

**NIHAR RANJAN NAYAK** B. COM (HONS.), FCA  
REGISTERED VALUER (Securities or Financial Assets)  
Reg. No. IBBI/RV/01/2020/12737

**SHARE ENTITLEMENT REPORT**

**FOR THE PROPOSED SCHEME OF  
DEMERGER OF**

**JAY SHREE TEA AND INDUSTRIES  
LIMITED (DEMERGED COMPANY)**

**AND**

**BIDHANNAGAR TEA CO. PRIVATE  
LIMITED (RESULTING COMPANY)**

**THROUGH SCHEME OF ARRANGEMENT**

**UNDER SECTION 230 - 232 OF THE COMPANIES ACT, 2013**

**Residential Address :**

**Riyanka House, 3<sup>rd</sup> Floor, Flat No.401,  
99/1, T. N. Mukherjee Road, Maniktala, Makhla,  
Uttarpara, Dist. Hooghly 712245, West Bengal  
Mobile : 9830020012  
Email : banpur65@yahoo.co.in**

**Office Address :**

**Salarpuria & Partners  
Chartered Accountants  
7, Chittaranjan Avenue, Laha Paint House, 3<sup>rd</sup> Floor,  
Kolkata 700072  
Phone : 033 2237 5400 / 033 4014 5410**

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Nihar Ranjan Nayak  
Registered Valuer

**Client Identity:**

**EXECUTIVE SUMMARY**

Jay Shree Tea and Industries Limited (CIN: L15491WB1945PLC012771) ("Demerged Company") is a listed public company limited by shares, incorporated under the provisions of the Indian Companies Act, 1913 under the name "The Jay Shree Tea Gardens Limited" on 27 October 1945 with the Addl. Registrar of Joint Stock Companies, Bengal under Company Registration Number 548 of 1945-46. Subsequently, the name of the Demerged Company was changed to its existing name on 27 June 1960. The registered office of the Demerged Company is located at Industry House, 10, Camac Street, Kolkata 700 017 in the state of West Bengal. The Demerged Company is engaged in the business of production, manufacture and sale of tea, chemicals, fertilizers and sugar. The equity shares of the Demerged Company are listed on Bombay Stock Exchange Limited (BSE), National Stock Exchange of India Limited (NSE) and The Calcutta Stock Exchange Limited (CSE).

Bidhannagar Tea Co. Private Limited (CIN: U01132WB1999PTC088940) ("Resulting Company") is a private company limited by shares, incorporated under the provisions of the Companies Act, 1956 on 10 March 1999. The registered office of the Resulting Company is located at Industry House, 10, Camac Street, Kolkata 700 017 in the state of West Bengal. The Resulting Company has been incorporated to carry on the business of cultivation and manufacture of tea.

Jay Shree Tea and Industries Limited (Demerged Company) holds the entire equity share capital of the Bidhannagar Tea Co. Private Limited (Resulting-Company).

**Purpose of Valuation:**

Recommendation of Fair Share Entitlement Ratio for demerger, transfer and vesting rights of the Sholayar / Kallyar undertakings of Demerged Company into Bidhannagar Tea Co. Private Limited for the purpose of demerger through Scheme of Arrangement.

**Basis of Valuation**

Fair Value

**Premise of Valuation**

Going Concern

**Valuation Date**

31<sup>st</sup> March, 2022

**Appointment Date**

11<sup>th</sup> November, 2022.

**Conclusion:**

Based on the assumptions and limiting conditions as described in this report, as well as the facts and circumstances as on the valuation date, the share entitlement ratio is recommended:

"As the net worth of Rs 30,25,000 as at 31.03.2022 of the Demerged Undertaking of Sholayar/Kallyar Tea Estate of the Demerged Company, 3,02,500 number of shares of Rs 10 each fully paid of the Resulting Company is to be issued to the Demerged Company."



Nihar Ranjan Nayak  
Registered Valuer

Dated: 12/01/2023

To  
Board of Directors  
Jay Shree Tea and Industries Limited  
Industry House, 10, Camac Street,  
Kolkata 700 017

To,  
The Board of Director  
Bidhannagar Tea Co Private Limited  
Industry House, 10, Camac Street,  
Kolkata 700 017

**Recommendation of (fair share entitlement ratio for the demerger of Sholayar/Kallyar Estate of Jay Shree Tea and Industries Limited into Bidhannagar Tea Co. Private Limited**

In terms of the engagement letter and related discussion we had with you, wherein the management of Jay Shree Tea And Industries Limited ("Demerged Company") and Bidhannagar Tea Co. Private Limited ("Resulting Company") (collectively hereinafter referred to as the 'companies') has appointed the undersigned for recommending the Fair Share Entitlement Ratio of equity shares of the Resulting Company to be issued to the Demerged Company in connection with the proposed demerger, transfer and vesting rights of the Sholayar / Kallyar Estate of Demerged Company into Resulting Company, a wholly owned subsidiary of the Demerged Company as more elaborately defined in the Proposed Scheme of Arrangement, between the Demerged Company and the Resulting Company under the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme" or "Scheme of Arrangement") amended up to date.

The "Fair Share Entitlement Ratio" for the purpose of this report refers to the number of fully paid up equity shares of face value INR 10 each to be issued by the Resulting Company to the Demerged Company as consideration for the proposed demerger, transfer and vesting rights of the Sholayar / Kallyar Estate of the Demerged Company.

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

**1. Purpose of Engagement and Appointing Authority**

Based on the discussions held with the Demerged Company and the Resulting Company, we understand that the Demerged Company has proposed to transfer and vesting, rights of the Sholayar/Kallyar Estate of the Demerged Company into the Resulting Company as mentioned in the Scheme of Arrangement and therefore, require the fair share entitlement ratio of equity shares.

The appointment of the undersigned as Registered Valuer has been confirmed/ ratified by the Audit Committee of the Demerged Company and the Board of Directors of the Resulting Company. We are issuing this report for the purpose mentioned above, in compliance with applicable provisions of the Companies Act, 2013 amended up to date.



Nihar Ranjan Nayak  
Registered Valuer

## 2. Background of Companies

### 2.1. Jay Shree Tea and Industries Limited ("Demerged Company")

Jay Shree Tea and Industries Limited (CIN: L15491WB1945PLC012771) ("Demerged Company") is a listed public company limited by shares, incorporated under the provisions of the Indian Companies Act, 1913 under the name "The Jay Shree Tea Gardens Limited" on 27 October 1945 with the Addl. Registrar of Joint Stock Companies, Bengal under Company Registration Number 548 of 1945-46. Subsequently, the name of the Demerged Company was changed to its existing name on 27 June 1960. The registered office of the Demerged Company is located at Industry House, 10, Camac Street, Kolkata 700 017 in the state of West Bengal. The Demerged Company is engaged in the business of production, manufacture and sale of tea, chemicals, fertilizers and sugar. The equity shares of the Demerged Company are listed on Bombay Stock Exchange Limited (BSE), National Stock Exchange of India Limited (NSE) and The Calcutta Stock Exchange Limited (CSE).

The share capital of the Demerged Company as on 31<sup>st</sup> March, 2022 is as follows:

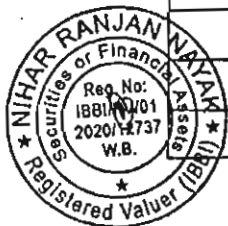
Particulars	INR
<b>Authorized share capital</b>	
8,45,00,000 Equity Shares of Rs. 5/- each	42,25,00,000
20,00,000 Preference Shares of Rs. 100/- each	20,00,00,000
<b>Total</b>	<b>62,25,00,000</b>
<b>Subscribed and fully paid-up capital</b>	
2,88,77,488 Equity Shares of Rs.5/- each, fully paid up	14,43,87,440
<b>Total</b>	<b>14,43,87,440</b>

### 2.2. Bidhannagar Tea Co. Private Limited ("Resulting Company")

Bidhannagar Tea Co. Private Limited (CIN: U01132WB1999PTC088940) ("Resulting Company") is a private company limited by shares, incorporated under the provisions of the Companies Act, 1956 on 10 March, 1999. The registered office of the Resulting Company is located at Industry House, 10, Camac Street, Kolkata 700017 in the state of West Bengal. The Resulting Company has been incorporated to carry on the business of cultivation and manufacture of tea and it is the wholly owned subsidiary of Demerged Company.

The share capital of the Resulting Company as on 31st March, 2022 is as follows:

Particulars	INR
<b>Authorized share capital</b>	
50,000 Equity Shares of Rs. 10/- each	5,00,000
<b>Total</b>	<b>5,00,000</b>
<b>Issued, subscribed and paid up capital</b>	
10,200 Equity Shares of Rs.10/- each, fully paid up	1,02,000
<b>Total</b>	<b>1,02,000</b>



**2.3. "Demerged Undertaking"**

**DESCRIPTION OF DEMERGED UNDERTAKINGS**

"Demerged Undertaking" means all the business, undertakings, properties, investments and liabilities of whatsoever nature and kind and where so ever situated, of the Demerged Undertaking, in relation to and pertaining to the Sholayar / Kallyar Tea Estates on a going concern basis, as on the Appointed Date, together with all its assets and liabilities:

- i. All rights, title, interest, covenant, undertakings, liabilities including continuing rights, title and interest in connection with the pieces and parcels of all Assets and Liabilities.
- ii. Litigations, claims and disputes pertaining to the Identified; and
- iii. All benefits and obligations under the contracts, deeds, bonds, agreements, schemes, arrangements and other instruments of any nature.

**3. Rationale in Accordance with the Proposed Scheme**

- 3.1. The Resulting Company is a wholly owned subsidiary of the Demerged Company. The Demerged Undertakings of the Demerged Company comprise the Sholayar and Kallyar Tea Estates which are situated in the state of Tamil Nadu whereas the other tea estates of the Demerged Company are situated in the Northern Region in the states of Assam and West Bengal. The Demerged Company is also engaged in the business of manufacture of chemicals, fertilizers and sugar, which are in the eastern region. Further, the Resulting Company will explore taking a Joint Venture partner for running the Demerged Undertaking more efficiently in South India.
- 3.2. The operations in the northern and eastern region are distinct from the southern region and requires independent management set up. Of late, the Demerged Company has been experiencing difficulty in managing the operations of northern / eastern region and southern region together.
- 3.3. The Resulting Company has been formed for the purpose of undertaking the business of cultivation and manufacture of tea.
- 3.4. In view of the aforesaid, it has become necessary to demerge the southern operations of tea business to another company. The said demerger will entail smoother operations of the respective businesses under independent management set up paving way for growth and development of each of the businesses.
- 3.5. The Scheme will enable the Resulting Company to get an established business to undertake operations smoothly and effectively.
- 3.6. The Scheme will result in simplification of the group structure and management structure leading to better administration and more focused operational efforts, rationalization, standardization and simplification of business processes.
- 3.7. The Scheme will enable the entities to leverage their resources to improve alignment of debt repayments with cash flow.
- 3.8. The synergies that exist between the two companies in terms of services and resources can be put to the best advantage of all stakeholders.
- 3.9. The Scheme is envisaged to be in the best interests of the shareholders, employees and the creditors of the Demerged Company and the Resulting Company.



4. Scope of Work

The scope of work is to recommend a Fair Share Entitlement Ratio for the proposed transaction of demerger of Sholayar/Kallyar Estate, the Demerged Undertaking of the Demerged Company into the Resulting Company through Scheme of Arrangement for Demerger,

This Report is deliverable in respect of recommendations of fair share entitlement ratio for the proposed transaction and is subject to the scope, assumptions, exclusions, caveats, limitations, and disclaimers detailed hereinafter. As such, the Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

5. Valuer's Identity and appointment details

Name of the Valuer	Nihar Ranjan Nayak
Email address	banpur65@yahoo.co.in
Qualifications	FCA, IP, Registered Valuer-SFA
IBBI Registration No	IBBI/RV/01/2020/12737
Independence and Disclosure of Interest	The undersigned is an independent valuer. There is no conflict – of interest. It is further stated that neither the undersigned nor the relatives/associates are related or associated with the Demerged and Resulting Companies.
Any other experts involved	Yes. Valuer Appointed by Jay Shree Tea and Industries Limited for ascertaining the fair Value of Sholayar/Kallyar Tea Estate valued Mr. B. Dharmaraju and Report attached herewith.
Date of appointment	11 <sup>th</sup> November, 2022
Currency	INR

6. Sources of Information

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

- Draft Scheme of Arrangement between Jay Shree Tea and Industries Limited and Bidhannagar Tea Co. Private Limited.
- Shareholding Pattern of the Resulting Company as on 31<sup>st</sup> March, 2022.
- Audited Financial Statements of Demerged and Resulting Company as on 31<sup>st</sup> March, 2022.
- Written down value of Assets as on 31<sup>st</sup> March, 2022.
- MCA Databases and other relevant information and documents for the purpose of engagement.
- Discussion with the management of the companies.
- Valuation Report of Property, Plant and Equipment for Sholayar and Kallyar Tea State valued by a valuer (B DHARMARAJU).



## 7. Valuation Approaches and Methodology

**Valuation Date:** 31<sup>st</sup> March, 2022

**Valuation Base:** Valuation base means the indication of the type of value being used in an engagement. Different valuation bases may lead to different conclusions of value.

Considering the nature of this exercise, we have considered Fair Value as a Valuation Base.

**Premises of Value:** Premises of value refer to the conditions and circumstances how an asset is deployed. We have considered Going Concern Value and "As is where is" Value as applicable to the companies being valued, as the Premise of Value.

In case of demerger as well as for merger valuation, the emphasis is on arriving at the "relative" values of the shares of these companies to facilitate determination of the "Fair Share Entitlement Ratio". Hence, the purpose is not to arrive at absolute values of the shares of the companies.

From discussion with the management and on perusal of, draft scheme of arrangement, we understand that:

- The management of the listed Demerged Company is contemplating to demerge its Sholayar and Kallyar undertaking into Resulting Company.
- As on date, The Resulting Company ("BTCPL") is a wholly owned subsidiary of the Demerged Company as the entire share capital of it is held by JSTAIL and its nominees.
- However, once the scheme is effective, the Resulting Company shall without any further application or deed, issue and allot equity Shares to the Demerged Company or their respective heirs, executors, administrators or other legal representatives or other successors in title, whose name appears in the Register of Members on the Effective Date of the Resulting Company.

### Valuation Methodology

- i. Valuation by its nature, cannot be regarded as an exact science and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgement. Given the same set of facts and using the same assumption, expert opinion may differ due to the number of separate judgement decisions. There can, therefore, be no standard formula to be established to establish an indisputable value, although certain formulae are helpful in assessing reasonableness. The International Valuation Standards Council (IVSC), which is the independent global standard setter for the valuation profession has set out three internationally valuation approaches and various methods there in for arriving at the fair value of a share namely Cost Approach, Income Approach and Market Approach in accordance with IVS 105.
- ii. For the purpose of determining fair value, a valuer may, therefore, use any of the approaches as per the generally/internationally accepted valuation methodologies which in its opinion are most appropriate based on the facts of each valuation.
- iii. The international/generally accepted valuation methodologies have been discussed hereinafter, along with the reasons for the choice of approach used based on the facts.



**(A) Market Approach**

Under this approach the valuation is done on the basis of the quoted market price of the company in case it is a publicly-traded company, or publicly traded comparable business/date is reviewed in order to identify a peer group similar to the subject company and then their multiples are applied to the entity being valued to determine the fair. Usually under the market-based approach, the methods that may be applied are:

**Market Price("MP") Method**

Under this method, the market price of an equity shares of the company as quoted on a recognized stock exchange is normally considered as the fair value of the equity shares of that company where such quotation are arising from the shares being regularly and freely traded The market value generally reflects the investors perception about the true worth of the company.

**Comparable Companies Multiple("CCM") Method**

This valuation approach is based on the principle market valuation, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. The value is determined on the basis of multiples derived from valuations of comparable companies as manifest in the stock market valuation of listed companies. Relevant multiple need to be chosen carefully and adjusted for differences between the circumstances.

**(B) Asset/Cost Approach**

Under this approach, the book value/replaceable value/realizable value of the underlying asset of the company is determined to arrive at the value of the business, depending on the facts and circumstances applicable to company. Usually, under the asset-based approach, the methods that may be applied are Net Book Value Method, Net Replaceable Value and Net Realizable Value.

**(C) Income Approach**

Usually, under the income-based approach, the methods that may be applied are Discounted Cash Flow (DCF) Methods or the Piece Earning Capacity Value (PECV) Method.

Under DCF approach, the future free cash flows of the business are discounted to the valuation date to arrive at the present value of the cash flows of the business or capitalized using a discount rate depending on the capital structure of the company. This approach also takes into account the value of the business in perpetuity by the calculation of terminal value using the exit multiple method or the perpetuity growth method, whichever is appropriate.

Under PECV Method, the average earning on the basis of the past 3-5 year are first determined, adjustments are then made for any exceptional transactions or items of non-recurring nature. The adjusted average earnings are then capitalized at an appropriate rate to arrive at the value of business. The capitalization rate so factored has to be decided depending upon various factors such as the earning in the industries, P/E prevailing in the industries etc. After this, the normalized earnings are then capitalized at an appropriate discount rate.

I have considered Net Assets of Asset Approach taking into consideration all the assets and liabilities taken at carrying value as at 31<sup>st</sup> March, 2022 of the Demerging Undertaking of the Demerged Company and Resulting Company except Property, Plant and Equipment of Demerging Undertaking taken at Fair Market Value whose valuation is done by a valuer (B Dharmaraju) which is disclosed in Annexure 'A'. As other two approaches are not considered by me for taking other facts and situation into consideration for the valuation.



Computation of Exchange Ratio

Particulars	Demerged Undertaking of Jay Shree Tea and Industries Limited (Transferor)	Bidhannagar Tea Co. Private Limited (Transferee)
Value Of Net Assets (As per Annexure A) As on 31 <sup>st</sup> March, 2022	Rs 30,25,000	Rs 15,535
No of shares As on 31 <sup>st</sup> March, 2022	2,88,77,488	10,200
Face Value per share	Rs 5	Rs 10
Fair Value per share (INR)	0.10475287	10
Exchange Ratio	0.10475287:10	

As the resulting company is a SPV and its share cannot be valued below the par value. So, it is taken as Rs 10 each.

So, As the Net Assets of Rs 30,25,000 as at 31.03.2022 of the Demerged Undertaking of Sholayar/Kallyar Tea Estate of the Demerged Company, 3,02,500 number of shares of Rs 10 each fully paid of the Resulting Company is to be issued to the Demerged Company.

**Specific Considerations**

BSE Circular No. LIST/COPM/02/2017-18 dated 29 May, 2017 and NSE Circular No. NSE/CML/2017/12 dated 1st June, 2017 (Collectively referred as "Stock Exchange Circulars") require the valuation report for a Scheme of Arrangement to provide certain requisite information in a specified format. In terms of the SEBI Master Circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November, 2021, pursuant to the circular the working, fair relative value per share and fair share exchange ratio have been laid down below.

Valuation Approach	Demerged Undertaking of Jay Shree Tea and Industries Limited.		Bidhannagar Tea Co. Private Limited.	
	Value Per Share	Weight	Value Per Share	Weight
Asset Approach	0.10475287	100%	10	100%
Income Approach	NA	0%	NA	0%
Market Approach	NA	0%	NA	0%
Relative Value per Share	0.10475287		10	

NA – Not Adopted/Not Applicable

As the resulting company is 100% subsidiary of the demerged company and in terms of scheme - even post demerger the resulting company will remain 100% subsidiary of Jayshree Tea and Industries. So, effectively, there is no change in ownership.

Based on the foregoing data, consideration and steps followed, in our opinion the share entitlement ratio would be as follows

As the net worth of Rs 30,25,000 as at 31.03.2022 of the Demerged Undertaking of Sholayar/Kallyar Tea Estate of the Demerged Company, 3,02,500 number of shares of Rs 10 each fully paid of the Resulting Company is to be issued to the Demerged Company.



8. Caveats, Limitations and Disclaimers

- i. This Fair Share Entitlement Ratio Report has been issued on the specific request of the Demerged Company and the Resulting Company for Determining the Fair Share Entitlement Ratio for the said proposed Scheme of Arrangement in accordance with the Companies Act, 2013 and rules made thereunder and is required for filing the same with the jurisdictional National Company Law Tribunal, Stock Exchanges and SEBI. This Fair Share Entitlement Ratio Report is prepared exclusively for the above stated purpose and must not be copied, disclosed or circulated or referred to in correspondence or discussion with any other party. Neither this report nor its content may be used for any other purpose without my prior written consent.
- ii. This Report, its contents and the results herein are specific to (i) the purpose of valuation agreed as per the terms of my engagement; and (ii) are based on the data detailed in section Sources of Information.
- iii. The determination of Fair Value / Fair Share Entitlement Ratio is not a science. The conclusion arrived at, in many cases will, of necessity, be subjective and depends on the exercise of individual judgments. There is, therefore, no single undisputed Share Entitlement Ratio. While the undersigned has provided the opinion on the share entitlement ratio based on information available and within the scope of engagement, others may have different opinion.
- iv. The Final responsibility for the determination of fair share entitlement ratio at which the proposed demerger transaction shall take place will be with the board of directors who should take into account other factors such as their own assessments of the proposed demerger transaction and inputs of other advisors.
- v. The management/representatives warranted to the undersigned that the information they supplied was complete, accurate and true and correct to the best of their knowledge. I have relied upon the representations of the Management concerning the financial and other information relating to proposed transaction. I shall not be liable for any loss, damages, cost or expenses arising from fraudulent acts, misrepresentations, or willful default on part of the companies, their directors, employee or agents.
- vi. The undersigned has relied on data from external sources also to conclude the valuation. These sources are believed to be reliable and therefore, I assume no liability for the truth or accuracy of any data, opinions or estimates furnished by others that have been used in this valuation, where I have relied on data, opinions or estimates from external sources, reasonable care has been taken to ensure that such data has been correctly extracted from those sources and /or reproduced in its proper form and context.



- vii. While the scope of work has involved an analysis of financial information and accounting records, our engagement does not include an audit in accordance with generally accepted auditing standards of the client's existing business records. Accordingly, the undersigned assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by and on behalf of you and the client. My report is subject to the scope and limitations detailed hereinafter. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made.
- viii. The undersigned assume that the companies fully comply with the relevant laws and regulation applicable in all their areas of operations and unless otherwise stated, and that these companies will be managed in a component and responsible manner. Further, except as specifically stated to the contrary, this report has given no consideration to matters of regulatory nature, tax nature and legal nature, including issue of legal title and compliance with local laws and litigation and other contingent liability that are not recorded in the audited/ unaudited financial statements of the companies.
- ix. This report does not look into the business/ commercial reason behind the proposed transaction of demerger nor the likely benefit arising out of the same. Similarly, it does not address the relative merits of proposed transactions as compared with any other alternative business transaction or other alternative or whether or not such alternative could be achieved or are available. This report is restricted to recommendations for fair share entitlement ratio only. It's suitability and applicability for any other use has not been checked by the undersigned.
- x. An analysis of such nature is necessarily based on prevailing stock market, financial, economic and other condition in general and industry trends in particular as in effect on and the information made available to me as of, the date hereof. Events occurring after the date hereof may affect this report and the assumptions used in preparing it, and I do not assume any obligation to update, revise or reaffirm this Report.
- xi. The ultimate analysis will have to be tempered by exercise of judicious description by the valuer and judgments taking into account the relevant factors. There will always be several factors, e.g. management capability, present and prospective competition held on comparable securities, market sentiment, etc. which may not be apparent from the face of the financial statements but could strongly influence the value of share. This concept is also recognized in judicial decisions.
- xii. Provision of fair share entitlement ratio recommendation and consideration of the issues described herein are areas of our regular practice. This service does not represent accounting, assurance, auditing, due diligence, consulting, or tax related services that may otherwise be provided by us or our affiliates.
- xiii. No consideration has been given to liens or encumbrance against the assets, beyond the loans disclosed in accounts. Therefore, no responsibility assumed for matter of legal nature.



Nihar Ranjan Nayak  
Registered Valuer

- xiv. In accordance with customer approach, we have summarized the fair share entitlement ratio based on the information as was provided to undersigned by the respective managements of the Demerged Company and the Resulting Company, both written, verbal and other publicly available information. I do not assume any responsibility for the accuracy or reliability of such documents on which we have relied upon informing our opinion
- xv. The undersigned does not express any opinion/ recommendation. The shareholders are expected to exercise their own discretion.
- xvi. I do not have any present or plan to have any future interest in the company and the fee for this Fair Share Entitlement Ratio Analysis is not contingent upon the values reported herein. The fair share Entitlement Ratio Analysis contained herein is not intended to represent the value/ratio at any time other than the date that is specifically reported in this report.
- xvii. This Report is to be read in totality, and not in parts in conjunction with the relevant document referred to herein.
- xviii. The undersigned will not be liable for any losses, claims, damage or liabilities arising out of the action taken, omissions or advice given by the any other advisor to the companies. In no event, I shall be liable for any loss, damages, cost or expenses arising in any way from fraudulent act misrepresentations or willful default on the part of companies, that director, employees or agents. I do not accept any liability to any third party in relations of this report.
- In no circumstances the liability of undersigned, associate or employees relating to the service provided in the connection with the engagement set out in this Fair Share Entitlement Report shall exceed the amount of fees paid for the assignment.
- xix. The Fair Share Entitlement Report should not be construed as investment advice, specifically, the undersigned do not express any opinion on the suitability or otherwise of entering into the proposed transactions.
- xx. This report is meant for a purpose mentioned above and should not be used for any purpose other than the purpose mention therein. Neither the Report nor its content may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than in connection with the proposed Scheme of Arrangement, without our prior consent except for disclosure to relevant regulatory authorities including Stock Exchange, SEBI, and Ministry of Corporate Affairs.



Nihar Ranjan Nayak  
Registered Valuer

**9. RECOMMENDATION**

Considering the desired capital structure of the Resulting Company and all the relevant factors and circumstances as discussed and outlined herein above, pursuant to the Scheme of Arrangement. The recommended share entitlement ratio is:

As the net worth of Rs 30,25,000 as at 31.03.2022 of the Demerged Undertaking of Sholayar/Kallyar Tea Estate of the Demerged Company, 3,02,500 number of shares of Rs 10 each fully paid of the Resulting Company is to be issued to the Demerged Company.

As the resulting company is 100% subsidiary of the demerged company and in terms of scheme - even post demerger the resulting company will remain 100% subsidiary of Jayshree Tea and Industries. So, effectively, there is no change in ownership.

Yours faithfully,

*N. R. N.*

Registered Valuer- Nihar Ranjan Nayak

Registered Valuer – Securities or Financial Assets

IBBI/RV/01/2020/12737

Date: 12/01/2023

Place: Kolkata

UDIN: 23057076 B6XUUN2480



Nihar Ranjan Nayak  
Registered Valuer

Annexure 'A'

Total Assets and Liabilities of Demerged Undertakings Jay Shree Tea And Industries limited (Sholayar And Kallvar Estates) as at 31<sup>st</sup> March, 2022.

	Particulars	Amount (Rs)
<b>Assets</b>		
	Non-Current Assets (At Book Value)	54,50,000
	Current Assets (At Book Value)	1,33,09,000
	Property, Plant and Equipment (At Fair Market Value) (Rounded)	44,00,00,000
	<b>Total (A)</b>	<b>45,87,59,000</b>
<b>Liabilities</b>		
	Current Liabilities (At Book Value)	45,57,34,000
	<b>Total (B)</b>	<b>45,57,34,000</b>
	<b>Net Assets (A-B)</b>	<b>30,25,000</b>



**B.DHARMARAJU**

Regd. Architect (C.A.No.27429/2001)

Approved Valuer (A - 1639)

Mobile: 9443311063

Ph: 0423 - 2952063

Certified To Be True Copy  
For JAY SHREE TEA & INDUSTRIES LTD.

*R.K. GANESHWALA*  
President & Secretary

**V-VALUATION REPORT SUMMARY**

**TOTAL VALUATION**

Value of tea plantation – sholayar Estates	:	Rs. 17,71,89,332
Value of tea plantation kallyar Estates	:	Rs. 13,28,19,202
Value of Factory Building	:	Rs. 3,00,00,000
Value of Other Buildings	:	Rs. 2,50,00,000
Value of Plant & Machinery	:	Rs. 6,50,00,000
Value of Furniture, Fixtures & Other Assets	:	Rs. 50,00,000
Value of Vehicle	:	Rs. 50,00,000
<b>Total value of the property</b>	:	<b>Rs. 44,00,08,534</b>

**RUPEES FORTY FOUR : CRORE EIGHT THOUSAND FIVE HUNDRED AND THIRTY FOUR ONLY**

**Decceleration from the Valuer**

I hereby declare that :

I have inspected the property on 12<sup>th</sup> January 2023 .

The information furnished in my valuation report date at 12<sup>th</sup> January 2023 is true.

The best of my knowledge and belief and have made an impartial and true valuation of the property.

I have no direct or indirect interest in the property valued.

Place : Coonoor, The Nilgiris

Date : 12<sup>th</sup> January 2023

*B. Dharmaraju*  
**B. DHARMARAJU**  
Architect (C.A. No: 27429/2001)  
Approved Valuer (A 1639)  
No. Simrath Villa, Bedford,  
Coonoor - 643 101, The Nilgiris, T.N.  
Mobile: 9443311063

26 Simrath Villa, Bedford, Coonoor, The Nilgiris.



Jay Shree Tea & Industries Ltd.



Date:12<sup>th</sup> January,2023

To,  
The General Manager,  
Department of Corporate Services,  
BSE Limited,  
P.J.Towers,Dalal Street  
Mumbai-400 001


Dear Sir,

**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 for the proposed scheme of Arrangement between Jay Shree Tea & Industries Limited (“the Company” or “the demerged Company”) and Bidhannagar Tea Co. Private Limited (“BTCPL” or “the Resulting Company”) and their respective shareholder and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013**

In connection with the above application we hereby confirm that:

- a) No material event impacting the valuation has occurred during the intervening period of filing the scheme documents with Stock Exchange and period under consideration for valuation.
- b) There are no past defaults of listed debt obligations of the entities forming part of the Scheme

For Jay Shree Tea & Industries Limited

  
(R.K.Ganeriwala)  
President & Secretary



Regd. & H. O.: Industry House, 15th Floor, 10, Camac Street, Kolkata - 700 017, India, Ph. : +91 33 2282 7531-4, Fax : +91 33 2282 7535  
E-mail : webmaster@jayshreetea.com Website : www.jayshreetea.com, CIN : L15491WB 1945PLC012771

*Chai Piya Mat Jiyo*