ASTER SILICATES LTD

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Recommendations of the Committee of Independent Directors (IDC) on the Open Offer to the Equity Shareholders of Aster Silicates Limited (hereinafter referred to as "Target Company") by SICOM Investments & Finance Ltd. (**hereinafter referred to as "Acquirer"**) for acquisition of upto 61,16,922 equity shares under Regulation 26(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

1	Date	26 June, 2013
2	Name of the Target Company	Aster Silicates Limited
3	Details of the Offer pertaining to the Target Company	The Open Offer is being made by the Acquirer for acquisition of 61,16,922 fully paid up equity shares representing 26.00% of the total paid up equity share capital and voting capital of the Target Company at a price of ₹ 12.64 per fully paid up equity shares of ₹ 10/- each payable in cash pursuant to Regulation 3(1) and also deemed to be made under Regulation 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
4	Name of the Acquirer and PAC with the Acquirer	Acquirer - SICOM Investments & Finance Ltd. There is no Person Acting in Concert along with the Acquirer for the purpose of this Open Offer.
5	Name of the Manager to the Offer	Dalmia Securities Private Limited Khetan Bhavan, Room No. 17, 2nd Floor, 198, Jamshedji Tata Road, Mumbai - 400 020 Tel.: 022 30272829/10/32, Fax: 022 30272820 E-mail:- aster.openoffer@dalmiasec.com Contact Person: Mr. Yogesh Malpani
6	Members of the Committee of Independent Directors ("IDC")	1. Mr. Dushyant Buch - Chairman 2. Mr. Shailesh Buch - Member 3. Mr. Krishnan Umamaheshwaran - 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 of the Target Company and do not hold any equity shares in the Target Company since their appointment. None of the Members of the IDC 1. have any relation with Target Company's other directors; and 2. have any contract or relationship with the Target Company
8	Trading in the Equity shares / other securities of the Target Company by IDC Members	None of members of the IDC have done trading in the Equity Shares / other securities of the Target Company.
9	IDC Members relationship with the Acquirer (Director, Equity shares owned, any other contract / relationship), if any.	None of the IDC members 1. are the directors of the Acquirer; 2. hold any shares / other securities of the Acquirer; and 3. have any contract or relationship with the Acquirer or with their directors.
10	Trading in the Equity shares / other securities of the Acquirer by IDC Members	None of the IDC members have ever traded in the shares / other securities of the Acquirer
11	Recommendation on the Open offer, as to whether the offer, is or is not, fair and reasonable	IDC members believe that the Open Offer is fair and reasonable.
12	Summary of reasons for recommendation	Based on the review of the Public Announcement, Detailed Public Statement, Letter of Offer, the IDC is of the opinion that the Offer price of ₹ 12.64 (Rupees Twelve and Sixty Four paise only) per fully paid up equity share (being the highest price among the selective criteria) is in line with the Regulation prescribed by SEBI under SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 and prima facie appear to be justified. The Committee considered the following facts:- 1. The offer price is based on the volume-weighted average market price of shares of the Target Company for a period of sixty trading days immediately preceding the date of the Public Announcement, i.e. February 20, 2013, as traded on BSE (As the maximum volume of trading in the Shares of the Target Company are recorded during such period on BSE); 2. The offer price at which Equity Shares are to be allotted to the Acquirer under Preferential Allotment attracting the obligations to make the Open Offer is ₹ 11.54 per share and the exit price offered by the Acquirer to the shareholders is higher than this price. Based on the above, IDC is of the opinion that the offer price to the public shareholders is fair and reasonable.
13	Details of Independent Advisors, if any.	Nil
14	Any other matter 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 Target Company under the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011."

For **ASTER SILICATES LIMITED**
SD/-
Dushyant Buch
Chairman-Committee of Independent Directors

Place : Gujarat
Date : 26 June, 2013

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