

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

**FOR THE ATTENTION OF THE SHAREHOLDERS OF LLYODS STEEL INDUSTRIES LIMITED**

Open offer for acquisition of upto 27,15,74,809 equity shares of Rs. 10 each of Lloyds Steel Industries Limited ("Target Company") from Shareholders of the Target Company by Ultimate Logistics Solutions Private Limited ("ULSPL" or "Acquirer 1") and Metallurgical Engineering and Equipments Limited (formerly known as Siddharth Holdings Private Limited) ("MEEL" or "Acquirer 2") (Acquirer 1 and Acquirer 2 are together referred to as "Acquirers") along with Ushdev International Limited (hereinafter referred to as persons acting in concert ("PAC")) 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 ("Regulations")

1) **Definitions**

- a) "**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. Shree Global Tradefin Limited, Trump Investments Limited, Renu R Gupta, Rajesh R Gupta, Chitralekha R Gupta, Abha M Gupta and Mukesh R Gupta.
- b) "**Emerging Voting Capital**" paid-up capital of 104,45,18,493 equity shares of Rs. 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.
- c) "**Open Offer/Offer**" shall mean the offer made by the Acquirers to the shareholders of Target Company for the acquisition of at least 26% of the Emerging Voting Capital as of the tenth working day from closure of the tendering period of the Open Offer, under the Regulations

2) **Offer details**

- a) **Size:** Upto 27,15,74,809 equity shares representing 26% of the Emerging Voting Capital (as defined below) of the Target Company post Preferential Issue. The offer size is in accordance with regulation 7(1) of the Regulations.
- b) **Price/consideration:** An offer price of Rs. 11.65 (*Rupees Eleven and Sixty Five Paise only*) per equity share of Rs.10 (*Rupees Ten only*) each of the Target Company (hereinafter referred to as "**Offer Price**") will be offered for the equity shares tendered in the Offer. Assuming full acceptance the total consideration payable by the Acquirers will be Rs. 316,38,46,525 (*Rupees Three Hundred and Sixteen Crores Thirty Eight Lakhs Forty Six Thousand Five Hundred and Twenty Five Only*) (hereinafter referred to as "**Offer Consideration**").
- c) **Mode of payment:** The Offer Price will be paid in cash, in accordance with the regulation 9(1)(a) of the Regulations.
- d) **Type of offer:** Triggered offer

As on the date preceding the date of this public announcement ("**PA**"), the Acquirers hold 16,30,00,000 equity shares of the Target Company constituting, 24.53% of the paid-up capital of the Target Company.

The shareholders of the Target Company have approved for issue and allotment, *vide* its special resolution pursuant to the provisions of Section 81(1A) of the Companies Act, 1956 and all other provisions as applicable in its Extra-ordinary General Meeting held on July 14, 2012 ("**EGM**"), of upto 31,00,00,000 equity shares to ULSPL and upto 7,00,00,000 equity shares to MEEL, in aggregate 38,00,00,000 equity shares of Rs. 10 each constituting 36.38% of the Emerging Voting Capital of the Target Company.

The Acquirers, the Target Company and the Existing Promoters of the Target Company have also executed an Investment Agreement dated July 14, 2012 ("**Investment Agreement**"), wherein the parties to the Investment Agreement have agreed that the Acquirers will be designated as "**Promoters**" of the Target Company and the Existing Promoters shall contemporaneously on completion of the Open Offer in terms of the Regulations (*unless otherwise directed by SEBI or the relevant stock exchanges, where the Target Company is listed*) 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 Offer is a Triggered Offer made under regulation 3(1) and regulation 4 read with Regulation 13(2)(g) of the Regulations.

Consequent upon issue and allotment to the Acquirers, of the 38,00,00,000 equity shares of the Target Company, on a preferential allotment basis, the shareholding & voting rights of the Acquirers will, on aggregate basis be 54,30,00,000 equity shares constituting 51.99% of the post Preferential Issue capital of 1,04,45,18,493 equity shares of Rs. 10 (Rupees ten only) each of the Target Company ("**Emerging Voting Capital**"). Pursuant to proposed issue of equity shares on a preferential basis as a result of which the Acquirers will, post the preferential issue, acquire majority voting rights of the Target Company and also due to the change in control and change in the Promoters of the Target Company upon completion of the Open Offer process, this mandatory Open Offer is being made by the Acquirers in compliance with regulation 3(1), regulation 4 and other applicable provisions of Regulations.

### 3) Transaction which has triggered the open offer obligations (Underlying Transaction)

Details of underlying transaction						
Type of Transaction	Mode of Transaction (Agreement/ Allotment/ market purchase)	Shares / Voting rights acquired/ proposed to be acquired		Total Consideration for shares /VRs acquired (Rs. in Crores)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% vis a vis total Equity / voting Capital			
Direct	Proposed allotment of Equity Shares on preferential basis as approved in the EGM and change of control in terms of Investment Agreement as explained in point 2 (d) above.	38,00,00,000	36.38%*	380.00	Cash	3(1) and 4 of Regulations

\*Calculated as percentage of Emerging Voting Capital

### 4) Acquirer(s) / PAC

Details	Acquirer 1	Acquirer 2	PAC	Total (Number and %)
Name of Acquirer(s)/PAC(s)	Ultimate Logistics Solutions Private Limited	Metallurgical Engineering and Equipments Limited (Formerly known as Siddharth Holding Private Limited)	Ushdev International Limited	-
Address	530, Nav Vyapar Bhavan, 49, P. D'Mello Road,	530, Nav Vyapar Bhavan, 49, P. D'Mello Road,	6th Floor, New Harileela House, Mint Road, Fort,	-

Details	Acquirer 1	Acquirer 2	PAC	Total (Number and %)
	Mumbai – 400009 Tel.: 022-66361316, Fax: 022-66361317	Mumbai – 400009 Tel.:022-66361316, Fax: 022-66361317	Mumbai – 400001 Tel:022-22672450 Fax:022-22671931	
Name(s) of promoters of Acquirers/ PACs where Acquirers/ PAC are companies	Mr. Anuj R Miglani and Mr. Ankit Miglani	Mr. Anuj R Miglani and Mr. Ankit Miglani	Ms. Suman Gupta, Ms. Natasha Gupta and Mr. Prateek Gupta	-
Name of the Group, if any, to which the Acquirer/PAC belongs to	Miglani Family (co-promoter of Uttam Galva Steels Limited and promoters of Uttam Galva Metallica Limited)	Miglani Family (co-promoter of Uttam Galva Steels Limited and promoters of Uttam Galva Metallica Limited)	Ushdev Group	-
Pre Transaction shareholding • Number • % of total share capital	8,15,00,000 12.26%	8,15,00,000 12.26%	Nil	16,30,00,000 24.53%
Proposed shareholding after the acquisition of shares which triggered the Open Offer • Number • % of total share capital (Emerging Voting Capital)	39,15,00,000 37.48%	15,15,00,000 14.51%	Nil	54,30,00,000 51.99%
Any other interest in the TC	Acquirer 1 is a current shareholder of the Target Company. The Target Company has business associations with the Uttam Galva Steels Limited and Uttam Galva Metallica Limited.	Acquirer 2 is a current shareholder of the Target Company. The Target Company has business associations with the Uttam Galva Steels Limited and Uttam Galva Metallica Limited.	PAC is co-operating with Acquirers for completing the open offer and has business relationship with Target Company.	-

5) **Details of selling shareholders**

Not applicable

6) **Target Company**

- a) **Name:** Lloyds Steel Industries Limited. The Target Company has registered office at Trade World, C Wing, 16th Floor, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.
- b) **Exchanges where listed:** Listed on Bombay Stock Exchange (Scrip Code: 500254) and National Stock Exchange (Scrip Symbol: "LLOYDSTEEL")

7) **Other details**

- a) The details of the Open Offer would be published in the newspapers vide a Detailed Public Statement on or before July 20, 2012 in compliance with regulation 13(4) of the Regulations.

- b) The Acquirers and PAC have given an undertaking that they are aware of and will comply with their obligations under the Regulations. The Acquirers and PAC have adequate financial resources to meet the Offer obligations and have made firm financial arrangements for financing the acquisition of the Equity Shares under the Offer, in terms of regulation 25(1) under the Regulations.
- c) This Offer is not conditional upon any minimum level of acceptance in terms of regulation 19(1) of the Regulations and is not a competitive bid in terms of regulation 20 of the Regulations.

**Issued by Manager to the Offer on behalf of the Acquirers and PAC**



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Email ID: [lsil.openoffer@centrum.co.in](mailto:lsil.openoffer@centrum.co.in)  
Contact Person: Ms. Amandeep Sidhu

**Place:** Mumbai

**Date:** July 14, 2012