

DRONE DESTINATION LIMITED
VALUATION REPORT OF EQUITY SHARES

**As prescribed under Regulation 164(1) of
SEBI (ICDR) Regulations, 2018**

April 2024

Submitted to the management of the
company, as a justified basis by:

CA RAKESH TAYAL
(IBBI Regd. Valuer- SFA)

Contact: +919725776566, E-mail: - catayal@gmail.com
F-24/204, Sector 3, Rohini, Delhi - 110085

Privileged and Confidential

DISCLAIMER

The valuation exercise to estimate the fair market value of the Equity shares of entity **DRONE DESTINATION LIMITED** (hereinafter may be referred to as “the Company” or “DDL” or “the Client”) as prescribed under Regulation 164 (1) of SEBI (ICDR) Regulations, 2018 to be used for the purpose of issue of share warrants and equity shares, is being undertaken by Rakesh Tayal at the request of the Company. 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.

The report has been based on the information provided by the Company and from other sources believed to be reliable.

While the information contained herein is believed to be accurate, no representation or warranty expressed or implied is or will be made and no responsibility or liability will be accepted by me as to, or in relation to the accuracy or adequacy of information contained in this report. The opinions and recommendations in this report are provided in good faith.

The Company accepts full responsibility for all the data and information pertaining to the valuation report and confirms that no material information that is vital for arriving at a decision for valuation has been suppressed or misstated while providing data / information to me.

This report has been prepared for with a limited purpose / scope, as identified / stated in the report and will be confidential and for use only to whom it is issued. It must not be copied, disclosed or circulated in any correspondence of discussions with any person, except to whom it is issued and to those who are involved in the transaction and for various approvals for this transaction.

The information contained herein, and my report, is absolutely confidential. It is intended only for the purposes mentioned above. I am not responsible or monetarily liable to any person / party or for any decision of such person or party based on this report. Any person / party intending to invest in the Company shall do so after seeking their own professional advice and after carrying out their own due diligence procedure to ensure that they are making an informed decision. It is hereby notified that any reproduction, copying or otherwise quoting of this report or any part thereof can be done only with my prior permission in writing.



COVERING LETTER

To

19th April 2024

Board of Directors

Drone Destination Limited

Office No. 005B & 006, Ground Floor,
NSIC-MDBP Building, Okhla Industrial Estate,
New Delhi, India, 110020

Re: Fair Valuation of Equity Shares of Drone Destination Limited as prescribed under Regulation 164(1) of SEBI ICDR Regulations, 2018.

Dear Sir,

I have been engaged to estimate the fair market value of the Equity shares of entity **DRONE DESTINATION LIMITED** as of 15th April 2024 as per the method prescribed under Regulation 164 (1) of SEBI ICDR Regulations, 2018.

I have also been informed that this valuation is required for the purpose of determining the fair market price of its equity shares for the issue of share warrants and equity shares to be issued by the Company.

As per the basic understanding made to me, **DRONE DESTINATION LIMITED** currently operates eight "Drone Hubs" at Gurugram, Dharamshala, Chandigarh, Gwalior, Ahmedabad, Bangalore, Coimbatore, and Madurai and plans to open 150 Drone Hubs, over the next three years. These drone hubs shall offer drones on rent along with certified pilots, drone enterprise solutions, repair and maintenance support and specialised training.

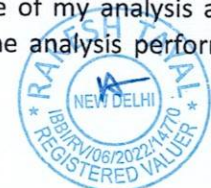
At the Client's request, rather than preparing as self-contained comprehensive report, I have provided a restricted use limited appraisal report, which is advisory in nature and intended to be used for valuation of equity shares for the purpose of issue of share warrants and equity shares. My valuation is limited to the methodology as prescribed in regulation 164(1) of SEBI ICDR Regulations, 2018. The Company has been advised to take care of any other regulation that requires valuation for the purpose of issue of share warrants and equity shares. Our scope is limited to calculate the price as per regulation 164(1) SEBI (ICDR) Regulations, 2018.

Please refer to the statement of limiting conditions contained in the report. For the purpose of valuation of equity shares for issue of share warrants and equity shares, fair market value is defined as the expected price at which the subject business would change hands between a willing buyer and a willing seller, neither being under a compulsion to conclude the transaction and both having full knowledge of all the relevant facts.

I have appraised a fully marketable, controlling ownership interest in the assets of the subject business. The appraisal was performed under the premise of value in continued use as a going concern business enterprise.

The valuation is subject to the information provided to me as well as the assumptions and financial data which appear in the report.

This cover letter is intended to provide you with an overview of the purpose and scope of my analysis and my conclusions. Please refer to the attached report for a discussion and presentation of the analysis performed in connection with this engagement.



Privileged and Confidential
Drone Destination Limited

The Management of the Company requires a report on valuation of equity shares for the purpose of issuing share warrants and equity shares carried out by a Registered Valuer in accordance with the accepted valuation standards. The report is required for necessary regulatory compliances.

This report does not constitute offer or invitation to any section of the public to subscribe for or purchase any securities in or assets or liabilities of the Company.

The reference date of valuation is 15th April 2024. I have no obligation to update this report or revise this valuation because of events or transactions occurring subsequent to the date of this report.

I thankfully acknowledge the support extended by the Management team while carrying out the said valuation exercise. In case you have any queries with respect to any content of the report, please feel free to communicate to me, I shall be glad to address the same with utmost priority.

Sincerely Yours,



Rakesh Tayal

IBBI Registered Valuer-SFA

Regn. Number: IBBI/RV/06/2022/14770

UDIN: 24099700BKHHXZ4169

Place: Delhi

Date: 19th April 2024

**REPORT ON VALUATION OF EQUITY SHARES FOR
ISSUE OF SHARE WARRANTS AND EQUITY SHARES OF
DRONE DESTINATION LIMITED**

TABLE OF CONTEXT [INDEX]

Sr. No.	Particulars	Page No.
	VALUATION ANALYSIS	6
I	CONTEXT & PURPOSE OF VALUATION	6
II	IDENTITY OF THE VALUER AND OTHER EXPERTS INVOLVED IN THE VALUATION	6
III	DECLARATION OF INDEPENDENCE OF VALUER AND FINANCIAL INTEREST	6
IV	CONDITIONS & MAJOR ASSUMPTIONS	6
V	COMPANY BACKGROUND / OTHER INFORMATION	9
VI	ABOUT THE ASSIGNMENT	10
VII	VALUATION BASE	10
VIII	VALUATION PREMISE	10
IX	VALUATION DATE	11
X	SOURCES OF INFORMATION	11
XI	VALUATION METHODOLOGY AND APPROACH	11
XII	VALUATION FRAMEWORK AND OPINION	14
XIII	CONCLUSION OF VALUE	15
XIV	LIMITATION / EXCLUSIONS / WARRANTS & CAVEATS	15
XV	Annexure A	20
XVI	Annexure B	21

SPACE HAS BEEN LEFT BLANK INTENTIONALLY



VALUATION ANALYSIS

I refer to my engagement letter with Drone Destination Limited (the "Company" or "DDL" or "the Client") dated 18th April 2024, confirming my appointment as independent valuer of the DDL to estimate the fair market value of the Equity shares for the purpose of issue of share warrants and equity shares as per the requirements of provisions of the Companies Act, 2013 read with rules framed thereunder. In the following paragraphs, I have summarized my valuation analysis of the equity shares of the Company as informed by the management and detailed herein, together with the description of the methodologies used and limitation on my scope of work.

I. CONTEXT & PURPOSE OF VALUATION

Based on discussion with management and information made available to me, I understand that The Company is evaluating the issue of share warrants and equity shares.

The purpose of this appraisal is solely to provide an independent valuation opinion in order to assist the company in calculating the fair value of equity shares for the purpose of issuance of share warrants and equity shares and also in filing necessary documents in accordance with the SEBI (ICDR) Regulations 2018 and with Registrar of Companies. As such this appraisal report is intended for use by the Company only for the aforesaid purposes.

In the context of the Proposed Transaction, the Board of Directors of the Company requires my assistance in determining the fair value of the Equity Shares of the Company as per regulation 164(1) of the SEBI ICDR Regulation, 2018.

II. IDENTITY OF THE VALUER AND OTHER EXPERTS INVOLVED IN THE VALUATION

Valuation is carried out by me, i.e. Rakesh Tayal, Registered valuer under class securities of Financial Assets vide Registration No. IBBI/RV/06/2022/14770. I have 23 years of professional experience in M &A Advisory and business valuation. I have undertaken valuation of large Indian corporates, Multinational company and startup's regulatory, transaction and accounting purposes. I am qualified as a Chartered accountant in 2001 and have been practicing since the year 2020. There were no other experts involved in the carrying out process of valuation of equity shares. I am allowed to carry out the same valuation as per IBBI Regulations and Companies Act, 2013 read along with its rules.

III. DECLARATION OF INDEPENDENCE OF VALUER AND FINANCIAL INTEREST

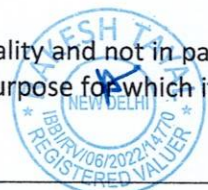
I am an independent valuer and am not affiliated to the Company being valued in any manner whatsoever. I don't have a present or prospective interest in the Company being valued and I have no personal or financial interest in the Company. I hereby declare that I am independent to the subject Company for valuation and have not been under any direct or indirect influence, which may affect the valuation exercise. I also confirm that this engagement shall be in compliance with the model code of conduct issued by IBBI vide Valuation Rules.

My fees for this valuation are based upon my normal billing rates, and not contingent upon the results or the value of the business or in any other manner.

IV. CONDITIONS & MAJOR ASSUMPTIONS

Conditions

This report is subject to scope limitations detailed later in the report and 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. The Company has already been undertaken the due diligence related to the provisions of Companies Act, 2013 and SEBI regulations and finalise the scope of the valuation.

The 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. I 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 materialized. Any financial projection e.g., projected balance sheet, projected profit & loss account, projected cash flow statements, if any, as presented in this report are included solely to assist in the development of the value conclusion. The actual results may vary from the projections given, and the variations may be material, which may change the overall value.

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

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

I 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 required 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 listed in the report. This information is assumed to be accurate and complete.

The valuation report is based on the premise of 'Going Concern value.' Going concern value is the value of a business enterprise that is expected to continue to operate in the future.

The valuation will fluctuate with changes in the prevailing market conditions, the conditions prospects, financial and otherwise, of the Companies, and other factors which influence the valuation of Companies and its assets.

I have relied upon the representations contained in the public and other documents in my possession and any other assets or liabilities except as specifically stated to the contrary in this report. I have not attempted to confirm whether all assets of the business are free and clear of liens and encumbrances, or that the owner has good title to all the assets.

I 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.



I 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. I have assumed that no costs or expenses will be incurred in connection with such liabilities, except as explicitly stated in this report.

*****Space has been left blank intentionally*****



V. COMPANY BACKGROUND / OTHER INFORMATION

DRONE DESTINATION LIMITED is India based Public Limited Company. It was incorporated on 10th May 2019. Its Authorized Share Capital is Rs. 26,00,00,000 and its paid-up capital is Rs. 24,29,99,980/- as on 15th April 2024. The Company has a single class of shares, namely Equity shares having face value of Rs. 10/- each. The shares of the Company are listed on SME Board of National Stock Exchange since 21st July 2023.

The Company operates eight “Drone Hubs” at Gurugram, Dharamshala, Chandigarh, Gwalior, Ahmedabad, Bangalore, Coimbatore, and Madurai and plans to open 150 Drone Hubs, over the next three years. These drone hubs shall offer drones on rent along with certified pilots, drone enterprise solutions, repair and maintenance support and specialised training. Drone Destination’s flagship manufacturing and training headquarters is at a 07-acre sprawling complex in Manesar, Gurugram.

<u>Corporate Information</u>	
CIN	L60200DL2019PLC349951
Company Name	Drone Destination Limited
ROC Code	ROC Delhi
Registration Number	349951
Company Category	Company Limited by Shares
Company Sub-Category	Non-govt Company
Whether listed or not	Listed
Class of Company	Public
Authorised Capital (Rs)	26,00,00,000
Paid up Capital (Rs)	24,29,99,980
Date of Incorporation	10/05/2019
Registered Address	Office No. 005B & 006, Ground Floor, NSIC- MDBP Building, Okhla Industrial Estate, New Delhi, Delhi, India, 110020
Company Status (for e-filing)	Active

List of Directors and Key Managerial Personnel as on 15th April 2024:

S. No.	Name of Director/KMP	DIN No./PAN	Designation
1	Chirag Sharma	05271919	Managing Director
2	Shashi Bala	01547327	Director
3	Raminder Kumar Verma	10064817	Director
4	Rajiv Ahuja	02297731	Director
5	Satendra Singh	07618098	Director
6	Shekhar	BOHPS5173L	CFO



Shareholding Pattern of Equity Shares of Drone Destination Limited
Based on records made available to me of the position as on 31st March 2024

S. No.	Name of Shareholders	No. of Shares	Face Value	Total Amount	% of Holdings
1	Promoters	1,48,96,500	10	14,89,65,000	61.3
2	Public Holdings	94,03,498	10	9,40,34,980	38.7
Grand Total		2,42,99,998	10	24,29,99,980	100.0

Note: Source of above details is MCA master data and Management MRL

VI. ABOUT THE ASSIGNMENT

I have been appointed by the management of Drone Destination Limited to estimate the fair market value of the equity shares (for use in further issue of share warrants and equity shares) as of 11th March 2024 as prescribed under Regulation 164(1) of the SEBI ICDR Regulations, 2018

For the purposes of my valuation, I have not carried out a due diligence exercise or any other validation procedures.

The purpose of this appraisal is solely to provide an independent valuation opinion. In order to assist the Company in calculating the fair value of equity shares for the Issue of share warrants and equity shares and also in filing necessary documents in accordance with Registrar of Companies. As such this appraisal report is intended for use by the Company only for the aforesaid purposes.

VII. VALUATION BASE

As per the Indian Valuation Standards 102 - Valuation Bases, of Indian Valuation Standards 2018 issued by The Institute of Chartered Accountants of India, Valuation Base means the indication of the type of value being used in an engagement. Different valuation bases may lead to different conclusions of value. Therefore, it is important to identify the bases of value pertinent to the engagement.

For the purpose of arriving at the value of the equity shares in the instant case, the valuation base is considered as 'Fair Value' as prescribed under regulation 164(1) of the SEBI ICDR Regulations, 2018. 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. Fair value reflects characteristics of an asset which are available to market participants in general and do not consider advantages/ disadvantages which are available/applicable only to participants.

VIII. VALUATION PREMISE

Indian Valuation Standards 102 also defines the premise of value which refers to the conditions and circumstances how an asset is deployed. In a given set of circumstances, one or more premise of value may be adopted. The IVS provides a list of common premises of value. These are Highest and best use, going concern value, as is where is value, orderly liquidation and forced transaction. The premises of valuation for our analysis is going concern value as there is neither a planned or contemplated discontinuance of any liquidation of Company.



IX. VALUATION DATE

The Analysis of the Value of Equity shares of the Company has been carried out as on 15th April 2024. Relevant date for the purpose of Regulation 164(1) is considered as 15th April 2024.

X. SOURCES 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 national Stock Exchange.

Further, we have also been informed by the Company that :

1. The Equity shares of the Company are listed on the SME Board of National Stock Exchange.
2. The equity shares are frequently traded on National Stock Exchange and meet the definition of frequently traded shares as per security 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 15th May 2024 to approve the proposed preferential issue and hence, the relevant date is 15th April 2024.
4. The present issue of equity shares shall not result in change in control of the Company.

XI. VALUATION METHODOLOGY AND APPROACH

Valuation Methodology

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.

SEBI Regulations for requirement of Valuation:

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

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

Regulation 164(1)- Pricing of frequently traded shares

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



- a. the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- b. the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

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

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.

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.

Valuation Approach

The various valuation approaches which are adapted to compute the fair market value of Equity Shares to be issued are: -

- Income Approach
- Market Approach
- Asset Value Approach

INCOME APPROACH

The Income Approach to business valuation uses the economic principle of expectation to determine the value of a business. To do so, one estimates the future returns the business owners can expect to receive from the subject business. These returns are then matched against the risk associated with receiving them fully and on time.

The returns are estimated as either a single value or a stream of income expected to be received by the business owners in the future. The risk is then quantified by means of the so-called capitalization or discount rates.

The methods which rely upon a single measure of business earnings are referred to as direct capitalization methods. Those methods that utilize a stream of income are known as the discounting methods. The discounting methods account for the time value of money directly and determine the value of the business enterprise as the present value of the projected income stream.

The methods under the Income Approach include:

- Discounted cash flow method for 5-6 year's projections
- Multiple of discretionary earnings method
- Capitalization of earnings method



***** (Being the valuation is required as prescribed under regulation 164(1) of SEBI ICDR Regulations,2018. The management has not provided the future projections hence the income approach is not considered for the purpose of valuation of instant case) *****

MARKET APPROACH

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

The following valuation methods are commonly used under the market approach:

- a) Market Price Method;
- b) Comparable Companies Multiple (CCM) Method; and
- c) Comparable Transaction Multiple (CTM) Method;

A. Market Price Method

Under this method a valuer shall consider the traded price observed over a reasonable period while valuing assets which are traded in the active market. A valuer shall also consider the market where the trading volume of asset is the highest when such asset is traded in more than one active market. A valuer shall also consider the market where the trading volume of asset is the highest when such asset is traded in more than one active market.

The Equity Shares of Company are listed on NSE Limited (NSE) for a period of more than 90 trading days as on the relevant date i.e. 15th April 2024 and are frequently traded in accordance with SEBI ICDR Regulations. Accordingly, we have considered the valuation methodology.

In case of "frequently traded shares" pricing of the Shares are as prescribed under (Regulation 164(1) of the SEBI ICDR Regulations,2018

***** (Being the valuation is required as prescribed under regulation 164(1) of SEBI ICDR Regulations,2018. valuation has been carried out under Market price Method for instant case) *****

COST APPROACH

Cost approach is a valuation approach that reflects the amount that would be required currently to replace the service capacity of an asset (often referred to as current replacement cost).

In certain situations, the historical cost of the asset may be considered by the valuer where it has been prescribed by the applicable regulations/law/guidelines or is appropriate considering the nature of the asset.



Net Asset Value Method

The asset-based valuation technique is based on the value of the underlying net assets of the business, either on a book value basis or realizable value basis or replacement cost basis. This valuation approach may be used in cases where the assets base dominates the earnings capability.

The difference between the value of all assets and the value of all liabilities is the value of the company. The adjusted NAV encompasses valuation of all the company's assets, tangible and intangible, whether they are presently recorded on the balance sheet. The value of shares can be ascertained by dividing the value of net assets by the number of shares.

The net asset value 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 or invest in the business as a going concern.

***** (Being the valuation is required as prescribed under regulation 164(1) of SEBI ICDR Regulations,2018. Cost Approach is not considered for the purpose of valuation of instant case) *****

B. Comparable Companies Multiple (CCM) Method

Comparable Companies Multiple Method, also known as Guideline Public Company Method, involves valuing an asset based on market multiples derived from prices of market comparable traded on active market. Under this method, the value of shares of the subject company is determined on the basis of multiples derived from valuations of comparable companies. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances. The CCM Method arrives at the value of the company by using multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. This valuation is based in the principle that market valuations, taking place between informed buyers and sellers, incorporate all factors relevant to valuation.

***** (Being the valuation is required as prescribed under regulation 164(1) of SEBI ICDR Regulations,2018. CCM method is not considered for the purpose of valuation of instant case) *****

C. Comparable Transaction Multiple (CTM) Method

Comparable Transaction Multiple Method, also known as 'Guideline Transaction Method' Involves valuing an asset based on transaction multiples derived from prices paid in transactions of asset to be valued /market comparable (comparable transactions). I have therefore not considered CTM method for valuation due to non-availability of similar comparable transaction.

***** (Being the valuation is required as prescribed under regulation 164(1) of SEBI ICDR Regulations,2018. CTM method is not considered for the purpose of valuation of instant case) *****

XII. VALUATION FRAMEWORK AND OPINION

This analysis is undertaken to compute the fair value of the Company as on the valuation date using the accepted valuation method.



Broad framework used while arriving at the value of the Company is as follows:

1. I have carried out the pricing of share as required by Regulation 164(1) of SEBI (ICDR) Regulation, 2018 and in the process has carried out following process to arrive at minimum price for the purpose of preferential issue
 - a. The Equity Shares of the Company are listed on SME Board of National Stock Exchange since 21.07.2023 and hence listed on the Recognised Stock Exchange for more than 90 days.
 - b. The Company has proposed the Shareholding Meeting date on 15th May 2024, accordingly relevant date for the purpose of Regulation is 15th April 2024.
 - c. The Article of Association of the Company has not provided any method for determination of the price of preferential issue.
 - d. 90 trading days Volume Weighted Average price of the Equity share of Company as on National Stock Exchange preceding the relevant date is arrived at Rs 164.05 (Refer Annexure A)
 - e. 10 trading days Volume Weighted Average price of the Equity share of Company as on National Stock Exchange preceding the relevant date is arrived at Rs 177.17 (Refer Annexure B)

Higher of the c., d and e. is the minimum price to be considered as per Regulation 164(1) of SEBI (ICDR) Regulation.

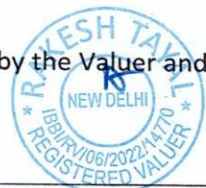
XIII. CONCLUSION OF VALUE

In the ultimate analysis, valuation will have to involve the exercise of judicious discretion and judgment taking into account all the relevant factors. Considering various relevant factors and circumstances as discussed and outlined in this report, I conclude as under.

Being Cost approach and Income approach not applied in this case due to the pricing required as per Regulation 164(1) of the SEBI (ICDR) Regulation, 2018. We conclude that the Fair Value of the Equity as per the said regulation is **as on Relevant date is Rs. 177.17 Per share**. It is to be noted that our valuation is limited to Regulation 164(1) of the SEBI regulations, and we have not considered other regulations viz regulation 166A of the SEBI (ICDR) Regulation for the reason of our Scope limitation. Readers of the Report / Management has to take due responsibility for the use of the report.

XIV. LIMITATION/EXCLUSIONS/WARRANTS & CAVEATS

- 1) Provision of valuation opinions and consideration of the issues described herein are areas of my regular practice. The services do not represent accounting, assurance, accounting & tax due diligence, consulting or tax related services that may otherwise be provided by my affiliates or me.
- 2) This Report, its contents and the results herein are specific to (i) the purpose of valuation agreed as per the terms of my engagement; (ii) the date of this Report and other information provided by the Management on key events after 15th April 2024 till the date of the Report.
- 3) An analysis of this 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 us as of, the date hereof. Events and transactions 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.
- 4) The ultimate analysis will have to be tempered by the exercise of judicious discretion by the Valuer and



judgment considering all 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 are not evident from the face of the balance sheet, but which will strongly influence the worth of a share/business. This is conceptual so recognized in judicial decisions.

- 5) Valuation is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgment. There is, therefore, no single undisputed value. While I have provided my recommendation of the Valuation based on the information available to me and within the scope of my engagement, others may have a different opinion. The final responsibility for value at which the Proposed Transaction shall take place will be with the users of the report, who should consider other factors such as their own assessment of the proposed Transaction and input of other advisors.
- 6) Valuation is based on estimates of future financial performance or opinions that represent reasonable expectations at a particular point in time, but such information, estimates or opinions are not offered as predictions or as assurances that a particular level of income or profit will be achieved, that events will occur, or that a particular price will be offered or accepted. Actual results achieved during the period covered by the prospective financial analysis will vary from these estimates, and the variations may be material. Consequently, this information cannot be relied upon to the same extent as that derived from audited accounts for completed accounting periods. I express no opinion as to how closely the actual results will correspond to the results projected.
- 7) During the valuation, I was provided with both written and verbal information, including market, financial and operating data. In accordance with the terms of my engagement, I have assumed and relied upon, without independent verification, (i) the accuracy of the information that was publicly available and was considered as part of my analysis for this Report and (ii) the accuracy of information made available to me by Company itself. In accordance with my work order and in accordance with the customary approach adopted in valuation exercises, I have not audited, reviewed or otherwise investigated the financial information provided to me.
- 8) I have not independently investigated or otherwise verified the data provided by the Company. Accordingly, I 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. Also, with respect to explanations and information sought from the Company, I have been given to understand by the management that they have not omitted any relevant and material factors about the Specified Projects. My conclusions are based on the assumptions and information given by/on behalf of the Company and reliance on public information.
- 9) The Management of the Company has indicated to me that they have understood that any omissions, inaccuracies, or misstatements may materially affect my valuation analysis/results. Accordingly, I assume no responsibility for any errors in the information furnished by the Company and their impact on the Report. Nothing has come to my attention to indicate that the information provided was materially incorrect or would not afford reasonable grounds upon which to base the Report.
- 10) 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 the Company 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 matters of a legal nature, including issues of legal title and compliance with local laws, and litigation and other contingent liabilities that are not recorded in the audited/unaudited



carved out balance sheet of the Company.

- 11) My conclusion of value assumes that the assets and liabilities of the Company, reflected in its latest balance sheet remain intact as of the Report date. My scope of work did not include checking the adequacy of the carved out financial statements of the Company and the Specified Projects and this is the responsibility of the Management and I have assumed these to be correct.
- 12) I am not an advisor with respect to accounting, legal, tax and regulatory matters for the proposed transaction. This Report does not look into the business / commercial reasons behind the proposed transaction nor the likely benefits arising out of the same. Similarly, it does not address the relative merits of the proposed transaction as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available. No investigation of the Company's claims to title of assets has been made for the purpose of this Report and the Company's claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the accounts. Therefore, no responsibility is assumed for matters of a legal nature.
- 13) The fee for the engagement is not contingent upon the results report.
- 14) I owe responsibility to only to the Company in pursuance of an agreement who appointed me under the terms of my work order and nobody else. I will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions of or advice given by any other advisor or this report to the Company or the appointee bank. In no event shall I or my team members be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or willful default on the part of the Company, its directors, employees or agents. Unless specifically agreed, in no circumstances shall the liability of the Valuer, its partners, its directors or employees, relating to the services provided in connection with the engagement set out in this Report exceed the amount paid to the Valuer in respect of the fees charged by it for these services.
- 15) I do not accept any liability to any third party in relation to the issue of this Report. It is understood that this analysis does not represent a fairness opinion on the Valuation. This Report is not a substitute for the third party's own due diligence / appraisal / enquiries / independent advice that the third party should undertake for his purpose.
- 16) This Valuation Report is subject to the laws of India.
- 17) Neither the Valuation Report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than in connection with the proposed Scheme, without my prior written consent except for disclosures to be made to relevant regulatory authorities including Registrar of Companies and National Company Law Tribunal and other judicial, regulatory or government authorities, in connection with the Transaction. In addition, this Report does not in any manner address the prices at which equity shares of the Company.
- 18) This confidential report is prepared by Rakesh Tayal solely for the purpose set out in the report. It should not be copied, disclosed, circulated, quoted or referred to, either in whole or in part, in correspondence or in discussion with any other person except to whom it is issued, and the purpose mentioned herein. For the purpose of clarity, the Company may share this report with its auditors, advisors and investment bankers in the normal course of its business. I will not accept any responsibility to any other party to



whom this report may be shown or who may acquire a copy of the report, without my written permission in each instance. The material is true only as of the date of this letter. I assuming no responsibility to update or revise the opinion based upon events or circumstances that occur later on.

- 19) I have prepared this report based on the information provided, explanation given, and representation made by management of Company. I have neither checked nor independently verified such information and representations. I have also not factored any tax implications or any financial or tax planning which the Company take in future. I have solely relied on explanations, information paper, reports, documents & statements provided by the management of the Company only and accepted all that information provided to me as consistent and accurate on as "as is" basis and taken in good faith and in the belief that such information is neither false nor misleading.
- 20) I have prepared this report with assumption that financial statement of the Company captures all the contingent liabilities and there are no other contingent liabilities of the Company.
- 21) This report issued on the understanding the management of the Company has drawn my attention to all matter of which they are aware concerning the financial position of the business of the Company, which may have an impact on my report up to the date of issue. My views are necessarily based on the economic market and other conditions currently in effect. I have no responsibility to update this report for this event and circumstances occurring after the date of this report. I do not hold myself responsible or liable, for any losses, damages, costs, expenses or outgoing whatsoever and howsoever caused incurred, sustained and arising out of error due to false, misleading or incomplete information or documentation being provided to me or due to any acts, or omissions of any other person.
- 22) Provision of valuation recommendation and considerations of the issues described herein are areas of my regular corporate advisory practice.
- 23) The scope of my work has been limited in terms of the purpose of valuation mentioned in this report. There may be matters, other than those noted in this report, which might be relevant in the context of any other purpose and which a wider scope might uncover. It may be noted that valuation, is not an exact science and ultimately depends upon what the business is worth to a serious investor or buyer who may be prepared to pay a substantial goodwill. The valuation exercise is carried out using generally accepted valuation methodology, principles, and the relative emphasis factors. The result of this exercise could vary significantly depending upon the basis used, the specific circumstances and professional judgment of the Valuer. In respect of going concern, certain valuation techniques have evolved over time and are commonly in use, which I have applied in.
- 24) I have no present or planned future interest in the Company and the fee for this report is not contingent upon the value reported herein. My valuation Analysis should not be construed as investment advice, specifically I do not express any opinion on the suitability or otherwise of entering into any transaction with Private Limited. Neither further, me nor the members of the team working on the independent valuation have directly or indirectly, through the client or otherwise shared any advisory perspective or have been influenced or undertaken advocating a management position in determining the value.
- 25) I have not considered any law, regulation and taxation or accounting principle as related or applicable to target Company's country. I have prepared this report as per Indian law, regulation, or accounting principle in India on the data provided to me.



26) I do not accept any liability to any third party in relation to the issue this valuation report. Neither the valuation report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties without my prior written consent. I retain the right to deny permission for the same.

Sincerely Yours,



Rakesh Tayal

IBBI Registered Valuer-SFA

Regn. Number: IBBI/RV/06/2022/14770



UDIN: 24099700BKHHXZ4169

Place: Delhi

Date: 19th April 2024

ANNEXURE A

Calculation of Volume Weighted Average Price for 90 Trading Days											
#	Date	Volume (nos.)	Value (Rs.)	#	Date	Volume (nos.)	Value (Rs.)	#	Date	Volume (nos.)	Value (Rs.)
					B/f	44,10,000	70,92,55,650		B/f	71,64,000	1,18,60,86,200
1	12-Apr-24	1,93,000	3,85,11,500	31	27-Feb-24	19,000	35,32,550	61	15-Jan-24	54,000	88,40,300
2	10-Apr-24	5,17,000	10,26,06,400	32	26-Feb-24	64,000	1,20,53,300	62	12-Jan-24	74,000	1,20,97,150
3	09-Apr-24	4,24,000	7,86,04,850	33	23-Feb-24	78,000	1,45,54,900	63	11-Jan-24	75,000	1,22,44,450
4	08-Apr-24	1,80,000	3,09,18,000	34	22-Feb-24	42,000	76,30,300	64	10-Jan-24	82,000	1,31,10,750
5	05-Apr-24	55,000	89,21,750	35	21-Feb-24	52,000	94,24,650	65	09-Jan-24	1,11,000	1,75,96,950
6	04-Apr-24	1,37,000	2,22,71,600	36	20-Feb-24	61,000	1,13,80,450	66	08-Jan-24	90,000	1,45,54,750
7	03-Apr-24	3,67,000	6,42,11,250	37	19-Feb-24	1,48,000	2,72,42,100	67	05-Jan-24	1,48,000	2,45,04,100
8	02-Apr-24	3,24,000	4,95,54,700	38	16-Feb-24	25,000	44,11,950	68	04-Jan-24	4,98,000	8,21,83,600
9	01-Apr-24	51,000	69,30,550	39	15-Feb-24	73,000	1,30,07,200	69	03-Jan-24	39,000	57,11,350
10	28-Mar-24	91,000	1,18,70,400	40	14-Feb-24	42,000	71,30,900	70	02-Jan-24	35,000	51,78,700
11	27-Mar-24	2,19,000	2,88,04,050	41	13-Feb-24	29,000	48,62,650	71	01-Jan-24	48,000	71,79,550
12	26-Mar-24	1,02,000	1,40,16,850	42	12-Feb-24	41,000	71,60,950	72	29-Dec-23	65,000	96,19,450
13	22-Mar-24	45,000	62,15,150	43	09-Feb-24	1,06,000	1,84,85,250	73	28-Dec-23	1,00,000	1,44,32,800
14	21-Mar-24	62,000	85,45,750	44	08-Feb-24	1,70,000	3,10,41,100	74	27-Dec-23	53,000	77,58,650
15	20-Mar-24	36,000	48,41,700	45	07-Feb-24	6,61,000	11,78,56,200	75	26-Dec-23	44,000	64,90,850
16	19-Mar-24	32,000	42,41,750	46	06-Feb-24	48,000	76,35,900	76	22-Dec-23	78,000	1,16,80,400
17	18-Mar-24	59,000	80,13,900	47	05-Feb-24	49,000	78,47,900	77	21-Dec-23	1,08,000	1,61,17,350
18	15-Mar-24	65,000	87,43,950	48	02-Feb-24	65,000	1,05,63,450	78	20-Dec-23	1,29,000	1,97,75,750
19	14-Mar-24	2,33,000	3,09,66,300	49	01-Feb-24	59,000	95,08,750	79	19-Dec-23	1,02,000	1,61,64,950
20	13-Mar-24	2,78,000	3,50,48,500	50	31-Jan-24	70,000	1,13,12,550	80	18-Dec-23	79,000	1,27,44,950
21	12-Mar-24	1,98,000	2,62,07,850	51	30-Jan-24	48,000	78,79,850	81	15-Dec-23	82,000	1,35,84,050
22	11-Mar-24	2,12,000	3,13,52,400	52	29-Jan-24	89,000	1,46,96,900	82	14-Dec-23	63,000	1,04,58,150
23	07-Mar-24	46,000	73,93,250	53	25-Jan-24	30,000	48,90,100	83	13-Dec-23	50,000	83,05,400
24	06-Mar-24	56,000	86,18,150	54	24-Jan-24	35,000	57,66,400	84	12-Dec-23	34,000	57,32,550
25	05-Mar-24	66,000	1,05,39,850	55	23-Jan-24	1,46,000	2,47,54,650	85	11-Dec-23	1,07,000	1,81,02,500
26	04-Mar-24	77,000	1,24,74,450	56	20-Jan-24	87,000	1,46,45,450	86	08-Dec-23	1,33,000	2,18,43,250
27	02-Mar-24	57,000	95,35,300	57	19-Jan-24	2,34,000	3,88,43,650	87	07-Dec-23	1,20,000	1,95,56,150
28	01-Mar-24	87,000	1,48,13,100	58	18-Jan-24	54,000	82,72,800	88	06-Dec-23	30,000	49,27,450
29	29-Feb-24	98,000	1,67,71,350	59	17-Jan-24	56,000	87,91,200	89	05-Dec-23	72,000	1,20,50,350
30	28-Feb-24	43,000	77,11,050	60	16-Jan-24	73,000	1,16,46,550	90	04-Dec-23	63,000	1,04,05,000
	C/f	44,10,000	70,92,55,650			71,64,000	1,18,60,86,200	Total		99,30,000	1,62,90,37,850

Total Turnover	Rs.	1,62,90,37,850
No. of Shares Traded		99,30,000
Volume Weighted Average Price for 90 Trading Days		164.05



Calculation of Volume Weighted Average Price for 10 Trading Days preceding to relevant date							
#	Date	Volume (nos.)	Value (Rs.)	#	Date	Volume (nos.)	Value (Rs.)
				B/f		13,69,000	25,95,62,500
1	12-Apr-24	1,93,000	3,85,11,500	6	04-Apr-24	1,37,000	2,22,71,600
2	10-Apr-24	5,17,000	10,26,06,400	7	03-Apr-24	3,67,000	6,42,11,250
3	09-Apr-24	4,24,000	7,86,04,850	8	02-Apr-24	3,24,000	4,95,54,700
4	08-Apr-24	1,80,000	3,09,18,000	9	01-Apr-24	51,000	69,30,550
5	05-Apr-24	55,000	89,21,750	10	28-Mar-24	91,000	1,18,70,400
	C/f	13,69,000	25,95,62,500	Total		23,39,000	41,44,01,000

Total Turnover	Rs.	41,44,01,000
No. of Shares Traded		23,39,000
Volume Weighted Average Price for 10 Trading Days		177.17

--END OF THE REPORT--

