

AKASHDEEP METAL INDUSTRIES LIMITED

Registered office: 100 Vaishali, Pitampura, Delhi-110 034

CIN: L28998DL1983PLC017150

Email Id: deepak@dmgroup.in.net; Website: www.akashdeepmetal.in

Phone/Fax: +91-11-4705 5102

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF AKASHDEEP METAL INDUSTRIES LIMITED WILL BE HELD ON WEDNESDAY, 21ST MARCH 2018 AT 4:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 100 VAISHALI, PITAMPURA, DELHI-110 034, TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:-

1. TO RATIFY THE SPECIAL RESOLUTION PASSED BY THE SHAREHOLDERS AT THEIR EXTRA ORDINARY GENERAL MEETING HELD ON SATURDAY, 23RD SEPTEMBER 2017 FOR ISSUE OF 54,04,121 EQUITY SHARES ON PREFERENTIAL BASIS:-

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:-

“RESOLVED THAT the consent of the members of the Company be and is hereby given to rectify the special resolution passed by the shareholders at their Extra Ordinary General Meeting held on Saturday, 23rd September 2017, the rectified resolution is produced below:

“RESOLVED THAT pursuant to Section 62 (1)(c), Section 42 and other applicable provisions of the Companies Act, 2013 and the rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock Exchange where the shares of the Company are listed and subject to approvals, consents, permissions and sanctions of any other authorities/ institutions and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors (hereinafter referred to as the “Board” which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Board be and is hereby authorized to create, offer, issue, allot and deliver in one or more tranches 54,04,121 (Fifty four lacs four thousand one hundred twenty one) equity shares of Rs. 10/- each on a preferential basis to the proposed allottees as mentioned below, for consideration other than cash (i.e. in lieu of the proposed acquisition of 58,01,625 Equity shares of M/s Anmol Financial Services Limited of Rs. 10/- each) at a price of Rs. 30.50 per equity share and on such terms and conditions as may be determined by the Board in accordance with the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI (ICDR) Regulations”) (including any amendments thereto or re-enactment thereof) or other provisions of law as may be prevailing at the time.

S.No.	Name of Proposed Allottees	No of Shares
1	Mr. Rajesh Gupta S/o Shri Gopal Dass Gupta, 25 Hargobind Enclave, Delhi-110 092	3,07,180
2	Mr. Yash Pal Gupta S/o Shri Gopal Dass Gupta, 306 Jagriti Enclave, Delhi-110 092	6,27,308
3	Mr. Parveen Gupta S/o Shri Gopal Dass Gupta, 179 Hargobind Enclave, Delhi-110 092	2,01,247
4	Mrs. Subhash Rani W/o Shri Gopal Dass, 25 Hargobind Enclave, Delhi-110 092	1,52,181
5	Mrs. Rekha Gupta W/o Shri Rajesh Kumar, 25 Hargobind Enclave, Delhi-110 092	5,98,476



S.No.	Name of Proposed Allottees	No of Shares
6	Mrs. Suman Gupta W/o Shri Parveen Gupta, 179 Hargobind Enclave, Delhi-110 092	5,78,969
7	Mrs. Saroj Gupta W/o Shri Yash Pal Gupta, 306 Jagriti Enclave, Delhi-110 092	6,00,923
8	Mr. Saurabh Gupta S/o Shri Parveen Gupta, 179 Hargobind Enclave, Delhi-110 092	3,53,074
9	Mr. Sachin Gupta S/o Shri Yash Pal Gupta, 306 Jagriti Enclave, Delhi-110 092	1,09,207
10	Rajesh Kumar (H.U.F.) 25 Hargobind Enclave, Delhi-110 092	5,38,025
11	Mr. Agam Gupta S/o Shri Rajesh Kumar, 25 Hargobind Enclave, Delhi-110 092	70,625
12	Mr. Rohin Gupta S/o Shri Parveen Gupta, 179 Hargobind Enclave, Delhi-110 092	50,337
13	Parveen Gupta (H.U.F.) 179 Hargobind Enclave, Delhi-110 092	3,36,891
14	Mr. Rachit Gupta S/o Shri Rajesh Kumar, 25 Hargobind Enclave, Delhi-110 092	77,835
15	Yash Pal (H.U.F.) 306 Jagriti Enclave, Delhi-110 092	1,36,369
16	Share India Commodity Brokers P. Ltd. 14 Dayanand Vihar, Delhi-110 092	1,01,299
17	Sachin Gupta (H.U.F.) 306 Jagriti Enclave, Delhi-110 092	1,48,804
18	Rachit Gupta (H.U.F.) 25 Hargobind Enclave, Delhi-110 092	57,333
19	Mrs. Prachi Gupta W/o Shri Rachit Gupta, 25 Hargobind Enclave, Delhi-110 092	58,544
20	Saurabh Gupta (H.U.F.) 179 Hargobind Enclave, Delhi-110 092	41,358
21	Rohin Gupta (H.U.F.) 179 Hargobind Enclave, Delhi-110 092	45,410
22	Mrs. Purna Gupta W/o Shri Saurabh Gupta, 179 Hargobind Enclave, Delhi-110 092	39,076
23	Mrs. Sonam Gupta W/o Shri Rohin Gupta, 179 Hargobind Enclave, Delhi-110 092	57,672
24	Mrs. Tripti Gupta W/o Shri Sachin Gupta, 306 Jagriti Enclave, Delhi-110 092	65,670
25	Gopal Dass Gupta (H.U.F.) 25 Hargobind Enclave, Delhi-110 092	50,308
Total		54,04,121

RESOLVED FURTHER THAT the "Relevant Date" in relation to the issue of equity shares in accordance with the SEBI (ICDR) Regulations, 2009, would be August 23, 2017 being the date 30 days prior to the date of passing of this resolution.

RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall rank pari-passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid shares and listing thereof with the Stock Exchange as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment and to do all such acts, deeds and things in connection therewith and incidental thereto as the Board at its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise



to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any other Directors/Officers of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and matters and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT a certify true copy of the resolution may be given to the concerned authority(ies), Party(ies), Department(s) etc.”

Date: 21st February 2018
Place: Delhi

By the Order of the Board
FOR AKASHDEEP METAL INDUSTRIES LIMITED




SURENDRA KUMAR JAIN
MANAGING DIRECTOR
DIN: 00097859
R/O 100 VAISHALI, PITAMPURA
DELHI-110 034

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE (ONLY ON POLL) INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY COMPLETED AND SIGNED PROXY FORM SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE EXTRA ORDINARY GENERAL MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. The Explanatory statement for the proposed resolution under Item No. 1 pursuant to section 102 of the Companies Act, 2013 setting out material facts is annexed herewith.
3. Members holding shares in physical form are requested to notify change in address, if any, under their signatures to MAS Services Ltd, T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110 020. Members holding shares in electronic form may update such details with their respective Depository Participants.
4. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company/Depository participants for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Numbers for identification.
5. Electronic copy of Notice of EGM is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hardcopy of the same. For members who have not registered their email address, physical copies of the Notice of EGM is being sent in the permitted mode.



6. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
7. As a measure of austerity, copies of the Notice of EGM will not be distributed at the Extra-Ordinary General Meeting. Members are therefore, requested to bring their copies of the Notice of EGM to the Meeting.

1. **Voting through electronic means**

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 (1) of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to the Members to cast their votes electronically on all resolutions set forth in the Notice convening the Extra Ordinary General Meeting (EGM) to be held on Wednesday, 21st March 2018 at 4:00 P.M. The Company has envisaged the Services of National Securities Depository Limited (NSDL) to provide e-voting facility.
- II. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- III. The Facility for voting through ballot paper shall be available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
- IV. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- V. The remote e-voting period commences on Sunday, 18th March 2018 (9:00 a.m.) and ends on Tuesday, 20th March 2018 (5:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, 14th March 2018 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

VI. **The process and manner for remote E- voting electronically are as under:-**

- A. In case a member receives an email from NSDL (for members whose email IDs are registered with the Company/Depository Participant(s):
 - (i) Open email and open PDF file. The said PDF file contains your user ID and password For E-Voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL:https://www.evoting.nsdl.com/
 - (iii) Click on shareholder-Login.
 - (iv) Put user ID and password as initial password noted in step (i) above. Click login.
 - (v) Password change menu appears. Change the password with new password of your choice. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens, click on e-voting: Active Voting cycles.
 - (vii) Select "EVEN" Of **AKASHDEEP METAL INDUSTRIES LIMITED**.
 - (viii) Now you are ready for remote E-voting as cast vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.



(xii) Institutional & Corporate shareholders(i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy(PDF/JPG Format) of the relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to shalu.singhal9590@gmail.com with a copy marked to evoting@nsdl.co.in.

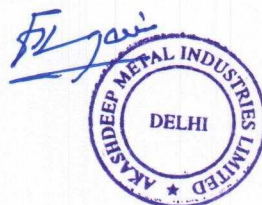
B. In case a Member receives physical copy of the Notice of EGM (for members whose email IDs are not registered with the Depository Participant (s) or requesting physical copy]:

(i) Initial password is provided as below in the proxy form:-

EVEN (Remote E-Voting Event Number)	USER ID	PASSWORD
108228	-	-

(ii) Please follow all steps from Sl. No.(ii) to Sl. No.(xii) above, to cast vote.

- VII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VIII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IX. The e-voting period commences on Sunday, 18th March 2018 (9:00 a.m.) and ends on Tuesday, 20th March 2018 (5:00 p.m.). During the period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, 14th March 2018, may cast their vote electronically in the manner and process set out herein above. The E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the shareholder shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically shall not vote by way Ballot paper.
- X. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Wednesday, 14th March 2018.
- XI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of EGM and holding shares as of the cut-off date of Wednesday, 14th March 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.
- XIII. Ms. Shalu Singhal, Company Secretary, Proprietor M/s Shalu Singhal & Associates, Company Secretary has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.



- XV. The Scrutinizer shall after the conclusion of the e-voting at the EGM will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company i.e. www.akashdeepmetal.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

Date: 21st February 2018
Place: Delhi

By the Order of the Board
FOR AKASHDEEP METAL INDUSTRIES LIMITED


 SURENDRA KUMAR JAIN
MANAGING DIRECTOR
DIN: 00097859
R/O 100 VAISHALI, PITAMPURA
DELHI-110 034

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1:

A Special Resolution was passed by the shareholders of the company in their Extra Ordinary General Meeting held on Saturday, 23rd September 2017 regarding Issue of 54,04,121 Equity Shares on Preferential Basis as per Section 42, 62(1)(c) of the Companies Act, 2013 read together with relevant Rules thereunder and other applicable provisions, if any, SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 ["SEBI (ICDR) Regulations"] and the Listing Agreements entered by the Company with the Stock Exchange. However, In the resolution and explanatory statement to the notice, the Name of Mr. Rajesh Gupta was mentioned as Mr. Rajesh Kumar.

Therefore, the same is proposed for the shareholders for their rectification as per the undertaking given by the Company to the stock exchange. The revised Explanatory statement is also reproduced below for your reference and confirmation:

The Company is engaged in the business of Non Banking Financial Activities and is the registered with Reserve Bank of India as Non Banking Financial Company (NBFC). In order to expand its existing activities more vigorously and increase its competitiveness in the market, it needs to strengthen its financial position by augmenting long term resources. To Fast track this strategic vision, the Board of Directors of the Company, at its meeting held on Monday, 28th August 2017, has considered the proposal of Business expansion, through acquisition of Entire Equity Shares from the Equity Shareholders of Anmol Financial Services Limited/Proposed Allottees as mentioned herein below, which is engaged in the business of Non Banking Financial Services. Post acquisition of these shares, Anmol Financial Services Limited will become a Wholly Owned Subsidiary of the Company.

As per Regulation 73(3) of SEBI Chapter VII of SEBI (ICDR) Regulations, 2009, when equity shares are issued on a preferential basis for a consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an Independent Qualified Valuer. The Company has obtained a valuation report from Navigant Corporate Advisors Limited, a SEBI Registered Category I Merchant Banker. A copy of the Valuation report issued by Navigant Corporate Advisors Limited shall be available for inspection at the registered office of the Company on all working days from 10:00 a.m. to 4:00 p.m. till the conclusion of this meeting and shall also be laid before the members at the meeting. A copy of the Certificate of the Statutory Auditors of the Company certifying adherence to the SEBI (ICDR) Regulations, 2009, for preferential issue for




the proposed issue will be available for inspection for the members of the Company at the registered office of the Company on all working days from 10:00 a.m. to 4:00 p.m. till the conclusion of this meeting and shall also be laid before the members at the meeting.

The offer/issue/allotment would be subject to required regulatory approvals, including but not limited to the approval of SEBI/stock Exchange etc., as may be required depending on the discretion of the Board to take decision on the matters and necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Listing Agreement/Act/SEBI.

The information as required under SEBI (ICDR) Regulations, 2009, and the Companies Act, 2013 and the rules framed there under, are as under:

a. Objects of the preferential Issue:

With an objective to accomplish the Company's strategic vision to emerge as a global power house in its Business, the Company is proposing to acquire the shareholding in Anmol Financial Services Limited by buying out the majority shareholding in Anmol Financial Services Limited. Post acquisition, Anmol Financial Services Limited will become a Wholly Owned Subsidiary of the Company.

b. Securities to be issued: The resolution set out in the accompanying Notice entitles the Board to issue equity shares as may be deemed appropriate in the best interest of the Company.

c. Lock-in: The equity shares under this preferential issue proposed to be issued to Promoters/Promoter Group and Non Promoters shall be subject to lock-in for a period of three years and one year respectively from the date of trading approval granted for the equity shares in accordance with the provisions of the SEBI (ICDR) Regulations, 2009, (including any amendments thereto or re-enactment thereof). Provided further that not more than twenty per cent of the total capital of the issuer shall be locked-in for three years from the date of trading approval.

d. Particulars of Subscribers & Intention of Promoters/Directors/Key Managerial Persons to Subscribe the Offer and Consequential Changes in Voting Rights and Change in Control:

Mr. Rajesh Gupta & PAC, which are currently part of Non-Promoter Group will subscribe for 54,04,121 equity shares of Rs. 10/- each at a price of Rs. 30.50 each of the Company and have triggered open offer process under SEBI (SAST) Regulations, 2011 and after completion of open offer process, Mr. Rajesh Gupta & PAC shall become the Promoter of the Company. Thus there will be change in management/control of the company. Post open offer, the composition of the Board of directors may undergo change.

e. Shareholding Pattern before and after the Offer:

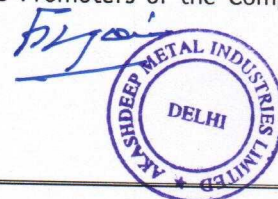
S. No.	Category	Pre Issue		Post Issue	
		No. of Shares	Percentage of Holding	No. of Share	Percentage of holding
(A)	Shareholding of Promoter and Promoter Group				
1	Indian				
(a)	Individuals/ Hindu Undivided Family	1,84,970	5.97	1,84,970	2.17
(b)	Bodies Corporate	6,00,000	19.36	6,00,000	7.06
(c)	Financial Institutions/ Banks	0	0	0	0
(d)	Any Others(Specify)	0	0	0	0
	Sub Total(A)(1)	7,84,970	25.33	7,84,970	9.23
2	Foreign				



A	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0	0
B	Bodies Corporate	0	0	0	0
C	Institutions	0	0	0	0
D	Any Other (specify)	0	0	0	0
	Sub Total(A)(2)	0	0	0	0
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	7,84,970	25.33	7,84,970	9.23
(B)	Public shareholding				
1	Institutions				
(a)	Mutual Funds/ UTI	0	0	0	0
(b)	Financial Institutions / Banks	0	0	0	0
(c)	Central Government/State Government(s)	0	0	0	0
(d)	Venture Capital Funds	0	0	0	0
(e)	Insurance Companies	0	0	0	0
(f)	Foreign Institutional Investors	0	0	0	0
(g)	Foreign Venture Capital Investors	0	0	0	0
(h)	Qualified Foreign Investor	0	0	0	0
(i)	Any Other (specify)FDI	0	0	0	0
	Sub-Total (B)(1)	0	0	0	0
B 2	Non-institutions				
(a)	Bodies Corporate	4,75,929	15.36	5,77,228	6.79
(b)	Individuals	18,37,601	59.31	71,40,423	83.98
(c)	Any other (specify)	0	0	0	0
	Sub-Total (B)(2)	23,13,530	74.67	77,17,651	90.77
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	23,13,530	74.67	77,17,651	90.77
	TOTAL (A)+(B)	30,98,500	100.00	85,02,621	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued				
1	Promoter and Promoter Group	0	0	0	0
2	Public	0	0	0	0
	Sub-Total (C)	0	0	0	0
	GRAND TOTAL (A)+(B)+(C)	30,98,500	100.00	85,02,621	100.00

Note:

Mr. Rajesh Gupta has entered into a Share Purchase Agreement with the existing promoters i.e. M/s D. M. International Pvt. Ltd, Mr. Surendra Kumar Jain, Mr. Deepak Kumar Jain, Mrs. Kavita Jain, Mr. Manoj Kumar Jain, Mrs. Nidhi Jain, Mr. Chandra Bhan Agarwal, Mrs. Meera Rani Agarwal, Mr. Kapil Agarwal, and Mr. Nitin Agarwal on 28th August 2017 for substantial acquisition of shares and control of the company along with Promoter shareholders of M/s Anmol Financial Services Limited and other PACs. Post completion of open offer under SEBI (SAST) Regulations, 2011, 7,84,970 Equity shares held by the existing promoters will be transferred to Mr. Rajesh Gupta. Accordingly post open offer, the shareholding of existing Promoters (M/s D. M. International Pvt. Ltd., Mr. Surendra Kumar Jain, Mr. Deepak Kumar Jain, Mrs. Kavita Jain, Mr. Manoj Kumar Jain, Mrs. Nidhi Jain, Mr. Chandra Bhan Agarwal, Mrs. Meera Rani Agarwal, Mr. Kapil Agarwal, and Mr. Nitin Agarwal) will become NIL and Mr. Rajesh Gupta and other acquirer with the PACs who have shown as non promoter under the proposed preferential issue, will become the Promoters of the Company and



their combined shareholding will be 61,89,091 (72.79%) Equity Shares excluding the open offer equity shares.

The revised post preferential shareholding pattern after completion of open offer process (excluding open offer Equity shares) will be as under.

S. No.	Category	Post Issue	
		No. of Share	Percentage of holding
(A)	Shareholding of Promoter and Promoter Group		
1	Indian		
(a)	Individuals/Hindu Undivided Family	60,87,792	71.60
(b)	Bodies Corporate	1,01,299	1.19
(c)	Financial Institutions/ Banks	0	0
(d)	Any Others(Specify)	0	0
	Sub Total(A)(1)	61,89,091	72.79
2	Foreign		
A	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0
B	Bodies Corporate	0	0
C	Institutions	0	0
D	Any Other (specify)	0	0
	Sub Total(A)(2)	0	0
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	61,89,091	72.79
(B)	Public shareholding		
1	Institutions		
(a)	Mutual Funds/UTI	0	0
(b)	Financial Institutions /Banks	0	0
(c)	Central Government/State Government(s)	0	0
(d)	Venture Capital Funds	0	0
(e)	Insurance Companies	0	0
(f)	Foreign Institutional Investors	0	0
(g)	Foreign Venture Capital Investors	0	0
(h)	Qualified Foreign Investor	0	0
(i)	Any Other (specify)FDI	0	0
	Sub-Total (B)(1)	0	0
B 2	Non-institutions		
(a)	Bodies Corporate	4,75,929	5.60
(b)	Individuals	18,37,601	21.61
(c)	Any other (specify)	0	0
	Sub-Total (B)(2)		
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	23,13,530	27.21
	TOTAL (A)+(B)	85,02,621	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued		
1	Promoter and Promoter Group	0	0
2	Public	0	0



Sub-Total (C)	0	0
GRAND TOTAL (A)+(B)+(C)	85,02,621	100.00

f. **Proposed time within which the preferential issue shall be completed:** The allotment of the Equity Shares being issued on preferential basis is proposed to be made within 15 days from the date of passing of the resolution by the Members, provided that where the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within 15 days from the date of receipt of such approval.

g. **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed Allottees:**

S.No.	Companies - List of Proposed allottees	No. of Shares to be allotted	If Allottee Is Not A Natural Person, Identity Of The Natural Person Who Are The Ultimate Beneficial Owner Of The Shares Proposed To Be Issued, If Applicable	Pre- Issue		Post - Issue	
				No of share	%	No of share	%
1.	Mr. Rajesh Gupta	3,07,180	-	NIL	NIL	10,92,150	12.84
2.	Mr. Yash Pal Gupta	6,27,308	-	NIL	NIL	6,27,308	7.38
3.	Mr. Parveen Gupta	2,01,247	-	NIL	NIL	2,01,247	2.37
4.	Mrs. Subhash Rani	1,52,181	-	NIL	NIL	1,52,181	1.79
5.	Mrs. Rekha Gupta	5,98,476	-	NIL	NIL	5,98,476	7.04
6.	Mrs. Suman Gupta	5,78,969	-	NIL	NIL	5,78,969	6.81
7.	Mrs. Saroj Gupta	6,00,923	-	NIL	NIL	6,00,923	7.07
8.	Mr. Saurabh Gupta	3,53,074	-	NIL	NIL	3,53,074	4.15
9.	Mr. Sachin Gupta	1,09,207	-	NIL	NIL	1,09,207	1.28
10.	Rajesh Kumar (H.U.F.)	5,38,025	Mr. Rajesh Kumar, Karta	NIL	NIL	5,38,025	6.33
11.	Mr. Agam Gupta	70,625	-	NIL	NIL	70,625	0.83
12.	Mr. Rohin Gupta	50,337	-	NIL	NIL	50,337	0.59
13.	Parveen Gupta (H.U.F.)	3,36,891	Mr. Parveen Gupta, Karta	NIL	NIL	3,36,891	3.96
14.	Mr. Rachit Gupta	77,835	-	NIL	NIL	77,835	0.92
15.	Yash Pal (H.U.F.)	1,36,369	Mr. Yash Pal Gupta, Karta	NIL	NIL	1,36,369	1.60
16.	Share India Commodity Brokers P. Ltd.	1,01,299	Mr. Rajesh Gupta, Mr. Sachin Gupta and Mr. Mayank Saraf	NIL	NIL	1,01,299	1.19
17.	Sachin Gupta (H.U.F.)	1,48,804	Mr. Sachin Gupta, Karta	NIL	NIL	1,48,804	1.75
18.	Rachit Gupta (H.U.F.)	57,333	Mr. Rachit Gupta, Karta	NIL	NIL	57,333	0.67
19.	Mrs. Prachi Gupta	58,544	-	NIL	NIL	58,544	0.69
20.	Saurabh Gupta (H.U.F.)	41,358	Mr. Saurabh Gupta, Karta	NIL	NIL	41,358	0.49
21.	Rohin Gupta (H.U.F.)	45,410	Mr. Rohin Gupta, Karta	NIL	NIL	45,410	0.53
22.	Mrs. Purna Gupta	39,076	-	NIL	NIL	39,076	0.46
23.	Mrs. Sonam Gupta	57,672	-	NIL	NIL	57,672	0.68
24.	Mrs. Tripti Gupta	65,670	-	NIL	NIL	65,670	0.77
25.	Gopal Dass Gupta (H.U.F.)	50,308	Mr. Gopal Dass Gupta, Karta	NIL	NIL	50,308	0.59
Total		54,04,121	N.A.	NIL	NIL	61,89,091	72.79



Note:

- i) Post completion of Open Offer as per SEBI (SAST) Regulations, 2011, Mr. Rajesh Gupta and PAC will become Promoters of the company;
- ii) Post acquisition of Entire Equity Shares, M/s Anmol Financial Services Limited will become a wholly owned subsidiary of Akashdeep Metal Industries Limited;

h. Details of the number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price are as under:

No Preferential allotment has been made during this financial year.

i. Issue price:

- a) **Pricing of the Equity Shares:** Each equity share of the face value of Rs. 10/- is issued at a price of Rs. 30.50 per share including Premium of Rs. 20.50 per Share as determined in accordance with Chapter VII of SEBI (ICDR) Regulations, 2009, on preferential allotment basis.

Currently, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following:

b) In case of frequently traded shares:

The allotment of securities on preferential basis can be made at a price not less than higher of the following:

- Average of weekly high & low of the volume weighted average price (VWAP) of the equity shares of Akashdeep Metal Industries Ltd. quoted on the BSE Ltd. during the last Twenty six weeks preceding the relevant date.

Or

- Average of weekly high & low of the volume weighted average price (VWAP) of the equity shares of Akashdeep Metal Industries Ltd. quoted on the BSE Ltd. during the last two weeks preceding the relevant date.

“Frequently traded shares” means shares of an issuer, in which the traded turnover on any stock exchange during the twelve calendar months preceding the relevant date is at least ten per cent of the total number of shares of such class of shares of the issuer:

Provided that where the share capital of a particular class of shares of the issuer is not identical throughout such period, the weighted average number of total shares of such class of the issuer shall represent the total number of shares.”

c) In case of infrequently traded shares:

The price determined by the issuer shall take into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies:

Provided that the issuer shall submit a certificate stating that the issuer is in compliance of this regulation, obtained from an independent merchant banker or an independent chartered accountant in practice having a minimum experience of ten years, to the stock exchange where the equity shares of the issuer are listed.

“Stock Exchange” for this purpose shall mean BSE Limited.



j. Relevant Date:

"Relevant Date" in relation to the issue of equity shares in accordance with the SEBI (ICDR) Regulations, 2009, would be 23rd August 2017 being the date 30 days prior to the date of passing of this resolution.

k. Other terms of issue of shares:

The equity shares under this preferential issue proposed to be issued to Promoters/ Promoter Group and Non Promoters shall be subject to lock-in for a period of three years and one year respectively from the date of trading approval granted for the equity shares in accordance with the provisions of the SEBI (ICDR) Regulations, 2009, (including any amendments thereto or re-enactment thereof). Provided further that not more than twenty per cent of the total capital of the issuer shall be locked-in for three years from the date of trading approval. The consideration towards the preferential issue of 54,04,121 equity shares of Rs. 10/- each of the Company will be paid through transfer of 58,01,625 equity shares of Anmol Financial Services Limited held by proposed Allottees prior to this allotment.

l. Undertakings:

- i. The Issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provision of SEBI (ICDR) Regulations, 2009, where it is required to do so.
- ii. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2009, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

m. Disclosures Pertaining To Willful Defaulters:

No Issuer or Promoter or Directors are willful defaulter.

n. Auditor`s Certificate:

A copy of the certificate from Statutory Auditors certifying that the issue of the Equity Shares is being made in accordance with the requirement of SEBI (ICDR) Regulations, 2009 for Preferential Issues, will be available for inspection at the Registered Office of the Company during 3:00 P.M. to 5:00 P.M.

Since, it is proposed to issue Equity shares on preferential basis, special resolution is required to be approved by members pursuant to the provisions of Section 62 of the Companies Act, 2013 and Chapter VII of the SEBI (ICDR) Regulations, 2009 and other applicable provisions (if any). The Board of Directors of the Company believes that the proposed Preferential Issue is in the best interest of the Company and its Members. The Board, therefore, recommends the Resolution(s) at Item Nos. 1 of the accompanying Notice for the approval of the Members.

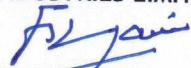
None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the above resolution except to the extent of their Shareholding, if any, in the Company.

Your Directors commend the resolution for your approval as a **Special Resolution**.

Date: 21st February 2018
Place: Delhi

By the Order of the Board
FOR AKASHDEEP METAL INDUSTRIES LIMITED




SURENDRA KUMAR JAIN
MANAGING DIRECTOR
DIN: 00097859
R/O 100 VAISHALI, PITAMPURA
DELHI-110 034

AKASHDEEP METAL INDUSTRIES LIMITED

Registered office: 100 Vaishali, Pitampura, Delhi-110 034

CIN: L28998DL1983PLC017150

Email Id: deepak@dmgroup.in.net; Website: www.akashdeepmetal.in

Phone/Fax: +91-11-4705 5102

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No./Client ID	DP ID
Name :	E-mail Id:	
Address:		
Signature, or failing him		

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of Akashdeep Metals Industries Limited to be held on Wednesday, 21st March 2018 at 4:00 P.M. at the Registered Office of the Company at 100 Vaishali, Pitampura, Delhi-110 034 and at any adjournment thereof in respect of such resolutions as are indicated below:-

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	TO RATIFY THE SPECIAL RESOLUTION PASSED BY THE SHAREHOLDERS AT THEIR EXTRA ORDINARY GENERAL MEETING HELD ON SATURDAY, 23 RD SEPTEMBER 2017 FOR ISSUE OF 54,04,121 EQUITY SHARES ON PREFERENTIAL BASIS		

* Applicable for investors holding shares in Electronic form.

Affix Revenue
Stamps

Signed this _____ day of _____ 2018

Signature of Shareholder
shareholder

Signature of Proxy holder

Signature of the
across Revenue Stamp

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company.

ELECTRONIC VOTING PARTICULARS

EVEN (Remote E -Voting Event Number)	USER ID	PASSWORD
108228	-	-

Notes: 1) Each equity share of the Company carries one vote.

2) Please read carefully the instructions printed overleaf before exercising the vote.



AKASHDEEP METAL INDUSTRIES LIMITED

Registered office: 100 Vaishali, Pitampura, Delhi-110 034

CIN: L28998DL1983PLC017150

Email Id: deepak@dmgroup.in.net; Website: www.akashdeepmetal.in

Phone/Fax: +91-11-4705 5102

ATTENDANCE SLIP

To be handed over at the entrance of the meeting hall)

Full name of the members attending _____

(In block capitals)

Ledger Folio No./DP ID No./Client ID No. _____

No. of shares held: _____

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the Extra Ordinary General Meeting of Akashdeep Metals Industries Limited to be held on Wednesday, 21st March 2018 at 4:00 P.M. at the registered office of the Company at 100 Vaishali, Pitampura, Delhi-110 034.

(Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the Notice to the meeting, since further copies will not be available.
- 2) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 3) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.



AKASHDEEP METAL INDUSTRIES LIMITED

Registered office: 100 Vaishali, Pitampura, Delhi-110 034

CIN: L28998DL1983PLC017150

Email Id: deepak@dmgroup.in.net; Website: www.akashdeepmetal.in

Phone/Fax: +91-11-4705 5102

ROUTE MAP OF THE VENUE OF THE EXTRA ORDINARY GENERAL MEETING

