

Saffron Capital Advisors Private Limited

605, Sixth Floor, Centre Point, Andheri Kurla Road
J.B. Nagar, Andheri (East), Mumbai - 400059
Tel.: +91-22-40820912 | Fax: +91-22-40820999
Email: info@saffronadvisor.com
Website: www.saffronadvisor.com
CIN No.: U67120MH2007PTC166711

Date: December 30, 2023

To,
The Board of Directors,
Anjani Portland Cement Limited
#6-3-553, Unit No. E3 & E4, 4th Floor,
Quena Square Off: Taj Deccan Road,
Erramanzil, Hyderabad, Telangana – 5600082.

Dear Board of Directors,

1. Engagement Background

We understand that the Management of Bhavya Cements Private Limited (“Bhavya” or the “Transferor Company”) and Anjani Portland Cement Limited (“Anjani” or the “Transferee Company”) (jointly referred to as “Companies”) are contemplating merger of Bhavya with Anjani through a Scheme of Arrangement under the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Proposed Merger”).

The terms and conditions of the Proposed Mergers are more fully set out in the draft Proposed Merger document shared with us, the final version of which will be filed by the aforementioned companies with the appropriate authorities.

We understand that the Valuation as well as the swap ratio thereof is based on the Valuation Report dated December 30, 2023 issued by Vishesh Unni Raghunathan, Independent valuer registered with Insolvency and Bankruptcy Board of India (“IBBI”) with Registration No. IBBI/RV/05/2019/11260 (“Valuer”).

We, Saffron Capital Advisors Private Limited, a SEBI registered Category-I Merchant Banker, have been engaged by Anjani to give a fairness opinion (“Opinion”) on Valuation Certificate dated December 30, 2023 issued by Valuer.

2. Background of the companies and Rationale

Anjani Portland Cement Ltd (L26942TG1983PLC157712) is a listed entity in the business of manufacturing and selling cement. The company was incorporated on 17 December, 1983 and has its registered office at #6-3-553, Unit No. E3 & E4, 4th Floor, Quena Square Off: Taj Deccan Road, Erramanzil, Hyderabad, Telangana – 5600082.



Registered Office: H-130, Bhoomi Green, Raheja Estate, Kulupwadi, Borivali (East), Mumbai-400 066/ SEBI Registration No: INM000011211

For ANJANI PORTLAND CEMENT LTD.

S. Anjali
Company Secretary

Bhavya Cements Private Limited (U26941AP2007PTC053611) was incorporated on 16 April, 2007 and has its registered office at Thangeda Village, Dacheppally Mandal, Guntur District, Andhra Pradesh – 522414. Bhavya Cements is engaged in the business of providing services relating to produce, manufacture, refine, prepare, import, export purchase, sell and generally to deal in all kinds of Portland Cement.

Bhavya is a 99.09% subsidiary of Anjani. Anjani and Bhavya now intend to merge, with the shareholders of Bhavya (other than Anjani) being issued fully paid-up equity shares as consideration.

As per the Proposed Merger, pursuant to Proposed Merger, the Undertaking of the Bhavya (comprising of its business including various tangible and intangible assets) will be transferred and vested into Anjani.

We understand that the appointed date for the Proposed Merger as per the draft scheme shall be opening business hours of 1 April 2022 or such other later date as the Board may decide.

3. Recommended Share Exchange Ratio for the Proposed transaction

The Valuer has recommended the following share exchange ratio for the Proposed Merger:

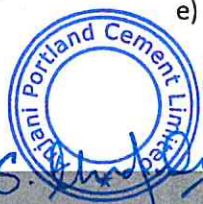
"1,365 fully paid-up equity shares in Anjani for every 15,181 fully paid-up equity shares of Bhavya"

We have relied upon the draft Proposed Merger Document and taken the aforementioned (together with the other facts and assumptions set forth therein) into account while determining the meaning of "fairness", from a financial point of view, for the purposes of this Opinion.

4. Exclusions and Limitations

Our opinion and analysis are limited to the extent of review of the valuation report by the Valuer and the Draft Proposed Merger document. In connection with the opinion, we have

- a) Reviewed the Draft Proposed Merger Document.
- b) Valuation Report dated December 30, 2023, issued by Valuer.
- c) Consideration of various financial data including but not limited to the following:
 - a. Financial statements for the year / period ended 30 September 2023, 31 March 2023, 31 March 2022, 31 March 2021 and 31 March 2020 for Anjani and Bhavya.
 - b. Other relevant information and documents for the purpose of this engagement.
- d) Sought various clarifications with the respective senior management teams of Bhavya and Anjani.
- e) Reviewed such other information and explanations as we have required, and which have been provided by the management of Bhavya and Anjani.



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

For the purpose of this assignment, Saffron has relied on the Valuation Certificate for the Proposed Merger of Bhavya Cements Private Limited into Anjani Portland Cement Limited and information and explanation provided to it, the accuracy whereof has not been evaluated by Saffron. Saffron's work does not constitute certification or due diligence of any past working results and Saffron has relied upon the information provided to it as set out in working results of the aforesaid reports.

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

We hereby give our consent to present and disclose the Fairness Opinion in the general meetings of the shareholders of Bhavya and Anjani and to the Registrar of Companies. Our opinion is not, nor should it be construed as our opining or certifying the compliance of the Proposed Merger with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon.

The information contained in this report is selective and is subject to updating, expansions, revisions and amendment, if any. It does not purport to contain all the information recipients may require. No obligation is accepted to provide recipients with access to any additional information or to correct any inaccuracies which might become apparent. Recipients are advised to independently conduct their own investigation and analysis of the business of the Companies. The report has been prepared solely for the purpose of giving a fairness opinion on Valuation Certificate issued for the Proposed Merger between Bhavya and Anjani and may not be applicable or referred to or quoted in any other context.

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



One should note that valuation is not an exact science and that estimating values necessarily involves selecting a method or approach that is suitable for the purpose. Moreover, in this case where the shares of the Anjani are being issued as consideration to the shareholders of Bhavya, it is not the absolute valuation that is important for framing an opinion but the relative valuation of the Bhavya vis-a-vis shares of Anjani. We have assumed that the Final Proposed Merger document will not differ in any material respect from the Draft Proposed Merger Document shared with us.

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

The company has been provided with an opportunity to review the Draft Opinion as part of our standard practice to make sure that factual inaccuracy/omissions are avoided in our Final Opinion. Our Opinion is not intended to and does not constitute a recommendation to any shareholder as to how such holder should vote or act in connection with the Proposed Merger or any matter thereto.

5. Conclusion

Based on and subject to the foregoing, we are of the opinion that the share issuance ratio is fair to the shareholders of Anjani from the financial point of view. Further the relative valuation of Bhavya and Anjani as detailed by the Valuer is fair.

For Saffron Capital Advisors Private Limited,

**SAKSHI
GUPTA**

Digitally signed
by SAKSHI GUPTA
Date: 2023.12.30
18:55:06 +05'30'

**Sakshi Gupta
Head-Valuation**

