VALUATION OF EQUITY SHARES OF

KOTHARI INDUSTRIAL CORPORATION LIMITED

114, Kothari BLDS, Nungambakkam High Rd, Nungambakkam,
Chennai-600034, Tamil Nadu, India

AS ON AUGUST 26, 2025

-: REGISTERED VALUER: -
MUKESH KUMAR JAIN
Registered Valuer (S & FA)
R. No.: IBBI/RV/03/2019/12285
C-203, EDGE, Opp. Maruti Suzuki Arena, Mova,
Raipur-492007(C.G)

Mukesh Kumar Jain

FCA, IP, Registered Valuer (SFA) &
Forensic Auditor

C-203, EDGE. Opp. Maruti Suzuki
Arena, Mova, Raipur-492007(C.G.)
Phone- 99376-25943
Mail- camkjco@gmail.com

August 26, 2025

To,
The Board of Directors,
Kothari Industrial Corporation Limited
114, Kothari BLDS,
Nungambakkam High Rd, Nungambakkam,
Chennai-600034, Tamil Nadu, India

Dear Sir,

Subject - Valuation of Equity Shares of Kothari Industrial Corporation Limited for the purpose of preferential issue of Equity Shares in accordance with SEBI (ICDR) Regulation, 2018.

Kothari Industrial Corporation Limited (the 'Company', 'you', 'your') has appointed Mukesh Kumar Jain, Registered Valuer (SFA) registered with IBBI having Registration Number-IBBI/RV/03/2019/12285 (hereinafter referred to as 'Valuer', 'I', 'Me' or 'My') to arrive at floor price of equity shares for the purpose of preferential issue of equity shares to promoter and non-promoter group ("Proposed Allottees") in accordance with Regulation 165 of SEBI (ICDR) Regulation, 2018.

Please find enclosed the report (comprising 23 pages) detailing my recommendation of floor price for preferential issue of equity shares to the Proposed Allottees by the Company, the methodologies employed and the assumptions used in my analysis.

This report sets out my scope of work, background, sources of information, procedures performed by me and my opinion on the value analysis of the equity shares for proposed issue of equity shares by the Company.

MUKESH KUMAR JAIN
Digitally signed by MUKESH KUMAR JAIN
Date: 2025.08.26 20:25:49 +05'30'

Place: Raipur (C.G)
Date: August 26, 2025
UDIN: 25502822BMNVRM3256

For CA MUKESH KUMAR JAIN
CP No.: ICSIRVO/SFA/41
IBBI R. No.: IBBI/RV/03/2019/12285

TABLE OF CONTENT

1. BACKGROUND OF COMPANY

Kothari Industrial Corporation Limited is a listed company bearing CIN L74110TN1970PLC005865 and was incorporated on July 01, 1970. The registered office of the company is situated at 114, Kothari BLDS, Nungambakkam High Rd, Nungambakkam, Chennai-600034, Tamil Nadu, India. The company is listed with BSE Limited with Scrip Code-509732.

The Company is engaged in manufacturing of fertilizers and has a network of distributors in the southern states. The company has leased its fertilizer factory to M/s. Coromandel International Limited. The Company also deals with FMCG Products like Health Care Products and Manufacturing of Rusk, Cookies and Dum Roots.

The equity shareholding pattern of the Company as at the Valuation Date is as under:

Category of shareholder	No of shares (FV – INR 5/- each)	% Holding
Promoter & Promoter Group	5,11,19,808	47.82%
Public	5,57,70,897	52.18%
Total	**10,68,90,705**	**100.00%**

(Source: Management Information and BSE Database)

2. PURPOSE OF THE VALUATION AND APPOINTING AUTHORITY

I have been informed by the Management of the Company that they are in the process of a preferential issue of equity shares to Proposed Allottees. Thus, a valuation report for the same is required from a Registered Valuer in accordance with Regulation 165 of the Securities and Exchange Board of India (ICDR) Regulations, 2018.

I have been appointed by the Audit Committee of the Company to provide a valuation report for determining the floor price for proposed preferential issue of equity shares to Proposed Allottees.

3. IDENTITY OF THE REGISTERED VALUER

Name of the Valuer	Mukesh Kumar Jain
IBBI Registration Number	IBBI/RV/03/2019/12285
Address	C-203, EDGE, Opp. Maruti Suzuki Arena, Mova, Raipur-492007(C.G)
Contact Email of RV	camkjco@gmail.com

4. USE OF WORK OF EXPERT

I have not used the work of any other experts in the valuation assignment.

5. DISCLOSURE OF VALUER'S INTEREST OR CONFLICT

I hereby confirm and explicitly declare that I am an independent valuer and do not have any interest, direct or indirect, in the underlying securities being valued.

6. DATE OF VALUATION AND DATE OF THE VALUATION REPORT

Valuation date	August 26, 2025
Date of valuation report	August 26, 2025

7. INSPECTIONS AND/OR INVESTIGATIONS UNDERTAKEN

I have not carried out any inspection or independent verification of the information provided. I have relied on the publicly available information, Limited reviewed & projected financial statement and other financial and non-financial information made available to me as well as the representations made to me in the course of this engagement.

8. NATURE AND SOURCES OF THE INFORMATION USED OR RELIED UPON

In the course of my valuation analysis, I have relied on various financial and non-financial information obtained from the Company and from various public, financial and industry sources. I have assumed that all information provided by the Company has been duly approved by the concerned authority to which it pertains to. My conclusion of value is dependent on such information being complete and accurate in all material respects. I have relied upon the following information(s) as provided by the Management of the Company and information available in public domain:

a) Brief history, present activities and business profile etc.;
b) Shareholding pattern of the Company as on Valuation Date;
c) Audited financial statements for the financial year ended March 31, 2025 and March 31, 2024;
d) Limited Reviewed financial statements for the three months ended on June 30, 2025;
e) Projections of the future profitability and Balance Sheet of the Company as certified by management from July 01, 2025, to March 31, 2029; **(Annexure -D)**
f) Discussions and correspondence with the Management in connection with the business operations of the Company, key developments, past trends, proposed future business plans and prospects, etc.;
g) Information available in public domain and databases such as BSE etc.

In addition to the above, I have also obtained such other information and explanations from the Management as considered relevant for the purpose of the valuation.

It may be mentioned that the Management has been provided with an opportunity to review factual information in my report as part of my standard practice to ensure that factual inaccuracies/ omissions etc., are avoided in my final signed report.

9. PROCEDURE ADOPTED IN CARRYING OUT VALUATION

My analysis of valuation of the Company is based on the International Valuation Standards (IVS) and the prescriptions laid down in Companies (Registered Valuer's and Valuation) Rules, 2017. Some of the key procedures used in my value analysis included such substantive steps as I considered necessary under the circumstances, including, but not necessarily limited to the following are:

- Discussion with the Management to:
  - Understand the business and the fundamental factors that affect its earning generating capability including strength, weakness, opportunity and threat analysis and historical financial performance of the Company;
  - Enquire about the current state of affairs, business plans and the future performance estimates;
- Reviewed the Memorandum of Association and Article of Association of the Company;
- Reviewed the shareholding pattern of the Company as on Valuation Date;
- Reviewed the Limited Reviewed financial statements for the three months ended on June 30, 2025 and audited financial statements for the financial year ended March 31, 2025 , and March 31, 2024;
- Reviewed the projections of the future profitability and Balance Sheet of the Company as certified by management from July 01, 2025 to March 31, 2029;
- Discussions with the Management to obtain requisite explanation and clarification of data provided;
- Selection of appropriate internationally accepted valuation methodology/(ies) after deliberations and consideration to the sector in which the Company operate and analysis of their business operations etc.;
- Arrived at fair value of the equity shares using the method prescribed under SEBI ICDR Regulation.

10. VALUATION APPROACHES

Basis and Premise of Valuation
Valuation of Equity Shares of the Company as at Valuation Date is carried out in accordance with IVS, considering 'Fair Value' base and 'going concern value' premise. Any change in the valuation base or the valuation premise could have a significant impact on the valuation outcome of the Company.

Basis of Valuation
It means the indication of the type of value being used in an engagement. Fair Value as per IVS is defined as under:

'Fair value is 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.'

Premise of Value
Premise of Value refers to the conditions and circumstances how an asset is deployed. Valuation of the Company is carried out on a Going Concern Value premise which is as under:

'Going concern value is the value of a business enterprise that is expected to continue to operate in the future. The intangible elements of going concern value result from factors such as having a trained work force, an operational plant, the necessary licenses, systems, and procedures in place, etc.'

It is pertinent to note that the valuation of any business/company or its assets is inherently imprecise and is subject to various uncertainties and contingencies, all of which are difficult to predict and are beyond my control. In performing my analysis, I made numerous assumptions considering inter-alia dependency and financial assistance from existing shareholders and general business and economic conditions, many of which are beyond the control of the Company. In addition, this valuation will fluctuate with changes in prevailing market conditions, and prospects, financial and otherwise, of the business, and other factors which generally influence the valuation of the Company, its business and 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 purpose, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose. My choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for transactions of similar nature and my reasonable judgment, in an independent and bona fide manner based on my previous experience of assignments of a similar nature.

In case of companies listed on stock exchanges, the preferential issue of shares shall be undertaken in compliance with the provisions of SEBI ICDR Regulations. In the case of equity shares of the Company, the shares are listed as on the Relevant Date and are infrequently traded as per definition provided under Chapter V-Preferential Issue of Securities and Exchange board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as given below:

'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 shares of the issuer.

As per Regulation 165 of SEBI (ICDR) Regulation, 2018, where the shares of an issuer are not frequently traded, the price determined by the issuer shall take into account the valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares of such companies.

I have considered following method to determine price of equity shares for the purpose of preferential issue of equity shares in terms of Regulation 165 of SEBI (ICDR) Regulation, 2018.

For the purpose of the valuation exercise, generally the following valuation approaches are adopted:

i. **Cost Approach**
   a. Book Value Method/ Net Asset Value Method
ii. **Market Approach**
   a. Market Price Method
   b. Comparable Companies Multiple Method/ Comparable Transaction Multiples Method
iii. **Income Approach**
   a. Discounted Cash Flow (DCF) Method

<u>COST APPROACH</u>

a. Book Value Method/Net Asset Value Method (‘NAV)

The asset-based value analysis technique is based on the value of the underlying net assets of the business, either on a book value basis, realizable value basis or replacement cost basis. This value analysis approach is mainly used in case where the firm is to be liquidated i.e. it does not meet the ‘going concern’ criteria or in case where the assets base dominates earnings capability. It is also used where the main strength of the business is its asset backing rather than its capacity or potential to earn profits.

As represented by the Management, the Company presently operates as a going concern and would continue to do so for the foreseeable future. Accordingly, for the valuation of the Company, we have provided the weightage to this approach since the present valuation exercise is undertaken on going concern basis. The book value of equity share based on Limited Review Financial Statement as on 30.06.2025 is as detailed in ***Annexure - A.***

<u>MARKET APPROACH</u>

a. Market Price Method

Under the Market Price method, a Valuer considers the traded price observed over a reasonable period while valuing assets which are traded in the active market. For this purpose, one considers the market where the trading volume of asset is the highest when such asset is traded in more than one active market. The valuation standards also prescribe that the Valuer should use average price of the asset over a reasonable period and use a weighted average or volume weighted average to reduce the impact of volatility or any one-time event in the asset.

However, as the stock markets and stock prices are subject to volatility and as the equity shares of the Company has been infrequently traded as per the definition provided under Chapter V-Preferential Issue of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and considering the proposed transaction, in my opinion, it is thought appropriate to consider weighted average price of 90 days or 10 days before the relevant date whichever is higher.

As the weighted average price of 10 days is higher, I have considered weighted average price of 10 trading days to value equity shares of the Company. The details of same is given in ***Annexure - B.***

b. Comparable Companies' Multiple ('CCM')/ Comparable Transactions' Multiple ('CTM') Method

Under CCM the value of shares/ business of a company is determined based on market multiples of publicly traded comparable companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. CCM applies multiples derived from similar or 'comparable 'publicly traded companies to a company's operating metrics. Although no two companies are entirely alike, the companies selected as comparable companies should be engaged in the same or a similar line of business as the subject company. The appropriate multiple is generally based on the performance of listed companies with similar business models and size.

Based on my discussion with the Management, we understand that there are no direct comparable listed companies having similar operating/financial metrics as that of the Company, we have therefore not used CCM method.

Under CTM the value of shares/ business of a company is determined based on market multiples of publicly disclosed transactions in the similar space as that of the subject company. Multiples are generally based on data from recent transactions in a comparable sector, but with appropriate adjustment after consideration has been given to the specific characteristics of the business being valued.

We understand that there are no recent comparable transactions involving companies of similar nature and having a similar financial/ operating metrics as that of the Company, we have therefore not used CTM method.

INCOME APPROACH

a. Discounted Cash Flows ('DCF') Method

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 capitalized) amount.

Under the DCF method the projected free cash flows to the equity are discounted at cost of equity. This method is used to determine the present value of a business on a going concern assumption and recognizes the time value of money by discounting the free cash flows for the explicit forecast period and the perpetuity value at an appropriate discount factor. The terminal value represents the total value of the available cash flow for all periods subsequent to the horizon period. The terminal value of the business at the end of the horizon period is estimated, discounted to its present value equivalent and added to the present value of the available cash flow to estimate the value of the business.

*The Management has provided the projected financial items for July 01, 2025 to March 31, 2029, which the Management believes to be their estimates as to the future operating performance of the Company. The Management of the Company expects the Company to make profits and generate surplus cash for the foreseeable future. I have therefore used DCF method which is one of the most commonly used pricing methodology for valuing such companies. The detailed working is as mentioned in **Annexure - C.***

11. VALUATION CONCLUSION

It is recognized that valuation of any company or assets as a matter is inherently subjective and subject to various factors, which are difficult to predict and beyond control. Valuation exercise involves various assumptions with respect to the specific industry, general business and economic conditions, which are beyond the control of the Companies. The assumptions and analysis of market conditions, comparable, prospects of the industry as a whole and the Company, which influences the valuation of companies are subject to change over a period of time and even differ between the valuers at the given point of time.

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.

In light of the aforesaid and after taking into consideration the principles of valuation that one would have to consider to value the equity shares of the Company, I have derived value as per 'Net Asset Value Method' under Cost Approach; 'Market Price Method' under the Market Approach and 'Discounted Cash Flow Method' under Income Approach. I have given equal weightage to 'Net Asset Value Method' under Cost Approach, 'Market Price Method' under the Market Approach and 'Discounted Cash Flow Method' under Income Approach.

Sr. No.	Particulars	Price per share (INR)	Weights	Weighted Value (INR)
1	Net Asset Value Method	17.08	33.33%	5.69
2	Market Price Method	576.60	33.33%	192.20
3	Discounted Cash Flow Method	25.20	33.34%	8.40
			Equity Value per share	**206.29**

On the above basis of the foregoing, the fair value of equity shares of the Company is arrived at **INR 206.29 per share.**

12. RESTRICTIONS ON USE OF THE VALUATION REPORT

This valuation report is meant for use for the limited purpose of determining floor price of preferential issue of equity shares to Proposed Allottees on the Valuation Date. It should not be used for any other purpose and by any other persons. Further, the valuation report is based on the available financial information from the Company and publicly available sources which I believe to be accurate. I accept no responsibility for any errors in the information on which the valuation conclusions are based.

13. LIMITING FACTORS

My report is subject to the scope and 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.

1. This report has been prepared for the purposes stated herein and should not be relied upon for any other purpose. The Company is the only authorized user of this report and is restricted for the purpose indicated in the engagement letter. 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.
2. While my work has involved an analysis of financial information and accounting records, my engagement does not include an audit in accordance with generally accepted auditing standards of the client existing business records. Accordingly, I assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by and on behalf of you and the client. In the course of the valuation, I was provided with both written and verbal information. I have however, evaluated the information provided to me 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. This report is issued on the understanding that company has drawn my attention to all the matters relevant for the purpose of the Proposed Transaction as on date of this report which would have an impact on my valuation. My conclusions are based on the assumptions, forecasts and other information given by/on behalf of the Company.
3. I owe responsibility to only to the authority/client that has appointed me under the terms of the engagement letter. The Management warranted to me that the information they supplied is complete, accurate and true and correct to the best of their knowledge. I shall not be liable for any loss, damages, cost or expenses arising from fraudulent acts, misrepresentations, or willful default on part of the management, their directors, employee or agents.

4. I may have relied on data from external sources also to conclude the valuation. These sources are believed to be reliable and therefore, I assume no liability for the truth or accuracy of any data, opinions or estimates furnished by others that have been used in this analysis. Where I have relied on data, opinions or estimates from external sources, reasonable care has been taken to ensure that such data has been correctly extracted from those sources and/or reproduced in its proper form and context.
5. The report assumes that the company complies fully with relevant laws and regulations applicable in its area of operations and usage unless otherwise stated, and that the company will be managed in a competent and responsible manner. However, changes to the same in the future could impact the Company and the industry they operate in, which may impact my valuation.
6. Unless specifically stated to the contrary, this report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigations and other contingent liabilities that are not recorded/reflected in the financials provided to me. Further, I have also not carried out any physical verification of the assets and liabilities.
7. I do not provide assurance on the achievability of the results forecast by the management as events and circumstances do not occur as expected; differences between actual and expected results may be material. I express no opinion as to how closely the actual results will correspond to those projected/ forecast as the achievement of the forecast results is dependent on actions, plans and assumptions of management.
8. The valuation report is tempered by the exercise of judicious discretion by the RV, taking into account the relevant factors. There will always be several factors, e.g. management capability, present and prospective competition, yield on comparable securities, market sentiment, etc. which may not be apparent from the Balance Sheet but could strongly influence the value.
9. An analysis of such nature is necessarily based on the prevailing stock market, financial, economic and other conditions in general and industry trends in particular as in effect on, and the information made available to me as of, the date hereof. Events occurring after the date hereof may affect this report and the assumptions used in preparing it, and I do not assume any obligation to update, revise or reaffirm this Report.
10. Except for the valuation part, my report is not, nor should it be construed as my Opinion or Certifying the compliance with the proposed transaction with the provisions of the law including companies, taxation and capital market-related laws or as regards any legal implications or issues arising from such proposed transaction.
11. The user to which this valuation is addressed should read the basis upon which the valuation has been done and be aware of the potential for later variations in value due to factors that are unforeseen at the valuation date. Due to possible changes in market forces and circumstances, this valuation report can only be regarded as relevant as at the valuation date.

12. I am independent of the client/company and have no current or expected interest in the Company or its assets. The fee paid for my services in no way influenced the results of my analysis.

MUKESH KUMAR JAIN
Digitally signed by MUKESH KUMAR JAIN
Date: 2025.08.26 20:26:26 +05'30'

Place: Raipur (C.G)
Date: August 26, 2025
UDIN: 25502822BMNVRM3256

For CA MUKESH KUMAR JAIN
CP No.: ICSIRVO/SFA/41
IBBI R. No.: IBBI/RV/03/2019/12285

ANNEXURE - A

NET ASSET VALUE METHOD AS ON 30-06-2025

Particulars	INR Lakhs
Equity Share capital	4,686.66
Other Equity	13,567.17
Net Book value	**18,253.82**
No. of shares as on August 02, 2025	10,68,90,705
BV per Share	**17.08**

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ANNEXURE - B

MARKET PRICE METHOD

Particulars	MWAP# (INR)
The 90 trading days mean weighted average price of the related equity shares quoted on the recognised stock exchange (BSE) preceding the relevant date^	386.29
The 10 trading days mean weighted average price of the related equity shares quoted on the recognised stock exchange (BSE) preceding the relevant date^	576.60
Whichever is higher	**576.60**

^Trading data considered up to 25/08/2025
#Mean Weighted Average Price

Detail of Trading Data for period 17/04/2025 to 25/08/2025:

Date	Open Price	High Price	Low Price	Close Price	WAP	No. of Shares	No. of Trades	Total Turnover (INR)
25-Aug-25	535.95	535.95	535.95	535.95	535.95	3898	122	2089133
22-Aug-25	546.85	546.85	546.85	546.85	546.8499	3758	3758	2055062
21-Aug-25	558	558	558	558	558	434	434	8520660
20-Aug-25	569.35	569.35	569.35	569.35	569.3498	3954	74	2251209
19-Aug-25	542.25	542.25	542.25	542.25	542.2499	5095	166	2762763
18-Aug-25	508.4	516.45	501.75	516.45	514.4457	9188	275	4726727
14-Aug-25	498.5	500	488	491.9	493.9758	12844	653	6344625
13-Aug-25	497.7	497.7	468	483.55	484.2313	13446	530	6510974
12-Aug-25	464	480	451.1	475.4	473.0528	19359	584	9157829
11-Aug-25	469	488.95	445.45	464.6	467.4589	26729	1003	12494709
08-Aug-25	459.65	468.85	459.65	468.85	465.5597	23180	413	10791675
07-Aug-25	443	459.7	443	459.7	445.7126	40184	382	17910517
06-Aug-25	470.4	470.4	452	452	452.7363	24366	446	11031372
05-Aug-25	461.2	461.2	461.2	461.2	461.1999	3817	55	1760400
04-Aug-25	452.2	452.2	452.2	452.2	452.1999	5177	67	2341039
01-Aug-25	443.35	443.35	443.35	443.35	443.3499	2229	70	988227
31-Jul-25	434.7	434.7	434.7	434.7	434.6998	2738	56	1190208
30-Jul-25	426.2	426.2	426.2	426.2	426.1998	3329	55	1418819
29-Jul-25	417.85	417.85	417.85	417.85	417.8496	2347	59	980693
28-Jul-25	409.70	409.70	409.70	409.70	409.70	10,078	190	41,28,956
25-Jul-25	401.70	401.70	401.70	401.70	401.70	8,544	159	34,32,124
24-Jul-25	409.85	409.85	409.85	409.85	409.85	15,509	181	63,56,363

Date	Open Price	High Price	Low Price	Close Price	WAP	No. of Shares	No. of Trades	Total Turnover (INR)
23-Jul-25	418.20	418.20	418.20	418.20	418.20	8,382	96	35,05,352
22-Jul-25	426.70	426.70	426.70	426.70	426.70	32,976	396	1,40,70,859
21-Jul-25	435.40	435.40	435.40	435.40	435.40	9,671	123	42,10,753
18-Jul-25	444.25	444.25	444.25	444.25	444.25	5,542	92	24,62,033
17-Jul-25	453.30	453.30	453.30	453.30	453.30	1,830	88	8,29,539
16-Jul-25	462.55	462.55	462.55	462.55	462.55	2,308	117	10,67,565
15-Jul-25	471.95	471.95	471.95	471.95	471.95	5,052	166	23,84,291
14-Jul-25	481.55	481.55	481.55	481.55	481.55	2,814	204	13,55,081
11-Jul-25	501.00	501.00	491.35	491.35	494.57	18,836	692	93,15,680
10-Jul-25	501.35	501.35	501.35	501.35	501.35	22,697	439	1,13,79,140
09-Jul-25	491.55	491.55	491.55	491.55	491.55	1,885	54	9,26,571
08-Jul-25	481.95	481.95	481.95	481.95	481.95	5,914	68	28,50,252
07-Jul-25	472.50	472.50	472.50	472.50	472.50	4,669	70	22,06,102
04-Jul-25	463.25	463.25	463.25	463.25	463.25	10,165	93	47,08,936
03-Jul-25	454.20	454.20	454.20	454.20	454.20	7,218	93	32,78,415
02-Jul-25	445.30	445.30	445.30	445.30	445.30	7,414	121	33,01,454
01-Jul-25	414.00	436.60	400.00	436.60	428.81	22,417	695	96,12,625
30-Jun-25	415.85	415.85	380.10	415.85	406.76	69,303	1,475	2,81,89,987
27-Jun-25	396.05	396.05	396.05	396.05	396.05	4,305	79	17,04,995
26-Jun-25	377.20	377.20	377.20	377.20	377.20	4,859	111	18,32,814
25-Jun-25	359.25	359.25	349.00	359.25	359.08	19,111	331	68,62,465
24-Jun-25	342.20	342.20	325.95	342.15	341.26	90,792	1,774	3,09,83,935
23-Jun-25	295.00	325.95	294.95	325.95	299.99	1,05,389	1,088	3,16,15,782
20-Jun-25	310.45	310.45	310.45	310.45	310.45	6,464	50	20,06,748
19-Jun-25	316.75	316.75	316.75	316.75	316.75	18,829	76	59,64,085
18-Jun-25	323.20	323.20	323.20	323.20	323.20	3,577	52	11,56,086
17-Jun-25	329.75	329.75	329.75	329.75	329.75	2,604	56	8,58,669
16-Jun-25	336.45	336.45	336.45	336.45	336.45	2,497	66	8,40,115
13-Jun-25	343.30	343.30	343.30	343.30	343.30	4,978	58	17,08,947
12-Jun-25	350.30	350.30	350.30	350.30	350.30	17,371	87	60,85,061
11-Jun-25	357.40	357.40	357.40	357.40	357.40	26,776	104	95,69,742
10-Jun-25	364.65	364.65	364.65	364.65	364.65	4,027	82	14,68,445
09-Jun-25	372.05	372.05	372.05	372.05	372.05	1,868	120	6,94,989
06-Jun-25	379.60	379.60	379.60	379.60	379.60	4,231	106	16,06,087
05-Jun-25	387.30	387.30	387.30	387.30	387.30	5,898	115	22,84,295
04-Jun-25	395.20	395.20	395.20	395.20	395.20	1,497	112	5,91,614
03-Jun-25	403.25	403.25	403.25	403.25	403.25	4,767	218	19,22,292

Date	Open Price	High Price	Low Price	Close Price	WAP	No. of Shares	No. of Trades	Total Turnover (INR)
02-Jun-25	411.45	411.45	411.45	411.45	411.45	20,028	517	82,40,520
30-May-25	426.65	426.70	419.80	419.80	424.14	85,348	898	3,61,99,758
29-May-25	418.35	418.35	418.35	418.35	418.35	9,288	42	38,85,634
28-May-25	410.15	410.15	410.15	410.15	410.15	2,117	29	8,68,287
27-May-25	402.15	402.15	402.15	402.15	402.15	3,432	38	13,80,178
26-May-25	394.30	394.30	394.30	394.30	394.30	2,579	27	10,16,899
23-May-25	386.60	386.60	386.60	386.60	386.60	2,431	34	9,39,824
22-May-25	379.05	379.05	379.05	379.05	379.05	1,613	28	6,11,407
21-May-25	371.65	371.65	371.65	371.65	371.65	3,752	18	13,94,430
20-May-25	364.40	364.40	364.40	364.40	364.40	1,284	27	4,67,889
19-May-25	357.30	357.30	357.30	357.30	357.30	2,198	37	7,85,345
16-May-25	350.30	350.30	350.30	350.30	350.30	917	23	3,21,225
15-May-25	343.45	343.45	343.45	343.45	343.45	3,219	29	11,05,565
14-May-25	336.75	336.75	336.75	336.75	336.75	3,256	35	10,96,458
13-May-25	330.15	330.15	330.15	330.15	330.15	1,660	33	5,48,049
12-May-25	323.70	323.70	323.70	323.70	323.70	2,386	39	7,72,348
09-May-25	317.40	317.40	317.40	317.40	317.40	5,306	34	16,84,124
08-May-25	311.20	311.20	311.20	311.20	311.20	79,145	847	2,46,29,924
07-May-25	302.70	305.10	302.70	305.10	303.14	58,431	188	1,77,12,923
06-May-25	299.15	299.15	299.15	299.15	299.15	5,811	29	17,38,360
05-May-25	293.30	293.30	293.30	293.30	293.30	11,675	30	34,24,277
02-May-25	287.55	287.55	287.55	287.55	287.55	8,509	27	24,46,762
30-Apr-25	281.95	281.95	281.95	281.95	281.95	1,259	15	3,54,975
29-Apr-25	276.45	276.45	276.45	276.45	276.45	2,882	25	7,96,728
28-Apr-25	271.05	271.05	271.05	271.05	271.05	1,594	21	4,32,053
25-Apr-25	265.75	265.75	265.75	265.75	265.75	3,918	29	10,41,208
24-Apr-25	260.55	260.55	260.55	260.55	260.55	22,525	27	58,68,888
23-Apr-25	255.45	255.45	255.45	255.45	255.45	8,131	27	20,77,063
22-Apr-25	250.45	250.45	250.45	250.45	250.45	12,494	34	31,29,122
21-Apr-25	245.55	245.55	245.55	245.55	245.55	35,158	30	86,33,046
17-Apr-25	240.75	240.75	240.75	240.75	240.75	1,894	28	4,55,980

(Source: BSE Database)

ANNEXURE - C

DISCOUNTED CASH FLOW METHOD

The Discounted Free Cash Flows method is one of the most rigorous approaches for valuation of a business/asset/equity. In this method, the projected free cash flows from business operations are discounted at the weighted average cost of capital and sum of such discounted free cash flows is the value of the business. For arriving at the valuation of equity shares, projected free cash flows to various stakeholders are discounted at the cost of equity to arrive at the value of business and subtracting outstanding Debts & Preference shareholding, if any, there from and adjusting surplus assets & liabilities, if any, thereto.

Using the Discounted Free Cash Flows method involves determining the following:

- Estimating future free cash flows,
- The time frame of the cash flows i.e. the explicit forecast Period,
- Appropriate Discount rate to be applied to cash flows,
- The continuing value i.e. the cumulative value of the free cash flows beyond the explicit forecast period which is also known as Terminal Value,
- Value of cash and cash equivalents and Surplus Assets

➢ **Free Cash Flows to Firm (FCFF)**

FCFF are the cash flows expected to be generated by the Company that are available to providers of the Equity and Debt Capital. FCFF is determined by Profit after Taxes, to which any non-cash expenses like Depreciation and amortization are added back. The above is adjusted for (i) change in working capital requirements (ii) investments in capital expenditure and other assets. Free cash flows thus calculated will be equal to the sum of the cash flows available to Equity and Debt holders.

➢ **Time Frame of Cash Flows**

A problem faced in valuing a business is its indefinite life, especially where the valuation, as in the present case, is on a going concern basis. This problem could be tackled by separating the value of the business into two-time periods viz. explicit forecast period and post explicit forecast period. In such a case, the value of business will be value of free cash flows generated during the explicit forecast period and value of free cash flows generated during the post explicit forecast period. While projected free cash flows of the explicit forecast period could be estimated on the basis of business plan, the free cash flows of the post explicit forecast period could be estimated using an appropriate method. In the present case, I have been furnished with the financial projections for July 01, 2025 to March 31, 2029, I have considered the same for the purpose of valuation.

➢ **Appropriate Discounting Rate i.e. Weighted Average Cost of Capital**

The Weighted Average Cost of Capital (WACC) is the average rate that a company is expected to pay to all its equity and debt holders, to finance its assets. The WACC is the weighted average return that a company must earn on an existing asset base to satisfy its owners and debt holders. Broadly speaking, a company's assets are financed by either debt or equity. WACC is the weighted average return for cost for equity shareholders as well as debt holders.

Discounting Factor

The discount factor considered for arriving at the present value of the FCFF is the WACC, which comprises of cost of debt and equity

$$\mathbf{WACC} = \left(\mathbf{Kd} * (\mathbf{1} - \mathbf{t}) * \left[\frac{\mathbf{D}}{\mathbf{D} + \mathbf{E}}\right]\right) + \left(\mathbf{Ke} * \left[\frac{\mathbf{E}}{\mathbf{D} + \mathbf{E}}\right]\right)$$

Where ‘D’ and ‘E’ represent the debt and equity portion respectively in the capital structure.

The WACC using the above parameters has been estimated at 13.90% after giving appropriate allowances for company specific risk including risk associated with achieving the financial projections, etc.

Given that the cash flow would be generated over the period, I have applied the mid-period discounting.

- **Cost of Debt (Kd)**

  Cost of debt refers to the effective rate a company pays on its current debt. The cost of debt is used after including the tax impact. As informed by the management, the average effective interest rate for the debt will be 9.00% p.a.

  I have considered a tax rate for debt at 25.17% to calculate the tax benefit on interest expense. Accordingly, I have arrived at 6.73% as post tax cost of debt.

- **Cost of Equity (Ke)**

  The cost of equity has been determined using the Capital Assets Pricing Model. For this purpose, the formula used is as under:

$$\mathbf{CAPM\ (Ke)} = \mathbf{Rf} + \boldsymbol{\beta}\ (\mathbf{Rm} - \mathbf{Rf}) + \boldsymbol{\alpha}$$

  Where,

  CAPM (Ke) = Discount rate derived from Capital Assets Pricing Model
  Rf =Risk free rate of return
  β =Beta factor as a measure of the systematic risk
  Rm =Representative Market Return
  (Rm – Rf) =Equity Market premium (ERP)
  α = Company Specific Risk Premium

  Capital–Asset Pricing Model (CAPM) describes the relationship between systematic risk and expected return for assets, particularly stocks. CAPM is widely used throughout finance for pricing risky securities and generating expected returns for assets given the risk of those assets and cost of capital.

- **Risk Free Rate**
  The risk-free rate is generally based on the returns available from long-term Government Bonds and securities. These returns are used since they represent a very low default risk, are liquid (freely tradable) and include the expected long-term inflation premium. Based on current yield of 10 Year GOI Security bond, risk free rate has been considered as 6.43% in the present case.

- **Equity Risk Premium**
  The Equity Risk Premium (ERP) is the additional amount of return over the risk-free rate that is required to compensate the investor for the additional risk of investing in the equity. It is typically measured by the amount by which historical returns in the equity security markets, over a long period of time, have exceeded the returns from risk-free investments. Such historical return from investment in the equity markets – which is the sum of return by way of capital appreciation and return by way of dividend yield – is the market return. I have considered equity risk premium of 7.00% based on the Market return of S&P BSE 500 since inception. *(Market Return = 13.43%)*

- **Beta (β)**
  Systematic risk is measured in the CAPM by a factor known as Beta. Beta is a measure of volatility or systematic risk, of a security or a portfolio in comparison to the market as a whole. The beta of the asset has to be estimated relative to the market portfolio and by selecting the comparable companies closely associated with the subject company. I have considered a Beta of 1.00 for the purpose of calculation of the cost of equity. *(Neutral Beta)*

- **Company Specific Risk Premium (α)**
  Company Specific Risk Premium (CSRP) is the risk unique to the company. It includes Additional Business Risk, Economic Risk, Projection Risk, Technology Risk and Legal Risk. Hence to compensate the investor for this aspect, I have considered 7.50% premium towards CSRP.

  For the purpose of valuation under the Discounted Cash Flow (DCF) Method, the financial position of the Company as on the valuation date is essential. However, since the audited financial statements as on August 26, 2025 were not available at the time of this report, the most recent provisional financial statements as on August 26, 2025, have been considered for determining the value of equity shares. Further, in the case of the DCF Method, an appropriate stub period adjustment factor has been applied to align the valuation with the valuation date of August 26, 2025. This approach is in line with generally accepted valuation practices and ensures consistency with the applicable regulatory requirements.

STATEMENT SHOWING WEIGHTED AVERAGE COST OF CAPITAL

Particulars	Value
Risk-Free Rate of Return	6.43%
Beta Coefficient	1.00
Market Return	13.43%
Market Equity Risk Premium	7.00%
Business Risk	7.50%
Cost of Equity Financing	**20.93%**
Average Cost of Debt	9.00%
Tax Rate	25.17%
Cost of Debt (Net-off Tax)	**6.73%**
Weights *(Management Representation)*	
Debt	50.00%
Equity	50.00%
Weighted Average Cost of Capital (WACC)	**13.90%**

- **Terminal Value**

  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 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. Since, the Company is in high growth phase at the end of explicit period i.e. FY 2028-29, We have applied the H model for calculation of terminal value. The cash flow of FY 2028-29 has been used as the base to determine the terminal value.

  Based on dynamics of the sector, market reach of the Company by FY 2028-29 and discussions with the Management, we have assumed a long-term growth rate of 5.0% to calculate the terminal value. The Management expects the Company's growth to mature by FY 2030-31. We have therefore, considered a period of 2 years from FY 2028-29, for the Company to reach stable long term growth rate of 5.0% from growth rate of 25.0% in FY 2028-29.

STATEMENT SHOWING CALCULATION OF TERMINAL VALUE

Particulars	INR Lakhs
Cash flows for the terminal year	2,510.75
Cash flows for March 31, 2029	2,458.41
WACC	13.90%
Growth rate – high	25.00%
Growth rate	5.00%
High growth period (years)	2.00
H- Model Terminal value	**33,735.19**

Particulars	INR Lakhs
Present value factor	0.66
Present value of terminal period cash flows	**22,099.43**

- **Stub Factor**
  As the audited financial statements as on the valuation date, i.e., August 26, 2025, were not available at the time of this valuation exercise, the provisional financial statements as on June 30, 2025 have been relied upon for the purpose of determining the value of equity shares. In order to align the valuation with the relevant date, an appropriate stub factor has been applied to adjust for the time gap between the financial statement date and the relevant date. The stub factor calculated and applied, reflecting the time value of money over the interim period.

- **Other Considerations**
  To arrive at the total value attributable to the equity shareholders of the business, value arrived through DCF method for the Company is adjusted by

  1. Cash and cash equivalents amounting to INR 1,388.10 Lakhs as on June 30, 2025;
  2. Debt and Debt-like items amounting to INR 481.90 Lakhs as on June 30, 2025;
  3. Investments amounting to INR 0.19 Lakhs as on June 30, 2025;

  The Management has represented that there are no unascertained or contingent liabilities to be adjusted for the purpose of arriving at the fair market value of equity shares.

  The total adjusted value for equity shareholders is then divided by the diluted number of equity shares to arrive at the value per equity share.

STATEMENT SHOWING FREE CASH FLOW TO FIRM

(Amount in INR Lakhs)

Particulars	01.07.2025-31.03.2026	2026-27	2027-28	2028-29	Terminal Year
Revenue from Operations	**6,909.82**	**14,619.80**	**19,005.74**	**23,757.18**	**24,945.04**
Annualised Y-o-Y growth %		*58.7%*	*30.0%*	*25.0%*	*5.0%*
EBIT	**514.31**	**1,256.13**	**2,579.13**	**4,004.67**	**4,204.91**
% of Revenue	*7.4%*	*8.6%*	*13.6%*	*16.9%*	*16.9%*
Less: Tax Expense	129.44	316.14	649.12	1,007.90	1,058.37
Profit After Tax	**384.87**	**939.99**	**1,930.01**	**2,996.78**	**3,146.53**
Add: Depreciation	193.08	355.33	337.56	320.69	336.72
Operating Cash Profit After Tax	**577.95**	**1,295.32**	**2,267.58**	**3,317.46**	**3,483.25**
Less: Incremental Capital Expenditure	227.27	-	-	-	336.72
Less: Changes in Working Capital	97.16	692.94	836.85	859.06	635.78
Free Cash Flow to Firm	**253.52**	**602.38**	**1,430.73**	**2,458.41**	**2,510.75**
Mid-Period Discounting factor	0.95	0.85	0.75	0.66	
Net Present Value	**241.44**	**511.93**	**1,067.52**	**1,610.47**	

STATEMENT SHOWING VALUE PER SHARE

Particulars	INR Lakhs
PV of Explicit Cash Flows	3,431.37
PV of Terminal Value	22,099.43
Enterprise Value as on June 30, 2025	**25,530.80**
Stub period adjustment	1.02
Enterprise Value as on Feb 11, 2025	**26,034.12**
Add: Cash & Bank Balance	1,388.10
Less: Debt and Debt-like items	481.90
Add: Investments	0.19
Equity Value as on Feb 11, 2025	**26,940.32**
No. of Shares (Face Value - INR 10 each)	10,68,90,705
Value Per Share (INR)	**25.20**