

Date : June 02, 2022

To,
The Manager
Dept. of Corporate Services
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Dear Sir,

Sub: Submission of Advertisement of committee of independent directors in terms of Regulation 26 (7) of SEBI SAST (Regulations), 2011 of RISHAB SPECIAL YARNS LIMITED (BSE Code 514177)

Ref.: Open Offer to the Shareholders of RISHAB SPECIAL YARNS LIMITED (Hereinafter referred to as "Target Company" or "RSYL") for acquisition of up to 9,25,782 equity shares of Rs. 10/- each representing 26% of the equity and voting share capital of RSYL @ Rs. 5.85/- per fully paid-up equity share.

Dear Sir,

This is with reference to the above please find the Advertisement of committee of independent directors in terms of Regulation 26 (7) of SEBI SAST (Regulations), 2011 hard and soft copy being issued by Target Company with regard to open offer for acquisition of Equity Shares of Rishab Special Yarns Limited (Target Company) by Acquirers which was published on June 02, 2022 in Business Standard (English) (all editions), Business Standard (Hindi) (In Mumbai editions only instead of all other editions due to technical problem at publication's end), Business Remedies (Jaipur) and Pratahkal (Marathi) (Mumbai).

We certify that the contents of the PDF format in soft copy are identical with the hard copy of Advertisement of committee of independent directors.

Thanks & Regards,

For Oneview Corporate Advisors Private Limited
(Formerly Known as Guinness Corporate Advisors Pvt. Ltd.)

Preeti Panchal
(Compliance Officer)
Encl.: As Above



“HSTSL” / “HSTSL COMPANY” (“HSTSL”) Registered Office: 07/06, Resma Bazaar, Ganganagar, Jaipur-302003, Rajasthan, India Phone No. 0141-2575213 Email: rtyh@gmail.com Website: www.hstslspecial.com	
Recommendations of the Committee of Independent Directors (CID) on the Open Offer to the Shareholders of Hstsl Special Shares Limited ("HSTSL" or the "Target Company") under regulation 26 (7) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof ("SEBI (SAST) Regulations").	
1) Title	LOI-00055
2) Name of the Target Company	HSBAR SPECIAL YAKINS LIMITED
3) Details of the Offer pertaining to Target Company	Mr. Offeror to acquire up to 9,25,782 (Nine Lakhs Twenty Five Thousand Seven Hundred Eighty Two Only) Equity Shares of ₹10/- each representing 25.00 % of the total equity and voting share capital of the Target Company, to be acquired by Mr. Sanjay Kumar Agrawal (Acquirer) and Mrida Mehtace Limited (Acquirer 2) (collectively individually referred to as Acquirer 1 and Acquirer 2 and jointly referred to as Acquirers), at a price of ₹75.85/- per Equity Share payable in cash in terms of Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations, 2011.
4) Names of the Acquirers and PK with their Addresses	Mr. Sanjay Kumar Agrawal (Acquirer 1) and Mrida Mehtace Limited (Acquirer 2)
5) Name of the Manager to the offer	Overview: Company Advisors Private Limited (formerly known as Gemini Corporate Advisors Private Limited)
6) Members of the Committee of Independent Directors ("CID")	1) Chairman: Mr. Kamal Kishore Kauli 2) Member: Mr. Pradeep Loyal
7) CID Member's relationship with the Target Company, Director, Equity shares owned, any other contract/relationship, if any	CID Members are the Independent Directors of the Target Company. Neither Chairman nor Member of CID 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 the CID Members	No trading has been done by the CID Members in the equity shares/ other securities of the Target Company since their appointment.
9) CID Member's relationship with the acquirers (Director, Equity shares owned, any other contract/relationship, if any).	None of the CID Members have any relationship with the Acquirers
10) Trading in the Equity shares/other securities of the acquirers by CID Members	Not Applicable
11) Recommendation to the Open Offer or as to whether this offer is or is not fair and reasonable	The CID Members believe that the Open Offer is fair and reasonable. However, the shareholders should independently evaluate the offer and take informed decisions.
12) Summary of reasons for recommendation	CID recommends acceptance of the Offer made by the Acquirers at the offer price of ₹75.85/- 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 cashless activities in the Target Company. 2) The offer price of ₹75.85/- per fully paid up equity share offered by the Acquirers is more than the price paid by Acquirers in SPA i.e. ₹55.00/- Sellers and for shares acquired of Target Company. 3) The equity shares of the Target Company is sufficiently liquid; stakes with its measure of explanation provided in Regulation 2(1) of SEBI (SAST) Regulations, 2011. 4) The offer price of ₹75.85/- per fully paid up equity share offered by the Acquirers is higher than the Fair Value of equity share in the Target Company which is ₹55.00/- (Buyers Price and Equity Free Price) as well as certified by Registered Valuers/Chartered Financial Advisors, M/s. Chitrodevi (CBI) Registration No. BSVR/03/02/2020/2916), having their office situated at Saket, Kanaka Wal Street, Level 4 & Wing, Anand Kanta Road, Chokhi Anand (C), Mumbai-400005, India. Tel No. +919979336747; Email chitrodevi@gmail.com. The said valuation is carried out concerning the Supreme Court's decision in the Harshad Mehta Lender's Union vs. Hindustan Lever Ltd. (1995) reported at (1) 68 Comp Cases 300.
13) Details of Independent Directors, if any	Keeping in view above facts CID is of opinion that Open Offer is fair and reasonable and is in accordance with the relevant regulatory provisions of the Takeover Code and prima-facie appear to be justified.
14) Any other matter to be highlighted	None
To the best of our knowledge and belief, after making proper enquiry, the information reported herein is true and correct, and the information reported is not misleading, whether by omission or commission and includes all the information required to be disclosed by this Target Company under the SEBI (SAST) Regulations. Capitalized terms used in this announcement, but not defined, shall have the same meanings ascribed to them in the PA, DPs and LOF.	
For Hstsl Special Shares Limited _____ Mr. Kamal Kishore Kauli Chairman-Committee of Independent Directors	

