

SANJAI KUMAR GUPTA

RV (SFA), IP, FCA, B. Com. (H)

IBBI Registered Valuer (SFA)

IBBI/RV/06/2019/11476

June 21, 2019

**Computation of Share Exchange Ratio in the Context of
Scheme of Amalgamation (Through the Process of Merger)**

Between

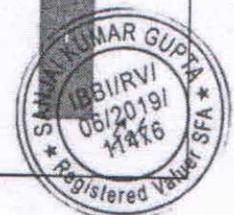
Mangalam Cement Limited (MCL)

&

Mangalam Timber Products Limited (MTPL)



A6, Charulata, BE- 8 Rabindra Pally, Kolkata - 700101
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June 21, 2019

The Board of Directors
Mangalam Cement Limited
Registered Office
P.O Adityanagar-326520
Morak, Dist.: Kota
Rajasthan, India

The Board of Directors
Mangalam Timber Products Limited
Registered Office
Village: Kusumi,
P.O & District: Nabrangpur-764059
Odisha, India

Dear Sir/(s),

Sub: Recommendation of Fair Equity Share Exchange Ratio in the context of Scheme of Amalgamation (through the process of Merger) between Mangalam Cement Limited (MCL) & Mangalam Timber Products Limited (MTPL).

I, Sanjai Kumar Gupta, IBBI Registered Valuer (SFA), IBBI/RV/ have been appointed vide letter dated 15th May, 2019 to compute the share exchange ratio in the context of Scheme of Amalgamation (through the process of Merger) between Mangalam Cement Limited (MCL) & Mangalam Timber Products Limited (MTPL). I am pleased to present herewith my report on the same.

The cut-off date for the present valuation exercise has been considered as on 31/03/2019 ("Valuation Date") and the market factors have been considered till June 20, 2019. The attached report details the valuation methodologies, calculations and conclusions with respect to this valuation.

I believe that my analysis must be considered as a whole. Selected portions of my analysis or the factors on standalone basis could create a misleading view of the process underlying the valuation conclusions. The preparation of valuation is a complex process and is not necessarily susceptible to partial analysis or summary description. Any attempt to do so could lead to undue emphasis on any particular factor or analysis.

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1. Background Information of the assets being valued

Mangalam Cement Limited (MCL):

Mangalam Cement Limited (MCL) is a public listed company incorporated on 27th day of October, 1976 under the provisions of the Companies Act, 1956 having its registered office at P.O.: Aditya Nagar - 326520, Morak, District: Kota, in the State of Rajasthan. MCL is a Company within the meaning of the Companies Act, 2013 having Corporate Identification Number L26943RJ1976PLC001705 herein after referred as Transferee Company. Equity shares of MCL are listed on the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). MCL is a well-established cement manufacturing Company having two cement manufacturing plants located at Morak in the State of Rajasthan with a consolidated installed capacity of 4.0 MTPA and one cement grinding plant located at Aligarh, in the State of Uttar Pradesh. At present, MCL produces Ordinary Portland Cement (OPC) and Portland Pozzolana Cement (PPC) using the dry process. The product is marketed under the brand name of "Birla Uttam".

MCL has also set up 2 (Two) Captive Thermal Power Plants of 17.5 MW each. Apart from this, MCL also owns 13 (Thirteen) Wind Mills at Jaisalmer, Rajasthan with an aggregate capacity of 13.65 MW generation per day. Recently, MCL has invested approximately Rs. 100 Crores in a Waste Heat Recovery unit (WHR) with a capacity of 11 MW at Morak plant in the State of Rajasthan which is scheduled to be commissioned in September 2019.

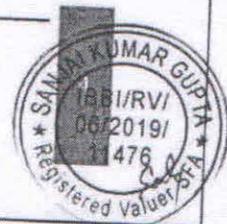
Shareholding Pattern of the Transferee Company:

The Issued & Subscribed equity share capital of the Transferee Company as on 31.03.2019 is as under:

Issued, Subscribed and Paid up Equity Share Capital

	<u>Rs. in Lacs</u>
2,66,93,780 Equity Shares of face value of Rs. 10/- each	2669.38
Total	2669.38

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The broad details of holdings as on 31/03/2019 are as follows:

<u>Description</u>	<u>Shares (%)</u>
Promoters	18.21
Institutions	11.18
Government	0.00
Non- Institutions	70.61
Total	100.00

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Mangalam Timber Products Limited (MTPL):

Mangalam Timber Products Limited (MTPL) is a public listed company, incorporated on 27th day of August, 1982 under the provisions of the Companies Act, 1956, having its registered office at Village: Kusumi, P.O. & Dist.: Nabarangpur – 764 059, in the State of Odisha. It is a Company within the meaning of the Companies Act, 2013 having Corporate Identification Number L02001OR1982PLC001101 hereinafter referred to as Transferor Company. Equity shares of the MTPL are listed on the BSE and NSE. The Transferor Company is primarily engaged in manufacturing of Medium Density Fibre Board (MDF) from its factory located at Kusumi, Nabarangpur, in the State of Odisha. The Company sells its products under the brand name "DURATUFF". MDF is used in making furniture, Particle Boards, Doors and all kinds of carpentry work.

Shareholding Pattern of the Transferor Company:

The Issued & Subscribed equity share capital of the Transferor Company as on 31.03.2019 is as under:

Issued, Subscribed and Paid up Equity Share Capital

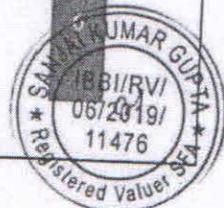
	<i>Rs. in Lacs</i>
1,83,27,400 Equity Shares of face value of Rs. 10/- each	1832.74
Forfeited Shares (Amount originally paid-up)	0.21
Total	1832.95

The broad details of holdings as on 31/03/2019 are as follows:

<u>Description</u>	<u>Shares (%)</u>
Promoters	42.27
Institutions	0.03
Government	0.00
Non- Institutions	57.70
Total	100.00

Source: Obtained from Company

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2. Proposed Transaction:

I have been appointed vide Mandate letters dated 15.05.2019 by the Transferee Company and Transferor Company to ascertain the Share Exchange Ratio as per the draft scheme of amalgamation of MTPL into MCL.

I understand that the management of Mangalam Timber Products Limited (MTPL) and Mangalam Cement Ltd. (MCL) is contemplating the Proposed Transaction wherein there would be an Amalgamation (through the process of Merger) of Mangalam Timber Products Ltd (MTPL) with Mangalam Cement Ltd (MCL).

For the aforesaid purpose, the management of both the Companies have requested me to submit the Report recommending the Share Exchange Ratio in connection with the Proposed Transaction. The Scope of our service is to conduct valuation in accordance with generally accepted professional standards for the purpose of the Proposed Transaction.

The Scope of my valuation engagement is to recommend fair share exchange ratio for the proposed amalgamation of MTPL with MCL by relatively considering the value attributable to Equity Share Holders of both the companies.

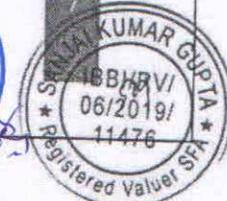
This Report is our deliverable for the above engagement.

The Ratio is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed. As such, the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

3. Appointing Authority

I, Sanjai Kumar Gupta, IBBI Registered Valuer (SFA), IBBI/RV/ have been appointed vide letter dated 15th May, 2019 to compute the share exchange ratio in the context of Scheme of Amalgamation (through the process of Merger) between Mangalam Cement Limited (MCL) & Mangalam Timber Products Limited (MTPL).

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4. Identity of the valuer and any other experts involved in the valuation:

The Report is prepared by me, Sanjai Kumar Gupta, FCA and having registration No. IBBI/RV/06/2019/11476 with IBBI. I acknowledge the support taken from Mr. Darisipudi Veerraju Rajkumar, IBBI registered valuer for "land & building" having registration no IBBI/RV/01/2018/10031 & Mr. Debasish Ghosh IBBI registered valuer for "plant & machinery" having registration no IBBI/RV/01/2019/11265.

5. Date of appointment, valuation date and date of report:

- Date of Appointment : 15/05/2019
- Date of Valuation (Cut-off date) : 31/03/2019*
- Date of Report : 21/06/2019

* The cut-off date for the present valuation exercise has been considered as on 31/03/2019 ("Valuation Date") and the market factors have been considered till June 20, 2019.

6. Nature and sources of the information used or relied upon

Sources of Information:

In connection with this exercise, I have used the following information received from the Management and/or gathered from public domain:

1. Shareholding Pattern of Mangalam Cement Ltd. (MCL) & Mangalam Timber Products Ltd. (MTPL) as on March 31, 2019.
2. Audited financial statement of MCL and MTPL for the year ended 31st March, 2019.
3. Draft Scheme of Amalgamation.

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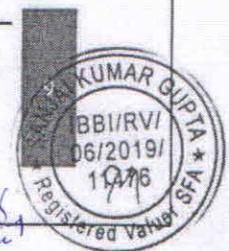
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4. Details of Fixed, Current and Financial Assets of both the companies as on 31/3/2019.
5. Brief History, Present Activities and Business Profiles of the Companies.
6. Obtained relevant information and explanations which has been provided by the management of both the companies which were considered relevant for the purpose of carrying out this valuation engagement.

I have also relied on information available in public domain.

The Transferor and transferee company have been provided with an opportunity to review the report and assumptions as part of standard practice to make sure that factual inaccuracies and omissions are avoided in the final report.

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7. Approach to valuation engagement & valuation methods followed:

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

- Discussions with both the Companies to understand the business and fundamental factors that affect its income-generating capability including strengths, weaknesses, opportunity and threats (SWOT) analysis and historical financial performance of MCL and MTPL.
- Enquire about business plan and future performance estimates of the MCL and MTPL.
- Undertook Industry Analysis with reference to research publicly available market data on the respective industries that may impact the valuation, other publicly available information.
- Analysis of information
- Selection of appropriate internationally accepted valuation methodology/(ies) after deliberations.
- Factors for the Determination of the fair value of Equity Shares of both the companies based on current replacement cost.
- Factors for the determination of the fair value of Equity shares of Rs 10 each based on traded transactions in the stock exchange.

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8. Inter Company Share Holdings and Transactions:

A. Equity & Preference Shares:

MCL (Transferee Company) holds 6,50,000 numbers of Equity Shares of face value of Rs. 10 representing 3.55% of the total equity share capital of MTPL (Transferor Company).

MCL (Transferee Company) holds 34,47,000 7.5% Non- Cumulative Preference Shares of face value of Rs. 100 of MTPL (Transferor Company), which is reflected under the accounting head of "borrowings" in the financial statements of the Transferor Company. As per the draft scheme on implementation, the equity and preference shares hold by MCL (Transferee Company) in MTPL (Transferor Company) shall be cancelled.

B. Inter Corporate Deposit (ICD):

An Amount of Rs. 2170.00 Lakhs is given to MTPL from MCL as ICD as on 31/03/2019.

C. Advance for Supplies:

An Amount of Rs. 288.00 Lakhs is due to MCL from MTPL for advance against Supplies as on 31/03/2019

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9. Valuation - Approach & Methodology:

Valuation – Overview:

It is pertinent to note that the valuation of any company or its assets is inherently imprecise and is subject to certain uncertainties and contingencies, all of which are difficult to predict and are beyond our control. In performing our analysis, I have made numerous 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, and prospects, financial and otherwise, of the Companies, and other factors which generally influence the valuation of companies and their assets.

In particular, I would like to draw the attention of the readers of the report to the fact that every company operates under different economic legislations of the country like Companies Act 2013, Income Tax Act 1961 and various other acts/regulations/guidelines/rules, as applicable to the Industry or to the company/ies, in which they operate including those regulations or rules pertaining to Environment, Foreign Exchange, Banking and so on. Such rules or regulations or economic or legal framework under which the company/ies operate may change in future, and all such changes (legislative or otherwise) occurring in all countries where the Companies does business or have interests, either as a supplier or procurer or otherwise may affect the financial and operational performance of the companies and consequently the valuation thereof.

Valuation base:

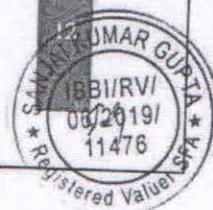
Valuation Base means the indication of the type of value being used in an engagement. Different Valuation bases may lead to different conclusions of value. In transaction of the nature of merger or amalgamation of companies or merger or demerger of businesses, the consideration is often discharged primarily by issue of securities in the nature of Equity of the acquirer or transferee entity with reference to an exchange ratio/entitlement ratio considering the relative values.

Considering the nature of this exercise, we have considered Relative Value as the Valuation base.

Premise of value:

Premise of value refers to the conditions and circumstances how an asset is deployed. We have considered Going Concern Value and Replacement Value as applicable to the companies being valued, as the Premise of Value.

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Intended Users: The report is intended for consumption of both the Board of Directors of the Transferor and Transferee Company and for the purpose of submission to the relevant regulatory authorities.

The Scheme contemplates the merger of MTPL into MCL. Arriving at the Share Exchange Ratio for the Proposed Transaction would require determining value of the equity shares of MCL & MTPL independently but on a relative basis and without considering the current transaction. The Scheme contemplates the Proposed Transaction pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

As discussed below, there are several commonly used and accepted methods for determining the Share Exchange Ratio for the proposed merger of MCL into MTPL, which have been considered in the present case, to the extent relevant and applicable.

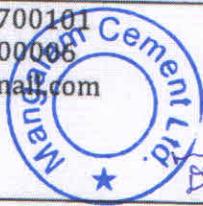
- 1) Cost Approach :-
 - 1.1) Replacement Cost Method.
 - 1.2) Reproduction Cost method.
- 2) Income Approach :- Discounted Cash Flows method
- 3) Market Approach
 - 3.1) Market Price method
 - 3.2) Comparable Transaction Method
 - 3.3) Guideline Publicly Traded Comparable method

1. Cost Approach - Cost approach 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).

The cost approach provides an indication of value using the economic principle that a buyer will pay no more for an asset than the cost to obtain an asset of equal utility, whether by purchase or by construction, unless undue time, inconvenience, risk or other factors are involved. The approach provides an indication of value by calculating the current replacement or reproduction cost of an asset and making deductions for physical deterioration and all other relevant forms of obsolescence.

1.1 Replacement Cost Method - Replacement Cost Method, also known as '*Depreciated Replacement Cost Method*' involves valuing an asset based on the cost that a market participant shall have to incur to recreate an asset/business with substantially the same utility (comparable utility and not the same physical property of the asset) as that of the asset/business sought to be valued, adjusted for physical deterioration obsolescence.

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The replacement cost is generally that of a modern equivalent asset, which is one that provides similar function and equivalent utility to the asset being valued, but which is of current design and constructed or made using current cost-effective materials and techniques.

Taking into consideration the business of MCL and MTPL, we have applied the Replacement Cost Method to be one of the methods for valuation.

1.2 Reproduction Cost Method - This method involves valuing an asset based on the cost that a market participant shall have to incur to recreate a replica of the asset to be valued, adjusted for obsolescence. It is difficult to ascertain the cost to recreate the business model of the companies (manufacturing units, supplier/customer ecosystem, human resources, processes, both front office and back-office) and other relationships (banking and so on). Hence, this method is not used for the valuation of the Companies.

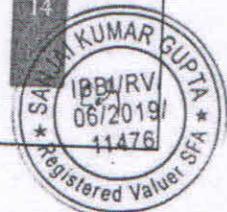
2. Income Approach - Discounted Cash Flow (DCF) Method.

Under the DCF method, the business is valued by discounting its free cash flows for the explicit forecast period and the perpetuity value thereafter. The Free Cash Flows to Firm ("FCFF") represent the cash available for distribution to the owners as well as lenders of the business and the Free Cash Flows to Equity ("FCFE") represent the cash available for distribution to the owners of the business. The free cash flows to firm are discounted by the Weighted Average Cost of Capital ("WACC") and the free cash flows to equity are discounted by the Cost of Equity ("Ke"). The WACC or Ke, based on an optimal vis-à-vis actual capital structure, is an appropriate rate of discount to calculate the present value of the future cash flows as it considers risk of the firm.

The perpetuity (terminal) value is calculated based on the business's potential for further growth beyond the explicit forecast period. The "Constant Growth Model" is applied, which implies an expected constant level of growth for perpetuity in the cash flows over the last year of the forecast period.

The discounting factor (rate of discounting the future cash flows) reflects not only the time value of money, but also the risk associated with the business's future operations. The Business/Enterprise Value (aggregate of the present value of explicit period and terminal period cash flows) so derived, is further reduced by the value of debt, if any, (net of cash and cash equivalents) to arrive at value to the owners of the business.

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Since both MCL and MTPL have not provided the future cash flow on the ground of price sensitivity, we have not used the income method of valuation.

3. Market Approach

3.1) Market Price Method

The market price of equity shares as quoted on a stock exchange is normally considered as the fair indicator of the value of the equity shares of the company where such quotations are arising from the shares being regularly and freely traded in, subject to the element of speculative support that may be inbuilt in the value of such shares. 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, specially where the market values are fluctuating in a volatile capital market and/or not frequently traded.

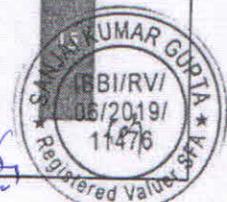
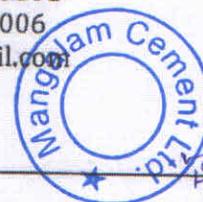
Both the companies are traded in BSE & NSE and are coming within the purview of frequently traded Shares.

As already explained herein above the companies have not provided the future plans and projected financials on the ground of price sensitivity. Hence, along with Replacement Cost Method under cost approach and market price (taken at six months' average) method under market approach with an appropriate weightage has been considered in the present context.

3.2. Comparable Transaction Method ('CTM') Model

The comparable transactions method, also known as the guideline transaction method, utilises information involving transaction that are the same or similar to the subject asset to arrive at an indication of value under this method. Value of the equity shares of a company's business is arrived at by using multiples derived from valuation in comparable companies as manifest through transaction valuations. There are number of CTM's like Price to Sales Ratio, PBV Ratio (Price to Book Value), EV / EBITDA Multiples, EV / EBIT Multiples and Price Earnings Multiples. Appropriate weightage is also given to arrive at a fair value. In case of the companies under reference and taking into consideration several factors like Current Asset Size, Capital Employed, Operating Revenue, Human Resource deployed, Current Turnover, Production Level, Management Efficiency & Structure and so on, I am unable to find information/data of a comparable company in the public domain wherein the deal of this nature has been carried to apply the Comparable Transaction Method. Hence, Comparable

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Transaction Method have not been considered for the valuation of Equity Shares of the Companies under reference.

3.3) Guideline Publicly-Traded Comparable Method

The guideline publicly-traded method utilises information on publicly-traded comparable that are the same or similar to the subject asset to arrive at an indication of value. This method is similar to the comparable transactions method. However, there are several differences due to the comparable, being publicly traded, as follows:

- (a) the valuation metrics/comparable evidence are available as of the valuation date.
- (b) detailed information on the comparable are readily available in public filings, and
- (c) the information contained in public filings is prepared under well understood accounting standards.

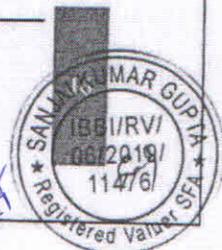
Under this method value of the equity shares of a company is arrived at by using multiples derived from valuations of comparable companies, as manifest through stock market or other public filling documents/information (of listed companies). This valuation is based on the principle that market valuations, 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 under which this valuation is being done.

In case of the companies in reference taking into consideration several factors like Current Asset Size, Capital Employed, Operating Revenue, Human Resource deployed, Current Turnover, Production Level, Management Efficiency & Structure and so on, I am unable to find information/data or a Comparable companies in the public domain wherein the deal of this nature has been carried out to apply Guideline Publicly-Traded Comparable Method. Hence, Guideline Publicly-Traded Comparable Method has not been considered for the valuation of Equity Shares of the Companies under reference and in the present context.

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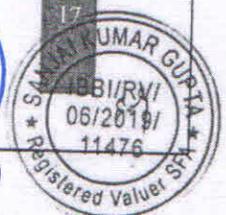
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9. Basis of Share Exchange Ratio:

The basis of the Proposed Transaction would have to be determined after taking into consideration all the factors and methodologies mentioned above. Though different values have been arrived at under each of the above methodologies, for the purpose of recommending a fair Share Exchange Ratio of equity shares, it is necessary to arrive at a single value for each of the business/subject companies' shares. It is however important to note that in doing so we are not attempting to arrive at the absolute equity values of the Companies but at their relative values to facilitate the determination of a fair Share Exchange Ratio. For this purpose, it is necessary to give appropriate weights to the values arrived at under each methodology.

The Share Exchange Ratio has been arrived at on the basis of a relative equity valuation of MCL and MIPL. The Share Exchange Ratio is based on the various methodologies explained herein earlier and various qualitative factors relevant to each company and the business dynamics and growth potentials of the businesses of the companies, having regard to available information base, key underlying assumptions and limitations.

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10. Computation of Share Exchange Ratio:

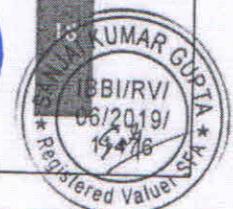
The Computation of Share Exchange ratio as derived by us is given hereunder:

Valuation Approach	Mangalam Cement Limited		Mangalam Timber Products Limited	
	Value per Share (INR)	Weight %	Value per Share (INR)	Weight %
Net Asset Value Based on Cost	N/A	N/A	N/A	N/A
Net Asset Value Based on Replacement Cost	231.94	80%	9.12	80%
Comparable Companies Methods	N/A	N/A	N/A	N/A
Market Price Method	245.88	20%	16.72	20%
Income Approach	N/A	N/A	N/A	N/A
Relative Value per Share	234.73	100 %	10.64	100 %
Exchange Ratio	1		22	

Recommendations:

22 nos. of Equity Shares of Face value Rs.10/- each fully paid up of Mangalam Timber Products Limited will get 1 no. of Equity Shares of Face Value of Rs.10 each Fully Paid up of Mangalam Cement Limited.

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12. Assumptions, Limiting Conditions & Important Notice Cum Disclaimer:

I have no responsibility to modify this report for events and circumstances occurring subsequent to the date of this report. I have, however, used conceptually sound and generally accepted methods, principles and procedures of valuation in determining the value estimate included in this report.

The valuation analyst, by reason of performing this valuation and preparing this report, is not to be required to give expert testimony nor to be in attendance in court or at any government hearing with reference to the matters contained herein, unless prior arrangements have been made with an analyst regarding such additional engagement and which, the analyst shall be at a liberty to accept or decline.

Any matters related to legal title and ownership are outside the purview and scope of this valuation exercise. Further, no legal advice regarding the title and ownership of the subject property has been obtained while conducting this valuation exercise. Valuation may be significantly influenced by adverse legal, title or ownership, encumbrance issues.

For the present valuation exercise, I have also relied upon information available in the public domain. However, the accuracy and timeliness of the same has not been independently verified by us.

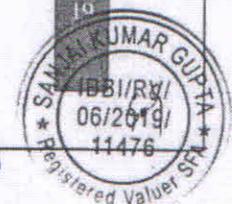
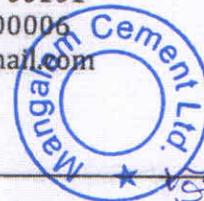
Provision of valuation recommendations and considerations of the issues described herein are areas of our regular corporate advisory practice. The services do not represent accounting, assurance, financial due diligence review, consulting, transfer pricing or domestic/international tax-related services that may otherwise be provided by us.

This Report contains proprietary and strictly confidential information, which has been prepared by us under a specific mandate.

By accepting a copy of this Report, the recipient agrees to keep its contents and any other information which is disclosed to the recipient, confidential, and shall not divulge, distribute or disseminate any information contained herein, in part or in full, without our prior written approval.

This Report and information contained herein or any part of this report, does not constitute or purport to constitute investment advice in publicly accessible media and should not be printed, reproduced, transmitted, sold, distributed or published by or on behalf of the recipient without the prior written approval from us. The recipient also agrees to indemnify us against any claims that may arise as a result of a breach of any confidentiality arrangement, which governs the contents of this Report.

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This Report and opinions contained herein have been prepared by us, inter alia, on the basis of information and documents available in the public domain, information provided by the company, data available on the company website.

I have not carried out any independent verification for the accuracy or truthfulness or completeness of the same and hence, no representation or warranty, express or implied is made that it is accurate, authentic, fair, correct or complete. I do not accept any responsibility or liability for any such information or opinions and therefore, any liability or responsibility is expressly disclaimed.

This Report has been prepared for the specific purpose as mentioned in the Report, and does not constitute any recommendation, and should not be construed as an offer to sell or the solicitation of an offer to buy, purchase or subscribe to any securities mentioned therein, and neither this Report nor anything contained herein shall form the basis of or be relied upon in connection with any contract or commitment whatsoever, apart from the specific purpose as mentioned above. It may be noted however, that nothing in these materials is intended to be construed as legal, accounting, technical or tax advice.

This Report constitutes an opinion expressed by us and each party concerned has to draw its own conclusions on making independent enquiries and verifications and I should not be held liable for any financial loss incurred by anyone based on this report. Neither I or our affiliates, nor its directors, employees, agents or representatives shall be liable for any damages whether direct or indirect, incidental, special or consequential including lost revenue or lost profits that may arise from or in connection with the use of this Report. Further, by accepting a copy this Report, the recipient accepts the terms of this Notice cum Disclaimer, which forms an integral part of this Report and the recipient shall be deemed to have agreed to indemnify us against any claims that may be raised as a result of or in connection with the data and opinions presented in this Report.

The delivery of this Report at any time does not imply that the information in it is correct as of any time after the date set out on the cover page hereof, or that there has been no change in the status of the subject or anyone else since that date. Analysis including the Valuation analysis and results under this Report are specific to the purpose of valuation under this Report and is as on a particular date. It may not be valid for any other purpose or as at any other date. Also, it may not be valid if done on behalf of any other entity. I, however, have no obligation to update this Report for events, trends or transactions relating to the Company or the market/economy in general and occurring subsequent to the date of this Report.

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I am not responsible for arithmetical inaccuracies/logical inconsistencies of any financial model or business plan or other information / data provided by the Company and used in connection with this Report. Also, I have been given to understand that it has not omitted any relevant and material factors and that it has checked out relevance or materiality of any specific information to the present exercise with us in case of any doubt. I assume no responsibility for any errors in the information furnished and their impact on the present exercise.

There will usually be differences between estimated and actual results because events and circumstances may not occur as expected, and those differences may be material. Under such circumstances, no assurance can be provided that the assumptions or data upon which any estimates have been based are accurate or whether these estimates will actually materialize. All assumptions and commercial inputs with regard to financial projections have been obtained and in certain cases such inputs/assumptions have been modified as per the updates provided by them. I have not carried out any due diligence independently in verifying the accuracy or veracity of data provided by the Company. Therefore, financial projections and ratios (if any) presented in this Report are forecast on the basis of these given information. Neither I nor any of my associates, nor any of their respective directors, employees or advisors or controlling persons make any expressed or implied representation or warranty and no responsibility or liability whether direct or indirect, express or implied, contractual, tortious, statutory or otherwise, is accepted by any of them with respect to the accuracy, completeness or reasonableness of the facts, opinions, estimates, forecasts, or other information set forth in this Report or the underlying assumptions on which they are based or the accuracy of any computer model used or for any errors, omissions or misstatements or for any loss /damage be it tangible or intangible, howsoever arising, from the use of this Report and nothing contained herein is, or shall be relied upon as a promise or representation regarding the historic or current position.

This Report has not been approved and will or may not be reviewed or approved by any statutory or regulatory authority in India or by any Stock Exchange in India. While due care and prudence has been exercised to incorporate all the necessary and material important information required to carry out the present engagement, I wish to state that this Report may not be all inclusive and may not contain all the information that the recipient may consider material.

The distribution / taking / sending / dispatch / transmission of this document in certain foreign jurisdictions may be restricted by law, and persons into whose possession this document comes should inform themselves about, and observe, any such restrictions.

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This Report is divided into sections & sub-sections only for the purpose of reading convenience. Any partial reading of this Report may lead to inferences, which may be at divergence with the conclusions and opinions based on the entirety of this Report. Neither this Report, nor the information contained herein, may be reproduced or passed-on to any person or used for any purpose other than stated above.

I am not responsible for authentication of the Ownership of the properties valued by us.

Public information estimates and industry and statistical information contained in this report have been obtained from sources considered to be reliable. However, I independently did not verify such information and make no representation as to the accuracy or completeness of such information obtained from or provided by such sources.

Possession of this report, or a copy thereof, does not carry with it the right of publication of all or part of it nor may it be used for any purpose by anyone other than those enumerated in this report without the written consent of us. This report and the conclusion of value arrived at herein are for the exclusive use of our client for the sole and specific purposes as noted herein.

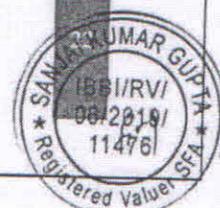
Our valuation report is confidential to the addressees and should be used only for the purpose as required by the relevant regulations. It should not be quoted from or used by any other party without our prior written consent. No other party is entitled to rely on our report for any purpose whatsoever.

Valuation is an economic concept and various valuation approaches provide only an estimate of value based on the assumptions involved. It is pertinent to note that valuation, being a highly subjective exercise dependent on assumptions, is a matter of individual perception, and hence may vary from valuer to valuer.

Financial information of the subject company is included solely to assist in the development of a value conclusion presented in this report and should not be used to obtain credit or for other purpose. Because of the limited purpose of the information presented, it may be incomplete and contain departures from generally accepted accounting principles. I have not audited, reviewed or compiled this information and express no assurance on it.

I have not carried out any verification and certification and attestation of the financial information provided to us and I assume no responsibility for their accuracy, though I have reviewed the basis of preparation of the same and cross checked with the various statutory records in a broad manner.

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The conclusion of value arrived at herein is valid only for the stated purpose as of the date of the valuation and may not be used out of the context presented herein.

The valuation contemplates facts and conditions existing as of the valuation date. Events and conditions occurring after that date have not been considered, and I have no obligation to update our report for such events and conditions. I have not any present or contemplated future interest in Corporate Debtor, any personal interest with respect to the parties involved, or any other interest that might prevent us from performing an unbiased valuation. Our compensation is not contingent on any action or event resulting from the analyses, opinions, or conclusions in, or the use of, this report.

This report is only to be used in its entirety, and for the purpose stated in the report. No third parties should rely on the information or data contained in this report without the advice of their lawyer, attorney or accountant. I acknowledge that I have no present or contemplated financial interest in the Company. My fees for this valuation are based upon my normal billing rates, and not contingent upon the results or the value of the business or in any other manner.

Disclosure of valuer interest or conflict, if any;

I am associated neither with MTPL nor MCL in any other professional capacity and there is no source of conflict whether direct or indirect interests involved.

Neither the valuer nor the members of the team working on this independent valuation have directly or indirectly, through the client or otherwise, shared any advisory perspective or have been influenced or undertaken advocating a management position in determining the value.

The fees for the engagement are not contingent upon the results reported.

Warm Regards,

SANJAI KUMAR GUPTA
Registered Valuer SFA
IBBI/RV/06/2019/11476

Sanjai Kumar Gupta
Sanjai Kumar Gupta

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