

CONFIDENTIAL

Date: 26th October 2024

To
**The Board of Directors,
Piramal Enterprises Limited,**
Piramal Ananta, Agastya Corporate Park,
Opposite Fire Brigade, Kamani Junction,
LBS Marg, Kurla (West), Mumbai (400070)

Dear Members of the Board,

We had provided a fairness opinion report dated 8th May 2024 on the share exchange ratio proposed by the Valuer to the equity shareholders of Piramal Enterprises Ltd., from a financial point of view.

We are in receipt of the draft modified scheme of arrangement on 25th October 2024, which will be placed before the Administrative Committee of the Board of Directors of PEL and Committee of Directors (Administration, Authorisation & Finance) of PCHFL. We note the proposed amendment in the Scheme envisages issuance of only equity shares of PCHFL as consideration to the shareholders of PEL. NCRPS will not be issued to shareholders of PEL.

Further, we are in receipt of letter from the Valuer dated 26th October 2024 on the impact of the modification of the Scheme on the Share Exchange Ratio. Based on our perusal of the letter dated 26th October 2024 prepared by the Valuer, we note their reference to their earlier report dated 8th May 2024 which already covered a scenario of issuance of only equity shares of PCHFL to PEL shareholders in case approval from RBI is not received for issuance of NCRPS.

The Valuer is of the view that the proposed modification to the Scheme will not have any impact on the ratio proposed for the equity shareholders.

Based on and subject to the foregoing, our earlier opinion already covered the scenarios as proposed in the modifications to the Scheme. Accordingly, the Valuer's recommendation on Share Exchange Ratio is fair, from a financial standpoint and our opinion dated 8th May 2024 remains valid. Please note that this letter is to be read in conjunction with our opinion dated 8th May 2024.

Very truly yours,

For Axis Capital Limited


Deepak Sharma
Managing Director, Axis Capital Limited


Kushagra Kumar
Executive Director, Axis Capital Limited

Axis Capital Limited
(Erstwhile "Axis Securities and Sales Limited")
SEBI Merchant Regn No.:MB/INM000012029
Member Of: BSE Ltd. & National Stock
Exchange of India Ltd., Mumbai.
CIN No. U51900MH2005PLC157853

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Registered Office
Axis House, 8th Floor, Wadia International Centre,
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To
**The Board of Directors,
Piramal Enterprises Limited,**
Piramal Ananta, Agastya Corporate Park,
Opposite Fire Brigade, Kamani Junction,
LBS Marg, Kurla (West), Mumbai (400070)

Dear Members of the Board,

We had provided a fairness opinion report dated 8th May 2024 on the fair ratio of entitlement proposed by the Valuer to the NCD holders of Piramal Enterprises Ltd., from a financial point of view.

We are in receipt of the draft modified scheme of arrangement on 25th October 2024, which will be placed before the Administrative Committee of the Board of Directors of PEL and Committee of Directors (Administration, Authorisation & Finance) of PCHFL. We note the proposed amendment in the Scheme envisages issuance of only equity shares of PCHFL as consideration to the shareholders of PEL. NCRPS will not be issued to shareholders of PEL.

Further, we are in receipt of letter from the Valuer dated 26th October 2024 on the impact of the modification of the Scheme on the Fair Ratio of Entitlement. Based on our perusal of the letter dated 26th October 2024 prepared by the Valuer, we note their reference to their earlier report dated 8th May 2024 which mentions that economic interest of the NCD holders of PEL would remain unchanged in PCHFL.

The Valuer is of the view that the proposed modification to the Scheme will not have any impact on the Fair Ratio of Entitlement proposed for the NCD holders.

Based on and subject to the foregoing and considerations covered in our earlier opinion, the Valuer's recommendation on Fair Ratio of Entitlement is fair, from a financial standpoint and our opinion dated 8th May 2024 remains valid. Please note that this letter is to be read in conjunction with our opinion dated 8th May 2024.

Very truly yours,

For Axis Capital Limited


Deepak Sharma
Managing Director, Axis Capital Limited


Kushagra Kumar
Executive Director, Axis Capital Limited

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AXIS CAPITAL



October 26, 2024

To,
The Board of Directors,
Piramal Capital and Housing Finance Limited
601, 6th Floor, Amity Building
Agastya Corporate Park
Opposite Fire Brigade
Kamani Junction, LBS Marg,
Kurla (West), Mumbai 400070

Dear Sir/ Madam,

SUB: No change in the report of Fairness opinion in connection with the scheme of arrangement (“Scheme”) under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, read with Section 2(1B), and other applicable provisions of the IT Act, 1961 amongst Piramal Enterprise Limited (“PEL” or the “Transferor Company”) and Piramal Capital and Housing Finance Limited (“PCHFL” or the “Transferee Company”) and their respective shareholders and creditors regarding the impact of the Scheme on the Non-Convertible Debenture (NCD) holders of PCHFL basis the proposed modification in the scheme

1. This letter is in response to your email dated October 26, 2024, requesting us to comment on the impact on the NCD holders of PCHFL pursuant to the modification in the scheme.
2. It may herein be noted that based on the earlier version of the scheme provided to us, pursuant to the amalgamation, NCRPS¹ and equity shares of PCHFL would be issued to the shareholders of PEL as consideration. It may be noted that NCRPS of PCHFL were proposed to be issued only on receipt of approval from Reserve Bank of India.
3. Under “Our Recommendation” of the fairness opinion certificate, we had also observed that:

“The aforesaid scheme shall be pursuant to the Draft Scheme of Arrangement and shall be subject to applicable law, as may be applicable, and other statutory approvals as may be required”

We note the proposed amendment to the Scheme. Accordingly, the proposal is to only issue equity shares of PCHFL as consideration, to the shareholders of PEL. Thus, NCRPS will not be issued to the shareholders of PEL on the Proposed Amalgamation.

¹ Subject to RBI approval



PL Capital Markets Private Limited

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SEBI Registration Merchant Banker Category I [MB / INM000011237]

4. Further, with respect to Entitlement Ratio for Listed NCDs of PCHFL on the Proposed Amalgamation we had observed in our Report dated May 8, 2024 (“NCD Report”) that:

Based on the information and data made available to us, including the Valuation Report, to the best of our knowledge and belief, the proposed Scheme would have no impact on the economic interest of the NCD holders of PCHFL, and in our opinion, as opined by Bansi S. Mehta Valuers LLP, the proposed draft Scheme of arrangement is Fair to the NCD holders of PCHFL, since the same nature of security with the same paid-up value, coupon rate, tenure, redemption price, quantum and will be issued”

Conclusion:

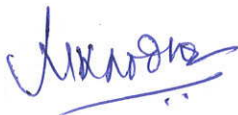
As stated in the Valuation Report by Bansi S. Mehta Valuers LLP, they have opined the following:

“the economic interest of PCHFL Debenture holders would not be affected pursuant to the Proposed Amalgamation”

Based on the modification to the scheme, including the Valuation Report of Bansi S Mehta Valuers LLP, the aforesaid modification to the Scheme will not have any impact on the economic interest of PCHFL Debenture holders.

This letter should be read along with the Share Exchange Ratio Report, NCD Report, and the limitations mentioned therein.

For ~~PL Capital Markets Private Limited~~



Nipun Lodha
Director – Investment Banking

