



ADI FINECHEM

ADI FINECHEM LIMITED

Regd. Office : 1st Floor, 2, Sigma Corporates, Behind HOF, Sindhu Bhavan Road,
Off S.G. Road, Ahmedabad - 380 059. INDIA.

Phone : (079) 32908752 / 29701675 E-mail : info@adifinechem.com
CIN : L15140GJ1985PLC007845 Website : www.adifinechem.com

Date : January 16, 2016

To,
National Stock Exchange of India Ltd.
Exchange Plaza,
Plot no. C/1, G Block
Bandra-kurla Complex
Bandra (E)
Mumbai – 400 051.

To,
Ahmedabad Stock Exchange Limited
1st Floor, Kamdhenu Complex
Opp. Shajanand College,
Panjara Pole,
Ahmedabad – 380015.

To,
**Department of Corporate Services,
BSE Limited.**
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

**Ref. : Regulation 26(7)(ii) of SEBI (Substantial Acquisition of Shares and Takeover)
Regulations, 2011**

Dear Sirs,

**Sub. : Submission of copy of Recommendations of the Committee of Independent
Directors on the Open Offer**

Pursuant to the requirement of Regulation 26(7)(ii), we are attaching herewith a copy of the 'Recommendations of the Committee of Independent Directors (IDC) under Regulation 26(7) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 on the Open Offer to the Equity Shareholders of our Company i.e. ADI FINECHEM LIMITED (Target Company) by FIH Mauritius Investments Limited, (the Acquirer) and FIH Private Investments Limited (PAC)'. This is scheduled to be published in the selected newspapers on Monday, January 18, 2016.

Please find the above in order and take the same on your record.

Thanking you,

Yours faithfully,

For Adi Finechem Limited,

(Rajen Jhaveri)
Chief Financial Officer and Company Secretary

Encl. : As above.

Recommendations of the Committee of Independent Directors (IDC) under Regulation 26(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 on the Open Offer to the Equity Shareholders of

ADI FINECHEM LIMITED

(Target Company) by FIH MAURITIUS INVESTMENTS LIMITED AND FIH PRIVATE INVESTMENTS LIMITED for acquisition upto 35,86,440 Equity Shares representing 26% of the Voting Share Capital of the Target Company

Date	January 15, 2016
Name of the Target Company (TC)	ADI FINECHEM LIMITED
Details of the Offer pertaining to TC	Open Offer is being made by the Acquirer along with PAC to the Equity Shareholders of the Target Company for acquiring upto 35,86,440 Equity Shares of the Face Value of ₹ 10/- each of the TC at a price of ₹ 212/- (Rupees Two hundred twelve only) per share representing 26% of the Voting Share Capital from equity shareholders of the TC other than the Acquirer, PAC, the Sellers as per Regulation 26(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
Name(s) of the acquirer and PAC with the acquirer	Acquirer is FIH Mauritius Investments Ltd. and PAC is FIH Private Investments Ltd.
Name of the Manager to the Offer	ICICI SECURITIES LIMITED SEBI Registration Number: INM000011179 ICICI Centre, H.T. Parekh Marg, Churchgate, MUMBAI - 400 020, Maharashtra, INDIA Tele. No.: +91 22 2288 2460/2470; Fax No.: + 91 22 2282 6580 E Mail ID: adi.openoffer@icicisecurities.com
Members of the Committee of Independent Directors (Please indicate the chairperson of the Committee separately)	a) Mr. Jayesh Shah (Committee Chairman) b) Mr. Kalpesh Patel c) Mr. Nitin Patel
IDC Member's relationship with the TC (Director, Equity shares owned, any other contract/relationship), if any	None of the IDC Members hold any Equity Shares of the TC nor have any relations with TC's Directors.
Trading in the Equity shares/other securities of the Target Company by IDC Members	Not Applicable as the IDC Members do not hold any Equity Shares of the TC.
IDC Member's relationship with the acquirer (Director, Equity shares owned, any other contract/relationship), if any.	None of the IDC Members is a Director in the Acquirer or holds any equity shares of Acquirer or has any relationship with the Acquirer.
Trading in the Equity shares/other securities of the acquirer by IDC Members	Not Applicable as shares of Acquirer Company are not listed on any stock exchange.
Recommendation on the Open offer, as to whether the offer is fair and reasonable	IDC believes that the Open Offer is fair and reasonable.
Summary of reasons for recommendation (IDC may also invite attention to any other place, e.g. company's website, where its detailed recommendations along with written advice of the independent advisor, if any can be seen by the shareholders)	IDC Members have reviewed a) the public announcement dated November 04, 2015 ("PA") b) Detailed Public Statement ("DPS") published on November 09, 2015, and c) Letter of Offer dated January 8, 2016 ("LOF") IDC Members have taken into consideration the following for making the recommendation: a) the Offer price is in line with the parameters prescribed by SEBI in the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. b) the Offer Price is higher than ₹ 203.39 per share, being the volume weighted average market price of the equity shares of the TC for a period of 60 trading days immediately preceding the date of PA. c) the closing price of equity shares of the TC on BSE and NSE (as on the date of PA) was ₹ 212.70 and ₹ 212.35 per share respectively, which is marginally higher than the Offer Price. However, the current market price of the TC is higher than the Offer Price. Therefore, public shareholders of the TC are advised to independently evaluate the open offer and take an informed decision to either tender their shares in the open offer or remain invested.
Details of Independent Advisors, if any.	Nil
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 and on behalf of the Committee
of Independent Directors of **Adi Finechem Limited,**
Jayesh Shah
Chairman - Committee of the Independent Directors

Place: Ahmedabad
Date : January 15, 2016

For Adi Finechem Limited

(Rajen Jhaveri)
Chief Financial Officer & Company Secretary

PRESSMAN