

PUBLIC ANNOUNCEMENT UNDER REGULATION 3 (1), REGULATION 4 READ WITH REGULATION 15 (1) AND REGULATION 13 (2) (G) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF

M/S AKASHDEEP METAL INDUSTRIES LIMITED

("AMIL"/"TARGET COMPANY"/"TC")

(Corporate Identification No. L28998DL1983PLC017150)

Registered Office: 100, Vaishali, Pitampura, Delhi, Delhi-110 088;

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CASH OFFER FOR ACQUISITION OF EQUITY SHARES FROM SHAREHOLDERS

OPEN OFFER FOR ACQUISITION OF 22,10,682 (TWENTY TWO LACS TEN THOUSAND SIX HUNDRED EIGHTY TWO ONLY) FULLY PAID UP EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH ("EQUITY SHARES") CONSTITUTING 26 % OF THE EMERGING EQUITY AND VOTING SHARE CAPITAL (*AS DEFINED BELOW) OF AMIL, ON A FULLY DILUTED BASIS, FROM THE PUBLIC SHAREHOLDERS OF AMIL BY MR. RAJESH GUPTA (ACQUIRER-1) AND MR. PARVEEN GUPTA (ACQUIRER-2) (HEREINAFTER REFERRED TO AS "THE ACQUIRERS") ALONG WITH MR. YASH PAL GUPTA (PAC-1), MS. SUBHASH RANI (PAC-2), MS. REKHA GUPTA (PAC-3), MS. SUMAN GUPTA (PAC-4), MS. SAROJ GUPTA (PAC-5), MR. SAURABH GUPTA (PAC-6), MR. SACHIN GUPTA (PAC-7), M/S RAJESH KUMAR HUF (PAC-8), MR. AGAM GUPTA (PAC-9), MR. ROHIN GUPTA (PAC-10), M/S. PRAVEEN GUPTA HUF (PAC-11), MR. RACHIT GUPTA (PAC-12), M/S. YASH PAL HUF (PAC-13), M/S. SHARE INDIA COMMODITY BROKERS PVT. LTD. (PAC-14) M/S. SACHIN GUPTA HUF (PAC-15), M/S. RACHIT GUPTA HUF (PAC-16), MS. PRACHI GUPTA (PAC-17), M/S. SAURABH GUPTA HUF (PAC-18), M/S. ROHIN GUPTA HUF (PAC-19), MS. PRERNA GUPTA (PAC-20), MS. SONAM GUPTA (PAC-21), MS. TRIPTI GUPTA (PAC-22) AND M/S. GOPAL DAS GUPTA HUF (PAC-23) (HEREINAFTER COLLECTIVELY REFERRED TO AS "THE PACs")

DEFINITIONS:

"Equity Shares" means the fully paid up equity shares of Target Company of face value of Rs. 10 (Rupees Ten Only) each.

"Existing Share & Voting Capital" means paid up share capital of the Target Company prior to Proposed preferential issue i.e. Rs. 3,09,85,000 divided into 30,98,500 Equity Shares of Rs. 10 Each.

"Emerging Voting Capital" means 85,02,621 fully paid up equity shares of the face value of Rs. 10/- each of the Target Company being the capital post allotment of 54,04,121 equity shares to the Acquirers and PACs on preferential basis.

"Proposed Preferential Issue" means the proposed preferential allotment as approved by Board of Directors of the Target Company at their Board Meeting held on 28th August, 2017 subject to approval of members and other regulatory approvals of 54,04,121 Equity Shares of face value of Rs. 10 each at a premium of Rs. 20.50 per Equity Share to the shareholders of Selling Company against acquisition of 100% holding of Selling Company.

"Selling Company" means the Anmol Financial Services Limited promoted by Acquirers and PACs.

Parveen Gupta

1. OFFER DETAILS

- **Offer Size:** This Open Offer is being made by the Acquirers and PACs for acquisition of 22,10,682 fully paid up Equity Shares of Rs. 10/- Each constituting 26.00% of the emerging equity and voting share capital of the Target Company.
- **Offer Price:** An offer price of Rs. 30.50/- (Rupees Thirty and Fifty Paise Only) per fully paid up Equity Share (hereinafter referred to as the "Offer Price") will be offered for the equity shares tendered during the tendering period assuming full acceptance, the total consideration payable by the Acquirers and PACs, will be Rs. 6,74,25,801.00 (Rupees Six Crores Seventy Four Lacs Twenty Five Thousand Eight Hundred One Only.)
- **Mode of Payment:** The entire consideration will be paid in cash, in accordance with the provisions of Regulation 9 (1) (a) of SEBI (Substantial Acquisition of Shares and Takeovers), Regulations, 2011 (Regulations).
- **Type of Offer (Triggered offer, Voluntary offer/competing offer etc):** The Offer is a Triggered Offer made under Regulation 3 (1) and 4 of SEBI (Substantial Acquisition of Shares and Takeovers), Regulations, 2011 pursuant to the approval of Board of Directors of Target Company to issue Equity Shares to the Acquirers and PACs and the execution of the Share Purchase Agreement dated 28th August, 2017 ("the SPA") entered in to between Acquirer-1 and M/s. D M International Pvt. Ltd, Mr. Surendra Kumar Jain, Deepak Kumar Jain, Kavita Jain, Manoj Kumar Jain, Nidhi Jain, Chandra Bhan Agarwal, Meera Rani Agarwal, Kapil Agarwal, and Nitin Agarwal for acquiring 7,84,970 Equity Shares ("Sale Shares") of Rs. 10 each at a price of Rs. 15 each per Equity Share ("the Negotiated Price") aggregating to Rs. 117.75 Lacs representing 9.23% of Emerging Voting Capital of Target Company.

Consequent upon acquisition of Sale Shares and acquiring the shares pursuant to the preferential allotment, the post preferential shareholding of the Acquirers and PACs will be 61,89,091 equity shares constituting 72.79% of the emerging capital. Pursuant to proposed allotment, the Acquirers and PACs shall hold the majority of equity shares by virtue of which they shall be in a position to exercise control over management and affairs of the Target Company.

2. TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION):

Details of underlying transaction						
Type of Transaction (Direct/ Indirect)	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	Resolution passed at the meeting of Board of Directors of The Target Company held on 28 th August, 2017	54,04,121	63.56% of the emerging capital	16.48	Issue of Equity Shares of the Target Company to the Shareholders of	Regulation 3 (1) and 4 of SEBI (SAST) Regulations 2011

Ranveer Gupta

Details of underlying transaction						
Type of Transaction (Direct/ Indirect)	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
	for issue of equity shares on preferential basis under section 62 of the Companies Act, 2013 and in terms of SEBI (ICDR) Regulations, 2009 subject to statutory approvals.				Selling company being the purchase consideration to be paid by Target Company for Acquisition of Selling Company	
Direct	Share Purchase Agreement (SPA)	7,84,970	9.23% of the emerging capital	1.18	Cash to the Current Promoter and Promoter group of the Target Company	Regulation 3 (1) and 4 of SEBI (SAST) Regulations 2011

3. ACQUIRERS / PACs:

Name of Acquirers / PACs	Address	Name(s) of persons in control/promoters of acquirers/ PAC where Acquirers/PAC are companies	Name of the Group, if any, to which the Acquirer/PAC belongs to	Pre Transaction Shareholding Number and % of Total Present Share Capital	Proposed shareholding after acquisition of shares which triggered open offer Number and % of Total Emerging Capital	Any other interest in the Target Company
Acquirers:						
Mr. Rajesh Gupta	25, Hargobind Encalve, Delhi-110 092	N.A.	N.A.	Nil (0.00%)	10,92,150 (12.84%)	N.A.
Mr. Parveen Gupta	179, Hargobind Encalve, Delhi-110 092	N.A.	N.A.	Nil (0.00%)	2,01,247 (2.37%)	N.A.
PACs						
Mr. Yash Pal Gupta	306, Jagriti Encalve, Delhi-110 092	N.A.	N.A.	Nil (0.00%)	6,27,308 (7.38%)	N.A.
Ms. Subhash Rani	25, Hargobind Encalve, Delhi-	N.A.	N.A.	Nil (0.00%)	1,52,181 (1.79%)	N.A.

Parveen Gupta

Name of Acquirers / PACs	Address	Name(s) of persons in control/promoters of acquirers/PAC where Acquirers/PAC are companies	Name of the Group, if any, to which the Acquirer/PAC belongs to	Pre Transaction Shareholding Number and % of Total Present Share Capital	Proposed shareholding after acquisition of shares which triggered open offer Number and % of Total Emerging Capital	Any other interest in the Target Company
	110 092					
Ms. Rekha Gupta	25, Hargobind Encalve, Delhi-110 092	N.A.	N.A.	Nil (0.00%)	5,98,476 (7.04%)	N.A.
Ms. Suman Gupta	179, Hargobind Encalve, Delhi-110 092	N.A.	N.A.	Nil (0.00%)	5,78,969 (6.81%)	N.A.
Ms. Saroj Gupta	306, Jagriti Encalve, Delhi-110 092	N.A.	N.A.	Nil (0.00%)	6,00,923 (7.07%)	N.A.
Mr. Saurabh Gupta	179, Hargobind Encalve, Delhi-110 092	N.A.	N.A.	Nil (0.00%)	3,53,074 (4.15%)	N.A.
Mr. Sachin Gupta	306, Jagriti Encalve, Delhi-110 092	N.A.	N.A.	Nil (0.00%)	1,09,207 (1.28%)	N.A.
M/s. Rajesh Kumar HUF	179, Hargobind Encalve, Delhi-110 092	N.A.	N.A.	Nil (0.00%)	5,38,025 (6.33%)	N.A.
Mr. Agam Gupta	25, Hargobind Encalve, Delhi-110 092	N.A.	N.A.	Nil (0.00%)	70,625 (0.83%)	N.A.
Mr. Rohin Gupta	179, Hargobind Encalve, Delhi-110 092	N.A.	N.A.	Nil (0.00%)	50,337 (0.59%)	N.A.
M/s. Parveen Gupta HUF	25, Hargobind Encalve, Delhi-110 092	N.A.	N.A.	Nil (0.00%)	3,36,891 (3.96%)	N.A.
Mr. Rachit Gupta	25, Hargobind Encalve, Delhi-110 092	N.A.	N.A.	Nil (0.00%)	77,835 (0.92%)	N.A.

Parveen Gupta

Name of Acquirers / PACs	Address	Name(s) of persons in control/promoters of acquirers/PAC where Acquirers/PAC are companies	Name of the Group, if any, to which the Acquirer/PAC belongs to	Pre Transaction Shareholding Number and % of Total Present Share Capital	Proposed shareholding after acquisition of shares which triggered open offer Number and % of Total Emerging Capital	Any other interest in the Target Company
M/s. Yash Pal HUF	306, Jagriti Encalve, Delhi-110 092	N.A.	N.A.	Nil (0.00%)	1,36,369 (1.60%)	N.A.
M/s. Share India Commodity Brokers Pvt. Ltd.	14, Dayanand Vihar, Delhi-110 092	Mr. Rajesh Gupta, Mr. Sachin Gupta and Mr. Mayank Saraf	N.A.	Nil (0.00%)	1,01,299 (1.19%)	N.A.
M/s. Sachin Gupta HUF	306, Jagriti Encalve, Delhi-110 092	N.A.	N.A.	Nil (0.00%)	1,48,804 (1.75%)	N.A.
M/s. Rachit Gupta HUF	25, Hargobind Encalve, Delhi-110 092	N.A.	N.A.	Nil (0.00%)	57,333 (0.67%)	N.A.
Ms. Prachi Gupta	25, Hargobind Encalve, Delhi-110 092	N.A.	N.A.	Nil (0.00%)	58,544 (0.69%)	N.A.
M/s. Saurabh Gupta HUF	179, Hargobind Encalve, Delhi-110 092	N.A.	N.A.	Nil (0.00%)	41,358 (0.49%)	N.A.
M/s. Rohin Gupta HUF	179, Hargobind Encalve, Delhi-110 092	N.A.	N.A.	Nil (0.00%)	45,410 (0.53%)	N.A.
Ms. Prerna Gupta	179, Hargobind Encalve, Delhi-110 092	N.A.	N.A.	Nil (0.00%)	39,076 (0.46%)	N.A.
Ms. Sonam Gupta	179, Hargobind Encalve, Delhi-110 092	N.A.	N.A.	Nil (0.00%)	57,672 (0.68%)	N.A.
Ms. Tripti Gupta	306, Jagriti Encalve, Delhi-110 092	N.A.	N.A.	Nil (0.00%)	65,670 (0.77%)	N.A.

Praveen Gupta

Name of Acquirers / PACs	Address	Name(s) of persons in control/promoters of acquirers/PAC where Acquirers/PAC are companies	Name of the Group, if any, to which the Acquirer/PAC belongs to	Pre Transaction Shareholding Number and % of Total Present Share Capital	Proposed shareholding after acquisition of shares which triggered open offer Number and % of Total Emerging Capital	Any other interest in the Target Company
M/s. Gopal Dass Gupta HUF	25, Hargobind Encalve, Delhi-110 092	N.A.	N.A.	Nil (0.00%)	50,308 (0.59%)	N.A.

Note: The present Equity Share Capital of the Target Company is Rs. 3,09,85,000/- comprising of 30,98,500 Equity Shares of Rs. 10/- Each. Post preferential issue, the equity share capital will increase to Rs. 8,50,26,210/- comprising of 85,02,621 Equity Shares of Rs. 10/- Each. The Allottes under preferential issue is intending to assume control over Target Company and hence Promoters' and Promoter's Group holding would be 61,89,091 Equity Shares i.e. 72.79% of the emerging capital.

4. DETAILS OF SELLING SHAREHOLDERS:

Name	Part of promoter group (Yes/ No)	Details of shares/ voting rights held by the selling shareholders			
		Pre Transaction		Post Transaction	
		Number	%*	Number	%*
M/s D M Internaional Private Limited	Yes	6,00,000	7.06	Nil	Nil
Mr. Surendra Kumar Jain	Yes	27,950	0.33	Nil	Nil
Mr. Deepak Kumar Jain	Yes	27,510	0.32	Nil	Nil
Ms. Kavita Jain	Yes	24,500	0.29	Nil	Nil
Mr. Manoj Kumar Jain	Yes	27,510	0.32	Nil	Nil
Ms. Nidhi Jain	Yes	24,500	0.29	Nil	Nil
Mr. Chandra Bhan Agarwal	Yes	13,000	0.15	Nil	Nil
Ms. Meera Rani Agarwal	Yes	10,000	0.12	Nil	Nil
Mr. Kapil Agarwal	Yes	20,000	0.24	Nil	Nil
Mr. Nitin Agarwal	Yes	10,000	0.12	Nil	Nil
TOTAL		7,84,970	9.23	Nil	Nil

* As a percentage of emerging equity and voting share capital of the Target Company.

Pooja Gupta

5. **TARGET COMPANY**

The Target Company i.e. Akashdeep Metal Industries Limited and having its present registered office at 100, Vaishali, Pitampura, Delhi, Delhi-110 088.

The shares of the Target Company are listed at BSE Limited ("BSE") having scrip code and id is 538778 and AKASHDEEP respectively. The Equity Shares of Target Company are frequently traded on BSE in terms of Regulation 2 (1) (j) of the Takeover Regulations.

6. **OTHER DETAILS**

- 6.1 This to inform to all the Shareholders of Target Company that the details of the open offer would be published shortly in the newspaper in terms of the provisions of Regulation 14 (3) of SEBI (SAST) Regulations, 2011 vide a Detailed Public Statement on or before 4th September, 2017.
- 6.2 The Acquirers and PACs undertake that they are aware and will comply with their obligations under the SEBI (SAST) Regulations, 2011 and have adequate financial resources to meet the Offer obligations.
- 6.3 This is not a Competitive Bid.

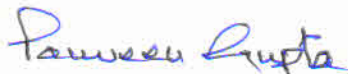
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On Behalf of Acquirers and PAC



Mr. Parveen Gupta

Place: Mumbai

Date: 28th August, 2017