

**BCC FUBA INDIA LIMITED**

(CIN: L51395HP1985PLC012209)

**Registered Office:-** 4 km, Swarghat Road, Dist. Solan, Nalagarh, Himachal Pradesh, 174101.**Tel:** 01795-223199 / 223157 | **Email:** bccfuba@vsnl.com | **Website:** www.bccfuba.com

This Post Offer Advertisement (“**Post Offer Advertisement**”) is being issued by Saffron Capital Advisors Private Limited (the “**Manager to the Offer**”), on behalf of Mr. Lokesh Tayal (“**Acquirer 1**”) and Mr. Parmod Kumar Gupta (“**Acquirer 2**”), Mrs. Manju Bhardwaj (“**Acquirer 3**”), Mr. Kuldip Bhardwaj (“**Acquirer 4**”) and Mr. Vishal Tayal (“**Acquirer 5**”) collectively, (“**Acquirers**”), in connection with the offer made by the Acquirers, in compliance with Regulation 18 (12) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**SEBI Regulations**”). The Detailed Public Statement with respect to the aforementioned offer was published on August 09, 2016 in Financial Express (English National Daily), Jansatta (Hindi National Daily), Mumbai Lakshadeep (Marathi) and Aapka Faisla (Registered Office of the Company, at Solan, Himachal Pradesh). Subsequently, corrigendums to DPS were published on October 13, 2016 (“**Corrigendum 1**”) and October 26, 2016 (“**Corrigendum 2**”) in the same newspapers in which the DPS was published.

1. Name of the Target Company : BCC Fuba India Limited
2. Name of the Acquirer : Mr. Lokesh Tayal (“Acquirer 1”), Mr. Parmod Kumar Gupta (“Acquirer 2”),  
Mrs. Manju Bhardwaj (“Acquirer 3”), Mr. Kuldip Bhardwaj (“Acquirer 4”) and  
Mr. Vishal Tayal (“Acquirer 5”)
3. Name of the Manager to the Offer : Saffron Capital Advisors Private Limited
4. Name of the Registrar to the Offer : Link Intime India Private Limited
5. Offer Details :
- a. Date of Opening of the Offer : October 27, 2016
- b. Date of Closure of the Offer : November 10, 2016
6. Date of Payment of Consideration : November 24<sup>th</sup>, 2016
7. Details of Acquisition :

S. No.	Particulars	Proposed in the Offer Document	Actuals
7.1	Offer Price	₹ 5 per share	₹ 5 per share
7.2	Aggregate number of shares tendered	15,75,353	945
7.3	Aggregate number of shares accepted	15,75,353	945
7.4	Size of the offer (Number of shares multiplied by offer price per share)	₹ 78,76,765	₹ 4,725
7.5	Shareholding of the Acquirers before Agreements / Public Announcement (No. & %)	NIL	NIL
7.6	Shares proposed to be acquired by way of Agreement (“ <b>Sale Shares</b> ”) • Number • % of Fully Diluted Equity Share Capital	18,20,682 30.05 %	18,20,682 30.05 %
7.7	Shares Acquired by way of Open Offer • Number • % of Fully Diluted Equity Share Capital	15,75,353 26.00 %	945 0.016 %
7.8	Shares acquired after Detailed Public Statement • Number of shares acquired • Price of the shares acquired • % of the shares acquired	~ 18,20,682 ₹ 3.30 30.05 %	~ 18,20,682 ₹ 3.30 30.05 %
7.9	Post offer shareholding of Acquirers • Number • % of Fully Diluted Equity Share Capital	33,96,035 56.05 %	18,21,627 30.06 %
7.10	Pre & Post offer shareholding of the Public • Number • % of Fully Diluted Equity Share Capital	Pre:- 37,05,868; 61.16 % ~ ^ Post:- 21,30,515; 35.16 %	Pre:- 37,05,868; 61.16 % ~ ^ Post:- 37,04,923; 61.15 %

^ In terms of regulation 22(2) of the SEBI (SAST) Regulations, the Acquirers had deposited ₹ 78,76,765 (Rupees Seventy Eight Lacs Seventy Six Thousand Seven Hundred and Sixty Five only) representing 100% of the Offer Size in the Escrow Account. Thus, upon the expiry of twenty one working days from the date of DPS i.e. post September 12, 2016, the Acquirers have consummated the Share Purchase Agreement (“SPA”) and obtained management control of the Target Company. The Acquirers have completed the payment of consideration towards Sales Shares to the Sellers and 18,02,882 equity shares (forming part of the Sale Shares) were transferred to the Acquirers between October 13, 2016 and October 18, 2016. The balance 17,800 Sale Shares were transferred in favor of the Acquirers on November 23, 2016.

~ ^ Hans Kolbe & Co., one of the promoters of the Target Company holds 5,32,500 equity shares representing 8.79% of the equity share capital of the Target Company. Hans Kolbe & Co. did not tender its shareholding to the Acquirers in SPA. Consequently, the shareholding of Hans Kolbe and Co. shall be classified under “Public” Category, subject to and consequent upon receipt of shareholders approval in accordance with the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Note: Maya Enterprises Limited, one of the current Promoters of the Target Company, doesn’t hold any shares in the Target Company. Maya Enterprises Limited has vide letter dated July 26, 2016 undertaken to relinquish the management control in favor of the Acquirers, subject to the shareholders approval in accordance with the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

8. The Acquirers accept full responsibility for the information contained in this Post Offer Advertisement and also for the obligations under SEBI (Substantial Acquisition of Shares and Takeovers), 2011.

9. A copy of this Post Offer Advertisement will be available on the websites of SEBI, BSE Limited and the registered office of the Target Company. All undefined capitalized terms used herein shall have the same meaning as ascribed to such terms in the offer document.

**Issued by the Manager to the Offer on behalf of the Acquirers**

**SAFFRON**

• • • • • energising ideas

**SAFFRON CAPITAL ADVISORS PRIVATE LIMITED**

**Company Identification Number: U67120MH2007PTC166711**

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**Investor grievance:** investorgrievance@saffronadvisor.com

**SEBI Registration Number:** INM 000011211

**Contact Person:** Amit Wagle / Harshika Thakkar

**Date:** November 28, 2016

**Place:** New Delhi