

IYKOT HITECH TOOLROOM LIMITED

REGISTERED OFFICE: No.19, Block I, SIDCO Electronics Complex, Thiru. Vi. Ka. Industrial Estate, Guindy, Chennai, Tamil Nadu - 600032 | Tel. No.: + 91 44-43162280

E-mail: info@iykot.com | Website: www.iykot.com | CIN: L27209TN1991PLC021330

Recommendations of the Committee of Independent Directors ("IDC") of Iykot Hitech Toolroom Limited ("Target Company") in relation to the open offer ("Offer") made by Mrs. Anjana Dugar ("Acquirer 1"), and Ms. Likhitta Dugar ("Acquirer 2") (hereinafter referred to as "Acquirers"), to the Public shareholders of the Target Company ("Shareholders") under Regulations 26(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and Subsequent Amendments thereto ("SEBI (SAST) Regulations, 2011").

Date	04/10/2022																					
Target Company ("TC")	Iykot Hitech Toolroom Limited																					
Details of the Offer pertaining to Target Company	The offer is being made by the Acquirers pursuant to Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations, 2011 for the acquisition upto 15,81,840 (Fifteen Lakh Eight One Thousand Eight Hundred Forty) equity shares of the face value of ₹5/- each representing 26.00% of the equity share capital / voting capital of the Target Company at a price of ₹7.50/- (Seven Rupees and Fifty Paise) ("Offer Price"), payable in Cash.																					
Acquirers	Mrs. Anjana Dugar and Ms. Likhitta Dugar																					
Manager to the offer	Kunvarji Finstock Private Limited																					
Members of the Committee of Independent Directors (IDC)	1. Mr. Rajapandian Sivalingam T - Chairman 2. Mr. Paramasivan Arunachala Devar - 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. None of them has entered into any other contract or has other relationships with the Target Company.																					
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																					
IDC Member's relationship with the acquirers (Director, Equity shares owned, any other contract/relationship), if any	None of the IDC Members holds any contracts, nor has any relationship with the acquirers in their personal capacities.																					
Trading in the Equity shares / other securities of the acquirers by IDC Members	No trading in the equity shares / other securities of the acquirers by IDC Members																					
Recommendation on the Open offer, as to whether the offer, is or is not, fair and reasonable	Based on the review, IDC Members believe that the offer is fair and reasonable and in line with the Regulations.																					
Summary of reasons for the recommendation	<p>IDC has taken into consideration the following for making the recommendation:</p> <p>IDC has reviewed</p> <p>a) The Public Announcement ("PA") dated 12/07/2022;</p> <p>b) The Detailed Public Statement ("DPS") which was published on 19/07/2022;</p> <p>c) The Draft Letter of Offer ("DLOF") dated 26/07/2022; and</p> <p>d) The Letter of Offer ("LOF") dated 22/09/2022</p> <p>Based on the review of PA, DPS, DLOF and LOF, the IDC Members are of the view that the offer price is in line with the parameters prescribed by SEBI in the Regulations.</p> <p>The equity shares of the Target Company are listed and traded on bourses of BSE and are non-frequently traded with in which the meaning of definition of "Frequently traded shares" under clause (j) of sub-regulation (1) of Regulation 2 of the SEBI (SAST) Regulations on BSE.</p> <p>The offer price of ₹ 7.50/- (Seven Rupees and Fifty Paise Only) is justified, in terms of Regulation 8(2) of the SEBI (SAST) Regulations, 2011, being the highest of the following:</p> <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Particulars</th> <th>Price (in ₹ per equity share)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Negotiated Price, i.e. The highest negotiated price per equity share of the Target Company for acquisition under any agreement attracting the obligation to make a PA of an open offer.</td> <td>7.50/-</td> </tr> <tr> <td>2</td> <td>The volume-weighted average price paid or payable for acquisition by the acquirers during 52 weeks immediately preceding the date of PA.</td> <td>Not Applicable</td> </tr> <tr> <td>3</td> <td>The highest price paid or payable for any acquisition by the acquirers during 26 weeks immediately preceding the date of the PA.</td> <td>Not Applicable</td> </tr> <tr> <td>4</td> <td>The volume-weighted average market price of such equity shares for a period of sixty trading days immediately preceding the date of PA as traded on BSE provided such shares are frequently traded.</td> <td>Not Applicable</td> </tr> <tr> <td>5</td> <td>The per equity share value computed under Regulation 8(5) of the Takeover Regulations, if applicable.</td> <td>Not Applicable</td> </tr> <tr> <td>6</td> <td>Where the shares are not frequently traded, price is determined by the acquirers and the Manager to the Offer taking into account valuation parameters including book value, comparable trading multiples and earnings per share.</td> <td>7.15/-*</td> </tr> </tbody> </table> <p>(*As certified by CA Saurabh Srivastava Registered Valuer (RV Registration No.: IBBI/RV/06/2020/13607) having office at D-1102, Springfield Apartments, Sarjapur road, Nr. Bellandur Gate, Bangalore - 560102; Tel. No.: +91 9900085630; Email: saurabh@bahlchandhoke.com has valued the equity shares of Target Company and calculated the fair value per share at Rs. 7.15/- (Seven Rupees and Fifteen Paise Only) vide his Share Valuation Report dated 07/07/2022).</p> <p>In view of the parameters considered and presented in the table above, in the opinion of the acquirers and manager of the offer, the offer price is ₹7.50/- in terms of Regulation 8(2) of the SEBI (SAST) Regulations, 2011.</p>	Sr. No.	Particulars	Price (in ₹ per equity share)	1	Negotiated Price, i.e. The highest negotiated price per equity share of the Target Company for acquisition under any agreement attracting the obligation to make a PA of an open offer.	7.50/-	2	The volume-weighted average price paid or payable for acquisition by the acquirers during 52 weeks immediately preceding the date of PA.	Not Applicable	3	The highest price paid or payable for any acquisition by the acquirers during 26 weeks immediately preceding the date of the PA.	Not Applicable	4	The volume-weighted average market price of such equity shares for a period of sixty trading days immediately preceding the date of PA as traded on BSE provided such shares are frequently traded.	Not Applicable	5	The per equity share value computed under Regulation 8(5) of the Takeover Regulations, if applicable.	Not Applicable	6	Where the shares are not frequently traded, price is determined by the acquirers and the Manager to the Offer taking into account valuation parameters including book value, comparable trading multiples and earnings per share.	7.15/-*
Sr. No.	Particulars	Price (in ₹ per equity share)																				
1	Negotiated Price, i.e. The highest negotiated price per equity share of the Target Company for acquisition under any agreement attracting the obligation to make a PA of an open offer.	7.50/-																				
2	The volume-weighted average price paid or payable for acquisition by the acquirers during 52 weeks immediately preceding the date of PA.	Not Applicable																				
3	The highest price paid or payable for any acquisition by the acquirers during 26 weeks immediately preceding the date of the PA.	Not Applicable																				
4	The volume-weighted average market price of such equity shares for a period of sixty trading days immediately preceding the date of PA as traded on BSE provided such shares are frequently traded.	Not Applicable																				
5	The per equity share value computed under Regulation 8(5) of the Takeover Regulations, if applicable.	Not Applicable																				
6	Where the shares are not frequently traded, price is determined by the acquirers and the Manager to the Offer taking into account valuation parameters including book value, comparable trading multiples and earnings per share.	7.15/-*																				
Details of Independent Advisors, if any.	None																					
Any other matter to be highlighted	None																					

To the best of our knowledge and belief, after making the proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by the omission of any information or otherwise, and includes all the information required to be disclosed by the Target Company under the Regulations.

For and on behalf of the Committee of

Iykot Hitech Toolroom Limited

Sd/-

Mr. Rajapandian Sivalingam T

Director (DIN: 00749035)

Place: Chennai

Date: 04/10/2022