

STRICTLY PRIVATE & CONFIDENTIAL

July 25, 2011

**The Board of Directors,
Integra India Group Company Limited,
Integra House
7A, Rajpath Society,
Old Padra Road,
Vadodara – 390 020**

**The Board of Directors,
Integra Engineering India Limited,
Post Box No. 55,
Chandrapura Village
Taluka Halol, Panchmahal
Gujarat – 389 350**

Dear Sirs,

Sub. : Fairness Opinion Certificate on the valuation carried out by SSPA & Co. (Chartered Accountants).

Re. : Proposed amalgamation of Integra India Group Company Limited with Integra Engineering India Limited.

This has reference to the request made by the management of Integra Engineering India Limited (hereinafter referred to as "IEIL"), in connection with fairness opinion on the valuation exercise for proposed amalgamation of Integra India Group Company Limited (hereinafter referred to as "IIGCL") with Integra Engineering India Limited as embodied in the Composite Scheme of Arrangement in nature of Amalgamation and issue of new equity shares of IEIL to the shareholders of IIGCL as undertaken by M/s. SSPA & Co. (hereinafter referred to as "the Valuer") to recommend exchange ratio of equity shares.

1. PURPOSE OF VALUATION UNDERTAKEN BY THE VALUER

1.1 The Board of Directors of IIGCL as well as IEIL, subsidiaries of INTEGRA Holding AG, Switzerland have considered and approved the proposal of amalgamation of the entire undertaking and business of IIGCL with IEIL at their meeting held on July 25, 2011, respectively.

1.2 In this regard, M/s. SSPA & Co. (Chartered Accountants) was appointed by the Companies to carry out the relative valuation with a view to recommend a ratio of exchange of equity shares in the event of amalgamation of IIGCL with IEIL.

- 1.3 The information contained herein and our report is confidential. It is intended only for the sole use of captioned purpose including for the purpose of obtaining requisite approvals as per the Listing Agreement Clauses.

2. SOURCES OF INFORMATION

For the purposes of fairness opinion, we have relied upon the following sources of information:

- (a) Draft Composite Scheme of Arrangement in nature of Amalgamation u/s. 391 to 394 of the Companies Act, 1956 (hereinafter referred to as "Scheme").
- (b) Certified Valuation Report dated July 25, 2011, issued by M/s. SSPA & Co. (Chartered Accountant).
- (c) Audited financial statements of IIGCL for the year ended March 31, 2010 and 9 months period ended December 31, 2010.
- (d) Audited financial statements of IEIL for the year ended December 31, 2009 and December 31, 2010.
- (e) Budget of IIGCL & IEIL for calendar year 2012, as provided to us by the management of the Companies.
- (f) Certified Valuation Workings by M/s. SSPA & Co. (Chartered Accountants).
- (g) Other such information and explanations as were required and which have been provided by SSPA & Co. (Chartered Accountants).

3. EXCLUSIONS AND LIMITATIONS

- 3.1 Conclusions reached by us are dependent on the information provided to us being complete & accurate in all material respects. Our scope of work does not enable us to accept responsibility for the accuracy and completeness of the information provided to us. The scope of our assignment did not involve us performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any financial or analytical information used during the course of our work. We have not performed any audit, review or examinations of any of any of the historical or prospective information used and, therefore, do not express any opinion with regard to the same. In addition, we do not take any responsibility for any changes



in the information used for any reason, which may occur subsequent to the date of our certificate.

- 3.2 This certificate is prepared with a limited purpose / scope as identified / stated earlier and will be confidential being for use only to whom it is issued. It must not be copied, disclosed or circulated in any correspondence or discussions with any person, except to whom it is issued and to those who are involved in this transaction and for various approvals for this transaction.
- 3.3 Our opinion is not, nor should it be construed as our opining or certifying the compliance of proposed amalgamation of IIGCL with IEIL with the provision of any law including Companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon.

4. VALUATION METHODOLOGY ADOPTED BY THE VALUER

For the purposes of valuation the Valuer has adopted the following approaches, viz.,

- (a) the “underlying asset” approach;
- (b) the “income” approach; and
- (c) the “market” approach

to the extent applicable and relevant for Company

5. CONCLUSION

- 5.1 We have reviewed the methodology as mentioned above used by the Valuer for arriving at the fair valuation of the equity shares of Company and also reviewed the working and underlining assumptions adopted to arrive at the values under each of the above approaches, for the purposes of recommending a ratio of exchange.



5.2 On the basis of the foregoing points, we are of the opinion that the valuation made by M/s. SSPA & Co. (Chartered Accountants) is fair & reasonable for the proposed ratio of exchange in the event of amalgamation of IIGCL with IEIL which is as under:

27 (Twenty Seven) equity shares of IEIL of Re. 1/- each (Post Capital Reduction) fully paid up for every 2 (Two) equity shares of IIGCL of Rs. 10/- each fully paid up.

Thanking you,

Yours faithfully,

For Collins Stewart Inga Private Limited

K. R. Shah



**Kavita Shah
Sr. Vice President**

Place: Mumbai