

BHAGWANDAS METALS LIMITED

(“BML” OR “TARGET COMPANY”)

CIN: L28931TN1982PLC009418

Regd. Office: New No. 54, (Old No. 61), Sembudoss Street, Chennai – 600 001 Tel: 044 – 2523 3049 / 4211 3801

Email: bml@vsnl.net Website: www.metal-bml.com

Recommendations of the Committee of Independent Directors (“IDC”) of Bhagwandas Metals Limited (“Target Company”) in relation to the Open Offer (“Offer”) made by 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”) to the public shareholders of the Target Company (“Shareholders”) under Regulations 3(1) & 4 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“Takeover Regulations”).

Date	Thursday, April 19, 2018
Name of the Target Company	Bhagwandas Metals Limited
Details of the Offer pertaining to Target Company	The offer is a mandatory offer to acquire upto 9,48,688 Equity Shares representing 26% of the total share capital of the Target Company on a fully diluted basis, as of the tenth working day from the closure of the tendering period of the open offer, from the eligible shareholders of the Target Company for cash at a price of ₹ 21/- per equity share. The offer has been made pursuant to Share Purchase Agreement entered into between the Acquirers and Sellers on February 01, 2018 The Public Announcement was issued and published on February 01, 2018 to acquire upto 9,48,688 Equity Shares representing 26% of the total share capital of the Target Company on a fully diluted basis at a price of ₹ 21/- per fully paid up share.
Name of the Acquirers	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
Name of the Manager to the Offer	Chartered Finance Management Ltd 2nd Floor, Wakefield House, Sprott Road, Ballard Estate, Mumbai 400 038, India. Tel No: +91 22 22696944; Fax No: +91 22 22624943 Email id: bmlopenoffer@cfml.in Website: www.charteredfinance.in SEBI Registration Number: INM000012052 Contact Person: R. Ramnath
Members of the Committee of Independent Directors (“IDC”)	1. Chidambaram Chettiar Ramasamy Chettiar -Chairman 2. Nirmal Anraj Gadhiya - Member 3. Narendra Kumar Lunawath - Member
IDC Member's relationship with the Target Company (Director, Equity shares owned, any other contract / relationship), if any	IDC members are Independent Directors on the Board of the Target Company. They do not have any Equity Holding in the Target Company except Chidambaram Chettiar Ramasamy Chettiar who holds 1,700 Equity Shares and Nirmal Anraj Gadhiya who holds 1,200 Equity Shares in the Company. None of them have entered into any other contract or have other relationship with the Target Company and its Directors.
Trading in the Equity shares/other securities of the Target Company by IDC Members	The IDC Members have not traded in the securities of the company in the last 12 months
IDC Member's relationship with the Acquirers (Director, Equity shares owned, any other contract / relationship), if any	The IDC Members do not have any relationship with the Acquirers
Trading in the Equity shares/other securities of the Acquirers by IDC Members	Not applicable as Acquirers are individuals and not listed on any stock exchange
Recommendation on the Open Offer, as to whether the Offer, is or is not, fair and reasonable	IDC believes that Open Offer is fair and reasonable
Summary of reasons for recommendation	In view of the current and past market prices, Intrinsic Value of the share, low volumes on Stock Exchange and based on the report from an Independent Chartered Accountant, the offer price of ₹ 21/- prima facie appears to be justified.
Details of Independent Advisors, if any.	None
Any other matter 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 Takeover Regulations.

For and on behalf of the IDC of Bhagwandas Metals Ltd

Sd/-

Place: Chennai

Chidambaram Chettiar Ramasamy Chettiar

Date: April 19, 2018

Chairman of IDC