ALAN SCOTT INDUSTRIESS LIMITED

(CIN: L99999MH1994PLC076732)
("ASIL" / TARGET COMPANY"/"TC")
Registered Office: 39, Apurva Industrial Estate, Makwana Road, Off. Andheri Kurla Road, Mumbai-400 059
Phone No. +91-96532 38501; Email: alanscottindustrieslimited@gmail.com; Website: www.alanscottind.com

Recommendations of the Committee of Independent Directors (IDC) on the Open Offer to the Shareholders of Alan Scott Industriess Limited ("ASIL" or the "Target Company") under regulation 26 (7) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations")

Date	02.03.2020
Name of the Target Company	Alan Scott Industriess Limited
Details of the Offer pertaining to Target Company	Open Offer to acquire up to 1,78,199 Equity Shares of Rs. 10/- each representing 26.00 % of the total equity and voting share capital of the Target Company, to be acquired by the Acquirer along with PAC, at a price of Rs. 25/- per Equity share payable in cash in terms of Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations, 2011.
Name(s) of the Acquirers and PAC with the Acquirers	Mr. Sureshkumar Pukhraj Jain (hereinafter referred to as "the Acquirer") Mr. Pranav Dangi (hereinafter referred to as "the PAC")
Name of the Manager to the offer	Navigant Corporate Advisors Limited
Members of the Committee of Independent Directors ("IDC")	Chairman: Mr. Jaymin Modi Member: Mr. Mahendra Balkrishan Dave
IDC Member's relationship with the Target Company (Director, Equity shares owned, any other contract / relationship), if any	IDC Members are the Independent Directors of the Target Company. Neither Chairman nor Member of IDC holds any equity shares in the Target Company. None of them have entered into any other contract or have other relationship with the Target Company.
Trading in the Equity shares/other securities of the Target Company by IDC Members	No trading has been done by the IDC Members in the equity shares/ other securities of the Target Company since their appointment.
IDC Member's relationship with the acquirers (Director, Equity shares owned, any other contract / relationship), if any.	None of the IDC Members have any relationship with the Acquirer.
Trading in the Equity shares/other securities of the acquirers by IDC Members	Not Applicable
Recommendation on the Open offer, as to whether the offer, is or is not, fair and reasonable	The IDC Members believes that the Open Offer is fair and reasonable. However, the shareholders should independently evaluate the Offer and take informed decision in the matter.
Summary of reasons for recommendation	IDC recommends acceptance of the Open offer made by the Acquirer as the Offer price of Rs. 25/- per fully paid up equity share is fair and reasonable based on the following reasons: 1. The Offer price appears to be reasonable considering that there is no major business activities in the Target Company. 2. The offer price of Rs. 25/- per fully paid up equity share offered by the Acquirer is equal than price paid by Acquirer in SPA to Sellers and for shares acquired of Target Company. 3. The equity shares of the Target Company are infrequently traded shares within the meaning of explanation provided in Regulation 2(j) of SEBI (SAST) Regulations, 2011. 4. The offer price of Rs. 25/- per fully paid up equity share offered by the Acquirer is higher than the Fair Value of equity share of the Target Company which is Rs. 12.22/- (Rupees Twelve and Paisa Twenty Two only) as certified by CA Pravin Chandak (Membership No. 049391), Partner of Pravin Chandak & Associates, Chartered Accountants (Firm Registration No. 116627W), having their office situated at 403, 4th Floor, & 702/703, 7th Floor, New Swapnalok CHS Ltd, Natakwala Lane, Borivali (West), Mumbai, Maharashtra, India; Tel.No.+91-22-28016119; Email: info@pravinca.com. The said valuation is carried out considering the Supreme Court's decision in the Hindustan Lever Employee's Union vs. Hindustan Lever Ltd. (1995) reported at (83 Companies Cases 30). Keeping in view above facts IDC is of opinion that Open Offer price is fair and reasonable and is in accordance with the relevant regulations prescribed in the Takeover Code and prima facie appear to be justified.
Details of Independent Advisors, if any.	None
Any other matter to be highlighted	No

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.

Capitalized terms used in this announcement, but not defined, shall have the same meaning assigned to them in the PA, DPS and LOF.

For **Alan Scott Industriess Limited**
Sd/-
Jaymin Modi
Chairman-Committee of Independent Directors
DIN: 07352950

Place: Mumbai
Date: 02.03.2020