WELSPUN SYNTEX LIMITED

Registered Office: Survey No.394 (P), Village Saily, Silvassa, Union Territory of Dadra & Nagar Haveli - 396230

Recommendations under Regulation 26(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 of the Committee of Independent Directors ("IDC") on the Open Offer to Equity Shareholders of Welspun Syntex Limited ("Target Company") by Krishiraj Trading Limited ("Acquirer") along with person acting in concert("PAC") viz. Welspun Mercantile Limited for acquisition of up to 1,02,02,288 (One Crore Two Lakh Two Thousand Two Hundred Eighty Eight Only) equity shares.

1.	Date	19.02.2013
2.	Name of the Target Company (TC)	Welspun Syntex Limited
3.	Details of the Offer pertaining to TC	Open Offer is being made by Krishiraj Trading Limited ("Acquirer"), along with Welspun Mercantile Limited ("PAC") to the equity shareholders of the TC for acquiring up to 1,02,02,288 equity shares of face value of Rs. 10/- of the TC at a price of Rs. 13/- (Rupees Thirteen Only) per equity share payable in cash in terms of Regulation 3(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
4.	Name of the acquirer and PAC with the acquirer	Acquirer is Krishiraj Trading Limited, a constituent of Welspun Group and the Person acting in concert along with Acquirer is Welspun Mercantile Limited, also constituents of Welspun Group.
5.	Name of the Manager to the Open Offer	**PRIME SECURITIES LIMITED** **SEBI Regn. No.:** INM000000750
6.	Members of the Independent Directors Committee (IDC)	1) Mr. Raj Kumar Jain: Chairman 2) Mr. Atul Desai: Member 3) Mr. M K Tandon: Member
7.	IDC member's relationship with the TC (Director, Equity shares owned, any other contract/relationship), if any	All IDC members are independent and non- executive Directors of the TC. They do not have any contractual relationship with the TC. Mr. Atul Desai holds 30 equity shares of the TC. Mr. Raj Kumar Jain and Mr. M. K. Tandon do not hold any equity share of the TC.
8.	Trading in the Equity shares/other security of the TC by IDC members	None of the IDC members have done any trading in the equity shares of the TC during the financial year of 2012-13.
9.	IDC Member's relationship with the Acquirer/PAC (Director, Equity shares owned, any other contract / relationship), if any	None of the IDC Members is a Director in the Acquirer and the PAC or hold any equity shares of the Acquirer and the PAC. Mr. Atul Desai and Mr. M K Tandon do not have any relationship with the Acquirer and the PAC. Mr. Raj Kumar Jain acts as a statutory auditor of the Acquirer and the PAC.
10.	Trading in the Equity shares/other security of the Acquirer/PAC by IDC members	Shares of Acquirer/PAC are not listed on any of the stock exchanges in India or abroad. None of the IDC members have done any trading / dealt in equity shares of the Acquirer and PAC since their appointment.
11.	Recommendation to the Open Offer, as to whether the Offer, is or is not, fair and reasonable	IDC is of the opinion that in the present context the open offer is fair and reasonable.
12.	Summary of reasons for recommendation	IDC recommends acceptance of the open offer by the shareholders for the following reasons: i. Considering the past track, the trading in the stock is limited. ii. Volume Weighted Average Market Price of equity shares of TC for a period of sixty trading days immediately preceding the date of the Public Announcement as traded on BSE Ltd. is of Rs.11.96 which is below the offer price of Rs.13 per share. iii. The Company has obligation of accumulated unpaid dividend of over Rs.13 Crores on preference shares.
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 TC under the Takeover Code.

For **Welspun Syntex Limited**

	Sd/-	Sd/-	Sd/-
Place : Mumbai	**Mr. R. K. Jain**	**Mr. Atul Desai**	**Mr. M. K. Tandon**
Date : 19th February 2013	IDC –Chairman	IDC –Member	IDC –Member