## DETAILED PUBLIC STATEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS OF

# **B. P. CAPITAL LIMITED**

Corporate Identification Number: L74899DL1994PLC057572

Registered Office: 702, Arunachal Building, 19 Barakhamba Road, Connaught Place, New Delhi - 110 001;

Tel No.: 011-43571042, 011-43571043; and Fax: 011-43571047;

Open Offer for acquisition upto 7,83,068 Equity Shares from the shareholders of M/s. B. P. Capital Limited by M/s. Symbolic Inframart Private Limited ("Acquirer") along with Mr. Ramesh Kumar Gupta ("PAC1") and Mr. Vijay Aggarwal ("PAC 2") (Hereinafter collectively referred to as "PACs")

This Detailed Public Statement ("DPS") is being issued by Corporate Professionals Capital Private Limited, the Manager to the Offer ("Manager"), on behalf of M/s. Symbolic Inframar Private Limited ("Acquirer") along with Mr. Ramesh Kumar Gupta ("PAC1") and Mr. Vijay Aggarwal ("PAC 2") (Hereinafter collectively referred to as "PACs"), in compliance with gulation 13(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 11 and subsequent amendments thereto (if any) ("SEBI (SAST) Regulations") pursuant to the Public Announcement ("PA") filed on May 26, 2015 with BSE Limited ("BSE"), Calcutta Stock Exchange Limited ("CSE"), Delhi Stock Exchange Limited ("DSE"), Securities and Exchange Board of India ("SEBI") and with B. P. Capital Limited ("Target Company" or "TC") in terms of Regulation 4 of the SEBI (SAST) Regulations.

## ACQUIRER, PACs, SELLER, TARGET COMPANY AND OFFER

S. No. Name of the Shareholder

#### Information about the Acquirer and Persons Acting in Concert (PACs):

M/s. Symbolic Inframart Private Limited ("Acquirer"), a private company incorporated under the provisions of the Companies Act, 1956 (CIN: U70109DL2013PTC255938) and having its registered office at A-9, Mayapuri Industrial Area, Phase-II, New Delhi - 110 064. The Company is a Special Purpose Vehicle (S.P.V.) of Diamond Group, a footwear manufacturers and marketers in India. The Acquirer is a private company with present authorised capital of Rs. 25,00,000/- constituting 2,50,000 shares of Rs. 10/- each and paid-up capital of Rs. 21,00,000/- constituting 2,10,000 shares of Rs. 10/- each shares of Rs. 20/- each

1.	Mr. Ramesh Kumar Gupta	2,05,000	97.62
2.	Mr. Vijay Aggarwal	5,000	2.38
Total		2,10,000	100.00

No. of Shares held

% of shareholding

The key financial information of the Acquirer based on the financial statements as on May 05, 2015 and for the financial year ended September 30, 2014, March 31, 2013 and March 31, 2012 are as follows

Sr. No.	Particulars	Year Ended March 31, 2012 (Audited)*	Year ended March 31, 2013 (Audited)*	Year ended September 30, 2014 (Audited)	As on May 05, 2015 (Provisional)
1.	Total Revenue	NA	NA	Nil	Nil
2.	Net Income	NA	NA	(2,500)	Nil
3.	Earnings Per share (In Rs.)	NA	NA	(0.25)	Nil
4	Net worth / shareholders' funds	NΔ	NΔ	97 500	20 97 500

(\*)The company was incorporated on 25.07.2013 and hence there is no financials before 30.09.2014.

Source- As certified by Mr. Sachin Kumar Garg (Membership No. 531321), Proprietor of Sachin K Garg & Co., Chartered Accountant having office at C-1/120, Sector-16, Rohini-16, Delhi - 110 089; Tel.: +91-9718909511, email ID: balanshi@gmail.com, vide certificate dated May 06, 2015.

A.2. Mr. Ramesh Kumar Gupta ("PAC1"), S/o Mr. Om Prakash Gupta, R/o D-33, Block-D, Rajouri Garden, Delhi-110027 is a commerce graduate and holds an experience of 28 years in manufacturing and marketing of footwear products. The Net worth of Mr. Ramesh Kumar Gupta as on March 31, 2015 is Rs. 2289.67 Lacs as certified by Mr. Sachin Kumar Garg (Membership No. 531321), Proprietor of Sachin K Garg & Co., Chartered Accountant having office at C-1/120, Sector-16 Rohini-16, Delhi - 110 089; Tel.: +91-9718909511, email ID: balanshi@gmail.com, vide certificate dated May 06, 2015. As on the date of PA, Mr. Ramesh Kumar Gupta doesn't hold any shares in the Target Company. The entities in which PAC1 holds the position of Director are as under

PAC1's Directorship in Other Companies

Name of the Company/ Firm	Designation	CIN		
Diamond Footcare Udyog Private Limited	Director	U19100DL1978PTC009328		
Diamond Products Limited	Director	U74899DL1991PLC044211		
Diamond International Private Limited Director		U74899DL1986PTC025235		
Companies/Firms Promoted/Controlled by Acquirer				
Name of the Company/ Firm	CIN			
Diamond Footcare Udyog Private Limited	U19100DL1978PTC009328			
Diamond Products Limited	U74899DL1991PLC044211			
Diamond International Private Limited	U74899DL1986PTC025235			
Ramesh Kumar Gupta & Sons (HUF)	N.A			
Seth Jiva Lal Charitable Trust		NΔ		

Mr. Vijay Aggarwal ("PAC 2"), S/o Mr. Ram Narain Aggarwal, R/o QD-58, Pitampura, Delhi - 110 034 is a Chartered Accountant by profession with an experience of more than 19 years in the field of financial, taxation, legal and allied matters. The Net worth of Mr. Vijay Aggarwal as on March 31, 2015 is Rs. 34.34 Lacs as certified by Mr. Sachin Kumar Garg (Membership No. 531321), Proprietor of Sachin K Garg & Co., Chartered Accountant having office at C-1/120, Sector-16, Rohini-16, Delhi - 110 089; Tel.: +91-9718909511, email ID: balanshi@gmail.com, vide certificate dated May 06, 2015.

As on the date of PA, Mr. Vijay Aggarwal doesn't hold any shares in the Target Company. The entities in which PAC2 holds the position of Director are as under

PAC2's Directorship in Other Companies					
Name of the Company/Firm	Designation	CIN			
D C Creations Private Limited	D C Creations Private Limited Director				
Companies/ Firms Promoted/ Controlled by PAC 2					
Name of the Company/ Firm	CIN				
Vijay Shubham & Associates	N.A				
Bhargava Associates	N.A				
K S Enterprises Private Limited	U74899DL1989PTC037374				

At present, Mr. Peeyush Kumar Aggarwal holds control in the Target Company as per Regulation 4 of SEBI (SAST) Regulations.

The Acquirer do not have any interest in the Target Company except for the transaction contemplated in SPA dated

- May 26, 2015 as detailed in Part II of this Detailed Public Statement. PACs are the Promoter Directors of Acquirer. PACs are cousins.
- None of the Acquirer and PACs as mentioned above have been prohibited by SEBI from dealing in securities, in terms of directions issued under section 11B of the SEBI Act, 1992 ("SEBI Act") as amended or under any other regulation made under the SEBI Act.
- The intention of Acquirer and PACs behind the Takeover Open Offer is to consolidate its flagship company of the ond Group, Diamond Footcare Udyog Private Limited into the Target Company and carry this new lin business in the Target Company
- INFORMATION ABOUT THE SELLER:

Sr. No.	1101110 01 1110	Nature of the entity	Part of promoter	Residential Address	No. of Shares held in BPCL before SPA	% of Share Capital
1.	Peeyush Kumar Aggarwal	Individual	Yes	B-313, Saraswati Vihar, Delhi - 110 034	4,24,400	14.09
	TOTAL				4,24,400	14.09

B.2. Seller as mentioned above has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 and subsequent amendments thereto or under any other regulations made

### under the SEBI Act. 1992. B. P. Capital Limited("Target Company"/"BPCL"):

B. P. Capital Limited was incorporated on February 24, 1994, under the Companies Act, 1956 with the Registrar of Companies, Delhi and Haryana and obtained its certificate of Commencement of Business on March 22, 1994. The name of the Target Company has not changed since its incorporation. The registered office of BPCL is situated at 702, Arunachal Building, 19, Barakhamba Road, New Delhi - 110001. The Target Company is a Non-banking Finance Company (NBFC) registered with the Reserve Bank of India having Certificate of Registration (CoR) no. 14.00145 dated 03.03.1998. The Acquirer intends to surrender the CoR of the Target Company as it intends to change the line of its business.

The shares of the Target Company are presently listed on BSE Limited (BSE), Calcutta Stock Exchange Limited (CSE) and Delhi Stock Exchange Limited (DSE). SEBI vide order dated November 19, 2014 withdrawn the recognition of DSE. The equity shares of Target Company are traded on BSE Limited. Presently, the equity shares of the Target Company are infrequently traded within the meaning of definition of "frequently traded shares" under clause (j) of Sub-Regulation (1) of Regulation 2 of the SEBI (SAST) Regulations.

C.3. The authorised share capital of the Target Company as on the dateis Rs. 150,000,000 (Rupees Fifteen Crores Only) consisting of 15,000,000 (One Crore Fifty Lacs) Equity Shares of Rs. 10 each. The issued and paid up share capital of the Target Company as on the date is Rs. 30,118,000 (Rupees Three Crore One Lac Eighteen Thousand Only) divided into 3.011.800 (Thirty Lacs Eleven Thousand and Eight) Equity Shares of the face value of Rs. 10 each. All the equity shares of the Target Company are listed on stock exchange.

There are currently no outstanding partly paid up shares or any other instruments convertible into Equity Shares of the Target Company at a future date.

C.5. Key financial information of the Target Company based on the financial statements for the financial year ended March 31, 2012, March 31, 2013 and March 31, 2014 and for the 9 months ended December 31, 2014 are as follows:

					(Amount In Lacs)
Sr. No.	Particulars	Year Ended March 31, 2012 (Audited)	Year Ended March 31, 2013 (Audited)	Year Ended March 31, 2014 (Audited)	9 Months Ended December 31, 2014 (Provisional)
1.	Total Revenue	4.52	7.74	23.53	8.72
2.	Net Income	0.10	0.23	0.23	0.10
3.	Earnings Per share (In Rs.)	0.00	0.01	0.01	0.00
4.	Net worth/shareholders' funds	286.29	286.52	286.75	286.85

Source- As certified by Mr. Pankaj Chander (Membership No. 89065), Partner of RMA & Associates, Chartered Accountant having office at 48, UG-2, Hasanpur, I.P. Extention, Delhi - 110 092; Tel. 011-45261214, 011-43465985, Fax No. 011-22248165, email: rma.ca12@gmail.com vide certificate dated May 06, 2015.

## Details of the Open Offer:

Regulations.

- The Acquirer along with PACs are making an Open Offer to acquire upto 7,83,068 (Seven Lacs Eighty Three Thousand Sixty Eight) Equity Shares of the face value Rs. 10 each being 26.00% of the of the present issued, subscribed and paid up equity share capital of the Target Companyat a price of Rs. 10.00/- (Rupees Ten Only) per fully paid up Equity Share payable in cash, subject to the terms and conditions as set out in PA, this Detailed Public Statement and the Letter of Offer, that will be sent to the shareholders of the Target Company
- This Offer is made to all the equity shareholders of the Target Company, other than the parties to the SPA dated May 26, 2015 and PACs as given in Paragraph II (A).
- The Offer would be subject to the receipt of statutory and other approvals as mentioned in Part VI of this DPS. In terms of Regulation 23(1)(a) of SEBI (SAST) Regulations, if the statutory approvals are not received or refused, the offer
- would stand withdrawn. This Offer is not conditional on any minimum level of acceptance by the equity shareholders of the Target Company The Acquirer will acquire all the Equity Shares of the Target Company that are validly tendered as per the terms of the Offer upto a maximum of 7,83,068 (Seven Lacs Eighty Three Thousand Sixty Eight) Equity Shares being 26% of the present issued, subscribed and paid-up capital of the Target Company.
- In case of over subscription in the Offer, acceptance would be determined on proportionate basis and hence there no certainty that all the Equity Shares tendered by the shareholder(s) in the Open Offer will be accepted D.6. This is not a competitive bid. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition
- of shares of the Target Company. There are no conditions stipulated in the SPA between the Seller and the Acquirer, the meeting of which would be
- outside the reasonable control of the Acquirer and in view of which the Offer might be withdrawn under Regulation 23 of the SEBI (SAST) Regulations.
- The Acquirer along with PACs does not hold any equity shares of the present paid up share capital of Target Company Acquirer will acquire shares and control as proposed to be acquired in terms of SPA dated May 26, 2015. In case of delay in receipt of any statutory approval, Regulation 18(11) of SEBI (SAST) Regulations shall be adhered to, i.e. extension of time to the Acquirer and PACs for payment of consideration to the shareholders of the Target Company shall be allowed subject to the Acquirer agreeing to pay interest as directed by the SEBI, in exercise of SEBI's powers in this specific regard. Further, in case the delay occurs on account of willful default by the Acquirer along with PACs in obtaining any statutory approvals in time, the amount lying in the escrow account shall be liable

to be forfeited and dealt with in the manner provided in clause (e) of sub-regulation (10) of regulation 17 of SEBI (SAST

- D.10. The Equity Shares of the Target Company will be acquired by the Acquirer as fully paid up, free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof.
- The Acquirer along with PACs do not have any plans to alienate any significant assets of the Target Company or any of its subsidiaries whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business of the Target Company, BPCL's future policy for disposal of its assets, if any, for two years from the completion of Offer will be decided by its Board of Directors, subject to the applicable prov of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot in terms of Regulation 25(2) of SEBI (SAST) Regulations.
- Upon completion of the Offer, assuming full acceptances in the Offer, the Acquirer along with PACs will hold 12,07,468 (Twelve Lacs Seven Thousand Four Hundred and Sixty Eight) Equity Shares constituting 40.09 % of the of the present issued, subscribed and paid up capital of the Target Company.
- Pursuant to this Open Offer, if the public shareholding in the Target Company reduces below the minimum public shareholding required as per the Securities Contracts (Regulation) Rules, 1957 as amended and the Listing Agreement, the Acquirer along with PACs undertake that they will take necessary steps to facilitate compliances of the Target Company with the relevant provisions of the Securities Contracts (Regulation) Rules, 1957 as amended, the Listing Agreement and the Regulations 7(4) and 7(5) of the SEBI (SAST) Regulations and reduce the non-public shareholding within the time period mentioned therein
- BACKGROUND TO THE OFFER
- The Acquirer have entered into an SPA dated May 26, 2015 with the promoter of the Target Company naming Mr. Peevush Kumar Aggarwal (hereinafter referred to "Seller") for acquisition of control and 4,24,400 (Four LacsTwenty Four Thousand Four Hundred) ("Sale Shares") of face value of Rs. 10/- (Rupees Ten) each representing 14.09% of the present issued, subscribed and paid-up capital of the Target Company at a price of Rs. 10/- (Rupee Ten Only) per fully paid-up equity shares aggregating to Rs. 42,44,000/- (Rupee Forty Two Lacs Forty Four Thousand Only) payable in cash.
- The salient features of the SPA are as follows:
- SPA dated May 26, 2015 between the Acquirer and Seller for the acquisition of control and 4,24,400 (Four LacsTwenty Four Thousand Four Hundred) fully paid up Equity Shares representing 14.09% of the present issued, subscribed and paid up equity share capital of the Target Company at a price of Rs. 10/- (Rupee Ten Only) per share and to transfer the control over the Target Company.
- The total consideration for the sale shares is Rs. 42,44,000/- (Rupee Forty Two Lacs Forty Four Thousand
- The Acquirer agrees to take steps to comply with the Regulations and to comply with all laws that may be required to give effect to the sale shares. On compliance of the Regulations by the Acquirer, the delivery of the shares would be deemed to have taken
- effect in pursuance of the SPA and that the payment made/to be made by the Acquirer to the Seller shall be appropriated by the Seller towards the sale of Sale Shares. In the event of non-compliance of any provisions of the Regulations, the SPA for such sale shares shall not
- be acted upon by the Seller or Acquirer. This Open Offer is for acquisition of 26.00% of the present issued, subscribed and paid up equity share capital of the Target Company. After the completion of this Open Offer and pursuant to the acquisition of shares under SPA,
- the Acquirer shall become the single largest Equity Shareholder, by virtue of which they shall be in a position to exercise effective control over the management and affairs of Target Company. The Acquirer is a Special Purpose Vehicle (SPV) of Diamond Group, one of the leading footwear manufacturers and
- marketers of footwear products in India and subsequent to the completion of Takeover Open Offer, Diamond Group proposes to consolidate its flagship company Diamond Footcare Udyog Private Limited into the Target Company. SHAREHOLDING AND ACQUISITION DETAILS

The current and proposed shareholding of the Acquirer along with PACs in the Target Company and the details of

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Details	Acqui	rer 1	PAC	1	PAC	2	Tot	al
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Shareholding as on the PA date	Nil	-	Nil	-	Nil	-	Nil	-
Shares acquired between the PA date and the DPS date	Nil	-	Nil	-	Nil	-	Nil	-
Post Offer shareholding (On Diluted basis, as on 10th working day after closing of tendering period)		12,07,468 Equity Shares constituting 40.09 % of the of the present issued, subscribed and paid up capital of the Target Company (assuming full acceptance in the offer).						

The Equity Shares of the Target Company are listed on BSE, CSE and DSE (hereinafter referred to as "Stock (A) Exchanges"). SEBI vide order dated November 19, 2014 withdrawn the recognition of DSE

The annualized trading turnover in the Equity Shares of the Target Company based on trading volume during the twelve calendar months prior to the month of PA (May, 2014 to April, 2015) is as given below

Stock Exchange	Total No. of equity shares traded during the Twelve calendar months prior to the month of PA	Total No. of Equity Shares	Annualised Trading Turnover (as % of Total Equity Shares)
BSE	18,706	30,11,800	0.62%
CSE	Nil	Nil	Nil
DSE	Nil	Nil	Nil

(Source: www.bseindia.com)

- The equity shares of the Target Company are listed on BSE. CSE and DSE and the shares traded on BSE and are infrequently traded within the meaning of definition of "frequently traded shares" under clause (j) of Sub-Regulation (1) of Regulation 2 of the SEBI (SAST) Regulations).
- The Offer Price of Rs. 10.00/- (Rupees Ten only) is justified, in terms of Regulation 8(2) of the SEBI (SAST)

Regu	lations, being the highest of the following:	
(a)	Negotiated Price	Rs. 10.00 per share
(b)	The volume-weighted average price paid or payable for acquisition whether by the Acquirer or by any person acting in concert with him, during 52 weeks immediately preceding the date of PA	Not Applicable
(c)	The highest price paid or payable for any acquisition, whether by the acquirer or by any person acting in concert with him, during 26 weeks immediately preceding the date of the PA	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

Other Parameters*	Based on the Unaudited financial data for the period ended December 31, 2014
Return on Net Worth (%)	0.03%
Book Value per Share (Rs.)	9.52
EarningsPer Share (Rs.)	0.00

\*Source- As certified by Mr. Pankaj Chander (Membership No. 89065), Partner of RMA & Associates, Chartered Accountant having office at 48, UG-2, Hasanpur, I.P. Extention, Delhi - 110 092; Tel. 011-45261214, 011-43465985, Fax No. 011-22248165, email: rma.ca12@gmail.com vide certificate dated May 06, 2015.

In view of the parameters considered and presented in table and paragraph above, in the opinion of the Acquirer, PACs and Manager to the Offer, the Offer Price of Rs. 10.00/- (Rupees Ten only) per share is justified in terms of Regulation 8 of the SEBI (SAST) Regulations

There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters. In the event of further acquisition of Equity Shares of the Target Company by the Acquirer or PACs during the offer period, whether by subscription or purchase, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. However, it shall not be acquiring any equity shares of the Target Company after the third

working day prior to the commencement of the tendering period and until the expiry of the tendering period. If the Acquirer or PACs acquire equity shares of the Target Company during the period of twenty-six weeks after the tendering period at a price higher than the Offer Price, then the Acquirer shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under an open offer under the SEBI (SAST) Regulations, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2009, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of shares of the Target Company in any form.

As on date, there is no revision in Open Offer Price or Open Offer Size. In case of any revision in the Open Offer Price or Open Offer Size, the Acquirer along with PACs shall comply with Regulation 18 of SEBI (SAST) Regulations and all the provisions of SEBI (SAST) Regulations which are required to be fulfilled for the said revision in the Open Offer Price or Open Offer Size.

If there is any revision in the offer price on account of future purchases / competing offers, it will be done only up to the period prior to three (3) working days before the date of commencement of the tendering period and would be

#### notified to the shareholders. FINANCIAL ARRANGEMENTS

- The total fund requirement for the Offer (assuming full acceptances) i.e. for the acquisition upto 7,83,068 Equity Shares (Seven Lacs Eighty Three Thousand and Sixty Eight) Equity Shares from the public shareholders of the Target Company at an Offer Price of Rs. 10.00/- (Ten only) per fully paid up equity share is Rs.78,30,680 (Rupees Seventy Eight Lacs Thirty Thousand Six Hundred and Eighty Only) (the "Maximum Consideration").
- The Acquirer along with PACs 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. The acquisition will be financed through internal resources of the Acquirer and further investment/loans by the PACs, as
- The Acquirer along with PACs, the Manager to the Offer and YES Bank Limited, a company incorporated under the Companies Act, 1956, and carrying on business as a banking company under Banking Regulations Act, 1949 having one of lits branch offices at D-12, South Extension Part - II, New Delhi - 110 049, have entered into an Escrow Agreement dated May 27, 2015 for the purpose of the Offer (the "Offer Escrow Agreement") in accordance with Regulation 17 of the SEBI (SAST) Regulations. In terms of the Escrow Agreement, the Acquirer along with PACs have opened an Escrow Account bearing name and style as "CPCPL-BPCL- Open Offer Escrow Account", (the "Escrow Account") and deposited cash of Rs. 19,60,000 (Rupees Nineteen Lacs Sixty Thousand Only) being more than 25% of the Maximum Consideration.
- The Acquirer has authorized the Manager to the Offer to realize the value of the Escrow Account in terms of the SEBI
- Mr. Sachin Kumar Garg (Membership No. 531321), Proprietor of Sachin K Garg & Co., Chartered Accountant having office at C-1/120, Sector-16, Rohini-16, Delhi 110 089; Tel.: +91-9718909511, email ID: balanshi@gmail.com, vide certificate dated May 06, 2015 certified that the Acquirer along with PACs have sufficient resources to meet the fund requirement for the takeover of Target Company.
- Based on the above and in the light of the escrow arrangement, the Manager to the Offer is satisfied that firm arrangements have been put in place by the Acquirer along with PACs to fulfill their obligations through verifiable means in relation to the Offer in accordance with the Regulations.

## STATUTORY AND OTHER APPROVALS

- The Target Company is a Non-banking Finance Company, Registered with the Reserve Bank of India. Any change in control of an NBFC requires prior approval of RBI in terms of RBI Circular No. DNBS (PD) CC.No.376/03.10.001/ 2013-14 dated May 26, 2014. The Acquirer along with the Target Company is approaching RBI for its approval as the Acquirer intends to surrender the CoR and change the line of activity of the Target Company.
- Shareholder of the Target Company who are either Non-Resident Indians ("NRIs") or Overseas Corporate Bodi (OCBs) and wish to tender their Equity Shares in this Open Offer shall be required to submit all the applicat approvals (specific and general) from the Reserve Bank of India (RBI) that they have obtained at the time of the acquisition of the Equity Shares of the Target Company. In the event such approvals from the RBI are not submitte the Acquirer along with PACs reserves the sole right to reject the Equity Shares tendered by such shareholders in the Open Offer. This Open Offer is subject to receipt of the requisite RBI approvals, if any, for acquisition of Equity Shares by the Acquirer from NRIs and OCBs.

- As of the date of this DPS, there are no other statutory approvals required to acquire the equity shares tendered pursuant to this Open Offer. If any other statutory approvals required or become applicable, the Open Offer would be subject to the receipt of such other statutory approvals. The Acquirer along with PACs will not proceed with the Open Offer in the event such statutory approvals that are required are refused in terms of Regulation 23 of SEBI (SAST) Regulations. This Open Offer is subject to all other statutory approvals that may become applicable at a later date before the completion of the Open Offer.
- In case of delay in receipt of any statutory approval(s). SEBI has the power to grant extension of time to Acquire and PACs for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to the Acquirer and PACs agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations.
- The Acquirer along with PACs does not require any approval from financial institutions/banks in India for the Offer Manager to the Offer i.e. Corporate Professionals Capital Private Limited does not hold any Equity Shares in the Target Company as on the date of appointment as Manager to the Offer. They declare and undertake that they shall as Manager to the Offer till the expiry of 15 days from the date of their appointment as Manager to the Offer till the expiry of 15 days from the date of closure of this Open Offer.
- TENTATIVE SCHEDULE OF ACTIVITY

Activity	Date	Day
Public Announcement	May 26, 2015	Tuesday
Detailed Public Statement	June 02, 2015	Tuesday
Filing of draft offer document with SEBI	June 09, 2015	Tuesday
Identified Date*	July 02, 2015	Thursday
Last date for a competing offer	June 23, 2015	Tuesday
Comments on the Offer by a Committee of Independent Directors constituted by the BODs of the Target Company	July 13, 2015	Monday
Date by which Letter of Offer will be dispatched to the shareholders	July 09, 2015	Thursday
Upward Revision in Offer	July 10, 2015	Friday
Issue of advertisement announcing the schedule of activities for Open Offer, status of statutory and other approvals in newspapers and sending to SEBI, Stock Exchanges and Target Company	July 15, 2015	Wednesday
Offer Opening Date	July 16, 2015	Thursday
Offer Closing Date	July 29, 2015	Wednesday
Last date of communicating of rejection/ acceptance and payment of consideration for accepted tenders/return of unaccepted shares	August 12, 2015	Wednesday
Filing of Report to SEBI by Manager to the Offer	August 20, 2015	Thursday

\*Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent. All owners (registered or unregistered) of equity shares of the Target Company (except the Acquirer and PACs) are eligible to participate in the Offer any time before the closure of the Offe

## PROCEDURE FOR TENDERING THE SHARES

- All owners of equity shares, registered or unregistered, are eligible to participate in the Offer (except the Acquired and PACs) any time before closure of the Offer
- Letters of Offer (hereinafter referred to as "LOO"), specifying the detailed terms and conditions, together with Form of Acceptance cum Acknowledgement ("Form of Acceptance") and Transfer Deeds (For shareholders holding equity shares in Physical Form) will be dispatched to all the equity shareholders of BPCL, whose names appear in its Register of Members on July 02, 2015, Thursday, the Identified Date, except the Acquirer and PACs.
- Shareholders who hold equity shares of the Target Company in physical form and wish to tender their equity share pursuant to the Offer will be required to submit the duly completed Form of Acceptance cum acknowledgement, Original Share Certificate(s), Transfer Deed(s) duly signed and witnessed and other documents as may be specified in the LOO, to the Registrar to the Offer either by Registered Post/Courier, at their own risk or by hand delivery so as to reach on or before the date of closing of the business hours on the date of closure of the Offer i.e. July 29, 2015, Wednesday.
- The Target Company, at present, has Demat Connectivity with National Securities Depository Limited ("NSDL") as well as Central Depository Services (India) Limited ("CDSL") with an ISIN No. INE947C01010. Keeping this in view, the Registrar to the Offer, M/s Beetal Financial & Computer Services Pvt. Ltd has opened a special depository account with National Securities Depository Limited ("NSDL") for receiving equity shares during the offer from eligible shareholders who hold equity shares in demat form.
- For shareholders holding equity shares in dematerialize form, will be required to send their Form of Acceptance cum Acknowledgement and other documents as may be specified in the LOO to the Registrar to the Offer either by Registered Post/Courier or by hand delivery so as to reach on or before the date of closing of the business hours on the date of closure of the Offer i.e. July 29, 2015, Wednesday, along with a photocopy of the delivery instructions in "Off market" mode or counterfoil of the delivery instructions in "Off-market" mode, duly acknowledged by the Depository Participant ("DP"), in favour of B. P. CAPITAL LTD OPEN OFFER ESCROW ACCOUNT ("Depository Escrow Account") filled in as per the instructions given below:

DP Name	SMC Global Securities Limited- New Delhi
DP ID	IN303655
Client ID	10005379
Depository	National Securities Depository Limited ("NSDL")
Shareholders having	g their beneficiary account in Central Depository Services (India) Limited ("CDSL")shall use the inter-

depository delivery instruction slip for the purpose of crediting their shares in favor of the Special Depository Account with NSDL. In case of (a) shareholders who have not received the Letter of Offer, (b) unregistered shareholders, (c) owner of the shares who have sent the shares to the Target Company for transfer, may send their consent to the Registrar to the Offer on plain paper, stating the name, addresses, number of shares held, distinctive numbers, folio numbers, number of shares offered along with the documents to prove their title to such shares such as broker note, succession certificate, original shares certificate / original letter of allotment and valid share transfer deeds (one per folio), duly signed by such shareholders (in case of joint holdings in the same order as per the specimen signatures lodged with BPCL), and witnessed (if possible by the notary public or a bank manager or the member of the stock exchange with membership number, as the case may be, shall need to be provided so as to reach the Registrar to the Offer on or before the date of closing of the business hours on the date of closure of the Offer i.e. July 29, 2015, Wednesday. Such shareholders can also obtain the Letter of Offer from the Registrar to the Open Offer by giving an application in writing to that effect.

In case of shareholders who have not received the LOO and holding equity shares in the dematerialized form may send their consent to the Registrar to the Offer on plain paper, stating the name, addresses, number of shares held, Depository name, Depository I.D., Client name, Client I.D., number of equity shares offered along with a photocopy of the original delivery instructions in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the Depository Participant as specified in Para VIII (E) above, so as to reach the Registrar to the Offer on or before the date of closing of the business hours on the date of closure of the Offer i.e. July 29, 2015, Wednesday. Such equity shareholders can also obtain the LOO from the Registrar to the Offer by giving an application in writing.

 $The following collection centre would be accepting the documents by Hand Delivery / Regd.\ Post/Courier as specified to the control of the$ above, both in case of shares in physical and dematerialized form. Telephone/email/fax

		'			
BEETAL House, 3rd Floor, 99, Madangir,	Mr. Punit Mittal	Ph: 011-29961281/82/83			
Behind Local Shopping Centre,		Fax No.: 011-29961284			
New Delhi-110062,		Email: beetalrta@gmail.com			
Shareholders who have sent their equity shares for dematerialization need to ensure that the process of getting					

- shares dematerialized is completed well in time so that the credit in the Depository Escrow Account should be received on or before the date of closing of the business hours on the date of closure of the Offer i.e. July 29, 2015, Wednesday else the application would be rejected. Where the number of equity shares offered for sale by the shareholders are more than the equity shares agreed to
- be acquired by Acquirer along with PACs, the Acquirer along with PACs will accept the offers received from the shareholders on a proportionate basis, in consultation with the Manager to the Offer, 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 shareholder shall not be less than the minimum marketable lot or the entire holding if it is less than the marketable lot. The marketable lot of BPCL is 1{One} Equity Share. The Letter of Offer along with the form of acceptance cum acknowledgement 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. No indemnity is needed from unregistered shareholders.
- The Registrars to the Offer will hold in trust the equity shares and share certificate(s), equity shares lying in credit of the Special Depository Account. Form of Acceptance, and the transfer deed(s) on behalf of the shareholders of Target Company who have accepted the Offer, until the cheques/ drafts/NEFT/ECS for the consideration and/ or the unaccepted equity shares/ share certificates are dispatched/ returned.
- Any equity shares that are subject matter of litigation or are held in abevance 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
- The consideration to the shareholders whose shares have been accepted will be paid by crossed account payer cheques/ demand drafts/Electronic Clearance Service (ECS) where applicable. Such payments through account payee cheques/demand drafts or unaccepted share certificate(s), transfer deed(s) and other documents, if any, will be returned by registered post, at the shareholders' registered / unregistered owners' sole risk to the sole/ first shareholder/ unregistered owner. Equity shares held in dematerialized form, to the extent not accepted, will be credited back to the beneficia owners' depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance or otherwise. It will be the responsibility of the shareholders to ensure that the unaccepted shares are accepted by their respective DPs when transferred by the Registrar to the Offer.
- It must be noted that the detailed procedure for tendering the shares in the Offer will be mentioned in the Letter of Offer.
- Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirer along with PACs has appointed Corporate Professionals Capital Private Limited as the Manager to the Offer
- The Acquirer along with PACs have appointed Beetal Financial and Computer Services Private Limited (CIN: U67120DL1993PTC052486) as the Registrar to the Offer having office at Beetal House, 3rd Floor, 99. Madangir, Behind Local Shopping Centre, New Delhi-110062, Contact Person: Mr. Punit Mittal, Ph: 011-29961281, 82/83, Fax No.: 011-29961284, Email: beetalrta@gmail.com.
- The Acquirer along with PACs accept full responsibility for the information contained in this DPS and PA and also for the obligations of the Acquirers as laid down in the SEBI (SAST) Regulations and subsequent amendments made thereof.

This Detailed Public Statement will also be available on SEBI's website (www.sebi.gov.in) and the website of the Manager to the Offer (www.corporateprofessionals.com)

Issued by Manager to the Offer



CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED

CIN: U74899DL2000PTC104508 D-28. South Extn. Part 1, New Delhi - 110049 Contact Person: Mr. Manoj Kumar Ph.: 91-11-40622228, Fax: 91-11-40622201 Email: manoj@indiacp.com SEBI Regn. No: INM000011435

On behalf of Acquirer along with PACs

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ed,	Ш	(Symbolic Inframart Private Limited)	(Ramesh Kumar Gupta)	(Vijay Aggarwal)

Place: New Delhi