## Recommendations of the Committee of Independent Directors (ICD) on the Open Offer to the Shareholders of NIT Technologies Limited under Regulation 27 of SEBI (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011

**Date:** July 02, 2019  
**Name of the Target Company (TC):** NIT Technologies Limited  
**Details of the Offer pertaining to TC:** Open Offer is being made by the Acquirer and the PACs for the acquisition of up to 16,625,173 equity shares of face value of `10 each ("Offer Shares") at a price of ` 1,940.00 (Rupees One thousand nine hundred forty only) per Equity Share representing 25.00% of the expanded equity share capital.

**Name(s) of the acquirer and PAC with the acquirer:**
- **Main B.V. ("Acquirer")** along with The Baring Asia Private Equity Fund VI, L.P., **PAC 1**. The Baring Asia Private Equity Fund VI, L.P. (`PAC 1`), The Baring Asia Private Equity Fund VI, SCB (Pune) (`PAC 2`) and The Baring Asia Private Equity Fund VII, SCB (Pune) (`PAC 3`) (collectively referred to as the "PACs")

**Name of the Manager to the offer:** J.M. Financial Limited

**Members of the Committee of Independent Directors (Please indicate the Chairperson of the Committee separately):**
- Mr. Ashwanth Purohit — Chairperson of the Committee

**ICD Member's relationship with the TC (Director/Equity shares owned, any other contractual relationship, if any):** The members of the ICD are independent directors on the Board of the TC. None of the ICD Members hold any shares in the TC. They don’t have any contractual relationship with the TC.

**Trading in the Equity shareholder securities of the TC by ICD Members:** None of the members of the ICD have traded in any of the equity shares/securities of the TC during the period of 12 months prior to the Public Announcement dated April 10, 2019 and till the date of the recommendation.

**ICD Member’s relationship with the acquirer (Director/Equity shares owned, any other contractual relationship, if any):** None of the ICD Members is a Director of the Acquirer or PACs. They neither have any contractual relationship with the Acquirer or PACs nor hold any equity shares of the Acquirer or PACs.

**Trading in the Equity shareholder securities of the acquirer by ICD Members:** None of the ICD members have traded in equity shares/securities of the Acquirer or PACs during the period of 12 months prior to the Public Announcement dated April 10, 2019 and till the date of the recommendation.

**Summary of reason for recommendation (ICD may also invite attention to any other facts, e.g., company’s website, where its detailed recommendations along with written advice of the independent advisors, if any can be seen by the shareholder):**

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<th>ICD</th>
<th>Open Offer of NIT Technologies Limited (`NIT&quot;) under SEBI (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011</th>
<th>Recommendation on the Open offer, as to whether the offer is fair and reasonable</th>
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<td>The ICD believes that the Open Offer is in compliance with the requirements of the SEBI (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 and fair and reasonable. However, the shareholders should independently evaluate the offer and take informed decision.</td>
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**Details of Independent Advisors, if any:**
- Duff & Phelps India Private Limited, a SEBI Registered Category I Merchant Banker, has been appointed by the independent professional advisor and received its opinion. Based on review of the aforementioned documents issued by the Acquirer and the opinion issued by the financial professional advisor, ICD has taken the following into consideration for making recommendation on the Open Offer:

1. The Independent External Professional Advisor, vide its report dated July 04, 2019 opined that Open Offer price of ` 1,940.00 per equity share offered to the shareholders of NIT Technologies Limited is in compliance with Regulation 27(1)(g) read with 2(1)(g) of the SEBI (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011.
2. Further the Independent External Professional Advisor performed additional procedures by computing the range of equity value per share of NIT Technologies Limited as per following internationally accepted valuation methodologies:

a. Guideline Public Companies Method
b. Guideline Transaction Method

On the basis of the above methodologies, the Independent External Professional Advisor has concluded that the Open Offer price of ` 1,940.00 per share is fair and reasonable.

3. The offer price of ` 1,940.00 per share represents a premium of 7.69 percent over the volume weighted average price during the sixty days and 20.95 percent premium over the volume weighted average price of 92 weeks immediately preceding the date of PA, as mentioned in the DPS.

Based on the above reasons and considerations, the ICD is of the opinion that the offer price of ` 1,940.00 per share made by the Acquirer to the public shareholders of the TC is fair and reasonable. However, the shareholders should independently evaluate the offer and take informed-decision.

These Recommendations received from ICD are available on the Company’s website i.e. www.nittech.com

**Any other matter(s) to be highlighted:** None

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Note: To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respects, true and correct and not misleading, whether by omission of any information or otherwise, and no other information required to be disclosed by the TC under the SEBI (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011.