VALUATION

OF

EQUITY SHARES

OF

RICHA INFO SYSTEMS LIMITED
CIN: L30007GJ2010PLC062521

Prepared by:
CS ABHISHEK CHHAJED
(IBBI Registered Valuer)
134-1-2 Nilkanthnagar, Gordhanwadi Tekra , Kankaria,
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RV Registration No – IBBI/RV/03/2020/13674

CS ABHISHEK CHHAJED
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Date: April 10, 2024

To,
RICHA INFO SYSTEMS LIMITED
Shop No. 101, Shalin Complex
Sector-11,
Gandhinagar,
Gujarat, India, 382010

Dear Sir,

Sub: Valuation Analysis of the Equity Shares of RICHA INFO SYSTEMS LIMITED

I refer to our engagement letter dated April 09, 2024 for carrying out the valuation of **Equity Shares** of **RICHA INFO SYSTEMS LIMITED** (here-in-after referred as "**Company**" or "**RISL**"). In accordance with the terms of the engagement, I am enclosing my report along with this letter. In attached report, I have summarized my Valuation analysis of the Shares together with the description of methodologies used and limitation on my Scope of Work.

Based on my assessment and in terms of first Proviso to the Sub-Regulation 1 of Regulation 166A r.w. Sub-Regulation 1 of Regulation 164 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), as amended from time to time, the Floor Price of the Equity Share of the Company having Face Value of Rupees 10.00 each has been arrived at **Rs. 88.55** In case you require any further assistance, please feel free to contact me.

This Valuation Analysis is confidential and has been prepared for you for providing the same to government or regulatory authorities and this report can be provided to potential investor of RISL for enabling compliance under various laws as detailed hereinafter in this report. It should not be used, reproduced or circulated to any other person, in whole or in part, without my prior consent. Such consent will only be given after full consideration of the circumstance at that time. I trust that above meets your requirements.

Please feel free to contact us in case you require any additional information or clarifications.

Thanking you,

Yours faithfully,

ABHISHEK CHHAJED
REG. NO. IBBI/RV/03/2020/13674
Security or Financial Assets Valuer

ABHISHEK CHHAJED
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Registered Valuer

Place: Ahmedabad

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CONTENT OF REPORT

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1. BACKGROUND OF THE COMPANY:

History:

RICHA INFO SYSTEMS LIMITED ("RISL") is Public Limited Company incorporated under the Companies Act, 1956 on October 01, 2010, having its registered office at Shop No. 101, Shalin ComplexSector-11, Gandhinagar, Gujarat, Gandhinagar (Gujarat), Gandhi Nagar, Gandhinagar, Gujarat, India, 382010. The Company Identification Number (CIN) of the company is L30007GJ2010PLC062521. Equity Shares of RISL are listed on Emerge Platform of National Stock Exchange of India Limited.

Main Object of the Company are:

To carry on the business to manufacture, trading, marketing, design, plan, programme, engineer, exchange, develop, import, export, buy sell, distribute, transfer, lease, hire, license, use dispose-off, operate, fabricate, construct, assemble, record, maintain, repair, recondition, work, alter, convert, improve, procure, install, modify and to act as consultant, agent, franchiser, job worker, representative, adviser, otherwise to deal in all kinds of computer, computer hardware microprocessors, plotter, laser engraving machine, computer peripherals, electronic equipments, accessories, Networking, Medical Equipment, Dental Equipment, Computer Peripheral, Computer consumable, LCD Projector, Office automation, Solar Item, EPBAX, Video conference item, satellite phones, mobile phones, telephone dialers, tape recorders, televisions, videocassette recorders/players, oscilloscope, play back systems, receivers, professional and defence electronics, testing and measuring instruments, analytical instruments, process control equipments, electronic devices, closed circuit, electronic and electrical apertures.

Capital Structure of the Company;

Particulars	Amount (in Rs.)
Authorised Share Capital 2,50,00,000 Equity shares of Rupees 10.00 each	25,00,00,000
Issued, Subscribed & Fully Paid-up Share Capital 24,30,000 Equity shares of Rupees 10.00 each	2,43,00,000

Board of Directors

Sr. No	Name	DIN
1.	DINESHCHANDRA FULCHAND SHAH	03115819
2.	TUSHAR DINESHCHANDRA SHAH	03115836
3.	HEMABEN TUSHAR SHAH	03115848
4.	MILAP ARVINDKUMAR MEHTA	09331905
5.	SEJAL PANDYA	09330703

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2. PURPOSE:

RISL intends to issue equity shares on preferential basis via swap ratio. In this regard, RISL has engaged me to carry out valuation of Equity Shares of the Company as per requirements of Sub-Regulation 1 of Regulation 166A r.w. Sub-Regulation 1 of Regulation 164 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, on the relevant date being April 07, 2024.

3. KEY DATES:

Appointing Authority- Board of Director of the RISL

Appointment Date: April 09, 2024

Valuation Date/Relevant Date: April 07, 2024

Report Date: April 10, 2024.

4. IDENTITY OF VALUER AND ANY OTHER EXPERTS INVOLVED IN THE VALUATION:

I am independent Registered Valuer as required under the Companies (Registered Valuer & Valuation) Rules, 2017 registered with Insolvency & Bankruptcy Board of India having registration no. IBBI/RV/03/2020/13674. No other Experts are involved in this valuation exercise.

5. PECUNIARY INTEREST DECLARATION

I do not have pecuniary interest in the Shares of RISL, past, present or prospective, and the opinion expressed is free of any bias in this regard. I strictly follow the code of conduct of the Registered Valuation Organization of IBBI.

6. SOURCES OF INFORMATION:

I have been provided the following information for the valuation analysis:

- MOA & AOA of RISL;
- Annual Report for the year ended on March 31, 2023, March 31, 2022 and March 31 2021;
- Unaudited financial statement for the period ended on September 30, 2023;
- Trading History Data of Equity Shares of RISL for last one year from relevant Date;
- Written Representations made by the Company in course of the valuation exercise;
- Other related information from various sources;

Besides the above listing, there may be other information provided by the Client which may not have been perused by me in any detail, if not considered relevant for my defined scope.

Discussions (in person / over call) with the management to: Understand the business and fundamental factors that affect its earning- generating capability including strengths, weaknesses, opportunity and threats analysis and historical financial performance. During the discussions with the management, I have also obtained explanations and information considered reasonably necessary for this exercise.

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7. FINANCIAL INFORMATION:

Particulars	As at September 30, 2023 (Un-Audited) Amt. in Lakhs
EQUITY AND LIABILITIES	
Equity	
Share Capital	243.00
Reserve and Surplus	1,117.88
Non-Current Liability	
Long Term Borrowing	373.30
Deferred Tax Liability (Net)	6.29
Other Long Term Liabilities	
Long Term Provision	
Current Liabilities	
Short Term Borrowing	360.63
Trade Payables	111.68
Other Current Liabilities	0.87
Short Term provisions	77.95
TOTAL	**2,291.60**
ASSETS	
Non-Current Assets	
Fixed Assets	329.27
Non-current Investments	
Long term loans & advances	
Other Non Current Assets	1.89
Current Assets	
Current Investments	
Inventories	848.98
Trade Receivables	820.98
Cash and Cash Equivalents	6.62
Short Term Loans and Advances	258.47
Other Current Assets	25.39
TOTAL	**2,291.60**

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8. VALUATION PARAMETERS

I. Net Asset Value (NAV)

II. Price Earning Capacity Value (PECV)

III. Market Value.

I. Net Asset Value (NAV)

The Net Assets Method represents the value with reference to historical cost of assets owned by the company and the attached liabilities on particular date. Net asset will be calculated starting from the total assets of the company and deducting there from all debts, borrowing and liabilities, including current and Likely contingent Liability and preference capital if any. In other words it should represent true net worth of business after providing for all outside present and potential liabilities. In the case of companies, the net assets value calculated from assets side of the balance sheet in the above manner will be crossed checked with equity share capital plus free reserve and surplus, less likely contingent liabilities.

II. Price Earning Capacity Value (PECV)

The profit-earning capacity value will be calculated by capitalising the average of the after-tax profits at the following rates;

I. 15% in the case of manufacturing companies.

II. 20% in the case of trading companies.

III. 17.5% in the case of "intermediate companies", that is to say, companies whose turnover from trading activity is more than 40%, but less than 60% of their total turnover.

The crux of estimating the profit-earning capacity value lies in the assessment of the future maintainable earnings of the business. While the past trends in profits and profitability would serve as a guide, it should not be overlooked that the valuation is for the future and that it is the future maintainable stream of earnings that is of greater significance in the process of valuation. All relevant factors that have a bearing on the future maintainable earnings of the business must, therefore, be given due consideration.

III. Market Value:

The Equity Shares of Company are listed on EMERGE Platform of National Stock Exchange of India Limited (NSE) for a period of more than 90 trading days as on the relevant date i.e. Sunday, April 07, 2024 and are frequently traded in accordance with SEBI ICDR Regulations.

In case of "frequently traded shares (Regulation 164(1) of the SEBI ICDR Regulations:

If the equity shares of the Company have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following;

a. the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or

b. the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

Articles of Association of the Company do not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations.

The Company's Equity Share are listed only at one Nationwide Stock Exchange i.e. on Emerge Platform of National Stock Exchange of India Limited and accordingly, "Emerge Platform of National Stock Exchange

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of India Limited" is the Stock exchange on which the highest trading volume in respect of the equity shares of the issuer has been recorded during the preceding 90 trading days prior to the relevant date.

9. VALUATION ANALYSIS:

In terms of first Proviso to the Sub-Regulation 1 of Regulation 166A r.w. Sub-Regulation 1 of Regulation 166A and Sub-Regulation 1 of Regulation 164 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and by using the Valuation Parameters, the following is the Valuation Analysis of Equity Shares of the Company.

Sr. No.	Valuation Parameters	Value per Equity Share (in Rupees)
1.	Price Earning Capacity Value Method	25.00
2.	Net Assets Value Method	56.00
3.	Market Value Method	88.55

For, detailed working calculation of Value of Equity Share, please refer;

Annexure 1 - For Net Assets Value Method

Annexure 2 - For Price Earning Capacity Value Method

Annexure 3 - For Market Value Method

Sr. No	Method	Value per Equity Share (in Rupees) (A)	Weights (B)	Weighted (C=A*B)
1.	Price Earning Capacity Value Method	25.00	1	25.00
2.	Net Assets Value Method	56.00	2	112.00
3.	Market Value Method	88.55	3	265.65
		Total (D)	**6**	**402.65**
			Floor Price (In Rupees) (Total of C / D)	**67.00**

10. CONCLUSION:

In the ultimate analysis, valuation will have to involve the exercise of judicious discretion and judgment taking into account all the relevant factors. There will always be several factors, e.g. present and prospective competition, yield on comparable securities and market sentiments etc. which are not evident from the face of the documents available with us but which will strongly influence the worth of a Shares and Debentures.

In the light of the above and on consideration of all the relevant factors and circumstances as discussed and outlined in this report, I conclude as under;

Sr. No.	Provisions	Minimum Floor Price (in Rupees)
A	Floor Price in terms of first Proviso to the Sub-Regulation 1 of Regulation 166A of the SEBI ICDR Regulations	67.00

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B	Floor Price in terms of the Sub-Regulation 1 of Regulation 164 of the SEBI ICDR Regulations	88.55

Accordingly, the Floor Price of the Equity Share of the Company having Face Value of Rupees 10.00 each in terms of Chapter V of SEBI ICDR Regulations as at Relevant date is **INR 88.55 (Rupees Eighty-Eight and Fifty-Five Paisa Only).**

11. CAVEATS, LIMITATIONS AND DISCLAIMERS:

My report is subject to the scope limitations detailed hereinafter.

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. My engagement for this valuation consulting work does not include any procedures designed to discover any defalcations or other irregularities, should any exist.

I have provided an assessment of the value based on the information available, application of certain formula and within the scope and constraints of our engagement, others may place a different value to the same. 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.

The company and its representatives warranted to us that the information supplied to us was complete and accurate to the best of their knowledge and that the financial information properly reflects the business conditions and operating results for the respective periods in accordance with generally accepted accounting principles. Information supplied to us has been accepted as correct without any further verification. I have not audited, reviewed, or compiled the historical provided to us and, accordingly, i do not express any audit opinion or any other form of assurance on this information. Because of the limited purpose of the information presented, it may be incomplete and contain departures from generally accepted accounting principles. In the course of the valuation, i were provided with both written and verbal information. I have however, evaluated the information provided to us by the Company 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 Company. I assume no responsibility for any errors in the above information furnished by the Company and consequential impact on the present exercise.

The draft of the present report was circulated to the Management for confirming the facts stated in the report and to confirm that information or facts stated are not erroneous and the assumptions used are reasonable.

No investigation on the Company's claim to title of assets has been made for the purpose of this valuation and their claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the liabilities in the books. Therefore, no responsibility is assumed for matters of a legal nature.

My work does not constitute an audit or certification of the historical financial statements including the working results of the Company referred to in this report. Accordingly, I am unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report. Valuation analysis and results are specific to the purpose of valuation mentioned in the report and it is as per agreed terms of our engagement. 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 have no responsibility to update this report for events and circumstances occurring after the date of this report. My fees is not contingent to the results or output of this report. I will not be responsible to appear in front of Companies act, income tax, RBI or any other regulatory authority in relation to the said valuation.

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The decision to carry out the transaction (including consideration thereof) on the basis of this valuation lies entirely with the RISL and my work and my finding shall not constitute a recommendation as to whether or not RISL should carry out the transaction. The report and conclusion of value are not intended by the author and should not be construed by the reader to be investment advice in any manner whatsoever. The conclusion of value represents my opinion, based on information furnished to us by the client and other sources. Any person/party intending to provide finance/invest in the shares/business of the Company shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision.

My report is meant for the purpose mentioned in point 2 of this report 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.

I acknowledge that I am independent valuer and have no present or contemplated financial interest in the Company. My fees for this valuation is based upon my normal billing rates, and not contingent upon the results or the value of the business or in any other manner. I have not been engaged by the Company in any unconnected transaction during last five years.

Neither me, nor any managers, employees of my firm makes any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information, based on which the valuation is carried out. All such parties expressly disclaim any and all liability for, or based on or relating to any such information contained in the valuation.

Thanking you,

Yours faithfully,

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Place: Ahmedabad

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Annexure 1

Valuation of Equity Shares of RISL under NAV Method:

Calculation of Net Assets Value of the Company as at September 30, 2023

Particulars	**Amount in Lakhs**
Total Assets	2,291.60
Total Liabilities	930.72
Net worth	1,360.88
No. of Equity Shares	24.300
Book Value Per Share	56.00

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Annexure 2

Valuation of Equity Shares of RISL under PECV Method:

Amount in Lakhs

Particulars	2022-23	2021-22	2020-21	Total
Total Revenue	3,428	3,232	2,011.34	
Profit Before Tax	121	134	99	
Weights	3	2	1	6
Product	363.33	268.72	98.64	731
Weighted Average Profit Before Tax				122
Tax @25.17%				31
Future Maintainable Profit				91
Capitalisation rate @15%				608
No of Shares				24.300
Fair Value				25

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Annexure 3

Valuation of Equity Shares of RISL under Market Price Method

(Source: National Stock Exchange of India Limited)

Date of EGM/AGM/POSTAL BALLOT	07-05-2024
Relevant Date	07-04-2024

Name of the Company	Richa Info Systems Limited
Stock Exchange	National Stock Exchange of India Limited

Average of the volume weighted average price (VWAP) of the equity shares of Richa Info Systems Limited quoted on the National Stock Exchange of India Limited during the 90 trading days preceding the relevant date (considering relevant date as 07/04/2024)

Days	Date		VWAP	Days	Date		VWAP
1	05-04-24	1000	75750.00	46	02-02-24	1000	83500.00
2	04-04-24	1000	72150.00	47	01-02-24		
3	03-04-24	1000	68750.00	48	31-01-24	2000	167000.00
4	02-04-24			49	30-01-24		
5	01-04-24			50	29-01-24		
6	29-03-24			51	26-01-24		
7	28-03-24	2000	130500.00	52	25-01-24	1000	87900.00
8	27-03-24	9000	595700.00	53	24-01-24		
9	26-03-24	15000	1019000.00	54	23-01-24		
10	25-03-24			55	22-01-24		
11	22-03-24			56	19-01-24	1000	92500.00
12	21-03-24			57	18-01-24		
13	20-03-24			58	17-01-24	5000	442100.00
14	19-03-24			59	16-01-24		
15	18-03-24			60	15-01-24	3000	271700.00
16	15-03-24			61	12-01-24		
17	14-03-24	1000	70500.00	62	11-01-24	2000	184150.00
18	13-03-24	10000	675900.00	63	10-01-24	2000	193800.00
19	12-03-24			64	09-01-24	9000	865200.00
20	11-03-24			65	08-01-24	8000	741950.00
21	08-03-24			66	05-01-24	9000	789650.00
22	07-03-24			67	04-01-24	4000	367750.00
23	06-03-24	2000	140800.00	68	03-01-24	6000	576350.00
24	05-03-24			69	02-01-24	3000	303300.00
25	04-03-24			70	01-01-24	2000	212800.00
26	01-03-24			71	29-12-23	3000	338000.00
27	29-02-24			72	28-12-23		
28	28-02-24	4000	297300.00	73	27-12-23		
29	27-02-24			74	26-12-23		
30	26-02-24	1000	78000.00	75	25-12-23		

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31	23-02-24			76	22-12-23		
32	22-02-24			77	21-12-23	1000	108100.00
33	21-02-24			78	20-12-23	2000	222050.00
34	20-02-24			79	19-12-23		
35	19-02-24			80	18-12-23	4000	441400.00
36	16-02-24			81	15-12-23	1000	111750.00
37	15-02-24			82	14-12-23		
38	14-02-24			83	13-12-23	2000	211350.00
39	13-02-24	1000	81000.00	84	12-12-23	3000	309350.00
40	12-02-24			85	11-12-23	3000	298500.00
41	09-02-24	2000	162300.00	86	08-12-23	3000	305500.00
42	08-02-24			87	07-12-23	3000	323000.00
43	07-02-24	1000	85400.00	88	06-12-23	5000	562200.00
44	06-02-24			89	05-12-23	1000	107350.00
45	05-02-24	1000	85400.00	90	04-12-23	8000	836700.00
				Average Price			**88.55**

Average of the volume weighted average price (VWAP) of the equity shares of Richa Info Systems Limited quoted on the National Stock Exchange of India Limited during the 10 trading days preceding the relevant date (considering relevant date as 07/04/2024)

Days	Date		VWAP	Days	Date		VWAP
1	05-04-24	1000	75750.00	6	29-03-24		
2	04-04-24	1000	72150.00	7	28-03-24	2000	130500.00
3	03-04-24	1000	68750.00	8	27-03-24	9000	595700.00
4	02-04-24			9	26-03-24	15000	1019000.00
5	01-04-24			10	25-03-24		
				Average Price			**67.65**

A	Average of 90 trading days VWAP		**88.55**
B	Average of 10 trading days VWAP		**67.65**
C	**Applicable Minimum Price (Higher of the A or B)**		**88.55**

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Security or Financial Assets Valuer

VALUATION

OF

EQUITY SHARES

OF

ARTH TECHNOCRATS PRIVATE LIMITED
(CIN: U51909GJ2022PTC134809)

AS AT April 01, 2024

Prepared by:
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Date: April 10, 2024

To,
Board of Directors
ARTH TECHNOCRATS PRIVATE LIMITED
Plot No. 1374/1, Sector 4/D, Gandhinagar,
Gandhinagar, Gujarat, India, 382006.

Dear Sir,

Sub: Valuation Analysis of Equity Shares of ARTH TECHNOCRATS PRIVATE LIMITED.

I refer to our engagement letter dated April 09, 2024 for carrying out the valuation of **Equity Shares** of **ARTH TECHNOCRATS PRIVATE LIMITED** (here-in-after referred as "**Company**" or "ATPL"). In accordance with the terms of the engagement, I am enclosing my report along with this letter. In attached report, I have summarized my Valuation analysis of the shares as at April 01, 2024 together with the description of methodologies used and limitation on my Scope of Work.

Based on my assessment Fair Value of Shares having Face Value of Rs. 10 each has been arrived at Rs. **635/- per share** as on the Valuation date of April 01, 2024 under Discounted Cash Flow Method as detailed on Page #8 of this Report. Hence, Company can issue equity shares at **INR 635/- per share or more**. In case you require any further assistance, please feel free to contact me.

This Valuation Analysis is confidential and has been prepared for you for providing the same to government or regulatory authorities and this report can be provided to potential investor of "ATPL" for enabling compliance under various laws as detailed hereinafter in this report. It should not be used, reproduced or circulated to any other person, in whole or in part, without my prior consent. Such consent will only be given after full consideration of the circumstance at that time. I trust that above meets your requirements.

Please feel free to contact us in case you require any additional information or clarifications.

Thanking you,

Yours faithfully,

ABHISHEK CHHAJED
REG. NO. IBBI/RV/03/2020/13674
Security or Financial Assets Valuer

ABHISHEK CHHAJED
RV Registration No – IBBI/RV/03/2020/13674
Registered Valuer

Place: Ahmedabad

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CONTENT OF REPORT

ABHISHEK CHHAJED
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Security or Financial Assets Valuer

1. BACKGROUND OF THE COMPANY:

History:

ARTH TECHNOCRATS PRIVATE LIMITED ("ATPL"). "ATPL" was incorporated on August 19, 2022, under the Companies Act, 2013, as a private limited company. The registered office address is Plot No. 1374/1, Sector 4/D, Gandhinagar, Gandhinagar, Gujarat, India, 382006. The CIN is U51909GJ2022PTC134809.

➢ **Main Objects of Company is,**

1. To carry on in India or elsewhere the business to buy, procure, install, acquire, import, improve upon, alter, maintain, prepare for market, handle, assemble, sale, resale, export, operate, dispose of, distribute, transport, store, forward, dispose, consume, repair supply and otherwise deal in and develop all types of varieties, models, shapes, sizes, specifications, descr5iption, diameters, capacities, applications, uses and values of all types of home automation products.

2. To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all types of goods on retail as well as on wholesale basis in India or elsewhere.

Capital Structure of the Company

Authorised capital	Paid-up Capital
1,70,000 Equity Shares of face value of Rs. 10 each amounting to Rs. 17,00,000.	1,60,000 Equity Shares of face value of Rs. 10 each amounting to Rs. 16,00,000.

Board of Directors

Sr. No	Name	DIN
1.	RICHA SHAH	09708605
2.	ARTH SHAH	09708606
3.	TUSHAR DINESHCHANDRA SHAH	03115836

2. PURPOSE:

"ATPL" intends to issue Equity Shares. In this regard, "ATPL" has engaged me to carry out valuation of the shares of the Company as per requirements of Companies Act, 2013 on valuation date being April 01, 2024.

3. KEY DATES:

Appointing Authority- Board of Director of the "ATPL";
Appointment Date:- April 09, 2024;
Valuation Date:- April 01, 2024;
Report Date: April 10, 2024.

4. IDENTITY OF VALUER AND ANY OTHER EXPERTS INVOLVED IN THE VALUATION:

I am independent Registered Valuer as required under the Companies (Registered Valuer & Valuation) Rules, 2017 registered with Insolvency & Bankruptcy Board of India having registration no. IBBI/RV/03/2020/13674. No other Experts are involved in this valuation exercise.

ABHISHEK CHHAJED REG NO. IBBI/RV/03/2020/13674 Security or Financial Assets Valuer

5. PECUNIARY INTEREST DECLARATION:

I do not have pecuniary interest in the shares of "ATPL", past, present or prospective, and the opinion expressed is free of any bias in this regard. I strictly follow the code of conduct of the Registered Valuation Organization of IBBI.

6. SOURCES OF INFORMATION:

I have been provided the following information for the valuation analysis:

- MOA & AOA of "ATPL";
- Audited financial Statements of the company for the period ended on March 31, 2023;
- Provisional financial information for the period ended on March 31, 2024;
- Projected Financial Statement for explicit period prepared and certified by the management of the Company (**Annexure B**);
- Written Representations made by the Company in course of the valuation exercise;
- Other related information from various sources;

Besides the above listing, there may be other information provided by the Client which may not have been perused by me in any detail, if not considered relevant for my defined scope.

Discussions (in person / over call) with the management to: Understand the business and fundamental factors that affect its earning- generating capability including strengths, weaknesses, opportunity and threats analysis and historical financial performance. During the discussions with the management, I have also obtained explanations and information considered reasonably necessary for this exercise.

7. VALUATION REQUIREMENT:

The purpose of this valuation report is to determine the fair value of shares of the Company to comply with the provisions of Section 62 of the Companies Act, 2013 in relation to further issue of share capital.

As per section 62 of the Companies Act, 2013 read with The Companies (Share Capital and Debentures) Rules, 2014, Price of shares for further issue of share capital by company to any persons either for cash or for a consideration other than cash shall be determined by valuation report of a registered valuer within the meaning of section 247 of the Companies Act, 2013.

As informed by management of company, company intends to issue Equity Shares. Therefore, Equity shares are considered at par and accordingly valuation is done

8. VALUATION APPROACH AND METHODS :

A. VALUATION APPROACH

Market Approach:

Market approach is a valuation approach that uses prices and other relevant information generated by market transactions involving identical or comparable (i.e., similar) assets, liabilities or a group of assets and liabilities, such as a business.

The following are some of the instances where a valuer applies the market approach:
(a) Where the asset to be valued or a comparable or identical asset is traded in the active market;

ABHISHEK CHHAJED
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(b) There is a recent, orderly transaction in the asset to be valued; or
(c) There are recent comparable orderly transactions in identical or comparable asset(s) and information for the same is available and reliable.

Under the "Market" Approach, it measures the value of an asset through an analysis of recent sales of comparable property compared to the property being valued. When applied to the valuation of an equity interest, consideration is given to the financial condition and operating performance of the subject company compared to either publicly traded companies with similar lines of business or recent corporate acquisitions (Guideline Companies).

Typically, the entities selected for comparison are subject to economic, political, competitive and technological factors that correspond with those confronting the company.

However, comparable that fit perfectly rarely exist. Privately held companies are compared to publicly traded ones that are typically further along in their stage of development, have superior access to capital, and have common stock that is readily marketable.

Income Approach:

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

The following are some of the instances where a valuer may apply the income approach:
(a) Where the asset does not have any market comparable or comparable transaction;
(b) Where the asset has fewer relevant market comparable; or
(c) Where the asset is an income producing asset for which the future cash flows are available and can reasonably be projected.

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).

Examples of situations where a valuer applies the cost approach are:
(a) An asset can be quickly recreated with substantially the same utility as the asset to be valued;
(b) In case where liquidation value is to be determined; or
(c) Income approach and/or market approach cannot be used.

This approach is generally used for Valuation of Non-Financial Asset or value to be find for liquidation.

B. VALUATION METHODS

There are various methods under approaches discussed above such as Market Multiple (EBDIT Revenue Book value etc.) or Market Pricing (Compare with Benchmark Securities) etc.. For Market Approach, Reproduction Cost Method & Replacement Cost Method under Cost Approach and Present Value techniques such as Discounted Cash Flow (DCF) Method, Relief from Royalty (RFR) Method, Multi-Period Excess Earnings Method, with and Without Method, Option pricing models such as Black-Scholes-Merton formula or binomial (lattice) model under Income Approach.

SELECTION OF VALUATION APPROACH & METHODOLOGY

The ICAI Valuation Standards, 2018 provide guidance on different valuation approaches and methods that can be adopted to determine the value of an asset.

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For the purpose of arriving at the Fair Value of the Shares of the "ATPL", the valuation base is considered as '**Fair Value**'. The term "Fair Value" is defined by ICAI Valuation Standard 102 – Valuation Basis as "the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the valuation date", Fair Value is the price that Fair Value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair Value will determined depending upon nature of asset for which fair value is sought. The valuation report is based on the premise of '**Going Concern value**'. Going concern value is the value of a business enterprise that is expected to continue to operate in the future. Based on above factors and discussion with management we have considered Discounted Cash Flow method (DCF) to be used for valuation of shares of "ATPL".

Our analysis and report are in conformity with the "ICAI Valuation Standards" (IVS) issued by the Institute of Chartered Accountants of India. In addition to the general standards/guidelines of the IVS, our report specifically complies with ICAI Valuation Standard 102 - Valuation Bases, ICAI Valuation Standard 103 – Valuation Approaches and Methods, ICAI Valuation Standard 201 - Scope of Work, Analyses and Evaluation, ICAI Valuation Standard 202 - Reporting and Documentation and ICAI Valuation Standard 301 - Business Valuation.

It should be understood that the valuation of any company or its assets is inherently subjective and is subject to certain uncertainties and contingencies, all of which are difficult to predict and are beyond control. In addition, this valuation will fluctuate with changes in the prevailing market conditions, the conditions prospects, financial and otherwise, of the Company, and other factors which generally influence the valuation of Company and its assets.

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasised that a valuer can arrive at only one value for one purpose. The choice of methodology of valuation has been arrived at, considering the terms and purpose of the valuation engagement and reasonable judgment, in an independent and bona fide manner. Therefore, the approach, method, base and premise of value in this valuation has been selected after taking into consideration the terms and purpose of this engagement and the same are detailed in the relevant points of this report.

Considering the business model of the company and context and purpose of the Report, I have used the DCF method as it captures the growth potential of the business going forward. I have used this method to calculate the fair value of the Company based on the financial projections prepared by the Management of the Company.

DISCOUNTED FREE CASH FLOW METHOD:

- DCF Method expresses the present value of a business as a function of its future cash earning capacity. This methodology works on the premise that the value of a business is measured in terms of future cash flows stream, discounted to the present times at an appropriate discount rate. It recognizes that money has a time value by discounting future cash flows at appropriate discount factor.

- This method is used to determine the present value of a business on a going concern assumption. The DCF methodology depends on the projection of the future cash flows and the selection of an appropriate discount factor.

- When valuing a business on a DCF basis, the objective is to determine a net present value of the cash flows ("CF") arising from the business over a future select period of time of the project life, which is called the explicit forecast period. Free cash flows are defined to include all inflows and outflows associated with the project including debt service, taxes, and capital expenditure and net changes in working capital requirement etc. Under the DCF methodology, value must be placed both on the explicit cash flows as stated above, and the ongoing cash flows a company will generate after the explicit forecast period. The latter value, also known as terminal value, is also to be estimated. The terminal value refers to the present value of the business as a going concern beyond the period of projections up to infinity. This value is estimated by taking into account expected growth rates of the business in future, sustainable capital investments required for the business as well as the estimated growth rate of the industry and economy.

- The longer the period covered by the projection, the less reliable the projections are likely to be. For this reason, the approach is used to value businesses, where the future cash flows can be projected with a reasonable degree of reliability.

- The discount rate applied to estimate the present value of explicit forecast period free cash flows and to estimate the present value of terminal cash flow, is taken at COE. Cost of equity is derived, on the basis of capital asset pricing model (CAPM), it is function of risk-free rate (Rf), Beta (β) (an estimate of risk profile of the company relative to equity market, however Beta takes into account only systematic risk) and equity risk premium (Rp) (excess of return on equity issued to public in India (Rm) over the risk free rate of return (Rf) earned) assigned to the subject equity market. Discount rate is further increased by unsystematic risk of the company.

- Terminal value represents the present value at the end of explicit forecast period of all subsequent cash flows to the end of the life of the asset or into perpetuity if the asset has an indefinite life. In case of assets having indefinite or very long useful life, it is not practical to project the cash flows for such indefinite or long periods. Therefore, the valuer needs to determine the terminal value to capture the value of the asset at the end of explicit forecast period.

- Terminal of Value of cash flow is calculated as per Gordon growth formula mentioned below;

  # (Last year cash flow of explicit period X (1+Growth rate)/ (Cost of Equity-Growth rate))

- Value obtained by using DCF method gives us the Total Value of Firm/Enterprise Value;

- The Discounted Free Cash Flow ("DCF") method, an application of the Income Approach is arguably one of the most recognized tools to determine the value of a business.

- This method is generally used when there is reasonable certainty on the timing, quantum and quality of the cash flows, which has its close coupling with the underlying assets. It is the most commonly used valuation technique, and is widely accepted by valuers because of its intrinsic merits, some of which are given below:

  (a) It is a very sound model because it is based up on expected future cash flows of a company that will determine an investor's actual return.

  (b) It is based on the expectations of performance specific to the business, and is not influenced by short-term market conditions or non-economic indicators.

  (c) It is not as vulnerable to accounting conventions like depreciation, inventory valuation in comparison with the other techniques/approaches since it is based on cash flows rather than accounting profits.

  (d) For the purpose of the present valuation exercise, I have considered fit to use Discounted Free Cash Flow (DCF) Method for determining the fair value of shares of the Company.

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9. VALUATION ASSUMPTIONS IN APPLYING DCF APPROACH:

The fair value of shares of the Company under this method has been arrived as follows:

In the present case, valuation under DCF method is based on management certified projections for FY 2024-25 to FY 2027-28. The projection certified from FY 2024-25 to FY 2027-28 are considered as explicit period in this valuation analysis.

For the explicit period, free cash flows from the business have been arrived at as follows:

- Profits after tax as per the projections have been considered.
- Depreciation & amortization on fixed assets have been added to the Net profits after tax.
- Capital expenditure, Changes in long term debt liability, change in working capital requirement is adjusted from above cash flow to arrive at free cash flow to shareholders.
- The cash flows of each year are then discounted at COE. COE is considered as one of the most appropriate discount rate in the DCF Method. The COE is worked out using the following parameters:
- Cost of Equity is worked out using the following formula:
  - Risk Free Return in India + (Beta x Equity Risk Premium) +Company Specific Risk
    - The risk free rate of return is taken at 7.11% *being 10 years Government of India bond yield from as at April 01, 2024 (https://countryeconomy.com/bonds/india).*
    - Industry Beta is taken at 1.00 (Assumed)
    - Market Risk Premium (Rp) i.e. Rp= (Rm-Rf). The equity risk premium is considered at 8.69% (*Source*: Excess of *BSE Sensex CAGR since April 1, 1979 till April 01, 2024 over risk free rate of return).*
    - Company Specific Risk is taken at 6.50% being risk related to Management capability, achievability of projections by company, stability of industry in which company is operating, diversification of product/Services of the company and other contingencies.

Based on above workings and information obtained from management of the company, COE is calculated at 22.30%.

- Mid-Year Discounting Convention is used to discount cash flows for the explicit period assuming all the cash flows are accrued and realised by company in the middle of year. (**Annexure A**)

- Based on dynamics of the sector and discussions with the Management, I have assumed a terminal growth rate of 3% beyond the projection period. The cash flows of FY 2027-28 have been used to determine the terminal value. Based on these assumptions and as per Gordon constant growth formula mentioned in point 8-B of this report, the terminal value has been calculated at Rs. 190,992.67 thousands at the end of explicit period. Terminal Value discounting factor is calculated based on discounting factor of FY 2027-28.

- The discounted perpetuity value is added to the discounted free cash flows for the explicit period to arrive at the enterprise value/ value to firm.

- Cash and Cash equivalent balance as at March 31, 2024 is added, Total Debt/loan liability as at end of explicit period and contingent liability as at March 31, 2024, if any, are reduced from Enterprise value to calculate Value available to Shareholders.

- Value available to Shareholders is further adjusted for Discount on lack of marketability since shares of the company are not traded on any stock exchange. Under ICAI Valuation Standard 103, DLOM need to be applied under Income approach while valuing illiquid securities. As per International valuation Standard 105, A DLOM reflects the concept that when comparing otherwise identical assets, a readily marketable asset would have a higher value than an asset with a long marketing period or restrictions on the ability to sell the asset. For example, publicly-traded securities can be bought and sold nearly

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Security or Financial Assets Valuer

instantaneously while shares in a private company may require a significant amount of time to identify potential buyers and complete a transaction. We have applied DLOM of 25%.

➢ The value so arrived is divided by the Total number of Equity Shares outstanding on fully diluted basis as at March 31, 2024.

10. CONCLUSION:

Valuation is neither a pure art nor a pure science but a perfect combination of both. In the ultimate analysis, valuation will have to involve the exercise of judicious discretion and judgment taking into account all the relevant factors. There will always be several factors, e.g. present and prospective competition, yield on comparable securities and market sentiments etc. which are not evident from the face of the balance sheets but which will strongly influence the worth of a share.

Though different values might have been arrived at under different Approach and methods mentioned in point 8 of this report, for the purposes of recommending a fair value, it is necessary to arrive at a single value of the Company. I have considered it appropriate to choose DCF Method to arrive at fair value of shares.

Method	Approach	Value	Weightage	Price
NAV (Annexure II)	Cost	15.01806	0	0
P/E Multiple (Annexure III)	Market	856.7604	0	0
DCF	Income	635	100%	635
			Total	**635**

In the light of the above and on consideration of all the relevant factors and circumstances as discussed and outlined in this report, I have estimated the **fair value per share of the Company to be *INR 635-*(Rupees Six hundred and Thirty Five Only)** (***The working is enclosed herewith as Annexure I to this report). Hence, Company can issue shares at INR 635/- per share or more for said purpose.***

11. CAVEATS, LIMITATIONS AND DISCLAIMERS:

My report is subject to the scope limitations detailed hereinafter.

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. My engagement for this valuation consulting work does not include any procedures designed to discover any defalcations or other irregularities, should any exist.

I have not independently assessed the historic and future impact of COVID-19 Pandemic situation on the operation and financial efficiency of "ATPL". Management of "ATPL" has confirmed me that appropriate adjustment of COVID-19 is made in projected financial statement and i have relied upon information and documents received from Company and its Management.

Projected Financial information of explicit period 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. For the purpose of valuation I have taken base of Projected Financial Statement for explicit period prepared and certified by the management of the Company.

Valuation is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single value. While I have provided an assessment of the value based on the information available, application of

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certain formula and within the scope and constraints of our engagement, others may place a different value to the same.

No change of any item in this valuation/conclusion report shall be made by anyone other than me, and I shall have no responsibility for any such unauthorized change(s). Public information, estimates, 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.

The company and its representatives warranted to us that the information supplied to us was complete and accurate to the best of their knowledge and that the financial information properly reflects the business conditions and operating results for the respective periods in accordance with generally accepted accounting principles. Information supplied to us has been accepted as correct without any further verification. I have not audited, reviewed, or compiled the historical and projected financial information provided to us and, accordingly, i do not express any audit opinion or any other form of assurance on this information. Because of the limited purpose of the information presented, it may be incomplete and contain departures from generally accepted accounting principles. In the course of the valuation, i were provided with both written and verbal information. I have however, evaluated the information provided to us by the Company 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 Company. I assume no responsibility for any errors in the above information furnished by the Company and consequential impact on the present exercise.

Considering the dynamic environment and pace of technological developments, the market value of the business engaged in the area of high technology may change significantly in a short period of time.

The draft of the present report was circulated to the Management for confirming the facts stated in the report and to confirm that information or facts stated are not erroneous and the assumptions used are reasonable.

No investigation on the Company's claim to title of assets has been made for the purpose of this valuation and their claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the liabilities in the books. Therefore, no responsibility is assumed for matters of a legal nature.

My work does not constitute an audit or certification of the historical financial statements/prospective results including the working results of the Company referred to in this report. Accordingly, I am unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report. Valuation analysis and results are specific to the purpose of valuation mentioned in the report and it is as per agreed terms of our engagement. 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.

My recommendation is based on the estimates of future financial performance as projected by the management, which represents their view of reasonable expectation at the point of time when they were prepared, but such information and estimates are not offered as assurances that the particular level of income or profit will be achieved or events will occur as predicted. Actual results achieved during the period covered by the prospective financial statements may vary from those contained in the statement and the variation may be material. The fact that i have considered the projections in this exercise of valuation should not be construed or taken as me being associated with or a party to such projections.

A valuation of this nature involves consideration of various factors including those impacted by prevailing market trends in general and industry trends in particular. This report is issued on the understanding that the Management has drawn my attention to all the matters, which they are aware of concerning the financial

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position of the Company and any other matter, which may have an impact on my opinion, on the fair value of the shares of the Company including any significant changes that have taken place or are likely to take place in the financial position of the Company. I have no responsibility to update this report for events and circumstances occurring after the date of this report. My fees is not contingent to the results or output of this report. I will not be responsible to appear in front of Companies act, income tax, RBI or any other regulatory authority in relation to the said valuation.

The decision to carry out the transaction (including consideration thereof) on the basis of this valuation lies entirely with the "ATPL" and my work and my finding shall not constitute a recommendation as to whether or not "ATPL" should carry out the transaction. The report and conclusion of value are not intended by the author and should not be construed by the reader to be investment advice in any manner whatsoever. The conclusion of value represents my opinion, based on information furnished to us by the client and other sources. Any person/party intending to provide finance/invest in the shares/business of the Company shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision.

My report is meant for the purpose mentioned in point 2 of this report 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.

I acknowledge that I am independent valuer and have no present or contemplated financial interest in the Company. My fees for this valuation is based upon my normal billing rates, and not contingent upon the results or the value of the business or in any other manner. I have not been engaged by the Company in any unconnected transaction during last five years.

Neither me, nor any managers, employees of my firm makes any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information, based on which the valuation is carried out. All such parties expressly disclaim any and all liability for, or based on or relating to any such information contained in the valuation.

Thanking you,
Yours faithfully,

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Registered Valuer

Place: Ahmedabad

Encl: Annexure I referred in Point No. 9 & 10, Annexure A referred in point 9, Annexure B referred in Point no. 6, Annexure II referred in Point No. 10 and Annexure III referred in Point No. 10.

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ANNEXURE: I

DCF Method

Estimated future cash flow and Share Valuation working (Amt. In Thousands)

Years	Cash Flow	COE	Present Value Factor	Discounted Cash Flow
2024-25	18,154.77	22.30%	0.8176	14,844.22
2025-26	22,970.79	22.30%	0.6685	15,357.09
2026-27	28,713.49	22.30%	0.5466	15,695.87
2027-28	35,791.65	22.30%	0.4470	15,997.33
Terminal Value of Cash Flow	190,992.67	22.30%	0.4470	85,365.52
Total Value of Firm				147,260.02
Debt as at end of Explicit Period				11,976.69
Contingent Liability as at March 31, 2023				-
Cash and Cash Equivalent Balance as at March 31, 2023				266.00
Total Value of Equity share holders before DLOM				135,549.33
DLOM@25%				33,887.33
Total Value of Equity share holders after DLOM				101,662.00
Outstanding number of Equity Shares				160
Fair Value per Equity share in Rs				**635.00**

Assumptions	
Tax Rate	As per Income tax
Discount Rate	22.30%
Perpetual growth rate	3.00%

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ANNEXURE: A

COE

Particulars		Weights	
Cost of Equity	22.30%	1.00	22.30%
Risk free Return (10 years GOI Bond Yield as at April 01, 2023)	7.11%		
BSE Sensex (Since inception till April 01, 2023)	8.69%		
Beta (Assumed)	1.00		
Company Specific Risk (Assumed)	6.50%		
COE			**22.30%**
Growth Rate			**3.00%**

FREE CASH FLOW TO SHAREHOLDERS (AMOUNT IN RS. THOUSANDS)

Year	2024-25	2025-26	2026-27	2027-28
PAT	16,928.36	21,437.78	26,797.22	33,396.31
Depreciation	0.00	0.00	0.00	0.00
Capex	0.00	0.00	0.00	0.00
Changes in Borrowing	1,226.41	1,533.02	1,916.27	2,395.34
Changes working capital	0.00	0.00	0.00	0.00
Free cash flow to Firm	**18,154.77**	**22,970.79**	**28,713.49**	**35,791.65**
Terminal Value of Cash Flow				**190,992.67**

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"ANNEXURE B"

PROFIT AND LOSS ACCOUNT

(Amount in Rs. THOUSANDS)

Particulars	FY 2022-23	FY 2023-24	FY 2024-25	FY 2025-26	FY 2026-27	FY 2027-28
	Audited	Provisional	Projected			
Revenue from Operation						
Revenue from Operations(Net)	7,397.00	211,296.00	264,120.00	330,150.00	412,687.50	515,972.31
Other Income	14.00	-	2,641.20	3,301.50	4,126.88	5,159.72
Total Income	**7,411.00**	**211,296.00**	**266,761.20**	**333,451.50**	**416,814.38**	**521,132.04**
Employee related exp	182.00	208,433.87	239,873.78	299,446.05	374,307.56	468,141.68
Other Expenses	7,090.00	2,163.24	2,704.05	3,380.06	4,225.07	5,281.34
Total Expenses	7,272.00	210,597.11	242,577.83	302,826.11	378,532.63	473,423.02
Net Profit Before Tax & Depreciation	**139.00**	**698.89**	**24,183.37**	**30,625.39**	**38,281.74**	**47,709.02**
Depreciation for the Year		-	-	-	-	-
Net Profit Before Tax	**139.00**	**698.89**	**24,183.37**	**30,625.39**	**38,281.74**	**47,709.02**
Tax Provision/Taxes	35.00	-	7,255.01	9,187.62	11,484.52	14,312.71
Net Profit/Loss transferred to Balance Sheet	**104.00**	**698.89**	**16,928.36**	**21,437.78**	**26,797.22**	**33,396.31**

(Sources: As Certified by management)

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BALANCE SHEET

(Amount in Rs. Thousands)

Particulars	FY 2022-23	FY 2023-24	FY 2024-25	FY 2025-26	FY 2026-27	FY 2027-28
	Audited	Provisional	Projected			
EQUITY & LIABILITIES						
Shareholder's Fund:						
Share Capital	100.00	1,600.00	1,600.00	1,600.00	1,600.00	1,600.00
Reserves and Surplus	104.00	802.89	17,731.25	39,169.03	65,966.25	99,362.56
Unsecured Loan	1,701.00	4,905.65	6,132.06	7,665.08	9,581.35	11,976.69
Current Liability:						
Short Term Borrowing	1,409.00	-	5,000.00	6,250.00	7,812.50	9,765.63
Trade Payable	2,436.00	383.43	225.34	281.67	352.09	440.11
Other Current Liability & Provisions	123.00	-	450.00	495.00	544.50	598.95
Total	**5,873.00**	**7,691.98**	**31,138.65**	**55,460.78**	**85,856.69**	**123,743.94**
ASSETS						
Fixed Assets:						
Opening WDV	-	-	-	-	-	-
Add: Addition during the Year	-	-	-	-	-	-
Less: Depreciation during the Year	-	-	-	-	-	-
Closing WDV	-	-	-	-	-	-
Other Non Current Assets	694.00	-	-	-	-	-
Current Assets:						
Inventories	1,275.00	6,018.45	6,620.30	7,282.32	8,010.56	8,811.61
Trade Receivables	3,121.00	138.73	5,000.00	5,750.00	6,612.50	7,604.38
Cash & Cash Equivalents	266.00	1,534.80	19,518.36	42,428.46	71,233.63	107,327.95
Other Current Assets	517.00	-	-	-	-	-
Total	**5,873.00**	**7,691.98**	**31,138.65**	**55,460.78**	**85,856.69**	**123,743.94**

(Sources: As Certified by management)

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ANNEXURE: II

NAV Method

Particulars	Amount
Book Value of Assets	7,691.97
Adjustments:	
Less: Book Value of Immovable Property	0.00
Add: Market Value of Immovable Property	0
Less: Deferred Tax Assets	0
Revised Value of Asset (A)	**7,691.97**
Liabilities of the Company	
Non Current Liabilities	4,905.65
Current Liability	383.43
Total Liabilities of the Company (B)	**5,289.08**
Net Assets of the Company	2,402.89
No of Shares of the Company	160
Fair Value per Share	15.018

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ANNEXURE: III

P/E Multiple

Particulars	P/E
3i Infotech Ltd.	343.13
C.E. Info Systems (MapMyIndia) Ltd.	48.98
AVERAGE	196.055
EPS of Arth Technocrats Private Limited	4.37
Value	856.7604

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VALUATION

OF

EQUITY SHARES

OF

WEST COAST FOREX PRIVATE LIMITED
(CIN: U65990GJ2018PTC100905)

AS AT April 01, 2024

Prepared by:

CS ABHISHEK CHHAJED
(IBBI Registered Valuer)
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RV Registration No – IBBI/RV/03/2020/13674

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Date: April 10, 2024

To,
Board of Directors
WEST COAST FOREX PRIVATE LIMITED
SHOP NO. 16-UPPER GF ,GOYAL COMPLEX
NR. SANDESH PRESS, VASTRAPUR, AHMEDABAD,
AHMEDABAD, GUJARAT, INDIA, 380054.

Dear Sir,

Sub: Valuation Analysis of Equity Shares of WEST COAST FOREX PRIVATE LIMITED.

I refer to our engagement letter dated April 09, 2024 for carrying out the valuation of **Equity Shares** of **WEST COAST FOREX PRIVATE LIMITED** (here-in-after referred as "**Company**" or "WCFPL"). In accordance with the terms of the engagement, I am enclosing my report along with this letter. In attached report, I have summarized my Valuation analysis of the shares as at April 01, 2024 together with the description of methodologies used and limitation on my Scope of Work.

Based on my assessment Fair Value of Shares having Face Value of Rs. 10 each has been arrived at Rs. **80.783573/- per share** as on the Valuation date of April 01, 2024 under Discounted Cash Flow Method as detailed on Page #8 of this Report. Hence, Company can issue equity shares at **INR 80.783573/- per share or more**. In case you require any further assistance, please feel free to contact me.

This Valuation Analysis is confidential and has been prepared for you for providing the same to government or regulatory authorities and this report can be provided to potential investor of "WCFPL" for enabling compliance under various laws as detailed hereinafter in this report. It should not be used, reproduced or circulated to any other person, in whole or in part, without my prior consent. Such consent will only be given after full consideration of the circumstance at that time. I trust that above meets your requirements.

Please feel free to contact us in case you require any additional information or clarifications.

Thanking you,

Yours faithfully,

ABHISHEK CHHAJED
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Security or Financial Assets Valuer

ABHISHEK CHHAJED
RV Registration No – IBBI/RV/03/2020/13674
Registered Valuer

Place: Ahmedabad

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CONTENT OF REPORT

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1. BACKGROUND OF THE COMPANY:

History:

WEST COAST FOREX PRIVATE LIMITED ("WCFPL"). "WCFPL" was incorporated on February 21, 2018, under the Companies Act, 2013, as a private limited company. The registered office address is SHOP NO. 16-UPPER GF ,GOYAL COMPLEX NR. SANDESH PRESS, VASTRAPUR, AHMEDABAD, GUJARAT, INDIA, 380054. The CIN is U65990GJ2018PTC100905.

- **Main Objects of Company is,**

To carry on the business of foreign money exchange of all type, style and nature of money exchange business subject to RBI guidelines, through cash, demand draft, banker's cheque or any other instrument as per the requirements of customers subject to the foreign exchange rules and regulations prevailing by the RBI from time to time and to carry on the business of buying, selling, trading Foreign Exchange in the form of any currency of any particular country or by getting and/or giving commission as per the guidelines of RBI from time to time and not any business under the Banking Regulation Act, 1949.

Capital Structure of the Company

Authorised capital	Paid-up Capital
2,60,000 Equity Shares of face value of Rs. 10 each amounting to Rs. 26,00,000.	2,60,000 Equity Shares of face value of Rs. 10 each amounting to Rs. 26,00,000.

Board of Directors

Sr. No	Name	DIN
1.	RAMESHWAR THAKKER	08040454
2.	PARIKSHIT RAMESHWAR THAKKAR	08040449

2. PURPOSE:

"WCFPL" intends to issue Equity Shares. In this regard, "WCFPL" has engaged me to carry out valuation of the shares of the Company as per requirements of Companies Act, 2013 on valuation date being April 01, 2024.

3. KEY DATES:

Appointing Authority- Board of Director of the "WCFPL";
Appointment Date:- April 09, 2024;
Valuation Date:- April 01, 2024;
Report Date: April 10, 2024.

4. IDENTITY OF VALUER AND ANY OTHER EXPERTS INVOLVED IN THE VALUATION:

I am independent Registered Valuer as required under the Companies (Registered Valuer & Valuation) Rules, 2017 registered with Insolvency & Bankruptcy Board of India having registration no. IBBI/RV/03/2020/13674. No other Experts are involved in this valuation exercise.

ABHISHEK CHHAJED
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5. PECUNIARY INTEREST DECLARATION:

I do not have pecuniary interest in the shares of "WCFPL", past, present or prospective, and the opinion expressed is free of any bias in this regard. I strictly follow the code of conduct of the Registered Valuation Organization of IBBI.

6. SOURCES OF INFORMATION:

I have been provided the following information for the valuation analysis:

- MOA & AOA of "WCFPL";
- Audited financial Statements of the company for the period ended on March 31, 2023;
- Provisional financial information for the period ended on March 31, 2024;
- Projected Financial Statement for explicit period prepared and certified by the management of the Company (**Annexure B**);
- Written Representations made by the Company in course of the valuation exercise;
- Other related information from various sources;

Besides the above listing, there may be other information provided by the Client which may not have been perused by me in any detail, if not considered relevant for my defined scope.

Discussions (in person / over call) with the management to: Understand the business and fundamental factors that affect its earning- generating capability including strengths, weaknesses, opportunity and threats analysis and historical financial performance. During the discussions with the management, I have also obtained explanations and information considered reasonably necessary for this exercise.

7. VALUATION REQUIREMENT:

The purpose of this valuation report is to determine the fair value of shares of the Company to comply with the provisions of Section 62 of the Companies Act, 2013 in relation to further issue of share capital.

As per section 62 of the Companies Act, 2013 read with The Companies (Share Capital and Debentures) Rules, 2014, Price of shares for further issue of share capital by company to any persons either for cash or for a consideration other than cash shall be determined by valuation report of a registered valuer within the meaning of section 247 of the Companies Act, 2013.

As informed by management of company, company intends to issue Equity Shares. Therefore, Equity shares are considered at par and accordingly valuation is done.

8. VALUATION APPROACH AND METHODS :

A. VALUATION APPROACH

Market Approach:

Market approach is a valuation approach that uses prices and other relevant information generated by market transactions involving identical or comparable (i.e., similar) assets, liabilities or a group of assets and liabilities, such as a business.

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The following are some of the instances where a valuer applies the market approach:
(a) Where the asset to be valued or a comparable or identical asset is traded in the active market;
(b) There is a recent, orderly transaction in the asset to be valued; or
(c) There are recent comparable orderly transactions in identical or comparable asset(s) and information for the same is available and reliable.

Under the "Market" Approach, it measures the value of an asset through an analysis of recent sales of comparable property compared to the property being valued. When applied to the valuation of an equity interest, consideration is given to the financial condition and operating performance of the subject company compared to either publicly traded companies with similar lines of business or recent corporate acquisitions (Guideline Companies).

Typically, the entities selected for comparison are subject to economic, political, competitive and technological factors that correspond with those confronting the company.

However, comparable that fit perfectly rarely exist. Privately held companies are compared to publicly traded ones that are typically further along in their stage of development, have superior access to capital, and have common stock that is readily marketable.

Income Approach:

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

The following are some of the instances where a valuer may apply the income approach:
(a) Where the asset does not have any market comparable or comparable transaction;
(b) Where the asset has fewer relevant market comparable; or
(c) Where the asset is an income producing asset for which the future cash flows are available and can reasonably be projected.

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).

Examples of situations where a valuer applies the cost approach are:
(a) An asset can be quickly recreated with substantially the same utility as the asset to be valued;
(b) In case where liquidation value is to be determined; or
(c) Income approach and/or market approach cannot be used.

This approach is generally used for Valuation of Non-Financial Asset or value to be find for liquidation.

B. VALUATION METHODS

There are various methods under approaches discussed above such as Market Multiple (EBDIT Revenue Book value etc.) or Market Pricing (Compare with Benchmark Securities) etc.. For Market Approach, Reproduction Cost Method & Replacement Cost Method under Cost Approach and Present Value techniques such as Discounted Cash Flow (DCF) Method, Relief from Royalty (RFR) Method, Multi-Period Excess Earnings Method, with and Without Method, Option pricing models such as Black-Scholes-Merton formula or binomial (lattice) model under Income Approach.

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SELECTION OF VALUATION APPROACH & METHODOLOGY

The ICAI Valuation Standards, 2018 provide guidance on different valuation approaches and methods that can be adopted to determine the value of an asset.

For the purpose of arriving at the Fair Value of the Shares of the "WCFPL", the valuation base is considered as **'Fair Value'**. The term "Fair Value" is defined by ICAI Valuation Standard 102 – Valuation Basis as "the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the valuation date", Fair Value is the price that Fair Value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair Value will determined depending upon nature of asset for which fair value is sought. The valuation report is based on the premise of **'Going Concern value'**. Going concern value is the value of a business enterprise that is expected to continue to operate in the future. Based on above factors and discussion with management we have considered Discounted Cash Flow method (DCF) to be used for valuation of shares of "WCFPL".

Our analysis and report are in conformity with the "ICAI Valuation Standards" (IVS) issued by the Institute of Chartered Accountants of India. In addition to the general standards/guidelines of the IVS, our report specifically complies with ICAI Valuation Standard 102 - Valuation Bases, ICAI Valuation Standard 103 – Valuation Approaches and Methods, ICAI Valuation Standard 201 - Scope of Work, Analyses and Evaluation, ICAI Valuation Standard 202 - Reporting and Documentation and ICAI Valuation Standard 301 - Business Valuation.

It should be understood that the valuation of any company or its assets is inherently subjective and is subject to certain uncertainties and contingencies, all of which are difficult to predict and are beyond control. In addition, this valuation will fluctuate with changes in the prevailing market conditions, the conditions prospects, financial and otherwise, of the Company, and other factors which generally influence the valuation of Company and its assets.

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasised that a valuer can arrive at only one value for one purpose. The choice of methodology of valuation has been arrived at, considering the terms and purpose of the valuation engagement and reasonable judgment, in an independent and bona fide manner. Therefore, the approach, method, base and premise of value in this valuation has been selected after taking into consideration the terms and purpose of this engagement and the same are detailed in the relevant points of this report.

Considering the business model of the company and context and purpose of the Report, I have used the DCF method as it captures the growth potential of the business going forward. I have used this method to calculate the fair value of the Company based on the financial projections prepared by the Management of the Company.

DISCOUNTED FREE CASH FLOW METHOD:

- DCF Method expresses the present value of a business as a function of its future cash earning capacity. This methodology works on the premise that the value of a business is measured in terms of future cash flows stream, discounted to the present times at an appropriate discount rate. It recognizes that money has a time value by discounting future cash flows at appropriate discount factor.

- This method is used to determine the present value of a business on a going concern assumption. The DCF methodology depends on the projection of the future cash flows and the selection of an appropriate discount factor.

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- When valuing a business on a DCF basis, the objective is to determine a net present value of the cash flows ("CF") arising from the business over a future select period of time of the project life, which is called the explicit forecast period. Free cash flows are defined to include all inflows and outflows associated with the project including debt service, taxes, and capital expenditure and net changes in working capital requirement etc. Under the DCF methodology, value must be placed both on the explicit cash flows as stated above, and the ongoing cash flows a company will generate after the explicit forecast period. The latter value, also known as terminal value, is also to be estimated. The terminal value refers to the present value of the business as a going concern beyond the period of projections up to infinity. This value is estimated by taking into account expected growth rates of the business in future, sustainable capital investments required for the business as well as the estimated growth rate of the industry and economy.

- The longer the period covered by the projection, the less reliable the projections are likely to be. For this reason, the approach is used to value businesses, where the future cash flows can be projected with a reasonable degree of reliability.

- The discount rate applied to estimate the present value of explicit forecast period free cash flows and to estimate the present value of terminal cash flow, is taken at COE. Cost of equity is derived, on the basis of capital asset pricing model (CAPM), it is function of risk-free rate (Rf), Beta (β) (an estimate of risk profile of the company relative to equity market, however Beta takes into account only systematic risk) and equity risk premium (Rp) (excess of return on equity issued to public in India (Rm) over the risk free rate of return (Rf) earned) assigned to the subject equity market. Discount rate is further increased by unsystematic risk of the company.

- Terminal value represents the present value at the end of explicit forecast period of all subsequent cash flows to the end of the life of the asset or into perpetuity if the asset has an indefinite life. In case of assets having indefinite or very long useful life, it is not practical to project the cash flows for such indefinite or long periods. Therefore, the valuer needs to determine the terminal value to capture the value of the asset at the end of explicit forecast period.

- Terminal of Value of cash flow is calculated as per Gordon growth formula mentioned below;

  # (Last year cash flow of explicit period X (1+Growth rate)/ (Cost of Equity-Growth rate))

- Value obtained by using DCF method gives us the Total Value of Firm/Enterprise Value;

- The Discounted Free Cash Flow ("DCF") method, an application of the Income Approach is arguably one of the most recognized tools to determine the value of a business.

- This method is generally used when there is reasonable certainty on the timing, quantum and quality of the cash flows, which has its close coupling with the underlying assets. It is the most commonly used valuation technique, and is widely accepted by valuers because of its intrinsic merits, some of which are given below:

  (a) It is a very sound model because it is based up on expected future cash flows of a company that will determine an investor's actual return.

  (b) It is based on the expectations of performance specific to the business, and is not influenced by short-term market conditions or non-economic indicators.

  (c) It is not as vulnerable to accounting conventions like depreciation, inventory valuation in comparison with the other techniques/approaches since it is based on cash flows rather than accounting profits.

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(d) For the purpose of the present valuation exercise, I have considered fit to use Discounted Free Cash Flow (DCF) Method for determining the fair value of shares of the Company.

9. VALUATION ASSUMPTIONS IN APPLYING DCF APPROACH:

The fair value of shares of the Company under this method has been arrived as follows:

In the present case, valuation under DCF method is based on management certified projections for FY 2024-25 to FY 2028-29. The projection certified from FY 2024-25 to FY 2028-29 are considered as explicit period in this valuation analysis.

For the explicit period, free cash flows from the business have been arrived at as follows:

- Profits after tax as per the projections have been considered.
- Depreciation & amortization on fixed assets have been added to the Net profits after tax.
- Capital expenditure, Changes in long term debt liability, change in working capital requirement is adjusted from above cash flow to arrive at free cash flow to shareholders.
- The cash flows of each year are then discounted at WACC. WACC is considered as one of the most appropriate discount rate in the DCF Method. The WACC is worked out using the following parameters:

- Weighted Average Cost of Capital is worked out using the following formula:
  - Risk Free Return in India + (Beta x Equity Risk Premium) +Company Specific Risk+ Debt Interest
    - The risk free rate of return is taken at 7.11% *being 10 years Government of India bond yield from as at April 01, 2024 (https://countryeconomy.com/bonds/india).*
    - Industry Beta is taken at 1.00 (Assumed)
    - Market Risk Premium (Rp) i.e. Rp= (Rm-Rf). The equity risk premium is considered at 8.69% (*Source*: Excess of *BSE Sensex CAGR since April 1, 1979 till April 01, 2024 over risk free rate of return).*
    - Company Specific Risk is taken at 3% being risk related to Management capability, achievability of projections by company, stability of industry in which company is operating, diversification of product/Services of the company and other contingencies.
    - Debt Interest is taken at 12%.

Based on above workings and information obtained from management of the company, WACC is calculated at 15.40%.

- Mid-Year Discounting Convention is used to discount cash flows for the explicit period assuming all the cash flows are accrued and realised by company in the middle of year. (**Annexure A**)

- Based on dynamics of the sector and discussions with the Management, I have assumed a terminal growth rate of 3% beyond the projection period. The cash flows of FY 2028-29 have been used to determine the terminal value. Based on these assumptions and as per Gordon constant growth formula mentioned in point 8-B of this report, the terminal value has been calculated at Rs. 56,568,042.43 at the end of explicit period. Terminal Value discounting factor is calculated based on discounting factor of FY 2028-29.

- The discounted perpetuity value is added to the discounted free cash flows for the explicit period to arrive at the enterprise value/ value to firm.

- Cash and Cash equivalent balance as at March 31, 2024 is added, Total Debt/loan liability as at end of explicit period and contingent liability as at March 31, 2024, if any, are reduced from Enterprise value to calculate Value available to Shareholders.

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- Value available to Shareholders is further adjusted for Discount on lack of marketability since shares of the company are not traded on any stock exchange. Under ICAI Valuation Standard 103, DLOM need to be applied under Income approach while valuing illiquid securities. As per International valuation Standard 105, A DLOM reflects the concept that when comparing otherwise identical assets, a readily marketable asset would have a higher value than an asset with a long marketing period or restrictions on the ability to sell the asset. For example, publicly-traded securities can be bought and sold nearly instantaneously while shares in a private company may require a significant amount of time to identify potential buyers and complete a transaction. We have applied DLOM of 12%.

- The value so arrived is divided by the Total number of Equity Shares outstanding on fully diluted basis as at March 31, 2024.

10. CONCLUSION:

Valuation is neither a pure art nor a pure science but a perfect combination of both. In the ultimate analysis, valuation will have to involve the exercise of judicious discretion and judgment taking into account all the relevant factors. There will always be several factors, e.g. present and prospective competition, yield on comparable securities and market sentiments etc. which are not evident from the face of the balance sheets but which will strongly influence the worth of a share.

Though different values might have been arrived at under different Approach and methods mentioned in point 8 of this report, for the purposes of recommending a fair value, it is necessary to arrive at a single value of the Company. I have considered it appropriate to choose DCF Method to arrive at fair value of shares.

Method	Approach	Value	Weightage	Price
NAV (Annexure II)	Cost	12.164	0	0
P/E Multiple (Annexure III)	Market	0	0	0
DCF	Income	80.783573	100%	80.783573
			Total	**80.783573**

In the light of the above and on consideration of all the relevant factors and circumstances as discussed and outlined in this report, I have estimated the **fair value per share of the Company to be *INR 80.783573/-*** (***The working is enclosed herewith as Annexure I to this report). Hence, Company can issue shares at INR 80.783573/- per share or more for said purpose.***

11. CAVEATS, LIMITATIONS AND DISCLAIMERS:

My report is subject to the scope limitations detailed hereinafter.

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. My engagement for this valuation consulting work does not include any procedures designed to discover any defalcations or other irregularities, should any exist.

I have not independently assessed the historic and future impact of COVID-19 Pandemic situation on the operation and financial efficiency of "WCFPL". Management of "WCFPL" has confirmed me that appropriate adjustment of COVID-19 is made in projected financial statement and i have relied upon information and documents received from Company and its Management.

Projected Financial information of explicit period 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. For the purpose of valuation I have taken base of Projected Financial Statement for explicit period prepared and certified by the management of the Company.

ABHISHEK CHHAJED
Reg. No. IBBI/RV/03/2020/13674
Security or Financial Assets Valuer

Valuation is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single value. While I have provided an assessment of the value based on the information available, application of certain formula and within the scope and constraints of our engagement, others may place a different value to the same.

No change of any item in this valuation/conclusion report shall be made by anyone other than me, and I shall have no responsibility for any such unauthorized change(s). Public information, estimates, 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.

The company and its representatives warranted to us that the information supplied to us was complete and accurate to the best of their knowledge and that the financial information properly reflects the business conditions and operating results for the respective periods in accordance with generally accepted accounting principles. Information supplied to us has been accepted as correct without any further verification. I have not audited, reviewed, or compiled the historical and projected financial information provided to us and, accordingly, i do not express any audit opinion or any other form of assurance on this information. Because of the limited purpose of the information presented, it may be incomplete and contain departures from generally accepted accounting principles. In the course of the valuation, i were provided with both written and verbal information. I have however, evaluated the information provided to us by the Company 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 Company. I assume no responsibility for any errors in the above information furnished by the Company and consequential impact on the present exercise.

Considering the dynamic environment and pace of technological developments, the market value of the business engaged in the area of high technology may change significantly in a short period of time.

The draft of the present report was circulated to the Management for confirming the facts stated in the report and to confirm that information or facts stated are not erroneous and the assumptions used are reasonable.

No investigation on the Company's claim to title of assets has been made for the purpose of this valuation and their claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the liabilities in the books. Therefore, no responsibility is assumed for matters of a legal nature.

My work does not constitute an audit or certification of the historical financial statements/prospective results including the working results of the Company referred to in this report. Accordingly, I am unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report. Valuation analysis and results are specific to the purpose of valuation mentioned in the report and it is as per agreed terms of our engagement. 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.

My recommendation is based on the estimates of future financial performance as projected by the management, which represents their view of reasonable expectation at the point of time when they were prepared, but such information and estimates are not offered as assurances that the particular level of income or profit will be achieved or events will occur as predicted. Actual results achieved during the period covered by the prospective financial statements may vary from those contained in the statement and the variation may be material. The fact that i have considered the projections in this exercise of valuation should not be construed or taken as me being associated with or a party to such projections.

ABHISHEK CHHAJED
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Security or Financial Assets Valuer

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A valuation of this nature involves consideration of various factors including those impacted by prevailing market trends in general and industry trends in particular. This report is issued on the understanding that the Management has drawn my attention to all the matters, which they are aware of concerning the financial position of the Company and any other matter, which may have an impact on my opinion, on the fair value of the shares of the Company including any significant changes that have taken place or are likely to take place in the financial position of the Company. I have no responsibility to update this report for events and circumstances occurring after the date of this report. My fees is not contingent to the results or output of this report. I will not be responsible to appear in front of Companies act, income tax, RBI or any other regulatory authority in relation to the said valuation.

The decision to carry out the transaction (including consideration thereof) on the basis of this valuation lies entirely with the "WCFPL" and my work and my finding shall not constitute a recommendation as to whether or not "WCFPL" should carry out the transaction. The report and conclusion of value are not intended by the author and should not be construed by the reader to be investment advice in any manner whatsoever. The conclusion of value represents my opinion, based on information furnished to us by the client and other sources. Any person/party intending to provide finance/invest in the shares/business of the Company shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision.

My report is meant for the purpose mentioned in point 2 of this report 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.

I acknowledge that I am independent valuer and have no present or contemplated financial interest in the Company. My fees for this valuation is based upon my normal billing rates, and not contingent upon the results or the value of the business or in any other manner. I have not been engaged by the Company in any unconnected transaction during last five years.

Neither me, nor any managers, employees of my firm makes any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information, based on which the valuation is carried out. All such parties expressly disclaim any and all liability for, or based on or relating to any such information contained in the valuation.

Thanking you,
Yours faithfully,

ABHISHEK CHHAJED
REG. NO. IBBI/RV/
03/2020/13674
Security or Financial Assets Valuer

ABHISHEK CHHAJED
RV Registration No – IBBI/RV/03/2020/13674
Registered Valuer
Place: Ahmedabad

Encl: Annexure I referred in Point No. 9 & 10, Annexure A referred in point 9, Annexure B referred in Point no. 6, Annexure II referred in Point No. 10 and Annexure III referred in Point No. 10.

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ANNEXURE: I

DCF Method

Estimated future cash flow and Share Valuation working

Years	Cash Flow	COE	Present Value Factor	Discounted Cash Flow
2024-25	4,858,525.31	15.40%	0.8665	4,210,124.14
2025-26	2,721,064.46	15.40%	0.7509	2,043,241.46
2026-27	3,651,307.52	15.40%	0.6507	2,375,853.78
2027-28	5,055,667.07	15.40%	0.5638	2,850,625.69
2028-29	6,810,681.86	15.40%	0.4886	3,327,689.17
Terminal Value of Cash Flow	56,568,042.43	15.40%	0.4886	27,639,062.63
Total Value of Firm				42,446,596.87
Debt as at end of Explicit Period				19,208,000.00
Contingent Liability as at March 31, 2024				-
Cash and Cash Equivalent Balance as at March 31, 2024				629,277.00
Total Value of Equity share holders before DLOM				23,867,873.87
DLOM@12%				2,864,144.86
Total Value of Equity share holders after DLOM				21,003,729.00
Outstanding number of Equity Shares				260,000
Fair Value per Equity share in Rs				**80.783573**

Assumptions	
Tax Rate	As per Income tax
Discount Rate	15.40%
Perpetual growth rate	3.00%

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ANNEXURE: A

COE

Particulars		Weights	
Cost of Equity	18.80%	0.50	9.40%
Risk free Return (10 years GOI Bond Yield as at April 01, 2024)	7.11%		
BSE Sensex (Since inception till April 01, 2024)	8.69%		
Beta (Assumed)	1.00		
Company Specific Risk (Assumed)	3.00%		
Debt Interest	12.00%	0.50	6.00%
WACC			**15.40%**
Growth Rate			**3.00%**

FREE CASH FLOW TO SHAREHOLDERS (AMOUNT IN RS.)

Year	2024-25	2025-26	2026-27	2027-28	2028-29
PAT	713,316.98	878,616.54	1,083,392.42	1,336,035.78	1,647,653.57
Depreciation	0.00	0.00	0.00	0.00	0.00
Capex	0.00	0.00	0.00	0.00	0.00
Changes in Borrowing	5,000,000.00	2,000,000.00	2,800,000.00	3,920,000.00	5,488,000.00
Changes working capital	-854,791.67	-157,552.08	-232,084.90	-200,368.71	-324,971.71
Free cash flow to Firm	**4,858,525.31**	**2,721,064.46**	**3,651,307.52**	**5,055,667.07**	**6,810,681.86**
Terminal Value of Cash Flow					**56,568,042.43**

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"ANNEXURE B"

PROFIT AND LOSS ACCOUNT

(Amount in Rs.)

Particulars	FY 2022-23	FY 2023-24	FY 2024-25	FY 2025-26	FY 2026-27	FY 2027-28	FY 2028-29
	Audited	Provisional	Projected				
Revenue from Operation							
Revenue from Operations(Net)	228,820.00	-	10,000,000.00	12,350,000.00	15,252,250.00	18,836,528.75	23,263,113.01
Other Income	114,832.00	10,846.00	250,000.00	287,500.00	330,625.00	380,218.75	437,251.56
Total Income	**343,652.00**	**10,846.00**	**10,250,000.00**	**12,637,500.00**	**15,582,875.00**	**19,216,747.50**	**23,700,364.57**
Product Cost	-	-	6,734,250.00	8,303,974.88	10,239,351.33	12,627,132.61	15,573,411.12
Other Expenses	340,350.00	190,158.00	2,562,500.00	3,159,375.00	3,895,718.75	4,804,186.88	5,925,091.14
Total Expenses	340,350.00	190,158.00	9,296,750.00	11,463,349.88	14,135,070.08	17,431,319.49	21,498,502.26
Net Profit Before Tax & Depreciation	**3,302.00**	**(179,312.00)**	**953,250.00**	**1,174,150.13**	**1,447,804.92**	**1,785,428.01**	**2,201,862.31**
Depreciation for the Year	-	-	-	-	-	-	-
Net Profit Before Tax	**3,302.00**	**(179,312.00)**	**953,250.00**	**1,174,150.13**	**1,447,804.92**	**1,785,428.01**	**2,201,862.31**
Tax Provision/Taxes	-	-	239,933.03	295,533.59	364,412.50	449,392.23	554,208.74
Net Profit/Loss transferred to Balance Sheet	**3,302.00**	**(179,312.00)**	**713,316.98**	**878,616.54**	**1,083,392.42**	**1,336,035.78**	**1,647,653.57**

(Sources: As Certified by management)

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BALANCE SHEET

(Amount in Rs. Thousands)

Particulars	FY 2022-23	FY 2023-24	FY 2024-25	FY 2025-26	FY 2026-27	FY 2027-28	FY 2028-29
	Audited	Prov.	Projected				
EQUITY & LIABILITIES							
Shareholder's Fund:							
Share Capital	2,600,000.00	2,600,000.00	2,600,000.00	2,600,000.00	2,600,000.00	2,600,000.00	2,600,000.00
Reserves and Surplus	28,589.00	(150,723.00)	562,593.98	1,441,210.51	2,524,602.93	3,860,638.71	5,508,292.28
Unsecured Loan			5,000,000.00	7,000,000.00	9,800,000.00	13,720,000.00	19,208,000.00
Current Liability:							
Trade Payable	-	-	213,541.67	263,281.25	324,643.23	400,348.91	493,757.60
Other Current Liability & Provisions	100,000.00	180,000.00	270,000.00	405,000.00	607,500.00	911,250.00	1,366,875.00
Total	**2,728,589.00**	**2,629,277.00**	**8,646,135.64**	**11,709,491.76**	**15,856,746.16**	**21,492,237.62**	**29,176,924.87**
ASSETS							
Fixed Assets:							
Opening WDV	-	-	-	-	-	-	-
Add: Addition during the Year	-	-	-	-	-	-	-
Less: Depreciation during the Year	-	-	-	-	-	-	-
Closing WDV	-	-	-	-	-	-	-
Current Assets:							
Current Investments	2,200,871.00	-	958,333.33	1,080,625.00	1,334,571.88	1,648,196.27	2,229,381.66
Cash & Cash Equivalents	415,977.00	629,277.00	5,487,802.31	8,208,866.76	11,860,174.29	16,915,841.35	23,726,523.21
Short Term Loans and Advances	-	2,000,000.00	2,200,000.00	2,420,000.00	2,662,000.00	2,928,200.00	3,221,020.00
Other Current Assets	111,741.00	-	-	-	-	-	-
Total	**2,728,589.00**	**2,629,277.00**	**8,646,135.64**	**11,709,491.76**	**15,856,746.16**	**21,492,237.62**	**29,176,924.87**

(Sources: As Certified by management)

ABHISHEK CHHAJED
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ANNEXURE: II

NAV Method

Particulars	Amount
Book Value of Assets	8,646,135.64
Adjustments:	
Less: Book Value of Immovable Property	0.00
Add: Market Value of Immovable Property	0
Less: Deferred Tax Assets	0
Revised Value of Asset (A)	**8,646,135.64**
Liabilities of the Company	
Non Current Liabilities	5,000,000.00
Current Liability	483,541.67
Total Liabilities of the Company (B)	**5,483,541.67**
Net Assets of the Company	3,162,593.98
No of Shares of the Company	260,000
Fair Value per Share	12.164

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ANNEXURE: III

P/E Multiple

Particulars	P/E
Angel One Ltd.	10.98
ICICI Securities Ltd.	12.36
AVERAGE	11.67
EPS of West Coast Forex Private Limited	0
Value	0

ABHISHEK CHHAJED
REG. NO. IBBI/RV/03/2020/13674
Security or Financial Assets Valuer

VALUATION

OF

EQUITY SHARES

OF

MAXTREE PRIVATE LIMITED
(CIN: U51909GJ2018PTC101041)

AS AT April 01, 2024

Prepared by:
CS ABHISHEK CHHAJED
(IBBI Registered Valuer)
134-1-2 Nilkanthnagar, Gordhanwadi Tekra , Kankaria,
Ahmedabad City , Ahmedabad , Gujarat - 380001

RV Registration No – IBBI/RV/03/2020/13674

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Date: April 10, 2024

To,
Board of Directors
MAXTREE PRIVATE LIMITED
FF-26 SHIVALAY RESIDENCY, NEAR KANAM RESIDENCY,
KUDASAN, GANDHINAGAR, GUJARAT, INDIA, 382421.

Dear Sir,

Sub: Valuation Analysis of Equity Shares of MAXTREE PRIVATE LIMITED.

I refer to our engagement letter dated April 09, 2024 for carrying out the valuation of **Equity Shares** of **MAXTREE PRIVATE LIMITED** (here-in-after referred as "**Company**" or "MPL"). In accordance with the terms of the engagement, I am enclosing my report along with this letter. In attached report, I have summarized my Valuation analysis of the shares as at April 01, 2024 together with the description of methodologies used and limitation on my Scope of Work.

Based on my assessment Fair Value of Shares having Face Value of Rs. 10 each has been arrived at Rs. **17,045.13/- per share** as on the Valuation date of April 01, 2024 under Discounted Cash Flow Method as detailed on Page #8 of this Report. Hence, Company can issue equity shares at **INR 17,045.13/- per share or more**. In case you require any further assistance, please feel free to contact me.

This Valuation Analysis is confidential and has been prepared for you for providing the same to government or regulatory authorities and this report can be provided to potential investor of "MPL" for enabling compliance under various laws as detailed hereinafter in this report. It should not be used, reproduced or circulated to any other person, in whole or in part, without my prior consent. Such consent will only be given after full consideration of the circumstance at that time. I trust that above meets your requirements.

Please feel free to contact us in case you require any additional information or clarifications.

Thanking you,

Yours faithfully,

ABHISHEK CHHAJED
REG. NO. IBBI/RV/03/2020/13674
Security or Financial Assets Valuer

ABHISHEK CHHAJED
RV Registration No – IBBI/RV/03/2020/13674
Registered Valuer

Place: Ahmedabad

CONTENT OF REPORT

ABHISHEK CHHAJED
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Security or Financial Assets Valuer

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1. BACKGROUND OF THE COMPANY:

History:

MAXTREE PRIVATE LIMITED ("MPL"). "MPL" was incorporated on March 01, 2018, under the Companies Act, 2013, as a private limited company. The registered office address is FF-26 SHIVALAY RESIDENCY, NEAR KANAM RESIDENCY, KUDASAN, GANDHINAGAR, GUJARAT, INDIA, 382421. The CIN is U51909GJ2018PTC101041.

- **Main Objects of Company is,**
  To purchase, sell, Import, export, manufacture, repair or otherwise deal in all types of boots, shoe, clogs, all kinds of footwear, rubber and plastic goods, lats, boots, laces, buckels, boot polishes, sports accessories and sport goods(excluding clothing) purses, bags, boxes, belts, and accessories, and fittings along with hand tools and implements (hand-operated), cutlery, side arms, razors, all types of trimmer also including hair clipers, curlers, straigteners, hair iron and shaving instruments, head massager, body massager and shoulder massager, insect killer, yoga mat, gym ball, push-up bars, ankle beauty, roller, suna belt, gymnastics and sports articles (excluding clothing); sailboards; surfboards, including parts and accessories thereof, namely center-boards, skegs, masts, booms, handgrips and toenails, clamping joints and device; sporting articles relating to surfing, sailing, windsurfing included in this class, sporting goods, including games and playthings namely, action figures and accessories therefor, toy weapons, plush toys, ballons, bathtub toys ride-on toys, equipment sold as a unit for playing card games, toy vehicles and accessories therefor; radio controlled toy vehicles, dolls, doll clothing and doll accessories, doll furniture, doll houses, doll playsets, play houses flying discs, electronic hand-held game units; game equipment sold as a unit for playing a board game a card game, a manipulative game, a parlor game and an action type target game, stand alone video output game machines, jigsaw and manipulative puzzles, paper face masks, skateboard, ice skates, water squirting toys, balls- namely, playground balls, soccer balls, baseballs, basketballs, baseball gloves, swimming floats for recreational use, kickboard flotation devices for recreational use, surfboards, swim boards for recreational use, swim fins, toy bakewareand toy cookware, toy animals, toy snow globes, and Christmas tree ornaments.

Capital Structure of the Company

Authorised capital	Paid-up Capital
1,00,000 Equity Shares of face value of Rs. 10 each amounting to Rs. 10,00,000.	10,000 Equity Shares of face value of Rs. 10 each amounting to Rs. 1,00,000.

Board of Directors

Sr. No	Name	DIN
1.	TUSHAR DINESHCHANDRA SHAH	03115836
2.	HEMABEN TUSHAR SHAH	03115848

2. PURPOSE:

"MPL" intends to issue Equity Shares. In this regard, "MPL" has engaged me to carry out valuation of the shares of the Company as per requirements of Companies Act, 2013 on valuation date being April 01, 2024.

3. KEY DATES:

Appointing Authority- Board of Director of the "MPL";
Appointment Date:- April 09, 2024;
Valuation Date:- April 01, 2024;
Report Date: April 10, 2024.

ABHISHEK CHHAJED
REG. NO. IBBI/RV/03/2020/13674
Security or Financial Assets Valuer

4. IDENTITY OF VALUER AND ANY OTHER EXPERTS INVOLVED IN THE VALUATION:

I am independent Registered Valuer as required under the Companies (Registered Valuer & Valuation) Rules, 2017 registered with Insolvency & Bankruptcy Board of India having registration no. IBBI/RV/03/2020/13674. No other Experts are involved in this valuation exercise.

5. PECUNIARY INTEREST DECLARATION:

I do not have pecuniary interest in the shares of "MPL", past, present or prospective, and the opinion expressed is free of any bias in this regard. I strictly follow the code of conduct of the Registered Valuation Organization of IBBI.

6. SOURCES OF INFORMATION:

I have been provided the following information for the valuation analysis:

- MOA & AOA of "MPL";
- Audited financial Statements of the company for the period ended on March 31, 2023;
- Provisional financial information for the period ended on March 31, 2024;
- Projected Financial Statement for explicit period prepared and certified by the management of the Company (**Annexure B**);
- Written Representations made by the Company in course of the valuation exercise;
- Other related information from various sources;

Besides the above listing, there may be other information provided by the Client which may not have been perused by me in any detail, if not considered relevant for my defined scope.

Discussions (in person / over call) with the management to: Understand the business and fundamental factors that affect its earning- generating capability including strengths, weaknesses, opportunity and threats analysis and historical financial performance. During the discussions with the management, I have also obtained explanations and information considered reasonably necessary for this exercise.

7. VALUATION REQUIREMENT:

The purpose of this valuation report is to determine the fair value of shares of the Company to comply with the provisions of Section 62 of the Companies Act, 2013 in relation to further issue of share capital.

As per section 62 of the Companies Act, 2013 read with The Companies (Share Capital and Debentures) Rules, 2014, Price of shares for further issue of share capital by company to any persons either for cash or for a consideration other than cash shall be determined by valuation report of a registered valuer within the meaning of section 247 of the Companies Act, 2013.

As informed by management of company, company intends to issue Equity Shares. Therefore, Equity shares are considered at par and accordingly valuation is done.

ABHISHEK CHHAJED
REG. NO. IBBI/RV/03/2020/13674
Security or Financial Assets Valuer

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8. VALUATION APPROACH AND METHODS :

A. VALUATION APPROACH

Market Approach:

Market approach is a valuation approach that uses prices and other relevant information generated by market transactions involving identical or comparable (i.e., similar) assets, liabilities or a group of assets and liabilities, such as a business.

The following are some of the instances where a valuer applies the market approach:
(a) Where the asset to be valued or a comparable or identical asset is traded in the active market;
(b) There is a recent, orderly transaction in the asset to be valued; or
(c) There are recent comparable orderly transactions in identical or comparable asset(s) and information for the same is available and reliable.

Under the "Market" Approach, it measures the value of an asset through an analysis of recent sales of comparable property compared to the property being valued. When applied to the valuation of an equity interest, consideration is given to the financial condition and operating performance of the subject company compared to either publicly traded companies with similar lines of business or recent corporate acquisitions (Guideline Companies).

Typically, the entities selected for comparison are subject to economic, political, competitive and technological factors that correspond with those confronting the company.

However, comparable that fit perfectly rarely exist. Privately held companies are compared to publicly traded ones that are typically further along in their stage of development, have superior access to capital, and have common stock that is readily marketable.

Income Approach:

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

The following are some of the instances where a valuer may apply the income approach:
(a) Where the asset does not have any market comparable or comparable transaction;
(b) Where the asset has fewer relevant market comparable; or
(c) Where the asset is an income producing asset for which the future cash flows are available and can reasonably be projected.

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).

Examples of situations where a valuer applies the cost approach are:
(a) An asset can be quickly recreated with substantially the same utility as the asset to be valued;
(b) In case where liquidation value is to be determined; or
(c) Income approach and/or market approach cannot be used.

This approach is generally used for Valuation of Non-Financial Asset or value to be find for liquidation.

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B. VALUATION METHODS

There are various methods under approaches discussed above such as Market Multiple (EBDIT Revenue Book value etc.) or Market Pricing (Compare with Benchmark Securities) etc.. For Market Approach, Reproduction Cost Method & Replacement Cost Method under Cost Approach and Present Value techniques such as Discounted Cash Flow (DCF) Method, Relief from Royalty (RFR) Method, Multi-Period Excess Earnings Method, with and Without Method, Option pricing models such as Black-Scholes-Merton formula or binomial (lattice) model under Income Approach.

SELECTION OF VALUATION APPROACH & METHODOLOGY

The ICAI Valuation Standards, 2018 provide guidance on different valuation approaches and methods that can be adopted to determine the value of an asset.

For the purpose of arriving at the Fair Value of the Shares of the "MPL", the valuation base is considered as **'Fair Value'**. The term "Fair Value" is defined by ICAI Valuation Standard 102 – Valuation Basis as "the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the valuation date", Fair Value is the price that Fair Value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair Value will determined depending upon nature of asset for which fair value is sought. The valuation report is based on the premise of **'Going Concern value'**. Going concern value is the value of a business enterprise that is expected to continue to operate in the future. Based on above factors and discussion with management we have considered Discounted Cash Flow method (DCF) to be used for valuation of shares of "MPL".

Our analysis and report are in conformity with the "ICAI Valuation Standards" (IVS) issued by the Institute of Chartered Accountants of India. In addition to the general standards/guidelines of the IVS, our report specifically complies with ICAI Valuation Standard 102 - Valuation Bases, ICAI Valuation Standard 103 – Valuation Approaches and Methods, ICAI Valuation Standard 201 - Scope of Work, Analyses and Evaluation, ICAI Valuation Standard 202 - Reporting and Documentation and ICAI Valuation Standard 301 - Business Valuation.

It should be understood that the valuation of any company or its assets is inherently subjective and is subject to certain uncertainties and contingencies, all of which are difficult to predict and are beyond control. In addition, this valuation will fluctuate with changes in the prevailing market conditions, the conditions prospects, financial and otherwise, of the Company, and other factors which generally influence the valuation of Company and its assets.

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasised that a valuer can arrive at only one value for one purpose. The choice of methodology of valuation has been arrived at, considering the terms and purpose of the valuation engagement and reasonable judgment, in an independent and bona fide manner. Therefore, the approach, method, base and premise of value in this valuation has been selected after taking into consideration the terms and purpose of this engagement and the same are detailed in the relevant points of this report.

Considering the business model of the company and context and purpose of the Report, I have used the DCF method as it captures the growth potential of the business going forward. I have used this method to calculate the fair value of the Company based on the financial projections prepared by the Management of the Company.

DISCOUNTED FREE CASH FLOW METHOD:

- DCF Method expresses the present value of a business as a function of its future cash earning capacity. This methodology works on the premise that the value of a business is measured in terms of future cash

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flows stream, discounted to the present times at an appropriate discount rate. It recognizes that money has a time value by discounting future cash flows at appropriate discount factor.

- This method is used to determine the present value of a business on a going concern assumption. The DCF methodology depends on the projection of the future cash flows and the selection of an appropriate discount factor.

- When valuing a business on a DCF basis, the objective is to determine a net present value of the cash flows ("CF") arising from the business over a future select period of time of the project life, which is called the explicit forecast period. Free cash flows are defined to include all inflows and outflows associated with the project including debt service, taxes, and capital expenditure and net changes in working capital requirement etc. Under the DCF methodology, value must be placed both on the explicit cash flows as stated above, and the ongoing cash flows a company will generate after the explicit forecast period. The latter value, also known as terminal value, is also to be estimated. The terminal value refers to the present value of the business as a going concern beyond the period of projections up to infinity. This value is estimated by taking into account expected growth rates of the business in future, sustainable capital investments required for the business as well as the estimated growth rate of the industry and economy.

- The longer the period covered by the projection, the less reliable the projections are likely to be. For this reason, the approach is used to value businesses, where the future cash flows can be projected with a reasonable degree of reliability.

- The discount rate applied to estimate the present value of explicit forecast period free cash flows and to estimate the present value of terminal cash flow, is taken at COE. Cost of equity is derived, on the basis of capital asset pricing model (CAPM), it is function of risk-free rate (Rf), Beta (β) (an estimate of risk profile of the company relative to equity market, however Beta takes into account only systematic risk) and equity risk premium (Rp) (excess of return on equity issued to public in India (Rm) over the risk free rate of return (Rf) earned) assigned to the subject equity market. Discount rate is further increased by unsystematic risk of the company.

- Terminal value represents the present value at the end of explicit forecast period of all subsequent cash flows to the end of the life of the asset or into perpetuity if the asset has an indefinite life. In case of assets having indefinite or very long useful life, it is not practical to project the cash flows for such indefinite or long periods. Therefore, the valuer needs to determine the terminal value to capture the value of the asset at the end of explicit forecast period.

- Terminal of Value of cash flow is calculated as per Gordon growth formula mentioned below;

  # (Last year cash flow of explicit period X (1+Growth rate)/ (Cost of Equity-Growth rate))

- Value obtained by using DCF method gives us the Total Value of Firm/Enterprise Value;

- The Discounted Free Cash Flow ("DCF") method, an application of the Income Approach is arguably one of the most recognized tools to determine the value of a business.

- This method is generally used when there is reasonable certainty on the timing, quantum and quality of the cash flows, which has its close coupling with the underlying assets. It is the most commonly used valuation technique, and is widely accepted by valuers because of its intrinsic merits, some of which are given below:

  (a) It is a very sound model because it is based up on expected future cash flows of a company that will determine an investor's actual return.

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(b) It is based on the expectations of performance specific to the business, and is not influenced by short-term market conditions or non-economic indicators.

(c) It is not as vulnerable to accounting conventions like depreciation, inventory valuation in comparison with the other techniques/approaches since it is based on cash flows rather than accounting profits.

(d) For the purpose of the present valuation exercise, I have considered fit to use Discounted Free Cash Flow (DCF) Method for determining the fair value of shares of the Company.

9. VALUATION ASSUMPTIONS IN APPLYING DCF APPROACH:

The fair value of shares of the Company under this method has been arrived as follows:

In the present case, valuation under DCF method is based on management certified projections for FY 2024-25 to FY 2028-29. The projection certified from FY 2024-25 to FY 2028-29 are considered as explicit period in this valuation analysis.

For the explicit period, free cash flows from the business have been arrived at as follows:

- Profits after tax as per the projections have been considered.
- Depreciation & amortization on fixed assets have been added to the Net profits after tax.
- Capital expenditure, Changes in long term debt liability, change in working capital requirement is adjusted from above cash flow to arrive at free cash flow to shareholders.
- The cash flows of each year are then discounted at WACC. WACC is considered as one of the most appropriate discount rate in the DCF Method. The WACC is worked out using the following parameters:

- Weighted Average Cost of Capital is worked out using the following formula:
  - Risk Free Return in India + (Beta x Equity Risk Premium) +Company Specific Risk+ Debt Interest
    - The risk free rate of return is taken at 7.11% *being 10 years Government of India bond yield from as at April 01, 2024 (https://countryeconomy.com/bonds/india).*
    - Industry Beta is taken at 1.00 (Assumed)
    - Market Risk Premium (Rp) i.e. Rp= (Rm-Rf). The equity risk premium is considered at 8.69% (*Source*: Excess of *BSE Sensex CAGR since April 1, 1979 till April 01, 2024 over risk free rate of return).*
    - Company Specific Risk is taken at 3% being risk related to Management capability, achievability of projections by company, stability of industry in which company is operating, diversification of product/Services of the company and other contingencies.
    - Debt Interest is taken at 12%.

Based on above workings and information obtained from management of the company, WACC is calculated at 15.40%.

- Mid-Year Discounting Convention is used to discount cash flows for the explicit period assuming all the cash flows are accrued and realised by company in the middle of year. (**Annexure A**)

- Based on dynamics of the sector and discussions with the Management, I have assumed a terminal growth rate of 3% beyond the projection period. The cash flows of FY 2028-29 have been used to determine the terminal value. Based on these assumptions and as per Gordon constant growth formula mentioned in point 8-B of this report, the terminal value has been calculated at Rs. 307,800,731.05 at the end of explicit period. Terminal Value discounting factor is calculated based on discounting factor of FY 2028-29.

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- The discounted perpetuity value is added to the discounted free cash flows for the explicit period to arrive at the enterprise value/ value to firm.

- Cash and Cash equivalent balance as at March 31, 2024 is added, Total Debt/loan liability as at end of explicit period and contingent liability as at March 31, 2024, if any, are reduced from Enterprise value to calculate Value available to Shareholders.

- Value available to Shareholders is further adjusted for Discount on lack of marketability since shares of the company are not traded on any stock exchange. Under ICAI Valuation Standard 103, DLOM need to be applied under Income approach while valuing illiquid securities. As per International valuation Standard 105, A DLOM reflects the concept that when comparing otherwise identical assets, a readily marketable asset would have a higher value than an asset with a long marketing period or restrictions on the ability to sell the asset. For example, publicly-traded securities can be bought and sold nearly instantaneously while shares in a private company may require a significant amount of time to identify potential buyers and complete a transaction. We have applied DLOM of 10%.

- The value so arrived is divided by the Total number of Equity Shares outstanding on fully diluted basis as at March 31, 2024.

10. CONCLUSION:

Valuation is neither a pure art nor a pure science but a perfect combination of both. In the ultimate analysis, valuation will have to involve the exercise of judicious discretion and judgment taking into account all the relevant factors. There will always be several factors, e.g. present and prospective competition, yield on comparable securities and market sentiments etc. which are not evident from the face of the balance sheets but which will strongly influence the worth of a share.

Though different values might have been arrived at under different Approach and methods mentioned in point 8 of this report, for the purposes of recommending a fair value, it is necessary to arrive at a single value of the Company. I have considered it appropriate to choose DCF Method to arrive at fair value of shares.

Method	Approach	Value	Weightage	Price
NAV (Annexure II)	Cost	79.821	0	0
P/E Multiple (Annexure III)	Market	843.8072	0	0
DCF	Income	17,045.13	100%	17,045.13
			Total	**17,045.13**

In the light of the above and on consideration of all the relevant factors and circumstances as discussed and outlined in this report, I have estimated the **fair value per share of the Company to be *INR 17,045.13-* (Seventeen hundred and Forty Five Rupees and Thirteen Paise Only)** (***The working is enclosed herewith as Annexure I to this report). Hence, Company can issue shares at INR 17,045.13/- per share or more for said purpose.***

11. CAVEATS, LIMITATIONS AND DISCLAIMERS:

My report is subject to the scope limitations detailed hereinafter.

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. My engagement for this valuation consulting work does not include any procedures designed to discover any defalcations or other irregularities, should any exist.

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I have not independently assessed the historic and future impact of COVID-19 Pandemic situation on the operation and financial efficiency of "MPL". Management of "MPL" has confirmed me that appropriate adjustment of COVID-19 is made in projected financial statement and i have relied upon information and documents received from Company and its Management.

Projected Financial information of explicit period 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. For the purpose of valuation I have taken base of Projected Financial Statement for explicit period prepared and certified by the management of the Company.

Valuation is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single value. While I have provided an assessment of the value based on the information available, application of certain formula and within the scope and constraints of our engagement, others may place a different value to the same.

No change of any item in this valuation/conclusion report shall be made by anyone other than me, and I shall have no responsibility for any such unauthorized change(s). Public information, estimates, 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.

The company and its representatives warranted to us that the information supplied to us was complete and accurate to the best of their knowledge and that the financial information properly reflects the business conditions and operating results for the respective periods in accordance with generally accepted accounting principles. Information supplied to us has been accepted as correct without any further verification. I have not audited, reviewed, or compiled the historical and projected financial information provided to us and, accordingly, i do not express any audit opinion or any other form of assurance on this information. Because of the limited purpose of the information presented, it may be incomplete and contain departures from generally accepted accounting principles. In the course of the valuation, i were provided with both written and verbal information. I have however, evaluated the information provided to us by the Company 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 Company. I assume no responsibility for any errors in the above information furnished by the Company and consequential impact on the present exercise.

Considering the dynamic environment and pace of technological developments, the market value of the business engaged in the area of high technology may change significantly in a short period of time.

The draft of the present report was circulated to the Management for confirming the facts stated in the report and to confirm that information or facts stated are not erroneous and the assumptions used are reasonable.

No investigation on the Company's claim to title of assets has been made for the purpose of this valuation and their claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the liabilities in the books. Therefore, no responsibility is assumed for matters of a legal nature.

My work does not constitute an audit or certification of the historical financial statements/prospective results including the working results of the Company referred to in this report. Accordingly, I am unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report. Valuation analysis and results are specific to the purpose of valuation mentioned in the report and it is as per

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agreed terms of our engagement. 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.

My recommendation is based on the estimates of future financial performance as projected by the management, which represents their view of reasonable expectation at the point of time when they were prepared, but such information and estimates are not offered as assurances that the particular level of income or profit will be achieved or events will occur as predicted. Actual results achieved during the period covered by the prospective financial statements may vary from those contained in the statement and the variation may be material. The fact that i have considered the projections in this exercise of valuation should not be construed or taken as me being associated with or a party to such projections.

A valuation of this nature involves consideration of various factors including those impacted by prevailing market trends in general and industry trends in particular. This report is issued on the understanding that the Management has drawn my attention to all the matters, which they are aware of concerning the financial position of the Company and any other matter, which may have an impact on my opinion, on the fair value of the shares of the Company including any significant changes that have taken place or are likely to take place in the financial position of the Company. I have no responsibility to update this report for events and circumstances occurring after the date of this report. My fees is not contingent to the results or output of this report. I will not be responsible to appear in front of Companies act, income tax, RBI or any other regulatory authority in relation to the said valuation.

The decision to carry out the transaction (including consideration thereof) on the basis of this valuation lies entirely with the "MPL" and my work and my finding shall not constitute a recommendation as to whether or not "MPL" should carry out the transaction. The report and conclusion of value are not intended by the author and should not be construed by the reader to be investment advice in any manner whatsoever. The conclusion of value represents my opinion, based on information furnished to us by the client and other sources. Any person/party intending to provide finance/invest in the shares/business of the Company shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision.

My report is meant for the purpose mentioned in point 2 of this report 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.

I acknowledge that I am independent valuer and have no present or contemplated financial interest in the Company. My fees for this valuation is based upon my normal billing rates, and not contingent upon the results or the value of the business or in any other manner. I have not been engaged by the Company in any unconnected transaction during last five years.

Neither me, nor any managers, employees of my firm makes any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information, based on which the valuation is carried out. All such parties expressly disclaim any and all liability for, or based on or relating to any such information contained in the valuation.

Thanking you,
Yours faithfully,

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Registered Valuer
Place: Ahmedabad

Encl: Annexure I referred in Point No. 9 & 10, Annexure A referred in point 9, Annexure B referred in Point no. 6, Annexure II referred in Point No. 10 and Annexure III referred in Point No. 10.

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ANNEXURE: I

DCF Method

Estimated future cash flow and Share Valuation working				
Years	**Cash Flow**	**COE**	**Present Value Factor**	**Discounted Cash Flow**
2024-25	18,050,373.22	15.40%	0.9823	17,730,921.00
2025-26	13,060,840.82	15.40%	0.8666	11,318,898.82
2026-27	18,274,751.94	15.40%	0.7507	13,718,433.64
2027-28	25,703,367.06	15.40%	0.6505	16,719,892.71
2028-29	37,058,607.02	15.40%	0.5637	20,889,256.90
Terminal Value of Cash Flow	307,800,731.05	15.40%	0.5637	173,501,625.15
Total Value of Firm				253,879,028.22
Debt as at end of Explicit Period				65,812,500.00
Contingent Liability as at March 31, 2024				0.00
Cash and Cash Equivalent Balance as at March 31, 2024				1,323,764.00
Total Value of Equity share holders before DLOM				189,390,292.22
DLOM@10%				18,939,029.22
Total Value of Equity share holders after DLOM				170,451,263.00
Outstanding number of Equity Shares				10,000.00
Fair Value per Equity share in Rs				17,045.13

Assumptions	
Tax Rate	As per Income tax
Discount Rate	15.40%
Perpetual growth rate	3.00%

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ANNEXURE: A

COE

Particulars		Weights	
Cost of Equity	18.80%	0.50	9.40%
Risk free Return (10 years GOI Bond Yield as at April 01, 2024)	7.11%		
BSE Sensex (Since inception till April 01, 2024)	8.69%		
Beta (Assumed)	1.00		
Company Specific Risk (Assumed)	3.00%		
Debt Interest	12.00%	0.50	6.00%
WACC			**15.40%**
Growth Rate			**3.00%**

FREE CASH FLOW TO SHAREHOLDERS (AMOUNT IN RS.)

Year	2024-25	2025-26	2026-27	2027-28	2028-29
PAT	5,045,332.47	6,556,556.18	8,521,110.00	11,075,271.41	15,118,475.72
Depreciation	5,040.75	4,284.64	3,641.94	3,095.65	2,631.30
Capex	0.00	0.00	0.00	0.00	0.00
Changes in Borrwing	13,000,000.00	6,500,000.00	9,750,000.00	14,625,000.00	21,937,500.00
Changes working capital	0.00	0.00	0.00	0.00	0.00
Free cash flow to Firm	**18,050,373.22**	**13,060,840.82**	**18,274,751.94**	**25,703,367.06**	**37,058,607.02**
Terminal Value of Cash Flow					**307,800,731.05**

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"ANNEXURE B"

PROFIT AND LOSS ACCOUNT

(Amount in Rs.)

Particulars	31-03-23	31-03-24	31-03-25	31-03-26	31-03-27	31-03-28	31-03-29
	Audited	Provisional	Projected				
Revenue from Operation							
Revenue from Operations	432490	35094478	45622821	59309668	77102568	100233339	130294945
Other Income	148	0	110000	126500	145475	167296	192391
Total Income	**432638**	**35094478**	**45732821**	**59436168**	**77248043**	**100400635**	**130487335**
Raw Material	234648	34800810	38779398	50413218	65537183	85198338	109786520
Other Expenses	629411	177018	221273	276591	345738	432173	540216
Total Expenses	**864059**	**34977828**	**39000671**	**50689808**	**65882921**	**85630511**	**110326737**
Net Profit Before Tax & Depreciation	**-431421**	**116650**	**6732151**	**8746360**	**11365122**	**14770124**	**20160599**
Depreciation for the Year	11101	0	5041	4285	3642	3096	2631
Net Profit Before Tax	**-442522**	**116650**	**6727110**	**8742075**	**11361480**	**14767029**	**20157968**
Tax Provision/Taxes	490	0	1681777	2185519	2840370	3691757	5039492
Net Profit/Loss transferred to Balance Sheet	**-443012**	**116650**	**5045332**	**6556556**	**8521110**	**11075271**	**15118476**

(Sources: As Certified by management)

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BALANCE SHEET

(Amount in Rs. Thousands)

Particulars	31-03-23	31-03-24	31-03-25	31-03-26	31-03-27	31-03-28	31-03-29
	Audited	Prov.			Projected		
EQUITY & LIABILITIES							
Shareholder's Fund:							
Share Capital	100,000	100,000	100,000	100,000	100,000	100,000	100,000
Reserves and Surplus	698,207	698,207	5,743,539	12,300,096	20,821,206	31,896,477	47,014,953
Share Application Money	0	0	5,000,000	5,000,000	15,000,000	15,000,000	15,000,000
Loans							
Other Non current Liability							
Deferred tax liability	0	0	58,544	58,544	58,544	58,544	58,544
LONG TERM BORROWING	0	0	13,000,000	19,500,000	29,250,000	43,875,000	65,812,500
Current Liability:							
Short Term Borrowing	3,030,850	3,030,850	3,788,563	4,735,703	5,919,629	7,399,536	9,249,420
Trade Payable	0	0	3,231,617	4,201,101	5,461,432	8,519,834	12,916,061
Short Term Provision	0	0	500,000	515,000	530,450	546,364	562,754
Other current Liability	165,785	165,785	750,000	772,500	795,675	819,545	844,132
Total	**3,994,842**	**3,994,842**	**32,172,262**	**47,182,944**	**77,936,935**	**108,215,300**	**151,558,364**
ASSETS							
Fixed Assets:							
Opening WDV	0	0	33,605	28,564	24,280	20,638	17,542
Add: Addition during the Year	0	0	0	0	0	0	0
Less: Depreciation during the Year	0	0	5,041	4,285	3,642	3,096	2,631
Closing WDV	33,605	33,605	28,564	24,280	20,638	17,542	14,911
Other non-current assets	1,435	1,435	2,153	3,229	4,843	7,265	10,897
Current Assets:							
Inventories	2,165,455	2,165,455	2,382,001	2,620,201	2,882,221	4,467,442	6,924,535
Trade Receivables	0	0	3,801,902	4,942,472	6,425,214	8,352,778	10,857,912
Cash & Cash Equivalents	1,323,764	1,323,764	25,290,002	38,865,858	67,812,299	94,257,110	132,158,505
Short-term loans and advances	470,583	470,583	517,641	569,405	626,346	939,519	1,409,278
Other Current Assets	0	0	150,000	157,500	165,375	173,644	182,326
Total	**3,994,842**	**3,994,842**	**32,172,262**	**47,182,944**	**77,936,935**	**108,215,300**	**151,558,364**

(Sources: As Certified by management)

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ANNEXURE: II

NAV Method

Particulars	Amount
Book Value of Assets	3,994,842.00
Adjustments:	
Less: Book Value of Immovable Property	0.00
Add: Market Value of Immovable Property	0
Less: Deferred Tax Assets	0
Revised Value of Asset (A)	**3,994,842.00**
Liabilities of the Company	
Non Current Liabilities	0.00
Current Liability	3,196,635.00
Total Liabilities of the Company (B)	**3,196,635.00**
Net Assets of the Company	798,207.00
No of Shares of the Company	10,000
Fair Value per Share	79.821

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ANNEXURE: III

P/E Multiple

Particulars	P/E
Novateor Research Laboratories Ltd.	231.25
PH Trading Ltd.	0
Shraddha Prime Projects Ltd.	-14.24
AVERAGE	72.33667
EPS of Maxtree Private Limited	11.665
Value	843.8072

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VALUATION

OF

EQUITY SHARES

OF

ALEKH ADVISORY PRIVATE LIMITED

(CIN: U74140GJ2007PTC049802)

AS AT April 01, 2024

Prepared by:
CS ABHISHEK CHHAJED
(IBBI Registered Valuer)
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RV Registration No – IBBI/RV/03/2020/13674

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Date: April 10, 2024

To,
Board of Directors
ALEKH ADVISORY PRIVATE LIMITED
111, Santoshinagar, Near Ramrajya Opp. Rabari Vasahat,
Amraiwadi, Ahmedabad, Gujarat, India, 380008.

Dear Sir,

Sub: Valuation Analysis of Equity Shares of ALEKH ADVISORY PRIVATE LIMITED.

I refer to our engagement letter dated April 09, 2024 for carrying out the valuation of **Equity Shares** of **ALEKH ADVISORY PRIVATE LIMITED** (here-in-after referred as "**Company**" or "AAPL"). In accordance with the terms of the engagement, I am enclosing my report along with this letter. In attached report, I have summarized my Valuation analysis of the shares as at April 01, 2024 together with the description of methodologies used and limitation on my Scope of Work.

Based on my assessment Fair Value of Shares having Face Value of Rs. 10 each has been arrived at Rs. **317.56/- per share** as on the Valuation date of April 01, 2024 under Discounted Cash Flow Method as detailed on Page #8 of this Report. Hence, Company can issue equity shares at **INR 317.56/- per share or more**. In case you require any further assistance, please feel free to contact me.

This Valuation Analysis is confidential and has been prepared for you for providing the same to government or regulatory authorities and this report can be provided to potential investor of "AAPL" for enabling compliance under various laws as detailed hereinafter in this report. It should not be used, reproduced or circulated to any other person, in whole or in part, without my prior consent. Such consent will only be given after full consideration of the circumstance at that time. I trust that above meets your requirements.

Please feel free to contact us in case you require any additional information or clarifications.

Thanking you,

Yours faithfully,

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Registered Valuer

Place: Ahmedabad

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CONTENT OF REPORT

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1. BACKGROUND OF THE COMPANY:

History:

ALEKH ADVISORY PRIVATE LIMITED ("AAPL"). "AAPL" was incorporated on January 18, 2007, under the Companies Act, 1956, as a private limited company. The registered office address is 111, Santoshinagar, Near Ramrajya Opp. Rabari Vasahat, Amraiwadi, Ahmedabad, Ahmedabad, Gujarat, India, 380008. The CIN is U74140GJ2007PTC049802.

- **Main Objects of Company is,**

1. To carry on in India or elsewhere the business consultancy in the area of Management, Statistics, Marketing and to deal in all kinds of Articles, Goods, Commodities and to act as consultant, advisor, representative, advocate, signatory, attorney, liaisoner, agent, servicemen, middlemen, arbitrator, conciliator, auctioner, liquidator, secretary and solicitor in all its branches such as legal, commercial, industrial, manufacturing, production engineering, personnel, marketing, advertising, publicity, sales promotion, public welfare, corporate management, business management, company law, taxation, investment, portfolio management, accounting, placement, agriculture, animal husbandry, poultry, fisheries, power generation, energy saving, insurance, banking loans, syndication, exchange currency, imports and exports, research and development, software development, computer applications, quality control, technical knowhow, geology and mining, medicine & surgery, merchant banking, underwriting, secretarial services, financial management, construction, transport and other similar subjects and to make evaluation, feasibility studies, techno-economic feasibility studies, project report, forecasts, survey and rehabilitation packages and for the purpose to run, establish, maintain, provide, operate, manage, supervise, arrange and take on hire all utilities, commercial and welfare fields.

Capital Structure of the Company

Authorised capital	Paid-up Capital
1,60,000 Equity Shares of face value of Rs. 10 each amounting to Rs. 16,00,000.	1,57,900Equity Shares of face value of Rs. 10 each amounting to Rs. 15,79,000.

Board of Directors

Sr. No	Name	DIN
1.	JIGNESH R BHAVSAR	07131757
2.	JASHVANTBHAI BHILABHAI BHAVSAR	07186022
3.	RAJESH CHINUBHAI SUTARIA	02102686
4.	KAJOL KACHHANI	10498019

2. PURPOSE:

"AAPL" intends to issue Equity Shares. In this regard, "AAPL" has engaged me to carry out valuation of the shares of the Company as per requirements of Companies Act, 2013 on valuation date being April 01, 2024.

3. KEY DATES:

Appointing Authority- Board of Director of the "AAPL";
Appointment Date:- April 09, 2024;
Valuation Date:- April 01, 2024;
Report Date: April 10, 2024.

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4. IDENTITY OF VALUER AND ANY OTHER EXPERTS INVOLVED IN THE VALUATION:

I am independent Registered Valuer as required under the Companies (Registered Valuer & Valuation) Rules, 2017 registered with Insolvency & Bankruptcy Board of India having registration no. IBBI/RV/03/2020/13674. No other Experts are involved in this valuation exercise.

5. PECUNIARY INTEREST DECLARATION:

I do not have pecuniary interest in the shares of "AAPL", past, present or prospective, and the opinion expressed is free of any bias in this regard. I strictly follow the code of conduct of the Registered Valuation Organization of IBBI.

6. SOURCES OF INFORMATION:

I have been provided the following information for the valuation analysis:

- MOA & AOA of "AAPL";
- Audited financial Statements of the company for the period ended on March 31, 2023;
- Provisional financial information for the period ended on March 31, 2024;
- Projected Financial Statement for explicit period prepared and certified by the management of the Company (**Annexure B**);
- Written Representations made by the Company in course of the valuation exercise;
- Other related information from various sources;

Besides the above listing, there may be other information provided by the Client which may not have been perused by me in any detail, if not considered relevant for my defined scope.

Discussions (in person / over call) with the management to: Understand the business and fundamental factors that affect its earning- generating capability including strengths, weaknesses, opportunity and threats analysis and historical financial performance. During the discussions with the management, I have also obtained explanations and information considered reasonably necessary for this exercise.

7. VALUATION REQUIREMENT:

The purpose of this valuation report is to determine the fair value of shares of the Company to comply with the provisions of Section 62 of the Companies Act, 2013 in relation to further issue of share capital.

As per section 62 of the Companies Act, 2013 read with The Companies (Share Capital and Debentures) Rules, 2014, Price of shares for further issue of share capital by company to any persons either for cash or for a consideration other than cash shall be determined by valuation report of a registered valuer within the meaning of section 247 of the Companies Act, 2013.

As informed by management of company, company intends to issue Equity Shares. Therefore, Equity shares are considered at par and accordingly valuation is done.

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8. VALUATION APPROACH AND METHODS :

A. VALUATION APPROACH

Market Approach:

Market approach is a valuation approach that uses prices and other relevant information generated by market transactions involving identical or comparable (i.e., similar) assets, liabilities or a group of assets and liabilities, such as a business.

The following are some of the instances where a valuer applies the market approach:
(a) Where the asset to be valued or a comparable or identical asset is traded in the active market;
(b) There is a recent, orderly transaction in the asset to be valued; or
(c) There are recent comparable orderly transactions in identical or comparable asset(s) and information for the same is available and reliable.

Under the "Market" Approach, it measures the value of an asset through an analysis of recent sales of comparable property compared to the property being valued. When applied to the valuation of an equity interest, consideration is given to the financial condition and operating performance of the subject company compared to either publicly traded companies with similar lines of business or recent corporate acquisitions (Guideline Companies).

Typically, the entities selected for comparison are subject to economic, political, competitive and technological factors that correspond with those confronting the company.

However, comparable that fit perfectly rarely exist. Privately held companies are compared to publicly traded ones that are typically further along in their stage of development, have superior access to capital, and have common stock that is readily marketable.

Income Approach:

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

The following are some of the instances where a valuer may apply the income approach:
(a) Where the asset does not have any market comparable or comparable transaction;
(b) Where the asset has fewer relevant market comparable; or
(c) Where the asset is an income producing asset for which the future cash flows are available and can reasonably be projected.

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).

Examples of situations where a valuer applies the cost approach are:
(a) An asset can be quickly recreated with substantially the same utility as the asset to be valued;
(b) In case where liquidation value is to be determined; or
(c) Income approach and/or market approach cannot be used.

This approach is generally used for Valuation of Non-Financial Asset or value to be find for liquidation.

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B. VALUATION METHODS

There are various methods under approaches discussed above such as Market Multiple (EBDIT Revenue Book value etc.) or Market Pricing (Compare with Benchmark Securities) etc.. For Market Approach, Reproduction Cost Method & Replacement Cost Method under Cost Approach and Present Value techniques such as Discounted Cash Flow (DCF) Method, Relief from Royalty (RFR) Method, Multi-Period Excess Earnings Method, with and Without Method, Option pricing models such as Black-Scholes-Merton formula or binomial (lattice) model under Income Approach.

SELECTION OF VALUATION APPROACH & METHODOLOGY

The ICAI Valuation Standards, 2018 provide guidance on different valuation approaches and methods that can be adopted to determine the value of an asset.

For the purpose of arriving at the Fair Value of the Shares of the "AAPL", the valuation base is considered as '**Fair Value**'. The term "Fair Value" is defined by ICAI Valuation Standard 102 – Valuation Basis as "the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the valuation date", Fair Value is the price that Fair Value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair Value will determined depending upon nature of asset for which fair value is sought. The valuation report is based on the premise of '**Going Concern value**'. Going concern value is the value of a business enterprise that is expected to continue to operate in the future. Based on above factors and discussion with management we have considered Discounted Cash Flow method (DCF) to be used for valuation of shares of "AAPL".

Our analysis and report are in conformity with the "ICAI Valuation Standards" (IVS) issued by the Institute of Chartered Accountants of India. In addition to the general standards/guidelines of the IVS, our report specifically complies with ICAI Valuation Standard 102 - Valuation Bases, ICAI Valuation Standard 103 – Valuation Approaches and Methods, ICAI Valuation Standard 201 - Scope of Work, Analyses and Evaluation, ICAI Valuation Standard 202 - Reporting and Documentation and ICAI Valuation Standard 301 - Business Valuation.

It should be understood that the valuation of any company or its assets is inherently subjective and is subject to certain uncertainties and contingencies, all of which are difficult to predict and are beyond control. In addition, this valuation will fluctuate with changes in the prevailing market conditions, the conditions prospects, financial and otherwise, of the Company, and other factors which generally influence the valuation of Company and its assets.

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasised that a valuer can arrive at only one value for one purpose. The choice of methodology of valuation has been arrived at, considering the terms and purpose of the valuation engagement and reasonable judgment, in an independent and bona fide manner. Therefore, the approach, method, base and premise of value in this valuation has been selected after taking into consideration the terms and purpose of this engagement and the same are detailed in the relevant points of this report.

Considering the business model of the company and context and purpose of the Report, I have used the DCF method as it captures the growth potential of the business going forward. I have used this method to calculate the fair value of the Company based on the financial projections prepared by the Management of the Company.

DISCOUNTED FREE CASH FLOW METHOD:

- DCF Method expresses the present value of a business as a function of its future cash earning capacity. This methodology works on the premise that the value of a business is measured in terms of future cash

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flows stream, discounted to the present times at an appropriate discount rate. It recognizes that money has a time value by discounting future cash flows at appropriate discount factor.

- This method is used to determine the present value of a business on a going concern assumption. The DCF methodology depends on the projection of the future cash flows and the selection of an appropriate discount factor.

- When valuing a business on a DCF basis, the objective is to determine a net present value of the cash flows ("CF") arising from the business over a future select period of time of the project life, which is called the explicit forecast period. Free cash flows are defined to include all inflows and outflows associated with the project including debt service, taxes, and capital expenditure and net changes in working capital requirement etc. Under the DCF methodology, value must be placed both on the explicit cash flows as stated above, and the ongoing cash flows a company will generate after the explicit forecast period. The latter value, also known as terminal value, is also to be estimated. The terminal value refers to the present value of the business as a going concern beyond the period of projections up to infinity. This value is estimated by taking into account expected growth rates of the business in future, sustainable capital investments required for the business as well as the estimated growth rate of the industry and economy.

- The longer the period covered by the projection, the less reliable the projections are likely to be. For this reason, the approach is used to value businesses, where the future cash flows can be projected with a reasonable degree of reliability.

- The discount rate applied to estimate the present value of explicit forecast period free cash flows and to estimate the present value of terminal cash flow, is taken at COE. Cost of equity is derived, on the basis of capital asset pricing model (CAPM), it is function of risk-free rate (Rf), Beta (β) (an estimate of risk profile of the company relative to equity market, however Beta takes into account only systematic risk) and equity risk premium (Rp) (excess of return on equity issued to public in India (Rm) over the risk free rate of return (Rf) earned) assigned to the subject equity market. Discount rate is further increased by unsystematic risk of the company.

- Terminal value represents the present value at the end of explicit forecast period of all subsequent cash flows to the end of the life of the asset or into perpetuity if the asset has an indefinite life. In case of assets having indefinite or very long useful life, it is not practical to project the cash flows for such indefinite or long periods. Therefore, the valuer needs to determine the terminal value to capture the value of the asset at the end of explicit forecast period.

- Terminal of Value of cash flow is calculated as per Gordon growth formula mentioned below;

  # (Last year cash flow of explicit period X (1+Growth rate)/ (Cost of Equity-Growth rate))

- Value obtained by using DCF method gives us the Total Value of Firm/Enterprise Value;

- The Discounted Free Cash Flow ("DCF") method, an application of the Income Approach is arguably one of the most recognized tools to determine the value of a business.

- This method is generally used when there is reasonable certainty on the timing, quantum and quality of the cash flows, which has its close coupling with the underlying assets. It is the most commonly used valuation technique, and is widely accepted by valuers because of its intrinsic merits, some of which are given below:

  (a) It is a very sound model because it is based up on expected future cash flows of a company that will determine an investor's actual return.

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(b) It is based on the expectations of performance specific to the business, and is not influenced by short-term market conditions or non-economic indicators.

(c) It is not as vulnerable to accounting conventions like depreciation, inventory valuation in comparison with the other techniques/approaches since it is based on cash flows rather than accounting profits.

(d) For the purpose of the present valuation exercise, I have considered fit to use Discounted Free Cash Flow (DCF) Method for determining the fair value of shares of the Company.

9. VALUATION ASSUMPTIONS IN APPLYING DCF APPROACH:

The fair value of shares of the Company under this method has been arrived as follows:

In the present case, valuation under DCF method is based on management certified projections for FY 2024-25 to FY 2028-29. The projection certified from FY 2024-25 to FY 2028-29 are considered as explicit period in this valuation analysis.

For the explicit period, free cash flows from the business have been arrived at as follows:

- Profits after tax as per the projections have been considered.
- Depreciation & amortization on fixed assets have been added to the Net profits after tax.
- Capital expenditure, Changes in long term debt liability, change in working capital requirement is adjusted from above cash flow to arrive at free cash flow to shareholders.
- The cash flows of each year are then discounted at WACC. WACC is considered as one of the most appropriate discount rate in the DCF Method. The WACC is worked out using the following parameters:
- Weighted Average Cost of Capital is worked out using the following formula:
  - Risk Free Return in India + (Beta x Equity Risk Premium) +Company Specific Risk+ Debt Interest
    - The risk free rate of return is taken at 7.11% *being 10 years Government of India bond yield from as at April 01, 2024 (https://countryeconomy.com/bonds/india).*
    - Industry Beta is taken at 1.00 (Assumed)
    - Market Risk Premium (Rp) i.e. Rp= (Rm-Rf). The equity risk premium is considered at 8.69% (*Source*: Excess of *BSE Sensex CAGR since April 1, 1979 till April 01, 2024 over risk free rate of return).*
    - Company Specific Risk is taken at 3% being risk related to Management capability, achievability of projections by company, stability of industry in which company is operating, diversification of product/Services of the company and other contingencies.
    - Debt Interest is taken at 12%.

Based on above workings and information obtained from management of the company, WACC is calculated at 15.40%.

- Mid-Year Discounting Convention is used to discount cash flows for the explicit period assuming all the cash flows are accrued and realised by company in the middle of year. (**Annexure A**)

- Based on dynamics of the sector and discussions with the Management, I have assumed a terminal growth rate of 3% beyond the projection period. The cash flows of FY 2028-29 have been used to determine the terminal value. Based on these assumptions and as per Gordon constant growth formula mentioned in point 8-B of this report, the terminal value has been calculated at Rs. 128,998,500.93 at the end of explicit period. Terminal Value discounting factor is calculated based on discounting factor of FY 2028-29.

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- The discounted perpetuity value is added to the discounted free cash flows for the explicit period to arrive at the enterprise value/ value to firm.

- Cash and Cash equivalent balance as at March 31, 2024 is added, Total Debt/loan liability as at end of explicit period and contingent liability as at March 31, 2024, if any, are reduced from Enterprise value to calculate Value available to Shareholders.

- Value available to Shareholders is further adjusted for Discount on lack of marketability since shares of the company are not traded on any stock exchange. Under ICAI Valuation Standard 103, DLOM need to be applied under Income approach while valuing illiquid securities. As per International valuation Standard 105, A DLOM reflects the concept that when comparing otherwise identical assets, a readily marketable asset would have a higher value than an asset with a long marketing period or restrictions on the ability to sell the asset. For example, publicly-traded securities can be bought and sold nearly instantaneously while shares in a private company may require a significant amount of time to identify potential buyers and complete a transaction. We have applied DLOM of 12%.

- The value so arrived is divided by the Total number of Equity Shares outstanding on fully diluted basis as at March 31, 2024.

10. CONCLUSION:

Valuation is neither a pure art nor a pure science but a perfect combination of both. In the ultimate analysis, valuation will have to involve the exercise of judicious discretion and judgment taking into account all the relevant factors. There will always be several factors, e.g. present and prospective competition, yield on comparable securities and market sentiments etc. which are not evident from the face of the balance sheets but which will strongly influence the worth of a share.

Though different values might have been arrived at under different Approach and methods mentioned in point 8 of this report, for the purposes of recommending a fair value, it is necessary to arrive at a single value of the Company. I have considered it appropriate to choose DCF Method to arrive at fair value of shares.

Method	Approach	Value	Weightage	Price
NAV (Annexure II)	Cost	174.5366	0	0
P/E Multiple (Annexure III)	Market	0	0	0
DCF	Income	317.56	100%	317.56
			Total	**317.56**

In the light of the above and on consideration of all the relevant factors and circumstances as discussed and outlined in this report, I have estimated the **fair value per share of the Company to be *INR 317.56/-(* Three hundred and Seventeen Rupees and Fifty-Six Paise Only) (*The working is enclosed herewith as Annexure I to this report). Hence, Company can issue shares at INR 317.56/- per share or more for said purpose.***

11. CAVEATS, LIMITATIONS AND DISCLAIMERS:

My report is subject to the scope limitations detailed hereinafter.

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. My engagement for this valuation consulting work does not include any procedures designed to discover any defalcations or other irregularities, should any exist.

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I have not independently assessed the historic and future impact of COVID-19 Pandemic situation on the operation and financial efficiency of "AAPL". Management of "AAPL" has confirmed me that appropriate adjustment of COVID-19 is made in projected financial statement and i have relied upon information and documents received from Company and its Management.

Projected Financial information of explicit period 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. For the purpose of valuation I have taken base of Projected Financial Statement for explicit period prepared and certified by the management of the Company.

Valuation is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single value. While I have provided an assessment of the value based on the information available, application of certain formula and within the scope and constraints of our engagement, others may place a different value to the same.

No change of any item in this valuation/conclusion report shall be made by anyone other than me, and I shall have no responsibility for any such unauthorized change(s). Public information, estimates, 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.

The company and its representatives warranted to us that the information supplied to us was complete and accurate to the best of their knowledge and that the financial information properly reflects the business conditions and operating results for the respective periods in accordance with generally accepted accounting principles. Information supplied to us has been accepted as correct without any further verification. I have not audited, reviewed, or compiled the historical and projected financial information provided to us and, accordingly, i do not express any audit opinion or any other form of assurance on this information. Because of the limited purpose of the information presented, it may be incomplete and contain departures from generally accepted accounting principles. In the course of the valuation, i were provided with both written and verbal information. I have however, evaluated the information provided to us by the Company 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 Company. I assume no responsibility for any errors in the above information furnished by the Company and consequential impact on the present exercise.

Considering the dynamic environment and pace of technological developments, the market value of the business engaged in the area of high technology may change significantly in a short period of time.

The draft of the present report was circulated to the Management for confirming the facts stated in the report and to confirm that information or facts stated are not erroneous and the assumptions used are reasonable.

No investigation on the Company's claim to title of assets has been made for the purpose of this valuation and their claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the liabilities in the books. Therefore, no responsibility is assumed for matters of a legal nature.

My work does not constitute an audit or certification of the historical financial statements/prospective results including the working results of the Company referred to in this report. Accordingly, I am unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report. Valuation analysis and results are specific to the purpose of valuation mentioned in the report and it is as per

ABHISHEK CHHAJED
IBBI/RV/
Security or Financial Assets Valuer

agreed terms of our engagement. 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.

My recommendation is based on the estimates of future financial performance as projected by the management, which represents their view of reasonable expectation at the point of time when they were prepared, but such information and estimates are not offered as assurances that the particular level of income or profit will be achieved or events will occur as predicted. Actual results achieved during the period covered by the prospective financial statements may vary from those contained in the statement and the variation may be material. The fact that i have considered the projections in this exercise of valuation should not be construed or taken as me being associated with or a party to such projections.

A valuation of this nature involves consideration of various factors including those impacted by prevailing market trends in general and industry trends in particular. This report is issued on the understanding that the Management has drawn my attention to all the matters, which they are aware of concerning the financial position of the Company and any other matter, which may have an impact on my opinion, on the fair value of the shares of the Company including any significant changes that have taken place or are likely to take place in the financial position of the Company. I have no responsibility to update this report for events and circumstances occurring after the date of this report. My fees is not contingent to the results or output of this report. I will not be responsible to appear in front of Companies act, income tax, RBI or any other regulatory authority in relation to the said valuation.

The decision to carry out the transaction (including consideration thereof) on the basis of this valuation lies entirely with the "AAPL" and my work and my finding shall not constitute a recommendation as to whether or not "AAPL" should carry out the transaction. The report and conclusion of value are not intended by the author and should not be construed by the reader to be investment advice in any manner whatsoever. The conclusion of value represents my opinion, based on information furnished to us by the client and other sources. Any person/party intending to provide finance/invest in the shares/business of the Company shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision.

My report is meant for the purpose mentioned in point 2 of this report 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.

I acknowledge that I am independent valuer and have no present or contemplated financial interest in the Company. My fees for this valuation is based upon my normal billing rates, and not contingent upon the results or the value of the business or in any other manner. I have not been engaged by the Company in any unconnected transaction during last five years.

Neither me, nor any managers, employees of my firm makes any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information, based on which the valuation is carried out. All such parties expressly disclaim any and all liability for, or based on or relating to any such information contained in the valuation.

Thanking you,
Yours faithfully,

ABHISHEK CHHAJED
REG. NO. IBBI/RV/
03/2020/13674
Security or Financial Assets Valuer

ABHISHEK CHHAJED
RV Registration No – IBBI/RV/03/2020/13674
Registered Valuer
Place: Ahmedabad

Encl: Annexure I referred in Point No. 9 & 10, Annexure A referred in point 9, Annexure B referred in Point no. 6, Annexure II referred in Point No. 10 and Annexure III referred in Point No. 10.

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ANNEXURE: I

DCF Method

Estimated future cash flow and Share Valuation working

Years	Cash Flow	COE	Present Value Factor	Discounted Cash Flow
2024-25	8,608,500.00	15.40%	0.8665	7,459,640.80
2025-26	7,948,125.00	15.40%	0.7509	5,968,230.02
2026-27	9,935,156.25	15.40%	0.6507	6,464,664.60
2027-28	12,418,945.31	15.40%	0.5638	7,002,392.38
2028-29	15,531,167.64	15.40%	0.4886	7,588,505.75
Terminal Value of Cash Flow	128,998,500.93	15.40%	0.4886	63,028,478.50
Total Value of Firm				97,511,912.05
Debt as at end of Explicit Period				41,198,730.47
Contingent Liability as at March 31, 2024				-
Cash and Cash Equivalent Balance as at March 31, 2024				667,211.60
Total Value of Equity share holders before DLOM				56,980,393.18
DLOM@12%				6,837,647.18
Total Value of Equity share holders after DLOM				50,142,746.00
Outstanding number of Equity Shares				157,900
Fair Value per Equity share in Rs				**317.56**

Assumptions	
Tax Rate	As per Income tax
Discount Rate	15.40%
Perpetual growth rate	3.00%

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ANNEXURE: A

COE

Particulars		Weights	
Cost of Equity	18.80%	0.50	9.40%
Risk free Return (10 years GOI Bond Yield as at April 01, 2024)	7.11%		
BSE Sensex (Since inception till April 01, 2024)	8.69%		
Beta (Assumed)	1.00		
Company Specific Risk (Assumed)	3.00%		
Debt Interest	12.00%	0.50	6.00%
WACC			**15.40%**
Growth Rate			**3.00%**

FREE CASH FLOW TO SHAREHOLDERS (AMOUNT IN RS.)

Year	2024-25	2025-26	2026-27	2027-28	2028-29
PAT	2,983,500.00	3,729,375.00	4,661,718.75	5,827,148.44	7,291,421.54
Depreciation	0.00	0.00	0.00	0.00	0.00
Capex	0.00	0.00	0.00	0.00	0.00
Changes in Borrowing	5,625,000.00	4,218,750.00	5,273,437.50	6,591,796.88	8,239,746.09
Changes working capital	0.00	0.00	0.00	0.00	0.00
Free cash flow to Firm	**8,608,500.00**	**7,948,125.00**	**9,935,156.25**	**12,418,945.31**	**15,531,167.64**
Terminal Value of Cash Flow					**128,998,500.93**

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"ANNEXURE B"

PROFIT AND LOSS ACCOUNT

(Amount in Rs.)

Particulars	FY 2022-23	FY 2023-24	FY 2024-25	FY 2025-26	FY 2026-27	FY 2027-28	FY 2027-28
	Audited	Prov.	Projected				
Revenue from Operation							
Revenue from Operations(Net)	941,125.00	-	26,000,000.00	32,500,000.00	40,625,000.00	50,781,250.00	63,541,799.93
Other Income	-	-	-	-	-	-	-
Total Income	**941,125.00**	-	**26,000,000.00**	**32,500,000.00**	**40,625,000.00**	**50,781,250.00**	**63,541,799.93**
Employee related exp	895,000.00	-	19,422,000.00	24,277,500.00	30,346,875.00	37,933,593.75	47,465,724.55
Other Expenses	24,483.00	-	2,600,000.00	3,250,000.00	4,062,500.00	5,078,125.00	6,354,179.99
Total Expenses	919,483.00	-	22,022,000.00	27,527,500.00	34,409,375.00	43,011,718.75	53,819,904.54
Net Profit Before Tax & Depreciation	**21,642.00**	-	**3,978,000.00**	**4,972,500.00**	**6,215,625.00**	**7,769,531.25**	**9,721,895.39**
Depreciation for the Year	-	-	-	-	-	-	-
Net Profit Before Tax	**21,642.00**	-	**3,978,000.00**	**4,972,500.00**	**6,215,625.00**	**7,769,531.25**	**9,721,895.39**
Tax Provision/Taxes	47,995.00	-	994,500.00	1,243,125.00	1,553,906.25	1,942,382.81	2,430,473.85
Net Profit/Loss transferred to Balance Sheet	**(26,353.00)**	-	**2,983,500.00**	**3,729,375.00**	**4,661,718.75**	**5,827,148.44**	**7,291,421.54**

(Sources: As Certified by management)

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BALANCE SHEET (Amount in Rs. Thousands)

Particulars	FY 2022-23	FY 2023-24	FY 2024-25	FY 2025-26	FY 2026-27	FY 2027-28	FY 2028-29
	Audited	Prov.			Projected		
EQUITY & LIABILITIES							
Shareholder's Fund:							
Share Capital	1,579,000.00	1,579,000.00	1,579,000.00	1,579,000.00	1,579,000.00	1,579,000.00	1,579,000.00
Reserves and Surplus	25,980,323.60	25,980,323.60	28,963,823.60	32,693,198.60	37,354,917.35	43,182,065.79	50,473,487.33
Share Application Money Pending Allotment	-	-	-	-	-	-	-
Unsecured Loan	11,250,000.00	11,250,000.00	16,875,000.00	21,093,750.00	26,367,187.50	32,958,984.38	41,198,730.47
Deferred Tax Liability	-	-	-	-	-	-	-
Current Liability:							
Short Term Borrowing	-	-	5,000,000.00	7,500,000.00	11,250,000.00	16,875,000.00	25,312,500.00
Trade Payable	2,658,400.00	2,658,400.00	3,987,600.00	5,981,400.00	8,972,100.00	13,458,150.00	20,187,225.00
Total	**41,467,723.60**	**41,467,723.60**	**56,405,423.60**	**68,847,348.60**	**85,523,204.85**	**108,053,200.16**	**138,750,942.80**
ASSETS							
Fixed Assets:							
Opening WDV	-	-	-	-	-	-	-
Add: Addition during the Year	-	-	-	-	-	-	-
Less: Depreciation during the Year	-	-	-	-	-	-	-
Closing WDV	-	-	-	-	-	-	-
Non Current Investments	6,750,000.00	6,750,000.00	6,750,000.00	6,750,000.00	6,750,000.00	6,750,000.00	6,750,000.00
Current Assets:							
Trade Receivables	288,000.00	288,000.00	2,491,666.67	9,343,750.00	11,679,687.50	14,599,609.38	18,268,267.48
Cash & Cash Equivalents	667,213.00	667,211.60	31,251,410.93	41,921,051.60	61,304,061.35	79,466,770.79	104,686,650.32
Other Current Assets	33,762,510.00	33,762,512.00	15,912,346.00	10,832,547.00	5,789,456.00	7,236,820.00	9,046,025.00
Total	**41,467,723.00**	**41,467,723.60**	**56,405,423.60**	**68,847,348.60**	**85,523,204.85**	**108,053,200.16**	**138,750,942.80**

(Sources: As Certified by management)

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ANNEXURE: II

NAV Method

Particulars	Amount
Book Value of Assets	41,467,723.60
Adjustments:	
Less: Book Value of Immovable Property	0.00
Add: Market Value of Immovable Property	0
Less: Deferred Tax Assets	0
Revised Value of Asset (A)	**41,467,723.60**
Liabilities of the Company	
Non Current Liabilities	11,250,000.00
Current Liability	2,658,400.00
Total Liabilities of the Company (B)	**13,908,400.00**
Net Assets of the Company	27,559,323.60
No of Shares of the Company	157,900
Fair Value per Share	174.537

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ANNEXURE: III

P/E Multiple

Particulars	P/E
Prudent Corporate Advisory Services Ltd.	45.15
HDFC Asset Management Company Ltd.	25.59
AVERAGE	35.37
EPS of Alekh Advisory Private Limited	0
Value	0

ABHISHEK CHHAJED
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Security or Financial Assets Valuer

VALUATION

OF

EQUITY SHARES

OF

MAMTA TRADINGS PRIVATE LIMITED
(CIN: U52100GJ2008PTC053411)

AS AT April 01, 2024

Prepared by:

CS ABHISHEK CHHAJED
(IBBI Registered Valuer)
134-1-2 Nilkanthnagar, Gordhanwadi Tekra , Kankaria,
Ahmedabad City , Ahmedabad , Gujarat - 380001

RV Registration No – IBBI/RV/03/2020/13674

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Date: April 10, 2024

To,
Board of Directors
MAMTA TRADINGS PRIVATE LIMITED
125,PLATINUM PLAZA,JUDGES BUNGALOW ROAD,
BODAKDEV, AHMEDABAD, GUJARAT, INDIA, 380015.

Dear Sir,

Sub: Valuation Analysis of Equity Shares of MAMTA TRADINGS PRIVATE LIMITED.

I refer to our engagement letter dated April 09, 2024 for carrying out the valuation of **Equity Shares** of **MAMTA TRADINGS PRIVATE LIMITED** (here-in-after referred as "**Company**" or "MTPL"). In accordance with the terms of the engagement, I am enclosing my report along with this letter. In attached report, I have summarized my Valuation analysis of the shares as at April 01, 2024 together with the description of methodologies used and limitation on my Scope of Work.

Based on my assessment Fair Value of Shares having Face Value of Rs. 10 each has been arrived at Rs. **743/- per share** as on the Valuation date of April 01, 2024 under Discounted Cash Flow Method as detailed on Page #8 of this Report. Hence, Company can issue equity shares at **INR 743/- per share or more**. In case you require any further assistance, please feel free to contact me.

This Valuation Analysis is confidential and has been prepared for you for providing the same to government or regulatory authorities and this report can be provided to potential investor of "MTPL" for enabling compliance under various laws as detailed hereinafter in this report. It should not be used, reproduced or circulated to any other person, in whole or in part, without my prior consent. Such consent will only be given after full consideration of the circumstance at that time. I trust that above meets your requirements.

Please feel free to contact us in case you require any additional information or clarifications.

Thanking you,

Yours faithfully,

ABHISHEK CHHAJED REG. NO. IBBI/RV/03/2020/13674 Security or Financial Assets Valuer

ABHISHEK CHHAJED
RV Registration No – IBBI/RV/03/2020/13674
Registered Valuer

Place: Ahmedabad

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CONTENT OF REPORT

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1. BACKGROUND OF THE COMPANY:

History:

MAMTA TRADINGS PRIVATE LIMITED ("MTPL"). "MTPL" was incorporated on March 28, 2008, under the Companies Act, 1956, as a private limited company. The registered office address is 125,PLATINUM PLAZA,JUDGES BUNGALOW ROAD, BODAKDEV, AHMEDABAD, GUJARAT, INDIA, 380015. The CIN is U52100GJ2008PTC053411.

- **Main Objects of Company is,**

To carry on the business as traders, agents, dealers, distributors, commission agents, brokers, stockiest, factors, consignors, collaborators, franchisers, concessionaire, exporter, importer, buyers, sellers, merchants, consultant, advisors, manufacturer's representative, job worker, assembler, and other wise to deal in all kinds, classe4s, size, nature, description of Industrial, customer, Consumer, Capital goods, Item, Things, Articles, commodities, merchandise, Products whether finished, semi-finished or raw material including engineering goods, Equipments, Apertures, Home-Appliances, households, automobiles, Electrical and Electronic goods, Computer hardware, software, gift article, toys, readymade garments, fibers and fabrics, Yarn, textile, hosiery goods, foot wares, decorative Glass and Glass products, Glassware, Crockery, beverages, minerals, fertilizers, pesticides, drugs, Medicines and Pharmaceuticals, Seeds, food grains, spices, Cereals, flours, fruits, dry fruits, vegetables, handicraft itemns, Herbal and Ayurvedic Products, Agriculture Produce and Products, Milk and Dairy products, food Products, Marine Products, Sugar and Sugar Products, Tea and Coffee, Tobacco, Cosmetics, Cement, Cement Product, Steel, Steel Products, Scrap of all types of metals, Ceramic Products, Sanitary ware, Salt, Dyes, Intermediates, Chemicals, Pigments, Colours, Paints, and Varnishes, Diamond, Gold, Jewellery, Novelty, Stationery, Ferrous and Non- Ferrous metals, Solvent, Solvent, Oil edible and non- edible, Lubricants, fuel additive, Stones, Marbles and Granites, Mining Products, Plastic and Polymer Products, Timber, Wood and Wooden article, Furniture, Petroleum Product.

Capital Structure of the Company

Authorised capital	Paid-up Capital
2,50,000 Equity Shares of face value of Rs. 10 each amounting to Rs. 25,00,000.	87,700 Equity Shares of face value of Rs. 10 each amounting to Rs. 8,77,000.

Board of Directors

Sr. No	Name	DIN
1.	MAHESH KODWANI	01972614
2.	MAMTA LAXMAN GIANANI	01972669

2. PURPOSE:

"MTPL" intends to issue Equity Shares. In this regard, "MTPL" has engaged me to carry out valuation of the shares of the Company as per requirements of Companies Act, 2013 on valuation date being April 01, 2024.

3. KEY DATES:

Appointing Authority- Board of Director of the "MTPL";
Appointment Date:- April 09, 2024;
Valuation Date:- April 01, 2024;
Report Date: April 10, 2024.

ABHISHEK CHHAJED
REG. NO. IBBI/RV/03/2020/13674
Security or Financial Assets Valuer

4. IDENTITY OF VALUER AND ANY OTHER EXPERTS INVOLVED IN THE VALUATION:

I am independent Registered Valuer as required under the Companies (Registered Valuer & Valuation) Rules, 2017 registered with Insolvency & Bankruptcy Board of India having registration no. IBBI/RV/03/2020/13674. No other Experts are involved in this valuation exercise.

5. PECUNIARY INTEREST DECLARATION:

I do not have pecuniary interest in the shares of "MTPL", past, present or prospective, and the opinion expressed is free of any bias in this regard. I strictly follow the code of conduct of the Registered Valuation Organization of IBBI.

6. SOURCES OF INFORMATION:

I have been provided the following information for the valuation analysis:

- MOA & AOA of "MTPL";
- Audited financial Statements of the company for the period ended on March 31, 2023;
- Provisional financial information for the period ended on March 31, 2024;
- Projected Financial Statement for explicit period prepared and certified by the management of the Company (**Annexure B**);
- Written Representations made by the Company in course of the valuation exercise;
- Other related information from various sources;

Besides the above listing, there may be other information provided by the Client which may not have been perused by me in any detail, if not considered relevant for my defined scope.

Discussions (in person / over call) with the management to: Understand the business and fundamental factors that affect its earning- generating capability including strengths, weaknesses, opportunity and threats analysis and historical financial performance. During the discussions with the management, I have also obtained explanations and information considered reasonably necessary for this exercise.

7. VALUATION REQUIREMENT:

The purpose of this valuation report is to determine the fair value of shares of the Company to comply with the provisions of Section 62 of the Companies Act, 2013 in relation to further issue of share capital.

As per section 62 of the Companies Act, 2013 read with The Companies (Share Capital and Debentures) Rules, 2014, Price of shares for further issue of share capital by company to any persons either for cash or for a consideration other than cash shall be determined by valuation report of a registered valuer within the meaning of section 247 of the Companies Act, 2013.

As informed by management of company, company intends to issue Equity Shares. Therefore, Equity shares are considered at par and accordingly valuation is done.

ABHISHEK CHHAJED
REG. NO. IBBI/RV/03/2020/13674
Security or Financial Assets Valuer

8. VALUATION APPROACH AND METHODS :

A. VALUATION APPROACH

Market Approach:

Market approach is a valuation approach that uses prices and other relevant information generated by market transactions involving identical or comparable (i.e., similar) assets, liabilities or a group of assets and liabilities, such as a business.

The following are some of the instances where a valuer applies the market approach:
(a) Where the asset to be valued or a comparable or identical asset is traded in the active market;
(b) There is a recent, orderly transaction in the asset to be valued; or
(c) There are recent comparable orderly transactions in identical or comparable asset(s) and information for the same is available and reliable.

Under the "Market" Approach, it measures the value of an asset through an analysis of recent sales of comparable property compared to the property being valued. When applied to the valuation of an equity interest, consideration is given to the financial condition and operating performance of the subject company compared to either publicly traded companies with similar lines of business or recent corporate acquisitions (Guideline Companies).

Typically, the entities selected for comparison are subject to economic, political, competitive and technological factors that correspond with those confronting the company.

However, comparable that fit perfectly rarely exist. Privately held companies are compared to publicly traded ones that are typically further along in their stage of development, have superior access to capital, and have common stock that is readily marketable.

Income Approach:

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

The following are some of the instances where a valuer may apply the income approach:
(a) Where the asset does not have any market comparable or comparable transaction;
(b) Where the asset has fewer relevant market comparable; or
(c) Where the asset is an income producing asset for which the future cash flows are available and can reasonably be projected.

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).

Examples of situations where a valuer applies the cost approach are:
(a) An asset can be quickly recreated with substantially the same utility as the asset to be valued;
(b) In case where liquidation value is to be determined; or
(c) Income approach and/or market approach cannot be used.

This approach is generally used for Valuation of Non-Financial Asset or value to be find for liquidation.

ABHISHEK CHHAJED
IBBI/RV/03/2020/13674
Security or Financial Assets Valuer

B. VALUATION METHODS

There are various methods under approaches discussed above such as Market Multiple (EBDIT Revenue Book value etc.) or Market Pricing (Compare with Benchmark Securities) etc.. For Market Approach, Reproduction Cost Method & Replacement Cost Method under Cost Approach and Present Value techniques such as Discounted Cash Flow (DCF) Method, Relief from Royalty (RFR) Method, Multi-Period Excess Earnings Method, with and Without Method, Option pricing models such as Black-Scholes-Merton formula or binomial (lattice) model under Income Approach.

SELECTION OF VALUATION APPROACH & METHODOLOGY

The ICAI Valuation Standards, 2018 provide guidance on different valuation approaches and methods that can be adopted to determine the value of an asset.

For the purpose of arriving at the Fair Value of the Shares of the "MTPL", the valuation base is considered as '**Fair Value**'. The term "Fair Value" is defined by ICAI Valuation Standard 102 – Valuation Basis as "the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the valuation date", Fair Value is the price that Fair Value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair Value will determined depending upon nature of asset for which fair value is sought. The valuation report is based on the premise of '**Going Concern value**'. Going concern value is the value of a business enterprise that is expected to continue to operate in the future. Based on above factors and discussion with management we have considered Discounted Cash Flow method (DCF) to be used for valuation of shares of "MTPL".

Our analysis and report are in conformity with the "ICAI Valuation Standards" (IVS) issued by the Institute of Chartered Accountants of India. In addition to the general standards/guidelines of the IVS, our report specifically complies with ICAI Valuation Standard 102 - Valuation Bases, ICAI Valuation Standard 103 – Valuation Approaches and Methods, ICAI Valuation Standard 201 - Scope of Work, Analyses and Evaluation, ICAI Valuation Standard 202 - Reporting and Documentation and ICAI Valuation Standard 301 - Business Valuation.

It should be understood that the valuation of any company or its assets is inherently subjective and is subject to certain uncertainties and contingencies, all of which are difficult to predict and are beyond control. In addition, this valuation will fluctuate with changes in the prevailing market conditions, the conditions prospects, financial and otherwise, of the Company, and other factors which generally influence the valuation of Company and its assets.

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasised that a valuer can arrive at only one value for one purpose. The choice of methodology of valuation has been arrived at, considering the terms and purpose of the valuation engagement and reasonable judgment, in an independent and bona fide manner. Therefore, the approach, method, base and premise of value in this valuation has been selected after taking into consideration the terms and purpose of this engagement and the same are detailed in the relevant points of this report.

Considering the business model of the company and context and purpose of the Report, I have used the DCF method as it captures the growth potential of the business going forward. I have used this method to calculate the fair value of the Company based on the financial projections prepared by the Management of the Company.

DISCOUNTED FREE CASH FLOW METHOD:

- DCF Method expresses the present value of a business as a function of its future cash earning capacity. This methodology works on the premise that the value of a business is measured in terms of future cash

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flows stream, discounted to the present times at an appropriate discount rate. It recognizes that money has a time value by discounting future cash flows at appropriate discount factor.

- This method is used to determine the present value of a business on a going concern assumption. The DCF methodology depends on the projection of the future cash flows and the selection of an appropriate discount factor.

- When valuing a business on a DCF basis, the objective is to determine a net present value of the cash flows ("CF") arising from the business over a future select period of time of the project life, which is called the explicit forecast period. Free cash flows are defined to include all inflows and outflows associated with the project including debt service, taxes, and capital expenditure and net changes in working capital requirement etc. Under the DCF methodology, value must be placed both on the explicit cash flows as stated above, and the ongoing cash flows a company will generate after the explicit forecast period. The latter value, also known as terminal value, is also to be estimated. The terminal value refers to the present value of the business as a going concern beyond the period of projections up to infinity. This value is estimated by taking into account expected growth rates of the business in future, sustainable capital investments required for the business as well as the estimated growth rate of the industry and economy.

- The longer the period covered by the projection, the less reliable the projections are likely to be. For this reason, the approach is used to value businesses, where the future cash flows can be projected with a reasonable degree of reliability.

- The discount rate applied to estimate the present value of explicit forecast period free cash flows and to estimate the present value of terminal cash flow, is taken at COE. Cost of equity is derived, on the basis of capital asset pricing model (CAPM), it is function of risk-free rate (Rf), Beta (β) (an estimate of risk profile of the company relative to equity market, however Beta takes into account only systematic risk) and equity risk premium (Rp) (excess of return on equity issued to public in India (Rm) over the risk free rate of return (Rf) earned) assigned to the subject equity market. Discount rate is further increased by unsystematic risk of the company.

- Terminal value represents the present value at the end of explicit forecast period of all subsequent cash flows to the end of the life of the asset or into perpetuity if the asset has an indefinite life. In case of assets having indefinite or very long useful life, it is not practical to project the cash flows for such indefinite or long periods. Therefore, the valuer needs to determine the terminal value to capture the value of the asset at the end of explicit forecast period.

- Terminal of Value of cash flow is calculated as per Gordon growth formula mentioned below;

  # (Last year cash flow of explicit period X (1+Growth rate)/ (Cost of Equity-Growth rate))

- Value obtained by using DCF method gives us the Total Value of Firm/Enterprise Value;

- The Discounted Free Cash Flow ("DCF") method, an application of the Income Approach is arguably one of the most recognized tools to determine the value of a business.

- This method is generally used when there is reasonable certainty on the timing, quantum and quality of the cash flows, which has its close coupling with the underlying assets. It is the most commonly used valuation technique, and is widely accepted by valuers because of its intrinsic merits, some of which are given below:

  (a) It is a very sound model because it is based up on expected future cash flows of a company that will determine an investor's actual return.

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(b) It is based on the expectations of performance specific to the business, and is not influenced by short-term market conditions or non-economic indicators.

(c) It is not as vulnerable to accounting conventions like depreciation, inventory valuation in comparison with the other techniques/approaches since it is based on cash flows rather than accounting profits.

(d) For the purpose of the present valuation exercise, I have considered fit to use Discounted Free Cash Flow (DCF) Method for determining the fair value of shares of the Company.

9. VALUATION ASSUMPTIONS IN APPLYING DCF APPROACH:

The fair value of shares of the Company under this method has been arrived as follows:

In the present case, valuation under DCF method is based on management certified projections for FY 2024-25 to FY 2028-29. The projection certified from FY 2024-25 to FY 2028-29 are considered as explicit period in this valuation analysis.

For the explicit period, free cash flows from the business have been arrived at as follows:

- Profits after tax as per the projections have been considered.
- Depreciation & amortization on fixed assets have been added to the Net profits after tax.
- Capital expenditure, Changes in long term debt liability, change in working capital requirement is adjusted from above cash flow to arrive at free cash flow to shareholders.
- The cash flows of each year are then discounted at WACC. WACC is considered as one of the most appropriate discount rate in the DCF Method. The WACC is worked out using the following parameters:

- Weighted Average Cost of Capital is worked out using the following formula:
    - Risk Free Return in India + (Beta x Equity Risk Premium) +Company Specific Risk+ Debt Interest
        - The risk free rate of return is taken at 7.11% *being 10 years Government of India bond yield from as at April 01, 2024 (https://countryeconomy.com/bonds/india).*
        - Industry Beta is taken at 1.00 (Assumed)
        - Market Risk Premium (Rp) i.e. Rp= (Rm-Rf). The equity risk premium is considered at 8.69% (*Source*: Excess of *BSE Sensex CAGR since April 1, 1979 till April 01, 2024 over risk free rate of return).*
        - Company Specific Risk is taken at 3% being risk related to Management capability, achievability of projections by company, stability of industry in which company is operating, diversification of product/Services of the company and other contingencies.
        - Debt Interest is taken at 12%.

Based on above workings and information obtained from management of the company, WACC is calculated at 15.40%.

- Mid-Year Discounting Convention is used to discount cash flows for the explicit period assuming all the cash flows are accrued and realised by company in the middle of year. (**Annexure A**)

- Based on dynamics of the sector and discussions with the Management, I have assumed a terminal growth rate of 3% beyond the projection period. The cash flows of FY 2028-29 have been used to determine the terminal value. Based on these assumptions and as per Gordon constant growth formula mentioned in point 8-B of this report, the terminal value has been calculated at Rs. 179,179,779.78 at the end of explicit period. Terminal Value discounting factor is calculated based on discounting factor of FY 2028-29.

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- The discounted perpetuity value is added to the discounted free cash flows for the explicit period to arrive at the enterprise value/ value to firm.

- Cash and Cash equivalent balance as at March 31, 2024 is added, Total Debt/loan liability as at end of explicit period and contingent liability as at March 31, 2024, if any, are reduced from Enterprise value to calculate Value available to Shareholders.

- Value available to Shareholders is further adjusted for Discount on lack of marketability since shares of the company are not traded on any stock exchange. Under ICAI Valuation Standard 103, DLOM need to be applied under Income approach while valuing illiquid securities. As per International valuation Standard 105, A DLOM reflects the concept that when comparing otherwise identical assets, a readily marketable asset would have a higher value than an asset with a long marketing period or restrictions on the ability to sell the asset. For example, publicly-traded securities can be bought and sold nearly instantaneously while shares in a private company may require a significant amount of time to identify potential buyers and complete a transaction. We have applied DLOM of 12%.

- The value so arrived is divided by the Total number of Equity Shares outstanding on fully diluted basis as at March 31, 2024.

10. CONCLUSION:

Valuation is neither a pure art nor a pure science but a perfect combination of both. In the ultimate analysis, valuation will have to involve the exercise of judicious discretion and judgment taking into account all the relevant factors. There will always be several factors, e.g. present and prospective competition, yield on comparable securities and market sentiments etc. which are not evident from the face of the balance sheets but which will strongly influence the worth of a share.

Though different values might have been arrived at under different Approach and methods mentioned in point 8 of this report, for the purposes of recommending a fair value, it is necessary to arrive at a single value of the Company. I have considered it appropriate to choose DCF Method to arrive at fair value of shares.

Method	Approach	Value	Weightage	Price
NAV (Annexure II)	Cost	404.731	0	0
P/E Multiple (Annexure III)	Market	0	0	0
DCF	Income	743	100%	743
			Total	**743**

In the light of the above and on consideration of all the relevant factors and circumstances as discussed and outlined in this report, I have estimated the **fair value per share of the Company to be *INR 743-(*Rupees Seven hundred and Forty-Three Only)** (***The working is enclosed herewith as Annexure I to this report). Hence, Company can issue shares at INR 743/- per share or more for said purpose.***

11. CAVEATS, LIMITATIONS AND DISCLAIMERS:

My report is subject to the scope limitations detailed hereinafter.

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. My engagement for this valuation consulting work does not include any procedures designed to discover any defalcations or other irregularities, should any exist.

I have not independently assessed the historic and future impact of COVID-19 Pandemic situation on the operation and financial efficiency of "MTPL". Management of "MTPL" has confirmed me that appropriate adjustment of COVID-19 is made in projected financial statement and i have relied upon information and documents received from Company and its Management.

Projected Financial information of explicit period 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. For the purpose of valuation I have taken base of Projected Financial Statement for explicit period prepared and certified by the management of the Company.

Valuation is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single value. While I have provided an assessment of the value based on the information available, application of certain formula and within the scope and constraints of our engagement, others may place a different value to the same.

No change of any item in this valuation/conclusion report shall be made by anyone other than me, and I shall have no responsibility for any such unauthorized change(s). Public information, estimates, 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.

The company and its representatives warranted to us that the information supplied to us was complete and accurate to the best of their knowledge and that the financial information properly reflects the business conditions and operating results for the respective periods in accordance with generally accepted accounting principles. Information supplied to us has been accepted as correct without any further verification. I have not audited, reviewed, or compiled the historical and projected financial information provided to us and, accordingly, i do not express any audit opinion or any other form of assurance on this information. Because of the limited purpose of the information presented, it may be incomplete and contain departures from generally accepted accounting principles. In the course of the valuation, i were provided with both written and verbal information. I have however, evaluated the information provided to us by the Company 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 Company. I assume no responsibility for any errors in the above information furnished by the Company and consequential impact on the present exercise.

Considering the dynamic environment and pace of technological developments, the market value of the business engaged in the area of high technology may change significantly in a short period of time.

The draft of the present report was circulated to the Management for confirming the facts stated in the report and to confirm that information or facts stated are not erroneous and the assumptions used are reasonable.

No investigation on the Company's claim to title of assets has been made for the purpose of this valuation and their claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the liabilities in the books. Therefore, no responsibility is assumed for matters of a legal nature.

My work does not constitute an audit or certification of the historical financial statements/prospective results including the working results of the Company referred to in this report. Accordingly, I am unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report. Valuation analysis and results are specific to the purpose of valuation mentioned in the report and is as per agreed terms of our engagement. 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.

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My recommendation is based on the estimates of future financial performance as projected by the management, which represents their view of reasonable expectation at the point of time when they were prepared, but such information and estimates are not offered as assurances that the particular level of income or profit will be achieved or events will occur as predicted. Actual results achieved during the period covered by the prospective financial statements may vary from those contained in the statement and the variation may be material. The fact that i have considered the projections in this exercise of valuation should not be construed or taken as me being associated with or a party to such projections.

A valuation of this nature involves consideration of various factors including those impacted by prevailing market trends in general and industry trends in particular. This report is issued on the understanding that the Management has drawn my attention to all the matters, which they are aware of concerning the financial position of the Company and any other matter, which may have an impact on my opinion, on the fair value of the shares of the Company including any significant changes that have taken place or are likely to take place in the financial position of the Company. I have no responsibility to update this report for events and circumstances occurring after the date of this report. My fees is not contingent to the results or output of this report. I will not be responsible to appear in front of Companies act, income tax, RBI or any other regulatory authority in relation to the said valuation.

The decision to carry out the transaction (including consideration thereof) on the basis of this valuation lies entirely with the “MTPL” and my work and my finding shall not constitute a recommendation as to whether or not “MTPL” should carry out the transaction. The report and conclusion of value are not intended by the author and should not be construed by the reader to be investment advice in any manner whatsoever. The conclusion of value represents my opinion, based on information furnished to us by the client and other sources. Any person/party intending to provide finance/invest in the shares/business of the Company shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision.

My report is meant for the purpose mentioned in point 2 of this report 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.

I acknowledge that I am independent valuer and have no present or contemplated financial interest in the Company. My fees for this valuation is based upon my normal billing rates, and not contingent upon the results or the value of the business or in any other manner. I have not been engaged by the Company in any unconnected transaction during last five years.

Neither me, nor any managers, employees of my firm makes any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information, based on which the valuation is carried out. All such parties expressly disclaim any and all liability for, or based on or relating to any such information contained in the valuation.

Thanking you,
Yours faithfully,

ABHISHEK CHHAJED
RV Registration No – IBBI/RV/03/2020/13674
Registered Valuer
Place: Ahmedabad

Encl: Annexure I referred in Point No. 9 & 10, Annexure A referred in point 9, Annexure B referred in Point no. 6, Annexure II referred in Point No. 10 and Annexure III referred in Point No. 10.

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ANNEXURE: I

DCF Method

Estimated future cash flow and Share Valuation working

Years	Cash Flow	COE	Present Value Factor	Discounted Cash Flow
2024-25	7,267,866.43	15.40%	0.8665	6,297,923.33
2025-26	9,483,873.96	15.40%	0.7509	7,121,420.62
2026-27	12,440,777.24	15.40%	0.6507	8,095,036.48
2027-28	16,351,079.25	15.40%	0.5638	9,219,516.62
2028-29	21,572,895.63	15.40%	0.4886	10,540,485.19
Terminal Value of Cash Flow	179,179,779.78	15.40%	0.4886	87,546,977.81
Total Value of Firm				128,821,360.04
Debt as at end of Explicit Period				54,761,258.36
Contingent Liability as at March 31, 2024				-
Cash and Cash Equivalent Balance as at March 31, 2024				6,329.00
Total Value of Equity share holders before DLOM				74,066,430.68
DLOM@12%				8,887,971.68
Total Value of Equity share holders after DLOM				65,178,459.00
Outstanding number of Equity Shares				87,700
Fair Value per Equity share in Rs				**743.00**

Assumptions	
Tax Rate	As per Income tax
Discount Rate	15.40%
Perpetual growth rate	3.00%

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ANNEXURE: A

COE

Particulars		Weights	
Cost of Equity	18.80%	0.50	9.40%
Risk free Return (10 years GOI Bond Yield as at April 01, 2024)	7.11%		
BSE Sensex (Since inception till April 01, 2024)	8.69%		
Beta (Assumed)	1.00		
Company Specific Risk (Assumed)	3.00%		
Debt Interest	12.00%	0.50	6.00%
WACC			**15.40%**
Growth Rate			**3.00%**

FREE CASH FLOW TO SHAREHOLDERS (AMOUNT IN RS.)

Year	2024-25	2025-26	2026-27	2027-28	2028-29
PAT	2,756,853.34	3,512,325.34	4,479,757.78	5,689,188.49	7,252,005.79
Depreciation	236,638.09	201,142.38	170,971.02	145,325.37	123,526.56
Capex	0.00	0.00	0.00	0.00	0.00
Changes in Borrowing	4,274,375.00	5,770,406.25	7,790,048.44	10,516,565.39	14,197,363.28
Changes working capital	0.00	0.00	0.00	0.00	0.00
Free cash flow to Firm	**7,267,866.43**	**9,483,873.96**	**12,440,777.24**	**16,351,079.25**	**21,572,895.63**
Terminal Value of Cash Flow					**179,179,779.78**

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"ANNEXURE B"

PROFIT AND LOSS ACCOUNT

(Amount in Rs.)

Particulars	FY 2022-23	FY 2023-24	FY 2024-25	FY 2025-26	FY 2026-27	FY 2027-28	FY 2028-29
	Actual	Prov.	Projected				
Revenue from Operation							
Revenue from Operations(Net)	-	-	25,000,000.00	31,250,000.00	39,375,000.00	49,612,500.00	62,960,081.66
Other Income			400,000.00	500,000.00	625,000.00	781,250.00	976,562.50
Total Income	-	-	**25,400,000.00**	**31,750,000.00**	**40,000,000.00**	**50,393,750.00**	**63,936,644.16**
Employee related exp	-	-	17,475,000.00	21,843,750.00	27,523,125.00	34,679,137.50	44,009,097.08
Other Expenses	25,200.00	25,200.00	3,750,000.00	4,687,500.00	5,906,250.00	7,441,875.00	9,444,012.25
Total Expenses	25,200.00	25,200.00	21,225,000.00	26,531,250.00	33,429,375.00	42,121,012.50	53,453,109.33
Net Profit Before Tax & Depreciation	**(25,200.00)**	**(25,200.00)**	**4,175,000.00**	**5,218,750.00**	**6,570,625.00**	**8,272,737.50**	**10,483,534.83**
Depreciation for the Year			236,638.09	201,142.38	170,971.02	145,325.37	123,526.56
Net Profit Before Tax	**(25,200.00)**	**(25,200.00)**	**3,938,361.91**	**5,017,607.62**	**6,399,653.98**	**8,127,412.13**	**10,360,008.27**
Tax Provision/Taxes	(3,295.00)		1,181,508.57	1,505,282.29	1,919,896.19	2,438,223.64	3,108,002.48
Net Profit/Loss transferred to Balance Sheet	**(21,905.00)**	**(25,200.00)**	**2,756,853.34**	**3,512,325.34**	**4,479,757.78**	**5,689,188.49**	**7,252,005.79**

(Sources: As Certified by management)

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BALANCE SHEET

(Amount in Rs. Thousands)

Particulars	FY 2022-23	FY 2023-24	FY 2024-25	FY 2025-26	FY 2026-27	FY 2027-28	FY 2028-29
	Actual	Actual			Projected		
EQUITY & LIABILITIES							
Shareholder's Fund:							
Share Capital	877,000.00	877,000.00	877,000.00	877,000.00	877,000.00	877,000.00	877,000.00
Reserves and Surplus	34,639,825.38	34,617,920.38	37,374,773.72	40,887,099.05	45,366,856.84	51,056,045.33	58,308,051.12
Unsecured Loan	12,212,500.00	12,212,500.00	16,486,875.00	22,257,281.25	30,047,329.69	40,563,895.08	54,761,258.36
Current Liability:							
Short Term Borrowing	-	-	500,000.00	750,000.00	1,500,000.00	2,250,000.00	3,375,000.00
Trade Payable	-	-	1,456,250.00	1,820,312.50	2,293,593.75	2,889,928.13	3,667,424.76
Other Current Liability & Provisions	53,695.00	75,600.00	117,180.00	2,000,000.00	3,700,000.00	5,735,000.00	8,889,250.00
Total	**47,783,020.38**	**47,783,020.38**	**56,812,078.72**	**68,591,692.80**	**83,784,780.27**	**103,371,868.53**	**129,877,984.23**
ASSETS							
Fixed Assets:							
Opening WDV	-	-	1,577,587.28	1,340,949.19	1,139,806.81	968,835.79	823,510.42
Add: Addition during the Year	-	-	-	-	-	-	-
Less: Depreciation during the Year	-	-	236,638.09	201,142.38	170,971.02	145,325.37	123,526.56
Closing WDV	1,577,587.00	1,577,587.28	1,340,949.19	1,139,806.81	968,835.79	823,510.42	699,983.86
Current Assets:							
Trade Receivables	-	-	7,187,500.00	8,984,375.00	11,320,312.50	14,263,593.75	18,101,023.48
Cash & Cash Equivalents	6,329.00	6,329.00	8,429,398.53	18,214,737.68	30,840,330.94	47,222,910.31	69,604,504.30
Other Current Assets	46,199,104.38	46,199,104.10	39,854,231.00	40,252,773.31	40,655,301.04	41,061,854.05	41,472,472.59
Total	**47,783,020.38**	**47,783,020.38**	**56,812,078.72**	**68,591,692.80**	**83,784,780.27**	**103,371,868.53**	**129,877,984.23**

(Sources: As Certified by management)

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ANNEXURE: II

NAV Method

Particulars	Amount
Book Value of Assets	47,783,020.38
Adjustments:	
Less: Book Value of Immovable Property	0.00
Add: Market Value of Immovable Property	0
Less: Deferred Tax Assets	0
Revised Value of Asset (A)	**47,783,020.38**
Liabilities of the Company	
Non Current Liabilities	12,212,500.00
Current Liability	75,600.00
Total Liabilities of the Company (B)	**12,288,100.00**
Net Assets of the Company	35,494,920.38
No of Shares of the Company	87,700
Fair Value per Share	404.731

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E-mail – csabhishekchhajed1@gmail.com Contact number - +91 94088 12129

ANNEXURE: III

P/E Multiple

Particulars	P/E
Novateor Research Laboratories Ltd.	231.25
PH Trading Ltd.	0
Shraddha Prime Projects Ltd.	-14.24
AVERAGE	72.33667
EPS of Mamta Tradings Private Limited	0
Value	0

ABHISHEK CHHAJED
REG. NO. IBBI/RV/
03/2020/13674
Security or Financial Assets Valuer

VALUATION REPORT OF EQUITY SHARES

OF

ROOPYAA TRADEBIZZ LIMITED

Prepared by:

Hemang Harshadbhai Shah

Practicing Company Secretary

IBBI Registered Valuer - Securities or Financial Assets

Registered Trademark Agent

Qualified Independent Director

Contact:

E – Mail: hemang_shah1989@yahoo.com

Mobile: 9099712511

I. Preamble

This report is prepared by Hemang Shah, Proprietor of Hemang Shah & Associates and IBBI Registered Valuer (Registered Valuer) solely for the purpose of valuation Equity Shares of ROOPYAA TRADEBIZZ LIMITED (The Company). Registered Valuer has been appointed by the Company on 09th April, 2024 ("Date of Appointment"). The valuation date is 01st April, 2024 ("Valuation date"). This report is subject to the scope of limitations detailed hereinafter. This report has been prepared solely for the purpose set out in this report and should not be reproduced (in part or otherwise) in any other document whatsoever without Registered Valuer's specific written consent.

Registered Valuer has relied on such data, information, etc. as was necessary and deemed for the purpose of this assignment which has been made available to Registered Valuer by the management of the Company / Authorized Person and relied on the statements, information and explanation provided and has not tried to evaluate the accuracy thereof.

Registered Valuer's work does not constitute certification or due diligence of the past working results of the Company and Registered Valuer has relied upon the information provided to it by the Company as set out in their results.

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II. Scope and Purpose of Valuation

The purpose of this Valuation Report is to determine Value of the Equity Shares of ROOPYAA TRADEBIZZ LIMITED having face value of Rs. 10.00/- each as on 01st April, 2024 for proposed issue of Equity Shares as per the requirements of the Companies Act 2013.

III. Identity of the Valuer and Any other experts involved in the Valuation

Name of the Valuer	Hemang Harshadbhai Shah
Registration Number	IBBI/RV/03/2020/12854
Address of the Valuer	Co – Venture hub, 314 - 316, 3rd Floor, Kalp Business Hub, Above SBI Bank, Bahucharaji Road, Karelibaugh, Vadodara – 390018
Contact Detail	9099712511
Email Address	hemang_shah1989@yahoo.com
Qualifications	Practicing Company Secretary, IBBI Registered Valuer, Registered Trade Mark Agent, Qualified Independent Director
Disclosure of Interest or Conflict	None
Any other experts involved	None

IV. Inspections and / or investigation undertaken

Following are the Sources of information:

(A) Projections up to 31st March, 2029.
(B) Other business related information and explanations given during the process of valuation as was required for filling the gaps.
(C) Reliance has been placed on the verbal explanations and information given to us and certified documents provided by directors of the Company and other representatives and associates of the Company.

V. About the Company

Name of the Company	ROOPYAA TRADEBIZZ LIMITED
Date of Incorporation	15/07/2016
CIN	U93090GJ2016PLC092957
Registered office	702,7th Floor, Silicon Tower, B/h Samartheshwar Mahadev,Law Garden, El, lisbridge, Ahmedabad, Ahmedabad, Gujarat, India, 380006
Director(s)	As per **"Annexure – A".**

Authorized and Paid Up Capital of the Company as on Valuation Report Date is Rs. 4,50,00,000.00/- and Rs. 3,06,00,000.00/- respectively.

VI. About the Business of the Company - Main object of the Company as per MOA of the Company

As per **"Annexure – B"**.

VII. Procedures adopted in carrying out the Valuation and Valuation Standard followed

(A) Receipt of proposal for valuation;
(B) Collection of information and documents;
(C) Determining valuation approaches and methods;
(D) Valuation synthesis & revisiting the assumptions and decision made; Report preparation and its validation;

VIII. Valuation Standards followed

International Valuations methodology and relevant International Valuations Standards (popularly known as 'IVS') issued by IVSC have been followed for preparation and valuation of the Equity Shares.

IX. Premises of value, Valuation Approaches and Methods

The valuation exercise involves selecting a method suitable for the purpose of valuation, by exercise of judgment by the Valuer, based on the facts and circumstances as applicable to the specific transaction.

Valuation by its very nature, cannot be regarded as an exact science and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment. Given the same set of facts and using the same assumptions, expert opinions may differ due to the number of separate judgment decisions. There can therefore be no standard formula to establish an indisputable value, although certain formula are helpful in assessing reasonableness.

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The internationally / generally accepted valuation methodologies have been discussed hereinafter, along with the reasons for choice of approach used.

Premise of Value

The premise of the value determination is 'Going Concern' and the value of Equity Shares so determined is of a company expected to continue to operate in future.

Approaches of Valuation

There are three approaches to carry out valuation of Equity Shares:

1. Market Approach
2. Cost Approach
3. Income Approach

1. Market Approach

Usually under the market based approach, the methods that may be applied are Market Price Method, Comparable Multiple Method (CMM), Comparable Transaction Method (CTM) or Price of Recent Investment Method (PORI). Under CMM method various multiple like EV/Sales, EV/EBITDA, P/BV P/E, Price/Sales can be used to value a business or Securities or Financial Assets depending upon the facts and circumstances of the cases.

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Under this approach, the book value / replaceable value / realizable value of the underlying assets of the company is determined to arrive at the value of the business, depending on the facts and circumstances applicable to a company.

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Under PECV method, the average earning on the basis of past 3-5 year are first determined, adjustments are then made for any exceptional transactions or items of non- recurring nature. The adjusted average earning are then capitalized at an appropriate rate to arrive at the value of business. The capitalization rate so factored has to be decided depending upon various factors such as the earning trend in the industries, P/E prevailing in the industries etc.

In the present case, for the application of the Market approach we have considered couple of multiples of peer listed companies. But as there were inconstancy in the results as per “Annexure – C”, we have given zero weightage to the Market Approach.

As per “Annexure – C” we have considered Cost Approach but as discussed with the management of the Company, Cost Approach may not reflect true value of the Company as it is expecting good growth in near future, we have given zero weightage to the Cost Approach.

We have considered Income Approach as the Company has provided projections for its business which may have significant impact on the Company’s value and accordingly we have given 100% weightage to it.

X. List of Assumptions and Limiting Conditions

1. 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.

2. Public information, estimates, industry and statistical information contained in this report have been obtained from sources considered to be reliable. However, the undersigned, 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.

3. The company and its representatives warranted to the undersigned that the information supplied was complete and accurate to the best of their knowledge and that the financial information properly reflects the business conditions and operating results for the respective periods in accordance with generally accepted accounting principles. We have not audited, reviewed, or compiled the financial information provided to us and, accordingly, we express no audit opinion or any other form of assurance on this information.

4. I do not provide assurance on the achievability of the results forecasted by the client because events and circumstances frequently do not occur as expected; differences between actual and expected results may be material; and achievement of the forecasted results is dependent on actions, plans, and assumptions of management. Projections were made, analyzed, discussed, modified and finalized by the Company and the Company is confident to achieve results projected by them.

5. 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 written consent . 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.

6. This valuation reflects facts and conditions existing or reasonable foreseeable at the valuation date. Subsequent events have not been considered, and the undersigned has no obligation to update the report for such events and conditions.

7. No change of any item in this valuation / conclusion report shall be made by anyone other than the undersigned and shall has no responsibility for any such unauthorized change.

8. It is assumed that there is full compliance with all applicable Central, State, and local environmental regulations and laws and I do not provide assurance on compliance of various laws and acts i.e. Companies Act, 2013.

9. To derive Valuation, the Company has made few assumptions which may differ Accounting Principles.

10. I have made no investigation of title to property, and assume that the owner’s claim to the property is valid.

XI. Valuation of Equity Shares.

As per **"Annexure – C".**

Notes to valuation calculation:

1. Projections, Cash Flow and other financial data were provided by the Company.
2. The Company has assumed terminal growth rate @ 3%.
3. Tax rate was assumed by the Company.
4. After discussion with the Company, understanding the Company and Industry, cost of capital was assumed at 16.90%.
5. We have applied general discount @ 12.00% for lack of control, lack of marketability and other factors.

Based on analysis of the company and subject to our comments and caveats as detailed, the fair value of the Equity Shares of the company (As calculated in "Annexure – C") as on 01st April, 2024 having face value of Rs. 10.00/- each has been arrived at Rs. 316.814764/-.

HEMANG SHAH
IBBI Registered Valuer
Registration Number: IBBI/RV/03/2020/12854
COP Number: ICSIRVO/SFA/93

Date: 10th April, 2024
Place: Vadodara

ROOPYAA TRADEBIZZ LIMITED

ANNEXURE - A = LIST OF DIRECTORS AS ON VALUATION DATE

SERIAL NUMBER	DIN	FULL NAME	DESIGNATION	DATE OF APPOINTMENT
1	*****0167P	KUNJIT MAHESHBHAI PATEL	CFO	13/12/2022
2	06719295	KUNJIT MAHESHBHAI PATEL	Whole-time director	01/04/2021
3	08403856	DEVANG VASANTBHAI DHANANI	Director	30/03/2019
4	06904914	ASHISH AGARWAL	Director	13/04/2022
5	07462097	PANKAJ BAID	Director	13/04/2022
6	09499280	RUPA BHASKAR JHA	Managing Director	13/04/2022

ROOPYAA TRADEBIZZ LIMITED

ANNEXURE - B = BUSINESS OF THE COMPANY / MAIN OBJECT AS PER MOA

To provide services as trade adviser, business management advisor and/or otherwise to develop design acquire adopt deal. host and install website on internet or electronic sites, platform for marketing. advertising and trading of goods, raw materials merchandise, articles, machineries, plant apparatus appliances equipment and commodities of every kind, class and description and to supply and provide services of all kind as may be considered necessary an to carry on the business of online or offline marketing distribution, sales and sales promotion retailing, indenting, exporting, importing, buying seling, transporting of consumer products, industrial products, engineering products, Plant & Machineries, house hold appliance commodities healthcare products, pharmaceuticals products, medicines, drugs, equipments agricultural products, spices, beverages, metal and minerals products, chemicals, paper products, all kinds of packing materials, textile products, electronic and electrical equipments including hardware and software of computers and all other products and commodities as the company may deem fit and to pursue all other commercial activities, things as may be considered necessary.

ROOPYAA TRADEBIZZ LIMITED

ANNEXURE - C = VALUATION CALCULATION

(A) Income Approach with 100% Weightage:

Estimated future cash flow and Share Valuation working

Years	Cash Flow	COE	Present Value Factor	Discounted Cash Flow
2024-25	72,596.54	16.90%	0.8554	62,100.88
2025-26	93,692.45	16.90%	0.7318	68,559.58
2026-27	121,677.86	16.90%	0.6260	76,165.25
2027-28	156,999.29	16.90%	0.5355	84,066.86
2028-29	206,803.23	16.90%	0.4580	94,725.35
Terminal Value of Cash Flow	1,532,316.67	16.90%	0.4580	701,871.19
Total Value of Firm				1,087,489.10
Debt as at end of Explicit Period				43,620.26
Contingent Liability as at March 31, 2024				-
Cash and Cash Equivalent Balance as at March 31, 2024				57,782.51
Total Value of Equity share holders before DLOM				1,101,651.34
DLOM@12%				132,198.16
Total Value of Equity share holders after DLOM				969,453.18
Outstanding number of Equity Shares				3,060
Fair Value per Equity share in Rs				**316.814764**

COE

Particulars		Weights	
Cost of Equity	18.80%	50%	9.40%
Risk free Return (10 years GOI Bond Yield as at April	7.11%		
BSE Sensex (Since inception till April 01, 2024)	8.69%		
Beta (Assumed)	1.00		
Company Specific Risk (Assumed)	3.00%		
WACC			**16.90%**
Growth Rate			**3.00%**

Particulars	FY 2022-23	FY 2023-24	FY 2024-25	FY 2025-26	FY 2026-27	FY 2027-28	FY 2028-29
	Actual	Prov.			Projected		
EQUITY & LIABILITIES							
Shareholder's Fund:							
Share Capital	30,600.00	30,600.00	30,600.00	30,600.00	30,600.00	30,600.00	30,600.00
Reserves and Surplus	25,274.58	85,865.63	1,51,881.73	2,38,551.46	3,52,473.32	5,00,646.65	6,97,156.12
Share Application Money Pending			-	-	-	-	-
Unsecured Loan	12,429.12	14,293.49	17,866.86	22,333.58	27,916.97	34,896.21	43,620.26
Deferred Tax Liability	1,549.18	1,549.18	1,549.18	1,549.18	1,549.18	1,549.18	1,549.18
Current Liability:							
Short Term Borrowing	15,133.31	18,916.64	23,645.80	29,557.25	36,946.56	46,183.20	57,729.00
Trade Payable	28,340.06	35,425.08	44,281.34	55,351.68	69,189.60	86,487.00	1,08,108.75
Other Current Liability & Provisions	13,060.15	16,325.19	20,406.48	25,508.11	31,885.13	39,856.41	49,820.52
Total	**1,26,386.40**	**2,02,975.20**	**2,90,231.40**	**4,03,451.25**	**5,50,560.76**	**7,40,218.65**	**9,88,583.83**
ASSETS							
Fixed Assets:							
Opening WDV	-	23,584.84	20,047.11	17,040.05	14,484.04	12,311.43	10,464.72
Add: Addition during the Year	-		-	-	-	-	-
Less: Depreciation during the Year		3,537.73	3,007.07	2,556.01	2,172.61	1,846.72	1,569.71
Closing WDV	23,584.84	20,047.11	17,040.05	14,484.04	12,311.43	10,464.72	8,895.01
Intangible Assets	5,030.69	5,030.69	5,030.69	5,030.69	5,030.69	5,030.69	5,030.69
Projected Revenue	-		-	-	-	-	-
Investment (Projected Surplus)			-	-	-	-	
Current Assets:							
Inventories	44,158.28	55,197.85	68,997.31	86,246.64	1,07,808.30	1,34,760.38	1,68,450.47
Trade Receivables	36,863.36	46,079.20	57,599.00	71,998.75	89,998.44	1,12,498.05	1,40,622.56
Cash & Cash Equivalents	1,678.96	57,782.51	1,18,017.05	1,96,257.00	2,98,619.24	4,31,474.01	6,08,096.58
Other Current Assets	15,070.27	18,837.84	23,547.30	29,434.12	36,792.65	45,990.81	57,488.52
Total	**1,26,386.40**	**2,02,975.20**	**2,90,231.40**	**4,03,451.25**	**5,50,560.76**	**7,40,218.65**	**9,88,583.83**

Particulars	FY 2022-23	FY 2023-24	FY 2024-25	FY 2025-26	FY 2026-27	FY 2027-28	FY 2028-29
	Actual	Prov.			Projected		
Revenue from Operation							
Revenue from Operations(Net)	5,87,337.21	10,90,287.75	13,51,956.81	16,76,426.44	20,78,768.79	25,77,673.29	32,65,488.81
Other Income	87.86	100.00	125.00	156.25	195.31	244.14	305.18
Total Income	**5,87,425.07**	**10,90,387.75**	**13,52,081.81**	**16,76,582.69**	**20,78,964.10**	**25,77,917.43**	**32,65,793.99**
Raw Material	5,34,093.64	9,81,258.97	12,11,353.30	15,03,754.52	18,64,655.60	23,12,172.94	29,29,143.46
Other Expenses	39,603.62	45,000.00	49,500.00	54,450.00	59,895.00	65,884.50	72,472.95
Total Expenses	5,73,697.26	10,26,258.97	12,60,853.30	15,58,204.52	19,24,550.60	23,78,057.44	30,01,616.41
Net Profit Before Tax & Depreciation	**13,727.81**	**64,128.77**	**91,228.51**	**1,18,378.17**	**1,54,413.50**	**1,99,859.99**	**2,64,177.57**
Depreciation for the Year	2,717.98	3,537.73	3,007.07	2,556.01	2,172.61	1,846.72	1,569.71
Net Profit Before Tax	**11,009.83**	**60,591.05**	**88,221.44**	**1,15,822.17**	**1,52,240.89**	**1,98,013.27**	**2,62,607.87**
Tax Provision/Taxes	-		22,205.34	29,152.44	38,319.03	49,839.94	66,098.40
Net Profit/Loss transferred to Balance Sheet	**11,009.83**	**60,591.05**	**66,016.10**	**86,669.73**	**1,13,921.86**	**1,48,173.33**	**1,96,509.47**

ROOPYAA TRADEBIZZ LIMITED

ANNEXURE - C = VALUATION CALCULATION

(B) Market Approach with 0% Weightage:

Particulars	P/E	P/B
Nandan Denim Ltd.	261.67	0.42
Sangam (India) Ltd.	7.31	1.1
AVERAGE	134.49	0.76
EPS of Om Selection limited	71.23	
Value	9579.723	
Book Value of Om Selection Limited		100.267
Value		76.20292

ROOPYAA TRADEBIZZ LIMITED

ANNEXURE - C = VALUATION CALCULATION

(C) Cost Approach with 0% Weightage:

Particulars	Amount
Book Value of Assets	1,27,819.85
Adjustments:	
Less: Book Value of Immovable Property	0.00
Add: Market Value of Immovable Property	0
Less: Deferred Tax Assets	0
Revised Value of Asset (A)	**1,27,819.85**
Liabilities of the Company	
Non Current Liabilities	77,513.78
Current Liability	35,265.96
Total Liabilities of the Company (B)	**1,12,779.74**
Net Assets of the Company	15,040.11
No of Shares of the Company	150
Fair Value per Share	100.267

VALUATION REPORT OF EQUITY SHARES

OF

RFBL FLEXI PACK LIMITED

Prepared by:

Hemang Harshadbhai Shah

Practicing Company Secretary

IBBI Registered Valuer - Securities or Financial Assets

Registered Trademark Agent

Qualified Independent Director

Contact:

E – Mail: hemang_shah1989@yahoo.com

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Date of Incorporation	11/07/2005
CIN	U25202GJ2005PLC046403
Registered office	702,7th Floor, Silicon Tower B/h Samartheshwar Mahadev, Law Garden, E, llisbridge, Ahmedabad, Ahmedabad, Gujarat, India, 380006
Director(s)	As per **"Annexure – A".**

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Under PECV method, the average earning on the basis of past 3-5 year are first determined, adjustments are then made for any exceptional transactions or items of non- recurring nature. The adjusted average earning are then capitalized at an appropriate rate to arrive at the value of business. The capitalization rate so factored has to be decided depending upon various factors such as the earning trend in the industries, P/E prevailing in the industries etc.

In the present case, for the application of the Market approach we have considered couple of multiples of peer listed companies. But as there were inconstancy in the results as per “Annexure – C”, we have given zero weightage to the Market Approach.

As per “Annexure – C” we have considered Cost Approach but as discussed with the management of the Company, Cost Approach may not reflect true value of the Company as it is expecting good growth in near future, we have given zero weightage to the Cost Approach.

We have considered Income Approach as the Company has provided projections for its business which may have significant impact on the Company’s value and accordingly we have given 100% weightage to it.

X. List of Assumptions and Limiting Conditions

1. 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.

2. Public information, estimates, industry and statistical information contained in this report have been obtained from sources considered to be reliable. However, the undersigned, 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.

3. The company and its representatives warranted to the undersigned that the information supplied was complete and accurate to the best of their knowledge and that the financial information properly reflects the business conditions and operating results for the respective periods in accordance with generally accepted accounting principles. We have not audited, reviewed, or compiled the financial information provided to us and, accordingly, we express no audit opinion or any other form of assurance on this information.

4. I do not provide assurance on the achievability of the results forecasted by the client because events and circumstances frequently do not occur as expected; differences between actual and expected results may be material; and achievement of the forecasted results is dependent on actions, plans, and assumptions of management. Projections were made, analyzed, discussed, modified and finalized by the Company and the Company is confident to achieve results projected by them.

5. 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 written consent . 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.

6. This valuation reflects facts and conditions existing or reasonable foreseeable at the valuation date. Subsequent events have not been considered, and the undersigned has no obligation to update the report for such events and conditions.

7. No change of any item in this valuation / conclusion report shall be made by anyone other than the undersigned and shall has no responsibility for any such unauthorized change.

8. It is assumed that there is full compliance with all applicable Central, State, and local environmental regulations and laws and I do not provide assurance on compliance of various laws and acts i.e. Companies Act, 2013.

9. To derive Valuation, the Company has made few assumptions which may differ Accounting Principles.

10. I have made no investigation of title to property, and assume that the owner’s claim to the property is valid.

XI. Valuation of Equity Shares.

As per **“Annexure – C”.**

Notes to valuation calculation:

1. Projections, Cash Flow and other financial data were provided by the Company.
2. The Company has assumed terminal growth rate @ 3%.
3. Tax rate was assumed by the Company.
4. After discussion with the Company, understanding the Company and Industry, cost of capital was assumed at 16.90%.
5. We have applied general discount @ 12.00% for lack of control, lack of marketability and other factors.

Based on analysis of the company and subject to our comments and caveats as detailed, the fair value of the Equity Shares of the company (As calculated in “Annexure – C”) as on 01st April, 2024 having face value of Rs. 10.00/- each has been arrived at Rs. 718.6024/-.

HEMANG SHAH
IBBI/RV/03/2020/12854
ICSI RVO/SFA/93
REGISTERED VALUER

HEMANG SHAH
IBBI Registered Valuer
Registration Number: IBBI/RV/03/2020/12854
COP Number: ICSIRVO/SFA/93

Date: 10th April, 2024
Place: Vadodara

RFBL FLEXI PACK LIMITED

ANNEXURE - A = LIST OF DIRECTORS AS ON VALUATION DATE

SERIAL NUMBER	DIN	FULL NAME	DESIGNATION	DATE OF APPOINTMENT
1	09829435	MITESH MILANBHAI SOLANKI	Director	28/12/2022
2	06719295	KUNJIT MAHESHBHAI PATEL	Director	28/12/2022
3	10377348	AMIT PUNAMBHAI PARMAR	Additional Director	03/11/2023

RFBL FLEXI PACK LIMITED

ANNEXURE - B = BUSINESS OF THE COMPANY / MAIN OBJECT AS PER MOA

To carry on the business in India or elsewhere of manufacturing and trading of Multilayer flexible printed packing materials, polyester poly laminated printed pouches, polyester poly laminated printed rolls, printed paper rolls, low density surface printed bags and dealers, importers and exporters of plastics, plastic materials and lastic goods of all kinds including manufacturing, buying, selling, converting, fabricating film, bags, tubes, pipes, glow signs, containers and packing of materials and packages made of whatever materials/substances and compounds including paper, jute, cotton, rubber, plastic, glass board and wood, articles of mentioned above.

RFBL FLEXI PACK LIMITED

ANNEXURE - C = VALUATION CALCULATION

(A) Income Approach with 100% Weightage:

Estimated future cash flow and Share Valuation working

Years	Cash Flow	COE	Present Value Factor	Discounted Cash Flow
2024-25	64,629.11	16.90%	0.8554	55,285.34
2025-26	83,979.15	16.90%	0.7318	61,451.86
2026-27	108,295.16	16.90%	0.6260	67,788.24
2027-28	140,263.60	16.90%	0.5355	75,105.56
2028-29	191,632.08	16.90%	0.4580	87,776.27
Terminal Value of Cash Flow	1,419,905.46	16.90%	0.4580	650,381.71
Total Value of Firm				997,788.97
Debt as at end of Explicit Period				18,498.84
Contingent Liability as at March 31, 2024				-
Cash and Cash Equivalent Balance as at March 31, 2024				41,451.91
Total Value of Equity share holders before DLOM				1,020,742.05
DLOM@12%				122,489.05
Total Value of Equity share holders after DLOM				898,253.00
Outstanding number of Equity Shares				1,250
Fair Value per Equity share in Rs				**718.6024**

COE			
Particulars		**Weights**	
Cost of Equity	18.80%	50%	9.40%
Risk free Return (10 years GOI Bond Yield as at April	7.11%		
BSE Sensex (Since inception till April 01, 2024)	8.69%		
Beta (Assumed)	1.00		
Company Specific Risk (Assumed)	3.00%		
WACC			**16.90%**
Growth Rate			**3.00%**

Particulars	FY 2022-23	FY 2023-24	FY 2024-25	FY 2025-26	FY 2026-27	FY 2027-28	FY 2028-29
	Actual	Prov.			Projected		
EQUITY & LIABILITIES							
Shareholder's Fund:							
Share Capital	12,500.00	12,500.00	12,500.00	12,500.00	12,500.00	12,500.00	12,500.00
Reserves and Surplus	28,499.19	78,050.51	1,38,186.66	2,17,826.40	3,21,808.58	4,57,656.77	6,34,158.67
Share Application Money Pending			-	-	-	-	-
Unsecured Loan	6,464.58	7,434.27	8,921.12	10,705.34	12,846.41	15,415.70	18,498.84
Deferred Tax Liability	2,828.39	1,549.18	1,549.18	1,549.18	1,549.18	1,549.18	1,549.18
Current Liability:							
Short Term Borrowing	15,133.31	18,916.64	23,645.80	29,557.25	36,946.56	46,183.20	57,729.00
Trade Payable	26,243.42	32,804.28	41,005.34	51,256.68	64,070.85	80,088.56	1,00,110.70
Other Current Liability & Provisions	12,441.15	15,551.44	19,439.30	24,299.12	30,373.90	37,967.38	47,459.22
Total	**1,04,110.04**	**1,66,806.31**	**2,45,247.40**	**3,47,693.97**	**4,80,095.48**	**6,51,360.78**	**8,72,005.60**
ASSETS							
Fixed Assets:							
Opening WDV	-	23,577.29	20,040.70	17,034.59	14,479.40	12,307.49	10,461.37
Add: Addition during the Year	-		-	-	-	-	-
Less: Depreciation during the Year		3,536.59	3,006.10	2,555.19	2,171.91	1,846.12	1,569.21
Closing WDV	23,577.29	20,040.70	17,034.59	14,479.40	12,307.49	10,461.37	8,892.16
Intangible Assets							
Projected Revenue	-		-	-	-	-	-
Investment (Projected Surplus)	10.39	10.39	10.39	10.39	10.39	10.39	10.39
Current Assets:							
Inventories	44,158.28	55,197.85	68,997.31	86,246.64	1,07,808.30	1,34,760.38	1,68,450.47
Trade Receivables	31,845.17	39,806.46	49,758.08	62,197.60	77,747.00	97,183.75	1,21,479.68
Cash & Cash Equivalents	1,489.30	41,451.91	96,573.28	1,68,667.75	2,62,107.07	3,83,800.86	5,41,742.84
Other Current Assets	3,029.61	10,299.00	12,873.75	16,092.19	20,115.23	25,144.04	31,430.05
Total	**1,04,110.04**	**1,66,806.31**	**2,45,247.40**	**3,47,693.97**	**4,80,095.48**	**6,51,360.78**	**8,72,005.60**

Particulars	FY 2022-23	FY 2023-24	FY 2024-25	FY 2025-26	FY 2026-27	FY 2027-28	FY 2028-29
	Actual	Prov.			Projected		
Revenue from Operation							
Revenue from Operations(Net)	5,52,806.12	9,79,879.12	12,05,251.32	14,82,459.13	18,23,424.72	22,61,046.66	28,11,063.35
Other Income	83.37	100.00	110.00	121.00	133.10	146.41	161.05
Total Income	**5,52,889.49**	**9,79,979.12**	**12,05,361.32**	**14,82,580.13**	**18,23,557.82**	**22,61,193.07**	**28,11,224.40**
Raw Material	5,04,324.16	8,81,891.21	10,72,673.68	13,19,388.62	16,22,848.00	20,12,331.53	25,01,846.38
Other Expenses	37,259.23	45,000.00	49,500.00	54,450.00	59,895.00	65,884.50	72,472.95
Total Expenses	5,41,583.39	9,26,891.21	11,22,173.68	13,73,838.62	16,82,743.00	20,78,216.03	25,74,319.33
Net Profit Before Tax & Depreciation	**11,306.10**	**53,087.91**	**83,187.65**	**1,08,741.50**	**1,40,814.82**	**1,82,977.04**	**2,36,905.07**
Depreciation for the Year	873.86	3,536.59	3,006.10	2,555.19	2,171.91	1,846.12	1,569.21
Net Profit Before Tax	**10,432.24**	**49,551.32**	**80,181.54**	**1,06,186.31**	**1,38,642.91**	**1,81,130.92**	**2,35,335.86**
Tax Provision/Taxes	1,337.80		20,045.39	26,546.58	34,660.73	45,282.73	58,833.97
Net Profit/Loss transferred to Balance Sheet	**9,094.44**	**49,551.32**	**60,136.16**	**79,639.74**	**1,03,982.18**	**1,35,848.19**	**1,76,501.90**

RFBL FLEXI PACK LIMITED

ANNEXURE - C = VALUATION CALCULATION

(B) Market Approach with 0% Weightage:

Particulars	**P/E**	**P/B**
Uma Converter Ltd.	56.98	0.97
Orient Press Ltd.	-16.73	0.83
AVERAGE	20.125	0.9
EPS of RFBL Flexi Pack limited	39.64	
Value	797.755	
Book Value of RFBL Flexi Pack limited		72.44041
Value		65.19637

RFBL FLEXI PACK LIMITED

ANNEXURE - C = VALUATION CALCULATION

(C) Cost Approach with 0% Weightage:

Particulars	Amount
Book Value of Assets	1,66,806.31
Adjustments:	
Less: Book Value of Immovable Property	0.00
Add: Market Value of Immovable Property	0
Less: Deferred Tax Assets	0
Revised Value of Asset (A)	**1,66,806.31**
Liabilities of the Company	
Non Current Liabilities	8,983.45
Current Liability	67,272.35
Total Liabilities of the Company (B)	**76,255.80**
Net Assets of the Company	90,550.51
No of Shares of the Company	1,250
Fair Value per Share	72.440

VALUATION REPORT OF EQUITY SHARES

OF

OM SELECTION LIMITED

Prepared by:

Hemang Harshadbhai Shah

Practicing Company Secretary

IBBI Registered Valuer - Securities or Financial Assets

Registered Trademark Agent

Qualified Independent Director

Contact:

E – Mail: hemang_shah1989@yahoo.com

Mobile: 9099712511

I. Preamble

This report is prepared by Hemang Shah, Proprietor of Hemang Shah & Associates and IBBI Registered Valuer (Registered Valuer) solely for the purpose of valuation Equity Shares of OM SELECTION LIMITED (The Company). Registered Valuer has been appointed by the Company on 09th April, 2024 (“Date of Appointment”). The valuation date is 01st April, 2024 ("Valuation date"). This report is subject to the scope of limitations detailed hereinafter. This report has been prepared solely for the purpose set out in this report and should not be reproduced (in part or otherwise) in any other document whatsoever without Registered Valuer’s specific written consent.

Registered Valuer has relied on such data, information, etc. as was necessary and deemed for the purpose of this assignment which has been made available to Registered Valuer by the management of the Company / Authorized Person and relied on the statements, information and explanation provided and has not tried to evaluate the accuracy thereof.

Registered Valuer’s work does not constitute certification or due diligence of the past working results of the Company and Registered Valuer has relied upon the information provided to it by the Company as set out in their results.

Registered Valuer has not carried out any physical verification of the assets and liabilities of the Company and takes no responsibility on the identification, availability and valuation of such assets and liabilities.

II. Scope and Purpose of Valuation

The purpose of this Valuation Report is to determine Value of the Equity Shares of OM SELECTION LIMITED having face value of Rs. 10.00/- each as on 01st April, 2024 for proposed issue of Equity Shares as per the requirements of the Companies Act 2013.

III. Identity of the Valuer and Any other experts involved in the Valuation

Name of the Valuer	Hemang Harshadbhai Shah
Registration Number	IBBI/RV/03/2020/12854
Address of the Valuer	Co – Venture hub, 314 - 316, 3rd Floor, Kalp Business Hub, Above SBI Bank, Bahucharaji Road, Karelibaugh, Vadodara – 390018
Contact Detail	9099712511
Email Address	hemang_shah1989@yahoo.com
Qualifications	Practicing Company Secretary, IBBI Registered Valuer, Registered Trade Mark Agent, Qualified Independent Director
Disclosure of Interest or Conflict	None
Any other experts involved	None

IV. Inspections and / or investigation undertaken

Following are the Sources of information:

(A) Projections up to 31st March, 2029.
(B) Other business related information and explanations given during the process of valuation as was required for filling the gaps.
(C) Reliance has been placed on the verbal explanations and information given to us and certified documents provided by directors of the Company and other representatives and associates of the Company.

V. About the Company

Name of the Company	OM SELECTION LIMITED
Date of Incorporation	10/03/2022
CIN	U18101GJ2022PLC130031
Registered office	47 3RD F BLOCK-D TPS18 P17 SUMELBUSINESS PARK 3 RAJHIRAPUR NR MAHIPATRAM ASHRAM, Ahmedabad, AHMEDABAD, Gujarat, India, 380001
Director(s)	As per **"Annexure – A".**

Authorized and Paid Up Capital of the Company as on Valuation Report Date is Rs. 2,00,00,000.00/- and Rs. 1,96,30,000.00/- respectively.

VI. About the Business of the Company - Main object of the Company as per MOA of the Company

As per **"Annexure – B"**.

VII. Procedures adopted in carrying out the Valuation and Valuation Standard followed

(A) Receipt of proposal for valuation;
(B) Collection of information and documents;
(C) Determining valuation approaches and methods;
(D) Valuation synthesis & revisiting the assumptions and decision made; Report preparation and its validation;

VIII. Valuation Standards followed

International Valuations methodology and relevant International Valuations Standards (popularly known as 'IVS') issued by IVSC have been followed for preparation and valuation of the Equity Shares.

IX. Premises of value, Valuation Approaches and Methods

The valuation exercise involves selecting a method suitable for the purpose of valuation, by exercise of judgment by the Valuer, based on the facts and circumstances as applicable to the specific transaction.

Valuation by its very nature, cannot be regarded as an exact science and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment. Given the same set of facts and using the same assumptions, expert opinions may differ due to the number of separate judgment decisions. There can therefore be no standard formula to establish an indisputable value, although certain formula are helpful in assessing reasonableness.

For the purpose of determining fair value, a Valuer may therefore, use any of the approaches as per the generally / internationally accepted valuation methodologies which in its opinion are most appropriate based on the facts of each valuation.

The internationally / generally accepted valuation methodologies have been discussed hereinafter, along with the reasons for choice of approach used.

Premise of Value

The premise of the value determination is 'Going Concern' and the value of Equity Shares so determined is of a company expected to continue to operate in future.

Approaches of Valuation

There are three approaches to carry out valuation of Equity Shares:

1. Market Approach
2. Cost Approach
3. Income Approach

1. Market Approach

Usually under the market based approach, the methods that may be applied are Market Price Method, Comparable Multiple Method (CMM), Comparable Transaction Method (CTM) or Price of Recent Investment Method (PORI). Under CMM method various multiple like EV/Sales, EV/EBITDA, P/BV P/E, Price/Sales can be used to value a business or Securities or Financial Assets depending upon the facts and circumstances of the cases.

2. Cost Approach

Under this approach, the book value / replaceable value / realizable value of the underlying assets of the company is determined to arrive at the value of the business, depending on the facts and circumstances applicable to a company.

Usually under the asset-based approach, the methods that maybe applied are Net Book Value Method, Net Replaceable Value, Net Realizable Value.

Net Book Value method considers the book value of all assets and liabilities and arrives at fair value of underlying asset whereas Net Replaceable Value is the method which considers replacement cost of existing assets instead of Book Value and Net Realizable Value is the Method which considers realizable value instead of Book Value of assets and liabilities.

3. Income Approach

Usually under the Income Based Approach, the methods that may be applied are Discounted Cash Flow Method / Dividend Discount Method (DCF) or the Price Earning Capacity Value (PECV) Method.

Under DCF method, the future free cash flows of the business or Securities or Financial Assets are discounted to the valuation date to arrive at the present value of the cash flows of the business or Securities or Financial Assets or capitalized using a discount rate depending on the capital structure of the company. This method also takes into account the value of the business or Securities or Financial Assets in perpetuity by the calculation of terminal value using the exit multiple method or the perpetuity growth method, whichever is appropriate.

Under PECV method, the average earning on the basis of past 3-5 year are first determined, adjustments are then made for any exceptional transactions or items of non- recurring nature. The adjusted average earning are then capitalized at an appropriate rate to arrive at the value of business. The capitalization rate so factored has to be decided depending upon various factors such as the earning trend in the industries, P/E prevailing in the industries etc.

In the present case, for the application of the Market approach we have considered couple of multiples of peer listed companies. But as there were inconstancy in the results as per “Annexure – C”, we have given zero weightage to the Market Approach.

As per “Annexure – C” we have considered Cost Approach but as discussed with the management of the Company, Cost Approach may not reflect true value of the Company as it is expecting good growth in near future, we have given zero weightage to the Cost Approach.

We have considered Income Approach as the Company has provided projections for its business which may have significant impact on the Company’s value and accordingly we have given 100% weightage to it.

X. List of Assumptions and Limiting Conditions

1. 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.

2. Public information, estimates, industry and statistical information contained in this report have been obtained from sources considered to be reliable. However, the undersigned, 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.

3. The company and its representatives warranted to the undersigned that the information supplied was complete and accurate to the best of their knowledge and that the financial information properly reflects the business conditions and operating results for the respective periods in accordance with generally accepted accounting principles. We have not audited, reviewed, or compiled the financial information provided to us and, accordingly, we express no audit opinion or any other form of assurance on this information.

4. I do not provide assurance on the achievability of the results forecasted by the client because events and circumstances frequently do not occur as expected; differences between actual and expected results may be material; and achievement of the forecasted results is dependent on actions, plans, and assumptions of management. Projections were made, analyzed, discussed, modified and finalized by the Company and the Company is confident to achieve results projected by them.

5. 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 written consent . 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.

6. This valuation reflects facts and conditions existing or reasonable foreseeable at the valuation date. Subsequent events have not been considered, and the undersigned has no obligation to update the report for such events and conditions.

7. No change of any item in this valuation / conclusion report shall be made by anyone other than the undersigned and shall has no responsibility for any such unauthorized change.

8. It is assumed that there is full compliance with all applicable Central, State, and local environmental regulations and laws and I do not provide assurance on compliance of various laws and acts i.e. Companies Act, 2013.

9. To derive Valuation, the Company has made few assumptions which may differ Accounting Principles.

10. I have made no investigation of title to property, and assume that the owner’s claim to the property is valid.

XI. Valuation of Equity Shares.

As per **"Annexure – C".**

Notes to valuation calculation:

1. Projections, Cash Flow and other financial data were provided by the Company.
2. The Company has assumed terminal growth rate @ 3%.
3. Tax rate was assumed by the Company.
4. After discussion with the Company, understanding the Company and Industry, cost of capital was assumed at 16.90%.
5. We have applied general discount @ 12.00% for lack of control, lack of marketability and other factors.

Based on analysis of the company and subject to our comments and caveats as detailed, the fair value of the Equity Shares of the company (As calculated in "Annexure – C") as on 01st April, 2024 having face value of Rs. 10.00/- each has been arrived at Rs. 3,436.026/-.

HEMANG SHAH
IBBI REGISTERED VALUER
IBBI/RV/03/2020/12854
ICSI RVO/SFA/93

HEMANG SHAH
IBBI Registered Valuer
Registration Number: IBBI/RV/03/2020/12854
COP Number: ICSIRVO/SFA/93

Date: 10th April, 2024
Place: Vadodara

OM SELECTION LIMITED

ANNEXURE - A = LIST OF DIRECTORS AS ON VALUATION DATE

SERIAL NUMBER	DIN	FULL NAME	DESIGNATION	DATE OF APPOINTMENT
1	08986401	NARESH INDERLAL GIDWANI	Director	10/03/2022
2	09440599	PRAKASH INDRALAL GIDWANI	Director	10/03/2022
3	09494600	DIYA NARESH KUMAR GIDWANI	Director	10/03/2022
4	09494601	JHANVI PRAKASH BHAI GIDWANI	Director	10/03/2022

OM SELECTION LIMITED

ANNEXURE - B = BUSINESS OF THE COMPANY / MAIN OBJECT AS PER MOA

1. To carry on the business of manufacturers, importers, exporters, buyers, sellers, dealers and as agents, stockists, distributors and suppliers of all kinds of readymade garments, clothings, coverings, coated fabrics, textiles, hosiery and silk or merchandise of every kind and description and other production goods, articles and things as are made from or with cotton, nylon, silk, rayon, polyester, acrylics, wool, jute and other such kinds of fiber by whatever name called or made under any process, whether natural or artificial and by mechanical or other means and all other such products of allied nature made thereof and also To own, create, operate and manage online shopping websites, e-commerce market places, portals, mobile applications and to create a virtual shopping mall with online catalogue and to provide a convenient shopping experience to its customers for an items ? clothing, jewellery, footwear, luggages, hand bags, beauty products & all kinds of accessories related to fashion & lifestyle products.

2. To take over the activities either in whole or in part of the business property, goodwill, rights interests, assets and liabilities of Sole Proprietorship- Om Selection, Jinkle Textile and Other Firms.

OM SELECTION LIMITED

ANNEXURE - C = VALUATION CALCULATION

(A) Income Approach with 100% Weightage:

Estimated future cash flow and Share Valuation working

Years	Cash Flow	COE	Present Value Factor	Discounted Cash Flow
2024-25	58,993.66	16.90%	0.8554	50,464.63
2025-26	74,791.60	16.90%	0.7318	54,728.86
2026-27	94,695.34	16.90%	0.6260	59,275.32
2027-28	120,480.93	16.90%	0.5355	64,512.73
2028-29	152,949.70	16.90%	0.4580	70,057.96
Terminal Value of Cash Flow	1,133,286.84	16.90%	0.4580	519,097.26
Total Value of Firm				818,136.76
Debt as at end of Explicit Period				236,553.28
Contingent Liability as at March 31, 2024.				-
Cash and Cash Equivalent Balance as at March 31, 2024				4,102.77
Total Value of Equity share holders before DLOM				585,686.25
DLOM@12%				70,282.35
Total Value of Equity share holders after DLOM				515,403.90
Outstanding number of Equity Shares				150
Fair Value per Equity share in Rs				**3,436.026**

COE			
Particulars		**Weights**	
Cost of Equity	18.80%	50%	9.40%
Risk free Return (10 years GOI Bond Yield as at April	7.11%		
BSE Sensex (Since inception till April 01, 2024)	8.69%		
Beta (Assumed)	1.00		
Company Specific Risk (Assumed)	3.00%		
WACC			**16.90%**
Growth Rate			**3.00%**

Particulars	FY 2022-23	FY 2023-24	FY 2024-25	FY 2025-26	FY 2026-27	FY 2027-28	FY 2028-29
	Actual	Prov			Projected		
EQUITY & LIABILITIES							
Shareholder's Fund:							
Share Capital	1,500.00	1,500.00	19,600.00	19,600.00	19,600.00	19,600.00	19,600.00
Reserves and Surplus	2,855.86	13,540.11	51,443.69	1,00,557.35	1,63,737.21	2,45,318.45	3,50,064.01
Share Application Money Pending			-	-	-	-	-
Unsecured Loan	45,400.49	77,513.78	96,892.23	1,21,115.28	1,51,394.10	1,89,242.63	2,36,553.28
Deferred Tax Liability		-	1,549.18	1,549.18	1,549.18	1,549.18	1,549.18
Current Liability:							
Short Term Borrowing	-	-	12,000.00	15,000.00	18,750.00	23,437.50	29,296.88
Trade Payable	87,493.09	35,265.96	44,082.45	55,103.06	68,878.82	86,098.53	1,07,623.16
Other Current Liability & Provisions	725.31	-	15,000.00	18,750.00	23,437.50	29,296.88	36,621.09
Total	**1,37,974.75**	**1,27,819.85**	**2,40,567.54**	**3,31,674.87**	**4,47,346.81**	**5,94,543.16**	**7,81,307.61**
ASSETS							
Fixed Assets:							
Opening WDV	-	13,424.59	11,410.90	9,699.26	8,244.38	7,007.72	5,956.56
Add: Addition during the Year	-		-	-	-	-	-
Less: Depreciation during the Year		2,013.69	1,711.63	1,454.89	1,236.66	1,051.16	893.48
Closing WDV	13,205.01	11,410.90	9,699.26	8,244.38	7,007.72	5,956.56	5,063.08
Intangible Assets	-	-	5,030.69	5,030.69	5,030.69	5,030.69	5,030.69
Loans and Advances	-	715.00	-	-	-	-	-
Investment (Projected Surplus)			-	-	-	-	
Current Assets:							
Inventories	14,669.72	32,000.00	40,000.00	50,000.00	62,500.00	78,125.00	97,656.25
Trade Receivables	1,06,487.49	79,191.18	91,069.86	1,04,730.34	1,20,439.89	1,38,505.87	1,59,281.75
Cash & Cash Equivalents	3,171.27	4,102.77	80,536.73	1,45,880.72	2,30,132.58	3,39,130.12	4,79,532.19
Other Current Assets	441.26	400.00	14,231.00	17,788.75	22,235.94	27,794.92	34,743.65
Total	**1,37,974.75**	**1,27,819.85**	**2,40,567.54**	**3,31,674.87**	**4,47,346.81**	**5,94,543.16**	**7,81,307.61**

Particulars	FY 2022-23	FY 2023-24	FY 2024-25	FY 2025-26	FY 2026-27	FY 2027-28	FY 2028-29
	Actual	Prov.			Projected		
Revenue from Operation							
Revenue from Operations(Net)	2,32,723.51	2,71,245.00	3,39,056.25	4,23,820.31	5,29,775.39	6,67,516.99	8,41,066.92
Other Income	-	0.05	0.06	0.07	0.09	0.11	0.14
Total Income	**2,32,723.51**	**2,71,245.05**	**3,39,056.31**	**4,23,820.39**	**5,29,775.48**	**6,67,517.11**	**8,41,067.06**
Raw Material	2,24,724.18	2,44,120.50	2,71,245.00	3,39,056.25	4,23,820.31	5,34,013.59	6,73,038.57
Other Expenses	3,973.72	10,865.19	11,951.71	13,146.88	14,461.57	15,907.72	17,498.50
Total Expenses	2,28,697.90	2,54,985.69	2,83,196.71	3,52,203.13	4,38,281.88	5,49,921.32	6,90,537.06
Net Profit Before Tax & Depreciation	**4,025.61**	**16,259.36**	**55,859.60**	**71,617.26**	**91,493.60**	**1,17,595.79**	**1,50,530.00**
Depreciation for the Year	66.31	2,013.69	1,711.63	1,454.89	1,236.66	1,051.16	893.48
Net Profit Before Tax	**3,959.30**	**14,245.67**	**54,147.97**	**70,162.37**	**90,256.95**	**1,16,544.63**	**1,49,636.51**
Tax Provision/Taxes	1,103.45	3,561.42	16,244.39	21,048.71	27,077.08	34,963.39	44,890.95
Net Profit/Loss transferred to Balance Sheet	**2,855.85**	**10,684.25**	**37,903.58**	**49,113.66**	**63,179.86**	**81,581.24**	**1,04,745.56**

OM SELECTION LIMITED

ANNEXURE - C = VALUATION CALCULATION

(B) Market Approach with 0% Weightage:

Particulars	P/E	P/B
Nandan Denim Ltd.	261.67	0.42
Sangam (India) Ltd.	7.31	1.1
AVERAGE	134.49	0.76
EPS of Om Selection limited	71.23	
Value	9579.723	
Book Value of Om Selection Limited		100.267
Value		76.20292

OM SELECTION LIMITED

ANNEXURE - C = VALUATION CALCULATION

(C) Cost Approach with 0% Weightage:

Particulars	Amount
Book Value of Assets	1,27,819.85
Adjustments:	
Less: Book Value of Immovable Property	0.00
Add: Market Value of Immovable Property	0
Less: Deferred Tax Assets	0
Revised Value of Asset (A)	**1,27,819.85**
Liabilities of the Company	
Non Current Liabilities	77,513.78
Current Liability	35,265.96
Total Liabilities of the Company (B)	**1,12,779.74**
Net Assets of the Company	15,040.11
No of Shares of the Company	150
Fair Value per Share	100.267