



SEBI REGN. NO. INM 000010163

Strictly Private & Confidential

Dated: December 29, 2025

The Board of Directors of

ADITYA BIRLA RENEWABLES LIMITED

A-4, Aditya Birla Centre,
S K Ahire Marg, Worli,
Mumbai - 400 030,
Maharashtra,
India

Dear Members of the Board:

Sub: Fairness Opinion to the Board of Directors of Aditya Birla Renewables Limited (“ABREN” or “the Company”) on the recommendation of Share Entitlement Ratio for the Proposed Merger of Electrotherm Renewables Private 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 (“Proposed Transaction”)

We refer to our letter of engagement (“LoE”) whereby Fedex Securities Private Limited (“Fedex Securities”) is *inter alia* engaged to provide a Fairness Opinion (*as defined*) on the Share Entitlement Ratio (*as defined herein*) recommended by the Registered Valuer (*as defined herein*) for the proposed merger of Electrotherm Renewables Private Limited (“ERPL”) with Aditya Birla Renewables Limited (“Transferee Company” or “ABREN”) and the transfer and vesting of the renewable energy business (“EMIL Renewable Energy Undertaking” *as defined in the Proposed Scheme*) from Essel Mining & Industries Limited (“EMIL”) to ABREN, as a going concern, on a slump sale basis, without values being assigned to individual assets and liabilities, in accordance with Section 2(42C) and other applicable provisions of the Income-tax Act, 1961 (“Income Tax Act”) herein referred to as (“Slump Sale”), pursuant to a composite scheme of arrangement amongst EMIL and ABREN and ERPL and ABREL EPCCO Services Limited (“EPCCO Services”) and ABREL Renewables EPC Limited (“Renewables EPC”) and ABREL EPC Limited (“EPC Limited”) and their respective shareholders and creditors, under the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (“Proposed Scheme”). We understand that the Proposed Scheme will be considered by the Board of Directors.

Brief Background and Purpose

Essel Mining & Industries Limited (“EMIL”)

EMIL is a public limited company, incorporated on April 1, 1950 under the provision of the Indian Companies Act, 1913. The registered office of the company is situated at ‘Industry House’, 18th Floor, 10 Camac Street, Kolkata - 700 017, West Bengal, India. EMIL is engaged 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. The equity shares of EMIL are not listed on any stock exchange.

Aditya Birla Renewables Limited (“ABREN” or “the Transferee Company”)

Aditya Birla Renewables Limited is a public limited company, incorporated on August 07, 2015 under the provision of the Companies Act, 1956. The registered office of the company is situated 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 electric power generation through renewable energy resources, its transmission and distribution thereof. The equity shares of ABREN are not listed on any stock exchange. However, the Non-convertible Debentures (“NCDs”) issued by ABREN are listed on the Wholesale Debt Market segment of BSE Limited.

Electrotherm Renewables Private Limited (“ERPL”)

ERPL is a private limited company incorporated in India under the provisions of the Companies Act, 1956. The registered office of ERPL is situated at A-2, Aditya Birla Centre, S. K. Ahire Marg, Worli, Mumbai - 400 030, Maharashtra, India. ERPL 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 15 MW solar photovoltaic power plant in the State of Gujarat. Palace Solar Energy Private Limited is a subsidiary of ERPL. ERPL is a wholly owned subsidiary of EMIL.

Further, the other entities forming part of the proposed Scheme viz ABREL EPCCO Services Limited, ABREL Renewables EPC Limited and ABREL EPC Limited are wholly owned subsidiaries of ABREN and accordingly no consideration will be paid by ABREN for the merger.

For the purpose of the transaction being, transfer and vesting of the EMIL Renewable Energy Undertaking from EMIL to ABREN, as a going concern, on a slump sale basis (“**Slump Sale**”) and the amalgamation of ERPL with ABREN being Part III and Part IV of the proposed Scheme, EMIL, ERPL and ABREN have appointed Bansi S. Mehta Valuers LLP, a registered valuer for asset class – ‘Securities or Financial Assets’ with Registration No. IBBI/RV-E/06/2022/172 (“**Registered Valuer**”) to determine the consideration for the Slump Sale of EMIL Renewable energy Undertaking from EMIL into ABREN and accordingly, the number of shares to be issued by ABREN to discharge the consideration (“**Share Allotment**”) and share entitlement ratio for the proposed amalgamation of ERPL into ABREN (“**Share Entitlement Ratio**” or “**Ratio**”) and has in terms of the LoE ABREN has engaged Fedex Securities Private Limited, inter alia, to provide a fairness opinion to ABREN on the valuation report dated December 28, 2025 (“**Valuation Report**”) issued by the Registered Valuer and other related information provided by ABREN and issue our independent opinion as to the fairness of the Share Allotment and Share Entitlement Ratio (“**Fairness Opinion**”) for the consideration of the Board of Directors of ABREN. This Fairness Opinion is being provided solely to the Board of Directors of ABREN and strictly within this context and is not intended to represent the valuation at which such transaction is carried out, and does not address ABREN’s or the parties forming part of the Proposed Scheme (or any other party’s) underlying business decision to proceed with or effect any commercial decisions relating to the Proposed Scheme.

This Fairness Opinion is intended only for the sole use and information of the Board of Directors of ABREN and only in connection with the Share Allotment and Share Entitlement Ratio forming part of the Proposed Scheme. We are not responsible in any way to any other person / party for any decision of such person or party based on this Fairness Opinion. Any person / party intending to provide finance / invest in the shares / business of any of the companies involved in the Proposed Scheme 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. It is hereby notified that any reproduction, copying or otherwise quoting of this Fairness Opinion or any part thereof, other than in connection with the Proposed Scheme as aforesaid can be done only with our prior permission in writing.

As per the Valuation Report dated December 28, 2025, the Registered Valuer have recommended the following Share Allotment and Share Entitlement Ratio as under:

For Slump Sale

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.

(“Share Allotment”)

For ERPL Merger

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

(“Share Entitlement Ratio”)

The Share Allotment and Share Entitlement Ratio, for the purpose of this Fairness Opinion is collectively referred to as (“Share Exchange Ratios”).

Brief Background of the Proposed Scheme

This Proposed Scheme amongst Essel Mining & Industries Limited (“EMIL”) and Aditya Birla Renewables Limited (“ABREN” or “Transferee Company”) and Electrotherm Renewables Private Limited (“ERPL”) and ABREL EPCCO Services Limited (“EPCCO Services”) and ABREL Renewables EPC Limited (“Renewables EPC”) and ABREL EPC Limited (“EPC Limited”) and their respective shareholders and creditors seeks the following:

- (a) transfer and vesting of the EMIL Renewable Energy Undertaking (as defined below) from EMIL to the Transferee Company, as a going concern, on a slump sale basis, without values being assigned to individual assets and liabilities, in accordance with Section 2(42C) and other applicable provisions of the Income Tax Act, 1961 (“Income Tax Act”) herein referred to as (“Slump Sale”);
- (b) amalgamation of ERPL with the Transferee Company (“ERPL Merger”); and
- (c) amalgamation of EPCCO Services, Renewables EPC and EPC Limited (collectively the “EPC Companies”) with the Transferee Company (“EPC Merger”).

ERPL is a wholly owned subsidiary of EMIL. Each of the EPC Companies are wholly owned subsidiaries of the Transferee Company.

The Scheme is being proposed to create a consolidated renewable energy platform along with ancillary services, under the Transferee Company to simplify the management and operational structures of the Companies and to increase efficiencies by reaping benefits of economies of scale and synergies. Further, the Scheme would result in distinct value creation opportunities for the Transferee Company and EMIL.

In view of the aforesaid, the Board of Directors of Essel Mining & Industries Limited, Electrotherm Renewables Private Limited, ABREL EPCCO Services Limited, ABREL Renewables EPC Limited, ABREL EPC Limited and Aditya Birla Renewables Limited will consider the Proposed Scheme under the provisions of Section 230 to 232 of the Companies Act, 2013 and other relevant provisions of the Act for the transfer of the EMIL Renewable Energy Undertaking of EMIL to the Transferee Company, the amalgamation of ERPL with the Transferee Company and the amalgamation of EPC Companies with the Transferee Company.

Proposed Scheme provides, *inter alia*, for:

Slump Sale

- Part III of the Proposed Scheme deals with the transfer and vesting of the EMIL Renewable Energy Undertaking (*as defined in the Proposed Scheme*) from EMIL to the Transferee Company, as a going concern, on a slump sale basis, without values being assigned to individual assets and liabilities, in accordance with Section 2(42C) and other applicable provisions of the Income-tax Act, 1961 (“Income Tax Act”) herein referred to as (“Slump Sale”).
- Upon Part III of the Proposed Scheme becoming effective and in consideration for the transfer and vesting of all the assets and liabilities of the EMIL Renewable Energy Undertaking of EMIL into the Transferee Company in accordance with this Scheme, the Transferee Company shall issue and allot to EMIL fully paid up equity shares in the Transferee Company towards discharge the lumpsum consideration of the Slump Sale.

Amalgamation of ERPL with the Transferee Company

- Part IV of the Proposed Scheme deals with the amalgamation of ERPL with the Transferee Company.
- Upon Part IV of the Proposed Scheme becoming effective and in consideration for the transfer and vesting of all the assets and liabilities of ERPL into the Transferee Company in accordance with the Proposed Scheme, the Transferee Company shall issue and allot to every member of ERPL, holding fully paid up equity

shares in ERPL and whose names appear in the register of members of ERPL on the Record Date, fully paid-up equity shares of the Transferee Company by virtue of and in the manner provided in Proposed Scheme.

- Further, upon the coming into effect of the Scheme, ERPL shall stand dissolved without winding up on an order made by the NCLT under section 230 of the Companies Act, 2013.

All terms not specifically defined in this Fairness Opinion shall carry the same meaning as in the Proposed Scheme.

For avoidance of doubt, this Fairness Opinion is not to be construed as financial advice in relation to the sale of, or subscription for, any shares in EMIL, ERPL and/or shares and NCDs of the Transferee Company to any person.

Source of Information

For the said examination and for arriving at the opinion set forth below, we have received:

1. Equity shares exchange ratio report dated December 28, 2025 issued by the Registered Valuer;
2. Draft of the Proposed Scheme;
3. Brief Note on the business of ABREN, EMIL and ERPL;
4. 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;
5. Summarised terms of purchase power agreements of plants for ABREN and EMIL;
6. 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;
7. Audited financial statements of ABREN, EMIL and ERPL as on March 31, 2025, March 31, 2024 and March 31, 2023;
8. Limited reviewed financial statements for ABREN as on September 30, 2025;
9. Audited financial statements for ERPL along with its subsidiaries as on September 30, 2025;
10. Audited Standalone financial statements of EMIL for the period ended 30 September 2025;
11. Provisional Financial Statement of Renewable undertaking of EMIL;
12. Business Losses and Unabsorbed Depreciation for ABREN, EMIL and investment of ERPL along with its subsidiaries;
13. Details of Land;
14. Management Representation Letter;
15. Necessary clarifications, explanations and information (including oral) from the Registered Valuer;
16. Necessary explanations and information from the representatives of ERPL, EMIL and the Transferee Company; and
17. Other information as available in public domain.

Limitation of Scope and Review

This Fairness Opinion is confidential and is being provided solely for the benefit of the Board of Directors of ABREN, and shall not confer rights or remedies upon, any shareholder of ABREN or ERPL or EMIL, or any other person other than the members of the Board of Directors of ABREN, or be used for any other purpose. This Opinion may not be used or relied upon by nor is it issued for the benefit of any third party for any purpose whatsoever or disclosed, referred to or communicated by you (in whole or in part) except with our prior written consent in each instance. Provided however, this opinion may only be disclosed to ABREN or as may be required under any applicable law in India and may be kept open for inspection by the shareholders, but we take no responsibility or liability for or arising out of any such disclosure. We specifically disclaim any responsibility to any third party to whom this Letter may be shown or who may acquire a copy of this Letter.

Each recipient acknowledges that some or all of the information contained in the Fairness Opinion is or may be inside information and that the use of such information may be regulated or prohibited by applicable legislation including securities

law relating to insider dealing and market abuse and each recipient undertakes not to use any information contained in the opinion for any unlawful purpose.

In this Fairness Opinion, we have assumed and relied upon, without independent verification, the accuracy and completeness of all information supplied or otherwise made available to us either in verbal or written form, discussed with or reviewed by or for us, or publicly available. We have been given to understand that all information required by us that was relevant for the purpose of our exercise was disclosed to us. We have not conducted any evaluation or appraisal of any assets or liabilities of ERPL, EMIL or the Transferee Company nor have we evaluated the solvency or fair value of the ERPL, EMIL or the Transferee Company, under any laws relating to bankruptcy, insolvency or similar matters. In addition, we have not assumed any obligation to conduct any physical inspection of the properties or facilities of ERPL, EMIL or the Transferee Company.

This Fairness Opinion does not factor overall economic environment risk, material adverse change and other risks and is purely based on the information and representations provided to us. Considering the overall materiality, this Fairness Opinion has not considered the impact of shares that would be issued by the Transferee Company, as consideration for merger of ERPL into the Transferee Company or the Slump Sale.

This Fairness Opinion express no view as to, and our Opinion does not address, the underlying business decision of the ERPL, EMIL and the Transferee Company to affect the Proposed Scheme or the merits of the Proposed Scheme. Our Opinion does not constitute a recommendation to any shareholder or creditor of ERPL, EMIL and the Transferee Company as to how such shareholder or creditor should vote on the Proposed Scheme or any matter related thereto. We are not expressing any opinion herein as to the prices at which the NCDs of ABREN will trade following the announcement or consummation of the Proposed Scheme or as to the prices at which the NCDs and equity shares of ABREN may be transacted.

This Fairness Opinion is not and does not purport to be an appraisal or otherwise reflective of the prices at which any business or securities actually could be ideally bought or sold by any party and are not indicative of actual value or actual future results that might be achieved, which value may be higher or lower than those indicated.

This Fairness Opinion is necessarily based on financial, economic, market and other conditions as in effect on the date of this issuing the Fairness Opinion, and the information made available to us as of, the date hereof, including the capital structure of ERPL, EMIL and the Transferee Company.

We assume no responsibility for the legal, tax, accounting or structuring matters including, but not limited to, legal or title concerns. Title to all subject business assets is assumed good and marketable and we would urge ERPL, EMIL and the Transferee Company to carry out an independent assessment of the same prior to entering into any transaction, after giving due weightage to the results of such assessment. We have further assumed that the Proposed Scheme would be carried out in compliance with applicable laws, rules and regulations.

In the ordinary course of business, we and our affiliates may actively trade or hold securities of companies that may be the subject matter of this Proposed Scheme for our own account or for the account of our customers and, accordingly, may at any time hold long or short position in such securities and may vote at any general meeting as they deem fit.

The laws of India govern all matters arising out of or relating to this Fairness Opinion (including, without limitation, its interpretation, construction, performance, and enforcement).

With respect to any suit, action or any other proceedings relating to this Fairness Opinion the courts of competent jurisdiction in India shall have exclusive jurisdiction.

For avoidance of any doubts, it is clarified that fees payable to Fedex Securities Private Limited by ABREN are not in any way contingent upon nature of opinion provided to ABREN.

Distribution of this Fairness Opinion

The Fairness Opinion is addressed to the Board of Directors of ABREN (in its capacity as such) solely for the purpose of providing them with an independent opinion on the fairness of the Valuation as determined by the Valuer for the consideration of the Board of Directors of ABREN. The Fairness Opinion shall not be disclosed or referred to publicly or to any third party, other than as required by Indian law (in which case you would provide us a prior written intimation) without our prior written consent. The Fairness Opinion should be read in totality and not in parts. Further, this Fairness Opinion should not be used or quoted for any purpose. If this Fairness Opinion is used by any person other than to whom it is addressed or for any purpose other than the purpose stated hereinabove, then we will not be liable for any consequences thereof. In no circumstances however, will Fedex Securities or its directors, officers, employees and controlling persons of

Fedex Securities accept any responsibility or liability including any pecuniary or financial liability to any third party, in any registration statement, prospectus, offering memorandum, annual report, loan agreement or any other agreement or documents given to third parties.

Conclusion

In the circumstances, having regard to all relevant factors and on the basis of information and explanations given to us, as of the date hereof,

- a) the Share Allotment as consideration for Slump Sale of EMIL Renewable energy Undertaking from EMIL into ABREN; and
- b) share entitlement ratio for the proposed amalgamation of ERPL into ABREN

as recommended by the Registered Valuer, is fair from a financial point of view to the shareholders of ABREN and based on the foregoing considerations, in accordance with Regulation 59A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant SEBI Master Circulars thereto, examination of the Valuation Report, such other information / undertakings / representations provided to us by the management of the Companies and our independent analysis and evaluation of such information and subject to the scope limitations as mentioned hereinabove and to the best of our knowledge and belief, we are of the opinion that the recommendation made by the Registered Valuer as consideration for the Proposed Scheme does not impact the economic interest of the NCD holders of ABREN.

Yours truly,

For, **Fedex Securities Private Limited**



Uday Nair

Director

DIN: 03431884