

April 28, 2026

To,
The Board of Directors
Piccadily Agro Industries Limited
Vill. Bhadson, Umri-Indri Road Teh. Indri,
Dist. Karnal, Haryana, India, 132109

Piccadily Food & Essentials Limited
101, 1st Floor, JMD Pacific Square, Sector-15,
Part-II, DLF QE, Gurugram, Haryana – 122002,
India

Sub.: Fairness opinion on Share Entitlement Ratio contained in the Fair Share Entitlement Ratio Report in relation to the Proposed Scheme of Arrangement and Demerger.

Dear Sir / Madam,

We, Sundae Capital Advisors Private Limited (referred to as “Sundae” or “We”), refer to the engagement letter dated **December 12, 2025**, wherein we have been requested to provide a fairness opinion on the Fair Share Entitlement Ratio Report issued by Mr. Abhinav Agarwal (Proprietor of CorpValuers), Registered Valuer with the Insolvency and Bankruptcy Board of India (hereinafter referred to as the “Valuer” or “Registered Valuer”) holding Registration No. IBBI/RV/06/2019/12564 w.r.t. the proposed Scheme of Arrangement and Demerger between Piccadily Agro Industries Limited (“PAIL” or “Demerged Company”), Piccadily Food & Essentials Limited (“PFEL” or “Resulting Company”) along with their respective shareholders and creditors for the proposed demerger of Sugar Business (Sugar Business comprises the manufacture of white crystal sugar and allied products and constitutes a separate undertaking with dedicated assets, liabilities and operational infrastructure) of PAIL (hereinafter referred to as the “Sugar Business” or “Demerged Business” or “Undertaking”) into PFEL (“Scheme”).

INTRODUCTION: SUNDAE CAPITAL ADVISORS PRIVATE LIMITED

Sundae Capital Advisors Private Limited is registered with SEBI as Category I Merchant Banker and with IBBI as Registered Valuer (Securities or Financial Assets). We are a professional services firm engaged in providing a comprehensive range of financial and strategic advisory services, including Merchant Banking, Business Valuation, Corporate Advisory, Transaction Advisory, and Stock Incentive Plan Advisory.

Our team comprises experienced professionals with deep domain expertise and a strong track record of executing complex transactions across a diverse set of industries. Leveraging our multidisciplinary capabilities and industry insights, we deliver tailored solutions that align with our clients’ strategic objectives and create long-term value.

INDEPENDENCE

We confirm that we are an independent party and are eligible to act in the capacity of Merchant Banker in terms of the applicable laws and regulations, including the Companies Act, 2013, the SEBI (ICDR) Regulations, 2018, the SEBI (LODR) Regulations, 2015, and any other applicable guidelines.

NO CONFLICT OF INTEREST

We confirm that there exists no material conflict of interest with the Valuer or with PAIL or PFEL involved in the proposed Scheme, including in relation to:

- a) any common directorships;
- b) any common shareholding or partnerships;
- c) any commercial relationships that could potentially impair our objectivity or independence.

DISCLOSURE OF INTEREST (IF ANY)

We further confirm that we do not have any direct or indirect interest in the Valuer, PAIL or PFEL.

SCOPE AND PURPOSE OF THIS REPORT

PAIL and PFEL has appointed Mr. Abhinav Agarwal (Proprietor of CorpValuers), IBBI Registered Valuer (Securities & Financial Assets) having registration number IBBI/RV/06/2019/12564 for recommendation of Fair Share Entitlement Ratio for the Proposed Scheme (“Valuation Report”) and our scope is restricted to examine the Valuation Report issued by the Valuer and issue our independent opinion as to the fairness on Fair Share Entitlement Ratio contained in the Fair Share Entitlement Ratio Report in relation to the Proposed Scheme of Arrangement and Demerger (“Fairness Opinion”).

All terms not specifically defined in this fairness opinion shall carry the same meaning as in the valuation report.

BRIEF BACKGROUND OF THE COMPANIES

Piccadily Agro Industries Limited (“PAIL” or “Demerged Company”)

PAIL is a Public Company under the provisions of the Act bearing corporate identification number L01115HR1994PLC032244 and Permanent Account Number AABCP7343R. The Demerged Company has its registered office at Vill. Bhadson, Umri-Indri Road Teh. Indri, Dist. Karnal, Haryana, India, 132109 and the equity shares of the Demerged Company are listed on the BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”).

The Demerged Company, as per the Main Objects stated in its Memorandum of Association, is primarily authorized to engage in the business of manufacturing liquor and sugar, among other activities.

Its operations are broadly organised into two distinct business verticals:

- i. the Sugar Business, comprising the manufacture of white crystal sugar and allied products from sugarcane; and
- ii. the Distillery Business, comprising the manufacture of rectified spirit, extra neutral alcohol, carbon dioxide gas and other alcohol-based products.

Pursuant to the proposed Scheme, the Sugar Business of PAIL is proposed to be demerged into a separate company, with PAIL continuing to retain and operate the Distillery Business and other residual activities.

The share capital of Demerged Company as on 31st March 2026 is as under:

Particulars	Amount (in INR)
Authorized Share Capital	
11,00,00,000 Equity Shares of Rs. 10/- each	1,10,00,00,000
Total	1,10,00,00,000
Issued, Subscribed and Paid-Up Share Capital	
9,85,71,508 Equity Shares of Rs. 10/- each fully paid-up	98,57,15,080
Total	98,57,15,080

As on the date of the Scheme being approved by the Board of Directors of the Demerged Company, there has been no change in the issued, subscribed and paid-up share capital of the Demerged Company.

Piccadilly Food & Essentials Limited (“PFEL” or the “Resulting Company”)

PFEL is a Public Company incorporated under the Act bearing corporate identification number U10720HR2025PLC139275 and Permanent Account Number AAQCP4605D. The Resulting Company has its registered office at 101, 1st Floor, JMD Pacific Square, Sec-15, Part 2, Gurgaon- 122002, Haryana.

The equity shares of the Resulting Company are presently not listed on any Stock Exchange. An application shall be made with the BSE and NSE post the effectiveness of the Scheme, for listing of the equity shares of the Resulting Company so that upon the Demerger of the Demerged Business and Undertaking into the Resulting Company, the shareholders of the Resulting Company can freely trade in the shares of the Resulting Company.

The Resulting Company is authorised by the Main Objects of its Memorandum of Association, to engage, inter alia, in the business of manufacture of White Crystal Sugar from sugarcane and as mentioned below.

The share capital of Demerged Company as on 31st March 2026 is as under:

Particulars	Amount (in INR)
Authorized Share Capital	
10,000 Equity Shares of Rs. 10/- each	1,00,000
Total	
Issued, Subscribed and Paid-Up Share Capital	
10,000 Equity Shares of Rs. 10/- each fully paid-up	1,00,000
Total	1,00,000

The entire share capital of the Resulting Company as on 31st March 2026 is held by the Demerged Company. As on the date of Scheme being approved by the Board of Directors of the Resulting Company, there has been no change in the issued, subscribed and paid-up share capital of the Resulting Company.

PFEL is a wholly owned subsidiary of PAIL.

SUMMARY OF PROPOSED TRANSACTION

Subject to the terms and conditions contained in Draft Scheme of Arrangement and Demerger, the Proposed Scheme will be implemented by demerger of Demerged Business and Undertaking (Sugar Business comprises the manufacture of white crystal sugar and allied products and constitutes a separate undertaking with dedicated assets, liabilities and operational infrastructure) and transfer and

vesting of the Demerged Business and Undertaking on a going concern basis with the Resulting Company.

For the purpose of this report, PAIL and PFEL are hereinafter collectively referred to as the “Companies.” as of the valuation date. The management including the board of directors of both the Companies shall together be referred to as the “Management”

RATIONALE OF THE SCHEME AS PER THE SCHEME

The Board of the Demerged Company intends to separate the Sugar Business from the Demerged Company through this Scheme which contemplates the demerger of the Demerged Business and Undertaking into and with the Resulting Company. The proposed Scheme would be in the best interests of the Demerged Company, Resulting Company and their respective shareholders, employees, creditors and other stakeholders and is driven by the following business and commercial objectives and likely to result in the following benefits:

- Demerger of the Demerged Business and Undertaking and transferring it to a separate company would enable both the Demerged Company and the Resulting Company to provide focused attention for growth of their core businesses and attract required investments for growing that business;
- The Demerged Company and Resulting Company will have the ability to benefit from the portfolio, brand and resources of the Distillery business and Sugar Business respectively to enable it to accelerate and maintain its growth in the respective industry;
- Implementation of the Scheme is expected to help bring in greater business focus and enhance shareholder value;
- The Scheme will be conducive to better and more efficient and effective conduct of business and operations of the respective companies, by utilizing the financial resources, managerial talents, technical skills and marketing resources and services delivery capabilities;
- The Scheme would unlock value for the overall-business portfolio through price-discovery of the individual entities for existing shareholders;
- The Scheme could lead to the right operating architecture for both companies with sharper focus on their individual business strategies and clear capital allocation, in alignment with the respective value creation journeys;
- Separately listed companies to attract specific set of investors for their business profile, achieve financial flexibility and consequently, encourage stronger capital market outcomes

Further, the Management of PAIL and PFEL are of the opinion that the Scheme would be beneficial to and in the best interest of all the shareholders, creditors, employees, and other stakeholders of PAIL and PFEL.

SOURCE OF INFORMATION AND REPRESENTATIONS

For the purpose of forming our opinion on the Fair Share Entitlement Ratio Report, we have relied on the discussions with the Management and the following information and documents made available to us:

- Fair Share Entitlement Ratio Report dated April 28, 2026 by Mr. Abhinav Agarwal (Proprietor of CorpValuers), IBBI Registered Valuer (Securities & Financial Assets) having registration number IBBI/RV/06/2019/12564.
- Draft management certified Scheme.
- Necessary explanations and information from the Management of the Companies.
- Discussion with the Valuer.
- All information that was provided by the Valuer.
- Other information as available in public domain.

We have obtained explanations and information considered reasonably necessary for our exercise, from the executives of the company. Our analysis considers those facts and circumstances present at the date of this Fairness Opinion.

EXCLUSIONS AND LIMITATIONS

- We have assumed and relied upon, without independent verification, the accuracy and completeness of all information that was publicly available or provided or otherwise made available to us by the Companies for the purpose of this opinion. With respect to the estimated financials, if any, provided to us by the management, we have assumed that such financials were prepared in good faith and reflect the best currently available estimates and judgments by the management of the company. We express no opinion and accordingly accept no responsibility with respect to or for such estimated financials or the assumptions on which they were based.
- Our work does not constitute an audit or certification or due diligence of the working results, financial statements, financial estimates or estimates of value to be realized for the business. We have solely relied upon the information provided to us by the management. We have not reviewed any books or records of the business (other than those provided or made available to us).
- We have not assumed any obligation to conduct, nor have we conducted any physical inspection or title verification of the properties or facilities of the business and neither express any opinion with respect thereto nor accept any responsibility therefore.
- We have not made any independent valuation or appraisal of the assets or liabilities of the business.
- We have not reviewed any internal management information statements or any non-public reports, and, instead, with your consent we have relied upon information which was publicly available or provided or otherwise made available to us by the business for the purpose of this opinion.
- We are not experts in the evaluation of litigation or other actual or threaten claims and hence have not commented on the effect of such litigation or claims on the valuation.
- We are not legal, tax, regulatory or actuarial advisors. We are financial advisors only and have relied upon, without independent verification, the assessment of the business with respect to these matters. In addition, we have assumed that the Proposed Scheme will be approved by the appropriate authorities, if any, and that the proposed transaction will be consummated substantially in accordance with the terms set forth in the Draft Scheme.
- We understand that the Managements of the Companies during our discussion with them would have drawn our attention to all such information and matters which may have an impact on our analysis and opinion.

- We have assumed that in the course of obtaining necessary approvals for the Proposed Scheme, no restrictions will be imposed that will have a material adverse effect on the benefits of the transaction that the business may have contemplated.
- Our opinion is necessarily based on financial, economic, market and other conditions as they currently exist and, on the information, made available to us as of the date hereof. It should be understood that although subsequent developments may affect this opinion, we do not have any obligation to update, revise or reaffirm this opinion. In arriving at our opinion, we are not authorized to solicit, and did not solicit, interests for any party with respect to the acquisition, business combination or other extra-ordinary transaction involving the business or any of its assets, nor did we negotiate with any other party in this regard.
- We have acted as independent merchant banker for providing Fairness opinion on the Valuation Report by independent Valuer for the proposed transaction. In the ordinary course of business, Sundae is engaged in merchant banking business including corporate advisory, re-structuring, valuations, etc. We may be providing various other unrelated independent professional advisory services to the Companies in the ordinary course of our business.
- It is understood that this Opinion is solely for the benefit of and use by the Board of Directors of the Companies 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, SEBI and 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 Opinion 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 Companies underlying decision/s 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 Scheme.
- 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 Sundae or its subsidiaries, 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.

OUR OPINION

With reference to above and based on information and explanation provided by the Management, after analyzing the Draft Scheme and based on our examination of the Valuation Report and our independent analysis and subject to the exclusions and limitations mentioned hereinabove and to the best of our knowledge the opinions are as follows:

For Demerger of Sugar Business of PAIL into PFEL

Valuation Approach	Sugar Business		PFEL	
	Value per Share	Weight	Value per Share	Weight
Asset Approach	NA	NA	NA	NA
Income Approach	NA	NA	NA	NA
Market Approach	NA	NA	NA	NA
Relative Value per Share	NA		NA	

NA Stands for Not Applicable / Not Adopted

Recommendation by Valuer:

For every 9 (Nine) equity shares of face value INR 10/- each fully paid-up held in the Demerged Company, 1 (One) equity share of face value INR 10/- each fully paid-up in the Resulting Company.

Resulting Company is presently a wholly owned subsidiary of the Demerged Company and that, pursuant to the implementation of the Scheme, the shareholders of the Demerged Company will continue to hold the same proportionate economic interest in the Demerged Undertaking through direct shareholding in the Resulting Company. Accordingly, the proposed share entitlement ratio does not result in any change in the inter se shareholding or economic interests of the shareholders.

Based on the foregoing, the Valuer is of the opinion that the share entitlement ratio proposed by the management is fair and reasonable from the perspective of the shareholders of the Demerged Company.

Based on the information, data made available to us, including the Fair Share Entitlement Ratio Report issued by Mr. Abhinav Agarwal (Proprietor of CorpValuers), IBBI Registered Valuer (Securities & Financial Assets) having registration number IBBI/RV/06/2019/12564, to the best of our knowledge and belief, the Fair Share Entitlement Ratio in relation to the Proposed Scheme of Arrangement and Demerger, in our opinion, is fair and reasonable.

The aforesaid Scheme shall be subject to the receipt of approvals from Hon'ble National Company Law Tribunal and other statutory authorities as may be required.

Sundae has issued this Fairness Opinion with the understanding the Draft Scheme of Arrangement and Demerger shall not be materially altered before presentation to the Board and the parties hereto agree that the Fairness Opinion shall not stand good in case the final Scheme of Arrangement and Demerger alter the transaction.

***for Sundae Capital Advisors Private Limited
(SEBI Regn. No. INM000012494)***

***NitiN Somani
Director***