

SOM DATT FINANCE CORPORATION LTD

CIN: L65921TS1993PLC188494

REGD OFFICE: 8-2-502/1/A, Ground Floor, JIVI Towers, Road No 7, Banjara Hills, Hyderabad, Telangana, India, 500034

Tel.: +9810228093, Email id: compliancesdf@gmail.com, Website: www.somdattfin.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended.]

E-Voting Start Date:	E-Voting End Date
Wednesday, April 9, 2025 at 9.00 am (IST)	Thursday, May 8, 2025 at 5:00 pm (IST)

Dear Member(s),

NOTICE is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("Rules"), General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, read with previous circulars issued by MCA in this regard ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, and any other applicable law, rules, and regulations, to transact the special business as set out hereunder by passing Special Resolutions through postal ballot only, via voting through electronic means ('remote e-voting').

Pursuant to Section 102 and Section 110, and other applicable provisions of the Act, the statement regarding the said Resolutions, setting out the material facts and the reasons/ rationale thereof, is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

In compliance with the MCA Circulars, Som Datt Finance Corporation Ltd. ('Company/SDFCL') is sending this Notice ONLY in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent ('RTA')/ Depositories. Accordingly, a physical copy of the Notice, Postal Ballot Form, and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The detailed procedure for remote e-voting forms part of this Notice's 'Notes' section.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars, and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of the National Securities Depository Limited ('NSDL') to provide a remote e-voting facility to its members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at www.somdattfin.com.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for the casting of votes by remote e-voting not later than 5.00 p.m. (IST) on Thursday, May 8, 2025. The remote e-voting facility will be disabled by NSDL immediately thereafter.

The Board of Directors of the Company at their meeting held on Thursday, March 27, 2025, has appointed Mrs. Jyoti Narang (Membership No. 5698 CP No: 5199), partner of Naveen Narang & Associates, Practicing Company Secretaries as the Scrutinizer pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, for conducting the postal ballot /e-voting process fairly and transparently. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Scrutinizer will submit her report, after the completion of scrutiny, to the Board of Directors of the Company or any officer authorized by the Board. The results shall be declared on or before Saturday, May 10, 2025, and will be displayed on the Company's website at www.somdattfin.com and will also be communicated to the Stock Exchanges, and results will be placed on the website of the National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Thursday, May 8, 2025, i.e., the last date specified for receipt of votes through the e-voting process.

SPECIAL BUSINESS:

1) ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and if thought fit to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the necessary approvals, consents, permissions, and sanctions required, if any, by the Registrar of Companies ("ROC"), and/or any other appropriate authority, the consent of the Members of the Company be, and is hereby, accorded to amend the existing Articles of Association ("AoA") of the Company by inserting the following clause under new Article 35A:

“35A. Further Issue of Share Capital:

Where it is proposed to increase the subscribed capital of the Company at any time, by the issue of new shares, the Company is empowered to issue further shares or any other financial instruments, including but not limited to rights issues, further public offers, preferential issues, private placements, sweat equity shares, employee stock option plans, qualified institutional placements, global depository receipts, shares issued for a consideration other than cash, shares with differential rights, and any other instruments permitted under the Companies Act, 2013, subject to the necessary approvals and compliance with the relevant regulations and provisions prevailing at that time.”

RESOLVED FURTHER THAT any one of the Directors and/or the Company Secretary & Compliance Officer of the Company, or any officer(s) authorized by the Board, be and are hereby severally authorized to do all acts, deeds, matters, and things as may be deemed necessary, expedient, or proper to give effect to this resolution, including the filing of statutory forms, settling any issues, and making modifications or alterations as advised by the Registrar of Companies, without requiring any further consent or approval from the Members of the Company, to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

2) INCREASING THE BORROWING LIMITS OF THE COMPANY UNDER SECTION 180(1)(c) OF COMPANIES ACT, 2013 UPTO INR 50,00,00,000/- (FIFTY CRORES ONLY):

To consider and if thought fit to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 (“Act”) read with applicable rules framed thereunder (including any statutory amendment, modification or re-enactment thereof, for the time in force), applicable regulations framed by Securities Exchange Board of India, applicable provisions of Foreign Exchange Management Act, 1999 read with rules or regulations framed thereunder, enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary, consent of the Members be and is hereby accorded to empower Board of Directors (hereinafter referred to as ‘the Board’) to borrow any sum of money, from time to time, whether in Indian or foreign currency, in any manner including but not limited to, fund based or non-fund based assistance, term loan, guarantees, working capital facilities, overdraft facilities, lines of credit, inter corporate deposits, credit facilities, external commercial borrowings or any other form of financial assistance, from any person including but not limited to any company, individual, body corporate, banks, financial institutions or any other person, whether Indian or foreign, in any form including but not limited to by way of draw-down or issue of securities, whether in India or outside India, upon such terms & conditions as regards to interest, repayment,

tenor, security or otherwise, as the Board may determine and think fit, such that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company but shall not exceed at any time a sum equivalent to INR 50,00,00,000/- (Fifty Crores Only).

RESOLVED FURTHER THAT consent of the Members be and is hereby accorded to delegate the power to the Board to use / modify / amend / reduce/enhance the existing or new borrowing facilities inter-changeably among various lenders, without any restriction on borrowing from a specific lender, subject to the overall borrowing limit.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to do all such acts, deeds, matters and things, arrange, give such directions as may be deemed necessary or expedient, or settle the terms and conditions of such instrument, securities, loan, debt instrument, agreement as the case may be, on which all moneys as are borrowed, or to be borrowed, from time to time, as to interest, repayment, security, or otherwise howsoever as it may think fit, and to execute all such documents, instruments and writings as may be required to give effect to this resolution and for matters connected herewith or incidental hereto, including intimating the concerned authorities or regulatory bodies and delegating all or any of the powers conferred herein to any committee, director, or officer of the Company."

3) INCREASING THE LIMITS UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013 FOR SECURITIZATION/DIRECT ASSIGNMENT, CREATION OF CHARGES, PLEDGE, MORTGAGES, HYPOTHECATION ON THE IMMOVABLE AND MOVABLE PROPERTIES OF THE COMPANY UPTO INR 50,00,00,000/- (FIFTY CRORES ONLY):

To consider and if thought fit to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 ("Act") read with applicable rules framed thereunder (including any statutory amendment, modification or re-enactment thereof, for the time in force), applicable regulations framed by Securities Exchange Board of India, applicable provisions of Foreign Exchange Management Act, 1999 read with rules or regulations framed thereunder, enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever, consent of the Members be and is hereby accorded to empower Board of Directors (hereinafter referred to as 'the Board') to mortgage, hypothecate, pledge, create charge, securitization/direct assignment, in addition to mortgage, hypothecate, pledge, create charge, securitization/direct assignment already created by the Company, in such manner as may be determined, on all or any of the moveable or immovable properties or assets of the Company, both present and future and or whole or any part of undertaking(s) of the Company together with

the power to take over the management of the business and concern of the Company in certain events of defaults to secure the borrowings of the Company, in foreign currency and / or rupee currency and securities or other debt instruments issued / to be issued by the Company from time to time, in favor of the Lender(s), Agent(s) and Trustee(s), together with interest at the respective agreed rates, additional interest, compounded interest, in case of default accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Agents / Trustee, premium (if any) on redemption, all other costs, charges and expenses as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s) / Trust Deeds(s) / other Agreement(s) / any other documents, entered into / to be entered into between the Company and the Lender(s) / Agent(s) and Trustee(s), in respect of the said loans / borrowings / debentures / bonds or other securities and containing such specific terms, conditions and covenants in respect of enforcement of security as may be stipulated in that behalf from time to time but shall not exceed at any time a sum equivalent to INR 50,00,00,000/- (Fifty Crores Only).

RESOLVED FURTHER THAT consent of the Members be and is hereby accorded to delegate the Board to use / modify / amend / reduce/enhance the existing or new borrowing facilities/charges inter-changeably among various lenders, without any restriction on borrowing from a specific lender, subject to the overall borrowing limit.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to do all such acts, deeds, matters and things, arrange, give such directions as may be deemed necessary or expedient, or settle the terms and conditions of such instrument, securities, loan, debt instrument, agreement as the case may be, on which all moneys as are borrowed, or to be borrowed, from time to time, as to interest, repayment, security, or otherwise howsoever as it may think fit, and to execute all such documents, instruments and writings as may be required to give effect to this resolution and for matters connected herewith or incidental hereto, including intimating the concerned authorities or regulatory bodies and delegating all or any of the powers conferred herein to any committee, director, or officer of the Company."

**By Order of the Board of Directors
For Som Datt Finance Corporation Ltd**

Sd/-

Neha Agarwal

**Company Secretary and Compliance Officer
M. No.-A22107**

**Place: Registered office
Date: March 27, 2025**

NOTES:

1. The relevant Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed as "Annexure-1" hereto and forms part of this Notice.
2. In terms of the MCA Circulars, the Company is sending this Notice ONLY in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/ RCMC Share Registry Pvt. Ltd, the Company's Registrar and Transfer Agent ('RTA'), as of **Friday, April 4, 2025 ('Cut-Off Date')** and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as of the Cut-Off Date i.e., **Friday, April 4, 2025**.
3. Only those Members whose names appear in the Register of Members / List of Beneficial Owners as of the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.
4. It is however clarified that all Members of the Company as of the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories / Depository Participants) shall be entitled to vote about the aforementioned Resolutions in accordance with the process specified in this Notice.
5. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2, and the MCA Circulars, the Company is pleased to provide remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in this Notice.
6. The remote e-voting shall commence on commence at **9.00 a.m. (IST) on Wednesday, April 9, 2025, and ends at 5:00 p.m. (IST) on Thursday, May 8, 2025**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
7. The Board of Directors has appointed **Ms. Jyoti Narang (Membership No. 5698 CP No: 5199) partner of Naveen Narang & Associates, Practicing Company Secretaries, as the Scrutinizer** to scrutinize the postal ballot process fairly and transparently.
8. The Scrutinizer will submit his report to the Board, or any other person authorised by them, after scrutiny of the votes cast, on the result of the Postal Ballot on or before **Saturday, May 10, 2025**. The Scrutinizer's decision on the validity of the votes cast will be final.

9. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.somdattfin.com and the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Board or any other person authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
10. The Resolution, if passed by the requisite majority through Postal Ballot by remote e-voting, will be deemed to have been passed on the last date specified for e-voting, i.e., **Thursday, May 8, 2025**.
11. Members may download the Notice from the website of the Company at www.somdattfin.com or from the website of NSDL at www.evoting.nsdl.com. A copy of the Notice is also available on the website of BSE at www.bseindia.com.
12. The vote in this Postal Ballot cannot be exercised through proxy.
13. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to compliancesdf@gmail.com from their registered e-mail addresses, mentioning their names, folio numbers, DP ID, and Client ID between the period **Wednesday, April 9, 2025, to Thursday, May 8, 2025**.
14. Process to cast votes through remote e-voting:

The way to vote electronically on the NSDL e-Voting system consists of 'Two Steps' which are mentioned below:




Step 1: Access to the NSDL e-Voting system

A. Login method for e-Voting for Individual shareholders holding securities in demat mode

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on 'e-Voting facility provided by Listed Companies', individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail ID in their demat accounts to access the e-voting facility.

The login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	<ol style="list-style-type: none"> 1. Existing IDeAS users can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile device. On the e-Services home page, click on the “Beneficial Owner” icon under “Login,” which is available under the ‘IDeAS’ section. This will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under value-added services. Click on “Access to e-Voting” under e-Voting services, and you will be able to see the e-Voting page. Click on the company name or e-voting service provider, i.e., NSDL, and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period. 2. If you are not registered for IDeAS e-Services, the option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-voting website of NSDL. Open the web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile device. Once the home page of the e-voting system is launched, click on the icon “Login” which is available under the ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP, and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site where you can see the e-Voting page. Click on the company name or e-voting service provider, i.e., NSDL, and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period. 4. Shareholders/Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for a seamless voting experience.
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	<p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> <p>5.</p>
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<p>Individual Shareholders holding securities in demat mode with CDSL.</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for CDSL Easi / Easiest can log in through their user ID and password. The option will be made available to the Ach e-Voting page without any further authentication. The users to log in to Easi / Easiest are requested to visit the CDSL website www.cdslindia.com and click on the login icon & New System Myeasi Tab, and then use your existing My easi username & password. 2. After successful login of Easi/Easiest, the user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see the e-voting page of the e-voting service provider for casting their vote during the remote e-voting period. Additionally, there are links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, the option to register is available at https://web.cdslindia.com/myeasi/Registration/Easi/Registration 4. Alternatively, the user can directly access the e-voting page by providing a Demat Account Number and PAN No from an e-voting link on the www.cdslindia.com home page. The system will authenticate the user by sending OTP on the registered Mobile & and e-mail as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the e-Voting is in progress and also be able to directly access the system of all e-Voting Service Providers.
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Individual Shareholders (holding securities in demat mode) log in through their depository participants.	<ol style="list-style-type: none"> 1. You can also log in using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for the e-voting facility. 2. Upon logging in, you will be able to see the e-voting option. Click on the e-Voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. 5. Click on the company name or e-voting service provider, i.e., NSDL, and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period.
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Important note: Members who are unable to retrieve their User ID/ Password are advised to use the 'Forget User ID' and 'Forget Password' options available at the above-mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository, i.e., NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact the NSDL helpdesk by sending a request to evoting@nsdl.co.in or calling toll-free numbers: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact the CDSL helpdesk by sending a request to helpdesk.evoting@cdslindia.com or by contacting at toll-free number 1800 22 55 33

B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode. How to log in to the NSDL e-Voting website?

1. Visit the e-voting website of NSDL. Open the web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile device.
2. Once the home page of the e-Voting system is launched, click on the icon 'Login' which is available under the 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP, and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL services, i.e., IDEAS, you can log in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log in to NSDL

services after using your log-in credentials, click on e-Voting, and you can proceed to Step 2, i.e., Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares, i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in a Demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12*****, then your user ID is IN300***12*****.
For Members who hold shares in a demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** , then your user ID is 12*****
For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example, if the folio number is 001*** and EVEN is 101456, then the user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-voting, then you can use your existing password to log in and cast your vote.
- b) If you are using the NSDL e-voting system for the first time, you will need to retrieve the 'initial password' that was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your e-mail address is registered in your demat account or with the company, your 'initial password' is communicated to you at your e-mail address. Trace the email sent to you from NSDL in your mailbox. Open the e-mail and open the attachment, i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for the NSDL account, the last 8 digits of the client ID for the CDSL account, or the folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your e-mail address is not registered, please follow the detailed procedure with respect to registration of e-mail addresses as mentioned in note no. 16 of this Notice.

6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:

- a) Click on Forgot User Details/Password? (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com

- b) Click on. (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by the aforesaid two options, you can send a request to evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name, and your registered address, etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting the check box.
 8. Now, you will have to click on the 'Login' button.
 9. After you click on the 'Login' button, the Home page of e-Voting will open.

Step 2: Cast your vote electronically on the NSDL e-Voting system.

How to cast your vote electronically on the NSDL e-Voting system?

1. After a successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares, having a voting cycle.
2. Select 'EVEN' of the Company, which is 124794, for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options, i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote, and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to upload their Board Resolution / Power of Attorney / Authority Letter by clicking on 'Upload Board Resolution/ Authority Letter' displayed under 'e-Voting' tab on the screen or send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nnarang@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call toll-free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Amit Vishal, Asst. Vice President-NSDL or Mr. Sanjeev Yadav, Assistant Manager- NSDL at evoting@nsdl.co.in or contact at NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.

Process for those shareholders whose email IDs are not registered with the depositories for procuring user ID and passwords and registration of e-mail IDs for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliancesdf@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to compliancesdf@gmail.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained in step 1 (A), i.e. Login method for e-voting and joining virtual meetings for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholders/members may send a request to evoting@nsdl.co.in to procure a user ID and password for e-voting by providing above mentioned documents.
4. In terms of the SEBI circular dated December 9, 2020, on the e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account to access the e-voting facility.

**By Order of the Board of Directors
For Som Datt Finance Corporation Ltd
Sd/-**

Neha Agarwal

**Company Secretary and Compliance Officer
M. No.-A22107**

**Place: Registered office
Date: March 27, 2025**

ANNEXURE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item 1:**

Pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), approval of the shareholders of the Company is required for any alteration of the existing Articles of Association (AOA) of the Company.

The Articles of Association serve as the guiding document for the internal management and governance of the Company. As the Company's business requirements evolve, certain provisions of the AOA need to be amended to ensure alignment with current operational needs, regulatory requirements, and the Company's strategic objectives. Thus, it is proposed to insert the provisions related to further issuance of share capital by introducing the proposed clause as Article 35A in the AOA.

The proposed Article 35A provide clarity and authorization for the issuance of various forms of securities, including but not limited to rights issues, further public offers, preferential issues, private placements, sweat equity shares, employee stock options plans, qualified institutional placements, global depository receipts, shares issued for a consideration other than cash, shares with differential rights, and any other instruments permitted under the Companies Act, 2013, along with the applicable rules thereunder and the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in accordance with the Company's future business requirements.

The Board of Directors at its meeting held on March 27, 2025, has approved the alteration of the AOA, subject to the approval of the shareholders of the Company.

The Board recommends the approval of the special resolution set out in Item No. 1 of the accompanying Notice. A copy of the amended AOA with the proposed alteration is available for inspection in physical form by the members at the Registered Office of the Company during normal business hours on all working days from the date of dispatch of the notice until the last day of e-voting and is also available on the Company's website.

None of the Directors or any Key Managerial Personnel or their respective relatives is in any way concerned or interested in the above Resolution as set out in Item No. 1.

Item 2 & 3:

The Board of Directors, at its meeting held on March 27, 2025, approved the proposal to enhance the borrowing limits of the Company under Section 180(1)(c) and Section 180(1)(a) of the Companies Act, 2013, read with the rules made thereunder, subject to the approval of the shareholders of the Company.

This proposal is made in light of the Company's current business needs, operational and expansion strategies, and anticipated capital requirements. Accordingly, it is proposed to increase the Company's borrowing limits to ₹50,00,00,000 (Fifty Crores Only).

Under Section 180(1)(c) of the Companies Act, 2013, the Board is authorized to borrow money on behalf of the Company, provided such borrowing does not exceed 100% of the paid-up share capital, free reserves, and securities premium, excluding temporary loans obtained from the Company's bankers in the ordinary course of business.

The borrowings of the Company may be either secured or unsecured. In the case of secured borrowings, the Company may create security by way of mortgage, hypothecation, pledge, charge, securitization, or direct assignment on any or all of the movable or immovable properties or assets of the Company, in such form, manner, and ranking as the Board may determine, after consulting the lender(s).

Under Section 180(1)(a) of the Companies Act, 2013, the above securities may be provided with the consent of the shareholders through a special resolution.

The Board recommends the approval of the special resolution set out in Items Nos. 2 and 3 of the accompanying Notice.

None of the Directors, Key Managerial Personnel, or their respective relatives is, in any way, concerned or interested in the above resolution as set out in Items Nos. 2 and 3.

**By Order of the Board of Directors
For Som Datt Finance Corporation Ltd**

Sd/-

Neha Agarwal

Company Secretary and Compliance Officer

M. No.-A22107

Place: Registered office

Date: March 27, 2025
