



To,
The Board of Directors
Oban Fashions Pvt Ltd
102, VIP Plaza, B-7,
Veera Industrial Estate,
Off Andheri Link Road,
Andheri (West)
Mumbai-400053

To,
The Board of Directors
Rupa & Company Ltd
1 Ho Chi Minh Sarani Metro Plaza,
8th Floor
Kolkata-700071

Sub: Fairness Opinion on Valuation Report for Demerger of an undertaking of Oban Fashions Pvt Ltd with Rupa & Company Ltd.

Dear Sir/Madam,

1. ENGAGEMENT BACKGROUND

We understand that an undertaking of Oban Fashions Pvt Ltd, (CIN: U18204MH2015PTC271385), a private limited company having its registered office at 102, VIP Plaza, B-7, Veera Industrial Estate, Off Andheri Link Road, Andheri (West), Mumbai-400053 (hereinafter referred to as "**Demerged Company**" or "Oban") is being demerged to Rupa & Company Ltd (CIN: L17299WB1985PLC038517) registered at 1 Ho Chi Minh Sarani Metro Plaza 8th Floor Kolkata-700071 (hereinafter referred to as "**Resulting Company**" or "Rupa").

We further understand that the Valuation Report dated December 9, 2020 prepared by Registered Valuer Mr. Vikash Goel (the "Valuer") is made available to us.

In connection with the aforesaid, you have requested our opinion as to the fairness of the Valuation Report, as recommended by the Valuer.

2. BACKGROUND OF THE COMPANIES

a. Oban Fashions Pvt Ltd ("Oban")

- Oban Fashions Pvt Ltd, (CIN: U18204MH2015PTC271385), is a private limited company having its registered office at 102, VIP Plaza, B-7, Veera Industrial Estate, Off Andheri Link Road, Andheri (West), Mumbai-400053
- Oban is engaged in manufacturing, marketing and selling of hosiery items. Oban Fashions Private Limited is also an authorized licensee with rights for whole of India with respect to innerwear (briefs, trunks, knit thermals, etc.) and outerwear (t-shirts, knit pants, vests, leggings, etc.) for premium brands French Connection UK ('FCUK') and Fruit of the Loom



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FINSHORE MANAGEMENT SERVICES LIMITED
(CIN : U74900WB2011PLC169377) ● Website : www.finshoregroup.com

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('FOTL'). In one of its undertaking, Oban develops, manufactures, markets and sells innerwear and related products with the brand name "FCUK" in India as well as manufactures, distributes, advertises and sells innerwear, and outerwear products for men, boys, women, girls and toddler in India under their brand name and mark, "FOTL". ("Demerged Undertaking").

- The other undertaking of the Demerged Company is inter alia engaged in the trading of hosiery products including yarn, etc. ("Remaining Undertaking").
- The Demerged Company is currently a wholly owned subsidiary of the Resulting Company.
- The shareholding pattern of Oban as on 31st March 2020 is as follows:

Shareholder	Number of Shares	Shareholding (%)
Rupa & Company Ltd – Equity Shares of Rs 10 each	99,10,000	100%
Rupa & Company Ltd – 0.1% Non-Cumulative Compulsorily Convertible Preference Shares of Rs 100 each.	49,50,000	100%

Management has confirmed that there is no change in the above shareholding pattern as on the date of this opinion.

b. Rupa & Company Ltd ("Rupa")

- Rupa & Company Ltd (CIN: L17299WB1985PLC038517) has its registered office at 1 Ho Chi Minh Sarani Metro Plaza 8th Floor Kolkata-700071.
- Rupa is engaged in the manufacturing, marketing, selling and distribution of men's and women's innerwear, thermal wear and fashion wear products, mid-premium, premium and super-premium categories. Resulting Company operates through its manufacturing facilities in West Bengal, Tamil Nadu, Karnataka and Uttar Pradesh.
- Equity shares of Rupa are listed on National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE").
- Based on the representations received from the management and explanations given to us, we understand that since Oban is a wholly owned subsidiary of Rupa, there will be no change in the shareholding of the Resulting Company pursuant to the demerger

(source: Valuation report and information made available to us by the company)





3. SOURCES OF INFORMATION

We have relied on the following information for forming our opinion:-

- a. Audited Annual Accounts of the Oban for FY 2019-20;
- b. Valuation report dated December 9, 2020 issued by Mr. Vikash Goel;
- c. Shareholding Pattern of the Companies as on 31st March, 2020;
- d. Brief Overview of the Companies and its past & current operations;
- e. Management Representation dated December 9, 2020 containing various data, documents and information relating to the Companies;
- f. Other information provided, as well as discussions held with, the Management of the Companies and other key personnel regarding past, current & future business operations;
- g. Published & secondary sources of data, whether or not made available by the Companies.
- h. Such other necessary information as considered relevant.

4. THE SCHEME IS CONDITIONAL UPON THE FOLLOWING FACTORS:

- a. The Scheme is subject to approval by the respective requisite majorities of members of the Company as required under the Act.
- b. The requisite disclosures under the applicable law as required under the SEBI Circular (CFD/DIL3/CIR/2017/21) dated March 10, 2017, Circular No. CFD/DIL3/CIR/2018/2 dated January 3, 2018 and Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/215 Dated November 3, 2020 issued by the SEBI read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as may be required by law in respect of this Scheme being made.
- c. The Scheme is subject to approval by the National Company Law Tribunal(NCLT) read with all other applicable provisions if any, of the Act or of such other authority having jurisdiction under applicable law, being obtained as applicable.
- d. The certified copy of the above order of the NCLT sanctioning this Scheme being filed with the Registrar of Companies as applicable.





5. SCOPE AND LIMITATIONS/CAVEATS

- a. Our opinion and analysis is limited to the extent of review of documents as provided to us by Demerged and Resulting Company including the Valuation report by the Registered Valuer Mr. Vikash Goel dated December 9, 2020. We have relied upon the accuracy and completeness of all information and documents provided to us, without carrying out any due diligence or independent verification or validation of such information to establish its accuracy or sufficiency. We have not reviewed any financial statement relating to these Companies. We have not conducted any independent valuation or appraisal of any of the assets or liabilities of the Demerged and Resulting Company, if any.
- b. In rendering our opinion, we have assumed that the Scheme of Arrangement will be implemented on the terms described therein without any waiver or modification of any material terms or conditions and that in the course of obtaining the necessary regulatory approvals to the Scheme of Arrangement, no delay, limitation, restriction or conditions will be imposed that would have an adverse effect on the Scheme.
- c. We do not express an opinion as to any tax or other consequences that might arise from the Scheme of Arrangement nor does our opinion address any legal, tax, regulatory or accounting matters, as to which we understand that the Companies have obtained such advice as it deemed necessary from qualified professionals.
- d. We assume no responsibility for updating or revising our opinion based on circumstances or events occurring after the date hereof. Our opinion is specific to the arrangement as explained to us and information provided to us and is not valid for any other purpose.
- e. Our engagement and opinion expressed herein are for the use of Board of Directors of the Companies in connection with the Scheme of Arrangement and for no other purpose. Neither we nor any of our affiliates, partners, directors, shareholders, managers, employees or agents or any of them make any representation or warranty, express or implied, as to the information and documents provided to us, based on which the opinion has been issued. All such parties and entities expressly disclaim any and all liability for or based on or relating to any such information contained therein.
- f. No decision should be taken based on this Report by any person intending to provide finance or invest in shares of the Companies and shall do so after seeking their own professional advice and carrying out their own due diligence to ensure that they are making an informed decision.
- g. 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 of Arrangement, if required or any matter related thereto.





- h. Reproduction, Copying or otherwise quoting of our Report or any parts thereof, other than in connection with the scheme of Arrangement, can be done only with our prior consent in writing.
- i. Our report should not be construed as an opinion or certificate certifying the compliance of the Proposed Scheme of Arrangement with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implication or issues arising from proposed Arrangement.
- j. Our opinion is restricted to the Fairness opinion on the valuation report given by the Registered Valuer as required under Circular No CFD/DIL3/CIR/2017/21 dated 10th March, 2017 amended by Circular No. CFD/DIL3/CIR/2018/2 dated January 3, 2018 issued by the SEBI, further amended by Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/215 Dated November 3, 2020.
- k. The fairness opinion is based on and is subject to the condition's precedent mentioned under Point 4 "The Scheme is conditional upon the following factors".
- l. We have no present or planned future interest in Oban and Rupa and the fee payable for this opinion is not contingent upon the opinion reported herein. The company has been provided with an opportunity to review the draft opinion as a part of our standard practice to make sure that factual accuracy / omissions are avoided in our final opinion.
- m. The Opinion contained herein is not intended to represent at any time other than the date that is specifically stated in this Report. This opinion is issued on the understanding that the Management has drawn our attention to all matters of which they are aware, which may have an impact on our opinion up to the date of signature. We have no responsibility to update this report for events and circumstances occurring after the date of this Report.
- n. This Fairness opinion report is subject to the scope and limitations detailed herein. As such the report is to be read in totality, and not in parts and in conjunction with the relevant documents referred to in this opinion report. This report has been issued only for the purpose of the facilitating the Scheme and should not be used for any other purpose.

6. OPINION

With reference to above and based on information provided by Management and after discussions with the Valuer, we understand that an undertaking (Demerged Undertaking) of Oban Fashions Pvt Ltd (Demerged Company) is being demerged to Rupa & Company Ltd (Resulting Company). Oban is a wholly owned subsidiary of Rupa and thus no share shall be issued by Rupa as consideration for the proposed arrangement and there is no change in shareholding pattern of Rupa post proposed arrangement.





Accordingly, as stated by Registered Valuer and as per the relevant SEBI Circular no.CFD/DIL3/CIR/2017/21) dated March 10, 2017, no valuation report is required in this Demerger. Further SEBI Circular No. CFD/DIL3/CIR/2018/2 dated January 3, 2018 has amended Para 7 of SEBI Circular No.CFD/DIL3/CIR/2017/21 dated March 10, 2017 as follows:

"7. The Provisions of this circular shall not apply to schemes which solely provides for merger of a wholly owned subsidiary or its division with the parent company. However, such draft schemes shall be filed with the Stock Exchanges for the purpose of disclosures and the Stock Exchanges shall disseminate the scheme documents on their websites."

For Finshore Management Services Limited
SEBI Regd. CAT-I Merchant Banker, Regn No. INM000012185


S. Ramakrishna Iyengar
Director



Place: Kolkata
Date: December 9,2020