

Valuation Report for Determination of Fair Value of Equity Shares of Astal Laboratories Limited

Neha Bhandari

Registered Valuer –Securities or Financial Assets

IBBI Reg. No.: IBBI/RV/16/2021/14449

Neha Bhandari

Registered Valuer

To

Audit Committee,

7 October 2025

Astal Laboratories Limited

Office No. B7, A-40, Sector 4, Noida,

Gautam Buddha Nagar, Noida,

Uttar Pradesh 201301, India

Subject: Valuation of Astal Laboratories Limited for the determination of the swap ratio in regard to the proposed acquisition of equity shares of Sriven Pharmachem India Private Limited as per SEBI (ICDR) Regulations

Dear Sir/ Madam,

We refer to the engagement letter dated **21 August 2025** and the discussions undertaken with the Management of Astal Laboratories Limited (hereinafter referred to as 'ASL' or 'the Company' or 'the Acquirer') wherein the Management of ASL has requested Neha Bhandari, IBBI Registered Valuer– Securities or Financial Assets (referred to as 'RV' or 'I' or 'we') to determine fair value of Equity Shares of ASL as on **30 June 2025** ('Valuation Date') in regard to the proposed acquisition of equity shares of Sriven Pharmachem India Private Limited (hereinafter referred to as 'SPIPL' or 'the Acquiree' or 'the target company').

As the Company is listed on BSE Limited, it need to comply with Regulation 163(3), 164 and 166A of SEBI (ICDR) Regulations. Therefore, the Company is required to obtain the valuation report from independent Registered Valuer for determining the issue price.

This report sets out our scope of work, background, sources of information, procedures performed by us, key value considerations and our opinion on the fair value of the equity shares. I have summarized the valuation analysis of the company as on the valuation date together with the description of the purpose, methodologies used and limitations on our scope of work in accordance with the Valuation Standard issued by the Institute of Chartered Accountants of India and Internationally Accepted Valuation principles.

Our analysis and report are in conformity with the “ICAI Valuation Standards” issued by the Institute of Chartered Accountants of India. In addition to the general standards/ guidelines of the IVS, our report specifically complies with ICAI Valuation Standards.

Because of the limited purpose of this report, the financial information presented in this report may be incomplete and contain departures from generally accepted accounting principles. We have not audited, reviewed, or compiled the financial information provided by the management and express no assurance on it. Had we audited or reviewed the financial information, matters may have come to our attention that could have resulted in our use of the amounts that differ from those provided. Accordingly, we take no responsibility for the underlying data presented in this report.

This document is provided on the basis that it is kept CONFIDENTIAL, and its circulation and use are RESTRICTED. It should not be copied or sent to any other person without the express permission of our office.

I am pleased to present here with our report on the same. We are thankful to the Management of the company for their kind co-operation extended during the course of this assignment.

Yours Sincerely,

Neha Bhandari

Neha Bhandari

Registered Valuer- SFA

IBBI Reg. No.: IBBI/RV/16/2021/14449

UDIN: 25407560BMHVTL1493

Date: 7 October 2025

Place: Jaipur



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EXECUTIVE SUMMARY:

Valuation Date	30 June 2025
Date of Report	7 October 2025
Purpose of Valuation	Regulatory
Base of Valuation	Fair Value
Premise of Valuation	Going Concern
Variation from Standard Assumptions	None
Special Assumptions	None
Capacity & Status of Valuer	External-Neha Bhandari (RV-S&FA) IBBI Registration No. : IBBI/RV/16/2021/14449
Independence	The total fees, including the fee for this assignment earned from the instructing party are less than 10% of our total annual revenues.

Swap Ratio

1 (One) Equity Shares of Rs 10/- each fully paid up of Astal Laboratories Limited for 1 (One) Equity Share of Rs 10/- each fully paid up of Sriven Pharmachem India Private Limited.

The above executive summary is to be read in conjunction with the valuation report to which it forms part of and is subject to the assumptions, caveats and bases of valuation stated herein and should not be read in isolation.

BACKGROUND OF THE COMPANY

Astal Laboratories Limited (Formerly Known as Macro International Limited) is a listed public company incorporated on 3 August 1993. It is classified as a non-government company and is registered at the Registrar of Companies, Kanpur. ASL's Corporate Identification Number (CIN) is L74120UP1993PLC015605, and its registration number is 015605. The company's registered address is Office No. B7, A-40, Sector 4, Noida, Gautam Buddha Nagar, Noida, Uttar Pradesh 201301, India

The company's data as per the Ministry of Corporate Affairs (MCA) portal is given below:

CIN	L74120UP1993PLC015605
Company Name	ASTAL LABORATORIES LIMITED
ROC Name	ROC Kanpur
Registration Number	015605
Date of Incorporation	03/08/1993
Email Id	miell00@rediffmail.com
Registered Address	Office No. B7, A-40, Sector 4, Noida, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301
Address at which the books of account are to be maintained	House No 4-50 I Sy No 134 132 Block B 8th Floor Flat No 801, The Platina Kondapur Road, Gachibowli, K.V.Rangareddy, Seri Lingampally, Telangana, India, 500032
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)	20,00,00,000
Paid up Capital (Rs)	10,77,00,000
Date of last AGM	05/08/2024
Date of Balance Sheet	31/03/2024
Company Status	Active

Company Business Review

- ❖ Established in 1993 (formerly Macro International Limited), Astal Laboratories has transitioned into the pharmaceutical bulk drug segment, making rapid progress in the last two years.
- ❖ ASL invests significantly in research and development to innovate, optimize processes, and create sustainable solutions that address evolving healthcare challenges across global markets.
- ❖ At ASL, every product undergoes rigorous testing and validation, ensuring adherence to stringent regulatory standards, global pharmacopoeia norms, and industry best practices for safety, efficacy, and consistency.
- ❖ With modern infrastructure, GMP-certified facilities, and a team of highly skilled professionals, ASL ensures efficient production, scalability, and operational excellence across all verticals.
- ❖ ASL integrates environmentally responsible practices into its operations—minimizing waste, reducing energy consumption, and promoting sustainable sourcing to align with global ESG expectations.

Existing Capital Structure

The authorized equity share capital of the company as on the report date is INR 20,00,00,000/- divided into 2,00,00,000 Equity Shares having face value of INR 10 each.

ASL fully paid-up equity share capital as on report date is INR 10,77,00,000/- divided into 1,07,70,000 equity shares of INR 10 each.

Ownership Structure

The details of shareholders holding more than 5% stake as on reporting date is given below

Name of the Share Holders	No of shares	% Holding
Aceso Research Labs LLP	19,59,284	18.19%

Management Structure

The Board of Directors of ASL as at the report date is set out below:

S no	Name of Directors	Designation	DIN/PAN	Date of Appointment
1	Birendrakumar Sahoo	Director	06737993	24/05/2024
2	Sudheer Karna Kankanala	Whole Time Director	07591466	08/09/2022
3	Ravikanti Shailaja	Director	07629653	08/09/2022
4	Hemachakrapani Bangaraiahgari	Director	09718099	08/09/2022
5	Julius Paul Reinhard Paschke	Director	10819043	21/12/2024
6	Radhakishore Pandrangi	Director	06664969	18/08/2023
7	Maggidi Venkatesh	Director	09414495	10/06/2023

PURPOSE OF VALUATION EXERCISE

Scope of Work

Based on discussion with the management, we understand that the Company requires our assistance for determining swap ratio in regard to the proposed acquisition of shares of Sriven Pharmachem India Private Limited by Astal Laboratories Limited and wants to issue Equity Shares to the existing/proposed investors. As requested by the management, we have undertaken the value analysis of the equity shares of the Company on an 'as is where is', going concern basis, as on 30 June 2025 ('Valuation Date') under Companies Act 2013 and in accordance with **Regulations 163(3), 164 and/or 166A (as applicable) of the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 ("ICDR")**.

Compliance with Valuation Standards and Valuation Basis

- Our analysis and report are in conformity with the "ICAI Valuation Standards" issued by the Institute of Chartered Accountants of India. In addition to the general standards/ guidelines of the IVS, our report specifically complies with ICAI Valuation Standard 102 - Valuation Bases (IVS 102), ICAI Valuation Standard 103 – Valuation Approaches and Methods (IVS 103), ICAI Valuation Standard 201 - Scope of Work, Analyses and Evaluation (IVS 201), ICAI Valuation Standard 202 - Reporting and Documentation (IVS 202) and ICAI Valuation Standard 301 - Business Valuation (IVS 301).
- The valuation basis used in arriving at valuation conclusion is 'Fair Value'. *'Fair value' is defined by IVS102 as "the price that would be received to sell an asset or paid to transfer liability in an orderly transaction between market participants at the valuation date."*
- IVS 102 defines 'orderly transaction' as " a transaction that assumes exposure to the market for a period before the valuation date to allow for marketing activities that are usual and customary for transactions involving such assets or liabilities and it is not forced transaction. The length of exposure time will vary according to the type of asset and market conditions.

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- IVS 102 further defines 'Market participants' as "willing buyers and willing sellers in the principal (or most advantageous) market for the asset or liability that have all of the following characteristics:
 - ❖ they are independent of each other, that is, they are not related parties as defined under applicable accounting framework and set of reporting/ accounting standards therein, although the price in a related party transaction may be used as an input to a fair value measurement if the entity has evidence that the transaction was entered into at market term
 - ❖ they are knowledgeable, having a reasonable understanding about the asset or liability and the transaction using all available information, including information that might be obtained through due care that is usual and customary
 - ❖ they are able to enter into a transaction for the asset or liability; and
 - ❖ they are willing to enter into a transaction for the asset or liability, i.e., they are motivated but not forced or otherwise compelled to do so."

Base & Premise for Valuation

- As per ICAI Valuation Standards 102, 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 for the valuer to identify the bases of value pertinent to the engagement. This Standard defines the following valuation bases: Fair value, Participant specific value and Liquidation value.
- As the Company is on going concern basis, RV has decided to choose Fair Value as base of valuation. 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 refers to the conditions and circumstances how an asset is deployed. This valuation is performed on the premise that the Company will continue to operate as a going concern. IVS 102 defines 'going concern value' as *"the value of a business enterprise that is expected to continue to operate in the future."*

The relevant extract of Section 62 (1)(C) of the Companies Act, 2013 is as under:

Further issue of share capital.— (1) Where at any time, a company having a share capital proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered—

(c) to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed.

This report has been issued in accordance with section 247 of Companies Act 2013, which provides statutory backing to the Valuation, which requires that in respect of valuation of any property, stocks, shares, debentures, securities or goodwill or any other assets (herein referred to as the assets) or net worth of a company or its liabilities under the provision of this Act, it should be valued by a person having such qualification and experience and registered as valuer in such manner as may be prescribed.

In view of the above background, Registered Valuer understands that the purpose of this report is to determine the fair value of equity shares of ASL that will be allotted to the investors in accordance with the requirement of section 62(1)(c) of the Companies Act, 2013, which states that when a company proposes to issue new shares, the price of such shares should be determined by the valuation report of a Registered Valuer.

SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018

Regulation 163(3) Securities issued for consideration other than cash:

Where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed: Provided that if the stock exchange(s) is not satisfied with the appropriateness of the valuation, it may get the valuation done by any other valuer and for this purpose it may seek any information, as deemed necessary, from the issuer.

Regulation 164 : Pricing of Frequently traded shares

1. If the equity shares of the issuer have been listed on a recognized 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:
 - the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
 - the 10 trading days volume weighted average prices of the related equity shares quoted on a recognized 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.

For the purpose of this Chapter, “frequently traded shares” means the 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: Provided that where the share capital of a particular class of shares of the issuer is not identical throughout such period, the weighted average number of total shares of such class of the issuer shall represent the total number of shares.

Regulation 166A : Other conditions for Pricing

166A. (1) 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.

APPOINTMENT & IDENTITY OF VALUER

Appointing Authority, Appointment date, Valuation date and Report date:

As per Section 247 of The Companies Act, 2013, Audit Committee of ASL appointed Neha Bhandari (Registered Valuer) on 21 August 2025 for valuation of equity shares as on valuation date 30 June 2025 . The valuation report is issued on 7 October 2025.

Identity of the Valuer:

Neha Bhandari is a Registered Valuer as required under The Companies (Registered Valuers & Valuation) Rules, 2017. Neha Bhandari is registered with Insolvency & Bankruptcy Board of India vide registration number IBBI/RV/16/2021/14449. RV's Permanent account number is AMWPB2180N. RV primary membership is registered with Assessors and Registered Valuers Foundation (AARVF) vide registration number AaRVF/M/SorFA/188 . RV is a practicing Chartered Accountant having ICAI membership number 407560.

Disclosure of Valuer Interest:

I have no present or prospective contemplated financial interest in ASL nor any personal interest with respect to the Promoters & Board of Directors of ASL. I have no bias/prejudice with respect to any matter that is the subject of the valuation report or to the parties involved with this engagement. My professional fee for this valuation is based upon my normal billing rates, and not contingent upon the results or the value of the business or in any other manner.

Intended Users of The Report:

This Valuation Report is confidential and has been prepared exclusively for Board of Directors of ASL. It should not be circulated or reproduced to any other person for any purpose other than as mentioned above, without the prior consent of the valuer. This Valuation report should not be construed as investment advice, specifically we do not express any opinion on the suitability or otherwise of entering into the proposed transaction.

SOURCES OF INFORMATION

Our expression of the opinion on the fair value of the Company is supported by all procedures that we deem to be relevant. We have obtained sufficient information in accordance with IVS 201- 'Scope of Work, Analyses and Evaluation', and relied on the data, facts, information, documents, and explanations as authenticated, and provided to us by the Management. The scope of this valuation included a review of the Company's historical financial statements, other financial and non-financial data.

We have fully relied on the information provided by the company and do not vouch for the accuracy of the information as is provided to us by the management of ASL. Our opinion was based on the information listed below:

- Incorporation documents Memorandum & Articles of Association
- Brief profile and operation of the company
- Audited financial statements of the Company for the year ended 31 March 2025. Please refer Annexure A.
- Unaudited financial statements of the Company for the year ended 30 June 2025. Please refer Annexure B
- Fair Valuation report for land and Building of an independent valuer Vr. A.Nithesh Reddy.
- Financial projections of the company from 01 July 2025 to 31 March 2029 prepared and certified by the management of the company
- Fair value of Sriven Pharmachem India Private Limited as of 30 June 2025. Please refer Annexure C for the detailed calculations
- Discussions and correspondence with the Management in connection with business operations, past industry and company trends, proposed future business plans and prospects both for company & industry, realizability of assets, business drivers & risks etc.
- Information available in public domain and databases such as MCA, Capitaline, National Stock Exchange, Bombay Stock Exchange etc.

We have also considered/ obtained such other analysis, review, explanations and information considered reasonably necessary for our exercise, from the Client or other public available sources. Supporting data, copies of source documents and other pertinent information supporting our opinion of value are maintained in our files.

PROCEDURES ADOPTED IN CARRYING OUT THE VALUATION

Process Flow :Receipt of proposal for valuation includes

- Discussion with the management and acceptance of the proposal
- Receipt of intimation about appointment and acceptance of proposal
- Execution of valuation engagement letter and providing the checklist for required information, documents, and records
- Receipt of information, documents as per the checklist
- Cross verification of data with concerned officials of the company for clarifications/explanations.
- Determining valuations approach, techniques, and methods in compliance with applicable standards
- Valuation synthesis & revisiting the assumptions and decision made
- Report preparation and its validation.

Limitation of Verification

Our valuation report and analysis are subject to the assumptions and limiting conditions as mentioned in **Annexure D** of the report.

- The relevant information for the purpose of this valuation has been provided by the Management. We do not make any representations or warranty, express or implied, regarding the achievability/accuracy of the forecasts and accuracy/completeness of such other information as provided by the Management.
- The relevant information & support documents provided by the Management have not been independently verified by us with any third party or any other sources and are believed to be true and reliable. The information contained herein is based on the analysis of information known or knowable as of the valuation date
- Unless stated otherwise, industry and market data used in this report have been obtained from market research, publicly available information & industry publications.
- In no event shall we be liable for any loss, damage, cost or expense arising in any way from fraudulent acts, misrepresentations or willful default on the part of the Company, their management, employees or agents. In no circumstances shall the liability of registered valuer relating to services provide in connection with the engagement set out in this report exceed the amount paid to us in respect of the fees charged for those services.

VALUATION APPROACHES & METHODOLOGIES

Valuation Approaches

In order to value the Company, we have considered three approaches to valuation, as provided under the '*IVS 103 – Valuation Approaches and Methods*': the market approach, the income approach and the asset approach. We have reviewed and analyzed several methods and their results to determine which methods would generate the most reasonable opinion of value of the Company's operations as on the Valuation Date. After careful consideration of each method's underlying assumptions and variables that were utilized, we have considered all the three approaches i.e. market approach, income approach and assets approach to ascertain fair value which would provide the most appropriate indication of the fair value of the Company due to being listed on the stock exchange. A description of these methods and the methods considered but not used are included within this report. Both internal and external factors, which influence the value of the Company have been reviewed, analyzed, and interpreted. Internal factors included financial position and results of operations of the Company. External factors included, among other things, the status of the economy and the position of the Company relative to the industry. A brief explanation of each valuation approach is provided below:

Income Approach

The income approach provides an estimate of the present value of the monetary benefits expected to flow to the owners of the business. It requires the projection of the cash flows that the business is expected to generate. These cash flows are then converted to their present value by means of discounting, using a rate of return that accounts for the time value of money and the appropriate degree of risk in the investment. The value of the business is the sum of the discounted cash flows.

Market Approach

Market approach provides an indication of value by comparing the asset with identical or comparable (that is similar) assets for which price information is available. It considers actual arm's-length transactions for which the market value of investments alternative to the subject company can be observed. The value of a company or an ownership interest in the company can be estimated by developing relevant multiples for the comparative companies that relate value to underlying revenue, earnings, or cash flow variable, and then applying these multiples to the comparable underlying revenue, earnings, or cash flow variable for the subject company. The value multiples can be derived from guideline public company and guideline transactions of the publicly traded company or private companies.

Cost (Asset-Based) Approach

The asset-based (net underlying assets) approach is a form of the cost approach. The values of the individual assets (i.e., current, fixed, and intangible) of the business are estimated. The sum of the individual asset values represents the total asset value of the enterprise. The enterprise's liabilities related to working capital are deducted to arrive at an indication of value for the invested capital of the business. Since the cost approach does not always reflect the full value of intangible assets, it is often inappropriate to value an operating business completely on the basis of this approach without giving weights to other valuation methods. Cost approach may be relevant to the value of an operating business that is not sufficiently profitable and whose "breakup" values may be greater than its going concern value.

Valuation Methodologies

The valuation methodology to be adopted varies from case to case depending upon different factors affecting valuation. Different methodologies are adopted for the valuation of manufacturing, investment, consultancy and trading companies. Though there are no thumb rules for valuation, the method to be adopted has to be appropriate to the particular purpose for which valuation is being done as well as the attendant circumstances of each case. For example, a manufacturing company is generally valued on the combination of asset value and the earning potential of the business. An investment company is valued based on the fair market value of underlying assets.

However, the value is specific to the point in time and may change with the passage of time. The value is derived in the context of an existing environment that includes economic conditions, state of industry/market and state of business activities of companies being valued etc. as on the appointed date of valuation. The basis of valuation would depend upon the purpose of valuation, the type of business, the prospects and other attendant circumstances.

Method of Valuation

There are several commonly used and accepted methods for determining the value of business/shares of the company, which would be applied to the present case, to the extent relevant and applicable, such as:

Income Approach - Discounted Free Cash Flow Method (DCF)

The DCF method values the asset by discounting the cash flows expected to be generated by the asset for the explicit forecast period and also the perpetuity value (or terminal value) in case of assets with an indefinite life. The DCF method is one of the most common methods for valuing various assets such as shares, businesses, real estate projects, debt instruments, etc. This method involves discounting of future cash flows expected to be generated by an asset over its life using an appropriate discount rate to arrive at the present value. The important inputs for the DCF method are (1) Cash flows; (2) Discount rate; and (3) Terminal value.

Market Approach -Comparable Company Multiples Method (CCM)

Under the CCM Method, the value of shares/ business of a company is determined based on market multiples of publicly traded comparable companies, that is, valuation based on multiples benchmark to the multiples of similar assets in the industry. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation.

This method involves reviewing valuation multiples for companies that are in the same or similar line of business as the company being valued and then applying the relevant valuation multiples to the subject company to determine its value. The theory behind this approach is that valuation measures of similar companies, as manifested through stock market valuations of listed comparable companies, should represent a good proxy for the specific company being valued. Depending on the source of data available and the underlying company being valued, a variety of valuation measures might be used including Enterprise Value (EV) to Sales, EV to EBITDA, Price to Earnings, etc.

Asset Approach - Net Asset Value Method (NAV)

The net asset value method is an asset-based approach to valuation where the value of the business is based on the difference between the fair market value of the assets and liabilities of the business. This method is a sound method for estimating the value of a non-operating business, such as real estate holding company, or a business that is continuing to generate losses, or which is expected to be liquidated. Net Asset Value Method is also considered appropriate, where the future cash flows / commercial operations of the valued company cannot be reasonably ascertained.

VALUATION WORKINGS

Valuation of ASL via Market Approach : Market Price Method

The three approaches discussed in previous section of the report are internationally accepted valuation approaches and used globally for valuations. After considering all the approaches, I have considered all the three approaches i.e. market approach, income approach and assets approach to ascertain fair value of ASL equity shares.

As ASL is listed company and need to comply with SEBI ICDR Regulations 2018, I have considered the Regulation 164 of valuing frequently traded shares. As per Regulation 164 “frequently traded shares” means the 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.

In the present case, the management informed that the relevant date is to be considered 7 October 2025, therefore I have obtained the trade data from BSE for the period 18 October 2024 to 06 October 2025 (i.e. 240 trading days) to determine if the shares are frequently traded or not.

During the 240 trading days preceding to the valuation date, there has been trading of number of shares. The issued number of shares as on valuation date is . The trading number of shares in 240 days are higher than 10% of outstanding number of shares i.e., (10% of issued shares). Therefore, we conclude that the shares are frequently traded, and fair value can be determined as per Regulation 164 of SEBI ICDR Regulations 2018.

As per SEBI ICDR Regulations 2018, the preferential issue shall be not less than higher of the following for frequently traded shares:

- the 90 trading days volume weighted average price preceding the relevant date; or
- the 10 trading days volume weighted average prices preceding the relevant date.

90 trading days volume weighted average price of equity shares of Astal Laboratories Limited preceding the relevant date

Date	No. of Shares	Total Turnover (Rs.)	Date	No. of Shares	Total Turnover (Rs.)	Date	No. of Shares	Total Turnover (Rs.)
06-Oct-25	84,120	7,855,212	22-Aug-25	25,598	2,117,078	10-Jul-25	7,036	591,372
03-Oct-25	45,555	3,945,247	21-Aug-25	12,604	1,074,070	09-Jul-25	11,205	934,728
01-Oct-25	8,454	704,594	20-Aug-25	8,728	752,914	08-Jul-25	15,631	1,331,114
30-Sep-25	6,710	559,139	19-Aug-25	32,245	2,748,246	07-Jul-25	19,511	1,693,295
29-Sep-25	5,458	463,197	18-Aug-25	10,232	868,742	04-Jul-25	19,204	1,646,746
26-Sep-25	3,929	334,720	14-Aug-25	30,705	2,543,694	03-Jul-25	35,903	3,010,384
25-Sep-25	27,764	2,402,366	13-Aug-25	68,400	5,838,115	02-Jul-25	8,585	706,884
24-Sep-25	27,417	2,325,440	12-Aug-25	11,039	1,042,877	01-Jul-25	5,612	450,179
23-Sep-25	18,824	1,534,705	11-Aug-25	36,574	3,474,336	30-Jun-25	7,231	583,968
22-Sep-25	11,254	931,758	08-Aug-25	61,175	5,784,876	27-Jun-25	15,691	1,283,374
19-Sep-25	8,673	722,789	07-Aug-25	69,376	6,417,349	26-Jun-25	18,300	1,478,216
18-Sep-25	16,063	1,332,799	06-Aug-25	47,027	4,272,330	25-Jun-25	17,762	1,429,890
17-Sep-25	13,307	1,129,237	05-Aug-25	35,566	3,204,639	24-Jun-25	13,980	1,116,043
16-Sep-25	3,454	290,126	04-Aug-25	19,184	1,689,825	23-Jun-25	6,878	543,488
15-Sep-25	8,437	704,199	01-Aug-25	24,398	2,106,770	20-Jun-25	20,990	1,667,448
12-Sep-25	14,794	1,237,477	31-Jul-25	17,530	1,531,521	19-Jun-25	17,517	1,407,512
11-Sep-25	10,044	822,946	30-Jul-25	23,148	2,114,047	18-Jun-25	3,029	250,260
10-Sep-25	42,031	3,420,158	29-Jul-25	17,894	1,656,200	17-Jun-25	27,033	2,254,599
09-Sep-25	20,715	1,684,977	28-Jul-25	14,120	1,311,717	16-Jun-25	2,844	237,824
08-Sep-25	23,089	1,887,158	25-Jul-25	19,375	1,813,583	13-Jun-25	12,066	1,011,840
05-Sep-25	19,192	1,581,081	24-Jul-25	25,971	2,425,293	12-Jun-25	18,772	1,619,161
04-Sep-25	12,377	1,031,252	23-Jul-25	20,583	1,973,702	11-Jun-25	62,115	5,438,351
03-Sep-25	12,003	1,029,121	22-Jul-25	38,978	3,747,760	10-Jun-25	21,480	1,848,102
02-Sep-25	7,587	643,981	21-Jul-25	68,241	6,702,018	09-Jun-25	59,558	5,099,575
01-Sep-25	5,200	438,222	18-Jul-25	69,103	6,757,150	06-Jun-25	28,944	2,393,987
29-Aug-25	9,523	825,709	17-Jul-25	83,985	8,065,111	05-Jun-25	9,760	809,457
28-Aug-25	11,262	970,117	16-Jul-25	108,079	9,985,935	04-Jun-25	15,641	1,304,252
26-Aug-25	40,828	3,466,952	15-Jul-25	73,550	6,380,214	03-Jun-25	4,995	418,861
25-Aug-25	9,814	808,029	14-Jul-25	54,854	4,709,321	02-Jun-25	18,216	1,503,625
			11-Jul-25	28,811	2,338,410	30-May-25	18,160	1,522,846
						29-May-25	26,205	2,173,393

Total values of shares traded (INR)	198,291,325
Total number of shares traded in 90 Days	2,254,805
VWAP	87.94

10 trading days volume weighted average price of equity shares of Astal Laboratories Limited preceding the relevant date

Date	No.of Shares	Total Turnover (Rs.)
06-Oct-25	84,120	7,855,212
03-Oct-25	45,555	3,945,247
01-Oct-25	8,454	704,594
30-Sep-25	6,710	559,139
29-Sep-25	5,458	463,197
26-Sep-25	3,929	334,720
25-Sep-25	27,764	2,402,366
24-Sep-25	27,417	2,325,440
23-Sep-25	18,824	1,534,705
22-Sep-25	11,254	931,758
Total	239,485	21,056,378

Total values of shared traded (INR)	21,056,378
Total number of shares traded in 10 Days	239,485
VWAP	87.92

Valuation analysis- Market Approach

Based on the above workings, the fair value of the share of Astal Laboratories Limited is determined as under:

Higher of 90 trading days or 10 trading days preceding relevant date:

- **90 trading days - volume weighted average price: INR 87.94**
- **10 trading days - volume weighted average price: INR 87.92**

In accordance with SEBI ICDR Regulations 2018, the shares of the company are frequently traded based on preceding 240 trading days data. Therefore, the preferential allotment shall not be less than **INR 87.94** i.e. the higher price between 90 & 10 trading days before the valuation date.

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Valuation of ASL via – Asset Approach via Net Assets Method

The net asset value method is an asset-based approach whereby the value of the business is based on the difference between the fair market value of the assets and liabilities of the business. The Company is a going concern; therefore, the value could not be less than the fair market value of the Company's net asset value prior to any discounts. The Net Asset Value method attempts to measure the value of the net assets of the company against each share. It is computed by taking the net value of the company's assets, subtracting from them the amount of liabilities and preferred shareholders claims, and dividing the remainder amongst the number of equity shares.

Fair Value of ASL Equity Shares as on 30 June 2025

PARTICULARS	Amount in Lacs
Property, plant and equipment	1,133.64
Other Receivables	-
(ii) Loans	409.25
(ii) Balance With Banks	246.74
Other non-current assets	10.33
Total Non-current assets - (A)	1,799.97
Current assets	
Inventories	1,637.61
Financial assets	-
(i) Trade receivables	3,425.29
(ii) Cash & cash equivalents	281.00
Other current assets	177.92
Total current assets - (B)	5,521.82
Total Assets (A+B)	7,321.79
Borrowings	43.39
Deferred tax Liability (Net)	36.57
Total non-current liabilities - (C)	79.96
Current liabilities	
Financial Liabilities	-
(i) Borrowings	1,148.25
(ii) Trade payables	-
(1) total outstanding dues of creditors other than micro enterprises and small enterprises	1,767.00
Other current liabilities	407.64
Total Current Liabilities - (D)	3,322.89
Total Liabilities (C+D)	3,402.85
Amount to be received from Share Warrants (E)	1,008.48
NET ASSET AVAILABLE TO SHAREHOLDERS (A+B-C-D+E)	4,927.41

Valuation of ASL via – Asset Approach via Net Assets Method

Computation of Fair Value of Equity Shares as on 30 June 2025	
PARTICULARS	Amount in Lacs
NET ASSET AVAILABLE TO SHAREHOLDERS (a)	4,927.41
Diluted No. Of Equity Shares** (b)	1,35,60,000
FAIR VALUE PER EQUITY SHARE IN INR (a/b)	36.34

Amount to be received from Share Warrants*

The company has 37,29,930 convertible warrants outstanding as on 30th June 2025, allotted on 27th November, 2024 at ₹40 per warrant, comprising a face value of ₹10 and a share premium of ₹30 per Warrant, amounting Rs. i.e.1491.97 Lacs to be receive from share warrants. As on 30 June 2025 Company has received 483.49 lacs (372.99+110.50) towards Share Warrants, 1008.48 lacs is the balance amount to be receive from warrants.

Diluted Number of Shares**

As per the share capital on 30 June 2025, the Paid-up share capital of the company is Rs. 9,83,00,700.00/- divided into 98,30,070 Shares of Rs. 10 each. During the year 2024-2025, Company has allotted 37,29,930 Convertible Warrants. As per the conversion terms is 1:1, therefore Convertible Warrants has been included in the diluted number of shares. (1,35,60,000 = 98,30,070+ 37,29,930).

NAV is a method of business valuation that focuses on the net asset value of a company. The net asset value is identified by subtracting total liabilities from total assets. The net asset value is then divided by number of equity shares to get the fair value per equity share. We have reviewed the individual assets & liabilities and based on discussion with Management and considered their book value equivalent to fair value. “The land has been considered at its book value, which also represents its fair value, as the same has been recently purchased by ASL. The valuation is further corroborated by an independent valuer’s report provided by the management.” The current assets & current liability have been considered at book value which is considered equivalent to fair value. We have verified the outstanding number of equity shares from MCA portal independently.

I have reviewed the management approved financials as on 30 June 2025 and based on the adjusted net assets method, the fair value of equity share is ascertained as **INR 36.34** per share.

Valuation of ASL via Income Approach via the Discounted Cash Flow Method ('DCF')

The Discounted Cash Flow method is an income-based approach that is based on the concept that the estimated value of a business is the present value of its discretely projected future cash flows, plus the present value of the company's terminal value. This method is suitable in situations where future cash flows are expected to change from year-to-year, and where such year-to-year changes are reasonably predictable. Accordingly, the projected free cash flows to Firm ("FCFF") based on these financial statements is as set out below:

Amount In Lacs					
PARTICULARS	01 July 2025 - 31 March 2026	2026-27	2027-28	2028-29	TERMINAL VALUE
Net Revenue	7,810.77	13,891.67	14,738.41	15,638.13	16,263.66
Other Income	19.39	30.00	36.00	43.20	44.93
Total Revenue	7,830.16	13,921.67	14,774.41	15,681.33	16,308.58
Expenses	6,417.34	11,225.79	11,884.52	12,692.32	13,200.02
Interest	123.46	177.96	82.88	63.14	53.67
Depreciation and Amortisation	42.99	55.00	55.00	55.00	49.50
Total Expenses	6,583.78	11,458.74	12,022.40	12,810.47	13,303.19
Profit Before Tax	1,246.38	2,462.93	2,752.01	2,870.87	3,005.40
Tax	313.66	619.87	692.63	722.54	756.40
Profit after Tax	932.72	1,843.06	2,059.38	2,148.33	2,249.00
Interest*(1-Tax Rate)	92.39	133.17	62.02	47.25	40.16
Depreciation	42.99	55.00	55.00	55.00	49.50
Net Change in Working Capital	(898.67)	(798.71)	(743.06)	(734.24)	(539.81)
Capex	(457.18)	-	-	-	(49.50)
Free Cash flow to Firm (FCFF)	(287.76)	1,232.52	1,433.34	1,516.34	1,749.35
Period for discounting (Years)	0.75	1.00	1.00	1.00	
Mid year discounting	0.38	1.25	2.25	3.25	
Discounting factor	0.96	0.87	0.77	0.69	0.65
Cost of capital	12.18%	12.18%	12.18%	12.18%	12.18%
Net Present value	(275.62)	1,067.59	1,106.75	1,043.72	
Terminal Growth rate	4%				
Cost of capital for terminal period	12.18%				
Terminal Value					21,388.77
Present value of explicit period					2,942.45
Present value of terminal value					13,900.17
NET PRESENT VALUE AS PER DCF					16,842.62

Valuation of ASL via Income Approach via the Discounted Cash Flow Method ('DCF')

As on 30 June 2025

PARTICULARS	Amount In Lacs
NPV of Discounted Free Cash Flows	16,842.62
Present value of cash flows	16,842.62
Add: Cash and bank balance	281.00
Add: Fixed deposits	246.74
Add: Amount to be received from Share Warrants*	1,008.48
Less: Debt	(1,191.64)
Total value for Equity Shareholders	17,187.19
Diluted Number of Shares**	1,35,60,000
Price per Share (in INR.)	126.75

Data used for Cost of Capital determination

PARTICULARS	ABBREVIATION	DATA	SOURCES/REMARKS
Sensex Return	RM	12.93%	Based on Sensex History
Riskfree Rate	RF	6.31%	Based on Government bonds
Risk Premium	RM-RF	6.62%	Sensex return minus risk free rate
Beta	β	0.48	Based on company data
Cost of equity	Ke	9.49%	Risk free rate + (beta * (market return - risk free rate))
Company Specific Risk Premium	CSRP	4.00%	Based on operational and business specific risk factors and macro economic uncertainty
ADJUSTED COST OF EQUITY	KE	13.49%	

Particulars	Cost	Weight	Weighted Cost
Adjusted Cost of Equity	13.49%	76.68%	10.35%
Debt (Interest Rate*(1-Tax Rate))	7.86%	23.32%	1.83%
Total		100%	12.18%

For calculating cost of debt pre-tax cost of debt has been assumed to be is 11% as per management assumption and post-tax average cost of debt funds for ASL is approx. 7.86%. Weighted Cost of equity being 10.35% and Weighted Cost of Debt being 1.83% as determined above.

Based on the above parameters, the weighted average cost of capital has been calculated at **12.18%**.

We have been provided with the projected financial statement of the company from 01 July 2025 to 31 March 2029 by the management, which we have considered for our analysis. Based on the DCF method, the fair value of equity share is ascertained as **INR 126.75 per share**.

VALUATION SUMMARY & ANALYSIS

After reviewing all the three approaches, the fair value of ASL equity shares as per each approach is mentioned below:

S.No	Valuation Approach	Valuation Method	Value Per Share	Weightage (%)	Weighted Value Per Share
1	Cost	Net Asset Value	36.34	25%	9.09
2	Income	Discounted Cash Flow	126.75	40%	50.70
3	Market	Volume Weighted Average Price	87.94	35%	30.78
					90.56
Weighted value per share round off to INR					91

Based on the above workings, the calculation of the fair value of the share of Astal Laboratories Limited is as under:

Accordingly, pursuant to Regulation 164, for the purpose of preferential allotment of shares of Face value of INR 10/-, I have determined the fair value of the Equity share to be **INR 91/-** as on valuation date i.e. 30 June 2025. The determined price is to be considered as floor price and preferential allotment can be made at any price but not less **INR 91 /-** The values so arrived at are subject to the matters enumerated in 'Scope of Work, 'Caveat, Limitation & Disclaimer statement' and information provided to us and should be viewed in the light thereof.

BASIS OF FAIR EQUITY SHARE EXCHANGE RATIO

The basis of the acquisition of the shares of SPIPL (acquiree company) by ASL (acquirer) would have to be determined after taking into consideration all the factors and methods mentioned in the report. Though different values have been arrived at under each of the approaches/methods as mentioned above, for the purposes of recommending the Share Exchange Ratio. For this purpose, it is necessary to give appropriate weights to the values arrived at under each approach/method. The Share Exchange Ratio has been arrived at on the basis of value of equity shares of the company based on the various approaches/methods explained herein after considering various qualitative factors relevant to the company, business dynamics and growth potentials of the business of the company.

The fair value of the SPIPL (target company) as at the valuation date, 30 June 2025, has been calculated by us for the determination of the share exchange ratio. As per the valuation, the fair value of SPIPL as on the valuation date i.e 30 June 2025 is **INR 91** per equity share. This valuation has been performed by us as per internationally accepted valuation approaches and used globally for valuations.

Further, during the pendency of this Scheme, any corporate action in nature of preferential issue/fresh issue which may result in increase of the issued and paid-up share capital of the Acquirer Company or the Target Company shall not have an effect on alteration/amendment of the Share Exchange Ratio as arrived and approved as on/with reference to the Valuation Date. While I have provided my recommendation of the Share Exchange Ratio based on the information available to me and within the scope and constraints of our engagement, others may have a different opinion as to the Share Exchange Ratio. The final responsibility for the determination of the Share Exchange Ratio at which the proposed Acquisition shall take place will be with the Board of Directors of the respective Companies who should take into account other factors such as their own assessment of the proposed Acquisition and input of other advisors. I have independently applied approaches/methods discussed above, as considered appropriate, and arrived at the share exchange ratio for the proposed acquisition of shares of SPIPL (acquireecompany) by ASL (acquirer) .

To arrive at the consensus on the Share Exchange Ratio for the Proposed Acquisition, suitable minor adjustments/rounding off have been done in light of the above, and on a consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, I recommend the following Share Exchange Ratio for the Proposed Acquisition of SPIPL with ASL 1 (One). It should be noted that I have not examined any other matter including economic rationale for the Proposed Acquisition per se or financial, accounting, legal or tax matters involved in the Proposed Acquisition.

CONCLUSION

Share Exchange Ratio

(Amount in INR)								
S.No	Valuation Approach	Valuation Method	Astal Laboratories Limited (Acquirer)			Sriven Pharmachem India Private Limited (Acquiree)		
			Value Per Share	Weightage (%)	Weighted Value Per Share	Value Per Share	Weightage (%)	Weighted Value Per Share
1	Cost	Net Asset Value	36.34	25%	9.09	NA	NA	NA
2	Income	Discounted Cash Flow	126.75	40%	50.70	90.87	100%	90.87
3	Market	Volume Weighted Average Price	87.94	35%	30.78	NA	NA	NA
		Relative Value per share rounded off to INR	91.00			91.00		
		Exchange Ratio	1.00					
NA : Methods not adopted for calculation								

NA : Methods not adopted for calculation

1 (One) Equity Shares of Rs 10/- each fully paid up of Astal Laboratories Limited for 1 (One) Equity Share of Rs 10/- each fully paid up of Sriven Pharmachem India Private Limited.

Neha Bhandari

Neha Bhandari

Registered Valuer- SFA

IBBI Reg. No.: IBBI/RV/16/2021/14449

UDIN: 25407560BMHVTL1493

Date: 7 October 2025

Place: Jaipur



Annexure A Audited Financials As on 31st March 2025

ASTAL LABORATORIES LIIMITED (Formerly known as Macro International Ltd) CIN: L74120UP1993PLC15605 Standalone Balance Sheet as at 31st March, 2025				
<i>All amounts are in Rs. Lacs unless otherwise stated</i>				
Particulars	Notes	As at March 31, 2025 (Rs.)	As at March 31, 2024 (Rs.)	
ASSETS				
A Non-current assets				
(a) Property, plant and equipment	4	1,144.43	69.00	
(b) Financial Assets				
(i) Investments		-	-	
(ii) Loans	5	409.25	399.25	
(iii) Balance With Banks	5A	206.46	-	
(c) Deferred tax assets (Net)	6	-	-	
(d) Other non-current assets	7	10.00	520.26	
Total non-current assets - (A)		1,770.14	988.51	
B Current assets				
(a) Inventories	8	1,475.98	105.76	
(b) Financial assets				
(i) Trade receivables	9	2,766.41	1,581.50	
(ii) Cash & cash equivalents	10	173.00	607.65	
(c) Other current assets	11	148.53	377.91	
Total current assets - (B)		4,563.92	2,672.82	
Total Assets (A+B)		6,334.06	3,661.33	
EQUITY AND LIABILITIES				
C Equity				
(a) Equity Share Capital	12	984.56	984.56	
(b) Other Equity	13	2,614.91	1,349.38	
Total equity - (C)		3,599.47	2,333.95	
D Liabilities				
E Non-current liabilities				
(a) Borrowings	14	45.61	25.74	
(b) Deferred tax Liability (Net)	6	11.86	0.72	
Total non-current liabilities - (D)		57.47	26.46	
F Current liabilities				
(a) Financial Liabilities				
(i) Borrowings	15	1,281.21	5.48	
(ii) Trade payables	16			
(1) total outstanding dues of micro enterprises and small enterprises and		-	-	
(2) total outstanding dues of creditors other than micro enterprises and small enterprises		1,077.49	1,151.51	
(iii) Other Financial Liabilities	17	-	100.00	
(b) Other current liabilities	18	318.42	43.93	
Total Current Liabilities - (E)		2,677.12	1,300.92	
Total Liabilities and Equity		6,334.06	3,661.33	

Annexure A Audited Financials As on 31st March 2025

ASTAL LABORATORIES LIMITED (Formerly known as Macro International Ltd) CIN: L74120UP1993PLC15605 STANDALONE STATEMENT OF PROFIT & LOSS for the year ended 31st March, 2025				
<i>All amounts are in Rs. Lacs except for earning per equity share information</i>				
Particulars		Notes	2024-25	2023-24
			(Rs.)	(Rs.)
(i)	Revenue from Operations	19	6,423.10	2,364.77
(ii)	Other Income	20	12.51	1.34
I.	Total Income		6,435.61	2,366.11
	Expenses:			
(i)	Cost of Material Consumed	21	6,181.42	54.76
(ii)	Purchase of Stock In Trade		-	2,184.88
(iii)	Changes in inventories of finished goods, Stock-in - Trade and work-in-progress	22	(1,370.22)	(105.76)
(iv)	Employee benefits expenses	23	133.85	46.57
(v)	Finance Cost		70.07	1.08
(vi)	Depreciation, amortization and impairment	24	22.31	2.95
(vii)	Other expenses	25	200.42	72.97
II.	Total expenses		5,237.86	2,257.45
III.	Profit before tax (I-II)		1,197.75	108.66
IV.	Tax Expense:			
(1)	Current tax		294.08	29.37
(2)	Deferred tax		11.14	0.82
(3)	Taxes relating to prior year		-	-
V.	Profit for the year (III- IV)		892.53	78.47
VI.	Other Comprehensive Income			
(A)	(i) Items that will not be reclassified to profit or loss			
-	Remeasurement of defined benefit plans		-	-
-	Fair value changes on equity instruments through other comprehensive income		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	Subtotal (A)		-	-
(B)	(i) Items that will be reclassified to profit or loss - -		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
	Subtotal (B)		-	-
	Other Comprehensive Income (A + B) (VIII)		-	-
VII.	Total Comprehensive Income for the year (V+VI)		892.53	78.47
VIII.	Earnings per equity share			
	(Face value of ` 10/- each)			
	Basic (Rs.)		9.08	1.55
	Diluted (Rs.)		8.04	1.55

Annexure B Unaudited Financials As on 30th June 2025

(Amount in Lacs)

Particulars	Notes	As at	
		June 30, 2025	(Rs.)
ASSETS			
A Non-current assets			
(a) Property, plant and equipment	4		1,133.64
(b) Financial Assets			
(i) Investments			-
(c) Bank Balance other than (a) above			
(l) Derivative Financial instruments			
(II) Trade Receivables			
(b) Other Receivables			
(ii) Loans	5		409.25
(iii) Other Financial assets			-
(iii) Balance With Banks	5A		246.74
(c) Deferred tax assets (Net)	6		-
(d) Other non-current assets	7		10.33
Total Non-current assets - (A)			1,799.97
B Current assets			
(a) Inventories	8		1,637.61
(b) Financial assets			
(i) Trade receivables	9		3,425.29
(ii) Cash & cash equivalents	10		281.00
(c) Other current assets	11		177.92
Total current assets - (B)			5,521.82
Assets (A+B)			7,321.79
EQUITY AND LIABILITIES			
C Equity			
(a) Equity Share Capital	12		984.56
(b) Other Equity	13		2,934.37
Total equity - (C)			3,918.93
D Liabilities			
E Non-current liabilities			
(a) Borrowings	14		43.39
(b) Other non-current liabilities			-
(b) Deferred tax Liability (Net)	6		36.57
Total non-current liabilities - (D)			79.96
F Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	15		1,148.25
(ii) Trade payables	16		
(1) total outstanding dues of micro enterprises and small enterprises and			-
(2) total outstanding dues of creditors other than micro enterprises and small enterprises			1,767.00
(iii) Other Financial Liabilities	17		-
(b) Other current liabilities	18		407.64
Total Current Liabilities - (E)			3,322.89
Total Total Liabilities and Equity			7,321.79

Annexure B Unaudited Financials As on 30th June 2025

(Amount in Lacs)

Particulars	2025-26 (Rs.)
(i) Revenue from Operations	2,532.66
(ii) Other Income	5.61
I. Total Income	2,538.27
Expenses :	
(i) Cost of Material Consumed	2,308.22
(ii) Purchase of Stock In Trade	-
Changes in inventories of finished goods, Stock-in -Trade and	
(iii) work-in-progress	(161.63)
(iv) Employee benefits expenses	44.72
(v) Finance Cost	30.08
(vi) Depreciation, amortization and impairment	12.01
(vii) Other expenses	25.59
II. Total expenses	2,258.98
III. Profit before tax (I-II)	279.29
IV. Tax Expense:	
✓ (1) Current tax	45.61
✓ (2) Deferred tax	24.71
✓ (3) Taxes relating to prior year	-
V. Profit for the year (III- IV)	208.96

Annexure C Valuation of SPIPL via Income Approach

The Discounted Cash Flow method is an income-based approach that is based on the concept that the estimated value of a business is the present value of its discretely projected future cash flows, plus the present value of the company's terminal value. This method is suitable in situations where future cash flows are expected to change from year-to-year, and where such year-to-year changes are reasonably predictable. Accordingly, the projected free cash flows to Firm ("FCFF") based on these financial statements is as set out below:

	Rs lacs					
PARTICULARS	July 25-March 26	2026-27	2027-28	2028-29	2029-30	TERMINAL VALUE
Revenue from Operations	38,661.90	57,859.70	70,760.10	77,836.11	85,619.72	89,044.51
Other income	13.72	17.00	19.00	-	-	-
Total Revenue	38,675.62	57,876.70	70,779.10	77,836.11	85,619.72	89,044.51
Expenses	34,194.91	51,002.31	62,273.94	68,501.34	75,351.47	78,365.53
Interest	277.28	320.44	271.46	222.49	198.00	168.30
Depreciation	408.51	394.89	355.40	319.86	287.87	259.09
Total Expenses	34,880.70	51,717.63	62,900.80	69,043.68	75,837.34	78,792.91
Profit Before Tax	3,794.92	6,159.07	7,878.30	8,792.43	9,782.38	10,251.59
Tax	1,341.22	2,151.98	2,752.68	3,072.07	3,417.96	3,581.91
Profit after Tax	2,453.70	4,007.09	5,125.62	5,720.35	6,364.41	6,669.69
Interest*(1-Tax Rate)	180.40	208.48	176.61	144.75	128.82	109.50
Depreciation	408.51	394.89	355.40	319.86	287.87	259.09
Working capital	(4,257.37)	(5,098.64)	(3,015.46)	(2,180.99)	(2,571.81)	(2,358.35)
Capex	-	-	-	-	-	(259.09)
Free Cash flow to Firm (FCFF)	(1,214.76)	(488.19)	2,642.18	4,003.97	4,209.30	4,420.83
Period for discounting (Years)	0.75	1.00	1.00	1.00	1.00	
Mid year discounting	0.38	1.25	2.25	3.25	4.25	
Discounting factor	0.96	0.87	0.78	0.69	0.62	0.59
Cost of capital	11.93%	11.93%	11.93%	11.93%	11.93%	11.93%
Net Present value	(1,164.47)	(424.02)	2,050.23	2,775.71	2,606.95	
Terminal Growth rate	4%					
Cost of capital for terminal period	11.93%					
Terminal Value						55,725.05
Present value of explicit period						5,844.39
Present value of terminal value						32,620.74
NET PRESENT VALUE AS PER DCF						38,465.13

As on 30/06/2025

PARTICULARS	Rs lacs
NPV of Discounted Free Cash Flows	38,465.13
Less : Illiquidity discount @20%	(7,693.03)
Present value of cash flows	30,772.11
Add: Cash and bank balance	2,381.12
Less: Debt	(5,477.33)
Total value for Equity Shareholders	27,675.90
Number of Shares	3,04,58,187
Price per Share (in INR.)	90.87
Price per Share rounded off to INR	91

We have been provided with the projected financial statement of the company for 4 years from 01 July 2025 to 31 March 2030 by the management, which we have considered for our analysis. Based on the DCF method, the fair value of equity share is ascertained as **INR 91 per share**.

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Annexure D CAVEATS, LIMITATIONS & DISCLAIMERS

This report is subject to the following assumptions and limiting conditions:

❖ **Restrictions on use of Valuation Report**

- a) This document has been prepared for the purposes stated herein and should not be relied upon for any other purpose.
- b) Our client is the only authorized user of this report and is restricted for the purpose indicated in the engagement letter.
- c) This restriction does not preclude the client from providing a copy of the report to third party advisors whose review would be consistent with the intended use.
- d) I do not take any responsibility for the unauthorized use of this report.

❖ **Responsibility of RV**

- a) I owe responsibility only to the authority that has appointed me under the terms of the engagement letter.
- b) I will not be liable for any losses, claims, damages, or liabilities arising out of the actions taken, omissions or advice given by any other person.
- c) In no event I shall be liable for any loss, damage, cost, or expenses arising in any way from fraudulent acts, misrepresentations, or wilful default on part of the client or companies, their directors, employees or agents.

❖ **Accuracy of Information**

- a) While our work has involved an analysis of financial information and accounting records, our engagement does not include an audit in accordance with generally accepted auditing standards of the clients existing business records.
- b) Accordingly, I express no audit opinion or any other form of assurance on this information.

❖ **Achievability of the forecast results**

- a) I do not provide assurance on the achievability of the results forecast by the management / owners as events and circumstances don't occur as expected, difference between actual and expected results may be material.
- b) 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.

❖ **Post Valuation Date Events**

- a) 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.
- b) Due to possible changes in market forces and circumstances, this valuation report can only be regarded as relevant as at the valuation date.

❖ **Range of Value Estimate**

- a) The valuation of companies and assets is made based on the available facts and circumstances and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgement .
- b) Although every scientific method has been employed in systematically arriving at the value , there is no indisputable single value and the estimate of the value is normally expressed as falling within a likely range.

❖ **No Responsibility to the Actual Price of the subject asset if sold or transferred/ exchanged**

- a) The actual market price achieved may be higher or lower than our estimate of value (or range of value) depending upon the circumstances of the transaction (eg: the competitive bidding environment), the nature of the business (eg : the purchaser's perception of potential synergies.
- b) The knowledge, negotiating ability and motivation of the buyers and sellers and the applicability of a discount or premium for control will also affect actual market price achieved.
- c) Accordingly, our valuation conclusion will not necessarily be the price at which actual transaction will take place.

❖ **Multiple factors affecting the Valuation Report:**

- a) The valuation report is tempered by the exercise of judicious discretion by the RV, taking into account the relevant factors.
- b) 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.

❖ **Future services including but not limited to Testimony or attendance in courts/ tribunals/ authorities for the opinion of value in the Valuation Report**

- a) I/We are fully aware that based on the opinion of value expressed in this report, I/we may be required to give testimony or attend court / judicial proceedings with regard to the subject assets, although it is out of scope of the assignment, unless specific arrangements to do so have been made in advance, or as otherwise required by law.
- b) In such event, the party seeking our evidence in the proceedings shall bear the cost/professional fee of attending court / judicial proceedings and my / our tendering evidence before such authority shall be under the applicable laws.

❖ **Reliance on the representation of the owners/ clients , their management and other third parties**

- a) The client/ owner and its management/ representatives warranted to us that the information they supplied was complete, accurate and true and correct to the best of their knowledge.
- b) We have relied upon the representations of the owners/ clients, their management and other third parties concerning the financial data , operational data, and maintenance schedule of all plant –machinery –equipment –tools- vehicles, real estate investments and any other investments in tangible assets except as specifically stated to the contrary in the report.
- c) I shall not be liable for any loss, damages, cost or expenses arising from fraudulent acts, misrepresentations, or wilful default on part of the companies, their directors, employee or agents
- d) 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.

❖ **No procedure performed to corroborate information taken from reliable external sources**

- a) We have relied on data from external sources also to conclude the valuation. These sources are believed to be reliable .
- b) we assume no liability for the truth or accuracy of any data, opinions or estimates furnished by others that have been used in this analysis.
- c) Where we 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.

❖ **Compliance with relevant laws**

- a) The report assumes that the company/business/asset complies fully with relevant laws and regulations applicable in its area of operations and usage unless otherwise stated, and that the companies/business/assets will be managed in a competent and responsible manner.
- b) Further, as 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 balance sheet/fixed assets register provided to us.

(End of report)