



May 26, 2011

Jubilant Industries Limited

Bhartiagram
Gajraula
Uttar Pradesh 244 223

Dear Sirs,

Sub: Proposed Demerger of Consumer business of Enpro Oil Private Limited ("EOPL") into Jubilant Agri and Consumer Products Limited ("JACPL"); a wholly owned subsidiary of Jubilant Industries Limited ("JIL") ("Proposed Transaction")

JIL has requested us to issue a fairness opinion ("Opinion") from a financial point of view of the Share Exchange Ratio (as defined below) in relation to the Proposed Transaction.

In arriving at our Opinion, we have reviewed historical and projected financial and business information, listed stock price data and certain comparable companies and their valuation multiples. We have also reviewed certain publicly available information, and have taken into account such other matters as we deemed necessary including our assessment of general economic, market and monetary conditions. We have also reviewed the valuation reports issued to JIL by PricewaterhouseCoopers Private Limited ("PwC") dated May 10, 2011 and dated May 20, 2011 ("Reports").

The Board of Directors EOPL on May 9, 2011 have passed a board resolution approving a reduction in the share capital of EOPL from Rs. 425,879,440/- consisting of 42,587,944 fully paid-up equity shares of Rs. 10/- each to Rs. 84,377,650/- consisting of 8,437,765 fully paid-up equity shares of Rs. 10/- each.

In the event, the aforementioned reduction in share capital of EOPL is approved by the shareholders of EOPL and is conformed by the Hon'ble High Court of Judicature at Allahabad, the swap ratio determined by PwC in its report dated May 10, 2011 will undergo a change. PwC in its report dated May 20, 2011 has calculated the revised ratio after adjusting for the capital reduction.

We had provided our fairness opinion dated May 11, 2011 on the PwC report dated May 10, 2011. In light of the aforementioned update with respect to the Capital Reduction, we have withdrawn our fairness opinion dated May 11, 2011 and have provided a revised fairness opinion dated May 26, 2011. The fairness opinion dated May 11, 2011 has been inscribed as "Withdrawn and replaced by revised fairness opinion dated May 26, 2011" by hand and confirmed by our official stamp.

In the event the fairness opinion dated May 11, 2011 is required to be disclosed under any applicable law, JIL shall disclose the said fairness opinion only simultaneous with bringing to the notice of the said recipient in writing the fact that the same has been withdrawn along with the reasons thereof and along with this fairness opinion dated May 26, 2011.

In light of the above, PwC in their Reports have stated that the recommended the following (a) a share exchange ratio (without adjustment for capital reduction of EOPL) will be 10 fully paid-up equity share(s) of JIL of face value of Re. 10/- per equity share in exchange for every 111 fully paid-up equity shares of EOPL of face value Re. 10/- per equity share, and (b) if the share exchange is carried out after the aforementioned capital reduction of EOPL, the share exchange ratio will be 10 fully paid-up equity share(s) of JIL of face value of Re. 10/- per equity share in exchange for every 22 fully paid-up equity shares of EOPL of face value Re. 10/- per equity share (the "Share Exchange Ratio").

In addition to above, we have had discussions with members of the management of EOPL, JACPL and JIL on the past and current business operations of the concerned businesses, their future prospects and operations, and have received a management representation letter from EOPL, JACPL and JIL dated May 6, 2011 ("Management Representation Letter").

Further, we have had discussions with PricewaterhouseCoopers Private Limited, the valuation advisor, on such matters which we believed were necessary or appropriate for the purpose of issuing this Opinion.

We assume no responsibility for the legal, tax, accounting or structuring matters including, but not limited to, legal or title concerns. Title to all subject business assets is assumed good and marketable and we would urge EOPL, JACPL and JIL to carry out an independent assessment of the same prior to entering into any transaction, after giving due weightage to the results of such assessment.

In giving our Opinion, we have assumed and relied upon, without independent verification, the accuracy and completeness of all information supplied or otherwise made available to us either in oral or written form, discussed with or reviewed by or for us, or publicly available. We have been given to understand that all information that was relevant for the purpose of our exercise was disclosed to us and we are not aware of any material information that has been omitted or that remains undisclosed. We have not conducted any evaluation or appraisal of any assets or liabilities of EOPL or JACPL or JIL nor have we evaluated the solvency or fair value of EOPL or JACPL or JIL, under any laws relating to bankruptcy, insolvency or similar matters. In addition, we have not assumed any obligation to conduct any physical inspection of the properties or facilities of EOPL or JACPL or JIL. We have also assumed that the final Scheme of Arrangement will be substantially the same as the scheme discussed with and reviewed by us.

In relying on financial analyses and forecasts provided to us, we have assumed that they have been reasonably prepared based on assumptions reflecting the best currently available estimates and judgments by management of EOPL and JIL.

Our Opinion does not factor overall economic environment risk and other risks and is purely based on the information and representations provided to us. We have not assumed the risk of any material adverse change having an impact on the businesses of EOPL and JACPL and JIL in arriving at our final Opinion.

We express no view as to, and our Opinion does not address, the underlying business decision of EOPL and JACPL and JIL to effect the Proposed Transaction or the merits of the Proposed Transaction. Our Opinion does not constitute a recommendation to any shareholder or creditor of EOPL or JACPL or JIL as to how such shareholder or creditor should vote on the Proposed Transaction or any matter related thereto. In addition, this Opinion does not address the fairness to, or any other consideration, to the creditors or other constituencies of EOPL and JACPL and JIL. Our opinion, as set forth herein relates to the relative values of EOPL and JIL. We are not expressing any opinion herein as to the prices at which the shares of the EOPL or JACPL or JIL will trade following the announcement or consummation of the proposed transaction or as to the prices at which the shares of EOPL or JACPL or JIL may be transacted.

Our Opinion is not and does not purport to be an appraisal or otherwise reflective of the prices at which any business or securities actually could be ideally bought or sold by any party and are not indicative of actual value or actual future results that might be achieved, which value may be higher or lower than those indicated.

Our Opinion is necessarily based on financial, economic, market and other conditions as in effect on the date of this issuing the Opinion, and the information made available to us as of, the date hereof, including the capital structure of EOPL and JACPL and JIL. It should be understood that subsequent



developments may affect this Opinion and that we do not have any obligation to update, revise, or reaffirm this Opinion.

We will receive a fee for our services in connection with the delivery of this Opinion from JIL. In addition, JIL has agreed to indemnify us for certain potential liabilities arising out of our engagement.

We and our affiliates in the past have provided, and currently provide, services to EOPL and JACPL and JIL unrelated to the Proposed Transaction for which services we and such affiliates have received and expect to receive compensation, including, without limitation as lenders and creditors and as financial advisors for the purchase/sale of assets/businesses by/to EOPL and JACPL and JIL (as the case may be) and as lead managers / underwriters in securities offerings of JIL.

In the ordinary course of business, we and our affiliates may actively trade or hold securities companies that may be the subject matter of this transaction for our own account or for the account of our customers and, accordingly, may at any time hold long or short position in such securities. In addition, we and our affiliates maintain relationships with EOPL and JACPL and JIL and their respective affiliates.

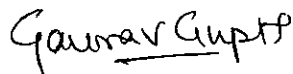
This Opinion is provided solely for the benefit of the Board of Directors of JIL, and shall not confer rights or remedies upon, any shareholder of JIL, or any other person other than the members of the Board of Directors of JIL, or be used for any other purpose. This Opinion may not be used or relied upon by nor is it issued for the benefit of any third party including shareholders for any purpose whatsoever or disclosed, referred to or communicated by you (in whole or in part) except with our prior written consent in each instance. Provided however, this opinion may only be disclosed as may be required under any applicable law in India and may be kept open for inspection by shareholders of JIL, but we take no responsibility or liability for or arising out of any such disclosure. We specifically disclaim any responsibility to any third party to whom this Letter may be shown or who may acquire a copy of this Letter.

The laws of India govern all matters arising out of or relating to this Opinion (including, without limitation, its interpretation, construction, performance, and enforcement).

With respect to any suit, action or any other proceedings relating to this Opinion the courts of competent jurisdiction at India shall have exclusive jurisdiction.

On the basis of and subject to the foregoing, it is our view that, as of the date hereof, the proposed Share Exchange Ratio is fair from a financial point of view.

Yours faithfully,
For **Kotak Mahindra Capital Company Limited**



Authorised Signatory