

Recommendations of the Committee of Independent Directors ("IDC") on the open offer made by Intec Worldwide Private Limited ("Acquirer I"), Pantec Devices Private Limited ("Acquirer II"), Pantec Consultants Private limited ("Acquirer III"), India Business Excellence Fund-II ("Acquirer IV") and India Business Excellence Fund-IIA ("Acquirer V" and together with Acquirer I, Acquirer II, Acquirer III and Acquirer IV referred to as the "Acquirers") to the public shareholders of Intec Capital Limited ("Target Company") under Regulation 26(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended till date ("SEBI (SAST) Regulations, 2011") ("Open Offer")

1.	Date	7 th November 2013
2.	Name of the Target Company	Intec Capital Limited
3.	Details of the Open Offer	Open Offer by the Acquirers for acquisition of up to 4,775,225 (Four Million Seven Hundred Seventy Five Thousand Two Hundred and Twenty Five) equity shares of the Target Company (each an "Equity Share"), representing up to 26% of the diluted voting share capital as of the 10 th (tenth) working day from the closure of the tendering period. Offer price: ₹ 109.45 (Rupees One Hundred and Nine and Paise Forty Five) per Equity Share as mentioned in the draft letter of offer filed with SEBI.
4.	Name(s) of the acquirer and PAC with the acquirer	1. Intec Worldwide Private Limited (Acquirer I) 2. Pantec Devices Private Limited (Acquirer II) 3. Pantec Consultants Private limited (Acquirer III) 4. India Business Excellence Fund-II (Acquirer IV) 5. India Business Excellence Fund-IIA (Acquirer V)
5.	Name of the Manager to the offer	ICICI Securities Limited SEBI Registration Number: INM000011179 ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai - 400 020 Tel: +91 22 2288 2460; Fax: +91 22 2282 6580 E-mail: inteccapital.openoffer@icicisecurities.com
6.	Members of the IDC (Please indicate the chairman of the Committee separately)	Mr. Praveen Sethia - Chairman Mr. Rakesh Joshi - Member Mr. Y.L. Madan - Member
7.	IDC Member's relationship with the Target Company (TC) (Director, Equity shares owned, any other contract / relationship), if any	Relations with TC: Independent Directors Directors holding: NIL except Mr. Praveen Sethia holding 18 shares Any other contract / relationship: IDC members are Independent Directors of the Company and do not hold any Contract directly with the Target Company. However, there is consulting arrangement between Target Company and Infrastructure Advisors Pvt. Limited, in which Mr. Praveen Sethia is one of director and Target Company has obtained required approval from Central Government under section 297 of the Companies Act, 1956.
8.	Trading in the Equity shares / other securities of the Target Company by IDC Members	NONE
9.	IDC Member's relationship with the acquirer (Director, Equity shares owned, any other contract / relationship), if any	NONE
10.	Trading in the Equity shares / other securities of the acquirer by IDC Members	NONE
11.	Recommendation on the Open offer, as to whether the offer is fair and reasonable	The IDC members believe that the Offer is fair and reasonable.
12.	Summary of reasons for recommendation	IDC of the Target Company has reviewed (a) the public announcement in connection with the Open Offer dated August 13, 2013 ("PA"); (b) the detailed public statement dated August 21, 2013, ("DPS"); and (c) the draft letter of offer ("DLOF") dated August 28, 2013, issued by the Acquirers in connection with the Open Offer. IDC has engaged two Independent External Professional Advisors i.e. M/s S.S. Kothari Mehta & Co. and M/s Vijay Mukesh & Co. and has received the Advisory / Valuation Reports from them. IDC, based on the review of PA, DPS and DLOF and Advisory / Valuation Reports from both the Independent External Professional Advisors and on its own judgment has taken into consideration the following facts for making this recommendation on Open Offer:- (i) Independent External Professional Advisor i.e. M/s S.S. Kothari Mehta & Co. vide its Report dated 30 th September 2013 certified that open offer price i.e. ₹ 109.45 per equity share offered to shareholders of Target Company is fair and reasonable has been computed in compliance with Regulation 8(2) read with 8(6) and 2(1)(d) of the SEBI (SAST) Regulations 2011. (ii) Another Independent External Professional Advisor M/s Vijay Mukesh and Company vide report dated 4 th October 2013 certified the valuation of share prices of Target Company based three valuation methods mentioned below:- a) As per price Earning capacity method, price of shares of target company is ₹ 77.89 per fully paid equity share. b) As per Net Asset Value method, price of shares of Target Company is ₹ 90.44 per fully paid equity share. c) As per Relative Valuation Method, price of share of Target Company is ₹ 80.48 per fully paid equity share. On the basis of above, M/s Vijay Mukesh & Co. has recommended ₹ 90.44 per fully paid equity share calculated by taking into account the net asset value of the company since it seems more practical considering all the factors. (iii) The volume-weighted average price during the fifty-two weeks immediately preceding the date of the public announcement, as mentioned in DPS dated 20 th August 2013, is ₹ 93.23 which is less than Offer Price offered to public shareholders of Target Company through this Open Offer and hence offer price represents a premium of 16.45% to the volume-weighted average price of 52 weeks immediately preceding the PA. (iv) The volume-weighted average market price of such shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the stock exchange where maximum volume of trading in the shares of the target company are recorded during such period, provided such shares are frequently traded is ₹ 93.99 as mentioned in DPS dated 20 th August 2013 (with highest closing price of traded shares during 60 days trading period is ₹ 95.65 and lowest closing price of traded shares during 60 days trading period is ₹ 77.55) which is less than Offer Price offered to public shareholders of Target Company through this Open Offer and hence offer price represents a premium of 17.40% to the volume-weighted average price of 60 days trading period immediately preceding the PA. (v) Macro-economic reasons and Industry Outlook: India's macroeconomic scenario continues to be stressed. The country is marked by rating downgrades, currency depreciation, wider current account deficit, liquidity crunch, lowest decadal GDP growth, plunging industrial production and rising fiscal deficit. The sentiments for Banking and Financial Sector has substantially changed negative during past one year on the basis of above said micro economic factors. All this might impact the share prices of the Target Company. Looking to the past trend, it is being observed that trading by general public is limited which restrains exit to Public Shareholders of Target Company to the market. This Open offer will provide an exit opportunity to the existing shareholders of Target Company The Public Shareholders should take note of the following points also:- 1. The Offer is subject to commercial, legal, market and macro-economic reasons and negative sentiments of Banking and Financial Sector; etc. and hence Public Shareholders should independently evaluate the Offer and take informed decision in this matter. 2. The Market Price of the target Company Shares may be different post triggering of open offer on 13 th August 2013 due to market perception. 3. The shareholders of Target Company have an option to either tender their shares in the Open Offer or remain invested. Hence, based on above reasons and factors and on the basis of advice of two (2) Independent External Professional Advisors, IDC is of the opinion that the Offer Price of ₹ 109.45 (Rupees One Hundred and Nine and Paise Forty Five) per fully paid equity share made by Acquirers to the public shareholders of Target Company is fair and reasonable value. The Recommendations received from IDC is available in the Company's website i.e. www.inteccapital.com The Advisory / Valuation Reports of both the Independent External Professional Advisors is available at the Target Company website i.e. www.inteccapital.com
13.	Details of Independent Advisors, if any	M/s S.S. Kothari Mehta & Co., 146-148, Tribhuvan Complex, Ishwar Nagar, Mathura Road, New Delhi - 110 065. M/s. Vijay Mukesh & Co. D-4, Naveen Shahdara, New Delhi - 110 032.
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 fair 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 Code."