

O.P. Chains Limited

Registered Office: 8/16 A, Seth Gali, Agra-282003, Uttar Pradesh, India. | Tel. No.: +91-562-3059117

Open Offer for acquisition of 2397500 Equity Shares from the shareholders of O.P. Chains Limited (hereinafter referred to as “Target” or “Target Company” or “OPCL”) by Mr. Om Prakash Agarwal, Mr. Satish Kumar Goyal and Mr. Ashok Kumar Goyal (hereinafter collectively referred to as “the Acquirers”) (“Offer”)

This advertisement (“**Post Offer Advertisement**”) is being issued by Sobhagya Capital Options Limited, (“**Manager to the Offer**”), on behalf of Mr. Om Prakash Agarwal, Mr. Satish Kumar Goyal and Mr. Ashok Kumar Goyal (hereinafter collectively referred to as “**the Acquirers**”), in connection with the offer made by the Acquirers, in compliance with Regulation 18 (12) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“**SEBI Takeover Regulation**”).

This Post-offer advertisement should be read in continuation of, and in conjunction with the Public Announcement dated June 14, 2016 (the “**PA**”), the Detailed Public Statement (“**DPS**”) with respect to the aforementioned offer was published in all editions of the Business Standard (English), Business Standard (Hindi), Swaraj Times (Agra) and Mumbai Lakshdeep (Marathi editions) on June 21, 2016, the draft letter of offer dated May 26, 2016 (the “**DLOF**”), Revised Draft Letter of Offer dated March 04, 2017.

Further the Corrigendum to the Detailed Public Statement (“Corrigendum”) with respect to the aforementioned offer was published in all editions of the Business Standard (English), Business Standard (Hindi), Swaraj Times (Agra) and Mumbai Lakshdeep (Marathi) on March 22, 2017 the Letter of offer dated March 28, 2017, the pre offer advertisement pursuant to the Regulation 18(7) of the SEBI Takeover Regulations, published on April 06, 2017 in all editions of the Business Standard (English), Business Standard (Hindi), Swaraj Times (Agra) and Mumbai Lakshdeep (Marathi Edition) in the same newspaper in which DPS was published.

The DPS was published on June 21, 2016 in the following newspapers:

Newspaper	Language	Editions
Business Standard	English	All Editions
Business Standard	Hindi	All Editions
Swaraj Times	Hindi	Agra
Mumbai Lakshdeep	English	Marathi

Sr. No	Particulars	Details
1.	Name of the Target Company	O.P. Chains Limited
2.	Name of the Acquirer	Mr. Om Prakash Agarwal, Mr. Satish Kumar Goyal and Mr. Ashok Kumar Goyal
3.	Name of the Persons acting in concert with Acquirer (PAC(s))	NA
4.	Name of the Manager to the Offer	Sobhagya Capital Options Limited
5.	Name of the Registrar to the Offer	Bigshare Services Private Limited
6.	Offer Detail	
a.	Date of Opening of the Offer	Friday, April 07, 2017
b.	Date of Closure of the Offer	Friday, April 21, 2017
7.	Date of Payment of Consideration	Wednesday, May 03, 2017*

* Settlement date for the payment to the shareholders who have tendered their equity shares in the Offer

7. Details of Acquisition

Sr. No	Particulars	Proposed in the Offer Document		Actual	
7.1	Offer Price (A)	₹ 25.55 per equity share		₹ 25.55 per equity share	
7.2	Interest Payment	Not Applicable		Not Applicable	
7.3	Aggregate number of shares tendered (B)	Not Applicable		60000	
7.4	Aggregate number of shares accepted (C)	2397500**		60000	
7.5	Size of the Offer (Number of shares accepted multiplied by offer price per share) (A * C)	₹ 61,256,125**		₹ 1533000	
7.6	Shareholding of the Acquirers before Agreements/ Public Announcement (Number & percentage)	2648100 (38.66%)		2708100 (39.53%)	
7.7	Shares Acquired by way of Agreements	NIL		NA	
	% of Fully Diluted Equity Share Capital	NIL		NA	
7.8	Shares Acquired by way of Open Offer Number	2397500**		60000	
	% of Fully Diluted Equity Share Capital	35%**		0.88%	
7.9	Shares acquired after Detailed Public Statement				
	Number of shares acquired	Nil		130000***	
	Price of the shares acquired	Not Applicable		20.00	
	% of the shares acquired	Nil		1.89	
7.10	Post offer share holding of Acquirer Number	5045600****		2708100	
	% of Fully Diluted Equity Share Capital	73.66%**		39.53%	
7.11	Pre & Post offer shareholding of the Public****	Pre-Offer	Post Offer**	Pre-Offer	Post Offer
	Number	4194900	1797400	4194900	4134900
	% of Fully Diluted Equity Share Capital	61.24%	26.24	61.24%	60.36%

** Assuming full acceptance in the offer.

*** Mr. Ashok Kumar Goyal (Acquirer) has acquired 130000 shares of Target Company from Open Market on 16.02.2017.

**** Pre offer shareholding is as on the identified date i.e. Wednesday, March 22, 2017 and Post offer shareholding is as on Monday, May 08, 2017; Public Shareholders mean shareholders other than the Acquirers.

***** Smt. Heera Devi, Part of Promoter Group has acquired 80,000 Equity shares of the Target Company during the offer period due to which company has violated the provisions of Chapter V of SEBI (SAST) Regulation 2011. Further in this regard, Target Company undertakes that it will comply with the Regulation 7 (4) of SEBI (SAST) regulations, 2011 accordingly. Further in this regard SEBI may initiate appropriate action against the Promoters in terms of SEBI (SAST) Regulation, 2011 and provisions of the SEBI Act for the same.

Note : • The Acquirers accept full responsibility for the information contained in this Post Offer Advertisement and also for the obligations of the Acquirers laid down in the SEBI (Substantial Acquisition of Shares and Takeovers), Regulations 2011.
• Copy of this Post Offer Advertisement will also be available on the SEBI website at www.sebi.gov.in and website of manager to the offer www.sobhagyacapital.com and at the Registered Office of the Target Company i.e. 8/16 A, Seth Gali, Agra-282003, Uttar Pradesh, India.

Capitalized terms used in this Post Offer Advertisement and not defined herein shall have the meaning assigned to them in the Letter of Offer dated March 28, 2017 dispatched by the Manager to the Offer on behalf of the Acquirers.

ISSUED FOR AND ON BEHALF OF THE ACQUIRERS BY MANAGER TO THE OFFER



SOBHAGYA CAPITAL OPTIONS LIMITED

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Contact Person: Mr. Suraj Jha and Mr. Rhydham Kapoor | SEBI Registration No: INM 000008571

Place: New Delhi

Date: May 10, 2017