

# **KKCA VALUERS LLP**

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## **Determination of Share Exchange Ratio**

**for the proposed  
Scheme of Amalgamation of**

**Tembo Global Infra Limited  
with  
Tembo Global Industries Limited**

**STRICTLY PRIVATE & CONFIDENTIAL**

**26<sup>th</sup> December, 2025**

**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**

**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**

**Re: Recommendation of Share Exchange Ratio for proposed amalgamation of Tembo Industries and Tembo Infra**

As requested by the Management of Tembo Infra, we have undertaken the valuation exercise of equity shares of Tembo Infra and Tembo Industries for recommending the share exchange ratio for the proposed amalgamation of Tembo Infra with Tembo Industries pursuant to a Scheme of Amalgamation under Sections 230 to 232 of the Companies Act, 2013. As discussed with the Management, on the basis of our draft workings, the shareholders have agreed to the swap ratio calculated herein in Para 6 and entered into a shareholders’ agreement.

Tembo Infra and Tembo Industries are hereinafter individual referred to as “Company” and collectively referred to as the “Companies”.

**1. Purpose of Valuation**

- 1.1 We have been informed by the Board of Directors that the Companies are considering a proposed amalgamation of Tembo Infra with Tembo Industries (“**the transaction**”). In consideration for the transaction, equity shares of Tembo Industries would be issued to the equity shareholders of Tembo Infra.
- 1.2 For this purpose, Dharmesh Lalitkumar Trivedi (Chartered Accountant), partner of KKCA Valuers LLP, Registered Valuer Entity have carried out the relative valuation of shares of Tembo Industries and Tembo Infra with a view to recommend share exchange ratio as on 24 December, 2025 (“**Valuation Date**”) of shares of Tembo Industries to be issued to the shareholders of Tembo Infra.
- 1.3 This report sets out our recommendation of the share exchange ratio for proposed amalgamation of Tembo Infra with Tembo Industries and discusses the methodologies and approach considered in the computation of respective ratios.

**2. Brief Background of the Companies**

- 2.1 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.
- 2.2 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 vide 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.

### **3. Sources of Information**

For the purpose of the valuation exercise, we have relied upon the following sources of information provided by the management of the Companies:

- Audited Financial Statements of the Companies for FY 2024-25
- Unaudited Standalone Financial Statements of Tembo Infra as on 30<sup>th</sup> September, 2025
- Unaudited Standalone and Consolidated Financial Statements of Tembo Industries as on 30<sup>th</sup> September, 2025
- Data available on public domain
- 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
- Other relevant details regarding the Companies such as their history, past and present activities, existing shareholding pattern and other relevant information and data
- Proposed draft scheme of amalgamation
- Such other information and explanations as we required, and which have been provided by the Management of the Companies including Management Representations

### **4. Exclusions and Limitations**

- 4.1 Our report is subject to the scope limitations detailed hereinafter. As such the report is to be read in totality, and not in parts, in conjunctions with the relevant documents referred to herein and in the context of the purpose for which it is made.
- 4.2 Valuation is not a precise science and the conclusions arrived at will be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single value. While we have provided an assessment of value by applying certain formulae which are based on the information available, others may place a different value.
- 4.3 Our scope of work does not enable us to accept responsibility for the accuracy and completeness of the information provided to us. We have, therefore, not performed any audit, review or examination of any of the historical or prospective information used and therefore, does not express any opinion with regards to the same.
- 4.4 The valuation worksheets prepared for the exercise are proprietary to valuer and cannot be shared. Any clarifications on the workings will be provided on request as per the terms of our engagement.
- 4.5 No investigation on the Companies' claim to title of assets has been made for the purpose of this valuation and their claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the accounts. Therefore, no responsibility is assumed for matters of a legal nature.
- 4.6 Our work does not constitute an audit or certification of the historical statements/ prospective results of the Companies and information sourced from public domain, referred to in this report.

We have, therefore, not performed any due diligence procedure on the historical data/ prospective results and information sourced from public domain. Further, we do not accept responsibility for the accuracy and completeness of the information provided to us by the Companies/ auditors/ consultants and accordingly, we are unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report and consequential impact on the present exercise.

- 4.7 Valuation analysis and results are specific to the purpose of valuation and the valuation date mentioned in the report and is as per the agreed terms of our engagement. In the course of the valuation, we were provided with both written and verbal information. Our conclusions are based on the assumptions, forecasts and other information given by/on behalf of the Companies. We assume no responsibility for any errors in the above information furnished by the Companies and consequential impact on the present exercise.
- 4.8 Our recommendation is based on the estimates of future financial performance as projected by the management of the Companies, which represents their view of reasonable expectation at the point of time when they were prepared, after giving due considerations to commercial and financial aspect of the Companies and the industry in which the Companies operate. 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 recommendation contained herein is not intended to represent value at any time other than Valuation Date.
- 4.9 A valuation of this nature involves consideration of various factors including those impacted by prevailing market trends in general and industry trends in particular. This report is issued on the understanding that the respective management of the Companies has drawn our attention to all matters, which they are aware of concerning the financial position of the Companies and any other matter, which may have an impact on our opinion, on the fair value of the shares of the Companies including any significant changes that have taken place or are likely to take place in the financial position of the Companies. We have no responsibility to update this report for events and circumstances occurring after the date of this report.
- 4.10 The fee for the engagement and this report is not contingent upon the results reported.
- 4.11 This report is prepared only in connection with the proposed transaction as explained in Para 1. It is exclusively for the use of the companies and for submission to any regulatory/ statutory authority as may be required under any law.
- 4.12 Our report is not, nor should it be construed as our opining or certifying the compliance of the proposed transaction with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising from such proposed transaction.
- 4.13 Any person/ party intending to provide finance/ invest in the shares/ convertible instruments/ business of the Companies 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.
- 4.14 The decision to carry out the transaction (including consideration thereof) lies entirely with the Management/ the Board of Directors of the Companies and our work and our finding shall not constitute a recommendation as to whether or not the Management / the Board of Directors of the Companies should carry out the transaction.
- 4.15 Our report is meant for the purpose mentioned in Para 1 only and should not be used for any purpose other than the purpose mentioned therein. The report should not be copied or reproduced

without obtaining our prior written approval for any purpose other than the purpose for which it is prepared. In no event, regardless of whether consent has been provided, shall KKCA Valuers LLP assume any responsibility to any third party to whom the report is disclosed or otherwise made available.

4.16 We do not make any representation, or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information, based on which the valuation is carried out. All such parties expressly disclaim any and all the liabilities for or based on or relating to any such information contained in the valuation.

## 5. Valuation Approach

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**

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”**

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**

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

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.

Since the shares of Tembo Industries 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:*

*90/10 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.*

Keeping in view the transaction to be undertaken, for the purpose of the present valuation, we have 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 for Tembo Industries in accordance with the SEBI Guidelines.

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 September, 2025.

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## 6. Recommendation of Share Exchange Ratio

6.1 The fair value basis of amalgamation of Tembo Infra with Tembo Industries would have to be determined after taking into consideration all the factors and methodologies mentioned hereinabove. For the purpose of recommending a share exchange ratio, it is necessary to arrive at a single value for the shares of the Companies. It is however important to note that in doing so, we are not attempting to arrive at the absolute values of the shares of each company. Our exercise is to work out relative value of shares of the Companies to facilitate the determination of a share exchange ratio. As mentioned above, we have considered a combination of Income and Market approach for arriving at the value per share of Tembo Infra and given equal weightage to both the approaches. Further, since Tembo Industries is a listed company, we have considered the Market approach for valuation since we believe that this would reflect the true fair value of the shares.

Valuation Approach	TEMBO INFRA		TEMBO INDUSTRIES	
	Value Per Share (INR)	Weight (%)	Value Per Share (INR)	Weight (%)
<b>Asset Approach</b>	<b>195.03</b> (Annexure 1.1)	-	<b>137.53</b> (Annexure 2.1)	-
<b>Income Approach</b>	<b>26,821.15</b> (Annexure 1.2)	50%	<b>755.77</b> (Annexure 2.2)	50%
<b>Market Approach</b>	<b>10,406.56</b> (Annexure 1.3)	50%	<b>752.84</b> (Annexure 2.3)	50%
<b>Relative Value per Share</b>	<b>18,613.86</b>	<b>100%</b>	<b>754.31</b>	<b>100%</b>
<b>Share Exchange Ratio</b>	<b>24.6768</b>		<b>1</b>	

6.2 The share exchange ratio has been arrived on the basis of a relative valuation of the shares of the Companies based on the approaches explained herein earlier and various qualitative factors relevant to each company and the business dynamics and growth potential of the businesses of the companies, having regard to information base, management representations and perceptions, key underlying assumptions and limitations.

6.3 In the ultimate analysis, valuation will have to involve the exercise of judicious discretion and judgement taking into account all the relevant factors. There will always be several factors, e.g., present and prospective competition, yield on comparable securities and market sentiments, etc. which are not evident from the face of the balance sheet, but which will strongly influence the worth of a share. This concept is also recognized in judicial decisions. For example, Viscount Simon Bd in Gold Coast Selection Trust Ltd. vs. Humphrey reported in 30 TC 209 (House of Lords) and quoted with approval by the Supreme Court of India in the case reported in 176 ITR 417 as under:

*'If the asset takes the form of fully paid shares, the valuation will take into account not only the terms of the agreement but a number of other factors, such as prospective yield, marketability, the general outlook for the type of business of the company which has allotted the shares, the result of a contemporary prospectus offering similar shares for subscription, the capital position of the company, so forth. There may also be an element of value in the fact that the holding of the shares gives control of the company. If the asset is difficult to value, but is nonetheless of a money value, the best valuation possible must be made. Valuation is an art, not an exact science. Mathematical certainty is not demanded, nor indeed is it possible.'*

6.4 Considering the aforesaid, in our opinion, the share exchange ratio for the proposed transaction would be:

**24.7248 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.**

6.5 This conclusion is subject to the Exclusions and Limitations as set out in Para 4.

6.6 In Accordance with my standards of practice, the Management has been provided with an opportunity to review factual information in my draft Certificate to ensure that factual inaccuracies, omissions, etc. are avoided in my final Certificate. I state that I am independent of the shareholders, directors and management of the Companies and do not have any financial association with the shareholders, directors and management of the Companies other than receipt of fees in connection with the professional services provided. My fee for the engagement is not contingent upon the results reported.

Thank you,

Yours faithfully

**Dharmesh Lalitkumar Trivedi**  
**Partner**  
**KKCA Valuers LLP**  
**Registered Valuers**

**IBBI Reg No: IBBI/RV/06/2019/11302**  
**(Chartered Accountant & Registered Valuer – Securities or Financial Assets)**

**Firm IBBI Reg No.: IBBI/RV-E/07/2023/185**  
**(Land & Building, Plant & Machinery, Securities or Financial Assets)**

**ICAI Membership No.: 040961 (FRN 148007W)**

**Date: 26<sup>th</sup> December, 2025**  
**Place: Mumbai**  
**UDIN: 25040961VJEBDW8850**

**Encl:**

1. Annexure 1 Valuation Summary for Tembo Infra
2. Annexure 2 Valuation Summary for Tembo Industries

## Annexure 1.1

Valuation of Tembo Infra by Asset Approach

## Computation of Fair Value of Equity shares by Net Assets Value Method

Particulars	Amount in INR lakhs	
	Book Value	Fair Value
<b>I. ASSETS</b>		
<b>(1) Non-Current Assets</b>		
<i>(a) Fixed Assets</i>		
(i) Property, Plant and Equipment	38.34	38.34
(ii) Intangible Assets	-	-
(ii) Capital Work-in-Progress	-	-
(iv) Intangible Assets Under Developments	-	-
<i>(b) Right to use assets</i>	-	-
<i>(c) Financial assets - loans and advances</i>	-	-
<b>(2) Current Assets</b>		
(a) Current Investments	-	-
(b) Inventories	742.97	742.97
(c) Trade Receivables	1,041.74	1,041.74
(d) Cash and Cash Equivalents	2.56	2.56
(e) Short-Term Loans and Advances	26.79	26.79
(f) Other Current Assets	1,067.24	1,067.24
<b>Total Assets</b>	<b>2,919.65</b>	<b>2,919.65</b>
<b>II. LIABILITIES</b>		
<b>(1) Non-Current Liabilities</b>		
(a) Long-Term Provisions	-	-
(b) Deferred Tax Liabilities (Net)	0.27	0.27
<b>(2) Current Liabilities</b>		
(a) Short-Term Borrowings	1,610.55	1,610.55
(b) Trade Payables	1,046.42	1,046.42
(c) Other Current Liabilities	1.24	1.24
(d) Short-Term Provisions	3.83	3.83
(e) Other Tax Liabilities	62.32	62.32
<b>Total Liabilities</b>	<b>2,724.63</b>	<b>2,724.63</b>
<b>Net Assets Value</b>	<b>195.03</b>	<b>195.03</b>
No. of shares	1,00,000	1,00,000
<b>NAV per share</b>	<b>195.03</b>	<b>195.03</b>

**Note:** We have not considered the NAV method for the Recommendation of Share Exchange Ratio in Para 6 since it relies on historical data, the NAV method does not consider a company's future earnings potential, growth prospects, or the value of intangible assets that contribute to future cash flows. The NAV method is suitable for companies whose main value lies in the assets.

## Annexure 1.2

Valuation of Tembo Infra by Income Approach

The management of the company has provided the projected cash flow statement for the period commencing from the FY 2025-26 to FY 2030-31 which we have used for our analysis and the same is given below:

PARTICULARS	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Figures In Lakhs
	Mar-26	Mar-27	Mar-28	Mar-29	Mar-30	Mar-31	
	6 months	12 months	12 months	12 months	12 months	12 months	
<b>Cash Flow from various Activities</b>							
<b>A. Cash Flow From Operating Activities</b>							
EBITDA	2,778.01	4,366.07	5,670.42	7,063.32	7,700.43	8,574.07	
Changes in working Capital and Loans & advances	(619.04)	(1,309.05)	(749.25)	(651.23)	(675.58)	(654.15)	
Cash Flow before Taxes paid	2,158.97	3,057.02	4,921.17	6,412.10	7,024.85	7,919.92	
Taxes Paid	689.53	1,080.16	1,407.47	1,757.21	1,916.85	2,136.14	
<b>Net Cash Flow from Operating Activities</b>	<b>1,469.44</b>	<b>1,976.86</b>	<b>3,513.70</b>	<b>4,654.89</b>	<b>5,108.00</b>	<b>5,783.78</b>	
<b>B. Cash flows from investing Activities</b>							
Investment in Fixed Assets	(245.05)	(250.00)	(100.00)	(100.00)	(100.00)	(100.00)	
<b>Net Cash Flow from Investing Activities</b>	<b>(245.05)</b>	<b>(250.00)</b>	<b>(100.00)</b>	<b>(100.00)</b>	<b>(100.00)</b>	<b>(100.00)</b>	
<b>C. Cash Flow From Financing Activities</b>							
Fresh Issue of Shares during the year							
Increase/(Decrease) in Long term borrowings							
<b>Net Cash Flow from Financing Activities</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	
<b>Net Cash Flow from Various Activities</b>	<b>1,224.39</b>	<b>1,726.86</b>	<b>3,413.70</b>	<b>4,554.89</b>	<b>5,008.00</b>	<b>5,683.78</b>	
<b>DCF</b>	<b>0.92</b>	<b>0.78</b>	<b>0.67</b>	<b>0.57</b>	<b>0.48</b>	<b>0.41</b>	
<b>PV of Net Cash Flow from Various Activities</b>	<b>1,129.38</b>	<b>1,354.63</b>	<b>2,277.37</b>	<b>2,584.23</b>	<b>2,416.36</b>	<b>2,332.28</b>	

**Terminal Value-** The terminal value refers to the present value of the business as a going concern beyond the period of projections up to infinity. This value is estimated by taking into account expected growth rates of the business in future, sustainable capital investments required for the business as well as the estimates growth rate of the industry and economy. Based on dynamics of the sector and discussions with the Management, we have assumed a terminal growth rate of 5% for the company beyond the projections periods.

Particulars		Amount (in lakhs)	Amount (in lakhs)
FCFF for terminal year + Growth Rate		5,967.97	
Weighted Average Cost of Capital	17.59%		
Perpetuity Growth	5.00%		
	12.59%		
Gross Terminal Value			47,418.02
PV Factor			0.41
<b>PV of terminal value</b>			<b>19,457.48</b>

Using these cash flows and a discount rate of **17.59%**, we estimate the terminal value to be **Rs. 19,457.48/- lakhs**.

**Discount Factor-** Discount Factor considered for arriving at the present value of the free cash flows to equity of the company is the Weighted Average Cost of Capital. The cost of equity is computed using the capital asset pricing model (“CAPM”) using the formula shown below.

$$r_E = r_f + B (r_M - r_f) + CSP$$

Where,  $r_f$  = Risk free rate;

$r_M$  = Market return;

$B$  = sensitivity of the index to the market / measure of market risk

CSP = Company Specific Risk Premium, if any

Particulars	Rate	Source
<b>Risk-free return (rf)</b>	6.57%	<a href="https://in.investing.com/rates-bonds/india-10-year-bond-yield-historical-data">https://in.investing.com/rates-bonds/india-10-year-bond-yield-historical-data</a>
<b>Market rate of return (rM)</b>	11.79%	CAGR of 20 years for BSE Sensex
<b>Measure of market risk(B)</b>	0.77	<a href="http://www.stern.nyu.edu/~adamodar/New_Home_Page/data.html">http://www.stern.nyu.edu/~adamodar/New_Home_Page/data.html</a> (Average of Engineering/ Construction and Real Estate Development Industries)
<b>Company Specific Risk Premium</b>	7%	Considering volatility factor, it has been estimated to be 7%

Based on the above parameters, Cost of Equity has been calculated at **17.59%**.

### Computation of Fair Value of Shares

(Amount in lacs)

<b>Cash and Cash Equivalents as on 30<sup>th</sup> September, 2025 (A)</b>	<b>2.56</b>
<b>Sum of PV OF Net Cash Flow (C)</b>	<b>12,094.25</b>
<b>Terminal Value (E)</b>	<b>19,457.48</b>
<b>Estimated Enterprise Value (A+B+C)</b>	<b>31,554.29</b>
<b>Illiquidity Discount</b>	<b>15%</b>
<b>Final Estimated Value of Company-(I)</b>	<b>26,821.15</b>
<b>Number of shares (II)</b>	<b>1,00,000</b>
<b>Estimated Fair Value Per Share (in INR) (I/II)</b>	<b>26,821.15</b>

## Annexure 1.3

**Valuation of Tembo Infra by Market Approach – using Comparable Company Market Multiple Method**

Sr No	Particulars	Amount (in INR lakhs)
1	RKEC Projects Ltd	0.82
2	Shashijit Infraprojects	1.53
3	Krishana Phoschem Ltd (Infra division)	2.82
<b>4</b>	<b>Median multiples of peer company</b>	<b>1.53</b>
5	Less: Discount	15%
6	Selected multiple	1.30
7	Expected Revenue FY 2025-26	8,000.00
8	Enterprise Value (6 * 7)	10,404.00
9	Add: Cash and cash equivalents as on 30 September 2025	2.56
10	Less: Debt as on 30 September 2025	0.00
11	Equity value (8+9-10)	10,406.56
12	No. of paid-up equity shares	1,00,000
<b>13</b>	<b>Price per share (11 / 12) (in INR)</b>	<b>10,406.56</b>

**Note:**

1. We have considered the Enterprise Value / Revenue i.e. EV/Sales Multiple of the listed companies comparable to Tembo Infra. The comparable peer company names have been provided to us by the Management.
2. We have provided a 15% discount on lack of marketability and liquidity to arrive at the selected multiple for Tembo Infra.
3. For computation of Enterprise Value, we have considered the expected projected revenue for FY 2025-26 as per the details provided by the management.

## Annexure 2.1

Valuation of Tembo Industries by Asset Approach

## Computation of Fair Value of Equity shares by Net Assets Value Method

Particulars	Amount in INR lakhs	
	Book Value	Fair Value
<b>I. ASSETS</b>		
<b>(1) Non-Current Assets</b>		
<i>(a) Fixed Assets</i>		
(i) Property, Plant and Equipment	2,530.30	2,530.30
(ii) Intangible Assets	69.49	69.49
(ii) Capital Work-in-Progress	7,644.02	7,644.02
(iv) Intangible Assets Under Developments	-	-
<i>(b) Right to use assets</i>	53.82	53.82
<i>(c) Financial assets - loans and advances, investments</i>	16,697.09	21,720.13
<i>(d) Deferred tax Assets</i>	25.80	25.80
<i>(e) Other Non-current Assets</i>	-	-
<b>(2) Current Assets</b>		
(a) Current Investments	-	-
(b) Inventories	10,906.81	10,906.81
(c) Trade Receivables	12,820.10	12,820.10
(d) Cash and Cash Equivalents	93.94	93.94
(e) Other Financial Assets	699.93	699.93
(f) Other Current Assets	9,370.21	9,370.21
<b>Total Assets</b>	<b>60,911.51</b>	<b>65,934.55</b>
<b>II. LIABILITIES</b>		
<b>(1) Non-Current Liabilities</b>		
(a) Long-Term Borrowings	6,782.66	6,782.66
(b) Employee Benefit Obligations	76.68	76.68
<b>(2) Current Liabilities</b>		
(a) Short-Term Borrowings	18,198.45	18,198.45
(b) Trade Payables	6,497.39	6,497.39
(c) Other Current Liabilities	2,515.79	2,515.79
(d) Short-Term Provisions	1,054.85	1,054.85
(e) Other Tax Liabilities	2,538.50	2,538.50
<b>Total Liabilities</b>	<b>37,664.32</b>	<b>37,664.32</b>
<b>Net Assets Value</b>	<b>23,247.19</b>	<b>28,270.23</b>
No. of shares	2,05,55,198	2,05,55,198
<b>NAV per share</b>	<b>113.10</b>	<b>137.53</b>

**Notes:**

1. For the calculation of Fair Value of equity shares, we have valued investment of Tembo Industries in holding equity share of Tembo Infra as per the Fair value derived in Para 6 i.e. INR 18,613.86/. All other assets and liabilities have been considered at book value.
2. We understand from the financials that Tembo Industries also holds Freehold Land, Leasehold Land and Buildings capitalised under Property, Plant & Equipment. However, considering that such assets form a minuscule share in the total assets of the company and the fair valuation reports of such assets are not available, we have considered Property, Plant & Equipment also at Book Value.
3. We have not considered the NAV method for the Recommendation of Share Exchange Ratio in Para 6 since it relies on historical data, the NAV method does not consider a company's future earnings potential, growth prospects, or the value of intangible assets that contribute to future cash flows. The NAV method is suitable for companies whose main value lies in the assets.

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## Annexure 2.2

Valuation of Tembo Industries by Income Approach

The management of the company has provided the projected cash flow statement for the period commencing from the FY 2025-26 to FY 2030-31 which we have used for our analysis and the same is given below:

PARTICULARS	Figures In Crores					
	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6
	Mar-26	Mar-27	Mar-28	Mar-29	Mar-30	Mar-31
	<i>6 months</i>	<i>12 months</i>	<i>12 months</i>	<i>12 months</i>	<i>12 months</i>	<i>12 months</i>
<b>Cash Flow from various Activities</b>						
<b>A. Cash Flow From Operating Activities</b>						
EBITDA	103.01	454.48	636.23	816.72	881.70	926.17
Changes in working Capital and Loans & advances	(45.68)	(292.03)	(28.58)	(134.11)	(20.23)	(155.99)
Cash Flow before Taxes paid	57.33	162.45	607.65	682.61	861.47	770.17
Taxes Paid	18.84	48.02	101.96	155.83	175.47	187.04
<b>Net Cash Flow from Operating Activities</b>	<b>38.48</b>	<b>114.43</b>	<b>505.69</b>	<b>526.77</b>	<b>686.00</b>	<b>583.13</b>
<b>B. Cash flows from investing Activities</b>						
Investment in Fixed Assets	(1,046.24)	(150.04)	(0.04)	(225.05)	(0.05)	(65.05)
Changes in Non-current Assets	(71.63)	(0.03)	(0.03)	(0.03)	(0.03)	(0.03)
<b>Net Cash Flow from Investing Activities</b>	<b>(1,117.87)</b>	<b>(150.07)</b>	<b>(0.07)</b>	<b>(225.08)</b>	<b>(0.08)</b>	<b>(65.08)</b>
<b>C. Cash Flow From Financing Activities</b>						
Fresh Issue of Shares during the year	236.47	89.16				
Finance cost	(13.92)	(104.36)	(113.03)	(120.50)	(123.57)	(123.90)
Increase/(Decrease) in Long term borrowings	859.75	110.00	(105.11)	(189.20)	(151.36)	(90.82)
<b>Net Cash Flow from Financing Activities</b>	<b>1,082.29</b>	<b>94.80</b>	<b>(218.14)</b>	<b>(309.70)</b>	<b>(274.93)</b>	<b>(214.72)</b>
<b>Net Cash Flow from Various Activities</b>	<b>2.91</b>	<b>59.16</b>	<b>287.48</b>	<b>(8.00)</b>	<b>410.99</b>	<b>303.33</b>
<b>DCF</b>	<b>0.93</b>	<b>0.79</b>	<b>0.68</b>	<b>0.58</b>	<b>0.50</b>	<b>0.43</b>
<b>PV of Net Cash Flow from Various Activities</b>	<b>2.69</b>	<b>46.88</b>	<b>195.05</b>	<b>(4.65)</b>	<b>204.43</b>	<b>129.18</b>

**Terminal Value-** The terminal value refers to the present value of the business as a going concern beyond the period of projections up to infinity. This value is estimated by taking into account expected growth rates of the business in future, sustainable capital investments required for the business as well as the estimates growth rate of the industry and economy. Based on dynamics of the sector and discussions with the Management, we have assumed a terminal growth rate of 5% for the company beyond the projections periods.

Particulars		Amount (in crores)	Amount (in crores)
FCFF for terminal year + Growth Rate		318.49	
Weighted Average Cost of Capital	16.79%		
Perpetuity Growth	5.00%		
	11.79%		
Gross Terminal Value			2,700.65
PV Factor			0.43
<b>PV of terminal value</b>			<b>1,150.18</b>

Using these cash flows and a discount rate of **16.79%**, we estimate the terminal value to be **Rs. 1,150.18/- crores**.

**Discount Factor-** Discount Factor considered for arriving at the present value of the free cash flows to equity of the company is the Weighted Average Cost of Capital. The cost of equity is computed using the capital asset pricing model (“CAPM”) using the formula shown below.

$$r_E = r_f + B (r_M - r_f) + CSP$$

Where,  $r_f$  = Risk free rate;

$r_M$  = Market return;

$B$  = sensitivity of the index to the market / measure of market risk

CSP = Company Specific Risk Premium, if any

Particulars	Rate	Source
Risk-free return ( $r_f$ )	6.57%	<a href="https://in.investing.com/rates-bonds/india-10-year-bond-yield-historical-data">https://in.investing.com/rates-bonds/india-10-year-bond-yield-historical-data</a>
Market rate of return ( $r_M$ )	11.79%	CAGR of 20 years for BSE Sensex
Measure of market risk( $B$ )	1	We have considered the Beta as One
Company Specific Risk Premium	5%	Considering volatility factor, it has been estimated to be 5%

Based on the above parameters, Cost of Equity has been calculated at **16.79%**.

### Computation of Fair Value of Shares

(Amount in crores)

<b>Cash and Cash Equivalents as on 30<sup>th</sup> September, 2025 (A)</b>	<b>1.58</b>
<b>Sum of PV OF Net Cash Flow (C)</b>	<b>810.06</b>
<b>Terminal Value (E)</b>	<b>1,150.18</b>
<b>Add: Non-current investments at book value (D)</b>	<b>0.75</b>
<b>Estimated Enterprise Value (A+B+C+D)</b>	<b>1,962.58</b>
<b>Illiquidity Discount</b>	<b>0.10</b>
<b>Final Estimated Value of Company-(I)</b>	<b>1,553.50</b>
<b>Number of shares (II)</b>	<b>2,05,55,198</b>
<b>Estimated Fair Value Per Share (in INR) (I/II)</b>	<b>755.77</b>

## Annexure 2.3

Valuation of Tembo Industries by Market Approach

Particulars	Date
Date of Board Meeting	26 <sup>th</sup> December, 2025
Relevant Date	26 <sup>th</sup> December, 2025

A. Volume Weighted Average Price (VWAP) of the equity shares of the Company during the period of 90 trading days preceding the Relevant date i.e., 26<sup>th</sup> December, 2025, as quoted on the National Stock Exchange of India Limited

**Volume Weighted Average Price = Sum of Total Value ÷ Total Volume**

$$687.46 = 5,98,01,53,902.35 \div 86,98,899$$

Date	Number of Shares	Total Turnover (Rs.)
14-Aug-25	27,929	1,60,52,192.75
18-Aug-25	1,64,847	9,79,00,016.95
19-Aug-25	1,47,381	8,70,59,055.85
20-Aug-25	71,063	4,19,39,877.70
21-Aug-25	91,692	5,32,15,365.85
22-Aug-25	47,723	2,69,66,679.80
25-Aug-25	5,79,756	35,84,75,699.80
26-Aug-25	1,14,894	7,04,71,368.60
28-Aug-25	1,62,746	10,38,47,664.90
29-Aug-25	61,921	4,07,44,472.70
01-Sep-25	1,10,516	7,01,34,025.25
02-Sep-25	63,493	3,93,94,696.60
03-Sep-25	73,723	4,71,20,597.00
04-Sep-25	53,984	3,49,60,687.70
05-Sep-25	38,500	2,40,09,347.85
08-Sep-25	46,203	2,85,02,606.15
09-Sep-25	80,881	5,03,79,377.35
10-Sep-25	28,373	1,76,59,275.90
11-Sep-25	24,467	1,50,80,495.05
12-Sep-25	49,133	2,98,12,286.85
15-Sep-25	46,627	2,77,96,551.75
16-Sep-25	51,873	3,15,80,185.80
17-Sep-25	44,948	2,74,69,849.65
18-Sep-25	44,668	2,72,51,118.80
19-Sep-25	42,314	2,59,51,689.05
22-Sep-25	79,302	4,79,18,282.15

23-Sep-25	29,268	1,74,76,199.00
24-Sep-25	38,623	2,30,24,284.40
25-Sep-25	45,068	2,64,69,051.75
26-Sep-25	86,727	4,98,06,651.75
29-Sep-25	1,03,332	5,80,76,388.15
30-Sep-25	51,114	3,02,70,715.50
01-Oct-25	14,766	87,07,197.55
03-Oct-25	15,973	93,73,580.50
06-Oct-25	35,077	2,02,85,134.20
07-Oct-25	41,284	2,34,61,315.00
08-Oct-25	30,616	1,69,63,670.75
09-Oct-25	59,229	3,33,96,591.95
10-Oct-25	25,542	1,47,21,004.45
13-Oct-25	14,196	81,65,396.60
14-Oct-25	21,581	1,22,79,094.85
15-Oct-25	61,738	3,41,77,948.35
16-Oct-25	32,929	1,80,20,828.00
17-Oct-25	22,699	1,27,60,023.35
20-Oct-25	1,35,967	8,11,42,886.65
21-Oct-25	78,134	4,93,38,014.40
23-Oct-25	45,463	2,80,08,721.20
24-Oct-25	40,822	2,45,88,310.15
27-Oct-25	29,741	1,83,70,721.50
28-Oct-25	26,684	1,65,03,967.10
29-Oct-25	92,335	5,61,79,967.85
30-Oct-25	38,128	2,39,66,899.20
31-Oct-25	2,42,504	15,27,60,844.45
03-Nov-25	40,907	2,64,87,775.45
04-Nov-25	33,796	2,14,58,267.50
06-Nov-25	40,766	2,55,23,938.25
07-Nov-25	2,91,342	19,93,21,877.20
10-Nov-25	5,40,122	39,74,46,751.90
11-Nov-25	5,38,190	42,64,50,202.15
12-Nov-25	51,681	4,00,73,075.65
13-Nov-25	2,39,924	17,87,82,624.15
14-Nov-25	2,78,078	21,27,74,946.35
17-Nov-25	1,00,206	7,90,15,025.70
18-Nov-25	94,207	7,23,03,437.60
19-Nov-25	1,64,998	13,03,59,016.85
20-Nov-25	1,25,140	10,17,04,615.05
21-Nov-25	66,538	5,23,00,150.90
24-Nov-25	94,912	7,13,97,406.15
25-Nov-25	51,772	3,88,49,105.20
26-Nov-25	34,426	2,59,82,240.65
27-Nov-25	63,560	4,69,19,422.75
28-Nov-25	70,338	5,20,41,082.95

01-Dec-25	20,556	1,50,98,813.55
02-Dec-25	23,093	1,65,83,932.15
03-Dec-25	45,834	3,30,19,578.65
04-Dec-25	40,457	2,91,79,945.95
05-Dec-25	50,593	3,60,25,116.70
08-Dec-25	54,985	3,86,98,584.80
09-Dec-25	40,913	2,86,42,741.95
10-Dec-25	19,917	1,41,18,325.65
11-Dec-25	1,49,247	10,62,22,930.70
12-Dec-25	1,48,318	11,05,51,315.85
15-Dec-25	57,514	4,29,66,637.05
16-Dec-25	22,933	1,69,96,597.20
17-Dec-25	62,044	4,49,25,463.90
18-Dec-25	56,953	4,15,17,886.75
19-Dec-25	41,455	2,99,52,557.20
22-Dec-25	4,18,706	31,68,23,319.90
23-Dec-25	4,79,818	37,28,29,079.15
24-Dec-25	2,36,163	17,68,21,236.45
<b>90 trading days' Volume Weighted Average Price preceding the relevant date</b>		<b>687.46</b>

**B. Volume Weighted Average Price (VWAP) of the equity shares of the Company during the period of 10 trading days preceding the Relevant date i.e., 26<sup>th</sup> December, 2025, as quoted on the National Stock Exchange of India Limited**

***Volume Weighted Average Price = Sum of Total Value ÷ Total Volume***

$$752.84 = 1,25,96,07,024.15 \div 16,73,151$$

Date	Number of Shares	Total Turnover (Rs.)
11-Dec-25	1,49,247	10,62,22,930.70
12-Dec-25	1,48,318	11,05,51,315.85
15-Dec-25	57,514	4,29,66,637.05
16-Dec-25	22,933	1,69,96,597.20
17-Dec-25	62,044	4,49,25,463.90
18-Dec-25	56,953	4,15,17,886.75
19-Dec-25	41,455	2,99,52,557.20
22-Dec-25	4,18,706	31,68,23,319.90
23-Dec-25	4,79,818	37,28,29,079.15
24-Dec-25	2,36,163	17,68,21,236.45
<b>10 trading days' Volume Weighted Average Price preceding the relevant date</b>		<b>752.84</b>

**The minimum issue price of the securities under the preferential issue shall be not less than higher of the following:**

<b>a.</b>	Volume Weighted Average Price (VWAP) of the related equity shares during the period of 90 trading days preceding the Relevant date quoted on the recognized stock exchange	687.46
<b>b.</b>	Volume Weighted Average Price (VWAP) of the related equity shares during the period of 10 trading days preceding the Relevant date quoted on the recognized stock exchange	752.84
	<b>Minimum Issue Price in terms of Regulation 164 (1) of the SEBI ICDR Regulations, 2018 (Higher of the above)</b>	<b>752.84</b>

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