INTERACTIVE FINANCIAL SERVICES LIMITED

To,
The Board of Directors
CITIZEN INFOLINE LIMITED

Dated: August 23, 2022

Dear Sir,

FAIRNESS OPINION ON VALUATION FOR AMALGAMATION OF CITIZEN SOLAR PRIVATE LIMITED ("CSPL") WITH CITIZEN INFOLINE LIMITED ("THE COMPANY/ CIL") AS PER THE REGULATION 37 OF THE SEBI (LODR) REGULATIONS, 2015

We, Interactive Financial Services Limited ('IFSL'), SEBI Registered Category - I Merchant Banker, refer to our engagement letter dated July 06, 2022, which has been duly accepted by you, whereby you have appointed us for furnishing a '**Fairness Opinion**' on the valuation carried out by Amrish Gandhi, Registered Valuer, vide its valuation report dated August 23, 2022, pursuant to regulation 34 of Listing Regulation.

We have reviewed the methodologies used in Valuation Report furnished by Amrish Gandhi, Registered Valuer (Regn. No. IBBI/RV/03/2019/12508) for the purpose of proposed Amalgamation Scheme.

We enclose herewith our Fairness opinion on the Valuation carried out by M/s Amrish Gandhi, Registered Valuer, Regn. No. IBBI/RV/03/2019/12508 having office at 504, Shivalik Abaise, Satellite, Ahmedabad-380015.

We hereby give our consent to present and disclose the Fairness Opinion to the Shareholders, Stock Exchanges, NCLT, Registrar of Companies, other regulatory authorities etc.

We highly appreciate the co-operation and support received by us from your representatives during preparation of the said Report.

Thanking you,

Yours faithfully,

For, Interactive Financial Services Limited

INTERACTIVE FINANCIAL SERVICES LIMITED

Pradip Sandhir
Director
DIN: 06946411
SEBI Reg. No.: INM000012856

FAIRNESS OPINION ON VALUATION FOR AMALGAMATION OF CITIZEN SOLAR PRIVATE LIMITED ("CSPL") WITH CITIZEN INFOLINE LIMITED ("THE COMPANY/ CIL") AS PER THE REGULATION 37 OF THE SEBI (LODR) REGULATIONS, 2015

CONTENTS

INTERACTIVE FINANCIAL SERVICES LIMITED

I. Preamble

We have been appointed by Citizen Infoline Limited to provide fairness opinion on valuation and Exchange Ratio calculation done by M/s Amrish Gandhi, Registered Valuer, Regn. No. IBBI/RV/03/2019/12508 having office at 504, Shivalik Abaise, Satellite, Ahmedabad-380015 for the Scheme of Amalgamation of Citizen Infoline Limited ("CIL" or " Transferee Company") with Citizen Solar Private Limited ("CSPL" or "Transferor Company")

II. INFORMATION RECEIVED AND RELIED UPON BY US FOR THE FAIRNESS OPINION

1. We, IFSL, have prepared the **Fairness Opinion** on the basis of the following information provided to us -

(a) Audited Financial Statements of Citizen Infoline Limited ("CIL") for the Financial Year ended 2019-2020, 2020-21 & 2021-22

(b) Audited Financial Statements of Citizen Solar Private Limited ("CSPL") for the Financial Year ended 2019-2020, 2020-21 & 2021-22.

(c) Valuation Report of Amrish Gandhi, Registered Valuer, Regn. No. IBBI/RV/03/2019/12508, having office at 504, Shivalik Abaise, Satellite, Ahmedabad-380015, dated August 23, 2022.

(d) Memorandum of Association of Citizen Infoline Limited and Citizen Solar Private Limited.

(e) Draft scheme of arrangement (which is subject to final approval of the Board, Shareholders of "CIL", Registrar of Companies, Stock Exchange, NCLT, Other Regulatory Authorities)

2. Our work does not constitute an audit or certification of the historical financial statements of Citizen Infoline Limited and Citizen Solar Private Limited, including their working results referred to in this report. Accordingly, we are unable to and do not express any opinion on the accuracy of any financial information referred to in this report. We assume no responsibility for any errors in the information/clarifications submitted by the management and their impact on the present exercise. This Fairness Opinion has been furnished on the methodologies and resultant share valuation used by the Valuer.

3. This report is issued on the understanding that CIL AND CSPL has drawn our attention to all the relevant matters, of which they were aware of, concerning the company's financial position and businesses and end status of business of CIL AND CSPL, which may have an impact on this Report.

4. Our report is also subject to the Disclaimer/limitations referred to in the valuation report provided by Amrish Gandhi, Registered Valuer, Regn. No. IBBI/RV/03/2019/12508, having office at 504, Shivalik Abaise, Satellite, Ahmedabad-380015.

III. Brief Background of Companies under Reference

1. M/s. CITIZEN INFOLINE LIMITED (CIL)

Citizen Infoline Limited (hereinafter referred to as "CIL" or the " Transferee Company") was originally incorporated as Citizen Securities Limited under the Companies Act, 1956 vide certificate of incorporation dated November 14, 1994 issued by the Registrar of Companies, Gujarat, Dadra & Nagar Haveli. The name of the Company was changed to Citizen Infoline Limited vide certificate of incorporation dated March 6, 2007. CIL got listed with BSE on November 19, 2014. The registered office of the Company is situated at 411, Sakar - II, Ellisbridge, Ashram Road, Ahmedabad - 380006 The Corporate Identification Number of the Company is L31100GJ1994PLC023561.

The main objects of the Company as per clause III A of the Memorandum of Association is:

1. To carry on the business of information services, provide information by way of telephone, Internet, magazines, map and other media and provide market research and consultancy services and to carry on the business of internet and communication services.

2. To carry on business of property and real estate developer, running hotels, motels, restaurants, cafes, clubs, pubs, amusement and water park etc. business of entertainment and amusement for public.

3. To carry on the business of printing and publishing of books, magazines, periodicals, maps etc. and to act as an advertising and publicity agent.

4. To carry out business of manufacturing, trading, import, export, installation, and operation of Solar systems for energy generation including Solar Photovoltaic, Solar Thermal, Solar Chimney and any other Solar based devices used in households, industry and commercial establishments. also, carryon business of EPC (Engineering, Procurement & Construction) of Solar Systems, System Integrator, setting up industrial plants, setting up Solar Parks, project consultancy, product marketing and management consultants. To provide consultancy regarding installations of all types of projects and plants & machinery and business management regarding distribution, marketing and selling and to collect, prepare, distribute, information and statistics relating to any type of business or industry relating to Solar systems and solar energy.

2. M/s. CITIZEN SOLAR PRIVATE LIMITED (CSPL)

Citizen Solar Private Limited (hereinafter referred to as "CSPL" or the "Transferor Company") was incorporated as a Infociti Finserv Private Limited under the provisions of the Companies Act, 2013 vide certificate of incorporation dated May 27, 2017. The name of the Company was changed to Citizen Solar Private Limited vide certificate of incorporation pursuant to change of name dated October 11, 2017 having its registered office at 412, Sakar II Ellisbridge Corner, Ashram Road, Ahmedabad - 380006. The Corporate Identification Number of the Company is U65993GJ2017PTC097598.

The main objects of the Company as per clause IIIA of the Memorandum of Association are:

1. To carry on the Business of Solar Energy Systems (Photovoltaic, Poly Silicon & Chemical Technology) processing, Casting. Cell manufacturing, Module manufacturing and System Installation.

2. To carry out business of manufacturing, trading, import, export, installation, and operation of Solar systems for energy generation including Solar Photovoltaic, Solar Thermal, Solar Chimney and any other Solar based devices used in households, industry and commercial establishments.

3. To carry on the business of EPC (Engineering, Procurement & Construction) of Solar Systems, System Integrator, setting up industrial plants, setting up Solar Parks, project consultancy, product marketing and management consultants. To provide consultancy regarding installations of all types of projects and plants & machinery and business management regarding distribution, marketing and selling and to collect, prepare, distribute, information and statistics relating to any type of business or industry relating to solar systems and solar energy.

IV. RATIONAL FOR AMALGAMATION

The Scheme of amalgamation will enable to achieve integration of the business operations, strategic flexibility and a scale to pursue growth opportunities. Further the combined entity will be able to showcase its strength and there will also be synergy benefits and cost efficiencies through combined operations. It will also be conducive to better and more efficient and economical control and conduct of the Companies.

As per the draft scheme the Appointed Date for the Amalgamation is April 1, 2022.

V. VALUATION TECHNIQUES

By its very nature, valuation work cannot be regarded as an exact science and given the same set of facts and using the same assumptions, expert opinions may differ due

INTERACTIVE FINANCIAL SERVICES LIMITED

to the number of separate judgment decisions, which have to be made. There can therefore be no standard formulae to establish an indisputable value, although certain appropriate formulae are useful in establishing reasonableness.

The basic valuation methodologies adopted can be classified as:

A. Asset based approach;
B. Income based approach; and
C. Market based approach

A) Asset Based Approach

The Asset based approach considers the Net Asset value, Replacement value or Realizable value as an indication of the fair market value of respective assets.

B) Income Based Approach

The earnings based method considers price earnings capacity value per share, discounted cashflow, earnings multiple method as an indication of the fair value of the share.

C) Market Based Approach

The market approach involves identifying comparable companies (usually publicly-listed) within the same segment of the industry and uses the comparable companies financial information to derive various pricing multiples. These multiples are then used in calculating the fair market value.

VI. VALUATION SUMMARY

i. Final Valuation for AIL

Upon the Scheme becoming effective and with effect from the Appointed Date, the transferor Company shall stand transferred to and vested in or deemed to be transferred to and vested in the transferee Company, as a going concern.

Upon the Scheme becoming effective and with effect from the Appointed Date, all the immovable properties, if any, of the transferor company, whether freehold or leasehold and any documents of title and right thereto shall stand transferred and vested in Transferee Company and shall become the property and integral part of the transferee Company.

Based on methodologies explained in the Valuation Report and various qualitative factors relevant to Companies and the business dynamics and growth potential of the

INTERACTIVE FINANCIAL SERVICES LIMITED ★

business of both the Company having regard to the information received, key underlying assumptions and limitations.

Share Entitlement Ratio For Amalgamation of CSPL with CIL: -

The consideration for such proposed amalgamation will be discharged by issue of equity shares by Transferee Company to the shareholders of the Transferor Company.

As per the draft scheme of Amalgamation, the Management of the companies has decided equity share entitlement ratio for amalgamation of Citizen Solar Private Limited with Citizen Infoline Limited as follows:

Shareholders holding 1 (One) Equity share of Citizen Solar Private Limited will get 11 (Eleven) Equity share of Citizen Infoline Limited.

Sr. No.	Valuation Approach	CSPL			CIL		
		Value per share (in Rs.)	**Weights**	**Weighted Value**	**Value per share**	**Weights**	**Weighted Value**
1	Asset Approach	118.31	1	118.31	NA	NA	NA
2	Income Approach	151.69	2	303.38	2.74	1	2.74
3	Market Approach	NA		NA	18.04	2	36.08
	Fair Value per Share		**3**	**421.69**		**3**	**38.82**
	Weighted value per Share			**10.86**			**12.94**
	Exchange ratio			**10.86**			
				Exchange Ratio		**11:1**	

VII. LIMITATIONS/DISCLAIMERS

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 and in the context of the purpose for which it is made.

2. It is the responsibility of the Board of Directors of the company for ensuring compliances in connections with the proposed proposal. Our role is only to examine the Valuation carried out by the Valuer and comment on the Fairness of the same.

3. Our fairness opinion is based on the information made available to us by the management of CIL. Any subsequent changes to the financial and other information provided to us, may affect the result of value analysis set out in this report. We have reviewed the information made available to us for over all consistency and have not carried out any detailed tests in the nature of audit to establish the accuracy of such

INTERACTIVE FINANCIAL SERVICES LIMITED

statements and information. Accordingly, we assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by and on behalf of the company. 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.

4. The information contained in this report is selective and is subject to updation expansions, revisions and amendment. It does not purport to contain all the information recipients may require. No obligation is accepted to provide recipients with access to any additional information or to correct any inaccuracies which might become apparent.

5. We further declare that we do not have any direct / indirect interest in the Companies/ assets valued.

6. This report is intended only in connection with the amalgamation for the purpose of obtaining judicial and regulatory approvals for the same.

7. We are not responsible in any way to any other person/party for any decision or such person or party based on this report. Any person /party intending to provide finance / invest in the shares / business of any of the companies or their subsidiaries / Joint venture / associates shall do so after seeking their own professional advice and after carrying out their own due diligence procedure to ensure that they are making an informed decision.

8. It is hereby notified that any reproduction, copying or otherwise quoting of this report or any part thereof, other than in connection with the proposal as aforesaid can be done only with our prior permission in writing.

9. Our analysis and results are also specific to the date of this report and based on information. An exercise of this nature involves consideration of various factors. This report is issued on the understanding that the Companies have drawn our attention to all the matters, which they are aware of concerning the financial position of the Companies, their businesses and any other matter, which may have an impact on our opinion, on the Equity Share Exchange Ratio for the Proposed Amalgamation, Including any significant changes that have taken place or are likely to take place in the financial position of the Companies or their businesses subsequent to the proposed Appointed Date for the proposal.

10. Neither Interactive Financial Services Limited, nor its partners/directors, managers, employees makes any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information, based on which the fairness opinion 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.

INTERACTIVE FINANCIAL SERVICES LIMITED

VIII. SHARE EXCHANGE RATIO

Based on the information, material data made available to us, including valuation report, to the best of our knowledge and belief, the methodologies used and corresponding share valuation to arrive share exchange ratio suggested by Amrish Gandhi, Registered Valuer under the said proposed Scheme of Amalgamation i.e. the shareholder of CSPL will get eleven share of CIL against one shares of CSPL is fair.

Thanking you,

Yours faithfully,

For, Interactive Financial Services Limited

Pradip Sandhir
Director
DIN: 06946411
SEBI Reg. No.: INM000012856

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