

Wednesday, September 21, 2022

To,
Baroda Rayon Corporations Limited,
Fateh Nagar, Surat-394220, Gujarat, India.

Respected Sir/Ma'am,

Subject : Open Offer by the Acquirers along with PACs to the Public Shareholders of The Baroda Rayon Corporation Limited ('Target Company') for acquisition of 59,56,953 Equity Shares representing 26.00% of the Voting Share Capital of the Target Company at an offer price of ₹9.80/- (Rupees Nine and Eighty Paise Only) per Equity Share.

We would like to inform you that, Mr. Damodarbhaji Bhimjibhai Patel ('Acquirer 1'), Mr. Mohanlal Bhimjibhai Patel ('Acquirer 2'), Mr. Viral Damodarbhaji Bhavani ('Acquirer 3') and Sejima Texyarn Private Limited ('Acquirer 4') (hereinafter collectively referred to as the 'Acquirers') along with Mr. Raj Bhavani ('Person Acting in Concert 1'), Mr. Umang Bhavani ('Person Acting in Concert 2'), Mrs. Hetal Dipeshbhai Bhavani ('Person Acting in Concert 3') and Upesh Bhavani ('Person Acting in Concert 4') (hereinafter collectively referred to as the 'PACs') have entered into a Share Purchase Agreement dated Wednesday, July 06, 2022, with the Shivalik Golf & Forest Resorts Private Limited ('Promoter Seller 1'), Annapurna Texturisers Private Limited ('Promoter Seller 2'), Gaekwad Investments Corporation Private Limited ('Promoter Seller 3'), Gokarna Investments Private Limited ('Promoter Seller 4'), Harmony Investments Private Limited ('Promoter Seller 5'), Indreni Holdings Private Limited ('Promoter Seller 6'), Prasang Holdings Private Limited ('Promoter Seller 7'), Tapti Synthetics Private Limited ('Promoter Seller 8'), Sangramsinh P Gaekwad ('Promoter Seller 9'), Sangramsinh Gaekwad (HUF) ('Promoter Seller 10'), Asha Raje Gaekwad ('Promoter Seller 11'), Priyadarshini Raje Scindia ('Promoter Seller 12'), and Pratapsinh Sangramsinh Gaekwad ('Promoter Seller 13'), the present Promoters and Promoter Group of the Target Company (hereinafter collectively referred to as 'Promoter Sellers'), for acquisition of 34,29,518 (Thirty-Four Lakhs Twenty-Nine Thousand Five Hundred and Eighteen) fully paid-up equity shares of face value of ₹10.00/- (Rupees Ten Only) each ('Equity Shares'), constituting 14.97% (Fourteen Point Nine Seven Percent) of the Voting Share Capital of the Target Company at a negotiated price of ₹6.00/- (Rupees Six Only) per Sale Share, aggregating to an amount of ₹2,05,77,108/- (Rupees Two Crores Five Lakhs Seventy-Seven Thousand One Hundred and Eight Only) ('Share Purchase Agreement').

In culmination of the aforesaid facts, we would like to inform you that, in accordance with the provisions of Regulation 12 (1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and subsequent amendments thereto ('SEBI (SAST) Regulations'), we are pleased to inform you that we, CapitalSquare Advisors Private Limited, have been appointed as the Manager to the Offer ('Manager'), and pursuant to the execution of the Share Purchase Agreement, the Acquirers have announced an open offer in compliance with the provisions of Regulations 3(1), 3(2), 4 and 5(1) read with Regulations 13, 14, and 15(1) and other applicable regulations of the SEBI (SAST) Regulations for acquisition of up to 59,56,953 (Fifty-Nine Lakhs Fifty-Six Thousand Nine Hundred and Fifty-Three) Equity Shares representing 26.00% of the Voting Share Capital of the Target Company from the Public Shareholders of the Target Company.

In light of the above, the said Recommendations of the Committee of Independent Directors has been published today i.e., on Wednesday, September 21, 2022, in Financial Express (English daily) (All India Edition), Jansatta (Hindi daily) (All India Edition), Financial Express (Gujarati daily) (Ahmedabad Edition), Mumbai Lakshadeep (Marathi Daily) (Mumbai Edition), ('Newspapers').

In accordance and compliance with the provisions of Regulation 26 (7) of the SEBI (SAST) Regulations, we have enclosed herewith Copy of Recommendations of the Committee of Independent Directors ('IDC') on the Open Offer to the Equity Public Shareholders of The Baroda Rayon Corporation Limited for your kind perusal.




CAPITAL SQUARE ADVISORS PRIVATE LIMITED

Regd. Address : 208, 2nd Floor, AARPEE Centre, MIDC Road No. 11, Andheri (E), Mumbai 400093, India.
Tel - +91 22 66849999 Fax - +91 22 66849998 | CIN No. U65999MH2008PTC187863 | Website : www.capitalsquare.in

Request you to kindly take the same on record.

Thanking you,

Yours faithfully,
For CapitalSquare Advisors Private Limited.


Mrs. Neha Agrawal
(Executive)

Encl: As Above

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THE BARODA RAYON CORPORATION LIMITED

A public limited company incorporated under the provisions of the Companies Act, 1956

Corporate Identification Number: L45100GJ1958PLC000892;

Registered Office: P.O. Baroda Rayon, Dist. Udhna, Surat- 394220, Gujarat, India;

Contact Number: +91-0261-2899555; Website: www.brcl.in; Email Address: brcsurat@gmail.com.

Recommendations of the Committee of Independent Directors of The Baroda Rayon Corporation Limited ('BARODARY' or 'Target Company') on the Offer made by Mr. Damodarbhaj Bhimjibhai Patel, (Acquirer 1), Mr. Mohanlal Bhimjibhai Patel (Acquirer 2), Mr. Viral Damodarbhaj Bhavani (Acquirer 3), Sejima Texyarn Private Limited (Acquirer 4), along with Mr. Raj Bhavani (PAC 1), Mr. Umang Bhavani (PAC 2), Mrs. Hetal Dipeshbhaj Bhavani (PAC 3), and Mr. Upesh Bhavani (PAC 4) to the Public Shareholders of the Target Company in accordance with the provisions of Regulation 26 (7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including subsequent amendments thereto ('SEBI (SAST) Regulations').

1. Date	Tuesday, September 20, 2022								
2. Name of the Target Company	The Baroda Rayon Corporation Limited								
3. Details of the Offer pertaining to the Target Company	This Offer is being made by Mr. Damodarbhaj Bhimjibhai Patel, (Acquirer 1), Mr. Mohanlal Bhimjibhai Patel (Acquirer 2), Mr. Viral Damodarbhaj Bhavani (Acquirer 3), Sejima Texyarn Private Limited (Acquirer 4), along with Mr. Raj Bhavani (PAC 1), Mr. Umang Bhavani (PAC 2), Mrs. Hetal Dipeshbhaj Bhavani (PAC 3), and Mr. Upesh Bhavani (PAC 4) pursuant to the provisions of Regulations 3 (1), 3 (2), 4, and 5 (1) of the SEBI (SAST) Regulations, for acquisition of up to 59,56,953 (Fifty-Nine Lakhs Fifty-Six Thousand Nine Hundred And Fifty-Three) fully paid-up equity shares of ₹10.00/- (Rupees Ten Only) ('Equity Shares') each representing representing 26.00% (Twenty Six Percent) of the Voting Share Capital of the Target Company, at a price of ₹9.80/- (Rupees Nine And Eighty Paise Only) per Equity Share, payable in cash ('Offer Price').								
4. Names of the Acquirers and PAC with the Acquirers	Mr. Damodarbhaj Bhimjibhai Patel, (Acquirer 1), Mr. Mohanlal Bhimjibhai Patel (Acquirer 2), Mr. Viral Damodarbhaj Bhavani (Acquirer 3), Sejima Texyarn Private Limited (Acquirer 4), along with Mr. Raj Bhavani (PAC 1), Mr. Umang Bhavani (PAC 2), Mrs. Hetal Dipeshbhaj Bhavani (PAC 3), and Mr. Upesh Bhavani (PAC 4).								
5. Name of the Manager to the Offer	CapitalSquare Advisors Private Limited 205-209, 2 nd Floor, AARPEE Center, MIDC Road No 11, CTS 70, Andheri (East), Mumbai - 400093, Maharashtra, India Telephone Number: +91-22-66849999 Email Address: mb@capitalsquare.in Website: www.capitalsquare.in SEBI Registration Number: INM000012219 Validity: Permanent Corporate Identification Number: U65999MH2008PTC187863								
6. Members of the Committee of Independent Directors	Following stated are the Members of the Committee of Independent Directors of the Target Company ('IDC Members'): <table border="1"> <thead> <tr> <th>Name of the IDC Member</th><th>Designation</th></tr> </thead> <tbody> <tr> <td>Mr. Bhavanjibhai Patel</td><td>Chairman</td></tr> <tr> <td>Mr. Bhaveshbhaj Patel</td><td>Member</td></tr> <tr> <td>Mr. Jayantilal Patel</td><td>Member</td></tr> </tbody> </table>	Name of the IDC Member	Designation	Mr. Bhavanjibhai Patel	Chairman	Mr. Bhaveshbhaj Patel	Member	Mr. Jayantilal Patel	Member
Name of the IDC Member	Designation								
Mr. Bhavanjibhai Patel	Chairman								
Mr. Bhaveshbhaj Patel	Member								
Mr. Jayantilal Patel	Member								
7. IDC Member's relationship with the Target Company (Directors, Equity Shares owned, any other contract/ relationship)	a) IDC Members are Independent Directors on the Board of the Target Company. b) None of the IDC Members are holding any Equity Shares in the Target Company. c) None of the IDC Members hold any contracts or any relationship, nor are they related in anyway with the Target Company other than acting in directorship in the Target Company.								
8. Trading in the Equity Shares/ other securities of the Target Company by IDC Members	a) None of the IDC Members hold any Equity Shares/ other securities in the Target Company and hence trading in any Equity Shares/ other securities of the Target Company during the period of 12 (Twelve) months prior to the Public Announcement dated Wednesday, July 06, 2022, is not applicable. b) None of the IDC Members hold any Equity Shares/ other securities in the Target Company and hence trading in any Equity Shares/ other securities during the period from the Public Announcement dated Wednesday, July 06, 2022, till the date of this recommendation, is not applicable.								
9. IDC Member's relationship with the Acquirer (Directors, Equity Shares owned, any other contract/ relationship)	The IDC Members neither have any contracts nor relationship with the Acquirers in any manner.								
10. Trading in the Equity Shares/ other securities of the Acquirer by IDC Members	Not Applicable.								
11. Recommendation on the Offer, as to whether the Offer, is or is not, fair, and reasonable	The IDC Members have perused the Offer Documents namely being: (a) Public Announcement dated Wednesday, July 06, 2022 ('Public Announcement'); (b) Detailed Public Statement dated Tuesday, July 12, 2022, which was published on Wednesday, July 13, 2022, in the newspapers, namely being Financial Express (English daily) (All India Edition), Jansatta (Hindi daily) (All India Edition), Financial Express (Gujarati daily) (Ahmedabad Edition), Mumbai Lakshadeep (Marathi Daily) (Mumbai Edition) ('Newspapers') ('Detailed Public Statement'); (c) Draft Letter of Offer dated Wednesday, July 20, 2022 ('Draft Letter of Offer'); (d) Letter of Offer dated Monday, September 12, 2022, along with the Form of Acceptance-cum-Acknowledgement and Form No. SH-4 Securities Transfer Form ('Letter of Offer'); and (e) The dispatch confirmation advertisement of the Letter of Offer dated Monday, September 19, 2022, which was published in the Newspapers on Tuesday, September 20, 2022 ('Letter of Offer Dispatch Confirmation Advertisement'); (The Public Announcement, Detailed Public Statement, Draft Letter of Offer, Letter of Offer, and Letter of Offer Dispatch Confirmation Advertisement are hereinafter collectively referred to as 'Offer Documents') issued by the Manager on behalf of the Acquirers. On perusal of the aforesaid Offer Documents, the IDC Members believe that this Offer is fair and reasonable, in accordance with the provisions of SEBI (SAST) Regulations.								
12. Summary of Reasons of Recommendation	Based on the review of the Offer Documents, the members of IDC have considered the following for making recommendations: a) Offer Price is justified in terms of the parameters prescribed under Regulations 8 (1) and 8 (2) of the SEBI (SAST) Regulations. b) Keeping in view of the above fact, the members of IDC are of the opinion that the Offer Price of ₹9.80/- (Rupees Nine and Eighty Paise Only) payable in cash per Equity Share to the Public Shareholders of the Target Company for this Offer is fair and reasonable. However, the Public Shareholders should independently evaluate the Offer and take informed decision on the matter.								
13. Details of Independent Advisors, if any	None.								
14. Disclosure of Voting Pattern of the meeting in which the open offer proposal was discussed	All the IDC Members unanimously voted in favor of recommending this Offer proposal.								
15. 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, 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 SEBI (SAST) Regulations.

For and on behalf of
Committee of Independent Directors
The Baroda Rayon Corporation Limited
Sd/-
Mr. Bhavanjibhai Patel
(Chairman of IDC)

Place: Surat
Date: Tuesday, September 20, 2022