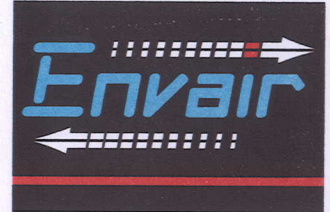


ENVAIR ELECTRODYNE LTD.



Enriching Environment

ENVAIR/JM/BSE/025

24.5.2018

To,
Bombay Stock Exchange Limited
Pheeroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Scrip Code:500246

Sub: Intimation of Recommendation by Independent Directors Committee under Regulation 26(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011

Dear Sir/Madam,

We hereby inform you that Independent Directors Committee (IDC) under Regulation 26(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 has made "Recommendation on Open Offer to shareholders" of the Company vide Resolution passed on 24th May, 2018.

We request you to acknowledge receipt of the same.

Thanking you,

Yours faithfully,

For ENVAIR ELECTRODYNE LTD.

A handwritten signature in blue ink, appearing to read "Shripad Mirashi", is written over the typed name.

**SHRIPAD MIRASHI
MANAGING DIRECTOR**

DIN 00480854

ENVAIR ELECTRODYNE LIMITED

Reg. Office: 117 General Block, MIDC Bhosari Pune 411026, Maharashtra, India

Tel: +91-020-30688117 / 118, Fax: +91 020 3068 8130

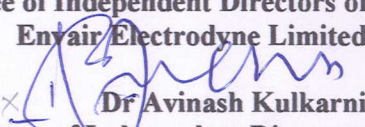
Email: mdo@envairelectrodyne.com, Website: www.envairelectrodyne.com**RECOMMENDATIONS OF THE COMMITTEE OF INDEPENDENT DIRECTORS("IDC")**

Recommendations of the IDC under Regulation 26(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ('Takeover Regulations') on the Open Offer by Harish Agarwal("Acquirer 1"), Anil Nagpal("Acquirer2") and Gian Aggarwal("Acquirer 3"), (Acquirer 1, Acquirer 2 and Acquirer 3 are collectively referred to as "Acquirers") and along with M/s Alliance India (Person Acting in Concert) (herein after referred to as "PAC") to the Equity Shareholders of Envair Electrodyne Limited ("EEL" or the "Target Company" or "TC") for the acquisition of the Target Company.

Sr. No	Particular	Report
1.	Date	24 th May, 2018
2.	Name of the Target Company	Envair Electrodyne Limited
3.	Details of the Offer pertaining TC	<p>The Offer is a mandatory offer for acquisition up to 7,90,400 Equity Shares of the face value of Rs. 10 each representing in aggregate 26% of the of the total paid up and voting equity share capital of the Target Company at a price of Rs. 32.50 (Rupees Thirty-Two and Point Paise Fifty only) per fully paid up Equity Share payable in cash pursuant to Regulation 3(1) & 4 of SEBI (SAST) Regulations, 2011.</p> <p>The Offer has been made pursuant to Share Purchase Agreement entered between Acquirers and Sellers on March 16, 2018.</p>
4.	Name(s) of the acquirer and PAC	A. Mr Harish Agarwal B. Mr Anil Nagpal C. Mr Gian Aggarwal D. Alliance India
5.	Name of the Manger to the offer	Fedex Securities Limited
6.	Members of the Committee of Independent Directors	1. Dr.Avinash Kulkarni 2. Mr Vikas Khanvelkar
3.	IDC Member's relationship with the TC (Director, Equity shares owned, any other contract/ relationship), if any	<p>IDC Members are Non-Executive and Independent directors. The IDC Members</p> <p>A. Dr.Avinash Kulkarni holds 2780 Equity Shares in the Target Company.</p> <p>B. Mr Vikas Khanvelkar does not hold any Equity Shares in the Target Company.</p> <p>C. They do not have any contact/ relationship with the Target Company's other directors or</p> <p>D. any contract with Target Company except, contract to act as Independent Directors of the Target Company.</p>
4.	Trading in the Equity shares/ other securities of the TC by IDC	None of the IDC members have traded in the Equity Shares of Target Company Preceding 12 months.

	Members	
5.	IDC. Member's relationship with the acquirer (Director, Equity shares owned, any other contract/relationship), if any	None of the members of the IDC have any contracts/ relationships with the Acquirer
6.	Trading in the Equity shares/ other securities of the acquirer by IDC Members	The IDC Members have not traded in the Equity Shares / other securities of the Acquirer.
7.	Recommendation on the Open offer, as to whether the offer is fair and reasonable	The member of the IDC believe that the open offer made to the shareholders of Envair Electrodyne Limited at the price of Rs. 32.50 per fully paid Equity Shares of face value of Rs. 10 each is fair and reasonable and the open offer is in conformity with provision of SEBI (SAST) Regulation 2011.
8.	Summary of reasons for recommendation	<p>IDC has evaluated the Public announcement dated March 16, 2018. the Detailed Public Statement dated March 22, 2018 and Draft Letter of Offer dated April02, 2018 and Letter of Offer dated 17 May17, 2018. The IDC has taken into consideration the following for making its recommendations:</p> <p>The Equity shares of TC are infrequently traded within the meaning of explanation provided in regulations 2(j) of Takeover Regulations.</p> <ul style="list-style-type: none"> • As per the Equity Share Valuation report dated on March 16, 2018 of Envair Electrodyne Limited given by Jyoti Kawa (Membership No. 105654) partner of Kanu Doshi Associates LLP, Chartered Accountants, Mumbai, the fair value of equity shares of Rs. 25 per share. • The Offer Price of Rs. 32.50 (Rupees Thirty-Two and Point Paise Fifty only) per share is higher than price calculated after considering the parameters as specified under Regulation 8(2) of Takeover Regulations
9.	Details of Independent Advisor (if any)	None
10.	Any other matters 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 correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the TC under the Takeover Code.

Place: Pune Date: 24 th May, 2018	<p>For the behalf of Committee of Independent Directors of Envair Electrodyne Limited</p>  <p>Dr Avinash Kulkarni Chairman – Committee of Independent Directors</p>
---	--