



MARK
CORPORATE ADVISORS
DUE DILIGENCE CERTIFICATE

Date: January 29, 2019

To,
The Board of Directors
Shahlon Silk Industries Limited
91, G.I.D.C., Khatodara, B/H.: Sub-Jail, Ring Road,
Surat- 395002, Gujarat

Dear Sir/Madam,

- Sub** : Certificate on adequacy and accuracy of disclosure of information in Abridged Prospectus of Shahlon Silk Industries Limited
- Ref** : Merger by Absorption of Fairdeal Filaments Limited (hereinafter referred to as "the Transferor Company" or "FFL") by Shahlon Silk Industries Limited (hereinafter referred to as "the Transferee Company" or "SSIL") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

Dear Sirs,

We, Mark Corporate Advisors Private Limited, refer to our engagement letter dated July 04, 2018 for the purpose of certifying the adequacy and accuracy of disclosure of information pertaining to merger by Absorption of "FFL" with "SSIL" with their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder.

Regulatory Requirement

SEBI vide its circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular") prescribed requirements to be fulfilled by the listed entities when they propose a Scheme of Arrangement. The SEBI Circular, amongst other things, provide that in the event a listed entity enters into a Scheme of Arrangements with an unlisted entity, the listed entity shall disclose to its shareholders applicable information pertaining to the unlisted entity in the format specified for Abridged Prospectus as provided in Part E of Schedule VI of SEBI (Issue of Capital and Disclosure Requirements) ("ICDR") Regulations, 2018 (*erstwhile Part D of schedule VIII of SEBI (ICDR) Regulations, 2009*).

We, the Merchant Banker to the above mentioned offer, state and confirm that:

- We have examined various documents and other materials in connection with finalization of disclosure of information pertaining to Shahlon Silk Industries Limited ("Abridged Prospectus") which will be circulated to the members at the time of seeking their consent to the proposed Scheme of merger by Absorption of FFL by SSIL as a part of explanatory statement to the notice .
- On the basis of such examination and the discussions with the management of SSIL, its directors, others officers, other agencies and on independent verification of contents of Abridged Prospectus and other paper furnished to us; we state that:
 - ❖ The Information contained in the Abridged Prospectus dated January 29, 2019 is in conformity with the relevant documents, materials and other papers related to SSIL.



MARK CORPORATE ADVISORS PVT. LTD.

CIN No : U67190MH2008PTC181996
GSTIN/UIN : 27AAF5379J1ZY

404/1, The Summit Business Bay, Sant Janabai Road, (Service Lane), Off. W. E. Highway, Vile Parle (E), Mumbai - 400 057
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- ❖ The Abridged Prospectus contains applicable information pertaining to as required in terms of SEBI Circulars which, in our view are fair, adequate and accurate to enable the members to make a well informed decision on the proposed Scheme of merger by absorption of Fairdeal Filaments Limited ("Transferor Company") by Shahlon Silk Industries Limited ("Transferee Company").

Disclaimer and Limitation:

- This certificate is a specific purpose certificate issued in terms of and in compliance with SEBI circular and hence it should not be used for any other purpose or transaction.
- This certificate is issued on the basis of examination of information and documents provided by Shahlon Silk Industries Limited and information which is available in the public domain and wherever required, the appropriate representation from Shahlon Silk Industries Limited has also been obtained.
- We shall not be liable for any losses whether financial or otherwise or expenses arising directly or indirectly out of the use of or reliance on the information set out here in this report.
- Our opinions is not nor should it be constructed as our opining or certifying the compliance of the proposed Scheme of merger with the provision of any law including companies, taxation, capital market, related laws or as regards any legal implications or issues arising thereon, in their respective jurisdiction.

For Mark Corporate Advisors Private Limited

A handwritten signature in black ink, appearing to read "Rajendra Kanoongo", is written over a horizontal line.

Rajendra Kanoongo
Jt. Managing Director

Place: Mumbai

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