

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF PUBLIC SHAREHOLDERS OF

BCC FUBA INDIA LIMITED

[Company Identification Number: L51395HP1985PLC012209]

UNDER REGULATIONS 3(1) AND 4 READ WITH REGULATION 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, ("TAKEOVER REGULATIONS")

OPEN OFFER ("OFFER") FOR ACQUISITION OF UP TO 15,75,353 (FIFTEEN LACS SEVENTY FIVE THOUSAND THREE HUNDRED AND FIFTY THREE ONLY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES"), REPRESENTING 26% OF THE TOTAL SHARE CAPITAL OF BCC FUBA INDIA LIMITED ("TARGET COMPANY") ON A FULLY DILUTED BASIS, AS OF THE TENTH WORKING DAY FROM THE CLOSURE OF THE TENDERING PERIOD OF THE OPEN OFFER ("VOTING SHARE CAPITAL"), FROM THE ELIGIBLE SHAREHOLDERS OF THE TARGET COMPANY FOR CASH AT A PRICE OF ₹ 5/- PER EQUITY SHARE BY 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") HEREINAFTER COLLECTIVELY REFERRED TO AS ("ACQUIRERS").

THIS PUBLIC ANNOUNCEMENT ("PA") IS BEING ISSUED BY SAFFRON CAPITAL ADVISORS PRIVATE LIMITED ("MANAGER TO THE OFFER"), FOR AND ON BEHALF OF THE ACQUIRERS TO THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY PURSUANT TO AND IN COMPLIANCE WITH, AMONG OTHERS, REGULATIONS 3(1) AND 4 OF THE TAKEOVER REGULATIONS READ WITH REGULATION 15(1) OF THE TAKEOVER REGULATIONS.

1) OFFER DETAILS

1.1 **Offer Size:** The Acquirers hereby make this Open Offer to all the Public Shareholders of the Target Company, other than the Promoters of the Target Company, to acquire up to **15,75,353** (Fifteen Lacs Seventy Five Thousand Three Hundred And Fifty Three Only) fully paid equity shares of the Target Company, of face value of ₹ **10**/- each (each an "Offer Share") representing **26%** (Twenty Six per cent) of the Voting Share Capital (**60,59,050** Equity Shares being the total paid up capital of the Target Company as of the 10th working day from the closure of the tendering period), at a price of ₹ **5**/- (Indian Rupees Five only) per Offer Share ("Offer Price") aggregating to ₹ **78,76,765** (Indian Rupees Seventy Eight Lacs Seventy Six Thousand Seven Hundred and Sixty Five Only), (the "Offer Size"), subject to the terms and conditions mentioned in this Public Announcement ("PA"), the Detailed Public Statement ("DPS") and the letter of offer that may be issued in accordance with the Takeover Regulations.

1.2 **Offer Price/ Consideration:** ₹ **5**/-per Offer Share of face value of ₹ 10 each, is calculated in accordance with Regulation 8 of the Takeover Regulations, aggregating to a consideration of ₹ **78,76,765** (Indian Rupees Seventy Eight Lacs Seventy Six Thousand Seven Hundred and Sixty Five Only), assuming full acceptance in the Open Offer.

1.3 **Mode of payment:** The Offer Price will be paid in cash, in accordance with the provisions of Regulations 9(1)(a) of the Takeover Regulations.

1.4 **Type of offer:** The Offer is a mandatory offer in compliance with Regulations 3(1) and 4 of the Takeover Regulations.

2) **TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION)**

DETAILS OF UNDERLYING TRANSACTION						
Type of Transaction (direct/indirect)	Mode of Transaction (Agreement/ Allotment/ Market purchase)	Shares / Voting rights acquired/ proposed to be Acquired		Total Consideration for shares /VRs acquired (INR)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% vis a vis total Equity / voting capital.			
Direct	Acquisition of 18,20,682 Equity Shares through Share Purchase Agreement dated August 03, 2016 (“SPA”) entered into between the Acquirers and V S Bhagat HUF (“Seller 1”), Bhavna Bhagat (“Seller 2”), Suparna Pasricha (“Seller 3”), Devika Bhagat (“Seller 4”), Renu Bhagat (“Seller 5”), Samrat Video Vision Private Limited (“Seller 6”) and Sagar Bhagat Securities Limited (“Seller 7”), collectively, (“Sellers”)	18,20,682	30.05%	60,08,251	Cash	3(1) & 4 of the Takeover Regulations

Note 1: Hans Kolbe & Co. is one of the Promoters of the Target Company and currently holds 5,32,500 equity shares representing 8.79% of the Voting Share Capital of the Target Company. Hans Kolbe & Co. is not tendering its shareholding to the Acquirers in the SPA. Consequently, upon successful completion of Offer, shareholding of Hans Kolbe & Co. shall be classified under ‘Public’ category.

Note 2: Maya Enterprises Limited, one of the promoters of the Target Company doesn’t hold any equity shares as on date. Maya Enterprises Limited has vide letter dated July 26, 2016 undertaken to relinquish the management control in favor of the Acquirers, subject to completion of the open offer formalities by the Acquirers, receipt of regulatory approvals and shareholders approval.

3) **ACQUIRERS/ PAC**

Details	Acquirer 1	Acquirer 2	Acquirer 3	Acquirer 4	Acquirer 5	Total
Name of Acquirer(s)/PAC(s)	Mr. Lokesh Tayal	Mr. Parmod Kumar Gupta	Mrs. Manju Bhardwaj	Mr. Kuldip Bhardwaj	Mr. Vishal Tayal	5
Address/Registered	A-11, Vivek Vihar,	295, Gagan	4/61, 1st Floor,	A-16, Ganpati	A-11, Vivek Vihar,	-

Office	Phase-II, Delhi-110095	Vihar, Delhi-110092	Roop Nagar, Malka Ganj, S.O. North Delhi, Delhi-110007	Apartments, 6 Alipur Road, Civil Lines, S.O. North Delhi, Delhi--110054	Phase-2, Jhilmil, East Delhi, Delhi-110095	
Name(s) of persons in control /promoters of Acquirer/ PACs where Acquirer/ PAC are companies	NIL					NIL
Name of the Group, if any, to which the Acquirer(s)/PAC belong	NIL					NIL
Pre Transaction shareholding • Number • % of total share capital	NIL					NIL
Proposed shareholding after the acquisition of shares which triggered the Open Offer	5,46,205	6,00,825	91,034	91,034	4,91,584	18,20,682
Any other interest in the TC	NIL					NIL

4) DETAILS OF SELLING SHAREHOLDERS

Name of the Selling Shareholders	Part of promoter group (Yes/ No)	Details of shares/ voting rights held by the Selling Shareholders			
		Pre Transaction		Post Transaction	
		Number	%	Number	%
V S Bhagat HUF	Yes	4,000	0.07	NIL	NIL
Bhavna Bhagat	Yes	21,500	0.35		
Suparna Pasricha	Yes	21,000	0.35		
Devika Bhagat	Yes	33,800	0.56		
Renu Bhagat	Yes	16,36,878	27.02		
Samrat Video Vision Private Limited	Yes	65,907	1.09		
Sagar Bhagat Securities Private Limited	Yes	37,597	0.62		
Total		18,20,682	30.05		

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5) TARGET COMPANY

5.1 **Name:** BCC Fuba India Limited

5.2 **Company Identification Number:** L51395HP1985PLC012209

5.3 **Registered Office:** 4KM, Swarghat Road, Nalagarh District, Solan-174101, Himachal Pradesh, India

5.4 **Exchange where listed:** BSE Limited; Scrip Code: 517246

6) OTHER DETAILS

- 6.1 The details of the open offer would be published in the newspapers vide a Detailed Public Statement (“DPS”) on or before August 10, 2016 in compliance with Regulation 13(4) of the Takeover Regulations.
- 6.2 The Acquirers undertake that they are fully aware of and will comply with their obligations, laid down in the Takeover Regulations and that they have adequate financial resources to meet their obligations in relation to the Offer.
- 6.3 This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the Takeover Regulations and is not a competitive bid in terms of Regulation 20 of the Takeover Regulations.
- 6.4 Completion of the Offer and the underlying transaction, as envisaged under the SPA, is subject to satisfaction of the conditions precedent set out in the SPA and receipt of statutory approvals required, if any.

ISSUED BY MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRERS



SAFFRON CAPITAL ADVISORS PRIVATE LIMITED

[Company Identification Number: U67120MH2007PTC166711]

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Tel. No.: +91 22 4082 0914/906; **Fax No.:** +91 22 4082 0999; **Email id:** openoffers@saffronadvisor.com;

Website: www.saffronadvisor.com; **Investor grievance:** investorgrievance@saffronadvisor.com;

SEBI Registration Number: INM 000011211; **Contact Person:** Amit Wagle/Harshika Thakkar

ON BEHALF OF THE ACQUIRERS

Mr. Lokesh Tayal

Address: A-11, Vivek Vihar, Phase-II, Delhi-110095

Email: cagg.orbit@gmail.com

Sd/-

Place: New Delhi

Date: August 03, 2016