



# GRETEX CORPORATE SERVICES PVT LTD

Category- I Merchant Banker

19B, B.B.Ganguly Street, 2nd Floor, Kolkata - 700 012, India

Phone : +91 9836821999, 9836822199, (033) 2236 9295

E-mail : info@gretexgroup.com

Formerly Known As : **DYNAMIC TRADESERV PRIVATE LIMITED**

CIN NO. : U74999WB2008PTC129116

August 04, 2015

Board of Directors,  
Jay Shree Tea & Industries Limited,  
"Industry House",  
10, Camac Street, 15<sup>th</sup> Floor,  
Kolkata – 700 017

Dear Sirs,

**Sub: Proposed Scheme of Arrangement (Transaction) between Jay Shree Tea & Industries Limited (JSTIL) (Transferor Company) and Majhaulia Sugar Industries Private Limited (MSIPL) (Transferee Company)**

JSTIL has requested us to issue a fairness opinion ("Opinion") from a financial point of view in relation to the Proposed Transaction.

In arriving at our Opinion, we have reviewed historical financial and business information and certain publicly available information, and have taken into account such other matters as we deemed necessary including our assessment of general economic, market and monetary conditions. We have reviewed the valuation cum exchange ratio report dated August 03, 2015, issued by the valuer, M/s. Salarpuria & Partners, Chartered Accountants (Firm Registration No. 302113E).

In addition to above, we have had discussions with members of the management of MSIPL on the past and current business operations of the concerned businesses, their future prospects and operations, and have received a management representation letter from JSTIL and MSIPL dated August 03, 2015 ("Management Representation Letters").

Based on our examination and according to the information and explanation provided to us, we note that the proposed transaction entails demerger of Sugar Division of JSTIL into MSIPL.

We assume no responsibility for the legal, tax, accounting or structuring matters including, but not limited to, legal or title concerns.

In giving our Opinion, we have assumed and relied upon, without independent verification, the accuracy and completeness of all information supplied or otherwise made available to us either in oral or written form, discussed with or reviewed by or for us, or publicly available. We have been given to understand that all information that was relevant for the purpose of our exercise was disclosed to us. We have not conducted any evaluation or appraisal of any assets or liabilities of JSTIL or MSIPL nor have we evaluated the solvency or fair value of JSTIL or MSIPL, under any laws relating to bankruptcy, insolvency or similar matters. In addition, we have not assumed any obligation to conduct any physical inspection of the properties or facilities of JSTIL or MSIPL. We have also assumed that the final Scheme of Arrangement will be substantially the same as the scheme discussed with and reviewed by us.

Our Opinion does not factor overall economic environment risk and other risks and is purely based on the information and representations provided to us. We have not assumed the risk of any material adverse change having an impact on the businesses of JSTIL and MSIPL in arriving at our final Opinion.





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We express no view as to, and our Opinion does not address, the underlying business decision of JSTIL and MSIPL to effect the Proposed Transaction or the merits of the Proposed Transaction. Our Opinion does not constitute a recommendation to any shareholder or creditor of JSTIL or MSIPL as to how such shareholder or creditor should vote on the Proposed Transaction or any matter related thereto. In addition, this Opinion does not address the fairness to, or any other consideration, to the creditors or other constituencies of JSTIL or MSIPL. We are not expressing any opinion herein as to the Prices at which the shares of the JSTIL or MSIPL will trade following the announcement or consummation of the proposed transaction or as to the prices at which the shares of JSTIL or MSIPL may be transacted.

Our Opinion is not and does not purport to be an appraisal or otherwise reflective of the prices at which any business or securities actually could be ideally bought or sold by any party and are not indicative of actual value or actual future results that might be achieved, which value may be higher or lower than those indicated.

Our Opinion is necessarily based on financial, economic, market and other conditions as in effect on the date of this issuing the Opinion, and the information made available to us as of, the date hereof, including the capital structure of JSTIL and MSIPL. It should be understood that subsequent developments may affect this Opinion and that we do not have any obligation to update, revise, or reaffirm this Opinion.

We will receive a fee for our services in connection with the delivery of this Opinion from JSTIL. In addition, JSTIL has agreed to indemnify us for any unforeseen liabilities that may arise out of our engagement.

This Opinion is provided solely for the benefit of the Board of Directors of JSTIL, and shall not confer rights or remedies upon, any shareholder of JSTIL, or any other person other than the members of the Board of Directors of JSTIL, or be used for any other purpose, except to the extent required by law or by the request or requirement of any, judicial, statutory, regulatory, legislative, administrative or other governmental body. This Opinion may not be used or relied upon by nor is it issued for the benefit of any third party for any purpose whatsoever or disclosed, referred to or communicated by you (in whole or in part) except with our prior written consent in each instance. Provided however, this opinion may only be disclosed as may be required under any applicable law in India and may be kept open for inspection by shareholders of JSTIL, but we take no responsibility or liability for or arising out of any such disclosure. We specifically disclaim any responsibility to any third party to whom this Letter may be shown or who may acquire a copy of this Letter.





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The laws of India govern all matters arising out of or relating to this Opinion (including, without limitation, its interpretation, construction, performance, and enforcement).

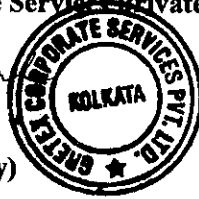
With respect to any suit, action or any proceedings relating to this Opinion the courts of competent jurisdiction at India shall have exclusive jurisdiction.

On the basis of and subject to the foregoing, it is our view that, as of the date hereof, the proposed consideration in the proposed transaction is fair and reasonable from a financial point of view as valued by the valuer, M/s. Salarpuria & Partners, Chartered Accountants, on the basis of net asset value of JSTIL as on September 30, 2015, as MSIPL being a newly incorporated company incorporated to acquire "Sugar Division" of JSTIL consequent to the demerger having no reasonable and comparative net asset value as on September 30, 2015.

Yours faithfully,

For Gretex Corporate Services Private Limited

*Gentem Seal*



(Authorised Signatory)



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August 04, 2015

Board of Directors,  
Jay Shree Tea & Industries Limited,  
"Industry House",  
10, Camac Street, 15<sup>th</sup> Floor,  
Kolkata – 700 017

Dear Sirs,

**Sub: Proposed Scheme of Arrangement (Transaction) between Jay Shree Tea & Industries Limited (JSTIL) (Transferor Company) and Jayantika Investment & Finance Limited (JIFL) (Transferee Company)**

JSTIL has requested us to issue a fairness opinion ("Opinion") from a financial point of view in relation to the Proposed Transaction.

In arriving at our Opinion, we have reviewed historical financial and business information and certain publicly available information, and have taken into account such other matters as we deemed necessary including our assessment of general economic, market and monetary conditions. We have reviewed the valuation cum exchange ratio report dated August 03, 2015, issued by the valuer, M/s. Salarpuria & Partners, Chartered Accountants (Firm Registration No. 302113E).

In addition to above, we have had discussions with members of the management of JIFL on the past and current business operations of the concerned businesses, their future prospects and operations, and have received a management representation letter from JSTIL and JIFL dated August 03, 2015 ("Management Representation Letters").

Based on our examination and according to the information and explanation provided to us, we note that the proposed transaction entails demerger of Jay Shree Beneficiary Trust Unit of JSTIL into JIFL.

We assume no responsibility for the legal, tax, accounting or structuring matters including, but not limited to, legal or title concerns.

In giving our Opinion, we have assumed and relied upon, without independent verification, the accuracy and completeness of all information supplied or otherwise made available to us either in oral or written form, discussed with or reviewed by or for us, or publicly available. We have been given to understand that all information that was relevant for the purpose of our exercise was disclosed to us. We have not conducted any evaluation or appraisal of any assets or liabilities of JSTIL or JIFL nor have we evaluated the solvency or fair value of JSTIL or JIFL, under any laws relating to bankruptcy, insolvency or similar matters. In addition, we have not assumed any obligation to conduct any physical inspection of the properties or facilities of JSTIL or JIFL. We have also assumed that the final Scheme of Arrangement will be substantially the same as the scheme discussed with and reviewed by us.

Our Opinion does not factor overall economic environment risk and other risks and is purely based on the information and representations provided to us. We have not assumed the risk of any material adverse change having an impact on the businesses of JSTIL and JIFL in arriving at our final Opinion.





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We express no view as to, and our Opinion does not address, the underlying business decision of JSTIL and JIFL to effect the Proposed Transaction or the merits of the Proposed Transaction. Our Opinion does not constitute a recommendation to any shareholder or creditor of JSTIL or JIFL as to how such shareholder or creditor should vote on the Proposed Transaction or any matter related thereto. In addition, this Opinion does not address the fairness to, or any other consideration, to the creditors or other constituencies of JSTIL or JIFL. We are not expressing any opinion herein as to the Prices at which the shares of the JSTIL or JIFL will trade following the announcement or consummation of the proposed transaction or as to the prices at which the shares of JSTIL or JIFL may be transacted.

Our Opinion is not and does not purport to be an appraisal or otherwise reflective of the prices at which any business or securities actually could be ideally bought or sold by any party and are not indicative of actual value or actual future results that might be achieved, which value may be higher or lower than those indicated.

Our Opinion is necessarily based on financial, economic, market and other conditions as in effect on the date of this issuing the Opinion, and the information made available to us as of, the date hereof, including the capital structure of JSTIL and JIFL. It should be understood that subsequent developments may affect this Opinion and that we do not have any obligation to update, revise, or reaffirm this Opinion.

We will receive a fee for our services in connection with the delivery of this Opinion from JSTIL. In addition, JSTIL has agreed to indemnify us for any unforeseen liabilities that may arise out of our engagement.

This Opinion is provided solely for the benefit of the Board of Directors of JSTIL, and shall not confer rights or remedies upon, any shareholder of JSTIL, or any other person other than the members of the Board of Directors of JSTIL, or be used for any other purpose, except to the extent required by law or by the request or requirement of any, judicial, statutory, regulatory, legislative, administrative or other governmental body. This Opinion may not be used or relied upon by nor is it issued for the benefit of any third party for any purpose whatsoever or disclosed, referred to or communicated by you (in whole or in part) except with our prior written consent in each instance. Provided however, this opinion may only be disclosed as may be required under any applicable law in India and may be kept open for inspection by shareholders of JSTIL, but we take no responsibility or liability for or arising out of any such disclosure. We specifically disclaim any responsibility to any third party to whom this Letter may be shown or who may acquire a copy of this Letter.





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The laws of India govern all matters arising out of or relating to this Opinion (including, without limitation, its interpretation, construction, performance, and enforcement).

With respect to any suit, action or any proceedings relating to this Opinion the courts of competent jurisdiction at India shall have exclusive jurisdiction.

On the basis of and subject to the foregoing, it is our view that, as of the date hereof, the proposed consideration in the proposed transaction is fair and reasonable from a financial point of view by adopting and considering net assets basis as taken in the valuation cum exchange ratio report dated August 03, 2015 issued by the valuer, M/s. Salarpuria & Partners, Chartered Accountants (Firm Registration No. 302113E).

Yours faithfully,

For **Gretex Corporate Services Private Limited**



(Authorised Signatory)