POST OPEN OFFER REPORT

IN RESPECT OF OPEN OFFER MADE BY ULTIMATE LOGISTICS SOLUTIONS PRIVATE LIMITED AND METALLURGICAL ENGINEERING AND EQUIPMENTS LIMITED ALONG WITH USHDEV INTERNATIONAL LIMITED TO ACQUIRE SHARES OF LLOYDS STEEL INDUSTRIES LIMITED

A. Names of the parties involved

1	Target Company (TC)	Lloyds Steel Industries Limited
2	Acquirers	Ultimate Logistics Solutions Private Limited and Metallurgical Engineering and Equipments Limited
3	Persons acting in concert with Acquirers (PAC)	Ushdev International Limited
4	Manager to the Open Offer	Centrum Capital Limited
5	Registrar to the Open Offer	Bigshare Services Private Limited

B. Details of the Offer

The Offer is a mandatory offer and is being made under regulation 3(1) and regulation 4 of SEBI (SAST) Regulations, 2011 ("**SAST Regulations**") for substantial acquisition of shares and voting rights accompanied with change in control and management of TC.

The Offer is neither conditional, voluntary nor a competing offer.

C. Activity Schedule

Sr. No.	Activity	Due date as specified in SAST Regulations	Actual Dates**
1	Date of Public Announcement (PA)	July 14, 2012	July 14, 2012
2	Date of Publication of Detailed Public Statement (DPS)	July 20, 2012	July 20, 2012
3	Date of filing of Draft Letter of Offer (LOF) with SEBI	July 27, 2012	July 27, 2012
4	Date of sending a copy of draft LOF to the TC and concerned stock exchanges (SE)	July 27, 2012	July 27, 2012
5	Date of receipt of SEBI Comments	August 21, 2012	October 8, 2012
6	Date of dispatch of LOF to shareholders / custodian in case of Depositary Receipts	October 17, 2012	October 16, 2012
7	Dates of price revisions / offer revisions (if any)	October 18, 2012	Not applicable as there was no price revision
8	Date of publication of recommendation by the independent directors of the TC	October 19, 2012	October 16, 2012
9	Date of issuing the offer opening advertisement	October 22, 2012	October 22, 2012
10	Date of commencement of the tendering period	October 25, 2012	October 23, 2012
11	Date of expiry of the tendering period	November 7, 2012	November 7, 2012
12	Date of making payments to shareholders / return of rejected shares	November 23, 2012	November 23, 2012

** There is no delay by the Acquirers beyond the dates specified in the SAST Regulations

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D. Details of payment consideration in the open offer

(Value in Rs. Lakhs)

Sl. No.	Item Details	Details
1	**Offer Price** for fully paid shares of TC (Rs. per share)	11.65
2	**Offer Price** for partly paid shares of TC, if any	Not Applicable
3	**Offer Size** (no. of shares x offer price per share)	7,744.02
4	**Mode of payment of consideration** (cash or shares or secured listed debt instruments or convertible debt securities or combination)	Cash
5	**If mode of payment is other than cash, i.e. through shares / debt or convertibles:**	Not Applicable
a	**Details of offered security** • Nature of the security (shares or debt or convertibles) • Name of the company whose securities have been offered • Salient features of the security	--
b	**Swap Ratio** (ratio indicating the number of securities of the offeree company vis-à-vis shares of TC)	--

E. Details of market price of shares of TC

1. The shares of TC have been most frequently traded during 12 calendar months period prior to PA on National Stock Exchange. The volume of trading relative to total outstanding shares of TC is 0.13 times.

2. Details of Market Price of the shares of TC at the aforesaid Stock Exchange:

Sr. no.	Particulars	Date	Opening Price (Rs.)	Closing Price (Rs.)
1	1 trading day prior to the PA date	13-Jul-12	10.10	10.05
2	On the date of PA	14-Jul-12	No Trading	No Trading
3	On the date publication of Detailed Public Statement	20-Jul-12	11.10	11.05
4	On the date of commencement of tendering period	23-Oct-12	11.55	11.50
5	On the date of expiry of the tendering period	7-Nov-12	11.00	11.90
6	10 working days after last date of tendering period	23-Nov-12	11.75	12.00

(Source: www.nseindia.com)

Sr. no.	Particulars	Average Price (Rs.)
1	Average market price during the tendering period *(viz. Average of the volume weighted market prices for all the days)*	11.50
2	Average of weekly high and low of the closing prices of the shares during the period from date of PA till the closure of the offer	11.08

(Source: www.nseindia.com)

F. Details of escrow arrangements

1. Details of creation of Escrow Account is as under:

	Date of creation	Amount (Rs Lakhs)	Form of escrow account
Escrow	July 17, 2012	317.00	Cash – 1% of the total proposed consideration was deposited in the escrow account
	July 18, 2012	8,000.00	Bank Guarantee

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2. Details of such part of escrow, which is in form of cash:
   i. Name of the Bank: ICICI Bank
   ii. Details of release of escrow account:

Release of escrow account		
Purpose	**Date**	**Amount (Rs Lakhs)**
Transfer to Special Escrow Account	November 16, 2012	285.30
Amount released to Acquirer • Upon withdrawal of Offer • Any other purpose (to be clearly specified)* • Other entities on forfeiture	 -- -- --	 -- -- --

**Apart from closure*

3. Details of such part of escrow, which consists of Bank Guarantee:

Name of Bank	Amount of Bank Guarantee (BG)	Date of creation	Validity period	Date of Release	Purpose of release
Ratnakar Bank	Rs. 8,000 lakhs	July 18, 2012	January 17, 2013	Will be after December 23, 2012	As per SAST Regulations, BG shall be valid upto 30 days from the date of payment consideration to shareholders i.e December 23, 2012.

G. Details of response to the Open offer

Shares proposed to be acquired		**Shares tendered**		**Response level (no of times)**	**Shares accepted**		**Shares rejected**	
No	**% to total diluted share capital of TC***	**No.**	**% w.r.t (A)**	**(C) / (A)**		**% w.r.t (C)**	**No = (C) - (E)**	**Reasons**
(A)	**(B)**	**(C)**	**(D)**	**(E)**	**(F)**	**(G)**	**(H)**	**(I)**
271,574,809	26%	66,558,681	24.51	0.25	66,472,232	99.87	86,449	a) Signature difference b) Transfer deed not enclosed /filled c) Application received but shares not credited in escrow account

*Diluted capital includes proposed preferential allotment of 380,000,000 shares to the Acquirers.

H. Payment of Consideration

Due date for paying consideration to shareholders whose shares have been accepted	**Actual date of payment of consideration**	**Reasons for delay beyond the due date**
November 23, 2012	November 23, 2012	Nil

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- **Special Escrow Account - LSIL OPEN OFFER SPECIAL RUPEE ACCOUNT**
- **Name of the Bank – ICICI Bank**
- Details of the manner in which consideration (where consideration has been paid in cash), has been paid to shareholders whose shares have been accepted:

Mode of paying the consideration	No. of Shareholders	Amount of Consideration (Rs lakhs)
Physical mode	410	42.36
Electronic mode (NEFT / direct transfer / RTGS)	878	7,701.66

I. Pre and post offer shareholding of the Acquirers and PAC in TC

	Acquirers and PAC	No of shares	% of total share capital of TC as on closure of tendering period*
1	Shareholding before PA	163,000,000	24.53
2	Shares acquired by way of an agreement, if any*	--	--
3	Shares acquired after the PA but before 3 working days prior to commencement of tendering period. - Through market purchases - Through negotiated deals/ off market deals	--	--
4	Shares acquired in the open offer	66,472,232	10.00
5	Shares acquired during exempted 21-day period after offer (if applicable)	-	-
6	Post – offer shareholding*	229,472,232	34.53

**Does not include proposed preferential allotment of 380,000,000 shares to the Acquirers.*

J. Further details, as under, regarding the acquisitions mentioned at points 3, 4 & 5 of the above table:

1	Name(s) of the entity who acquired the shares	Ultimate Logistics Solutions Private Limited (ULSPL) and Metallurgical Engineering and Equipments Limited (MEEL)
2	Whether disclosure about the above entity(s) was given in the LOF as either Acquirer or PAC.	Yes
3	No of shares acquired per entity	a) 34,334,763 shares acquired by MEEL. b) 32,137,469 shares acquired by ULSPL
4	Purchase price per share	Rs. 11.65/-
5	Mode of acquisition	Cash
6	Date of acquisition	November 30, 2012
7	Name of the Seller in case identifiable	Not applicable

K. Pre and post shareholding pattern of the Target Company

Shareholding in a TC					
	Class of entities	Pre- offer		Post offer (actuals)*	
		No.	%	No.	%
1	Acquirers PACs	163,000,000 Nil	24.53 Nil	229,472,232 Nil	34.53 Nil

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Shareholding in a TC					
	Class of entities	Pre- offer		Post offer (actuals)*	
		No.	%	No.	%
2	Erstwhile Promoters (persons who cease to be promoters pursuant to the Offer)	240,169,259	36.14	240,169,259	36.14
3	Continuing Promoters	Nil	Nil	Nil	Nil
4	Sellers if not in 1 and 2	Nil	Nil	Nil	Nil
5	Other Public Shareholders	261,349,234	39.33	194,877,002	29.33
	TOTAL	664,518,493	100.00	664,518,493	100.00

**Does not include proposed preferential allotment of 380,000,000 shares to the Acquirers.*

L. Details of Public Shareholding in TC

1	Indicate the minimum public shareholding the TC is required to maintain for continuous listing	166,129,624 25.00	number of shares % *
2	Indicate the actual public shareholding and if it has fallen below the minimum public shareholding limit, delineate steps which will be taken in accordance with the disclosures given in LOF	435,046,261 65.47	number of shares %*

**Does not include proposed preferential allotment of 380,000,000 shares to the Acquirers.*

M. Other relevant information, if any – Nil

Signature of Manager to the Offer
For Centrum Capital Limited

CENTRUM CAPITAL LIMITED MUMBAI

Maulik Sanghavi
Vice President

Date: December 3, 2012
Place: Mumbai