LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as shareholder(s) of Som Datt Finance Corporation Limited. If you require any clarification about the action to be taken, you may please consult your stockbroker or investment consultant or the Manager to the Offer or the Registrar to the Offer. In case you have recently sold your equity shares in Som Datt Finance Corporation Limited, please hand over this Letter of Offer and the accompanying Form of Acceptance cum Acknowledgement, Form of Withdrawal cum Acknowledgement and Transfer Deed(s) to the Member of Stock Exchange through whom the said sale was effected.

OPEN OFFER BY

Mr. Som Datt Khunaja (Acquirer)
R/o P.O No. 16780, Jebel Ali Free Zone,
Dubai U A E.
Tel No: 00971505645960
Fax: 0097148817914

Alongwith Persons Acting in Concert (PACs) with him

(i.e. Mrs Latika Datt Abbott, Mrs Usha Datt, Mrs Charu Datt Bhatia, Mrs Anuradha Datt Munjal, Mrs Anjali Anand, Mrs Sadhana Singh, M/s Som Datt Enterprises Ltd and M/s Som Datt Capital Development Ltd)

To

Acquire 20,01,594 equity shares of Rs. 10/- each representing 20% of the total paid up capital and resultant voting rights of Target Company at a price of Rs. 10.60/- (Rupees Ten and Paisa Sixty Only) per fully paid equity share ("Offer Price") , alongwith interest of Rs 0.65 (Sixty Five Paisa Only) per fully paid up equity share payable in cash.

Pursuant to the
Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereof
Of

SOM DATT FINANCE CORPORATION LIMITED
Registered Office: Flat No. 24-25, 10 Old Post Office Street, Kolkata-700001.
Tel No: (033) 22307080 , Fax No: (033) 22482983

ATTENTION:

1. **The offer is not a conditional offer.**
2. As on the date of Public Announcement, to the best of knowledge of Acquirer and PACs, approval of Reserve Bank of India is required, for the purpose of this Offer and RBI has already given its approval vide its letter no. FE/CO/FID/24851/10.21.063/2006-07 dated May 08, 2007. However, the Offer would be subject to all Statutory Approvals that may become applicable at a later date before the completion of Offer.
3. <u>Shareholders who have accepted the Offer by tendering the requisite documents, in terms of the Public Announcement / Letter of Offer, can withdraw the same upto three working days prior to the date of closure of the offer i.e.</u> **<u>Wednesday, June 06, 2007.</u>**
4. If there is any upward revision in the Offer Price by the Acquirer upto seven working days prior to the date of closure i.e. upto Thursday, May 31, 2007, the same would be informed by way of a Public Announcement in the same newspapers where the original Public Announcement had appeared. Such revision in the Offer Price would be payable for all the equity shares tendered anytime during the Offer Period.
5. **If there is a Competitive Bid:**

   The Public Offers under all the subsisting bids shall close on the same date.

   As the Offer Price can not be revised during 7 working days prior to the closing date of the offers / bids, it would, therefore, be in the interest of shareholders to wait till the commencement of that period to know the final Offer Price of each bid and tender their acceptance accordingly.
6. **A copy of Public Announcement, Letter of Offer, Form of Acceptance cum Acknowledgement and Form of Withdrawal are also available on SEBI's web-site: www.sebi.gov.in**

FOR PROCEDURE FOR ACCEPTANCE OF THIS OPEN OFFER PLEASE REFER SECTION "10" PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER" (PAGE NOS. 18 TO 20)

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT AND FORM OF WITHDRAWAL ARE ENCLOSED WITH THIS LETTER OF OFFER.

All future correspondence, if any, should be addressed to the Manager / Registrar to the Offer at the following addresses:

Manager to the Offer	Registrar to the Offer
CHARTERED CAPITAL & INVESTMENT LIMITED 13, Community Centre, East of Kailash, New Delhi - 110065. Tel nos.: 011-26419079/ 26218274; Fax no.: 011 - 26219491; E mail: charteredcapital@gmail.com delhi@charteredcapital.net Contact Person : **Mr Priyaranjan**	**RCMC Share Registry (P) Limited** B-106, Sector-2, Noida-201301 Gautam Budh Nagar (U.P) Tel nos. (0120) 4015880 Fax No. (0120) 2444346 E mail : rcmcfd@dimensioni.net Contact Person : **Mr Rakesh Adhana**

SCHEDULE OF THE MAJOR ACTIVITIES OF THE OFFER

Sr. No.	Activity	Original Schedule (Day and Date)	Revised Schedule (Day and Date)
1.	Date of Public Announcement (PA)	Monday, August 21, 2006	Monday, August 21, 2006
2.	Specified Date	Monday, August 28, 2006	Monday, August 28, 2006
3.	**Last Date for a Competitive Bid(s)**	Monday, September 11, 2006	Monday, September 11, 2006
4.	Date by which Letter of Offer will be dispatched to the Shareholders	Tuesday, October 03, 2006	Thursday, May 17, 2007
5.	**Offer Opening Date**	Friday, October 13, 2006	Wednesday, May 23, 2007
6.	**Last Date for the Revision of the Offer Price / Number of Equity Shares.**	Monday, October 23, 2006	Thursday May 31, 2007
7.	Last date to withdraw acceptance tendered by shareholders	Friday, October 27, 2006	Wednesday June 06, 2007
8.	**Offer Closing Date**	Wednesday, November 01, 2006	Monday, June 11, 2007
9.	Date by which the acceptance / rejection would be intimated and the corresponding payment for the acquired equity shares and / or the unaccepted equity shares / share certificates will be dispatched.	Thursday, November 16, 2006	Tuesday June 26, 2007

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DEFINITIONS

1.	Acquirer or The Acquirer	Mr. Som Datt Khunaja
2.	BSE	Bombay Stock Exchange Limited, Mumbai
3.	CSE	The Calcutta Stock Exchange Association Limited, Kolkata
4.	DIP Guidelines	SEBI (Disclosure & Investor Protection) Guidelines, 2000 and subsequent amendments thereto.
5.	DSE	The Delhi Stock Exchange Association Limited, Delhi
6.	FEMA	Foreign Exchange Management Act, 1999
7.	Form of Acceptance	Form of Acceptance cum Acknowledgement
8.	Form of Withdrawal	Form of Withdrawal cum Acknowledgement
9.	Guidelines	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto
10.	JSE	The Jaipur Stock Exchange Limited, Jaipur
11.	LOO, or Letter of Offer	Offer Document
12.	Manager to the Offer or, Merchant Banker	Chartered Capital and Investment Limited
13.	MSE	The Madras Stock Exchange Limited, Chennai
14.	Offer or The Offer	20,01,594 equity shares of Rs. 10/- each representing 20.00 % of the total paid up capital and resultant voting rights of Target Company at a price of Rs. 10.60/- (Rupees Ten and Paisa Sixty Only) alongwith interest of Rs. 0.65 (Sixty f\Five paise) per fully paid up equity share payable in cash.
15.	Offer Price	Rs. 10.60/- (Rupees Ten and Paisa Sixty Only) alongwith interest of Rs. 0.65 (Sixty Five paise)per fully paid up equity shares payable in cash.

16.	PACs	Mrs Latika Datt Abbott, Mrs Usha Datt, Mrs Charu Datt Bhatia, Mrs Anuradha Datt Munjal, Mrs Anjali Anand, Mrs Sadhana Singh, M/s Som Datt Enterprises Ltd and M/s Som Datt Capital Development Ltd.
17.	Persons eligible to participate in the Offer	Registered shareholders of Som Datt Finance Corporation Limited, and unregistered shareholders who own the equity shares of Som Datt Finance Corporation Limited any time prior to the Offer closure other than the Acquirer, PACs and Sellers.
18.	Public Announcement or "PA" or Corrigendum to PA	Announcement of the Open Offer by The Acquirer along with PACs, which appeared in the newspapers on August 21, 2006 and Corrigendum to PA published on 15th May 2007 .
19.	RBI	Reserve Bank of India
20.	Registrar or Registrar to the Offer	RCMC Share Registry (P) Limited
21.	SEBI	Securities and Exchange Board of India
22.	SEBI (SAST)	Regulations, 1997 Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto
23.	SEBI Act	Securities and Exchange Board of India Act, 1992
24.	Sellers	Mr A C Sharma, Ms Saroj Bhatia, Mr O P Dang, Ms Rani Sachdeva, Ms Sarojini Khurana, Ms Sunita Dhar, Ms Sunita Chauhan, Ms Aarti Sachdeva, Ms Krishna Dang, Ms Ranjana Rawal, Mr Radhey Shyam, Mr Sudhir Dang, Mr Dinesh Kothari, Ms Mohini Roy and Mr Vipin Kumar Rawal.
25.	Specified Date	August 28, 2006
26.	SDFCL/Target Company	Som Datt Finance Corporation Limited
27.	SPA	Share Purchase Agreement

1. RISK FACTORS

i. In the event that either (a) the regulatory approvals are not received in a timely manner, (b) there is any litigation to stay the offer, or (c) SEBI instructs the Acquirer not to proceed with the offer, then the offer proceeds may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the public shareholders of SDFCL, whose shares have been accepted in the offer as well as the return of shares not accepted by the acquirer may be delayed.

ii. The shares tendered in the offer will lie to the credit of a designated escrow account- held in trust by the Registrar, till the completion of the offer formalities.

iii. The Acquirer and PACs make no assurance with respect to the market price of the Shares both during the Offer period and upon the completion of the Offer, and disclaim any responsibility with respect to any decision by the shareholders on whether or not to participate in the Offer.

iv. Som Datt Capital Development Limited is a loss making entity.

v. The Acquirer and PACs does not warrant any assurance with respect to the future financial performance of the Company.

vi. In the event of over-subscription to the offer, the acceptance will be on a proportionate basis.

The risk factors set forth above, pertain to the offer and not in relation to the present or future business or operations of SDFCL or any other related matters, and are neither exhaustive not intended to constitute a complete analysis of the risk involved in participation or otherwise by a shareholder in the offer. Shareholders of SDFCL are advised to consult their stockbrokers or investment consultants, if any for further risk with respect to their participation in the offer.

2. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF SOM DATT FINANCE CORPORATION LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER, PERSONS ACTING IN CONCERT OR THE COMPANY WHOSE SHARES ARE PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, CHARTERED CAPITAL AND INVESTMENT LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 02, 2006 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND

TAKEOVERS) REGULATIONS, 1997 AND SUBSEQUENT AMENDEMENTS THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER AND PACS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.

3 DETAILS OF THE OFFER

3.1 Background of the Offer

3.1.1 The Offer is being made by Acquirer along with PACs under Regulation 11(1) of SEBI (SAST) Regulations, 1997 for consolidation of holdings Limited "

3.1.2 The Acquirer entered into an SPA dated August 18, 2006 to acquire 7,54,350 (Seven Lacs Fifty Four Thousand Three Hundred Ninty Four Only) fully paid up equity shares of Rs.10/- each representing 7.54% of the total paid up equity share capital of "Som Datt Finance Corporation Limited" from the shareholders of SDFCL, namely, Mr A C Sharma, Ms Saroj Bhatia, Mr O P Dang, Ms Rani Sachdeva, Ms Sarojini Khurana, Ms Sunita Dhar, Ms Sunita Chauhan, Ms Aarti Sachdeva, Ms Krishna Dang, Ms Ranjana Rawal, Mr Radhey Shyam, Mr Sudhir Dang, Mr Dinesh Kothari, Ms Mohini Roy and Mr Vipin Kumar Rawal (hereinafter referred to as Sellers) at a price of Rs 5.50/- each (Rupees Five and Paisa Fifty Only) per fully paid up equity share payable in cash (Negotiated Price). The total consideration for the shares acquired under the SPA is Rs. 41,48,925/- (Rupees Fourty One Lacs Fourty Eight Thousand Nine Hundred Twenty Five Only) to be discharged to the sellers by the Acquirer as per the terms agreed upon and contained in the SPA.

The details of the sellers are as under:

Sr. No.	Name of the shareholders/sellers	Address and Phone No./Fax No.	No. of Shares Amount (In Rs)	% to the total capital	Amount (In Rs)
1	Mr A C Sharma	308/B, Pocket II, Mayur Vihar Phase-I, New Delhi-110091. Ph No. 011-22754437	12000	0.12	66000
2	Ms Saroj Bhatia	C-4, Defence Colony, New Delhi-110024. Ph No. 011-26856455	405650	4.06	2231075
3	Mr O P Dang	201, Block J, Vikas Puri, New Delhi-110018. Ph No. 011-55385758	15900	0.16	87450
4	Ms Rani Sachdeva	E-31, Greater Kailash Part-I, New Delhi-110048. Ph No. 011-29236966	16500	0.16	90750
5	Ms Sarojini Khurana	E-263, ,Greater Kailash, New Delhi-110048. Ph No. 011-29245662	146400	1.46	805200
6	Ms Sunita Dhar	Shanti Kunj, H No. 89, Block D, New Palam Vihar Phase I, Gurgaon, Haryana-122017.	16200	0.16	89100
7	Ms Sunita Chauhan	B-75, Metro Apartments, Shalimar Garden Extn II, Sahibabad, Ghaziabad, U P-201005. Ph No. 0120-3204756	25400 14800	0.25 0.15	139700 81400
8	Ms Aarti Sachdeva	E-31, Greater Kailash Part-I, New Delhi-110048. Ph No. 011-29236966			
9	Ms Krishna Dang	201, Block J, Vikas Puri, New Delhi-110018. Ph No. 011-55385758	15900	0.16	87450
10	Ms Ranjana Rawal	350, Pocket A, Sarita Vihar, New Delhi-110044. Ph. No. 011-26947478	11900	0.12	65450
11	Mr Radhey Shyam	323, DDA Flats, Jaidev Park, New Delhi-110026. Ph. No. 011-28311795	13000	0.13	71500
12	Mr Sudhir Dang	201, Block J, Vikas Puri, New Delhi-110018. Ph No. 011-55385758	16000	0.16	88000
13	Mr Dinesh Kothari	21, Munirka Kunj, Najafgarh, New Delhi-110043.	20800	0.21	114400
14	Ms Mohini Roy	36, LIG, Khaddar, Sarita Vihar, New Delhi-110044. Ph. No. 011-26943471	12000	0.12	66000
15	Mr Vipin Kumar Rawal	323, DDA Flats, Jaidev Park, New Delhi-110026. Ph. No. 011- 28311795	11900	0.12	65450
		Total	**754350**	**7.54**	**4148925**

3.1.3 The important features of the SPA are laid down as under:

a. In consideration of the purchase of the shares, the Acquirer shall pay total cash consideration of Rs. 41,48,925/- (Rupees Fourty One Lacs Fourty Eight Thousand Nine Hundred Twenty Five Only)

b. Against payment of the sale consideration, the Sellers as the legal and beneficial owners of the shares, shall sell, transfer, convey and deliver to the Acquirer and Acquirer shall purchase and acquire from the sellers, shares free from all encumbrances, all rights, title and interests of the Sellers in the shares together with all accrued benefits, rights and obligations attaching thereto.

c. The Acquirer undertake and covenant to take all steps and actions as may be necessary for compliance with the provisions of the Takeover Code. The sellers agree to provide the Acquirer with all necessary support, for complying with the provisions of the Takeover Code relating to Public Offer as are applicable to the transaction envisaged herein.

d. On completion, by the Acquirer, of the obligations relating to the Public Offer under the Takeover Code, as certified by Chartered Capital And Investment Limited, the Manager to the Offer appointed for such Public Offer in accordance with the Takeover Code, the parties shall ensure that the Board of Directors of the Target Company shall pass effective resolutions for recording the transfer of shares of the Target Company to the Acquirer.

e. In the event the Acquirer, PACs and Sellers fails to comply with the applicable provisions of the Takeover Code relating to this Public Offer, the SPA shall stand terminated and shall not be acted upon and accordingly be null and void.

3.1.4 Apart from 7,54,350 (Seven Lacs Fifty Four Thousand Three Hundred Fifty Only) fully paid equity shares which the Acquirer agree to be acquire in terms of SPA, the Acquirer holds 9,16,250 equity shares and resultant voting rights of SDFCL.

3.1.5 Neither the Acquirer, PACs, Sellers nor the Target Company have been prohibited by SEBI from dealing in securities, in terms of direction under Section 11B of the SEBI Act or under any of the Regulations made under the SEBI Act.

3.1.6 Pursuant to the said acquisition of shares through SPA, the holding of the promoters group (Acquirer and PACs) would be increased from 54,21,331 equity shares representing 54.17% of the paid up equity share capital/voting rights of SDFCL to 61,75,681 equity shares representing 61.71% of the paid up equity share capital/ voting rights of SDFCL.

3.1.7 As per regulation 11(1) of the SEBI (SAST), Regulations, 1997, no Acquirer can consolidate their holdings or acquire additional shares or voting rights entitling him to exercise more than 5% of the Voting Rights, in any Financial Year, unless such acquirer makes a public announcement to acquire shares in accordance with the regulations. Since the voting rights of promoters group would be increased by more than 5% due to the said acquisition of shares through SPA by the acquirer, Regulation 11(1) of the SEBI (SAST) Regulations has been triggered.

3.1.8 As on the date of Public Announcement, the holding of Acquirer and PACs are as under:

Name of Holders		**Number of equity shares held**	**% to total capital**
1. Mr Som Datt Khunaja	-	916250	9.15
2. Mrs Latika Datt Abbott	-	299910	3.00
3. Mrs Usha Datt	-	989151	9.88
4. Mrs Charu Datt Bhatia	-	299910	3.00
5. Mrs Anuradha Datt Munjal	-	299910	3.00
6. Mrs Anjali Anand	-	290000	2.90
7. Mrs Sadhana Singh	-	293750	2.94
8. Som Datt Enterprises Limited	-	2000000	19.98
9. Som Datt Capital Development Limited	-	32450	0.32
Total	**-**	**5421331**	**54.17**

3.1.9 There may be a change in the composition of the Board of Directors of the Target Company in course of normal business. However, there is no proposal to this effect as of today.

3.2 The Offer

3.2.1 The Acquirer along with PACs has made a Public Announcement, which was published on August 21, 2006 in the following newspapers in accordance with the Regulation 15 of SEBI (SAST) Regulations, 1997:

Publication	**Editions**
Financial Express (English)	All Editions
Jansatta (Hindi)	All Editions
Navshakti (Marathi)	Maharashtra
Ganshakti (Bengali)	Kolkata

The Public Announcement is also available on the SEBI website at www.sebi.gov.in.

3.2.2 The Acquirer along with PACs is making an Offer under the SEBI (SAST) Regulations, 1997 to acquire 20,01,594 equity shares of Rs. 10/- each fully paid up representing 20% of the total paid up capital and resultant voting rights of SDFCL at a price of Rs. 10.60/- (Rupees Ten and Paisa Sixty Only) per fully paid up equity share ("Offer Price"), alongwith interest of Rs 0.65 (Sixty Five Paisa Only) calculated at the rate of 10% p.a. from November 16, 2006 (the schedule last date for payment of consideration to the shareholders as per original Public Announcement dated August 21, 2006) to June 26, 2007 (the schedule last date for dispatch of payment of consideration to the shareholders under the Offer) payable in cash subject to the terms and conditions mentioned hereinafter.

3.2.3 There are no partly paid up shares in "Som Datt Finance Corporation Limited".

3.2.4 The Offer is not a competitive bid.

3.2.5 The Offer is not subject to any minimum level of acceptances from the shareholders i.e. it is not a conditional offer. The Acquirer will accept the equity shares of SDFCL those are tendered in valid form in terms of this offer upto maximum of

20,01,594 equity shares.

3.2.6 Acquirer and PACs have not acquired any shares of the Target Company after the date of Public Announcement till the date of Letter of Offer.

3.3 Object of the Acquisition/ Offer

3.3.2 As a result of acquisition of 754350 equity shares, for which Acquirer agree to acquire in terms of SPA, the holding of the Promoter group would be increased to 61.71% of the total paid-up equity share capital/ voting rights of SDFCL as compared to 54.17% of the total paid-up equity share capital/ voting rights of SDFCL and therefore this offer is as a result of consolidation of holdings by the promoters exceeding 5% in a financial year.

3.3.3 The offer to the shareholders of "SDFCL" is being made by Acquirer along with PACs in accordance with Regulation 11(1) of the SEBI (SAST) Regulations, 1997.

4 BACKGROUND OF THE ACQUIRER & PACs

4.2 **Mr. Som Datt Khunaja (Acquirer)**

4.2.1 The Open Offer is being made by Mr. Som Datt Khunaja. He is a son of Late. Shri Nanak Chand, aged 83 years,a Non Resident Indian and his address is P.O No. 16780, Jebel Ali Free Zone, Dubai U A E. Tel No: 00971505645960, Fax: 0097148817914.

4.2.2 Mr. Som Datt Khunaja is a Graduate and having an overall experience of 55 years in Construction, Real Estate, Hotel and in Finance & Investment. He is also the Chairman of SDFCL.

4.2.3 He is having a networth of Rs.1337.89/- Lacs as on 31.07.2006 and is having sufficient means for discharging his obligation under the offer as certified by Mr. Diwanshu Kumar (Membership No. 97184) Partner of M/s. WDK & Associates, Chartered Accountants, D- 50, Sarita Vihar, New Delhi-110044,

4.2.4 The Acquirer has been complying with the requirements of provisions of chapter II of the SEBI (SAST) Regulations, 1997.

4.2.5 Mr. Som Datt Khunaja, he holds directorship in the following Companies:

Sr No.	Name of the Company	Designation	Listed At
1.	Som Datt Finance Corporation Ltd	Chairman	BSE, CSE
2.	Som Datt Builders Pvt. Ltd	Director	Not Listed
3.	Som Datt Securities Ltd	Director	Not Listed
4.	Som Datt Power Ltd	Director	Not Listed
5.	Som Datt Capital Development Ltd	Director	Not Listed
6.	Som Datt Estate Pvt. Ltd	Director	Not Listed
7.	Som Datt Norac Hitech Industries Ltd	Director	Not Listed

4.2.6 The Acquirer holds 916250 Equity shares representing 9.15% of the total paid up capital of the Target Company as on the date of Public Announcement. The Acquirer has not made any acquisition earlier in the target Company through Open Offer(s).

4.3 **BACKGROUND OF PACs**

4.3.1 MRS. SADHANA SINGH

4.3.1.1 Mrs. Sadhana Singh is w/o Mr Malvinder Singh, aged 50 years, a British Citizen residing at 57, Princess Gate, Exhibition Road, London, SW 72PGT. Tel No: 00442075847372, Fax: 00442075842064.

4.3.1.2 She is a daughter of Mr Som Datt Khunaja.

4.3.1.3 She is graduate and having an overall experience of 15 years in finance and investment.

4.3.1.4 She is having a networth of Rs. 1,46,14,110/- (Rupees One Crore Fourty Six Lacs Fourteen Thousand One Hundred and Ten Only) as on 20.06.2006 as certified by Mr. Diwanshu Kumar, Chartered Accountant (Membership No.97184) partner of WDK & Associates having office at D-50, Sarita Vihar, New Delhi-110 044, Tel No.: 011-41402418 vide their certificate dated 21.06.2006.

4.3.1.5 Mrs. Sadhana Singh does not hold the position of Directorship in any company.

4.3.1.6 Mrs. Sadhana Singh holds 2,93,750 Equity shares representing 2.94% of the total paid up capital of the Target Company as on the date of Public Announcement. Mrs. Sadhana Singh has not made any acquisition earlier in the target Company through Open Offer(s).

4.3.2 MRS. ANURADHA DATT MUNJAL

4.3.2.1 Mrs. Anuradha Datt Munjal is residing at D-3, Saket, New Delhi-110017. Tel No.: 011-26237307, Fax No. 011-26469445. She is a daughter of Mr Som Datt Khunaja.

4.3.2.2 She is graduate and having an overall experience of 15 years in finance and investment..

4.3.2.3 She is having a networth of Rs. 1,07,21,501/- (Rupees One Crore Seven Lacs Twenty One Thousand She is graduate and having an overall experience of 15 years in finance and investment.She is graduate and having an overall experience of 15 years in finance and investment.Five Hundred and One Only) as on 20.06.2006 as certified by Mr. Diwanshu Kumar, Chartered Accountant (Membership No.97184) partner of WDK & Associates having office at D-50, Sarita Vihar, New Delhi-110 044, Tel No.: 011-41402418 vide their certificate dated 21.06.2006.

4.3.2.4 Mrs. Anuradha Datt Munjal holds the position of Directorship in the following companies:

Sr No.	Name of the Company	Designation	Listed At
1.	Som Datt Investment & Finance Co. Pvt. Ltd	Director	Not Listed
2.	Som Datt Estate Pvt. Ltd	Director	Not Listed
3.	Som Datt Overseas Ltd	Director	Not Listed
4.	Som Datt Enterprises Limited	Director	Not Listed

4.3.2.5 Mrs. Anuradha Datt Munjal holds 2,99,910 Equity shares representing 3.00% of the total paid up capital of the Target Company as on the date of Public Announcement. Mrs. Anuradha Datt Munjal has not made any acquisition earlier in the target Company through Open Offer(s).

4.3.3 MRS. USHA DATT

4.3.3.1 Mrs. Usha Datt is residing at A-18, Geetanjali Enclave, New Delhi-110017. Tel No.: 011-26237307, Fax No. 011-26469445. She has 25 years of vast experience in Finance & Investment. She is a wife of Mr Som Datt Khunaja.

4.3.3.2 She is having a networth of Rs. 7,09,03,835/- (Rupees Seven Crore Nine Lacs Three Thousand Eight Hundred and Thirty Five Only) as on 20.06.2006 as certified by Mr. Diwanshu Kumar, Chartered Accountant (Membership No.97184) partner of WDK & Associates having office at D-50, Sarita Vihar, New Delhi-110 044, Tel No.: 011-41402418 vide their certificate dated 21.06.2006.

4.3.3.3 Mrs. Usha Datt holds the position of Directorship in the following companies:

Sr No.	Name of the Company	Designation	Listed At
1.	Som Datt Finance Corporation Ltd	Director	BSE, CSE
2.	Som Datt Capital Development Ltd.	Director	Not Listed
3.	Som Datt Estate Pvt. Ltd	Director	Not Listed
4.	Som Datt Overseas Ltd	Director	Not Listed
5.	Som Datt Enterprises Limited	Whole Time Director	Not Listed
6.	Som Datt Securities Ltd	Whole Time Director	Not Listed

4.3.3.4 Mrs. Usha Datt holds 9,89,151 Equity shares representing 9.88% of the total paid up capital of the Target Company as on the date of Public Announcement. Mrs. Usha Datt has not made any acquisition earlier in the target Company through Open Offer(s).

4.3.4 MRS. CHARU DATT BHATIA

4.3.4.1 Mrs. Charu Datt Bhatia is residing at G-106, Saket, New Delhi-110017. Tel No.: 011-26237307, Fax No. 011-26469445. She has 15 years of experience in the field of Finance & Investment. She is daughter of Mr Som Datt Khunaja.

4.3.4.2 She is having a networth of Rs. 2,23,49,934/- (Rupees Two Crore Twenty Three Lacs Forty Nine Thousand Nine Hundred and Thirty Four Only) as on 20.06.2006 as certified by Mr. Diwanshu Kumar, Chartered Accountant (Membership No.97184) partner of WDK & Associates having office at D-50, Sarita Vihar, New Delhi-110 044, Tel No.: 011-41402418 vide their certificate dated 21.06.2006.

4.3.4.3 Mrs. Charu Datt Bhatia holds the position of Directorship in the following companies:

Sr No.	Name of the Company	Designation	Listed At
1.	Som Datt Norac Hitech Industries Ltd	Director	Not Listed
2.	Som Datt Capital Development Ltd.	Director	Not Listed
3.	Som Datt Estate Pvt. Ltd	Director	Not Listed
4.	Som Datt Overseas Ltd	Director	Not Listed
5.	Som Datt Enterprises Limited	Director	Not Listed
6.	Som Datt Securities Ltd	Whole Time Director	Not Listed
7.	Som Datt Infosoft Pvt. Ltd	Director	Not Listed
8.	Som Datt Investment & Finance Co. Pvt. Ltd	Director	Not Listed
9.	Som Datt Power Ltd	Director	Not Listed

4.3.4.4 Mrs. Charu Datt Bhatia holds 2,99,910 Equity shares representing 3.00% of the total paid up capital of the Target Company as on the date of Public Announcement. Mrs. Charu Datt Bhatia has not made any acquisition earlier in the target Company through Open Offer(s).

4.3.5 MRS. ANJALI ANAND

4.3.5.1 Mrs. Anjali Anand is residing at 2447, Valley Forest Way Oakvilla, Ontario, Canada, L6H6X3. Tel No.: 0019052578524, Fax No. 0019052578525. She is a daughter of Mr Som Datt Khunaja.

4.3.5.2 She is graduate and having an overall experience of 15 years in finance and investment.

4.3.5.3 She is having a networth of Rs. 80,75,870/- (Rupees Eighty Lacs Seventy Five Thousand Eight Hundred and Seventy Only) as on 20.06.2006 as certified by Mr. Diwanshu Kumar, Chartered Accountant (Membership No.97184) partner of WDK & Associates having office at D-50, Sarita Vihar, New Delhi-110 044, Tel No.: 011-41402418 vide their certificate dated 21.06.2006.

4.3.5.4 Mrs. Anjali Anand does not holds the position of Directorship in any company.

4.3.5.5 Mrs. Anjali Anand holds 2,90,000 Equity shares representing 2.90% of the total paid up capital of the Target Company as on the date of Public Announcement. Mrs. Anjali Anand has not made any acquisition earlier in the target Company through Open Offer(s).

4.3.6 MRS. LATIKA DATT ABBOTT

4.3.6.1 Mrs. Latika Datt Abbott is residing at C-10, Geetanjali Enclave, New Delhi-110017. Tel No.: 011-26237307, Fax No. 011-26469445. She has 15 years of experience in the field of Finance & Investment. She is daughter of Mr Som Datt Khunaja.

4.3.6.2 She is having a networth of Rs. 3,16,80,555/- (Rupees Three Crore Sixteen Lacs Eighty Thousand Five Hundred and Fifty Five Only) as on 20.06.2006 as certified by Mr. Diwanshu Kumar, Chartered Accountant (Membership No.97184) partner of WDK & Associates having office at D-50, Sarita Vihar, New Delhi-110 044, Tel No.: 011-41402418 vide their certificate dated 21.06.2006.

4.3.6.3 Mrs. Latika Datt Abbott holds the position of Directorship in the following companies:

Sr No.	Name of the Company	Designation	Listed At
1.	Som Datt Finance Corporation Ltd	Managing Director	BSE, CSE
2.	Som Datt Norac Hitech Industries Ltd	Director	Not Listed
3.	Som Datt Capital Development Ltd.	Director	Not Listed
4.	Som Datt Estate Pvt. Ltd	Director	Not Listed
5.	Som Datt Overseas Ltd	Director	Not Listed
6.	Som Datt Enterprises Limited	Director	Not Listed
7.	Som Datt Securities Ltd.	Whole Time Director	Not Listed
8.	Som Datt Infosoft Pvt. Ltd.	Director	Not Listed
9.	Som Datt Investment & Finance Co. Pvt. Ltd	Director	Not Listed
10.	Som Datt Power Ltd	Director	Not Listed

4.3.6.4 Mrs. Latika Datt Abbott holds 299910 Equity shares representing 3.00% of the total paid up capital of the Target Company as on the date of Public Announcement. Mrs. Latika Datt Abbott has not made any acquisition earlier in the target Company through Open Offer(s).

4.3.7 SOM DATT CAPITAL DEVELOPMENT LIMITED.

4.3.7.1 Som Datt Capital Development Limited is a public limited company having its registered office situated at 8, Acharya Jagdish Chandra Bose Road, Kolkata-700017 Ph.: 033-22803862, Fax No. 033-22871835.

4.3.7.2 Som Datt Capital Development Limited was Originally incorporated with name of Som Datt Petroleum Limited as a Public Limited Company with the Registrar of Companies West Bengal vide its certificate of incorporation dated 26th August, 1994. Later the name of the company has been changed to Som Datt Capital Development Ltd vide fresh certificate of incorporation dated 4th day of August, 2005 issued by the Registrar of Companies West Bengal. Som Datt Capital Development Ltd has been engaged in the business of share subbroker ship and is a member of the Stock Exchange, Mumbai and also no action has been taken against the Som Datt Capital Development Limited by SEBI as well as by the Bombay Stock Exchange Ltd. Som Datt Capital Development Limited had already amended the Object Clause to carry on the brokering business.

4.3.7.3 The current Promoters of the company are Mr Som Datt Khunaja, Mrs Latika Datt Abbott, Mrs Usha Datt, Mrs Charu Datt Bhatia and Mrs Anuradha Datt Munjal. The company belongs to Som Datt Group.

4.3.7.4 The Board of Directors of Som Datt Capital Development Ltd as on date of PA consists of following members:-

Sr No.	Name of the Director	Qualification and Year of Experience	Residential address	Date of appointment
1.	Som Datt	Graduate 55 years of experience in Construction, Real estate, Hotel & Finance and Investment	P O No. 16780, Jebel Ali Free Zone, Dubai, U A E	26.08.1994
2.	Usha Datt	Graduate 25 years of experience in Finance & Investment	A-18, Geetanjali Enclave, New Delhi-110017.	26.08.1994
3	Latika Datt Abbott	Graduate15 years of ecperience in Finance & Investment	C-10, Geetanjali Enclave, New Delhi-110017.	26.08.1994
4.	Charu Datt Bhatia	Graduate15 years of ecperience in Finance & Investment	G-106, Saket, New Delhi-110017.	01.02.1995
5.	D P Rawal	Chartered Accountant35 years of experience in Banking, Finance and Investment	350, Pocket A, Sarita Vihar, New Delhi-110044.	02.08.2005

4.3.7.5 Mr Som Datt, Mrs Usha Datt, Mrs Latika Datt Abbott and Mr D P Rawal are already on the Board of directors of the Target company. Mr Som Datt is Chairman and Mrs Latika Datt Abbott is the Managing Director of the target company. As per Regulation 22(9) of SEBI (SAST) Regulations, 1997, Mr Som Datt, Mrs Latika Datt Abbott and Mrs Usha Datt shall recuse themselves and not participate in any matter(s) concerning of "relating" to the offer including any preparatory steps leading to the offer. There is no other person in the Board of the Target Company, representing the Acquirer.

4.3.7.6 The shares of Som Datt Capital Development Ltd are not listed on any of the Stock Exchanges.

4.3.7.7 The Brief Financials of Som Datt Capital Development Ltd are as under: -

(Rs. in Lacs)

Profit and loss statement	Year ended 31.03.03 (Audited)	Year ended 31.03.04 (Audited)	Year ended 31.03.05 (Audited)	Year ended 31.03.06 (Audited)
Income from Operations	1.43	3.20	-	2.32
Other Income	1.88	3.05	0.33	8.00
Total Income	3.31	6.25	0.33	10.32
Total Expenditure	3.30	6.74	2.27	12.38
Profit Before Depreciation, Interest & Tax	0.01	(0.49)	(1.94)	(2.06)
Depreciation	0.02	0.01	0.01	0.004
Interest	-	-	-	-
Profit before Tax	(0.01)	(0.50)	(1.95)	(2.06)
Provision for Tax	-	-	-	-
Profit after Tax	(0.01)	(0.50)	(1.95)	(2.06)

(Rs. in Lacs)

Balance Sheet Statement	Year ended 31.03.03 (Audited)	Year ended 31.03.04 (Audited)	Year ended 31.03.05 (Audited)	Year ended 31.03.06 (Audited)
Sources of Funds				
Paid up Share Capital	21.01	21.01	21.01	21.01
Reserves and Surplus (excluding Revaluation Reserve)Revaluation reserverevaluation reserves)	-	-	-	-
Secured Loans	-	-	-	-
Unsecured Loan	1.03	0.93	0.93	0.93
Current Liabilities	29.10	29.82	31.11	35.08
Deferred Tax Liability	-	-	-	-
Total	**51.14**	**51.76**	**53.05**	**57.02**
Uses of Funds				
Net Fixed Assets	0.03	0.02	0.01	0.006
Investments	24.94	24.95	26.47	26.47
Current Assets	2.48	2.61	0.43	2.34
Miscellaneous Expenses not written off	6.48	6.48	6.48	6.48
Profit & Loss Account/ Deferred Assets	17.21	17.70	19.66	21.72
Total	**51.14**	**51.76**	**53.05**	**57.02**

Other Financial Data	Year ended 31.03.03 (Audited)	Year ended 31.03.04 (Audited)	Year ended 31.03.05 (Audited)	Year ended 31.03.06 (Audited)
Net Worth	(2.68)	(3.17)	(5.13)	(7.19)
Dividend (%)	-	-	-	-
Earning Per Share (In Rs.)	Negative	Negative	Negative	Negative
Return on Net worth (%)	Negative	Negative	Negative	Negative
Book Value Per Share (in Rs.)	Negative	Negative	Negative	Negative

Dividend (%) = (Dividend Paid/Face Value of Equity shares issued)*100
Earning Per Share=Profit After Tax/No. of Equity Shares issued
Return on Net worth (%)=(Profit After Tax/Networth)*100
Book Value Per Share=Networth/ No. of Equity shares issued

4.3.7.8 The reason for fall/rise in income and PAT in the relevant years are as under:

During the year ending 31st March, 2004 the total income of the Company increased from Rs.3.31 lacs to Rs. 6.25 lacs as compared to previous year. However, the loss of the company increased to Rs.0.50 lacs in the financial year ending 31st March 2004 as compared to Rs. 0.01 lacs for the year ending 31st March, 2003. The increase in total income was due to the reason that the Company engaged itself for higher business operation, but failed to achieve, which resulted into loss on account of higher cost of staff and other logistics.

During the year ending 31st March, 2005 the total income of the Company decreased from Rs. 6.25 lacs to Rs. 0.33 lacs as compared to previous year and the loss of the company was increased to Rs.1.95 lacs as compared to Rs. 0.50 lacs for the year ending 31st March, 2004. The decrease in total income and loss was due to low trading volume activity.

During the year ending 31st March, 2006 the total income of the Company increased from Rs. 0.33 lacs to Rs.10.32 lacs as compared to previous year ended 31st March, 2005 was due to introduction of non fund business viz like brokerage and other services.

4.3.7.9 The Company has nil contingent liability during the years 2002-03, 2003-04 & 2004-05.

4.3.7.10 Significant Accounting policies of Som Datt Capital Development Limited for the year ended March 31, 2006

1. The Accounts have been prepared on the Historical Cost Basis.
2. The expenditure during the construction period carried forward as per the operative expenditure pending capitalisation upto the previous year has been written off as the project under taken by the company has been abandoned.
3. Accounting policies not specifically referred to otherwise are consistent and are in consonance with generally accepted Accounting Principles.

4.3.7.11 Som Datt Capital Development Limited holds 32450 Equity shares representing 0.32% of the total paid up capital of the Target Company as on the date of Public Announcement. Som Datt Capital Development Limited has not made any acquisition in the target Company through Open Offer(s).

4.3.8 SOM DATT ENTERPRISES LIMITED.

4.3.8.1 Som Datt Enterprises Limited was incorporated under the name of Som Datt Enterprises Limited as a Public Limited Company with the Registrar of Companies West Bengal vide its certificate of incorporation dated 29th Day of May, 1990.Som Datt Enterprises Limited has been in the business of Trading activities.

4.3.8.2 Som Datt Enterprises Limited was incorporated under the name of Som Datt Enterprises Limited as a Public Limited Company with the Registrar of Companies West Bengal vide its certificate of incorporation dated 29th Day of May, 1990.Som Datt Enterprises Limited has been in the business of Trading activities.

4.3.8.3 The Current Promoters of the company are Mrs Latika Datt Abbott, Mrs Usha Datt, Mrs Charu Datt Bhatia, Mrs Anuradha Datt Munjal, Mrs Sadhana Singh and Mrs Anjali Anand. The company belongs to Som Datt Group.

4.3.8.4 The Board of Directors of Som Datt Enterprises Ltd as on date of PA consists of following members:-

Sr No.	Name of the Director	Qualification and Year of Experience	Residential address	Date of appointment
1.	Usha Datt	Graduate 25 years of experience in Finance & Investment	A-18, Geetanjali Enclave, New Delhi-110017.	29.05.1990
2.	Latika Datt Abbott	Graduate15 years of experience in Finance & Investment	C-10, Geetanjali Enclave, New Delhi-110017.	29.05.1990
3.	Charu Datt Bhatia	Graduate15 years of experience in Finance & Investment	G-106, Saket, New Delhi-110017.	29.05.1990
4.	Anuradha Datt Munjal	Graduate15 years of experience in Finance & Investment	D-3, Saket, New Delhi-110017.	29.05.1990

4.3.8.5 Mrs Usha Datt and Mrs Latika Datt Abbott are already on the Board of directors of the Target company. As per Regulation 22(9) of SEBI (SAST) Regulations, 1997, they shall recuse themselves and not participate in any matter(s) concerning of "relating" to the offer including any preparatory steps leading to the offer. There is no other person in the Board of the Target Company, representing the Acquirer.

4.3.8.6 The shares of Som Datt Enterprises Ltd are not listed on any of the Stock Exchanges.

4.3.8.7 The Brief Financials of Som Datt Enterprises Ltd are as under: --

(Rs. in Lacs)

Profit and loss statement	**Year ended 31.03.03 (Audited)**	**Year ended 31.03.04 (Audited)**	**Year ended 31.03.05 (Audited)**	**Year ended 31.03.06 Audited**
Income/(Loss) from Operations	10.65	11.04	(14.50)	129.88
Other Income	19.98	3.15	2.11	14.17
Total Income	30.63	14.19	(12.39)	144.05
Total Expenditure	43.93	16.87	25.14	43.42
Profit/(Loss) Before Depreciation, Interest & Tax	(13.30)	(2.68)	(37.53)	100.63
Depreciation	1.13	0.88	0.74	2.14
Interest	-	-	-	-
Profit/(Loss) before Tax	(14.43)	(3.56)	(38.27)	98.49
Provision for Tax	0.15	0.06	0.23	1.94
Profit/ (Loss) after taxTax	(14.58)	(3.62)	(38.50)	96.55

(Rs. in Lacs)

Balance Sheet Statement	**Year ended 31.03.03 (Audited)**	**Year ended 31.03.04 (Audited)**	**Year ended 31.-3.05 (Audited)**	**Year ended 31.03.06 (Audited)**
Sources of Funds				
Paid up equity share capital	20.05	20.05	1520.05$	1520.05$
Paid up preference share capital	150.00	150.00	150.00	150.00
Reserves and Surplus (excluding Revaluation Reserve)Revaluation reserverevaluation reserves)	30.00	30.00	30.00	30.00
Secured Loans	-	-	-	-
Unsecured Loan	2969.06	2946.29	1421.17	1408.43

Deferred Tax Liability	0.15	0.21	0.43	Nil
Total	**3169.26**	**3146.55**	**3121.65**	**3108.48**
Uses of Funds				
Net Fixed Assets	52.41	51.53	58.46	57.28
Investments	1840.88	1852.89	1213.13	1657.98
Net Current Assets	898.93	861.47	1424.90	1065.82
Miscellaneous Expenses not written off	-	-	6.00	4.50
Profit & Loss Account debit balance/ Deferred Assets	377.04	380.66	419.16	322.90
Total	**3169.26**	**3146.55**	**3121.65**	**3108.48**

Other Financial Data	**Year ended 31.03.03 (Audited)**	**Year ended 31.03.04 (Audited)**	**Year ended 31.03.05 (Audited)**	**Year ended 31.03.06 (Audited)**
Net Worth	(326.99)	(330.61)	1124.89	1222.65
Dividend (%)	-	-	-	-
Earning Per Share (In Rs.)	Negative	Negative	Negative	0.06
Return on Net worth (%)	Negative	Negative	Negative	7.90
Book Value Per Share (in Rs.)	Negative	Negative	7.40	8.04

$The Company issued share capital of Rs.15 Crore i.e. 1 Crore 50 lacs equity shares of Rs.10/- each to its holding Company i.e. Som Datt Builders Pvt. Ltd. on 18th March, 2005 in order to raise long term resources of the company.

Dividend (%) = (Dividend Paid/Face Value of Equity shares issued)*100
Earning Per Share=Profit After Tax/No. of Equity Shares issued
Return on Net worth (%)=(Profit After Tax/Networth)*100
Book Value Per Share=Networth/ No. of Equity shares issued

4.3.8.8 The reason for fall/rise in income and PAT in the relevant years are as under:

During the year ending 31st March, 2004 the total income of the Company decreased from Rs. 30.63 lacs to Rs. 14.19 lacs as compared to previous year and the loss of the company decreased to Rs.3.62 lacs as compared to Rs.14.58 lacs for the year ending 31st March, 2003. The decrease in total income and loss was mainly due to reduction in rental income as the property was lying vacant.

During the year ending 31st March, 2005 the total income of the Company decreased from Rs.14.19 lacs to loss of Rs.12.39 lacs as compared to previous year and the loss of the company increased to Rs.38.50 lacs as compared to Rs.3.62 lacs for the year ending 31st March, 2004. The decrease in total income and loss was due to reduction in trading volumes.

During the year ending 31st March, 2006 the total income of the Company increased from loss of Rs. (12.39) lacs to Rs. 144.05 lacs as compared to previous year ended 31st March, 2005 due to profit arising out of overall increase in trading volumes, increase in dividend income received as well as profit from partnership firm engaged in construction business. Also Profit after Tax has increased from Loss of 35.80 lacs as on 31st March, 2005 to profit of Rs 96.55 lacs as on 31st March, 2006 due to increase in total income of the company as stated above.

During the year ending 31st March, 2006 the Net Current Assets of the company has decreased from Rs 1424.90 lacs as on 31st March, 2005 to Rs 1065.82 lacs as on 31st March, 2006 on account of increase in investment of Rs 444.85 lacs during the year.

4.3.8.9 The Company has nil contingent liability during the years 2002-03, 2003-04 & 2004-05.

4.3.8.10 Significant Accounting policies of Som Datt Enterprises Limited for the year ended March 31, 2006

1. **System of Accounting:** The company maintains its accounts on accrual basis following the historical cost convention in accordance with the mandatory Accounting Standards issued by the Institute of Chartered Accountants of India and relevant provisions of the Companies Act, 1956.
2. **Fixed Assets:** The fixed assets are stated at cost less accumulated depreciation. Depreciation is provided on W D V method in accordance with the Companies Act, 1956.
3. **Depreciation:** The depreciation on the fixed assets has been provided on WDV method in accordance with the Companies Act, 1956.
4. **Revenue Recognition:** The Company recognises revenue on accrual basis except dividend and interest is accounted for on receipt basis, Gratuity is accounted for on payment basis and Bonus is accounted for on payment basis.
5. **Investments:** All investment are valued at cost i.e cost of acquisition, inclusive of expenses incidental to acquisition where applicable. No provision is made for depreciation in the value of shares and securities held at the end of each financial year.
6. **Deferred Tax:** The company has recognised the deferred Tax assets & deferred tax liability according to the AS-22 "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India. Deferred Income Tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date.

4.3.8.11 Som Datt Enterprises Limited holds 20,00,000 Equity shares representing 19.98% of the total paid up capital of the Target Company as on the date of Public Announcement. Som Datt Enterprises Limited has not made any acquisition in the target Company through Open Offer(s).

4.3.9 The Compliances under Chapter II of SEBI (SAST) Regulations, 1997 are applicable to the Acquirer and PACs and timely disclosures have been made to the target company as well as to the Stock Exchanges.

4.3.10 There is no agreement entered into between the Acquirer and PACs in respect of acquisition of shares under the instant Offer. However the acquirer will acquire all 20,01,594 fully paid up equity shares validly tendered under the terms of this Offer.

5. Disclosure in terms of Regulation 16 (ix)

The Acquirer and PACs at present have no intention to sell, dispose of or otherwise encumber any significant assets of SDFCL in the succeeding two years, except in the ordinary course of business of SDFCL. SDFCL's future policy for disposal of its assets, if any, will be decided by it's Board of Directors, subject to the applicable provisions of the law and subject to the prior approval of the shareholders at a General Body Meeting of SDFCL.

6. DISCLOSURES IN TERMS OF REGULATION 21(2), IF APPLICABLE

If, pursuant to this Offer, the Public Shareholding falls below 25% of the outstanding equity share capital of the target company, then in accordance with Clause 40A of the Listing Agreement , the Acquirer will facilitate the target company to raise the level of Public Shareholding to the level specified for continuous listing in the Listing Agreement entered with the stock exchanges within the time period specified thereon. Accordingly the Acquirer undertake to comply with the provision of clause 40A (viii) (c) or (d) of the Listing Agreement in consultation with the Stock Exchange so as to maintain the minimum percentage of public shareholding in the Target Company required for continuous listing.

7. BACKGROUND OF THE TARGET COMPANY- SOM DATT FINANCE CORPORATION LIMITED (SDFCL)

7.1 SDFCL was incorporated as public limited company under the name Som Datt Finance Corporation Limited with the Registrar of Companies, West Bengal vide its certificate of incorporation dated 19th Day of October, 1993 and obtained the Certificate of Commencement of Business on November 03, 1993. TheCompany at present has its Registered office situated at Flat No. 24-25, 10, Old Post Office Street, Kolkata-700001. Tel No.: 033-22307080, Fax No. 033-22482983 and Corporate office of the company is situated at : 56-58, Community Centre, East of Kailash, New Delhi-110065. Tel No. 011- 26237307 Fax No. 011-26469445

7.2 SDFCL has been engaged in the business of Leasing/Hire Purchase/Bills Discounting/ Investment and Inter Corporate deposits.

7.3 The Authorised Share Capital of SDFCL as on the date of Public Announcement is Rs 25.00 Crore, comprising of 2,00,00,000 equity shares of Rs 10/- each and 50,00,000 Preference shares of Rs 10/- each. The issued, subscribed and paid-up share capital of SDFCL as on date of Public Announcement stood at Rs 10.01 Crore comprising of 1,00,07,970 equity share of Rs 10/- (Rupees Ten only) each). The present offer is for acquisition of 20,01,594 fully paid up equity shares of Rs 10/- each representing 20% of total paid up capital/ voting share capital of the target company.

7.4 The present capital structure of SDFCL is as under:

Paid up Equity Shares of SDFCL	No. of Equity Shares / voting rights	% of Shares / voting rights
Fully paid-up equity shares	10007970	100.00
Partly paid-up equity shares	Nil	Nil
Total paid-up equity shares	10007970	100.00
Total voting rights in the Target Company	10007970	100.00

7.5 There are no partly paid up shares in the target company.

7.6 The current capital structure of the company has been build up since inception as under:

Date of allotment	No of shares issued	% of shares issued	Cumulative paid up capital in Rs.	Mode of allotment	Identity of allottees (promoters/ ex-promoters/ other)	Status of compliance
Subscriber to M&A	70	0.0007	700	Cash	Subscribers to Memorandum	No Compliance Pending
10.11.1993	1550000	15.49	15500700	Cash	Promoters (Preferential allotment)	-do-
01.02.1994	1393750	13.93	29438200	Cash	Promoters (Preferential allotment)	-do-
08.11.1994	7064150	70.58	100079700	Cash	Public issue	-do-
Total	**10007970**	**100.00**				

7.7 As on date of PA, the equity shares of "SDFCL" are listed on The Jaipur Stock Exchange Limited (JSE), The Bombay Stock Exchange Limited (BSE), The Calcutta Stock Exchange Association Limited (CSE), The Madras Stock Exchange Ltd (MSE) and The Delhi Stock Exchange Association Limited (DSE). The shares of the target company was suspended by the Delhi Stock Exchange Association Limited for violation of provisions of the Listing Agreement and DSE vide its letter no. DSE/LIST/7413/NR/84 dated September 19, 2006 have already revoked the suspension. Further the shares of the Company has been delisted from the Madras Stock Exchange Limited, Jaipur Stock Exchange Limited and the Delhi Stock Exchange Association Ltd vide their letter no. MSE/LD/PSK/731/175/07 dated March 07, 2007, JSEL/2007/412 dated March 28, 2007 and DSE/LIST/7413/NR/58 dated April 11, 2007 respectively

7.8 SDFCL is complying with the requirements of Listing Agreement with the concerned stock exchanges where the shares of the company are listed. Further, no punitive action has been taken against the company by SEBI or any Stock Exchange.

7.9 There are no outstanding convertible instruments / warrants. There are no partly paid up shares in the target company.

7.10 SDFCL has been complying with the requirements of provisions of chapter II of the SEBI (SAST) Regulations, 1997.

7.11 Promoters and other major shareholders of the target company have timely complied with the reporting requirements under applicable provisions of the Chapter II of SEBI (SAST) Regulations, 1997.

7.12 The Composition of the Board of Directors of SDFCL as on the date of Public Announcement is as under:

Sr No.	Name of the Director	Qualification and No. of years of experience and field experience	Residential address	Date of Appointment
1.	Som Datt	Graduate 55 years of experience in Construction, Real estate, Hotel and Finance & Investment	P O No. 16780, Jebel Ali Free Zone, Dubai, U A E.	19.10.1993
2.	Usha Datt	Graduate 25 years of experience in Finance & Investment	A-18, Geetanjali Enclave, New Delhi-110017.	19.10.1993
3.	Latika Datt Abbott	Graduate15 years of experience in Finance & Investment	C-10, Geetanjali Enclave, New Delhi-110017.	19.10.1993
4.	Kawaljit Singh	B Sc (H), BL IRS, Retired Chief Commissioner of Income Tax 50 years of experience in Finance and Investment	N-118, Flat#1, Panchshila Park, New Delhi-110017.	15.11.1993
5.	D P Rawal	Chartered Accountant 35 years of experience in Banking, Finance and Investment	350, Pocket A, Sarita Vihar, New Delhi-110044.	20.04.2001
6.	Ved Marwah	Post GraduateRetired IPS 50 years of experience in Law and Administration	A-2/44, Amrita Shergill Marg, New Delhi-110003.	28.12.2005

7.13 There has been no merger/ Demerger, spin off during the past three years in SDFCL.

7.14 The financial information of SDFCL for the financial year ended on March 31, 2004, 2005 and 2006 is given below:

(Rs. in Lacs)

Profit and loss statement	**Year ended 31.03.04 (Audited)**	**Year ended 31.03.05 (Audited)**	**Year ended 31.03.06 (Audited)**
Sales	108.00	82.38	161.66
Other Income	70.01	42.79	112.86
Total Income	178.01	125.17	274.52
Total Expenditure	68.47	31.72	126.48
Profit Before Depreciation, Interest & Tax	113.17	97.54	157.76
Depreciation	3.63	3.98	9.21
Interest	-	0.11	0.51
Profit/ (Loss) before Tax	109.54	93.45	148.04
Provision for Tax	28.15	30.68	18.19
Profit/ (Loss) after Tax	81.39	62.77	129.85

(Rs. in Lacs)

Balance Sheet Statement	**Year ended 31.03.04 (Audited)**	**Year ended 31.03.05 (Audited)**	**Year ended 31.03.06 (Audited)**
Sources of Funds			
Paid up Share Capital	1000.80	1000.80	1000.80
Reserves and Surplus (excluding Revaluation Reserve)Revaluation reserverevaluation reserves)	96.19	44.85	60.59
Secured Loans	-	14.17	8.96
Unsecured Loan	-	-	-
Current Liabilities	-	-	-
Deffered Tax Liability	4.47	5.15	8.66
Total	1101.46	1064.97	1079.01
Uses of Funds			
Net Fixed Assets	45.30	69.65	61.58
Investment	118.82	98.75	98.75
Net Current Assets	933.01	894.41	918.68
Miscellaneous Expenses not written off	4.33	2.16	-
Total	**1101.46**	**1064.97**	**1079.01**

Other Financial Data	Year ended 31.03.04 (Audited)	Year ended 31.03.05 (Audited)	Year ended 31.03.06 (Audited)
Net Worth	1092.66	1043.49	1061.39
Dividend (%)	Nil	10.00%	10.00%
Earning Per Share (In Rs.)	0.81	0.63	1.30
Return on Net worth (%)	7.48%	6.05%	12.23%
Book Value Per Share (in Rs.)	10.87	10.38	10.60

Dividend (%) = (Dividend Paid/Face Value of Equity shares issued)*100
Earning Per Share=Profit After Tax/No. of Equity Shares issued
Return on Net worth (%)=(Profit After Tax/Networth)*100
Book Value Per Share=Networth/ No. of Equity shares issued
Networth = Paid Up equity capital + Reserves & Surplus (Excluding Revaluation reserves)
-Misc Expenses not written off.

7.15 The shareholding pattern of the target company as on date of PA is as under.

Sr. No.	Shareholder's Category	Number of Shares held	Percentage of shares held
1.	Promoters and Promoters Group	5421331	54.17
2.	FII/ Mutual Funds/ Banks/Financial Institution	Nil	Nil
3.	Public	4586639	45.83
	Total Paid Up Capital	**10007970**	**100.00**

7.16 The reason for fall/rise in income and PAT in the relevant years are as under:

1. During the year ending 31st March, 2005, the total Income of the Company was decreased from 178.01 Lacs to Rs 125.17 Lacs as compared to previous year. Further the Profit after Tax of the Company was also decreased from Rs. 81.39 in the financial year ending March 31, 2004 as compared to Rs. 62.77 Lacs for the year ending March 31, 2005. The decrease in total Income and PAT was due to imposition of Securities Transaction Tax on transaction at the bourses.

2. During the year ending 31st March, 2006, the total Income of the Company was increased from 125.17 Lacs to 274.52 Lacs as compared to previous year. Further the Profit after Tax of the Company was Rs. 62.77 lacs in the financial year ending March 31, 2005 as compared to Rs. 129.85 Lacs for the year ending March 31, 2006. The Increase in total Income and PAT was due to boom in the capital market and the company recovered bad debts to the tune of Rs 77.50 lacs during the year under review.

7.17 There are no contingent liabilities in the target company during the past Three Years.

7.18 Pre and Post-Offer shareholding pattern of the Target Company is as per the following table:

Sr. No	Shareholder category	Shareholding & voting rights prior to the acquisition and Offer (A)		Shares/Voting rights to be acquired which triggered off the Regulations (B)		Shares/Voting rights to be acquired in the open Offer (assuming full acceptance) (C)		Shareholding/Voting rights after the acquisition and Offer i.e. (A+B+C+)	
		No.	%	No.	%	No.	%	No.	%
1.	**Promoter Group (A)**								
	(a) Other than Acquirer i.e PACs*	4505081	45.01	Nil	Nil	Nil	Nil	4505081	45.02
2.	**Acquirer**								
	Som Datt Khunaja	916250	9.16	754350	7.54	2001594	20.00	3672194	36.69
	Total (1(a)+2)	**5421331**	**54.17**	**754350**	**7.54**	**2001594**	**20.00**	**8177275**	**81.71**
	Non Promoter Group (B)								
3.	**Parties to agreement other than 1(a) & 2**								
	A C Sharma	12000	0.12	(12000)	(0.12)	NilNil	Nil	Nil	
	Saroj Bhatia	409651	4.09	(405650)	(4.05)	Nil	Nil	400	10.04
	O P Dang	15900	0.16	(15900)	(0.16)	Nil	Nil	Nil	Nil
	Rani Sachdeva	21500	0.21	(16500)	(0.16)	Nil	Nil	5000	0.05
	Sarojini Khurana	146400	1.46	(146400)	(1.46)	Nil	Nil	Nil	Nil
	Sunita Dhar	16200	0.16	(16200)	(0.16)	Nil	Nil	Nil	Nil
	Sunita Chauhan	25400	0.26	(25400)	(0.26)	Nil	Nil	Nil	Nil

Aarti Sachdeva	14800	0.15	(14800)	(0.15)	Nil	Nil	Nil	Nil
Krishna Dang	15900	0.16	(15900)	(0.16)	Nil	Nil	Nil	Nil
Ranjana Rawal	11900	0.12	(11900)	(0.12)	Nil	Nil	Nil	Nil
Radhey Shyam	13000	0.13	(13000)	(0.13)	Nil	Nil	Nil	Nil
Sudhir Dang	16000	0.16	(16000)	(0.16)	Nil	Nil	Nil	Nil
Dinesh Kothari	20800	0.21	(20800)	(0.21)	Nil	Nil	Nil	Nil
Mohini Roy	12000	0.12	(12000)	(0.12)	Nil	Nil	Nil	Nil
Vipin Kumar Rawal	11900	0.12	(11900)	(0.12)	Nil	Nil	Nil	Nil
Total 3	**763351**	**7.63**	**(754350)**	**(7.54)**	**Nil**	**Nil**	**9001**	**0.09**
4. Public (other than 3)								
a. FIs/MFs/FIIs/Banks, SFIs	Nil	Nil	Nil	Nil				
b. Private Corporate Bodies	773437	7.73	Nil	Nil	(2001594)	(20.00)	1821694	18.20
c. Indian Public	2774051	27.72	Nil	Nil				
d. NRI/OCB	275300	2.75	Nil	Nil				
d. Any other	500	0.004	Nil	Nil				
Total 4	**3823288**	**38.20**	Nil	Nil				
Grand Total (1 to 4)	**10007970**	**100.00**					**10007970**	**100.00**

Note: The data within bracket indicates sale of equity shares.

* Promoters other than Acquirer whose shareholding mentioned under clause 1(a) above are PACs and will not participate in the Offer.

7.19 The approximate number of shareholders in SDFCL in public category is 8685 as on the date of PA.

7.20 The Company has complied with the conditions of Corporate Governance as envisaged under clause 49 of the listing agreement, statutory auditors of the company have certified compliance of conditions of corporate governance, this certificate is attached with annual report of the target Company for the year ended 31st March, 2006..

7.21 The changes in the shareholding of the promoters of the company are as per the details mentioned below.

Year ended	**No. of shares held by Promoters & PACs**	**Paid up equity capital of the company (no of shares)**	**% of total capital of Promoters & PACs**	**% change in shareholding**	**Status Compliance**
31.03.1997	4999640	10007970	49.95	-	
31.03.1998	4999640	10007970	49.95	Nil	
31.03.1999	4999640	10007970	49.95	Nil	
31.03.2000	4999640	10007970	49.95	Nil	
31.03.2001	4999640	10007970	49.95	Nil	
31.03.2002	5234440	10007970	52.30	2.35	Open Market (The disclosure regarding purchase of more than 2% has been filed under Regulation 7(1A).
31.03.2003	5241023	10007970	52.36	0.06	
31.03.2004	5326645	10007970	53.22	0.86	
31.03.2005	5421331	10007970	54.17	0.95	
31.03.2006	5421331	10007970	54.17	Nil	

7.22 Details of pending Litigations of SDFCL as on date of PA are as under:

S.No.	**Year**	**Name & Status of Case**	**Amount Involved (In Rs.)**
1.	1998	The company had filed criminal case under section 138 of Negotiable Instruments Act against Mr Sandeep Saraf for dishonoured of cheques.	200000/-
2.	1999	The company had filed criminal case under section 138 of Negotiable Instruments Act against Mr Rajkumar for dishonoured of cheques	59030/-
3.	1997	The company had filed criminal case under section 138 of Negotiable Instruments Act against Mr Sukhbir Singh for dishonoured of cheques	69876/-
4	1999	The company had filed criminal case under section 138 of Negotiable Instruments act against Mr Ranbir Singh Thomar for dishonoured of cheques	40824/-
5.	1999	The company had filed criminal case under section 138 of Negotiable Instruments act against M/s Om Goods Carrier for dishonoured of cheques	94450/-
6.	1999	The company had filed criminal case under section 138 of Negotiable Instruments act against Mr Lakhpat Singh for dishonoured of cheques	21297/-

7.23 The name & contact details of the compliance officer are as under:

Name of the Compliance Officer:
Mr. D P Rawal

Contact Address:
Som Datt Finance Corporation Limited
56-58, Community Centre, East of Kailash, New Delhi- 110065.

Contact Number:
Tel: (011) 26237307, Fax: (011) 26469445.

7.24 SDFCL is registered with Reserve Bank of India as a Non-Banking Finance Company (NBFC) without accepting public deposits under section 45IA of the Reserve Bank of India Act, 1934 vide RBI certificate dated March 29, 2005. The Company has already given Public Notice in the relevant newspaper under Circular No. DNBS. (PD) C.C. No. 11/02.01/ 99-2000 dated November 15, 1999 read with para 5(iii)(a) of Circular DNBS. (PD) C.C. No. 12/02.01/99-2000 dated January 13, 2000 and Circular DNBS. (PD) C.C. No. 63/02.02/2005-06 dated January 24, 2006 of Reserve Bank of India. SDFCL is complying with the relevant rules and regulations as applicable to it and also no action has been taken against it by the Reserve Bank of India.

8. OFFER PRICE AND FINANCIAL ARRANGEMENTS

8.1 Justification of Offer Price

8.1.1 Presently the shares of the SDFCL are listed with JSE, CSE, BSE, MSE & DSE (Delisted from MSE,JSE and DSE vide their letter dated March 07, 2007, March 28, 2007 and April 11, 2007 respectively). The shares of the Target Company are not traded during the period of last 26 weeks preceeding the reference date at JSE, CSE,MSE & DSE (Source: As per the information provided by Target Company/ Stock Exchanges). The shares are frequently traded as per the data available with The Stock Exchange, Mumbai (Source: www.bseindia.com) within the meaning of explanation (i) to Regulation 20(5) of the SEBI (SAST) Regulations.

8.1.2 The annualized trading turnover of shares of the Company at The Bombay Stock Exchnage Limited during the preceeding six calendar months ended July, 2006 was 13.06% as listed below

Name of theExchange	Total no. of shares traded during February 2006 to July 2006.	Total numberof listed shares	Annualized trading turnover (in terms of % of total listed shares)
BSE*	653452	10007970	13.06

* Source: www.bseindia.com

8.1.3 Based on the above information, as the annualized trading turnover is more than 5% of the total number of the listed shares, the equity shares are deemed to be frequently traded on BSE as per the date available with BSE (Source: www.bseindia.com) within the meaning of explanation (i) to Regulation 20(5) of the SEBI (SAST) Regulations, 1997.

8.1.4 Following are the average of the weekly high and low of the closing prices and volume data for 26 weeks ended on August 18, 2006 i.e the weeks preceeding the date of P.A., at BSE, where the shares of the company are most frequently traded.(Source: www.bseindia.com)

No of Week	Week Ended	Weekly High (Rs.)	Weekly Low (Rs.)	Average (Rs.)	Volume (No. of Shares)
1	24.02.2006	7.82	7.25	7.535	6902
2	03.03.2006	7.65	7.20	7.425	10450
3	10.03.2006	7.19	6.91	7.05	11020
4	17.03.2006	7.20	6.23	6.715	9950
5	24.03.2006	6.60	5.86	6.23	20002
6	31.03.2006	6.08	5.41	5.745	51021
7	07.04.2006	6.94	6.53	6.735	13699
8	14.04.2006	6.50	6.46	6.48	2350
9	21.04.2006	6.97	6.46	6.715	13738
10	28.04.2006	7.25	6.75	7.00	36789
11	05.05.2006	7.94	7.38	7.66	65690
12	12.05.2006	7.89	7.54	7.715	23200
13	19.05.2006	7.53	6.86	7.195	35005
14	26.05.2006	7.29	6.58	6.935	9825
15	02.06.2006	7.69	6.82	7.255	32750
16	09.06.2006	9.27	8.45	8.86	150773
17	16.06.2006	8.38	7.68	8.03	4976
18	23.06.2006	8.50	7.74	8.12	28015
19	30.06.2006	8.35	7.87	8.11	9957
20	07.07.2006	7.95	7.51	7.73	36233
21	14.07.2006	7.85	7.50	7.675	9239
22	21.07.2006	7.74	7.15	7.445	17353
23	28.07.2006	7.69	7.30	7.495	10951
24	04.08.2006	7.98	7.44	7.71	21905
25	11.08.2006	7.95	7.83	7.89	22700
26	18.08.2006	8.63	8.15	8.39	24270
		26 Weeks Average		**7.38**	**678781**

8.1.5 Following are the prices and volume data for 2 weeks ended on August 20, 2006 i.e the weeks preceeding the date of P.A., at BSE, where the shares of the company are most frequently traded.(Source: www.bseindia.com)

Day	Date	Daily High (Rs.)	Daily Low (Rs.)	Average (Rs.)	Volume (No. of Shares)
1	07.08.2006	8.99	7.95	8.47	3500
2	08.08.2006	7.85	7.65	7.75	2000
3	09.08.2006	7.90	7.76	7.83	11600
4	10.08.2006	7.84	7.75	7.795	2700
5	11.08.2006	8.00	7.90	7.95	2900
6	12.08.2006	Nil	Nil	Nil	Nil
7	13.08.2006	Nil	Nil	Nil	Nil
8	14.08.2006	8.50	7.94	8.22	5121
9	15.08.2006	Nil	Nil	Nil	Nil
10	16.08.2006	8.73	8.04	8.385	12349
11	17.08.2006	8.63	8.11	8.37	4300
12	18.08.2006	8.51	8.25	8.38	2500
13	19.08.2006	Nil	Nil	Nil	Nil
14	20.08.2006	Nil	Nil	Nil	Nil
			2 Weeks Average	**8.13**	**46970**

8.1.6 In accordance with Regulation 20(4) and 20(5) of the SEBI (SAST) Regulations, 1997 the offer price of Rs 10.60/-(Rupees Ten and Paisa Sixty Only) per fully paid up equity share is justified in view of the following parameters:

a.	The Negotiated Price	Rs. 5.50/- (Rupees Five and Paisa Fifty Only)
b.	Highest Price paid by Acquirer for acquisition, if any, including by way of allotment in a public or rights issue or preferential issue during the 26 weeks prior to the date of PA	Not Applicable
c.	The average of the weekly high and low of the closing prices of the equity shares of SDFCL during 26 weeks period prior to the Public Announcement.(On BSE where the shares are most frequently traded)	Rs 7.38/-
d.	The average of the daily high and low of the equity shares of SDFCL during the 2 weeks prior to the Public Announcement. (On BSE)	Rs 8.13/-
e.	**Other Financial Parameters**	**Based on the audited financial data for the year ended March 31, 2006**
	Return on Net Worth (%)	12.23%
	Book Value per share (Rs.)	10.60
	Earning per share (Rs.)	1.30
	Price Earning Multiple (Market Price : Rs 8.51 on BSE on August 18, 2006)	6.55

8.1.7 Hence the Offer price of Rs 10.60/- being highest of the above parameters, in the opinion of the Manager to the offer and Acquirer for each fully paid up equity shares is justified in terms of Regulation 20(4) and 20(5) of SEBI (SAST) Regulations, 1997.

8.1.8 There is no non-compete agreement.

8.1.9 If the Acquirer acquire equity shares after the date of Public Announcement upto 7 working days prior to the closure of the Offer at a price higher than the Offer Price, then the highest price paid for such acquisition shall be payable for all the valid acceptances received under the Offer.

8.2 Financial Arrangements

8.1.1 The Acquirer & PACs have adequate resources to meet the financial requirements of the Offer. The Acquirer& PACs have made firm arrangements for the resources required to complete the Offer in accordance with the SEBI (SAST) Regulations, 1997. The acquisition will be financed through internal / personal resources and no borrowings from banks / FIs etc., is being made.

8.1.2 Assuming full acceptances, the total fund requirements for the acquisition of 20,01,594 equity shares/voting capital of "SDFCL" at Rs. 10.60/- per share alongwith interest of Rs 0.65 is Rs. 2,25,17,932.50 (Rupees Two Crore Twenty Five Lacs Seventeen Thousand Nine Hundred Thirty Two and Paisa Fifty Only).

8.1.3 Mr. Diwanshu Kumar, (Membership No. 97184) Partner of M/s. WDK & Associates, Chartered Accountants, having office at D-50, Sarita Vihar, New Delhi-110044 Tel.: 011-41402418 has certified that Acquirer and PACs have sufficient funds to fulfill the offer obligations vide his certificates dated 10.08.2006 and 21.06.2006 respectively.

8.1.4 In accordance with Regulation 28 of the SEBI (SAST) Regulations, 1997, the Acquirer have created an Escrow Account with Bank of Baroda, East of Kailash, New Delhi and have deposited cash of an amount Rs 56,29,500/- (Rupees Fifty Six Lacs Twenty Nine Thousand Five Hundred Only), being more than 25% of the amount required for the Open Offer.

8.1.5 The acquirer have duly empowered Chartered Capital And Investment Limited, the Manager to the Offer to realise the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 1997.

8.1.6 The Manager to the Offer have satisfied itself about the Acquirer and PACs's ability to implement the offer in accordance with the SEBI (SAST) Regulations, 1997.

8.1.7 The Manager to the Offer, M/s Chartered Capital And Investment Limited, hereby confirms that firm arrangements for funds and money for payment through verifiable means are in place to fulfill the Offer obligations.

9 TERMS AND CONDITIONS OF THE OFFER

9.1 Persons eligible to participate in the Offer

9.1.1 Registered shareholders of Som Datt Finance Corporation Limited and unregistered shareholders who own the equity shares of Som Datt Finance Corporation Limited any time prior to the date of Closure of the Offer, Other than Acquirer, PACs and Sellers.

9.1.2 None of the existing shares of SDFCL are under any Lock-in requirement.

9.2 Statutory Approvals

9.2.1 The Offer is subject to the Acquirer obtaining the approval(s) from the Reserve Bank of India (RBI), if any, under the Foreign Exchange Management Act, 1999 and RBI vide its letter no. FE/CO/FID/24851/10.21.063/2006-07 dated May 08, 2007 have given its approval in respect of acquisition of shares through Private Arrangements basis as well as through Open Offer under SEBI (SAST) Regulations, 1997.

9.2.2 To the best of knowledge of the Acquirer no approvals from Banks/ Financial Institutions are required to make this offer.

9.2.3 As on the date of Public Announcement, to the best of the Acquirer's knowledge, no other statutory approvals are required to be obtained for the purpose of this Offer.

9.2.4 The Offer would be subject to all other statutory approvals that may become applicable at a later date before the completion of Offer.

9.2.5 In case of delay in receipt of any statutory approval, Regulation 22(12) of SEBI (SAST) Regulations, 1997, will be adhered to, i.e. SEBI has power to grant extension of time to the Acquirers for payment of consideration to the shareholders subject to Acquirers agreeing to pay interest as directed by SEBI. Further in case the delay occurs on account of wilful default by the Acquirers in obtaining the approvals, Regulation 22 (13) of SEBI (SAST) Regulations, 1997, will also become applicable.

9.3 Others

9.3.1 Accidental omission to despatch this Letter of Offer to any person to whom this Offer is made or the non-receipt or delayed receipt of this Letter of Offer by any such person will not invalidate this Offer in any way.

9.3.2 This Letter of Offer has been mailed to all the shareholders of SDFCL (Other than Acquirer, PACs and Sellers), whose names appeared on the Register of Members of SDFCL as on **August 28, 2006 being the Specified Date.**

9.3.3 Unaccepted Share/ Shares Certificates, Share Transfer Forms and other documents, if any, will be credited back to respectively depository account or returned by registered post at the shareholder(s) / unregistered owner(s) sole risk.

9.3.4 Consideration for equity shares accepted would be paid by crossed account payee cheques / demand drafts / pay orders and sent by registered post to the address of the first shareholder(s) / unregistered owner(s) at their sole risk.

10 PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF OFFER

10.1 The Offer is not subject to any minimum level of acceptances from shareholders and in case of the shares received under the Offer exceeding the Offer size, the acquirers will accept shares on proportionate basis.

10.2 A Letter of Offer specifying the detailed terms and conditions of the Offer together with a Form of Acceptance cum Acknowledgement and Transfer Deed (for shareholders holding shares in physical forms) will be mailed to the shareholders of SDFCL (Other than Acquirer, PACs and Sellers)whose names appear on the Register of Members of SDFCL and to the beneficial owners of the equity shares of SDFCL whose names appear as beneficiaries on the records of the respective Depositories, at the close of business hours on **August 28, 2006, (the "Specified Date")**. Accidental omission to dispatch Letter of Offer to any member entitled to this Open Offer or non receipt of the Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.

10.3 All owners (Other than Acquirer, PACs and Sellers) of equity shares, registered or unregistered, are eligible to participate in the Offer anytime before closure of the Offer.

10.4 The shareholders of SDFCL (Other than Acquirer, PACs and Sellers) are eligible to participate in the Offer anytime before the closure of the offer by sending their Form of Acceptance cum Acknowledgement, Original Share Certificate(s) and Transfer Deed(s) duly signed, to the Registrar to the Offer viz. RCMC Share Registry (P) Limited having its Office is at B-106, Sector-2, Noida-201301 either by Registered Post, Courier or Hand Delivery (Between 10.00 a.m to 5.00 p.m on all working days), on or before the date of closure of the offer i.e June 11, 2007 in accordance with the instructions specified in the Letter of Offer & Application Form.

10.5 Eligible persons to the Offer may also download a copy of the Letter of Offer and Form of Acceptance cum Acknowledgement, which will be available on SEBI's websites at http:/www.sebi.gov.in and can apply for the Offer in such downloaded form.

10.6 Beneficial owners and **shareholders who hold Shares in the physical form** and wish to offer the Shares for sale pursuant to the Offer shall be required to send the Form of Acceptance-cum-Acknowledgement, original share certificate(s) and transfer deed(s) and other documents as may be specified in the LOO, duly signed to the Registrar to the Offer viz. viz. RCMC Share Registry (P) Limited having its office is at B-106, Sector-2, Noida-201301either by Registered Post, Courier or Hand Delivery (Between 10.00 a.m to 5.00 p.m on all working days), on or before the date of closure of the offer i.e June 11, 2007 in accordance with the instructions specified in the Letter of Offer & Application Form.

10.7 The Registrar to the Offer has opened a special depository account with National Securities Depository Limited ("NSDL") for receiving equity shares during the Offer from eligible shareholders who hold equity shares in demat form.

10.8 Beneficial owners and **shareholders who hold shares in the dematerialised form**, will be required to send their Form of Acceptance-cum-Acknowledgement and other documents as may be specified in the LOO to the Registrar to the Offer viz. RCMC Share Registry (P) Limited having its office is at B-106, Sector-2, Noida-201301 either by Registered Post, Courier or Hand Delivery (Between 10.00 a.m to 5.00 p.m on all working days), on or before the date of closure of the offer i.e June 11, 2007 along with a photocopy of the delivery instructions in "**off-market**" mode or counter foil of the delivery instructions in "**off market**" mode, or counterfoil of the delivery instructions in "off market" mode duly acknowledged by the Depository Participant ("DP"), in favour of the "**RCMC-SDFCL-Open Offer Escrow A/c**" filled in as per the instructions given below:

DP Name	:	PNR Securities Limited
DP ID Number	:	IN 301241
Client ID Number	:	10019323
Depository	:	National Securities Depository Limited

Shareholders having their beneficiary account in Central Depository Services (India) Limited ("CDSL") have to use inter-depository delivery instructions slip for the purpose of crediting their equity shares in favour of the special depository account with NSDL.

10.9 Persons who own shares and whose names do not appear on the Register of members of the Company on the Specified Date are also eligible to participate in this Offer. Unregistered owners of shares of SDFCL can send their applications in writing to the Registrar to the Offer on a plain paper stating the name, address, number of Shares held, number of Shares offered, distinctive numbers, folio numbers, together with the original share certificate(s), transfer deeds and the original contract note issued by the broker through whom they acquired their shares.

10.10 Owners of shares who have sent their equity shares for transfer should enclose Form of Acceptance-cum-Acknowledgement duly completed and signed copy of the letter sent to SDFCL for transfer of shares, acknowledgement received thereon and valid share transfer form(s). Shareholders who have sent their physical Shares for dematerialisation need to ensure that the process of getting Shares dematerialised is completed well in time so that the credit in the aforesaid special depository account should be received on or before 5.00 P.M up to the date of Closure of the Offer, i.e June 11, 2007 else the application would be rejected.

10.11 In case of non-receipt of the Letter of Offer, the eligible persons may send their consent, to the Registrar to the Offer, on a plain paper stating the name, address, number of equity shares held, distinctive numbers, folio numbers, number of Shares offered, along with the documents to prove their title to such equity shares such as brokers note, succession certificate/ original letter of allotment and valid equity shares transfer deed (one per folio), duly signed by all the shareholders (in case of joint holdings in the same order as per the specimen signatures lodged with SDFCL) and witnessed (if possible) by the Notary Public or a Bank Manager or the Member of the stock exchange with membership number, as the case may be, so as to reach the Registrar to the Offer on or before 5.00 P.M upto the date of Closure of the Offer, i.e. by June 11, 2007 .

10.12 In case of shareholders who have not received the LOO and holding equity shares in the dematerialised form may send their consent in writing to the Registrar to the Offer, on a plain paper stating the name, addresses, number of Shares held, number of Shares offered, Depository name, Depository ID, Client ID along with a photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in the "Off-market" mode, duly acknowledged by the Depository Participant as specified in para 8.7 above, so as to reach the Registrar to the Offer, on or before 5.00 P M upto the date of Closure of the Offer, i.e. by June 11, 2007 . Such equity shareholders can also obtain the LOO from the Registrar to the Offer by giving an application in writing.

10.13 The following collection centre would be accepting the documents by Hand Delivery/ Regd Post/ Courier as specified above, both in case of physical and dematerialised form. The centre mentioned herein below would be open on all working days as follows:

Address of the Collection Centres	Contact Person	Mode of Delivery	Phone/ Fax/ E mail
RCMC Share Registry (P) Limited B-106, Sector-2Noida-201301 Gautam Budh Nagar, Uttar Pradesh	Mr Rakesh Adhana	Hand Delivery/ Postal/ Courier	Tel No: 0120- 4015880 Fax No: 0120- 2444346 Email ID: rcmcfd@dimensioni.net

Business Hours: Mondays to Fridays between 10.00 a.m. to 5.00 p.m., Saturday between 10.00 a.m. to 1.00 p.m. The centres will be closed on Sunday and any other public holidays.

10.14 No indemnity is needed from unregistered shareholders.

10.15 In terms of Regulation 22(5A), shareholders shall have the option to withdraw acceptance tendered earlier, by submitting the Form of Withdrawal enclosed with the LOO, so as to reach Registrar to the Offer upto three working days prior to the date of Closure of the Offer i.e June 06, 2007 . The withdrawal can also be exercised by submitting an application on a plain paper, alongwith the details such as name, address, distinctive no, folio no, number of equity shares tendered.

10.16 The Letter of Offer alongwith Form of Acceptence cum acknowledgement/ withdrawal would also be available at SEBI's website http://www.sebi.gov.in/ and shareholders can also apply by downloading such forms from the website.

10.17 Applications in respect of shares that are the subject matter of litigation wherein the shareholder(s) may be precluded from transferring the shares during the pendency of the said litigation are liable to be rejected in case directions/orders regarding these shares are not received together with the shares tendered under the Offer.

10.18 All Shares tendered in the Offer shall be free from lien, charges and encumbrances of any kind whatsoever.

10.19 The Registrar to the Offer will hold in trust the Equity Shares Certificates/ Shares lying in the credit of the special depository account and Form of Acceptance cum Acknowledgement, Transfer Form (s) and other any relevant documents, if any, on behalf of shareholders of SDFCL who have accepted the Offer, till the Acquirer Completes the Offer obligations in terms of the Regulations.

10.20 The withdrawal option can be exercised by submitting the document as per the instruction below, so as toreach the Manager to the Offer on or before three working Days prior to the date of Closure to the Offer. The withdrawal option can be exercised by submitting the Form of Withdrawal.

10.21 In case of non receipt of the Form of Withdrawal, the Withdrawal option can be exercised by making an application on plain paper along with the following details.

(a) In case of physical shares: Name, Address, Distinctive Numbers, Folio No., Numbers of shares tendered/withdrawn.

(b) In case of dematerialized shares: Name, Address, Number of shares tendered/withdrawn, DP name, DP Id, Beneficiary account No and a photocopy of delivery instruction in "off market" mode or counterfoil of the delivery instruction in "off market" mode, duly acknowledge by the DP in favour of the Depository Escrow Account.

11 METHOD OF SETTLEMENT

11.1 Where the number of equity shares offered for sale by the shareholders are more than the equity shares agreed to be acquired by the Acquirer, the Acquirer will accept the offers received from the shareholders on a proportionate basis, in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of equity shares from a shareholders shall not be less than the minimum marketable lots or the entire holding if it is less than the marketable lot.

11.2 The marketable lot of SDFCL is 1 {One} Equity Share.

11.3 The Form of Acceptance, relevant original share certificate(s), valid share transfer deed(s) and other documents or/and shares lying in the special depository account, tendered by the shareholders of SDFCL under this offer, shall be accepted from such shareholders in terms of this letter of offer, but will become a fully valid and binding contract between such shareholder(s) and the Acquirer only upon the fulfillment of all the conditions mentioned herein the Letter of Offer and Form of Acceptance.

11.4 Shareholders who have offered their equity shares under the Offer would be informed about acceptance or rejecting of the Offer within 15 days from the date of Closure of the Offer. The payment of consideration to those shareholders whose shares or share certificates and / or other documents are found complete, valid and in order will be made by way of a crossed account payee cheque, demand draft or pay order only in favour of the first holder of equity shares. Such consideration or unaccepted share certificates(s), transfer deed (s) and other documents, if any, will be returned by registered post at the shareholders/ unregistered owner's sole risk. For Shares which are tendered in electronic form, the Bank account as obtained from the beneficiary position provided by the Depository will be considered and the payment will be issued with the said bank particulars. Shares held in dematerialised form to the extent not accepted or shares withdrawn will be credited back to their beneficial owner's depository account with their respective depository participants as per the details furnished by their beneficial owners in the Form of Acceptance-cum-Acknowledgement and the intimation of the same will be send to the respective shareholders. The Acquirer is required to deduct tax on source, as may be applicable. It is desirable that shareholder holding shares in physical mode provide bank details of the first/ sole shareholder in the Form of Acceptance cum Acknowledgement, so that the same can be incorporated in the cheque/demand draft.

11.5 While tendering equity shares under the offer, non resident shareholders (NRI/OCB/Foreign shareholders) should submit copy of the permission received from Reserve Bank of India (specific or general) that they would have been required for acquisition of the shares of SDFCL. In case of its non submission, Acquirer reserves his right to reject the shares tendered in the Offer. While tendering equity shares under the offer, non resident shareholders (NRI/OCB/Foreign shareholders) will also be required to submit a Tax Clearance Certificate from Income Tax authorities indicating the amount of tax to be deducted by acquirer under the Income Tax Act, 1961 before remitting the consideration. In case aforesaid Tax Clearance Certificate is not submitted, acquirer will arrange to deduct tax, if any, at the rate as may be applicable to the category of the shareholder under the Income Tax Act, on the entire consideration amount payable to such shareholder.

11.6 The Acquirer shall endeavour to complete all procedures relating to the Offer within fifteen days from the date of Closure of the Offer (i.e Tuesday June 26, 2007) including payment of consideration to the shareholders of SDFCL whose equity shares are accepted for purchase by the Acquirer.

11.7 In case of non-receipt of any statutory approvals, if any required, SEBI may grant extension of time for the purpose of making payments to the shareholders who have successfully tendered their equity shares pursuant to this offer and in such an event, the Acquirer will pay interest for the delayed payment beyond fifteen days of the closure of the offer, at such rate as may be prescribed by SEBI.

12. GENERAL

12.1 The Form of Acceptance and instructions contained therein are integral part of this Letter of Offer.

12.2 The Acquirer reserves the right to withdraw the Offer pursuant to Regulation 27 of the SEBI (SAST) Regulations, 1997. Any such withdrawal will be notified in the form of a public announcement in the same newspapers in which this public announcement appears.

12.3 In accordance with Regulation 22(5A) of the SEBI (SAST) Regulations, 1997, shareholders who have accepted the Offer by tendering the requisite documents in terms of the public announcement / Letter of Offer can withdraw the same up to three working days prior to the date of Closure of the Offer i.e June 06, 2007.

12.4 The withdrawal of shares will be available only for the Share certificates/ Shares that have been received by the Registrar to the Offer or credited to the Special Depository Escrow Account.

12.5 The intimation of returned shares to the Shareholders will be sent at the address as per the records of SDFCL/ Depository as the case may be.

12.6 If there is any upward revision in the Offer price (In accordance with Regulation 26 of the SEBI (SAST) Regulations, 1997) by the Acquirer till the last day of revision viz at any time upto seven working days prior to the date of Closure of the Offer or withdrawal of the Offer, the same would be informed by way of Public Announcement in the same newspapers where Original Public Announcement had appeared. Such revised Offer would be payable for all the successful shares tendered anytime during the Offer.

12.7 Alternatively, a copy of Public Announcement, Letter of Offer, Form of Acceptance cum Acknowledgement and Form of Withdrawal cum Acknowledgement can be downloaded from SEBI's website **http//www.sebi.gov.in.**

12.8 If there is a competitive bid:

12.8.1 The Public Offer under all the subsisting bids shall close on the same date.

12.8.2 As the Offer Price cannot be revised during the seven working days prior to the closing date of the offers/bids, it would, therefore, be in the interest of shareholders to wait until the commencement of that period to know the final offer price of each bid and tender their acceptances accordingly.

12.9 The Acquirer is holding 916250 equity shares representing 9.15% of the total paid up capital of the company and also agree to be acquire 754350 equity shares in terms of SPA as mentioned in para 3.1.2 above as on the date of Public Announcement.

12.10 Wherever necessary some financial data has been rounded off to the nearest Lacs, million or crore (as the case may be), except where stated otherwise.

12.11 For further details please refer to the Letter of Offer and the Form of Acceptance-cum-Acknowledgement.

12.12 The Manager to the Offer i.e Chartered Capital And Investment Limited does not hold any shares in SDFCL as on the date of PA.

13. DOCUMENTS FOR INSPECTION

The following documents are regarded as material documents and are available for inspection at the office of the Manager to the Offer at 13, Community Centre, East of Kailash, New Delhi - 110065 from 10.30 a.m. to 1.00 p.m. on any working day, except Saturdays, Sundays and Holidays until the closure of the Offer.

13.1 Undertaking from the Acquirer and PACs, stating full responsibility for all information contained in the PA and the Letter of Offer.

13.2 Certificate from Mr. Diwanshu Kumar, (Membership No. 97184) Partner, M/s. WDK & Associates, Chartered Accountants, certifying that Acquirer is having networth of Rs.13,37,89,209/- as on 31.07.2006 and is having sufficient means for discharging his obligation under the offer.

13.3 Networth Certificate(s) of Individual PACs as on 20.06.2006 as certified by Mr. Diwanshu Kumar, (Membership No. 97184) Partner, M/s. WDK & Associates, Chartered Accountants.

13.4 Certificate of Incorporation, Memorandum of Association of Som Datt Enterprises Ltd and Som Datt Capital Development Limited (PAC).

13.5 Certificate of Incorporation, Memorandum of Association of SDFCL.

13.6 Copy of Share Purchase Agreements dated August 18, 2006.

13.7 Audited Annual Reports of Som Datt Enterprises Ltd and Som Datt Capital Development Limited (PAC) forthe financial years 2005,2004 and 2003 as well as the certified financial figures for the financial year ending 31.03.2006

13.8 Audited Annual Reports of SDFCL for the financial years 2006,2005 and 2004.

13.9 Certificate from Bank of Baroda confirming the amount kept in Escrow Account opened as per SEBI (SAST) Regulation 1997.

13.10 Published copy of the PA, which appeared in the newspapers on August 21, 2006 and Corrigendum to PA published on 15.05.2007.

13.11 Copy of the agreement entered with DP for opening of special account for the purpose of the Offer.

13.12 Copy of Observation letter from SEBI in terms of proviso to Regulation 18(2) of the Regulations.

13.13 Copy of approval letter from RBI for acquisition of shares by the acquirer under the instant Offer.

14. DECLARATION BY THE ACQUIRER AND PACs

14.1 The Acquirer and PACs accepts full responsibility for the information contained in this Letter of Offer and also for the obligations of the Acquirer & PACs laid down in the SEBI (SAST) Regulations, 1997.

14.2 The Acquirer and each of PACs would be severally and jointly responsible for ensuring compliance with theRegulations.

14.3 All information contained in this document is as on the date of the Public Announcement, unless stated otherwise.

For and on behalf of Acquirer & PACs

Sd/-

(Som Datt Khunaja)

Place: New Delhi
Date: 16.05.2007

15. ENCLOSURES

1. Form of Acceptance cum Acknowledgement
2. Form of Withdrawal cum Acknowledgement
3. Blank Share Transfer Deed(s).

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

(All terms and expressions used herein shall have the same meaning as ascribed thereto in the Letter of Offer)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION (Please send this Form of Acceptance with enclosures to the Registrar to the Offer)		
OFFER OPENS ON	:	Wednesday May 23, 2007
OFFER CLOSES ON	:	Monday June 11, 2007
Please read the Instructions overleaf before filling-in this Form of Acceptance		

From:

FOR OFFICE USE ONLY
Acceptance Number
Number of equity shares offered
Number of equity shares accepted
Purchase consideration (Rs.)
Cheque/Demand Draft/Pay Order No.

Tel. No.: Fax No.: E-mail:

To,
Mr. Som Datt Khunaja,
C/o RCMC Share Registry (P) Limited.
B-106, Sector-2, Noida-201301
Gautam Budh Nagar, Uttar Pradesh

Dear Sirs,

Sub: Open *Offer to acquire 20,01,594 equity shares of Rs. 10/- each representing 20.00 % of the total paid up capital and resultant voting rights of Target Company at a price of Rs. 10.60/- (Rupees Ten and Paisa Sixty Only) alongwith interest of Rs 0.65 per fully paid equity share by Mr. Som Datt Khunaja(Acquirer) along with Mrs Latika Datt Abbott, Mrs Usha Datt, Mrs Charu Datt Bhatia, Mrs Anuradha Datt Munjal, Mrs Anjali Anand, Mrs Sadhana Singh, M/s Som Datt Enterprises Ltd and M/s Som Datt Capital Development Ltd (hereinafter referred to as the "Persons Acting in Concert"/ PACs")*

I / We, refer to the Letter of Offer dated 16.05.2007 for acquiring the equity shares held by me / us in **Som Datt Finance Corporation Limited**.

1. I / We, the undersigned have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.
2. I / We, unconditionally offer to sell to **Mr. Som Datt Khunaja**, (hereinafter referred to as "Acquirer") the following equity shares in Som Datt Finance Corporation Limited (hereinafter referred to as "SDFCL"), held by me / us, at price of Rs. 10.60/- (Rupees Ten and Paisa Sixty Only) alongwith interest of Rs 0.65 per fully paid up equity shares payable in cash.

SHARES HELD IN PHYSICAL FORM

3. I/We and enclose the original share certificate(s) and duly signed valid Transfer Deed(s) in respect of my / our equity shares as detailed below (please enclose additional sheet(s), if required).

Ledger Folio No……………………………… Number of share certificates attached…………….............….. Representing ………………………… equity shares.			
Number of equity shares held in SDFCL		**Number of equity shares offered**	
In figures	**In words**	**In figures**	**In words**

Sr. No.	Share Certificate No.	Distinctive Nos.		No. of equity shares
		From	To	
1				
2				
3				
Total no. of Equity Shares				

SHARES HELD IN DEMATERLISED FORM

DP NAME	DP I.D.	CLIENT I D	NO OF SHARES OFFERED	NAME OF BENEFICIARY

4. I/We have done an off market transaction for crediting the equity Shares to the special depository account in NSDL styled **"RCMC-SDFCL-Open Offer Escrow A/c"** ("Depository Escrow Account") details are as under:

DP Name	:	PNR Securities Limited
Client ID Number	:	10019323
DP ID Number	:	IN 301241
Depository	:	National Securities Depository Limited ("NSDL")

5. I / We confirm that the equity shares of SDFCL which are being tendered herewith by me / us under the Offer are free from liens, charges and encumbrances of any kind whatsoever.
6. I / We authorize the Acquirer to accept the equity shares so offered or such lesser number of equity shares that the Acquirer may decide to accept in consultation with the Manager to the Offer and in terms of the said Letter of Offer and I / we further authorise the Acquirer to apply and obtain on our behalf split of share certificate(s) as may be deemed necessary by them for the said purpose. I further authorize the Acquirer to return to me / us, equity share certificate(s) in respect of which the Offer is not found / not accepted,

specifying the reason thereof.

7. My / Our execution of this Form of Acceptance shall constitute my / our warranty that the equity shares comprised in this application are owned by me / us and are transferred by me / us free from all liens, charges, claims of third parties and encumbrances. If any claim is made by any third party in respect of the said equity shares, I / we will hold the Acquirer, harmless and indemnified against any loss they or either of them may suffer in the event of the Acquirer acquiring these equity shares. I / We agree that the Acquirer may pay the Offer Price only after due verification of the document(s) and signature(s) and on obtaining the necessary approvals as mentioned in the said Letter of Offer.
8. I / We also note and understand that the shares/ Original Share Certificate(s) and Transfer Deed(s) will be held by the Registrar to the Offer in trust for me / us till the date the Acquirer makes payment of consideration or the date by which Shares/ Original Share Certificate(s), Transfer Deed(s) and other documents are despatched to the shareholders, as the case may be.
9. I/We note and understand that the Shares would lie in the Special Depository Account until the time the Acquirer makes payment of purchase consideration as mentioned in the Letter of Offer.
10. I/We undertake to execute such further document(s) and give such further assurance(s) as may be required or expedient to give effect to my / our agreeing to sell the said equity shares.
11. I / We irrevocably authorise the Acquirer to send by Registered Post at my / our risk, the Cheque(s) / Demand Draft(s) / Pay Order(s) in settlement of consideration payable and excess share certificate(s), if any, to the Sole / First holder at the address given hereunder and if full address is not given below the same will be forwarded at the address registered with SDFCL/D P :

Name and complete address of the Sole/ First holder (in case of member(s), address as registered with Som Datt Finance Corporation Limited):--
--Place: ---------------- Date: ------------------ Tel. No(s). : ---------------- Fax No.: -------------------

So as to avoid fraudulent encashment in transit, the shareholder(s) holding Shares in physical mode may provide details of bank account of the first/sole shareholder and the consideration cheque or demand draft will be drawn accordingly. In case of shareholders holding Shares in electronic mode, bank particulars noted with the Depository Participant (DP) and forming part of the beneficial download will be incorporated in the cheque/demand draft. In case of any change in bank particulars recorded with the DP, new bank particulars duly attested by the DP should be furnished.

Bank Account No.: -------------------------------- Type of Account: -------------------------------- (Savings / Current / Other (please specify))

Name of the Bank: ---

Name of the Branch and Address: ---

The Permanent Account No. (PAN / GIR No.) allotted under the Income Tax Act, 1961 is as under:

	1st Shareholder	2nd Shareholder	3rd Shareholder
PAN / GIR No.			

Yours faithfully,

Signed and Delivered:

	FULL NAME (S) OF THE HOLDERS	SIGNATURE (S)
First/Sole Shareholder		
Joint Holder 1		
Joint Holder 2		

Note: In case of joint holdings all the holders must sign. In case of body corporate, stamp of the company should be affixed and necessary Board Resolution should be attached.

INSTRUCTIONS

1 Please read the enclosed Letter of Offer carefully before filling-up this Form of Acceptance.
2 The Form of Acceptance should be filled-up in English only.
3 Signature(s) other than in English, Hindi, Marathi, and thumb impressions must be attested by a Notary Public under his Official Seal.
4 Mode of tendering the Equity Shares Pursuant to the Offer:
I. The acceptance of the Offer made by the Acquirer is entirely at the discretion of the equity shareholder of SDFCL.
II. Shareholders of SDFCL to whom this Offer is being made, are free to offer his / her / their shareholding in SDFCL for sale to the Acquirer, in whole or part, while tendering his / her / their equity shares in the Offer.
5. Business Hours : Mondays to Friday : 1000 hours to 1700 hours
Saturday : 1000 to 1330 hours
Holidays : Sundays and Bank Holidays

ACKNOWLEDGEMENT SLIP

Sub: ***Open*** *Offer to acquire 20,01,594 equity shares of Rs. 10/- each representing 20.00 % of the total paid up capital and resultant voting rights of Target Company at a price of Rs. 10.60/- (Rupees Ten and Paisa Sixty Only) alonwith interest of RS. 0.65 per fully paid equity share payable in cash by Mr. Som Datt Khunaja(Acquirer) along with Mrs Latika Datt Abbott, Mrs Usha Datt, Mrs Charu Datt Bhatia, Mrs Anuradha Datt Munjal, Mrs Anjali Anand, Mrs Sadhana Singh, M/s Som Datt Enterprises Ltd and M/s Som Datt Capital Development Ltd (hereinafter referred to as the "Persons Acting in Concert"/ PACs")*

Received from Mr. / Ms. / Mrs. ………………………...…………………………………………….. Ledger Folio No/ Client ID. ……………………………DP ID…………………....Number of certificates enclosed ……..…………… under the Letter of Offer dated ____________________, Form of Acceptance, Transfer Deeds(s) and Original Share Certificate(s) as detailed hereunder:

Sr. No.	Share Certificate No.	Distinctive Nos.		No. of equity shares
		From	To	
1.				
2.				
3.				
	Total no. of Equity Shares			

Stamp

Authorised Signatory

Date

Note: All future correspondence, if any, should be addressed to **Registrar to the Offer**

Registrar to the Offer
RCMC Share Registry (P) Limited
B-106, Sector-2, Noida-20130, Gautam Budh Nagar (U.P)
Tel nos. (0120) 4015880, Fax No. (0120) 2444346, E mail : rcmcfd@dimensioni.net
Contact Person : **Mr Rakesh Adhana**

FORM OF WITHDRAWAL CUM ACKNOWLEDGEMENT

(All terms and expressions used herein shall have the same meaning as described thereto in the Letter of Offer)

OFFER OPENS ON	**:**	**Wednesday May 23, 2007**
LAST DATE OF WITHDRAWAL	**:**	**Wednesday June 06, 2007**
OFFER CLOSES ON	**:**	**Monday June 11, 2007**

Please read the Instruction in Letter of Offer and overleaf before filling-in this Form of Withdrawal

From:

FOR OFFICE USE ONLY	
Withdrawal Number	
Number of equity shares offered	
Number of equity shares withdrawn	

Tel. No.: Fax No.: E-mail:

To,
Mr. Som Datt Khunaja,
C/o RCMC Share Registry (P) Limited.
B-106, Sector-2, Noida-201301, Gautam Budh Nagar, Uttar Pradesh.

Dear Sirs,

***Sub: Open** Offer to acquire 20,01,594 equity shares of Rs. 10/- each representing 20.00 % of the total paid up capital and resultant voting rights of Target Company at a price of Rs. 10.60/- (Rupees Ten and Paisa Sixty Only) alongwith interest of Rs 0.65 per fully paid equity share by Mr. Som Datt Khunaja(Acquirer) along with Mrs Latika Datt Abbott, Mrs Usha Datt, Mrs Charu Datt Bhatia, Mrs Anuradha Datt Munjal, Mrs Anjali Anand, Mrs Sadhana Singh, M/s Som Datt Enterprises Ltd and M/s Som Datt Capital Development Ltd (hereinafter referred to as the "Persons Acting in Concert"/ PACs")*

I/We refer to the Letter of Offer dated 16.05.2007 for acquiring the equity shares held by me/us in **Som Datt Finance Corporation Limited**

I/We, the undersigned, have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.

I/We wish to withdraw our acceptance tendered in response to the said offer. We had deposited/sent our 'Form of Acceptance' to you on __________ alongwith original share certificate(s) and duly signed transfer deed(s) in respect of my/our shares as detailed below:

(Please enclose the Xerox copy of Acknowledgement received for 'Form of Acceptance')

Sr. No.	**Certificate No.**	**Distinctive No(s)**		**No. Of Shares**
		From	**To**	
Total number of equity shares				

I/We note and understand the terms of withdrawal of acceptance and request you to return the original share certificate(s) and valid share transfer deed will be held in trust for me/us by you and authorize you not to remit the consideration as mentioned in the Letter of Offer.

SHARES HELD IN DEMATERLISED FORM

DP NAME	**DP I.D.**	**CLIENT I D**	**NO OF SHARES OFFERED**	**NAME OF BENIFICIARY**

12. I/We have done an off market transaction for crediting the equity Shares to the special depository account in NSDL styled"RCMC-SDFCL-Open Offer Escrow A/c" ("Depository Escrow Account") details are as under:

DP Name	:	PNR Securities Limited
Client ID Number	:	10019323
DP ID Number	:	IN 301241
Depository	:	National Securities Depository Limited ("NSDL")

I/We note that the Shares will be credited back only to that Depository Account, from which the Shares have been tendered and necessary standing instructions have been issued in this regard.

I/We confirm that the particulars given above are true and correct.

In case of dematerialised Shares, I/We confirm that the signatures of the beneficiary holders have been verified by the DP as per the records maintained at their end and the same have also been duly attested by them under their seal.

Yours faithfully,

Signed and Delivered:

	FULL NAME OF THE HOLDER(S)	**SIGNATURE (S)**
First/Sole Shareholder		
Joint Holder 1		
Joint Holder 2		

Place:
Date:

***Note**:In case of joint holdings all the holders must sign. In case of body corporate, stamp of the company should be affixed and necessary Board Resolution should be attached.*

--TEAR HERE--

Folio No.\DP ID Client ID:

Serial No.:
(Acknowledgement Slip)

Received from Mr./Ms...

Address ....

....

Form of withdrawal in respect of ______________________ Number of Share

Certificates representing ____________________________ number of shares.

Signature of Official and Date of Receipt	Stamp of Registrar to the Offer

Note: All future correspondence, if any, should be addressed to Registrar to the Offer

Registrar to the Offer
RCMC Share Registry (P) Limited
B-106, Sector-2, Noida-201301
Gautam Budh Nagar (U.P)
Tel nos. (0120) 4015880
Fax No. (0120) 2444346
E mail: rcmcfd@dimensioni.net
Contact Person: **Mr Rakesh Adhana**

INSTRUCTIONS

1. The shareholders are advised to ensure that the Form of Withdrawal should reach the Registrar to the Offer at any of the collection centres mentioned in the Letter of Offer or above as per the mode of delivery indicated therein on or before 1700 hours upto the last date of withdrawal i.e. Wednesday June 06, 2007.
2. Shareholders should enclose the following:-
   a. For Equity Shares held in demat form:
   Beneficial owners should enclose
   i. Duly signed and completed Form of Withdrawal.
   ii. Copy of the Form of Acceptance cum Acknowledgement/ Plain paper application submitted and the Acknowledgement slip.
   iii. Photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP.

   b. For Equity Shares held in physical form:
   Registered Shareholders should enclose:

i. Duly signed and completed Form of Withdrawal.
ii. Copy of the Form of Acceptance cum Acknowledgement/ Plain paper application submitted and the Acknowledgement slip.
iii. In case of partial withdrawal, Valid Share Transfer form(s) duly signed as transferors by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with Target Company and duly witnessed at the appropriate place.

Unregistered owners should enclose:

- Duly signed and completed Form of Withdrawal.
- Copy of the Form of Acceptance cum Acknowledgement/Plain paper application submitted and the Acknowledgement slip

3. The withdrawal of Shares will be available only for the Share certificates / Shares that have been received by the Registrar to the Offer/ Special Depository Escrow Account.
4. The intimation of returned Shares to the Shareholders will be at the address as per the records of the Target Company/ Depository as the case may be.
5. The Form of Withdrawal alongwith enclosure should be sent only to the Registrar to the Offer.
6. In case of partial withdrawal of Shares tendered in physical form, if the original share certificates are required to be split, the same will be returned on receipt of share certificates from SDFCL. The facility of partial withdrawal is available only on to Registered shareholders.
7. **Shareholders holding Shares in dematerialised form are requested to issue the necessary standing instruction for receipt of the credit in their DP account.**