

FAIRNESS OPINION REPORT ON VALUATION FOR THE PROPOSED SCHEME OF
AMALGAMATION

amongst

Gulshan Holdings Private Limited and East Delhi Importers & Exporters Private Limited

and

Gulshan Polyols Limited

By



Navigant

Navigant Corporate Advisors Limited
423, A Wing, Bonanza, Sahar Plaza Complex,
J.B. Nagar, Andheri Kurla Road,
Andheri East,
Mumbai-400 059

Email Id- navigant@navigantcorp.com

Web: www.navigantcorp.com

06th August, 2020

SEBI Registered Category I Merchant Banker

SEBI Registration No. INM000012243



For GULSHAN POLYOLS LIMITED



[Signature]
Company Secretary

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 Gulshan Polyols Limited (“GPL” or “Transferee Company”) to prepare an Independent Fairness Opinion Report (“Report”) with respect to providing an independent opinion and assessment as to fairness of Valuation Report and Swap ratio determined by Mr. Vardhman Doogar, Registered Valuer (“Valuer”) an Independent Valuer for the purpose of intended proposed amalgamation of Gulshan Holdings Private Limited (“GHPL”, “Transferor Company”), East Delhi Importers & Exporters Private Limited (“EDIEPL”, “Transferor Company”) with Gulshan Polyols Limited (“GPL” or “Transferee Company”) pursuant to a Scheme of Amalgamation under section 230 to 232 and other applicable clauses of the companies Act, 2013 (“Scheme”).

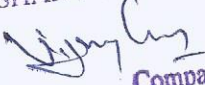
GPL, GHPL and EDIEPL are collectively referred as “Companies”.

The Fairness Opinion Report (“Report”) has been prepared on the basis of the review of information provided to Navigant and specifically the Report on Swap ratio (hereinafter referred as Valuation Report) prepared by Valuer as an independent valuer. The report does not give any valuation or suggest any swap ratio; however, 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. Navigant has not independently verified any of the information contained herein. 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.



For GULSHAN POLYOLS LIMITED

Company Secretary

Date: 06th August, 2020

To,
The Board of Directors
Gulshan Polyols Limited
9th K.M., Jansat Road,
Muzaffarnagar - 251001,
Uttar Pradesh, India

To
The Board of Directors
Gulshan Holdings Private Limited
9th K.M., Jansat Road,
Muzaffarnagar - 251001,
Uttar Pradesh, India

To
The Board of Directors
East Delhi Importers & Exporters Private Limited
9th K.M., Jansat Road,
Muzaffarnagar - 251001,
Uttar Pradesh, India

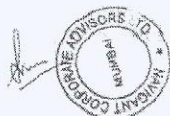
Dear Members of the board,

Engagement Background

We Understand that the Board of Directors of Gulshan Holdings Private Limited (“GHPL”, “Transferor Company”), East Delhi Importers & Exporters Private Limited (“EDIEPL”, “Transferor Company”) and Gulshan Polyols Limited (“GPL” or “Transferee Company”) are considering a Scheme of Amalgamation between GHPL, EDIEPL and GPL and their respective Shareholders (“the Scheme”) for amalgamation of GHPL, and EDIEPL with GPL under the provisions of sections 230 to 232 and other relevant provisions of the Companies Act, 2013, as may be applicable for amalgamation of GHPL, EDIEPL with GPL.

We understand that the Valuation as well as the swap ratio thereof is based on the Valuation Certificate dated 6th August, 2020 issued by Mr. Vardhman Doogar, Registered Valuer (“Valuer”) (Membership. No. 517347).

We, Navigant Corporate Advisors Limited, a SEBI registered Category-I Merchant Banker, have been engaged by GPL to give a fairness opinion (“Opinion”) on Valuation Certificate dated 6th August, 2020 issued by Mr. Vardhman Doogar, Registered Valuer (“Valuer”) (Membership. No. 517347).



For GULSHAN POLYOLS LIMITED
[Signature]
Company Secretary

Background of the Companies

Gulshan Holdings Private Limited

(a) Gulshan Holdings Private Limited was incorporated on 20th November, 1985 as a private limited company with Registrar of Companies, Delhi & Haryana as a Private Company, Limited by Shares, having its registered office at 9th K.M., Jansat Road, Muzaffarnagar - 251001, Uttar Pradesh, India.

(b) GHPL was originally incorporated as a company limited by shares on 20th November, 1985 under Companies Act, 1956 under the name of "Gulshan Marketing Private Limited". Thereafter, pursuant to Section 23 of the Companies Act, 1956 and under the order of the Central Government, the name of the Company was changed to Gulshan Holdings Private Limited and a fresh certificate of change of name was issued to the company.

(c) GHPL is engaged in the business of acquiring, investing and holding shares in companies having similar objects or companies providing value benefit, and guaranteeing the payment of money unsecured or secured by or payable under or in respect of contractual obligations. Also, The GHPL is engaged in the business of trading goods. Currently, company is not in operations.

The shareholding pattern of the Gulshan Holdings Private Limited as on June 30, 2020

Shareholders	Number of Shares	% Shareholding
Promoters Group	707	100%
Others	-	-
Total	707	100%

East Delhi Importers & Exporters Private Limited (EDIEPL)

(a) East Delhi Importers & Exporters Private Limited is a private limited company within the Companies Act, 2013, having its registered office at 9th K.M., Jansat Road, Muzaffarnagar - 251001, Uttar Pradesh, India and Corporate Identity Number (CIN) U60231DL1997PTC088674. EDIEPL was originally incorporated as a company limited by shares on 23rd July, 1997 under Companies Act, 1956 under the name of "Atul Transport Private Limited". Thereafter, pursuant to Section 23 of the Companies Act, 1956 and under the order of the Central Government, the name of the Company was changed to East Delhi Importers and Exporters Private Limited and a fresh certificate of change of name was issued to the company

(b) EDIEPL is engaged in the business of importing, exporting, dealing and trading multi-products which includes but not limited to textile products, chemicals, sugar and related products, engineering goods, molasses, grains, glassware, alcohol, oils, paper and related products, wood and timber etc. Further, the company is engaged in the business as general carriers, transporters and freight forwarders, and exporting, importing, trading and dealing in the computer software, programmes, computer hardware and peripherals. Currently, company is not in operations



For GULSHAN POLYOLS LIMITED
[Signature]
Company Secretary

The Shareholding pattern of East Delhi Importers and Exporters Private Limited as on June 30, 2020

Shareholders	Number of Shares	% Shareholding
Promoters Group	10,000	100%
Others	-	-
Total	10,000	100%

Gulshan Polyols Limited

(a) Gulshan Polyols Limited was incorporated as a Public Limited Company under the provisions of the Companies Act, 1956 on GPL was incorporated on 20th October 2000 with Registrar of Companies, Kanpur as a Public Company, Limited by Shares, having its registered office at 9th K.M., Jansat Road, Muzaffarnagar - 251001, Uttar Pradesh, India. The equity shares of GPL are listed at Bombay Stock Exchange Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”).

(b) Transferee Company is engaged in the business of manufacturing multi-products such as starch sugar, high fructose rice syrup, brown rice syrup, rice syrup solids, calcium carbonate, agro based animal feed and alcohol. Further, the Transferee Company is engaged in installing onsite PCC plants.

The shareholding pattern of the Company as on 30th June, 2020 is as follows

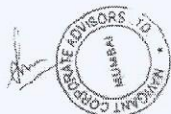
Shareholders	Number of Shares	% Shareholding
Promoters Group	3,19,98,438	68.20%
Others	1,49,18,582	31.80%
Total	4,69,17,020	100%


Transaction Overview and Rational

GHPL is engaged in the business of “Trading of Goods and Holding Investments & Guarantees” while the EDIEPL is engaged in the business of “Transportation Services and Trading of Multi-Products” and GPL is engaged in the business of “Manufacturing & Dealing with Multi-Products”.

All the entities are engaged in complementary, similar and ancillary businesses pertaining to manufacturing, dealing and trading of multi-products.

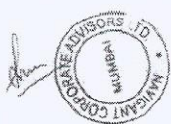
Hence, with a view to consolidating complementary and similar businesses under a single entity and to achieve simplified corporate structure by way of group reorganisation, the management has envisaged to undertake the amalgamation of the Transferor Companies in the Transferee Company under this Scheme.



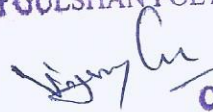
For GULSHAN POLYOLS LIMITED

 Company Secretary

The amalgamation of the Transferor Companies with the Transferee Company would inter alia have the following benefits:

- Help in achieving improved operational efficiency and optimum advantages and also to achieve greater efficiency and synergy in operations by combining the activities of the Transferor Companies with the Transferee Company. Accordingly, the Scheme would strengthen and complement the businesses of the Companies ;
- The amalgamated entity will benefit from optimum utilization of manpower through improved organizational capacity and leadership, arising from the combination of people from the Transferor Companies and Transferee Company which have diverse skills, talent, management expertise, enlarged knowledge base and vast experience to compete successfully in an increased competitive industry;
- The amalgamated entity shall reduce fixed costs by removing duplicate departments, operations and lower the cost of the Company relative to the same revenue stream and shall thus increase the profit margins.
- Under a liberalised, fast changing and highly competitive environment, this amalgamation shall strengthen the business of the Transferor Companies and the Transferee Company by pooling up the resources, business expertise, business processes and assets for common purpose and hence optimum utilization;
- The synergies that exist between the entities in terms of services and resources can be put to the best advantage of all stakeholders;
- The amalgamation will result in better economic control, increased financial strength and flexibility and enhance the ability of the amalgamated entity to undertake large projects, thereby contributing to enhancement of future business potential;
- Cost savings are expected to flow from more focused operational efforts, rationalisation, standardisation and simplification of business processes, productivity and improvements, improved procurement and the elimination of duplication and rationalization of administrative expenses;
- The consolidation of the companies engaged in similar & complementary line of business in one entity, under a single centralized system of management, will result in the management being able to exercise greater control over the operations of the Companies and which will help in synchronising the operations. This will also result in the management being enabled to undertake any re-structuring /re-organization of the various business undertakings of the companies for the purposes of achieving optimum efficiency /and or to attract investments in the individual business undertakings of the Companies.



For GULSHAN POLYOLS LIMITED


Company Secretary

In view of the aforesaid, the Board of Directors of the Transferor Companies as well as the Transferee Company have considered and proposed the amalgamation of the entire undertakings and businesses of the Transferor Companies with the Transferee Company in order to benefit the stakeholders of both Transferor Companies and Transferee Company. Accordingly, the Board of Directors of all the companies have formulated this Scheme of Amalgamation for the transfer and vesting of the entire undertakings and businesses of the Transferor Companies to the Transferee Company pursuant to the provisions of Section 230 to Section 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

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 by CA Vardhman Doogar, Registered Valuer dated 6th August, 2020;
- Other information and explanations as provided by the management/Valuer.

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

We assume no responsibility for the legal, tax, accounting or structuring matters including, but not limited to, legal or title concerns. 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 prior to entering into any transaction, after giving due weightage to the results of such assessment.

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:

"SEBI Guidelines for pricing of equity shares

The valuation of GPL has been conducted in compliance with the SEBI circular CFD/DIL3/CIR/2017/21 dated 10th March 2017 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations (ICDR Regulations), which prescribe guidelines for pricing of shares of a listed entity:



For GULSHAN POLYOLS LIMITED
[Signature]
Company Secretary

Valuation Methodologies

The three main valuation approaches are the asset approach, income approach and market approach. There are several commonly used and accepted methods including those set out in the Valuation Standards, 2018 issued by Institute of Chartered Accountants of India, within the asset approach, income approach and market approach, for determining the relative fair value, which can be considered in the present case, to the extent relevant and applicable, to arrive at the Share Exchange Ratio for the purpose of proposed merger, such as:

1. Cost Approach
2. Income Approach
3. Market Approach

1. Cost Approach - Net Asset Value (NAV) Methodology

The “cost” approach is based on the value of the underlying net assets of the business, either on a book value basis or realizable value basis or replacement cost basis. This valuation approach is mainly used in case where the asset base dominates earnings capability or in case where the valuing entity is a Holding company deriving significant value from its Assets & Investments.

Under the Adjusted Net Asset Value (“NAV”) Method, the assets and liabilities are considered at their realizable / market value including Intangible Assets and Contingent Liabilities if any which are not stated in the balance sheet. From the realizable value of the assets, the potential liabilities (including the preference share capital, if any) would be deducted.

For valuation of GHPL we have considered this method, as entity has significant investments & property in their balance sheet and their historical book value and fair value respectively reflect the intrinsic value of the business.

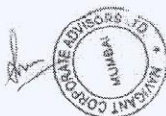
For valuation of EDIEPL we have considered this method, as entity is not in operations and entity has significant investments & property in their balance sheet their historical book value and fair value respectively reflect the intrinsic value of the business.

For valuation of GPL which is an operating company & has a going concern scenario, the relative earning power which comes under the Income & Market approach is of great importance than the Asset Approach. So, therefore, this method has not been used for the valuation exercise.

2. Income Approach - Discounted Cash Flows method (‘DCF’)

Discounted Cash Flow Method

The income approach is widely used for valuation under “Going Concern” basis. It focuses on the income generated by the company in the past as well as its future earning capability. The Discounted Cash Flow (“DCF”) Method under the income approach seeks to arrive at a valuation based on the strength of future cash flows.



For GULSHAN POLYOLS LIMITED
[Signature]
Company Secretary

Under the Discounted Cash Flow method (DCF), the projected free cash flows to the firm/ equity shareholders are discounted at the weighted average cost of capital/ cost of equity. The sum of the discounted value of such free cash flows is the value of the firm / equity. Using the DCF analysis involves determining the following:

Estimating future free cash flows:

Free cash flows are the cash flows expected to be generated by the company that are available to the providers of the company's capital. We have taken the earnings before interest and tax, to which we have added depreciation. Further such earnings are adjusted for non-operating incomes and expenses so as to arrive at EBITDA. The perpetuity (terminal) value is calculated based on the business' potential for further growth beyond the explicit forecast period. Usually "constant growth model" is applied, which implies an expected constant level of growth for perpetuity in the cash flows over the last year of the forecast period.

Appropriate discount rate to be applied to cash flows i.e. the cost of capital:

The Free Cash Flows arrived at above are discounted at appropriate discount rate to arrive at the Present Value thereof. This discount rate should reflect the opportunity cost to the providers of capital. The opportunity cost equals the rate of return the capital provider expects to earn on other investments of equivalent risk. The discounting factor reflects not only the time value of money, but also risk associated with the business' future operations.

Equity Value:

The Equity Value (aggregate of present value of explicit period and terminal period cash flows) so derived, is further adjusted for the cash, non-operating assets liabilities (e.g. fair value of investments in subsidiaries / associates, value of surplus assets, any contingent liabilities, etc.) and preference shareholders liability, if any, to arrive at value to the owners of the business.

For valuation of GPL which is an operating company & entity derive its value from earnings. We have assigned appropriate weight to this method. The free cash flows to the firm available in the explicit period and those in perpetuity are discounted by discounting factor based on Weighted Average Cost of Capital.

For valuation of GHPL & EDIEPL, these entities have significant investments in property in their balance sheet without any other operational business and their historical book value fairly reflects the intrinsic value of the business. So, therefore, this method has not been used for the valuation exercise.



For GULSHAN POLYOLS LIMITED
[Signature]
Company Secretary

3. Market Approach

Under this approach, the valuation is based on the market value of the company in case of listed companies and comparable companies trading or transaction multiples for unlisted companies.

Comparable Company Quoted Multiple (CCM)/ Comparable Transaction Multiple (CTM) Method

Under CCM, value of the Company is arrived at by using multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies.

This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Under CTM, value of the company is arrived on the basis of transactions related to sale/ purchase/ investment in similar companies in the market outside of Stock Market.

Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

For valuation of GPL, GHPL & EDIEPL, in the absence of comparable company/ transaction to determine relevant multiples for estimating equity values of subject companies, we could not consider these methods for the purpose of valuation.

Pricing of Equity Shares

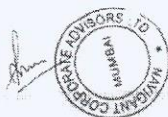
As per regulation 164(1) of ICDR Regulations, the market price cannot be lower than the higher of following of the issuer listed company, if share is frequently traded:

- (a) Average of the weekly high and low of the volume weighted average price during the 26 weeks preceding relevant date; or
- (b) Average of weekly high and low of the volume weighted average price during the 2 weeks preceding relevant date.

Frequently traded shares means the shares of the issuer, in which the traded turnover on any recognised stock exchange during the twelve calendar months preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer. Provided that where the share capital of a particular class of shares of the issuer is not identical throughout such period, the weighted average number of total shares of such class of the issuer shall represent the total number of shares.

The Relevant date for the purpose of computing pricing shall be the last working day immediately prior to the date of the board meeting.

In the present case, the trading volumes of the equity shares of GPL were more than 10% of the total number of shares during the twelve calendar months preceding the relevant date i.e. 6th August, 2020 on the NSE and accordingly equity shares of the company was classified as frequently traded shares under preferential issue pricing guidelines.



For GULSHAN POLYOLS LIMITED

Company Secretary

EDIEPL & GHPL not a listed Company and hence Market Price Method is not applicable. Thus, the minimum pricing requirements of ICDR are applicable on amalgamation of EDIEPL and GHPL with GPL, since GPL is frequently traded.

Share exchange ratio recommendation

Fair Value for the purpose of amalgamation have to be determined after taking into consideration all the factors and methodologies. Though, different values have been arrived at, under each of the above methodologies. For the purposes of recommending a Share exchange ratio, it is necessary to arrive at a single value for the equity shares of GPL, GHPL and EDIEPL. It is however important to note that in doing so, we are not attempting to arrive at the absolute equity values but at their relative values to facilitate the determination of fair exchange ratio. For this purpose, appropriate weights have been assigned to each method.



For GULSHAN POLYOLS LIMITED


Company Secretary

The relative value per share and the share exchange ratio recommended is provided as follows:

Share exchange ratio for the proposed amalgamation of GHPL and EDIEPL with GPL						
Valuation Approach	GPL		GHPL		EDIEPL	
	Value per share	Weight	Value per share	Weight	Value per share	Weight
Adjusted Net Asset Value Method	N.A.	N.A.	19,13,284.67	1	8,686.72	1
Discounted Cash Flow Method	57.34	0.5	N.A.	N.A.	N.A.	N.A.
Market Price Method	38.69	0.5	N.A.	N.A.	N.A.	N.A.
Fair Value per share	48.01		19,13,284.67		8,686.72	
Share Exchange Ratio (Rounded off)			39,848		181	

Conclusion Ratio:
Valuer has recommend that:
 In consideration of amalgamation of GHPL with GPL, the equity shareholders of GHPL shall receive 39,848 Equity Share(s) of Rs.1/- each in GPL as fully paid up for every 1 Equity Share of Rs.1000/- each fully paid-up held by the equity shareholders of GHPL in the capital of GHPL.
 In consideration of amalgamation of EDIEPL with GPL, the equity shareholders of EDIEPL shall receive 181 Equity Share(s) of Rs.1/- each in GPL as fully paid up for every 1 Equity Share of Rs.10/- each fully paid-up held by the equity shareholders of EDIEPL in the capital of EDIEPL.
 Equity shares already held by GHPL & EDIEPL in GPL as on the date of valuation shall stands cancelled.

N.A. = Not Applicable



For GULSHAN POLYOLS LIMITED
 [Signature]
 Company Secretary

Exclusions and Limitations

Our opinion and analysis is 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 relied on the following information about the Companies received from the management and / or gathered from public domain:

- A) Brief overview of the business of Companies and other relevant information;
- B) Salient features of the Proposed Amalgamation;
- C) Draft Scheme of Arrangement
- D) Audited Financial Statement of GPL, GHPL, and EDIEPL for the financial year 2017-18, 2018-19;
- E) Audited financial statements of the GPL, GHPL, and EDIEPL for the financial year 2019-20, with key financial assumptions;
- F) Any material financial changes in GPL, GHPL and EDIEPL from the 31st March, 2020 to the valuation date in the absence of the financials for the period ended 30th June, 2020.
- G) Management Certified Projected financial statements of the GPL from the 1st July, 2020 to 31st March 2025, with key financial assumptions;
- H) Fair Value Report of Immovable Properties by Er. Ratan Dev Garg as on 18th June, 2020;
- I) Management Assumptions related to Risk and Growth Projections;
- J) We have also received necessary explanations and information, which we believed were relevant to the present valuation exercise from the executives and management of the company;
- K) Information (industry related as well as company specific) available on various public domains;
- L) Latest Shareholding pattern of the Companies.

For our analysis, we have also relied on published and secondary source of data. We have not independently verified the accuracy or timeliness of the same.

This opinion is intended only for the sole use and information of GPL, GHPL, & EDIEPL and in connection with the Scheme, including for the purpose of obtaining judicial and regulatory approvals for the Scheme or the purpose of complying with the SEBI regulations and requirement of stock exchanges on which the company is listed, 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 GHPL, EDIEPL and/or GPL 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 GULSHAN POLYOLS LIMITED

Company Secretary

For the purpose of this assignment, Navigant has relied on the Valuation Report for the proposed "Scheme of Amalgamation" of GHPL, EDIEPL and GPL and 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.

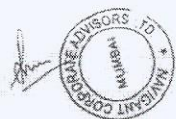
Navigant has not carried out any physical verification of the assets and liabilities of the companies and takes no responsibility on the identification and availability of such assets and liabilities.

We hereby give our consent to present and disclose the Fairness Opinion in the general meetings of the shareholders of GHPL, EDIEPL and GPL and to the Stock Exchanges and to the Registrar of Companies. 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 Report issued for the proposed Scheme of Amalgamation between GHPL, EDIEPL and GPL and their respective shareholders, 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 GHPL, and EDIEPL, 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 GHPL, and EDIEPL.



For GULSHAN POLYOLS LIMITED

A handwritten signature in blue ink, appearing to read "Vijay Kumar".

Company Secretary

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

We do not express any opinion as to any tax or other consequences that might arise from the Scheme on GHPL, EDIEPL and GPL 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 GHPL, EDIEPL and GPL 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.

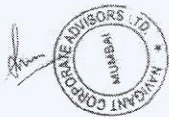
Our Opinion is not intended to and does not constitute a recommendation to any shareholder as to how such holder should vote or act in connection with the Scheme or any matter thereto.

Our Fairness Opinion:

On the basis of and subject to the foregoing, to the best of our knowledge and belief, it is our view that, as on the date thereof, the share exchange ratio as recommended by the valuer in relation to the proposed Amalgamation of GHPL and EDIEPL to GPL are fair, from a financial point of view, to the shareholders of the Company.

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: 6th August, 2020
Place: Mumbai

For GULSHAN POLYOLS LIMITED

A handwritten signature in blue ink.

Company Secretary

