

December 05, 2020

To,

Genus Power Infrastructures Limited
G - 123, Sector - 63,
Noida - 201 307

Genus Prime Infra Limited
Moradabad Dharam Kanta
Kanth Road, Harthala
Moradabad – 244001

Sub.: Fairness opinion on Fair Share Entitlement Ratio Report in relation to the 'Proposed Scheme of Arrangement'

Dear Sir / Madam,

We, Sundae Capital Advisors Private Limited (referred to as “Sundae” or “We”), refer to the engagement letter dated **August 28, 2020**, wherein we have been requested to provide a fairness opinion on valuation report to be issued by valuer w.r.t. the proposed Scheme of Arrangement between Genus Prime Infra Limited (hereinafter called ‘Genus Prime’ or ‘Amalgamated Company’ or ‘Resulting Company’), Sansar Infrastructure Private Limited (hereinafter called ‘Sansar’ or ‘Amalgamating Company 1’), Star Vanijya Private Limited (hereinafter called ‘Star’ or ‘Amalgamating Company 2’), Sunima Trading Private Limited (hereinafter called ‘Sunima’ or ‘Amalgamating Company 3’), Genus Power Infrastructures Limited (hereinafter called ‘GPIL’ or ‘Demerged Company’) and Yajur Commodities Limited (hereinafter called ‘Yajur’ or ‘Amalgamating Company 4’) and their respective shareholders and creditors.

SCOPE AND PURPOSE OF THIS REPORT

The Company has appointed BDO Valuation Advisory LLP (referred to as “Valuer”) for recommendation of Fair Share Entitlement Ratio for the Proposed Scheme of Arrangement and our scope is restricted to examine the valuation report issued by the Valuer and issue our independent opinion as to the fairness of the valuation (“**Fairness Opinion**”).

All terms not specifically defined in this fairness opinion shall carry the same meaning as in the valuation report.

BRIEF BACKGROUND OF THE COMPANIES

Genus Prime Infra Limited (“Genus Prime” or “Amalgamated Company” or “Resulting Company”)

Genus Prime Infra Limited (Erstwhile known as Gulshan Chemfill Limited), is a company domiciled in India, having its registered office at Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad-244001, Uttar Pradesh, India. As per business objective of Genus Prime, it is engaged in infrastructure activity and purchase, sell, exchange and transfer of securities shares, debentures & all other forms of investment and to carry on all kinds of investments business. Equity shares of Genus Prime is listed on the BSE Limited (“BSE”). The Corporate Identification Number (“CIN”) of the Genus Prime as per Ministry of Corporate Affairs (“MCA”) is L24117UP2000PLC032010.

The issued, subscribed and paid-up equity share capital of Genus Prime as on the Valuation Date is INR 3.0 Cr, comprising of 14,926,440 equity shares of face value INR 2.0 each. The issued, subscribed and paid-up 0% Redeemable Preference Share capital of Genus Prime as on the Valuation Date is INR 1.0 Cr, comprising of 100,000 preference shares of face value INR 100.0 each.

Sansar Infrastructure Private Limited (“Sansar” or “Amalgamating Company 1”)

Sansar Infrastructure Private Limited, is a company domiciled in India, having its registered office at Village Aghwanpur, Kanth Road Moradabad Moradabad UP 244001 IN. The CIN of Sansar as per MCA records is U70109UP2008PTC093173. It is formed with the objective to do trading and currently is a non-operational company.

The issued, subscribed and paid-up equity share capital of Sansar as on the Valuation Date is INR 0.33 Cr, comprising of 330,600 equity shares of face value INR 10.0 each. It is a wholly owned subsidiary of Genus Prime.

Star Vaniiva Private Limited (“Star” or “Amalgamating Company 2”)

Star Vanijya Private Limited is a company domiciled in India, having its registered office at Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad-244001, Uttar Pradesh, India. The CIN of Star as per MCA records is U51109UP2008PTC093817. It is formed with the objective to do trading and currently is a non-operational company.

The issued, subscribed and paid-up equity share capital of Star as on the Valuation Date is INR 0.38 Cr, comprising of 376,800 equity shares of face value INR 10.0 each. It is a wholly owned subsidiary of Genus Prime.

Sunima Trading Private Limited (“Sunima” or “Amalgamating Company 3”)

Sunima Trading Private Limited, is a company domiciled in India, having its registered office at Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad-244001, Uttar Pradesh, India. The CIN of Sunima as per MCA records is U51909UP2008PTC093671. It is formed with the objective to do trading and currently is a non-operational company.

The issued, subscribed and paid-up equity share capital of Sunima as on the Valuation Date is INR 0.34 Cr, comprising of 340,000 equity shares of face value INR 10.0 each. It is a wholly owned subsidiary of Genus Prime.

Genus Power Infrastructures Limited (“GPIL” or “Demerged Company”)

Genus Power Infrastructures Limited (formerly known as Genus Overseas Electronics Limited), is a company domiciled in India having its registered office at G-123, Sector-63, Noida-201307, Uttar Pradesh, India. It is engaged in the following businesses, each being distinct and independent business divisions:

- Manufacturing and providing metering and metering solutions and undertaking engineering, construction and contracts on turnkey basis including manufacturing facilities or shares in the companies engaged in similar business activity (“Core Business Division”); and

- Holding, monitoring, sale and purchase of strategic investments, comprising of investment in shares, debentures, bonds other unlisted securities, other specific assets and liabilities etc (“Demerged Undertaking”).

The equity shares of GPIL are listed on National Stock Exchange of India Limited (“NSE”) and BSE Limited “BSE”. The CIN of GPIL as per MCA Records is L51909UP1992PLC051997.

The issued, subscribed and paid-up equity share capital of GPIL as on the Valuation Date is INR 25.7 Cr, comprising of 257,358,965 equity shares of face value INR 1.0 each

Yaiur Commodities Limited (“Yaiur” or “Amalgamating Company 4”)

Yajur Commodities Limited (formerly known as Virtuous Urja Limited), is engaged in the business of processing and trading of Coke and Coal. Its products include thermal coal which include Australian origin, Indonesian origin, and South African origin, Unites States origin and lame coke. The CIN and registered office address of Yajur as per MCA records are G-123, Sector-63, Noida- 201307, Gautam Budh Nagar, Uttar Pradesh, India and U51395UP2007PLC110438 respectively.

The issued, subscribed and paid-up equity share capital of Yajur as on the Valuation Date is INR 31.3 Cr, comprising of 31,293,104 equity shares of face value INR 10.0 each. The issued, subscribed and paid-up preference share capital of Yajur as on the Valuation Date is INR 95.2 Cr, comprising of 9,518,000 preference shares of face value INR 100.0 each.

SUMMARY OF PROPOSED TRANSACTION

Subject to the terms and conditions contained in Draft Scheme of Arrangement shared with us, the Proposed Scheme of Arrangement will be implemented in three parts:

Part 1:

Proposed Amalgamation of Sansar, Star & Sunima with Genus Prime.

Part 2:

Demerger of Demerged Undertaking of GPIL and transfer to Genus Prime on a going concern basis; Under Proposed Scheme of Arrangement, as consideration for the transfer of Demerged Undertaking of GPIL to Genus Prime, the equity shares of Genus Prime will be issued to shareholders of GPIL; and The Demerged Undertaking consists investments of GPIL into various companies in the form of equity, preference shares and various other business advances etc.

Part 3:

Proposed Amalgamation of Yajur with Genus Prime and as consideration the equity as well as preference shares of Genus Prime will be issued to the respective equity and preference shareholders of Yajur. Companies under the Proposed Scheme and their respective shareholders will comply with the provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013, along with the applicable provisions of Securities and Exchange Board of India (“SEBI”).

Genus Prime, Sansar, Star, Sunima, Yajur and GPIL are collectively referred as the Companies.

SOURCE OF INFORMATION AND REPRESENTATIONS

For the purpose of forming our opinion on the Fair Share Entitlement Ratio Report, we have relied on the discussions with the Management and the following information and documents made available to us:

- Fair Share Entitlement Ratio Report dated December 04, 2020 by BDO Valuation Advisory LLP;
- Necessary explanations and information from the management of Company.
- Discussion with the Valuer.
- Other information as available in public domain.

We have obtained explanations and information considered reasonably necessary for our exercise, from the executives of the company. Our analysis considers those facts and circumstances present at the date of this Fairness Opinion.

EXCLUSIONS AND 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 company for the purpose of this opinion. With respect to the estimated financials, if any, provided to us by the management, we have assumed that such financials were prepared in good faith and reflect the best currently available estimates and judgments by the management of the company. We express no opinion and accordingly accept no responsibility with respect to or for such estimated financials or the assumptions on which they were based. Our work does not constitute an audit or certification or due diligence of the working results, financial statements, financial estimates or estimates of value to be realized for the business. We have solely relied upon the information provided to us by the management. We have not reviewed any books or records of the business (other than those provided or made available to us). 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 business 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 business. We have not reviewed any internal management information statements or any non-public reports, and, instead, with your consent we have relied upon information which was publicly available or provided or otherwise made available to us by the business for the purpose of this opinion. We are not experts in the evaluation of litigation or other actual or threaten claims and hence have not commented on the effect of such litigation or claims on the valuation. We are not legal, tax, regulatory or actuarial advisors. We are financial advisors only and have relied upon, without independent verification, the assessment of the business with respect to these matters. In addition, we have assumed that the Proposed Scheme of Arrangement will be approved by the appropriate authorities, if any, and that the proposed transaction will be consummated substantially in accordance with the terms set forth in the Draft Scheme of Arrangement.

We understand that the managements of the business 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 approvals for the Proposed Scheme of Arrangement, no restrictions will be imposed that will have a material adverse effect on the benefits of the transaction that the business may have contemplated. 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 any obligation to update, revise or reaffirm this opinion. In arriving at our opinion, we are not authorized to solicit, and did not solicit, interests for any party with respect to the acquisition, business combination or other extra-ordinary transaction involving the business or any of its assets, nor did we negotiate with any other party in this regard.

We have acted as a financial advisor to the purchaser for providing a fairness opinion on the proposed transaction and will receive professional fees for our services. In the ordinary course of business, Sundae is engaged in merchant banking business including corporate advisory, re-structuring, valuations, etc. We may be providing various other unrelated independent professional advisory services to the purchaser and seller in the ordinary course of our business.

It is understood that this letter is solely for the benefit of and use by the Board of Directors of the purchaser for the purpose of this transaction and may not be relied upon by any other person and may not be used or disclosed for any other purpose without our prior written consent. The opinion is not meant for meeting any other regulatory or disclosure requirements, save and except as specified above, under any Indian or foreign law- Statute, Act, guideline or similar instruction. Management should not make this report available to any party, including any regulatory or compliance authority/agency except as mentioned above. The letter is only intended for the aforementioned specific purpose and if it is used for any other purpose; we will not be liable for any consequences thereof.

We express no opinion whatever and make no recommendation at all as to the purchaser underlying decision to effect to the proposed transaction or as to how the holders of equity shares of the purchaser should vote at their respective meetings held in connection with the transaction. We do not express and should not be deemed to have expressed any views on any other terms of transaction. We also express no opinion and accordingly accept no responsibility for or as to the prices at which the equity shares of the purchaser will trade following the announcement of the transaction or as to the financial performance of the purchaser following the consummation of the transaction. In no circumstances however, will Sundae or its associates, directors or employees accept any responsibility or liability to any third party. Our liability (statutory or otherwise) for any economic loss or damage arising out of the rendering this opinion shall be limited to amount of fees received for rendering this Opinion as per our engagement with the purchaser.

OUR OPINION

With reference to above and based on information and explanation provided by the management of purchaser, after analyzing the Draft Scheme of Arrangement, and based on our examination of the Valuation report and our independent analysis and subject to the exclusions and limitations mentioned hereinabove and to the best of our knowledge the opinions are as follows:

Part 1: In case of proposed amalgamation of Sansar, Star and Sunima with Genus Prime, Genus Prime is not required to issue any shares since the entire issued, subscribed and paid up capital of Sansar, Star and Sunima is held by Genus Prime. Therefore, no fair share entitlement ratio recommended for Scheme 1 of the Proposed Scheme of Arrangement in the Fair Share Entitlement Ratio Report by the valuer.

Part 2: In case of proposed demerger of Demerged Undertaking of GPIL and transfer to Genus Prime.

Valuation	Valuation Method	Genus Prime		Proposed Transfer of Demerged Undertaking of GPIL	
Approach		Value Per Share (INR)	Weights	Value Per Share (INR)	Weights
Market Approach	MP Method	NA	NA	NA	NA
Market Approach	CCM Method	NA	NA	NA	NA
Market Approach	CTM Method	NA	NA	NA	NA
Income Approach	DCF Method	NA	NA	NA	NA
Cost Approach	Summation Method	28.70	100%	4.80	100%
Relative Value Per Share		28.70	100%	4.80	100%
Share Entitlement Ratio (Rounded Off)		1		6	

Recommendation by Valuer: 1 (One) Equity share of face value INR 2.00 (Two) each of the Resulting Company as fully paid up for every 6 (Six) Equity shares of face value INR 1.00 (One) each of the Demerged Company to the equity shareholders of the Demerged Company holding equity shares in the Demerged Company.

Part 3: In the event of proposed amalgamation of Yajur into Genus Prime:

A. Equity Shares:

Valuation Approach	Valuation Method	Genus Prime		Yajur	
		Value Per Share (INR)	Weights	Value Per Share (INR)	Weights
Market Approach	MP Method	NA	NA	NA	NA
Market Approach	CCM Method	NA	NA	NA	NA
Market Approach	CTM Method	NA	NA	NA	NA
Income Approach	DCF Method	NA	NA	17.68	50%
Cost Approach	Summation Method	28.70	100%	17.09	50%
Relative Value Per Share		28.70	100%	17.39	100%
Share Entitlement Ratio (Rounded Off)		3		5	

Recommendation by Valuer³ (Three) Equity shares of face value INR 2.00 (Two) each of the Amalgamated Company as fully paid up for every 5 (Five) Equity shares of face value INR 10.00 (Ten)

each of the Amalgamating Company 4 to the equity shareholders of the Amalgamating Company 4 holding equity shares in the Amalgamating Company 4.

B. Preference Shares

For Preference Shareholders (other than Genus Prime as the holding of Genus Prime will get cancelled pursuant to the Proposed Scheme of Arrangement):

Recommendation by Valuer:

- 1 (One) Zero Coupon Redeemable Preference share of face value INR 100.00 (Hundred) each of the Amalgamated Company as fully paid up for every 1 (One) Zero Coupon Redeemable Preference share of face value INR 100.00 (Hundred) each of the Amalgamating Company 4 to such redeemable preference shareholders of the Amalgamating Company 4 holding Zero Coupon Redeemable Preference Shares in the Amalgamating Company 4.

- 1 (One) 9% Cumulative Non-Convertible Redeemable Preference share of face value INR 100.00 (Hundred) each of the Amalgamated Company as fully paid up for every 1 (One) 9% Cumulative Non-Convertible Redeemable Preference share of face value INR 100.00 (Hundred) each of the Amalgamating Company 4 to such redeemable preference shareholders of the Amalgamating Company 4 holding 9% Cumulative Non-Convertible Redeemable Preference Shares in the Amalgamating Company 4.

C. Further there would not be any discharge of consideration for the following preference shareholders and these will be get cancelled pursuant to the Proposed Scheme of Arrangement:

- 6% Redeemable Cumulative Non-Convertible Preference Shares of face value INR 100.00 each fully paid up of Yajur.

- 10% Redeemable Cumulative Non-Convertible Preference Shares of face value INR 100.00 each fully paid up of Yajur.

Based on the information, data made available to us, including the Fair Share Entitlement Ratio Report of BDO Valuation Advisory LLP, to the best of our knowledge and belief, the valuation arrived at by BDO Valuation Advisory LLP under the Draft Scheme of Arrangement, in our opinion, is fair and reasonable.

The aforesaid Scheme of Arrangement shall be subject to the receipt of approvals from NCLT and other statutory authorities as may be required. The detailed terms and conditions are more fully set forth in the Draft Scheme of Arrangement. Sundae has issued this Fairness Opinion with the understanding the Draft Scheme of Arrangement shall not be materially altered and the parties hereto agree that the Fairness Opinion shall not stand good in case the final Scheme of Arrangement alters the transaction.

***For Sundae Capital Advisors Private Limited
(SEBI Regn. No. INM000012494)***

***NitiN Somani
Director***