
Sterlite Industries India, Ltd.	177,743	1,621,505	0.9
Tata Steel, Ltd.	143,003	1,295,903	0.7
		<u>14,390,915</u>	<u>8.0</u>
UTILITIES			
ELECTRIC UTILITIES			
CESC, Ltd.	275,000	1,636,298	0.9
Tata Power Co, Ltd.	189,485	3,655,550	2.1
		<u>5,291,848</u>	<u>3.0</u>
GAS UTILITIES			
Gail India, Ltd.	127,000	1,102,749	0.6
INDEPENDENT POWER PRODUCERS & ENERGY TRADERS			
NTPC, Ltd.	2,229,989	8,185,885	4.6
		<u>14,580,482</u>	<u>8.2</u>

	Shares	Value (USD)	Net Assets %
CONSUMER DISCRETIONARY			
AUTOMOBILES			
Hero Honda Motors, Ltd.	202,479	\$ 3,746,066	2.1%
Maruti Suzuki India, Ltd.	118,871	1,739,215	1.0
		<u>5,485,281</u>	<u>3.1</u>
MEDIA			
UTV Software Communications, Ltd.	419,794	6,390,987	3.6
Zee Entertainment Enterprises, Ltd.	180,705	761,066	0.4
		<u>7,152,053</u>	<u>4.0</u>
		<u>12,637,334</u>	<u>7.1</u>
HEALTH CARE			
HEALTH CARE EQUIPMENT & SUPPLIES			
Opto Circuits India, Ltd.	846,930	4,354,120	2.4
PHARMACEUTICALS			
Dr Reddys Laboratories, Ltd.	76,002	833,247	0.5
Ranbaxy Laboratories, Ltd.	289,661	1,514,452	0.8
Sun Pharmaceutical Industries, Ltd.	187,250	5,852,534	3.3
		<u>8,200,233</u>	<u>4.6</u>
		<u>12,554,353</u>	<u>7.0</u>
TELECOMMUNICATION SERVICES			
WIRELESS TELECOMMUNICATION SERVICES			
Bharti Airtel, Ltd.	700,767	11,713,768	6.5
		<u>168,486,072</u>	<u>94.2</u>
FINANCIAL DERIVATIVES			
WARRANTS			
MATERIALS			
METALS & MINING			
National Aluminium Co, Ltd. (Citigroup Global), Warrants 4/22/09	204,454	1,883,839	1.1
Total Investments			
(cost \$197,902,740)		\$170,369,911	95.3%
Other assets less liabilities		<u>8,410,920</u>	<u>4.7</u>
Net Assets		<u>\$178,780,831</u>	<u>100.0%</u>

See notes to financial statements.

STATEMENT OF ASSETS AND LIABILITIES
September 30, 2008

AllianceBernstein—India Growth Fund

ASSETS

Investments in securities at value	\$170,369,911
Cash	4,095,002
Receivable for investment securities sold	5,956,388
Receivable for capital stock sold	213,939
Dividends and interest receivable	152,183
Prepaid expenses	12,767
	<u>180,800,190</u>

LIABILITIES

Payable for capital stock redeemed	933,657
Accrued expenses and other liabilities	1,085,702
	<u>2,019,359</u>

NET ASSETS	<u><u>\$178,780,831</u></u>
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See notes to financial statements.

STATEMENT OF OPERATIONS AND CHANGES IN NET ASSETS
For the year ended September 30, 2008

AllianceBernstein—India Growth Fund

INVESTMENT INCOME

Dividends	\$3,185,000	
Interest	<u>172,697</u>	\$ 3,357,697

EXPENSES

Management fee	4,202,069	
Distribution fee	691,791	
Custodian	506,384	
Transfer agency	501,176	
Professional fees	292,795	
Accounting and administration fee	273,471	
Management company fee	146,932	
Taxes	135,865	
Printing	132,900	
Miscellaneous	<u>209,069</u>	
		<u>7,092,452</u>
Net investment loss		<u>(3,734,755)</u>

REALIZED GAINS AND (LOSSES)

On investments and currency	19,370,881
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CHANGES IN UNREALIZED GAINS AND (LOSSES)

On investments	(116,008,969)
On foreign currency denominated assets and liabilities	<u>(186,113)</u>
Results of operations	(100,558,956)

CAPITAL STOCK TRANSACTIONS

Decrease	(16,063,798)
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NET ASSETS

Beginning of year	<u>295,403,585</u>
End of year	<u>\$ 178,780,831</u>

See notes to financial statements.

SHARES OUTSTANDING
September 30, 2008

AllianceBernstein—India Growth Fund

Class	
A	1,725,733
B	640,618
I	93,136

STATISTICAL INFORMATION

	<u>2008</u>	<u>2007</u>	<u>2006</u>
Net Assets	\$178,780,831	\$295,403,585	\$266,403,726
Class			
A	\$75.24	\$112.27	\$68.91
B	\$65.10	\$ 98.12	\$60.82
I	\$77.58	\$115.41	\$70.61
A—EUR*	€53.34	€ 78.73	€54.40
B—EUR*	€46.15	€ 68.81	€48.01
I—EUR*	€55.00	€ 80.93	€55.74

* For information purposes only.
See notes to financial statements.

NOTE A: General Information

ACMBernstein—India Growth Fund (the “Fund”) is an open-ended investment company with variable capital (*société d’investissement à capital variable*) incorporated with limited liability under the Laws of the Grand Duchy of Luxembourg on November 8, 1993 and is registered under Part I of the Law of 20 December 2002 on undertakings for collective investment. Outside of Austria, Germany and Switzerland the Fund conducts business under the name of AllianceBernstein—India Growth Fund. The Fund incorporated a subsidiary in Mauritius to make investments for the Fund in Indian securities, in accordance with

the investment objectives and policies of the Fund. The Mauritian Subsidiary is an “Offshore Company” for the purposes of the Mauritius Offshore Business Activities Act 1992 and has obtained a certificate of Mauritian tax residence from the Commissioner of Income Tax in Mauritius. The results of the Mauritius subsidiary are included in the financial statements of the Fund.

The Fund currently offers Class A, Class B and Class I shares. Each class of shares has a different fee structure but participates in the same portfolio of assets.

NOTE B: Significant Accounting Policies

The Financial Statements have been prepared in accordance with Luxembourg Investment Fund legal and regulatory requirements.

The following is a summary of significant accounting policies followed by the Fund.

1. Valuation

1.1 Security Valuation

Securities listed or traded on a national securities exchange or other foreign securities exchanges are valued at the last available price on that exchange prior to the time when assets are valued. Securities traded on any other market are valued at the last available price. Securities listed or traded on certain foreign exchanges whose operations are similar to the U.S. over-the-counter market are valued at the last traded price deemed best to reflect their fair value. A security which is listed or traded on more than one exchange is valued at the quotation on the exchange determined to be the primary market for such security by the Fund. Securities not traded on a particular day are valued at the last known price deemed best to reflect their fair value. Short-term obligations are valued at amortized cost which approximates market value. In instances where the price of a security determined above is deemed not to be representative, the security is valued in a manner determined by the Board of Directors to reflect its fair value.

1.2 Warrant Valuation

Warrants are valued in the same manner as all other securities in the Fund.

2. Currency Translation

For purposes of determining the Net Asset Value per Share, any assets or liabilities in currencies other than U.S. dollars will be converted by using the relevant spot rate quoted by a bank or other responsible financial institution. If such quotations are not available, the rate of exchange will be determined in accordance with policies established by the Directors. Purchases and sales of portfolio securities are translated at the rates of exchange prevailing when such securities were acquired or sold. Income and expenses are translated at rates of exchange prevailing when earned or accrued. Net currency gains and losses from valuing foreign currency denominated assets (other than investments) and liabilities at year end exchange rates are reflected as a component of change in unrealized gains and losses on foreign currency denominated assets and liabilities.

3. Investment Income and Investment Transactions

Dividend income is recorded on the ex-dividend date. Interest income is accrued daily. Investment gains and losses are determined on the average cost basis. The Fund accretes discounts as adjustments to interest income. Investment transactions are recorded on trade date plus one day.

4. Allocation Method

Income, expenses, realized and unrealized gains and losses of the Fund are allocated on a daily basis by each class’ value of proportionate shares outstanding. Class specific distribution and shareholder servicing fees are charged directly to the respective class.

NOTE C: Taxes

Luxembourg

As a Luxembourg *société d’investissement à capital variable* (SICAV), the Fund is not subject, under present tax laws, to income, withholding or capital gains taxes in Luxembourg. The Fund is subject to the Luxembourg *taxe d’abonnement* at the rate of 0.05% per annum determined by reference to total net assets as established on the last day of each quarter.

India

Income distributions to the Mauritian Subsidiary by way of interest from its investments in debt securities of Indian companies should

be subject to withholding tax at the rate of 20%. Dividends paid to the Mauritian Subsidiary from its investment in equity securities of Indian companies should not be subject to withholding tax. Any capital gains arising on the disposal of the Mauritian Subsidiary’s investments in India should not be subject to withholding tax.

Other Jurisdictions

Dividends, interest and capital gains on securities issued in other jurisdictions may be subject to withholding or capital gains tax imposed by such other jurisdictions.

NOTE D: Distributions

The Board does not currently intend to pay dividends with respect to the Shares. Therefore, any income and net realized profits

attributable to the Shares will be reflected in the Net Asset Value of the Shares.

NOTE E: Investment Management Fee and Other Transactions with Affiliates

Under the terms of the Investment Management Agreement, the Fund pays AllianceBernstein L.P. a management fee based on the average weekly Net Asset Value of the Fund.

The Fund also pays its Management Company, AllianceBernstein (Luxembourg) S.A., a management company fee.

Specific share classes of the Fund will pay to the Distributor, a distribution fee, which is compensation for providing distribution-related services to the Fund with respect to such shares.

All such fees are accrued at an annual rate on the average weekly Net Asset Value of the Fund and paid monthly. A list of the Fund's annual rate for each respective fee can be found in Table 1 (page 10).

Class B shares are also subject to a contingent deferred sales charge at rates of between 0.00% and 4.00%. The actual rate charged will depend on the period of time the shares are held.

The Fund compensates its Registrar and Transfer Agent, AllianceBernstein Investor Services, a unit of AllianceBernstein

(Luxembourg) S.A., for providing personnel and facilities to perform registrar and transfer agency services for the Fund. Such accrued compensation amounted to \$501,176 for the year ended September 30, 2008.

The Fund compensates its legal adviser, Elvinger, Hoss & Prussen (of which Mr. Yves Prussen, a director of the Fund and of its management company, is a partner) for legal services rendered to the Fund. Payments of \$13,939 were made during the year ended September 30, 2008.

AllianceBernstein L.P. has not entered into transactions in relation to a placing and/or a new issue in which a connected person had a material interest as a member of the underwriting syndicate.

There was no commission paid for the year ended September 30, 2008, on securities transactions utilizing the services of the affiliated firms, Sanford C. Bernstein & Co. LLC and Sanford C. Bernstein Ltd.

Several of the Fund's directors are employees and/or officers of the Investment Manager and/or its affiliates.

NOTE F: Soft Commission Arrangements

During the year ended September 30, 2008, AllianceBernstein L.P. received and entered into soft-dollar commissions/arrangements with the brokers relating to the Fund, in respect of which certain goods and services used to support the investment decision making process were received. The soft commission arrangements were entered into on the basis that the execution of transactions on behalf of the Fund will be consistent with the best execution standards and brokerage rates will not be in excess of customary institutional full-service brokerage rates. The goods and services received include specialist industry, company and consumer research, portfolio and

market analysis and computer software used for the delivery of such services. The nature of the goods and services received is such that the benefits provided under the arrangement must be those which assist in the provision of investment services to the Fund and may contribute to an improvement in the Fund's performance. For the avoidance of doubt, such goods and services do not include travel, accommodations, entertainment, general administrative goods or services, general office equipment or premises, membership fees, employees' salaries or direct money payments. Disclosure of soft commission arrangements will be made in the periodic reports of the Fund.

NOTE G: Bank Facility

The Fund has access to an overdraft facility (the "Facility"), established with the Custodian, intended to provide for short-term/temporary financing if necessary, subject to certain restrictions, in connection with abnormal redemption activity.

The Fund is limited to borrowing 10% of its net assets. Borrowings pursuant to the Facility are subject to interest at a mutually agreed upon rate and secured by the underlying assets of the Fund.

TABLE 1
FEE SCHEDULE

AllianceBernstein—India Growth Fund

Class	Management	Management Company*	Distribution	Total Expense Ratio**
A.....	1.55%(1)	0.05%	0.00%	2.19%
B.....	1.55%(1)	0.05%	1.00%	3.19%
I.....	1.25%(2)	0.05%	0.00%	1.88%

TABLE 2
PORTFOLIO TURNOVER

	Turnover**
AllianceBernstein—India Growth Fund	80.80%

(1) 1.55% up to \$50,000,000, 1.50% on the next \$50,000,000 and 1.40% on the excess of \$100,000,000.

(2) 1.25% up to \$50,000,000, 1.20% on the next \$50,000,000 and 1.10% on the excess of \$100,000,000.

* See note E.

** Unaudited.

**To the Shareholders of ACMBernstein—India Growth Fund
(conducting business as AllianceBernstein India Growth Fund)**

We have audited the accompanying financial statements of ACMBernstein—India Growth Fund (the “Fund”), which comprise the statement of assets and liabilities and the portfolio of investments as at September 30, 2008, the statement of operations and changes in net assets for the year then ended and a summary of significant accounting policies and other explanatory notes to the financial statements.

Responsibility of the Board of Directors of the Fund for the financial statements

The Board of Directors of the Fund is responsible for the preparation and fair presentation of these financial statements in accordance with Luxembourg legal and regulatory requirements relating to the preparation of the financial statements. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error, selecting and applying appropriate accounting policies, and making accounting estimates that are reasonable in the circumstances.

Responsibility of the “Réviseur d’Entreprises”

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing as adopted by the “Institut des Réviseurs d’Entreprises”. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the judgement of the “Réviseur d’Entreprises”, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or

error. In making those risk assessments, the “Réviseur d’Entreprises” considers internal control relevant to the entity’s preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity’s internal control.

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors of the Fund, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements give a true and fair view of the financial position of ACMBernstein—India Growth Fund as of September 30, 2008 and of the results of its operations and changes in its net assets for the year then ended in accordance with the Luxembourg legal and regulatory requirements relating to the preparation of the financial statements.

Other matter

Supplementary information included in the annual report has been reviewed in the context of our mandate but has not been subject to specific audit procedures carried out in accordance with the standards described above. Consequently, we express no opinion on such information. However, we have no observation to make concerning such information in the context of the financial statements taken as a whole.

ERNST & YOUNG
Société Anonyme
Réviseur d’Entreprises

M. Ferguson
Luxembourg, December 12, 2008

The independent auditor’s report is based upon the auditor’s review of the India Growth Fund’s English language financial statements. In case of difference of interpretation the English version takes precedence.

Financial Information on the Fund

The Fund will publish semi-annual and annual financial reports containing a list of the Fund's holdings and their market value as at the end of the relevant half-year. Such reports will be mailed to shareholders.

The full prospectus and the simplified prospectus, information concerning issue and repurchase prices, the financial situation of the Fund and where annual and semi-annual reports can be obtained free of charge and in paper form from:

AllianceBernstein Investor Services, a unit of
AllianceBernstein (Luxembourg) S.A.
18, rue Eugène Ruppert L-2453 Luxembourg

Bank Austria Creditanstalt AG
Am Hof 2
1010 Wien
Austria

BNP Paribas Securities S.A., Zurich Branch was authorized by the Federal Banking Commission as Swiss representative of the Fund, and it also acts as paying agent. The Prospectus, the Articles, the annual and semi-annual reports, as well as the list of the purchases and sales which the Fund has undertaken during the financial year, may be obtained, on simple request and free of charge, at the head office of the Swiss representative, BNP

Paribas Securities S.A., Zurich Branch, Selnaustrasse 16,
P.O. Box 2119, CH-8022, Switzerland.

Financial information concerning the Fund is published in:

Börsen-Zeitung
Der Standard
Economic Daily News
Feuille Officielle Suisse de Commerce
Financial Times
Handelsblatt
Hong Kong Economic Times
Neue Zürcher Zeitung
South China Morning Post
The Asian Wall Street Journal
The Wall Street Journal Europe

Notices to Shareholders

All notices to shareholders will be published in one or more newspapers, and in the *Mémorial*, to the extent required by Luxembourg law and the Fund's Articles or Offering Circular.

UK Distributing Fund Status

The Fund has been certified as a distributing fund for UK tax purposes for each of the financial years ended 30 September 1997, 1998, 1999, 2000 and 2001.

BOARD OF DIRECTORS

**Steven Barr
Nicolas Berard
Yves Prussen
Donna Samuels**

INVESTMENT MANAGER

AllianceBernstein L.P.
1345 Avenue of the Americas
New York, NY 10105
United States of America

MANAGEMENT COMPANY

AllianceBernstein (Luxembourg) S.A.
18, rue Eugène Ruppert
L-2453 Luxembourg

CUSTODIAN AND ADMINISTRATIVE AGENT

Brown Brothers Harriman (Luxembourg) S.C.A.
2-8 avenue Charles de Gaulle, B.P. 403
L-2014 Luxembourg

REGISTRAR AND TRANSFER AGENT

AllianceBernstein Investor Services,
a unit of AllianceBernstein (Luxembourg) S.A.
18, rue Eugène Ruppert
L-2453 Luxembourg

DISTRIBUTORS

AllianceBernstein Investments,
a unit of AllianceBernstein Investments, Inc.
1345 Avenue of the Americas
New York, NY 10105
United States of America

AllianceBernstein Investments,
a unit of the Management Company
18, rue Eugène Ruppert
L-2453 Luxembourg

INDEPENDENT AUDITOR

Ernst & Young, S.A.
7 Parc d'Activité Syrdall
L-5365 Munsbach
Luxembourg

LEGAL ADVISERS

In Luxembourg

Elvinger, Hoss & Prussen
2, Place Winston Churchill
B.P. 425
L-2014 Luxembourg

In the United States

Clifford Chance US LLP
31 West 52nd Street
New York, NY 10019
United States of America

MAURITIAN CORRESPONDENT BANK

Barclays Bank PLC
8th Floor Harbour Front Building
President John Kennedy Street
Port Louis
Mauritius

INDIAN CORRESPONDENT BANK

Citibank, NA
Financial Institutions Group
Nariman Point
230 Backbay Reclamation
Bombay 400 021
India

LOCAL MAURITIAN AUDITOR

Ernst & Young Mauritius
2nd Floor
Anglo Mauritius House
4 Intendance Street—Port Louis
Mauritius

LOCAL MAURITIAN ADMINISTRATOR

Multiconsult Ltd.
P.O. Box 799
10, Frère Felix de Valois Street
Port Louis
Mauritius

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