

BAGADIA COLOURCHEM LIMITED

CIN: L24221MH1985PLC205386

Registered Office: 502, Shaniya Enclave, 5th Floor, V. P. Road, Vile Parle (West), Mumbai- 400 056;
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Recommendations of the Committee of Independent Directors (IDC) on the Open Offer to the Equity Shareholders of the Bagadia Colourchem Limited under Regulation 26 (7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Date	Monday, March 26, 2018
Name of the Target Company	Bagadia Colourchem Limited
Details of the Offer pertaining to Target Company	Open Offer for acquisition of up to 9,59,400 (Nine Lakhs Fifty Nine Thousand Four Hundred) equity shares of Rs. 10/- each, representing 26% of the total paid-up equity share capital of Bagadia Colourchem Limited ("Target Company") pursuant to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, and subsequent amendments thereto ("Takeover Code").
Name (s) of the Acquirer and PAC with the Acquirer	Ms. Namrata Jain (Acquirer - 1) Ms. Prachi Jain (Acquirer - 2) Sureshchand Chhotelal Jain (HUF) (Acquirer - 3)
Name of the Manager to the Offer	Chartered Capital and Investment Limited 418-C, "215 Atrium", Andheri Kurla Road, Andheri (East), Mumbai-400 093
Members of the Committee of Independent Directors ("IDC")	1) Mr. Shashikant Bhikoba Kakade, Chairman 2) Mr. Vilas Bajirav Jagtap, Member
IDC Member's relationship with the Target Company (Director, Equity shares owned, any other contract / relationship), if any.	IDC members are Independent and Non-Executive Directors of the Target Company. Mr. Shashikant Bhikoba Kakade is holding 100 equity shares and Mr. Vilas Bajirav Jagtap (As Second Holder) is holding 2,500 equity shares in the Target Company. None of the IDC members has any contract/relationship with the Target Company at present.
Trading in the Equity shares/ other securities of the Target Company by IDC Members	None of the IDC members has traded in the equity shares/other securities of the Target Company during a period of 12 months prior to the date of Public Announcement till the date of this recommendation.
IDC Member's relationship with the acquirer (Director, Equity shares owned, any other contract / relationship), if any	None of the IDC members has any relationship with the Acquirers at present.
Trading in the Equity shares/ other securities of the acquirer by IDC Members:	NIL
Recommendation on the Open offer, as to whether the offer, is or is not, fair and reasonable	The IDC members believe that the Offer is fair and reasonable.
Summary of reasons for recommendation	Based on the review of Public Announcement, Detailed Public Statement and Letter of Offer, the IDC is of opinion that the Offer Price of Rs. 11.10/- per equity share, offered by the Acquirers is in line with the regulation prescribed by SEBI under the Takeover Code and prima facie appears to be justified. The Committee considered the following facts: 1) The Equity Shares of the Company are infrequently traded on BSE within the meaning of Regulation 2(1)(j) of the SEBI (SAST) Regulations. 2) The Fair Value of the Equity Shares of the Target Company, as arrived by Mr. C.M Lopez (Chartered Accountants) ("valuer") vide their certificate dated January 29, 2018, is Rs. 11.10/- per equity share. 3) The Offer Price of Rs. 11.10 (Rupees Eleven and Ten Paise Only) per equity share of Rs. 10/- each is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations. 4) The Offer price of Rs. 11.10 per equity share offered by the Acquirers represents premium of 23.33% to the closing price of the shares one day prior to the date of Public Announcement. (Source: BSE website) <u>Keeping in view, the above facts, IDC is of the view that the price of this Open Offer is fair and reasonable. However, the shareholders should independently evaluate the Offer and take informed decision in the matter.</u>
Details of Independent Advisors, if any.	NIL
Any other matter to be highlighted	NIL

"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 Takeover Code."

For Bagadia Colourchem Limited

Sd/-
Mr. Shashikant Bhikoba Kakade
(Chairman- Committee of Independent Directors)

Place: Mumbai

Date: Monday, March 26, 2018