

MERCURY METALS LIMITED

CIN: L27109GJ1986PLC008770

Regd. Office: 36, Advani Market, O/S Delhi Municipal Market, Ahmedabad.

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Website: www.mercurymetals.in

Recommendations of the Committee of Independent Directors ("IDC") of Mercury Metals Limited ("Target Company") in relation to the open offer ("Offer") made by Mr. Kavith Jayeshbhai Thakkar ("Acquirer 1"), and Mrs. Artiben Jayeshbhai Thakkar ("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").

1.	Date	18th January 2022																					
2.	Target Company ("TC")	Mercury Metals Limited																					
3.	Details of the Offer pertaining to Target Company	The offer is being made by acquirers pursuant to Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations, 2011 for acquisition upto 18,07,730 (Eighteen Lakh Seven Thousand Seven Hundred Thirty) Equity Shares of face value of Rs. 1/- each representing 26.00% of the Equity Share Capital/ voting Capital of the Target Company at a price of Rs. 1.75/- (One Rupee and Seventy Five Paise) ("Offer Price"), payable in Cash.																					
4.	Name of the Acquirers	Acquirer 1 Kavith Jayeshbhai Thakkar Acquirer 2 Artiben Jayeshbhai Thakkar																					
5.	Name of the Manager to the offer	Kunvarji Finstock Private Limited																					
6.	Members of the Committee of Independent Directors (IDC)	1. Mahendra G. Prajapati, Chairman 2. Tagaram L. Chowdhary, Member 3. Bharti Nimesh Bavishi, Member																					
7.	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 relationship with the Target Company.																					
8.	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																					
9.	IDC Member's relationship with the acquirer (Director, Equity shares owned, any other contract / relationship), if any.	None of the IDC Members holds any contracts, nor have any relationship with the acquirers in their personal capacities.																					
10.	Trading in the Equity shares/ other securities of the acquirer by IDC Members	No trading in the equity shares/other securities of the acquirers by IDC Members																					
11.	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.																					
12.	Summary of reasons for recommendation	<p>IDC has taken into consideration the following for making the recommendation: IDC has reviewed</p> <p>a) The Public Announcement ("PA") dated 13th October 2021; b) The Detailed Public Statement ("DPS") which was published on 20th October 2021 c) The Draft Letter of Offer ("DLOF") dated 26th October 2021; and d) The Letter of Offer ("LOF") dated 11th January 2022;</p> <p>Based on 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 & 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. The offer price of Rs. 1.75/- (One Rupee And Seventy Five Paise) 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 Rs. 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>1.75/-</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>8.</td><td>Where the shares are not frequently traded, price determined by the acquirers & the Manager to the Offer taking into account valuation parameters including book value, comparable trading multiples and earnings per share.</td><td>1.71/-*</td></tr></tbody></table> <p>(*Ascertified by CS. Shreyansh M Jain, Registered Valuer (RV Registration No.:IBBI/RV/03/2019/12124) having office at B3/110, Opp. Shyam Mandir, New City Light, Surat - 395017; Tel. No.: +91 9558219019; Email:rvshreyanshmiajin@gmail.com has valued the equity shares of Target Company and calculated the fair value per share at Rs. 1.71/- (One Rupee and Seventy One Paise Only) vide his Share Valuation Report dated 6th September, 2021).</p> <p>In view of the parameters considered and presented in the table above, in the opinion of the acquires and manager to the offer, the offer price is Rs. 1.75/- in terms of Regulation 8(2) of the SEBI (SAST) Regulations, 2011.</p>	Sr. No.	Particulars	Price (in Rs. 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.	1.75/-	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	8.	Where the shares are not frequently traded, price determined by the acquirers & the Manager to the Offer taking into account valuation parameters including book value, comparable trading multiples and earnings per share.	1.71/-*
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13.	Details of Independent Advisors, if any.	None																					
14.	Any other matter 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 Target Company under the Regulations.

For and on behalf of the Committee of

Mercury Metals Limited

Mahendra G. Prajapati (Director)

DIN: 03270133

Date: 18.01.2022

Place: Ahmedabad