Annexure E

IDBI Capital Markets & Securities Ltd.
(formerly known as IDBI Capital Market Services Limited)
Regd. Office:
3rd Floor, Mafatlal Centre,Nariman Point,
Mumbai - 400 021.
Tel.: +91-22-4322 1212
Fax: +91-22-2285 0785
Email: info@idbicapital.com
CIN : U65990MH1993GOI075578

Ref: No. Inv Bk/CMG/AD/2016-17/267

Strictly Private & Confidential

Date: March 17, 2017

The Board of Directors
Ajanta Pharma Limited
Ajanta House
Charkop, Kandivali (W)
Mumbai – 400 067

Dear Members of the Board:

Please find enclosed herewith, the Fairness Opinion as required pursuant to our Engagement Letter dated March 16, 2017.

Yours truly,

For **IDBI Capital Markets & Securities Limited**

Name: Monica Nagpal
Designation: Sr. Vice President

IDBI CAPITAL MARKETS & SECURITIES LIMITED. MUMBAI

Enclosed: a/a

IDBI capital

IDBI Capital Markets & Securities Ltd.
(formerly known as IDBI Capital Market Services Limited)
Regd. Office:
3rd Floor, Mafatlal Centre,Nariman Point,
Mumbai - 400 021.
Tel.: +91-22-4322 1212
Fax: +91-22-2285 0785
Email: info@idbicapital.com
CIN : U65990MH1993GOI075578

Strictly Private & Confidential

Date: March 17, 2017

The Board of Directors
Ajanta Pharma Limited
Ajanta House
Charkop, Kandivali (W)
Mumbai – 400 067

Dear Members of the Board:

Engagement Background

We understand that the Board of Directors of Ajanta Pharma Limited (the "**APL / Company / Transferee Company**") is proposing to amalgamate Gabs Investments Private Limited (the "**GIPL / Transferor Company**") with itself through a Scheme of Amalgamation and Arrangement under Sections 230-232 read with Section 52 and Section 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 / Companies Act, 1956, as may be applicable (the "**Scheme**"), as a result of which the shareholders of the Transferor Company viz. the promoters of the Transferor Company (who are also the promoters of the Transferee Company) shall directly hold shares in the Transferee Company.

Ajanta Pharma Limited has appointed SSPA & Co., Chartered Accountants ("**SSPA**" or the "**Valuer**") to prepare a valuation report ("**Valuation Report**") and recommend a fair equity share exchange ratio for the proposed amalgamation of the Transferor Company into the Company. As per the Valuation Report dated March 17, 2017, the Valuer has recommended a fair equity share exchange ratio as follows: 83,92,262 fully paid-up equity shares (face value of INR 2 each) of the Transferee Company to be issued and allotted to the equity share holders of the Transferor Company in proportion of their holdings in the Transferor Company in the event of amalgamation of the Transferor Company into the Transferee Company (hereinafter referred to as the "**Share Exchange Ratio**").

In connection with the aforesaid, you requested our Fairness Opinion (the "**Opinion**") as of the date hereof, as to the fairness of the Share Exchange Ratio to the Equity Shareholders of the Transferee Company. The scope of this Opinion includes commenting on the fairness of the Share Exchange Ratio recommended by the Valuer and not on the fairness or the economic rationale of the Scheme per se or the valuation methods used by the Valuer or the historical and projected financial statements relied upon for the same by the Valuer.

IDBI CAPITAL MARKETS & SECURITIES LIMITED MUMBAI

This Opinion is addressed to the Board of Directors of the Company. Further, this Opinion is subject to the scope, limitations, assumptions, exclusions and disclaimers detailed herein and in Appendix A. This Opinion has been issued as per the requirements of Securities & Exchange Board of India ("**SEBI**") circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015 and CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("**SEBI Circulars**"). As such the Opinion is to be read in totality, not in parts and in conjunction with the relevant documents referred to herein. This Opinion has been issued only for the purpose of facilitating the Scheme in terms of the abovementioned SEBI Circulars and should not be used for any other purpose.

Source of Information

In arriving at the Opinion set forth below, we have relied upon the accuracy and completeness of all information and documents provided to us by the Company and/or their other advisors, including:

1. Valuation Report dated March 17, 2017 prepared by the Valuer (a draft was shared with us before issuance of the final Valuation Report)
2. Memorandum & Articles of Association of APL and GIPL
3. The draft Scheme provided by the Company
4. The current shareholding pattern of APL and GIPL
5. Audited Annual Accounts of APL and GIPL for the financial year 2015-16
6. Other information, explanations and representations provided by the management of the Company and/or its other advisors

Conclusion

Based upon and subject to the contents of this document (including the Appendix A), our work as described herein, to the best of our knowledge and belief, we are of the opinion that, as of the date hereof, the Share Exchange Ratio, as recommended by the Valuer, is fair in relation to the proposed Scheme, from a financial point of view.

Yours truly

For **IDBI Capital Markets & Securities Limited**
(Formerly known as IDBI Capital Market Services Limited)

Authorized Signatory
Name: Monica Nagpal
Designation: Senior Vice President

IDBI CAPITAL MARKETS & SECURITIES LIMITED MUMBAI

APPENDIX A

Scope Limitations and Disclosures

In rendering our Opinion, we have assumed and relied, without independent verification, upon the accuracy and completeness of all financial and other information and data whether publicly available or provided to or otherwise reviewed by or discussed with us, and upon the understanding that the management of APL and its other advisors are not aware of any relevant information relating to APL and GIPL that has been omitted or that remains undisclosed to us that would make the information or data examined by, provided to, reviewed by or discussed with us inaccurate or misleading in any respect or that would otherwise be relevant in arriving at our Opinion.

The terms of engagement were such that for arriving at the Opinion we were entitled to rely upon the information provided by the Companies and their other advisors without detailed enquiry. Our work does not constitute an audit, due diligence or certification of the historical or projected financial statements including the working results of the Companies or their businesses referred to in this Opinion. Accordingly, we are unable to and do not express an opinion on the accuracy of any financial information referred to in this report. We assume no responsibility whatsoever for any errors in the information furnished by the Companies and/or their other advisors and their impact on the present exercise.

We have relied upon and have not independently verified or validated, nor do we express any opinion on, the financial, market, technical or operating projections and other information or data provided to us, or the management's views on the future businesses, operations and prospects or any underlying assumptions with respect thereto. We have not assumed any obligation to conduct, nor have we conducted any physical inspection or title verification of the facilities/assets and liabilities of the Companies and we neither express any opinion with respect thereto nor accept any responsibility therefore.

We have not made any independent valuation or appraisal of the assets or liabilities of the Companies or any of their subsidiaries, nor have we been furnished with any such appraisals. We have not conducted or prepared a model for any asset valuation or provided an analysis of due diligence or appraisal of the assets and liabilities of the Companies and have wholly relied on information provided by the Companies in that regard. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the accounts.

Neither IDBI Capital Markets & Securities Limited nor its affiliates, partners, directors, shareholders, managers, employees or agents of any of them, makes any representation or warranty, express or implied, as to the information and documents provided to us, based on which this Opinion has been issued. In no circumstances however, will IDBI Capital or its affiliates, partners, directors, shareholders, managers, employees or agents of any of them accept any responsibility or liability including any pecuniary or financial liability to any third party and in the unforeseen event of any such responsibility/liability being imposed on

IDBI CAPITAL MARKETS & SECURITIES LIMITED. MUMBAI

IDBI Capital or its associates/affiliates, directors or employees by any third party, APL shall indemnify them in accordance with the Engagement Letter dated March 16, 2017.

We are not legal, taxation or actuarial advisors and accordingly, our Opinion should not be construed as certifying the compliance with the provisions of any law including company or taxation laws or any legal, regulatory including all SEBI regulations, accounting or taxation implications or issues. We understand that the Company would obtain such advice as deemed necessary from qualified professionals.

We do not express any opinion as to the price at which shares of APL and/or GIPL may trade at any time, including subsequent to the date of this Opinion. In rendering our Opinion, we have assumed, that the Scheme will be implemented on the terms described therein, without any waiver or modification of any material terms or conditions, and that in the course of obtaining the necessary Regulatory or third party approvals for the Scheme, no delay, limitation, restriction or condition will be imposed that would have an adverse effect on APL and / or its subsidiaries, GIPL and / or its subsidiaries and their respective shareholders.

We have undertaken no independent analysis of any potential or actual litigation, regulatory action, possible unasserted claims, or other contingent liabilities to which the Company is or may be a party or are or may be a subject, or of any government investigation of any possible unasserted claims or other contingent liabilities to which the Companies are or may be a party or are or may be a subject. No investigation as to the Companies' claim to title of assets has been made for the purpose of this exercise and the Companies' claim to such rights has been assumed to be valid. We have not evaluated the solvency or fair value of the APL and/or GIPL under either the laws of India or other laws relating to bankruptcy, insolvency or similar matters.

Our Opinion is necessarily based on financial, economic, market and other conditions as they currently exist and on the information made available to us as of the date thereof. We assume no responsibility for updating or revising our Opinion based on circumstances or events occurring after the date hereof. Our Opinion is specific to the proposed amalgamation of the Transferor Company into the Transferee Company as contemplated in the draft Scheme provided to us and is not valid for any other purpose. In arriving at our Opinion, we were not authorized to solicit, and did not solicit, interest from any party with respect to the acquisition, business combination or other extraordinary transaction involving the Company or any of their assets, nor did we negotiate with any party in this regard. Our Opinion is not intended to and does not constitute a recommendation to any shareholder as to how such holder should vote or act in connection with the Scheme or any matter related thereto.

Our Opinion also does not address any matters other than expressly stated herein, including but not limited to matters such as corporate governance matters, shareholder rights or any other equitable considerations. We were not requested to, and we did not, participate in the negotiation of the terms of the Scheme, its feasibility or otherwise and we did not provide any advice or services in connection with the Scheme other than the delivery of this Opinion. We express no view or opinion as to any such matters. We also express no view as to, and our Opinion does not address, the fairness (financial or otherwise) of the amount or nature or any other aspect of any compensation to any officers, directors or employees to any parties of the Scheme,

IDBI CAPITAL MARKETS & SECURITIES LIMITED. MUMBAI

or any class of such persons, relative to the Share Exchange Ratio. We express herein no view or opinion as to any terms or other aspects of the Scheme (other than the Share Exchange Ratio to the extent expressly stated herein).

IDBI Capital Market Services Ltd will receive a fee in connection with the delivery of this Opinion. The fee for our services is not contingent upon the nature of Opinion provided to APL. The fee for our services is not contingent upon the results of the proposed Scheme. In addition, APL has agreed to reimburse certain of our expenses and to indemnify us against liabilities arising out of our engagement. This Opinion is subject to the laws of India. We and/or our affiliates in the past may have provided, and may currently or in the future provide, investment banking, commercial banking and other financial services to the Companies and their affiliates unrelated to the proposed Scheme. We may have received or in the future may receive compensation for the rendering of the aforementioned services. In the ordinary course of our businesses, we and our affiliates may invest, make or hold long or short positions, finance positions or trade or otherwise effect transactions in debt, equity or other securities or financial instruments (including derivatives, bank loans or other obligations) of APL and/or GIPL and/or their respective affiliates, holding companies and group companies.

In no circumstances shall the liability of IDBI Capital Markets & Securities Limited, its directors or employees related to the service provided in connection with this opinion, exceed the amount paid to IDBI Capital as fees for this Opinion.

Distribution of this Opinion

It is understood that this Opinion is for the benefit and use of the Board of Directors of APL (in its capacity as such) in connection with and for the purposes of its evaluation of the proposed Scheme and is not rendered to or for the benefit of, and shall not confer rights or remedies upon, any person other than the Board of Directors of APL. This Opinion may not be disclosed, referred to, or communicated (in whole or in part) to any third party, nor shall any public reference to us be made, for any purpose whatsoever except (i) with our prior written consent in each instance; and (ii) as required to be disclosed by APL pursuant to the listing agreements between APL and the stock exchanges and the SEBI Circulars (the "**Purpose**").

It is understood that this Opinion is solely for the Purpose, and should not be relied on by anybody to whom this Opinion is not addressed. If this Opinion is used by any person other than to whom this Opinion is addressed, or other than for the Purpose, then we will not be liable for any consequences thereof. Neither this Opinion nor its contents may be referred to quoted to/by any third party, in any registration statement, prospectus, offering memorandum, annual report, loan agreement or any other agreement or documents given to third parties. The receipt of this Opinion by any person is not to be taken as constituting the giving of investment opinion by us to any such person, not to constitute such person our client.

IDBI CAPITAL MARKETS & SECURITIES LIMITED. MUMBAI