# Share Entitlement Ratio Report

**For the Proposed Demerger of**

**Non-Lending Business Undertaking**
**of**

**The Investment Trust of India Limited**
**('Demerged Company')**

**into**

**Distress Asset Specialist Limited**
**('Resulting Company')**

**through Scheme of Arrangement**
**Under Section 230-232 of the Companies Act, 2013**

**Valuation Date: April 1, 2022**

**Report by:**

**Mayur Popat**
**Registered Valuer**
**Securities and Financial Assets**
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**MAYUR POPAT**
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To,
The Board of Directors,
**The Investment Trust of India Limited**
ITI House 36, Rd. R. K. Shirodkar Road,
Parel, Mumbai – 400012.

To,
The Board of Directors,
**Distress Asset Specialist Limited**
ITI House 36, Dr. R. K. Shirodkar Road,
Parel, Mumbai – 400012.

Dear Sir/Madam,

**Subject: Recommendation of Fair Share Entitlement Ratio for the proposed demerger of 'Non-Lending Business Undertaking' of The Investment Trust of India Limited ("TITIL") into Distress Asset Specialist Limited, a wholly owned subsidiary company of TITIL.**

We refer to the Engagement Letter dated May 23, 2022 for recommendation of share entitlement ratio for the proposed scheme of arrangement which provides for demerger, transfer and vesting of the Non-Lending Business Undertaking ("**Demerged Undertaking**") of The Investment Trust of India Limited ("**TITIL**" or "**Demerged Company**") on going concern basis into Distress Asset Specialist Limited ("**DASL**" or "**Resulting Company**"), a wholly owned subsidiary company of TITIL, and their respective shareholders and creditors with effect from the Appointed Date i.e. opening business hours of April 1, 2022 pursuant to a Scheme of Arrangement under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 (**"Proposed Scheme"**).

For the sake of brevity, the management of the Demerged Company and the Resulting Company are hereinafter collectively referred to as the 'Management' and the Demerged Company and the Resulting Company are hereinafter collectively referred to as the 'Companies'.

In accordance with the terms of the engagement, the Management has requested Mr. Mayur Popat, Registered Valuer, ("I" or "we") to undertake valuation exercise and recommend the share entitlement ratio for the Proposed Scheme.

The sole purpose of the Report is to assist the Companies in determining the share entitlement ratio pursuant to transfer of the Demerged Undertaking in terms of the Proposed Scheme in compliance with the requirements of the master circular in relation to scheme of arrangement issued by SEBI bearing No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 covering all circulars issued by SEBI under SEBI LODR Regulations in relation to scheme of arrangement including any amendments or modifications thereof ("**SEBI Scheme Circular**").

In the following paragraphs, we have summarized the valuation analysis together with the description of the methodologies used, scope of work, assumptions, exclusions, caveats, limitations and disclaimers.

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## 1. Purpose of Engagement and appointing Authority

1.1. Based on the discussions held with the Demerged Company and the Resulting Company, we understand that the Companies have proposed to demerge, transfer and vest the Demerged Undertaking of the Demerged Company into the Resulting Company as mentioned in the Proposed Scheme and therefore, requires the fair share entitlement ratio for shares to be issued pursuant to the Proposed Scheme.

1.2. The appointment of the undersigned as the Registered Valuer has been confirmed/ ratified by the Board of Directors of the Demerged Company and the Resulting Company. We are issuing this report for the purpose mentioned above, in compliance with applicable provisions of the SEBI Scheme Circular and the Companies Act, 2013.

## 2. Background of Companies

### 2.1. The Investment Trust of India Limited ("Demerged Company")

a) The Demerged Company was incorporated on June 14, 1991 as a Private Limited Company in the State of Maharashtra under the provisions of the Companies Act, 1956 in the name and style of "Fortune Financial Services (India) Private Limited". On October 20, 1991, the Demerged Company was converted into a Public Limited Company and pursuant thereto, it's name was changed to "Fortune Financial Services (India) Limited". Eventually, the name of the Demerged Company was changed to its present name, "The Investment Trust of India Limited" vide fresh certificate of incorporation dated June 09, 2018 issued by the Registrar of Companies. The Corporate Identity Number of the Demerged Company is L65910MH1991PLC062067.

b) The registered office of the Demerged Company is situated at ITI House 36, Dr. R. K. Shirodkar Marg, Parel, Mumbai - 400012, Maharashtra, India.

c) The Demerged Company is one of the largest financial services conglomerates offering a range of financial products and services from Lending, Equities and Derivatives trading, Equity Research, Commodities Trading, Portfolio Management Services, Distribution of Mutual Funds, IPO & Insurance products and Investment Banking Services.

d) The share capital structure of the Demerged Company as on March 31, 2022 is as follows:

| Particulars | Amount in INR |
|---|---|
| **Authorized share capital** | |
| 35,10,10,000 equity shares of INR 10 each | 351,01,00,000 |
| 2,25,000 1% Redeemable preference shares of INR 100 each | 2,25,00,000 |
| 7,39,000 0% Optionally convertible preference shares of INR 325 each | 23,79,00,000 |
| **Total** | **377,05,00,000** |
| | |

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| **Issued, subscribed and paid-up capital** | |
|---|---|
| 5,15,20,767 equity shares of INR 10 each | 51,52,07,670 |
| 2,25,000 1% Redeemable preference shares of INR 100 each | 2,25,00,000 |
| 7,39,000 0% Optionally convertible preference shares of INR 325 each | 23,79,00,000 |
| **Total** | **77,56,07,670** |

e) The equity shares of the Demerged Company are listed on BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**").

2.2. **Distress Asset Specialist Limited ("Resulting Company")**

a) The Resulting Company is a public limited company incorporated on October15, 2013 under the provisions of the Companies Act, 1956. The Corporate Identity Number of the Resulting Company is U67190MH2013PLC249239.

b) The registered office of the Resulting Company is situated at ITI House 36, Dr. R. K. Shirodkar Marg, Parel, Mumbai - 400012, Maharashtra, India.

c) The Resulting Company has been engaged in the business of providing advisory and financial services.

d) The Resulting Company is a wholly owned subsidiary of the Demerged Company. The share capital structure of the Demerged Company as on March 31, 2022 is as follows:

| Particulars | Amount in Rs |
|---|---|
| **Authorized share capital:** | |
| 1,00,000 equity shares of Rs. 10/- each | 10,00,000 |
| **Total** | **10,00,000** |
| | |
| **Issued, subscribed and paid-up capital:** | |
| 1,00,000 equity shares of Rs. 10/- each, fully paid up | 10,00,000 |
| **Total** | **10,00,000** |

e) Currently, the equity shares of the Resulting Company are not listed on any stock exchanges. Pursuant to issue of fresh equity shares as part of the Proposed Scheme to the shareholders of the Demerged Company, it is proposed to list the equity shares of the Resulting Company on BSE and NSE.

## 3. Rationale of the Proposed Scheme

The rationale of the Proposed Scheme as indicated by the Management of the Companies and as stated in the draft Proposed Scheme is as follows:

3.1. Incorporated in the year 1991, The Investment Trust of India Limited is one of the largest financial services conglomerates offering a range of financial products and services from Lending, Equities and Derivatives trading, Equity Research, Commodities Trading, Portfolio

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Management Services, Distribution of Mutual Funds, IPO & Insurance products and Investment Banking Services. The Demerged Company has come a long way and evolved from a fledging start-up to India's leading partner in finance.

3.2. The Demerged Company is the flagship company of the group catering to each of these business segments directly or indirectly through dedicated entities formed for carrying on specific businesses, more so given that most of these businesses are regulated by sectoral regulators and requires certain specific financial, operational or other parameters to be complied with. These various businesses can be grouped under two broad segments namely (i) lending business activities – which involves providing of loans or financial facilities to the customers, primarily comprising of businesses undertaken through non-banking finance companies (NBFC) and (ii) non-lending business activities – which involves providing various financial services and products including securities and commodities broking, fund management services (viz. mutual fund asset management services, portfolio management services, sponsor and investment managers for alternate investment funds etc.), merchant banking services and distribution of various financial products and services.

3.3. Historically, the Demerged Company has grown organically and inorganically by acquiring various businesses over the years. The requirements of each of these business segments viz. lending business activities and non-lending business activities, are distinct when compared with each other, including in terms of capital, operations, resources, knowledge, nature of risk, competitive advantage and strategies and the regulatory compliances. Each of these business segments are growing and becoming sizeable and have a distinct attractiveness to divergent set of investors, strategic partners and other stakeholders.

3.4. In light of aforesaid background and this being an appropriate time to unlock the potential value of each of these business segments, it is proposed through this Scheme to segregate the lending business activities and non-lending business activities into two strong and distinctive business platforms and listed entities.

3.5. The proposed demerger will facilitate pursuit of scale and independent growth plans (organically and inorganically) with more focused management and flexibility as well as liquidity for shareholders (following the listing of equity shares of the Resulting Company pursuant to the Scheme). This will assist in insulating and de-risking these business segments from each other. This will also facilitate the existing and potential investors and other stakeholders the option of being associated with the business segments of their choice. This will further open-up window to unlock value through potential divestments and acquisitions to achieve the scale of business in respective subsidiaries too.

3.6. The demerger, transfer and vesting of Non-Lending Business Undertaking on a going concern basis to the Resulting Company is intended, inter alia, to result in following benefits:

3.6.1. segregation and unbundling of the non-lending business activities of the Demerged Company into the Resulting Company, which will enable better, focussed and efficient control and management for the segregated businesses and promote their growth;

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3.6.2. enhancing and unlocking of value for the shareholders and allow a focused strategy in operation of the respective business segments which would be in the best interest of the Demerged Company and the Resulting Company, shareholders, creditors and all persons connected therewith;

3.6.3. each business segment would be able to address independent business opportunities, pursue efficient capital raising and allocation and attract different sets of investors, strategic partners, lenders and other stakeholders; and

3.6.4. enhancing competitive strength, achieving cost optimisation, ensuring benefits through focused management of the financial, managerial and technical resources, personnel capabilities, skills, expertise and technologies of the Resulting Company and the Demerged Company thereby significantly contributing to future growth and maximizing shareholders' value.

## 4. Scope of Work

4.1. Our scope of work is to recommend a fair Share Entitlement Ratio for the proposed transaction of demerger of Non-Lending Business Undertaking (Demerged Undertaking) of the Demerged Company into the Resulting Company through the Scheme of Arrangement.

4.2. We have been informed that the appointed date for the Proposed Scheme shall be opening business hours of April 01, 2022 and accordingly, we have considered the cut-off date of opening business hours of April 01, 2022 and the share entitlement ratio has been recommended accordingly.

4.3. This Report is our deliverable in respect of recommendations of fair share entitlement ratio for the proposed transaction.

4.4. This Report is subject to the scope, assumptions, exclusions, caveats, limitations and disclaimers detailed hereinafter. As such, the Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

## 5. Valuer's Identity and appointment details

| | |
|---|---|
| **Name of the Valuer** | Mr. Mayur Popat |
| **Contact Detail** | +91 8000334511 |
| **Email Address** | mayurpopat@jnmaandco.com |
| **Qualification** | Registered Valuer – Securities and Financial Assets, Insolvency Professional and Chartered Accountant |
| **IBBI Registration No.** | IBBI/RV/006/2019/11173 |
| **Independence and Disclosure of Interest** | The undersigned is an independent valuer. There is no conflict - of interest. It is further stated that neither the undersigned nor the |

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| | |
|---|---|
| | relatives /associates are related or associated with the Demerged and Resulting Companies. |
| **Any other experts involved** | No |
| **Date of Valuation** | Opening business hours of April 1, 2022 |
| **Currency** | INR |

## 6. Sources of Information

For the purpose of arriving at the Share Entitlement Ratio, the following sources of information have been relied upon:

- Draft Scheme of Arrangement
- Pre-scheme and post-scheme Shareholding Pattern of TITIL & DASL as on March 31, 2022
- Audited Financial Statements of TITIL for FY 2021-22.
- Audited Financial Statements of DASL for FY 2021-22.
- Discussion with the management of the Company / its representatives.
- MCA Databases and other relevant information and documents for the purpose of engagement
- Such other information and explanations as we required and which have been provided by the Management to understand the rationale and basis for arriving at the recommended share entitlement ratio.

## 7. Consideration of factors for determination of Share Entitlement Ratio for the Proposed Scheme

7.1. Based on our review, information made available to us and discussions with the Management, in our opinion, the share entitlement ratio recommended by the Management in consideration for the proposed demerger of Demerged Undertaking of the Demerged Company into Resulting Company is reasonable.

7.2. We believe that the share entitlement ratio is fair considering the following:

a) As a part of the Proposed Scheme, the Non-Lending Business Undertaking of the Demerged Company is proposed to be demerged, transferred and vested into the Resulting Company. The Resulting Company is a wholly-owned subsidiary company of the Demerged Company.

b) We understand that, upon the Proposed Scheme being effective, all the shareholders of the Demerged Company would also become the shareholders of the Resulting Company and with the outstanding issued and paid-up share capital of the Resulting Company currently held by the Demerged Company getting cancelled by way of a capital reduction as part of the Proposed Scheme and therefore, their shareholding in the Resulting Company would mirror their existing shareholding in the Demerged Company prior to the demerger.

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c) In view thereof, upon the Scheme becoming effective the equity shares held by the Demerged Company in the Resulting Company will be cancelled and equity shareholders of the Demerged Company will be entitled to receive the equity shares of the Resulting Company in the same proportion in which they own shares in the Demerged Company.

d) Therefore, only the shareholders of the Demerged Company shall hold the shares of the Resulting Company in same proportion upon the effectiveness of the Scheme. Thus, effectively, the shareholding in the Resulting Company would continue to mirror shareholding of the Demerged Company.

e) Upon the scheme becoming effective, the beneficial economic interest of the equity shareholders of the Demerged Company in the paid-up equity share capital of the Resulting Company would be the same as it is in the paid-up equity share capital of the Demerged Company.

f) Taking into account the above facts and circumstance, any share entitlement ratio can be considered appropriate and fair for the proposed demerger as the proportionate equity shareholding of any shareholder pre-demerger and post- demerger would remain same and not vary and we have therefore not carried out any independent valuation of the subject business Therefore, for determination of fair share entitlement ratio in the instant case, detailed valuations of the companies to determine the fair share entitlement ratio would not be relevant.

g) The Management has proposed a share entitlement ratio as follows:

*The Resulting Company shall issue and allot to each member of the Demerged Company whose name is recorded in the register of members as a shareholder of the Demerged Company on the Record Date, equity shares in the Resulting Company in the ratio of 4 (Four) fully paid-up Equity Share of INR 10/- (Rupee Ten Only) each for every 1 (One) fully paid-up Equity Share of INR 10/- (Rupee Ten Only) held by such member of the Demerged Company as on the Record Date ("**Equity Share Entitlement Ratio**")*

*The Resulting Company shall issue and allot to each holder of Optionally Convertible Preference Shares (OCPS) of Rs. 325/- each fully paid-up in the Demerged Company whose name is recorded in the register of members as a holder of OCPS of the Demerged Company on the Record Date, Optionally Convertible Preference Shares (OCPS) in the Resulting Company in the ratio of 4 (Four) fully paid-up OCPS of INR 10/- (Rupee Ten Only) each for every 1 (One) fully paid-up OCPS of INR 325/- (Rupee Three Hundred Twenty Five Only) held by such member of the Demerged Company as on the Record Date, on such terms and conditions as are more particularly specified in the Scheme ("**OCPS Entitlement Ratio**"). Further, the face value / redemption amount payable to holder of Optionally Convertible Preference Shares (OCPS) in the Demerged Company in the event of exercise of option of redemption of OCPS, shall be proportionately reduced, as are more particularly specified in the Scheme.*

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h) We understand that the Equity Share Entitlement Ratio has been recommended keeping in mind the future equity servicing capacity and minimum share capital requirement of the Resulting Company. Further, the holders of OCPS have also been given an identical ratio of 4 (four) shares in the Resulting Company for every 1 (one) share held by them in the Demerged Company, in order to align and maintain the effective ownership of the holders of OCPS in both the Companies. Further, in the event, the holders of OCPS opt to redeem the OCPS held by them, the total amount / redemption premium payable to them have been split between the Demerged Company and the Resulting Company, as more particularly specified in the Draft Scheme. In our considered view, so long as the total amount payable to the holders of OCPS in the event of redemption before and after the Proposed Scheme remains intact / unchanged, such a share entitlement ratio with allocation of liability to pay redemption premium between the Demerged Company and the Resulting Company on reasonable basis is fair and equitable.

i) Therefore, in our view, the above Share Entitlement Ratio is fair and equitable, considering that all the shareholders of the Demerged Company, will, upon the Proposed Scheme becoming effective, have their inter-se economic interests, rights, obligations in the Resulting Company post-demerger in the same proportion as their existing economic interest, rights and obligation in the Demerged Company pre-demerger.

j) It may be noted that the Institute of Chartered Accountants of India (ICAI) on June 10, 2018 has issued the ICAI Valuation Standards ("IVS") effective for all the valuation reports issued on or after July 1, 2018. The IVS is mandatory for the valuation done under the Companies Act, 2013 and recommendatory for valuation carried out under other statutes / requirements. However, as the current exercise does not entail any specific valuation exercise or methodology to be followed, the question of following the IVS does not arise under the circumstances.

7.3. **Specific Consideration**

BSE Circular No. LIST/COMP/02/2017-18 dated 29 May 2017 and NSE Circular No. NSE/CML/2017/12 dated 1 June 2017 (collectively referred as "Stock Exchange Circulars") require the valuation report for a Scheme of Arrangement to provide certain requisite information in a specified format. In terms of the SEBI Scheme Circular viz. master circular bearing reference number SEBIIHO/CFD/DILI/CIRIP/2021/0000000665 dated 23 November 2021, including amendments thereto, pursuant to the Proposed Scheme, there is 'no change in the shareholding pattern' of the Demerged Company and the Resulting Company, thus, the requirement for seeking a valuation report is not triggered.

Hence, as stated above, no relative valuation of the Companies is required to be undertaken. Accordingly, we have not carried out valuation of the Companies. However, we have given below the disclosures as required under "Stock Exchange Circulars":

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| Valuation Approach | The Investment Trust of India Limited | | Distress Asset Specialist Limited | |
|---|---|---|---|---|
| | Value per share of TITIL | Weight | Value per share of DASL | Weight |
| Asset Approach | NA | NA | NA | NA |
| Income Approach | NA | NA | NA | NA |
| Market Approach | NA | NA | NA | NA |
| **Relative Value per share** | NA | NA | NA | NA |

NA - Not Adopted/Not Applicable

## 8. Caveats, Limitations and Disclaimers

8.1. This Fair Share Entitlement Ratio Report has been issued on the specific request of the Demerged Company and the Resulting Company for recommending the Fair Share Entitlement Ratio for the said Proposed Scheme of Arrangement in accordance with the requirements of the SEBI Scheme Circular and the Companies Act, 2013 and rules made thereunder and is required for filing the same with the jurisdictional National Company Law Tribunal, Stock Exchanges and SEBI. This Fair Share Entitlement Ratio Report is prepared exclusively for the above stated purpose and must not be copied, disclosed or circulated or referred to in correspondence or discussion with any other party. Neither this report nor its content may be used for any other purpose without our prior written consent.

8.2. This Report, its contents and the results herein are specific to (i) the purpose of valuation agreed as per the terms of my engagement; and (ii) are based on the data detailed in section Sources of Information.

8.3. The determination of Fair Share Entitlement Ratio is not an exact science. The conclusion arrived at in many cases will, of necessity, be subjective and depends on the exercise of individual judgments. There is, therefore, no single undisputed Share Entitlement Ratio. While the undersigned has provided the opinion on the share entitlement ratio based on information available and within the scope of engagement, others may have different opinion.

8.4. The final responsibility for the determination of fair share entitlement ratio at which the proposed demerger transaction shall take place will be with the board of directors who should take into account other factors such as their own assessments of the proposed demerger transaction and inputs of other advisors.

8.5. The management/representatives warranted to the undersigned that the information they supplied was complete, accurate and true and correct to the best of their knowledge. I have relied upon the representations of the Management concerning the financial and other information relating to proposed transaction. I shall not be liable for any loss, damages, cost or expenses arising from fraudulent acts, misrepresentations, or wilful default on part of the companies, their directors, employee or agents.

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8.6. While the scope of work has involved an analysis of financial information and accounting records, our engagement does not include an audit in accordance with generally accepted auditing standards of the client existing business records. Accordingly, the undersigned assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by the Companies. My report is subject to the scope and limitations detailed hereinafter. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made.

8.7. The undersigned assume that the Companies fully comply with the relevant laws and regulation applicable in all their areas of operations and unless otherwise stated, and that these Companies will be managed in a component and responsible manner. Further, except as specifically stated to the contrary, this report has given no consideration to matters of regulatory nature, tax nature and legal nature, including issue of legal title and compliance with local laws and litigation and other contingent liability that are not recorded in the audited/ unaudited financial statements of the companies.

8.8. This report does not look into the business/ commercial reason behind the proposal transaction of demerger nor the likely benefit arising out of the same. Similarly, it does not address the relative merits of proposed transactions as compared with any other alternative business transaction or other alternative or whether or not such alternative could be achieved or are available. This report is restricted to recommendations for fair share entitlement ratio only. It's suitability and applicability for any other use has not been checked by the undersigned.

8.9. An analysis of such nature is necessarily based on prevailing stock market, financial, economic and other condition in general and industry trends in particular as in effect on and the information made available to me as of, the date hereof. Events occurring after the date hereof may affect this report and the assumptions used in preparing it, and I do not assume any obligation to update, revise or reaffirm this Report.

8.10. The ultimate analysis will have to be tempered by exercise of judicious description by the valuer and judgments taking into account the relevant factors. There will always be several factors, e.g. management capability, present and prospective competition held on comparable securities, market sentiment, etc. which may not be apparent from the face of the financial statements but could strongly influence the value of share. This concept is also recognized in judicial decisions.

8.11. Provision of fair share entitlement ratio recommendation and consideration of the issues described herein are areas of our regular practice. This· service does not represent accounting, assurance, auditing, due diligence, consulting, or tax related services that may otherwise be provided by us or our affiliates.

8.12. No consideration has been given to liens or encumbrance against the assets, beyond the loans disclosed in accounts. Therefore, no responsibility assumed for matters of legal nature.

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8.13. In accordance with customer approach, we have summarized the fair share entitlement ratio based on the information as was provided to undersigned by the respective managements of the Demerged Company and the Resulting Company, both written, verbal and other publicly available information. I do not assume any responsibility for the accuracy or reliability of such documents on which we have relied upon informing our opinion.

8.14. The undersigned does not express any opinion/ recommendation. The shareholders are expected to exercise their own discretion.

8.15. I don't have present or plan to have any future interest in the Companies and the fee for this Fair Share Entitlement Ratio Analysis is not contingent upon the values reported herein. The Fair Share Entitlement Ratio analysis contained herein is not intended to represent the value/ratio at any time other than the date that is specifically reported in this report.

8.16. This Report is to be read in totality, and not in parts in conjunction with the relevant document referred to herein.

8.17. The undersigned will not be liable for any losses, claims, damage or liabilities arising out of the action taken, omissions or advise given by the any other advisor to the companies. In no event, I shall be liable for any loss, damages, cost or expenses arising in any way from fraudulent act misrepresentations or wilful default on the part of companies, that director, employees or agents. I do not accept any liability to any third party in relations of this report. In no circumstances the liability of undersigned, associate or employees relating to the service provided in the connection with the engagement set out in this Fair Share Entitlement Report shall exceed the amount of fees paid for the assignment.

8.18. The Fair Share Entitlement Report should not be construed as investment advice, specifically, the undersigned do not express any opinion on the suitability or otherwise of entering into the proposed transactions.

8.19. This Report is meant for a purpose mentioned above and should not be used for any purpose other than the purpose mentioned therein. Neither the Report nor its content may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than in connection with the proposed Scheme of Arrangement, without our prior consent except for disclosure to relevant regulatory authorities including Stock Exchange, SEBI, and Ministry of Corporate Affairs.

## 9. Recommendation

On the basis of the foregoing, any share entitlement ratio can be considered for the above demerger as the proportionate shareholding of any shareholder would not vary. Considering the desired capital structure of the Resulting Company, the Management of the Demerged Company and the Resulting Company has proposed a share entitlement ratio of "4 (Four) fully paid up equity share of INR 10/- each of the Resulting Company credited as fully paid

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Email :- mayurpopat@jnmaandco.com

up, for every 1 (One) fully paid up equity share of INR 10/- each of the Demerged Company".

Based on the forgoing and on the consideration of all the relevant factors and circumstances as discussed and outlined herein above, pursuant to the Proposed Scheme of Arrangement, the recommended Fair Share Entitlement Ratio is:

*"4 (Four) fully paid-up Equity Share of INR 10/- (Rupee Ten Only) each of the Resulting Company credited as fully paid-up for every 1 (One) fully paid-up Equity Share of INR 10/- (Rupee Ten Only) of the Demerged Company ("**Equity Share Entitlement Ratio**")*

*4 (Four) fully paid-up OCPS of INR 10/- (Rupee Ten Only) each of the Resulting Company credited as fully paid-up for every 1 (One) fully paid-up OCPS of INR 325/- (Rupee Three Hundred Twenty Five Only) of the Demerged Company ("**OCPS Entitlement Ratio**"), so long as the aggregate of the total amount / redemption value payable to the holders of OCPS by the Demerged Company and the Resulting Company in the event they opt for redemption of OCPS remains same / unchanged, as applicable before the Scheme."*

Yours faithfully,

**Mayur Popat**
Registered Valuer – Securities and Financial Assets (IBBI)
Registration No. IBBI / RV / 006 / 2019 / 11173

MAYUR POPAT
IBBI/RV/006/2019/11173
VADODARA
IBBI Registered Valuer-SFA

Date: June 4, 2022
Place: Vadodara

**UDIN: 22132407ALFVCH3445**

**The Investment Trust of India Limited**
(Erstwhile Fortune Financial Services (India) Limited)
Regd office : ITI House 36, Dr. R. K. Shirodkar Marg,
Parel, Mumbai 400 012

THE INVESTMENT TRUST OF INDIA

**June 23, 2022**

**BSE Limited**
Listing Department,
P.J. Tower, Dalal Street, Fort,
Mumbai-400 001.

**BSE Scrip Code: 530023**

**National Stock Exchange of India Limited**
Listing Department,
Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400051.

**NSE Symbol: THEINVEST**

Dear Sir/Madam,

**Subject: Declaration under Part I Para A 2(b) and 2(j) of SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 ("SEBI Scheme Circular")**

This is in connection with our application under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**") for the draft Scheme of Arrangement in the nature of demerger of 'Non-Lending Business Undertaking' of The Investment Trust of India Limited ("**TITIL**" or "**Demerged Company**") into Distress Asset Specialist Limited, a wholly owned subsidiary company of TITIL ("**DASL**" or "**Resulting Company**") under Sections 230 to 232 of the Companies Act, 2013 read with applicable rules made thereunder.

As required under Part I Para A 2(b) of the aforesaid SEBI Scheme Circular, we hereby confirm that no material event impacting the valuation has occurred during the intervening period of filing the Scheme documents with BSE Limited and National Stock Exchange of India Limited and period under consideration for valuation.

Further, as required under Part I Para A 2(j) of the aforesaid SEBI Scheme Circular, we hereby declare that The Investment Trust of India Limited and Distress Asset Specialist Limited have not defaulted in respect of any listed debt obligations, if any.

**For and behalf of**
**The Investment Trust of India Ltd**

THE INVESTMENT TRUST OF INDIA LIMITED

**Chintan Valia**
**Non-Executive Director and Chairman**
**DIN: 05333936**