PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF

SOM DATT FINANCE CORPORATION LIMITED

Registered Office: Flat No.: 24-25, 10 Old Post Office Street, Kolkata-700 001

This Public Announcement **(PA)** is being issued by the Manager to the Offer i.e., **Chartered Capital and Investment Limited,** on behalf of the Acquirer, namely, **Mr. Som Datt Khunaja** (hereinafter referred to as "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") pursuant to and in Compliance with Regulation 11(1) as required under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (hereinafter referred to as **"SEBI (SAST) Regulations, 1997"**) and subsequent amendments thereto.

THE OFFER

1.1 This Open Offer (the **"Open Offer"** or **"Offer"**) is being made by Mr. Som Datt Khunaja (hereinafter referred to as the '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") to acquire the equity shares of Som Datt Finance Corporation Limited **("SDFCL" or "Target Company"/ the "Company")**, a public limited company incorporated under the Companies Act, 1956 (the "Companies Act") and having its registered office at Flat No. 24-25, 10, Old Post Office Street, Kolkata-700001 pursuant to and in Compliance with Regulation 11(1) of the SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 1997 and subsequent amendment thereto.

1.2 The Acquirer has entered into a Share Purchase Agreement **(SPA)** on **August 18, 2006** to acquire an aggregate of 7,54,350 (Seven Lacs Fifty Four Thousand Three Hundred and Fifty Only) fully paid up equity shares of Rs.10/- each representing 7.54% of the total paid up capital and voting rights 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) (12000, 405650, 15900, 16500, 146400, 16200, 25400, 14800, 15900, 11900, 13000, 16000, 20800, 12000 and 11900 respectively Collectively, the "Sale Shares") at a price of Rs.5.50/- (Rupees Five and Paisa Fifty Only) per fully paid up equity share payable in cash **("Negotiated Price")**. The total consideration for the shares acquired as mentioned above is Rs 41,48,925/- (Rupees Fourty One Lacs Fourty Eight Thousand Nine Hundred Twenty Five Only) and that resulted the triggering of SEBI (SAST) Regulations, 1997. The Offer is not as a result of global acquisition resulting in indirect acquisition of the target company. The Sellers does not belong to any group as such.
By the above acquisition, the holding of Promoters Group has been increased from 54,21,331 equity shares representing 54.17% of total paid up share capital/voting share capital of SDFCL to 61,75,681 equity shares representing 61.71 % of total equity share capital/voting share capital of SDFCL and that resulted the triggering of SEBI (SAST) Regulations, 1997.

1.3 The Acquirer intend to make an Open Offer in terms of the SEBI (SAST) Regulations, 1997 to the shareholders of SDFCL to acquire 20,01,594 equity shares of Rs. 10/- each representing 20% of the total paid up capital / voting share capital of **"SDFCL"** at a price of Rs 10.60/- (Rupees Ten and Paisa Sixty Only) per fully paid up equity share **("Offer Price")** payable in cash subject to the terms and conditions mentioned hereinafter, whose names appear on the register of members on **Specified Date i.e Monday, August 28, 2006.**

1.4 There are no partly paid equity shares in the Target Company.

1.5 The shares of **"SDFCL"** are at present listed on The Delhi Stock Exchange Association Limited (DSE), Madras Stock Exchange Limited (MSE), The Calcutta Stock Exchange Association Limited (CSE), Jaipur Stock Exchange Limited (JSE) and Bombay Stock Exchange Limited (BSE).

1.6 The annualised trading turnover during the preceeding six calendar months ended July, 2006 at the stock exchange where the shares are listed is as follows.

Name of the Stock Exchange	Total number of Equity Shares traded during February 2006 to July 2006	Total number of Listed shares	Annualized trading turnover (% of total listed shares)
BSE	653452*	10007970	13.06
DSE	Nil	10007970	-
MSE	Nil	10007970	-
CSE	Nil	10007970	-
JSE	Nil	10007970	-

(* Source : BSE websites)

1.7 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. 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 higher of the following parameters:
Hence the Offer price of Rs 10.60/- for each fully paid up equity shares 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 (%)	12.33
	Book Value per share (Rs.)	10.52
	Earning per share (Rs.)	1.30
	Price Earning Multiple (Market Price : Rs 8.51/- on BSE on August 18, 2006)	6.55

*As per Annual report for the year ended March 31, 2006.

Hence the offer price of Rs. 10.60/- for each fully paid up equity shares is justified in terms of Regulation 20(4) and 20(5) of SEBI (SAST) Regulations, 1997.

1.8 The Offer Price of Rs 10.60/- per equity share offered by the Acquirer to the shareholders of SDFCL under the proposed Open Offer is justified in terms of Regulations 20(4) and 20(5) of the SEBI (SAST) Regulations, 1997. In the opinion of the Manager to the Offer and Acquirer, the Offer Price is justified.

1.9 The Acquirer have not acquired Shares/ voting rights of the Target Company during the 12 months period prior to the date of Public Announcement. The Acquirer holds 9,16,250 equity shares representing 9.16% of the total paid up capital of the Target Company as on the date of this Public Announcement.

1.10 As on date of this Public Announcement, the Acquirer have agreed to acquire 7,54,350 (Seven Lacs Fifty Four Thousand Three Hundred and Fifty Only) fully paid up shares of Rs.10/- each representing 7.54% of the total equity share capital of the SDFCL in terms of the SPA.

1.11 The Offer is not subject to any **minimum level** of acceptance 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 of Rs. 10/- each representing 20% of the total paid up capital / voting share capital of **"SDFCL"**.

1.12 The Offer is not a competitive bid.

1.13 Neither the Acquirer, PACs, Sellers nor the Target Company has been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B or any other regulations under the SEBI Act, 1992.

1.14 The Manager to the Open Offer i.e. Chartered Capital & Investment Limited does not hold any equity shares in the Target Company as on the date of this Public Announcement.

2 INFORMATION ABOUT THE ACQUIRER AND PERSON ACTING IN CONCERT (S)

2.1 Acquirer (Mr. Som Datt Khunaja)

2.1.1 The Acquirer, Mr. Som Datt Khunaja is a part of the existing Promoter Group of the Target Company. He is a son of Lt. 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

2.1.2 Mr.Diwanshu Kumar, Chartered Accountant (Membership No.97184) partner of WDK & Asociates having office at D-50, Sarita Vihar, New Delhi-110 044, Tel No.: 011-41402418 has certified vide his certificate dated 10.08.2006 that the Net Worth of Mr. Som Datt Khunaja as on 31-07-2006 is Rs. 13,37,89,209/- (Thirteen Crore Thirty Seven Lacs Eighty Nine Thousand Two Hundred Nine Only) and that he has sufficient means to fulfill his part of obligations under this Offer

2.1.3 Mr. Som Datt Khunaja is a Graduate. He has 55 years of experience in Construction, Real estate, Hotels and Finance & Investment.

2.2 Person Acting in Concert (s)

2.2.1 Mrs Sadhana Singh

2.2.1.1 Mrs Sadhana Singh is a part of the existing Promoter Group of the Target Company. She 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

2.2.1.2 Mr.Diwanshu Kumar, Chartered Accountant (Membership No.97184) partner of WDK & Asociates having office at D-50, Sarita Vihar, New Delhi-110 044, Tel No.: 011-41402418 has certified vide his certificate dated 21.06.2006 that the Net Worth of Mrs Sadhana Singh as on 20.06.2006 is Rs. 1,46,14,110/- (Rupees One Crore Fourty Six Lacs Fourteen Thousand One Hundred and Ten Only) and that she has sufficient means to fulfill her part of obligations under this Offer.

2.2.1.3 Mrs. Sadhana Singh is a Graduate. She has 15 years of experience in Finance & Investment.

2.2.1.4 Mrs. Sadhana Singh is a daughter of Mr Som Datt Khunaja.

2.2.2 Mrs Anuradha Datt Munjal

2.2.2.1 Mrs Anuradha Datt Munjal is a part of the existing Promoter Group of the Target Company. She is w/o Mr Sanjay Munjal, aged 46 years, an Indian National residing at D-3, Saket, New Delhi- 110017 Tel No: 011- 26237307, Fax: 011- 26469445.

2.2.2.2 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 has certified vide his certificate dated 21.06.2006 that the Net Worth of Mrs Anuradha Datt Munjal as on 20.06.2006 is Rs. 1,07,21,501/- (Rupees One Crore Seven Lacs Twenty One Thousand Five Hundred and One Only) and that she has sufficient means to fulfill her part of obligations under this Offer.

2.2.2.3 Mrs. Anuradha Datt Munjal is a Graduate. She has 15 years of experience in Finance & Investment.

2.2.2.4 Mrs. Anuradha Datt Munjal is a daughter of Mr Som Datt Khunaja.

2.2.3 Mrs Latika Datt Abbott

2.2.3.1 Mrs Latika Datt Abbott is a part of the existing Promoter Group of the Target Company. She is w/o Mr Navdeep Abbott, aged 41 years, an Indian National residing at C-10, Gitanjali Enclave, New Delhi- 110017 Tel No: 011- 26237307, Fax: 011- 26469445.

2.2.3.2 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 has certified vide his certificate dated 21.06.2006 that the Net Worth of Mrs Latika Datt Abbott as on 20.06.2006 is Rs. 3,16,80,555/- (Rupees Three Crore Sixteen Lacs Eighty Thousand Five Hundred and Fifty Five Only) and that she has sufficient means to fulfill her part of obligations under this Offer.

2.2.3.3 Mrs. Latika Datt Munjal is a Graduate. She has 15 years of experience in Finance & Investment

2.2.3.4 Mrs Latika Datt Munjal is a daughter of Mr Som Datt Khunaja.

2.2.4 Mrs Anjali Anand

2.2.4.1 Mrs Anjali Anand is a part of the existing Promoter Group of the Target Company. is w/o Mr Arun Anand, aged 52 years, a NRI residing at 2447, Valley Forest, Oakvilla, Ontario, Canada, L6H6X3. Tel No: 0019052578524, Fax: 0019052578525

2.2.4.2 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 has certified vide his certificate dated 21.06.2006 that the Net Worth of Mrs Anjali Anand as on 20.06.2006 is Rs. 80,75,870/- (Rupees Eighty Lacs Seventy Five Thousand Eight Hundred Seventy Only) and that she has sufficient means to fulfill her part of obligations under this Offer.

2.2.4.3 Mrs Anjali Anand is a Graduate. She has 15 years of experience in Finance & Investment.

2.2.4.4 Mrs Anjali Anand is a daughter of Mr Som Datt Khunaja.

2.2.5 Mrs Charu Datt Bhatia

2.2.5.1 Mrs Charu Datt Bhatia is a part of the existing Promoter Group of the Target Company. She is w/o Mr Sanjay Bhatia, aged 41 years, an Indian national residing at G-106, Saket, New Delhi- 10017. Tel No: 011-26237307, Fax: 011-26469445.

2.2.5.2 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 has certified vide his certificate dated 21.06.2006 that the Net Worth of Mrs Charu Datt Bhatia as on 20.06.2006 is Rs. 2,23,49,934/- (Rupees Two Crore Twenty Three Lacs Fourty Nine Thousand Nine Hundred Thirty Four Only) and that she has sufficient means to fulfill her part of obligations under this Offer.

2.2.5.3 Mrs Charu Datt Bhatia is a Graduate. She has 15 years of experience in Finance & Investment.

2.2.5.4 Mrs Charu Datt Bhatia is a daughter of Mr Som Datt Khunaja.

2.2.6 Mrs Usha Datt

2.2.6.1 Mrs Usha Datt is a part of the existing Promoter Group of the Target Company. She is w/o Mr Som Datt Khunaja, aged 73 years, an Indian national residing at A-18, Geetanjali Enclave, New Delhi- 110017. Tel No: 011-26237307, Fax: 011-26469445.

2.2.6.2 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 has certified vide his certificate dated 21.06.2006 that the Net Worth of Mrs Usha Datt as on 20.06.2006 is Rs. 7,09,03,835/- (Rupees Seven Crore Nine Lacs Three Thousand Eight Hundred Thirty Five Only) and that she has sufficient means to fulfill her part of obligations under this Offer.

2.2.6.3 Mrs Usha Datt is a Graduate. She has 25 years of experience in Finance & Investment.

2.2.6.4 Mrs Usha Datt is a wife of Mr. Som Datt Khunaja.

2.2.7 M/s Som Datt Capital Development Limited

2.2.7.1 Som Datt Capital Development Limited is 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 Limited vide fresh certificate of incorporation dated 4th day of August, 2005 issued by the Registrar of Companies West Bengal. The Company having its Registered Office at 8, Acharya Jagdish Chandra Bose Road, Kolkata- 700017. Tel No. 033-22803862 Fax No. 033-22871835. The Company belongs to Som Datt Group.

2.2.7.2 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.

2.2.7.3 The brief financials of the Som Datt Capital Development Limited are as under:

(Rs in Lacs)

Particulars	Year ended March 31, 2005 (Audited)	Year ended March 31, 2006# (Unaudited)
Total Income	0.33	10.32
Profit After Tax	(1.95)	(2.04)
Earning Per Share (EPS) (In Rs)*	-	-
Book Value Per Share (In Rs)*	-	-
Networth*	-	-
Return on Networth*	-	-

* Negative

\# As certified by Mr. Brij Chatrath, Partner of M/s K L Chatrath & Co., Chartered Accountants, (Membership No. 14547), having their office at Shah Bhavan, First Floor 8, Circus Market Place, Kolkata-700017, Tel: 033- 22471835, 22803862, Fax: 033-22471835 vide their certificate dated 09.08.2006.

2.2.7.4 The Company's shares are not listed on any of the Stock Exchange.

2.2.7.5 Som Datt Capital Development Limited engaged in the business of Sub Brokership under the Certificate granted by the Securities and Exchange Board of India.

2.2.8 M/s Som Datt Enterprises Limited

2.2.8.1 Som Datt Enterprises Limited is incorporated as a Public Limited Company with the Registrar of Companies West Bengal vide its certificate of incorporation dated 29th day of May, 1990. The Company having its Registered Office at Flat # 24-25, 10, Old Post Office Street, Kolkata- 700001. Tel No. 033-22307080 Fax No. 033-22482983 .The Company belongs to Som Datt Group.

2.2.8.2 The Current Promoters of the company are Mrs Latika Datt Abbott, Mrs Usha Datt, Mrs . Datt Bhatia and Mrs Anuradha Datt Munjal, Mrs Sadhana Singh and Mrs Anjali Anand.

2.2.8.3 The brief financials of the Som Datt Enterprises Limited are as under:

(Rs in Lacs)

Particulars	Year ended March 31, 2005 (Audited)	Year ended March 31, 2006# (Unaudited)
Total Income	(12.39)	66.74
Profit After Tax	(38.50)	30.30
Earning Per Share (EPS) (In Rs)*	-	0.02
Book Value Per Share (In Rs)	7.40	7.60
Networth(In Rs)	1124.89	1155.19
Return on Networth*	-	2.62%

* Negative

\# As certified by Mr. J. Ghosh, Partner of M/s A. S. Gupta & Co., Chartered Accountants, (Membership No. 13034), having their office at 10, Old Post Office Street, Kolkata-700001, Tel: 033-22307080, 22423756, Fax: 033-22482983 vide their certificate dated 08.08.2006.

2.2.8.4 The Company's shares are not listed on any of the Stock Exchange.

2.2.8.5 Som Datt Enterprises Limited engaged in the business of Trading Activities.

3. INFORMATION ABOUT THE TARGET COMPANY

3.1 SDFCL was incorporated as a 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. The Company at present has its Registered Office situated at Flat No 24-25, 10, Old Post Office Street, Kolkata-700001.

3.2 SDFCL is registered with Reserve Bank of India as a Non-Banking Financial Institution(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.

3.3 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 10.00 Crore comprising of 1,00,07,970 equity share of Rs 10/- (Rupees Ten only) each.

3.4 There are no partly paid up shares in the Company.

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

3.6 The shares of "SDFCL" are listed on The Delhi Stock Exchange Association Limited, Madras Stock Exchange Limited, The Calcutta Stock Exchange Association Limited, Jaipur Stock Exchange Limited and Bombay Stock Exchange Limited.

3.7 Brief financials of the SDFCL for the year ended March 31, 2006 as per the Annual Report are as under:

(Amount in Rs. Lacs)

Particulars	Year ended March 31, 2006 (Audited)
Total Income	274.52
Profit After Tax	129.85
Earnings Per Share (EPS)	1.30
Book Value Per Share	10.52
Networth	1052.73
Return on Networth (in %)	12.33

4. Reasons for the acquisition, rationale for the Offer and future plans

4.1 As the result of the acquisition of shares by the acquirer through Share Purchase Agreement, the holding of the Promoters group has increased and is at 61.71% of total paid up equity share capital of the company as compared to 54.17% of total paid up equity share capital of the company before such acquisition and therefore this offer is as a result of consolidation of holdings by the Promoters exceeding 5% in a financial year. The Offer is not due to any global acquisition resulting in indirect acquisition.

4.2 The Offer to the shareholders of SDFCL is being made in accordance with Regulation 11(1) of the SEBI (SAST) Regulations, 1997

4.3 The Acquirers 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. However SDFCL's future policy for disposal of its assets, if any, will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders at a General Body Meeting of SDFCL

5. Statutory Approvals / Other Approvals Required For The Offer

5.1 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.

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

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

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

5.5 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 Acquirer for payment of consideration to the shareholders subject to Acquirer agreeing to pay interest as directed by SEBI. Further in case the delay occurs on account of willful default by the Acquirers in obtaining the approvals, Regulation 22 (13) of SEBI (SAST) Regulations, 1997, will also become applicable

6. Delisting Option To The Acquirer

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 regulation 21(2) of the SEBI (SAST) Regulations, 1997, the Acquirer will facilitate the target company to raise the level of Public Shareholding to the level specified for continuous listing as specified in the listing agreement with the stock exchanges within the time specified in compliance with SEBI (SAST) Regulations, 1997 or seek to delist the target company and make an offer to buy out the outstanding shares remaining with the Public Shareholders within the prescribed period from the closure of the offer in compliance with the SEBI (Delisting of securities) Guidelines, 2003

7. FINANCIAL ARRANGEMENTS

7.1 The Acquirer have adequate resources to meet the financial requirements of the Offer. The Acquirer have made firm arrangement 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.

7.2 Assuming full acceptance, the total requirement of funds for the Offer would be Rs. 2, 12,16,896.40 (Rupees Two Crore Twelve Lacs Sixteen Thousand Eight Hundred Ninty Six and Paisa Fourty Only). As per Regulation 28 of SEBI (SAST) Regulations, 1997, Acquirer have **opened an Escrow Account with Bank of Baroda, East of Kailash, New Delhi, and have deposited cash of Rs 53,15,000/-(Rs. Fifty Three Lacs Fifteen Thousand Only), being more than 25% of the amount required for the Open Offer.**

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

7.4 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.

8. OTHER TERMS OF THE OFFER

8.1 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.

8.2 A Letter of Offer specifying the detailed terms and conditions of the Offer together with a Form of Acceptance cum Acknowledgment and Transfer Deed (for shareholders holding shares in physical forms) will be mailed to the shareholders SDFCL 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.

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

8.4 The shareholders of SDFCL (other than Acquirer, PACs, Sellers) are eligible to participate in the Offer anytime before the closure of the offer by sending their Form of Acceptance cum Acknowledge, 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 1515, 1st Floor, Bhisham Pitamah Marg, Kotla Mubarkpur, New Delhi-110003 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 November 01, 2006 in accordance with the instructions specified in the Letter of Offer & Application Form.

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

8.6 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 1515, 1st Floor, Bhisham Pitamah Marg, Kotla Mubarkpur, New Delhi-110003 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 November 01, 2006 in accordance with the instructions specified in the Letter of Offer & Application Form.

8.7 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.

8.8 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.viz. RCMC Share Registry (P) Limited having its office is at 1515, 1st Floor, Bhisham Pitamah Marg, Kotla Mubarkpur, New Delhi-110003 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 November 01, 2006 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.

8.9 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.

8.10 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 November 01, 2006 else the application would be rejected.

8.11 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 the date of Closure of the Offer, i.e. by November 01, 2006 .

8.12 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 8.8 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 November 01, 2006 . Such equity shareholders can also obtain the LOO from the Registrar to the Offer by giving an application in writing.

8.13 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. All centres 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 1515, 1st Floor, Bhisham Pitamah Marg, Kotla Mubarakpur, Nr South Extension, New Delhi- 110003.	Ms Arti Chabria	Hand Delivery/ Postal/ Courier	Tel No: 011-24692346, 24601017, 24649720 Fax No: 011- 24692345 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.

8.14 No indemnity is needed from unregistered shareholders.

8.15 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 October 27, 2006. 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.

8.16 The Letter of Offer alongwith Form of Acceptance cum acknowledgment / 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.

8.17 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..

9. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

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

9.2 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.

9.3 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.

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

9.5 The Registrar to the Offer will hold in trust the equity shares/ share certificates, shares lying in credit of the special depository account, Form of Acceptance cum Acknowledgment, if any, and the transfer form (s) on behalf of the shareholders of SDFCL who have accepted the Offer, until the cheques/ drafts/ pay orders for the consideration and/ or the unaccepted shares/ share certificates are dispatched/ returned.

10 TIME SCHEDULE OF THE OFFER

10.1 A schedule of some of the major activities in respect of the Offer is given below:

11 GENERAL CONDITIONS

S.No.	Activity	Days & Dates
1.	Date of Publication of Public Announcement	Monday, August 21, 2006
2.	Specified Date (For the purpose of determining the names of the shareholders to whom the Letter of Offer would be sent)	Monday, August 28, 2006
3.	Last date for announcement of a competitive Bid	Monday, September 11, 2006
4.	Date by which Letter of Offer will be posted to Shareholders	Tuesday, October 03, 2006
5.	Date of Opening of the Offer	Friday, October 13, 2006
6.	Last date for revising the offer price / number of Shares	Monday, October 23, 2006
7.	Last date for withdrawing acceptance from the Offer	Friday, October 27, 2006
8.	Date of Closure of the Offer	Wednesday, November 01, 2006
9.	Date of communicating rejection / acceptance and payment of consideration for applications accepted.	Thursday, November 16, 2006

11.1 The Acquirer reserve 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.

11.2 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 October 27, 2006

11.3 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.

11.4 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.

11.5 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.

11.6 If there is a competitive bid:

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

11.6.2 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.

11.7 The Acquirer is holding 16,70,600 Equity Shares including shares acquired under SPA as mentioned in para 1.2 above as on the date of this Public Announcement.

11.8 Pursuant to Regulation 13 of the SEBI (SAST) Regulations, 1997, the Acquirer have appointed M/s Chartered Capital & Investment Limited as Manager to the Offer.

11.9 Please note that some financial data contained in this public announcement has been rounded off to the nearest Lacs, million or crore (as the case may be), except where stated otherwise

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

11.11 This Public Announcement is being issued on behalf of the Acquirer by the Manager to the Offer, M/s Chartered Capital & Investment Limited.

11.12 The Acquirer Mr Som Datt Khunaja r/o P.O No. 16780, Jebel Ali Free Zone, Dubai U A E. and PACs Mrs Latika Datt Abbott, Mrs Usha Datt, Mrs Charu Datt Bhatia, Mrs Anuradha Datt Munjal, Mrs Anjali Anand, Mrs Sadhna Singh and Directors of M/s Som Datt Enterprises Ltd and M/s Som Datt Capital Development Ltd accept full responsibility for the information contained in this Public Announcement and also the obligations of the Acquirers as laid down in the SEBI (SAST) Regulations, 1997 & subsequent amendments thereof.

Issued on behalf of the Acquirer& PACs by Manager to the Offer :

—— Manager to the Offer ——

Chartered Capital And Investment Limited
13, Community Centre
East of Kailash, New Delhi - 110065
Tel Nos.: 011-26419079 / 26218274
Fax no.: 011 - 26219491
Email: charteredcapital@gmail.com
delhi@charteredcapital.net
Contact Person : Mr. Amit Mehta

—— Registrar to the Offer ——

RCMC Share Registry (P) Limited
1515, 1st Floor, Bhisham Pitamah Marg
Kotla Mubarkpur, New Delhi- 110003
Tel No.: 011-24692346 / 24601017 / 24649720
Fax No.: 011-24692345
Email : rcmcfd@dimensioni.net
Contact Person : Ms Arti Chabria

On behalf of the Acquirer & PACs

Date: August 19, 2006 **Place: New Delhi**