

SOM DATT FINANCE CORPORATION LIMITED

Registered Office: Gajraj Chambers, 2B, 2nd Floor, 86 B/2, Topsis Road (South), Kolkata-700 046, West Bengal
E-mail: rajiv_517903@yahoo.com; CIN: L65921WB1993PLC060507; Website: www.somdattfin.com

PRE-OFFER ADVERTISEMENT TO THE PUBLIC SHAREHOLDERS OF SOM DATT FINANCE CORPORATION LIMITED IN COMPLIANCE AND IN ACCORDANCE WITH REGULATION 18 (7) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED ("TAKEOVER REGULATIONS")

This advertisement ("Pre-Offer Advertisement") is being issued by PL Capital Markets Private Limited, the manager to the Offer ("Manager" or "Manager to the Offer"), on behalf of Mr. Kuldip Singh Rathee and Mrs. Vijay Rathee ("Acquirers") in compliance and in accordance with Regulation 18(7) of the Takeover Regulations, in respect of the Open Offer to acquire equity shares of Som Datt Finance Corporation Limited ("Target Company" / "Som Datt"). The DPS (defined below) with respect to the aforementioned Offer was published on May 17, 2019, in all editions of Business Standard (English), Business Standard (Hindi), in the Mumbai edition of Mumbai Tarun Bharat (Marathi) and in the Kolkata edition of Arthik Lipi (Bengali).

This Pre-Offer Advertisement is to be read together with the public announcement issued on May 11, 2019 ("PA"), the detailed public statement published on May 17, 2019 ("DPS"), the draft letter of offer dated May 24, 2019 ("DLOF") and the letter of offer dated September 5, 2019 ("LOF").

This Pre-Offer Advertisement is being issued in all newspapers in which the DPS was published. Capitalised terms used in this Pre-Offer Advertisement, but not defined, shall have the same meaning as assigned to them in the PA, DPS and/or the LOF.

The Public Shareholders are requested to note the following with respect to the Offer:

- The Offer Price for the Open Offer is Rs. 14.70 (rupees fourteen and paise seventy only). There is no revision in the Offer Price.
- The committee of independent directors ("IDC") recommended that the Offer Price is fair and reasonable. The IDC recommendation was published on September 12, 2019 in all editions (other than Kochi where it was published on September 13, 2019 since there was no publication of the newspaper in Kochi on September 12, 2019) of Business Standard (English), Business Standard (Hindi), in the Mumbai edition of Mumbai Tarun Bharat (Marathi) and in the Kolkata edition of Arthik Lipi (Bengali). A summary of the relevant extracts of the IDC recommendation is noted below:

Members of the Committee of Independent Directors (IDC)	Mr. Lalit Mohan Segat (Chairman) Mr. Satish Kumar (Member)
Recommendation on the Open Offer, as to whether the offer is fair and reasonable	IDC members believe that the Offer Price of Rs. 14.70 (rupees fourteen and paise seventy only) per equity share is fair and reasonable and is in line with the Takeover Regulations.
Summary of reasons for recommendation	The IDC has reviewed the public announcement issued on May 11, 2019 ("PA"), the detailed public statement published on May 17, 2019 ("DPS"), the draft letter of offer dated May 24, 2019 ("DLOF") and the letter of offer dated September 5, 2019 ("LOF"). The IDC, having reviewed contents of the above documents, opines that the Offer Price of Rs 14.70 (rupees fourteen and paise seventy) per equity share offered by the Acquirers being in compliance with the Takeover Regulations is, fair and reasonable. The public shareholders of the Target Company are advised to independently evaluate the Open Offer and take an informed decision whether or not to offer their shares in the Open Offer.

- This Offer is not a competing offer in terms of Regulation 20 of the Takeover Regulations. There has been no competitive bid to the Open Offer.
- The dispatch of LOF to all the Public Shareholders was completed on September 9, 2019.

5. The attention of the Public Shareholders is invited to the fact that the LOF alongwith Form of Acceptance Cum Acknowledgment ("Form of Acceptance") shall be available on the website of the Securities and Exchange Board of India ("SEBI") (<http://www.sebi.gov.in>). Registered/ Unregistered shareholders, if they so desire, may also apply on Form of Acceptance downloaded from the SEBI's website. Further, in case of non-receipt/non-availability of the Form of Acceptance, the application can be made on plain paper along with the following details:

a) **In case of equity shares held in physical form:** As per the provisions of Regulation 40(1) of the SEBI LODR Regulations and SEBI Press Release 51/2018 dated December 3, 2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository w.e.f. April 1, 2019.

Accordingly, the Public Shareholders who are holding equity shares in physical form and are desirous of tendering their equity shares in the Offer can do so only after the equity shares are dematerialised. Such Public Shareholders are advised to approach any depository participant to have their equity shares dematerialised.

b) **In case of equity shares held in dematerialised form:** Public Shareholders who are holding equity shares in demat form shall approach their Selling Broker and tender their equity shares in the Open Offer as per the procedure laid out in the LOF. Public Shareholders shall submit delivery instruction slip ("DIS") duly filled-in specifying market type as "Open Offer" and execution date along with all other details to their respective Selling Broker so that the shares can be tendered in the Open Offer. Public Shareholders holding equity shares in demat mode are not mandatorily required to fill any Form of Acceptance cum Acknowledgement.

For further details, Public Shareholders are requested to refer Section 8 titled "Procedure for Acceptance and Settlement of the Offer" of the LOF.

6. The DLOF was submitted to SEBI on May 24, 2019 in accordance with Regulation 16(1) of the Takeover Regulations. SEBI has by its letter no. SEBI/HO/CFD/DCR2/OW/P/2019/22443 dated August 29, 2019, issued its comments in terms of Regulation 16(4) of the Takeover Regulations. All comments as per the said letter have been duly incorporated in the LOF.

7. As stated in para D.9., para VI.1. of the DPS; and para 7.4.1 & 7.4.4 of the LOF, apart from obtaining the prior approval from RBI for change in management and control of the Target Company, to the best of the knowledge of the Acquirers, there are no other statutory approvals required to be obtained by them for completion of this Open Offer. Public Shareholders may note that as of the date of this advertisement the said prior approval from the Reserve Bank of India ("RBI") is awaited as has been explained in note B(1) of the "Risk Factors" and para 7.4.4; both in the LOF. In case of delay in receipt of the statutory or regulatory approval, SEBI has the power to grant extension of time to the Acquirers for payment of consideration to the Public Shareholders of the Target Company who have accepted the Offer within such period, subject to the Acquirers agreeing to pay the interest for the delayed period, if directed by SEBI in terms of regulation 18(11) of the Takeover Regulations.

8. The following para stands inserted as C.8. in the DPS, as also stated at para 5.10 of the LOF: "The board of directors of the Target Company in their meeting held on April 24, 2019, have approved the sale of the entire share-holding of 5,10,000 shares held by the Target Company in its non-material wholly owned unlisted subsidiary namely, Som Datt Infosoft Limited, at a price of Rs. 8.50 per equity share aggregating to Rs. 43,35,000. The said equity shares were transferred on May 2, 2019 to Som Datt Securities Limited, a company whose promoters belong to the promoter group of the Target Company."

9. The following para stands inserted as C.9. in the DPS, as also stated in para 5.12 of the LOF: "The RBI has by its circular number DNBR(PD).CC.No 019/03.10.01/2014-15 dated February 6, 2015, issued a directive to all NBFC's to become a member of all Credit Information Companies ("CIC"). The Target Company has not obtained membership of any CIC."

10. Subsequent to the date of the DPS, the board of directors of the Target Company have approved the audited financial statements for the financial year ended March 31, 2019. Accordingly, para C.7. of the DPS stands updated as under:

"Brief audited financial information of the Target Company on a consolidated basis for the financial years ended 2019, 2018 and 2017 are as under:

Particulars	Financial Year ended March 31, 2019 (Audited)*	Financial Year ended March 31, 2018 (Audited)	Financial Year ended March 31, 2017 (Audited)
Total Revenue** (Rs. in lakhs)	149.88	196.73	200.95
Net income (Profit after tax) (Rs. in lakhs)	17.66	4.01	38.23
Earnings per share - basic & diluted (in Rs.)	0.18	0.04	0.38
Net worth ^A / shareholders' funds (Rs. in lakhs)	1,419.68	1,402.02	1,424.58

*Subject to shareholders' approval.

**Includes other income

^A Net worth = Paid-up equity share capital plus reserves & surplus. Minority interest amounting to Rs. 500 has been ignored.

(Source: The financial information for the Financial Year 2019 has been extracted from the Target Company's consolidated audited financial statements filed with BSE and the financial information for the financial years 2018 and 2017 have been extracted from the Target Company's annual reports for the relevant financial year filed with BSE.)

11. Since the date of the PA, there are no subsequent material developments, with respect to the Offer.

12. In terms of the tentative Schedule of activities as communicated by way of the DLOF, the Public Shareholders of the Target Company are requested to note the following revisions related to the schedule of activities as stated in the LOF:

Activity	Original Schedule	Revised Schedule
	Day and Date	Day and Date
Date of the Public Announcement	Saturday, May 11, 2019	Saturday, May 11, 2019
Date of publishing the DPS	Friday, May 17, 2019	Friday, May 17, 2019
Last date of filing of the draft Letter of Offer with SEBI	Friday, May 24, 2019	Friday, May 24, 2019
Last date of public announcement for a competing Offer(s) ^(*)	Monday, June 10, 2019	Monday, June 10, 2019
Last date for receipt of comments from SEBI on the draft Letter of Offer (in the event SEBI has not sought clarification or additional information from the Manager to the Offer)	Monday, June 17, 2019	Friday, August 30, 2019 ^(†)
Identified Date ^(*)	Wednesday, June 19, 2019	Wednesday, September 4, 2019
Last date by which Letter of Offer will be dispatched to the Public Shareholders whose name appears on the register of members on the Identified Date	Wednesday, June 26, 2019	Thursday, September 12, 2019
Last date by which committee of independent directors of the Board of Directors of the Target Company shall give its recommendations/comments	Friday, June 28, 2019	Monday, September 16, 2019
Last date for Upward revision in Offer	Monday, July 1, 2019	Tuesday, September 17, 2019
Date of publication of advertisement containing announcement of the Schedule of activities of this Offer, status of statutory and other approvals, if any, and procedure for tendering acceptances	Tuesday, July 2, 2019	Wednesday, September 18, 2019
Date of commencement of Tendering Period ("Offer Opening Date")	Wednesday, July 3, 2019	Thursday, September 19, 2019
Date of closure of Tendering Period ("Offer Closing date")	Tuesday, July 16, 2019	Thursday, October 3, 2019
Last date of completion of payment of consideration or refund of equity shares to the Public Shareholders of the Target Company whose equity shares have been rejected / accepted in this Offer ^(**)	Tuesday, July 30, 2019	Friday, October 18, 2019
Date by which the underlying transaction which triggered open offer will be completed	Friday, November 22, 2019 ^(**) / ^(††)	

^(*) There was no competing offer.

^(†) Date of receipt of SEBI's letter giving final comments on the DLOF.

^(††) Identified Date is only for the purpose of determining the names of the shareholders of the Target Company to whom the Letter of Offer would be mailed. It is clarified that the Public Shareholders (registered or unregistered) of the Target Company (except the Acquirers and the parties to the SPA including persons deemed to be person acting in concert with such parties) are eligible to participate in this Offer at any time prior to the closure of this Offer.


^(**) Subject to receipt of prior approval from RBI. Please refer risk factor B(1) given in the LOF for further details.

^(†††) Subject to the completion of the thirty days period from the date of the public notice to be issued for change in control and management of the Target Company in terms of the RBI Notification No. DNBR(PD).CC.No.065.03.10.001/2015-16 dated July 9, 2015, as amended from time to time.

Note: Public Shareholders are requested to note that the duly signed form of acceptance-cum-acknowledgement should be dispatched by registered post/courier or hand delivered to the Registrar to the Offer within 2 (two) days of bidding by the selling broker or if the above order is placed on the closing date of the tendering period, within 2 (two) days from the closure of the Tendering Period (by 5:00 pm), or copies of delivery instruction slips (in case of dematerialised shares) should be dispatched by registered post/courier or hand delivered to the Registrar to the Offer so as to reach on or before closure of the Tendering Period (i.e., before 5:00 pm on October 3, 2019).

The Acquirers jointly and severally accept full responsibility for their obligations, as laid down in terms of the Takeover Regulations and for the information (other than such information as has been provided or confirmed by the Sellers or the Target Company) contained in this advertisement.

This advertisement will also be available on SEBI's website (www.sebi.gov.in) and on the website of the Manager to the Offer (www.plindia.com).

Issued by the Manager to the Offer for and on behalf of the Acquirers	
 <p>Prabhudas Lilladher POWERING YOUR FINANCIAL GROWTH</p>	<p>PL CAPITAL MARKETS PRIVATE LIMITED 3rd Floor, Sadhana House, 570, P.B. Marg, Worli, Mumbai - 400 018 Tel: +91 22 6632 2222; Fax: +91 22 6632 2229 Website: www.plindia.com; Email: sdfopenoffer@plindia.com Contact Person: Gunjan Jain / Rohan Menon SEBI Registration No.: INM000011237</p>

Place: Mumbai

Date: September 17, 2019