

Devki Leasing & Finance Limited

Registered Office : Velocity Multiplex, 18-A, Scheme No. 94-C, Ring Road,
INDORE - 452010 (M.P.) INDIA Tel. : +91-731-2555041
E-mail : dflindore@gmail.com
CIN : L65921MP1993PLC007522



January 05, 2022

BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001

Madam / Dear Sir,

Scrp ID: DEVKI; Script Code: 530765

Sub.: Submission of Recommendations by the Committee of Independent Directors (“IDC”)

Ref.: Open Offer by Mr. Mahesh Kumar Agarwal (“Acquirer”) to the shareholders of Devki Leasing And Finance Limited (“Target Company”) for acquisition of up to 9,12,500 Equity Shares, representing 26% of the Voting Share Capital of the Target Company (“Open Offer” or “Offer”)

In accordance with Regulation 26(7) read with other applicable Regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, (“Takeover Regulations”), we hereby enclose a copy of the written reasoned recommendations approved by the Committee of Independent Directors, at its meeting held on January 3, 2022, on the above referred Open Offer. The same to be published in the following newspapers:

Newspaper	Language	Editions
Business Standard	English and Hindi National Daily	All Editions
Raj Express	Hindi Daily	Indore Edition
Pratahkal	Marathi Daily	Mumbai Edition

We are also forwarding a copy of above recommendations of IDC to Sun Capital Advisory Services Private Limited, the Manager to the Offer.

We request you to kindly take the Recommendations by IDC on the record and upload the same on your website at the earliest.

Thanking you,

Yours faithfully,
FOR DEVKI LEASING AND FINANCE LIMITED

Sudhir Bindal
(Managing Director)
(DIN: 00108548)

DEVKI LEASING AND FINANCE LIMITED

Registered Office: Velocity Multiplex, Plot No. 18-A, Scheme No. 94-C, Ring Road, Indore, Madhya Pradesh – 452 010, India; **Tel. No.:** +91 0731 - 2555041 | **Email ID:** dflindore@gmail.com
Website: www.devkileasing.com | **Corporate Identification Number (CIN):** L65921MP1993PLC007522

Recommendations of the Committee of Independent Directors (“IDC”) on the Open Offer to the Shareholders of Devki Leasing And Finance Limited (“Target Company”) under Regulation 26(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“Takeover Regulations”):

1	Date	January 3, 2022
2	Name of the Target Company	Devki Leasing And Finance Limited
3	Details of the Offer pertaining to Target Company	This Open Offer is being made to public shareholders in terms of Regulations 3(1) and 4 of the Takeover Regulations by Mr. Mahesh Kumar Agarwal (“Acquirer”) for the acquisition of 9,12,500 fully paid-up equity shares of face value of ₹10 each (“Equity Shares”), representing 26.00% of the Voting Equity Share Capital of the Target Company, at a price of ₹8.00 per Equity Share (“Offer Price”), payable in Cash (“Offer”). The Target Company has 84,800 partly paid equity shares. The consideration payable to the shareholder of partly paid-up equity shares would be subject to the amount due towards calls-in-arrears. The net amount per partly paid equity share shall be paid after reducing the pending calls money out of the Offer Price.
4	Name(s) of the acquirer and PAC with the Acquirer	Name of the Acquirer: Mr. Mahesh Kumar Agarwal PAC with the Acquirer: Nil
5	Name of the Manager to the Offer	Sun Capital Advisory Services Private Limited
6	Members of the Committee of Independent Directors (Please indicate the chairperson of the Committee separately)	a) Mr. Vijay Jaiswal (Chairman) b) Mr. Brijkishor Singh (Member)
7	IDC Member’s relationship with the Target Company (Director, Equity Shares owned, any other contract / relationship), if any	The IDC Members are the Independent Directors of the Target Company. None of the Members of the IDC hold any Equity Shares in the Target Company nor they have any contract / relationship with the Target Company or with any other Directors of the Target Company. Except being, the Independent Director on the board of the Target Company and member of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee formed by the Target Company; they are not related to each other in any manner
8	Trading in the Equity Shares/other securities of the Target Company by IDC Members	No trading has been done by the IDC Members in the Equity Shares or any other securities of the Target Company during the 12 months period preceding the date of the PA
9	IDC Member’s relationship with the Acquirer (Director, Equity Shares owned, any other contract / relationship), if any	The Acquirer is an individual. None of the IDC Members have any contract / relationship with the Acquirer
10	Trading in the Equity Shares/other securities of the Acquirer by IDC Members	Not Applicable as the Acquirer is an individual
11	Recommendation on the Open Offer, as to whether the Offer is fair and reasonable	The IDC is of the opinion that the Offer and the Offer Price are in accordance with the Takeover Regulations and is fair and reasonable.
12	Summary of reasons for recommendation (IDC may also invite attention to any other place, e.g. Target Company’s website, where its detailed recommendations along with written advice of the independent adviser, if any can be seen by the shareholder)	Based on the review of the Public Announcement dated November 12, 2021 (“PA”), the Detailed Public Statement dated November 20, 2021 (“DPS”), the Draft Letter of Offer dated November 29, 2021 (“DLFO”) and the Letter of Offer dated December 24, 2021 (“LOF”) issued by the Manager to the Offer on behalf of the Acquirer, the IDC is of opinion that the Offer Price offered by the Acquirer is in line with the Takeovers Regulations and appears to be justified. Further, the IDC has considered the following for making its recommendation: <ul style="list-style-type: none"> ➤ The Equity Shares of the Target Company were infrequently traded on the BSE Limited as on the date of the PA. The Offer Price of ₹ 8.00 was determined in line with the parameters as provided under the provisions of Regulation 8(2) (a) of the Takeover Regulations. ➤ The IDC has also examined the fair valuation report issued by Ms. Rashmi Shah, Partner of M/s. R V Shah & Associates, Chartered Accountants, being an Independent Valuer. ➤ This is an Offer for acquisition of the Equity Shares held by the public shareholders. The public shareholders have an option to participate or not to participate in the Offer. Keeping in view of above facts, the IDC is of the opinion that the Offer Price of ₹ 8.00 payable in the Offer to the public shareholders of the Target Company, is fair and reasonable. However, the shareholder should independently evaluate the Offer and take informed decision in this matter. The statement of recommendation will also be available on the website of the Target Company at www.devkileasing.com
13	Details of Independent Advisors, if any.	None
14	Any other matter to be highlighted	None

To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the Target Company under the Takeover Regulations.

**For and on behalf of the IDC of
Devki Leasing And Finance Limited**

Sd/-

Place: Indore
Date: January 4, 2022

**Vijay Jaiswal
(Chairman - Committee of Independent Directors)**