VYAPAR INDUSTRIES LIMITED

Registered Office: 145, S V Road, Opp Khar Police Station, Khar West, Mumbai – 400052.
Tel: +91 22 6698 9111, **Fax:** +91 22 6698 7010

Recommendations of the Committee of Independent Directors (IDC) of Vyapar Industries Limited (the "Target Company/ TC") pursuant to Regulation 26(7) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (SAST) Regulations") on the open offer to the Public Shareholders of the Target Company made by Mr. Hussain A. Rassai and Mr. Akil A. Rassai (collectively referred to as the "Acquirers") with person acting in concert Mr. Abbas A. Rassai ("PAC") to acquire upto 2,834,000 Equity Shares of face value of Rs. 10/- each representing 26.01% of the total paid-up equity share capital of the Target Company.

1	**Date**	April 29, 2013
2	**Name of the Target Company (TC)**	**Vyapar Industries Limited**
3	**Details of the Offer pertaining to TC**	This open offer is being made by the Acquirers and the PAC to the Public Shareholders of the TC to acquire upto 2,834,000 Equity Shares, representing 26.01% of its total paid-up equity share capital at a price of Rs.27.37 per Equity Share (the "Offer Price') in accordance with the Regulation 3(2) of the SEBI (SAST) Regulations (the "Offer").
4	**Name(s) of the acquirer and PAC with the acquirer**	**Acquirers:** Mr. Hussain A. Rassai and Mr. Akil A. Rassai **PAC:** Mr. Abbas A. Rassai
5	**Name of the Manager to the Offer**	**Fortune Financial Services (India) Limited** SEBI Regn. No: MB/INM000000529 K.K. Chambers, 2ndFloor, Sir. P. T. Marg, Fort, Mumbai – 400 001, Maharashtra Tel: + 91 22 2207 7931; Fax: + 91 22 2207 2948 Contact Person: Mr. Suhas Satardekar E-mail: project.lotus@fortune.co.in
6	**Members of the Committee of Independent Directors**	Mr. Hussain M. Cementwala (Chairman of IDC) Mr. Ramesh W. Lalwaney Mr. Parvez Master
7	**IDC Member's relationship with the TC (Director, Equity shares owned, any other contract / relationship), if any**	The members of the Committee do not have any relationship or interest in the TC except to the extent of the sitting fees paid and the reimbursement of expenses by the TC in their capacity as Directors. They do not have any contractual relationship with the TC nor do they hold any Equity Share of the TC.
8	**Trading in the Equity shares/other securities of the TC by IDC Members**	None of the members of IDC hold any Equity Shares of TC nor have they done trading in the Equity Shares of the TC.
9	**IDC Member's relationship with the acquirer (Director, Equity shares owned, any other contract / relationship), if any.**	None of the members of IDC have any contracts/ relationship with the Acquirers or PAC.
10	**Trading in the Equity shares/other securities of the Acquirer/PAC by IDC Members**	Not applicable
11	**Recommendation on the Open offer, as to whether the offer is fair and reasonable**	IDC members believe that the Offer is fair and reasonable and is in line with SEBI (SAST) Regulations.
12	**Summary of reasons for recommendation:** IDC has reviewed (a) the public announcement dated February 14, 2013 ("Public Announcement Date") in connection with the Offer issued on behalf of the Acquirers and the PAC (the "Public Announcement" or "PA"); (b) the detailed public statement in connection with the Offer, published on behalf of the Acquirers and the PAC on February 21, 2013 (the "DPS"); (c) the Draft Letter of Offer ("DLOF") dated February 28, 2013 and (d) the final Letter of Offer ("LOF") dated April 19, 2013. IDC has taken into consideration review of PA, DPS, DLOF and LOF in forming the opinion that the Offer Price offered by the Acquirers and PAC (being the highest price amongst the selective criteria) is in line with the Regulation prescribed under the SEBI (SAST) Regulations and prima facie appears to be justified. Based on the above, IDC is of the opinion that the Offer to the Public Shareholders of TC is in compliance with the requirements under SEBI (SAST) Regulations and is fair and reasonable. However, the shareholders should independently evaluate the Offer and take informed decision in the matter.	
13	**Details of Independent Advisors, if any.**	NIL
14	**Any other matter(s) to be highlighted**	Termination of GDR Program of TC which commenced on November 23, 2012 will end on May 23, 2013 and GDRs will be delisted from Singapore Stock Exchange. As on April 26, 2013, there are 688,750 GDRs outstanding.

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 SEBI (SAST) Regulations.

For **Vyapar Industries Limited**

Sd/-	Sd/-	Sd/-
Hussain M. Cementwala **Chairman of IDC**	**Ramesh W. Lalwaney** **Director**	**Parvez Master** **Director**

Place : Mumbai
Date : April 29, 2013

Size: 12x26 sq. cm