MAC CHARLES (INDIA) LIMITED

Registered office: 28, Sankey Road, Bangalore, Karnataka - 560052
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Recommendations of the Committee of Independent Directors ("IDC") on the Open Offer to the Shareholders of Mac Charles (India) Limited under Regulation 26(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (SAST) Regulations")

1.	Date	January 06, 2017
2.	Name of the Target Company	Mac Charles (India) Limited
3.	Details of the Offer pertaining to Target Company	Open Offer for acquisition of up to 32,36,083 (thirty two lakh thirty six thousand eighty three) equity shares of Rs. 10 (Rupees Ten only) each ("**Equity Share**") of Mac Charles (India) Limited ("**Target Company**" / "**TC**"), from the Public Shareholders of the Target Company by Embassy Property Developments Private Limited (the "**Acquirer**") at a price of Rs. 670 (Rupees Six Hundred Seventy only) per Equity Share ("**Offer Price**") (the "**Open Offer**"). The Open Offer is being made by the Acquirer pursuant to Regulations 3(1) & 4 and other applicable regulations of the SEBI (SAST) Regulations for substantial acquisition of shares and voting rights accompanied with a change in control and management of the Target Company. The Open Offer is not conditional on any minimum level of acceptance by the Public Shareholders in terms of Regulation 19 of the SEBI (SAST) Regulations and is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations. Further, there is no differential price being offered for Offer Shares tendered in this Open Offer.
4.	Name(s) of the acquirer and PAC with the acquirer	Name of the Acquirer: Embassy Property Developments Private Limited Persons Acting in Concert with the Acquirer ("**PAC**"): Jitendra Virwani
5.	Name of the Manager to the offer	o3 Capital Global Advisory Private Limited 27, Magrath Road, Bangalore - 560025, Tel: +91 80 4241 0000; Fax: +91 80 4241 0022 Contact Person: Satyanarayana K Email: Satyanarayana.k@o3capital.com; Website: http://www.o3capital.com
6.	Members of the Committee of Independent Directors	**Name of Director** / **DIN NO.** / **Position** Mr. P.B. Appiah / 00215646 / Chairperson Mr. M.R.B. Punja / 00007228 / Member Ms. Tanya Giridhar John / 06641106 / Member
7.	IDC Member's relationship with the TC (Director, Equity shares owned, any other contract / relationship), if any	(i) All the members of the IDC are duly appointed independent directors on the board of the TC. (ii) None of the members of the IDC: (a) have any relations with the TC's other directors; and (b) hold any Equity Shares of the TC. (c) have any contracts/relationship with the TC other than their position as director of the TC.
8.	Trading in the Equity shares/other securities of the TC by IDC Members	None of the IDC Members have traded in the equity shares or other securities of the TC.
9.	IDC Member's relationship with the acquirer (Director, Equity shares owned, any other contract / relationship), if any.	(i) None of the IDC members: (a) have any relationship with the Acquirer or the PAC; (b) hold any shares or other securities of the Acquirer; (c) have any contracts / relationship with the Acquirer or the PAC
10.	Trading in the Equity shares/other securities of the acquirer by IDC Members	None of the IDC Members have traded in the equity shares or other securities of the Acquirer.
11.	Recommendation on the Open offer, as to whether the offer is fair and reasonable	The IDC believes that the Open Offer is **fair and reasonable** and in accordance with the SEBI (SAST) Regulations.
12.	**Summary of reasons for recommendation**	The IDC has reviewed the Public Announcement dated October 21, 2016 ("**PA**"), the Detailed Public Statement published on October 25, 2016 ("**DPS**"), corrigendum to the DPS published on December 01, 2016 ("**First Corrigendum**"), the corrigendum to the DPS published on December 29, 2016 ("**Second Corrigendum**"), the Draft Letter of Offer dated October 28, 2016 ("**DLOF**"). On October 21, 2016, the Acquirer entered into a share purchase agreement with Mr. C.B. Pardhanani (one of the existing promoters of the TC) (the "SPA") to acquire 96,16,952 (ninety six lakh sixteen thousand nine hundred and fifty two) Equity Shares of the TC constituting 73.41% (seventy three point four one per cent) of the fully paid up equity share capital of the TC along with complete management and control of the TC. The execution of the SPA triggered the requirement for an open offer to the Public Shareholders of the TC by the Acquirer under the SEBI (SAST) Regulations. Under the SPA, the acquisition consideration was Rs. 670 (Rupees Six Hundred Seventy only) per Equity Share and therefore the Offer Price has been fixed at Rs. 670 (Rupees Six Hundred Seventy only) per Offer Share in pursuant to the calculation under the SEBI (SAST) Regulations. Based on the review, the IDC is of the opinion that the Offer Price offered by the Acquirer to the Public Shareholders of the Target Company (being the highest price prescribed) is in compliance with the requirements of the SEBI (SAST) Regulations and hence is fair and reasonable. The Public Shareholders of the TC are advised to independently evaluate the Open Offer and take an informed decision whether or not to offer their Equity Shares in the Open Offer.
13.	Details of Independent Advisors, if any.	None
14.	Any other matter(s) to be highlighted	None

To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the Target Company under the SEBI (SAST) Regulations.

For Mac Charles (India) Limited
Sd/-
Mr. P. B. Appiah
Chairperson – IDC
DIN: 00215646
28, Sankey Road, Bangalore, Karnataka – 560052

Place: Bangalore
Date: January 06, 2017