

**STRICTLY PRIVATE & CONFIDENTIAL**

August 14, 2023

The Board of Directors,
Sumuka Agro Industries Limited
 Shop No.1 & 7, Empress Chambers,
 Ground Floor, Plot No. 89 A & B,
 Sector No. 1, Opp. NKGSB Bank,
 Kandivali (W), Mumbai,
 Maharashtra – 400 067

AND

The Board of Directors,
Gujjubhai Foods Private Limited
 Shop No 11, 2nd Floor, RV Road,
 South End Circle, Metro Basavanagudi,
 Bengaluru, Karnataka – 560 004.

Dear Sirs,

Sub.: Fairness Opinion Certificate on share Entitlement Ratio for the Proposed Merger by Absorption of Gujjubhai Foods Private Limited (“GFPL” or the “Transferor Company”) with Sumuka Agro Industries Limited (“SAIL” or the “Transferee Company”) and their respective shareholders on the valuation carried out by Resurgent Valuers Private Limited (Registered Valuer).

Re.: Proposed Merger by absorption of Gujjubhai Foods Private Limited with Sumuka Agro Industries Limited.

We refer to the engagement letter dated August 10, 2023 (“**Engagement Letter**”) whereby Sumuka Agro Industries Limited (“**SAIL**” or the “**Transferee Company**”) has engaged Expert Global Consultants Private Limited (“**EGCPL**”), to provide a fairness opinion to them on the Share Entitlement Ratio recommended by the report dated August 14, 2023 (“**Share Entitlement Ratio Report**”) issued by **Resurgent Valuers Private Limited (Registered Valuer)** (“**Valuer**”) for the proposed Scheme of Merger by absorption of Gujjubhai Foods Private Limited (“**GFPL**” or the “**Transferor Company**”) into SAIL with effect from April 1, 2023 (“**Appointed Date**”) vide a Scheme of Merger by Absorption under the provisions of Sections 230 to Section 232 of the Companies Act, 2013 read with other applicable provisions and rules thereunder (“**Proposed Scheme**”).

SAIL & GFPL are hereinafter collectively referred to as the “**Companies**”.

Company Background and Purpose

Sumuka Agro Industries Limited

SAIL is a company incorporated under the provisions of the Companies Act, 1956 and having registered office at Shop No.1 & 7, Empress Chambers, Ground Floor, Plot No. 89 A & B, Sector No. 1, Opp. NKGSB Bank, Kandivali (W), Mumbai, Maharashtra, 400067. The Transferor



Expert Global Consultants Private Limited

Corporate Office: 1511, RG Trade Tower, Netaji Subhash Place, Pitampura, Delhi 110034 • +91 11 45098234

Branch Office: 516 A Wing, Dattani Plaza, Andheri Kurla Road, Safeed Pool, Mumbai, Maharashtra 400072 • +91 22 35210873

info@expertglobal.in • CIN: U74110DL2010PTC205995

Company is a publicly listed food brand in India. They are a retailer, trader and franchisor that provides a wide variety of convenient and delicious food items such as namkeens and dry fruits across India. They are providing snacks and dry fruits of good quality and taste across India.

The equity shares of SAIL are listed on the BSE Limited.

Gujjubhai Foods Private Limited

Gujjubhai Foods Private Limited is an unlisted private limited company incorporated under the provisions of the Companies Act, 1956 and having its registered office at No 11, 2nd Floor, RV Road, South End Circle Metro Basavanagudi, Bangalore Karnataka – 560004, India. The Transferee Company is well known company engaged in the manufacturing of authentic flavored Gujarati snacks.

The Merger would result in optimum utilisation of the facilities, reserves, financials, managerial, technological, manpower and other resources which will be conducive to enhance the operational efficiencies in the Transferee Company.

The proposal envisages, *inter alia*, merger of GFPL into SAIL, whereby equity shares of SAIL will be issued to the shareholders of GFPL. The Valuer has recommended share entitlement ratio ("**Share Entitlement Ratio**") of 7 (Seven) equity share of SAIL having a face value of INR 10/- each fully paid up for every 4 (Four) equity shares of GFPL having a face value of INR 10/- each fully paid up.

The Companies in terms of the Engagement Letter has requested us to issue our independent opinion as to the fairness of the Share Entitlement Ratio recommended by the Valuer ("**Fairness Opinion**").

Sources of Information

For arriving at the opinion set forth below, we have received from the management of the Companies ("**Management**") and any information available in the public domain:

1. Share Entitlement Ratio Report issued by the Valuer;
2. Draft Scheme of Merger by Absorption;
3. Shareholding pattern of SAIL and GFPL as on June 30, 2023;
4. Provisional Financial Statements of GFPL for the year ended March 31, 2023 and for the period ended June 30, 2023;
5. Audited financial results of SAIL for the year ended March 31, 2023;
6. Unaudited limited review financial results of SAIL for the quarter and Three Months ended on June 30, 2023;
7. Projected financial statement as approved by Board of Directors of GFPL, including Profit and loss account and Balance sheet for year ending March 31, 2024 through March 31, 2028;
8. Projected financial statement as approved by Board of Directors of SAIL, including Profit and loss account and Balance sheet for year ending March 31, 2024 through March 31, 2028;
9. Such other information and explanations as we required and which have been provided by the Management including Management Representations to understand the rationale and basis for arriving at the recommended share entitlement ratio;
10. Reviewed historical stock prices and trading volumes of SAIL shares on BSE;
11. Other relevant details regarding the Companies such as their history, past and present activities, future plans and prospects, existing shareholding pattern and other relevant information and data, including information in the public domain; and
12. Such other Information received during discussion with the Valuer.



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Scope Limitations

We have assumed and relied upon, without independent verification, the accuracy and completeness of all information that was publicly available or provided or otherwise made available to us by the Companies for the purposes of this Fairness Opinion. We express no opinion, and accordingly, accept no responsibility with respect to or for such information, or the assumptions on which it is based, and, we have simply accepted this information on an "as is" basis, and, have not verified the accuracy and/or the completeness of the same from our end.

We have not assumed any obligation to conduct, nor have we conducted any physical inspection or title verification of the properties or facilities of the Companies and its related parties (holding company / subsidiary / associates / joint ventures etc.) and neither express any opinion with respect thereto nor accept any responsibility therefore. We have not made any independent valuation or appraisal of the assets or liabilities of the Companies and its related parties.

We have not reviewed any internal management information statements or any non-public reports, and instead, with your consent, have relied upon information that was publicly available or provided or otherwise made available to us by Companies on an "as is" basis for the purposes of this Fairness Opinion. We are not experts in the evaluation of litigation or other actual or threatened claims, and accordingly, we have not evaluated any litigation or other actual or threatened claims.

We have assumed that there are no circumstances, that could materially affect the business or financial prospects of the Companies and its related parties.

We understand that the Management, during our discussion with them, would have drawn our attention to all such information and matters, which may have an impact on our analysis and opinion. We have assumed that in the course of obtaining necessary regulatory or other consents, no restrictions will be imposed or there will be no delays that will have a material adverse effect on the Proposed Scheme. Our opinion is necessarily based on financial, economic, market and other conditions as they currently exist and on the information made available to us as of the date hereof. It should be understood that although subsequent developments may affect this opinion, we do not have an obligation to update, revise or reaffirm this opinion. In arriving at our opinion, we were not authorized to solicit, and did not solicit, interest from any party with respect to the acquisition, business combination or other extraordinary transaction involving Companies, its related parties or any of its assets, nor did we negotiate with any other party in this regard.

We express no opinion whatsoever and make no recommendation at all as to the Companies underlying decision to effect the Proposed Scheme. We also do not provide any recommendation to the holders of equity shares or secured or unsecured creditors of the Companies with respect to the Proposed Scheme. We also express no opinion, and accordingly, accept no responsibility for or as to the price at which the equity shares of SAIL will trade following the announcement of the Proposed Scheme. or as to the financial performance of SAIL following the consummation of the Proposed Scheme. We express no opinion whatsoever and make no recommendations at all (and accordingly take no responsibility) as to whether shareholders / investors should buy, sell or hold any stake in the Companies or any of its related parties.

Our report is not, nor should it be construed as opining or certifying the compliance of the proposed transaction with the provisions of any law including companies, competition, taxation (including transfer pricing) and capital market related laws or as regards any legal implications or issues arising in India or abroad from such Proposed Scheme.



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Conclusion

Based on our examination of the Share Entitlement Ratio/Valuation Report, such other information / undertakings/representations provided to us by the Management and our independent analysis and evaluation of such information and subject to the scope limitations as mentioned hereinabove and to the best of our knowledge and belief, we are of the opinion that the recommendation made by the Valuer of the Share Entitlement Ratio is fair and reasonable which is as under:

The fair equity share entitlement ratio for the proposed Scheme of Merger by Absorption of GFPL into SAIL is as under:

"7 (Seven) equity share of SAIL of INR 10 each fully paid up for every 4 (Four) equity shares of GFPL of INR 10 each fully paid up."

Distribution of the Fairness Opinion

The Fairness Opinion is addressed only to the Board of Directors of SAIL and is for the purpose of submission to the Stock Exchanges under the SEBI Circular. Further, the Fairness Opinion may be disclosed on the website of the SAIL and the Stock Exchange and also be made part of the explanatory statement to be circulated to the shareholders and/or creditors of the Companies. The Fairness Opinion shall not otherwise be disclosed or referred publicly or to any other third party without EGCPL prior written consent.

However, the Companies may provide a copy of the Fairness Opinion if requested / called upon by any regulatory authorities of India subject to the Companies promptly intimating EGCPL in writing about receipt of such request from the regulatory authority. The Fairness Opinion should be read in totality and not in parts. Further, this Fairness Opinion should not be used or quoted for any purpose other than the purpose mentioned hereinabove. If this Fairness Opinion is used by any person other than to whom it is addressed or for any purpose other than the purpose stated hereinabove, then, we will not be liable for any consequences thereof and shall not take any responsibility for the same. Neither this Fairness Opinion nor its contents may be referred to or quoted to / by any third party, in any registration statement, prospectus, offering memorandum, annual report, loan agreement or any other agreement or documents given to third parties.

In no circumstances however, will EGCPL or its management, directors, officers, employees, agents, advisors, representatives and controlling persons of EGCPL accept any responsibility or liability including any pecuniary or financial liability to any third party.

Yours truly,

For Expert Global Consultants Private Limited


Gaurav Jain
Director
DIN: - 03077527

A circular blue ink stamp. The outer ring contains the text "EXPERT GLOBAL CONSULTANTS PRIVATE LIMITED" at the top and "DELHI" at the bottom. A small star is located at the bottom center of the stamp.