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STRICTLY PRIVATE & CONFIDENTIAL

May 7, 2018

The Audit Committee
Manugraph India Limited
Sidhwa House, 1st Floor,
N.A. Sawant Marg,
Colaba – 400 005

The Board of Directors
Manu Enterprises Limited
Sidhwa House, 1st Floor,
N.A. Sawant Marg,
Colaba – 400 005

The Board of Directors
Santsu Finance & Investment Private Limited
Sidhwa House, 1st Floor,
N.A. Sawant Marg,
Colaba – 400 005

The Board of Directors
Constrad Agencies (Bombay) Private Limited
Sidhwa House, 1st Floor,
N.A. Sawant Marg,
Colaba – 400 005

Sub.: Fairness Opinion on the Report by M/s. SSPA & Co., Chartered Accountants, on proposed amalgamation of Manu Enterprises Limited, Santsu Finance & Investment Private Limited and Constrad Agencies (Bombay) Private Limited into Manugraph India Limited.

Dear Sirs,

We refer to our discussion wherein the **Manugraph India Limited** (hereinafter referred to as "MIL"), Manu Enterprises Limited (hereinafter referred to as "**MEL**"), **Santsu Finance & Investment Private Limited** (hereinafter referred to as "**SFIPL**") and **Constrad Agencies (Bombay) Private Limited** (hereinafter referred to as "**Constrad**"), (hereinafter collectively referred to as "**Companies**") has requested **Fortress Capital Management Services Private Limited** ('**Us**') to give a fairness opinion on the equity share exchange ratio for the purpose of proposed amalgamation of MEL and SFIPL into MIL recommended by SSPA & Co., Chartered Accountants ((hereinafter referred to as "SSPA")

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1. BACKGROUND

1.1 MANUGRAPH INDIA LIMITED

1.1.1 MIL, was incorporated on April 25, 1972. The company is the one of the largest manufacturer of web-offset printing presses in India and has a significant share of the world market for its products. The manufacturing facilities are located at Kolhapur in India.

1.1.2 The Company has its in-house R&D facilities with a combined strength of over 50 engineers. The R&D facilities are recognized by Department of Scientific and Industrial Research – Ministry of Science and Technology, Government of India.

1.1.3 The equity shares of MIL are listed with BSE Limited and The National Stock Exchange of India Limited.

1.2 MANU ENTERPRISES LIMITED

1.2.1 MEL was incorporated on January 3, 1977. MEL was engaged in the business of distribution of printing machine and spare parts, consultancy to graphic art industry and service agency, but currently, does not carry out any business activity.

1.2.2 Based on the audited financial statements as on March 31, 2018, MEL currently holds 23,16,500 representing 7.62% equity shares of MIL.

1.3 SANTSU FINANCE & INVESTMENT PRIVATE LIMITED

1.3.1 SFIPL was incorporated on August 20, 1993. SFIPL was registered as a Non-Banking Finance Company ('NBFC') by way of Certificate of Registration issued by Reserve Bank of India ('RBI') dated March 11, 1998. SFIPL has applied to RBI to surrender the NBFC license.

1.3.2 The company is involved in the business of Investments in shares and securities. The company does not carry out any other business activity as on date.

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1.3.3 Based on the financial statements as on March 31, 2018, SFIPL currently holds 25,37,000 representing 8.34% equity shares of MIL.

1.4 **CONSTRAD AGENCIES (BOMBAY) PRIVATE LIMITED**

1.4.1 Constrad was incorporated on March 25, 1986 and is a 100% subsidiary of MIL. The company holds part of 2nd floor of Sidhwa House located at Colaba. Constrad does not have any business operations

2. PURPOSE OF REPORT

2.1 We have been informed by the Companies that in order to inter alia simplify the shareholding structure of MIL, reduce shareholding tiers for the promoters of MIL, it is proposed that MEL and SFIPL will amalgamate into MIL in accordance with the provisions of Sections 230 to 232 and other applicable provisions of Companies Act 2013 (hereinafter referred to as "Scheme of Merger by Absorption"). Further, we have been informed that, as part of the Scheme, Constrad, a 100% subsidiary of MIL, will also be amalgamated with MIL for which no shares would be issued.

2.2 In this regard, Companies has appointed SSPA for recommendation of equity share exchange ratio for the proposed amalgamation of MEL and SFIPL into MIL.

2.3 Accordingly, Companies has appointed Us to give a Fairness Opinion on the equity share exchange ratio for the purpose of proposed amalgamation of MEL and SFIPL into MIL recommended by SSPA

2.4 The information contained in our report herein is confidential. It is intended only for the sole use of captioned purpose including for obtaining the requisite statutory approvals.

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3. SOURCES OF INFORMATION

For the purposes of this exercise, we have relied upon the following sources of information:

3.1 Annual Report of MEL and SFIPL for the FY 2016-17.

3.2 Audited financials of MEL and SFIPL for FY 2017-18.

3.3 Report dated May 7, 2018 of SSPA.

3.4 Draft Scheme of Scheme of Merger by Absorption under sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

3.5 Such other information and explanations as required and which have been provided by the management of MIL, MEL and SFIPL.

3.6 Other relevant details regarding the Companies such as their history, past and present activities, future plans and prospects, existing shareholding pattern, income-tax position and other relevant information and data, including information in the public domain.

3.7 Such other information and explanations as required and which have been provided by the Management including Management Representations and by SSPA.

4. EXCLUSIONS AND LIMITATIONS

4.1 Our conclusion is based on the information furnished to us being complete and accurate in all material respects. We have relied upon the historical financials and the information and representations furnished to us without carrying out any audit or other tests to verify its accuracy with limited independent appraisal.

4.2 We have not conducted any independent valuation or appraisal of any of the assets or liabilities of the companies.

4.3 Our work does not constitute verification of historical financials or including the working results of the Companies referred to in this report. Accordingly, we are unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report.

4.4 Our opinion is not intended to and does not constitute a recommendation to any shareholders as to how such shareholder should vote or act in connection with the Scheme or any matter related therein.

4.5 Our liability (statutory or otherwise) for any economic loss or damage arising out of the rendering this Opinion shall be limited to amount of fees received for rendering this Opinion as per our engagement with MIL.

4.6 Our opinion is not, nor should it be construed as our opining or certifying the compliance of the proposed demerger with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon.

4.7 We assume no responsibility for updating or revising our opinion based on circumstances or events occurring after the date hereof.

4.8 We do not express any opinion as to the price at which shares of the Resulting Company may trade at any time, including subsequent to the date of this opinion.

4.9 Any person/party intending to provide finance/invest in the shares/businesses of any of the Companies, shall do so, after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision. It is to be noted that any reproduction, copying or

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otherwise quoting of this report or any part thereof, other than in connection with the proposed demerger as aforesaid, can be done only with our prior permission in writing.

4.10 This certificate has been issued for the sole purpose to facilitate the Company to comply with SEBI (Listing Obligations and disclosure requirements) Regulations, 2015 and SEBI Circular No CFD/DIL3/CIR/2017/21 dated March 10, 2017.

4.11 Fortress Capital Management Services Private Limited, nor its directors, managers, employees or agents of any of them, makes any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information, based on which the fairness opinion is given. All such parties expressly disclaim any and all liability for, or based on or relating to any such information contained in the opinion.

5. CONCLUSION

5.1 We have reviewed the Scheme of Merger by Absorption and Basis determining the Equity Share Exchange Ratio for the proposed amalgamation of MEL and SFIPL into MIL recommended by SSPA

5.2 On the basis of the foregoing and based on the information and explanation provided to us, the share entitlement ratio of:

(a) 23,16,500 fully paid-up equity shares (face value of INR 2 each) of MIL to be issued and allotted to shareholders of MEL (face value of INR 100 each) in the proportion of the number of equity shares held by the shareholders of MEL in the event of Amalgamation of MEL into MIL); and

(b) 25,37,000 fully paid-up equity shares (face value of INR 2 each) of MIL to be issued and allotted to shareholders of SFIPL (face value of INR 10 each) in the proportion of the number of equity shares held by the shareholders of SFIPL in the event of Amalgamation of SFIPL into MIL.

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5.3 We believe that the above ratios recommended by the SPPA are fair and reasonable considering that all the shareholders of MEL and SFIPL are and will, upon amalgamation, remain ultimate beneficial owners of MIL in the same ratio (inter-se) as they hold shares prior to the amalgamation and that the interest of other shareholders in MIL remains unaffected.

Thanking you,

Yours faithfully,

For Fortress Capital Management Services Pvt. Ltd.

Authorized Signatory

Place: Mumbai

SEBI Registration No.: INM000011146

CIN : U67120MH2004PTC145815
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