SRI AMARNATH FINANCE LIMITED

Registered Office: - 4883-84, Main Road, Second Floor, Kucha Ustad Dag, Chandni Chowk, Delhi-110006.

Recommendations of the Committee of Independent Directors (IDC) on the Open Offer to the Shareholders of Sri Amarnath Finance Limited under Regulation 26(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (SEBI SAST Regulations), as amended till date.

Date	29.01.2018
Name of the Target Company (TC)	Sri Amarnath Finance Limited
Details of the Offer pertaining to TC	Open Offer made by Mr. Manish Kapoor, son of Shri Baldev Raj Kapoor resident of 302-303, Part-III, Gujranwal Town, Delhi-110009 and Mr. Rakesh Kapoor son of Shri Baldev Raj Kapoor resident of 302-303, Part-III, Gujranwal Town, Delhi-110009 (Hereinafter collectively referred to as "Acquirers") alongwith Person Acting in Concert namely Mr. Rishabh Kapoor, Mr. Raghav Kapoor, Mr. Karan Kapoor, Ms. Archana Kapoor, Mr. Uday Kapoor and Ms. Meenu Kapoor resident of 302-303, Part-III, Gujranwal Town, Delhi-110009 (Hereinafter collectively referred to as "PACs") to acquire upto 25,94,800 equity shares ("Offer Shares"), representing 26% of the total paid up equity share capital of Sri Amarnath Finance Limited. (Target Company). Offer Price: Rupees Rupees 29/- along-with interest amount of Rupees 6.25/- per share aggregating to 35.25/- (Rupees Thirty Five and Paise Twenty Five Only) per equity share as mentioned in the Letter of Offer filed with SEBI.
Name of the Acquirer and PACs	Mr. Manish Kapoor and Mr. Rakesh Kapoor (Hereinafter collectively referred to as "Acquirers") alongwith Person Acting in Concert namely Mr. Rishabh Kapoor, Mr. Raghav Kapoor, Mr. Karan Kapoor, Ms. Archana Kapoor, Mr. Uday Kapoor and Ms. Meenu Kapoor.
Name of the Manager to the offer	**D & A Financial Services (P) Ltd** SEBI Registration No.: INM000011484
Members of the Committee of Independent Directors	(a) Mr. Sujan Mal Mehta (b) Mr. Rajesh Singal
IDC Member's relationship with the TC (Director, Equity shares owned, any other contract/relationship), if any	Members of the Committee do not have any relationship or interest in the Company except to the extent of sitting fees if any, paid and the reimbursement of expenses by the company in their capacity as Directors.
Trading in Equity Shares/other securities of the TC by IDC Members	Members of the Committee does not hold any shares or securities in the Target Company
IDC Member's relationship with the Acquirer/PACs	No relationship exists between the members of the IDC and the Acquirers and PACs.
Trading in Equity Shares/other securities of the Acquirer/PAC by IDC Members	Members of the Committee does not hold any shares or securities of the Acquirers and PACs.
Recommendation on the Open Offer, as to whether the offer is fair and reasonable	IDC members believe that the Open Offer made to the shareholders of Sri Amarnath Finance Limited is fair and reasonable.
Summary of reasons for recommendation	In forming the aforesaid opinion/recommendations the IDC has considered the following:- 1. The Offer Price of Rupees 29/- along-with interest amount of Rupees 6.25/- per share aggregating to 35.25/- (Rupees Thirty Five and Paise Twenty Five Only) per fully paid up equity share offered by Acquirers is more than the price paid by the acquirer to the sellers under share purchase agreement, which is Rs 7.05/- per share. 2. The Offer Price is higher than the price as arrived after taking into consideration Net Asset Value Per Share, PECV Value per share and Market Value per share as calculated by the valuer, which comes to Rupees 28.70 per share. 3. The Offer Price is higher than the price paid by the acquirers during 52 weeks and 6 months preceding the date of public announcement for the acquisition of shares of Sri Amarnath Finance Limited, which is Rupees 7.05 per share. The Open Offer by the Acquirers and PACs, is being made at the highest price amongst the selective criteria and is in line with the Regulations prescribed under the SEBI (SAST) Regulations, and hence appear to be fair and reasonable.
Details of Independent Advisors, if any	NIL
Any other matter(s) 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 respects, 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 Committee of Independent Directors of Sri Amarnath Finance Limited under the SEBI (SAST) Regulations, 2011."

For **Sri Amarnath Finance Limited**

Sd/- (Sujan Mal Mehta) Chairman of Committee

Sd/- (Rajesh Singal) Member

Date: 31.01.2018
Place: New Delhi