Fastrack Finsec
Category-I Merchant Banker

August 9, 2022

The Board of Directors
Jubilant Industries Ltd.
Bhartiagram, Gajraula Distt.
Amroha
Uttar Pradesh - 244223, India

The Board of Directors
Jubilant Agri & Consumer Products Ltd
Bhartiagram, Gajraula, Distt.
Amroha
Uttar Pradesh - 244223, India

The Board of Directors
HSSS Investment Holding Private Ltd.
Plot No. 1A, Sector-16A, Noida Gautam
Buddha Nagar
Uttar Pradesh – 201301

The Board of Directors
KBHB Investment Holding Private Ltd.
Plot No. 1A, Sector-16A, Noida Gautam
Buddha Nagar
Uttar Pradesh – 201301

The Board of Directors
SSBPB Investment Holding Private Limited
Plot No. 1A, Sector-16A, Noida Gautam
Buddha Nagar
Uttar Pradesh – 201301

Sub: Fairness opinion on the fair share entitlement ratios for the proposed composite scheme of arrangement between HSSS Investment Holding Private Limited, KBHB Investment Holding Private Limited, SSBPB Investment Holding Private Limited, Jubilant Industries Limited and Jubilant Agri and Consumer Products Limited and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Companies Act, 2013

We refer to the engagement letter dated June 24, 2022 with Fast Track Finsec (P) Ltd. ("**we**" or "**FTFL**" or "**us**"), wherein Jubilant Industries Limited ("**you**" or "**Client/Company**" or "**JIL**") have requested us to provide a fairness opinion on the fair share entitlement ratios recommended by Mr. Subodh Kumar ("**Registered Valuer**") in his fair share entitlement ratios report dated [.] ("**Share Entitlement Report**") in relation to the composite scheme of arrangement between HSSS Investment Holding Private Limited ('**HSSS**' / '**Amalgamating Company-1**'), KBHB Investment Holding Private Limited ('**KBHB**' / '**Amalgamating Company-2**'), SSBPB Investment Holding Private Limited ('**SSBPB**' / '**Amalgamating Company-3**') (collectively, the "**Amalgamating Companies**"), JIL and Jubilant Agri and Consumer Products Limited ("**JACPL**" or "**Amalgamated Company**") (collectively, the "**Companies**") which provides for (a) the amalgamation of the Amalgamating Companies into JIL, on a going concern basis ("**Amalgamation-1**"); and following the amalgamations referred to in (a), the amalgamation of JIL into the Amalgamated Company, on a going concern basis ("**Amalgamation-2**").

The Amalgamation-1 and the Amalgamation-2 are collectively referred to as the "**Amalgamations**".

Additionally, the Scheme also provides for various other matters consequential or otherwise integrally connected with the Scheme.

Pursuant to the Scheme coming into effect, the Amalgamated Company shall apply for listing of its shares on the National Stock Exchange of India Limited and BSE Limited in accordance with the Master Circular dated November 23, 2021 bearing reference No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 ("**Master Circular**") issued by the Securities and Exchange Board of India ("**SEBI**").

The Amalgamating Companies, JIL and the Amalgamated Company are collectively referred

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to as "**the Client**" or "**the Companies**".

BACKGROUND OF THE COMPANIES

HSSS Investment Holding Private Limited (Amalgamating Company-1)
The Amalgamating Company-1 was incorporated on February 11, 2013 under the provisions of the Companies Act, 1956. The Corporate Identification Number of the Amalgamating Company-1 is U67100UP2013PTC054927 and its registered office is situated at Plot No. 1A, Sector- 16A, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301. The Amalgamating Company- 1 makes, holds and nurtures investments, inter-alia, in agri-products and performance polymer segments.

Capital Structure of the Amalgamating Company-1 as on 1st August, 2022

Authorized Share Capital	**Amount (in Rs.)**
10,000 equity shares of Rs. 10/- each	1,00,000
32,40,000 Preference Shares of Rs. 100/- each	32,40,00,000
Total	**32,41,00,000**
Issued, Subscribed and Fully Paid-up Share Capital	**Amount (in Rs.)**
10,000 equity shares of Rs. 10/- each	1,00,000
32,40,000, 7.60 % Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs. 100/- each	32,40,00,000
Total	**32,41,00,000**

Shareholding Pattern of the Amalgamating Company-1 as on 1st August, 2022

S. NO.	NAME OF SHAREHOLDER	NO. OF SHARES	FACE VALUE (RS.)	PAID UP AMOUNT (RS.)	% HOLDING
A. EQUITY SHAREHOLDERS					
1	HSB Trustee Company Private Limited and HS Trustee Company Private Limited (Jointly acting as Trustees on behalf of Hari Shanker Bhartia Family Trust)	5,000	10	50,000.00	50.00
2	SPB Trustee Company Private Limited and SS Trustee Company Private Limited (Jointly acting as Trustees on behalf of Shyam Sunder Bhartia Family Trust)	5,000	10	50,000.00	50.00
	Total (A)	**10,000**		**100,000.00**	**100.00**
B. 7.60 % NON CUMULATIVE NON CONVERTIBLE REDEEMABLE PREFERENCE SHAREHOLDERS					
1	HSB Trustee Company Private Limited and HS Trustee Company Private Limited (Jointly acting as Trustees on behalf of Hari Shanker Bhartia Family Trust)	1,620,000	100	162,000,000.00	50.00
2	SPB Trustee Company Private Limited and SS Trustee Company Private Limited (Jointly acting as Trustees on behalf of Shyam Sunder Bhartia Family Trust)	1,620,000	100	162,000,000.00	50.00
	Total (B)	3,240,000		324,000,000.00	**100.00**
	Grand Total (A + B)	**3,250,000**		**324,100,000.00**	

KBHB Investment Holding Private Limited (Amalgamating Company-2)

The Amalgamating Company-2 was incorporated on February 13, 2013 under the provisions of the Companies Act, 1956. The Corporate Identification Number of the Amalgamating Company 2 is U67100UP2013PTC054992 and its registered office is situated at Plot No. 1A, Sector- 16A, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301. The Amalgamating Company-2 makes, holds and nurtures investments, inter-alia, in agri-products and performance polymer segments.

Capital Structure of the Amalgamating Company-2 as on 1st August, 2022

Authorized Share Capital	**Amount (in Rs.)**
10,000 equity shares of Rs. 10/- each	1,00,000
9,25,000 Preference Shares of Rs. 100/- each	9,25,00,000
Total	**9,26,00,000**
Issued, Subscribed and Fully Paid-up Share Capital	**Amount (in Rs.)**
10,000 equity shares of Rs. 10/- each	1,00,000
7,50,000 - 7.60% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs. 100/- each	7,50,00,000
Total	**7,51,00,000**

Shareholding Pattern of the Amalgamating Company-2 as on 1st August, 2022

S. NO.	NAME OF SHAREHOLDER	NO. OF SHARES	FACE VALUE (RS.)	PAID UP AMOUNT (RS.)	% OF HOLDING
A. EQUITY SHAREHOLDERS					
1	HSB Trustee Company Pvt. Ltd and HS Trustee Company Pvt. Ltd. (jointly acting as Trustees on behalf of Hari Shanker Bhartia Family Trust)	9800	10	98,000.00	98.00
2	Mr. Hari Shanker Bhartia (on behalf of Hari Shanker Bhartia Family Trust)	200	10	2,000.00	2.00
Total (A)		**10,000**		**100,000.00**	**100.00**
B. 7.60 % NON CUMULATIVE NON CONVERTIBLE REDEEMABLE PREFERENCE SHAREHOLDER					
1	HSB Trustee Company Pvt. Ltd and HS Trustee Company Pvt. Ltd. (jointly acting as Trustees on behalf of Hari Shanker Bhartia Family Trust)	750,000	**100**	75,000,000.00	100.00
Total (B)		**750,000**		**75,000,000.00**	**100.00**
Grand Total (A + B)		**760,000**		**75,100,000.00**	

SSBPB Investment Holding Private Limited (Amalgamating Company-3)

The Amalgamating Company-3 was incorporated on February 13, 2013 under the provisions of the Companies Act, 1956. The Corporate Identification Number of the Amalgamating Company 3 is U70102UP2013PTC054995 and its registered office is situated at Plot No. 1A, Sector-16A, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301. The Amalgamating Company-3 makes, holds and nurtures investments, inter-alia, in agri-products and performance polymer segments.

Capital Structure of the Amalgamating Company-3 as on 1st August, 2022

Authorized Share Capital	Amount(in Rs.)
10,000 equity shares of Rs. 10/- each	1,00,000
8,75,000 Preference Shares of Rs. 100/- each	8,75,00,000
Total	8,76,00,000
Issued, Subscribed and Fully Paid-up Share Capital	Amount(in Rs.)
10,000 equity shares of Rs. 10/- each	1,00,000
7,10,000 7.60 % Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs. 100/- each	7,10,00,000
Total	711,00,000

Shareholding Pattern of the Amalgamating Company-3 as on 1st August, 2022

S. NO.	NAME OF SHAREHOLDER	NO. OF SHARES	FACE VALUE (RS.)	PAID UP AMOUNT (RS.)	% OF HOLDING
A. EQUITY SHAREHOLDERS					
1	SPB Trustee Company Private Limited and SS Trustee Company Private Limited (jointly acting as Trustees on behalf of Shyam Sunder Bhartia	9800	10	98,000.00	98.00

	Family Trust)				
2	Mr. Shamit Bhartia (on behalf of Shyam Sunder Bhartia Family Trust)	200	10	2,000.00	2.00
Total (A)		**10,000**		**100,000.00**	**100.00**
B. 7.60 % NON CUMULATIVE NON CONVERTIBLE REDEEMABLE PREFERENCE SHAREHOLDERS					
1	SPB Trustee Company Private Limited and SS Trustee Company Private Limited (jointly acting as Trustees on behalf of Shyam Sunder Bhartia Family Trust)	710,000	**100**	71,000,000.00	100.00
Total (B)		**710,000**		**71,000,000.00**	**100.00**
Grand Total (A + B)		**720,000**		**71,100,000.00**	

Jubilant Industries Limited (JIL)

JIL is a publicly listed company incorporated on February 23, 2007 under the provisions of the Companies Act, 1956. The Corporate Identification Number of JIL is L24100UP2007PLC032909 and its registered office is situated at Bhartiagram Gajraula, District - Amroha, Uttar Pradesh – 244223. JIL is a holding company of the Amalgamated Company and had been engaged in the business of manufacturing Indian made foreign liquor. The equity shares of JIL are listed on the National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**") (collectively, the "**Stock Exchanges**").

Capital Structure of JIL as on August 1, 2022:

Authorized Share Capital	Amount (in Rs.)
1,81,00,000 equity shares of Rs.10/- each	18,10,00,000
Total	18,10,00,000
Issued, Subscribed and paid up Share Capital	Amount (in Rs.)
1,50,31,101 equity shares of Rs.10/- each	15,03,11,010
Total	15,03,11,010

Shareholding Pattern of JIL as on 1st August, 2022

S. NO.	NAME OF SHAREHOLDER	NO. OF SHARES	FACE VALUE (RS.)	PAID UP AMOUNT (RS.)	% OF HOLDING
A. PROMOTER & PROMOTER GROUP		1,12,66,637	10	11,26,66,370	74.96
B. PUBLIC		37,64,464	10	3,76,44,640	25.04
C. NON-PROMOTER NON- PUBLIC		-	10	-	-
TOTAL		1,50,31,101	10	15,03,11,010	100

Jubilant Agri and Consumer Products Limited (the Amalgamated Company)

The Amalgamated Company was incorporated on August 21, 2008 under the provisions of the Companies Act, 1956. The Corporate Identification Number of the Amalgamated Company is

U52100UP2008PLC035862 and its registered office is situated at Bhartiagram, Gajraula, Distt. Amroha, Uttar Pradesh - 244223, India.
The Amalgamated Company is inter-alia engaged in the business of manufacturing of agri products comprising single superphosphate, a wide range of crop nutrition, crop growth, performance polymers and chemicals.
The Amalgamated Company is a wholly owned subsidiary of Jubilant JIL. Capital Structure of the Amalgamated Company as on August 1, 2022:

Authorized Share Capital	Amount (in Rs.)
94,47,617 equity shares of Rs.10/- each	9,44,76,170
Total	9,44,76,170

Issued, Subscribed and paid up Share Capital	Amount (in Rs.)
56,08,552 equity shares of Rs.10/- each	5,60,85,520
Total	5,60,85,520

SOURCE OF INFORMATION

For the said examination and for arriving at the Fairness Opinion set forth below, we have considered the following documents representations and explanations provided to us by the management of the Company.

- Report from the Independent Registered Valuer.
- Draft Composite Scheme of Arrangement under Section 230-232 and other applicable provisions of the Companies Act 2013.
- Audited financial statements for the FY 2020-21 of JIL, JACPL, HSSS, KBHB & SSBPB.
- Audited financial statements for the FY 2021-22 of HSSS, KBHB & SSBPB.
- Audited financial statements for the FY 2021-22 of JIL & JACPL.
- Management certified financials for period ending June 2022 of HSSS, KBHB & SSBPB.
- Management certified financials for period ending June 2022 of JIL & JACPL.
- Review report of Un-audited balance sheet of HSSS, KBHB & SSBPB as of July 01, 2022 by Statutory Auditor.
- Capital structure and shareholding pattern of JIL, JACPL, HSSS, KBHB & SSBPB as on 1st August'2022.
- Terms of issue of Preference shares
- MoA & AoA of the Companies
- Details of the contingent liabilities as at 30th June 2022 and confirmation that there are no contingent liabilities from 30th June 2022 till report date.
- Background information provided through emails or during discussion.
- Information provided by leading database sources, market research reports and other published data (including NSE, BSE, Moneycontrol, etc) and publicly available sources from internet believed to be reliable and true.

We had detailed discussions, further explanations, and information reasonably important for our exercise from the management. We have tried to review the various qualitative and quantitative factors considered during evolution of the Draft Scheme and the share entitlement

ratios.
We have been informed that all information relevant for the purpose of issuing the Fairness Opinion Report has been disclosed to us and we are not aware of any material information that has been omitted or that remains undisclosed.

KEY FEATURES OF THE SCHEME

Clause A.1 of the Preamble of the Scheme provides as under:

The Scheme is presented pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with Section 2(1B) and other applicable provisions of the Income-tax Act, 1961 and provides for the:

(i) amalgamation of the Amalgamating Companies into JIL, on a going concern basis; and

(ii) following the amalgamations referred to at (i) above, amalgamation of JIL into the Amalgamated Company, on a going concern basis.

Clauses 9 and 10 of the Preamble of the Scheme provide that:

There would neither be any change in the existing number of shares nor in the percentage shareholding of the promoters of JIL on an aggregate basis in JIL and the Amalgamated Company pursuant to the Amalgamation-1 and the Amalgamation-2, respectively.

All costs, charges, expenses and taxes (including stamp duty, registration charges and statutory amounts) arising out of or in connection with the Amalgamation-1 shall be borne by the respective Amalgamating Companies and the balance, if any, shall be borne by SPB Trustee Company Private Limited and SS Trustee Company Private Limited (on behalf of Shyam Sunder Bhartia Family Trust) and HSB Trustee Company Private Limited and HS Trustee Company Private Limited (on behalf of Hari Shanker Bhartia Family Trust) ("**Identified Promoters**"). The Amalgamating Companies shall have no Liabilities on the effectiveness of the Scheme. Additionally, the Scheme also provides that the Identified Promoters shall fully indemnify the Amalgamated Company and keep the Amalgamated Company indemnified for liability, claim, demand, if any, of past, present and future and which may devolve on the Amalgamated Company on account of Amalgamation-1 and Amalgamation-2.

The Appointed Date under the Scheme is July 1, 2022.

The Effective Date under the Scheme, means:

(i) in relation to Amalgmation-1, such date or dates as of which the Amalgamating Companies and JIL shall have filed the certified copy of the NCLT's order sanctioning the Scheme with the concerned Registrar of Companies; and
(ii) in relation to Amalgmation-2, such date or dates as of which JIL and the Amalgamated Company shall have filed the certified copy of the NCLT's order sanctioning the Scheme with the concerned Registrar of Companies.

The Scheme is divided into 4 Parts:

Part A of the Scheme deals with the Definitions & Capital Structure of the Companies.

Part B of the Scheme deals with Amalgamation-1 (i.e., the amalgamation of the Amalgamating Companies into JIL) and provides that upon the effectiveness of the Scheme and with effect

from the Appointed Date, the Amalgamating Companies shall stand amalgamated and all their respective assets, liabilities, rights and obligations, as applicable, be transferred and vested in JIL, on a going concern basis, without any requirement of a further act or deed so as to become as and from the Appointed Date, the assets, liabilities, interests and obligations, as applicable, of JIL. The reference balance sheet of each of the Amalgamating Companies as on the Appointed Date is set out under Schedule I, Schedule II and Schedule III, respectively, of the Scheme.

Part C of the Scheme deals with Amalgamation-2 (i.e., the amalgamation of JIL into the Amalgamated Company) and provides that upon the effectiveness of the Scheme and with effect from the Appointed Date, JIL shall stand amalgamated and all its assets, liabilities, rights and obligations, as applicable, be transferred and vested in the Amalgamated Company, on a going concern basis, without any requirement of a further act or deed, so as to become as and from the Appointed Date, the assets, liabilities, interests and obligations, as applicable, of the Amalgamated Company. The reference balance sheet of JIL as on the Appointed Date is set out under Part A of Schedule IV of the Scheme and the reference balance sheet of JIL as on the Appointed Date (pursuant to Amalgamation-1) is set out under Part B of Schedule IV of the Scheme.

Part D deals with the general terms and conditions of the Scheme.

4.2 RATIONALE OF THE SCHEME

Amalgamation-1 (i.e. amalgamation of the Amalgamating Companies into JIL pursuant to Part B of the Scheme) shall provide the following benefits:

i. Currently, a significant portion of the promoters' shareholding in JIL is held indirectly, through the Amalgamating Companies. The proposed amalgamations will result in simplification and streamlining of the shareholding structure by elimination of shareholding tiers and simplification of a large part of indirect promoters' shareholding into a clearer structure directly identifiable with the promoters;

ii. Further, such a simplified direct holding structure is expected to bring greater transparency in the promoters' shareholding and demonstrate promoters' direct commitment and engagement from a shareholders' perspective; and

iii. The proposed simplification of holding structure will also make it simpler to identify its ultimate beneficial owner for various applicable know your customer (KYC) requirements.

Amalgamation-2 (i.e. amalgamation of JIL into the Amalgamated Company pursuant to Part C of the Scheme) shall provide the following benefits:

i. The shareholders of JIL would directly hold shares in an operating company (i.e. the Amalgamated Company) instead of holding shares in a holding company (i.e. JIL), which would also lead to greater operational efficiencies, reduction in management overlaps and reduction in compliance requirements of multiple companies and associated expenses; and

ii. Reduction in overheads, administrative, managerial and other expenditure, and optimal utilization of various resources due to consolidation of activities.

VALUATION ANALYSIS

With reference to the Share Entitlement Report, the valuer has thought fit not to undertake the valuation of shares of the companies following any specific valuation methodology as there will be no impact on the determination of share entitlement ratios pursuant to the proposed Amalgamations as:

With respect to Amalgamation-1

(i) The Amalgamating Company-1 holds 71,64,048 equity shares in JIL and the entire issued and paid up equity and preference share capital of the Amalgamating Company-1 is held by Hari Shanker Bhartia Family Trust ("**HSB Family Trust**") and Shyam Sunder Bhartia Family Trust ("**SSB Family Trust**"), in equal proportion, through their respective trustees/nominees.

(ii) The Amalgamating Company-2 holds 17,36,415 equity shares in JIL and the entire issued and paid up equity and preference share capital of the Amalgamating Company-2 is held by HSB Family Trust, through its trustees/nominees, being the sole equity and preference shareholder of the Amalgamating Company-2.

(iii) The Amalgamating Company-3 holds 16,51,879 equity shares in JIL and the entire issued and paid up equity and preference share capital of the Amalgamating Company-3 is held by SSB Family Trust, through its trustees/nominees, being the sole equity and preference shareholder of the Amalgamating Company-3.

(iv) We are given to understand that assets of the Amalgamating Companies consist of investments in the equity shares of JIL and certain cash and cash equivalents and that the Amalgamating Companies have no contingent liabilities. We are also given to understand that with respect to certain non-substantial liabilities appearing in the balance sheets of the Amalgamating Companies as on July 1, 2022, the same are capable of being discharged by the cash and cash equivalents available with the Amalgamating Companies. Further it is stated in the Scheme that the Amalgamating Companies will have no liabilities on the effectiveness of the Scheme.

(v) There would neither be any change in the existing number of shares nor in the percentage shareholding of the promoters of JIL as well as the public shareholders of JIL on an aggregate basis in JIL and the Amalgamated Company pursuant to Amalgamation-1 and Amalgamation-2, respectively, and pursuant to the Scheme coming into effect, a mirror shareholding pattern of JIL will be created in the Amalgamated Company.

(vi) All costs, charges, expenses and taxes (including stamp duty, registration charges and statutory amounts) arising out of or in connection with the amalgamations contemplated under Part B of the Scheme shall be borne by the respective Amalgamating Companies and the balance, if any, shall be borne by the Identified Promoters (as defined under the Scheme). Additionally, the Scheme also provides that the Identified Promoters shall fully indemnify the Amalgamated Company and keep the Amalgamated Company indemnified for liability, claim, demand, if any, of past, present and future and which may devolve on the Amalgamated Company on account of the amalgamations contemplated under Amalgamation-1 and Amalgamation-2.

(vii) Upon the amalgamation of the Amalgamating Companies into JIL (as contemplated under

Amalgamation-1), the respective equity and preference shareholders of the Amalgamating Companies (i.e. HSB Family Trust and SSB Family Trust) would be entitled to equity shares of JIL which are owned by the Amalgamating Companies on the effectiveness of the Scheme, in proportion to their holdings in these respective companies.

(viii) In the event the Amalgamating Company-1, Amalgamating Company-2 and/ or Amalgamating Company-3 acquire(s) any additional equity shares of JIL, without incurring any additional liability, or there occurs a reduction in the existing shareholding of the Amalgamating Company-1, Amalgamating Company-2 and/ or Amalgamating Company-3 in JIL, for any reason, whatsoever, as on the Effective Date, such additional/ reduced number of equity shares of JIL, as may be held by the Amalgamating Company-1, Amalgamating Company-2 and/ or Amalgamating Company-3 in JIL as on the Effective Date, shall also be cancelled; and the same number of Amalgamation-1 Shares shall also be issued and allotted to the equity and preference shareholders of the Amalgamating Company-1, Amalgamating Company-2 and/ or Amalgamating Company-3.

(ix) Accordingly:

- the amalgamations under Amalgamation-1 would result in elimination of tiers.
- On Amalgamation-1, the equity shares held by the Amalgamating Companies in JIL shall be cancelled and JIL shall issue equity shares to the shareholders of the Amalgamating Companies.
- The determination of share entitlement ratios would not influence the value for the shareholders of the Amalgamating Companies.
- Amalgamation-1 would be value neutral to JIL and its public shareholders.

(x) In the instant case, the determination of share entitlement ratios is based on the number of equity shares of JIL held by the Amalgamating Companies and therefore, a detailed valuation of the Companies to determine the share entitlement ratio would not be relevant. Hence, no relative valuation of JIL and the Amalgamating Companies is required to be undertaken.

With respect to Amalgamation-2

(i) Pursuant to Amalgamation-1, the equity and preference shareholders of the Amalgamating Companies (i.e. HSB Family Trust and SSB Family Trust) will become equity shareholders of JIL.

(ii) There would neither be any change in the existing number of shares nor in the percentage shareholding of the promoters of JIL as well as the public shareholders of JIL on an aggregate basis in JIL except those provided in the Scheme and the Amalgamated Company pursuant to Amalgamation-1 and Amalgamation-2, respectively, and pursuant to the Scheme coming into effect, a mirror shareholding pattern of JIL will be created in the Amalgamated Company.

(iii) The Amalgamated Company is a wholly owned subsidiary of JIL and upon the amalgamation of JIL into the Amalgamated Company (as contemplated under Amalgamation-2), the equity shares held by JIL and its nominees in the Amalgamated Company will be cancelled and equity shareholders of JIL will be entitled to the equity

shares of the Amalgamated Company.

(iv) Upon the Scheme coming into effect, the beneficial economic interest of the shareholders of JIL in the equity share capital of the Amalgamated Company would be the same as it is in the equity share capital of JIL.

(v) The determination of share entitlement ratio would not impact the ultimate value for the shareholders of JIL and the proposed Amalgamation-2 will be value neutral to JIL's shareholders. Therefore, the determination of share entitlement ratio in the instant case and a detailed valuation of JIL and the Amalgamated Company to determine the share entitlement ratio would not be relevant in the present case. Hence, no relative valuation of JIL and the Amalgamated Company is required to be undertaken.

Based on the above, the Share Entitlement Report recommends the share entitlement ratios as follows:

For Amalgamation-1

*The Amalgamating Company-1 holds 71,64,048 equity shares in JIL. The entire issued and paid-up equity as well as preference share capital of the Amalgamating Company-1, is held by Hari Shanker Bhartia Family Trust ("**HSB Family Trust**") and Shyam Sunder Bhartia Family Trust ("**SSB Family Trust**") in equal proportion, through their respective trustees/nominees. Upon the effectiveness of the amalgamation of the Amalgamating Company-1 into JIL, 71,64,048 equity shares held by the Amalgamating Company-1 in JIL shall stand cancelled and simultaneously and concurrent with such cancellation, JIL shall issue the same number of equity shares to the HSB Family Trust and the SSB Family Trust, respectively, in equal proportion.*

*The Amalgamating Company-2 holds 17,36,415 equity shares in JIL. The entire issued and paid-up equity as well as preference share capital of the Amalgamating Company-2, is held by Hari Shanker Bhartia Family Trust ("**HSB Family Trust**"), through its trustees/nominees, being the sole equity and preference shareholder of the Amalgamating Company-2. Upon the effectiveness of the amalgamation of the Amalgamating Company-2 into JIL, 17,36,415 equity shares held by the Amalgamating Company-2 in JIL shall stand cancelled and simultaneously and concurrent with such cancellation, JIL shall issue the same number of equity shares to the HSB Family Trust, being the sole equity and preference shareholder of the Amalgamating Company-2.*

*The Amalgamating Company-3 holds 16,51,879 equity shares in JIL. The entire issued and paid-up equity as well as preference share capital of the Amalgamating Company-3, is held by Shyam Sunder Bhartia Family Trust ("**SSB Family Trust**"), through its trustees/nominees, being the sole equity and preference shareholder of the Amalgamating Company-3. Upon the effectiveness of the amalgamation of the Amalgamating Company-3 into JIL, 16,51,879 equity shares held by SSBPB in JIL shall stand cancelled and simultaneously and concurrent with such cancellation, JIL shall issue the same number of equity shares to the SSB Family Trust, being the sole equity and preference shareholder of the Amalgamating Company-3.*

In the event the Amalgamating Company-1, Amalgamating Company-2 and/ or Amalgamating Company-3 acquire(s) any additional equity shares of JIL, without incurring any additional liability, or there occurs a reduction in the existing shareholding of the Amalgamating Company-1, Amalgamating Company-2 and/ or Amalgamating Company-3 in JIL, for any reason, whatsoever, as on the Scheme coming into effect, such additional/ reduced number of equity shares of JIL, as may be held by the Amalgamating Company-1, Amalgamating

Company-2 and/ or Amalgamating Company-3 in JIL as on the Scheme coming into effect, shall also be cancelled; and the same number of Amalgamation-1 Shares shall also be issued and allotted to the equity and preference shareholders of the Amalgamating Company-1, Amalgamating Company-2 and/ or Amalgamating Company-3

For Amalgamation-2

The Amalgamated Company is a wholly owned subsidiary of JIL. Upon the Effective Date, the equity shares of the Amalgamated Company held by JIL shall be automatically cancelled and have no effect on and from the Effective Date. Simultaneously and concurrent with such cancellation, the Amalgamated Company shall issue and allot equity shares, such that for every 1 (One) fully paid up equity share of Rs. 10/- each of JIL held by the equity shareholders of JIL as on the record date, 1 (One) equity share shall be issued and allotted by the Amalgamated Company, to each equity shareholder of JIL whose name is recorded in the register of members of JIL as holder of shares as of the record date.

FAIRNESS OPINION

The purpose of the opinion is to safeguard the interest of the shareholders of JIL and this opinion shall be made available to the Boards of Directors and shareholders of the Companies at the time of their respective meetings to pass the necessary resolutions for the approving and adopting the proposed Scheme and, to the extent mandatorily required under applicable laws of India, may be produced before judicial, regulatory or governmental authorities, in connection with the proposed scheme.

This opinion is restricted to meet the above-mentioned purpose only and may not be used for any other purpose whatsoever or to meet the requirement of any other laws, rules, regulations, and statutes.

Based on consideration of all relevant factors and circumstances and the fact that the proposed Amalgamation is economically neutral to the shareholders of JIL. We believe that the share exchange ratios and share entitlement ratios as recommended by the independent Registered Valuer, as stated above in our opinion are fair to the shareholders of JIL.

We have reviewed the methodologies and important factors considered by the Valuer for the purpose of providing his recommendation on the Share Exchange Ratio for the purpose of proposed Amalgamations. Based on the foregoing and based on the information and explanation provided to us, in our opinion, the Scheme and Share entitlement ratios are fair and reasonable.

EXCLUSIONS LIMITATIONS

- Our fairness opinion is based on the information furnished to us being complete and accurate in all material aspects. We have relied upon the information, explanation and representations provided to us by the management of the company without carrying out any audit, due diligence or other tests to verify their accuracy with limited independent appraisal.
- The procedures performed were limited in nature and as such thus report may not necessarily disclose all significant matters or reveal errors or irregularities, if any in the underlying information. Furthermore, such procedures do not constitute an audit,

examination, or review in accordance with generally accepted auditing standards and therefore we do not express an opinion or any other form of assurance on the information presented in our report. We also do not make any representation regarding the sufficiency of procedures performed.

- During the engagement, we were provided with both written and verbal information, including market, financial and operating date as detailed in the section – Source of information.

- The Management has indicated to us that they have understood that any omissions, inaccuracies, or misstatements may materially affect our fairness opinion.

- The opinion is intended only for the sole use and information the JIL and JACPL, and in connection with the scheme, including for the purpose of obtaining judicial and regulatory approval for the Scheme. We are not responsible in any way to any person/party/statutory authority for any decision of such person or party or authority based on this Opinion.

- We have assumed that the merger & amalgamation will be consummated on the terms set forth in the Scheme Document and that the final version of the Scheme Document will not change in any material respect from the draft version we have reviewed for the purpose of this opinion.

- Our fairness opinion is not intended to and does not constitute any recommendation to any shareholder of the company as to how such shareholder should vote or act in connection with the scheme or any matter related therein.

- Our fairness opinion is not, nor should it be construed as our opinion on/ or certification of compliance of the scheme with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or losses arising therein.

- We do not express any opinion on the fair value of the equity shares of the company, and/ or the price at which the equity shares of the company may trade at any time, including subsequent to the date of this fairness opinion.

- This fairness opinion has been issued for the sole purpose to facilitate the company's compliance with regulation 11, regulation 37 & regulation 94 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November 2021 or any statutory modification or re-enactment thereof from time to time.

- We assume no responsibility for the legal description or matters including legal or title considerations. Title to the subject assets, properties, or business interests is assumed to be good and marketable unless otherwise stated.

- This opinion has been issued for use by the company only and does not owe any responsibility to any third party.

- The fee for the engagement is not contingent upon the results reported.

Respectfully Submitted,

For Fast Track Finsec Pvt Ltd.

(Vikas Verma)
Director
DIN- 05176480

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