

May 22, 2026

The Board of Directors  
National Fittings Limited  
314/315, Village Mudhela  
Taluka, Savli  
Vadodara- 391770, Gujarat

Dear Sir,

This is in accordance with the terms of our engagement, wherein Jajodia Equity Advisors Services Limited ("JEASL"), a SEBI registered Category I Merchant Banker (having registration no. INM000013448) has been appointed by National Fittings Limited to provide a Fairness Opinion Report on the share exchange ratios for the proposed amalgamation of Avisa Private Limited and Banil Casting Private Limited with National Fittings Limited.

This Report sets out our opinion on the share exchange ratios recommended by Anurag Singal, Registered Valuer – Securities & Financial Assets (Registration No.: IBBI/RV/06/2022/14679) vide report their dated May 22, 2026.

JEASL has relied upon information and written representation provided by the Management of the Company that the information is materially accurate and complete, fair in its manner of portrayal and therefore forms a reliable basis for the Report. This Report does not constitute an offer or invitation to any section of the public to subscribe for or purchase any securities in, or the other business or assets or liabilities of the Company.

This letter forms an integral part of the Report.

Yours truly,

For Jajodia Equity Advisors Services Limited

*Vinay Jajodia*  
Vinay Jajodia  
Managing Director



(033) 4509 -6991



mb@jajodiaequity.com



8 Camac Street, Shantiniketan  
Bldg, Block-A, 15th Floor, Suite  
No. 1501, Kolkata - 700017

**Fairness Opinion**

**On the Valuation Report**

**Issued by**

**Anurag Singal, Registered Valuer**

**For the Merger of**

**Avisa Private Limited**

**And**

**Banil Casting Private Limited**

**With**

**National Fittings Limited**

**MERCHANT BANKERS' REPORT**

**May 22, 2026**

## CONTENTS

1. INTRODUCTION
2. PURPOSE OF FAIRNESS OPINION
3. LEGAL DISCLAIMER
4. SOURCES OF INFORMATION RELIED UPON BY US FOR THE FAIRNESS OPINION
5. BRIEF BACKGROUND OF THE COMPANIES UNDER REFERENCE
6. VALUATION TECHNIQUE ADOPTED BY THE VALUER TO ASCERTAIN THE EXCHANGE RATIO
7. EXCHANGE RATIO RECOMMENDED
8. OPINION ON EXCHANGE RATIO



## 1. INTRODUCTION

Avisa Private Limited ("**Avisa**" or the "**Transferor Company 1**") has been primarily incorporated to carry on the business of manufacturing, processing, and trading of steel, aluminum, and allied metal products, along with operating related industrial plants and facilities.

Banil Casting Private Limited ("**Banil**" or the "**Transferor Company 2**") is engaged in the business of manufacturing and trading of ferrous and non-ferrous metals including all types of iron castings and allied products and other materials.

National Fittings Limited ("**NFL**" or the "**Transferee Company**"), is an export-oriented company and manufacturer of piping components and pumps for various industries. NFL manufactures a complete range of ductile iron grooved couplings & fittings, threaded fittings, stainless steel threaded fittings & ball valves and a wide range of pumps. The equity shares of NFL are currently listed on BSE Limited.

Avisa Private Limited, Banil Casting Private Limited and National Fittings Limited – all the three Companies are under the same promoter group. As a part of its corporate restructuring activity, the management of the companies has decided to merge Avisa Private Limited and Banil Casting Private Limited into and with National Fittings Limited.

Avisa, Banil, and NFL are collectively referred to as "**Companies**" and individually as "**Company**"

### Rationale for the Scheme of Amalgamation

The Scheme is intended to consolidate the business of the Companies in a manner that enables better realization of their respective potential, yield beneficial results and enhanced value creation for the Companies, their respective shareholders and stakeholders. The amalgamation of the Transferor Companies with and into the Transferee Company would inter alia have the following benefits:

- a) Transferor Company 1 has access to land and facility in Gujarat, which can be effectively utilized for setting up and scaling manufacturing operations. This infrastructure will support the Transferee Company in securing skilled manpower while enabling optimal utilization of land and efficient deployment of capital and resources.
- b) Transferor Company 2 owns and operates a manufacturing facility, which is capable of supporting production requirements. The said facility will strengthen the supply chain and enhance the manufacturing capacity of the Transferee Company.
- c) The manufacturing infrastructure and capabilities of Transferor Company 2 including backward integration through foundries forming the backbone of the business, will support the Transferee Company in arranging relevant manpower, undertaking research and development activities and facilitate new product development, thereby contributing to innovation, competitive advantage and its transition from a third-party exporter into a fully integrated manufacturer.
- d) The proposed Scheme is intended to enhance the manufacturing capabilities of the Transferee Company through integration with Transferor Company 1 and Transferor Company 2 and the establishment of a new facility in Gujarat. The consolidation of operations is expected to result in improved economies of scale, better resource allocation, streamlined processes, and stronger operational control, thereby contributing to improved efficiency and long-term value creation.



- e) The Scheme is in the interest of the respective Companies, their shareholders, creditors and all other stakeholders, as it will result in a stronger and more efficient combined entity with improved growth prospects and enhanced value creation.

The above mentioned transactions are proposed pursuant to a scheme of Amalgamation under sections 230 and 232 and other relevant provisions of the Companies Act, 2013 (**"the Scheme"**).

The exchange ratio for the proposed merger (**"Share Exchange Ratio"**) has been decided based on a valuation report issued by Anurag Singal, Registered Valuer – Securities & Financial Assets (Registration No.: IBBI/RV/06/2022/14679) (**the "Valuer"**). The report issued by the valuer provides Share Exchange Ratio for the proposed merger of Avis Private Limited and Banil Casting Private Limited with National Fittings Limited (**"Valuation Report"**).

For the purpose of ascertaining the fairness of the valuation with respect to the merger, Jajodia Equity Advisors Services Limited (**"JEASL"**) has been appointed as an independent Merchant Banker for furnishing a fairness opinion on the valuation done by the Valuer (**"Fairness Opinion Report"** or **"Report"**).

## 2. PURPOSE OF FAIRNESS OPINION

As per SEBI Master Circular No. SEBI/ HO/CFD/POD -2/P/CIR/2023/93 dated June 20, 2023 in relation to schemes of arrangement by listed entities, the companies going through any arrangement/amalgamation/ reconstruction etc. are required to obtain a "Fairness Opinion" from an Independent Merchant Banker relating to the valuation of assets/ shares done by the Valuer.

In this regard, the Management has appointed Jajodia Equity Advisors Services Limited, a Category- I Merchant Banker registered with SEBI having Registration Number - INM000013448 to provide a fairness opinion on the Share Exchange Ratio for the Proposed Scheme of Amalgamation recommended by the Independent Valuer vide report dated May 22, 2026.

Our Fairness Opinion is limited to the Share Exchange Ratio proposed for the merger of Avis Private Limited and Banil Casting Private Limited into and with National Fittings Limited as per the mentioned Scheme.

## 3. LEGAL DISCLAIMER

We have been requested to issue a Fairness Opinion Report on the Report given by Anurag Singal, Registered Valuer on the Share Exchange Ratio for the proposed merger. In preparing this Fairness Opinion Report, we have relied upon and assumed, without independent verification, the accuracy and completeness of all information provided to us.

In furnishing this Report, we reserve the right to amend or replace the Report at any time. Our views are necessarily based on economic, market, and other conditions currently in effect, and the information made available to us, as of the date hereof. It should be understood that subsequent developments may affect our views and that we do not have any obligation to update, revise, or reaffirm the views expressed in the Report. Nothing contained within the Report is or should be relied upon as a promise or representation as to the future.



The Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein.

This report does not look into the business/ commercial reasons behind the transaction nor the likely benefits arising out of the same. Similarly, the Report does not address the relative merits of the transaction as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available. This Report is restricted to expressing opinion on the fairness of share exchange ratio only.

We owe responsibility only to the management of National Fittings Limited, who have appointed us, and nobody else. The fee for the engagement is not contingent upon the results reported.

Neither the report nor its contents may be referred to or quoted in any registration, statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than in connection with the proposed merger.

It is understood that this letter is solely for the benefit of and use by the Board of Directors of the company for the purpose of this transaction and may not be relied upon by any other person and may not be used or disclosed for any other purpose without our prior written consent. The opinion is not meant for meeting any other regulatory or disclosure requirements, save and except as specified above and for submitting to stock exchanges, Securities and Exchange Board of India ("SEBI") and National Company Law Tribunal, Ahmedabad Bench ("NCLT"), under any Indian or foreign law- Statute, Act, guideline or similar instruction. Management should not make this report available to any party, including any regulatory or compliance authority/agency except as mentioned above. The letter is only intended for the aforementioned specific purpose and if it is used for any other purpose; we will not be liable for any consequences thereof.

We express no opinion whatever and make no recommendation at all as to the company underlying decision to effect to the proposed transaction or as to how the holders of equity shares of the Companies should vote at their respective meetings held in connection with the proposed transaction.

We do not express and should not be deemed to have expressed any views on any other terms of transaction. We also express no opinion and accordingly accept no responsibility for or as to the prices at which the equity shares of the company will trade following the announcement of the transaction or as to the financial performance of the company following the consummation of the transaction.

In no circumstances however, will JEASL or its associates, directors or employees accept any responsibility or liability to any third party. Our liability (statutory or otherwise) for any economic loss or damage arising out of the rendering this opinion shall be limited to amount of fees received for rendering this Opinion as per our engagement with the company.

#### **4. SOURCES OF INFORMATION RELIED UPON BY US FOR THE FAIRNESS OPINION**

We have prepared the Fairness Opinion Report on the basis of the following information provided to us:

- Draft scheme of Amalgamation



- Valuation Report dated May 22, 2026 issued by Anurag Singal, Registered Valuer, recommending the Share Exchange Ratio
- Necessary explanations and information from the management of Company
- Discussion with the Valuer
- All information that was provided by the Valuer
- Other data collated by us from publicly available sources

We have also obtained necessary explanations and information, which we believed were relevant to the present exercise, from the executives and representatives of the companies.

## **5. BRIEF BACKGROUND OF THE COMPANIES UNDER REFERENCE**

### **Avisa Private Limited**

Avisa Private Limited ("Avisa" or "Transferor Company 1"), having Corporate Identity Number ("CIN") U24109GJ2025PTC169905, is a private limited company. Transferor Company 1 was originally incorporated as a private company on June 24, 2021 (CIN: U28999GJ2021PTC123543), converted into a Limited Liability Partnership (AVISA LLP, LLPIN: ACL-4758) on January 23, 2025, and subsequently converted back to a private limited company on December 2, 2025 under the Companies Act, 2013 and having its registered office at 213/4, 214/1 GIDC, NR. HNG Float Glass Ltd, Chandrpura, Panch Mahals, Halol- 389350, Gujarat.

The Transferor Company 1 had been incorporated to carry on the business of manufacturing, processing, and trading of steel, aluminum, and allied metal products, along with operating related industrial plants and facilities. The authorised share capital of Avisa is Rs. 1,00,000/- (Rupees one lakh only) consisting of 10,000 equity shares of Rs. 10/- each. The issued, subscribed and paid-up share capital of Avisa is Rs. 1,00,000/- (Rupees one lakh only) consisting of 10,000 equity shares of Rs. 10/- each.

### **Banil Casting Private Limited**

Banil Casting Private Limited ("Banil" or "Transferor Company 2"), having CIN U27320GJ2020PTC175000, is a private limited company incorporated on 14 September 2020 under the Companies Act, 2013 and having its registered office at 314/315, Village Mudhela, Taluka, Savli, Vadodara- 391770, Gujarat, India.

The Transferor Company 2 is engaged in the business of manufacturing and trading of ferrous and non-ferrous metals including all types of iron castings and allied products and other materials. The authorised share capital of Banil is Rs. 12,94,45,000/- (Rupees twelve crore ninety four lakh forty five thousand only) consisting of 1,00,00,000 equity shares of INR 10 each and 29,44,500 compulsorily convertible preference shares of INR 10 each. The issued, subscribed and paid-up share capital of Banil is Rs. Rs. 12,89,45,000/- (Rupees twelve crore eighty nine lakh forty five thousand only) consisting of 99,50,000 equity shares of INR 10 each and 29,44,500 compulsorily convertible preference shares of INR 10 each. Each compulsorily convertible preference shares of Banil shall be converted into one equity share of Banil of INR 10 each.



### National Fittings Limited

National Fittings Limited ("NFL" or "Transferee Company"), having CIN L29199GJ1993PLC177328, is a public limited company, listed on BSE Limited ("BSE"), incorporated on 21 April 1993 under the Companies Act, 1956 and having its registered office at 314/315, Village Mudhela, Taluka, Savli, Vadodara- 391770, Gujarat, India.

The authorised share capital of NFL is Rs. 29,50,00,000/- (Rupees twenty nine crore fifty lakh only) consisting of 2,45,00,000 equity shares of INR 10 each and 5,00,000 preference shares of INR 100 each. The issued, subscribed and paid-up share capital of NFL is Rs. Rs. 9,08,31,820/- (Rupees nine crore eight lakh thirty one thousand eight hundred twenty only) consisting of 90,83,182 equity shares of INR 10 each.

The Transferee Company is an export-oriented company and an ISO 9001 certified manufacturer of quality piping components and Pumps to various industries. The Transferee Company manufactures a complete range of ductile iron grooved couplings & fittings, threaded fittings, stainless steel threaded fittings & ball valves and a range of highly innovative pumps. The equity shares of NFL are currently listed on BSE Limited.

The shareholding pattern of National Fittings Limited as on March 31, 2026 is as follows:

| Category of Shareholder   | No. of shares held | % of Holding   |
|---------------------------|--------------------|----------------|
| Promoter & Promoter Group | 30,92,124          | 34.04%         |
| Public                    | 59,91,058          | 65.96%         |
| <b>Total</b>              | <b>90,83,182</b>   | <b>100.00%</b> |

Source: [www.bseindia.com](http://www.bseindia.com)

### 6. VALUATION TECHNIQUES ADOPTED BY THE VALUER TO ASCERTAIN THE EXCHANGE RATIO

The Valuer has arrived at the exchange ratio considering the following valuation methodologies:

#### Net Asset Value Method

This asset based value analysis technique is based on the value of the underlying net assets of the business, either on a book value basis or realizable value basis or replacement cost basis. This methodology is likely to be appropriate for business which derives value mainly from the underlying value of its assets rather than its earnings.

This methodology has been used to value the equity shares of Avisia Private Limited (Avisia) considering its asset-driven nature, limited operating history and the significance of underlying land assets, which are the primary value drivers.

Further, in the valuation of Avisia, the book values of assets and liabilities have been considered except for land, for which valuation of independent technical valuer has been considered. The value of land has been considered at the fair market value as per the report issued by Virendra F. Panchal with IBBI Regt. No. (IBBI/RV/07/2019/12277)



## Discounted Cash Flows (DCF)

Under a DCF approach, forecast cash flows are discounted back to the present date, generating a net present value for the cash flow stream of the business. A terminal value at the end of the explicit forecast period is then determined and that value is also discounted back to the valuation date to give an overall value for the business. A Discounted cash flow methodology typically requires the forecast period to be of a length to enable the business to achieve a stabilized level of earnings, or to be reflective of an entire operation cycle for cyclical industries.

The Discounted Cash Flows method has been used in determining the valuation of the equity shares of Banil Casting Private Limited and National Fittings Limited. Both Banil and NFL are operating entities with an established business model and track record of revenues and profitability. Accordingly, reliable financial projections have been considered for estimating future free cash flows. These projections take into account expected growth in operations, operating margins, capital expenditure requirements, and working capital needs.

## Comparable Companies Multiple (CCM)

An earnings based approach, CCM estimates a sustainable level of future earnings for a business ("maintainable earnings") and applies an appropriate multiple to those earnings, capitalizing them into a value for the business. The earnings bases to which a multiple is commonly applied include Revenue, EBITDA and PAT. The appropriate multiple is generally based on the performance of listed companies with similar business models and size.

Under this method, relevant valuation multiples such as Enterprise Value to EBITDA (EV/EBITDA), Price to Earnings (P/E) and Price to Sales have been derived from a set of comparable companies engaged in similar manufacturing activities. These multiples have been applied to the corresponding financial metrics of Banil and NFL to arrive at an indicative market-based valuation.

## Market Price Method

The market price of an equity share as quoted on a stock exchange is normally considered as the value of the equity shares of that company where such quotations are arising from the shares being frequently traded.

National Fittings Limited is a listed company and the equity shares of the Company are frequently traded on BSE Limited within the meaning of SEBI ICDR Regulations.

As per SEBI Master Circular No. SEBI/ HO/CFD/POD -2/P/CIR/2023/93 dated June 20, 2023 in relation to schemes of arrangement by listed entities for allotting shares to the shareholders of unlisted entity, the pricing provisions of chapter V of SEBI ICDR Regulations, 2018 will be applicable. As per chapter V of SEBI ICDR Regulations, the equity shares shall be allotted at a price not less than higher of the following:

- (a) the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- (b) the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

Therefore, for the valuation of Equity shares of NFL, the Valuer has arrived at a valuation based on the abovementioned parameters.



For valuation of the equity shares of Avisia, the valuer has used the Net Asset value method.

For valuation of the equity shares of Banil, the valuer has given equal weights to the values derived through DCF and CCM methods to arrive at the final valuation.

For valuation of the equity shares of NFL, the Valuer has assigned weights to the values derived under the DCF, CCM and Market Price methods to arrive at a weighted average value. Since the weighted average value arrived at is higher than the value derived under the Market Price Method, the Valuer has considered the weighted average value as the final valuation for NFL.

## 7. EXCHANGE RATIO RECOMMENDED

Based on the valuation range arrived from the aforesaid valuation methods, the Valuer has recommended the following Exchange Ratio:

### Merger of Avisia Private Limited with National Fittings Limited

**SHARE EXCHANGE RATIO of 1,03,098 : 1,000** i.e. 1,03,098 equity shares of National Fittings Limited of face value of Rs.10/- each fully paid up for every 1,000 equity shares of Avisia Private Limited of face value of Rs. 10/- each fully paid up.

### Merger of Banil Casting Private Limited with National Fittings Limited

#### For Equity Shares

**SHARE EXCHANGE RATIO of 472 : 1,000** i.e. 472 equity shares of National Fittings Limited of face value of Rs.10/- each fully paid up for every 1,000 equity shares of Banil Casting Private Limited of face value of Rs. 10/- each fully paid up.

#### For Compulsorily Convertible Preference Shares

**EXCHANGE RATIO of 472 : 1,000** i.e. 472 equity shares of National Fittings Limited of face value of Rs.10/- each fully paid up for every 1,000 compulsorily convertible preference shares of Banil Casting Private Limited of face value of Rs. 10/- each fully paid up.

## 8. OPINION ON EXCHANGE RATIO

Based on the information, material and data made available to us, including the Report of the Valuer and the working thereto, in our opinion the said share exchange ratios recommended for the merger of Avisia Private Limited and Banil Casting Private Limited with National Fittings Limited is fair and proper.

### For Jajodia Equity Advisors Services Limited

Vinay Jajodia  
Managing Director

