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STRICTLY PRIVATE & CONFIDENTIAL
 December 26, 2014

The Board of Directors,
Alicon Castalloy Limited
 Gate No 1426, Shikrapur,
 Taluka Shirur,
 District Pune – 412208,
 Maharashtra, India.

The Board of Directors,
Atlas Castalloy Limited
 7/C, Udyog Mandir Compound,
 Bhagoji Keer Marg,
 Mahim, Mumbai – 400 016,
 Maharashtra, India.

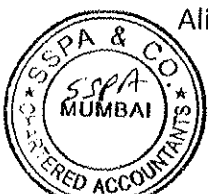
Re: Recommendation of fair share entitlement ratio for the purpose of proposed demerger of 'Casting Business Undertaking' of Atlas Castalloy Limited into Alicon Castalloy Limited.

Dear Sirs,

As requested by management of Alicon Castalloy Limited (hereinafter referred to as 'Alicon') and Atlas Castalloy Limited (hereinafter referred to as 'Atlas') (hereinafter collectively referred to as 'the Companies'), we have undertaken the valuation exercise of the 'Casting Business Undertaking' of Atlas (hereinafter referred to as the 'Casting Business Undertaking' or 'Demerged Undertaking') and equity shares of Alicon for recommending fair share entitlement ratio in consideration of the proposed demerger of 'Casting Business Undertaking' of Atlas into Alicon.

1. PURPOSE OF VALUATION

1.1 We have been informed that the Board of Directors of the Companies are considering a proposal for demerger of the 'Casting Business Undertaking' of Atlas into Alicon in accordance with Section 2(19AA) of the Income Tax Act, 1961 and pursuant to provisions of Section 391 to 394 of the Companies Act, 1956 (hereinafter referred to as the 'Demerger') and other relevant provisions of the Companies Act. Subject to necessary approvals, the 'Casting Business Undertaking' of Atlas would be demerged into Alicon with effect from the Appointed Date of April 1, 2014. In consideration of the demerger of the 'Casting Business Undertaking', equity shares of Alicon would be issued to the equity shareholders of Atlas.



1.2 In this connection, SSPA & Co., Chartered Accountants (SSPA) has been appointed to carry out valuation of 'Casting Business Undertaking' of Atlas and equity shares of Alicon with a view to recommend fair share entitlement ratio of equity shares of Alicon to be issued to the equity shareholders of Atlas for the consideration of the Board of Directors of the Companies.

2. BRIEF BACKGROUND OF ALICON CASTALLOY LIMITED

- 2.1 Alicon, formerly known as Enkei Castalloy Limited, is engaged in the business of manufacturing of Aluminium castings. Alicon is an integrated aluminium casting manufacturer in India. Alicon is catering to various domains including Auto, Agricultural, Medical, Locomotive and Power sector.
- 2.2 Alicon's products include Cylinder Heads for Passenger Cars, Cylinder Heads for four / two and three wheelers, Support Brackets, Intake Manifolds, EGR Valve and Rack Housing and CAC Tanks. The company supplies products to various Tier 1/ Tier II suppliers of global OEMs in Europe and USA.
- 2.3 The registered office of the company is situated at Gate no. 1426, Village – Shikrapur, Taluka – Shirur District – Pune, Maharashtra, India.
- 2.4 The shares of the company are listed on BSE Limited and National Stock Exchange of India Limited.

3. BRIEF BACKGROUND OF ATLAS CASTALLOY LIMITED

- 3.1 Atlas Castalloy Limited is an unlisted public company incorporated under the provisions of the Companies Act, 1956 and is an established aluminum foundry. The registered office of the company is situated at 7/C, Udyog Mandir Compound, Bhagoji Keer Marg, Mahim, Mumbai – 400 016, Maharashtra.
- 3.2 'Casting Business Undertaking' of Atlas is involved in manufacturing of aluminum castings and mainly caters to Indian and international automotive and non-automotive customers. The core competencies consist of Gravity Die Casting and Low Pressure Die Castings. The 'Casting Business Undertaking' products mainly include manifold for commercial vehicles, military tank wheel, Cylinder Heads for Passenger Cars, Tractor & Motor Cycle, Crank Case Housing, Valve body and Locomotive Braking Housing.



4. SOURCES OF INFORMATION

For the purposes of our valuation exercise, we have relied upon the following sources of information:

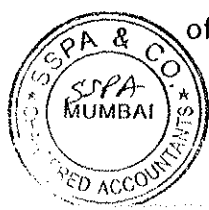
- (a) Audited Financial Statements of Alicon for the year ended March 31, 2014.
- (b) Management certified Financial Statement comprising of Balance Sheet and Profit & Loss account of Atlas for the year ended March 31, 2014.
- (c) Management certified position of assets and liabilities of the 'Casting Business Undertaking' of Atlas that is proposed to be demerged into Alicon (in accordance with Section 2(19AA) of the Income tax Act, 1961) as at March 31, 2014.
- (d) Management certified Consolidated Financial Statements of subsidiaries of Alicon for the year ended March 31, 2014.
- (e) Estimated Profit and Loss Account of Alicon and the 'Casting Business Undertaking' of Atlas for FY 2014-15 as provided by the management of the Companies.
- (f) Draft Scheme of Arrangement u/s 391 to 394 and other relevant provisions of the Companies Act, 1956.
- (g) Such other information and explanations as required and which have been provided by the management of the Companies.

5. EXCLUSIONS AND LIMITATIONS

- 5.1 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.
- 5.2 Valuation is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single value. While SSPA & Co has provided an assessment of the value based on the information available, application of certain formulae and within the scope and constraints of our engagement, others may place a different value to the same.
- 5.3 No investigation of the Companies' claim to title of assets has been made for the purpose of this valuation and their claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond



- the loans disclosed in the accounts. Therefore, no responsibility is assumed for matters of a legal nature.
- 5.4 Our work does not constitute certification of the historical financial statements including the working results of the Companies/Demerged Undertaking referred to in this report. Accordingly, we are unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report. Valuation analysis and results are specific to the purpose of valuation mentioned in the report and are as per agreed terms of our engagement. It may not be valid or used for any other purpose or as at any other date. Also, it may not be valid if done on behalf of any other entity.
- 5.5 A valuation of this nature involves consideration of various factors including those impacted by general and industry trends in particular. This report is issued on the understanding that the Companies have drawn our attention to all material information, which they are aware of concerning the financial position of the Companies and any other matter, which may have an impact on our opinion, on the fair value of shares of the Companies/Demerged Undertaking for the purpose of the proposed transfer under the scheme of arrangement, including any significant changes that have taken place or are likely to take place in the financial position, subsequent to the report date. We have no responsibility to update this report for events and circumstances occurring after the date of this report.
- 5.6 During the course of work, we have relied upon assumptions and estimates made by management of the Companies. These assumptions require the exercise of judgment and are subject to uncertainties. There can be no assurance that the assumptions are accurate. The fact that we have considered the estimates in this exercise of valuation should not be construed or taken as our being associated with or a party to such estimates. Since the estimates relates to the future, actual results may be different from estimated results because events and circumstances do not occur as expected, and differences may be material.
- 5.7 In the course of the valuation, we were provided with both written and verbal information. We have evaluated the information provided to us by the Companies through broad inquiry, analysis and review but have not carried out a due diligence of the information provided for the purpose of this engagement. We assume no



responsibility for any errors in the above information furnished by the Companies and consequential impact on the present exercise.

- 5.8 Our report is not, nor should it be construed as our opining or certifying the compliance of the proposed demerger under the scheme of arrangement with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising from such proposed demerger under the scheme of arrangement.
- 5.9 This report is prepared only in connection with the proposed demerger under the scheme of arrangement exclusively for the use of the Companies and for submission to any regulatory/statutory authority as may be required under any law.
- 5.10 Any person/party intending to provide finance/invest in the shares/businesses of any 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. It is to be noted that any reproduction, copying or otherwise quoting of this report or any part thereof, other than in connection with the proposed transfer under the scheme of arrangement as aforesaid, can be done only with our prior permission in writing.
- 5.11 SSPA, nor its partners, managers, employees or agents or any of them, makes any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information, based on which the valuation is carried out. All such parties expressly disclaim any and all liability for, or based on or relating to any such information contained in the valuation.

6. VALUATION APPROACH

- 6.1 For the purpose of valuation for the demerger, generally the following approaches are adopted:
- (a) the 'Underlying Asset' approach
 - (b) the 'Income' approach; and
 - (c) the 'Market' approach
- 6.2 As stated earlier, equity shares of Alicon are listed on the recognized stock exchanges. However, there is no market price available for Atlas. Since the



Companies/Casting Business Undertaking is to be valued on a relative basis, the 'Market' approach has not been considered.

6.3 UNDERLYING ASSET APPROACH

- 6.2.1 In case of the 'Underlying Asset' approach, the value is determined by dividing the net assets of a company/undertaking by the number of shares. The Underlying Asset approach represents the value with reference to the historical cost of the assets owned by the Company and attached liabilities as at the valuation date. Such value usually represents the support value of a going concern.
- 6.2.2 Since the shares are valued on a 'going concern' basis and an actual realization of the operating assets is not contemplated, we have considered it appropriate not to determine the realizable or replacement value of the assets. The operating assets have therefore been considered at their book values.
- 6.2.3 In arriving at the Net Assets Value, we have made appropriate adjustments for contingent liabilities and appreciation in the value of investments, after considering tax impact wherever applicable.
- 6.2.4 The underlying net assets value as arrived above is divided by outstanding number of equity shares to arrive at the value per share.

6.4 INCOME APPROACH

- 6.3.1 Under the 'Income' approach, Aicon and the 'Casting Business Undertaking' of Atlas have been valued using Comparable Companies Multiple (CCM) Method.
- 6.3.2 The Comparable Companies Multiple Method arrives at the value of the company by using multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances. The Enterprise Value (EV) to Earnings before Interest Tax Depreciation and Amortization (EBITDA) multiples of comparable listed companies are used.
- 6.3.3 Appropriate adjustments have been made for contingent liabilities, value of investments, loan funds, cash & cash equivalents, proposed dividend and tax



thereon, interest accrued on deposits and other adjustments after considering the tax impact wherever applicable.

6.3.4 The value as arrived above is divided by the outstanding number of equity shares to arrive at the value per share.

7. RECOMMENDATION OF FAIR EQUITY SHARE ENTITLEMENT RATIO

- 7.1 The fair basis of demerger of 'Casting Business Undertaking' of Atlas into Alicon would have to be determined after taking into consideration all the factors and methodology mentioned hereinabove. It is however important to note that in doing so, we are not attempting to arrive at the absolute value per share of 'Casting Business Undertaking' of Atlas and Alicon.
- 7.2 Considering the fact that, after the demerger, the business of Alicon and 'Casting Business Undertaking' of Atlas is intended to be continued on a 'going concern' basis and that there is no intention to dispose off the assets, we have considered it appropriate, to give weight of '2' to the value determined under the 'Income' approach as compared to the weightage of '1' to the value determined under the 'Underlying Asset' approach.
- 7.3 In the ultimate analysis, valuation will have to involve the exercise of judicious discretion and judgment taking into account all the relevant factors. There will always be several factors, e.g. present and prospective competition, yield on comparable securities and market sentiments, etc. which are not evident from the face of the balance sheets but which will strongly influence the worth of a share. This concept is also recognized in judicial decisions. For example, Viscount Simon Bd in Gold Coast Selection Trust Ltd. vs. Humphrey reported in 30 TC 209 (House of Lords) and quoted with approval by the Supreme Court of India in the case reported in 176 ITR 417 as under:
- 'If the asset takes the form of fully paid shares, the valuation will take into account not only the terms of the agreement but a number of other factors, such as prospective yield, marketability, the general outlook for the type of business of the company which has allotted the shares, the result of a contemporary prospectus offering similar shares for subscription, the capital position of the company, so forth.*
- There may also be an element of value in the fact that the holding of the shares gives*



control of the company. If the asset is difficult to value, but is nonetheless of a money value, the best valuation possible must be made. Valuation is an art, not an exact science. Mathematical certainty is not demanded, nor indeed is it possible.'

- 7.4 In the light of the above and on consideration of all the relevant factors and circumstances as discussed and outlined hereinabove earlier in this report, in our opinion, a fair share entitlement ratio in the event of demerger of the 'Casting Business Undertaking' of Atlas into Alicon would be:

121 (One Hundred and Twenty One) equity shares of Alicon of INR 5 each fully paid for every 10 (Ten) equity shares of Atlas of INR 100 each fully paid.

Thank you,
Yours faithfully,

SSPA & Co



SSPA & CO.
Chartered Accountants
Firm registration number: 128851W

Place: Mumbai

Report of the Audit Committee of Alicon Castalloy Limited dated 26th December, 2014

Members present in meeting held on December 26, 2014:

Mr. A.D. Harollikar : Chairman
Mr. Vinay Panjabi : Member

1. Background:

The Company has placed before the Audit Committee the draft Scheme of Arrangement between Atlas Castalloy Limited ("Atlas" or "the Transferor Company") and Alicon Castalloy Limited ("Alicon" or "the Company" or "the Transferee Company") and their respective shareholders and creditors under the provisions of Sections 391 to 394 of the Companies Act, 1956 (hereinafter referred to as "the Scheme of Arrangement") for transfer of "Casting Business Undertaking" (as defined in the Scheme of Arrangement) of Atlas to the Company for recommendation as required under Securities and Exchange Board of India ("SEBI") Circular No. CIR/CFD/DIL/5/2013 dated 4th February 2013 and CIR/CFD/DIL/8/2013 dated 21st May, 2013 (hereinafter collectively referred as "the Circular(s)").

This report of the Audit Committee is made in order to comply with the requirements of the aforesaid Circular(s) after considering the following necessary documents:

- 1) Scheme of Arrangement;
- 2) Report for recommendation of share entitlement ratio dated 26th December, 2014 issued by M/s. SSPA & Co., Chartered Accountants; and
- 3) Fairness opinion dated 26th December, 2014 issued by M/s. Fortress Capital Management Services Pvt. Ltd, a SEBI registered Category I Merchant Banker.

2. Proposed Scheme of Arrangement

The Audit Committee noted that the proposed Scheme of Arrangement would result in the following benefits:



- ❖ The Company and the Casting Business Undertaking of Atlas are engaged in similar business activities of manufacturing Aluminium Die Casting using LPDC (Low Pressure Die Casting) and GDC (Gravity Die Casting) processes.
- ❖ Restructuring of group operations and business are desirable for achieving better synergy, results and growth. Post restructuring, it will help the Company in achieving economies of scale, optimal utilization of resources, better administration and reduction in cost. Further, it will also provide the Company with greater flexibility to pursue strategic objectives and accelerate growth of the Casting Business Undertaking.
- ❖ This transfer will provide an access to the Company to a large customer base and give a boost to additional production capacity and capabilities of the Casting Business Undertaking.
- ❖ Atlas and the Company post transfer and vesting of the Casting Business Undertaking will have better operational prospects including but not limited to efficient management of cost, resources, better maintenance of manufacturing facilities and improved administrative control of the Casting Business Undertaking.
- ❖ The Scheme of Arrangement shall be beneficial and be in the best interest of the shareholders, creditors and other stake holders of both, i.e. Atlas and the Company. The Scheme of Arrangement shall not be in any manner prejudicial to the interest of concerned members, creditors and stakeholders.

Salient features of the Scheme of Arrangement are as under:

- ❖ The Scheme of Arrangement provides for transfer of "Casting Business Undertaking" (as defined in the Scheme of Arrangement) from Atlas to Alicon;
- ❖ The Appointed Date is 1 April 2014;
- ❖ The assets and liabilities of Atlas relating to the Casting Business Undertaking being transferred to Alicon shall be at values appearing in the books of account of Atlas on the close of business on the day immediately preceding the Appointed Date;
- ❖ Alicon shall issue and allot its fully paid-up equity share on a proportionate basis to all the equity shareholders of Atlas on the record date on the following basis:
"For every 10 (ten) fully paid-up equity shares of Rs. 100/- each held by the equity shareholders in the Transferor Company on the Record Date, 121 (one hundred and twenty-one) fully paid-up equity shares of Rs. 5/- each of the Transferee Company".

3. Recommendation of the Audit Committee

The Audit Committee hereby agrees and recommends the draft Scheme of Arrangement for favourable consideration by the Board of Directors, Stock Exchange(s), Securities and Exchange Board of India and other appropriate authorities.



For and on behalf of Audit Committee of Aicon Castalloy Limited


Chairman of the Committee

Date: 26th December 2014

Place: Pune



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December 26, 2014

To,

The Board of Directors
Alicon Castalloy Limited
 Gat No. 1426, Shikrapur,
 Taluka – Shirur,
 District Pune – 412208,
 Maharashtra, India.

The Board of Directors
Atlas Castalloy Limited
 7/C, Udyog Mandir Compound,
 Bhagoji Keer Marg,
 Mahim, Mumbai – 400 016,
 Maharashtra, India.

Sub: Fairness Opinion on the valuation carried out by M/s SSPA & Co., Chartered Accountants in connection with the proposed demerger of Casting Business Undertaking of Atlas Castalloy Limited into Alicon Castalloy Limited under a Scheme of Arrangement.

Dear Sir(s),

We refer to our discussion wherein the management of Alicon Castalloy Limited (hereinafter referred to as 'Alicon') and Atlas Castalloy Limited (hereinafter referred to as 'Atlas') (hereinafter collectively referred to as 'the Companies') have requested Fortress Capital Management Services Private Limited ('us') to give a fairness opinion on the valuation carried out by M/s SSPA & Co., Chartered Accountants ('Valuer') in connection with the proposed demerger of Casting Business Undertaking (as defined in the Scheme of Arrangement) of Atlas Castalloy Limited ('Atlas') into Alicon under the Scheme of Arrangement.

1. BACKGROUND, SCOPE AND PURPOSE OF THIS REPORT

1.1 ALICON CASTALLOY LIMITED

1.1.1 Alicon, formerly known as Enkei Castalloy Limited, is engaged in the business of manufacturing of aluminium castings. Alicon is an integrated aluminium casting manufacturer in India. Alicon is catering to various domains including auto, agricultural, medical, locomotive and power sector.

1.1.2 Alicon's products include cylinder heads for passenger cars, cylinder heads for four / two and three wheelers, support brackets, intake manifolds, EGR valve and rack



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housing and CAC tanks. Alicon supplies products to various Tier 1 / Tier II suppliers of global OEMs.

- 1.1.3 The registered office of Alicon is situated at Gat no. 1426, Village Shikrapur, Taluka – Shirur, District Pune – 412 208, Maharashtra, India.
- 1.1.4 The shares of Alicon are listed on BSE Limited and National Stock Exchange of India Limited.

1.2 ATLAS CASTALLOY LIMITED

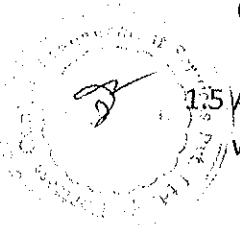
1.2.1 Atlas Castalloy Limited is an unlisted public company incorporated under the provisions of the Companies Act, 1956 and is an established aluminum foundry. The registered office of Atlas is situated at 7/C, Udyog Mandir Compound, Bhagoji Keer Marg, Mahim, Mumbai – 400 016, Maharashtra.

1.2.2 'Casting Business Undertaking' of Atlas is involved in manufacturing of aluminum castings and mainly caters to Indian and international automotive and non-automotive customers. The core competencies consist of Gravity Die Casting and Low Pressure Die Castings. The 'Casting Business Undertaking' products mainly include manifold for commercial vehicles, military tank wheel, cylinder heads for passenger cars, tractor & motor cycle, crank case housing, valve body and locomotive braking housing.

1.3 We have been informed that the Board of Directors of the Companies are considering a proposal for demerger of the 'Casting Business Undertaking' of Atlas into Alicon in accordance with Section 2(19AA) of the Income Tax Act, 1961 and pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956 (hereinafter referred to as the 'Demerger') and other relevant provisions of the Companies Act. Subject to necessary approvals, the 'Casting Business Undertaking' of Atlas would be demerged into Alicon with effect from the Appointed Date of April 1, 2014. In consideration of the demerger of the 'Casting Business Undertaking', equity shares of Alicon would be issued to the equity shareholders of Atlas.

1.4 In this connection, M/s SSPA & Co., Chartered Accountants (SSPA) has been appointed to carry out valuation of 'Casting Business Undertaking' of Atlas and equity shares of Alicon with a view to recommend fair share entitlement ratio for issue of equity shares of Alicon to the equity shareholders of Atlas for the consideration of the Board of Directors of the Companies.

1.5 Accordingly, Alicon and Atlas have appointed us to give a fairness opinion in connection with valuation carried out by M/s SSPA & Co., Chartered Accountants for the proposed



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demerger of the Casting Business Undertaking of Atlas into Alicon under the Scheme of Arrangement.

1.6 The information contained in our report herein is confidential. It is intended only for the sole use of captioned purpose including for obtaining the requisite statutory approvals.

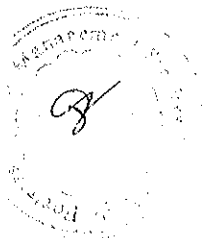
2. SOURCES OF INFORMATION

For the purposes of this exercise, we have relied upon the following sources of information:

- (a) Audited Financial Statements of Alicon and Atlas for the year ended March 31, 2014.
- (b) Management certified position of assets and liabilities of the 'Casting Business Undertaking' of Atlas that is proposed to be demerged into Alicon (in accordance with Section 2(19AA) of the Income tax Act, 1961) as at March 31, 2014.
- (c) Estimated Balance Sheet and Profit and Loss Account of Alicon and the 'Casting Business Undertaking' of Atlas for FY 2014-15 as provided by the management of the Companies.
- (d) Draft Scheme of Arrangement u/s 391 to 394 and other relevant provisions of the Companies Act, 1956.
- (e) Valuation Report dated 26th December, 2014 of the Valuer.
- (f) Such other information and explanations as required and which have been provided by the management of the Companies.

3. EXCLUSIONS AND LIMITATIONS

- 3.1 Our conclusion is based on the information furnished to us being complete and accurate in all material respects. We have relied upon the historical financials and the information and representations furnished to us without carrying out any audit or other tests to verify its accuracy with limited independent appraisal.
- 3.2 We have not conducted any independent valuation or appraisal of any of the assets or liabilities of the Companies.
- 3.3 Our work does not constitute verification of historical financials or including the working results of the Companies referred to in this report. Accordingly, we are unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report.
- 3.4 Our opinion 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.
- 3.5 Our liability (statutory or otherwise) for any economic loss or damage arising out of rendering this Opinion shall be limited to amount of fees received for rendering this Opinion as per our engagement with Alicon and Atlas.





- 3.6 Our opinion 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 thereon.
- 3.7 We assume no responsibility for updating or revising our opinion based on circumstances or events occurring after the date hereof.
- 3.8 We do not express any opinion as to the price at which shares of Alicon may trade at any time, including subsequent to the date of this opinion.
- 3.9 This certificate has been issued for the sole purpose to facilitate the Companies to comply with clause 24(f) and 24(h) of the Listing Agreement and SEBI Circular No CIR/CFD/DIL/5/2013 dated 4 February 2013 and CIR/CFD/DIL/8/2013 dated 21 May 2013 and it shall not be valid for any other purpose.

4. VALUATION METHODOLOGY ADOPTED BY THE VALUER

For the purposes of valuation, the Valuer has adopted the Net Assets Method under "Underlying Assets" Approach and Comparable Company Method under "Income Approach" for determining the fair value of "Casting Business Undertaking" of "Atlas" and fair value per share of "Alicon" and has arrived at the fair share entitlement ratio for the proposed demerger of Casting Business Undertaking of Atlas into Alicon.

5. CONCLUSION

- 5.1 We have reviewed the methodologies as mentioned above, used by the Valuer for arriving at the fair value of Alicon and Casting Business Undertaking of Atlas.
- 5.2 On the basis of the foregoing, in our opinion for the proposed transfer of Casting Business Undertaking by Atlas to Alicon under the Scheme of Arrangement the fair share entitlement ratio of 121 (One Hundred and Twenty One) equity shares of Alicon of INR 5 each fully paid up for every 10 (Ten) equity shares of Atlas of INR 100 each fully paid up, as recommended by the Valuer, is fair and reasonable.

Thanking you,

Yours faithfully,

For Fortress Capital Management Services Pvt. Ltd.

Hilma. m. Joshi

Authorized Signatory

Place: Mumbai

SEBI Registration No.: INM000011146

