

**FAIRNESS OPINION REPORT**  
**ON**  
**VALUATION OF SHARE EXCHANGE RATIO**  
**FOR**  
**THE PURPOSE OF PROPOSED AMALGAMATION**  
**OF**  
**TEMBO GLOBAL INFRA LIMITED**  
**(“TEMBO INFRA” OR “TRANSFEROR COMPANY”)**  
**WITH**  
**TEMBO GLOBAL INDUSTRIES LIMITED**  
**(“TEMBO INDUSTRIES” OR “TRANSFeree COMPANY”)**  
**AND**  
**THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS (IF ANY)**

**BY**



**Navigant Corporate Advisors Limited**

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**SEBI Registered Category I Merchant Banker**  
**SEBI Registration No. INM000012243**



## Notice to Reader

Navigant Corporate Advisors Limited ("Navigant" / "NCAL" or "Authors of the Report") is a SEBI registered 'Category I' Merchant banker in India and was engaged by Board of Directors of Tembo Global Industries Limited ("Tembo Industries" Or "Transferee Company") to prepare an Independent Fairness Opinion Report ("Report") with respect to providing an independent opinion and assessment as to fairness of Share Exchange Ratio / Swap Ratio determined by Dharmesh Lalitkumar Trivedi, Partner, KKCA Valuers LLP, Registered Valuer Entity (Firm IBBI Registration Number: IBBI/RV-E/07/2023/185) (referred to as "Valuer") an Independent Valuer for the purpose of Amalgamation of Tembo Global Infra Limited ("Tembo Infra" / "Transferor Company") with Tembo Global Industries Limited ("Tembo Industries" or "Transferee Company") pursuant to a Scheme of Amalgamation under section 230 to 232 read with other relevant provisions of the Companies Act, 2013 ("Scheme"). Tembo Infra and Tembo Industries are collectively referred as "Companies".

The Fairness Opinion Report ("Report") has been prepared on the basis of the review of information provided to Navigant and specifically the Report on Share Exchange Ratio / Swap Ratio (hereinafter referred as Valuation Report) prepared by Valuer on an independent basis. This report is limited to provide its fairness opinion on the Valuation Report.

The information contained in this Report is selective and is subject to updations, expansions, revisions and amendment. It does not purport to contain all the information recipients may require. No obligation is accepted to provide recipients with access to any additional information or to correct any inaccuracies which might become apparent.

This Report is based on data and explanations provided by the management and certain other data pulled out from various websites believed to be reliable. Neither the Company nor Navigant, nor affiliated bodies corporate, nor the directors, shareholders, managers, employees or agents of any of them, makes any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information contained in the Report. All such parties and entities expressly disclaim any and all liability for or based on or relating to any such information contained in, or errors in or omissions from, this Report or based on or relating to the Recipients' use of this Report.



**Date: December 26, 2025**

**To**  
**The Board of Directors,**  
**Tembo Global Infra Limited**  
**("Tembo Infra" or "Transferor Company")**  
Plot No. D-146/147, TTC MIDC, Turbhe,  
Navi Mumbai 400705,  
Maharashtra, India

**To**  
**The Board of Directors,**  
**Tembo Global Industries Limited**  
**("Tembo Industries" or "Transferee Company")**  
Plot No. D-146/147, TTC MIDC, Turbhe,  
Navi Mumbai 400705,  
Maharashtra, India

**Dear Members of the board,**

### **Engagement Background**

We understand that the Board of Directors of Tembo Global Infra Limited ("Tembo Infra" / "Transferor Company") with Tembo Global Industries Limited ("Tembo Industries" or "Transferee Company") and their respective shareholders and creditors (if any) ("the Scheme") for Amalgamation/ Merger under the provisions of Sections 230 to 232 read with other relevant provisions of the Companies Act, 2013, as may be applicable, and also read with Section 2(1B) and other relevant provisions of the Income-tax Act, 1961, as may be applicable, for Amalgamation of Tembo Global Infra Limited ("Tembo Infra" or "Transferor Company") with Tembo Global Industries Limited ("Tembo Industries" or "Transferee Company") on a going concern basis.

We understand that the Valuation as well as the swap ratio thereof is based on the Valuation Certificate dated December 26, 2025 issued by Dharmesh Lalitkumar Trivedi, Partner, KKCA Valuers LLP, Registered Valuer Entity (Firm IBBI Registration Number: IBBI/RV-E/07/2023/185) (referred to as 'Valuer').

We, Navigant Corporate Advisors Limited, a SEBI registered Category-I Merchant Banker, have been engaged by Tembo Infra to give a fairness opinion ("Opinion") on Valuation Certificate dated December 26, 2025 issued by Dharmesh Lalitkumar Trivedi, Partner, KKCA Valuers LLP, Registered Valuer Entity (Firm IBBI Registration Number: IBBI/RV-E/07/2023/185) (referred to as 'Valuer').



## Background of the Companies

### **Tembo Global Infra Limited (“Tembo Infra” / “Transferor Company”)**

Tembo Global Infra Limited is a public limited company incorporated under the Companies Act, 2013 on January 20, 2024 with CIN – U43299MH2024PLC417679 and having its registered office at Plot No. D-146/147, TTC MIDC, Turbhe, Navi Mumbai 400705, Maharashtra, India. The Transferor Company is engaged into manufacturing of ERW pipes, EPC Business.

The authorised, issued, subscribed and paid-up share capital of Transferor Company as on the date of this Scheme being approved by the Board of Directors of Transferor Company, being December 26, 2025, is as under:

Particulars	Amount (INR)
<b><u>AUTHORISED SHARE CAPITAL</u></b> 1,00,000 equity shares of INR 10/- each.	10,00,000/-
<b>Total</b>	10,00,000/-
<b><u>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL</u></b> 1,00,000 equity shares of INR 10/- each.	10,00,000/-
<b>Total</b>	10,00,000/-

As on date, 27% of equity shares of the Transferor Company are held by the Transferee Company.

The shares and/ or other securities of the Transferor Company are not listed on any stock exchanges.



### **Tembo Global Industries Limited (“Tembo Industries” or “Transferee Company”)**

Tembo Global Industries Limited is a public limited company, which is listed on The National Stock Exchange of India Limited, incorporated under the Companies Act, 1956 on June 16, 2010 with CIN – L24100MH2010PLC204331 and validly existing under the provisions of the Companies Act, 2013 and having its registered office at Plot No. D-146/147, TTC MIDC, Turbhe, Navi Mumbai 400705, Maharashtra, India. The Transferee Company is in the business of wide range of production. The Transferee Company has a varied product portfolio and a wide scope including jobbing, machining, manufacturing and fabrication of various engineering goods, steel products, nuts, bolts, various types of clamps, saddle hose clamps, various types of hangers, various types of Bolts etc. Further our product portfolio includes all types of bathroom pipes, fittings, bathroom accessories and sanitary wares. These products are used in the applications for Firefighting, Plumbing, HVAC, Mechanical and Electrical Installations.

Number of shares outstanding on fully diluted basis are 2,05,55,198.

The shares of the Transferee Company are listed on National Stock Exchange of India Limited.



## Transaction Overview and Rational

The Transferee Company has a varied product portfolio and a wide scope including jobbing, machining, manufacturing and fabrication of various engineering goods, steel products, nuts, bolts, various types of clamps, saddle hose clamps, various types of hangers, various types of Bolts etc. Further our product portfolio includes all types of bathroom pipes, fittings, bathroom accessories and sanitary wares. These products are used in the applications for Firefighting, Plumbing, HVAC, Mechanical and Electrical Installations. The Transferor Company is engaged into manufacturing of ERW pipes, EPC Business.

The Transferor Company and the Transferee Company are ultimately owned and controlled by same Promoter and Promoter Group. The proposed amalgamation of Transferor Company with the Transferee Company would result in the following benefits:

- (a) Economies of scale, greater integration, greater flexibility, most effective network and greater market reach for the amalgamated entity will improve the competitive position of the combined entity;
- (b) Providing an opportunity to leverage combined assets, capabilities, experience, expertise of both companies enabling optimum utilization of existing resources;
- (c) Improved cash flows and more efficient utilization of capital, human resources and infrastructure to create a stronger base for future growth, enhance future business potential, and achieve greater efficiencies, productivity gains and advantages by pooling of resources of the group companies thereby significantly contributing to the future growth and maximizing shareholder's value
- (d) Synergies arising out of consolidation of resources which will lead to efficiency in operations and other functions related to the businesses of the Companies;
- (e) Achieve simplified corporate structure, by way of reducing the number of entities in the group.
- (f) Elimination of duplication of administrative expenses and enabling cost savings.
- (g) Carrying on and conducting the business more efficiently and advantageously, ensuring more productive and optimum utilization of various resources.
- (h) Elimination of potential conflicts of interest and alignment of business objectives by consolidating group operations under a single listed entity, thereby enhancing transparency and focus in decision-making.
- (i) Enhancement of scale, net worth and overall financial strength of the Transferee Company, resulting in improved balance sheet metrics, credit profile and long-term sustainability of the combined entity.



- (j) Creation of long-term value for public shareholders of the Transferee Company through operational efficiencies, improved financial performance, simplified governance structure and enhanced strategic flexibility.
- (k) Establishment of a simplified and robust regulatory and governance framework by reducing the number of group entities, leading to better compliance, reporting efficiency and corporate governance practices.

In view of the above, the Scheme will be beneficial and not prejudicial to the interests of the shareholders, employees, creditors, customers and other stakeholders of the Transferor Company and the Transferee Company, and there is no likelihood that the interests of any stakeholders would be prejudiced as a result of the Scheme.

#### **Information relied upon:**

We have prepared the fairness opinion report on the basis of the information provided to us and inter alia the following:

- Share Exchange ratio report dated December 26, 2025 issued by Dharmesh Lalitkumar Trivedi, Partner, KKCA Valuers LLP, Registered Valuer Entity (Firm IBBI Registration Number: IBBI/RV-E/07/2023/185) (referred to as 'Valuer');
- Other information and explanations as provided by the management.

Further, we had discussions on such matters which we believe are necessary or appropriate for the purpose of issuing the valuation report.

We assume no responsibility for the legal, tax, accounting or structuring matters including, but not limited to, legal or title concerns. We understand that the Company has carried independent valuation of the asset of the Company Title to all subject business assets is assumed to be good and marketable and we would urge the company to carry out the independent assessment of the same.

We have been informed that all information relevant for the purpose of issuing the Fairness Opinion report has been disclosed to us and we are not aware of any material information that has been omitted or that remains undisclosed.





## Valuation Approaches and Methodologies:

The valuation methodologies used by registered valuer to arrive at the value attributable to the equity shareholders of Tembo Global Infra Limited ("Tembo Infra" / "Transferor Company") with Tembo Global Industries Limited ("Tembo Industries" or "Transferee Company") are discussed hereunder:

### I. Valuation Approach

Valuer has informed that for the purpose of transaction, generally following valuation approaches can be considered, viz,

- (a) The 'Underlying Asset' approach,
- (b) The 'Income' approach and
- (c) The 'Market' approach

#### Underlying Asset Approach

Valuer has informed that the value arrived at under this approach is based on the audited financial statements of the business and may be defined as Shareholders' Funds or Net Assets owned by the business. The balance sheet values are adjusted for any contingent liabilities that are likely to materialise.

The Net Asset Value is generally used as the minimum break-up value for the transaction since this methodology ignores the future return the assets can produce and is calculated using historical accounting data that does not reflect how much the business is worth to someone who may buy it as a going concern.

Under Underlying Asset Approach, the value of the Companies is determined by dividing the net assets of the Companies by the number of outstanding shares.

#### Income Approach - Discounted Cash Flows ("DCF")

Valuer has informed that DCF uses the future free cash flows of the company's discounted by the firm's weighted average cost of capital (the average cost of all the capital used in the business, including debt and equity), plus a risk factor measured by beta, to arrive at the present value.

Beta is an adjustment that uses historical stock market data to measure the sensitivity of the company's cash flow to market indices, for example, through business cycles.

The DCF method is a strong valuation tool, as it concentrates on cash generation potential of a business. This valuation method is based on the capability of a company to generate cash flows in the future. The free cash flows are projected for a certain number of years and then discounted at a discount rate that reflects a company's cost of capital and the risk associated with the cash flows it generates.





## Market Approach

### (i) Comparable Company Market Multiple Method

Valuer has informed that, under this methodology, market multiples of comparable listed companies are computed and applied to the business being valued in order to arrive at a multiple based valuation. The difficulty here in the selection of a comparable company since it is rare to find two or more companies with the same product portfolio, size, capital structure, business strategy, profitability and accounting practices.

### (ii) Comparable Transactions Multiple Method

Valuer has informed that, this approach is somewhat similar to the market multiples approach except that the sales and EBITDA multiples of reported transactions in the same industry in the recent past are applied to the sales and EBITDA of the business being valued.

Valuer has informed that; Since the Tembo Industries shares are listed the same has been valued as per this approach. This approach should streamline with the valuation criteria in accordance with **Regulation 164(1) of the ICDR Regulations** for preferential allotment of shares to the investors.

*Regulation 164 (1) provides that when allotment of less than 5% of post issue fully diluted share capital then share shall be valued at-*

*Higher of:*

*90/110 trading days' Volume Weighted Average Price (VWAP) of the scrip preceding the relevant date, whichever is higher, or*

*any stricter provision in the Article of Association (AOA) of the issuer company.*

Valuer has informed that; Keeping in view the transaction to be undertaken, for the purpose of the present valuation, valuer has thought fit to use a combination of Market approach (Comparable Company Market Multiple Method) and Income approach (Discounted Cash Flow Method) for valuation of the Tembo Infra and Market approach and Income approach for Tembo Industries in accordance with the SEBI Guidelines.

Valuer has informed that; Keeping in view the availability of information from the company, the valuation of Tembo Infra as per the Discounted Cash Flow Method and Comparable Company Market Multiple Method has been conducted as on 30<sup>th</sup> September, 2025.

### Conclusion ratio:

Valuation Approach	TEMBO INFRA		TEMBO INDUSTRIES	
	Value Per Share (INR)	Weight (%)	Value Per Share (INR)	Weight (%)
Asset Approach	195.03	-	137.53	-
Income Approach	26,821.15	50%	755.77	50%
Market Approach	10,406.56	50%	752.84	50%
Relative Value per Share	18,613.86	100%	754.31	100%
Share Exchange Ratio	24.6768		1	

24.6768 Equity Shares of Transferee Company of INR 10 (Indian Rupee Ten) each fully paid up, for every 1 Equity Share of Transferor Company of INR 10 (Indian Rupee Ten) each fully paid up.



## Exclusions and Limitations

Our opinion and analysis are limited to the extent of review of the valuation report by the valuer and the Draft scheme document. In connection with the opinion, we have reviewed:

- A) Draft Scheme Document
- B) Valuation Report dated December 26, 2025 issued by Dharmesh Lalitkumar Trivedi, Partner, KKCA Valuers LLP, Registered Valuer Entity (Firm IBBI Registration Number: IBBI/RV-E/07/2023/185).
- C) Audited Financial Statements of the Companies for FY 2024-25
- D) Limited Reviewed Standalone Financial Statements of Tembo Infra as on 30<sup>th</sup> September, 2025
- E) Limited Reviewed Standalone and Consolidated Financial Statements of Tembo Industries as on 30<sup>th</sup> September, 2025
- F) Data available on public domain
- G) Representation Letter from the Management including assumptions on the projected balance sheet, profit and loss account and cash flow statement for FY 2025-26 to FY 2030-31
- H) Other relevant details regarding the Companies such as their history, past and present activities, existing shareholding pattern and other relevant information and data
- I) Proposed draft scheme of amalgamation
- J) Such other information and explanations as we required, and which have been provided by the Management of the Companies including Management Representations

This opinion is intended only for the sole use and information of Tembo Infra and Tembo Industries in connection with the Scheme, including for the purpose of obtaining judicial and regulatory approvals, and for no other purpose. We are not responsible in any way to any person/party/statutory authority for any decision of such person or party or authority based on this opinion. Any person/party intending to provide finance or invest in the shares/business of either Tembo Infra and Tembo Industries or their subsidiaries /joint ventures/associates shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision.

For the purpose of this assignment, Navigant has relied on the Valuation Certificate for the proposed "Scheme of Amalgamation" of Tembo Infra and Tembo Industries their respective shareholders and information and explanation provided to it, the accuracy whereof has not been evaluated by Navigant. Navigant's work does not constitute certification or due diligence of any past working results and Navigant has relied upon the information provided to it as set out in working results of the aforesaid reports.

Navigant has not carried out any physical verification of the assets and liabilities of the companies and takes no responsibility on the identification and availability of such assets and liabilities.

We hereby give our consent to present and disclose the Fairness Opinion in the general meetings of the shareholders of Tembo Infra and Tembo Industries, to the Stock Exchange, NCLT, and to the Registrar of Companies or any other Appropriate Authority. Our opinion is not, nor should it be construed as our opining or certifying the compliance of the proposed scheme of Amalgamation with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon.



The information contained in this report is selective and is subject to updating, expansions, revisions and amendment, if any. It does not purport to contain all the information recipients may require. No obligation is accepted to provide recipients with access to any additional information or to correct any inaccuracies which might become apparent. Recipients are advised to independently conduct their own investigation and analysis of the business of the Companies.

The report has been prepared solely for the purpose of giving a fairness opinion on Valuation Certificate issued for the proposed Scheme of Amalgamation between Tembo Infra and Tembo Industries their respective shareholders and Creditors, if any and may not be applicable or referred to or quoted in any other context.

Our opinion is dependent on the information provided to us being complete and accurate in all material respects. Our scope of work does not enable us to accept responsibility for the accuracy and completeness of the information provided to us.

The scope of our assignment does not involve performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any financial or analytical information used during the course of our work. As such we have not performed any audit, review or examinations of any of the historical or prospective information used and, therefore, do not express any opinion with regard to the same. In addition, we do not take any responsibility for any changes in the information used for any reason, which may occur subsequent to this date.

One should note that valuation is not an exact science and that estimating values necessarily involves selecting a method or approach that is suitable for the purpose.

We have assumed that the Final Scheme will not differ in any material respect from the Draft Scheme Document shared with us.

Our opinion is based on the estimates of future financial performance as projected by the Company Management / valuer, which represents their view of reasonable expectation at the point of time when they were prepared, but such information and estimates are not offered as assurances that the particular level of income or profit will be achieved or events will occur as predicted. Actual results achieved during the period covered by the prospective financial statements may vary from those contained in the statement and the variation may be material. The fact that we have considered the projections as projected by the management / valuer for their working purposes, should not be construed or taken as our being associated with or a party to such projections.

We do not express any opinion as to any tax or other consequences that might arise from the Scheme on Tembo Infra and Tembo Industries and their respective shareholders, nor does our opinion address any legal, tax, regulatory or accounting matters, as to which we understand that the respective companies have obtained such advice as they deemed necessary from qualified professionals. We have undertaken no independent analysis of any potential or actual litigation, regulatory action, possible unasserted claims, government investigation or other contingent liabilities to which Tembo Infra and Tembo Industries and/or their associates/ subsidiaries, are or may be party.



The company has been provided with an opportunity to review the Draft Opinion as part of our standard practice to make sure that factual inaccuracy/omissions are avoided in our Final Opinion. 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 or any matter thereto.

### **Our Fairness Opinion:**

Based upon valuation work carried out by Dharmesh Lalitkumar Trivedi, Partner, KKCA Valuers LLP, Registered Valuer Entity (Firm IBBI Registration Number: IBBI/RV-E/07/2023/185) (referred to as 'Valuer') we are of the opinion that the purpose of the proposed Amalgamation of Tembo Infra and Tembo Industries is fair, from a financial point of view.

The fairness of the Proposed Amalgamation / Merger is tested by:

- (1) Considering whether the Valuation methods adopted by Dharmesh Lalitkumar Trivedi, Partner, KKCA Valuers LLP, Registered Valuer Entity (Firm IBBI Registration Number: IBBI/RV-E/07/2023/185) (referred to as 'Valuer') depict a correct picture on the value of shares of all companies;
- (2) Calculating the fair market value of companies;
- (3) Considering qualitative factors such as economies of scale of operations, synergy benefits that may result from the proposed Amalgamation / Merger of Tembo Infra and Tembo Industries.

The rationale for Share Exchange ratio as explained above, as assumed by Dharmesh Lalitkumar Trivedi, Partner, KKCA Valuers LLP, Registered Valuer Entity (Firm IBBI Registration Number: IBBI/RV-E/07/2023/185) (referred to as 'Valuer') is justified.

We are in opinion that, Dharmesh Lalitkumar Trivedi, Partner, KKCA Valuers LLP, Registered Valuer Entity (Firm IBBI Registration Number: IBBI/RV-E/07/2023/185) (referred to as 'Valuer') has fairly estimated the fair value of companies and has covered all the aspects required for the valuation exercise.

This being of our best of professional understanding, we hereby sign the Fairness Opinion report on valuation.

**For Navigant Corporate Advisors Limited**



**Sarthak Vijlani**

**Managing Director**

**Date: December 26, 2025**

**Place: Mumbai**