SAYAJI HOTELS LIMITED

Registered Office: Opp. Rajshree Talkies, Near Kala Ghoda, Sayajigunj, Vadodara – 390 005, Gujarat.
Tel. No.: +91-265-2363030; Fax No.: +91-265-2226134; Email: cs@sayajiindore.com
Corporate & Admin. Office: H-1, Scheme No. 54, Vijay Nagar, Indore – 452 010, Madhya Pradesh.
Tel. No.: +91-731-4006666; Fax No.: +91-731-4003131; Web: www.sayajihotels.com

Recommendations of the Committee of Independent Directors ("IDC") on the open offer to the Shareholders of Sayaji Hotels Limited ("Target Company" or "TC"), under Regulation 26(7) of SEBI (Substantial Acquisition of shares and Takeovers) Regulations 2011.

Sr. No.	Particulars	Details
1.	Date	08/08/2013
2.	Name of the Target Company (TC)	**SAYAJI HOTELS LIMITED**
3.	Details of the Offer pertaining to TC	Open Offer is being made by the Acquirer along with Person Acting in Concert (PAC) to the equity shareholders of the Target Company for acquiring up to 45,54,680 fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten Only) each, of the Target Company constituting 26% of the fully paid up equity share capital of the Target Company, at a price of Rs. 130/- (Rupees One Hundred Thirty Only) per fully paid up equity share, payable in cash, in accordance with Regulation 3(2) & 3(3) of the SEBI (SAST) Regulations, 2011.
4.	Name(s) of the acquirer and PAC with the acquirer	"Acquirer" – Mr. Raoof Razak Dhanani "PAC" – Mrs. Anisha Raoof Dhanani
5.	Name of the Manager to the Offer	Systematix Corporate Services Limited SEBI Regn. No. INM 000004224 J. K. Somani Building, 2nd Floor, British Hotel Lane, Fort, Mumbai – 400 001. Tel. No: +91-22-3029 8280/81; +91-22 -6619 8280/81 Fax No. +91-22-3029 8029/6619 8029 Email: investor@syestematixgroup.in Web: www.systematixshares.com
6.	Members of the Committee of the Independent Directors(IDC) (please indicate the chairperson of the committee separately)	Mr. Thottapully Narayanan Unni – Chairman Mr. Tara Shankar Bhattacharya – Member Mr. Yashowardhan Singh Mehta – Member
7.	IDC Member's relationship with the TC (Director, Equity Shares owned, any other contract / relationship), if any.	All the IDC Members are independent and non-executive directors of the Target Company. They do not have any contractual relationship with the Target Company. None of the IDC members hold any equity shares of the Target Company. None of the IDC members has any other contract/relationship with the Target Company at present.
8.	Trading in Equity Shares/ other securities of the TC by IDC Members.	None of the IDC Members has done any trading in the equity shares of the Target Company since their appointment. There are no other securities of the TC which are tradable on the stock exchanges.
9.	IDC Member's relationship with the Acquirer (Director, Equity shares owned, any other contract/ relationship), if any.	None of the IDC members has any contract / relationship with the Acquirer in any manner whatsoever.
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 considered view that the Open Offer Price is fair and reasonable. The proposed offer is not detrimental in the interest of the shareholders of the Company. It may be noted that the open offer is subject to the Commercial and legal risk highlighted in the letter of offer, inter alia, including the procurement of the requisite statutory approvals for the Open Offer
12.	Summary of reasons for recommendation (IDC may also invite attention to any other place, eg. Company's website where its detailed recommendations along with written adviser, if any can be seen by the shareholders)	IDC recommends acceptance of the open offer made by the Acquirer together with the PAC, as the Offer Price of Rs. 130/- (Rupees One Hundred & Thirty Only) per fully paid-up equity share is fair and reasonable based on the following reasons - 1) The IDC has perused the Share Valuation Report received from the Independent Advisors which indicates that the Offer Price is fair & reasonable. 2) With reference to the Regulation 8 (2) of the SAST, 2011, the open offer price i.e. Rs. 130/- is higher of the following - (i) VWAP paid/payable by the Acquirer/PAC in preceding 52 weeks from PA – Rs. 126.44/- (ii) Highest price paid/payable by the Acquirer / PAC in preceding 26 weeks from PA – Rs. 125.81/- (iii) VWAP for a period of preceding 60 days from PA – Rs. 118.17/- VWAP - Volume Weighted Average Price
13.	Details of Independent Advisors, if any.	Maheshwari & Gupta, Chartered Accountants, Indore
14.	Any other matter(s) to be highlighted	None

To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is in 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.

(T. N. UNNI)
Chairman of the Committee of Independent Directors

Place : Indore
Date : 08/08/2013