DETAILED PUBLIC STATEMENT FOR ATTENTION OF EQUITY SHAREHOLDERS OF LLOYDS STEEL INDUSTRIES LIMITED

Registered Office: Trade World, C Wing, 16th Floor, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013

IN TERMS OF REGULATION 13(4) READ WITH REGULATION 14 AND REGULATION 15(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS. 2011

Open Offer for acquisition of up to 27,15,74,809 Equity Shares of Lloyds Steel Industries Limited ("Target Company"/ "LSIL") by Ultimate Logistics Solutions Private Limited ("ULSPL" or "Acquirer 1") and Metallurgical Engineering And "LSIL") by Utimate Logistics Solutions Private Limited ("ULSPL" of "Acquirer 1") and Metalurgical Engineering And Equipments Limited (*formerly known as Siddharth Holdings Private Limited*) ("MEEL" or "Acquirer 2 and Acquirer 2 are together referred to as "Acquirers") along with Ushdev International Limited as person acting in concert ("PAC") with the Acquirers to the Eligible Shareholders (as defined in paragraph Eii. below) of the Target Company pursuant to and in accordance with regulation 3(1) and regulation 4 of the Securities and Exchange Board Of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, as amended. ("SEBI (SAST) Regulations, 2011").

This Detailed Public Statement ("DPS") is being issued by Centrum Capital Limited ("Manager to the Offer") on behalf of Acquirers and PAC, in compliance with regulation 13(4) read with regulation 14 and regulation 15(2) of the SEBI (SAST) Regulations, 2011 pursuant to the Public Announcement filed on July 14, 2012 ("PA") with the Bombay Stock Exchange Limited ("BSE"), the National Stock Exchange of India Limited ("NSE"), and filed on July 16, 2012 with the Securities and Exchange Board of India ("SEBI") and the Target Company at its registered office, in terms of regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011.

For the purposes of this DPS, the following terms would have the meanings assigned to them below:

- "Open Offer"/"Offer" shall mean the offer made by the Acquirers and PAC for the acquisition of 26% of the Emerging Voting Capital (as defined below) of the Target Company, as of the tenth working day from the closure of the tendering period of the Open Offer, under the SEBI (SAST) Regulations, 2011.
- "Emerging Voting Capital" means fully paid-up capital of 104,45,18,493 equity shares of ₹ 10/- each of the Target Company being the capital post allotment of 38,00,00,000 equity shares to the Acquirers on preferential allotment basis. (ii)
- (iii) "Equity Shares"/"Shares" means fully paid up equity shares of ₹ 10/- each of the Target Company carrying voting rights, and includes any security which entitles the holder thereof to exercise voting rights.
- (iv) "Existing Promoters" means promoter and promoter group of the Target Company, excluding the Acquirers and includes individuals/bodies corporate, forming part of the Promoters and Promoter Group as per clause 35 of the listing agreement i.e. Stree Global Tradefin Limited, Trump Investments Limited, Renu R Gupta, Rajesh R Gupta, Chitralekha R Gupta, Abha M Gupta and Mukesh R Gupta.
- (v) "Investment Agreement"/"IA" means an agreement dated July 14, 2012 entered between the Acquirers, Target Company and Existing Promoters.
- (vi) "Preferential Allotment" means issue and allotment of upto 38,00,00,000 Equity Shares on preferential allotment basis to the Acquirers in accordance with the provisions of section 81(1A) of the Companies Act, 1956 read with Chapter VII (Preferential Issue) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 approved by the shareholders of the Target Company *vide* their special resolution in the extra ordinary general meeting of the Target Company process.

ACQUIRERS, PAC, TARGET COMPANY AND OFFER

Ultimate Logistics Solutions Private Limited ("ULSPL" or "Acquirer 1") A

- Ultimate Logistics Solutions Private Limited was incorporated on July 10, 2007 under the Companies Act, 1956 with the Registrar of Companies, Mumbai, as a private limited company. The registered office of ULSPL is situated at 530, Nav Vyapar Bhavan, 49, P. D'Mello Road, Mumbai – 400 009,
- Tel: +91-22-66361316, Fax: +91-22-66361317. ULSPL is a private limited company and its shares are not listed or traded on any stock exchange
- ULSPL has currently started the business of air, road and water transport for the purpose of carrying goods, passengers inland and overseas and to enter in to contract, agreements, MOU, JV arrangements or such other contract in India and abroad on the basis of built own lease transfer, built own operate transfer, built own operate and such other method and commission agent.
- Mr. Anuj R Miglani and Mr. Ankit Miglani are the main promoters of the ULSPL
- The promoters of Acquirer 1 and Acquirer 2 are co-promoters of Uttam Galva Steels Limited and promoters of Uttam Galva Metallics Limited. PAC will co-operate with the Acquirers by providing financial support to the Acquirers to acquire the Equity Shares
- vii. ULSPL currently holds 8,15,00,000 Equity Shares and will acquire 31,00,00,000 Equity Shares through Preferential Allotment. Further, in terms of the IA, ULSPL & MEEL will have the control over the Target Company on completion of the Open Offer. Additionally, Uttam Galva Steels Limited and Uttam Galva Metallics Limited have business relationship with the Target Company. data of this DDC

iii.	The shareholding pattern of ULSPL as on the date of this DPS are given below:							
	Sr. No.	Name of the Shareholders	No. of shares	% to total shareholding				
	1	Promoters	10,000	100.00				
	a.	Mr. Anuj R Miglani	5,000	50.00				
	b.	Mr. Ankit Miglani	5,000	50.00				
	2	Promoter Group	-	-				
	3 Public - FII/ Mutual-Funds/ FIs/ Banks		-	-				
	4 Public - Others		-	-				
		Total Paid up Capital	10,000	100.00				

ix. The present directors of ULSPL are Mr. Anuj R Miglani and Mr. Ankit Miglani

- ULSPL has not been prohibited by SEBI from dealing in securities, in terms of any directions issued under section 11B or any other regulations made under the Securities and Exchange Board of India Act, 1992 ("SEBI Act").
- xi. The key financial information of ULSPL based on the audited financial statements for the financial year ended March 31, 2010, 2011 and 2012 are as follo (Amount in Lakhs except share price data)

	(Finount in Lukiis CAC	cpi snarc price da			
Financial Year ended March 31					
2010	2011	2012			
0.00	0.00	0.00			
(0.10)	(0.13)	(0.20)			

Total Revenue	0.00	0.00	0.00
Net Income	(0.10)	(0.13)	(0.20)
EPS (in ₹)	(0.99)	(1.32)	(2.01)
Net worth /Shareholders' Funds	0.70	0.57	0.37

(Source-Annual Reports of ULSPL for FY 2010, 2011 and 2012)

Particulars

xii. As on the date of this DPS, ULSPL holds 8,15,00,000 Equity Shares. Pursuant to the Preferential Allotment approved by the shareholders on July 14, 2012, the shareholding of ULSPL will increase up to 39,15,00,000 Equity Shares constituting 37.48% of the Emerging Voting Capital of the Target Company.

Metallurgical Engineering and Equipments Limited ("MEEL" or "Acquirer 2") В.

- Metallurgical Engineering and Equipments Limited was incorporated as Siddharth Holdings Private Limited on December 24, 1981 under the Companies Act, 1956 with the Registrar of Companies, Mumbai, as a private limited company. The name of MELL was changed to Metallurgical Engineering and Equipments Private Limited *vide* fresh incorporation certificate dated March 22, 2012. The name was subsequently changed to Metallurgical Engineering and Equipments Limited upon conversion into public limited company *vide* fresh incorporation certificate dated March 22, 2012. The registered office of MEEL is situated at 530, Nav Vyapar Bhavan, 49, P. D'Mello Road, Mumbai - 400 009, Tel: +91-22-66361316, Fax: +91-22-66361317.
- MEEL is a public limited company and its shares are not listed or traded on any stock exchange
- MEEL has currently started the business of trading in all kinds of machinery and other equipment such as vessel, tank, filter, air drawing plants, intercoolers, heat recovery system, power equipments, erw steel tubes, iron and steel, metal (ferrous and non ferrous), steel alloys, scrap, pipe, wire drawing of any metal and commission agent.
- Mr. Anui R Miglani and Mr. Ankit Miglani are the main promoters of MEEL. The promoters of Acquirer 1 and Acquirer 2 are co-promoters of Uttam Galva Steels Limited and promoters of
- Uttam Galva Metallics Limited. PAC will co-operate with the Acquirers by providing financial support to the Acquirers to acquire the Equity Shares.
- MEEL currently holds 8, 15,00,000 Equity Shares and will acquire 7,00,00,000 Equity Shares through Preferential Allotment. Further, in terms of the IA, ULSPL & MEEL will have the control over the Target Company on completion of the Open Offer. Additionally, Uttam Galva Steels Limited and Uttam Galva Metallics Limited have business relationship with the Target Company

viii. The shareholding pattern of MEEL as on the date of this DPS are given below

I. The shareholding patient of WEEL as on the date of this DFS are given below.							
Sr. No.	Name of the Shareholders	No. of shares	% to total shareholding				
1 Promoters		49,994	99.988				
a. Mr. Ankit Miglani		49,994	99.988				
2 Promoter Group		-	-				
3	Public - FII/Mutual-Funds/FIs/Banks	-	-				
4	Public - Others	6	0.012				
a. Mr. Rolph Sequira b. Mr. Sunil Dodani		1	0.002				
		1	0.002				
C.	Mr. Ram Gaud	1	0.002				
	Sr. No. 1 a. 2 3 4 a. b.	Sr. No. Name of the Shareholders 1 Promoters a. Mr. Ankit Miglani 2 Promoter Group 3 Public - FII/Mutual-Funds/FIs/Banks 4 Public - Others a. Mr. Rolph Sequira b. Mr. Sunil Dodani	Promoters 49,994 a. Mr. Ankit Miglani 49,994 2 Promoter Group - 3 Public - FII/Mutual-Funds/FIs/Banks - 4 Public - FII/Mutual-Funds/FIs/Banks 6 a. Mr. Rolph Sequira 1 b. Mr. Sunil Dodani 1				

- Ushdev will co-operate with the Acquirers by providing financial support to the Acquirers to acquire the Equity Shares and will not have the control over the Target Company on completion of the Open Offer. xi. As on date, Ushdev does not hold Equity Shares and will not acquire Equity Shares through the Open Offer.
- xii. D. Lloyds Steel Industries Limited ("LSIL" or "Target Company")
- Lloyds Steel Industries Limited was incorporated as a private company under the Companies Act, 1956 with the Registrar of Companies, Mumbai under the name and style of Gupta Tubes and Pipes Private Limited on April 27, 1970. The name was subsequently changed to Lloyds Steel Industries Private Limited vide a fresh certificate of incorporatior dated September 10, 1985.
- LSIL was converted to a public company by resolution dated April 28, 1986, and its name was changed to Lloyds Steel Industries Limited with effect from June 3, 1986. The Corporate Identification Number of the Target Company is L27100/H1970PLC014621.
- The registered office of LSIL is situated at Trade World, C Wing, 16th Floor, Kamala City, Senapati Bapat Marg, Lower Parel (W), Mumbai 400 013, Tel: +91-22-30418111, Fax: +91-22-30418260.
- The Target Company is in the business of manufacturing of steel and capital equipment and in execution of turnkey
- The Target Company is in the business of manufacturing of steel and capital equipment and in execution of turnkey projects. It has an engineering plant at Murbad, Thane and a steel manufacturing plant at Wardha, Maharashtra. The authorised share capital of LSIL is ₹2,000.00 crores comprising of 150,00,00,000 Equity Shares and 50,00,00,000 Preference Shares of ₹10/- each. The issued, subscribed & fully paid-up capital of LSIL is ₹902.12 crores comprising of 66,45,18,493 Equity Shares of ₹10/- each fully paid up, 27,14,451 equity shares forfeited (amount originally paid up) and 23,62,75,420 redeemable preference shares of ₹10/- each fully paid up. The Emerging Voting Capital of the Target Company post preferential allotment shall be ₹1044.52 crores divided into 1,04,45,18,493 Equity Shares of the face value of ₹10 each.
- As per the shareholding pattern for quarter ending June 30, 2012, the Target Company does not have any partly paid Equity Shares. There are no outstanding warrants or options or similar instruments, convertible into Equity Shares at a later stage. There are 41,12,90,510 Equity Share subject to lock-in obligations which include 16,30,00,000 Equity Shares held by the Acquirers.
- The shares of the Target Company are presently listed on BSE with Scrip Code: 500254; Scrip ID: LLOYDSTEEL and NSE with Scrip Symbol: LLOYDSTEEL.
- Based on the information available on BSE and NSE, the Equity Shares are frequently traded on both BSE and the NSE (within the meaning of definition of "frequently traded shares") under clause (i) of sub-regulation (1) of regulation 2 of
- the SEBI (SAST) Regulations, 2011) and is most frequently traded on NSE. The present directors of LSIL are Mr. Mukesh R. Gupta, Mr. Rajesh R. Gupta, Mr. B.L. Agarwal, Mr. K.A. Krishna Rao, ix. Mr. B.L. Khanna, Mr. R.K. Bansal, Mr. U.N. Challu, Mr. Ashok Tandon and Mr. Manash Chakraborty. There are no Directors on the Board of Directors of the Target Company representing the Acquirers or the PAC.
- The key financial information of the Target Company based on the audited financial statements for the financial year ended March 31, 2010, June 30, 2011 and March 31, 2012 are as follows:

(Amount in Lakhs except per share data) Particulars Financial Year Ended Financial Year Ended Financial Year Ended March 31, 2010 June 30, 2011 March 31, 2012* Total Revenue 2,90,319.15 4,12,710.37 3,89,163.30 Net Income (7,808.09) (13,967.13) (7,345.46) EPS (in ₹) (3.65) (4.46) (1.75) (28,737.13) (29,908.51) Net worth/Shareholders' Funds 8.179.53

FinancialYear (2010-2011) of the Target Company was extended by three months and consequently contained I finalizardar (2019-2017) of the Target Company was extended by timee from a nonsequency contained 15 months, which ended an June 30, 2011. In order to realign financial year ending in March 2012, the Target Company closed the financial year with a period of 9 months i.e. from July 1, 2011 to March 31, 2012. Source: Annual Reports of the Target Company for FY 2010, 2011 and 2012)

Details of the Offer:

- The Acquirers are making an Open Offer to acquire up to 27, 15,74,809 Equity Shares representing 26% of the Emerging Voting Capital of the Target Company (*Offer Size*) at a price of ₹ 11.65 per fully paid up Equity Share (hereinafter referred to as "Offer Price*) payable in cash, subject to the terms and conditions set out in the PA, this DPS and the Letter of Offer, that will be sent to the shareholders of the Target Company.
- This Offer is being made to all equity shareholders except the Acquirers, PAC and Existing Promoters ("Eligible Shareholder"). iii
- The Offer is subject to the compliance of the terms and conditions as mentioned under the IA dated July 14, 2012 including but not limited to the unconditional approval of the Competition Commission of India (*CCI*), the approval of BSE and NSE (together referred to as "Stock Exchanges") for listing of the Equity Shares to be allotted under the Preferential Allotment, amendment of the Articles of Association of the Target Company incorporating the salient terms of the Articles of association of the Target Company incorporating the salient terms of the Articles of Association of the Target Company incorporating the salient terms. of the IA, receipt of various approvals and consents etc. In terms of regulation 23(3) of the SEB (SAST) Regulations, 2011, in the event any of such condition precedents and other conditions enumerated in the IA are not satisfactorily complied with within the time specified in the IA, the Offer would stand withdrawn. In the event of withdrawal, a public announcement will be made in the same newspapers in which this DPS has been published and such public announcement will also be sent to SEBI, the Stock Exchanges and the registered office of the Target Company. The Acquirers are in the process of filing an application with CCI seeking unconditional approval for the Preferential
- iv. Includer a data of the Open Offer. The Target Company has applied to the lenders of the Target Company for their approval for the Preferential Allotment and the change in control and management of the Target Company and applied to other third parties for requisite approvals.
- This Offer is not conditional on any minimum level of acceptance by the equity shareholders of the Target Company The Acquirers will acquire all the Equity Shares that are validly tendered as per terms of the Offer upto a maximum of 27,15,74,809 Equity Shares constituting 26% of the Emerging Voting Capital of the Target Company post Preferential Allotment to the Acquirers.
- The Acquirers held 16,30,00,000 Equity Shares in the Target Company prior to the Preferential Allotment.
- Neither the Acquirers nor their directors have acquired any shares of Target Company during the 12 months period prior vii. to the date of this DPS, save and except those allocated to the Acquirers on March 17, 2012 and to be acquired pursuant to the Preferential Allotment and terms of the IA.
- This is not a competitive bid. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition viii of Equity Shares.
- The Equity Shares will be acquired by the Acquirers 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 Manager to the Offer, Centrum Capital Limited does not hold any Equity Shares in the Target Company as at the date of this DPS. The Manager to the Offer further declares and undertakes that they will not deal on their own account
- in the Equity Shares during the Offer Period. The Acquirers have entered into an IA dated July 14, 2012 with the Target Company and the Existing Promoters. xi.
- The salient features of the IA are as follows: xii.
- Pursuant to the issue and allotment of the Equity Shares under the Preferential Allotment and the Open Offer, the Acquirers will also acquire majority voting rights in the Target Company and will appoint directors on the Board which coupled with the resignation of some of the existing non-independent directors, will result in a change in control of the Target Company;
- Pursuant to the aforesaid and subject to the provisions contained in the SEBI (SAST) Regulations, 2011, the Acquirers will be designed as "Promoters" of the Target Company and the Existing Promoters shall company and the Existing Promoters and the second strain of the second strain of the SEBI (SAST) Regulations, 2011 (unless otherwise directed by SEBI or the Stock Exchanges) cease to have any control over the affairs of the Target Company and will also cease to be "Promoters" or "co-promoters" or "persons-acting-in-concert" of the Target Company or part of the "promoter group";
- The Existing Promoters are also bound by certain non-compete and non-solicitation obligations for a term of five (5) years. No additional or separate consideration as control premium or as non-compete fees or otherwise, is being paid for the non-compete and non-solicitation obligation of the Existing Promoters.
- The IA also contains customary provisions including certain covenants transfer restriction of the shares of the Existing Promoters such as restriction on transfer to competitor, right of first refusal in favour of the Acquirers, tag along and drag along rights to the Acquirers, covenants, representations, warranties and related indemnity obligations of the Existing Promoters.
- The IA also contains a provision for certain reserved matter rights to the Acquirers. The IA enumerates certain actions such as selling or disposition or encumbering assets/properties, shutting down of an existing business, commencement of any new line of business, change in the issued, subscribed or paid up equity or preference share capital of the Target Company, re-organization of the share capital, etc. by the Target Company which will require the consent of the
- The Target Company and the Existing Promoters are required to obtain all authorizations, approvals and consents required in connection with the execution, delivery and performance of the IA, the consummation of the Transaction (the Preferential Allotment and the Open Offer) and the amendment to the charter documents of the Target Company. ignificant assets of th

2 calenda	lized trading turnover in the Equity Sha r months prior to the month of PA (July 0'	1, 2011 to June 30, 201	12) is as given below:			
Stock Exchang	Total number of Equity Shares traded during 12 calendar months prior to the month of PA	Weighted average number of Equity Shares	Annualised Tradin Turnover as % of weig average number of Equit	ghted		
BSE	67,680,916 481,201,673 14.06					
ISE	86,719,600	481,201,673	18.02			
sed on the BSE of regulate Offer P	ww.bseindia.com, www.nseindia.com) e information available on the websites c and the NSE (within the meaning of defin ation 2 of the SEBI (SAST) Regulations, 2 rice of ₹11.65 per Equity Share is justified, ighest of the following:	nition "frequently trade 2011 and is most freque	d shares") under clause (j) sub ently traded on NSE).	o-regulation		
 (a) The price at which equity shares allotted to the Acquirers on preferential basis attracting the obligations to make a public announcement of an Open Offer (b) The volume-weighted average price paid or payable for acquisition whether by the Acquirers or 						
by ar of PA	ny person acting in concert with them, du	rring 52 weeks immedi	ately preceding the date	₹10.50		
	highest price paid or payable for any acq on acting in concert with them, during 26			₹11.65		
1) The days maxi NSE	volume-weighted average market price of immediately preceding the date of public mum volume of trading in the shares of th during such period) e parameters considered and presented i	of such shares for a pe c announcement as tra he Target Company is	riod of sixty trading ided on NSE (As the recorded on	₹9.13		
In the event of acquisition of Equity Shares by the Acquirers and/or PAC 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, 2011. However, it shall not be acquiring any Equity Shares after the third working day prior to the commencement of the tendering period and until the expiry of the tendering period. If the Acquirers and/or PAC acquire Equity Shares during the period of 26 weeks after the tendering period at a price higher than the Offer Price, then the Acquirers shall pay the difference between the highest acquisition price and 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 SEII (SAST) Regulations, 2011 or pursuant to SEBI (Oelisting of Equity Shares) Regulations, 000, 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 Offer Price or Offer Size. In case of any revision in the Offer Price or 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 funding requirement for the Offer Price of ₹11.65 per Equity Share is ₹316,38,46,525 (Rupees Three Hundred and Sixteen Crores Thirty Eight Lakhs Forty Six Thousand and Five Hundred and Twenty Five only) (hereinafter referred to as " Offer Consideration ").						
acquisition of the Equity Shares under the Offer, in terms of regulation 25(1) of the SEBI (SAST) Regulations, 2011. The Acquirers, the Manager to the Offer and ICICI Bank Limited, a banking corporation incorporated under the laws of India, have entered into an escrow agreement dated July 16, 2012 for the purpose of the Offer (the "Escrow Agreement") in accordance with regulation 17 of the SEBI (SAST) Regulations, 2011. Pursuant to the Escrow Agreement") in accordance with regulation 17 of the SEBI (SAST) Regulations, 2011. Pursuant to the Escrow Agreement the Acquirers deposited cash of an amount of ₹3.17 corres (being in excess of 1% of the Offer (Consideration) in an escrow account opened with ICICI Bank Limited. Further, Ratharkar Bank, on behalf of the Acquirers have timished a bank guarantees aggregating to an amount of ₹8.0 corres in favor of Manager to the Offer ("Bank Guarantee") which is in excess of 25% of the Offer Consideration. The Manager to the Offer has been duly authorised to realize the value of the aforesaid Bank Guarantee in terms of the SEBI (SAST) Regulations, 2011. The Bank Guarantee is valid upto January 17, 2013. The Acquirers undertake that in case the offer process is not completed within the validity of Bank Guarantee, then the Bank Guarantee will be further extended at least upto 30 th day from the date of completion of payment of Offer Consideration. The Acquirers have authorized the Manager to the Offer to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 2011. The Acquirers have arranged the funds required for meeting its obligation in the Open Offer from its own resources and/ or from the financial support extended by PAC.						
In rom the infance support exercised by PAC: If C Sunit Todarwal, Membership no 32512, partner of Todarwal & Todarwal, Chartered Accountants having its office at 12, Maker Bhavan No. 3, 1 st Floor, 21, New Marine Lines, Mumbai - 400 020, Tel: +91-22-22068264, Fax: +91-22-22069345, has vide its letter dated July 18, 2012 certified that the Acquirers and PAC have sufficient esources to make the fund requirement for fulfilling all the obligations under the Offer. Based on the above and in the light of the escrow arrangement, the Manager to the Offer is satisfied that firm arrangements						
nave been put in place by the &cquirers and PAC to fulfill their obligations through verifiable means in relation to the Offer in accordance with the SEBI (SAST) Regulations, 2011. STATUTORY AND OTHER APPROVALS The Offer is subject to the Acquirers obtaining necessary approvals from CCI. To best of the knowledge and belief of the Acquirers, as on the date of this DPS, there are no other statutory approvals equired to implement the Offer other than those mentioned above. If any other statutory approvals are required or become applicable prior to completion of the Offer, the Offer would also be subject to the receipt of such other statutory.						
equired and he Acquire e Offer in t ill be mad case of d ayment of	The Acquirers and PAC will not proceed erefused in terms of regulation 23 of the 5 rs and PAC, in terms of regulation 23 of the he event the statutory approvals indicated al e within 2 working days of such withdraw elay in receipt of any statutory approval(s consideration to the shareholders of the T e Acquirers agreeing to pay interest for th	SEBI (SAST) Regulations EBI (SAST) Regulations bove are refused. In the al, in the same newspa s), SEBI has the power arget Company who ha	ons, 2011. s, 2011, will have a right not to p event of withdrawal, a public anr apers in which this DPS has a to grant extension of time to A	roceed with nouncemen ppeared .cquirers for		

- payment or consueration to the shareholders or the larget Company who have accepted the Offer within such period, subject to the Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of regulation 18(11) of the SEBI (SAST) Regulations, 2011. However, if the delay occurs on account of willful default or neglect or inaction or non-action by the Acquirers in obtaining the requisite approvals, regulation 17(9) of the SEBI (SAST) Regulations, 2011 will also become applicable and the amount held in the Escrow Account shall become liable to forfeiture. The Offer is subject to the compliance of the terms and conditions as mentioned under the IA including but not limited to
- condition precedents as stated in IA. If the same are not satisfactorily complied with, the Offer would stand withdraw VII. MISCELLANEOUS

MISCELLANEOUS Asset Reconstruction Company (India) Limited ("ARCIL"), one of the lender and the shareholder of the Target Company has moved before the Bombay High Court alleging that the Target Company has breached the provisions of the letter of intent for restructuring of the debt by agreeing to allot the Equity Shares to the Acquirers. The Bombay High Court had passed an ad-interim order, asking parties to move to the regular court and algo instructed the Target Company not to implement the EGM resolution (*passed on July* 14, 2012) until July 17, 2012. Subsequently, the relief sought by ARCIL was rejected by the Bombay High Court and ARCIL has filed an Appeal seeking for an early circulation and directing the matter to be listed.

VIII. TENTATIVE SCHEDULE OF ACTIVITY

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Day and Date
Saturday, July 14, 2012
Friday, July 20, 2012
Friday, July 27, 2012
Friday, August 10, 2012
Thursday, August 23, 2012
Thursday, August 30, 2012
Friday, August 31, 2012
Monday, September 3, 2012
Wednesday, September 5, 2012
Thursday, September 6, 2012
Thursday, September 20, 2012
Friday, October 05, 2012
Friday, October 12, 2012

	Total Paid up Capital	50,000	100.000
f.	Mr. Gurusharan Singh Sawhney	1	0.002
e.	Mr. Raghvendra Agrawal	1	0.002
a.	Mr. B Handa	I	0.002

ix. The present directors of MEEL are Mr. Anui R Miglani, Mr. Ankit Miglani and Mr. Rolph Segueria.

- x. MEEL has not been prohibited by SEBI from dealing in securities, in terms of any directions issued under section 11B or any other regulations made under the SEBI Act.
- xi. The key financial information of the MEEL based on the audited financial statements for the financial year ended March 31, 2010, 2011 and 2012 are as follows:

	xcept share price data)		
Particulars	Fi	nancial Year ended Mar	ch 31
	2010	2011	2012
Total Revenue	0.00	0.00	0.00
Net Income	(0.50)	(0.47)	(0.16)
EPS (in ₹)	(1.00)	(0.95)	(0.33)
Net worth/Shareholders' Funds	(2.64)	(3.11)	(3.28)
Share Application Money	24.50	25.00	25.00

(Source-Annual Reports of MEEL for FY 2010, 2011 and 2012)
xii. As on the date of this DPS, MEEL holds 8, 15,00,000 Equity Shares. Pursuant to the Preferential Allotment approved by the shareholders of the Target Company on July 14, 2012, the shareholding of MEEL will increase to 15, 15, 00,000 Equity Shares constituting 14,51% of the Emerging Voting Capital of the Target Company.

C. Ushdev International Limited ("Ushdev" or "PAC")

Ushdev International was incorporated on May 18, 1994 under the Companies Act, 1956 as Ushdev Trade & Finvest Limited with the Registrar of Companies, Mumbai. The name was changed to Ushdev International Limited vide fresh incorporation certificate dated July 23, 1996.

- The registered office of Ushdev is situated at 6th Floor, New Harileela House, Mint Road, Mumbai 400 001, Tel: +91-22-22672450, Fax: +91-22-22821416.
- Ushdev is a public limited company and its shares are listed and traded on BSE iii
- The core activities of Ushdev are trading of metals & power generation through windmills. Trading segment consists of metals, such as steel, zinc, copper and its raw materials and by-products traded by Ushdev. iv.
- PAC is part of the Ushdev group. Ms. Suman Gupta, Ms. Natasha Gupta and Mr. Prateek Gupta are the main promoters of Ushdev

vi. The shareholding pattern of Ushdev as on the March 31, 2012 is given below:

Sr. No.	Name of the Shareholders	No. of shares	% to total shareholding	
1	Promoters	72,15,081	24.52	
a.	Ms. Suman Gupta	30,40,226	10.33	
b.	Ms. Natasha Gupta	36,19,600	12.30	
C.	Mr. Prateek Gupta	5,55,255	1.89	
2	Promoter Group	88,77,370	30.17	
a.	Moment Candles Pvt. Ltd.	14,06,570	4.78 13.17	
b.	Ushdev Commercial Services Pvt. Ltd.	38,75,000		
C.	Ushdev Power Ltd.	15,10,600	5.13	
d.	Vijay Gupta HUF	20,85,200	7.09	
3	Public - FII/Mutual-Funds/FIs/Banks	17,72,628	6.02	
4	Public - Others	1,15,60,721	39.29	
a.	Ms. Chhaya Gadhia	18,15,716	6.17	
b.	Mr. Sanjeev Gupta	16,01,950	5.44	
C.	Others	81,43,055	27.67	
	Total Paid up Capital	2,94,25,800	100.00	

vii. The present directors of Ushdev are Ms. Suman Gupta, Mr. Prateek Gupta, Mr. Vinay Kamat, Mr. Narayan Hegde, Suresh Lakhiani and Mr. Vijay Kumar Gupta.

viii. Ushdev has business relationship with the Target Company, Uttam Galva Steels Limited and Uttam Galva Metallics Limited.

Ushdev has not been prohibited by SEBI from dealing in securities, in terms of any directions issued under section 11B or any other regulations made under the SEBI Act.

The key financial information of the Ushdev based on the audited consolidated financial statements for the financial year ended March 31, 2010, 2011 and 2012 are as follows:

(Amount in Lakhs except share price data)

Financial Year ended March 31				
2010	2011	2012		
1,74,944.55	3,29,035.55	5,86,078.96		
2,692.90	4,374.36	7,234.04		
9.71	14.87	24.58		
9.71	14.87	21.53		
26,810.23	30,244.66	38,542.74		
0.00	0.00	13,271.00		
	2010 1,74,944.55 2,692.90 9.71 9.71 26,810.23	2010 2011 1,74,944.55 3,29,035.55 2,692.90 4,374.36 9,71 14.87 9,71 14.87 26,810.23 30,244.66 0.00 0.00		

(Source-Annual Reports of Ushdev for FY 2010, 2011 and 2012)

The Acquirers do not hav any plans to a lease, encumbrance or otherwise for a period of two years except in the ordinary course of business of the Target Company. LSIL'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 provisions 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, 2011

Regulations, 2011. The acquisition of Equity Shares under the Offer (assuming full acceptance) may result in public shareholding in LSIL being reduced below the minimum level required as per the listing agreement entered into by the Target Company with the BSE and NSE (the "Listing Agreements"). Accordingly, the Acquirers undertake that they shall take necessary steps to facilitate compliance of the Target Company with the relevant provisions of the Listing Agreements and notification of the Central Government dated June 4, 2010 amending the Securities Contracts (Regulation) Rules, 1957 within the time stinulated therein

BACKGROUND TO THE OFFER

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- The Acquirers to this Open Offer i.e. Ultimate Logistics Solutions Private Limited and Metallurgical Engineering and Equipments Limited (formerly known as Siddharth Holdings Private Limited) were allotted 8,15,00,000 Equity Shares each aggregating to 16,30,00,000 Equity Shares constituting 24.53% of the existing equity capital of the Target Company pursuant to preferential allotment approved by the shareholders in the extra ordinary general meeting held on March 01 2012
- The shareholders of the Target Company have passed a special resolution pursuant to the provisions of Section 81(1A) the statistication of the Cargonian and the passed are special resolution paradam to the provision of applicable laws, if any, for issue and allotment of 38,00,00,000 Equity Shares at a price of ₹ 10/- per Equity Share constituting 36.38% of the post preferential issued and subscribed Equity Shares of the Target Company i.e 1,04,45,18,493 Equity Shares of ₹ 10/- each.
- The total consideration payable by the Acquirers for the Preferential Allotment shall be ₹380.00 crores. The consideration shall be paid in cash by the Acquirers.
- Consequent to the Preferential Allotment, the post preferential shareholding & voting rights of the Acquirers will be 54,30,00,000 Equity Shares constituting 51.99% of Emerging Voting Capital. Pursuant to Preferential Allotment and execution of IA, the Acquirers shall hold the majority of the Equity Shares in the Target Company and will have control over the management and affairs of Target Company.
- This mandatory Open Offer is being made by the Acquirers in compliance with regulations 3(1), 4 and other applicable provisions of SEBI (SAST) Regulations, 2011.
- The main object of this acquisition is to acquire the control over the management and affairs of the Target Company. The Acquirers will continue the existing business of the Target Company and review the operations of the Target Company on completion of the Open Offer. The Acquirers may, as permitted by applicable law and in accordance with the procedures of the Target Company, rationalise or restructure the existing business activities in line with overall group objectives. Promoters of the Acquirers are co-promoters of Uttam Galva Steels Limited and promoters of Uttam Galva Metallics Limited which has business synergies with the Target Company. The Acquirers intend to explore various opportunities to maximize this business synergies.

SHAREHOLDING AND ACQUISITION DETAILS

The present and proposed shareholding of the Acquirers and PAC in Target Company and the details of their acquisition are as follows:

Details	Acquirer	1	Acquire	er 2	PAC		Total	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Shareholding as on the PA date	8,15,00,000	12.26*	8,15,00,000	12.26*	-	-	16,30,00,000	24.53*
Shares to be acquired after the PA date pursuant to Preferential Allotment	31,00,00,000	29.68	7,00,00,000	6.70	-	-	38,00,00,000	36.38
Shareholding Post Preferential Allotment	39,15,00,000	37.48	15,15,00,000	14.51	-	-	54,30,00,000	51.99
Shares to be acquired in the Open Offer**	-	-	-	-	-	-	27,15,74,800	26.00
Post Offer shareholding [#] (On Diluted basis, as on 10 th working day after closing of tendering period)	-	-	-	-	-	-	81,45,74,809	77.99

* As a percentage of Pre-Preferential Allotment

**Assuming full acceptance under the Offer. The bifurcation of Equity Shares to be acquired in the Offer by Acquirer 1 and Acquirer 2 will be available after the Offer. Hence, their individual holding after the Offer cannot be ascertained at this date.

 $^{\prime}$ PAC will not be acquiring the Equity Shares in the Open Offer and hence will not be holding any Equity Shares post Open Offei

IV. OFFER PRICE

The Equity Shares are listed on BSE and NSE. The trading in the Equity Shares has not been suspended from the Stock Exchanges

"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 (except the Acquirers, PAC and Existing Promoters) are eligible to participate in the Offer any time before the closure of the Offer.

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

- All Eligible Shareholders holding Equity Shares, regardless of whether she/he held Equity Shares on the Identified Date, or has not received the Letter of Offer, is entitled to participate in the Open Offer. Letters of Offer will be dispatched to all the Eligible Shareholders of LSIL, whose names appear in its Register of Members on August 23, 2012, the Identified Operations of LSIL. the Identified Date
- Persons who have acquired the Equity Shares but whose names do not appear in the register of members of the Persons who have acquired in a Equity Share's but whose hames do not appear in the register or members of the Target Company on the Identified Date or unregistered owners or those who have acquired the Equity Shares after the Identified Date or those who have not received the Letter of Offer, may also participate in this Offer by submitting an application on a plain paper giving details regarding their shareholding and confirming their consent to participate in this Offer as per the terms and conditions of this Offer. The application is to be sent to Big Share Services Private Ltd ("Registrar to the Offer") at the address mentioned below so as to reach the Registrar to the Offer on or before September 20, 2012 (i.e. the date of closing of the tendering period), together with:
- In the case of shares held in physical form, the name, address, number of shares held, number of shares offered, distinctive numbers and folio number together with the original share certificate/s and valid transfer deeds; or
- In the case of shares held in dematerialized form, Depository Participant ("DP") name, DP ID, beneficiary account number together with photocopy or counterfoil of the delivery instruction slip in "off-market" mode duly acknowledged by the DP for transferring the Equity Shares as per the instructions given below:

DP Name	HDFC Bank Limited
DP ID	IN301549
Client ID	35927633
Account Name	BSPL ESCROW A/C LSL Open Offer
Depository	NSDL

Such shareholders may download (a) the Letter of Offer from the SEBI website (http://www.sebi.gov.in) or (b) obtain a copy of Letter of Offer by writing to the Registrar to the Offer or Manager to the Offer superscribing the envelope "Lloyds Steel Industries Limited -Open Offer" with suitable documentary evidence of ownership of Equity Shares. C.

DETAILED PROCEDURE FOR TENDERING THE SHARES IN THE OFFER WILL BE AVAILABLE IN THE LETTER Х. OF OFFER.

XI. OTHER INFORMATION

- Pursuant to regulation 12 of the SEBI (SAST) Regulations, 2011, the Acquirers and PAC have appointed Centrum Capital Limited as the Manager to the Offer.
- The Acquirers and the PAC, along with its respective board of directors, accept full responsibility for the information contained in this DPS and PA and also for the obligations of the Acquirers and PAC as laid down in SEBI (SAST) Regulations, 2011.

The PA, DPS and Letter of Offer will also be available on SEBI's website (www.sebi.gov.in) and on the website of Manager to the Offer (www.centrum.co.in).

Manager to the Offer	Registrar to the Offer	Registrar to the Offer	
C .(N T R U M	8 	<u>B</u>	
Centrum Capital Limited Centrum House, CST Road, Vidyanagari N Kalina, Santacruz (E), Mumbai - 400 098 Tei: +91-22-42159000 Fax: +91-22-42159707 SEBI Registration No. INM 000010445 Contact Person: Ns. Amandeep Sidhu Email: Isil.openoffer@centrum.co.in		Il Estate, Sakivihar Road, ast), Mumbai - 400 072 7 INR 000001385 falla S	
ISSUED BY MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRERS AND PAC			
Sd/- Ultimate Logistics Solutions Private Limited	Sd/- Metallurgical Engineering and Equipments Limited	Sd/- Ushdev International Limited	
Place: Mumbai		Date: July 19, 2012	