

**REPORT ON
RECOMMENDATION OF SHARE ENTITLEMENT RATIO
FOR THE PROPOSED MERGER
OF
ELECTROTHERM RENEWABLES PRIVATE LIMITED
ABREL EPCCO SERVICES LIMITED
ABREL RENEWABLES EPC LIMITED
AND
ABREL EPC Limited
INTO
ADITYA BIRLA RENEWABLES LIMITED
AND
SHARE ALLOTMENT ON
SLUMP SALE OF EMIL RENEWABLE UNDERTAKING FROM
ESSEL MINING & INDUSTRIES LIMITED
INTO
ADITYA BIRLA RENEWABLES LIMITED**

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Glossary

Abbreviation	Definition
ABREN	Aditya Birla Renewables Limited
EMIL	Essel Mining & Industries Limited
EPC Limited	ABREL EPC Limited
EPCCO Services	ABREL EPCCO Services Limited
ERPL	Electrotherm Renewables Private Limited
Valuation Date	December 28, 2025
The Managements	Management of ABREN, EMIL and ERPL
Proposed Merger	Amalgamation of ABREN and ERPL
Proposed Slump Sale	Transfer of the EMIL Renewable energy Business Undertaking of EMIL into ABREN
Proposed Scheme	The Composite Scheme of Arrangement between ABREN, EMIL and ERPL and their respective shareholders
Renewables EPC	ABREL Renewables EPC Limited
Share Entitlement Ratio or Ratio	Fair Share Entitlement Ratio
ICAI	Institute of Chartered Accountants of India
IVS	ICAI Valuation Standards
Report	Share Entitlement Ratio and Share Allotment Report



Date: December 28, 2025

To,

The Board of Directors Aditya Birla Renewables Limited	The Board of Directors Essel Mining & Industries Limited	The Board of Directors Electrotherm Renewables Private Limited
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Sub: Recommendation of Share Entitlement Ratio for the Proposed Merger of Electrotherm Renewables Private Limited, ABREL EPCCO Services Limited, ABREL Renewables EPC Limited and ABREL EPC Limited into Aditya Birla Renewables Limited and Share Allotment on Slump Sale of EMIL Renewable Undertaking business of Essel Mining & Industries Limited into Aditya Birla Renewables Limited

Dear Sirs / Madam,

We refer to the engagement letter dated December 18, 2025, whereby Aditya Birla Renewables Limited (hereinafter referred to as "ABREN") and Essel Mining & Industries Limited (hereinafter referred to as "EMIL") have appointed Bansi S. Mehta Valuers LLP (hereinafter referred to as "BSM") to recommend:

a) the fair share entitlement ratio ("Share Entitlement Ratio" or "Ratio") for the proposed amalgamation of ERPL, ABREL EPC Limited (hereinafter referred to as "EPC Limited"), ABREL EPCCO Services Limited (hereinafter referred to as "EPCCO Services") and ABREL Renewables EPC Limited (hereinafter referred to as "Renewables EPC") into ABREN and

b) number of shares to be issued as consideration for Slump Sale of EMIL Renewable energy Undertaking from EMIL into ABREN ("Share Allotment").

ABREN, EMIL, EPC Limited, EPCCO Services and Renewables EPC and ERPL are hereinafter individually referred to as the "Company" or the "Client" and jointly referred to as the "Companies" or the "Clients".

BSM have been hereinafter referred to as "Valuer" in this Share Entitlement Ratio and Share Allotment report ("Valuation Report" or "Report" or "Share Entitlement Ratio and Share Allotment report").

Share Entitlement Ratio means the ratio in which the equity shareholders of ERPL shall be entitled to receive equity shares of ABREN, upon amalgamation of ERPL into ABREN.

Share Allotment means the number of equity shares of ABREN which would be issued to EMIL, pursuant to the Proposed Slump Sale.

Our deliverable for this engagement is this Report. In our analysis, we have considered the values of ABREN, EMIL and ERPL on a "Going Concern" premise, with December 28, 2025, being the "Valuation Date".

BACKGROUND OF THE COMPANIES

Aditya Birla Renewables Limited (ABREN) having CIN: U40300MH2015PLC267263 is a public limited Company incorporated on August 7, 2015, and domiciled in India having its registered office located at A-4, Aditya Birla Centre, S K Ahire Marg, Worli, Mumbai - 400 030, Maharashtra, India. ABREN by itself and through its subsidiaries is engaged inter alia in the business of power generation through renewable energy resources, its transmission and distribution thereof.

ABREL EPC Limited having CIN: U40106MH2022PLC384431 is a public limited company incorporated on 13 June 2022 and domiciled in India having its registered office located at A-2, Aditya Birla Centre, S K Ahire Marg, Worli, Mumbai - 400030, Maharashtra, India. The Company is a wholly owned subsidiary company of ABREN. The primary business of the Company is trading of Solar and Wind power related equipment, machineries and other related materials.



ABREL Renewables EPC Limited having CIN: U40107MH2022PLC378167 is a public limited company incorporated on 09 March 2022 and domiciled in India having its registered office located at A-2, Aditya Birla Centre, S K Ahire Marg, Worli, Mumbai – 400030, Maharashtra, India. The Company is a wholly owned subsidiary company of ABREN. The primary business of the Company is Erection, Procurement & Commissioning of Solar Power generating projects on turn-key basis and providing other project related solutions.

ABREL EPCCO Services Limited having CIN: U40108MH2022PLC379924 is a public limited company incorporated on 04 April 2022 and domiciled in India having its registered office located at A-2, Aditya Birla Centre, S K Ahire Marg, Worli, Mumbai – 400030, Maharashtra, India. The Company is a wholly owned subsidiary company of ABREN. The primary business of the Company is Erection & Commissioning services for solar power plants.

Electrotherm Renewables Private Limited (ERPL) having CIN: U31900MH2008PTC449211 incorporated on 19 November 2008, is a company limited by shares incorporated and domiciled in India, having its registered office located at A-2 Aditya Birla Centre, S.K. Ahire Marg, Worli, Century Mill, Mumbai – 400030, India. The Company is engaged in investing funds in various projects in the renewable energy sector and presently has invested in Palace Solar Energy Private Limited for the implementation of a 15 MW solar photovoltaic power plant in the State of Gujarat. Palace Solar Energy Private Limited is a subsidiary of ERPL. Further, ERPL is a wholly owned subsidiary of EMIL. Thus, Palace Solar Energy Private Limited is a step-down subsidiary of EMIL.

Essel Mining & Industries Limited (EMIL) having CIN: U51109WB1950PLC018728 is domiciled in India and is registered under the provisions of the Companies Act applicable in India. The registered office of the Company is located at Industry House, 18th Floor, 10, Camac Street, Kolkata - 700017, India. The Company is engaged *inter alia* in the business of commercial mining, mining services, manufacture of Noble Ferro Alloys and Iron Ore Pellets and also has operating renewable energy projects in the wind and solar sectors in India. These two business verticals of EMIL are distinct and separate. The equity shares of the Company are not listed.

Equity shares of ABREN, EMIL and ERPL are not listed on any stock exchange.

SCOPE AND PURPOSE OF THIS REPORT

We understand that the management of ABREN, EMIL, ERPL (hereinafter collectively referred to as the "Management") are evaluating amalgamation of ERPL, EPC Limited, EPCCO Services and Renewables EPC into ABREN ("Proposed Merger") and Slump Sale of the EMIL Renewable Energy Business Undertaking of EMIL into ABREN ("Proposed Slump Sale"), pursuant to the Composite Scheme of Arrangement under the provisions of Section 230 to 232 and other relevant provisions of the Act. (the "Proposed Scheme").

Pursuant to the Proposed Merger and Proposed Slump Sale equity shares of ABREN would be issued to EMIL.

The Proposed Merger and the Proposed Slump Sale are planned to be carried out with effect from the Appointed Date, as specified in the Proposed Scheme.

In connection with the Proposed Scheme, the Board of Directors of ABREN, EMIL and ERPL have appointed BSM, Registered Valuers, to recommend Share Entitlement Ratio and Share Allotment in accordance with generally accepted valuation standards; and provide a Registered Valuers' Report for recommending the Share Entitlement Ratio and Share Allotment, for the consideration of the Board of Directors of the Companies.

The Report will be used by the Companies only for the purpose, indicated in this Report, for which we have been appointed. The results of our analysis and our Report cannot be used or relied by the Clients for any other purpose or by any other party for any purpose whatsoever. We are not responsible to any other person/ party for any decision of such person/ party based on this Report.

It is clarified that any reference to this Report in any document and/ or filing with any tribunal/ judicial/ regulatory authorities/ government authorities/ stock exchanges/ courts/ shareholders/ professional



advisors/ merchant bankers, in connection with the Proposed Transaction, shall not be deemed to be an acceptance by the Valuers of any responsibility or liability to any person/ party other than to the respective Board of Directors.

The scope of our services is to determine fair value of equity shares of ABREN, EMIL, ERPL on a relative basis and recommend Share Entitlement Ratio and Share Allotment in connection with the Proposed Scheme, in accordance with generally accepted valuation standards.

We have been provided with Limited reviewed standalone and consolidated financial statements for ABREN for the period ended 30 September 2025, and Audited Standalone and consolidated financial statements of ERPL, EPC Limited, EPCCO Services and Renewables EPC and standalone of EMIL for the period ended 30 September 2025.

We have taken into consideration the market parameters till the Valuation Date in our analysis. Further, we have been informed that all material information impacting the Companies and their operations have been disclosed to us.

We have been informed by Management that there are no unusual/ abnormal events in the Companies materially impacting their operating performance/ financials after 30 September 2025 till the Report date.

Our deliverable for this engagement is the Share Entitlement Ratio and Share Allotment Report.

The Report will be placed before the Audit Committee, and the Board of Directors of ABREN, EMIL and ERPL and such other committees as applicable.

BACKGROUND OF VALUER

Bansi S. Mehta Valuers LLP

BSM is a limited liability partnership firm, with its registered office at 11/13 Botawala Building, 2nd Floor, Horniman Circle, Fort, Mumbai – 400 001 BSM is engaged in providing valuation and related advisory services.

BSM is registered with IBBI as a Registered Valuer for asset class – Securities or Financial Asset with Registration Number: IBBI/RV – E /06/2022/172

SOURCES OF INFORMATION

In connection with this exercise, we have relied on the following information received from Management and gathered from public domain:

- Brief Note on the business of ABREN, EMIL and ERPL.
- Projections of ABREN, Investment of ERPL and Renewable undertaking of EMIL and for years to start on April 1, 2025 till the end of the life for each project.
- Summarised terms of purchase power agreements of plants for ABREN and EMIL.
- Cash balance including fixed deposits, ICDs given, Mutual Fund and Debt (including ICDs taken) figures of ABREN, ERPL and renewable undertaking of EMIL as on September 30, 2025.
- Audited financial statements of ABREN, EMIL and ERPL as on March 31, 2025, March 31, 2024 and March 31, 2023.
- Limited reviewed financial statements for ABREN as on September 30, 2025.
- Audited financial statements of EPC Limited, EPCCO Services and Renewables EPC as on September 30, 2025.
- Audited financial statements for ERPL along with its subsidiaries as on September 30, 2025.
- Audited Standalone financial statements of EMIL for the period ended 30 September 2025.



- Provisional Financial Statement of Renewable undertaking of EMIL.
- Business Losses and Unabsorbed Depreciation for ABREN, EMIL and investment of ERPL along with its subsidiaries
- Details of Land
- Proposed Scheme between ABREN, ERPL and EMIL.
- Other relevant information.
- Other information as required from time to time.
- Answers to specific questions and issues raised by us after examining the foregoing data.

In addition, we have obtained information from public sources/ proprietary databases.

During discussions with the Management, we have also obtained explanations, information and representations, which we believed were reasonably necessary and relevant for our exercise. The Clients have been provided with the opportunity to review the draft report (excluding the recommended Share Entitlement Ratio and Share Allotment) as part of our standard practice to make sure that factual inaccuracy/ omissions are avoided in our Report.

ABREN, EMIL, and ERPL have informed us that Fedex Securities Private Limited, (referred to as "Fairness Team") have been jointly appointed by the Companies respectively to provide fairness opinion on the Share Entitlement Ratio and the Share Allotment for the purpose of the Proposed Scheme. At the request of the Companies, we have had discussions with the Fairness Team in respect of our respective valuation analysis.

PROCEDURES ADOPTED AND VALUATION METHODS FOLLOWED

In connection with this exercise, we have adopted the following procedures to carry out the valuation:

- Requested and received financial and qualitative information from the Management.
- Considered data available in public domain related to the Companies and its peers.
- Discussions (in-person/over call) with the Management to understand the business and fundamental factors that affect Companies' income-generating capability and historical financial performance.
- Study publicly available market data including economic factors and industry trends that may impact the valuation.
- Selection of well accepted valuation methodology/(ies) as considered appropriate by us, in accordance with the applicable Valuation Standards; and
- Arriving at relative values of ABREN, Renewable undertaking of EMIL and ERPL in order to determine the Share Entitlement Ratio for the Proposed Merger and Share Allotment for the Proposed Slump Sale.

SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

This Report has been prepared for the purposes stated herein and should not be relied upon for any other purpose. Our Clients are the only authorized users of this report and use of the Report is restricted for the purpose indicated in our respective engagement letters. This restriction does not preclude the Clients from providing a copy of the Report to third-party advisors whose review would be consistent with the intended use. We do not take any responsibility for the unauthorized use of this Report.

Neither the Report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than in connection with the Proposed Scheme, without our prior written consent. In addition, we express no opinion or recommendation as to how the shareholders/ creditors of either Company should vote at any shareholders'/ creditors' meeting(s) to be held in connection with the Proposed Scheme. Our report and the opinion/ valuation analysis contained herein is not and nor should it be construed as advice relating to investing in, purchasing, selling, or otherwise dealing in securities or as providing management



services or carrying out management functions. It may be noted that this analysis does not represent a fairness opinion.

While our work has involved an analysis of financial information and accounting records, our engagement does not include an audit in accordance with generally accepted auditing standards of the Client's existing business records. Accordingly, we express no audit opinion or any other form of assurance on this information.

The Clients and its Management/representatives represented to us that the information they supplied was complete, accurate and true and correct to the best of their knowledge. We have relied upon the representations of the Clients, their Managements and other third parties, if any, concerning the financial data, operational data and other information, except as specifically stated to the contrary in the Report. We shall not be liable for any loss, damages, cost or expenses arising from fraudulent acts, misrepresentations, or willful default on part of the Companies, their directors, employee or agents.

Management has represented that the business activities of ABREN, EMIL and ERPL have been carried out in the normal and ordinary course between 30 September 2025 and the Report date and that no material adverse change has occurred in their respective operations and financial position between 30 September 2025 and the Report date.

Any person/ party intending to provide finance/ invest in the shares/ businesses of the companies/ their holding companies/ subsidiaries/ joint ventures/ associates/ investee/ group companies, if any, 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. If any person/ party (other than the Client) chooses to place reliance upon any matters included in the Report, they shall do so at their own risk and without recourse to us. It is understood that this analysis does not represent a fairness opinion.

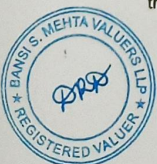
This Report is subject to the limitations detailed in our engagement letter. As such, the Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made.

Information used by the Valuer in preparing this Report has been obtained from a variety of sources as indicated within the Report. We have based our analysis on the financial and other data provided by the Management, discussions with the Management and, supplemented by limited industry analysis (based on information available publicly) and financial analysis. We have also used available market data, from our respective subscribed databases and public domain, where appropriate, for which we are not responsible in terms of content and accuracy. However, reasonable care has been taken to ensure that such data has been correctly extracted from those sources and/or reproduced in its proper form and context.

The Report assumes that the Companies comply fully with relevant laws and regulations applicable in all its areas of operations unless otherwise stated, and that the Companies will be managed in a competent and responsible manner. Further, except as specifically stated to the contrary, this Report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigation and other contingent liabilities that are not recorded in the audited/unaudited balance sheet of the Companies. No investigation of the Companies' claims to title of assets has been made for the purpose of this Report and the Companies 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. We have not carried out any physical verification of the assets and liabilities of the Companies and take no responsibility for the identification of such assets and liabilities.

This Report does not look into the business/ commercial reasons behind Proposed Scheme nor the likely benefits arising out of the same. Similarly, it does not address the relative merits of the Proposed Scheme as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available.

We must emphasize that the projections have been prepared by the Managements of the respective Companies and provided to us for the purpose of our analysis. The fact that we have considered the projections in this exercise should not be construed or taken as our being associated with or a party to such projections. Realizations of free cash flow forecast used in the analysis will be dependent on the continuing validity of assumptions on which they are based. Our analysis, therefore, will not, and cannot be directed to provide any assurance about the achievability of the projected financial information. Since the projections relate to future, actual results are likely to be different from the projected results because



events and circumstances do not occur as expected, and the differences may be material. We express no opinion as to how closely the actual results will correspond to those projected/ forecast as the achievement of the forecast results is dependent on actions, plans and assumptions of the Management.

An analysis of this nature is necessarily based on the prevailing stock market, financial, economic, industry and other conditions in general and the information made available to us as of, date hereof. Events occurring after the date hereof may affect this Report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this Report.

By its very nature, the determination of Share Entitlement Ratio and Share Allotment cannot be regarded as an exact science and the conclusions arrived at in many cases will of necessity be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single Share Entitlement Ratio and Share Allotment. While we consider our Share Entitlement Ratio and Share Allotment to be both reasonable and defensible based on the information available to us, others may have a different opinion as to the Share Entitlement Ratio and Share Allotment.

We are independent of the Companies and have no current or expected interest in the Companies or its assets. The fee for the engagement is not contingent upon the results reported.

Provision of valuation opinions and consideration of the issues described herein are areas of our regular practice. The services do not represent accounting, assurance, accounting / tax due diligence, consulting or tax related services that may otherwise be provided by us.

Any discrepancies in any table/ annexure between the total and the sums of the amounts listed are due to rounding off.

Our analysis and result are governed by concept of materiality.

This Report is subject to the laws of India.

DISCLOSURE OF VALUERS' INTEREST OR CONFLICT, IF ANY AND OTHER AFFIRMATIVE STATEMENTS

We do not have any financial interest in the Clients, nor do we have any conflict of interest in carrying out this valuation.

Further, the information provided by the Management have been appropriately reviewed in carrying out the valuation.

BACKGROUND OF COMPANIES

Aditya Birla Renewables Limited

The issued and subscribed equity share capital of ABREN as at September 30, 2025, is ~1,18,104.36 lakhs consisting of 1,18,10,43,563* equity shares of face value of INR 10 each. The shareholding pattern is as follows:

Shareholding Pattern as on 30 September 2025	No. of Shares	% Share Holding
Promoter & Promoter Group	1,18,10,43,563	100.00%
• Grasim Industries Limited	1,18,10,43,503	99.99%
• Grasim Industries Limited through its Nominees	60	0.01%
Non-Promoter	-	-
Grand Total	1,18,10,43,563	100.00%

Source: Management (As at 30 September 2025)

*We understand that ABREN has no outstanding employee stock options (ESOPs) and Share Warrants.

The NCDs of ABREN are listed on BSE.



ABREL EPCCO Services Limited

The issued and subscribed equity share capital of EPCCO Services as at September 30, 2025, is INR 1.00 lakhs consisting of 10,000* equity shares of face value of INR 10 each. The shareholding pattern is as follows:

Shareholding Pattern as on 30 September 2025	No. of Shares	% Share Holding
Promoter & Promoter Group	10,000	100.00%
• Aditya Birla Renewables Limited	10,000	100.00%
Non-Promoter	-	-
Grand Total	10,000	100.00%

Source: Management (As at 30 September 2025)

*We understand that EPCCO Services has no outstanding employee stock options (ESOPs) and Share Warrants.

ABREL Renewables EPC Limited

The issued and subscribed equity share capital of Renewables EPC as at September 30, 2025, is INR 1.00 lakhs consisting of 10,000* equity shares of face value of INR 10 each. The shareholding pattern is as follows:

Shareholding Pattern as on 30 September 2025	No. of Shares	% Share Holding
Promoter & Promoter Group	10,000	100.00%
• Aditya Birla Renewables Limited	10,000	100.00%
Non-Promoter	-	-
Grand Total	10,000	100.00%

Source: Management (As at 30 September 2025)

*We understand that Renewables EPC has no outstanding employee stock options (ESOPs) and Share Warrants.

ABREL EPC Limited

The issued and subscribed equity share capital of EPC Limited as at September 30, 2025, is INR 25.00 lakhs consisting of 2,50,000* equity shares of face value of INR 10 each. The shareholding pattern is as follows:

Shareholding Pattern as on 30 September 2025	No. of Shares	% Share Holding
Promoter & Promoter Group	2,50,000	100.00%
• Aditya Birla Renewables Limited	2,50,000	100.00%
Non-Promoter	-	-
Grand Total	2,50,000	100.00%

Source: Management (As at 30 September 2025)

*We understand that EPC Limited has no outstanding employee stock options (ESOPs) and Share Warrants.

Electrotherm Renewables Private Limited

The current issued and subscribed equity share capital of ERPL as at September 30, 2025 is INR 5.00 Lakhs consisting of 50,000* equity shares of face value of INR 10 each. The shareholding pattern is as follows:



Shareholding Pattern as on 30 September 2025		
	No of Shares	% Share Holding
Promoter & Promoter Group	50,000	100.00%
• Essel Mining & Industries Limited and its Nominees	50,000	100.00%
Non-Promoter	-	-
Grand Total	50,000	100.00%

Source: Management (As at 30 September 2025)

*We understand that ERPL has no outstanding employee stock options (ESOPs) and Share Warrants.

Essel Mining & Industries Limited

The issued and subscribed equity share capital of EMIL as at September 30, 2025 is INR 1,95,821.09 lakhs consisting of 1,95,82,10,853* equity shares of face value of INR 10 each. The shareholding pattern is as follows:

Shareholding Pattern as on 30 September 2025		
	No. of Shares	% Share Holding
Promoter & Promoter Group	1,90,40,51,771	97.24%
• Surya Abha Investments Pte. Ltd.	95,94,34,697	49.00%
• Birla Group Holdings Pvt. Ltd.	74,91,52,142	38.26%
• Other Promoter Group	19,54,64,932	9.98%
Non-Promoter	5,41,57,581	2.76%
Grand Total	1,95,82,10,853	100.00%

Source: Management (As at 30 September 2025)

*We understand that EMIL has no outstanding employee stock options (ESOPs) and Share Warrants

APPROACH - BASIS OF TRANSACTION

The Proposed Scheme of Arrangement under the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules and regulations framed thereunder, which contemplate the amalgamation of ERPL into ABREN and slump sale of Renewable energy Undertaking of EMIL to ABREN.

Our choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for the Proposed Scheme and our reasonable judgment, in an independent and bona fide manner.

APPROACH TO VALUATION FOR PROPOSED MERGER

It is universally recognized that valuation is not an exact science and that estimating values necessarily involves selecting a method or approach that is suitable for the purpose.

For the purpose of arriving at valuation of the Valuation Subjects, we have considered the valuation base as 'Fair Value'. Our valuation, and this report, is based on the premise of 'going concern value'. Any change in the valuation base, or the premise could have significant impact on our valuation exercise, and therefore, this Report.

It may be noted that the Institute of Chartered Accountants of India (ICAI) on June 10, 2018, has issued the ICAI Valuation Standards ("IVS") effective for all the valuation reports issued on or after July 1, 2018. IVS are mandatory for a valuation done under the Companies Act, 2013, and recommendatory for valuation carried out under other statutes/ requirements. We have given due cognizance to the same in carrying out the valuation exercise.

IVS 301 on Business Valuations deals with valuation of a business or business ownership interest (i.e., it includes valuation of equity shares).



IVS 301 specifies that generally, the following three approaches are used for valuation of business/business ownership interest:

1. Market approach
2. Income approach
3. Cost approach

ABREN, ERPL and EMIL is in the business of operating and financing energy projects in wind and solar power sectors in India. Hence, we have found it appropriate to value it basis Income Approach.

Each of the above approaches are discussed in the following paragraphs.

1. Market Approach

Market approach is a valuation approach that uses prices and other relevant information generated by market transactions involving identical or comparable (i.e., similar) assets, liabilities or a group of assets and liabilities. The common methodologies under the Market Approach are as under.

a) **Market Price Method:**

This method involves determining the market price of an entity based on its traded price on the stock exchange over a reasonable period of time.

Equity shares of ABREN, EMIL and ERPL are not listed on any stock exchange. Accordingly, this method cannot be used to determine its value.

b) **Comparable Companies Multiple Method ("CCM") and Comparable Transaction Multiple Method ("CTM")**

This method involves valuing the valuation subject based on market multiples of comparable companies.

It may be noted that the ABREN and Renewable energy undertaking of EMIL is in the business of operating and financing energy projects in wind and solar power sectors in India. They have entered into various power purchase agreements for supply of wind and solar power. Their value is a function of tariff rates, escalations, quantum and capex involved, the terms agreed with the government, the residual tenure of their agreement etc. These factors would vary across comparable companies. It may be noted that ERPL derives its value predominantly from loans and advances and others and its underlying investments in operating power company which would in turn be influenced by the same factors that are listed for valuing power assets. We have, thus, not considered it appropriate to use the CCM Method for deriving value of ERPL.

Accordingly, we have not considered it appropriate to use CCM and CTM to determine the value of ABREN, Renewable energy undertaking of EMIL and ERPL.

2. Income Approach

Income approach is a valuation approach that converts maintainable future amounts (e.g., cash flows or income and expenses) to a single current (i.e., discounted, or capitalised) amount. An approach based on earnings is relevant in case of companies generating a steady stream of income.

We have used this approach for valuation of the shares of ABREN, renewable undertaking of EMIL and subsidiary of ERPL.

- Estimating future free cash flows:



Free cash flows are the cash flows expected to be generated by the company that are available to the providers of the company's capital.

- Appropriate discount rate applied to cash flows to firm i.e., the weighted average cost of capital:

Discount rate, which is the opportunity cost of capital provided i.e. the rate of return the capital provider expects to earn on other investments of equivalent risk.

For the purpose of computing value under the DCF Method, we have relied on the projections provided by the Management. It may be noted that projections are the responsibility of the Management. We have, therefore, not performed any audit, due diligence of any prospective information used and therefore, do not express any opinion with regards to the same. However, we have reviewed and analysed the projections for their acceptability.

3. Cost Approach:

It is a valuation approach that reflects the amount that would be required currently to replace the service capacity of an asset (often referred to as current replacement cost). IVS 301 on Business Valuations and IVS 103 on Valuation Approaches and Methods specify that common methodologies for Cost Approach are Replacement Cost Method and Reproduction Cost Method. These methods involve determining the value of the asset based on the cost that will have to be incurred to recreate/replicate the asset with substantially the same utility as that of the asset under valuation.

In a going concern scenario earning power of a business, as reflected under the Earnings based and Market approaches, are of greater importance, with the values arrived at on the net assets basis being of limited relevance. Cost Approach based on the net asset value of a company would not capture the future outlook and the growth potential of the Valuation Subjects.

Therefore, we have not used the cost approach to determine the value of ABREN, renewable undertaking of EMIL and ERPL.

4. Price of Recent Investment

The said method is based on, as the name suggests, the price of recent transaction for the entity under valuation itself. Under this method, where there has been a recent investment, the price of such investment in the Company is considered to estimate the value of the Company.

In the existing case, in accordance with the resolution of the board of directors of ABREN held on Tuesday, December 9, 2025 the Company has proposed to issue Equity shares to EMIL and Global Infrastructure Partners for INR 10.15 per equity share. Such value shall be the fair value of equity share of ABREN under this approach.

Fair Valuation:

We have arrived at the fair value of equity shares of the Valuation Subjects using various Approaches as discussed above.

The computation of fair equity share entitlement ratio as derived by us for the Proposed Merger of ERPL into ABREN, and fair equity share allotment for the Proposed Slump Sale of Renewable energy Undertaking of EMIL to ABREN is given in Annexure I.



BASIS OF SHARE ENTITLEMENT RATIO

The Share Entitlement Ratio has been arrived at on the basis of fair value of equity shares of ABREN and ERPL on a relative basis, on the various approaches/ methods explained herein after considering various qualitative factors relevant to the Companies, business dynamics and growth potential of the businesses of the Companies, information base and the underlying assumptions and limitations.

While we have provided our recommendation of the Share Entitlement Ratio based on the information available to us and within the scope and constraints of our engagement, others may have a different opinion as to the Share Entitlement Ratio. The final responsibility for the determination of the Share Entitlement Ratio at which the Proposed Scheme shall take place will be with the Board of Directors of the respective Companies who should take into account other factors such as their own assessment of the proposed Scheme and input of other advisors.

In light of the above, and on a consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, we recommend the Share Entitlement Ratio for the merge of ERPL into ABREN as under:

**187070 equity shares of ABREN of INR 10/- (Ten) each fully paid up for every
100 equity shares of ERPL of INR 10/- (Ten) each fully paid up**

For merger of EPC Limited, Renewables EPC and EPCCO Services into ABREN, no shares will be issued, as they are wholly owned subsidiaries of ABREN.

BASIS OF SHARE ALLOTMENT

The Share Allotment has been arrived at on the basis of value of the Valuation Subjects based on the various approaches/ methods explained herein after considering various qualitative factors relevant to each company, business dynamics and growth potentials of the businesses of the Valuation Subjects, information base and the underlying assumptions and limitations. To arrive at the consensus on the Share Allotment for the proposed Slump Sale, suitable minor adjustments/ rounding off have been done.

While we have provided our recommendation of the Share Allotment based on the information available to us and within the scope and constraints of our engagement, others may have a different opinion as to the Share Allotment. The final responsibility for the determination of the Share Allotment at which the proposed Scheme of Slump Sale shall take place will be with the Boards of Directors of the respective Valuation Subjects who should take into account other factors such as their own assessment of the proposed Scheme of Slump Sale and input of other advisors.

We have also considered the approval of ABREN for the proposed allotment for share consideration at INR 10.15 per equity share to EMIL and GIP and therefore the share allotment pursuant to merger are being treated at par.

In light of the above, and on a consideration of all the relevant factors and circumstances as discussed and outlined hereinabove;

We recommend the following Share Allotment for the proposed Scheme of Slump Sale involving issue of equity shares of ABREN to EMIL:

39,90,75,667 [Thirty Nine Crores Ninety Lakhs Seventy Five thousand Six hundred and Sixty Seven] equity shares of ABREN of INR 10/- each fully paid up.

In addition, the economic interest and the rights of NCD Holders of ABREN would remain unchanged pursuant to the Proposed Scheme.



Respectfully submitted,

BANSI S. MEHTA VALUERS LLP
Registered Valuer
Registration Number: IBBI/RV – E /06/2022/172



Drushti R. Desai
Partner
IBBI Registration No.: IBBI/RV/06/2019/10666
Date: DECEMBER 28, 2025
UDIN: 25102062SVADQL8406

Annexure I:

The computation of fair equity share entitlement ratio as derived by us for the Proposed Merger of ERPL into ABREN, and fair equity share allotment for the Proposed Slump Sale of Renewable energy Undertaking of EMIL to ABREN is given below:

Valuation Approach	ABREN(A)		ERPL(B)	
	Value per Share (INR)	Weight	Value per Share (INR)	Weight
Income Approach - DCF Method (i)	9.75	50%	18,987.64	100%
Price of Recent Investment	10.15	50%	NA	
Fair Value	9.95		18,987.64	
Relative Value per share to be considered for Share Entitlement Ratio [Max of [a] and [b]	10.15*		18,987.64	
Fair Share Entitlement Ratio (A:B) (Rounded)	1870.70 (187070:100)			

NA = Not Applied / Not Applicable

*We have based our fair entitlement ratio basis the Price of Recent Investment into ABREN since that is also the price at which EMIL and Global Infrastructure Partners are proposing to invest into equity shares of ABREN. This transaction in effect would tantamount to additional issue of shares to EMIL against exchange of its undertaking and merger of its subsidiary.

Valuation Approach	ABREN		EMIL	
	Value per Share (INR)	Weight	Value (INR in Crores)	Weight
Income Approach - DCF Method (i)	9.75	50%	405.06	100%
Price of Recent Investment	10.15	50%	NA	
Fair Value	9.95		405.06	
Relative Value per share to be considered for Share Entitlement Ratio [Max of [a] and [b]	10.15*		405.06	
Number of shares to be issued (Value of EMIL/ Per share Value of ABREN)	39,90,75,667			



* We have based our fair entitlement ratio basis the Price of Recent Investment into ABREN since that is also the price at which EMIL and Global Infrastructure Partners are proposing to invest into equity shares of ABREN. This transaction in effect would tantamount to additional issue of shares to EMIL against exchange of its undertaking and merger of its subsidiary.

