

DRAFT LETTER OF OFFER ("DLOF")

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Draft Letter of Offer is being sent to you as Equity Shareholder(s) of BCC Fuba India Limited. If you require any clarifications about the action to be taken, you may consult your stock broker or an investment consultant or the Manager to the Offer (as defined herein below) or the Registrar to the Offer (as defined herein below). In the event you have sold your Equity Shares in the Target Company, please hand over this Letter of Offer, the accompanying Form of Acceptance-cum-Acknowledgement, and the transfer deed to the purchaser of the Equity Shares or the member of the stock exchange through whom the said sale was effected.

OPEN OFFER BY

LOKESH TAYAL ("Acquirer 1")

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

PARMOD KUMAR GUPTA ("Acquirer 2")

295, Gagan Vihar, Delhi-110092

MANJU BHARDWAJ ("Acquirer 3")

4/61, 1st Floor, Roop Nagar, Malka Ganj, S.O. North Delhi, Delhi-110007

KULDIP BHARDWAJ ("Acquirer 4")

A-16, Ganpati Apartments, 6 Alipur Road, Civil Lines, S.O. North Delhi, Delhi-110054

VISHAL TAYAL ("Acquirer 5")

A-11, Vivek Vihar, Phase-2, Jhilmil, East Delhi, Delhi-110095

Collectively referred to as, ("Acquirers")

To the Shareholder(s) of

BCC FUBA INDIA LIMITED ("Target Company")

Registered Office: 4 km, Swarghat Road, Dist. Solan, Nalagarh, Himachal Pradesh, 174101; **Tel:** 01795-223199, 223157; **Fax:** 01795-222992; **Email:** bccfuba@vsnl.com; **Website:** www.bccfuba.com

Company Identification Number: L51395HP1985PLC012209

To acquire upto **15,75,353** (Fifteen Lacs Seventy Five Thousand Three Hundred and Fifty Three Only) Equity Shares of the face value of ₹ 10 each ("Offer Shares"), representing **26%** of the total voting share capital of the 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.

Please Note:

1. This Offer is being made by the Acquirers pursuant to regulations 3(1) & 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("Takeover Regulations").
2. This Open Offer is not conditional upon any minimum level of acceptance in terms of regulation 19 of Takeover Regulations.
3. This Open Offer is not a competing offer in terms of regulation 20 of the Takeover Regulations.
4. There has been no competing offer as on the date of this Draft Letter of Offer.
5. The Offer is subject to (i) the compliance of the terms and conditions as set out under the Share Purchase Agreement and (ii) receipt of approvals as more particularly set out in paragraph VII (B) of this Draft Letter of Offer.
6. If there is any upward revision in the Offer Price or the number of Shares sought to be acquired under the Open Offer by the Acquirers, at any time prior to the commencement of the last three working days before the commencement of the tendering period i.e. upto Monday, September 26, 2016, the same would be informed by way of a public announcement in the same newspapers where the original Detailed Public Statement appeared. Such revision in the Open Offer Price would be payable by the Acquirers for all the shares validly tendered anytime during the Tendering Period of the Open Offer.
7. A copy of the Public Announcement, the Detailed Public Statement and Letter of Offer (including Form of Acceptance cum Acknowledgment) are also available on SEBI's website: www.sebi.gov.in.



SAFFRON CAPITAL ADVISORS PRIVATE LIMITED

605, Sixth Floor, Centre Point, J .B. Nagar, Andheri (East),
Mumbai - 400 059, India

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



LINK INTIME INDIA PRIVATE LIMITED

C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup (West), Mumbai-400078

Tel. No.: +91 22 61715400

Fax No.: +91 22 25960329

Email id: bccfuba.offer@linkintime.co.in

Website: www.linkintime.co.in

Investor Grievance:

bccfuba.offer@linkintime.co.in

SEBI Registration Number: INR000004058;

Contact Person: Mr. Ganesh Mhatre

SCHEDULE OF MAJOR ACTIVITIES OF THE OFFER

Activity	Day and Date
Public Announcement (PA)	Wednesday, August 03, 2016
Publication of DPS in the newspapers	Wednesday, August 10, 2016
Filing of the draft letter of offer with SEBI	Friday, August 19, 2016
Last date for a competitive bid	Friday, September 02, 2016
Last date for SEBI observations on draft letter of offer (in the event SEBI has not sought clarifications or additional information from the Manager to the Offer)	Monday, September 12, 2016
Identified Date*	Thursday, September 15, 2016
Letter of Offer to be dispatched to shareholders	Thursday, September 22, 2016
Last date for revising the Offer price/ number of shares	Monday, September 26, 2016
Last Date by which the committee of the independent directors of the Target Company shall give its recommendation	Tuesday, September 27, 2016
Date of publication of Offer Opening Public Announcement	Wednesday, September 28, 2016
Date of commencement of Tendering Period (Offer Opening Date)	Thursday, September 29, 2016
Date of Expiry of Tendering Period (Offer Closing Date)	Friday, October 14, 2016
Last Date for completion of all requirements including payment of consideration	Friday, October 28, 2016

** Identified Date is only for the purpose of determining the names of the Shareholders of the Target Company as on such date to whom the Letter of Offer would be sent. It is clarified that all the shareholders holding Equity Shares of the Target Company (registered or unregistered) (except the parties to the SPA and Promoters) are eligible to participate in this Offer any time before the closure of this Offer*

RISK FACTORS

I. RISK FACTORS RELATING TO THE TRANSACTION

- The Offer is subject to (i) the compliance of the terms and conditions as set out under the Share Purchase Agreement and (ii) receipt of approvals as more particularly set out in paragraph VII (B) of this Draft Letter of Offer. In accordance with the Share Purchase Agreement, the transaction under the Share Purchase Agreement shall be completed upon the fulfillment of conditions precedent agreed between the Acquirers and the Sellers in the Share Purchase Agreement.
- As of the date of this Draft Letter of Offer, to the best of the knowledge of the Acquirers, there are no other statutory approvals required to implement the Offer. However, in case of any regulatory or statutory approval being required at a later date before the closure of the Offer, the Offer shall be subject to all such approvals and the Acquirers shall make the necessary applications for such approval.
- In terms of and in accordance with Regulation 23(1) of the Takeover Regulations, if the conditions precedent and other conditions as stated in paragraph VII (B) are not satisfactorily complied with for reasons beyond the control of the Acquirers, the Open Offer would stand withdrawn. The Acquirers reserve the right to withdraw the Offer in accordance with Regulation 23(1)(a) of the Takeover Regulations in the event the requisite statutory approvals that may be necessary at a later date are refused.
- If at a later date, any other statutory or regulatory or other approvals / no objections are required, the Open Offer would become subject to receipt of such other statutory or regulatory or other approvals / no objections.

II. RISKS RELATING TO THE OFFER

- The Open Offer is an offer to acquire not more than 26% of the Voting Share Capital of the Target Company from the Eligible Shareholders. In the case of Shares tendered in the Open Offer by the Eligible Shareholders are more than the Offer Size, acceptance would be determined on a proportionate basis and hence there is no certainty that all the Shares tendered by the Eligible Shareholders in the Open Offer will be accepted.
- The Offer is subject to the receipt of certain statutory, regulatory and other approvals / no objections described in detail in paragraph VII (B). In the event that either: (a) regulatory or statutory approvals are not received in time, (b) there is any litigation leading to a stay/injunction on the Offer or that restricts/restrains the Acquirers from performing their obligations hereunder, or (c) SEBI instructing the Acquirers not to proceed with the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this Draft Letter of Offer. Consequently, the payment of consideration to the Eligible Shareholders whose Shares are accepted under the Offer as well as the return of Shares not accepted under the Offer by the Acquirers may get delayed. In case the delay is due to non-receipt of statutory approval(s), then in accordance with Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied that non-receipt of approvals was not due to any willful default or negligence on the part of the Acquirers, grant an extension for the purpose of completion of the Offer subject to the Acquirers agreeing to pay interest to the validly tendering Shareholders.
- The Equity Shares tendered in the Offer and documents will be held in the special account of the Clearing Corporation till the process of acceptance of tenders and the payment of

consideration is completed. The Shareholders will not be able to trade in such Shares during such period. During such period, there may be fluctuations in the market price of the Shares. The Acquirers makes no assurance with respect to the market price of the Shares both during the period that the Offer is open and upon completion of the Offer and disclaims any responsibility with respect to any decision by the Shareholders on whether or not to participate in the Offer.

- The Acquirers and the Manager to the Offer accept no responsibility for the statements made otherwise than in this Draft Letter of Offer/ Detailed Public Statement/ Public Announcement and anyone placing reliance on any other source of information (not released by the Acquirers, or the Manager to the Offer) would be doing so at his/her/their own risk.
- Shareholders should note that those who tender the Equity Shares in acceptance of the Offer shall not be entitled to withdraw such acceptances during the tendering period even if the acceptance of the Equity Shares in this Offer and dispatch of consideration are delayed.
- This Draft Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. Recipients of this Draft Letter of Offer resident in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. This Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations or would subject the Acquirers or the Manager to the Offer to any new or additional registration requirements. This is not an offer for sale, or a solicitation of an offer to buy, in the United States of America and cannot be accepted by any means or instrumentality from within the United States of America.
- The Shareholders are advised to consult their respective tax advisors for assessing the tax liability pursuant to this Offer, or in respect of other aspects such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirers and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this Draft Letter of Offer.
- This Offer is subject to completion risks as would be applicable to similar transactions.

III. Risks relating to Acquirers and the Target Company

- Acquirers make no assurance with respect to the continuation of the past trend in the financial performance of the Target Company.
- The Acquirers cannot provide any assurance with respect to the market price of the Shares of the Target Company before, during or after the Offer and the Acquirers expressly disclaim any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any Shareholder on whether to participate or not to participate in the Offer.

The risk factors set forth above are limited to the Offer and not intended to cover a complete analysis of all risks as perceived in relation to the Offer or in association with the Acquirers, but are only indicative and are not exhaustive. The risk factors do not relate to the present or future business or operations of the Target Company or any other related matters and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in the participation in the Offer by a Shareholder. The Shareholders are advised to consult their stockbroker, or tax advisor or investment consultant, if any, for further risks with respect to their participation in the Offer.

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I. KEY DEFINITIONS

Acquirers	Collectively, Acquirer 1 to Acquirer 5.
Acquirer 1	Lokesh Tayal residing at A-11, Vivek Vihar, Phase-II, Delhi-110095
Acquirer 2	Parmod Kumar Gupta residing at 295, Gagan Vihar, Delhi-110092
Acquirer 3	Manju Bhardwaj residing at 4/61, 1st Floor, Roop Nagar, Malka Ganj, S.O. North Delhi, Delhi-110007
Acquirer 4	Kuldip Bhardwaj residing at A-16, Ganpati Apartments, 6 Alipur Road, Civil Lines, S.O. North Delhi, Delhi-110054
Acquirer 5	Vishal Tayal residing at A-11, Vivek Vihar, Phase-2, Jhilmil, East Delhi, Delhi-110095
Agreement/ Share Purchase Agreement/ SPA	Share Purchase Agreement dated August 03, 2016 entered into between the Acquirers and the Sellers
Board of Directors	Board of directors of the Target company
BSE	BSE Limited
CDSL	Central Depository Services (India) Limited
Companies Act	The Companies Act, 1956 and the Companies Act, 2013 (to the extent applicable) as amended, substituted or replaced from time to time.
Depositories	CDSL and NSDL
Detailed Public Statement/ DPS	Detailed Public Statement dated August 08, 2016 issued by the Manager to the Offer, on behalf of the Acquirers, in relation to the Offer and published in all editions of Financial Express (English), Jansatta (Hindi), Mumbai Lakshadeep (Marathi) and Aapka Faisla (Hindi) (Registered Office at Solan, Himachal Pradesh) on August 09, 2016 in accordance with the Regulations 3(1) and 4 read with Regulations 13(4), 14 and 15(2) and other applicable regulations of the Takeover Regulations.
DP	Depository participant
DTAA	Double Taxation Avoidance Agreement
Equity Share(s)/ Share(s)	The fully paid up equity share(s) of the Target Company having a face value of ₹ 10 (Rupees ten) per equity share
Equity Share Capital / Voting Share Capital	The Issued, Subscribed and paid up Share Capital of the Target Company is ₹ 605.90 Lacs comprising of 60,59,050 Equity Shares of ₹ 10 each.
Escrow Agreement	Escrow Agreement entered between the Acquirers, Escrow Agent and Manager to the Offer
Escrow Bank / Escrow Agent	ICICI Bank Limited
FEMA	The Foreign Exchange Management Act, 1999, as amended or modified from time to time
FII(s)	Foreign Institutional Investor(s), as defined under Section 115AD of the Income Tax Act, which includes sub-accounts of FIIs and if any Foreign Institutional Investor(s) have been reorganized as Foreign Portfolio Investors, such Foreign Portfolio Investors
FIPB	Foreign Investment Promotion Board
Form of Acceptance-cum-Acknowledgment	Form of Acceptance-cum-Acknowledgement attached to this Draft Letter of Offer

Identified Date	Thursday, September 15, 2016, i.e., the date falling on the 10th (tenth) Working Day prior to the commencement of the Tendering Period, for the purposes of determining the Public Shareholders to whom the Letter of Offer shall be sent
Letter of Offer/ LOF	The Letter of Offer, duly incorporating SEBI's comments on the Draft Letter of Offer, including the Form of Acceptance-cum-Acknowledgement
LODR	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
Manager to the Offer	Saffron Capital Advisors Private Limited
NECS	National Electronic Clearing System
NEFT	National Electronic Funds Transfer
NRI	Non-Resident Indian as defined in Foreign Exchange Management (Deposit) Regulations, 2000, as amended
NSDL	National Securities Depository Limited
OCB	Overseas Corporate Body, as defined under the Foreign Exchange Management (Deposit) Regulations, 2000
Offer/Open Offer	The Offer being made by the Acquirers for acquiring upto <u>15,75,353</u> (Fifteen Lacs Seventy Five Thousand Three Hundred and Fifty Three Only) Equity Shares representing 26% of the Voting Share Capital, from the Public Shareholders at the Offer Price payable in cash
Offer Consideration	The maximum consideration payable under this Offer, assuming full acceptance, is ₹ <u>78,76,765</u> (Rupees Seventy Eight Lacs Seventy Six Thousand Seven Hundred and Sixty Five Only)
Offer Period	Period commencing from August 03, 2016 till the date on which the payment of consideration to the Public Shareholders who have accepted the Offer is made, or the date on which Offer is withdrawn, as the case may be.
Offer Price	₹ <u>5/-</u> (Rupees Five Only) per Equity Share
Offer Size	Up to <u>15,75,353</u> (Fifteen Lacs Seventy Five Thousand Three Hundred and Fifty Three Only) Equity Shares representing 26% of the Voting Share Capital
Public Announcement/PA	Public Announcement of the Open Offer made by the Manager to the Offer on behalf of the Acquirers on August 03, 2016 in accordance with Takeover Regulations
RBI	Reserve Bank of India
Registrar to the Offer	Link Intime India Private Limited
Sale Shares	<u>18,20,682</u> fully paid up Equity Shares, representing <u>30.05%</u> of the Voting Share Capital, proposed to be acquired by the Acquirers from the Sellers pursuant to the SPA
SCRR	Securities Contract (Regulations) Rules, 1957, as amended
SEBI	Securities and Exchange Board of India
SEBI Act	SEBI Act, 1992, as amended
Sellers	Collectively, Seller 1 to Seller 7
Seller 1	VS Bhagat HUF holding 4,000 Equity Shares
Seller 2	Bhavna Bhagat holding 21,500 Equity Shares
Seller 3	Suparna Pasricha holding 21,000 Equity Shares
Seller 4	Devika Bhagat holding 33,800 Equity Shares

Seller 5	Renu Bhagat holding 16,36,878 Equity Shares
Seller 6	Samrat Video Vision Private Limited holding 65,907 Equity Shares
Seller 7	Sagar Bhagat Securities Private Limited holding 37,597 Equity Shares
SPA	Share purchase agreement dated August 03, 2016 entered into amongst the Acquirers and the Sellers
Stock Exchange	BSE Limited
Target Company	BCC Fuba India Limited having its registered office at 4 KM, Swarghat Road, Nalagarh District, Solan, Himachal Pradesh-174101, India.
Tendering Period	Thursday, September 29, 2016 to Friday, October 14, 2016
Working Day	Working days of SEBI

II. DISCLAIMER CLAUSE

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THIS DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THIS DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF BCC FUBA INDIA LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS OR THE TARGET COMPANY WHOSE EQUITY SHARES/ CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRERS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRERS DULY DISCHARGE THERE RESPONSIBILITIES ADEQUATELY. IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, SAFFRON CAPITAL ADVISORS PRIVATE LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED AUGUST 11, 2016 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THEREOF. THE FILING OF THIS DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.”

III. DETAILS OF THE OFFER

A) Background of the Offer

1. This mandatory offer (the “Offer” or “Open Offer”) is being made by the Acquirers in compliance with Regulations 3(1) and 4 of and other applicable provisions of the Takeover Regulations, to acquire 26% of the voting rights accompanied with change in control of the Target Company.
2. Acquirers have entered into a Share Purchase Agreement dated August 03, 2016 (“SPA”) with the existing Promoters of the Target Company having its registered office at 4 KM, Swarghat Road, Nalagarh District, Solan, Himachal Pradesh-174101, India comprising VS Bhagat HUF, Bhavna Bhagat, Suparna Pasricha, Devika Bhagat, Renu Bhagat, Samrat Video Vision Private Limited, Sagar Bhagat Securities Private Limited (“Sellers”), for the acquisition of **18,20,682** equity shares (“Sale Shares”) of face value ₹ 10/- each for cash representing **30.05%** of the Voting Share Capital of the Target Company at a price of ₹ 3.30/- (Rupees Three and Thirty paise) per equity share aggregating to ₹ 60,08,251/- (Rupees Sixty Lacs Eight Thousand Two Hundred and Fifty one Only) payable in cash (“Transaction”).
3. The Acquirers hereby make this Offer to shareholders of the Target Company (other than Promoter and Promoter Group members and parties to the SPA) to acquire Offer Shares, representing in aggregate 26% of the Voting Share Capital of the Target Company at a price of ₹ 5/- (Rupees Five only) per fully paid up equity share (“Offer Price”) payable in cash subject to the terms and conditions mentioned in the PA and in the letter of offer that will be circulated to the shareholders in accordance with the Takeover Regulations (“Letter of Offer”).
4. A summary of some of the salient features of the SPA which are all subject to detailed terms in the SPA, is as follows:
 - a. Acquirers agree to purchase the Sale Shares, subject to the satisfaction of the Conditions Precedent specified under Clauses 2.5 and Clauses 2.6 of the SPA, and the Promoter Sellers agree to sell the Sale Shares, free and clear of all Liens, to the Acquirers;
 - b. The Purchase Consideration for the Sale Shares shall be at the rate of ₹ 3.30 /- per Equity Share amounting to ₹ 60,08,251 (Rupees Sixty Lac Eight Thousand Two Hundred and Fifty One Only). 100% of the Purchase Consideration shall be deposited in BCC FUBA SALE SHARES ESCROW ACCOUNT No. 000405112538 maintained with ICICI Bank Limited;
 - c. The Acquirers shall deposit 100% of the Offer Consideration in the Escrow Account. Accordingly, in compliance with the provisions of Regulation 22(2) of the Takeover Regulations;
 - d. Reconstitution of the Board of Directors by way of appointment of the nominees of the Acquirer on the Board of the Company and acceptance of resignation of existing directors from the Board;
 - e. After completion of all the actions contemplated in Clause 2.6 of the SPA and the Open Offer formalities under Takeover Regulations, the Promoter Sellers shall, on such date which may be mutually agreed by the Parties, in terms of Regulation 31(A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 be declassified as ‘promoters’ of the Company for the purposes of all applicable Law, including but not limited to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the equity listing agreement executed between the Company and the relevant Stock Exchanges and the SEBI Takeover Regulations, and the

Acquirers shall be named as the 'promoter' of the Company for the purposes of applicable Law on or from such date.

5. This Offer is not made pursuant to any indirect acquisition, arrangement or agreement and is not a conditional offer.
6. This Offer is not a result of a global acquisition, an open market purchase or a negotiated deal
7. The Acquirers have confirmed that they are not prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any other regulation made under the SEBI Act.
8. Pursuant to the completion of sale and purchase of Sale Shares of the Target Company under the SPA and in accordance with Takeover Regulations, the Sellers shall cease to be the Promoters of Target Company and relinquish the management control of the Target Company in favor of the Acquirers. The Acquirers will exercise effective control over the management and affairs of the Target Company, replace the Seller Promoters of the Target Company as the new promoters of the Target Company and will hold the majority of the Equity Shares of the Target Company.
9. The Committee of Independent Directors of the Board of the Target Company, will come out with their recommendations for the Offer and the same shall be published in the newspapers where the Detailed Public Statement appeared latest by Tuesday, September 27, 2016.

B) Details of the proposed Offer:

1. The Acquirers have published the DPS on August 09, 2016 which appeared in the following newspapers:

<u>Sl. no.</u>	<u>Newspapers</u>	<u>Language</u>	<u>Editions</u>
1	Financial Express	English	All Editions
2	Jansatta	Hindi	All Editions
3	Mumbai Lakshadeep	Marathi	Mumbai
4	Aapka Faisla	Hindi	Registered office of Target Company

A copy of the DPS is also available on the SEBI's website: www.sebi.gov.in

2. On August 03, 2016, the Acquirers entered into Share Purchase Agreement ("SPA") with the Sellers for purchase of up to 18,20,682 Equity Shares representing **30.05%** of the Voting Share Capital ("Sale Shares") at a price of ₹ 3.30/- (Rupees Three and Thirty Paise) per equity share payable in cash (the purchase of the Sale Shares under the SPA is referred to as the "Transaction").
3. Pursuant to the Open Offer, the Acquirers propose to acquire **15,75,353** Equity Shares representing 26% of the fully paid-up voting Equity Share Capital of the Target Company, as of the tenth (10th) working day from the closure of the tendering period, at the Open Offer Price of ₹ 5/- (Rupees Five only) per Equity Share, to be paid in cash, in accordance with the Takeover Regulations and subject to the terms and conditions set out in the DPS and this Draft Letter of Offer.
4. Upon the completion of the sale and purchase of the Sale Shares (as defined below) under the SPA (as defined below), Sellers will not hold any shares in the Target Company. Sellers shall cease to be

the Promoters of Target Company and relinquish the control in the management of the Target Company in favor of the Acquirers. The Acquirers will acquire control of the Target Company, and be classified as promoters subject to the approval of the shareholders of the Company by way of a special resolution in accordance with the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”). The reclassification shall also be subject to the compliance of the conditions specified in Regulation 31A of the SEBI LODR Regulations, being more specifically, that the exiting promoters and persons acting in concert with them shall not hold more than ten per cent of the paid-up equity capital of the Company, they shall not have any special rights through formal or informal arrangements and they or their relatives shall not act as key managerial personnel for a period of more than three years from the date of shareholders’ approval..

5. The Offer is being made to all the Shareholders of the Target Company (other than the parties to the SPA and Promoter and Promoter Group Members). All Shares validly tendered in the Open Offer will be acquired by the Acquirers in accordance with the terms and conditions set forth in the DPS and this Draft Letter of Offer. There shall be no discrimination in the acceptance of locked-in and non locked-in Shares in the Offer. The Shares to be acquired under the Offer must be free from all liens, charges and encumbrances, and will be acquired together with all rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof.
6. There are no partly paid-up Shares in the Target Company.
7. The Offer is not a competing offer in terms of Regulation 20 of the Takeover Regulations.
8. The Manager to the Offer does not hold any Equity Shares as on the date of this Draft Letter of Offer. The Manager to the Offer further declares and undertakes that it will not deal on its own account in the Equity Shares of the Target Company during the Offer Period.
9. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19 of the Takeover Regulations.
10. As on the date of this Draft Letter of Offer, the Acquirers do not hold any shares in the Target Company.
11. The Acquirers vide letter dated August 11, 2016 have confirmed that they have not acquired any Shares of Target Company after the date of PA i.e. August 03, 2016, and up to the date of this Draft Letter of Offer.
12. In the event that the Shares tendered in the Open Offer by the Eligible Shareholders are more than the Offer Size, the acquisition of Shares from the Eligible Shareholders will be on a proportionate basis, as detailed in paragraph VIII of this Draft Letter of Offer.
13. The Equity Shares of the Target Company are listed on BSE only. As per Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”), read with Rule 19(2) and Rule 19A of Securities Contract (Regulation) Rules, 1957 (“SCRR”), the Target Company is required to maintain at least 25% public shareholding (i.e. Shares of the Target Company held by the public as determined in accordance with the SCRR, on a continuous basis for listing). This Offer (assuming full acceptance in the Open Offer), will not result in the reduction of public shareholding below the minimum level as specified in the LODR.

14. The Acquirers have deposited ₹ 78,76,765 (Indian Rupees Seventy Eight Lacs Seventy Six Thousand Seven Hundred and Sixty Five only) representing 100% of the total consideration payable to the Equity Shareholders under this Offer in compliance with the Regulation 22 (2) of the Takeover Regulations. Accordingly, the Acquirers intend to complete the transfer of Sale Shares and obtain management control in the Target Company subsequent to expiry of twenty one working days from the date of the DPS. Further, in accordance with Regulation 24(1) of the Takeover Regulations, the Acquirers may make changes to the current board of directors of the Target Company by appointing their nominees to represent them.

IV. OBJECT OF THE ACQUISITION/ OFFER

1. Acquisition of the Target Company will help the Acquirers to grow organically and inorganically. The Acquirers intend to take control over the Target Company and make changes in the Board of Directors of the Target Company in accordance with the provisions of Takeover Regulations and other applicable laws.
2. The Acquirers may dispose-off or otherwise encumber any assets or investments of the Target Company or any of its subsidiaries, through sale, lease, reconstruction, restructuring (including but not limited to amalgamation and / or demerger with its group companies) and / or re-negotiation or termination of existing contractual / operating arrangements, for restructuring and / or rationalizing the assets, investments or liabilities of the Target Company and / or its subsidiaries, to improve operational efficiencies and for other commercial reasons. The Board of Directors of the Target Company will take decisions on these matters in accordance with the requirements of the business of the Target Company and shall do the same only with the prior approval of the shareholders through postal ballot.

V. BACKGROUND OF THE ACQUIRERS

A. LOKESH TAYAL ("Acquirer 1")

- (a) Acquirer 1, aged 43 years, S/o Mr. Trilok Chand Tayal, is residing at A-11, Vivek Vihar, Phase-II, Delhi-110095; Email: lokeshtayalpvc@gmail.com.
- (b) Acquirer 1 is a Graduate in Commerce from Shri Venkateshwara University and has experience in trading and manufacturing of PVC Wires and Cable and trading in Fabrics.
- (c) Acquirer 1 is holding a Permanent Account Number- AAFPT0468E.
- (d) The details of the ventures promoted/controlled/managed by Acquirer 1 are given hereunder:

Sr. No.	Name of the Ventures	Designation
1.	Ishika Garments Private Limited	Director
2.	Azure Switchgear Private Limited	Director
3.	Orbit Cable (India) Private Limited	Director
4.	HPL Orbit Technosolutions Private Limited	Director
5.	M/s ADL Orbit Cable (India)	Partner
6.	Orbit Cable (India)	Partner

(Source: www.mca.gov.in and Letter dated July 27, 2016 received from Acquirer 1)

- (e) Acquirer 1 has confirmed that he is not categorized as "willful defaulters" in terms of regulation 2(1)(ze) of the SEBI (SAST) Regulations, 2011.
- (f) Acquirer 1 hereby undertakes and confirms that the companies/firms mentioned in point# d above are not appearing in the willful defaulters list of Reserve Bank of India and are not debarred by SEBI from accessing capital markets as on date.
- (g) Acquirer 1 hereby undertakes and confirms that the companies/firms mentioned under point # d above are not participating or interested or acting in concert in this Open Offer.
- (h) Except as mentioned under point# d above, Acquirer 1 confirms that he does not hold directorships in any company, including a listed company.
- (i) The Networth of Acquirer 1 as on August 01, 2016 is ₹ 5,076.89 Lacs and the same is certified by Mr. Gaurav Gupta, Chartered Accountant, (Membership No.524999) having office at A-105, Street No. 8, Meet Nagar, Delhi-110094; Email id: cag.gaurav77@gmail.com, vide certificate dated August 01, 2016.
- (j) Acquirer 1 does not hold any equity shares, in the Target Company as on the date of this Draft Letter of Offer.
- (k) Acquirer 1 confirms that he has not been prohibited by SEBI from dealing in securities, in terms of the provisions of Section 11B of the SEBI Act, 1992, as amended (the "SEBI Act") or under any other Regulation made under the SEBI Act.

- (l) Acquirer 1 undertakes not to sell the equity shares of the Target Company held by him during the “Offer Period” in terms of Regulation 25(4) of the SEBI (SAST) Regulations.
- (m) Acquirer 1 has signed a Share Purchase Agreement dated August 03, 2016 with the Sellers to acquire **5,46,205** equity shares constituting **9.01%** of the Voting Share Capital of the Target Company.
- (n) Acquirer 1 has not entered into any non-compete arrangement and/or agreement with the Sellers.
- (o) Acquirer 1 does not belong to any group.
- (p) Acquirer 1 confirms that currently there are no pending litigations pertaining to securities market where he is made party to.
- (q) Acquirer 1 confirms that he is not related to the Promoters, Directors or key employees of the Target Company in any manner.
- (r) Acquirer 1 does not hold any Equity Shares of the Company. Therefore the provisions of chapter V of the SEBI (SAST) Regulations, 2011 and provisions of chapter II of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto are not applicable as far as the Target Company is concerned.

B. PARMOD KUMAR GUPTA (“Acquirer 2”)

- (a) Acquirer 2, aged 47 years, S/o Mr. Gian Chand Gupta, is residing at 295, Gagan Vihar, Delhi-110092; Email: shreejeesuits@gmail.com
- (b) Acquirer 2 is a Matriculate from Central Board of Secondary Education (CBSE) and has 25 years of experience in manufacturing of Readymade Garments.
- (c) Acquirer 2 is holding a Permanent Account Number- AEHPG8767K.
- (d) The details of the ventures promoted/controlled/managed by the Acquirer 2 are given hereunder:

<i>Sr No.</i>	<i>Name of the Company</i>	<i>Current Designation</i>
1	Subh Laxmi Colonizers Private Limited	Additional Director
2.	M/s Aditya International	Partner

(Source: www.mca.gov.in and Letter dated July 27, 2016 received from Acquirer 2)

- (e) Acquirer 2 has confirmed that he is not categorized as “willful defaulters” in terms of regulation 2(1)(ze) of the SEBI (SAST) Regulations, 2011.
- (f) Acquirer 2 hereby undertakes and confirms that the company/firm mentioned in point# d above are not appearing in the willful defaulters list of Reserve Bank of India and are not debarred by SEBI from accessing capital markets as on date.
- (g) Acquirer 2 hereby undertakes and confirms that the company/firm mentioned under point # d above are not participating or interested or acting in concert in this Open Offer.

- (h) Except as mentioned under point# d above, Acquirer 2 confirms that he does not hold directorships in any company, including a listed company.
- (i) The Networth of Acquirer 2 as on August 01, 2016 is ₹ 2,582.93 Lacs and the same is certified by Mr. Gaurav Gupta, Chartered Accountant, (*Membership No.524999*) having office at A-105, Street No. 8, Meet Nagar, Delhi-110094; Email id: cag.gaurav77@gmail.com, *vide* certificate dated August 01, 2016.
- (j) Acquirer 2 does not hold any equity shares, in the Target Company as on the date of this Draft Letter of Offer.
- (k) Acquirer 2 confirms that he has not been prohibited by SEBI from dealing in securities, in terms of the provisions of Section 11B of the SEBI Act, 1992, as amended (the “SEBI Act”) or under any other Regulation made under the SEBI Act.
- (l) Acquirer 2 undertakes not to sell the equity shares of the Target Company held by him during the “Offer Period” in terms of Regulation 25(4) of the SEBI (SAST) Regulations.
- (m) Acquirer 2 has signed a Share Purchase Agreement dated August 03, 2016 with the Sellers to acquire 6,00,825 equity shares constituting 9.92% of the Voting Share Capital of the Target Company.
- (n) Acquirer 2 has not entered into any non-compete arrangement and/or agreement with the Sellers.
- (o) Acquirer 2 does not belong to any group.
- (p) Acquirer 2 confirms that currently there are no pending litigations pertaining to securities market where he is made party to.
- (q) Acquirer 2 confirms that he is not related to the Promoters, Directors or key employees of the Target Company in any manner.
- (r) Acquirer 2 does not hold any Equity Shares of the Company. Therefore the provisions of chapter V of the SEBI (SAST) Regulations, 2011 and provisions of chapter II of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto are not applicable as far as the Target Company is concerned.

C. MANJU BHARDWAJ (“Acquirer 3”)

- (a) Acquirer 3, aged 50 years, D/o Mr. Radhy Shyam Sharma, is residing at 4/61, 1st Floor, Roop Nagar, Malka Ganj, S.O. North Delhi, Delhi-110007; Email: bhardwajma@gmail.com.
- (b) Acquirer 3 is a qualified Practicing Chartered Accountant with 27 years of practice.
- (c) Acquirer 3 is holding a Permanent Account Number- AACPB3829J.
- (d) The details of the ventures promoted/controlled/managed by the Acquirer 3 are given hereunder:

Sr No.	Name of the Company	Current Designation
1.	SMP Packaging Private Limited	Director
2.	SMB Infotech Private Limited	Director
3.	M S A & Associates	Partner

(Source: www.mca.gov.in and Letter dated July 27, 2016 received from Acquirer 3)

- (e) Acquirer 3 has confirmed that she is not categorized as “willful defaulters” in terms of regulation 2(1)(ze) of the SEBI (SAST) Regulations, 2011.
- (f) Acquirer 3 hereby undertakes and confirms that the companies/firm mentioned in point# d above are not appearing in the willful defaulters list of Reserve Bank of India and are not debarred by SEBI from accessing capital markets as on date.
- (g) Acquirer 3 hereby undertakes and confirms that the companies/firm mentioned under point # d above are not participating or interested or acting in concert in this Open Offer.
- (h) Except as mentioned under point# d above, Acquirer 3 confirms that she does not hold directorships in any company, including a listed company.
- (i) The Networth of Acquirer 3 as on August 01, 2016 is ₹ 1,090.39 Lacs and the same is certified by Mr. Manoj Sindhwani, Proprietor, Sindhwani & Co. (Membership No.092997; FRN.022355N) having office at Ashok Bhawan, Brahm Colony, Old D.C. Road, Neem Wali Gali, Sonipat-131001; Email id: manojshindhwani@gmail.com, vide certificate dated August 01, 2016.
- (j) Acquirer 3 does not hold any equity shares, in the Target Company as on the date of this Draft Letter of Offer.
- (k) Acquirer 3 confirms that she has not been prohibited by SEBI from dealing in securities, in terms of the provisions of Section 11B of the SEBI Act, 1992, as amended (the “SEBI Act”) or under any other Regulation made under the SEBI Act.
- (l) Acquirer 3 undertakes not to sell the equity shares of the Target Company held by her during the “Offer Period” in terms of Regulation 25(4) of the SEBI (SAST) Regulations.
- (m) Acquirer 3 has signed a Share Purchase Agreement dated August 03, 2016 with the Sellers to acquire **91,034** equity shares constituting **1.5 %** of the Voting Share Capital of the Target Company.
- (n) Acquirer 3 has not entered into any non-compete arrangement and/or agreement with the Sellers.
- (o) Acquirer 3 does not belong to any group.
- (p) Acquirer 3 confirms that currently there are no pending litigations pertaining to securities market where she is made party to.
- (q) Acquirer 3 confirms that she is not related to the Promoters, Directors or key employees of the Target Company in any manner.
- (r) Acquirer 3 does not hold any Equity Shares of the Company. Therefore the provisions of chapter V of the SEBI (SAST) Regulations, 2011 and provisions of chapter II of the SEBI (Substantial Acquisition

of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto are not applicable as far as the Target Company is concerned.

D. KULDIP BHARDWAJ (“Acquirer 4”)

- (a) Acquirer 4, aged 56 years, S/o Mr. Om Prakash Sharma, is residing at A-16, Ganpati Apartments, 6 Alipur Road, Civil Lines, S.O. North Delhi, Delhi-110054; Email: kuldip_bhardwaj341960@hotmail.com
- (b) Acquirer 4 is Commerce Graduate from Delhi University and has worked as Commercial Manager with companies in past. Currently, Acquirer 4 is engaged in his own Consultancy business.
- (c) Acquirer 4 is holding a Permanent Account Number- AADPB7396R.
- (d) Acquirer 4 has confirmed that he does not hold directorships in any company, including a listed company.
- (e) Acquirer 4 has confirmed that he is not categorized as “willful defaulters” in terms of regulation 2(1)(ze) of the SEBI (SAST) Regulations, 2011.
- (f) The Networth of Acquirer 4 as on August 01, 2016 is ₹ 594.05 Lacs and the same is certified by Mr. Manoj Sindhwani, Proprietor, Sindhwani & Co. (*Membership No.092997; FRN.022355N*) having office at Ashok Bhawan, Brahm Colony, Old D.C. Road, Neem Wali Gali, Sonipat-131001; Email id: manojshindhwani@gmail.com, *vide* certificate dated August 01, 2016.
- (g) Acquirer 4 does not hold any equity shares, in the Target Company as on the date of this Draft Letter of Offer.
- (h) Acquirer 4 confirms that he has not been prohibited by SEBI from dealing in securities, in terms of the provisions of Section 11B of the SEBI Act, 1992, as amended (the “SEBI Act”) or under any other Regulation made under the SEBI Act.
- (i) Acquirer 4 undertakes not to sell the equity shares of the Target Company held by him during the “Offer Period” in terms of Regulation 25(4) of the SEBI (SAST) Regulations.
- (j) Acquirer 4 has signed a Share Purchase Agreement dated August 03, 2016 with the Sellers to acquire 91,034 equity shares constituting 1.5 % of the Voting Share Capital of the Target Company.
- (k) Acquirer 4 has not entered into any non-compete arrangement and/or agreement with the Sellers.
- (l) Acquirer 4 does not belong to any group.
- (m) Acquirer 4 confirms that currently there are no pending litigations pertaining to securities market where he is made party to.
- (n) Acquirer 4 confirms that he is not related to the Promoters, Directors or key employees of the Target Company in any manner.

- (o) Acquirer 4 does not hold any Equity Shares of the Company. Therefore the provisions of chapter V of the SEBI (SAST) Regulations, 2011 and provisions of chapter II of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto are not applicable as far as the Target Company is concerned.

E. VISHAL TAYAL ("Acquirer 5")

- (a) Acquirer 5, aged 39 years, S/o Mr. Trilok Chand Tayal, is residing at A-11, Vivek Vihar, Phase-2, Jhilmil, East Delhi, Delhi-110095; Email: cagg.orbit@gmail.com.
- (b) Acquirer 5 is a Matriculate from the Central Board of Secondary Education and has experience in trading and manufacturing of copper wires.
- (c) Acquirer 5 is holding a Permanent Account Number- AAJPA6835E.
- (d) The details of the ventures promoted/controlled/managed by the Acquirer 5 are given hereunder:

Sr. No.	Name of the Company	Current Designation
1.	Orbit Cable (India) Private Limited	Director
2.	Azure Switchgear Private Limited	Director
3.	M/s Dabang Metal Industries	Partner
4.	M/s Om Sai Traders	Partner
5.	M/s Orbit Wires and Cables	Partner
6.	Gupta Buildwell Private Limited	Shareholder

(Source: www.mca.gov.in and Letter dated July 27, 2016 received from Acquirer 5)

- (e) Acquirer 5 has confirmed that he is not categorized as "willful defaulters" in terms of regulation 2(1)(ze) of the SEBI (SAST) Regulations, 2011.
- (f) Acquirer 5 hereby undertakes and confirms that the companies/firms mentioned in point# d above are not appearing in the willful defaulters list of Reserve Bank of India and are not debarred by SEBI from accessing capital markets as on date.
- (g) Acquirer 5 hereby undertakes and confirms that the companies/firms mentioned under point # d above are not participating or interested or acting in concert in this Open Offer.
- (h) Except as mentioned under point# d above, Acquirer 5 confirms that he does not hold directorships in any company, including a listed company.
- (i) The Networth of Acquirer 5 as on August 01, 2016 is ₹ 893.74 Lacs and the same is certified by Mr. Gaurav Gupta, Chartered Accountant, (Membership No.524999) having office at A-105, Street No. 8, Meet Nagar, Delhi-110094; Email id: cag.gaurav77@gmail.com, vide certificate dated August 01, 2016.
- (j) Acquirer 5 does not hold any equity shares, in the Target Company as on the date of this Draft Letter of Offer.

- (k) Acquirer 5 confirms that he has not been prohibited by SEBI from dealing in securities, in terms of the provisions of Section 11B of the SEBI Act, 1992, as amended (the “SEBI Act”) or under any other Regulation made under the SEBI Act.
- (l) Acquirer 5 undertakes not to sell the equity shares of the Target Company held by him during the “Offer Period” in terms of Regulation 25(4) of the SEBI (SAST) Regulations.
- (m) Acquirer 5 has signed a Share Purchase Agreement dated August 03, 2016 with the Sellers to acquire **4,91,584** equity shares constituting **8.11%** of the Voting Share Capital of the Target Company.
- (n) Acquirer 5 has not entered into any non-compete arrangement and/or agreement with the Sellers.
- (o) Acquirer 5 does not belong to any group.
- (p) Acquirer 5 confirms that currently there are no pending litigations pertaining to securities market where he is made party to.
- (q) Acquirer 5 confirms that he is not related to the Promoters, Directors or key employees of the Target Company in any manner.
- (r) Acquirer 5 does not hold any Equity Shares of the Company. Therefore the provisions of chapter V of the SEBI (SAST) Regulations, 2011 and provisions of chapter II of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto are not applicable as far as the Target Company is concerned.

VI. BACKGROUND OF THE TARGET COMPANY

(The disclosures mentioned under this section have been sourced from information published by the Target Company or provided by the Target Company or publicly available sources)

1. BCC Fuba India Limited was incorporated on September 02, 1985, under the Companies Act 1956 as BCC Circuits Limited. Thereafter, the name of the Target Company was changed to BCC Fuba Limited and a fresh Certificate of Incorporation pursuant to change in name was issued on February 01, 1989.
2. The registered office of the Target Company is situated at 4KM, Swarghat Road, Nalagarh District, Solan-174101, Himachal Pradesh, India. **Tel:** 01795-223199, 223157; **Email:** bccfuba@vsnl.com; **Website:** www.bccfuba.com (Source: www.bseindia.com).
3. Company Identification Number of the Target Company is L51395HP1985PLC012209. (Source: www.mca.gov.in)
4. The main objects of the Target Company as per its Memorandum of Association inter-alia includes:-
 - i. To carry on all or any of the business of manufacturers and producers, importers and exports, buyers and sellers, stores and stockists, suppliers and distributors, users, wholesalers, and retail dealers, repairers and workers and in electronic spares components including printed circuit boards and equipments of all types.
 - ii. To carry on the business as manufacturers and deal in export and import buy and sell or otherwise deal in all types of electronic items like Television, Computers, electronic Gadgets and components of all such items.
 - iii. To buy, sell, let on hire and repairs order and deal in machinery, components, parts, accessories and fittings of all kinds of Radios transistors and Televisions and all articles and things referred to in clause 2 hereof.
5. The Authorized Share Capital of the Target Company is ₹ 650 Lacs comprising of 65 Lacs Equity Shares of face value ₹ 10 each. The Issued, Subscribed and paid up Share Capital of the Target Company is ₹ 605.90 Lacs comprising of 60.59 Lacs Equity Shares of face value ₹ 10 each. (Source: www.bseindia.com).
6. There are no outstanding partly paid up shares or any other convertible instruments to be converted into Equity Shares of the Target Company at a future date.
7. The equity shares of the Target Company are currently listed on BSE Limited ("BSE") (Scrip Code: 517246) (Source: www.bseindia.com)
8. The equity shares of the Target Company are infrequently traded on BSE within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations, 2011. (Source: www.bseindia.com).
9. Target Company confirms that it has paid listing fees to BSE for the financial year ended March 2016-17.

10. Target Company confirms that the trading in the Equity Shares of the Target Company was never suspended on BSE.
11. There has been no change in the name of the Target Company during the last three years.
12. Target Company made its maiden public issue of 18,00,000 equity shares at a price of ₹ 10/- per equity share aggregating to ₹ 1,80,00,000 and was listed on Ahmedabad Stock Exchange Limited ("ASE"), Delhi Stock Exchange Limited ("DSE"), Calcutta Stock Exchange Limited ("CSE") and BSE in the year 1990. (Source: Prospectus dated July 24, 1990)
13. The shareholders of the Target Company, vide resolution dated September 22, 2003, approved the proposal to delist the Equity Shares of the Target Company from the regional stock exchanges viz. CSE, DSE, Ludhiana Stock Exchange Limited ("LSE") and ASE. Target Company vide letter dated July 27, 2016 has informed that its name does not appear in the list of listed securities on CSE. DSE and LSE have been derecognized vide SEBI Orders dated November 19, 2014 and December 30, 2014 respectively. Further the Target Company has also informed that the application for exit from ASE is in process. Currently the Target Company is listed only on BSE Limited only.
14. The Target Company filed a reference with the Board for Industrial and Financial Reconstruction ("BIFR") under the Sick Industrial Companies (Special Provisions), Act, 1985 and was declared sick on September 09, 1997. The rehabilitation scheme was approved by BIFR vide order dated July 20, 2000 ("BIFR Order").
15. There are no Equity Shares that are not listed on the Stock Exchange. (Source: www.bseindia.com)
16. **The capital structure of the Target Company as of the date of this Draft Letter of Offer is:**

Issued and Paid-up Equity Share Capital	Number of Equity Shares (Face Value - ₹ 10/-)/Voting Rights	Percentage of Equity Shares/Voting Rights
Fully paid-up equity shares	60,59,050	100
Partly paid-up equity shares	NIL	NIL
Total paid-up equity shares	60,59,050	100
Total Voting Rights in Target Company	60,59,050	100

17. Target Company confirms that it is in compliance with the requirements of SEBI LODR Regulations and the listing agreement till November 30, 2015.
18. Due to delay / non - compliance of Chapter II provisions of SEBI (SAST), Regulations 1997 and Chapter V of the Takeover Regulations by the Promoters of the Target Company, SEBI may initiate appropriate action against the Promoters of the Target Company in terms of Regulations and provisions of the SEBI Act.
19. As on the date of this Draft Letter of Offer, the composition of the Board of Directors of the Target Company is as follows:

Sr. No.	Name, Age and Address	Designation	DIN	Date of Appointment
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1.	Renu Bhagat Age: 72 years PAN: AAEPB6995R Address: 34-H, Ashoka Avenue, Sainik Farms, Delhi-110062	Director	00246773	10.10.1992
2.	Veenu Pasricha Age: 53 years PAN: AAAPP3352J Address: C-516B, Sushant Lok-I, Gurgaon-122002, Haryana, India.	Director	00246807	26.06.2000
3.	Arul Harris Age: 66 years PAN: Address: B-93, South City-I, National Highway No. 8, Gurgaon-122001, Haryana, India.	Director	00346425	27.09.2014
4.	Harun Rashid Ansari Age: 48 years PAN: AFHPA3001M Address: E 20/5, Sector 8, Rohini, Delhi-110085, India.	Director	01389348	30.06.2009
5.	Kapil Kumar Jain Age: 43 years PAN: ACJPJ4340D Address: C-88, Flat NO. C-3, Ramprastha Colony, Ghaziabad-201001, Uttar Pradesh, India.	Additional Director	01737305	30.04.2016

(Source: www.mca.gov.in)

20. No merger / demerger / spin off have taken place in the Target Company during the last three years.

21. Brief financial details of the Target, as obtained from its audited standalone financial statements as at and for the 12-month period ended March 31, 2016, March 31, 2015 and March 31, 2014 are as follows:

(Amount ₹)

Profit & Loss Statement	March 31, 2016	March 31, 2015	March 31, 2014
Total Income	7,69,55,075	6,92,33,315	5,50,16,352
Total Expenditure	8,43,51,401	8,04,53,352	6,81,62,093
Profit Before Depreciation Interest and Tax	(61,02,754)	(84,50,321)	(1,12,05,359)
Depreciation	10,44,257	11,52,521	10,61,755
Interest	2,49,315	16,17,195	8,78,627
Prior Period (Income) Expenses	16,600	1,80,118	(18,284)
Profit Before Tax	(74,12,926)	(1,14,00,155)	(1,31,27,457)
Provision for Tax	-	-	-
Profit After Tax	(74,12,926)	(1,14,00,155)	(1,31,27,457)
Balance Sheet Statement	March 31, 2016	March 31, 2015	March 31, 2014
Paid up share capital	6,05,90,500	6,05,81,500	6,05,81,500
Reserves and Surplus	(10,16,46,513)	(9,42,33,587)	(8,26,46,872)
Less: Miscellaneous Expenses not written off	-	-	-
Networth	(4,10,56,013)	(3,36,52,087)	(2,20,65,372)
Secured loans	-	-	-
Unsecured loans	9,85,60,031	8,61,45,578	7,57,00,516
Long Term Provisions	29,63,308	26,01,387	21,98,082
Deferred Tax Liabilities (Net)	-	-	-
Trade Payables	78,97,944	1,10,05,620	82,02,897
Other Current Liabilities	22,11,380	29,86,673	18,69,642
Short Term Provisions	29,00,201	27,70,369	28,64,061
Total	7,34,76,851	7,18,57,540	6,87,69,826
Net fixed assets	88,31,067	81,51,470	88,89,309
Investments	1,00,000	1,00,000	1,00,000
Long Term Loans & Advances	10,87,312	10,87,312	11,80,370
Other Non Current Assets	52,80,935	52,54,379	53,96,105
Deferred Tax Assets (Net)	-	-	-
Inventories	3,07,31,013	3,16,37,717	2,85,74,228
Trade Receivables	2,48,13,324	2,34,90,813	2,29,21,869
Cash and Bank Balances	1,54,894	4,97,510	1,49,316
Short Term Loans and Advances	22,49,816	15,89,187	15,18,239
Other Current Assets	2,28,491	49,153	40,391
Total	7,34,76,851	7,18,57,540	6,87,69,826
Other Financial Data	March 31, 2015	March 31, 2014	March 31, 2013
Dividend (%)	-	-	-
Earnings Per Share (₹)	(1.22)	(1.88)	(2.17)
Return on Net worth (%)	(18.05)	(33.87)	(59.49)

Book Value per share (₹)	(6.77)	(5.55)	(3.64)
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(Source: Annual Reports for the years ended March 31, 2014 and March 31, 2015 and Audited Financials for the year ended March, 2016)

22. Pre and Post Offer Shareholding Pattern of the Target Company as on date of this Draft Letter of Offer is as follows:

Shareholders' Category	Shareholding & voting rights prior to the acquisition (SPA) and Open Offer		Equity Shares/voting rights agreed to be acquired which has triggered the Regulations		Equity Shares/voting rights to be acquired in Open Offer (Assuming full acceptances)		Shareholding / voting rights after the SPA and Open Offer (Assuming full acceptances)	
	(A)		(B)		(C)		(D) = (A) + (B) + (C)	
	No.	%	No.	%	No.	%	No.	%
(1) Promoter/ promoter group								
a. Parties to agreement, if any	[^] 1820682	30.05	-	-	-	-	-	-
b. Promoters other than (a) above	^{^^} 532500	8.79	-	-	-	-	-	-
Total (1)	2353182	38.84	-	-	-	-	-	-
(2) Acquirers	-	-	1820682	30.05	1575353	26.00	3396035	56.05
(3) Parties to Agreements other than (1) & (2)	-	-	-	-	-	-	-	-
(4) Public (other than parties to agreement, Acquirers)	3705868	61.16	-	-	-	-	2663015	43.95
Total (4)	3705868	61.16	-	-	-	-	2663105	43.95
Grand Total (1+2+3+4)	6059050	100.00	1820682	30.05	1575353	26.00	6059050	100.00

[^] 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.

^{^^} 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.

The Acquirers shall be classified after the completion of the open offer formalities / consummation of the SPA as the promoters of the Target Company subject to the approval of the shareholders of the Target Company by way of a special resolution in accordance with the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The reclassification shall also be subject to the compliance of the conditions specified in Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, being more specifically, that the exiting promoters and persons acting in concert with them shall not hold more than ten per cent of the paid-up equity capital of the Company, they shall not have any special rights through formal or informal arrangements and they or their relatives shall not act as key managerial personnel for a period of more than three years from the date of shareholders' approval.

23. OFFER PRICE AND FINANCIAL ARRANGEMENTS

A) JUSTIFICATION FOR THE OFFER PRICE

1. The equity shares of the Target Company are listed on BSE only.
2. The annualized trading turnover in the equity shares of the Target Company on BSE based on trading volume during the twelve calendar months prior to the month of PA (August 01, 2015 to July 31, 2016) is as given below:

<i>Stock Exchange</i>	<i>Total no. of equity shares traded during the twelve calendar months prior to the month of PA</i>	<i>Total no. of listed equity shares</i>	<i>Annualized trading turnover (as % of shares listed)</i>
BSE	268312	6059050	4.43

(Source: www.bseindia.com)

3. Based on the information provided in point above, the equity shares of the Target Company are **infrequently traded** on the BSE within the meaning of explanation provided in regulation 2(1)(j) of the SEBI (SAST) Regulations, 2011.
4. The Offer Price of ₹ 5/- (Rupees Five only) is justified in terms of regulation 8 of the SEBI (SAST) Regulations, 2011, **being the highest of the following**:

a)	Highest negotiated price per share for acquisition under the SPA;	₹ 3.30
b)	The volume-weighted average price paid or payable for acquisition(s), whether by the Acquirers or by any person(s) acting in concert, during the fifty-two weeks immediately preceding the date of public announcement;	Not Applicable
c)	The highest price paid or payable for any acquisition, whether by the Acquirers or by any person(s) acting in concert, during the Twenty-six weeks immediately preceding the date of the Public Announcement	Not Applicable
d)	The volume-weighted average market price of shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period	Not Applicable
e)	Where the shares are not frequently traded, the price determined by the Acquirers and the Manager to the Open Offer taking into account valuation parameters per Share including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares	₹ (3.12) [#]
	Other Financial Parameters as at March 31, 2016	
	Return on Networth (%)	(18.05)
	Book Value per share (₹)	(6.78)
	Earnings per share (Diluted) (₹)	(1.22)

CA Manoj Sindhwani, proprietor of Sindhwani & Co., Chartered Accountants (Membership No. 092997; FRN: 022355N) having office at Ashok Bhawan, Brahm Colony, Old D.C. Road, Neem Wali Gali, Sonipat-131001, Haryana; Email id: manojshindhwani@gmail.com, vide certificate dated July 26, 2016, has certified that he has in terms of Supreme Court decision in the case of Hindustan Lever Employee Union V/s. Hindustan Lever Limited (1995) (83 Companies Cases 30), considered the (i) Net Assets Value ("NAV") Method and (ii) Price Earning Capacity Valuation ("PECV") Method and accorded weights of 2x and 1x respectively to the values arrived at under each methodology for the purpose of arriving at the fair value for the Shares of the Target Company. As per the certification given, the Fair Value has been arrived at ₹ (3.12) per Equity Share.

The Open Offer is being made at a price of ₹ 5 which is higher of the Fair Market Valuation arrived and the negotiated price, hence, justified.

5. In view of the above parameters considered and in the opinion of the Acquirers and Manager to the Offer, the Offer Price of ₹ 5/- per equity share is justified in terms of regulation 8 of the SEBI (SAST) Regulations.
6. There have been no corporate actions undertaken by the Target Company warranting adjustment of any of the relevant price parameters.
7. There has been no revision in the Offer Price or to the size of this Offer as on the date of this Draft Letter of Offer.
8. An upward revision in the Offer Price or to the size of this Offer, if any, on account of competing offers or otherwise, will be done at any time prior to the commencement of the last three working days before the commencement of the tendering period of this Offer in accordance with Regulation 18(4) of the Takeover Regulations. In the event of such revision, the Acquirers shall (i) make corresponding increases to the escrow amounts, as more particularly set out in paragraph V(4) of the DPS; (ii) make a public announcement in the same newspapers in which the DPS has been published; and (iii) simultaneously with the issue of such announcement, inform SEBI, BSE and the Target Company at its registered office of such revision.

B) FINANCIAL ARRANGEMENTS

1. Assuming full acceptance, the total funds requirements to meet this Offer is ₹ **78,76,765** (Rupees Seventy Eight Lacs Seventy Six Thousand Seven Hundred and Sixty Five Only).
2. As per Certificates dated August 01, 2016 issued by Mr. Gaurav Gupta, Chartered Accountant, (Membership No.524999) having office at A-105, Street No. 8, Meet Nagar, Delhi-110094; Email id: cag.gaurav77@gmail.com, in respect of Acquirer 1, Acquirer 2 & Acquirer 5 and as per Certificates dated August 01, 2016 issued by Mr. Manoj Sindhwani, Proprietor, Sindhwani & Co. (Membership No.092997; FRN.022355N) having office at Ashok Bhawan Brahm Colony, Old D.C. Road, Neem Wali Gali, Sonipat-131001; Email id: manojshindhwani@gmail.com in respect of Acquirer 3 & Acquirer 4, the Acquirers have adequate resources to meet the financial obligations of the Offer. No funds are borrowed from banks or financial institution for the purpose of this Offer by the Acquirers.
3. In accordance with Regulation 17(1) of the Takeover Regulations, the Acquirers have opened an escrow cash account "BFIL OPEN OFFER ESCROW ACCOUNT" bearing account No. 000405112435 ("Escrow Cash Account") with ICICI Bank Limited, a banking company duly incorporated under the Companies Act, 1956 and registered as a banking company within the meaning of the Banking Regulation Act, 1949 and having its registered office at "Landmark", Race Course Circle, Vadodara - 390007, Gujarat, India and acting for the purpose of this agreement through its branch situated

at ICICI Bank Limited, Capital Markets Division, 1st Floor, 122, Mistry Bhavan, Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai - 400020 and have made a cash deposit of ₹ **78,76,765** (Rupees Seventy Eight Lacs Seventy Six Thousand Seven Hundred and Sixty Five only) representing 100% of the total consideration payable to the Equity Shareholders under this Offer in compliance with the Regulation 22 (2) of the Takeover Regulations. Accordingly, the Acquirers intend to complete the transfer of Sale Shares and obtain management control in the Target Company subsequent to expiry of twenty one working days from the date of the DPS. Further, in accordance with Regulation 24(1) of the Takeover Regulations, the Acquirers may make changes to the current board of directors of the Target Company by appointing their nominees to represent them.

4. In case of any upward revision in the Offer Price or the size of this Offer, the value in cash of the Escrow Amount shall be computed on the revised consideration calculated at such revised offer price or offer size and any additional amounts required will be funded by the Acquirers, prior to effecting such revision, in terms of Regulation 17(2) of the Takeover Regulations.
5. The funds required in relation to the Offer have been met from funds from the own funds of the Acquirers.
6. Based on the above, Saffron Capital Advisors Private Limited, Manager to the Offer is satisfied that firm arrangements have been put in place by the Acquirers to implement the offer in full accordance with the SEBI (SAST) Regulations.

VII. TERMS AND CONDITIONS OF THE OFFER

1. The tendering period will commence on September 29, 2016 and will close on October 14, 2016.
2. The Equity Shares offered under this Offer should be free from all liens, charges, equitable interests, encumbrances and are to be offered together with, if any, of all rights of dividends, bonuses or rights from now on and hereafter.
3. This is not a conditional Offer and there is no stipulation on any minimum level of acceptance.
4. The Identified date for this Offer is September 15, 2016.
5. Target Company has signed agreements with Depositories for offering Shares in dematerialized form. The ISIN Number is INE788D01016. (Source: www.bseindia.com)
6. The Marketable lot for the Shares of the Target Company for the purpose of this Offer shall be 1. (Source: www.bseindia.com)
7. None of the other shares are subject to Lock-in.

A) ELIGIBILITY FOR ACCEPTING THE OFFER

1. The Letter of Offer shall be mailed to all Equity Shareholders/Beneficial Owners holding Equity Shares in dematerialized form (except the present promoter group shareholders, parties to the Agreements and Acquirers) whose names appear in register of Target Company as on September 15, 2016, the Identified Date.
2. This Offer is also open to persons who own Equity Shares in Target Company but are not registered Shareholders as on the Identified date.
3. All Equity Shareholders/Beneficial Owners (except the present promoter group Shareholders, parties to the Agreements and the Acquirers) who own Equity Shares of Target Company any time before the closure of the Offer are eligible to participate in the Offer.
4. Eligible persons can write to the Registrar to the Offer/Manager to the Offer requesting for the Letter of Offer along with Form of Acceptance-cum-Acknowledgement and fill up the same in accordance with the instructions given therein, so as to reach the Registrar to the Offer, Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai-400078; Tel. No.: +91 22 61715400; Fax No.: +91 22 25960329; E-mail: bccfuba.offer@linkintime.co.in; Contact Person: Mr. Ganesh Mhatre between 10:00 a.m. to 5:00 p.m. on working days (except Saturdays, Sundays and all public holidays), during the period the Offer is open.
5. The Public Announcement, the Detailed Public Statement, the Letter of Offer and the Form of Acceptance will also be available on the SEBI website: www.sebi.gov.in. In case of non-receipt of the Letter of Offer, all Shareholders including unregistered Shareholders, if they so desire, may download the Letter of Offer, the Form of Acceptance from the SEBI's website for applying in the Offer.

6. Unregistered Shareholders, those who hold in street name and those who apply in plain paper will not be required to provide any indemnity. They may follow the same procedure mentioned above for registered Shareholders.
7. The acceptance of this Offer by the Equity Shareholders of Target Company must be absolute and unqualified. Any acceptance to this Offer which is conditional or incomplete in any respect will be rejected without assigning any reason whatsoever.
8. Equity Shares that are subject to any charge, lien or encumbrance are liable to be rejected.
9. The Public Shareholders who tender their Equity Shares under the Offer shall ensure that the Equity Shares are free and clear from all liens, charges, equitable interests and encumbrances and are tendered together with all rights attached thereto, including the rights to all dividends, bonus and rights offers, if any, declared thereafter and the tendering Public Shareholder shall have obtained any necessary consents (including any statutory approvals, if required) for it to sell the Equity Shares on the foregoing basis.
10. The Acquirers, Manager to the Offer or Registrar to the Offer shall not be responsible in any manner for any loss of equity share certificate(s) and Open Offer acceptance documents during transit. The Public Shareholders are advised to adequately safeguard their interest in this regard.
11. The Any equity shares that are subject matter of litigation or are held in abeyance due to pending court cases/attachment orders/ restriction from other statutory authorities wherein the shareholder may be precluded from transferring the equity shares during pendency of the said litigation are liable to be rejected if directions/orders regarding these equity shares are not received together with the equity shares tendered under the Offer.
12. Incomplete acceptances, including non-submissions of necessary enclosures, if any, are liable to be rejected. Further, in case the documents/forms submitted are incomplete and/or if they have any defect or modifications, the acceptance is liable to be rejected.
13. In terms of Regulation 18(9) of the SEBI (SAST) Regulations, 2011, the shareholders who have accepted this Open Offer by tendering the Equity Shares held by them and requisite documents in terms of the PA, DPS, Corrigendum to DPS and Letter of Offer are not entitled to withdraw such acceptance during the Tendering Period for this Open Offer.
14. The acceptance of this Offer is entirely at the discretion of the Equity Shareholder(s)/Beneficial owner(s) of Target Company.
15. Accidental omission to dispatch the Letter of Offer to any member entitled to this Open Offer or non-receipt of this Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.
16. The acceptance of Shares tendered in the Offer will be made by the Acquirers in consultation with the Manager to the Offer.
17. The instructions, authorizations and provisions contained in the Form of Acceptance constitute part of the terms of the Offer.

B) STATUTORY AND OTHER APPROVALS

1. As of the date of this DLOF, to the best of the knowledge of the Acquirers, there are no statutory approvals required to implement the Offer. However, in case of any regulatory or statutory approval being required at a later date before the closure of the Offer, the Offer shall be subject to all such approvals and the Acquirers shall make the necessary applications for such approval.
2. If any of the public shareholders of the Target Company that are not resident in India (such NRIs, OCBs and FIIs) require any approvals inter alia from the Reserve Bank of India, the Foreign Investment Promotion Board or any regulatory body for the transfer any Equity Shares to the Acquirers, they shall be required to submit such approval along with the other documents required to be tendered to accept this Offer. If such approval is not submitted, the Acquirers reserve the right to reject the Equity Shares tendered by such shareholders that are not resident in India.
3. The Acquirers, in terms of Regulation 23 of Takeover Regulations, will have a right not to proceed with the Offer in the event the statutory approvals indicated above are refused. In the event of withdrawal, a public announcement will be made in the same newspapers in which the DPS has been published.
4. In In terms of Regulation 18(11) of the Takeover Regulations, the Acquirers shall be responsible to pursue all statutory approvals required by the Acquirers in order to complete the Open Offer without any default, neglect or delay. In case of delay in receipt of any statutory approval, the SEBI may, if satisfied that delayed receipt of the requisite approvals was not due to any willful default or neglect of the Acquirers or the failure of the Acquirers to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirers agreeing to pay interest to the shareholders as directed by the SEBI, in terms of regulation 18(11) of the Takeover Regulations. Further, if delay occurs on account of willful default by the Acquirers in obtaining the requisite approvals, regulation 17(9) of the Takeover Regulations will also become applicable and the amount lying in the Escrow Account shall become liable for forfeiture.
5. In terms of Regulation 23(1) of the SEBI (SAST) Regulations, if any of the conditions precedent and other conditions as stated in the SPA and Share Sale/Purchase Confirmation or approvals mentioned in paragraph VI (1) and (2) are not satisfactorily complied with or any of the statutory approvals are refused, the Acquirers have a right to withdraw the Offer. In the event of withdrawal, a public announcement will be made within two (2) working days of such withdrawal, in the same newspapers in which the DPS has been published and such public announcement will also be filed with SEBI, the Stock Exchanges and the registered office of the Target Company.
6. Subject to the receipt of statutory and other approvals, the Acquirers shall complete all procedures relating to this Offer within 10 working days from the date of closure of the tendering period to those Shareholders whose share certificates and/ or other documents are found valid and in order and are accepted for acquisition by the Acquirers.

VIII. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER

1. The Open Offer shall be implemented by using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015.
2. The facility for acquisition of shares through Stock Exchange Mechanism pursuant to the Offer shall be available on the BSE, which shall be the Designated Stock Exchange, in the form of a separate window (“**Acquisition Window**”)
3. For implementation of the Open Offer, the Acquirers have appointed Ashika Stock Broking Limited (the “**Buying Broker**”) through whom the purchases and settlements on account of the Open Offer would be made by the Acquirers. The contact details of the Buying Broker are as follows:

Ashika Stock Broking Limited

1008, 10th Floor, Raheja Centre, 214, Nariman Point, Mumbai – 400 021

Tel. No.: +91 22 66111700; Email: nirajs@ashikagroup.com; Contact Person: Mr. Niraj Sarawgi

4. All Shareholders who desire to tender their Shares under the Open Offer would have to approach their respective stock brokers (“**Selling Broker**”), during the normal trading hours of the secondary market during the Tendering Period.
5. The Acquisition Window provided by BSE shall facilitate placing of sell orders. The Selling Brokers can enter orders for demat equity shares as well as physical equity shares.
6. The cumulative quantity tendered shall be displayed on the exchange website throughout the trading session at specific intervals by the stock exchange during Tendering Period.
7. Shareholders can tender their shares only through a broker with whom the shareholder is registered as client (KYC Compliant).

PROCEDURE TO BE FOLLOWED BY SHAREHOLDERS WHO ARE HOLDING EQUITY SHARES IN PHYSICAL FORM:

1. The Equity Shareholders who are holding the Equity Shares in physical form and who wish to tender their Equity Shares in this Offer shall approach Selling Broker and submit complete set of documents for verification procedure as mentioned below:
 - i. The Form of Acceptance-cum-Acknowledgement duly signed (by all Equity Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares;
 - ii. Original share certificates;
 - iii. Valid share transfer form(s) duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Target Company and duly witnessed at the appropriate place authorizing the transfer) in favor of the Acquirers;
 - iv. Self-attested copy of the Shareholder's PAN Card;
 - v. Any other relevant documents such as (but not limited to):
 - Duly attested power of attorney if any person other than the Equity Shareholder has signed the relevant Form of Acceptance-cum-Acknowledgement;
 - Notarized copy of death certificate / succession certificate or probated will, if the original Shareholder has deceased;

- Necessary corporate authorisations, such as Board Resolutions etc., in case of companies.
 - vi. Self-attested copy of address proof such as valid Adhaar Card, Voter ID, Passport or Driving License.
2. The Selling Broker shall place order on the Acquisition Window with relevant details as mentioned on the physical share certificate(s). Upon placing the order, the Selling Broker shall provide a TRS generated by the exchange bidding system to the Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.
 3. After placement of order, as mentioned above, the Seller Broker/shareholder shall deliver the Form of Acceptance-cum-Acknowledgement, TRS, original share certificate(s), valid share transfer form(s) and other documents either by registered post or courier or hand delivery to the Registrar to the Offer not later than 2 (two) days from the Offer Closing Date (by 5 PM). The envelope should be superscribed as “BCC Fuba India Limited – Open Offer”.
 4. Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the Physical Shares in Open Offer shall be subject to verification by RTA. On receipt of the confirmation from RTA the bid will be accepted else rejected and accordingly the same will be displayed on BSE’s Website.
 5. In case any person has submitted Equity Shares in physical form for dematerialisation, such Equity Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Open Offer before Closing Date.

SHAREHOLDERS WHO ARE HOLDING EQUITY SHARES IN DEMATERIALIZED FORM:

1. The Equity Shareholders who are holding the Equity Shares in demat form and who desire to tender their Equity Shares in this Offer shall approach their Selling Broker, indicating details of Shares they wish to tender in Open Offer.
2. The Selling Broker shall provide early pay-in of demat shares (except for Custodian Participant orders) to the Clearing Corporation before placing the bids / orders and the same shall be validated at the time of order entry.
3. For Custodian Participant, orders for demat equity shares early pay-in is mandatory prior to confirmation of order by the Custodian. The Custodians shall either confirm or reject orders not later than close of trading hours on the last day of the offer period. Thereafter, all unconfirmed orders shall be deemed to be rejected.
4. The details of settlement number for early pay-in of equity shares shall be informed in the issue opening circular that will be issued by BSE / Clearing Corporation, before the opening of the Offer.
5. Upon placing the bid, the seller member(s) shall provide Transaction Registration slip (“TRS”) generated by the Exchange Bidding System to the shareholder. TRS will contain details of order submitted like Bid ID No. DP ID, Client ID, No of Shares tendered etc.
6. The Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Open Offer.

The Public Shareholders holding Shares in Demat mode are not required to fill any Form of Acceptance. Shareholders holding Equity Shares in physical mode will be required to fill the Form of Acceptance. Detailed procedure for tendering such Equity Shares will be included in the Form of Acceptance.

ACCEPTANCE OF SHARES

Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines.

In the event that the number of Equity Shares (including Demat Shares and Physical Shares) validly tendered by the Public Shareholders under this Offer is more than the number of Offer Shares, the Acquirers shall accept those Equity Shares validly tendered by the Public Shareholders on a proportionate basis in consultation with the Manager, 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 Equity Shares from a Public Shareholder shall not be less than the minimum marketable lot.

PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON RECEIPT OF THE LETTER OF OFFER

Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer.

A Shareholder may participate in the Offer by approaching their broker / Selling Broker and tender Shares in the Open Offer as per the procedure mentioned in this Letter of Offer or in the relevant Acceptance Form.

The Letter of Offer along will be dispatched to all the eligible shareholders of the Target Company. Public Shareholders holding Equity Shares in physical mode will be sent Form of Acceptance along with the Letter of Offer. In case of non-receipt of the Letter of Offer, such eligible shareholders of the Target Company may download the same from the SEBI website (www.sebi.gov.in) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the equity shares of the Target Company.

The Letter of Offer along with the Form of Acceptance 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.

SETTLEMENT PROCESS

On closure of the Offer, reconciliation for acceptances shall be conducted by the Manager to the Offer and the Registrar to the Offer and the final list shall be provided to the Stock Exchanges to facilitate settlement on the basis of Shares transferred to the Clearing Corporation.

The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

Selling Brokers should use the settlement number to be provided by the Clearing Corporation to transfer the shares in favour of Clearing Corporation.

Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of shares to the Buying Broker's pool account. The Buying Broker shall thereafter on the written instructions of Manager to the Offer, release the Equity Shares to the respective demat accounts of the Acquirers.

In case of partial or non-acceptance of orders or excess pay-in, Demat Shares shall be released to the securities pool account of the Selling Broker(s) / Custodian, post which, the Seller Broker(s) would then issue contract note for the shares accepted and return the balance shares to the Shareholders.

Any excess Physical Shares, to the extent tendered but not accepted, will be returned back to the Shareholder(s) directly by Registrar to the Offer.

SETTLEMENT OF FUNDS / PAYMENT CONSIDERATION

For Equity Shareholders holding Equity Shares in demat and physical mode:

The settlement of fund obligation for demat and physical shares shall be effected through existing settlement accounts of Seller Broker.

The payment will be made to the Buying Broker for settlement. For Equity Shares accepted under the Open Offer, the Seller Broker / Custodian Participant will receive funds payout in their settlement bank account. The Seller Brokers / Custodian Participants would pay the consideration to their respective clients.

The funds received from Buyer Broker by the Clearing Corporation will be released to the Seller Broker(s) as per secondary market pay out mechanism.

Shareholders who intend to participate in the Offer should consult their respective Seller Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Broker upon the Selling Shareholders for tendering Equity Shares in the Offer (secondary market transaction). The consideration received by the selling Shareholders from their respective Seller Broker, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirers accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholder.

NOTE ON TAXATION

For Equity Shareholders holding Equity Shares in demat and physical mode:

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 (twelve) months will not be subject to capital gains tax in India if STT has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the equity shares are sold. Further, any gain realised on the sale of listed equity shares held for a period of 12 (twelve) months or less, which are sold will be subject to short term capital gains tax provided the transaction is chargeable to STT.

SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR TAX TREATMENT ARISING OUT OF THE PROPOSED OFFER THROUGH TENDER OFFER AND APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE PURCHASER DOES NOT ACCEPT NOR HOLD ANY RESPONSIBILITY FOR ANY TAX LIABILITY ARISING TO ANY SHAREHOLDER AS A REASON OF THIS OFFER.

IX. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection to the Shareholders at the office of the Manager to the Offer at Centre Point, 605, 6th floor, J.B. Nagar, Andheri-Kurla Road, Andheri (East), Mumbai- 400 059 on any working day (i.e. Monday to Friday and not being a bank holiday in Mumbai) between 10:30 a.m. to 1:00 p.m. from the date of opening of the Offer until the closure of this Offer:

- Certificates dated August 01, 2016 issued by Mr. Gaurav Gupta, Chartered Accountant, (*Membership No.524999*) having office at A-105, Street No. 8, Meet Nagar, Delhi-110094; Email id: cag.gaurav77@gmail.com, in respect of Acquirer 1, Acquirer 2 & Acquirer 5, certifying the net worth of the Acquirers;
- Certificates dated August 01, 2016 issued by Mr. Manoj Sindhwani, Proprietor, Sindhwani & Co. (*Membership No.092997; FRN.022355N*) having office at Ashok Bhawan Brahm Colony, Old D.C. Road, Neem Wali Gali, Sonipat-131001; Email id: manojisindhwani@gmail.com in respect of Acquirer 3 & Acquirer 4, certifying the net worth of the Acquirers;
- Certificates dated August 01, 2016 issued by Mr. Gaurav Gupta, Chartered Accountant, (*Membership No.524999*) having office at A-105, Street No. 8, Meet Nagar, Delhi-110094; Email id: cag.gaurav77@gmail.com, in respect of Acquirer 1, Acquirer 2 & Acquirer 5, confirming that the Acquirers have adequate financial resources available for meeting its obligations under the Open Offer;
- Certificates dated August 01, 2016 issued by Mr. Manoj Sindhwani, Proprietor, Sindhwani & Co. (*Membership No.092997; FRN.022355N*) having office at Ashok Bhawan Brahm Colony, Old D.C. Road, Neem Wali Gali, Sonipat-131001; Email id: manojisindhwani@gmail.com in respect of Acquirer 3 & Acquirer 4, confirming that the Acquirers have adequate financial resources available for meeting its obligations under the Open Offer;
- Annual reports of Target Company for the financial years ending March 31, 2014 and March 31, 2015.
- Audited financials of Target Company for the financial year ending March 31, 2016;
- Email from ICICI Bank Limited dated August 03, 2016 confirming the cash deposit of 78,76,765 (Rupees Seventy Eight Lacs Seventy Six Thousand Seven Hundred and Sixty Five only) as on August 03, 2016 in the Escrow Account with a lien marked in favour of the Manager to the Offer;
- Copy of Share Purchase Agreement - between Acquirers and Seller dated August 03, 2016;
- Copy of Escrow Agreement between the Acquirers, Manager to the Offer and Escrow Bank;
- Copy of Public Announcement dated August 03, 2016, published copy of the Detailed Public Statement dated August 08, 2016;
- Copy of the comments letter from SEBI; and
- Copy of the Recommendation of the Independent Directors

X. DECLARATION BY THE ACQUIRERS

For the purpose of disclosures in this Draft Letter of Offer relating to the Target Company and the Sellers, the Acquirers have relied on the information provided by the Target Company and/ or the Sellers and have not independently verified the accuracy of details of the Target Company and/ or the Sellers. Subject to the aforesaid, the Acquirers accept full responsibility for the information contained in this Draft Letter of Offer and also accept responsibility for the obligations of the Acquirers as laid down in the Takeover Regulations. The Acquirers shall be responsible for ensuring compliance with the Takeover Regulations.

For and on behalf of the ACQUIRERS

Sd/-

Kuldip Bhardwaj

Place: New Delhi

Date: August 11, 2016

Encl: 1) Form of Acceptance-cum-Acknowledgement