

Date: August 1, 2024

Private & Confidential

To,
The Board of Directors,
Adani Enterprises Limited
Adani Corporate House, Shantigram,
Near Vaishno Devi Circle, S. G. Highway,
Khodiyar, Ahmedabad, Gujarat, India – 382421

Dear Sir(s) / Madam(s)

Subject: Recommendation of Fair Equity Share Exchange Ratio for the proposed Scheme of Arrangement

Adani Enterprises Limited ('AEL', 'you', 'your', 'Amalgamated Company'), is engaged in the business of integrated resources management, mining services and other trading activities and operates as an incubator, establishing new businesses in various areas like energy ecosystem, data center, airports, roads, copper, digital space and others. The equity shares of AEL are listed on BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') ('BSE' and 'NSE' are together known as, 'the Stock Exchanges').

Adani New Industries Limited ('ANIL', 'Transferee Company') and Adani Tradecom limited ('ATL', 'Transferor Company') are Wholly Owned Subsidiaries ('WOSs') of AEL. Mundra Solar PV Limited ('MSPVL') is engaged in the business of manufacturing solar photovoltaic modules / systems and solar cells. The equity shares of MSPVL are held by Adani Green Technology Limited ('AGTL', 'Amalgamating Company 1') and Adani Emerging Businesses Private Limited ('AEBPL', 'Amalgamating Company 2'). AGTL is a WOS of ATL. AEL, ANIL, ATL, AGTL, AEBPL and MSPVL are together referred to as 'the Companies'.

A scheme of arrangement has been proposed by the Board of Directors of the Companies for the amalgamation of AGTL and AEBPL, into and with AEL, as well as the amalgamation of ATL, into and with ANIL, in accordance with the provisions of Sections 230-232 and other applicable provisions of the Companies Act, 2013 ('the Scheme'). The terms not defined herein would carry meaning as per the Scheme.

AEL has, through an engagement letter dated June 27, 2024 ('Engagement letter'), appointed Roshan Nilesh Vaishnav, Chartered Accountant bearing IBBI Registration Number – IBBI/RV/06/2019/11653 and ICAI RVO Membership Number – ICAIRVO/06/RV-P00014/2019-2020, registered under the Insolvency Bankruptcy Board of India read with the Companies (Registered Valuers & Valuation) Rules, 2017 ('the Valuer', 'the Registered Valuer', 'I', 'me', 'my') to assist in determining the Fair Equity Share Exchange Ratio for the Scheme, on the basis of the fair valuation of AEL, ANIL, ATL and AEBPL, as applicable, as on July 31, 2024 ('Valuation Date').

My Valuation Report ('Fair Equity Share Exchange Report', 'Report') is to be read in conjunction with the scope and purpose of the Report, the sources of information and the assumptions, exclusions, limitations, and the disclaimers, as detailed hereinafter.



This letter should be read in conjunction with the Report.

Should you require any further information or explanations, please contact the undersigned.

Thanking you,

Roshan
Nilesh
Vaishnav

Digitally signed
by Roshan Nilesh
Vaishnav
Date: 2024.08.01
10:33:55 +05'30'



CA Roshan Nilesh Vaishnav

Registered Valuer – Securities or Financial Assets

ICAI RVO Membership Number – ICAIRVO/06/RV-P00014/2019-2020

IBBI Reg Number - IBBI/RV/06/2019/11653

UDIN: 24136335BKBHIT8715

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1. ABBREVIATIONS

| Abbreviations | Meaning |
|-------------------------------|---|
| Amalgamated Company, AEL | Adani Enterprises Limited |
| Amalgamating Company 1, AGTL | Adani Green Technology Limited |
| Amalgamating Company 2, AEBPL | Adani Emerging Businesses Private Limited |
| BSE | BSE Limited |
| CCM | Comparable Company Multiple |
| CSRP | Company Specific Risk Premium |
| DCF | Discounted Cash Flow |
| EV | Enterprise Value |
| FCFE | Free Cash Flow to the Equity |
| FCFF | Free Cash Flow to the Firm |
| MSPVL | Mundra Solar PV Limited |
| ICAI | Institute of Chartered Accountants of India |
| INR | Indian Rupee |
| IVS | Indian Valuation Standards |
| NSE | National Stock Exchange of India Limited |
| SEBI (ICDR) | Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 |
| Transferee Company, ANIL | Adani New Industries Limited |
| Transferor Company, ATL | Adani Tradecom Limited |
| WACC | Weighted Average Cost of Capital |
| WOS | Wholly Owned Subsidiary |



2. EXECUTIVE SUMMARY

2.1. Details of the Scheme

2.1.1. A scheme of arrangement has been proposed by the Board of Directors of the Companies wherein Part I and Part IV deals with definitions and general terms applicable to the Scheme, while Part II deals with the amalgamation of AGTL and AEBPL into and with AEL and Part III deals with the amalgamation of ATL into and with ANIL. The Appointed Date as per the Scheme is April 1, 2024.

2.2. Scope, Usage and Purpose of Valuation

2.2.1. The scope of my services as per my Engagement Letter, is to arrive at a Fair Equity Share Exchange Ratios for Part II and Part III the Scheme based on the fair valuation of the equity shares of AEL, ANIL, ATL and AEBPL, as applicable, as on the Valuation Date, using the methodology prescribed under the Indian Valuation Standards ('IVS') issued by the Institute of Chartered Accountants of India ('ICAI'), and issue a Report to be used by the Board of Directors of the Companies for representing to the regulatory authorities for compliance under the Companies Act, 2013.

2.3. Summary of the Valuation

| Particulars | AEL | AEBPL | AGTL | ANIL | ATL |
|-----------------|-----|-------|------|------|-----|
| Income Approach | x | x | x | x | x |
| Market Approach | ✓ | x | x | x | x |
| Cost Approach | x | ✓ | x | x | x |

Source: Valuer's Analysis

2.3.1. I have considered the valuation base as 'Fair Value' and the premise of value as 'Going Concern'. Any change in the valuation base or premise could have a significant impact on the valuation analysis, and consequently, this Report.

2.3.2. I have considered it appropriate to adopt the Market Price Method under the Market Approach for the valuation of the equity shares of AEL. Please refer paragraph 8.2 for my reasoning on the use of the approaches and methodologies of valuation.

2.3.3. I have considered it appropriate to adopt the Reproduction Method under the Cost Approach for the valuation of the equity shares of AEBPL. Please refer paragraph 8.3 for my reasoning on the use of the approaches and methodologies of valuation.

2.3.4. I have analyzed the shareholding pattern of AGTL. As AGTL is a WOS of ATL, which is a WOS of AEL, the economic interest of AGTL is entirely vested in the ultimate parent AEL. As the Scheme envisages the amalgamation of AGTL into and with AEL, ascertaining the fair value of the equity



shares of AGTL and recommending a share exchange ratio, against the fair value of the equity shares of AGTL would tantamount to AEL issuing its own equity shares to itself, as consideration for the fair value of AGTL. Hence, as AEL cannot issue its own equity shares to itself, the valuation of the equity shares of AGTL is not carried out. Consequently, the determination of a share exchange ratio for the amalgamation of AGTL into and with AEL is also therefore not required.

2.3.5. I have analyzed the shareholding patterns of ANIL and ATL. As the entire equity share capital of both ANIL and ATL is held by AEL, the economic interest of both ANIL and ATL is entirely vested in the same entity, AEL. As the Scheme envisages the amalgamation of ATL into and with ANIL, ascertaining the fair value of the equity shares of ATL and ANIL is not required, as AEL will continue to hold the entire economic interest in ANIL and ATL, pre and post the amalgamation. Hence, as the valuation of the equity shares would not alter the economic interest in any manner, the valuation of ANIL and ATL is not carried out. Accordingly, I have not performed the fair valuation but have ascertained the share exchange ratio to reflect the currently subsisting effective position of invested capital of the amalgamating companies pre and post amalgamation which shall reflect the same economic interest for AEL and its shareholders.

2.3.6. On the basis of my valuation analysis and methodologies adopted, I estimate the fair Value of the equity shares of AEBPL as on the Valuation Date, to be **INR 62.93 per equity share**. and the fair Value of the equity shares of AEL as on as on the Valuation Date, to be **INR 3,163.63 per equity share**.

2.3.7. I recommend a Fair Equity Share Exchange Ratio for Part II as under:

'11 (Eleven) equity shares of Adani Enterprises Limited of INR 1.00 each fully paid up for every 553 (Five Hundred and Fifty-Three) equity shares of Adani Emerging Businesses Private Limited of INR 10.00 each fully paid-up'.

2.3.8. I recommend a Fair Equity Share Exchange Ratio for Part III as under:

'1 (One) equity shares of Adani New industries Limited of INR 10.00 each fully paid up for every 10 (Ten) equity shares of Adani Tradecom Limited of INR 1.00 each fully paid-up'.

3. SOURCES OF INFORMATION

I have relied on the following information provided by AEL for the preparation of this Report:

3.1 Draft scheme of arrangement proposed between the Companies;

3.2 Shareholding pattern of AEL, ANIL, ATL, AGTL, AEMBPL and MSPVL as on the Valuation Date;



- 3.3 Audited financials of AEL, ANIL, ATL, AGTL, AEMBPL and MSPVL as on March 31, 2022, March 31, 2023, and March 31, 2024;
- 3.4 Provisional financials of AEBPL and MSPVL as on June 30, 2024;
- 3.5 Projected financial statements of MSPVL from FY 2025 to FY 2028;
- 3.6 Written Representations received from the management dated July 31, 2024;
- 3.7 Such other information, explanations and representations as required and as provided by the management of the Companies and considered relevant for purpose of preparing this Report.

4. SCOPE, USAGE AND PURPOSE OF THE REPORT

- 4.1 My scope of work involves determining the fair value of the equity shares of AEL, ANIL, ATL, AGTL and AEBPL, as applicable, as on the Valuation Date, and issue a Report to be used by the Board of Directors of the Companies as well as to represent to the regulatory authorities for compliance under the Companies Act, 2013.
- 4.2 The valuation presented in this Report is specific to this Valuation Date and the facts and circumstances mentioned in this Report.
- 4.3 This Report is my deliverable to this engagement.
- 4.4 The Companies shall not disclose the contents or use this Report for any other purpose whatsoever. This Report or any name reference or any part thereof of this Report shall not be utilized for any other purpose whatsoever and shall not form part of any public domain information or be shared with any third party unless it is expressly required by any regulatory authorities.

5. OVERVIEW OF THE COMPANIES

- 5.1 AEL ('CIN: L51100GJ1993PLC019067') is a listed public company. AEL along with its subsidiaries, associates and jointly controlled entities is a global integrated infrastructure player with businesses spanning across integrated resources management, mining services and commercial mining, new energy ecosystem, data center, airports, roads, copper, digital space, Food FMCG and others. The equity shares of AEL are listed on the Stock Exchanges. Some of the secured Non-Convertible Debentures ('NCDs') issued by AEL are listed on the Wholesale Debt Market segment of BSE.



5.2 The share holding pattern of AEL, as on the Valuation Date, is as follows:

Equity Shares with a face value of INR 1.00 each

| Shareholder Name | Equity Shares | Shareholding (%) |
|-----------------------------|-----------------------|------------------|
| Promoter and Promoter Group | 85,17,70,953 | 74.72 |
| Public | 28,82,30,168 | 25.28 |
| Total | 1,14,00,01,121 | 100.00 |

Source: www.bseindia.com accessed on the Valuation Date

5.3 ANIL ('CIN: U74999GJ2021PLC128328'), is a WOS of AEL, and is engaged in green hydrogen initiatives and the production of wind turbines and solar modules.

5.4 ATL ('CIN: U51909GJ2021PLC125926'), is a WOS of AEL, and is holding 74.00% of the equity share capital of Mundra Solar Energy Limited, a company which is engaged in the business of production of solar cells and solar photovoltaic modules at Mundra, District Kutch, Gujarat.

5.5 AGTL ('CIN: U29100GJ2016PLC086498') is a WOS of ATL, and is holding 51.00% of the equity share capital of Mundra Solar PV Limited. AGTL is also holding 100% of the equity shares of Mundra Solar Limited, a company which is engaged in the business of Engineering, Procurement and Construction for solar renewable projects.

5.6 AEBPL ('CIN: U51909GJ2021PTC128325') is a company holding 49.00% of the equity shares capital of Mundra Solar PV Limited.

5.7 The shareholding pattern of AEBPL, as on the Valuation Date, is as follows:

Equity Shares with a face value of INR 10.00 each

| Shareholder Name | Equity Shares | Shareholding (%) |
|----------------------------------|--------------------|------------------|
| Adani Tradeline Private Limited | 448,479,900 | 99.00 |
| Adani Properties Private Limited | 4,530,100 | 1.00 |
| Total | 453,010,000 | 100.00 |

Sources: Management Representation

5.8 MSPVL ('CIN: U74999GJ2015PLC083378') is a company engaged in manufacturing of solar photovoltaic modules / systems and solar cell. MSPVL has upgraded its cell and solar module manufacturing line to 2.00 GW with TOPCon technology. MSPVL is also involved in Engineering, Procurement and Construction ('EPC') business for solar energy projects, wherein MSPVL carries out work related to designing and engineering the project, procurement of material and service required for the project, construction work involving civil work and other works.

5.9 The share holding pattern of MSPVL as on the Valuation Date, is as follows:

Equity Shares with a face value of INR 10.00 each

| Shareholder Name | Equity Shares | Shareholding (%) |
|---|---------------------|------------------|
| Adani Green Technology Limited ('AGTL') | 46,83,71,005 | 51.00 |
| Adani Emerging Businesses Private Limited ('AEBPL') | 45,00,00,000 | 49.00 |
| Total | 91,83,71,005 | 100.00 |

Sources: Management Representation

6. SUMMARY OF THE SCHEME

The Scheme contemplates the amalgamation of AGTL and AEBPL with and into AEL and amalgamation of ATL into and with ANIL. The Proposed Scheme will include the following steps:

Part I deals with the definitions, interpretation, date of taking effect and share capital;

Part II deals with the amalgamation of AGTL (Amalgamating Company 1) and AEBPL (Amalgamating Company 2), into and with the AEL (Amalgamated Company) in accordance with the provisions of Sections 230 – 232 of the Companies Act, 2013;

Part III deals with the amalgamation of the ATL (Transferor Company) into and with the ANIL (Transferee Company) in accordance with the provisions of Sections 230 – 232 of the Companies Act, 2013;

Part IV deals with the general terms and conditions that would be applicable to the Scheme.

7. PROCEDURE FOR THE VALUATION

I have performed the following procedures to carry out this valuation analysis:

- 7.1 I had requested and was provided with the data as per the detailed requisition list;
- 7.2 Discussed with the representatives of AEL regarding the proposed Scheme;
- 7.3 Analyzed the financials of AEL, ANIL, ATL, AGTL and AEBPL;
- 7.4 Analyzed the business projections of MSPVL;
- 7.5 Selected valuation methodology as considered appropriate for the purpose of my valuation;
- 7.6 Obtained necessary data from the public domain, as considered relevant for my valuation analysis;



- 7.7 Determined the Fair Equity Share Exchange Ratio for Part II of the Scheme;
- 7.8 Determined the Fair Equity Share Exchange Ratio for Part III of the Scheme;
- 7.9 Prepared a draft report and shared it with the Companies (excluding the recommended Fair Equity Share Exchange Ratios) for confirming the facts stated in the Report;
- 7.10 Issued the final Fair Equity Share Exchange Ratio Report.

8. METHODOLOGY OF THE VALUATION

8.1 In order to arrive at the fair value of a company, there are three traditional approaches which can be considered:

8.1.1. Market approach:

The Market approach is a valuation approach that uses prices and other relevant information generated by market transactions involving identical or comparable assets, liabilities or a group of assets and liabilities, such as a business. The market approach should be applied and afforded significant weight if the subject asset or substantially similar assets are actively publicly traded, or there are frequent and / or recent observable transactions in similar assets.

8.1.2. Income approach:

The Income approach is a valuation approach that converts maintainable or future amounts such as cash flows or income and expenses, to a single current (discounted or capitalized) amount. The fair value measurement is determined based on the value indicated by current market expectations about those future amounts. The income approach should be applied and afforded significant weight if the income-producing ability of the asset is the critical element affecting value and / or reasonable projections of the amount and timing of future income are available for the subject asset.

8.1.3. Cost approach:

The Cost approach seeks to determine the business value based on the value of its assets. The Cost approach should be applied and afforded significant weight if the asset is not directly income-generating and the unique nature of the asset makes using an income approach or market approach unfeasible, or the asset can be recreated with substantially the same utility as the subject asset.



AEL

- 8.2 The equity shares of AEL are listed on the Stock Exchanges and are frequently traded, hence I have determined the value of the equity shares as per the Market Price Method under the Market Approach.

The Cost Approach is a historical approach of valuation and does not capture the income generating potential of AEL, and hence has not been used in my valuation..

Further, AEL along with its subsidiaries, associates and jointly controlled entities is a global integrated infrastructure player with businesses spanning across integrated resources management, mining services and other trading activities. These businesses have diverse economic risks and rewards. AEL also acts as an incubator for establishing new businesses in various areas like energy ecosystem, data center, airports, roads, copper, digital space and others that are at nascent stages which, as represented by the management, poses difficulty in estimating the earning potential of such businesses. Hence, I have not determined the value of AEL using the Income Approach. Moreover, as certain businesses do not have listed peers with similar risk and return parameters, I have not been able to use the Comparable Companies Multiple ('CCM') for determining the fair value of the equity shares of AEL.

AEBPL

- 8.3 AEBPL derives its entire value from its holding in MSPVL. Hence, AEBPL has been valued using the Cost Approach. MSPVL operates a 2GW solar module manufacturing plant at Mundra, Gujarat. I have considered it to determine the fair value of the equity shares of MSPVL using the DCF Method under the Income Approach, as the DCF Method takes into consideration the earning potential as well as the future prospects of the business. The Cost Approach is a historical approach of valuation and does not capture the income generating potential of MSPVL and hence has not been used in my valuation. I have not used the CCM Method for valuation of MSPVL due to lack of exact listed companies in India with similar risk - return profile.

AGTL

- 8.4 As AGTL is a WOS of ATL, which is a WOS of AEL, the economic interest of AGTL is entirely vested in the ultimate parent AEL. As the Scheme envisages the amalgamation of AGTL into and with AEL, ascertaining the fair value of the equity shares of AGTL and recommending a share exchange ratio, against the fair value of the equity shares of AGTL would be tantamount to AEL issuing its own equity shares to itself, as consideration for the fair value of AGTL. Hence, as AEL cannot issue its own equity shares to itself, the valuation of the equity shares of AGTL is not carried out.



ANIL & ATL

8.5 As the entire equity share capital of both ANIL and ATL is held by AEL, the economic interest of both ANIL and ATL is entirely vested in the same entity, AEL. As the Scheme envisages the amalgamation of ATL into and with ANIL, ascertaining the fair value of the equity shares of ATL and ANIL is not required, as AEL will continue to hold the entire economic interest in ANIL and ATL, pre and post the amalgamation. Hence, as the valuation of the equity shares would not alter the economic interest in any manner, the valuation of ANIL and ATL is not carried out.

8.6 Discounted Cash Flows Method

8.6.1 Under this method, the fair value of the equity shares of the company is arrived at by discounting the projected free cash flows to the firm or the equity holders including perpetual or terminal values using an appropriate discounting factor.

8.6.2 There are two fundamental approaches under this method: (i) Free Cash Flow to the Firm ('FCFF') or (ii) Free Cash Flow to the Equity ('FCFE'). Under the FCFF approach the free cash flows arrived at using the DCF methodology represent cash flows available to the equity owners of a business as well as its creditors. Such free cash flows in the explicit period and perpetuity / terminal value are discounted using the Weighted Average Cost of Capital ('WACC'), which is based on the cost of equity and the cost of debt adjusted for the capital structure applicable to the business. Under the FCFE approach the increase and decrease in debt is considered a part of the free cash flow computations and hence the free cash flow arrived at is the free cash flow available to the equity owners of the business. Such free cash flow in the explicit period and perpetuity / terminal value are discounted using the Cost of Equity applicable to the business.

8.6.3 I have thought it appropriate to adopt the Free Cash Flow to Fund approach in my valuation analysis as the business uses both debt and equity for funding their operations and FCFF appropriately represents the amount of free cash available for distribution to equity investors and debt holders.

8.6.4 The discount rate reflects the time value of money and the risk associated with the projected future cash flows. WACC is the discount rate used to discount the FCFF.

8.6.5 In order to estimate the cost of equity, I have applied the Capital Asset Pricing Model ('CAPM'). According to CAPM, the cost of equity consists of a risk-free rate and risk premium. The risk premium is calculated by multiplying the market risk premium by the beta factor, a measure of the systematic risk of an equity investment adjusted with the leverage in the company. An appropriate percentage of Company Specific Risk Premium ('CSR') is further added to account for the risks not captured.



8.6.6 Terminal value is the present value of all future cash flows expected to yield to a business at the end of the explicit period considering a mature phase of the business. The Terminal Value may be arrived at using the Gordon Growth Model, H-model, Exit Multiple, Salvage Value or Capitalization of Profit Method at the end of the explicit period.

8.6.7 The Terminal value of MSPVL has been determined using the Gordon Growth Model.

8.6.8 The present value of the residual value / terminal value is added to the respective present value of the explicit period cash flow to arrive at the equity value. The equity value arrived at is adjusted for the fair value of investments and non-operating surplus assets to determine the fair value of the equity shares.

8.7 REPRODUCTION METHOD

8.7.1 Under the Reproduction method, the fair value is the cost that a market participant shall have to incur to reproduce an asset with substantially the same utility (comparable utility) of the asset to be valued, adjusted for obsolescence.

8.7.2 I have considered the investment in MSPVL of AEBPL at fair value determined through DCF under the Income Approach. All the other assets and liabilities are considered at book value to determine the fair value of AEBPL.

8.8 MARKET PRICE METHOD

8.8.1 Under this method, the value of shares of a company is determined by taking the average of the market capitalization of the equity shares of such company as quoted on a recognized stock exchange over reasonable periods of time where such quotations are arising from the shares being regularly and freely traded in an active market, subject to the element of speculative support that may be inbuilt in the market price.

8.8.2 This method is important as the secondary equity market is not only a reflection of the fair value of the company, but also of the other market information to know the perception of the market prevailing during the span of time for which the price of the share is evaluated.

8.8.3 The equity shares of AEL are listed on the Stock Exchanges and are frequently traded. As per my evaluation, the traded turnover is higher at NSE in comparison to BSE. Subject to the implementation and acceptance of the proposed Scheme, AEL will be required to issue its equity shares to the shareholders of AEBPL. Accordingly, I have determined the fair value of the equity shares of AEL as per the pricing guideline for frequently traded shares under regulation 164(1) under Chapter V – Preferential Issue of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI (ICDR)').



8.8.4 As per regulation 164(1) of SEBI(ICDR) –

If the equity shares of the issuer have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- a. the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or*
- b. the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date*

8.8.5 The fair value for the equity shares of AEL has been determined as per regulation 164(1) of the SEBI (ICDR) as on the Valuation Date, i.e. the last working day immediately prior to the date of the board meeting for approval of the proposed Scheme.

9. BASIS FOR THE DETERMINATION OF SHARE EXCHANGE RATIO

9.1 The valuation of AEL, ANIL, ATL, AGTL and AEBPL, as applicable, has been arrived at based on the methodology explained hereinabove, various qualitative factors relevant to the business, business dynamics and growth potential of the business and taking into consideration the information, key underlying assumptions and limitations as articulated hereinabove.

9.2 As AGTL is a WOS of ATL, which is a WOS of AEL, the economic interest of AGTL is entirely vested in the ultimate parent AEL. As the Scheme envisages the amalgamation of AGTL into and with AEL, ascertaining the fair value of the equity shares of AGTL and recommending a share exchange ratio, against the fair value of the equity shares of AGTL would tantamount to AEL issuing its own equity shares to itself, as consideration for the fair value of AGTL. Hence, as AEL cannot issue its own equity shares to itself, the valuation of the equity shares of AGTL is not carried out. Consequently, the determination of a share exchange ratio for the amalgamation of AGTL into and with AEL is also therefore not required.

9.3 As the entire equity share capital of both ANIL and ATL is held by AEL, the economic interest of both ANIL and ATL is entirely vested in the same entity, AEL. As the Scheme envisages the amalgamation of ATL into and with ANIL, ascertaining the fair value of the equity shares of ATL and ANIL is not required, as AEL will continue to hold the entire economic interest in ANIL and ATL, pre and post the amalgamation. Hence, as the valuation of the equity shares would not alter the economic interest in any manner, the valuation of ANIL and ATL is not carried out. Accordingly, I have not performed the fair valuation but have ascertained the share exchange ratio to reflect the currently subsisting effective position of invested capital of the amalgamating companies pre and post amalgamation which shall reflect the same economic interest for AEL and its shareholders.



- 9.4 In the ultimate analysis, the Fair Equity Share Exchange Ratio will have to be arrived at by the exercise of judicious discretion and judgments taking into account all the relevant factors. There will always be several factors, such as the quality of management, present and prospective competition, market sentiment and other factors, which are not evident from financial information, but which influence the worth of a business. This concept is also recognized in judicial decisions.

10. ASSUMPTIONS, DISCLAIMERS, EXCLUSIONS, LIMITATIONS AND QUALIFICATIONS

- 10.1 This Report has been prepared for the purposes stated herein and should not be relied upon for any other purpose. This Report is restricted for the purposes as indicated in the Report but does not preclude the management of the Companies to provide a copy of this Report to the relevant regulatory authorities whose review would be consistent with the intended use. I do not take any responsibility for any unauthorized use of this Report.
- 10.2 This Report is presented to facilitate the Board of Directors of the Companies to ascertain the fair value of the equity shares of the Companies, as mentioned hereinabove.
- 10.3 The financial statements for the Companies as on the Valuation Date have not been shared with me. Based on the discussion with the management of the Companies, and representation received, I understand that no material change has happened between the date of the audited financials / provisional financials, and the Valuation Date.
- 10.4 I will not be liable for any losses, claims, damages, or liabilities arising out of the actions taken, omissions or advice given by any other person. In no event shall I be liable for any loss, damages, cost, or expenses arising in any way from fraudulent acts, misrepresentations, or willful default on part of the management of the Companies or its directors, employees, or agents of the Companies.
- 10.5 In the course of the determination of the Fair Equity Share Exchange Ratio, I was provided with both written and verbal information, which I have evaluated through broad inquiry, analysis and review but have not carried out a due diligence or audit of the information provided for the purpose. I have also relied on data from external sources also to conclude the Fair Equity Share Exchange Ratio. These sources are believed to be reliable and therefore, I assume no liability for the truth or accuracy of any data, opinions or estimates furnished by others that have been used in this analysis. I have not been provided with the reports from the Registered Valuer for the fair valuation of the immovable assets. Accordingly, I have considered the book value of the assets and the liabilities as their fair value.
- 10.6 The valuation of the Companies has been performed based on the last available financial statements, as shared by the management of the Companies. As implied by the financial



statements, the Companies are assumed to have those legal rights to the assets and be subject to those claims represented by the liabilities presented in the financial statements. As informed by the management of the Companies, there are no contingents liabilities which are expected to devolve or contingent assets with the Companies and there are no surplus assets in the Companies as of the date of this Report beyond those as are captured in this Report. Accordingly, I assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by and on behalf of the Companies.

- 10.7 Forward-looking statements and financial projections certified and provided by the management of the Companies have been considered for this Report. I do not provide any assurance on the achievability of the financial projections by the management of the Companies. I express no opinion as to how closely the actual results will correspond to the projected financials as the achievement of the financial projections is dependent on actions, plans and assumptions. As the events and the circumstances may not occur as are expected, the differences between the actual results and the financial projections might be material.
- 10.8 This Report and the results herein are specific to the purpose of valuation, are specific to the date of this Report and are necessarily based on the prevailing financial and economic conditions as well as the written and oral information, as made available by the management of the Companies as on date of this Report. Events occurring after this date may affect this Report and the assumptions used in preparing it, and I do not assume any obligation to update, revise or reaffirm this Report.
- 10.9 I have not carried out a revaluation of any assets of the Companies, nor physically verified any assets of the Companies.
- 10.10 This Report is for the consumption of the Board of Directors of the Companies to assist in the recommendation and approval of a fair exchange ratio for the Scheme. Under no circumstances does this Report opine on the legal, tax and accounting validity of the Scheme and nor should it be construed as so. The final responsibility for the recommendation of the Share Exchange Ratio at which the proposed Scheme shall take place will be with the Board of Directors of the Companies who should take into account other factors such as their own assessment of the proposed Scheme.
- 10.11 This Report does not constitute a fairness opinion, solvency opinion, or an investment recommendation and is not to be construed as giving an opinion on making or divesting investments.
- 10.12 I am independent of the Companies and hold no specific interest in the Companies or any of the assets of the Companies, nor do I have any conflict of interest with the Companies.
- 10.13 The fee for this Report is not contingent upon the result of the valuation arrived therein.



- 10.14 I am aware that based on the opinion of the value expressed in this Report, I may be required to give testimony or attend judicial proceedings with regard to the valuation, although it is out of scope of the assignment. In such an event, the party seeking the evidence in the proceedings shall bear the full cost and the fees of the judicial proceedings, and the tendering of evidence before such authority, if any, will be as per the applicable laws.

11. CONCLUSION

The computation of the Fair Equity Share Exchange Ratio for the proposed amalgamation of Adani Emerging Businesses Private Limited into and with Adani Enterprises Limited is as under:

(INR)

| Valuation Approach | Adani Emerging Businesses Private Limited (A) | | Adani Enterprises Limited (B) | |
|---|---|----------|-------------------------------|----------|
| | Value per equity share | Weight | Value per equity share | Weight |
| Cost Approach | 62.93 | 100.00 % | 342.77 | 0.00% |
| Income Approach | NA | 0.00% | NA | 0.00% |
| Market Approach - Market Price Method | NA | 0.00% | 3,163.63 | 100.00 % |
| Relative Value per equity share (Weighted Average) | 62.93 | | 3,163.63 | |
| Fair Equity Share Exchange Ratio (A / B) (Rounded) | 11/553 | | | |

I recommend a Fair Equity Share Exchange Ratio for Part II of the Scheme as under:

'11 (Eleven) equity shares of Adani Enterprises Limited of INR 1.00 each fully paid up for every 553 (Five Hundred and Fifty-Three) equity shares of Adani Emerging Businesses Private Limited of INR 10.00 each fully paid-up'.

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The computation of Fair Equity Share Exchange Ratio for the proposed amalgamation of Adani Tradecom Limited into and with Adani New Industries Limited is as under:

(INR)

| Valuation Approach | Adani Tradecom Limited (C) | | Adani New Industries Limited (D) | |
|---|----------------------------|--------|----------------------------------|--------|
| | Value per equity share | Weight | Value per equity share | Weight |
| Cost Approach | NA | NA | NA | NA |
| Income Approach | NA | NA | NA | NA |
| Market Approach | NA | NA | NA | NA |
| Relative Value per equity share (Weighted Average) | NA | | NA | |
| Fair Equity Share Exchange Ratio (C / D) (Rounded) | NA | | | |

I recommend a Fair Equity Share Exchange Ratio for Part III of the Scheme as under:

'1 (One) equity shares of Adani New industries Limited of INR 10.00 each fully paid up for every 10 (Ten) equity shares of Adani Tradecom Limited of INR 1.00 each fully paid-up'

Thanking you,

Roshan
Nilesh
Vaishnav

Digitally signed by
Roshan Nilesh
Vaishnav
Date: 2024.08.01
10:34:25 +05'30'



CA Roshan Nilesh Vaishnav

Registered Valuer – Securities or Financial Assets

ICAI RVO Membership Number – ICAIRVO/06/RV-P00014/2019-2020

IBBI Reg Number - IBBI/RV/06/2019/11653

UDIN: 24136335BKBHIT8715

Date: August 1, 2024

Place: Ahmedabad