

# SWAGRUHA INFRASTRUCTURE LIMITED

(CIN: L24134KA1994PLC103470)

Registered Office: 362, 2<sup>nd</sup> Floor, 11<sup>th</sup> Cross, 4<sup>th</sup> Main, 2<sup>nd</sup> Block,  
(near BDA Shopping Complex), R T Nagar, Bengaluru - 560 032.

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Recommendations of the Committee of Independent Directors (“IDC”) on the Open Offer to the Public Shareholders of **Swagruha Infrastructure Limited (“SIL”/“Target Company”)** under Regulation 26(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent Amendments thereto [“**SEBI (SAST) Regulations, 2011**”/“**Regulations**”]

1)	Date	August 25, 2018
2)	Name of the Target Company (“TC”)	Swagruha Infrastructure Limited
3)	Details of the Offer pertaining to TC	The Offer is being made by the Acquirers in terms of Regulation 3(1) and 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for acquisition up to 1,78,22,500 Equity Share of ₹1.00 each representing 26% of the Equity Share Capital/Voting Capital of the Target Company at a price of ₹1.45 (Rupee One and Paise Forty Five only) (“ <b>Offer Price</b> ”), payable in cash
4)	Name of the Acquirers	1) Mr. Hemant Bahri : Acquirer 1 2) Mrs. Sangeeta Bahri : Acquirer 2 3) Bahri Estates Private Limited : Acquirer 3 4) Mr. Sravan Veledandi Prabhakar : Acquirer 4 5) Mrs. Reshma Narain : Acquirer 5
5)	Name of the Manager to the Offer	Mark Corporate Advisors Private Limited
6)	Members of the Committee of Independent Directors	1) Mr. Mathew Oomen : Chairman 2) Mr. Munirayammaiah Sridhar : Member 3) Mr. Gopal Gillela : Member
7)	IDC Member’s relationship with the TC (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. None of them have entered into any other contract or have other relationship with the Target Company.
8)	Trading in the Equity shares/other securities of the TC by IDC Members	No trading in the Equity Shares of the Target Company has been done by any of the IDC Members
9)	IDC Member’s relationship with the Acquirers (Director, Equity shares owned, any other contract/relationship), if any	None of the IDC Members are Directors in companies where nominees of the Acquirers are acting as Director(s) nor have any relationship with the Acquirers in their personal capacities.
10)	Trading in the Equity Shares/other securities of the Acquirers by IDC Members	Nil
11)	Recommendation on the Open offer, as to whether the offer is fair and reasonable	IDC is of the view that Open Offer is fair and reasonable
12)	Summary of reasons for recommendation	IDC has taken into consideration the following for making the recommendation:  IDC has reviewed (a) The Public Announcement (“PA”) dated May 18, 2018 in connection with the Offer issued on behalf of the Acquirers (b) The Detailed Public Statement (“DPS”) which was published on May 25, 2018 and (c) The Letter of Offer (“LoF”) dated August 17, 2018.  Based on the review of PA, DPS and LoF, the IDC is of the opinion that the Offer Price of ₹1.45 (Rupee One and Paise Forty Five only) per Equity Share offered by the Acquirers (more than the highest price amongst the selective criteria mentioned under Justification of Offer Price) is in line with the regulation prescribed by SEBI under the Regulations and prima facie appears to be justified.
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, 2011.

For Swagruha Infrastructure Limited  
Sd/-

Mathew Oomen  
Chairman-IDC

Place : Bengaluru

Date : August 25, 2018

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