

Recommendations of the Committee of Independent Directors (“IDC”) on the
Open Offer to the Shareholders of Tide Water Oil Company (India) Limited
under Regulation 26(7) of SEBI (Substantial Acquisition of Shares and
Takeovers) Regulations, 2011 (“SEBI (SAST) Regulations”)

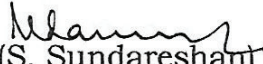
Date	10 th December, 2015
Name of the Target Company	Tide Water Oil Company (India) Limited
Details of the Offer pertaining to Target Company	Open Offer for acquisition of upto 2,26,512 equity shares representing 26% of the Total equity share capital of Tide Water Oil Company (India) Limited, (target company) to the public shareholders of the target company.
Name(s) of the acquirer and PAC with the acquirer	<u>Acquirer</u> Standard Greases & Specialities Pvt. Ltd. <u>Person Acting in Concert (PAC)</u> Janus Consolidated Finance Pvt. Ltd. Alpha TC Holdings Pte. Ltd. Tata Capital Growth Fund 1
Name of the Manager to the offer	SBI Capital Markets Ltd. 202, Maker Tower ‘E’, Cuffe Parade, Mumbai 400 005. Tel: 22178300, Fax: 22188332
Members of the Committee of Independent Directors (“IDC”)	1. Shri S. Sundareshan 2. Shri Subir Roy Choudhury 3. Shri Ashim Mukherjee 4. Ms. Nayantara Palchoudhuri Shri S. Sundareshan is the Chairman of the IDC
IDC Member’s relationship with the Target Company (Director, Equity shares owned, any other contract / relationship), if any	The IDC members are Independent Directors of the Target Company, do not hold any equity shares in the Target Company and have no contract/relationship with the Target Company.
Trading in the Equity shares / other securities of the Target Company by IDC Members	None of the IDC members have traded in the equity shares/other securities of the Target Company during a period of 12 months prior to the date of Public Announcement till the date of this recommendation.

IDC Member's relationship with the acquirer (Director, Equity shares owned, any other contract / relationship), if any	The IDC members do not hold any equity shares or other securities of Acquirer or PAC and have no contract/relationship with Acquirer or PAC or their respective Directors.
Trading in the Equity shares / other securities of the acquirer by IDC Members	None
Recommendation on the Open Offer, as to whether the offer, is or is not, fair and reasonable	<p>Based on the review of Public Announcement, the Detailed Public Statement and Corrigendum to the Public Announcement issued by the Manager to the Offer on behalf of the Acquirer and PAC(s), IDC believe that the Open Offer is in accordance with SEBI (SAST) Regulations and to that extent is fair and reasonable.</p> <p>However, with regard to reasonableness of the price, IDC would like to draw the attention of shareholders that the intrinsic value of the shares of the Company could be higher.</p> <p>Further the Acquirer is an existing supplier of lubricants and other additives to the Target Company and the Open Offer made by the Acquirer and PAC(s) are voluntary and not pursuant to any agreement with the existing promoter.</p> <p>The shareholders should independently evaluate the offer and take their own informed decision.</p>
Summary of reasons for recommendation	<p>The scrip of the Target Company has on 9th December, 2015 closed at Rs. 17,358.95 per share on National Stock Exchange (NSE) and the Acquirer alongwith PAC(s) have offered a revised price of Rs. 17,505/- per share on 9th December, 2015 as against original offer price of Rs. 16,632/- made as on 22nd September, 2015.</p> <p>The above price of Rs. 17,358.95 at NSE corresponds to a Price Earning (PE) ratio of 14.65. The industry PE ratio is 33.9 according to www.moneycontrol.com.</p>

	<p>The 52 week high and low price of the shares of the Target Company as traded on NSE are Rs. 19679.65 and Rs. 12239.95, respectively.</p> <p>The Target Company has an existing business relation with the Acquirer as supplier of lubricants and other additives to the Target Company and the Acquirer intends to continue with such relationship post this Offer. The Acquirer has been classified as an 'associate company' under the list of 'related parties' for the last 4 (four) financial years.</p> <p>As per information mentioned in the Draft Letter of Offer, the Acquirer along with PAC(s) is currently holding 2,17,234 equity shares representing 24.94% shares in the Target Company and the Offer is made to acquire additional shares in the Target Company with the intent, to consolidate the Acquirer's holding in the Target Company and to seek classification of the Acquirer as a "Promoter" of the Target Company, in accordance with the provisions of Regulation 31A(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and enable it to exercise ancillary rights thereto. However the Open Offer made by the Acquirer and PACs are voluntary and not pursuant to any agreement with the existing promoter.</p> <p>The shareholders should independently evaluate the offer and take their own informed decision.</p>
<p>Details of Independent Advisors, if any</p>	<p>None</p>
<p>Any other matters to be highlighted</p>	<p>As per the opinion of the IDC, the Target Company has been performing very satisfactorily under the current management from 2007-08 till date. The return to the shareholders has been 34.4% CAGR by way of share price appreciation and 1255% by way of average dividend on face value.</p>

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 Takeover Code.

For and on behalf of
The Committee of Independent Directors of
Tide Water Oil Company (India) Limited,


(S. Sundareshan)
Chairman – Committee of Independent
Directors

Place: New Delhi

Date: 10th December, 2015