

MALLIKA GOEL

Registered Valuer

(Securities or Financial Assets)

Registration No. IBBI/RV/11/2022/14784

To,

Salasar Techno Engineering Limited

Khasra No. 265, 281 to 288

Village Parsaun-Dasna

Post Office Jindal Nagar

District Hapur-201 015

Uttar Pradesh

Hill View Infrabuild Limited

C-211, 2nd Floor

Narwana Apartments

I.P. Extension, Patparganj

Delhi-110 092

Sub: Report on Valuation of Shares and Share Exchange Ratio for the purpose of the Proposed Scheme of Amalgamation of Hill View Infrabuild Limited with Salasar Techno Engineering Limited

Dear Sirs,

Preamble: There is a proposal for Amalgamation of **Hill View Infrabuild Limited** (“the Transferor Company”) with **Salasar Techno Engineering Limited** (“the Transferee Company”), to be implemented through a Scheme of Amalgamation under the provisions of the Companies Act, 2013, and other applicable provisions. The aforesaid Proposed Scheme of Amalgamation is hereinafter referred to as “**the Scheme**”/ “**the Proposed Scheme**”. The Transferor Company and the Transferee Company are hereinafter collectively referred to as “**the Companies**”.

I have been engaged to carry out the valuation exercise and to recommend the share exchange ratio for the Proposed Scheme. In terms of the provisions of section 247 of the Companies Act, 2013, the Board of Directors of Hill View Infrabuild Limited and the Audit Committee of Salasar Techno Engineering Limited in their respective meetings held on 18th January, 2024, passed necessary resolutions for my appointment for the aforesaid purpose.

I, accordingly, report as under:

1. Objective:

The objective of the present valuation process is to determine a fair valuation of shares of the Companies and to recommend a share exchange ratio for the Proposed Scheme.

2. Disclosure regarding identity and interest of the Valuer:

The Valuer – Ms Mallika Goel, having her office at 785, Pocket-E, Mayur Vihar Phase II, Delhi-110091, is a Registered Valuer in respect of Securities or Financial Assets duly registered with the Insolvency and Bankruptcy Board of



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India (IBBI) vide Registration No. IBBI/RV/11/2022/14784. The Valuer is hereinafter referred to as **“the Registered Valuer/the Valuer”**.

The Registered Valuer does not have any conflict of interest in the present valuation exercise as she does not hold any share or other pecuniary interest in any of the Companies under the valuation except fee or any other payment received/to be received for carrying out any professional services, if any. The Registered Valuer is not associated with the management of the Companies, which are subject matter of the present valuation, their promoters or any other group company in any way other than in professional capacity, if any. The Registered Valuer has no current or expected interest in the Company or its assets and there is no conflict of interest among the Registered Valuer and the Companies under the valuation exercise or their Management. Prior to accepting this engagement, Registered Valuer has considered her independence.

The fees paid for the services in no way influenced the results of the analysis.

3. Source of Information

In connection with preparing this Report, I have received the following information from the management of the Companies:

- a. Memorandum and Articles of Association of the Companies.
- b. Audited Financial Statements of the Transferor and the Transferee Companies for the financial year ended 31st March, 2023 and 31st March 2024.
- c. Audited Financial Statements of the Unlisted Transferor Company for the period ended 30th September, 2024.
- d. Un-Audited Financial Statements (subjected to the limited review by the Statutory Auditors) of the Listed Transferee Company for the period ended 30th September, 2024.
- e. Details and proposal including the statement of rationale and justification for the proposed Scheme of Amalgamation.
- f. The terms and conditions of the Proposed Scheme;



- g. The list of shareholders of the Transferor Company as of the date of this report and the shareholding pattern of the Transferee Company as on 30th September, 2024.
- h. Other relevant documents and information of the Companies.

During the valuation exercise, I had various discussions with the representative of the management of the Companies. In finalization of this Report, I have further relied on various secondary and other analysis, reviews and enquiries, as I considered relevant.

The **Valuation Date** for the purpose of the present valuation report is **30th September, 2024**.

4. Procedures Adopted in Carrying Out the Valuation:

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

- i. Requested and received financial and qualitative information;
- ii. Discussion with the Companies to:
 - Understand the business and fundamental factors that affect its earning generating capability including strengths, weaknesses, opportunity and threats analysis and historical financial performance;
 - Enquire about business plans and future performance estimates.
- iii. Undertook economic & industry analysis:
 - Research of publicly available market data including economic factors and industry trends that may impact the valuation;
 - Other publicly available information.
- iv. Analysis of information;
- v. Selection of appropriate internationally accepted valuation methodologies after deliberations;
- vi. Determination of value of the Companies;



vii. Evaluation and finalization of share exchange ratio.

5. Scope/Limitation:

The Valuation exercise carried out by me does not constitute an audit carried out in accordance with Generally Accepted Accounting Principles/Auditing Standards. Accordingly, I do not express any opinion on the financial statements, assumptions underlying such financial statements and representations of management included in the Valuation Report. I do not provide any assurance that the financial information or assumptions, upon which these have been based, are accurate.

The present exercise is limited to carry out the valuation exercise and to advise share exchange ratio in connection with the Proposed Scheme and does not necessarily constitute an enterprise valuation of these Companies. In carrying out the valuation, I have entirely relied upon the financial statements of the concerned Companies, assumptions and other information, documents & explanations provided by the management and discussions with the management from time to time regarding operations of these Companies.

6. Caveats, Limitations, and Disclaimers:

This report is a private and confidential document prepared under the specific instructions of the client(s). It is for the internal use of the client(s) and their shareholders/creditors and is not meant for external circulation except to any statutory agency or competent authority for the purpose of the Proposed Scheme. Any person making any investment or taking other decision on reliance of this report will be doing so at its/ his sole risk. I shall not be responsible for any decision taken by anybody on reliance of this report, in particular for the purpose other than the Proposed Scheme.

While my work involved an analysis of financial information and accounting records, my engagement does not include an audit in accordance with generally accepted auditing standards of the client's existing business records. Accordingly, I assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by and on behalf of the Companies/their representatives. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made.

Valuation of Companies and businesses is not a precise science and the conclusions arrived at, in many cases will be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single value



and I normally express my opinion on the value as falling within a likely range. The object of the present valuation exercise is to determine the share exchange ratio for the purpose of the Proposed Scheme; I have determined the relative value to determine the share exchange ratio.

The ultimate analysis has been tempered by the exercise of judicious discretion by me and judgment considering the relevant factor. There will always be several factors, like management capability, present and prospective competition, yield on comparable securities, market sentiment, etc., which may not be apparent from the face of the financial statements, but could strongly influence the value.

In the course of valuation, I was provided with both written and verbal information. I have however, evaluated the information provided to me by the Companies through broad inquiry, analysis and review but have not carried out a due diligence or audit of the information provided for the purpose of this engagement. My conclusions are based on the assumptions, forecasts and other information given by/on behalf of the Companies.

My report is meant for the purpose mentioned above and should not be used for any purpose other than the purpose mentioned therein. The Report should not be copied or reproduced without obtaining my prior written approval for any purpose other than the purpose for which it is prepared.

7. Compliance with the Rules and Standards:

While carrying out the present valuation exercise, I have relied on relevant provisions of the Companies Act, 2013; the Companies (Registered Valuers and Valuation) Rules, 2017; the International Valuation Standards (IVS), the Guidelines on Use of Caveats, Limitations and Disclaimers by the Registered Valuers in Valuation Reports (issued by IBBI); and other provisions to the extent relevant/applicable.

The present Valuation Report complies with and the same is done by the Valuer, in accordance with the Companies (Registered Valuers and Valuation) Rules, 2017; the International Valuation Standards (IVS), and other applicable provisions, if any.

8. Brief Profile of the Companies:

8.1 The Transferor Company: Hill View Infrabuild Limited

- a. **Hill View Infrabuild Limited** [Corporate Identity No. (CIN): U01122DL1997PLC090908; Income Tax Permanent Account No. (PAN):



AACCH3767N] (hereinafter referred to as “the Transferor Company/the Company”) was originally incorporated under the provisions of the Companies Act, 1956, as a public limited company with the name and style as ‘Arudhra Plantations (India) Limited’ vide Certificate of Incorporation dated 27th November, 1997, issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi. The Company was issued Certificate for Commencement of Business dated 24th December, 1997, by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi.

Name of the Company was changed to ‘Hill View Infrabuild Limited’ vide Fresh Certificate of Incorporation dated 14th March, 2008 issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi.

Registered Office of the Company was shifted from the NCT of Delhi to the State of Uttar Pradesh as approved by the Hon’ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi, vide Order dated 28th May, 2024. The aforesaid Order of the Regional Director has already been filed with the Registrar of Companies with the requisite e-form INC-28. The Company is in the process of filing of e-form INC-22 to enable the incoming Registrar of Companies, Uttar Pradesh, Kanpur to issue new Corporate Identity Number (CIN) to the Company.

- b. The present registered office of the Transferor Company is situated at C-211, 2nd Floor, Narwana Apartments, I.P. Extension, Patparganj, Delhi-110 092.
- c. The present authorised share capital of the Transferor Company is ₹10,00,000 divided into 1,00,000 Equity Shares of ₹10 each. The present issued, subscribed and paid-up share capital of the Transferor Company is ₹10,00,000 divided into 1,00,000 Equity Shares of ₹10 each.
- d. The Transferor Company was incorporated to carry on infrastructure development and related activities. The Company has made investments in the Transferee Company-Salasar Techno Engineering Limited. The Transferor Company is also acting as an incubator for various projects which the Transferee Company is undertaking through SPVs by providing critical financial support to these SPVs.

8.2 The Transferee Company: Salasar Techno Engineering Limited

- a. **Salasar Techno Engineering Limited** [Corporate Identity No. (CIN): L23201UP2001PLC209751; Income Tax Permanent Account No. (PAN): AAICS6856K] (hereinafter referred to as “the Transferee Company/the



Company”) was originally incorporated under the provisions of the Companies Act, 1956, as a private limited company with the name and style as ‘Salasar Petrochemicals Private Limited’ vide Certificate of Incorporation dated 24th October, 2001 issued by the Registrar of Companies, Rajasthan, Jaipur.

Name of the Company was changed to ‘Salasar Techno Engineering Private Limited’ vide Fresh Certificate of Incorporation dated 13th June, 2006 issued by the Registrar of Companies, Rajasthan, Jaipur.

Registered Office of the Company was shifted from the State of Rajasthan to the NCT of Delhi as approved by the Hon’ble Company Law Board, New Delhi Bench, New Delhi, vide Order dated 19th October, 2007. The Registrar of Companies, NCT of Delhi & Haryana, New Delhi, registered the aforesaid order and allotted a new CIN to the Company.

The Company was converted into a public limited company and name of the Company was changed to its present name ‘Salasar Techno Engineering Limited’ vide Fresh Certificate of Incorporation dated 16th August, 2016, issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi.

Subsequently, Registered Office of the Company was shifted from the NCT of Delhi to the State of Uttar Pradesh as approved by the Hon’ble Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi, vide Order dated 14th June, 2024. The Registrar of Companies, Uttar Pradesh, Kanpur registered the aforesaid order and allotted a new CIN to the Company.

- b.** The present registered office of the Transferee Company is situated at Khasra No. 265, 281 to 288, Village Parsaun-Dasna, Post Office Jindal Nagar, District Hapur-201 015, Uttar Pradesh.
- c.** The present authorized share capital of the Transferee Company is ₹225,00,00,000 divided into 225,00,00,000 Equity Shares of ₹1 each. The present issued, subscribed and paid-up share capital of the Transferee Company is ₹172,67,70,290 divided into 172,67,70,290 Equity Shares of ₹1 each.

The Transferee Company has outstanding 5,36,80,000 Convertible Warrants issued under the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) 2018.



- d. Equity shares of the Transferee Company is listed on the National Stock Exchange of India Limited (NSE) and the BSE Limited (BSE).
- e. The Transferee Company-Salasar Techno Engineering Limited has been engaged in manufacturing of telecom towers, railway towers, transmission and distribution towers and other related activities. With passage of time, Salasar Techno has diversified its business into other fields like manufacturing of steel bridges and other structures for infrastructure projects, undertaking electrification projects for railways, etc., either directly or through SPVs.

9. Rationale and Justifications:

The management of the Companies have provided the following justifications and reasons for the proposed Scheme of Amalgamation:

- i. The Transferor and Transferee Companies are Group Companies under common management and control. The Proposed Amalgamation of the Transferor Company with the Transferee Company would result in consolidation of Group Companies and pooling of their resources into a single entity.
- ii. The Transferee Company is the Flagship Company of the Group, primarily engaged in manufacturing of telecom towers, railway towers, transmission and distribution towers and other related activities. With passage of time, Salasar Techno has diversified its business into other fields like manufacturing of steel bridges and other structures for infrastructure projects, undertaking electrification projects for railways, etc., either directly or through SPVs. The Transferor Company has made investments in the Transferee Company-Salasar Techno Engineering Limited. The Transferor Company is also acting as an incubator for various projects which the Transferee Company is undertaking through SPVs by providing critical financial support to these SPVs.
- iii. The proposed Amalgamation will streamline and simplify the shareholding structure.
- iv. The proposed Amalgamation would result in pooling of physical, financial and human resource of these Companies for the most beneficial utilization of these factors in the combined entity.
- v. The proposed Scheme of Amalgamation will result in usual economies of a centralized and a large company including elimination of duplicate work,



reduction in overheads, better and more productive utilization of financial, human and other resource and enhancement of overall business efficiency. The proposed Scheme will enable these Companies to combine their managerial and operating strength, to build a wider capital and financial base and to promote and secure overall growth.

- vi. The Amalgamation will result in significant reduction in multiplicity of legal and regulatory compliances which at present is required to be made separately by the Transferee Company as well as by the Transferor Company.
- vii. The Proposed Amalgamation would enhance the shareholders' value of the Transferor and the Transferee Companies.
- viii. The Proposed Scheme of Amalgamation will have beneficial impact on the Transferor and the Transferee Companies, their shareholders, employees and other stakeholders and all concerned.

10. Valuation approach, assumptions and methodologies:

10.1 There are a number of techniques/methods for Valuation of Shares. According to various judicial precedents the valuation of shares is a technical matter, which requires considerable skill and expertise. There are bound to be differences of opinion as to the correct value of the shares of the Company; simply because it is possible to value the shares in a manner different from the one adopted in a given case, it cannot be said that the valuation agreed upon has been unfair.

10.2 Approach and methodology as per Valuation Standards:

- A.** The International Valuation Standards (IVS) provides that consideration must be given to the relevant and appropriate valuation approaches. One or more valuation approaches may be used in order to arrive at the value in accordance with the basis of value. The three approaches described and defined below are the main approaches used in valuation. They are all based on the economic principles of price equilibrium, anticipation of benefits or substitution.
- B.** The principal valuation approaches are:

- i. market approach
- ii. income approach
- iii. cost/asset approach.



Each of these valuation approaches includes different, detailed methods of application.

The goal in selecting valuation approaches and methods for an asset/ enterprise is to find the most appropriate method under the particular circumstances and inter-alia, considering the objectives and the intended use of the valuation report.

I. Market approach

- (a) **Comparable Transactions Method:** The comparable transactions method, also known as the guideline transactions method, utilises information on transactions involving assets that are the same or similar to the subject asset to arrive at an indication of value.

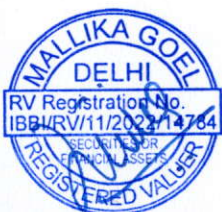
When the comparable transactions considered involve the subject asset, this method is sometimes referred to as the prior transaction's method.

If few recent transactions have occurred, the valuer may consider the prices of identical or similar assets that are listed or offered for sale, provided the relevance of this information is clearly established, critically analysed and documented. This is sometimes referred to as the comparable listing's method.

- (b) **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 transaction 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.

The method should be used only when the subject asset is sufficiently similar to the publicly-traded comparable to allow for meaningful comparison.



- (c) **Value based on market quotes as available from recognized stock exchange:** In case of valuation of shares of a company which is listed and traded on the stock exchanges, the market price of such shares is also considered to arrive at the fair value of the shares. Generally, an average market price of the listed shares for a reasonably past period is taken.

II. Income Approach

- (a) **Discounted Cash Flow (DCF) Method:** Under the DCF method the forecasted cash flow is discounted back to the valuation date, resulting in a present value of the asset. In some circumstances for long-lived or indefinite-lived assets, DCF may include a terminal value which represents the value of the asset at the end of the explicit projection period. In other circumstances, the value of an asset may be calculated solely using a terminal value with no explicit projection period. This is sometimes referred to as an income capitalisation method.
- (b) **Other Income Approach methods:** In certain transactions and circumstances, other Income Approach methods like Profit Earning Capacity (PECV) Method can also be applied. PECV method focuses on the future earning capability of the business enterprise, based on the past income generated by the Company. The PECV Method requires the determination of parameters like, future maintainable profit, appropriate income tax rate, expected rate of returns etc. the value is determined by capitalizing the future maintainable profits.

III. Cost Approach/Asset Approach

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.

The cost approach should be applied and afforded significant weight under the following circumstances:

- (a) participants would be able to recreate an asset with substantially the same utility as the subject asset, without regulatory or legal



restrictions, and the asset could be recreated quickly enough that a participant would not be willing to pay a significant premium for the ability to use the subject asset immediately,

(b) the asset is not directly income-generating and the unique nature of the asset makes using an income approach or market approach unfeasible, and/or,

(c) the basis of value being used is fundamentally based on replacement cost, such as replacement value.

Broadly, there are three cost approach methods: (a) replacement cost method: a method that indicates value by calculating the cost of a similar asset offering equivalent utility, (b) reproduction cost method, a method under the cost that indicates value by calculating the cost to recreating a replica of an asset, and (c) summation method: a method that calculates the value of an asset by the addition of the separate values of its component parts.

C. No single method is suitable in every possible situation. The selection process should, inter-alia, consider:

- ii. the appropriate basis(es) of value and premise(s) of value, determined by the terms and purpose of the valuation assignment,
- iii. the respective strengths and weaknesses of the possible valuation approaches and methods,
- iv. the appropriateness of each method in view of the nature of the asset, and the approaches or methods used by participants in the relevant market, and
- v. the availability of reliable information.

D. Valuers are not required to use more than one method for the valuation, particularly when the valuer has a high degree of confidence in the accuracy and reliability of a single method, given the facts and circumstances of the valuation engagement. However, valuers should consider the use of multiple approaches and methods and more than one valuation approach or method should be considered and may be used to arrive at an indication of value, particularly when there are insufficient factual or observable inputs for a single method to produce a reliable conclusion. Where more than one approach and method are used, or even



multiple methods within a single approach, the conclusion of value based on those multiple approaches and/or methods should be reasonable and the process of analysing and reconciling the differing values into a single conclusion, without averaging, should be described by the valuer in the report.

- E.** While the valuation standard includes discussion of certain methods within the cost, market and income approaches, it does not provide a comprehensive list of all possible methods that may be appropriate. It is the valuer's responsibility to choose the appropriate method(s) for each valuation engagement. Compliance with IVS may require the valuer to use a method not defined or mentioned in the IVS.

10.3 In the cases of transactions of the nature of merger or amalgamation or amalgamation between 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 or entitlement ratio, considering the comparable and relative values. Such relative values are arrived at by applying an appropriate valuation approach or a combination of valuation approaches. If a combination of valuation approaches or methodologies is adopted, appropriate weightages are assigned to arrive at a single value. Relative values are usually derived by using similar valuation approaches, methodologies and weightages. Use of different methodologies or approaches may be justified in some circumstances, e.g., merger of a listed company and an unlisted company where market price method would be relevant only for a frequently traded listed company. It further provides that valuation base selected by a valuer shall be appropriate considering the purpose of engagement and the terms of the engagement. Valuer will use the relevant valuation approach and adhere to other assumptions associated with the valuation bases.

10.4 According to the standard valuation practice, the fundamental pre-condition for obtaining significant and comparable valuations in determining the equity share value transactions, is the consistency and comparability of the methods applied according to the characteristics of the company and company being valued.

In addition, the second fundamental principal often adopted for determining equity share value is the "stand alone" assumption. That is, a valuation perspective based on the current configuration and future prospects of the company on an independent basis, without taking any potential synergies from determining the equity share value into account.



As stated previously, the selected methodologies which represent recognized techniques widely used in valuation practice, both in India and internationally, should not be considered individually, but rather as different parts of a single valuation process. Independent use of the results obtained from each methodology, without duly considering the complementary relationship with other methodologies, will result into loss of the meaningfulness of the valuation process itself.

Valuation of equity shares is not an exact science and ultimately depends upon what is considered worth by a serious investor or buyer who may have been prepared to pay the goodwill. This exercise may be carried out on the basis of generally accepted methodologies, the relative emphasis of each, often varying with the factors such as:

- specific nature of business;
- economic Life Cycle in which the company is operating; and
- extent to which and comparable information is available.

The results of this exercise could vary depending upon the basis used, the specific circumstances and professional judgement of the Valuer.

10.5 Valuation Approach for Proposed Scheme

- a. The proposed scheme involves the amalgamation of Hill View Infrabuild Limited with Salasar Techno Engineering Limited.
- b. The Transferor Company, a member of the Promoter Group of the Transferee Company, holds 16.65% of the issued, subscribed, and paid-up share capital of the Transferee Company, as detailed below:

Name of Transferor Company	No. of Equity Shares held in Transferee Company	%
Hill View Infrabuild Limited	28,74,30,000	16.65

- c. The shareholding data above demonstrates that the Transferor Company holds a significant portion of the Transferee Company's total paid-up equity share capital.



The Shareholding Pattern of both companies is provided in **Annexure-I**.

- d. A key objective of this amalgamation is to simplify and streamline the Transferee Company's shareholding structure by eliminating multiple holding company layers.
- e. After analyzing the businesses (including assets and liabilities) of the Transferor Company and discussions with management and other relevant factors, I am of the opinion that as consideration of the Amalgamation of the Transferor Company with the Transferee Company; in respect of the investment in the Transferee Company the shareholders of the Transferor Company may be issued, on proportionate basis, the same number of equity shares, as the Transferor Company is holding in the Transferee Company as of the date of this Report.

Since the total number of Equity Shares to be issued by the Transferee Company to the Equity Shareholders of the Transferor Company will be equal to the aggregate number of Equity Shares of the Transferee Company as held by the Transferor Company, a separate valuation of the said investment of the Transferor Company in the Transferee Company, under Asset Approach, Income Approach or Market Approach is not applicable in the present case.

- f. The management has undertaken that the Transferor Company's shareholding in the Transferee Company will remain unchanged at 287,430,000 equity shares of ₹1 each until the record date for share allotment under the Scheme of Amalgamation.
- g. Pursuant to allotment of shares on Amalgamation, there will be no alteration in the aggregate equity shareholding of the Promoter Group in the Transferee Company. The pre- and post-Scheme shareholding pattern of the Transferee Company (based on the quarter ended 30th September, 2024) is provided in **Annexure-I**.

The issued, subscribed and paid-up share capital of the Transferee Company will change upon exercise of the outstanding Convertible Warrants. It is however, clarified that such change in the issued and paid-up share capital of the Transferee Company will not have any impact on the exchange ratio proposed for the present Scheme of Amalgamation.



- h.** The management has requested consideration of non-convertible securities to compensate the Transferor Company's shareholders for the for the remaining businesses of the Transferor Company (hereinafter referred to as **"the Remaining Business"**), as they do not want to dilute the public Shareholding percentage in the Transferee Company. Accordingly, in respect of the Remaining Businesses of the Transferor Company, I recommend issuing Non-cumulative Compulsory Redeemable Preference Shares (CRPS) in the Transferee Company on a proportionate basis.
- i.** The Transferor Company under the present valuation exercise does not have consistency in their business volume and profitability. It is pertinent to note that there is no major revenue in the Transferor Company and there is inconsistent profitability from other income only. Based on the financials of the Transferor Company, the Company's management cannot provide reliable financial projections. Hence, in my opinion, valuation of the Remaining Business of the Transferor Company through DCF or PECV methods under Income Approach are not reliable valuation methods in the present case.

As there has not been any significant revenue, income in the Remaining Business of the Transferor Company, there is no question for comparison based on Comparable Companies Quoted Multiple ('CCM') Method or the Comparable Companies Transaction Multiple ('CTM') Method under the Market Approach Method. Further, since, the Transferor Company is an un-listed company, determination of value of share at market price is also not applicable. Accordingly, Market Approach Method has not been used in case of the Remaining Business of the unlisted Transferor Companies.

After analyzing the Transferor Company's financial performance, nature of their businesses, scale of business operations, shareholding structure and other relevant information, I am of the opinion that Net Asset Value method of valuation of shares is the most appropriate method in the present case, in respect of the remaining businesses of the Transferor Company.

The Net Asset Value of the Remaining Business of the Transferor Company has been calculated on the basis of the last audited balance sheet of the Transferor Company as on 30th September, 2024. While doing the valuation for the remaining business of the Transferor Company, all the assets and liabilities have been taken as per their respective book values. The calculation sheet of the Net Asset Value of



the remaining business of the Transferor Company appears in **Annexure-II**.

The following terms and conditions of the Non-cumulative Compulsory Redeemable Preference Shares has been proposed as consideration for the Remaining Business of the Transferor Company, based on the discussions with the Companies' management and suggestions made by them and my professional judgement:

Compulsorily Redeemable Preference Shares of a face value of ₹10 each, to be issued will carry a coupon rate of 5% per annum on non-cumulative basis. 5% Non-cumulative Compulsorily Redeemable Preference Shares will be redeemed in terms of the provisions of the Companies Act, 2013, at par, i.e., @ ₹10 per share, within a maximum period of 20 years from the date of issue. The Issuer Company will have a call option for early redemption of CRPS, in one or more tranches, at any time after the expiry of 3 years from the date of issue of CRPS. CRPS will not be listed on any stock exchange.

11. Share Exchange Ratio

On the basis of the aforesaid discussion, I recommend the following Share Exchange Ratio for the Amalgamation of Hill View Infrabuild Limited with Salasar Techno Engineering Limited:

a. Share Exchange Ratio as consideration for Investments of the Transferor Company in the Transferee Company:

Valuation Approach	Hill View Infrabuild Limited		Salasar Techno Engineering Limited	
	Value Per Share	Weight	Value Per Share	Weight
Cost/Asset Approach	N.A.	N.A.	N.A.	N.A.
Income Approach	N.A.	N.A.	N.A.	N.A.
Market Approach	N.A.	N.A.	N.A.	N.A.
Relative Value per shares	N.A.		N.A.	
Exchange Ratio (Rounded-off)	2,87,430:100			



Ratio: The Transferee Company - Salasar Techno Engineering Limited will issue 2,87,430 Equity Shares of ₹1 each, credited as fully paid up, for every 100 Equity Shares of ₹10 each held in the Transferor Company – Hill View Infrabuild Limited.

Notes:

- a. As consideration of the Amalgamation of the Transferor Company with the Transferee Company; the shareholders of the Transferor Company, in respect of the investment in the Transferee Company, would be issued, on proportionate basis, the same number of equity shares, as the Transferor Company, has been holding in the Transferee Company.
- b. Since the total number of Equity Shares to be issued by the Transferee Company to the Shareholders of the Transferor Company will be equal to the aggregate number of Equity Shares of the Transferee Company held by the Transferor Company. Thus, in my opinion, separate valuation of the said investment of the Transferor Company, under Asset Approach, Income Approach or Market Approach are not applicable in the present case.
- c. The management of the Companies have represented and undertaken that there shall not be any change in the shareholding of the Transferor Company in the Transferee Company and the same shall remain the same as 28,74,30,000 equity shares of ₹1 each, till the record date fixed for allotment of shares pursuant to the Scheme of Amalgamation.
- d. Since, as consideration of the Amalgamation of the Transferor Company with the Transferee Company; the shareholders of the Transferor Company, in respect of the investment in the Transferee Company, would be issued, on proportionate basis, the same number of equity shares, as the Transferor Company, has been holding in the Transferee Company; the valuation of equity shares of the Transferee Company under Asset Approach, Income Approach or Market Approach is not applicable.



b. Share Exchange Ratio as consideration for Remaining Business of the Transferor Company:

Valuation Approach	Hill View Infrabuild Limited		Salasar Techno Engineering Limited	
	Value Per Share	Weight	Value Per Share	Weight
Cost/Asset Approach	As per the calculations mentioned under Annexure-III		N.A.	N.A.
Income Approach	N.A.	N.A.	N.A.	N.A.
Market Approach	N.A.	N.A.	N.A.	N.A.
Relative Value per shares	N.A.		N.A.	
Exchange Ratio (Rounded-off)	8,358:100			

Ratio: The Transferee Company- Salasar Techno Engineering Limited will issue 8,358 5% Non-cumulative Compulsorily Redeemable Preference Shares of ₹10 each, credited as fully paid up, for every 100 Equity Shares of ₹10 each held in the Transferor Company- Hill View Infrabuild Limited.

Terms of the CRPS: Compulsorily Redeemable Preference Shares of a face value of ₹10 each, to be issued will carry a coupon rate of 5% per annum on non-cumulative basis. 5% Non-cumulative Compulsorily Redeemable Preference Shares will be redeemed in terms of the provisions of the Companies Act, 2013, at par, i.e., @ ₹10 per share, within a maximum period of 20 years from the date of issue. The Issuer Company will have a call option for early redemption of CRPS, in one or more tranches, at any time after the expiry of 3 years from the date of issue of CRPS. CRPS will not be listed on any stock exchange.



Notes:

- a. In respect of the Remaining Businesses of the Transferor Company, the shareholders of the Transferor Company, on proportionate basis, may be issued Non-cumulative Compulsory Redeemable Preference Shares (CRPS) for such remaining business of the Transferor Company. As, CRPS is proposed to be issued for the same value as of the value of the Remaining Business of the Transferor Company, per share value in respect of the Remaining Business of the Transferor Company is relevant and accordingly not determined. However, the number of CRPS to be issued and the share exchange ratio has been determined based on the value of the Remaining Business of the Transferor Company determined on Asset Approach method.
- b. The Transferor Company under the present valuation exercise do not have consistency in their business volume and profitability. It is pertinent to note that there is no major revenue in the Transferor Company and there is inconsistent profitability from other income only. Based on the financials of the Transferor Company, the management of the Company are unable to provide relevant and reliable projected financial statements. Hence, DCF and PECV methods under the Income Approach are not reliable for valuing the Remaining Business of the Transferor Company in the present case.
- c. As there has not be any significant revenue, income in the Remaining Business of the Transferor Company, there is no question for comparison based on Comparable Companies Quoted Multiple ('CCM') Method or the Comparable Companies Transaction Multiple ('CTM') Method under the Market Approach Method. Further, since, the Transferor Company is an un-listed company, determination of value of share at market price is also not applicable. Accordingly, Market Approach Method has not been used in case of the Remaining Business of the unlisted Transferor Companies.
- d. I have carefully analysed the financial performance of the Transferor Company, nature of their businesses, scale of business operations, shareholding structure and other relevant information. Considering the same, I am of the opinion that Net Asset Value method of valuation of shares is the most appropriate method in the present case, in respect of the remaining businesses of the Transferor Company.
- e. As CRPS is proposed to be issued in respect of the remaining business of the Transferor Company and no equity shares or any other securities convertible into equity shares are proposed to be issued by the Transferee Company, as consideration for the Remaining Business of the Transferor Company; the valuation of equity shares of the Transferee Company under Asset Approach, Income Approach or Market Approach is also not applicable.



Separate working sheet for calculation of the valuation and calculation of the share exchange ratio is enclosed herewith.

Thanking you,



Mallika Goel

Registered Valuer in respect of Securities or Financial Assets

IBBI Registration No.: IBBI/RV/11/2022/14784

CoP No.: DJVF/RVO/129/SFA

Date: 30th December, 2024

Encl: a. a.

Pre and Post Scheme Equity Shareholding Pattern									
Name/ Category	PRE-SCHEME		PRE-SCHEME		Cancellation as crossholding	Allotment as per Scheme		POST-SCHEME	
	No. of Shares	%	No. of Shares	%		No. of Shares	%	No. of Shares	%
Hill View Infrabuild Limited	287,430,000	16.65			287,430,000			0	0.00
Base Engineering LLP	30,160,343	1.75	49,970	49.97		143,628,771	49.97	173,789,114	10.06
More Engineering LLP	46,600,000	2.70	49,970	49.97		143,628,771	49.97	190,228,771	11.02
Shikhar Fabtech Private Limited	94,229,138	5.46						94,229,138	5.46
Other individual/ HUF Promoter group	490,440,406	28.40	60	0.06		172,458	0.06	490,612,864	28.41
Total Promoter's Shareholding	948,859,887	54.95	100,000	100.00	287,430,000	287,430,000	100.00	948,859,887	54.95
Public Shareholding	777,910,403	45.05	0	0.00				777,910,403	45.05
Total Shareholding	1,726,770,290	100.00	100,000	100.00	287,430,000	287,430,000	100.00	1,726,770,290	100.00

Note: Any conversion of the outstanding convertible warrants issued in the Transferee Company, in future, will not have any impact on the share exchange ratio. The management of the Companies have represented and undertaken that there shall not be any change in the shareholding of the Transferor Company in the Transferee Company and the same shall remain the same as 28,74,30,000 equity shares of ₹1/- each, till the record date fixed for allotment of shares pursuant to the Scheme of Amalgamation. The shareholding pattern of the listed Transferee Company has been taken as on the date of last quarter ended on September 30, 2024. Any change in the shareholding pattern (except that the shareholding of the Transferor Company in the Transferee Company shall remain the same as 28,74,30,000 equity shares till the record date) shall not have any impact on the proposed allotment of shares pursuant to amalgamation.

Post Scheme Preference Shareholding Pattern		
Name/ Category	POST-SCHEME*	
	No. of Preference Shares	%
Base Engineering LLP	4,176,493	49.97
More Engineering LLP	4,176,493	49.97
Other individual/ HUF Promoter group	5,015	0.06
Total Promoter's Shareholding	8,358,000	100.00
Public Shareholding	0	0.00
Total Shareholding	8,358,000	100.00

*Note: None of the Transferor or the Transferee Companies has any pre-scheme preference shares.



Annexure-II	
Calculation of Net Asset Value of the Remaining Business of the Transferor Company (excluding investment in the equity shares of the Transferee Company- Salasar Techno Engineering Ltd.)	
Hill View Infrabuild Limited	
As per Audited Balance Sheet as on September 30, 2024	
Particulars	Amount (Rs. in Lakhs)
Assets	
Property Plant and Equipments	0.00
Non-current Investments	0.00
Current Investments	0.04
Cash and cash equivalent	13.08
Other financial assets	10.20
Other current assets	843.48
Total Assets [A]	866.80
Less: Liabilities	
Non Current Liabilities	0.00
Other Current Liabilities	5.88
Current tax liabilities (net)	25.10
Total Liabilities [B]	30.98
Net Asset Value of Remaining Business [A-B]	835.82



Calculation of Share Exchange Ratio for Amalgamation

I. Share Exchange Ratio as consideration for Investments of the Transferor Company in the Transferee Company					
Name of Transferor Company	Pre-Scheme Number of Equity Shares of Salasar Techno Engineering Ltd held by the Transferor Company - Hill View Infrabuild Limited	Number of total equity share entitlement to the shareholder of Transferor Company	Total No. of Equity Shares in the Transferor Company	Exchange Factor	Exchange Ratio [Number of Equity Shares of the the Transferee Company to be issued for every one hundred (100) equity shares held in the Transferor Company]
	A	B=A	C	D=B/C	E=D*100
Hill View Infrabuild Limited	28,74,30,000	28,74,30,000	1,00,000	2,874.300	2,87,430
II. Share Exchange Ratio as consideration for Remaining Business of the Transferor Company:					
Name of Transferor Company	Net Asset Value of the Remaining Business of the Transferor Company (₹in lakhs)	Number of total Preference Shares (of ₹10 each) entitlement to the shareholder of Transferor Company	Total No. of Equity Shares in the Transferor Company	Exchange Factor	Exchange Ratio [Number of Preference Shares of the Transferee Company for every one thousand (100) equity shares held in the Transferor Company]
	A	B=A/10*1,00,000	C	D=B/C	E=D*100
Hill View Infrabuild Limited	835.82	83,58,200	1,00,000	83.582	8,358



Date: 10.01.2025

To,
The General Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400001

To,
Manager - Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Amalgamation of Hill View Infrabuild Limited with Salasar Techno Engineering Limited

Sub.: Confirmation for Valuation Report

In connection with the captioned matter, we hereby confirm that:

- a) No material event impacting the valuation has occurred during the intervening period of filing the scheme documents with Stock Exchange and period under consideration for valuation.
- b) Declaration/ details on any past defaults of listed debt obligations of the entities forming part of the scheme: **Not Applicable** (there is no listed debt securities)

Thanking You,

For Salasar Techno Engineering Limited


Mohit Kumar Goel
Company Secretary



Date: 10.01.2025
Place: Noida

CIN No. - L23201UP2001PLC209751



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