VALUATION REPORT

on

Fair Value of Equity Shares

Tandhan Industries Limited

Valuation Date/Relevant Date – 31st August 2026

Report Date – 07th September 2026

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Table of Contents

1 Context and Purpose 3
2 Conditions and major assumptions 3
3 Background of the Company 5
4 Valuation Premise 6
5 Valuation Date 6
6 Declaration of Independence of valuer and Financial Interest 6
7 Valuation Standards 6
8 Valuation Methodology and Approach 6
9 Source of Information 10
10 Caveats 11
11 Distribution of Report 12
12 Opinion on Fair Value of Equity Shares 12
13 Annexure 1 14

Valuation Analysis

We refer to our Engagement Letter as independent valuers of **Tandhan Industries Limited** (the "Company"). In the following paragraphs, we have summarized our valuation Analysis (the "Analysis") of the business of the Company as informed by the management and detailed herein, together with the description of the methodologies used and limitation on our scope of work.

1 Context and Purpose

Based on discussion with the management, we understand that the Company is evaluating the possibility of **Fair Value of Equity shares under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018**. In the context of the proposed transaction, the management requires our assistance in determining the **Fair Value of Equity shares** of the Company.

Proposed Transaction:

During the Financial Year 2026-27, Company is evaluating the possibility of issuing further securities to prospective investors. In this context, the management of **Tandhan Industries Limited** (the "Management") has requested us to estimate the fair value of the Equity Shares. - "Proposed Transaction".

2 Conditions and major assumptions

Conditions

The historical financial information about the Company presented in this report is included solely for the purpose to arrive at value conclusion presented in this report and it should not be used by anyone to obtain credit or for any other unintended purpose. Because of the limited purpose as mentioned in the report, it may be incomplete and may contain departures from generally accepted accounting principles prevailing in the country. We have not audited, reviewed or compiled the financial statements and express no assurance on them.

Readers of this report should be aware that a business valuation is based on future earnings potential that may or may not be materialised.

This report is only to be used in its entirety, and for the purpose stated in the report. No third parties should rely on the information or data contained in this report without the advice of their lawyer, attorney or accountant.

We acknowledge that we have no present or contemplated financial interest in the Company. Our fees for this valuation are based upon our normal billing rates, and not contingent upon the results or the value of the business or in any other manner. We have no responsibility to modify this report for events and circumstances occurring subsequent to the date of this report.

We have, however, used conceptually sound and generally accepted methods, principles and procedures of valuation in determining the value estimate included in this report. The valuation analyst, by reason of performing this valuation and preparing this report, is not to require to give expert testimony nor to be in attendance in court or at any government hearing with reference to the matters contained herein, unless prior arrangements have been made with the analyst regarding such additional engagement.

Assumptions

The opinion of value given in this report is based on information provided by the management of the Company and other sources as listed in the report. This information is assumed to be accurate and complete.

We have relied upon the representations contained in the public and other documents in our possession and any other assets or liabilities except as specifically stated to the contrary in this report.

We have not attempted to confirm whether or not all assets of the business are free and clear of liens and encumbrances, or that the owner has good title to all the assets.

We have also assumed that the business will be operated prudently and that there are no unforeseen adverse changes in the economic conditions affecting the business, the market, or the industry. This report presumes that the management of the Company will maintain the character and integrity of the Company.

We have been informed by the management that there are no significant lawsuits or any other undisclosed contingent liabilities which may potentially affect the business, except as may be disclosed elsewhere in this report. We have assumed that no costs or expenses will be incurred in connection with such liabilities, except as explicitly stated in this report.

3 Background of the Company

The Company is engaged in the business of providing commercial Services and also does trading & marketing of various goods.

Company URL: https://www.tandhangroup.com/

Further data of the company is as under:

CIN	L22209MH1985PLC034963
Company Name	TANDHAN INDUSTRIES LIMITED
ROC Name	ROC Mumbai I
Registration Number	034963
Date of Incorporation	02/01/1985
Email Id	SANMITRACOMMERCIAL@YMAIL.COM
Registered Address	13, Prem Niwas 652, Dr. Ambedkar Road, Khar west, Mumbai City, Mumbai, Maharashtra, India, 400052
Address at which the books of account are to be maintained	Mouza Kashyabpur, J. L. No. 15, Kulgachia, Uluberia, Howrah, Bagnan, Howrah, Howrah, West Bengal, India, 711303
Listed in Stock Exchange(s) (Y/N)	Yes
Category of Company	Company limited by shares
Subcategory of the Company	Non-government company
Class of Company	Public
ACTIVE compliance	ACTIVE Compliant
Authorised Capital (Rs)	60,00,00,000
Paid up Capital (Rs)	49,77,25,000
Date of last AGM	24/09/2025
Date of Balance Sheet	31/03/2025
Company Status	Active

Directors and Key Managerial Persons:

DIN/PAN	Name	Designation	Date of Appointment
10491076	Giri Raj Parashar	Director	27/02/2026
01835733	Ankit Jalan	Managing Director	27/02/2026
10454972	Prachi Jalan	Whole-time director	27/02/2026
10808174	Daivik Jalan	Director	27/02/2026
*****0565H	Pawan Kumar Agarwal	CFO	28/02/2026
*****5908J	Priti Priya Singh	Company Secretary	28/02/2026
07690975	Shivam Gupta	Director	27/02/2026
10447667	Pragati Goel	Director	27/02/2026

Shareholding Details as on the date of report

Particulars	Equity Shares	Warrants	Total	% Holding
Promoter & Promoter Group				
Anuj Jalan	1,38,84,087		1,38,84,087	24.11%
Ankit Jalan	1,32,86,582		1,32,86,582	23.07%
Prachi Jalan	6,14,500		6,14,500	1.07%
Divyanshi Jalan	24,580		24,580	0.04%
Radhika Jalan	12,29,000		12,29,000	2.13%
Ritu Jalan	6,14,500	78,25,000	84,39,500	14.65%
Daivik Jalan	15,00,000		15,00,000	2.60%
Manju Jalan	12,29,000		12,29,000	2.13%
Public	1,73,90,251		1,73,90,251	30.19%
Total	**4,97,72,500**	**78,25,000**	**5,75,97,500**	**100.00%**

Face Value Per Equity Share is Rs. 10.00/-.
value per warrants is Rs.15.00/-.

4 Valuation Premise

The premise of value for our analyses is going concern value as there is neither a planned or contemplated discontinuance of any line of business nor any liquidation of the Company.

5 Valuation Date

The Analysis of the Fair Value of Equity share of **Tandhan Industries Limited** as on **31st August 2026.**

6 Declaration of Independence of valuer and Financial Interest

I hereby declare that I am independent of the subject firms for valuation and have not been under any direct or indirect influence, which may affect the valuation exercise. I also state that I have no financial interest in the subject company for Valuation.

7 Valuation Standards

The Report has been prepared in compliance with the internationally accepted valuation standards and valuation standard adopted by ICAI Registered Valuers Organisation.

8 Valuation Methodology and Approach

The standard of value used in the Analysis is "Fair Value", which is often defined as the price, in terms of cash or equivalent, that a buyer could reasonably be expected to pay, and a seller could reasonably be expected to accept, if the business were exposed for sale on the open market for a reasonable period of time, with both buyer and seller being In possession of the pertinent facts and neither being under any compulsion to act.

Valuation of a business is not an exact science and ultimately depends upon what it is worth to a serious investor or buyer who may be prepared to pay a substantial goodwill. This exercise may be carried out using various methodologies, the relative emphasis of each often varying with:

- whether the entity is listed on a stock exchange
- industry to which the Company belongs.
- past track record of the business and the ease with which the growth rate in cash flows to perpetuity can be estimated.
- Extent to which industry and comparable Company information is available.

The results of this exercise could vary significantly depending upon the basis used, the specific circumstances and professional judgment of the valuer. In respect of going concerns, certain valuation techniques have evolved over time and are commonly in vogue. These can be broadly categorised as follows:

1. Asset Approach

Net Asset Value Method ("NAV")

The value arrived at under this approach is based on the audited financial statements of the business and may be defined as Shareholders' Funds or Net Assets owned by the business. The balance sheet values are adjusted for any contingent liabilities that are likely to materialise.

The Net Asset Value is generally used as the minimum break-up value for the transaction since this methodology ignores the future return the assets can produce and is calculated using historical accounting data that does not reflect how much the business is worth to someone who may buy it as a going concern.

2. Market Approach

Comparable Company Market Multiple Method

Under this methodology, market multiples of comparable listed companies are computed and applied to the business being valued in order to arrive at a multiple based valuation The difficulty here in the selection of a comparable company since it is rare to find two or more companies with the same product portfolio, size, capital structure, business strategy, profitability and accounting practices.

Whereas no publicly traded company provides an identical match to the operations of a given company, important information can be drawn from the way comparable enterprises are valued by public markets. In case of early-stage company and different business model the problem aggravates further.

Comparable Transactions Multiple Method

This approach is somewhat similar to the market multiples approach except that the sales and EBITDA multiples of reported transactions in the same industry in the recent past are applied to the sales and EBITDA of the business being valued.

3. Income Approach

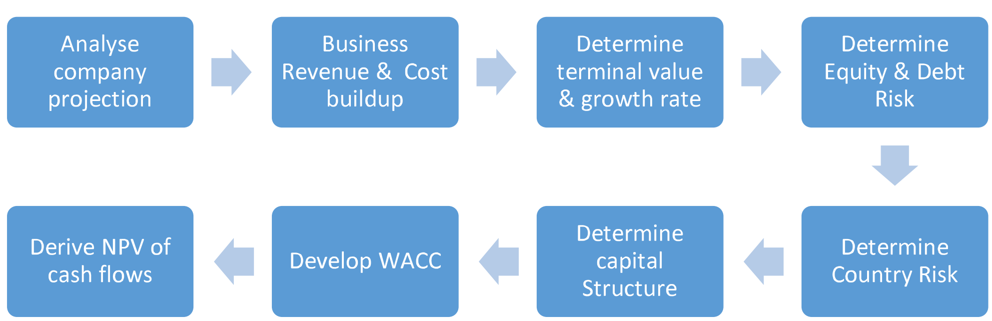
Discounted Cash Flows - "DCF"

DCF uses the future free cash flows of the company discounted by the firm's weighted average cost of capital (the average cost of all the capital used in the business, including debt and equity), plus a risk factor measured by beta, to arrive at the present value.

Beta is an adjustment that uses historic stock market data to measure the sensitivity of the Company's cash flow to market indices, for example, through business cycles.

The DCF method is a strong valuation tool, as it concentrates on cash generation potential of a business. This valuation method is based on the capability of a company to generate cash flows in the future. The free cash flows are projected for a certain number of years and then discounted at a discount rate that reflects a Company's cost of capital and the risk associated with the cash flows it generates. DCF analysis is based mainly on the following elements:

- Projection of financial statements (key value driving factors)
- The cost of capital to discount the projected cash flows



Profit Earning Capacity Value (PECV) Method

This method of valuation presumes the continuity of business and uses the past and projected earnings to arrive at an estimate of future maintainable profits. For the purpose of the Profit Earning Capacity Value (PECV) of the shares, the commonly accepted approach is to capitalize average earnings, past and projected at an appropriate rate of capitalization, to arrive at a fair value per share. In the calculation of PECV, provision for taxation at the current statutory rate is normally considered because the crux of estimate the PECV lies in the assessment of the future maintainable profits of the business. It should not be overlooked that the valuation is for the future and that it is the future maintainable streams of earnings that is of greater significance in the process of valuation.

<u>Valuation Methodology</u>

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.

In this case, the Company being a listed Company, we have considered valuation regulations applicable to preferential issue of Equity Shares as defined in Securities and Exchange Board of India (Issue of Capital & Disclosure) Regulations, 2018, the requirements of the Articles of Association of the Company and the provisions of the Companies (Share Capital and Debentures) Rules, 2014 (as amended).

SEBI Regulations for requirement of Valuation:

<u>SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED</u>

The relevant Regulations under SEBI (ICDR) are reproduced as under:

Regulation 165. *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:*
Provided that the issuer shall submit a certificate stating that the issuer is in compliance of this regulation, obtained from an independent valuer to the stock exchange where the equity shares of the issuer are listed.

Regulation 161*: "relevant date" means: a) in case of preferential issue of equity shares, the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue:*

Explanation: Where the relevant date falls on a weekend or a holiday, the day preceding the weekend, or the holiday will be reckoned to be the relevant date.

Regulation 166A (1): Other conditions for pricing

Any preferential issue, which may result in a change in control or 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, shall require a valuation report from an independent registered valuer and consider the same for determining the price:

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub-regulation (1), (2) or (4) of regulation 164, as the case may be, or the 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 applicable.

Provided further that if any proposed preferential issue is likely to result in a change in control of the issuer, the valuation report from the registered valuer shall also cover guidance on control premium, which shall be computed over and above the price determined in terms of the first proviso.

In the instant case, the shares are listed on the Bombay Stock Exchange but are infrequently traded. The traded turnover on the Exchange during the 240 trading days in the relevant period is shown in the table below.

Number of Equity Shares traded. (A)	Total no. of Equity Shares of the Target Company during the Relevant Period (B)	Trading Turnover (as a % of Total Equity Shares listed during the Relevant Period) (A/B)
BSE Limited (BSE)		
23,16,547	5,75,97,500	4.02%

Our choice of methodology and valuation has been arrived using usual and conventional methodologies adopted for purposes of a similar nature and our reasonable judgment, in an independent and bona fide manner based on our previous experience of assignments of similar nature.

9 Source of Information

The Analysis is based on trading prices and volumes as available in the public domain. Specifically, the sources of information include:

- Historical Data of Trading Price and Volume traded of the stock on Bombay Stock Exchange

Further, we have also been informed by the Company that

1. The Equity Shares of the Company are listed on the Bombay Stock Exchange.
2. The Equity Shares are infrequently traded on the Bombay Stock Exchange and does not meet the definition of Frequently traded shares as per Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
3. The Company is proposing to hold Extraordinary General Meeting of Members on 30th September 2026 to approve the proposed preferential issue and hence, the relevant date is 31st August 2026.
4. The present issue of Equity Shares shall not result in change in control of the Company.
5. Details of Shareholding and numbers of Equity Shares as on the date of report.

In addition to the above, we have also obtained such other information and explanations from the Company as were considered relevant for the purpose of the valuation. It may be mentioned that the Management has been provided the opportunity to review our draft report as part of our standard practice to make sure that factual inaccuracies are avoided in our final report.

10 Caveats

Provision of valuation recommendations and considerations of the issues described herein are areas of our regular corporate advisory practice. The services do not represent accounting, assurance, financial due diligence review, consulting, transfer pricing or domestic/international tax-related services that may otherwise be provided by us.

We have relied on data from Recognized Stock Exchange. This source is considered to be reliable and therefore, we assume no liability for the accuracy of the data.

The valuation worksheets prepared for the exercise are proprietary to the Valuer and cannot be shared. Any clarifications on the workings will be provided on request, prior to finalizing the Report, as per the terms of our engagement.

The scope of our work has been limited both in terms of the areas of the business and operations which we have reviewed and the extent to which we have reviewed them.

The Valuation Analysis contained herein represents the value only on the date that is specifically Stated in this Report.

We have no present or planned future interest in the Company and the fee for this Report is not contingent upon the values reported herein.

Our Valuation analysis should not be construed as investment advice; specifically, we do not express any opinion on the suitability or otherwise of entering into any transaction with the Company.

Our Report is not nor should it be construed as our opining or certifying the compliance with the provisions of any law / standards including company, foreign exchange regulatory, accounting and taxation (including transfer pricing) laws / standards or as regards any legal, accounting or taxation implications or issues.

Our Report and the opinion / valuation analysis contained herein is not nor should it be construed as advice relating to investing in, purchasing, selling or otherwise dealing in securities. This report does not in any manner address, opine on or recommend the prices at which the securities of the Company could or should transact.

11 Distribution of Report

The Analysis is confidential and has been prepared exclusively for **Tandhan Industries Limited**. It should not be used, reproduced or circulated to any other person or for any purpose other than as mentioned above, in whole or in part, without the prior written consent of the valuer. Such consent will only be given after full consideration of the circumstances at the time. However, we do understand that the report will be shared according to the terms of SEBI ICDR Regulation, 2018.

12 Opinion on Fair Value of Equity Shares

Based on our valuation exercise Fair Value of the Equity Shares as on 31st August 2026 is as under:

Method	in INR
Price determined from the independent registered valuer	78.92

Method	Value per share (*)	Weight	Product
Asset Approach – NAV Method	31.28	15%	4.69
Market Approach – Market Price Method	142.53	5%	7.13
Income Approach – DCF Method	83.87	80%	67.10
	Weighted Average Value per share (In INR)		**78.92**

(*) Refer Annexure for Working

Approach	Method	Weightage	Rationale for Weightage
Asset Approach	NAV Method	15%	The NAV Method has been considered appropriate as it reflects the value of the Company based on its underlying assets and liabilities. It serves as a valuation floor since most companies have a greater value as a going concern than they would if they were liquidated. Considering this a weightage of 15% has been assigned to the NAV Method for the current valuation exercise.
Market Approach	Market Price Method	5%	The equity shares of the Company are listed on BSE Limited; however, the shares are infrequently traded, with the trading turnover during the relevant period being 4.02% of the total equity shares listed. Accordingly, the market price may not fully reflect the fair value of the Company. Nevertheless, since the shares are listed and are being traded in the market, a minimal weightage of 5% has been assigned to the Market Price Method for the current valuation exercise.
			The DCF Method has been considered appropriate as it determines the intrinsic value of the Company based on its expected future cash flows and

Income Approach	**DCF Method**	**80%**	earning potential. The valuation has been undertaken based on reasonable assumptions regarding the Company's future operating performance and cash flow generation. Considering that the DCF Method captures the prospective performance of the Company, a remaining weightage of 80% has been assigned to this method for the current valuation exercise.

Control Premium

The present issue of Equity Shares shall not result in change in control of the Company. Hence guidance on control premium is not considered under Regulation 166A.

we trust the above meets your requirements. Please feel free to contact us in case you require any additional information or clarifications.

Yours faithfully

Bhavesh M Rathod
Chartered Accountants
M No: 119158
Registered Valuer - Securities or Financial Assets
(Reg No: IBBI/RV/06/2019/10708)

Date: 07th September 2026
Place: Mumbai

UDIN: 26119158FNJTVQ3364

13 Annexure 1

i. Asset Approach – Adjusted Net Asset Value Method (NAV Method) as on 30th June 2026

(INR Lakhs)

Particulars		Amount
Assets		
Non-current assets		
Fixed Assets		
-Tangible Assets		2,990.17
-Right To Use Of assets		1,131.59
-Intangible Assets		4.05
-CWIP		39.81
Long-term loans and advances		4,354.88
Deferred tax assets (net)		103.54
Non-Current Investment		3,105.76
Other Non-Current Assets		2,234.34
Current assets		
Inventories		5,807.03
Trade receivables		4,124.98
Cash and bank balances		3,104.74
Short-term loans and advances		73.88
Other Current Assets		2,451.05
Total Assets	**A**	**29,525.82**
Liabilities		
Non-Current Liabilities		
Long Term Borrowings - Inter corporate loan		1,315.71
Lease Liability		1,316.52
Current liabilities		
Short Term Borrowings		7,796.52
Trade payables		1,163.18
Other current liabilities		432.44
Short-Term Provisions		95.98
Total Liabilities	**B**	**12,120.35**
Net-Worth as on 31 Mar 26	**(A - B)**	**17,405.47**
Add: Profit for Quarter Jun-26	C	601.90
Add: 75% Cash from Allotment of Warrants		8.80
Revised Net-Worth as on 30 June 26	**D = (A - B) + C**	**18,016.17**
No. of Equity Shares	**E**	5,75,97,500
Value Per Share	**D / E**	**31.28**

Market Approach – Market Price Method

As per Regulation 164 SEBI, ICDR on BSE

Method		In INR
90 trading days' volume weighted average price (*)	A	142.53
10 trading days' volume weighted average price (*)	B	134.04
Higher of A & B		**142.53**

Volume Weighted Average Price for 90 trading Days.

Date	No. of Share Traded	Traded Turnover
28-Aug-26	20,922	32,51,009
27-Aug-26	7,187	10,64,754
26-Aug-26	299	42,188
25-Aug-26	6,001	8,06,534
24-Aug-26	2,447	3,16,950
21-Aug-26	11,195	14,06,451
20-Aug-26	13,609	16,94,290
19-Aug-26	411	50,198
18-Aug-26	38,658	49,51,841
17-Aug-26	9,822	12,33,721
14-Aug-26	16,111	21,42,775
13-Aug-26	8,457	11,43,787
12-Aug-26	7,746	10,58,220
11-Aug-26	3,135	4,44,543
10-Aug-26	1,023	1,54,166
07-Aug-26	835	1,24,942
06-Aug-26	1,548	2,34,208
05-Aug-26	8,638	12,54,687
04-Aug-26	6,285	9,32,207
03-Aug-26	13,710	19,14,777
31-Jul-26	4,557	6,54,127
30-Jul-26	2,264	3,22,615
29-Jul-26	3,643	5,01,789
28-Jul-26	3,128	4,42,917
27-Jul-26	2,571	3,92,895
24-Jul-26	1,379	2,06,910
23-Jul-26	116	17,679
22-Jul-26	10,340	15,42,548
21-Jul-26	44	6,680

20-Jul-26	5,637	8,73,133
17-Jul-26	8,426	13,32,986
16-Jul-26	9,085	14,26,564
15-Jul-26	9,857	15,94,051
14-Jul-26	4,272	6,86,937
13-Jul-26	15,540	24,49,851
10-Jul-26	733	1,13,321
09-Jul-26	6,085	9,21,606
08-Jul-26	7,837	11,42,497
07-Jul-26	6,261	9,13,479
06-Jul-26	6,103	9,14,692
03-Jul-26	21,000	31,71,850
02-Jul-26	11,846	17,63,869
01-Jul-26	2,997	4,40,968
30-Jun-26	91	13,172
29-Jun-26	8,077	11,46,889
25-Jun-26	2,322	3,35,013
24-Jun-26	10,784	15,50,298
23-Jun-26	10,172	14,76,232
22-Jun-26	300	43,995
19-Jun-26	4,149	5,96,626
18-Jun-26	575	81,075
17-Jun-26	100	13,825
16-Jun-26	0	0
15-Jun-26	200	27,110
12-Jun-26	100	13,290
11-Jun-26	100	13,030
10-Jun-26	200	25,550
09-Jun-26	100	12,525
08-Jun-26	134	16,455
05-Jun-26	100	12,040
04-Jun-26	100	11,805
03-Jun-26	100	11,575
02-Jun-26	125	14,187
01-Jun-26	100	11,130
29-May-26	200	21,830
27-May-26	125	13,376
26-May-26	150	15,738
25-May-26	100	10,287
22-May-26	149	15,028
21-May-26	100	9,889
20-May-26	200	19,392

19-May-26	100	9,506
18-May-26	150	13,981
15-May-26	100	9,139
14-May-26	100	8,960
13-May-26	300	26,355
12-May-26	200	17,226
11-May-26	100	8,445
08-May-26	0	0
07-May-26	100	8,281
06-May-26	200	16,240
05-May-26	150	11,941
04-May-26	100	7,805
30-Apr-26	200	15,304
29-Apr-26	100	7,502
28-Apr-26	150	11,032
27-Apr-26	250	18,027
24-Apr-26	200	14,140
23-Apr-26	300	20,796
22-Apr-26	0	0
Total	**3,63,513**	**5,18,12,254**

Total Turnover	5,18,12,254
Total No. of Shares traded	3,63,513
Volume Weighted Average Price for 90 trading Days	142.53

Date	No. of Share Traded	Traded Turnover
28-Aug-26	20,922	32,51,009
27-Aug-26	7,187	10,64,754
26-Aug-26	299	42,188
25-Aug-26	6,001	8,06,534
24-Aug-26	2,447	3,16,950
21-Aug-26	11,195	14,06,451
20-Aug-26	13,609	16,94,290
19-Aug-26	411	50,198
18-Aug-26	38,658	49,51,841
17-Aug-26	9,822	12,33,721
Total	**1,10,551**	**1,48,17,936**

Total Turnover	1,48,17,936
Total No. of Shares traded	1,10,551
Volume Weighted Average Price for 10 trading Days	134.04

Income Approach - Discounted Cash Flows

We have been provided with the business projection of the Company for **Six years** by the Management, which we have considered for our Analysis. Accordingly, the projected free cash flows to Firm ("FCFF") based on these financial statements is set out below:

(INR Lakhs)

Number of Months		12	12	12	12	12	12	
Particulars		FY27	FY28	FY29	FY30	FY31	FY32	TV
EBITDA		2,828.37	4,134.69	5,870.34	8,046.00	10,603.79	13,398.35	13,800.31
Less: Depreciation		-222.51	-202.05	-184.61	-169.48	-156.17	-144.30	-148.63
EBIT		2,605.86	3,932.65	5,685.73	7,876.51	10,447.62	13,254.05	13,651.67
Less: Tax on EBIT	25.17%	-655.84	-989.77	-1,430.98	-1,982.36	-2,629.46	-3,335.78	-3,435.85
NOPAT		1,950.02	2,942.88	4,254.74	5,894.15	7,818.16	9,918.27	10,215.82
Add: Depreciation		222.51	202.05	184.61	169.48	156.17	144.30	148.63
Less: Capex		-2.86	-2.89	-2.92	-2.95	-2.98	-3.01	
(Increase)/ decrease in working capital		-1,498.70	-3,094.67	-2,746.84	-3,415.06	-1,872.58	-1,125.16	-884.18
(Increase)/ decrease in Other Non-current Assets		-65.89	-66.55	-67.22	-67.89	-68.57	-69.25	
Free cash flow to firm ('FCFF')		605.08	-19.18	1,622.38	2,577.74	6,030.21	8,865.15	9,480.27
Annual factor		1.00	1.00	1.00	1.00	1.00	1.00	
Discounting period (end year)		1.00	2.00	3.00	4.00	5.00	6.00	
PV factor	13.51%	0.88	0.78	0.68	0.60	0.53	0.47	
PV of FCFF		533.07	-14.89	1,109.35	1,552.84	3,200.30	4,144.93	

PV of FCFF for the horizon period	10,525.59	A
FCFF for terminal year	9,480.27	
WACC (Note 1)	13.51%	
Perpetuity Growth	3.00%	
Capitalisation Rate	10.51%	
Gross terminal value	90,215.66	
PV factor	0.47	
PV of terminal value	42,180.59	B
Enterprise value	52,706.18	A+B
Less: Long Term Debt	-9,112.23	
Add: Fair Value of Investments (Note 4)	0.99	
Add: Cash & Bank	3,104.74	

Equity value as on 31 Mar 26	46,699.68	
Add: Appreciation till 30 Jun 2026	1,599.26	
Add: 75% Cash from Allotment of Warrants	8.80	
Fair Value of Equity as on 30 June 26	48,307.75	
No of Share	5,75,97,500	
Value Per Share (in INR)	83.87	

Assumptions

WACC	**13.51 %**
Market Return (Rm)	11.44 %
Long Term Growth Rate	3.00 %

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 by taking into account expected growth rates of the business in future, sustainable capital investments required for the business as well as the estimates growth rate of the industry and economy. Based on dynamics of the sector and discussions with the Management we have assumed a terminal growth rate of **3.00 %** for the Company beyond the projections periods. The cash flows of **Rs. 9,480.27 Lakhs** have been used to determine the terminal value. Based on these assumptions the terminal value has been calculated at **Rs. 90,215.66 Lakhs.**

Using these cash flows and a discount rate of **13.51 %** we estimate the equity value of the Company **Rs. 48,307.75 Lakhs.**

Discount Factor

Discount Factor considered for arriving at the present value of the Free Cash Flows to the Firm (“FCFF”) is the WACC.

The Weighted Average Cost of Capital (“WACC”) is based on the proportionate weights of each component of the source of capital, i.e. weighted average of The Cost of Equity (“COE”) & The Cost of Debt (“COD”) wherein the ratio of Equity/Debt on total capital is the proportionate weights

WACC: COE * Equity Weightage of total Capital + COD * Debt Weightage of total Capital

Note 1: Calculations of WACC

Particulars	Note	%
Base Cost of equity		11.44%
Company specific risk premium		4.00%
Adjusted CoE	Note 2	15.44%
- Equity Weightage (*)		77.82%
Weighted CoE (A)		12.01%
Post tax cost of debt	Note 3	6.73%

- Debt Weightage (*)		22.18%
Weighted CoD (B)		1.49%
WACC (A + B)		13.51%

(*) Weightage based on Debt-to-Equity ratio of next Projected 6 Years.

Note 2:

Organisation Specific Discount Rate

- Cost of Equity of 15.44 % is taken as Discounting rate, calculated using,
  - Historical Market Return of BSE 500 from July 05, 2006, to June 30, 2026, is 11.44 %.
  - We have considered Premium of 4.00 %.

	Rate	Source
Market Return (Rm)	11.44 %	Return of BSE 500 for the period of July 05, 2006, to June 30, 2026.
Company Specific Risk	4.00%	Contingency of revenues, projected high profitability, achievability of projections.

Based on the above parameters, the cost of Equity has been calculated at **15.44 %.**

Note 3:

Cost of Debt	9.00%
Tax rate	25.17%
Post tax	6.73%

(*) As per Management Representation

Note 4: Fair Value of Investment

(INR Lakhs)

Particulars	No of Shares	Value Per Share	Book Value	Market Value
	A	B	C	D = A*B
BP Capital Ltd	3,499	10.88	0.81	0.38
IFSL Ltd (*)	40,000		0.33	0.33
Pentamedia Grap Ltd (*)	5,000		0.28	0.28
Less: Aggregate Provision for impairment in value of investments			-1.12	
Total			**0.30**	**0.99**

(*) The company is delisted from BSE, and % holding is not significant, Hence book value is considered for our calculation.