

**FAIRNESS OPINION REPORT**  
**ON**  
**VALUATION OF SHARE EXCHANGE RATIO**  
**FOR**  
**THE PURPOSE OF PROPOSED AMALGAMATION**  
**OF**  
**STARLITE SPINTECH LIMITED (“SSL”)**  
**(“TRANSFEROR COMPANY”)**  
**WITH**  
**STARLITE GLOBAL ENTERPRISES (INDIA) LIMITED (“SGEIL”)**  
**(“TRANSFeree COMPANY”)**  
**AND**  
**THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS (IF ANY)**

**BY**



**Navigant**

**Navigant Corporate Advisors Limited**

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**SEBI Registered Category I Merchant Banker**

**SEBI Registration No. INM000012243**



## Notice to Reader

Navigant Corporate Advisors Limited (“Navigant” / “NCAL” or “Authors of the Report”) is a SEBI registered ‘Category I’ Merchant banker in India and was engaged by Board of Directors of Starlite Global Enterprises (India) Limited (“SGEIL” or “Transferee Company”) to prepare an Independent Fairness Opinion Report (“Report”) with respect to providing an independent opinion and assessment as to fairness of Share Exchange Ratio / Swap Ratio determined by Bhavesh M Rathod, Registered Valuer (Securities or Financial Assets) with IBBI Registration No.: IBBI/RV/06/2019/10708 (referred to as “Valuer”) an Independent Valuer for the purpose of Amalgamation/ Merger by absorption of Starlite Spintech Limited (“SSL” / “Transferor Company”) with Starlite Global Enterprises (India) Limited (“SGEIL” or “Transferee Company”) pursuant to a Scheme of Amalgamation under section 230 to 232 read with other relevant provisions of the Companies Act, 2013 (“Scheme”). SGEIL and SSL are collectively referred as “Companies”.

The Fairness Opinion Report (“Report”) has been prepared on the basis of the review of information provided to Navigant and specifically the Report on Share Exchange Ratio / Swap Ratio (hereinafter referred as Valuation Report) prepared by Valuer on an independent basis. This report is limited to provide its fairness opinion on the Valuation Report.

The information contained in this Report is selective and is subject to updations, expansions, revisions and amendment. It does not purport to contain all the information recipients may require. No obligation is accepted to provide recipients with access to any additional information or to correct any inaccuracies which might become apparent.

This Report is based on data and explanations provided by the management and certain other data culled out from various websites believed to be reliable. Neither the Company nor Navigant, nor affiliated bodies corporate, nor the directors, shareholders, 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 contained in the Report. All such parties and entities expressly disclaim any and all liability for or based on or relating to any such information contained in, or errors in or omissions from, this Report or based on or relating to the Recipients’ use of this Report.



**Date: November 30, 2023**

To,  
The Board of Directors,  
**Starlite Global Enterprises (India)  
Limited (“SGEIL”),**  
Suite No.603, Shangrila Plaza, Plot No.14,  
Road No.2, Banjara Hills, Hyderabad  
Telangana - 500034 India

To,  
The Board of Directors,  
**Starlite Spintech Limited (“SSL”),**  
#601, Shangrila Plaza, Plot No.14 Road  
No.2, Banjara Hills Hyderabad Telangana-  
500034 India

Dear Members of the board,

## Engagement Background

We understand that the Board of Directors of Starlite Spintech Limited (“SSL” / “Transferor Company”) with Starlite Global Enterprises (India) Limited (“SGEIL” or “Transferee Company”) are considering a Scheme of Amalgamation under sections 230 to 232 read with other relevant provisions of the Companies Act, 2013 of Starlite Spintech Limited (“SSL” / “Transferor Company”) with Starlite Global Enterprises (India) Limited (“SGEIL” or “Transferee Company”) and their respective shareholders and creditors (if any) (“the Scheme”) for Amalgamation/ Merger under the provisions of Sections 230 to 232 read with other relevant provisions of the Companies Act, 2013, as may be applicable, and also read with Section 2(1B) and other relevant provisions of the Income-tax Act, 1961, as may be applicable, for Amalgamation of SSL and vesting of the same in SSL on a going concern basis.

We understand that the Valuation as well as the swap ratio thereof is based on the Valuation Certificate dated November 30, 2023 issued by Bhavesh M Rathod, Registered Valuer (Securities or Financial Assets) with IBBI Registration No.: IBBI/RV/06/2019/10708 (referred to as ‘Valuer’).

We, Navigant Corporate Advisors Limited, a SEBI registered Category-I Merchant Banker, have been engaged by SGEIL to give a fairness opinion (“Opinion”) on Valuation Certificate dated November 30, 2023 issued by Bhavesh M Rathod, Registered Valuer (Securities or Financial Assets) with IBBI Registration No.: IBBI/RV/06/2019/10708 (referred to as ‘Valuer’).



## Background of the Companies

### **Starlite Global Enterprises (India) Limited (“SGEIL”) or the “Transferee Company”:**

- SGEIL (CIN: L17110TG1962PLC000915) is a public limited company incorporated on July 03, 1962, and having its registered office at Suite No.603, Shangrila Plaza, Plot No.14, Road No.2, Banjara Hills, Hyderabad Telangana 500034 India.
- SGEIL is engaged in diversified business activities namely, Real Estate activities of development, lease/rent and sale of land and commercial property, generation and supply of solar power & Management and Maintenance of properties owned by the Company and those under Joint venture Agreements. The Company is also trading in shares, securities and derivatives and mutual fund investments as a supplement to its main activities and for parking of surplus funds. Further the Company is also engaged in International and Retail trade through its subsidiaries.
- SGEIL is listed on Metropolitan Stock Exchange of India Limited (“MSE”).
- The shareholding pattern of SGEIL as on valuation date is as under:

Name of Shareholders	No. of shares	% shareholding
Mr. Ram Gopal Patwari	9,36,608	23.58%
Mr. Sanjay Patwari	4,90,496	12.35%
Mrs. Chanda Patwari	5,41,894	13.64%
Mr. Sandeep Patwari	3,91,442	9.85%
M/s Ram Gopal Patwari HUF	7,932	.20(%)
Mrs. Prachi Patwari	68,000	1.71%
Mrs. Shailja Patwari	68,000	1.71%
Mr. Uddhav Patwari	65,000	1.63%
Ms. Vedika Patwari	83,252	2.09%
Mr. Vedant Patwari	64,944	1.62%
Mrs. Sangeeta Tibrewala	74,662	1.87%
Others Non-Promoter Holding (Public Shareholders)	11,31,978	28.49%
<b>Total</b>	<b>39,72,824</b>	<b>100.00%</b>

- Directors and Key Managerial Personnel (“KMP’s”) of the Company as on valuation date are as under:

DIN/PAN	Name of the Directors/ Key Managerial Personnel	Date of Appointment	Designation
00253330	Mr. Sanjay Patwari	01-07-1996	Managing Director
00975555	Mr. Ram Gopal Patwari	13-02-2006	Director
01427090	Mr. Ravi Shankar Sharma	12-12-2014	Director
01508371	Mrs. Sangeeta Tibrewala	15-11-2003	Director
06448649	Mr. Nikhil Chandulal Popat	12-12-2014	Director
08778662	Mr. Navin Kumar	10-11-2020	Director
ATXPB1026B	Ms. Megha Bisht	15-12-2020	Company Secretary
ASAPP4970C	Mr. Pavankumar Rathi	06-06-2019	CFO(KMP)



**Starlite Spintech Limited (“SSL” or the “Transferor Company”):**

- SSL is incorporated in India under the Companies Act, 1956 on July 29, 1994 with CIN U18100TG1994PLC018016. The registered office of the Company is located at #601, Shangrila Plaza, Plot No.14 Road No.2, Banjara Hills Hyderabad Telangana -500034 India.
- SSL is primarily engaged in multifold activities of, taking up trading business (Domestic and International) of Raw Cotton and Yarn and is engaged in other segments, as to Real Estate Sector relating to construction of Apartments, Villas & Sale of Land; and giving on Development, the Company’s Land towards construction of Apartments; and is also taking up Maintenance contracts/works of Commercial Complexes including at Shangrila Plaza (SLP) and other related areas
- SSL is not listed on any stock exchange of India or outside India.
- The shareholding pattern of SSL as on valuation date is as under:

Name of Shareholders	No. of Shares	% of Shareholding
Mrs. Prachi Patwari	2,85,011	19.51%
Mrs. Shailaja Patwari	2,64,609	18.12%
Mrs. Chanda Patwari	2,23,386	15.30%
Mr. Sandeep Patwari	1,32,855	09.10%
Mr. Sanjay Patwari	1,16,215	7.96%
Mr. Ram Gopal Patwari	1,03,414	7.08%
M/s Ram Gopal Patwari HUF	13,700	00.93%
Mr. Udhav Patwari	86,562	5.93%
Ms. Vedika Patwari	25,000	1.71%
Mr. Vedant Patwari	25,000	1.71%
Mrs. Sangeeta Tibrewala	55,221	3.78%
Mr. Rajesh Tibrewala	50,962	3.48%
Mr. Mukund Tibrewala	1,450	00.09%
Others Non-Promoter Holding (Public Shareholders)	77,115	5.28%
<b>Total</b>	<b>14,60,500</b>	<b>100.00%</b>

- Directors and Key Managerial Personnel (“KMP’s”) of the Company as on valuation date are as under:

DIN	Name of the Directors	Date of Appointment	Designation
00253286	Mr. Sandeep Patwari	01-10-2006	Managing Director
00253330	Mr. Sanjay Patwari	01-04-2006	Director
01231613	Mrs. Prachi Patwari	01-04-2003	Wholetime Director
02862519	Mrs. Chanda Patwari	09-02-2009	Director



## Transaction Overview and Rational

The proposed Amalgamation of the Transferor Company into and with the Transferee Company, pursuant to the Scheme would, inter alia, have the following benefits as provided in Scheme:

- To achieve synergistic integration and consolidation of the businesses presently being carried on by the Transferor Company and the Transferee Company, which shall be beneficial to the shareholders, creditors and employees of both companies;
- Amalgamation would create greater synergies between the businesses of the Transferor Company and the Transferee Company with respect to the textile and Real estate business in which the Transferor Company, and the Transferee Company are engaged and would enable them to have access to better financial resources as well as increase the managerial efficiencies, while effectively pooling the technical, distribution and marketing skills;
- Simplification of group structure by elimination of multiple entities;
- Enhancement of net worth of the combined business to capitalize on future growth potential, optimum utilization of resources and better administration and cost reduction;
- Savings of operational costs which has become critical for long term sustainability and leading to optimum utilization of resources;
- Elimination of the need for inter-company transactions between the Transferor Companies and Transferee Company;
- Greater financial strength and flexibility for the Transferee Company, which would result in optimizing the leveraging capability which in turn will allow Transferee Company to undertake larger expansion strategies;
- Larger integrated entity will improve the competitive position of the Transferee Company;
- Cost savings are expected to flow from more focused operational efforts, standardization and simplification of business processes and the elimination of duplication, and rationalization of administrative expenses;
- Improved shareholder value for the Transferee Company by way of improved financial structure and cash flows, increased asset base and stronger consolidated revenue and profitability;
- Reduction in management overlaps and elimination of legal and regulatory compliances & associated costs due to operation of multiple listed and unlisted entities;
- Optimization of the allocated capital & availability of funds which can be deployed more efficiently to pursue the operational growth opportunities;
- Synergetic integration, pooling of financial, managerial, technical and human resources, thereby creating stronger base for future growth and value accretion for the stakeholders;
- Post scheme, the Transferee Company would be in a better position to support and finance organic and inorganic expansion of the businesses;
- To achieve synergistic integration and consolidation of the businesses presently being carried on by the Transferor Company and the Transferee Company, which shall be beneficial to the shareholders, creditors and employees of such companies;



- Creating greater synergies between the businesses of the Transferor Company and the Transferee Company with respect to the textile and Real estate business in which the Companies are engaged and would enable them to have access to better financial resources as well as increase the managerial efficiencies, while effectively pooling the technical, distribution and marketing skills;

In view of the aforesaid, the Board of Directors of the Transferor Company as well as the Transferee Company have considered and proposed the amalgamation of the entire undertaking and business of the Transferor Company as a going concern with the Transferee Company to benefit the shareholders, creditors, employees, and other stakeholders of both the Transferor Company and the Transferee Company. Accordingly, the Board of Directors of both the companies have formulated this Scheme of Amalgamation for the transfer and vesting of the entire undertaking and business of the Transferor Company to the Transferee Company as a going concern pursuant to the provisions of Section 230 to Section 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with Section 2(1B) of Income Tax Act, 1961 and other applicable laws.

### Information relied upon:

We have prepared the fairness opinion report on the basis of the information provided to us and inter alia the following:

- Share Exchange ratio report dated November 30, 2023 issued by Bhavesh M Rathod, Registered Valuer (Securities or Financial Assets) with IBBI Registration No.: IBBI/RV/06/2019/10708 (referred to as 'Valuer');
- Other information and explanations as provided by the management.

Further, we had discussions on such matters which we believe are necessary or appropriate for the purpose of issuing the valuation report.

We assume no responsibility for the legal, tax, accounting or structuring matters including, but not limited to, legal or title concerns. We understand that the Company has carried independent valuation of the asset of the Company Title to all subject business assets is assumed to be good and marketable and we would urge the company to carry out the independent assessment of the same.

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.



## Valuation Summary:

Some of the methods considered by the valuer for arriving at fair value of shares of a company are as under:

Valuation methods are broadly classified into –

### **A. Asset Approach:**

The value arrived at under this approach is based on the audited financial statements of the business and may be defined as Shareholders' Funds or Net Assets owned by the business. The balance sheet values are adjusted for any contingent liabilities that are likely to materialise.

The Net Asset Value is generally used as the minimum break-up value for the transaction since this methodology ignores the future return the assets can produce and is calculated using historical accounting data that does not reflect how much the business is worth to someone who may buy it as a going concern.

### **B. Market Approach:**

#### **Comparable Company Market (“CCM”) Multiple Method**

Under this methodology, market multiples of comparable listed companies are computed and applied to the business being valued in order to arrive at a multiple based valuation. The difficulty here in the selection of a comparable company since it is rare to find two or more companies with the same product portfolio, size, capital structure, business strategy, profitability and accounting practices.

Whereas no publicly traded company provides an identical match to the operations of a given company, important information can be drawn from the way comparable enterprises are valued by public markets. In case of early stage company and different business model the problem aggravates further.

### **C. Income Approach:**

#### **Discounted Cash Flows – (“DCF”)**

DCF uses the future free cash flows of the company discounted by the firm's weighted average cost of capital (the average cost of all the capital used in the business, including debt and equity), plus a risk factor measured by beta, to arrive at the present value. Beta is an adjustment that uses historic stock market data to measure the sensitivity of the Company's cash flow to market indices, for example, through business cycles.

The DCF method is a strong valuation tool, as it concentrates on cash generation potential of a business. This valuation method is based on the capability of a company to generate cash flows in the future.





The free cash flows are projected for a certain number of years and then discounted at a discount rate that reflects a Company's cost of capital and the risk associated with the cash flows it generates. DCF analysis is based mainly on the following elements:

- Projection of financial statements (key value driving factors)
- The cost of capital to discount the projected cash flows.

**Basis of Valuation and Assumptions made by the valuer:**

**The valuation is based, on the aforesaid methods as described below:**

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose.

In the instant case, based on the nature of business of the Company, availability of data and generally acceptable valuation methodologies, Valuer has valued the Equity Shares of Starlite Spintech Limited (“SSL”) & Starlite Global Enterprises (India) Limited (“SGEIL”). Valuer has used the Net Asset Value method, Discounted Cash Flow Method (“DCF”) and Comparable Company Market (“CCM”) Multiple Method for his analysis.

**Valuation of Starlite Spintech Limited (“SSL”):**

**Net Asset Value Method (“NAV Method”):** NAV working from valuer is based on audited financials for the period ended September 30, 2023 and further to arrive at fair value of Immovable Property and Inventories valuer has relied upon Stamp duty Ready Reckoner Rate & Area of the properties as provided to valuer by the Management of SSL and valuer has informed that he has not independently verified the same. Further Fair Value of Non-Current Investments has been considered the same as book value by the valuer.

**Comparable Company Market Multiple Method (“CCM Method”):** CCM working from valuer is based on EV/ EBITDA multiple of listed peer Companies, namely Ashoka Buildcon Limited, Ambika Cotton Mills Ltd and Hazoor Multi Projects Ltd and audited financials of SSL for the period ended September 30, 2023.

**Discounted Cash Flow Method (“DCF Method”):** DCF working from valuer is based on the business projection of the SSL for four and half (4.5) years (From October 01, 2023 to March 31, 2028) as provided to valuer by the Management of the SSL.

Valuer has used the Net Asset Value Method (“NAV Method”) under Assets Approach, Comparable Company Market Multiple Method (“CCM Method”) under Market Approach and Discounted Cash Flow Method (“DCF Method”) under Income Approach. Valuer has given 50% weight to NAV Method and 50% weight to DCF Method and zero weightage to CCM Method and valuer has informed that zero weight to CCM is given as CCM method considered the current EBIDA numbers and do not factor the past or future performance of the company nor it consider the exact product match/mix of the companies compared. Accordingly, CCM has been assigned NIL weight. Further valuer has informed that since



weightage average value per share is lower than NAV, hence valuer has considered NAV per share to arrive at the Share Exchange Ratio.

### **Valuation of Starlite Global Enterprises (India) Limited (“SGEIL”):**

**Net Asset Value Method (“NAV Method”):** NAV working from valuer is based on audited financials for the period ended September 30, 2023 and further to arrive at fair value of Immovable Property, Investment Property and Inventories valuer has relied upon Stamp duty Ready Reckoner Rate & Area of the properties as provided to valuer by the Management of SGEIL and valuer has informed that he has not independently verified the same. Further Fair Value of Non-Current Investments has been arrived at financials of Investee Companies as on September 30, 2023 by the valuer.

**Comparable Company Market Multiple Method (“CCM Method”):** CCM working from valuer is based on EV/ EBITDA multiple of listed peer Companies, namely DLF Limited, Cella Space Limited, Damodar Industries Limited, Waa Solar Limited and Kirloskar Industries Limited and audited financials of SGEIL for the period ended September 30, 2023.

**Discounted Cash Flow Method (“DCF Method”):** DCF working from valuer is based on the business projection of the SGEIL for four and half (4.5) years (From October 01, 2023 to March 31, 2028) as provided to valuer by the Management of the SGEIL.

Valuer has used the Net Asset Value Method (“NAV Method”) under Assets Approach, Comparable Company Market Multiple Method (“CCM Method”) under Market Approach and Discounted Cash Flow Method (“DCF Method”) under Income Approach. Valuer has given 50% weight to NAV Method and 50% weight to DCF Method and zero weightage to CCM Method and valuer has informed that zero weight to CCM is given as CCM method considered the current EBIDA numbers and do not factor the past or future performance of the company nor it consider the exact product match/mix of the companies compared. Accordingly, CCM has been assigned NIL weight.

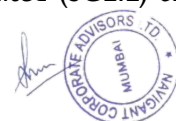
### **Conclusion ratio:**

***““For every 9 equity shares of SSL 1 equity share of SGEIL will be issued””.***

### **Exclusions and Limitations**

Our opinion and analysis are limited to the extent of review of the valuation report by the valuer and the Draft scheme document. In connection with the opinion, we have reviewed:

- A) Draft Scheme Document
- B) Valuation Report dated November 30, 2023 issued by Bhavesh M Rathod, Registered Valuer (Securities or Financial Assets) with IBBI Registration No.: IBBI/RV/06/2019/10708.
- C) Audited Financial statements of Starlite Global Enterprises (India) Limited (SGEIL) & Starlite Spintech Limited (SSL) for the year ended 30<sup>th</sup> September, 2023.
- D) Provisional Financial statements of Starlite Global Enterprises (India) Limited (SGEIL) & Starlite Spintech Limited (SSL) as on 30<sup>th</sup> September, 2023.



- E) Management certified projected financial statements for the period of 5 years from financial year 2023-2024 to financial year 2027-2028 of Starlite Global Enterprises (India) Limited.
- F) Management certified projected financial statements for the period of 5 years from financial year 2023-2024 to financial year 2027-2028 of Starlite Spintech Limited.
- G) Held discussions with the valuer, in relation to the approach taken to valuation and the details of various methodologies utilized by them in preparing the valuation report and recommendations;
- H) Reviewed historical stock prices and trading volumes of SGEIL at MSE.

This opinion is intended only for the sole use and information of SGEIL and SSL in connection with the Scheme, including for the purpose of obtaining judicial and regulatory approvals, and for no other purpose. 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. Any person/party intending to provide finance or invest in the shares/business of either SGEIL and SSL or their subsidiaries /joint ventures/associates 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.

For the purpose of this assignment, Navigant has relied on the Valuation Certificate for the proposed “Scheme of Amalgamation” of SGEIL and SSL their respective shareholders and information and explanation provided to it, the accuracy whereof has not been evaluated by Navigant. Navigant’s work does not constitute certification or due diligence of any past working results and Navigant has relied upon the information provided to it as set out in working results of the aforesaid reports.

Navigant has not carried out any physical verification of the assets and liabilities of the companies and takes no responsibility on the identification and availability of such assets and liabilities.

We hereby give our consent to present and disclose the Fairness Opinion in the general meetings of the shareholders of SGEIL and SSL, to the Stock Exchange, NCLT, and to the Registrar of Companies or any other Appropriate Authority. Our opinion is not, nor should it be construed as our opining or certifying the compliance of the proposed scheme of Amalgamation with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon.

The information contained in this report is selective and is subject to updating, expansions, revisions and amendment, if any. It does not purport to contain all the information recipients may require. No obligation is accepted to provide recipients with access to any additional information or to correct any inaccuracies which might become apparent. Recipients are advised to independently conduct their own investigation and analysis of the business of the Companies.

The report has been prepared solely for the purpose of giving a fairness opinion on Valuation Certificate issued for the proposed Scheme of Amalgamation between SGEIL and SSL their respective shareholders and Creditors, if any and may not be applicable or referred to or quoted in any other context.

Our opinion is dependent on the information provided to us being complete and accurate in all material respects. Our scope of work does not enable us to accept responsibility for the accuracy and completeness of the information provided to us.



The scope of our assignment does not involve performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any financial or analytical information used during the course of our work. As such we have not performed any audit, review or examinations of any of the historical or prospective information used and, therefore, do not express any opinion with regard to the same. In addition, we do not take any responsibility for any changes in the information used for any reason, which may occur subsequent to this date.

One should note that valuation is not an exact science and that estimating values necessarily involves selecting a method or approach that is suitable for the purpose. Moreover, in this case where the shares of the company are being issued as consideration to the shareholders of SGEIL and SSL. It is not the absolute valuation that is important for framing an opinion but the relative valuation of the company vis-a-vis shares of SGEIL.

We have assumed that the Final Scheme will not differ in any material respect from the Draft Scheme Document shared with us.

Our opinion is based on the estimates of future financial performance as projected by the Company Management / valuer, which represents their view of reasonable expectation at the point of time when they were prepared, but such information and estimates are not offered as assurances that the particular level of income or profit will be achieved or events will occur as predicted. Actual results achieved during the period covered by the prospective financial statements may vary from those contained in the statement and the variation may be material. The fact that we have considered the projections as projected by the management / valuer for their working purposes, should not be construed or taken as our being associated with or a party to such projections.

We do not express any opinion as to any tax or other consequences that might arise from the Scheme on SGEIL and SSL and their respective shareholders, nor does our opinion address any legal, tax, regulatory or accounting matters, as to which we understand that the respective companies have obtained such advice as they deemed necessary from qualified professionals. We have undertaken no independent analysis of any potential or actual litigation, regulatory action, possible unasserted claims, government investigation or other contingent liabilities to which SGEIL and SSL and/or their associates/ subsidiaries, are or may be party.

The company has been provided with an opportunity to review the Draft Opinion as part of our standard practice to make sure that factual inaccuracy/omissions are avoided in our Final Opinion. Our Opinion in 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 or any matter thereto.



## Our Fairness Opinion:

Based upon valuation work carried out by Bhavesh M Rathod, Registered Valuer (Securities or Financial Assets) with IBBI Registration No.: IBBI/RV/06/2019/10708 (referred to as 'Valuer') we are of the opinion that the purpose of the proposed Amalgamation / Merger by absorption of SGEIL and SSL is fair, from a financial point of view.

The fairness of the Proposed Amalgamation / Merger is tested by:

- (1) Considering whether the Valuation methods adopted by Bhavesh M Rathod, Registered Valuer (Securities or Financial Assets) with IBBI Registration No.: IBBI/RV/06/2019/10708 (referred to as 'Valuer') depict a correct picture on the value of shares of all companies;
- (2) Calculating the fair market value of companies;
- (3) Considering qualitative factors such as economies of scale of operations, synergy benefits that may result from the proposed Amalgamation / Merger of SGEIL and SSL.

The rationale for Share Exchange ratio as explained above, will be issued as assumed by Bhavesh M Rathod, Registered Valuer (Securities or Financial Assets) with IBBI Registration No.: IBBI/RV/06/2019/10708 (referred to as 'Valuer') is justified. We are in opinion that, Bhavesh M Rathod, Registered Valuer (Securities or Financial Assets) with IBBI Registration No.: IBBI/RV/06/2019/10708 (referred to as 'Valuer') is justified by taking the Fair Value of Companies, and covers each aspect of valuation.

We would also like to state that:

1. Valuer has relied on management representations on arriving of fair value of immovable properties, investment property, land under inventories held by the SGEIL and SSL as on valuation date and has not independently verified the same.
2. While DCF Workings has been done based on financials provided by Management of SSL & SGEL, which represents their view of reasonable expectation at the point of time when they were prepared, but such information and estimates are not offered as assurances that the particular level of income or profit will be achieved or events will occur as predicted. Actual results achieved during the period covered by the prospective financial statements may vary from those contained in the statement and the variation may be material.

This being of our best of professional understanding, we hereby sign the Fairness Opinion report on valuation.

**For Navigant Corporate Advisors Limited**



**Sarthak Vijlani**

**Managing Director**

**Date: November 30, 2023, Place: Mumbai**