

COMMON PLATFORM Once the merger happens, stock exchanges will be able to become universal exchanges wherein

Two sides of the Sebi-FMC merger

The proposed merger will present more opportunities to the exchanges but could also pose serious challenges for the watchdog

RAIFSH BHAYANI Mumbai, 24 March

the Securities and Exchange Board of India (Sebi), the stock market reguwith the Forward Markets Commission (FMC), which regulates the commodities market, was proposed by Finance Minister Arun Jaitley in his Budget for 2015-16. So that it doesn't require separate parliamentary approval, the legal changes required for the merger were incorporated in the Finance Bill. Once the president gives his assent to the Bill, the changes will get automatically notified.

The implications of the merger are significant. Stock exchanges will be able to become universal exchanges wherein equities, debt instruments and currencies are traded under the same roof as commodity derivatives. Stock exchanges already have depositories and clearing corporations that will cater to the needs of commodity traders

However, after talking to commodity exchange space will see consolidation and ultimately three or four players will remain on the scene, as compared to six now, including existing large stock exchanges such as the National Stock Exchange (NSE) and Bombav Exchange Stock Multi Commodity Exchange (MCX) and National Commodity and Derivatives Exchange (NCDEX).

Jaitley has proposed repealing the Forward Contract Regulation Act and changes in the Securities and Contract Regulation Act in the Finance Bill. However, to give effect to the merger, even the Sebi Act needs to be amended to allow commodities derivatives as security and also to allow Securities Appellate Tribunal to hear cases related to commodities as well. However, these changes are seen only as procedural hiccups.

Opening avenues

The changes will provide enormous opportunities: investexchange traded funds for silindex futures and options on March 22 in Delhi. trading in commodities. It will offer arbitrage opportunities well as commodity, have iniacross segments in

an exchange, and The merger will make margin mongive a boost to the integrity of ey fungible for trading across varthe commodities ious asset classes market. It will like commodities, also lead to an equities. Thus, if overall efficiency BSE or NSE starts

commodity derivatives, mar- acquires NCDEX, in which it gin money for equities or curholds 15 per cent, or launches rencies will also be available metals and energy derivatives for commodities because the on its own platform, NCDEX is clearing corporation will be predominantly into farm comthe same.

modity exchanges to make set up a commodity exchange, presentations. In-house expertise is being built and ment derivatives such as other organisational changes required are also being made. ver and other metals, weather The merger was discussed at and freight derivatives, and the Sebi board meeting held

TRADING NUMBERS

Daily average turnover (FY15)

2,43,507.93

86,109.75

20,139.48

3,508.45

12,608.54

8,186.80

2,709.17

1,725.43

183.34

47.27

tives and save costs.

Compiled by BS Research Bureau

need not do that or buy into an

existing commodity exchange

— it can simply launch a seg-

ment for commodity deriva-

MCX, the market leader

(with over 85 per cent share)

that calls itself an exchange

for metals and energy, has

already proposed to increase

its stake in MCX-SX (now

Metropolitan Stock Exchange)

to 15 per cent by converting

the warrants it holds. If Sebi

approves that proposal, MCX

also a possibility that many do

do not wish to come on record

as the regulators for both the

CEOs of several exchanges

not rule out.

280.09

98.35

73.88

26.12

83.82

14.60

1.17

0.41

53.64

34.83

11.53

88.21

9.37

2.42

Equity (Cash + F & 0)

Currency market

Interest rate futures

BSE (+USE)

MCX

BSE

MCX

Source: Exchanges

BSE

NCDEX

NMCE

The exchanges, equity as

tiated deliberations on their future strategies when the two market regulators are merged. An industry

will have access to currency currencies and improvement in its insider says one trading that is the natural should not be surhedge required for commodiprised if NSE ty traders. In the past, MCX-SX was a market leader in currency derivatives. Eventually, MCX-SX merging with MCX is

modities, and has a separate After Jaitley announced subsidiary for spot trading. the proposed merger in the Another insider says that BSE, Budget, Sebi called all com- which has Sebi's approval to markets are still separate and the markets."

nities for hedgers to execute The government is acquiring power to define certain instruments as derivatives that will allow weather and freight derivatives. Weather deriva-

tives could succeed in India as the vagaries of monsoon weigh heavily on the prospects for major crops. These two types of derivatives were discussed by the government a decade ago, but they were never on its priority list as the FCRA amendment to strengthen FMC "This should provide a full

independent. Spokespersons

for NSE, BSE, MCX and NCDEX

say that since the proposal is yet to be implemented, they are

not in a position to comment.

merger add more depth to the

market? Aditya Gandhi, direc-

tor of Sapient Global Markets

(India), says: "It is hoped that

investors like banks and mutu-

al funds will also be allowed

to participate in these markets,

which will increase liquidity

and, therefore, price discov-

ery, and offer more opportu-

The question is, will the

ay of instruments for farm ers, producers, shippers and consumers to manage their risks and therefore should increase participation and depth of the market," adds Gandhi.

High and low

The merger will give a significant boost to the integrity of the commodities market. FMC was dependent on the government for finances. It was short staffed and technologically constrained to regulate and monitor the markets. A Nielsen report in 2013 suggested that dabba trading (illegal offexchange derivative trading) in commodities had increased 5-7 times after the commodity transaction tax was introduced in July 2013. Sebi should be able to play an instrumental role in controlling this and to bring back the *dabba* trading to the exchanges.

The merger should also mean an improvement in the overall efficiency for the market participants, including a reduction in transaction costs. Two CEOs, one of a commodity exchange and the other of a stock exchange, agree that all segments under one exchange will help reduce the compliance costs and will result in better utilisation of

margin money. On the flip side, Gandhi says the proposed merger poses serious challenges for Sebi. "As commodity prices have significant implications for the common man, especially in times of famine or drought, it will need to do justice with the expectations of Dalal Street, but also manage the perception of the impact of derivative trading on the common man," he says. "It will also need to wade into new territory and help commodity exchanges manage warehouses, inspections and standardisation to help strengthen





Crescenzo, 7th Floor, C-38/39, G-Block,

Bandra Kurla Complex, Bandra (East), Mumbai-400051, Maharashtra, India **CORRIGENDUM**

In Context to the Possession Notice in A/c - M/s. Winsome Diamonds & Jewellery Ltd. published in Business Standard & Pudhari Editions on 15/02/2015 and Business Standard (Mumbai + Ahmedabad) and Divva Bhaskar (Surat) Editions on 23/03/2015, outstanding amount shown "as or 31/12/2013, plus interest as mentioned in it with effect from 21st Oct 2014" should be read as "as on 31/12/2013, plus interest as mentioned in it with effect from 01st Jan 2014"

AUTHORISED OFFICER

O. P. CHAINS LIMITED

Our Company was originally incorporated on December 4, 2001, as "0. P. Chains Limited" under the provisions of the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Uttar Pradesh, Kanpur. Subsequently, our Company has received a Certificate of Commencement of Business dated December 7, 2002 issued by the Registrar of Companies, Uttar Pradesh, Kanpur.For details, please see section titled "History and Certain Corporate Matters" on page 106 the Prospectus Registered Office: 8/16 A, Seth Gali, Agra - 282003, Uttar Pradesh, India; Tel: +91-0562-3059117; Fax: +91-0562-4044990;

Email: cs@opchainsltd.com; Website: www.opchainsltd.com Contact Person: Mrs. Swapnia Gupta (Company Secretary & Compliance Officer)

THE ISSUE

PUBLIC ISSUE OF 18,50,000 EQUITY SHARES OF FACE VALUE OF ₹ 10.00 EACH ("EQUITY SHARES") OF O. P. CHAINS LIMITED ("O. P. CHAINS" OR "OUR COMPANY" OR "THE ISSUER") FOR CASH AT A PRICE OF ₹ 11.00 PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ 1.00 PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING TO ₹ 203.50 LAKHS, OF WHICH 1,00,000 EQUITY SHARES OF FACE VALUE OF ₹ 10.00 EACH FOR CASH AT A PRICE OF ₹ 11.00 PER EQUITY SHARE AGGREGATING TO ₹ 11.00 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 17,50,000 EQUITY SHARES OF FACE VALUE OF ₹ 10.00 EACH AT AN ISSUE PRICE OF ₹ 11.00 PER EQUITY SHARE AGGREGATING TO ₹ 192.50 LAKHS (HEREINAFTER REFERRED TO AS "NET ISSUE"). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 27.00 % AND 25.54 %, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10.00 EACH AND THE ISSUE PRICE IS ₹ 11.00. THE ISSUE PRICE IS 1.1 TIMES OF THE FACE VALUE

THIS ISSUE IS BEING IN TERMS OF CHAPTER XB OF THE SEBI (ICDR) REGULATIONS, 2009 AS AMENDED FROM TIME TO TIME. THIS ISSUE IS A FIXED PRICE ISSUE AND ALLOCATION IN THE NET ISSUE TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 43(4)

OF THE SEBI (ICDR) REGULATIONS, 2009 FOR FURTHER DETAILS SEE "ISSUE RELATED INFORMATION" SEGINATION ON PAGE 210 OF THE PROSPECTUS
MINIMUM APPLICATION SIZE OF 10,000 EQUITY SHARES AND IN MULTIPLES OF 10,000 EQUITY SHARES THEREAFTER.

ISSUE

OPENS ON: MONDAY, MARCH 30, 2015 CLOSES ON: WEDNESDAY, APRIL 8, 2015

ASBA*

Simple, Safe, Smart way of Application - Make use of it !!! *Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the

fund in the bank account, investors can avail the same. For further details, check section on ASBA below

PLEASE NOTE THAT IN ACCORDANCE WITH THE PROVISIONS OF SEBI CIRCULAR BEARING NUMBER CIR/CFD/DIL/1/2011 DATED APRIL 29, 2011, ALL APPLICANTS WHO ARE QIBS, NON – INSTITUTIONAL INVESTORS SHALL MANDATORILY MAKE USE OF ASBA FACILITY. ALL QIBS AND NON-INSTITUTIONAL INVESTORS, COMPLYING WITH THE ELIGIBILITY CONDITIONS OF SEBI CIRCULAR DATED DECEMBER 30, 2009, MUST MANDATORILY INVEST THROUGH THE ASBA PROCESS.

NON-RETAILS INVESTORS HAVING BANK ACCOUNT WITH THE SCSBS THAT ARE PROVIDING ASBA IN CITIES / CENTERS WHERE NON-RETAIL INVESTORS ARE LOCATED ARE MANDATORILY REQUIRED TO MAKE USE OF ASBA FACILITY, OTHERWISE APPLICATIONS OF NON-RETAIL INVESTORS ARE LIABLE FOR REJECTION. ALL NON-RETAIL INVESTORS ARE ENCOURAGED TO MAKE USE OF ASBA FACILITY WHEREVER SUCH FACILITY IS AVAILABLE. PROMOTERS OF OUR COMPANY: MR. OM PRAKASH AGARWAL, MR. ASHOK KUMAR GOYAL & MR. SATISH KUMAR GOYAL

Listing: The Equity Shares offered through the Prospectus are proposed to be listed on the BSE SME Platform. In terms of the Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, we are not required to obtain an in-principle listing approval for the shares being offered in this issue. However, our Company has received an approval letter dated November 19, 2014 from BSE for using its name in this offer document for listing of our Equity Shares on the SME Platform of BSE. For the purpose of this Issue, the Designated Stock Exchange will be the BSE Limited ("BSE"). Disclaimer Clause of SEBI: Since the Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations 2009, the Draft Offer Document was not filed with SEBI.

In terms of the SEBI Regulations, the SEBI shall not issue any observation on the Offer Document. Hence there is no such specific disclaimer clause of SEBI. However investors may refer to the entire Disclaimer Clause of SEBI beginning on page 198 of the Prospectus.

Disclaimer Clause of BSE (Designated Stock Exchange):): It is to be distinctly understood that the permission given by BSE Limited ("BSE") should not in any way be deemed or construed that the Prospectus has not been cleared or approved by BSE nor does it certify the correctness or completeness of any of the contents of the Prospectus. The investors are advised to refer to page 204 of the Prospectus for the full text of the Disclaimer Clause of BSE.

IPO GRADING: Since the issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, there is no requirement of appointing an IPO Grading agency. ADDITIONAL INFORMATION AS REQUIRED UNDER SECTION 30 OF THE COMPANIES ACT, 2013

Main Objects As Per Memorandum of Association of Our Company: 1. To takeover the existing business of M/s O. P. Chains & Others AOP and its all assets and liabilities and other title, rights, goodwill or any other assets or liabilities acquired or self generated. To acquire all its tangible and non tangible assets and liabilities of the above AOP. 2. To carry on the business of manufacture, dealers, exporter, importer of precious and non precious metal in India or Outside India. The precious metal will include gold, silver, platinum or any metal or compound which is termed as precious metal on the international or national recognized metal exchange. The non precious metal includes the iron, cooper, aluminum etc or any metal or compound which is termed as precious metal on the International or national recognized metal exchange, 3. To carry to business of manufacture, dealers, exporter, importer of jewelry, fancy items, daily use items made up of precious and non-precious metal in India or outside India. The precocious metal will include gold, silver platinum or any metal or compound which is termed as precious metal on the International or national recognized metal exchange. The non precious metal includes the Iron, cooper aluminum etc. or any metal or compound which is termed as precious metal on the International or national recognized metal exchange. 4. To open the subsidiary or wholly owned subsidiary in India or outside India to transact the business of manufacture trading importer, exporter of precious metal, non precious metal, items of personal or industrial use made up from the precious metal and non precious metal. 5. To carry on the business of lending money as loan or financial assistance, make investments in securities or projects or business of other nature, accept money from others, to act as merchant bankers, investors lenders occupiers, installers, to draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, and other negotiable instruments, subjects to approval of Reserve Bank of India. 6. To purchase, acquire take on lease or in exchange or in any other lawful manner make investment in Property and to turn the same in to account, develop the same and dispose off or maintain the same and to create Land Banks and to build townships, commercial complex, or other buildings or conveniences thereon and to equip the same or any part there of with all or any amenities or conveniences and to deal with the same in any manner what so ever and to carry on the business as planners, designers, architects, engineers, promoters, consultants, advisors, interior decorators, real estate agents in all the matters connected with real estate and building construction and to promote, manage and administer co-operatives, groups housing societies for buying, maintain and developing lands, building, hereditament, facilities, amenities and to manage sell, allot lease out houses, apartments, flats, shops, offices to the shareholders, members, participants of such co-operatives, groups, societies or to any other person on their behalf and to invest the fund of the Company in Securities, Shares, Government Securities, Commodities and Derivatives from time to time in the ordinary courses of business.

Amount of Share Capital of Our Company And Capital Structure: Authorized Share Capital of ₹725 Lacs divided into 72,50,000 equity shares of Face Value of ₹10 each; ssued, Subscribed and paid-up Capital Prior to the issue is ₹ 500 Lacs divided into 50,00,000 equity shares of Face Value of ₹ 10. Proposed Post Issue Paid-up Capital: ₹ 685 Lacs divided into 68,50,000 equity shares of ₹ 10 each.

Liability of Members as per MoA: The Liability of the members of the Company is limited. Signatories to MoA and AoA:

Original Signatories		Current Promoters	
Name	No. of Shares	Name	No. of Shares
Mr. Om Prakash Agarwal	20,100	Mr. Om Prakash Agarwal	9,08,100
Mr. Ashok Kumar Goyal	20,000	Mr. Ashok Kumar Goyal	8,70,000
Mr. Satish Kumar Goyal	20,000	Mr. Satish Kumar Goyal	8,70,000
Mr. Moon Goyal	1,000		
Mrs. Kusum Agarwal	4,000		
Mr. Kailash Chand	1,000		
Mrs Heera Devi	1 000		

REGISTRAR TO THE ISSUE

BIGSHARE SERVICES PRIVATE LIMITED

LEAD MANAGER TO THE ISSUE **4** Hem Securities

HEM SECURITIES LIMITED 203, Jaipur Tower, M.I. Road, Jaipur -302 001. Rajasthan, India.

Tel No: +91 - 141 - 2378 608 / 2363 278 Fax No: +91 - 141 - 5101 757 Email: ib@hemonline.com: Website: www.hemonline.com

Investor Grievance Email: redressal@hemonline.com SEBI Registration No: INM000010981 Contact Person: Ms. Vinita Gupta

E2 Ansa Industrial Estate. Sakivihar Road Sakinaka, Andheri East, Mumbai- 400072 Tel: +91 22 40430200 Fax: +91 22 28475207

Email: ashok@bigshareonline.com Website: www.bigshareonline.com SEBI Registration No.: INR000001385 Contact Person: Mr. Ashok Shetty

COMPANY SECRETARY AND COMPLIANCE OFFICER Mrs. Swapnia Gupta 8/16 A, Seth Gali, Agra - 282003,

Uttar Pradesh, India Tel: +91-0562-3059117: Fax: +91-0562-4044990: Email: cs@onchainsltd.com: Website: www.opchainsltd.com

Issue related problems, such as non-receipt of letters of allotment, credit of allotted Equity Shares in the respective beneficiary accounts and refund orders, etc. AVAILABILITY OF PROSPECTUS: Investors should note that investment in Equity Shares involves a high degree of risk and investors are advised to refer to the Prospectus and the Risk Factors contained therein, before applying in the issue. Full copy of the Prospectus is available at the website of SEBI at www.sebi.gov.in; the

Investors can contact the Compliance Officer or

the Registrar in case of any pre-Issue or post-

website of Stock Exchange at www.bseindia.com, the website of Lead Manager at www.hemonline.com and website of the company www.opchainsltd.com AVAILABILITY OF APPLICATION FORM: Application forms can be obtained from the Issuer Company: O. P. CHAINS LIMITED, Lead Manager HEM SECURITIES LIMITED and Collection Centers of the Bankers to the issue: ICICI Bank Limited Application Forms can also be obtained from the Stock Exchange. The list of SCSBs is available on the website of SEBI at www.sebi.gov.in and website of Stock Exchange at www.bseindia.com. Application forms can also be downloaded from the website

APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA): Investors may apply through the ASBA process. ASBA can be availed by all the investors. Non-Retail investors have to compulsorily apply through ASBA. The investors are required to fill the ASBA form and submit the same to their banks. The SCSB will block the amount in the account as per the authority contained in ASBA form. On allotment, amount will be unblocked and account will be debited only to the extent required to be paid for allotment of shares. Hence, there will be no need of refund. The ASBA application forms can also be downloaded from the website of BSE Limited. ASBA forms can be obtained from the list of banks that is available on website of SEBI at www.sebi.gov.in and website of Stock Exchange at www.bseindia.com.

For more details on the ASBA process, please refer to the details given in application forms and abridged prospectus and also please refer to the section "Issue

BANKER TO THE ISSUE AND ESCROW COLLECTION BANK / REFUND BANKER: ICICI Bank Limited

The Reserve Bank of India has issued standard operating procedure in terms of paragraph 2(a) of RBI circular number DPSS.CO.CHD.No./133/04.07.05/2013-14 dated July 16, 2013, detailing the procedure for processing CTS 2010 and Non-CTS 2010 instruments in the three CTS grid locations. As per this circular, processing of non-CTS cheques shall be done only one day of the week. SEBI Circular No. CIR/CFD/DIL/3/2010 dated April 22, 2010 fixes the time between issue closure and listing at 12 days. In order to enable compliance with the above timelines, investors are advised to use CTS cheques or use ASBA facility to make payment. Investors using non CTS cheques are cautioned that applications accompanied by such cheques are liable to be rejected due to any clearing delays beyond 6 working days from the

> For O. P. CHAINS LIMITED On behalf of Board of Directors

Mr. Om Prakash Agarwal **Managing Director**

Place : Agra

0. P. Chains Limited is proposing, subject to market conditions, public issue of its Equity Shares and has filed to Prospectus with the Registrar of Companies, Uttar Pradesh, Kanpur, Prospectus is available on the website of SEBI at www.sebi.gov.in, the website of the Lead Manager at www.hemonline.com the website of SME Platform of BSE Limited ("BSE") at www. bseindia.com and website of the company www.opchainsltd.com Investors should note that investment in equity shares involves a high degree of risk. For details Investors should refer to and rely on the Prospectus including the section titled "Risk Factors" page 12 of the Prospectus, which has been filed with ROC. The Equity Shares have not been and will not be registered under the US Securities Act (the "Securities Act") or any state securities law in United States and may not be issued or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in the Regulations under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to the registration requirements of the Securities Act of 1933