

SOM DATT FINANCE CORPORATION LTD.

CIN: L65921DL1993PLC377542

May 22, 2023

To,
BSE Ltd.
P. J. Towers, Dalal Street
MUMBAI — 400 001
Scrip Code: 511571

Dear Sir/Madam,

Sub.: Submission of recommendations of the committee of independent directors (“IDC”) on the Open Offer to the Public Shareholders of Som Datt Finance Corporation Limited by Dr. Bhaskara Rao Bollineni and Mr. Bhavanam Ruthvik Reddy (jointly called as the “Acquirers”) under regulation 26(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“Takeover Regulations”).

This has reference to the Open Offer made by the Acquirers, to the Public Shareholders of Som Datt Finance Corporation Limited (“**Target Company**”) under the Takeover Regulations.

We enclose herewith written reasoned recommendations approved by the Committee of Independent Directors, at its Meeting held today, May 22, 2023 on above Open Offer. In terms of regulation 26(7) of the Takeover Regulations, we forward herewith the statement of “**Recommendations of the Committee of Independent Directors**” which will be published in the same newspapers where the detailed public statement was published viz.:

Newspapers	Language	Editions
All editions of Financial Express, being the English national daily with wide circulation.	English	All
All editions of Jansatta, being the Hindi national daily with wide circulation, including regional language daily being published and circulated in New Delhi, being the place where the registered office of the Target Company is situated.	Hindi	All
Navshakti, being the regional language newspaper of Mumbai, being the place of the only stock exchange (BSE Limited) where the equity shares of the Target Company are listed and traded.	Marathi	Mumbai

Please take the above on record and kindly disseminate the attached report to the public.

Thanking you,

Yours faithfully,
For **Som Datt Finance Corporation Limited**

Simran
Malhotra

Digitally signed by
Simran Malhotra
Date: 2023.05.22
16:07:36 +05'30'

Simran Malhotra
Company Secretary & Compliance Officer
M. No 43075
Encl: As above

SOM DATT FINANCE CORPORATION LTD.

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SOM DATT FINANCE CORPORATION LIMITED

Registered Office: 516, Suneja Tower-I District Centre, Janakpuri, Delhi- 110058; **Tel:** 0124-4396900; **Fax:** N.A;
E-mail: compliancesdf@gmail.com; **CIN:** L65921DL1993PLC377542.

RECOMMENDATIONS OF THE COMMITTEE OF INDEPENDENT DIRECTORS (“IDC”) ON THE OPEN OFFER TO THE PUBLIC SHAREHOLDERS OF SOM DATT FINANCE CORPORATION LIMITED (“TARGET COMPANY”) BY THE ACQUIRERS (DEFINED BELOW) UNDER REGULATION 26(7) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED (“TAKEOVER REGULATIONS”).

The capitalized terms used herein shall have the same meaning as assigned to them in the Public Announcement (“PA”), Detailed Public Statement (“DPS”) and the Letter of Offer (“LOF”), issued in connection with this Offer.

1.	Date	Monday, May 22, 2023
2.	Name of the Target Company (TC)	Som Datt Finance Corporation Limited
3.	Details of the Offer pertaining to TC	This Open Offer is mandatory and being made by the Acquirers (defined below) to acquire upto 26,02,073 (twenty six lakhs two thousand and seventy three) fully paid-up equity shares of face value Rs. 10 (rupees ten only) each carrying voting rights, representing 26.00% (twenty six percent) of the total outstanding, issued and fully paid up equity share capital on a fully diluted basis carrying voting rights of the Target Company, at the Offer Price of Rs. 33.88 (rupees thirty three and paise eighty eight only) per fully paid-up equity share, and Applicable Interest of Rs. 0.92 (rupees zero and paise ninety two only), both amounting to Rs. 34.80 (rupees thirty four and paise eighty only) per equity share, payable in cash.
4.	Name(s) of the acquirer and PAC with the acquirer	<u>Acquirers:</u> Dr. Bhaskara Rao Bollineni; and Mr. Bhavanam Ruthvik Reddy. There is no Person Acting in Concert with the Acquirers for the purpose of this Open Offer.
5.	Name of the Manager to the offer	PL Capital Markets Private Limited
6.	Members of the Committee of Independent Directors (IDC)	Mr. Hardeep Kumar Mahotra (Chairperson) Mr. Rajvir Singh Chhillar (Member)
7.	IDC Member’s relationship with the TC (Director, equity shares owned, any other contract / relationship), if any	IDC members are duly appointed Independent Directors on the board of directors of the Target Company.

REGD OFFICE : 516, Suneja Tower-I, District Centre, Janakpuri, Delhi-110058
Email: compliancesdf@gmail.com website: www.somdattfin.com

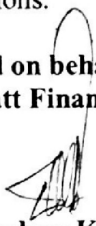
		Except to the extent of the sitting fees paid and the reimbursement of expenses by the Target Company in their capacity as Independent Directors, they do not hold any equity shares or other securities of the Target Company and they do not have any other contract / relationship with the Target Company.
8.	Trading in the equity shares/other securities of the IC by IDC Members	None of the IDC members have traded in the equity shares or other securities of the Target Company during the: a. 12 months period preceding the date of the PA; and b. period from the date of the PA till the date of this recommendation.
9.	IDC Member's relationship with the acquirer (Director, equity shares owned, any other contract / relationship), if any.	None of the IDC members have any relationship with the Acquirers.
10.	Trading in the equity shares/other securities of the acquirer by IDC Members	The Acquirers are individuals, hence this provision is not applicable.
11.	Recommendation on the Open offer, as to whether the offer is fair and reasonable	IDC members believe that the Offer Price of Rs. 33.88 (rupees thirty three and paise eighty eight only) per equity share, is fair and reasonable and is in compliance with the provisions of the Takeover Regulations. The IDC members have also noted that the Acquirers are paying Applicable Interest of Rs. 0.92 (rupees zero and paise ninety two only) per equity share at the rate of 10% (ten percent) per annum for the period of delay. The total Offer price plus Applicable Interest amounting to Rs. 34.80 (rupees thirty four and paise eighty only) per equity share is fair and reasonable and is in compliance with the provisions of the Takeover Regulations.
12.	Summary of reasons for recommendation	The IDC has reviewed the PA issued on November 09, 2022, the DPS published on November 16, 2022, the draft letter of offer dated November 23, 2022 ("DLOF") and the LOF dated Friday, May 19, 2023. Further, the equity shares of the Target Company are listed and traded only on BSE Limited and are infrequently traded in terms of the Takeover Regulations. The IDC having reviewed the contents of the above stated documents has opined that the Offer Price offered by the Acquirers (being the highest price prescribed) is in accordance with regulation 8(2) of Takeover Regulations since it has been arrived at by taking into account the valuation parameters and such other parameters as are customary for valuation of equity shares of such companies, which comes to Rs. 33.88 (rupees thirty three and paise eighty eight only) per equity share and Applicable Interest of Rs. 0.92 (rupees zero and ninety two paise only) per



		<p>equity share at the rate of 10% (ten percent) per annum, has been offered by the Acquirers for the delay in making payment of the Offer Price. The total Offer Price plus Applicable Interest, amounting to Rs. 34.80 (rupees thirty four and paise eighty only) per equity share is in compliance with the provisions of the Takeover Regulations.</p> <p>The public shareholders of the Target Company are advised to independently evaluate the Open Offer and take an informed decision whether to offer their equity shares in the Open Offer. They are also advised to seek expert's opinion on taxation before taking their decision in this regard.</p> <p>This statement of the recommendations will be available on the website of the Target Company (www.somdattfin.com).</p>
13.	Details of Independent Advisors, if any.	N.A.
14.	Disclosure of voting pattern of the IDC	The recommendations were unanimously approved by all the members of the IDC present at the meeting held on Monday, May 22, 2023.
15.	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 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 Target Company under the Takeover Regulations.

**For and on behalf of Committee of Independent Directors of
Som Datt Finance Corporation Limited**


Mr. Hardeep Kumar Mahotra
Chairperson
(DIN - 00219216)

Place: Gurugram
Date: May 22, 2023