

# GOLDEN GOENKA FINCORP LIMITED

CIN: L65993WB1993PLC060377

Registered Office: 1, British Indian Street, Room No.- B 10, Kolkata - 700 069

Tel No.: (033) 2262 3827; Fax No.: (033) 4407 0020; Email: contact@goldengoenka.com

## RECOMMENDATIONS OF THE COMMITTEE OF INDEPENDENT DIRECTORS (IDC) ON THE OPEN OFFER TO THE SHAREHOLDERS OF GOLDEN GOENKA FINCORP LIMITED ("GGFL" OR THE "TARGET COMPANY") UNDER REGULATION 26 (7) OF THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THERETO ("SEBI (SAST) REGULATIONS")

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|---|---|
| Date  | 14.06.2017  |
| Name of the Target Company  | Golden Goenka Fincorp Limited   |
| Details of the Offer pertaining to Target Company   | Open Offer is being made by the Acquirers and PACs for the acquisition of 4,94,61,966 (Four Crores Ninety Four Lakhs Sixty One Thousand Nine Hundred Sixty Six) fully paid-up equity shares of Rs. 5/- each, representing 26.00% of the equity and voting share capital of the Target Company at a price of Rs. 5.63/- (Rupees Five and Sixty Three Paise Only) per equity share, payable in cash in terms of regulation 3(1) & 4 of the SEBI (SAST) Regulations. |
| Name(s) of the Acquirers and PACs with the Acquirers  | Mr. Deepak Kothari, Mr. Udai Kothari and M/s. Lotus Capital Financial Services Limited are the Acquirers, whereas M/s. U.Y. Industries Private Limited and Dipak Kothari (HUF) are the Persons Acting in Concert with the Acquirers.  |
| Name of the Manager to the offer  | VC Corporate Advisors Private Limited   |
| Members of the Committee of Independent Directors ("IDC")   | <b>Chairman</b> : Mr. Niranjan Kumar Choraria<br><b>Member</b> : Mrs. Leena Hinesh Jobanputra   |
| IDC Member's relationship with the Target Company (Director, Equity shares owned, any other contract / relationship), if any  | IDC Members are the Independent Directors of the Target Company. They do not hold any equity shares in the Target Company.  |
| Trading in the Equity shares/other securities of the Target Company by IDC Members  | No trading has been done by the IDC Members in the equity shares/ other securities of the Target Company since their appointment.   |
| IDC Member's relationship with the Acquirers (Director, Equity shares owned, any other contract / relationship), if any.  | None of the IDC Members have any relationship with the Acquirers and PACs.  |
| Trading in the Equity shares/other securities of the Acquirers by IDC Members   | Not Applicable  |
| Recommendation on the Open offer, as to whether the offer, is or is not, fair and reasonable  | Based on the review of the Public Announcement, the Detailed Public Statement and Letter of Offer issued by the Manager to the Offer on behalf of the Acquirers and the PACs, the IDC Members believe that the Open Offer is fair and reasonable.   |
| Summary of reasons for recommendation   | IDC believes that the Offer is fair and reasonable on the basis of the following:   |
| <b>Summary of reasons for recommendation:</b><br>IDC has considered the Public Announcement (PA) dated 30.01.2017, Detailed Public Statement (DPS) dated 06.02.2017, Draft Letter of Offer (DLOF) dated 11.02.2017 and Letter of Offer (LOF) dated 05.06.2017<br>IDC has taken into consideration the following for making this recommendation : <ul style="list-style-type: none"><li>- The Offer Price represents a premium of 27.66% on the closing price of the equity shares on the BSE Limited (Rs. 4.41/-) on 27.01.2017 i.e., one working day prior to the date on which the PA was issued on behalf of the Acquirers and the PACs.</li><li>- The Offer price is in compliance with the parameters as set out in Regulation 8(2) of the SEBI (SAST) Regulations 2011.</li></ul> |   |
| Details of Independent Advisors, if any.  | None  |
| Any other matter to be highlighted  | No  |

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 SEBI (SAST) Regulations.

For **Golden Goenka Fincorp Limited**

Sd/-

(Niranjan Kumar Choraria)

DIN : 03626290

Place : Kolkata

Date : 14.06.2017

Chairman- Committee of Independent Directors