



TURNAROUND CORPORATE ADVISORS PRIVATE LIMITED

A SEBI Registered Category-I Merchant Banker

December 03, 2018

Ref: TCA/FO- Share India/ Fairness Opinion/18-19

Board of Directors

Share India Securities Limited

6th Milestone, New Bhai- Chara Complex, Opp. Mata Mandir

Chikambarpur, UP Border, Sahibabad

Ghaziabad-201006, Uttar Pradesh

Dear Sirs,

Subject: Fairness Opinion on Valuation Report & Share Exchange Ratio for the purpose of proposed amalgamation of Total Securities Limited and its consequent vesting into Share India Securities Limited, under a proposed Scheme of Amalgamation under Sections 230 to 232 of Companies Act, 2013.

1. Background:

We, M/s Turnaround Corporate Advisors Private Limited, a Category I Merchant Banker registered with SEBI, having registration no. MB/INM000012290 have been appointed by M/s Share India Securities Limited having its registered office at 6th Milestone, New Bhai- Chara Complex, Opp. Mata Mandir, Chikambarpur, UP Border, Sahibabad, Ghaziabad-201006, Uttar Pradesh ("Share India" or "Amalgamated Company") to provide a fairness opinion on the valuation of shares & share exchange ratio recommended by M/s Khandelia & Sharma, Chartered Accountants ("hereinafter referred to as "Valuer"), who were the appointed Valuer for the purpose of proposed amalgamation of Total Securities Limited ("Amalgamating Company" or "Total Securities") and its consequent vesting into Share India under a proposed Scheme of Amalgamation under Sections 230 to 232 of Companies Act, 2013 ("hereinafter referred to as the "Proposed Amalgamation").

2. Brief Background about the Companies:

- A. Share India Securities Limited ("Share India" or "Amalgamated Company") is an existing Company incorporated on July 12, 1994 under the provisions of the Companies Act, 1956. The present registered office of Share India is situated at 6th Milestone, New Bhai- Chara Complex, Opp. Mata Mandir, Chikambarpur, UP Border, Sahibabad, Ghaziabad-201006, Uttar Pradesh.

Presently, the Transferee Company is engaged in the business of Share and Stock Broking, Commodity Derivatives Broking, Equity Derivatives Broking, Currency Derivatives Broking, Portfolio Management, Research Analysis, Mutual Funds Distribution etc. Share India is a Trading Member of BSE Limited (BSE) and National Stock Exchange of India Limited (NSE); and Commodity Derivatives Exchanges viz Multi Commodity Exchange of India Limited (MCX) and National Commodity &

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CIN: U74140DL2015PTC278474 SEBI Registration No.: MB/INM000012290

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Derivatives Exchange Limited (NCDEX). The Transferee Company is also providing demat services as a Depository Participant of Central Depository Services (India) Ltd (CDSL). Share India has also diversified its business activities and also providing merchant banking services, NBFC Business, insurance business etc. through its wholly owned subsidiaries. Share India has also promoted a wholly owned subsidiary-Share India Securities (IFSC) Private Limited, in the Country's first International Financial Services Centre-Gujarat International Finance Tec-City (GIFT City), Gandhi Nagar.

The Equity Shares of Share India are listed at SME Platform of BSE Limited.

- B. **Total Securities Limited ("Amalgamating Company" or "Total Securities")** is an existing company incorporated on January 11, 2000 under the provisions of the Companies Act, 1956. The registered office of Total Securities is situated at House No. 15-36/G/6th-6, Daman Ganga Darchan Co. Op. Housing Society, Khariwad, Nani Daman, Daman-396 210, Daman and Diu

Total Securities is engaged in the business of Share and Stock Broking, Mutual Funds Distribution and dealing in all kind of securities and other related activities. The Company is a Trading Member of BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). The Company has also promoted a wholly owned subsidiary-Total Securities (IFSC) Private Limited, in the Country's first International Financial Services Centre-Gujarat International Finance Tec-City (GIFT City), Gandhi Nagar.

The term "Companies" wherever used hereinafter in this report shall collectively refer to Share India and Total Securities.

3. About Turnaround Corporate Advisors Private Limited:

Turnaround Corporate Advisors Private Limited (hereinafter referred to as "Turnaround" or "TCA" or "we" or "us") is a Private Limited Company incorporated under the provisions of Companies Act, 2013 with the Registrar of Companies, NCT of Delhi and Haryana. TCA is a Category I Merchant Banker registered with the Securities and Exchange Board of India (SEBI) with Registration No.: MB/INM000012290.

4. Scope and Purpose of the Opinion

This Fairness Opinion is being issued in terms of the requirement of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017. The purpose of the opinion is to safeguard the interest of the shareholders of Share India and this opinion shall be made available to the Boards of Directors and Shareholders of Share India at the time of their respective meetings to pass the necessary resolutions for the approving and adopting the proposed Scheme of Amalgamation and, to the extent mandatorily required under applicable laws or





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India, may be produced before judicial, regulatory or governmental authorities, in connection with the Proposed Amalgamation.

This opinion is restricted to meet the above mentioned purpose only and may not be used for any other purpose whatsoever or to meet the requirement of any other laws, rules, regulations and statutes.

5. Sources of the Information

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

- Draft of Proposed Scheme of Amalgamation under Sections 230 to 232 of Companies Act, 2013 between Share India and Total Securities and their respective Shareholders and Creditors.
- Report on valuation of shares & share exchange ratio by M/s Khandelia & Sharma, Chartered Accountants, dated December 03, 2018.

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

6. Fairness Opinion

We have reviewed the methodologies used by the Valuer in arriving at the valuation of Shares of Share India and Total Securities and for providing their recommendation on the Share Exchange Ratio for the purpose of proposed amalgamation of Total Securities into Share India and also reviewed the underlying assumptions adopted to arrive at such valuation.

As stated in the valuation report, Valuer has recommended the following share exchange ratio for the proposed amalgamation of Total Securities and its consequent vesting into Share India:

- ✓ 16 (Sixteen) Equity Shares of face value Rs. 10 each of Share India credited as fully paid up to the Equity Shareholders of Total Securities for every 10 (Ten) Equity Shares of face value of Rs. 10/- each held in Total Securities.

Based on the information and data made available to us including the Valuation Report and the proposed Scheme of Amalgamation and subject to disclaimers as mentioned in





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this report, we are of the opinion that, the Share exchange ratio, as suggested by M/s Khandelia & Sharma, Chartered Accountants, is fair and reasonable.

7. Disclaimer:

Our scope of work did not include the following:-

- An audit of the financial statements of Share India and Total Securities.
- Carrying out a market survey / financial feasibility for the Business of Share India and Total Securities.
- Financial and Legal due diligence of Share India and Total Securities.

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

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

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

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

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

The fee for our services is not contingent upon the result of the Proposed Amalgamation.

The management of Share India and Total Securities or their related parties are prohibited from using this opinion other than for its sole limited purpose and not to make a copy of this opinion available to any party other than those required by statute for carrying out the limited purpose of this opinion. This opinion is not meant for meeting any other regulatory or disclosure requirements, save and except as specified in this opinion, under any Indian or Foreign Law, Statute, Act, Guidelines or similar instructions. We would not be responsible for any litigation or other actual or threatened claims.





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

Thanking You

For Turnaround Corporate Advisors Private Limited

(HEEMADRI MUKERJIA)

Managing Director