Valuation Report

on

Fair valuation
of
Warrants
of

Sudarshan Pharma Industries Limited

Relevant date
31st August, 2024

Report Date
18th October, 2024

To,
The Board of Directors
Sudarshan Pharma Industries Limited
301, 3rd Floor, Aura Biplex, Above Kalyan Jewellers
S.V. Road, Borivali (West), Mumbai
Maharashtra, India, 400092

Dear Sir,

Sub: Valuation report on determination of fair value of Warrants of Sudarshan Pharma Industries Limited ("Sudarshan" or "Company" or "Issuer Company") for the proposed preferential issue of Warrants ("Proposed preferential issue")

Sudarshan Pharma Industries Limited ("**Sudarshan**" or "the **Company**" or "**Issuer Company**") is an Indian Company listed on the BSE Limited("**BSE**").

The Company is proposing to issue and allot Warrants ("Proposed preferential issue") to the Promoters ("Proposed Allottee(s)"), at fair value on a preferential basis.

The equity shares of the Company are frequently traded as per provisions of Regulation 164(5) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR Regulations"**).

The Articles of Association ("**AOA**") of the Company does not categorically mention about the pricing of preferential issue.

We understand that the proposed preferential issue is not likely to result in a change in control of the Issuer Company. We also understand that the Proposed preferential issue is not more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, and as such, regulation 166A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**"**ICDR Regulations") is not triggered.

The proposed allotment on preferential basis is not more than five percent of the post issue fully diluted share capital. Regulation 166A of the ICDR Regulations, requires, the Issuer Company to obtain a valuation report from an Independent Registered Valuer for allotment of more than five per cent of the post issue fully diluted share capital of the issuer or for change in control for price determination of Preferential Issue. In the given case, Regulation 166A of the ICDR Regulations is not triggered.

As such, the valuation of warrants to be issued by the Company is to be done as per Section 42 and Section 62(1)(c), of the Companies Act 2013 read with Rule 13 of

Companies (Share Capital and Debenture) Rules, 2014 and regulation 164 and other applicable ICDR Regulations.

In this regard, the Company has engaged ***FCA Vaibhav Mandhana,*** *a* ***Chartered Accountant (ICAI Membership No: 142514)*** and ***an Independent Valuer***, **,** in his capacity as a ***Registered Valuer***"); under the category of ***Securities or Financial Assets,*** registered with the Insolvency and Bankruptcy Board of India ("IBBI***s, IBBI Registration No. IBBI/RV/06/2020/13124*** ("Valuer" or "I"), as defined in Regulation 2(kkk) of ICDR Regulations, to report on the fair equity valuation of the Company for the proposed preferential issue, as of the relevant date, in accordance to the applicable ICDR Regulations.

In terms of the provisions of Chapter V of the ICDR Regulations, applicable relevant date for the Preferential Issue of the Warrants is as under (Date of shareholders Meeting-30th September, 2024, Relevant date- 31st August, 2024 and Date preceding relevant date- 30th August, 2024) -

Relevant date as per Regulation 161(a) of ICDR	
Date on which the meeting of shareholder in which preferential issue of warrants was approved	**Monday, September 30th, 2024**
Relevant date - Thirty days prior to the date of meeting of shareholders was held to consider the proposed preferential issue	**Saturday, August 31st, 2024**
Date preceding the relevant date	**Friday, August 30th, 2024**

On the basis of our fair valuation, the floor Price for preferential issue, in accordance with Regulation 164, as at Relevant date, is summarized as under –

Valuation Summary of the Company under ICDR Regulations		
Particulars	**Unit**	**Value**
Floor Price Regulation 164	INR per share	10
Floor Price per share as per Regulation 166A (1)	INR per share	10
Add: Control Premium		159.82
Participant Specific Value (Post Control premium) - Floor Price per Warrant as per Regulation 164		169.82

We have applied a 159.82 control premium to the Floor price of INR 10 as per Regulation 166A, over and above the Floor Price as per Regulation 166A (1) to capture in the controlling interest in an asset (publicly-traded company).

Please find enclosed herewith our narrative report containing our valuation analysis and valuation conclusions.

Thanking You,

Yours faithfully

CA Vaibhav Mandhana

Registered Valuer – Securities or Financial Assets

IBBI Reg. No. IBBI/RV/06/2020/13124

UDIN:**24142514BKEAZW5437**

Date: October 18th ,2024

Place: Mumbai

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Abbreviations forming part of the Report

BSE	- BSE Ltd (Bombay Stock Exchange)
QE	- Quarter ended
FY	- Financial Year
FYE	- Financial Year ended
INR	- Indian Rupee
Lacs	- Lakhs
IBBI	- The Insolvency and Bankruptcy Board of India
ICAI	- The Institute of Chartered Accountants of India
IVS	- ICAI Valuation Standards
RV(SFA)	- Registered Valuer (Securities & Financial Assets)
UDIN	- Unique Document Identification number.
Relevant date	- 31st August, 2024
EGM	- Meeting of shareholders
SEBI	- The Securities & Exchange Board of India
ICDR	- Issue of Capital and Disclosure Requirements
Company	- Sudarshan Pharma Industries Limited
ICDR Regulations	- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
P/E Multiple	- Price to Earnings Multiple
P/B Multiple	- Price to Book Multiple
EPS	- Earnings Per share
PE	- Period ended
HYE	- Half year ended
TTM	- Twelve months trailing
Management	- Authorised personnel of the Company
AOA	- Articles of Association of the Company
Comps	- Listed Indian Comparable Companies
Cos Act	- Companies Act, 2013
NAV	- Net Asset Value
ANAV	- Adjusted Net Asset Value
CCM	- Comparable Companies Multiple
DCF	- Discounted Cash Flow
PECV	- Capitalisation of Earnings method

Engagement Background and purpose of valuation

Sudarshan Pharma Industries Limited ("Sudarshan" or "the Company" or "Issuer Company") is an Indian Company listed on the BSE Limited("BSE").

The Company is proposing to issue and allot Warrants ("Proposed preferential issue") to Promoters ("Proposed Allottee(s)), at fair value on a preferential basis.

The Equity Shares of the Company are frequently traded as per provisions of Regulation 164(5) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR Regulations"**).

The Articles of Association ("**AOA**") of the Company does not categorically mention about the pricing of preferential issue.

We understand that the proposed preferential issue is not likely to result in a change in control of the Issuer Company. We also understand that the Proposed preferential issue is not likely to result in allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, and as such, regulation 166A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**"**ICDR Regulations") is not triggered.

Regulation 166A of the ICDR Regulations, requires, the Issuer Company to obtain a valuation report from an Independent Registered Valuer for allotment of more than five per cent of the post issue fully diluted share capital of the issuer or for change in control for price determination of Preferential Issue. In the given case, Regulation 166A of the ICDR Regulations is not triggered.

As such, the Company needs fair valuation of the Company , to compute the price for preferential issue of warrants, in accordance with Section 42 & Section 62(1)(c), of the Companies Act 2013 read with Rule 13 of Companies (Share Capital and Debenture) Rules, 2014 and applicable ICDR Regulations.

In this regard, the Company has engaged ***FCA Vaibhav Mandhana,*** *a* ***Chartered Accountant (ICAI Membership No: 142514)*** and ***an Independent Valuer,*** in her capacity as a ***Registered Valuer***"); under the category of ***Securities or Financial Assets,*** registered with the Insolvency and Bankruptcy Board of India ("IBBI***s, IBBI Registration No. IBBI/RV/06/2020/13124*** ("Valuer" or "I"), as defined in Regulation 2(kkk) of ICDR Regulations, to report on the fair equity valuation of the Company for the proposed preferential issue, governed by Engagement letter dated 11.10.2024.

This valuation report is our deliverable for this engagement.

Base and premise of Valuation

For the purpose of arriving at the valuation of fair value of Warrants of Company, I have considered the valuation base as "Fair Market Value". My valuation and this report are based on the premise of "Going Concern". Any change in the valuation base or premise could have a significant impact on my valuation exercise and therefore, this valuation report.

Disclosure of Valuer Interest

I have no present or prospective contemplated financial interest in Company, and I have no personal interest with respect to the Promoters & Board of Directors of Company. I have no bias/prejudice with respect to any matter that is the subject of the valuation report or to the parties involved with this engagement.

General Overview of the Company

Sudarshan Pharma Industries Limited ("Sudarshan" or "the Company" or "Issuer Company") is a public company domiciled in India. The registered office of the Company is located at 301, 3rd Floor, Aura Biplex, Above Kalyan Jewellers S.V.Road, Borivali (West), Mumbai , Maharashtra, India – 400092.

Sudarshan Pharma Industries Limited is a leading manufacturer and supplier of pharmaceutical products, active pharmaceutical ingredients (API), speciality chemicals, formulations, chemical manufacturing technical, and LR/AR as per demand, intermediates, and exports them across the world.

The Company has its Equity Shares listed on the BSE Limited("BSE").

The Articles of Association("AOA") of the Company do not categorically mention about the pricing of preferential issue.

Capital Structure as of the relevant date

Details of issued, Subscribed and paid up Share capital of the Company		
Type of security	**Number of shares**	**Share Capital**
		INR Lacs
Equity	2,40,65,887	2,406.5887
Total	**2,40,65,887**	**2,406.5887**
Source: Management		

Share holding pattern as on 31.8.2024

Shareholding pattern		
Particulars	**No of shares held**	**% of holding**
Promoter and Promoter Group	1,38,11,358	57.39%
Public	1,02,54,529	42.61%
Total	**2,40,65,887**	**100.00%**
Source: Management		

Historical Financial Information Overview

Statement of Net worth

Particulars	**Unit**	**As at 31/03/24 Audited**	**As at 31/03/23 Audited**
Share Capital	INR Crores	24.07	24.07
Other Equity	INR Crores	87.64	76.91
Non Controlling Interest	INR Crores	-	-
Net Worth	INR Crores	111.71	100.97
Source: Latest published Audited financials available in public domain as of date of Valuation report.			

Statement of Profit and Loss Account

Particulars	**Unit**	**As at 31/03/24 Audited**	**As at 31/03/23 Audited**
Revenue from Operations	INR Crores	463.54	461.33
Profit (Loss)	INR Crores	11.46	7.04
Total Profit (Loss)	INR Crores	11.46	7.04
Source: Latest published Audited financials available in public domain as of date of Valuation report.			

Valuation Approaches and Methodologies

The shares of the Company should be valued as per commonly used and internationally accepted methods of valuation to determine fair price of such shares. We have considered the ICAI Valuation Standards 2018 ("IVS") as issued by the Institute of Chartered Accountants of India as well as other International Valuation Standards.

For the valuation, the commonly used and accepted methods, to the extent relevant and applicable, are as under:

1. Market Price ("MP") method under the Market approach
2. Comparable Companies' Multiples ("CCM") method / Guideline Company method under the Market approach
3. Discounted cash flow method under Income approach
4. Capitalisation of Earnings Method ("PECV") method under Income approach
5. Net Asset Value ("NAV") method under Asset approach

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

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

Market Price ("MP") Method under Market approach:

The Issuer Company is a listed company and as such, the proposed preferential issue is governed by the ICDR Regulations.

Applicable ICDR Regulations

Regulation 164(5) of Chapter IV of SEBI ICDR Regulations reads as under-

For the purpose of this Chapter, "Frequently traded shares" means shares of the issuer, in which the traded turnover on any recognized stock exchange during the 240 trading days preceding the relevant date, is at least ten per cent of the total number of shares of such class of the shares of the issuer.

Explanation: For the purpose of this regulation, 'stock exchange' means any of the recognized stock exchange(s) in which the equity shares of the issuer are listed and in 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."

Relevant date in case of preferential issue of warrants is defined in regulation 161(a) "the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue".

The equity shares of the Company are traded on the BSE only and as such the **Relevant Stock exchange is BSE**.

In terms of the provisions of Chapter V of the ICDR Regulations, applicable relevant date for the Preferential Issue of the Warrants is as under –

Relevant date as per Regulation 161(a) of ICDR	
Date on which the meeting of shareholder is held to consider the proposed preferential issue	**Monday, September 30th, 2024**
Relevant date - Thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue	**Saturday, August 31st, 2024**
Date preceding the relevant date	**Friday, August 30th, 2024**

In the case of the Issuer Company, the Equity Shares are frequently traded as per provisions of Regulation 164(5) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR Regulations"**).

Relevant workings for determination of the Applicable Minimum Price under ICDR Regulations are detailed in **Annexure A** , below –

Annexure A (iii)	**Fair Valuation of the Company using the Market Price Method**			
Relevant Date	**31st August, 2024**			
Particulars	**Annexure Reference**	**Unit**	**Total Volume of Shares Traded**	**Price INR**
Volume weighted average price ("VWAP") of 90 exchange trading days preceding the relevant date	A(i)	INR Per Share	1,23,63,200	106.59
Volume weighted average price ("VWAP") of 10 exchange trading days preceding the relevant date	A(ii)	INR Per Share	7,88,800	169.82
Higher of the Above i.e.				**169.82**

Volume weighted average price ("VWAP") of 90 exchange trading days preceding the relevant date is detailed in **Annexure A(i).**

Volume weighted average price ("VWAP") of 10 exchange trading days preceding the relevant date is detailed in **Annexure A(ii).**

Annexure A(i)- Volume weighted average price ("VWAP") of 90 exchange trading days preceding the relevant date.

Annexure A(ii)-	Day wise trading volume for 90 exchange trading days prior to the relevant date from the date of listing				
Relevant Stock exchange					
Day's Number	Name of the company	Day of the week	Date	Daily Turnover (INR)	No of shares traded during the day
1	Sudarshan	Friday	19 April 2024	1,11,97,200	1,42,400
2	Sudarshan	Monday	22 April 2024	8,96,800	11,200
3	Sudarshan	Tuesday	23 April 2024	36,93,824	46,400
4	Sudarshan	Wednesday	24 April 2024	12,38,624	16,000
5	Sudarshan	Thursday	25 April 2024	56,09,360	73,600
6	Sudarshan	Friday	26 April 2024	1,17,92,592	1,52,000
7	Sudarshan	Monday	29 April 2024	86,95,920	1,10,400
8	Sudarshan	Tuesday	30 April 2024	11,12,912	14,400
9	Sudarshan	Thursday	02 May 2024	1,25,08,096	1,63,200
10	Sudarshan	Friday	03 May 2024	68,63,392	91,200
11	Sudarshan	Monday	06 May 2024	94,63,568	1,29,600
12	Sudarshan	Tuesday	07 May 2024	24,03,888	33,600
13	Sudarshan	Wednesday	08 May 2024	1,00,53,888	1,40,800
14	Sudarshan	Thursday	09 May 2024	57,72,048	83,200
15	Sudarshan	Friday	10 May 2024	28,11,104	40,000
16	Sudarshan	Monday	13 May 2024	16,85,344	24,000
17	Sudarshan	Tuesday	14 May 2024	38,27,776	54,400
18	Sudarshan	Wednesday	15 May 2024	23,83,024	35,200
19	Sudarshan	Thursday	16 May 2024	20,11,808	30,400
20	Sudarshan	Friday	17 May 2024	19,70,032	28,800
21	Sudarshan	Tuesday	21 May 2024	25,65,376	38,400
22	Sudarshan	Wednesday	22 May 2024	4,26,960	6,400
23	Sudarshan	Thursday	23 May 2024	8,45,952	12,800
24	Sudarshan	Friday	24 May 2024	8,74,512	12,800
25	Sudarshan	Monday	27 May 2024	13,44,736	19,200
26	Sudarshan	Tuesday	28 May 2024	29,61,312	44,800
27	Sudarshan	Wednesday	29 May 2024	7,14,896	11,200
28	Sudarshan	Friday	31 May 2024	61,90,576	97,600
29	Sudarshan	Monday	03 June 2024	13,45,200	20,800
30	Sudarshan	Tuesday	04 June 2024	13,72,480	22,400
31	Sudarshan	Wednesday	05 June 2024	1,04,000	1,600
32	Sudarshan	Thursday	06 June 2024	16,87,824	25,600
33	Sudarshan	Friday	07 June 2024	11,66,112	17,600
34	Sudarshan	Monday	10 June 2024	14,33,600	22,400
35	Sudarshan	Tuesday	11 June 2024	8,26,448	12,800
36	Sudarshan	Wednesday	12 June 2024	9,30,176	14,400

37	Sudarshan	Thursday	13 June 2024	13,76,240	20,800
38	Sudarshan	Friday	14 June 2024	92,00,688	1,29,600
39	Sudarshan	Tuesday	18 June 2024	8,63,87,232	10,91,200
40	Sudarshan	Wednesday	19 June 2024	2,85,15,856	3,58,400
41	Sudarshan	Thursday	20 June 2024	2,07,52,368	2,60,800
42	Sudarshan	Friday	21 June 2024	2,40,96,800	3,00,800
43	Sudarshan	Monday	24 June 2024	3,61,22,128	4,43,200
44	Sudarshan	Tuesday	25 June 2024	2,31,24,800	2,73,600
45	Sudarshan	Wednesday	26 June 2024	1,19,21,536	1,45,600
46	Sudarshan	Thursday	27 June 2024	1,21,41,872	1,48,800
47	Sudarshan	Friday	28 June 2024	2,13,50,144	2,60,800
48	Sudarshan	Monday	01 July 2024	1,37,48,224	1,66,400
49	Sudarshan	Tuesday	02 July 2024	1,48,78,656	1,77,600
50	Sudarshan	Wednesday	03 July 2024	23,68,288	28,800
51	Sudarshan	Thursday	04 July 2024	18,61,520	22,400
52	Sudarshan	Friday	05 July 2024	2,33,96,784	2,78,400
53	Sudarshan	Monday	08 July 2024	2,33,14,608	2,70,400
54	Sudarshan	Tuesday	09 July 2024	2,49,27,520	2,89,600
55	Sudarshan	Wednesday	10 July 2024	2,35,94,656	2,68,800
56	Sudarshan	Thursday	11 July 2024	1,28,93,312	1,45,600
57	Sudarshan	Friday	12 July 2024	1,26,46,496	1,42,400
58	Sudarshan	Monday	15 July 2024	4,16,63,296	4,49,600
59	Sudarshan	Tuesday	16 July 2024	2,98,75,920	3,02,400
60	Sudarshan	Thursday	18 July 2024	6,16,54,144	5,53,600
61	Sudarshan	Friday	19 July 2024	3,43,48,784	2,86,400
62	Sudarshan	Monday	22 July 2024	1,13,53,888	94,400
63	Sudarshan	Tuesday	23 July 2024	50,21,216	43,200
64	Sudarshan	Wednesday	24 July 2024	84,60,768	70,400
65	Sudarshan	Thursday	25 July 2024	74,85,168	64,000
66	Sudarshan	Friday	26 July 2024	50,59,088	43,200
67	Sudarshan	Monday	29 July 2024	3,15,32,672	2,65,600
68	Sudarshan	Tuesday	30 July 2024	4,90,46,384	3,61,600
69	Sudarshan	Wednesday	31 July 2024	5,40,70,544	3,72,800
70	Sudarshan	Thursday	01 August 2024	8,34,17,760	5,00,800
71	Sudarshan	Friday	02 August 2024	5,69,37,760	3,20,000
72	Sudarshan	Monday	05 August 2024	54,65,760	32,000
73	Sudarshan	Tuesday	06 August 2024	5,10,94,720	3,07,200
74	Sudarshan	Wednesday	07 August 2024	97,16,400	57,600
75	Sudarshan	Thursday	08 August 2024	2,69,51,840	1,52,000
76	Sudarshan	Friday	09 August 2024	1,84,30,640	1,00,800
77	Sudarshan	Monday	12 August 2024	1,05,89,840	56,000
78	Sudarshan	Tuesday	13 August 2024	1,06,46,400	54,400
79	Sudarshan	Wednesday	14 August 2024	66,82,640	35,200
80	Sudarshan	Friday	16 August 2024	48,73,600	25,600
81	Sudarshan	Monday	19 August 2024	24,31,680	12,800
82	Sudarshan	Tuesday	20 August 2024	93,52,800	52,800
83	Sudarshan	Wednesday	21 August 2024	1,09,95,520	65,600
84	Sudarshan	Thursday	22 August 2024	4,12,54,400	2,56,000
85	Sudarshan	Friday	23 August 2024	1,58,44,720	96,000

86	Sudarshan	Monday	26 August 2024	3,08,10,320	1,74,400
87	Sudarshan	Tuesday	27 August 2024	37,44,880	20,800
88	Sudarshan	Wednesday	28 August 2024	74,91,600	43,200
89	Sudarshan	Thursday	29 August 2024	36,02,880	20,800
90	Sudarshan	Friday	30 August 2024	84,27,200	46,400
Total				1,31,77,36,320	1,23,63,200
VWAP of 90 exchange trading days volume weighted average price ("VWAP") preceding the relevant date					**106.58**

Annexure A(ii) - Volume weighted average price ("VWAP") of 10 exchange trading days preceding the relevant date

Annexure A(iii)-	Day wise trading volume for 10 exchange trading days prior to the relevant date from the date of listing				
Relevant Stock exchange					
Day's Number	**Name of the company**	**Day of the week**	**Date**	**Daily Turnover (INR)**	**No of shares traded during the day**
1	Sudarshan	Monday	19 August 2024	24,31,680	12,800
2	Sudarshan	Tuesday	20 August 2024	93,52,800	52,800
3	Sudarshan	Wednesday	21 August 2024	1,09,95,520	65,600
4	Sudarshan	Thursday	22 August 2024	4,12,54,400	2,56,000
5	Sudarshan	Friday	23 August 2024	1,58,44,720	96,000
6	Sudarshan	Monday	26 August 2024	3,08,10,320	1,74,400
7	Sudarshan	Tuesday	27 August 2024	37,44,880	20,800
8	Sudarshan	Wednesday	28 August 2024	74,91,600	43,200
9	Sudarshan	Thursday	29 August 2024	36,02,880	20,800
10	Sudarshan	Friday	30 August 2024	84,27,200	46,400
Total				13,39,56,000	7,88,800
VWAP of 10 exchange trading days volume weighted average price ("VWAP") preceding the relevant date					**169.82**

Valuation Analysis

In the ultimate analysis, valuation will have to be arrived at by the exercise of judicious discretion by the valuer and judgment taking into account all the relevant factors. There will always be several factors, e.g. quality and integrity of the management, present and prospective competition, yield on comparable securities and market sentiment, etc. which are not evident from the face of the balance sheets but which will strongly influence the worth of a share. This concept is also recognised in judicial decisions.

We have considered the valuation method as deemed appropriate, and as detailed, in the "Valuation Approaches and Methodologies" section of our Report and applied weights, as deemed appropriate, to the values determined using each of the applicable methods to arrive at our value recommendation.

We have applied the Market Price method under Market Approach to derive the value of the shares. On the basis of our valuation as discussed under 'Valuation Analysis' Section of this report, the fair equity value of the Per Share as at relevant date , is INR 169.82/-

Value Recommendation

On the basis of our fair valuation, as summarized above in Annexure I, the floor Price for preferential issue , in accordance with Regulation 164, as at Relevant date, is summarized as under –

Valuation Summary of the Company under ICDR Regulations		
Particulars	**Unit**	**Value**
Floor Price Regulation 164	INR per share	10
Fair Value (Price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the Issuer, if any	INR per share	10
Floor Price per share as per Regulation 164	INR per share	10
Add: Control Premium		159.82
Participant Specific Value (Post Control premium) - Floor Price per share as per Regulation 164		169.82

We have applied control premium of INR 159.82 to the Floor price of INR 10 as per Regulation 166A , over and above the Floor Price as per Regulation 164 to capture in the controlling interest in an asset (publicly-traded company).

Statement of Limiting Conditions

- Valuation analysis and results are specific to the purpose of valuation mentioned in this report 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.
- We owe responsibility to only the Client that has retained us and nobody else. We do not accept any liability to any third party in relation to the issue of this valuation report. Our valuation report cannot be used for any other purpose except as stated in the Engagement Background. Our Valuation Report can be shared by the Client with its Advisors, Merchant Bankers, SEBI and other authorities purely in connection with the proposed transaction.
- We have relied on information as available in public domain and as made available to us. We assume no responsibility for the accuracy and completeness of information and will not be held liable for it under any circumstances. We have not conducted an audit, or due diligence, or reviewed / validated the data made available to us.
- Our analysis is based on the market conditions and the regulatory environment that currently exists. However, changes to the same in the future could impact the company and the industry it operates in, which may impact our valuation analysis.
- Neither we nor any of our affiliates are responsible for updating this report because of events or transactions occurring subsequent to the date of this report.
- The valuation analysis and result rely upon the information substantively contained herein.
- We have obtained a general representation from Client confirming that the Client has provided us with all the relevant information, knowledge, supporting documents completely and correctly and that no material information has been concealed or withheld or misrepresented by the Client.
- The Investors need to undertake their own analysis and also appoint experts to obtain an independent view before investing or divesting in the valuation subject. Our report cannot be relied upon by the current or potential investors to undertake any investment/divestment decision.
- Provision of valuation opinions and consideration of the issues described herein are areas of our regular valuation practice. The services do not represent accounting / assurance / tax / legal / financial / commercial / environmental due diligence, consulting or tax related services or forensic/ investigation services that may otherwise be provided by us or our affiliates and does not include verification or validation work.

- The valuation report was prepared for the purpose of complying with provisions of Companies Act, 2013, SEBI ICDR Regulations and is for the confidential use of the Client only. Its suitability and applicability of any other use has not been checked by us. Neither the valuation report nor its contents may be disclosed to any third party without our prior written consent. We retain the right to deny permission for the same. The Report is only for regulatory compliances and/or regulatory filings under the specific Statute under which this Report is issued and as such cannot be disclosed or discussed with any third party. It is inappropriate to use this Report for financing or any purpose other than the purpose mentioned above. We are not responsible for the unauthorized use of this Report. We shall not assume any responsibility to any third party to whom the Report is disclosed or otherwise made available. Unless required by law, it shall not be provided to any third party without our prior written consent. In no event, regardless of whether consent has been provided, shall we assume any responsibility to any third party to whom this report is disclosed or otherwise made available.
- The Report assumes that the Company complies fully with relevant laws and regulations applicable in all its areas of operations unless otherwise stated, and that it will be managed in a competent and responsible manner. Further, except as specifically stated to the contrary, this valuation report has given no consideration to the following matters -

  (1) Matters of a legal nature, including issues of legal title and compliance with local laws, and

  (2) Litigation and other contingent liabilities that are not recorded in the audited/unaudited balance sheet of the Company.
- In accordance with the customary approach adopted in valuation exercises, we have not audited, reviewed or otherwise investigated the historical financial information provided to us. Accordingly, we do not express an opinion or offer any form of assurance regarding the truth and fairness of the financial position as indicated in the financial statements.
- The valuation analysis and results are governed by concept of materiality.
- We have been given to understand by the Management that it has made sure that no relevant and material factors have been omitted or concealed or given inaccurately by people assigned to provide information and clarifications to us for this exercise and that it has checked the relevance or materiality of any specific information to the present exercise with us in case of any doubt. We have assumed that the information provided to us presents a fair image of the Company's activities and the shares being valued at the Valuation Date. Therefore, RV will accept no responsibility for any error or omission in the Report arising from incorrect information provided by Management. Also, we assume no responsibility for technical information furnished by the Management and believed to be reliable.

- The opinion(s) rendered in the Report only represent the opinion(s) of RV based upon information furnished by you and others on your behalf and other sources and the said opinion(s) shall be considered advisory in nature. Our opinion is however not for advising anybody to take buy or sell decision, for which specific opinion needs to be taken from expert advisors.
- The fee for the Report is not contingent upon the results reported.
- While performing this assignment, we have assumed genuineness of all signatures and authenticity of the documents/details and/or copies of the documents furnished to us by the Management or on behalf of the Management.

Sources of information

In connection with this exercise, we have used the following sources of information -

- Business profile of the Company
- External sources - BSE
- Relevant extract of the Articles of Association of the Company
- Control premium Study report published by Incwert Valuation Chronicles Series 6 2023
- Representation from the Management that the details/documents available in public domain, as of the relevant date, need to be considered for valuation and that the Management has made sure that no relevant and material factors have been omitted or concealed

During the discussions with the Management, we have also obtained explanations and information considered reasonably necessary for our exercise.

Procedures conducted

The Procedures conducted by us are:

1. Requested and received all required information from the Management.
2. Run through of the relevant extract of the AOA of the Company
3. Review of the audited historical financial statements of the Company.
4. Discussions with the Management on understanding the profile and business operations of the Company.
5. Prepared and issued valuation report.