

ADI RASAYAN LIMITED

CIN: L24231GJ1992PLC018572

Regd. Office: G/C, Ground Floor, Trupti Apartment, B/H. Old High Court, Navrangpura, Ahmedabad - 380009, Gujarat.

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Recommendation of the Committee of Independent Directors ("IDC") on the Open Offer to the shareholders of Adi Rasayan Limited (the 'Target Company' or "TC") by Mrs. Sneha Sadhwani ("Acquirer") alongwith Mr. Rajesh Sadhwani ("PAC") for acquiring of 73,25,757 fully paid-up Equity Shares of Rs.10/- each, constituting 26.46% of the expanded paid-up Share Capital and Voting Capital of Target Company under Regulation 26(7) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (the 'SEBI (SAST) Regulations').

1.	Date	17th November, 2018
2.	Name of the Target Company (TC)	Adi Rasayan Limited ("TC")
3.	Details of the Offer pertaining to TC	The Open Offer is being made by the Acquirer and the PAC to the shareholders of the TC, for acquisition of upto 73,25,757 fully paid-up Equity Shares of the face value of ₹ 10/- each, constituting 26.46% of the expanded Share Capital and Voting Capital, at a price of ₹ 10/- (Rupees Ten only) per fully paid-up Equity Share in terms of Regulations 3(1) & 4 of SEBI (SAST) Regulations.
4.	Name(s) of the Acquirer and PAC with the Acquirer	<ul style="list-style-type: none"> • Mrs. Sneha Sadhwani ("Acquirer") • Mr. Rajesh Sadhwani ("PAC")
5.	Name of the Manager to the Offer	Systematix Corporate Services Limited SEBI Registration No. INM00004224 The Capital, A-Wing, 6th Floor, No. 603-606, Plot No. C-70, G - Block, Bandra-Kurla Complex (BKC), Bandra (East), Mumbai - 400 051, Maharashtra, India. Tel. No: +91-22-6704 8000; Fax No. +91-22-6704 8022 Email: investor@systematixgroup.in; Website: www.systematixgroup.in
6.	Members of the Committee of Independent Directors (Please indicate the chairperson of the Committee separately)	<ul style="list-style-type: none"> • Mrs. Amisha Dani • Mrs. Veda B Adhatrao Mrs. Amisha Dani is the Chairperson of the Committee of Independent Directors ("IDC").
7.	IDC Member's relationship with the TC (Director, Equity shares owned, any other contract / relationship), if any	All the IDC Members are Independent & Non-Executive Directors of the TC. They do not have any contractual relationship with the TC. None of the Independent Directors hold any Equity Shares of the TC.
8.	Trading in the Equity shares/other securities of the TC by IDC Members	None of the IDC Members have done any trading in Equity Shares / Other securities of the TC since their appointment as Director.
9.	IDC Member's relationship with the Acquirer (Director, Equity shares owned, any other contract / relationship), if any.	None of the IDC Members have any relationship with the Acquirer and the PAC.
10.	Trading in the Equity shares/other securities of the acquirer by IDC Members	Not Applicable
11.	Recommendation on the Open Offer, as to whether the offer is fair and reasonable	IDC is of the opinion that the offer is fair and reasonable on the date of the Public Announcement ("PA"). IDC also draws attention of public shareholders to the current share price which has exceeded the open offer price after the PA date. The shareholders may therefore independently evaluate the offer and take an informed decision.
12.	Summary of reasons for recommendation (IDC may also invite attention to any other place, e.g. company's website, where its detailed recommendations along with written advice of the independent adviser, if any can be seen by the shareholder)	IDC has evaluated the Public Announcement ("PA"), Detailed Public Statement ("DPS"), Letter of Offer ("LOF") and Corrigendum released by Systematix Corporate Services Limited (Manager to the Offer) for and on behalf of the Acquirer and the PAC. Based on the above the IDC is of the opinion that the Offer Price, being offered by the Acquirer of Rs. 10/- per fully paid-up Equity Share is fair and reasonable and recommends the acceptance of the Open Offer, in the light of the following: <ul style="list-style-type: none"> • The shares are infrequently traded on the stock exchange • The Offer Price offered by the Acquirer is in line with the regulation prescribed by SEBI under the SEBI (SAST) Regulations and prima facie appears to be justified. • The Offer Price is also the allotment price per Equity Share offered in Preferential Issue to the Acquirer, the PAC and Others (public shareholders). However, it is advised to the shareholders to independently evaluate the open offer vis-à-vis current share price and take an informed decision before participating in the Offer.
13.	Details of Independent Advisors, if any.	Nil
14.	Any other matter(s) to be highlighted	Nil

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 SEBI (SAST) Regulations.

For and on behalf of Committee of Independent Directors of Adi Rasayan Limited.

Sd/-

Amisha Dani
(Chairperson)

Place: Ahmedabad

Date: 17th November, 2018