

Annexure - A 4

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FAIRNESS OPINION

ELDECO HOUSING AND INDUSTRIES LIMITED



15th June, 2015



Strictly Private & Confidential

To,

The Board of Directors

Ref. No: CPC/MB/031/2015-16

SEBI Reg. No: INM000011435

HALWASIYA AGRO INDUSTRIES LIMITED (Transferor Company 1)

AND

M A K SALES PRIVATE LIMITED (Transferor Company 2)

AND

ELDECO HOUSING AND INDUSTRIES LIMITED (Transferee Company)

Subject: Fairness Opinion on the valuation report of valuer pursuant to a scheme of Amalgamation

Dear Sir,

We refer to our letter of engagement letter dated 25.06.2015 for the purpose of arriving at a Fairness Opinion on the valuation report dated 30.05.2015 issued by the Valuer M/s Sachin H Agarwal & Associated (Chartered Accountants) pursuant to the scheme of Amalgamation which deals with merger of two wholly owned subsidiaries (WOS) namely Halwasiya Agro Industries Limited and M A K Sales Private Limited, with Eldeco Housing and Industries Limited pursuant to the provisions of Section 391-394 and other applicable provisions of the Companies Act, 1956 and/or Rules/Regulations made there under.

In terms of our engagement letter, we are enclosing our opinion along with this letter. Please note that this is just an opinion on the captioned subject on the basis of the documents submitted to us and does not constitute our independent analysis. All comments as contained herein must be read in conjunction with the Caveats to this opinion.

The opinion is confidential and has been prepared exclusively for the management of Eldeco Housing and Industries Limited and its wholly owned subsidiaries. It should not be used, reproduced or circulated to any other person, in whole or in part, without the prior



consent of Corporate Professionals Capital Private Limited, such consent will only be given after full consideration of the circumstance at the time.

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We are however aware that the conclusion in this report may be used for the purpose of certain statutory disclosures and we provide consent for the same. Please feel free to contact us in case you require any additional information or clarifications.

Yours Faithfully,

For Corporate Professionals Capital Private Limited

Chander Sawhney

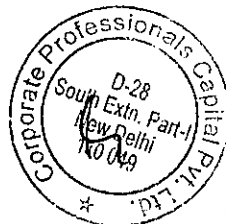
Chander Sawhney

Authorised Signatory

Maneesh Srivastava

Maneesh Srivastava

Authorised Signatory



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CONTEXT AND BACKGROUND

1. We understand that Eldeco Housing and Industries Limited is listed at the BSE Limited and Uttar Pradesh Stock Exchange and the company is undergoing a restructuring exercise. For this purpose the proposed scheme of Amalgamation (the "Scheme") provides for the following:
 - Merger of two wholly owned subsidiaries (WOS) namely Halwasiya Agro Industries and limited and M A K Sales Private limited with Eldeco Housing and Industries Limited.
2. In accordance with Clause 24(h) of listing agreement and SEBI Circular No. CIR/CFD/DIL/5/2013 Dated Februray 4, 2013 read with clarifications provided by SEBI CIR/CFD/DIL/8/2013 Dated May 21,2013, a company entering into a scheme of arrangement shall be required to appoint an independent merchant banker for giving a "fairness opinion" on the valuation of assets / shares done by the Valuers for the Company.
3. With reference to the above, Corporate Professionals Capital Private Limited has been appointed as a Merchant Bankers by Eldeco Housing and Industries Limited to provide the "fairness opinion" in accordance with Clause 24(h) of the Listing Agreement.



BRIEF ABOUT COMPANIES

Eldeco housing and Industries limited (EHIL) was Incorporated in 1985 under the provisions of Companies Act, 1956 having its Registered Office at Shop No.16, Second Floor, Eldeco Station 1, Site No.1, Sector-12, Faridabad, Haryana, India - 121007. EHIL is listed on the Bombay Stock Exchange and Uttar Pradesh Stock Exchange.

Halwasiya Agro industries Limited is a Company incorporated under the provisions of Companies Act, 1956 having its Registered Office at Second Floor, Eldeco Corporate Chamber-I Vibhuti Khnad, Gomti Nagar, Lucknow - 226010, Uttar Pradesh. It is a wholly owned subsidiary of Eldeco Housing and Industries Limited (EHIL).

MAK Sales Private Limited is a Company incorporated under the Companies Act, 1956 having its Registered Office Second Floor, Corporate Chamber-I Vibhuti Khand, Gomti Nagar, Lucknow - 226010, Uttar Pradesh. It is a wholly owned subsidiary of Eldeco Housing and Industries Limited (EHIL).



VALUER ANALYSIS

- The Valuation of Eldeco Housing and Industries Limited has been carried by Valuer M/s Sachin H Agarwal and Associates, Chartered Accountants as on May 30, 2015.
- As per the scheme of Amalgamation, Eldeco Housing and Industries Limited holds entire equity share capital of Halwasiya Agro Industries Limited and M A K Sales Private Limited, thus transferor companies are wholly owned subsidiaries of Eldeco Housing and Industries Limited.
- Pursuant to the scheme of Amalgamation, shares held in transferor companies by Eldeco Housing and Industries Limited will be cancelled and Eldeco Housing and Industries Limited shall not be required to issue/allot any shares to the members of transferor companies.

The Valuer has recommended that there is no requirement of the valuation of companies as there is an Amalgamation of two wholly owned subsidiaries with their parent company.



CONCLUSION & OPINION

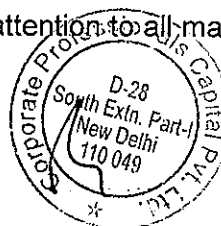
In our opinion, we state that the valuation report pursuant to the scheme of Amalgamation is Fair and reasonable, since after Amalgamation the shares of Transferor companies held by the Eldeco Housing and industries limited will stand cancelled in the books of transferor companies and no fresh shares shall be issued. Further there shall be no change in the pre and post shareholding structure of the Transferee Company in reference to the Amalgamation.

"Subject to above read with the caveats as detailed later, we as a Merchant Banker hereby certify that pursuant to Clause 24(h) of the listing agreement and SEBI Circular No CIR/CFDDIL/5/2013, dated February 04, 2013 and clarified by SEBI Circular No CIR/CFDDIL/8/2013 dated May 21, 2013, we have reviewed the valuation reports in reference to the scheme of arrangement and believe the same to be fair and reasonable to the equity shareholders of the company".



CAVEATS

- We wish to emphasize that, we have relied on explanations and information provided by the respective key managements, and other public available information while verifying the Valuation report of the valuer pursuant to the Scheme. Although, we have reviewed such data for consistency and reasonableness, we have not independently investigated or otherwise verified the data provided.
- We have not made an appraisal or independent valuation of any of the assets or liabilities of the companies and have not conducted an audit or due diligence or reviewed/validated the financial data except what is provided to us by the Companies.
- The scope of our work has been limited both in terms of the areas of the business and operations which we have reviewed and the extent to which we have reviewed them. There may be matters, other than those noted in this scheme of arrangement, which might be relevant in the context of the transaction and which a wider scope might uncover.
- We have no present or planned future interest in Eldeco Housing and Industries Limited or in it's any of its wholly owned subsidiaries like Halwasiya Agro Industries Limited, MAK Sales Private Limited and the fee payable for this opinion is not contingent upon the opinion reported herein.
- Our Fairness Opinion should not be construed as investment advice; specifically, we do not express any opinion on the suitability or otherwise of entering into the proposed transaction.
- We express no view or opinion as to any terms or other aspects of the Amalgamation other than the opinion on the valuation report of the valuer under clause 24(h) of the listing agreement..
- 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 of Eldeco Housing and Industries Limited and its wholly owned subsidiaries under the scheme 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.

- We and our affiliates in the past might have provided or in the future may provide Investment Banking or consulting services on a professional note and do not hold any interest in the companies mentioned in the scheme.
- We believe the management of the Transferor companies and the Transferee Company have read the opinion and given their consent that the facts mentioned in the opinion are true and correct.

