

Public Announcement under Regulation 15 (1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Open Offer for Acquisition of 7,83,068 Equity Shares from the shareholders of M/s. B. P. Capital Limited (hereinafter referred as "Target Company") having its registered office at 702, Arunachal Building, 19 Barakhamba Road, Connaught Place, New Delhi – 110 001; Tel: 011-43571043; and Fax: 011-43571047; by M/s. Symbolic Inframart Private Limited having its registered office at A-9, Mayapuri Industrial Area, Phase - II, New Delhi – 110 064 (hereinafter referred as "Acquirer") along with Mr. Ramesh Kumar Gupta and Mr. Vijay Aggarwal (hereinafter referred to as "PACs") pursuant to and in accordance with Regulation 4 of SEBI (SAST) Regulations, 2011.

1. Offer details

- **Size:** 7,83,068 Equity Shares constituting 26% of the present issued, subscribed and paid-up capital of the Target Company.
- **Price/ consideration:** Rs. 10/- (Rupees Ten Only) for each Equity Share of the Target Company.
- **Mode of payment (cash/ security):** Cash
- **Type of offer (Triggered offer, voluntary offer/ competing offer etc):** Triggered Offer

2. Transaction which has triggered the open offer obligations (Underlying Transaction)

Details of underlying transaction						
Type of Transaction (direct/ indirect)	Mode of Transaction (Agreement/ Allotment/ market purchase)	Shares / Voting rights acquired/ proposed to be acquired		Total Consideration for shares /VRs acquired (Rs.)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% vis a vis total Equity / voting capital			
Direct	Share Purchase Agreement dated May 26, 2015 to	4,24,400	14.09%	42,44,000	Cash	Regulation 4 of SEBI (SAST)



	acquire 4,24,400 Equity Shares representing 14.09% of present paid-up equity share capital and voting rights from the person belonging to promoter group of Target Company along with acquisition of Control over the Target Company.					Regulations, 2011.
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3. Acquirer/ PACs

Details	Acquirer	PAC 1	PAC 2	Total
Name of Acquirer	M/s. Symbolic Inframart Private Limited	Mr. Ramesh Kumar Gupta	Mr. Vijay Aggarwal	NA
Address	A-9, Mayapuri Industrial Area, Phase-II, New Delhi – 110 064	D-33, Block-D, Rajouri Garden, Delhi – 110 027	QD-58, Pitampura, Delhi – 110 034	NA
Name(s) of persons in control /promoters of acquirers	Mr. Ramesh Kumar Gupta Mr. Vijay Aggarwal	NA	NA	NA
Name of the Group, if any, to which the Acquirer company belongs to	The Company is a Special Purpose Vehicle (S.P.V) of Diamond Group, a footwear manufacturers and marketers of north	NA	NA	NA



	India.			
Pre Transaction shareholding • Number • % of total share capital	Nil	Nil	Nil	Nil
Proposed shareholding (*)after the acquisition of shares which triggered the Open Offer	4,24,400 Equity Shares (14.09%) of the paid-up share capital of the Target Company	Nil	Nil	4,24,400 Equity Shares (14.09%) of the paid-up share capital of the Target Company
Any other interest in the TC	Other than the shareholding as disclosed above, the Acquirer along with PACs does not have any other interest in the Target Company.			

4. Details of selling shareholders:

Name	Part of Promoter/ promoter group (Yes/ No)	Details of shares/ voting rights held by the selling shareholders			
		Pre Transaction		Post Transaction	
		Number	%	Number	%
Mr. Peeyush Kumar Aggarwal	Yes	4,24,400	14.09	Nil	N.A

5. Target Company

- **Name:** B. P. Capital Limited having its registered office at 702, Arunachal Building, 19 Barakhamba Road, Connaught Place, New Delhi – 110 001
- **CIN:** L74899DL1994PLC057572
- **Exchange where listed:** Bombay Stock Exchange Limited (BSE Limited), Calcutta Stock Exchange Limited (CSE) and Delhi Stock Exchange Limited (DSE) (*).

*Recognition withdrawn vide SEBI order dated November 19, 2014.

6. Other details

- The Detailed Public Statement pursuant to this Public Announcement and which carries all such other information of the offer including the detailed information on the offer price, detailed



information on the Acquirer, detailed information on the Target Company, detailed reasons for the offer, statutory approvals for the offer, delisting option, details of financial arrangement, other terms of the offer, conditions to the offer etc. shall be published in all editions of any one English national daily newspaper with wide circulation, any one Hindi national daily newspaper with wide circulation and any one Marathi national daily newspaper with wide circulation. The Detailed Public Statement shall be published on or before June 02, 2015.

- The Acquirer undertakes that it is aware of and shall comply with all obligations under the SEBI (SAST) Regulations, 2011.
- The Acquirer has adequate resources and has made firm financial arrangements for financing the acquisition of the Equity Shares under the Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations, 2011.

Issued by

MANAGER TO THE OFFER



CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED

D-28, South Extn. Part 1, New Delhi – 110 049

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Email: manoj@indiacp.com

SEBI Regn. No: INM000011435

On behalf of

Sd/-

Sd/-

Sd/-

For Symbolic Inframart Private Limited

(Sandeep Kumar)

(Ramesh Kumar Gupta) (Vijay Aggarwal)

Place: New Delhi

Date: May 26, 2015

