KPMG

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The Audit Committee/ The Board of Directors
Gabriel India Limited
29th Milestone,
Pune-Nashik Highway
Village Kuruli, Taluka Khed
Pune-410501

Dated: 30 June 2025

Re: Report on recommendation of fair equity share exchange ratio for demerger of the Automotive Undertaking (as defined hereinafter) of Asia Investments Private Limited ('Demerged Company') into the Gabriel India Limited ('Resulting Company');

Dear Sir / Madam,

We refer to our engagement letter whereby KPMG Valuation Services LLP ('KPMG' or 'we' or 'us' or 'our' or 'Valuer') has been appointed by Gabriel India Limited, to recommend value per share for equity share swap ("Share Exchange Ratio") in connection with the Proposed Demerger (defined hereinafter) pursuant to the Draft Composite Scheme of Arrangement (the 'Scheme') between Anchemco India Private Limited, Asia Investments Private Limited, Gabriel India Limited, and their respective shareholders.

Gabriel India Limited is hereinafter referred to as 'Client' or 'Company' or the "Resulting Company".

The Share Exchange Ratio for this Report refers to the number of equity shares of the Resulting Company which would be issued to the equity shareholders of the Demerged Company (defined hereinafter) pursuant to the transfer and vesting of the Demerged Undertaking (defined hereinafter) by the Demerged Company into the Resulting Company.

This Report providing a recommendation of the Share Exchange Ratio for the Proposed Demerger ('Share Exchange Ratio Report' or 'Valuation Report' or 'Report') with 30 June 2025 as the Valuation Date is our deliverable for the current engagement. For the purpose of this valuation, the valuation is based on 'Going Concern' premise.

BACKGROUND

Anchemco India Private Limited (formerly known as Andasia Private Limited) (the 'Transferor Company') was incorporated as a private limited company under the provisions of the Companies Act, 2013, on 17th December 2022, vide Corporate Identity Number (CIN) U34103DL2022PTC408512, having registered office at 1 Aurobindo Marg, Hauz Khas, New Delhi, India - 110016. The Transferor Company is engaged in the manufacture and supply of brake fluids, radiator coolants, diesel exhaust fluids / ad-blue, and products include Polyurethane (PU) and Polyvinyl Chloride (PVC) adhesives primarily for filtration products and sound insulation applications. The Transferor Company is fully held by the Transferee Company / Demerged Company and its wholly owned subsidiary. The Transferor Company is under the process of shifting its registered office from Delhi to the State of Maharashtra.

Asia Investments Private Limited (the 'Transferee Company' for Part C of the Scheme and the 'Demerged Company' for Part D of the Scheme), was incorporated as a private limited company under the provisions of the erstwhile Companies Act, 1956, on 25th January, 1966, vide Corporate Identity Number (CIN) U70200MH1966PTC206200, having registered office at Anand Business Centre, 10 Prasad Chambers, Opera House, Mumbai, Maharashtra, India - 400004. The Transferee Company / Demerged Company is primarily engaged in making investments in subsidiaries / joint ventures and providing management advisory services

Gabriel India Limited (the 'Resulting Company') was incorporated as a public limited company under the provisions of the erstwhile Companies Act, 1956, on 24th February 1961, vide Corporate Identity Number (CIN)

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L34101PN1961PLC015735, having registered office at 29th Milestone, Pune-Nashik Highway, Kuruli, Khed, Pune, Maharashtra, India - 410501. The Resulting Company is engaged in the business of manufacture and distribution of ride control products catering to all segments in the automotive industry. The equity shares of the Resulting Company are listed on BSE Ltd and National Stock Exchange of India Limited. It is a subsidiary of the Transferee Company / Demerged Company.

'Demerged Undertaking' or 'Automotive Undertaking' means entire business undertaking, on a going concern basis, in relation to the Demerged Company, engaged in the business of automobile products, including the business of the Transferor Company vested in the Transferee Company / Demerged Company pursuant to the Amalgamation in accordance with Part C of the Scheme, along with all the related assets, identified investments, liabilities and obligations, of whatsoever nature and kind, of the Demerged Company belonging to, or forming part of, or relating or appertaining to, or attributable to the Demerged Undertaking of Demerged Company, including specifically the following:

Investments of the Demerged Company in Dana India Private Limited, Henkel Anand India Private Limited and Anand CY Myutec Automotive Private Limited but shall exclude investment of the Demerged Company in the Resulting Company and any other investments of the Demerged Company not specified in the Scheme.

SCOPE AND PURPOSE OF THIS REPORT

We understand that the management of Resulting Company ('Management') is evaluating a Composite Scheme of Arrangement under the provisions of Sections 230-232, and other relevant provisions of the Companies Act, 2013, including the rules and regulations issued thereunder and any statutory modifications, re-enactment or amendments thereof, to the extent applicable (the 'Scheme'), for the proposed amalgamation of the Transferor Company with and into the Transferee Company and subsequent demerger of the Demerged Undertaking of the Demerged Company into the Resulting Company ('Proposed Demerger').

In this connection, the Board of Directors of the Client (the 'BOD') require a Registered Valuer Report as per section 232 read with section 247 of the Companies Act, 2013 and accordingly the BOD of Resulting Company has appointed KPMG to undertake valuation of the Demerged Undertaking and Gabriel India Limited, on a going concern basis, and submit a report recommending the Share Exchange Ratio for the Proposed Demerger for the consideration of the Board of Directors (including audit committees, if applicable) of the Client in accordance with the applicable Securities and Exchange Board of India ('SEBI'), the relevant stock exchanges', and relevant laws, rules and regulations. To the extent mandatorily required under applicable laws of India, this Report maybe produced before the judicial, regulatory or government authorities, stock exchanges, shareholders in connection with the Proposed Demerger.

We understand that the appointed date for the amalgamation is 1 April 2025 and for the Proposed Demerger as per the Scheme shall be 1 April 2026.

The scope of our services is to conduct a valuation of equity shares of the Demerged Undertaking and the Resulting Company on a relative basis and recommend the Share Exchange Ratio for the Proposed Demerger. To arrive at the Share Exchange Ratio for the Proposed Demerger, appropriate minor adjustments/rounding off have been done in the values arrived by us.

We have been provided with the financials of the Transferor Company, Demerged Undertaking and Resulting Company including their subsidiaries and joint ventures, as discussed below. Further, we have taken into consideration the current market parameters in our analysis and have made adjustments for additional facts made known to us till the date of our Report. We have been informed that all material information impacting the Transferor Company, Demerged Undertaking and Resulting Company including their subsidiaries and joint ventures, has been disclosed to us.

We have been also informed by the Management that:

a) In the event that the Company restructures its equity share capital by way of share split / consolidation / issue of bonus shares before the Proposed Demerger becomes effective, the issue of shares pursuant to the Share Exchange Ratio recommended in this Report shall be adjusted accordingly to take into account the effect of any such corporate actions.
b) till the Proposed Demerger becomes effective, the Company would not declare any substantial dividends having materially different yields as compared to past few years.
c) there are no unusual/abnormal events in the Company materially impacting their operations/financial position after 31 March 2025 till the Report date except the following:
    - Anchemco India Private Limited has acquired Ansysco Anand LLP with effect from April 1, 2025.

We have relied on the above while arriving at our recommendation of the Share Exchange Ratio for the Proposed Demerger.

This report and the information contained herein is absolutely confidential. The report will be used by the Client only for the purpose, as indicated in the Letter of Engagement for which we have been appointed. The result of our valuation analysis and our report cannot be used or relied by the Client 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. Any person/ party intending to provide finance/ invest in the shares/ businesses of the Resulting Company/ Transferor Company/Demerged Undertaking/ 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 KPMG. It is hereby notified that usage, reproduction, distribution, circulation, copying or otherwise quoting of this report or any part thereof, except for the purpose as set out earlier in this report, without our prior written consent, is not permitted, unless there is a statutory or a regulatory requirement to do so.

This Report dated 30 June 2025 is our deliverable for the above engagement.

The report including, (for the avoidance of doubt) the information contained in it is absolutely confidential and intended only for the sole use and information of the Client. Without limiting the foregoing, we understand that the Client may be required to submit the report to or share the report as per terms agreed in the Letter of Engagement ("LoE"), in connection with the Proposed Demerger. We hereby give consent to the disclosure of the report to such recipients as permitted under the terms of LoE, subject to the Client ensuring that any such disclosure shall be subject to the condition and understanding that:

- it will be the Client's responsibility to review the report and identify any confidential information that it does not wish to or cannot disclose;
- we owe responsibility to only the Client that have engaged us and nobody else, and to the fullest extent permitted by law;
- we do not owe any duty of care to anyone else other than the Client and accordingly that no one other than the Client is entitled to rely on any part of the report;
- we accept no responsibility or liability towards any third party (including, the recipients as permitted under the terms of LoE) to whom the report may be shared with or disclosed or who may have access to the report pursuant to the disclosure of the report to the recipients as permitted under the terms of LoE. Accordingly, no one other than the Client shall have any recourse to us with respect to the report;
- we shall not under any circumstances have any direct or indirect liability or responsibility to any party engaged by the Client or to whom the Client may disclose or directly or indirectly permit the disclosure of any part of the report and that by allowing such disclosure we do not assume any duty of care or liability, whether in contract, tort, breach of statutory duty or otherwise, towards any of the third parties.

It is clarified that reference to this valuation report in any document and/ or filing with aforementioned tribunal/ judicial/ regulatory authorities/ government authorities/ stock exchanges/ courts/ professional advisors/ merchant bankers, in connection with the Proposed Demerger, shall not be deemed to be an acceptance by us of any responsibility or liability to any person/ party other than the Boards of Directors of the Client.

This Report is subject to the scope, assumptions, qualifications, exclusions, limitations and disclaimers detailed hereinafter. As such, the Report is to be read in totality and not in parts, in conjunction with the relevant documents referred to therein.

SOURCES OF INFORMATION / MAJOR FACTORS THAT WERE TAKEN INTO ACCOUNT DURING THE VALUATION

In connection with this exercise, we have used the following information received from the Management(s) of the companies and that gathered from the public domain:

- Considered the draft Composite Scheme of Arrangement for the Proposed Demerger dated 27 June 2025;
- Considered the audited consolidated financial statements for last 5 years ending March 31, 2025 for the following:
  - Gabriel India Limited
  - Anchemco India Private Limited and Ansysco Anand LLP merged*
  - Dana Anand India Private Limited
  - Henkel Anand India Private Limited
  - Anand CY Myutec Automotive Private Limited

  **Ansysco Anand LLP merged with Anchemco India Private Limited on April 1, 2025. Accordingly, we have relied on provisional consolidated financials prepared on the basis of audited financials of both the entities.*
- Financial projections (on a consolidated basis) including key underlying assumptions for the following:
  - Gabriel India Limited
  - Anchemco India Private Limited
  - Dana Anand India Private Limited
  - Henkel Anand India Private Limited
  - Anand CY Myutec Automotive Private Limited
- Number of equity shares of the Transferor Company, Demerged Company/ Transferee Company and Resulting Company as on the Valuation Date and the number of shares on a fully diluted basis as at the date of this Report; and
- Other relevant information and documents for the purpose of this engagement provided through emails or during discussion.
- Discussion with the Management in connection with the operations of the Transferor Company, Demerged Company/ Transferee Company and Resulting Company, past and present activities, future plans and prospects, share capital and shareholding pattern;

- For our analysis, we have relied on published and secondary sources of data, whether or not made available by the Management. We have not independently verified the accuracy or timeliness of the same; and
- Such other analysis and enquiries, as we considered necessary.

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 Client has been provided with the opportunity to review the draft report (excluding the recommended Share Exchange Ratio) as part of our standard practice to make sure that factual inaccuracy/omissions are avoided in our Report.

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, and clarifications regarding past financials performance of the Transferor Company, Demerged Undertaking and Resulting Company, as applicable;
- Considered data available in public domain related to Transferor Company, Demerged Undertaking and Resulting Company, their subsidiaries, and their peers;
- Discussions (physical/over call) with the Management to
  - Understand the business, key value drivers, historical financial performance and projected financial performance of the Transferor Company, Demerged Undertaking and Resulting Company;
- Undertook Industry Analysis
  - Researched publicly available market data including economic factors and industry trends that may impact the valuation;
  - Analyzed key trends and valuation multiples of comparable companies using proprietary databases subscribed by us or our network firms.
- Selected internationally accepted valuation methodology/(ies) as considered appropriate by us, in accordance with the ICAI Valuation Standards/International Valuation standards published by the International Valuation Standards Council.
- Arrived at valuation of the Demerged Undertaking and the Resulting Company in order to conclude our analysis on Share Exchange Ratio for the Proposed Demerger. For the purpose of arriving at the valuation of the Demerged Undertaking and the Resulting Company we have considered the valuation base as 'Fair Value' and the premise of value is 'Going Concern Value'. Any change in the valuation base, or the premise could have significant impact on our valuation exercise, and therefore, this report.
- As confirmed to us by the Management, valuation of Demerged Undertaking is the sum of investment of Transferee Company/ Demerged Company in
  - Anchemco India Private Limited
  - Dana Anand Private Limited
  - Anand CY Myutec Private Limited
  - Henkel Anand India Private Limited

SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

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 or our network firms.

The user to which this valuation is addressed should read the basis upon which the valuation has been done and be aware of the potential for later variations in value due to factors that are unforeseen at the Valuation Date. Due to possible changes in market forces and circumstances, this Report can only be regarded as relevant as at the Valuation Date.

This Report has been prepared for the purposes stated herein and should not be relied upon for any other purpose. Our Client is the only authorized users of this Report and use of the Report is restricted for the purpose indicated in the respective engagement letters. This restriction does not preclude the Client 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.

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.

This Report, its contents and the results herein are specific to (i) the purpose of valuation agreed as per the terms of our engagement; (ii) the Valuation Date; (iii) and are based on the audited financials of the Companies as at 31 March 2025 (as applicable) and other information provided by the Management (iv) other information obtained by us from time to time. We have been informed that the business activities of the companies have been carried out in the normal and ordinary course between 31 March 2025 and the Report date and that no material changes have occurred in their respective operations of the companies.

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An analysis of this nature is necessarily based on the prevailing stock market, financial, economic and other conditions in general and industry trends in particular as in effect on, and the information made available to us as of, the 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.

In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or willful default on part of the Client, Transferor Company, Demerged Company/ Transferee Company or Demerged Undertaking, their directors, employees or agents.

The Client/owners and its Management/representatives warranted 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 owners/Client, the Management 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 Client, Transferor Company, Demerged Company/ Transferee Company or Demerged Undertaking their directors, employee or agents.

KPMG is not aware of any contingency, commitment or material issue which could materially affect the Transferor Company, Demerged Company/ Transferee Company, Demerged Undertaking and Resulting Company's economic environment and future performance and therefore, the equity value of the Demerged Undertaking, Transferor Company and Resulting Company.

We do not provide assurance on the achievability of the results forecast by the Management as events and circumstances do not occur as expected; differences between actual and expected results 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 Management.

The Report assumes that the Transferor Company, Demerged Company/ Transferee Company, Demerged Undertaking and Resulting Company comply fully with relevant laws and regulations applicable in all its areas of operations unless otherwise stated, and that the Transferor Company, Demerged Company/ Transferee Company, Demerged Undertaking and Resulting Company aged in a competent and responsible manner. Further, 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 disclosed in the audited / unaudited balance sheets of the Transferor Company, Demerged Company/ Transferee Company, Demerged Undertaking and Resulting Company, if any provided to us. Our conclusion of value assumes that the assets and liabilities of the Resulting Company and Demerged Undertaking reflected in their respective latest audited or provisional balance sheets remain intact as of the Report Date. No investigation of the Resulting Company and Demerged Undertaking/ subsidiaries claims to title of assets has been made for the purpose of this report and the Resulting Company and Demerged Undertaking/ subsidiaries 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. The valuation analysis and result are governed by concept of materiality.

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

Our report is not nor should it be construed as our opining or certifying the compliance of the Proposed Demerger with the provisions of any law/ standards including companies, foreign exchange regulatory, accounting and taxation (including transfer pricing) laws/ standards or as regards any legal, accounting or taxation implications or issues arising from such Proposed Demerger.

The valuation analysis and result are governed by concept of materiality.

It has been assumed that the required and relevant policies and practices have been adopted by the Transferor Company, Demerged Company/ Transferee Company, Demerged Undertaking and Resulting Company and would be continued in the future.

The fee for the engagement is not contingent upon the results reported.

The actual share exchange ratio may be higher or lower than our recommendation depending upon the circumstances of the transaction, the nature of the business. The knowledge, negotiating ability and motivation of the buyers and sellers will also affect the exchange ratio achieved. Accordingly, our recommended Share Exchange Ratio will not necessarily be the share exchange ratio at which actual transaction will take place.

We have also relied on data from external sources to conclude the valuation. These sources are believed to be reliable and therefore, we assume no liability for the truth or accuracy of any data, opinions or estimates furnished by others that have been used in this analysis. Where we have relied on data, opinions or estimates from external sources, 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.

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This Report and the information contained herein is absolutely confidential. The Report will be used by the Client only for the purpose, as indicated in this Report, for which we have been appointed. The results of our valuation analysis and our Report cannot be used or relied by the Client 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. 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 clarified that reference to this Report in any document and/ or filing with aforementioned tribunal/ judicial/ regulatory authorities/ government authorities/ stock exchanges/ courts/ shareholders/ professional advisors/ merchant bankers, in connection with the Proposed Demerger, shall not be deemed to be an acceptance by the Valuer of any responsibility or liability to any person/ party other than the Boards of Directors of the Client.

Our report is not, nor should it be construed as our recommending the Proposed Demerger or anything consequential thereto/ resulting therefrom. This report does not address the relative merits of the Proposed Demerger as compared with any other alternatives or whether or not such alternatives could be achieved or are available. Any decision by the Client/ their shareholders/ creditors regarding whether or not to proceed with the Proposed Demerger shall rest solely with them. We express no opinion or recommendation as to how the Board meeting shareholders/ creditors of the Resulting Company and Demerged Undertaking should vote at any shareholders'/ creditors' meeting(s) to be held in connection with the Proposed Demerger. This report does not in any manner address, opine on or recommend the prices at which the securities of the Company could or should transact at following the announcement/ consummation of the Proposed Demerger. Our report and the opinion/ valuation analysis contained herein is not 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 is understood that this analysis does not represent a fairness opinion.

We have not conducted or provided an analysis or prepared a model for any individual assets/ liabilities and have wholly relied on information provided by the Management in that regard.

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 Demerger, without our prior written consent.

This Report is subject to the laws of India.

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

KPMG will owe the responsibility only to Gabriel India Limited as per the provisions governed under the engagement letter signed. We will not be liable for any losses, claims, damages, or liabilities arising out of the actions taken, omissions or advice given by any other person.

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

- KPMG is not affiliated to the Client in any manner whatsoever.
- We do not have any financial interest in the Client, nor do we have any conflict of interest in carrying out this valuation.
- Valuer's fee is not contingent on an action or event resulting from the analyses, opinions or conclusions in this Report.

Further, the information provided by the Management have been appropriately reviewed in carrying out the valuation. Sufficient time and information was provided to us to carry out the valuation.

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SHAREHOLDING PATTERN

Anchemco India Private Limited

The share capital structure of Transferor Company as on 31 March 2025, is as under:

Particulars	Amount (INR)
6,22,80,000 equity shares of INR 10 each fully paid up	62,28,00,000
Total	**62,28,00,000**

As per the Scheme dated 27 June 2025

As on the date of approval of the Scheme by the Board of Directors of the Transferor Company, there is no change in the authorized, issued, subscribed and paid-up share capital of the Transferor Company.

Asia Investments Private Limited

The share capital structure of Transferee Company / Demerged Company as on 31 March 2025, is as under:

Particulars	Amount (INR)
2,90,03,525 equity shares of INR 10 each	29,00,35,250
Total	**29,00,35,250**

As per the Scheme dated 27 June 2025

As on the date of approval of the Scheme by the Board of Directors of the Transferee Company / Demerged Company, there is no change in the authorized, issued, subscribed and paid-up share capital of the Transferee Company / Demerged Company.

Gabriel India Limited

The share capital structure of Resulting Company as on 31 March 2025, is as under:

Particulars	Amount (INR)
14,36,43,940 equity shares of INR 1 each fully paid up	14,36,43,940
Total	**14,36,43,940**

As per the Scheme dated 27 June 2025

As on the date of approval of the Scheme by the Board of Directors of the Resulting Company, there is no change in the authorized, issued, subscribed and paid-up share capital of the Resulting Company.

Our valuation analysis considers the above shareholding pattern of the Transferor Company, Transferee Company/ Demerged Company and Resulting Company.

APPROACH FOR RECOMMENDATION OF SHARE EXCHANGE

BASIS OF SHARE EXCHANGE RATIO

The Scheme contemplates the following:

- Amalgamation of Transferor Company with and into Transferee Company/ Demerged Company; and
- Demerger of Demerged Undertaking of Transferee Company/ Demerged Company into Resulting Company ("Proposed Demerger").

Arriving at the Share Exchange Ratio for the Proposed Demerger would require determining the value of equity shares of the Demerged Undertaking and Gabriel India Limited on a relative basis. These values are to be determined on a relative basis for the Demerged Undertaking and Gabriel India Limited, without considering the effect of the Proposed Demerger.

The valuation approach adopted by KPMG is given in Annexure 1.

In the ultimate analysis, valuation will have to be arrived at by the exercise of judicious discretion by the valuer and judgments taking into account all the relevant factors. There will always be several factors, e.g. quality of the management, present and prospective competition, yield on comparable securities and market sentiment, etc. which are not evident from the face of the balance sheets but which will strongly influence the worth of a share. The determination of a Share Exchange Ratio/ Valuation is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgement. This concept is also recognized in judicial decisions. There is, therefore, no indisputable single Share Exchange Ratio/ equity value estimate. While we have provided our recommendation of the Share Exchange 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 Exchange Ratio. The final responsibility for the determination of the Share Exchange Ratio at which the Proposed Demerger shall take place will be with the Board of Directors of the respective Demerged Undertaking and Gabriel India Limited who should take into account other factors such as their own assessment of the Proposed Demerger and input of other advisors.

We have applied approaches/methods discussed in the Annexures, as considered appropriate, and arrived at the value per share of the Demerged Undertaking and Gabriel India Limited. To arrive at the Share Exchange Ratio for the Proposed Demerger, suitable minor adjustments / rounding off have been done. 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 Exchange Ratio for the Proposed Demerger:

Share Exchange Ratio:

Upon coming into effect of the Scheme, in consideration for the transfer and vesting of the Demerged Undertaking by the Demerged Company into the Resulting Company, the equity shareholders of the Demerged Company or their respective heirs, executors, administrators or other legal representatives or other successors in title, whose names appear in the Register of Members of the Demerged Company on the Record Date, shall, without any further act, deed or thing be issued and allotted as under:

1,158 (One Thousand One Hundred and Fifty-Eight) equity shares of Gabriel India Limited of INR 1/- each fully paid up for every 1,000 (One Thousand) equity shares of Asia Investments Private Limited or the Demerged Company of INR 10/- each fully paid up

Our Valuation report and Share Exchange Ratio is based on the equity share capital structure of the Demerged Company and Gabriel India Limited as mentioned earlier in this report. Any variation in the equity capital of the Demerged Company and Gabriel India Limited may have material impact on the Share Exchange Ratio.

It should be noted that we have not examined any other matter including economic rationale for the Proposed Demerger per se or accounting, legal or tax matters involved in the Proposed Demerger.

Respectfully submitted,

KPMG Valuation Services LLP
Registered Valuer Entity under Companies
(Registered Valuers and Valuation) Rules, 2017
Registration No. IBBI/RV-E/06/2020/115
Asset Class: Securities or Financial Assets

Apurva Shah, Partner
IBBI Membership No.: IBBI/RV/05/2019/10673
Date: 30 June 2025

Annexure 1 - Approach to Valuation

We have carried out the valuation in accordance with the principles laid in the ICAI Valuation Standards/International Valuation Standards, as applicable to the purpose and terms of this engagement.

The report has been prepared on the basis of "Fair Value" as at Valuation Date. The generally accepted definition of "Fair Value" is the value as applied between a hypothetical willing vendor and a hypothetical willing prudent buyer in an open market and with access to all relevant information.

We have adopted "Going Concern Value" as the premise of value in the given circumstances. The generally accepted definition of Going Concern Value is the value of a business enterprise that is expected to continue to operate in the future.

The three main valuation approaches are the market approach, income approach and asset approach. There are several commonly used and accepted methods within the market approach, income approach and asset approach, for determining the relative fair value of equity shares of a company, which can be considered in the present valuation exercise, to the extent relevant and applicable, to arrive at the Share Exchange Ratio for the purpose of the Proposed Demerger, such as:

- Income Approach - Discounted Cash Flow (DCF) Method
- Market Approach - Market Price Method; Comparable Companies Multiples Method ("Market Multiples Method"); Comparable Companies' Transactions Multiples ("CTM Method")
- Asset Approach - Net Asset Value (NAV) Method

It should be understood that the valuation of any company or its assets is inherently subjective and is subject to uncertainties and contingencies, all of which are difficult to predict and are beyond our control. In performing our analysis, we made assumptions with respect to industry performance and general business and economic conditions, many of which are beyond the control of the companies. In addition, this valuation will fluctuate with changes in prevailing market conditions, the conditions and prospects, financial and otherwise, of the companies/ businesses, and other factors which generally influence the valuation of companies and their assets.

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose. Our choice of method of valuation has been arrived at using usual and conventional methods adopted for transactions of a similar nature and our reasonable judgment, in an independent and bona fide manner based on our previous experience of assignments of a similar nature.

Income Approach
Income approach is a valuation approach that converts maintainable or future amounts (e.g., cash flows or income and expenses) to a single current (i.e., discounted or capitalised) amount. The value measurement is determined on the basis of the value indicated by current market expectations about those future amounts.

Under DCF method, the projected free cash flows from business operations available to all providers of capital are discounted at the weighted average cost of capital to such capital providers, on a market participant basis, and the sum of such discounted free cash flows is the value of the business from which value of debt and other capital is deducted, and other relevant adjustments made to arrive at the value of the equity – Free Cash Flows to Firm (FCFF) technique; This discount rate, which is applied to the free cash flows, should reflect the opportunity cost to all the capital providers (namely shareholders and creditors), weighted by their relative contribution to the total capital of the company. The opportunity cost to the capital provider equals the rate of return the capital provider expects to earn on other investments of equivalent risk.

For the purpose of DCF valuation, the free cash flow forecast is based on projected financials as provided by the Management of the Transferor Company, Demerged Undertaking and Gabriel India Limited. While carrying out this engagement, we have relied on historical information made available to us by the Management and the projected financials for future related information ("Management Business Plan"). Although we have read, analyzed and discussed the Management Business Plan for the purpose of undertaking a valuation analysis, we have not commented on the achievability and reasonableness of the assumptions provided to us save for satisfying ourselves to the extent possible that they are consistent with other information provided to us in the course of the assignment. We have assessed and evaluated the reasonableness of the projections based on procedures such as analyzing industry data, historical performance, expectations of comparable companies, analyst reports etc.

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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, such as a business.

Market Price Method: Under this method, the value of shares of a company is determined by taking the average of the market capitalisation of the equity shares of such company as quoted on a recognised stock exchange over reasonable periods of time where such quotations are arising from the shares being regularly and freely traded in an active market, subject to the element of speculative support that may be inbuilt in the market price. But there could be situations where the value of the share as quoted on the stock market would not be regarded as a proper index of the fair value of the share, especially where the market values are fluctuating in a volatile capital market. Further, in the case of a merger/ demerger, where there is a question of evaluating the shares of one company against those of another, the volume of transactions and the number of shares available for trading on the stock exchange over a reasonable period would have to be of a comparable standard. This method would also cover any other transactions in the shares of the company including primary/ preferential issues/ open offer in the shares of the company available in the public domain.

Comparable Companies Multiples Method: Under this method, one attempts to measure the value of the shares/ business of company by applying the derived market multiple based on market quotations of comparable public/ listed companies, in an active market, possessing attributes similar to the business of such company - to the relevant financial parameter of the company/ business (based on past and/ or projected working results) after making adjustments to the derived multiples on account of dissimilarities with the comparable companies and the strengths, weaknesses and other factors peculiar to the company being valued. These valuations are based on the principle that such market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

Comparable Companies' Transaction Multiples (CTM) Method: Under this method, value of the equity shares of a company is arrived at by using multiples derived from valuations of comparable transactions. This valuation is based on the principle that transactions taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and evaluated/adjusted for differences between the circumstances.
Comparable Companies' Transaction Multiple method has not been used due to limited availability of information of comparable transactions in this space. Further, the transaction multiples may include acquirer specific considerations, synergy benefits, control premium and minority adjustments.

Asset Approach - Net Asset Value Method

Under the asset approach, the net asset value (NAV) method is considered, which is based on the underlying net assets and liabilities of the company, taking into account operating assets and liabilities on a book value basis and appropriate adjustments for, interalia, value of surplus/ non-operating assets.

The valuation approaches/ methods used, and the values arrived at using such approaches/ methods have been tabled in the next section of this Report.

BASIS OF SHARE EXCHANGE RATIO

The basis of the Proposed Demerger would have to be determined after taking into consideration all the factors, approaches and methods considered appropriate by the Valuer. Though different values have been arrived at under each of the above approaches/ methods, for the purposes of recommending the Share Exchange Ratio it is necessary to arrive at a single value for the shares of the companies involved in a transaction such as the Proposed Demerger. It is however important to note that in doing so, we are not attempting to arrive at the absolute values of the shares of the Demerged Undertaking and Gabriel India Limited but at their relative values to facilitate the determination of Share Exchange Ratio. For this purpose, it is necessary to give appropriate weights to the values arrived at under each approach/ method.

In the ultimate analysis, valuation will have to be arrived at by the exercise of judicious discretion by the valuer and judgments taking into account all the relevant factors. There will always be several factors, e.g. quality of the management, present and prospective competition, yield on comparable securities and market sentiment, etc. which are not evident from the face of the balance sheets but which will strongly influence the worth of a share. The determination of exchange ratio is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgment. This concept is also recognized in judicial decisions. There is, therefore, no indisputable single exchange ratio.

While we have provided our recommendation of the Share Exchange 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 Exchange Ratio in relation to the Proposed Demerger. The final responsibility for the determination of the exchange ratio at which the Proposed Demerger shall take place will be with the Board of Directors of the Demerged Undertaking and Gabriel India Limited who should take into account other factors such as their own assessment of the Proposed Demerger and input of other advisors.

The Share Exchange Ratio has been arrived at on the basis of a relative equity valuation of Demerged Undertaking and Gabriel India Limited, based on the various applicable approaches/ methods explained herein earlier and various qualitative factors relevant to each company and the business dynamics and growth potentials of the businesses of these companies, having regard to information base, key underlying assumptions and limitations.

Relevant methods discussed above have been applied, as considered appropriate, to arrive at the assessment of the relative values per equity share of Demerged Undertaking and Gabriel India Limited. To arrive at the Share Exchange Ratio for the Proposed Demerger, suitable minor adjustments/ rounding off have been done in the relative values arrived at by us.

VALUER NOTES

For the present valuation analysis, in relation to the Proposed Demerger - demerger of the Demerged Undertaking of the Demerged Company into the Resulting Company, we have considered it appropriate to apply the Income Approach and Market Approach for the Valuation of Transferor Company/ Demerged Undertaking and Resulting Company to arrive at the relative fair value of the equity shares for the purpose of the Proposed Demerger.

Given the nature of the business of Transferor Company, Demerged Undertaking and Resulting Company, and the fact that we have been provided with projected financials for the Transferor Company, Demerged Undertaking and Resulting Company, we have considered it appropriate to apply the DCF Method under the Income Approach.

For the purpose of DCF valuation, the free cash flow forecast is based on projected financials as provided by the Management. While carrying out this engagement, we have relied on historical information made available to us by the Management and the projected financials for future related information. Although we have read, analyzed and discussed the projected financials containing future related information for the purpose of undertaking a valuation analysis, we have not commented on the achievability of the assumptions/ projections provided to us save for satisfying ourselves to the extent possible that they are consistent with other information provided to us in the course of the assignment. We have assessed and evaluated the reasonableness of the projections based on procedures such as analyzing industry data, historical performance, expectations of comparable companies, analyst reports etc.

Within the DCF Method, the Enterprise value of Transferor Company, Demerged Undertaking and Resulting Company has been computed based on the forecast cash flows. The Enterprise Value derived, is adjusted, as appropriate, for debt, cash and cash equivalents, investments, surplus assets and other matters as applicable, to arrive at the total value available to the equity shareholders of Transferee Company/ Demerged Company and Resulting Company.

In the present case, the shares of Resulting Company are listed on BSE and NSE and there are regular transactions in their equity shares with reasonable volume. Therefore, we have also considered it appropriate to apply the Market Price Method under the Market Approach. The share price of Gabriel India Limited has been considered as suggested in regulation 164 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. Accordingly, higher of the below two methods has been taken for determining the value of Gabriel and under the market price methodology:

- the volume weighted average price for 90 trading days preceding the valuation report date,
- the volume weighted average price for 10 trading days preceding the valuation report date,

Further, considering the availability of comparable listed peer set in the businesses carried out by the Transferor Company, Demerged Undertaking and Resulting Company, we have considered it appropriate to apply the Comparable Companies Multiples method under the Market Approach (using EV/ TTM EBITDA multiple).

In the current analysis, the merger of Transferor Company and demerger of the Demerged Undertaking is proceeded with on the assumption that they would merge as going concerns, and an actual realization of the operating assets is not contemplated. The operating assets have therefore been considered at their book value and non-operating/ surplus assets, if any at their values under the Asset Approach. In such a going concern scenario, the earning power, as reflected under the Income/ Market approach, is of greater importance to the basis of amalgamation/ demerger, with the values arrived at on the net asset basis being of limited relevance. Hence, while we have calculated the values of the shares of Transferor Company, Demerged Undertaking and Resulting Company under the Asset Approach, we have considered it appropriate not to give any weightage to the same.

Conclusion

Accordingly, for our final analysis and recommendation, we have considered the values arrived under the Income Approach and Market Approach, to arrive at the relative value of the equity shares of Demerged Undertaking and Resulting Company for the purpose of the Proposed Demerger.

We have considered appropriate weights to the values arrived at under different methods and approaches.

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The computation of Share Exchange Ratio for the Proposed Demerger of the Demerged Undertaking of the Demerged Company into the Resulting Company is tabulated below:

Valuation Approach	**Gabriel India Limited**		**Demerged Undertaking**	
	Value per share (INR Mn)	**Weight**	**Value per share (INR Mn)**	**Weight**
Income Approach	650.1	50%	756.9	50%
Market Approach				
Market Price Method	641.2	25%	NA	0%
Market Multiples Method	627.6	25%	729.9	50%
Asset Approach - Net Asset Value (NAV) Method	81.4	0%	165.1	0%
Value per share (Weighted Average)	**642.2**		**743.4**	
No. of shares outstanding	**143,643,940**		**29,003,525**	
Share Exchange Ratio (Rounded)	**1,158 : 1,000**			

Swap Exchange Ratio is as follows:

1,158 (One Thousand One Hundred and Fifty-Eight) equity shares of Gabriel India Limited of INR 1/- each fully paid up for every 1,000 (One Thousand) equity shares of Asia Investments Private Limited or the Demerged Company of INR 10/- each fully paid up

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