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STRICTLY PRIVATE & CONFIDENTIAL

13 Jan 2020

The Board of Directors
Ajmera Realty and Infra India Limited
 2nd Floor, Citi Mall,
 Link Road, Andheri (West),
 Mumbai 400058

The Board of Directors
Radha Raman Dev Ventures Private Limited
 Citi Mall,
 Link Road, Andheri (West),
 Mumbai 400058

Dear Sir(s) / Madam(s),

Re: Fair share entitlement ratio for the proposed demerger of business of development of commercial project at Wadala of Ajmera Realty and Infra India Limited

We refer to our engagement letter dated 09 Jan 2020 whereby SSPA & Co., Chartered Accountants (hereinafter referred to as 'SSPA' or 'Valuer' or 'We'), have been appointed by Ajmera Realty and Infra India Limited (hereinafter referred to as 'ARIL') and Radha Raman Dev Ventures Private Limited (hereinafter referred to as 'RRDVPL') to issue a report opining on the fair share entitlement ratio for the proposed demerger of business of development of commercial project at Wadala, Mumbai (hereinafter referred to as the 'Demerged Undertaking') of ARIL into its wholly owned subsidiary ('WOS') RRDVPL as recommended by the management of ARIL.

ARIL and RRDVPL are hereinafter collectively referred to as the 'Companies'.

1 SCOPE AND PURPOSE OF THIS REPORT

1.1 We have been informed by the management of the Companies (hereinafter referred to as the 'Management') that they are considering the proposal of demerger of business of development of commercial project at Wadala, Mumbai, of ARIL into RRDVPL pursuant to a scheme of arrangement under sections 230 to 232 and other applicable provisions of the Companies Act, 2013, including rules and regulations made thereunder ('Proposed Demerger').

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For AJMERA REALTY & INFRA INDIA LIMITED

Ajmera
 Company Secretary

Page 1 of 6



demerged from ARIIL into RRDVPL, with effect from appointed date of 01 Apr 2020 ('Appointed Date').

Pursuant to the scheme, as a consideration for the Proposed Demerger, ARIIL will allot its equity shares of face value of INR 10 each fully paid up to the equity shareholders of ARIIL.

- 1.2 In this regard, we have been requested to issue a report opining on the fair share entitlement ratio for the Proposed Demerger as recommended by the management of ARIIL.

2 BACKGROUND

2.1 Ajmera Realty and Infra India Limited

ARIIL is recognized as one of India's leading real estate company. The business of ARIIL has grown with time and has extended to other realms, such as steel, cement, power, education and social welfare. Presently, the company has a strong presence in and around Mumbai, Ahmedabad, Surat, Rajkot and Bangalore and has an international project in Bahrain.

The Revenue from operations of the company (on a consolidated basis) for the financial year ('FY') 2018-19 is INR 381.54 crores.

The issued and paid up equity share capital of the company as on 30 Sep 2019 is INR 35.48 crores comprising of 3,54,84,875 equity shares of INR 10 each fully paid up. The equity shares of the company are listed on the BSE Limited ('BSE') and the National Stock Exchange of India Limited ('NSE').

'Demerged Undertaking' comprises of construction and development of commercial project on a land parcel on Plot area of Sub Plot C, bearing C.T.S. No. 1A/11 and 1A/12 of village Anik, Wadala (E) admeasuring 28,113 sq.mt. of area (approximately 6.5 acres).

2.2 Radha Raman Dev Ventures Private Limited

RRDVPL is a wholly owned subsidiary of ARIIL having its registered office at Citi Mall, Link Road, Andheri (West), Mumbai - 400053. Presently, RRDVPL does not have any significant business activities.



3 SOURCES OF INFORMATION

For the purpose of this exercise, we have relied upon the following sources of information received from the Management and information available in the public domain:

- (a) Draft Scheme of Arrangement.
- (b) Such other information and explanations as we required and which have been provided by the Management, including Management Representation.

4 SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

- 4.1 Our report is subject to the scope limitations detailed hereinafter. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made.
- 4.2 This report has been prepared for the Board of Directors of the Companies solely for the purpose of opining on the fair share entitlement ratio for the Proposed Demerger as recommended by the management of the Companies.
- 4.3 We have been represented by the management of ARIL that ARIL / Demerged Undertaking have clear and valid title of assets. No investigation on the ARIL's / Demerged Undertaking's claim to title of assets has been made for the purpose of this report and their claim to such rights has been assumed to be valid.
- 4.4 The Management has been provided with the opportunity to review the draft report as part of our standard practice to make sure that factual inaccuracies / omissions are avoided in our final report.
- 4.5 For the purpose of this exercise, we were provided with both written and verbal information including information detailed hereinabove in para 'Sources of Information'. Further, the responsibility for the accuracy and completeness of the information provided to us by the Companies / its auditors / its consultants is that of the Companies. Also, with respect to explanations and information sought from the Companies, we have been given to understand by the Management that they have not omitted any relevant and material facts about the Companies / Demerged Undertaking. The Management have indicated to us that they have understood that any omissions, inaccuracies or misstatements may materially affect our conclusions.



Our work does not constitute an audit, due diligence or certification of these information referred to in this report including information sourced from public domain. Accordingly, we are unable to and do not express an opinion on the fairness or accuracy of any information referred to in this report and consequential impact on the present exercise. However, nothing has come to our attention to indicate that the information provided / obtained was materially misstated / incorrect or would not afford reasonable grounds upon which to base the report.

- 4.6 This report is issued on the understanding that the Management has drawn our attention to all the matters, which they are aware of concerning the financial position of the Companies / Demerged Undertaking / RRDVPL and any other matter, which may have an impact on the report including any significant changes that have taken place or are likely to take place in the financial position of the Companies / Demerged Undertaking. Events and transactions occurring after the date of this report may affect the report and assumptions used in preparing it and we do not assume any obligation to update, revise or reaffirm this report.
- 4.7 The fee for the engagement and this report is not contingent upon the results reported.
- 4.8 This report is prepared only in connection with the Proposed Demerger exclusively for the use of the Companies and for submission to any regulatory / statutory authority as may be required under any law.
- 4.9 Our report is not, nor should it be construed as our opining or certifying the compliance of the Proposed Demerger with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising in India or abroad from such Proposed Demerger.
- 4.10 Any person/party intending to provide finance / divest / invest in the shares / convertible instruments / business of the Companies / Demerged Undertaking 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.
- 4.11 The decision to carry out the transaction (including consideration thereof) lies entirely with the Management / the Board of Directors of ARIL and RRDVPL and our work and our finding shall not constitute a recommendation as to whether or not the Management / the Board of Directors should carry out the Proposed Demerger.



- 4.12 Our Report is meant for the purpose mentioned in Para 1 only and should not be used for any purpose other than the purpose mentioned therein. The Report should not be copied or reproduced without obtaining our prior written approval for any purpose other than the purpose for which it is prepared. In no event, regardless of whether consent has been provided, shall SSPA assume any responsibility to any third party to whom the report is disclosed or otherwise made available.
- 4.13 SSPA nor its partners, managers, employees make any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information, based on which this report is being issued. All such parties expressly disclaim any and all liability for or based on or relating to any such information contained in this report.

5 BASIS FOR DETERMINATION OF SHARE ENTITLEMENT RATIO

- 5.1 As mentioned in Para 1.1 above, in consideration for the Proposed Demerger, ARIL would issue equity shares to the equity shareholders of ARIL.
- 5.2 Accordingly, the management of ARIL has recommended the following share entitlement ratio in consideration for the Proposed Demerger i.e. demerger of Demerged Undertaking of ARIL into RRDVPL:
- 1 (One) equity share of INR 10 each fully paid up of ARIL for every 50 (Fifty) equity shares of INR 10 each fully paid up held in ARIL**

6 CONCLUSION

- 6.1 Based on our review, information made available to us and discussions with the Management, in our opinion, the aforementioned share entitlement ratio in consideration for the Proposed Demerger of Demerged Undertaking of ARIL into RRDVPL is reasonable.
- 6.2 We believe that the aforementioned share entitlement ratio is fair considering the following:
- a) RRDVPL to which the Demerged Undertaking is proposed to be transferred is a wholly owned subsidiary of ARIL;
 - b) on demerger of the Demerged Undertaking into RRDVPL, there is no change in shareholding / share capital of RRDVPL and 100% share capital of RRDVPL will continue to be held by ARIL; and



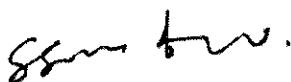
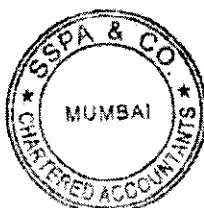
c) all the shareholders of ARIIL are and will upon Proposed Demerger, remain the ultimate beneficial owners of RRDVPL in the same ratio (inter se) as they hold shares of RRDVPL through ARIIL prior to the Proposed Demerger.

6.3 As mentioned above, RRDVPL to which the Demerged Undertaking is proposed to be transferred is a wholly owned subsidiary of ARIIL. Further, on demerger of the Demerged Undertaking into RRDVPL, there is no change in shareholding / share capital of RRDVPL and all the shareholders of ARIIL are and will be the ultimate beneficial owners of RRDVPL in the same ratio (inter se) as they hold shares of RRDVPL through ARIIL prior to the Proposed Demerger. Therefore, no relative valuation of Demerged Undertaking and of RRDVPL is required to be undertaken for the Proposed Demerger. Accordingly, valuation approaches as indicated in the format (as shown below) as prescribed by circular number NSE/CML/2017/12 of NSE and LIST/COMP/02/2017-18 of BSE have not been undertaken as they are not relevant in the instant case.

Valuation Approach	Demerged Undertaking of ARIIL		RRDVPL	
	Value per Share (INR)	Weight	Value per Share (INR)	Weight
Asset Approach	NA	NA	NA	NA
Income Approach	NA	NA	NA	NA
Market Approach	NA	NA	NA	NA
Relative value per share	NA		NA	

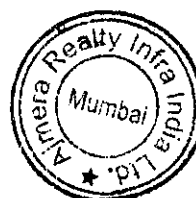
NA = Not Adopted / Not Applicable

Thank you,
Yours faithfully,

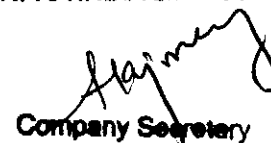
SSPA & Co.
Chartered Accountants
Firm Registration Number: 128851W

Signed by **Sujal Shah, Partner**
Membership No. 045816
UDIN: 20045816AAAAAA5542
Place: Mumbai



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For **AJMERAREALTY & INFRA INDIA LIMITED**



Company Secretary

Rashmi Shah FCA
Registered Valuer with IBBI Registration No.: IBBI/RV/06/2018/10240
R V Shah & Associates
Chartered Accountants
B-202, Hetal Arch, Off. S V Road, Malad W, Mumbai - 400 064
M: +91 98202 99754 | L: +91 22 2886 2594 | E: rashmi@rvs-ca.com

13th January, 2020

STRICTLY PRIVATE & CONFIDENTIAL

To,
The Board of Directors,
AJMERA REALTY & INFRA INDIA LIMITED
Citi Mall, 2nd Floor,
New Link Rd, Andheri West,
Mumbai, Maharashtra 400058

Radha Raman Dev Ventures Private Limited
Citi Mall, 2nd Floor,
New Link Rd, Andheri West,
Mumbai, Maharashtra 400058

Dear Sirs,


Subject: Share Entitlement Ratio in relation to Scheme of Arrangement between Ajmera Realty & Infra India Limited and Radha Raman Dev Ventures Private Limited and their respective shareholders ("Scheme")

We understand that the Managements of the above companies are contemplating a Scheme of Arrangement under Sections 230 to 232 of the Companies Act, 2013 between Ajmera Realty and Infra India Limited ("ARIIL" or "Demerged Co") and Radha Raman Dev Ventures Private Limited ("RRDVPL") and their respective shareholders, with effect from April 1, 2020.

In this regard, we have been appointed to determine the share entitlement ratio in which ARIIL would have to issue shares to the existing shareholders of ARIIL, pursuant to demerger of Demerged Undertaking from ARIIL to RRDVPL.

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For AJMERA REALTY & INFRA INDIA LIMITED

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Company Secretary



This report is structured under the following broad heads:

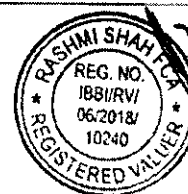
- Background
- Information sources
- Salient features of the Scheme
- Basis of Recommendation
- Share Entitlement Ratio
- Scope Limitation

1. Background

- 1.1 **AJMERA REALTY & INFRA (INDIA) LIMITED** having Corporate Identity Number (“CIN”) L27104MH1985PLC035659, was incorporated under the Companies Act, 1956, on the 18th day of March, 1985 in the State of Maharashtra.
- 1.2 ARIIL is engaged in the real estate business with a strong presence in and around Mumbai, Ahmedabad, Surat, Rajkot and Bangalore and has an international project in Bahrain.
- 1.3 The registered office of ARIIL is situated at 2nd floor, Citi Mall, Link Road, Andheri (W), Mumbai - 400053.
- 1.4 The authorised, issued, subscribed and paid-up share capital of ARIIL as on September 30, 2019 was as under:

Particulars	Amount (In Rs.)
Authorized Capital	
15,00,00,000 equity shares of Rs. 10 each	1,50,00,00,000
Total	1,50,00,00,000
Issued, Subscribed and Paid-up Capital	
3,54,84,875 Equity shares of Rs.10 each, fully paid up	35,48,48,750
Total	35,48,48,750

- 1.5 **Radha Raman Dev Ventures Private Limited** having CIN U70109MH2016PTC286540, was incorporated under the Companies Act, 2013 on 5th day of October, 2016.
- 1.6 RRDVPL has been incorporated to carry on the business of real estate development. However, RRDVPL currently does not have any significant business activities.



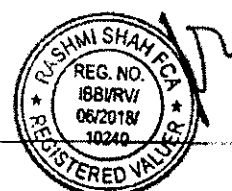
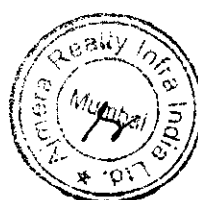
- 1.7 The Registered Office of RRDVPL is situated at 2nd floor, Citi Mall, Link Road, Andheri (W), Mumbai - 400053.
- 1.8 The authorised, issued, subscribed and paid-up share capital of the RRDVPL as on September 30, 2019:

Particulars	Amount (in Rs.)
Authorized Share Capital	
10,000 equity shares of Rs. 10 each	100,000
Total	100,000
Issued, Subscribed and Paid-up Share Capital	
10,000 equity shares of Rs. 10 each	100,000
Total	100,000

2. Information Sources

- 2.1 For the purposes of determining the share entitlement ratio, we have relied on the following sources of information and documents of ARIIL and RRDVPL:

- Memorandum and Articles of Association;
- Limited Review Accounts as on September 30, 2019 of ARIIL and Audited Accounts as on December 31, 2019 for RRDVPL;
- Latest shareholding pattern of all the companies;
- Scheme of Arrangement (as duly certified by the Management) under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder, as may be applicable; and
- Our discussions from time to time with and various representations by the management of all the companies.



3. Salient features of the Scheme

- The Scheme envisages demerger of the business of development of commercial project of ARIIL into RRDVPL.

4. Basis of Recommendation

4.1 We understand that demerger is in accordance with the Scheme of Arrangement under Sections 230 to 232 of the Companies Act, 2013.

4.2 Based on review of the information made available and our discussion with the Management, some of the important factors considered for valuation analysis are as under:

- (i) Equity Share Capital of all the Companies;
- (ii) Shareholding of the Companies;
- (iii) Scheme of Arrangement;
- (iv) The relationship between the companies and their mutual understanding;
- (v) Pursuant to the demerger of Demerged Undertaking from ARIIL to RRDVPL, it is proposed that the consideration would be discharged by way of issue of equity shares of ARIIL of Rs.10/- each, fully paid up to the equity shareholders of ARIIL;
- (vi) As represented by the Management, terms of the Scheme have been agreed by the Board to segregate business of development of commercial project (6.5 acres) into separate company such that it will result in focused approach to exploit the growth potential of the project. It will also help in providing flexibility to attract fresh set of investors / strategic partners to participate in the project. This Scheme will result in providing flexibility to ARIIL in scouting for and inviting the potential investors and thereby resulting in unlocking the value of each of the project.



5. Share Entitlement Ratio

5.1 In the present facts and circumstances and based on the information and explanation provided to us, we believe that the following share entitlement ratio as proposed by the Management of ARIIL and RRDVPL would be fair and reasonable –

For Shareholders of ARIIL	Equity of	"1 (One) Equity Share of ARIIL of Rs. 10 each fully paid up to be issued and allotted for every 50 (Fifty) Equity Shares of ARIIL of Rs. 10 each fully paid up held in ARIIL in their proportion "
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5.2 We believe that the aforementioned share entitlement ratio is fair considering that all the shareholders of ARIIL are and will, upon the Proposed Demerger ultimately be the beneficial owners of RRDVPL in the same ratio (inter-se) as they hold shares in RRDVPL through ARIIL prior to Proposed Demerger.

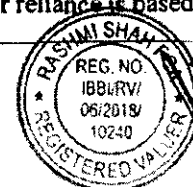
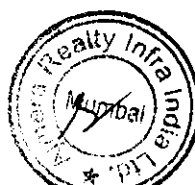
5.3 As mentioned above, post the proposed demerger all the shareholders of ARIIL are and will ultimately be beneficial owners of RRDVPL in the same ratio (inter-se) as they hold shares in RRDVPL through ARIIL prior to Proposed Demerger. Therefore, no relative valuation of the demerged undertaking and of RRDVPL is required to be undertaken for the proposed demerger. Accordingly, valuation approaches as indicated in the format as shown below as prescribed by circular no. NSE/CML/2017/12 of NSE and LIST/COMP/02/2017-18 of BSE have not been undertaken as they are not relevant in the case.

Valuation Approach	Demerged Undertaking of ARIIL		RRDVPL	
	Value per Share (INR)	Weight	Value per Share (INR)	Weight
Asset Approach	NA	NA	NA	NA
Income Approach	NA	NA	NA	NA
Market Approach	NA	NA	NA	NA
Relative value per share	NA		NA	

NA = Not Adopted / Not Applicable

6. Scope Limitation

6.1 We have placed reliance on various information provided by the Management of ARIIL and RRDVPL and their respective authorized representatives. Our reliance is based on the



completeness and accuracy of the facts provided; which if not entirely complete or accurate, should be communicated to us immediately, as the inaccuracy or incompleteness could have a material impact on our findings.

- 6.2 We further assume that the Management of all the companies have brought to our attention all material transactions, events or any other factor having an impact on the share entitlement ratio.
- 6.3 This document has been prepared solely for the purposes stated herein and should not be relied upon for any other purpose. This document is strictly confidential and (save to the extent required by applicable law and / or regulation) must not be released to any third party without our express written consent which is at our sole discretion.
- 6.4 This document has been prepared solely for the purpose of assisting the Management of all the companies, under consideration, in assessing the share entitlement ratio.
- 6.5 By its very nature, valuation work cannot be regarded as an exact science and the conclusions arrived at in many cases will of necessity be subjective and dependent on the exercise of individual judgment.

Yours faithfully,

Rashmi Shah FCA

Registered Valuer

IBBI Registration No.: IBBI/RV/06/2018/10240



For R V Shah & Associates

Chartered Accountants

Membership No.: 123478

FRN: 133958W

Place: Mumbai

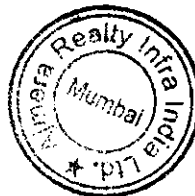
Date: 13th January 2020

ICAI UDIN: 20123478AAAAAC9317



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For AJMERA REALTY & INFRA INDIA LIMITED



Ajmera
Company Secretary