



Strictly Private and Confidential

Date: 29 December 2020

To,  
The Board of Directors  
Jindal Stainless Limited  
O.P. Jindal Marg, Hisar – 125005, Haryana

To,  
The Board of Directors  
Jindal Stainless (Hisar) Limited  
O.P. Jindal Marg, Hisar–125005, Haryana

To,  
The Board of Directors  
JSL Lifestyle Limited  
48th K.M. Stone, Delhi Rothak Road,  
Village Rohad, Jhajjar – 124507, Haryana

To,  
The Board of Directors  
JSL Media Limited  
O.P. Jindal Marg, Hisar–125005, Haryana

To,  
The Board of Directors  
Jindal Stainless Corporate Management Services Pvt Limited  
O.P. Jindal Marg, Hisar – 125005, Haryana

To,  
The Board of Directors,  
Jindal Lifestyle Limited  
O.P. Jindal Marg, Hisar–125005, Haryana

Dear Sirs/Madams,

**Subject: Fairness Opinion on the share exchange ratio for the proposed amalgamation of Jindal Stainless (Hisar) Limited ('JSHL') with Jindal Stainless Limited ('JSL') and the residual JSL Lifestyle Limited ('JSLLL'), after the Proposed Demerger of the "Non-Mobility" business, with JSL.**

We, SBI Capital Markets Limited (hereinafter referred to as "SBICAP"), understand that pursuant to a composite scheme of arrangement under sections 230 to 232 including Section 66 and other applicable sections of the Companies Act, 2013, (the "Proposed Scheme"), Jindal Stainless (Hisar) Limited ('JSHL'), JSL Lifestyle Limited ('JSLLL') after the Proposed Demerger, JSL Media Limited ('JML'), Jindal Stainless Corporate Management Services Private Limited ('JSCMSPL') are proposed to be amalgamated with Jindal Stainless Limited ('JSL'), (the "Proposed Amalgamation").

Additionally, the non-mobility business of JSLLL is proposed to be demerged and vested in Jindal Lifestyle Limited ('JLL'), (the "Proposed Demerger"). JSHL, JSLLL, JML, JSCMSPL, JLL and JSL are collectively referred to as the "Transacting Companies".

We further understand that Management of the Transacting Companies have undertaken a valuation exercise for the Proposed Amalgamation and the Proposed Demerger, and obtained a valuation report dated 29 December 2020 (the "Valuation Report") from Niranjana Kumar, Registered Valuer – Securities or Financial Assets ('NK' or the "Valuer") recommending the share entitlement ratio for the issuance of equity shares of JSL to the shareholders of JSHL and JSLLL (after the Proposed Demerger), in consideration for the Proposed Amalgamation. JSHL, JSLLL and JSL are collectively referred to as the "Merging Entities".

In this regard, SBICAP has been requested by the respective managements of the Transacting Companies to give a "Fairness Opinion Report" on the share entitlement ratio mentioned above for

SBI CAPITAL MARKETS LIMITED

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For Jindal Stainless Limited

*Navneet Raghuvanshi*

Navneet Raghuvanshi  
Company Secretary





the Merging Entities and set out in the Valuation Report, in accordance with provisions of sub-para 2(d) and para 2A of Part I, A of the SEBI Master Circular bearing number SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 consolidating the SEBI circulars in relation to Scheme of Arrangement by Listed Entities.

SBICAP has not undertaken the valuation of the Merging Entities. The valuation exercise for the Proposed Scheme has been done by NK. We have examined the Valuation Report dated 29 December 2020 submitted by NK to the Transacting Companies. We have not independently checked or verified the assumptions made by NK. We have reviewed the historical financial and business information of the Merging Entities and certain comparable companies and their valuation multiples, and other relevant information from publicly available sources, and have taken into account such other matters as we deemed necessary including our assessment of general economic, market and monetary conditions.

For arriving at the opinion we have:

- Reviewed the draft of the composite scheme of arrangement
- Perused the Valuation Report issued by the Valuer
- Received and reviewed certain explanations and additional information provided by the representatives of the Merging Entities

In addition to the above, we have had discussions with the officials of the Merging Entities on the past and current business operations of the businesses concerned. Further, we have had discussions with the Merging Entities and the Valuer on such matters which we believe are necessary or appropriate for the purpose of issuing the Fairness Opinion Report.

We assume no responsibility for the legal, tax, accounting or structuring matters including, but not limited to, legal or title concerns. Title to all subject business assets is assumed to be good and marketable and we would urge the Transacting Companies to carry out an independent assessment of the same prior to entering into any transaction, after giving due weightage to the results of such assessment.

We have assumed and relied upon, without independent verification, the accuracy and completeness of all information supplied or otherwise made available to us either in oral or written form, discussed with or reviewed by or for us. We have been informed that all information relevant for the purpose of issuing the Fairness Opinion Report has been disclosed to us and we are not aware of any material information that has been omitted or that remains undisclosed. This being so, no representation or warranty, express or implied, is or will be made, and no responsibility or liability is or will be accepted by SBICAP and its affiliates, its directors, employees, agents or representatives, or in relation to, the accuracy or adequacy of information contained in the Fairness

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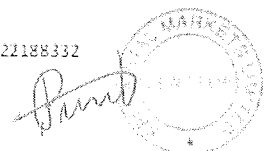
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Navneet Raghuvanshi  
Company Secretary





Opinion Report or any other written or oral information made available to any party or their advisors in connection with such Fairness Opinion Report. We do not accept any liability to any third party in relation to the issuance of this Fairness Opinion Report.

We have not conducted any evaluation of the solvency or fair value of the Merging Entities, under any laws relating to bankruptcy, insolvency or similar matters. In addition we have not assumed any obligation to conduct any physical inspection of the properties or facilities of the Merging Entities. We have assumed and relied upon the truth, accuracy and completeness of the information, data and financial documents provided to us; we have assumed that the same are not misleading and do not assume or accept any liability or responsibility for any independent verification of such information or any independent technical valuation or appraisal of any of the assets, operations or liabilities of the Merging Entities.

Our Fairness Opinion Report does not factor overall economic environment risk and other risks and is purely based on the information and representations provided to us. We have not assumed the risk of any material adverse change having an impact on the business of the Merging Entities.

We express no view as to, and our Fairness Opinion Report does not address, the underlying business decision of any company to effect the Proposed Scheme or the merits of the Proposed Scheme nor does it constitute any kind of recommendation to any shareholder or creditor of the Transacting Companies as regards to the Proposed Scheme or any matter related thereto. In addition, this Fairness Opinion Report does not address the fairness to, or any other consideration of, the holders of any class of securities, creditors or other constituencies of the Transacting Companies. We are not expressing any suggestion or opinion herein as to the price at which the shares of JSL will trade following the announcement of consummation of the Proposed Scheme.

Our Fairness Opinion Report is not and does not purport to be an appraisal or otherwise reflective of the prices at which any business or securities actually could be ideally bought or sold by any party and is not indicative of actual value or actual future results that might be achieved, which value may be higher or lower than those indicated, and any investment decision should not be based solely on this Fairness Opinion Report and the buyer should carry out their own due diligence.

Our Fairness Opinion Report is not necessarily based on economic, market and other conditions as in effect on the date of issuing this Fairness Opinion Report, and the information made available to us as of, the date hereof. It should be understood that in case of any subsequent developments we do not have any obligation to update, revise, or reaffirm this Fairness Opinion Report.

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For Jindal Stainless Limited



Navneet Raghuvanshi  
Company Secretary

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To the extent that the conclusions are based on projections, SBICAP expresses no opinion on the achievability of those forecasts.

In the ordinary course of business, we and our affiliates may actively trade or hold securities of the listed Transacting Companies that may be the subject matter of this transaction for our own account or for the account of our customers and accordingly, may at any time hold long or short position in such securities.


This Fairness Opinion Report is provided solely for the benefit of the Board of Directors of the Transacting Companies and shall not confer rights or remedies upon, any shareholder of the Transacting Companies or any other person other than the members of the Board of Directors of the Transacting Companies or be used for any other purpose.

This Fairness Opinion Report is only a free and fair opinion and does not constitute a commitment by SBICAP to underwrite, subscribe for or place any securities or to extend or arrange credit or to provide any other services.

Disputes, if any, regarding this Fairness Opinion Report will be governed by and construed in accordance with the laws of India and the Courts in Mumbai, India shall have exclusive jurisdiction in this regard.

As per the valuation report dated 29 December 2020 issued by the Valuer, in the event of amalgamation of JSHL with and into JSL, for every 100 (One Hundred) equity shares of JSHL of the face value of INR 2 (Indian Rupees Two) each fully paid up held by the shareholders of JSHL, 195 (One hundred and ninety five) equity shares of JSL of INR 2 (Indian Rupees Two) each fully paid up shall be issued.

As per the valuation report dated 29 December 2020 issued by the Valuer, in the event of amalgamation of JSLLL (after the Proposed Demerger) with and into JSL, for every 100 (One Hundred) equity shares of JSLLL of the face value of INR 10 (Indian Rupees Ten) each fully paid up held by the shareholders of JSLLL, 101 (One hundred and one) equity share of JSL of INR 2 (Indian Rupees Two) each fully paid up shall be issued.

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For Jindal Stainless Limited  
  
Navneet Raghuvanshi  
Company Secretary





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On the basis of and subject to the foregoing, to the best of our knowledge and belief, it is our view that, as of the date hereof, the proposed equity share entitlement ratios set out above are fair, from a financial point of view.

Thanking you,

Yours faithfully,  
For SBI Capital Markets Limited



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Name: Punit Malik  
Designation: Vice President

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For Jindal Stainless Limited

Navneet Raghuvanshi  
Company Secretary

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## Disclaimer

This fairness opinion certificate ("Certificate" or "This certificate" or "this certificate") contains proprietary and confidential information regarding Jindal Stainless (Hisar) Limited ('JSHL'), JSL Lifestyle Limited ('JSLLL'), JSL Media Limited ('JML'), Jindal Stainless Corporate Management Services Private Limited ('JSCMSPL'), Jindal Stainless Limited ('JSL'), Jindal Lifestyle Limited ('JLL'), all together referred to as the "Transacting Companies". JSHL, JSLLL and JSL are collectively referred to as the "Merging Entities". This certificate is issued for the exclusive use and benefit of the Transacting Companies as per the Engagement letter dated 28 December 2020. This certificate has been issued by SBI Capital Markets Limited ("SBICAP"), on the basis of the information available in the public domain and sources believed to be reliable and the information provided by the Merging Entities, including the valuation report provided by Niranjana Kumar, Registered Valuer – Securities or Financial Assets ('NK') and for the sole purpose to facilitate the Transacting Companies to comply with sub-para 2(d) and para 2A of Part I, A of the SEBI Master Circular bearing number SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 consolidating the SEBI circulars in relation to Scheme of Arrangement by Listed Entities and it shall not be valid for any other purpose. This Certificate is issued by SBICAP in the capacity of an Independent merchant banker, on the valuation report dated 29 December 2020 issued by NK (the "Valuer").

This certificate is issued by SBICAP without regard to specific objectives, suitability, financial situations and needs of any particular person and does not constitute any recommendation, and should not be construed as an offer to sell or the solicitation of an offer to buy, purchase or subscribe to any securities mentioned herein. Nothing in these materials is intended by SBICAP to be construed as legal, accounting, technical or tax advice. Past performance is not a guide for future performance. Forward-looking statements are not predictions and may be subject to change without notice. Actual results may differ materially from these forward-looking statements due to various factors. This certificate has not been or may not be approved by any statutory or regulatory authority in India or by any Stock Exchange in India. This certificate may not be all inclusive and may not contain all of the information that the recipient may consider material.

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SBICAP has not carried out any due – diligence independently in verifying the accuracy or veracity of data provided by the Merging Entities and/or Valuer and SBICAP assumes no liability for the accuracy, authenticity, completeness or fairness of the data provided by the Merging Entities and/or Valuer. SBICAP has also assumed that the business continues normally without any disruptions.

Neither SBICAP nor State Bank of India or any of its associates, nor any of their respective Directors, officers, employees, agents or advisors or affiliate of any such person or such persons make any expressed or implied representation or warranty and no responsibility or liability is accepted by any of them and is expressly disclaimed with respect to the accuracy, completeness, authenticity or reasonableness of the facts, opinions, estimates, forecasts, projections or other information provided by the Merging Entities and set forth in this certificate, or the underlying assumptions on which they are based and nothing contained herein is or shall be

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relied upon as a promise or representation regarding the historic or current position or performance of the Merging Entities or any future events or performance of the Merging Entities.

This certificate is divided into chapters & sub-sections only for the purpose of reading convenience. Any partial reading of this certificate may lead to inferences, which may be at divergence with the conclusions and opinions based on the entirety of this certificate.

The opinion of SBICAP ["Opinion"] under this Certificate is not intended to and does not constitute a recommendation to any shareholders as to how such shareholder should vote or act in connection with the scheme or any matter related therein. The opinion is not, nor should it be construed as our opining or certifying the compliance of the proposed amalgamation/merger/de-merger/arrangement scheme with the provisions of any law including company law, taxation and capital market related laws or as regards any legal implications or issues arising thereon. SBICAP assumes no responsibility for updating or revising our opinion based on circumstances or events occurring after the date hereof. SBICAP does not express any opinion as to the price at which shares of the resultant entity may trade at any time, including subsequent to the date of this opinion. In rendering the Opinion, SBICAP has assumed, that the scheme 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 or third party approvals for the scheme, no delay, limitation, restriction or condition will be imposed that would have an adverse effect on the entities under the scheme and / or its holding or subsidiaries or affiliates and their respective shareholders.

In the past, SBICAP may have provided, and may currently or in the future provide, investment banking services to the entities under the scheme and / or its holding or subsidiaries or affiliates and their respective shareholders, for which services SBICAP has received or may receive customary fees. In addition, in the ordinary course of their respective businesses, affiliates of SBICAP may actively trade in securities of the entities under the scheme and / or its holding or subsidiaries or affiliates and their respective shareholders for their own accounts and for the accounts of their customers and, accordingly, may at any time hold a position in such securities. SBICAP engagement and the opinion expressed herein are for the benefit of the Board of Directors of the entities under the scheme only to fulfil the requirements under the SEBI circular dated March 10, 2017 and the amendments thereof and for no other purposes. Neither SBICAP, nor its affiliates, partners, directors, shareholders, managers, employees or agents of any of them, makes 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 herein.

This certificate is furnished on a strictly confidential basis and is for the sole use of the person to whom it is addressed and for the sole purpose to facilitate the entities to comply with sub-para 2(d) and para 2A of Part I, A of the SEBI Master Circular bearing number SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 consolidating the SEBI circulars in relation to Scheme of Arrangement by Listed Entities. Neither this certificate, nor the information contained herein, may be reproduced or passed to any person or used for any purpose other than stated above, without the prior written approval from SBICAP. By accepting a copy of this certificate, the recipient accepts the terms of this Notice, which forms an integral part of this certificate.

Transacting Companies agree and understand that SBICAP is not a Registered Valuer pursuant to section 247 of the Companies Act, 2013 and Rules made thereunder. The report issued by SBICAP, under this document, cannot be used by the recipient for the purposes that specifically require valuation from a Registered Valuer under the Companies Act, 2013 or any other law that requires valuation from such Registered Valuer.

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