



# Vardhman

## VARDHMAN SPECIAL STEELS LIMITED

Delivering Excellence. Since 1965.

C-58, FOCAL POINT  
LUDHIANA-141010, PUNJAB  
T: +91-161-2228943-48  
F: +91-161-2601048  
E: corp.finance@vardhman.com

Ref. **VSSL:SCY:MAY:2016-17**

Dated: **19.05.2017**

<p>✓ The Deputy General Manager, Corporate Relationship Deptt, Bombay Stock Exchange Limited, 1<sup>st</sup> Floor, New Trading Ring, Rotunda Building, P.J Towers, Dalal Street, Fort, <b>MUMBAI-400001.</b> Scrip Code: 534392</p>	<p>The National Stock Exchange of India Ltd, "Exchange Plaza, Bandra-Kurla Complex, Bandra (East), <b>MUMBAI-400 051</b></p> <p>Scrip Code: <b>VSSL</b></p>
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**SUB: ISSUANCE OF 1,35,70,000 EQUITY SHARES OF FACE VALUE OF RS. 10 EACH PURSUANT TO RIGHTS SHARES**

Dear Sir,

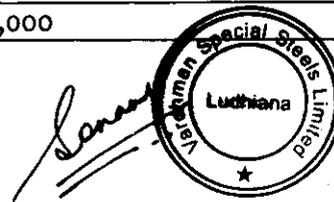
We hereby wish to inform you that BSE Limited, the Designated Stock Exchange for the purpose of Rights Issue has approved the basis of allotment on 11<sup>th</sup> May, 2017.

Pursuant to finalization of basis of allotment in consultation with BSE Limited, the Committee of Directors (Rights Issue) in its meeting held on 12<sup>th</sup> May, 2017 has approved the allotment of 1,35,70,000 Equity Shares of face value of Rs. 10/- each. Post the above allotment, the paid-up Equity Share Capital of the Company stands at Rs. 32,12,53,760 consisting of 3,21,25,376 equity shares of Rs. 10 each.

The Company has received final listing and trading approval from BSE and NSE on 18<sup>th</sup> May, 2017 and shares of the Company are admitted to dealing in Exchanges from 19<sup>th</sup> May, 2017.

Brief detail of Issue are as follows:

Type of Securities issued	Equity Shares
Type of Issuance	Rights Issue
Total no. of Securities Issued	1,35,70,000 equity shares of face value of Rs. 10 each at a price of Rs. 50 per equity share (including a premium of Rs. 40 per equity share)
Total amount for which securities issued	Rs. 67,85,00,000



YARNS | FABRICS | THREADS | GARMENTS | FIBRES | **STEELS**



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Further, a copy of advertisement of Basis of Allotment dated 18<sup>th</sup> May, 2017 is enclosed herewith for your reference. E: [corp.finance@vardhman.com](mailto:corp.finance@vardhman.com)

Please take the same on record.

Thanking you,

Yours faithfully,  
For VARDHMAN SPECIAL STEELS LIMITED

(SONAM TANEJA)  
Company Secretary

YARNS | FABRICS | THREADS | GARMENTS | FIBRES | **STEELS**

This is only an advertisement for information purposes and not an Offer Document Announcement.



# VARDHMAN SPECIAL STEELS LIMITED

Vardhman Special Steels Limited (Our Company) was incorporated on May 14, 2010, as a Public Limited Company under the provisions of the Companies Act, 1956 and subsequently received its certificate of commencement of business on June 15, 2010. In the year 2011 pursuant to Scheme of Arrangement & Demerger between Vardhman Textiles Limited and our Company as sanctioned by the Hon'ble High Court of Punjab & Haryana, Chandigarh under Section 391-394 of Companies Act, 1956 dated January 12, 2011. The Steel business undertaking of Vardhman Textiles Limited got vested in our Company w.e.f. January 01, 2011.

Registered Office: Vardhman Premises, Chandigarh Road, Ludhiana-141010, Punjab, India

Contact Person: Sonam Taneja, Company Secretary & Compliance Officer, E-mail: secretarial.jud@vardhman.com, Website: www.vardhmansteel.com

PROMOTERS OF OUR COMPANY: MR. S.P. OSWAL, MRS. SHAKUN OSWAL, MR. SACHIT JAIN, MRS. SUCHITA JAIN, MS. SOUMYA JAIN, MS. SAGRIKA JAIN & PROMOTER GROUP ENTITIES/COMPANIES AS STATED ON PAGE 4 OF THE LETTER OF OFFER DATED MARCH 30, 2017 ("LOF").

ISSUE OF 1,35,70,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 50 PER RIGHTS EQUITY SHARE ("ISSUE PRICE") INCLUDING A PREMIUM OF ₹ 40 PER RIGHTS EQUITY SHARE AGGREGATING UP TO ₹ 6,785 LAKHS BY VARDHMAN SPECIAL STEELS LIMITED (THE "COMPANY" OR THE "ISSUER"). THE ISSUE COMPRISES OF ISSUE OF 1,23,70,000 EQUITY SHARES TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY ON RIGHTS BASIS IN THE RATIO OF 2 RIGHTS EQUITY SHARES FOR EVERY 3 EQUITY SHARES HELD ON APRIL 10, 2017 (THE RECORD DATE) AGGREGATING UP TO ₹ 6,185 LAKHS AND A RESERVATION OF UPTO 12,00,000 RIGHTS EQUITY SHARES FOR THE ELIGIBLE EMPLOYEES ("THE EMPLOYEE RESERVATION PORTION") OF THE COMPANY AGGREGATING UP TO ₹ 600 LAKHS. THE ISSUE TO THE EXISTING EQUITY SHAREHOLDERS AND ELIGIBLE EMPLOYEES COLLECTIVELY REFERRED TO AS THE "ISSUE". THE ISSUE LESS THE EMPLOYEE RESERVATION PORTION IS REFERRED TO AS THE "NET ISSUE". THE ISSUE PRICE IS FIVE TIMES THE FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE SEE THE SECTION TITLED "OFFERING INFORMATION" ON PAGE 279 OF THE LOF.

### BASIS OF ALLOTMENT

The Board of Directors of our Company thanks all the investors for their response to the Issue, which opened for subscription on April 18, 2017 and closed on May 02, 2017. The total number of Composite Application Forms ("CAFs") and Plain Paper Applications (together referred as "Applications") and Employee Application Forms ("EAFs") received were 4915 for 1,74,21,780 Rights Equity Shares and 325 for 10,73,100 Rights Equity Shares respectively, aggregating to 5240 Applications for 18,494,880 which is 136.29% of the Issue size. The Basis of Allotment was finalized on May 11, 2017 in consultation with the BSE Limited ("BSE"), the Designated Stock Exchange.

The Basis of Allotment has been considered by the Committee of Directors of the Rights Issue on May 12, 2017 and 1,35,70,000 Rights Equity Shares have been allotted. All valid Applications (including valid Application Supported by Blocked Amount ("ASBA")) have been considered for Allotment.

1. The break-up of valid Applications (including ASBA applications) is given below:

Category	No. of Valid Applications (including ASBA Applications) Received	No. of Rights Equity Shares accepted and allotted against Rights Entitlement (A)	No. of Rights Equity Shares Accepted and Allotted against Additional Applied (including Fractional Allotment) (B)	Total Rights Equity Shares accepted and allotted (A +B)
Shareholders	4495	11689098	610256	12299354
Renouncees	302	201546	-	201546
Eligible Employees	324	1069100	-	1069100
<b>Total</b>	<b>5121</b>	<b>12959744</b>	<b>610256</b>	<b>13570000</b>

Note: The unsubscribed portion of Employee reservation portion for 1,30,900 equity shares is spilled over to the Net Offer.

2. Information regarding total Applications received (including ASBA applications received):

Category	Applications		Rights Equity Shares Applied for			Rights Equity Shares Allotted		
	Number	%	Number	Value (₹)	%	Number	Value (₹)	%
Shareholders	4608	87.94	17153305	857675554	92.75	12299354	614967700	90.64
Renouncees	307	5.86	268475	13423690	1.45	201546	10077300	1.48
Eligible Employees	325	6.20	1073100	53655000	5.80	1069100	53455000	7.88
<b>Total</b>	<b>5240</b>	<b>100.00</b>	<b>18494880</b>	<b>924754244</b>	<b>100</b>	<b>13570000</b>	<b>678500000</b>	<b>100</b>

### DD charges of ₹ 1806/- borne by the Company

Out of the total 5240 Applications (including 1455 ASBA applications) received, 119 Applications for 32341 Rights Equity Shares were rejected on technical grounds.

Dispatch / Refund Orders: The refund instructions to the SCSBs for unblocking of funds were given on May 15, 2017. The dispatch of allotment advice cum refunds orders, allotment advice cum refund information and physical share certificates to the Allottees, as applicable, have been completed on May 17, 2017. The Company had filed the listing applications with BSE Limited ("BSE") on May 13, 2017 and with National Stock Exchange of India Limited ("NSE") on May 15, 2017. The listing approval was granted by BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on May 15, 2017. The credit in respect of allotment of the Rights Equity Shares to the respective demat account of the investors with National Securities Depository Limited and Central Depository Services (India) Limited, was completed on May 16, 2017. The Rights Equity Shares shall commence trading on BSE and NSE pursuant to their trading approval and shall be traded with the same ISIN - INE050M01012, as the existing equity shares.

APPLICANTS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.

### NO OFFER IN THE UNITED STATES:

The Rights Entitlement and the Rights Equity Shares have not been and will not be registered under the United States Securities Act of 1933 (the "US Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States") or to or for the account or benefit of a "U.S. Person" as defined in Regulation S of the US Securities Act ("Regulation S"), except in a transaction not subject to, or exempt from the registration requirements of the Securities Act. The Rights Equity Shares referred to in Letter of Offer are being offered in India but not in the United States. The offering to which the Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, the LOF / Abridged Letter of Offer ("ALOF") and the CAFs should not be forwarded to or transmitted in or into the United States at any time. None of us, the Registrar, the Lead Manager or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who, we, the Registrar, the Lead Manager or any other person acting on behalf of us have reason to believe is, ineligible to participate in the Issue under the securities laws of their jurisdiction. Any person in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations.

**DISCLAIMER CLAUSE OF SEBI:** Submission of LOF to SEBI should not in any way be deemed or construed that SEBI has cleared or approved the LOF. The investors are advised to refer to the full text of the "Disclaimer Clause of SEBI" on page 268 of the LOF.

**DISCLAIMER CLAUSE OF BSE (Designated Stock Exchange):** It is to be distinctly understood that the permission given by the BSE Limited should not in any way be deemed or construed that the letter of offer has been cleared or approved by BSE Limited, nor does it certify the correctness or completeness of any of the contents of the letter of offer. The investors are advised to refer to the letter of offer for the full text of the "Disclaimer Clause of BSE Limited" on page 272 of the LOF.

**DISCLAIMER CLAUSE OF NSE:** It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the letter of offer has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the letter of offer. The investors are advised to refer to the letter of offer for the full text of the "Disclaimer Clause of NSE" on page 272 of the LOF.

All capitalized terms used but not defined herein shall have the meanings assigned to them in the LOF dated March 30, 2017. Any correspondence in respect of allotment of Rights Equity Shares pertaining to the Issue may be addressed to the Registrar to the Issue at the address mentioned below.

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	COMPANY SECRETARY & COMPLIANCE OFFICER
 <b>Master Capital Services Limited</b> SCO 22-23, Sector 9D, Madhya Marg, Chandigarh - 160009, India Contact Person: Ankit Nayyar Tel: +91-172-4848000 Fax: +91-172-2745865 Email: ankit.nayyar@mastertrust.co.in Website: www.mastertrust.co.in Investor Grievance E-mail: mbd@mastertrust.co.in SEBI Registration Number: INM000000107 CIN: U67190MH1994PLC147882	 <b>Alankit Assignments Limited</b> 1E/13, Alankit Heights, Jhandewalan Extension New Delhi - 110055, India Contact Person: Pankaj Goenka/ Mahesh Pandey Tel: 011-42541234, 42541952(D), 42541956(D) Fax: 011-41540064 Email: pankajg@alankit.com; maheshp@alankit.com Website: www.alankit.in Investor Grievance ID: info@alankit.com SEBI Registration No.: INR000002532 CIN: U74210DL1991PLC042569	Sonam Taneja Vardhman Premises, Chandigarh Road, Ludhiana - 141 010 India Tel: 0161-2228943-48 Fax: 0161-2601048 Email: secretarial.jud@vardhman.com Website: www.vardhmansteel.com  Investors may contact the compliance officer for any pre-issue/post issue related matter such as non-receipt of letters of allotment/share certificate/refund orders, etc.

THE LEVEL OF SUBSCRIPTION SHOULD NOT BE TAKEN TO BE INDICATIVE OF EITHER THE MARKET PRICE OF THE EQUITY SHARES OR THE BUSINESS PROSPECTS OF THE COMPANY.

For Vardhman Special Steels Limited  
 Sd/-  
 (Sonam Taneja)  
 Company Secretary & Compliance Officer

Place: Ludhiana  
 Date: 17.05.2017  
 The LOF is available on the website of the Lead Manager viz. www.mastertrust.co.in and website of BSE and NSE viz. www.bseindia.com and www.nseindia.com respectively and on SEBI's website: www.sebi.gov.in and a copy of the same can be downloaded from these websites. Investor should note that investment in equity shares involves a high degree of risk and for details relating to the same, please see section entitled "Risk Factors" on page 12 of the LOF.