

OFFER OPENING PUBLIC ANNOUNCEMENT UNDER REGULATION 18(7) OF SEBI (SAST) REGULATIONS, 2011, AS AMENDED, FOR THE ATTENTION OF THE SHAREHOLDERS OF **BHAGWANDAS METALS LIMITED**

(“BML” OR “TARGET COMPANY”)
CIN: L28931TN1982PLC009418

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This advertisement is being issued by Chartered Finance Management Limited (“**Manager to the Offer**”), on behalf of Ajay Narendrabhai Chaudhari (**Acquirer 1**), Ashish Jashwantbhai Desai (**Acquirer 2**) Mita Ashish Desai (**Acquirer 3**) and Ashishbhai Jashwantbhai Desai HUF (**Acquirer 4**) through its Karta, Ashish Jashwantbhai Desai (hereinafter collectively referred to as “**Acquirers**”), pursuant to Regulation 18 (7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“**Takeover Regulations**”) in respect of the open offer (“**Offer**”) to acquire up to **9,48,688** fully paid-up equity shares (“**Equity Shares**”), representing 26% of the total Share Capital of the Target Company. The Detailed Public Statement (“**DPS**”) was issued and published on February 08, 2018 with respect to the Offer in Business Standard - English (All Editions), Business Standard - Hindi (All Editions), Mumbai Lakshwadeep - Marathi (Mumbai Edition) and Makkal Kural – Tamil (Chennai Edition) (hereinafter collectively referred to as “**Published Newspapers**”). Subsequently, a Corrigendum to the DPS was published on Tuesday, April 17, 2018 in the Published Newspapers. Capitalised terms used but not defined herein shall have the meanings ascribed to such terms in the Letter of Offer (“**LoF**”) dated April 16, 2018.

- The Offer Price is ₹ 21/- (Rupees Twenty One Only) per fully paid up equity share (“Offer Price”). There has been no revision in the Offer Price.
 - The Committee of Independent Directors (“**IDC**”) of the Board of Directors of the Target Company have issued the following recommendation (relevant extract) on the Offer Price:
 - The IDC of the Target Company have perused the Public Announcement (PA), Detailed Public Statement (DPS), Letter of Offer (LOF) released by Chartered Finance Management Ltd., as Manager to the Open Offer, for and on behalf of Ajay Narendrabhai Chaudhari (**Acquirer 1**), Ashish Jashwantbhai Desai (**Acquirer 2**), Mita Ashish Desai (**Acquirer 3**) and Ashishbhai Jashwantbhai Desai HUF (**Acquirer 4**) through its Karta, Ashish Jashwantbhai Desai and the Valuation Report submitted by an Independent Chartered Accountant. Based on these documents, the IDC is of the opinion that the Offer price of ₹ 21/- offered by the Acquirers (being the highest price amongst the selective criteria) is in line with the regulation prescribed by SEBI under SEBI (SAST) Regulations, 2011 and prima facie appears to be justified.
 - The Offer price is the same per share as the price paid by the acquirers to Govind Prasad, Nand Kishore Sonthalia, Gita Agarwal and Bobby Sonthalia (Sellers) for their 52% shareholding (as on the date of the Share Purchase Agreement (“**SPA**”)) representing a controlling stake of the Target Company.
 - The Open Offer price of ₹ 21/- represents a premium of 33.42% over BML’s closing price on January 31, 2018, one day before the date of signing of the SPA. There was no trading on the date of signing the SPA.
 - All these factors make the Open Offer price fair.
 - The recommendation of the IDC was published in the Published Newspapers on April 19, 2018.
 - This Offer is not a competing offer in terms of Regulation 20 of the Takeover Regulations.
 - The LoF has been dispatched to all the Equity Shareholders of the Target Company on April 16, 2018.
 - The attention of the Equity Shareholders is invited to the fact that the LoF along with the Form of Acceptance-cum-Acknowledgement is also available on SEBI’s website, www.sebi.gov.in, and download the Form of Acceptance-cum-Acknowledgement from this website for applying in the Offer is one of the alternatives available. Further, in case of non-receipt / non-availability of the Form of Acceptance-cum-Acknowledgement, the application can be made on plain paper along with the following details:
 - In case of Equity Shares held in physical form: Shareholders holding Equity Shares in Physical Form may participate in the Offer by approaching their selling broker and providing the following details: Name, address, distinctive numbers, folio nos., number of Equity Shares tendered together with the original share certificate(s), valid transfer deed with the details of the Acquirer kept blank;
 - In case of Equity Shares held in dematerialized form: Shareholders who are holding shares in the demat form may approach their selling brokers indicating the details of the shares that they intend to tender in the Offer. The resident shareholders are not required to fill any form of Acceptance-cum-Acknowledgement. The non-residents may participate in the Offer by providing their details in a plain paper in writing signed by all shareholders stating names of all shareholders, address, Client ID Number, DP Name, DP ID number, number of shares tendered, investment status, (i.e. FDI or PIS route) enclosing all documents including statutory approvals, if any.
 - All observations received from SEBI vide letter ref. no. CFD/DCR/OW/2018/10491 dated April 04, 2018 in terms of Regulation 16(4) of the SEBI (SAST) Regulations, 2011, have been incorporated in the LOF.
 - Material change since the public announcement issued on February 1, 2018: There have been no other material changes in relation to the Offer, since the date of the public announcement on February 01, 2018, save as otherwise disclosed in the DPS and Corrigendum.
- As of the date of this LOF, to the best of the knowledge of the Acquirers, there are no statutory approvals required to implement the Offer. However, in case of any regulatory or statutory approval being required at a later date before the closure of the Offer, the Offer shall be subject to all such approvals and the Acquirers shall make the necessary applications for such approval.
- The Open Offer shall be implemented by using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016. The facility for acquisition of shares through Stock Exchange Mechanism pursuant to the Offer shall be available on the BSE, which shall be the Designated Stock Exchange, in the form of a separate window (“Acquisition Window”). For further details please refer to PARA VIII titled “Procedure for Acceptance and settlement of the offer” on Page 25 of the Letter of Offer.
 - The schedule of activities under this Offer is as follows:

Activity	Original Dates	Revised Dates
Public Announcement (PA)	01.02.2018, Thursday	01.02.2018, Thursday
Publication of DPS in the newspapers	08.02.2018, Thursday	08.02.2018, Thursday
Filing of the draft letter of offer with SEBI	16.02.2018, Friday	16.02.2018, Friday
Last date for a competitive bid	06.03.2018, Tuesday	06.03.2018, Tuesday
Last date for SEBI observations on draft letter of offer (in the event SEBI has not sought clarifications or additional information from the Manager to the Offer)	13.03.2018, Tuesday	05.04.2018, Thursday
Identified Date*	15.03.2018, Thursday	09.04.2018, Monday
Letter of Offer to be dispatched to Shareholders	22.03.2018, Thursday	16.04.2018, Monday
Last date for revising the Offer Price/ number of shares	26.03.2018, Monday	18.04.2018, Wednesday
Last date by which the committee of the independent directors of the Target Company shall give its recommendation	27.03.2018, Tuesday	19.04.2018, Thursday
Date of publication of Offer Opening Public Announcement	28.03.2018, Wednesday	20.04.2018, Friday
Date of commencement of Tendering Period (Offer Opening Date)	02.04.2018, Monday	23.04.2018, Monday
Date of Expiry of Tendering Period (Offer Closing Date)	13.04.2018, Friday	08.05.2018, Tuesday
Last date for completion of all requirements including payment of consideration	27.04.2018 Friday	22.05.2018 Tuesday

* Identified Date is only for the purpose of determining the names of the Shareholders of the Target Company as on such date to whom the Letter of Offer would be sent. It is clarified that all the shareholders holding Equity Shares of the Target Company (registered or unregistered) (except the parties to the Share Purchase Agreement and Promoters) are eligible to participate in this Offer any time before the closure of this Offer

Issued by Manager to the Offer on behalf of the Acquirers

MANAGER TO THE OFFER



CFM

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SEBI Registration Number: INM000012052
Contact Person: R. Ramnath

Place: Mumbai
Date: April 20, 2018

