NIRBHAY
CAPITAL SERVICES PRIVATE LIMITED
CATEGORY - I MERCHANT BANKER
CIN-U67120GJ2006PTC047985

Date: 24.11.2017

To
The Board of Directors
Trupti Twisters Limited
304, 3rd Floor, Shoppers Plaza-5,
Opp. Municipal Market,
C.G. Road, Navrangpura,
Ahmedabad, Gujarat, India – 380009

Fairness Opinion on valuation report of V D Shukla& Co., Chartered Accountants, Ahmedabad in respect of value of Share issued in relation to the Scheme of Arrangement of Trupti Twisters Limited("TTL") under section 230 read with section 66 of the Companies Act, 2013

Dear Sirs,

We refer to the engagement letter dated November 17, 2017 TTL, wherein Trupti Twisters Limited(TTL) has requested us to provide fairness opinion on valuation report of V D Shukla& Co., Chartered Accountants, Ahmedabad in respect of value of Share.

1. BACKGROUND OF COMPANY:

(a) The Company was incorporated as a Private Limited Company under the name Trupti Twisters Private Limited on 02nd November, 1988 with the Registrar of Companies, Gujarat, Dadra& Nagar Haveli. The Company was converted into a public Company and a fresh Certificate of Incorporation was issued by the Registrar of Companies, Gujarat, Dadra& Nagar Haveli on 16th June, 1992. Certified Copies of the original Certificate of Incorporation and fresh Certificate of Incorporation Consequent on Change of Name from Trupti Twisters Private Limited to Trupti Twisters Limited were made available to us.

(b) The Registered Office of the Company is presently situated at 304, 3rd Floor, Shoppers Plaza-5, Opp. Municipal Market, C.G.Road, Navrangpura, Ahmedabad – 380009

(c) The Main object of the Company as per object clause of Memorandum of Association is to:

1. To carry on the business of twisters, crimpers, texturizers, warpers, spinners, weavers, manufacturers and processors of synthetic yarn, Cotton yarn, Silk artificial, silk, staple fibers, jute, hemp, rayon, nylon, strechlon, manmade synthetic fibers, wool, hemp and other fibrous

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materials and fabric of all types, whether knitted or looped and of importing, exporting, buying , selling, and dealing in cotton, silk, art silk, rayon, nylon strechlon, man-made synthetic fibers, staple fibers, wool, hemp, other fibrous, yarn, cloth, linon, rayon or carry on such other work or business as may be thought proper or necessary in connection with the above objects or any of them.

2. To purchase, sell, import, export all types of twisters, crimpers, texturizers, wrappers, spinners, weavers, manufacturers and processors of synthetic yarn, cotton yarn, silk artificial, silk, staple fibers, jute, hemp, rayon, nylon, strechlon, manmade synthetic fibers, wool, hemp and other fibrous materials and fabric of all types, whether knitted or looped and of importing, exporting, buying , selling, and dealing in cotton, silk, art silk, rayon, nylon strechlon, man-made synthetic fibers, staple fibers, wool, hemp, other fibrous, yarn, cloth, linen, rayon to transact or carry on such other work or business as may be thought proper or necessary in connection with the above objects or any of them.

TTL is a public company and its equity sharesare listed with the Bombay Stock Exchange Limited, Mumbai (BSE).

2. SCOPE AND PURPOSE OF THIS REPORT

(a) We understand that the Board of Directors of TTL is willing to set-off the losses incurred by the Company by way of undertaking the corporate restructuring exercise wherein the equity shares capital would be utilized/ adjusted against the losses appearing in the Statement of Profit & Loss.

(b) In this connection, the management of TTL has engaged Nirbhay Capital Services Private Limited to submit a report commenting only on the fairness of the valuation report of V D Shukla & Co., Chartered Accountants, Ahmedabad issued in respect of value of share.

(c) The report is subject to the scope, limitations and disclaimers detailed hereinafter, As such the report is to be read in totality, not in parts and in conjunction with the relevant document referred to herein. This report has been issued only for the purpose of commenting only on the fairness of the valuation report of V D Shukla & Co., Chartered Accountants, Ahmedabad in respect of value of Share issued to facilitate the Scheme of Arrangement of TTL and should not be used for any other purpose.

3. SOURCES OF INFORMATION

We have relied on the following Information for framing our comment only on the fairness of the valuation report of V D Shukla & Co.:

(a) Draft Scheme of Arrangement of TTL;
(b) Audited accounts for the Financial years 2014-15, 2015-16 and 2016-17;
(c) Valuation Report furnished by V D Shukla& Co., Chartered Accountants, Ahmedabad;
(d) Other relevant information regarding TTL.

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4. RATIONALE AND KEY FEATURES OF THE SCHEME OF ARRANGEMENT

The Key Features of Scheme of Arrangement are as follows:

Upon the scheme coming into effect, the paid up share capital of the Company shall stand reduced from Rs. 3,47,89,000/- (divided into 34,78,900 equity shares of Rs. 10/- each) to Rs. 6,95,780/- (divided into 34,78,900 equity shares of Re. 0.20 each) by cancelling the balance share capital, and simultaneously consolidating each reduced 100 equity shares of Rs. 0.20 each in to 2 new equity shares of Rs. 10/- each. However, in order to effectively deal with the fractions in the new share capital, the paid up share capital of the Company shall be rounded off to Rs. 6,96,000/- (divided in to 69,600 equity shares of Rs. 10/- each).

5. LIMITATION OF SCOPE AND REVIEW

(a) Our Opinion and analysis is limited to the extent of review of documents as provided to us by TTL and the Scheme of Arrangement approved by the Board of Directors of TTL.

(b) We have relied upon the accuracy and completeness of all information and documents provided to us, without carrying out any due diligence or independent verification or validation of such information to establish its accuracy or sufficiency. We have not reviewed any financial forecast relating to TTL. We have not conducted any independent valuation or appraisal of any of the assets or liabilities of TTL. In particular, we do not express any opinion as to the value of any assets of TTL, its subsidiaries whether at current prices or in the future.

(c) We do not express any opinion as to the price at which the shares of TTL may trade at any time, including subsequent to the date of this opinion. In rendering our opinion, we have assumed that the Scheme of Arrangement will be implemented on the terms described therein without any waiver or modification of any material terms or condition and that in the course of obtaining the necessary regulatory or third party approvals for the Scheme of Arrangement no delay limitation restriction or condition will be imposed that would have an adverse effect on TTL and its subsidiaries and respective shareholders.

(d) We do not express any opinion on any tax or other consequences that might arise from the Scheme of Arrangement of TTL, nor does our opinion address any legal, tax, regulatory or accounting matters, as to which we understand that the Company has obtained such advice as it deemed necessary form qualified professionals.

(e) We assume no responsibility for updating or revising our opinion based on circumstances or events occurring after the date hereof. Our opinion is specific to the arrangement as contemplated in the Scheme of Arrangement provided to us and is not valid for any other purpose.

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(f) We may in the future provide investment banking service to TTL and/ or its subsidiaries or their respective affiliates that are unrelated to the proposed Scheme of Arrangement for which we may receive customary fees in addition in ordinary course of their respective business affiliates. Nirbhay Capital Services Private Ltd. may actively trade in the securities of TTL or its subsidiaries or group companies or for their own accounts and accounts for their customers and accordingly may at any time hold a position in such securities Our engagement and the opinion expressed herein are only for the use of the Board of Directors of TTL in connection with the consideration of the Scheme of Arrangement. Neither Nirbhay Capital Services Private Ltd. nor its affiliates, partners, directors shareholders, managers, employees, or agents or any of them make any representation or warranty express or implied as to the information and documents provided to us based on which the opinion has been issued. All such parties and entities expressly disclaim any and all liabilities for or based on or relating to any such information contained therein.

(g) Our opinion is not intended to and does not constitute a recommendation to any shareholder as to how such holder should vote or act in connection with the Scheme of Arrangement if required or any matter related thereto.

6. OPINION:

On the basis of our scope and limitation mentioned in this report and considering the rationale of the Scheme of Arrangement, the valuation Report issued V D Shukla & Co., Chartered Accountants, Ahmedabad in respect of value of share of Trupti Twisters Limited is Fair in our opinion.

For, Nirbhay Capital Services Private Limited

(Bharat Shah)
DIN: 00587810

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