

RISHAB SPECIAL YARNS LIMITED

(CIN: L17114RJ1987PLC004067)

("RSYL" / TARGET COMPANY"/"TC")

Registered Office: 2070, Rasta Bara Gangore, Jaipur-302003, Rajasthan, India

Phone No. 0141-2575213 | Email: rsyltd@gmail.com | Website: www.rishabspecial.com

Recommendations of the Committee of Independent Directors (IDC) on the Open Offer to the Shareholders of Rishab Special Yarns Limited ("RSYL" or the "Target Company") under regulation 26 (7) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations"):

1)	Date	01.06.2022
2)	Name of the Target Company	RISHAB SPECIAL YARNS LIMITED
3)	Details of the Offer pertaining to Target Company	Open Offer to acquire up to 9,25,782 (Nine Lakhs Twenty Five Thousand Seven Hundred Eighty Two Only) Equity Shares of ₹10/- each representing 26.00 % of the total equity and voting share capital of the Target Company, to be acquired by Mr. Sanjay Kumar Agrawal (Acquirer 1) and Vimla Metcoke Limited (Acquirer 2) (hereinafter individually referred to as Acquirer 1 and Acquirer 2 and jointly referred to as Acquirers), at a price of ₹5.85/- per Equity Share payable in cash in terms of Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations, 2011.
4)	Name(s) of the Acquirers and PAC with the Acquirers	Mr. Sanjay Kumar Agrawal (Acquirer 1) and Vimla Metcoke Limited (Acquirer 2)
5)	Name of the Manager to the offer	Oneview Corporate Advisors Private Limited (Formerly known as Guinness Corporate Advisors Private Limited)
6)	Members of the Committee of Independent Directors ("IDC")	1) Chairman: Mr. Kamal Kishore Kalani 2) Member: Mr. Pradeep Loiwal
7)	IDC Member's relationship with the Target Company (Director, Equity shares owned, any other contract / relationship), if any	IDC Members are the Independent Directors of the Target Company. Neither Chairman nor Member of IDC holds any equity shares in the Target Company. None of them have entered into any other contract or have other relationship with the Target Company.
8)	Trading in the Equity shares/other securities of the Target Company by IDC Members	No trading has been done by the IDC Members in the equity shares/ other securities of the Target Company since their appointment.
9)	IDC Member's relationship with the acquirers (Director, Equity shares owned, any other contract / relationship), if any.	None of the IDC Members have any relationship with the Acquirers.
10)	Trading in the Equity shares/other securities of the acquirers by IDC Members	Not Applicable
11)	Recommendation on the Open offer, as to whether the offer, is or is not, fair and reasonable	The IDC Members believes that the Open Offer is fair and reasonable. However, the shareholders should independently evaluate the Offer and take informed decision in the matter.
12)	Summary of reasons for recommendation	IDC recommends acceptance of the Open offer made by the Acquirers as the Offer price of ₹5.85/- per fully paid up equity share is fair and reasonable based on the following reasons: 1. The Offer price appears to be reasonable considering that there is no major business activities in the Target Company. 2. The offer price of ₹5.85/- per fully paid up equity share offered by the Acquirers is more than the price paid by Acquirers in SPA i.e. ₹5.50/- to Sellers and for shares acquired of Target Company. 3. The equity shares of the Target Company is infrequently traded shares within the meaning of explanation provided in Regulation 2(j) of SEBI (SAST) Regulations, 2011. 4. The offer price of ₹5.85/- per fully paid up equity share offered by the Acquirers is higher than the Fair Value of equity share of the Target Company which is ₹5.84/- (Rupees Five and Eighty Four Paise only) as certified by Registered Valuer-Securities or Financial Assets, Nitish Chaturvedi (IBBI Registration No. IBBI/RV/03/2020/12916), having their office situated at Spaces, Kanakia Wall Street, Level 4, A Wing, Andheri Kurla Road, Chakala, Andheri (E), Mumbai-400093, India; Tel.No. + 919997354674; Email:chaturvedinitish@gmail.com. The said valuation is carried out considering the Supreme Court's decision in the Hindustan Lever Employee's Union vs. Hindustan Lever Ltd. (1995) reported at (83 Companies Cases 30). Keeping in view above facts IDC is of opinion that Open Offer price is fair and reasonable and is in accordance with the relevant regulations prescribed in the Takeover Code and prima-facie appear to be justified.
13)	Details of Independent Advisors, if any.	None
14)	Any other matter to be highlighted	No

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 SEBI (SAST) Regulations.

Capitalized terms used in this announcement, but not defined, shall have the same meaning assigned to them in the PA, DPS and LOF.

For **RISHAB SPECIAL YARNS LIMITED**

Sd/-

Kamal Kishore Kalani

Chairman-Committee of Independent Directors

DIN: 02275473

Place: Jaipur

Date: 01.06.2022