













Accounting Standards) Rules, 2015.

### **Impact of the Scheme on the Shareholders**

- 2.5 The Audit Committee reviewed the Valuation Report for determination of share entitlement ratios under the draft Scheme. The Audit Committee has also reviewed the Fairness Opinion confirming that the share entitlement ratios in consideration of the draft Scheme are fair to the Companies and their respective shareholders and creditors.
- 2.6 The Audit Committee is of the informed opinion that the draft Scheme is for the best interests of the Companies and their respective shareholders and creditors. The impact of the draft Scheme on the shareholders, including, the public shareholders would be the same in all respects and no shareholder is expected to have any disproportionate advantage or disadvantage in any manner except that there will be proportionate dilution of all the shareholders, including, the public shareholders due to issuance of shares to KBT, as existing shareholder of Amalgamating Company No. 1 and Amalgamating Company No. 2.

### **3. Recommendations of the Audit Committee**

Taking into consideration the draft Scheme and its rationale and benefits, the Valuation Report, the Fairness Opinion, and other documents, as placed before the Audit Committee, and the interest of the shareholders of the Company, the Audit Committee after due deliberation, unanimously recommends the draft Scheme to the Board of the Company, stock exchange(s), SEBI and other appropriate authorities for their favourable consideration and approval.

**For and on behalf of Audit Committee of Escorts Kubota Limited**



**Vimal Bhandari**  
**(Chairman of Audit Committee)**

Place: Singapore

Dated: September 15, 2022