

June 25, 2024

To,

**Board of Directors**

**Fortune Industrial Resources Limited**

25, Bazar Lane, Bengali Market, Central Delhi,  
New Delhi, Delhi, India, 110001

Dear Sirs,

**Subject: Fairness Opinion on Share Exchange Ratio for the purpose of proposed amalgamation Mouldcraft (India) Private Limited, Maksad Infracon Private Limited, Saptrishi Finance Private Limited and Trimurti Petrochemicals and Allied Services Private Limited with Fortune Industrial Resources Limited under the proposed scheme of Amalgamation under Sections 230 to 232 of Companies Act, 2013 and other applicable provisions, if any.**

**1. Background:**

We, M/s Jawa Capital Services Private Limited, a Category I Merchant Banker registered with SEBI, having registration no. MB/INM000012777 have been appointed by M/s Fortune Industrial Resources Limited having its registered office at 25, Bazar Lane, Bengali Market, Central Delhi, New Delhi, Delhi, India, 110001 ("**Fortune**" or "**Transferee Company**") to provide a fairness opinion on share exchange ratio recommended by Mallika Goel, Registered Valuer in respect of Securities or Financial Assets, IBBI Registration No.: IBBI/RV/11/2022/14784, CoP No.: DJVF/RVO/129/SFA ("hereinafter referred to as "**Valuer**"), who has been appointed as Valuer under the proposed scheme of amalgamation ("**scheme**" or "**proposed scheme**") of Mouldcraft (India) Private Limited, Maksad Infracon Private Limited, Saptrishi Finance Private Limited and Trimurti Petrochemicals and Allied Services Private Limited with Fortune Industrial Resources Limited, in terms of Sections 230 to 232 of Companies Act, 2013 and other applicable provisions, if any.

**2. Brief Background about the Companies:**

**A. Fortune Industrial Resources Ltd ("**Fortune**" or "**Transferee Company**")** is an existing company incorporated on May 28, 1986 under the provisions of the Companies Act, 1956. The present registered office of Fortune is situated at 25, Bazar Lane, Bengali Market, New Delhi-110001. Fortune is engaged in securities investments and lending business. The Company is registered as a non-deposit taking Non-Banking Financial Company (NBFC) with the Reserve Bank of India (RBI). The Equity Shares of Fortune are listed at the Metropolitan Stock Exchange of India Limited ("**MSEI**").

**B. Mouldcraft (India) Private Limited ("**Transferor Company No. 1**")** was originally incorporated as a public limited company in the name and style of Mouldcraft (India) Ltd, on December 11,



1996, under the provisions of the Companies Act, 1956. The Company was converted into a private limited company and name of the Company was changed to 'Mouldcraft (India) Private Limited' vide Fresh Certificate of Incorporation dated February 25, 2010, issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi. The registered office of Transferor Company No. 1 is situated at 153/1, Nirankari Colony, Delhi-110009. The Transferor Company No. 1 was incorporated to carry on business relating to plastics, rubber and resins, etc.

- C. Maksad Infracon Private Limited ("Transferor Company No. 2")** was incorporated as a private limited company May 05, 2009 under the provisions of the Companies Act, 1956. The registered office of Transferor Company No. 2 is situated at 127, Nirankari Colony, Delhi-110009. The Transferor Company No. 2 was incorporated to carry on real estate business.
- D. Saptrishi Finance Private Limited ("Transferor Company No. 3")** was originally incorporated as a public limited company in the name and style of 'Saptrishi Finance Ltd', on January 30, 1985, under the provisions of the Companies Act, 1956. The Company was converted into a private limited company and name of the Company was changed to 'Saptrishi Finance Private Limited' vide Fresh Certificate of Incorporation dated May 22, 2022, issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi. The registered office of Transferor Company No. 3 is situated at 25, Bazar Lane, Bengali Market, New Delhi-110001. The Transferor Company No. 3 to carry on securities investment and lending business.
- E. Trimurti Petrochemicals and Allied Services Private Limited ("Transferor Company No. 3")** was incorporated as a private limited company October 24, 1997 under the provisions of the Companies Act, 1956. The registered office of Transferor Company No. 4 is situated at G-22/351, Ground Floor, Sector-7, Rohini, Delhi-110085. The Transferor Company No. 4 was incorporated to carry on business relating to petroleum and chemicals.

The term "Companies" wherever used hereinafter in this report shall collectively refer to the Transferor Company No. 1, Transferor Company No. 2, Transferor Company No. 3, Transferor Company No. 4 and Transferee Company.

### **3. About Jawa Capital Services Private Limited:**

Jawa Capital Services Private Limited (hereinafter referred to as "**JAWA**" or "**we**" or "**us**") is a Private Limited Company incorporated under the provisions of the Companies Act, 1956 with the Registrar of Companies, NCT of Delhi and Haryana. JAWA is a Category I Merchant Banker registered with the Securities and Exchange Board of India (SEBI) with Registration No.: MB/INM000012777.

### **4. Scope and Purpose of the Opinion**

This Fairness Opinion is being issued in terms of the requirement of SEBI Master Circular No SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 30, 2023 ("**SEBI Circular**"). The purpose of the opinion is to safeguard the interest of the shareholders of the Companies 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 of amalgamation 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 amalgamation.





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.

## 5. Sources of the Information

We have received the following information from the management of Fortune for the purpose of our opinion:

- Draft Scheme of Amalgamation of Mouldcraft (India) Private Limited, Maksad Infracon Private Limited, Saptrishi Finance Private Limited and Trimurti Petrochemicals and Allied Services Private Limited with Fortune Industrial Resources Limited, and their respective Shareholders and Creditors under Sections 230 and 232 of the Companies Act, 2013, and other applicable provisions, if any.
- Report on Valuation of Shares and Share Exchange Ratio by Mallika Goel, Registered Valuer in respect of Securities or Financial Assets, IBBI Registration No.: IBBI/RV/11/2022/14784, CoP No.: DJVF/RVO/129/SFA, dated June 25, 2024.

In addition to the above, we have also obtained explanations and other information as considered necessary by us for our exercise from the management of Fortune.

## 6. Fairness Opinion

We have reviewed the important factors considered by the Valuer for the purpose of valuation analysis. As stated in the Share Exchange Ratio Report, Valuer has recommended the following share exchange ratio:

Valuation Approach	Fortune Industrial Resources Ltd		Mouldcraft (India) Private Limited		Maksad Infracon Private Limited		Saptrishi Finance Private Limited		Trimurti Petrochemicals and Allied Services Private Limited	
	Value Per Share	Weight	Value Per Share	Weight	Value Per Share	Weight	Value Per Share	Weight	Value Per Share	Weight
Cost/Asset Approach										
NAV Method	782.60	100%	87.91	100%	108.05	100%	11.53	100%	58.75	100%
Income Approach										
PECV Method	Negative	0%	6.09	0%	5.28	0%	0.11	0%	Negative	0%
Market Approach	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

Relative Value per shares	782.60	87.91	108.05	11.53	58.75
Exchange Ratio (Rounded-off)	-	112:1000	138:1000	15:1000	75:1000

*Any fraction of share arising out of the aforesaid share exchange process, if any, shall be dealt with as per the provisions of the SEBI Circular and other applicable provisions.*

**Based on the information and data made available to us including the Report on Valuation of Shares and Share Exchange Ratio and the proposed scheme of amalgamation and subject to disclaimers as mentioned in this report, we are of the opinion that, the Share exchange ratio, as suggested by Mallika Goel, Registered Valuer in respect of Securities or Financial Assets, IBBI Registration No.: IBBI/RV/11/2022/14784, CoP No.: DJVF/RVO/129/SFA, is fair and reasonable.**

## **7. Disclaimer:**

Our scope of work did not include the following:-

- An audit of the financial statements of Transferee Company and Transferor Companies.
- Carrying out a market survey / financial feasibility for the Business of Transferee Company and Transferor Companies.
- Financial and Legal due diligence of Transferee Company and Transferor Companies.

It may be noted that in carrying out our work we have relied on the integrity of the information provided to us for the purpose, and other than reviewing the consistency of such information, we have not sought to carry out an independent verification, thereof.

We assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by the management of Fortune.

We have not carried out any independent verification of the accuracy and completeness of all information as stated above. We have not reviewed any other documents other than those stated above.

We do not assume any obligation to update, revise or reaffirm this Share Exchange Ratio Report because of events or transactions occurring subsequent to the date of this report.

We understand that the management of Fortune during our discussions with them would have drawn our attention to all such information and matters, which may have impact on our opinion. In this opinion we have included all such information and matters as was received by us from the management of Fortune.

The fee for our services is not contingent upon the result of the proposed amalgamation.

The management of Transferee Company and Transferor Companies or their related parties are prohibited from using this opinion other than for its sole limited purpose and not to make a copy of this opinion available to any party other than those required by statute for carrying out the limited purpose of this opinion. This opinion is not meant for meeting any other regulatory or disclosure

requirements, save and except as specified in this opinion, under any Indian or Foreign Law, Statute, Act, Guidelines or similar instructions. We would not be responsible for any litigation or other actual or threatened claims.

In no event, will JAWA, its Directors and employees be liable to any party for any indirect, incidental, consequential, special or exemplary damages (even if such party has been advised of the possibility of such damages) arising from any provision of this opinion.

Thanking You

For **Jawa Capital Services Private Limited**



**(ANOOP KUMAR GUPTA)**

**Director**