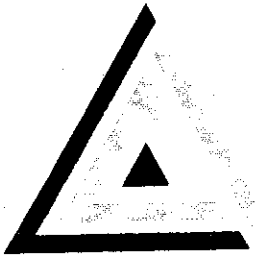


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**CORPORATE
STRATEGIC
ALLIANZ
LTD.**



SE BI Regd. Categorist Merchant Banker

April 15, 2015

To,
The Board of Directors
BLUE PEARL TEXSPIN LIMITED
32, Vyapar Bhavan, 49, P.D. Mello Road,
Mumbai-400009, Maharashtra

Sub: Fairness opinion on the valuation report for the scheme of arrangement of Blue Pearl Texspin Limited (,BPTL»)

Dear Sir,

We refer to our engagement letter dated March 14, 2015 with Blue Pearl Texspin Limited, wherein BPTL has requested us to provide fairness opinion on the valuation report of A M A R & Associates for scheme of arrangement between BPTL and their shareholders and creditors.

We enclose herewith our Fairness opinion on the Valuation report by A M A R & Associates, Chartered Accountants (Firm Registration No. 137401W, Membership No. 149137) having its head office at Office .No. 1A, 2nd Flr, Meera Bhavan , 98/104 Caval Street, Opp Parsi Agiyary , Dadiseth, Agiyary Lane, kalbadevi, Mumbai 02 Contact: +91 - 022 - 66369940 Mobile 9022897498/7276369225/9920217228/9819186184.


We hereby give our consent to present and disclose the Fairness Opinion to the Shareholders, Stock Exchanges, High Court, Registrar of Companies, Regulatory authorities etc.

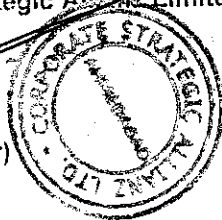
We highly appreciate the co-operation and support received by us from your representatives during preparation of the said Report.

Thanking you,

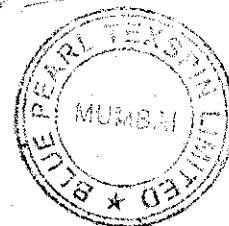
Yours faithfully

For Corporate Strategic Allianz Limited


Devendra Shah
(Managing Director)







402, Samedh Complex, Nr. Associated Petrol Pump, C. G. Road, Ahmedabad-380006. Gujarat, India.

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CIN NO. U74140GJ2006PLC048053

1. BACKGROUND OF THE COMPANY

Blue Pearl Texspin Limited

Blue Pearl Texspin (hereinafter referred to as Blue Pearl Texspin Limited or Company or BPTL), a listed public limited company having registered office at 32, Vyapar Bhavan, 49, P.D. Mello Road, Mumbai-400009, Maharashtra. The shares of the Company are listed as Bombay Stock Exchange (BSE).

M/s. Blue Pearl Texspin Limited was originally incorporated in name of E-Wha Foam India Limited on November 06, 1992 with the Registrar of Companies, Maharashtra, Mumbai under the Companies Act, 1956 and on November 08, 2012 name of the company changed to Blue Pearl Texspin Limited. The company has total accumulated losses of the tune of Rs 5,21,32,671.

2. SCOPE AND PURPOSE OF THIS REPORT

1. We understand that the Board of Directors of BPTL wish to set-off the losses incurred by the Company by way of undertaking the corporate restructuring exercise wherein the equity shares capital would be utilized / adjusted against the losses in Statement of Profit & Loss.
2. In this connection, the management of BPTL has engaged Corporate Strategic Allianz Limited to submit a Fairness opinion on the Valuation Report of A M A R & Associates Chartered Accountants, for the scheme of arrangement of Blue Pearl Texspin Limited the Scheme of Arrangement as per the requirements of listing agreement entered by BPTL with BSE Limited. Our scope of work includes commenting only on the fairness of the valuation report of A M A R & Associates Chartered Accountants.
3. This report has been issued only for the purpose of facilitating the Scheme of Arrangement of BPTL and should not be used for any other purpose.
4. Our Opinion and analysis is limited to the extent of review of documents as provided to us by BPTL. We have relied upon the accuracy and completeness of all information and documents provided to us, without carrying out any due diligence or independent verification or validation of such information to establish its accuracy or sufficiency. We have not reviewed any financial forecasts relating to BPTL. We have not conducted any independent valuation or appraisal of any of the assets or liabilities of BPTL. In particular, we do not express any opinion as to the value of any asset of BPTL, its subsidiaries, whether at current prices or in the future.
5. We do not express any opinion as to the price at which shares of BPTL may trade at any time, including subsequent to the date of this opinion. In rendering our opinion, we have assumed, that the Scheme of Arrangement will be implemented on the terms described therein, without any waiver or modification of any material terms or conditions, and that in the course of obtaining the necessary regulatory or third party approvals for the Scheme of Arrangement, no delay, limitation, restriction or condition will be imposed that would have an adverse effect on BPTL and its subsidiaries and respective shareholders.
6. We do not express any opinion as to any tax or other consequences that might arise from the Scheme of Arrangement of BPTL, nor does our opinion address any legal, tax, regulatory or accounting matters, as to which we understand that the Company has obtained such advice as it deemed necessary from qualified professionals.
7. We assume no responsibility for updating or revising our opinion based on circumstances or events occurring after the date hereof. Our opinion is specific to the arrangement as contemplated in the Scheme of Arrangement provided to us and is not valid for any other purpose.
8. We have in the past provided, and may currently or in the future provide, investment banking services to BPTL and / or its subsidiaries or their respective affiliates that are unrelated to the proposed Scheme of Arrangement, for which services we have received or may receive customary fees. In addition, in the ordinary course of their respective businesses, affiliates of CSAL may actively trade in the securities of BPTL or its subsidiaries or group companies or for their own accounts and for the accounts of their customers and, accordingly, may at any time hold a position in such securities. Our engagement and the opinion expressed herein are for the use of the Board of Directors of BPTL in connection with the

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Continue Sheet

consideration of the Scheme of Arrangement and for none other. Neither CSAL, nor its affiliates, partners, directors, shareholders, managers, employees or agents of any of them, makes any representation or warranty, express or implied, as to the information and documents provided to us, based on which the opinion' has been issued. All such parties and entities expressly disclaim any and all liability for, or based on or relating to any such information contained therein.

9. Our opinion is not intended to and does not constitute a recommendation to any shareholder as to how such holder should vote or act in connection with the Scheme of Arrangement, if required or any matter related thereto.

3. SOURCES OF INFORMATION

We have relied on the following information for framing our opinion on the fairness of the Scheme of Arrangement:

- A. Draft Scheme of Arrangement of BPTL.
- B. Audited financials of BPTL for financial and 2013-14.
- C. Valuation Report of A M A R & Associates, Chartered Accountants (Firm Registration No. 137401W, Membership No. 149137) having its head office at Office No. 1A, 2nd Flr, Meera Bhavan, 98/104 Caval Street, Opp Parsi Agiary, Dadiseth, Agiary Lane, kalbadevi, Mumbai 02 Contact: +91 - 022 - 66369940 Mobile 9022897498/7276369225.
- D. Other relevant information regarding BPTL.

4. RATIONALE AND KEY FEATURES OF THE SCHEME OF ARRANGEMENT

4.1. The key features of Scheme of Arrangement are as follows:

4.2. The company has total accumulated losses of the tune of Rs 5,21,32,671. Upon the scheme coming into effect, Net Accumulated losses of Rs. 4,86,40,000/- (Rupees Four Crore Eighty Six Lakh Forty Thousand only) of the Company is sought to be set off against the issued, subscribed and paid up share capital of the Company and shall be reduced by cancelling a sum of Rs. 9.5/- from every paid up shares of Rs. 10/- each and thereafter consolidating 1 equity shares of Rs. 10/- each as fully paid up capital in the Company i.e. after reduction the capital of the Company will be 2,56,000 fully paid up equity shares of Rs. 10/- each aggregating to Rs. 25,60,000/- with effect from the appointed date which would result in Reserves and Surplus will stand at negative Rs 34,92,671.

4.3. The adjustment /set off of would not have any impact on the shareholding pattern, and the capital structure of the Company. The Scheme does not involve any cash outflow and therefore, would not affect the ability or liquidity of the Company to meet its obligations/ commitments in the normal course of business.

5. OPINION

On the basis of our Scope and Limitations mentioned in this report and considering the Rationale of the Scheme of Arrangement, the Scheme of Arrangement of BPTL, in our opinion is fair.





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