PAREKH DISTRIBUTORS LIMITED

Registered Office: 3rd Floor, Jash Chambers, Sir P. M. Road, Fort, Mumbai - 400001
Telefax.: 022-66101718; E-mail: sanjeev.shah1711@gmail.com

Recommendation of the Committee of Independent Directors (IDC) on the Open Offer to the Shareholders of the Parekh Distributors Limited ('PDL' or 'Target Company') by Mr. Gopal Shekhawat, Mrs. Pratibha Shekhawat and Gopal M Shekhawat (HUF) (collectively referred as 'Acquirers') for acquisition of 25,500 equity shares under Regulation 26 (7) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ['SEBI (SAST) Regulations'].

1	Date	26.04.2012
2	Name of the Target Company (TC)	Parekh Distributors Limited
3	Details of the Offer pertaining to TC	Open Offer is being made by the Acquirers to the shareholders of PDL, other than the Promoters, for acquiring 25,500 fully paid up Equity Shares of ₹ 10/- each of the PDL representing 25.50% of the present paid up and voting capital at a price of ₹ 10/- (Rupees Ten only) per fully paid up equity share payable in cash in terms of Regulations 3(1) & 4 of SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011, as amended. The Offer size is restricted to 25.50% voting capital only as against 26% voting capital as required under the SEBI (SAST) Regulations, since the Share Purchase Agreement (SPA) is for 74,500 equity shares (74.5%) and the balance available is only 25,500 equity shares (25.50%)
4	Name(s) of the Acquirer and PAC with the Acquirer	1. Mr. Gopal Shekhawat 2. Mrs. Pratibha Shekhawat; and 3. Gopal M Shekhawat (HUF). There is no Person Acting in Concert with the Acquirers.
5	Name of the Manager to the offer	Ashika Capital Limited 1008, 10th Floor, Raheja Centre, 214, Nariman Point, Mumbai - 400021. Tel: 022-66111700; Fax: 022-66111710 Email: mbd@ashikagroup.com Website: www.ashikagroup.com
6	Members of the Committee of Independent Directors (IDC)	1. Mr. Vivek Agnihotri; and 2. Mr. Rahul S. Dutia. Mr. Vivek Agnihotri is Chairman of the Committee.
7	IDC Member's relationship with the TC (Director, Equity shares owned, any other contract / relationship), if any	1. Mr. Vivek Agnihotri is an Independent & Non-Executive Director and does not hold the equity share in the TC 2. Mr. Rahul S. Dutia is a Professional & Non-Executive Director and does not hold the equity share in 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 Directors.
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 acquirer by IDC Members	Not Applicable
11	Recommendation on the Open offer, as to whether the offer is fair and reasonable	IDC believes that Open Offer is fair and reasonable.
12	Summary of reasons for recommendation	IDC recommends acceptance of the Open Offer given by Acquirers and believes that the Offer price is fair and reasonable, in the light of the following: • The Book Value per Equity Share of the TC as per the un-audited & certified financial results as on 30.09.2011 is negative, while the Offer Price being offered by the Acquirers is ₹ 10/- per Equity Share; • The Fair Value per Equity Share of TC as per the Valuation Report dated February 08, 2012 certified by M/s. B Y & Associates, Chartered Accountants (FRN - 123423W) having office at 510-513, Apeejay House, Mumbai Samachar Marg, Fort, Mumbai - 400023; Tel.: 022-43215000; Fax: 022-43215014, E-mail: office@byca.in., is ₹ 1/- (Rupee One Only) while the Offer Price being offered by the Acquirers is ₹ 10/- per Equity Share.
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 Takeover Code.

For **Parekh Distributors Limited**
Sd/-
Vivek Agnihotri
Chairman - Committee of Independent Directors

Place : Mumbai
Date : April 26, 2012