

Valuation Analysis for the Issue of Equity Shares and Convertible Warrants on a Preferential Basis for Cash Consideration of VIAZ TYRES LIMITED



05th September, 2025

Strictly Private & Confidential

To,

Board of Directors/Audit Committee

VIAZ TYRES LIMITED

915/916 Maple Trade, Nr. Surdhara Circle, Sal Hospital Road, Thaltej, Ahmedabad, Gujarat, India, 380059

Subject – Fair Valuation of Equity Shares of VIAZ TYRES LIMITED.

Dear Sir,

The said valuation assignment has been conducted for the purpose of computing the Value of Shares for Issue of Equity Shares and Convertible Warrants on a Preferential Basis of VIAZ TYRES LIMITED (herein after referred to as “the Company”) for further issuance of securities, as per Section 42 and Section 62(1)(c) of the Companies Act 2013 read with Rule 13(2)(g) of Companies (Share Capital and Debentures) Rules, 2014 and in accordance with the ‘Chapter V Preferential Issue’ of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (‘SEBI (ICDR) Regulations 2018’) and the valuation guidelines stipulated under International Valuation Standards.

Valuation Summary:

We at **Procure Valux Private Limited-Sejal Ronak Agrawal (Director)**, (“herein-after-referred as “**Valuer Entity**”), hereby certify the fair value of Equity Shares of the Company as follow.

- | | |
|---------------------------------|------------------------------------|
| 1. Date of Valuation | : 31 st March, 2025 |
| 2. Date of appointment | : 01 st August, 2025 |
| 3. Date of Submission of Report | : 05 th September, 2025 |

| Name of Instrument | Value per share (INR) |
|--------------------|-----------------------|
| EQUITY | 70 (Rounded off) |

This certificate is being issued for compliance with the aforesaid purpose only.



Thank you



For and on behalf of
Procurve Valux Private Limited
Registered Valuer Entity - Securities & Financial Assets
Registration No. IBBI/RV-E/02/2025/218
Place: Ahmedabad
CA Sejal Agrawal (Director)
VRN: IOVRVF/PVP/2025-2026/5683

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GLOSSARY OF ABBREVIATION

| Abbreviation | Definition |
|--------------|--|
| Company | VIAZ TYRES LIMITED |
| Management | Management of VIAZ TYRES LIMITED |
| CIN | Corporate Identification Number |
| KMP | Key Managerial Personnel |
| MOA | Memorandum of Association |
| AOA | Articles of Association |
| ROC | Registrar of Companies |
| DIN | Director Identification Number |
| PAN | Permanent Account Number |
| FY | Financial Year |
| DCF | Discounted Cash Flow |
| DFCF | Discounted Free Cash Flow |
| NAV | Net Asset Value |
| CCM | Comparable Companies Multiples |
| BSE | Bombay Stock Exchange |
| ICDR | Issue of Capital & Disclosure Requirements |
| SEBI | Securities and Exchange Board of India |
| INR | Indian Rupee |
| IVS | International Valuation Standard |
| ESG | Environmental, Social, and Governance |
| RVE | Registered Valuer Entity |
| IBBI | Insolvency and Bankruptcy Board of India |
| VRN | Valuation Reference Number |
| PBT | Profit Before Tax |
| EBITDA | Earnings Before Interest, Tax, Depreciation and Amortization |
| EBIT | Earnings Before Interest and Tax |
| WACC | Weighted Average Cost of Capital |
| EV | Enterprise Value |



EXECUTIVE SUMMARY

| | |
|--|--|
| Company | VIAZ TYRES LIMITED |
| Corporate Identification Number (CIN) | L25199GJ2018PLC103740 |
| Relevant industry | Auto Parts Industry |
| Net worth as on 31.03.2025 | 3,681.24 Amt (INR Lakhs) |
| Base of Valuation | Market Value - Sec 30 of IVS 2025 |
| Premise of Valuation | Highest and best use - Sec 140 of IVS 2025 |
| Valuation Approach | Income Approach, Market Approach & Cost Approach |
| Method for Valuation | Discounted Cash flow Method, Market Price Method, Net Asset Method |
| Value Variation from Standard Assumptions | None |
| Special Assumptions | None |
| Independence | The total fees, including the fee for this assignment earned from the instructing party are less than 5.0% of our total annual revenues. We have no association with the instructing party during the past five years. |
| Valuation Currency | INR |
| Standard Applied | International Valuation Standard |
| Valuation Process Quality Control (IVS 100) | The valuation process has been conducted with appropriate quality controls to ensure transparency, objectivity, and compliance with IVS 2025. |
| Environmental, Social, and Governance (ESG) Considerations (IVS 104) | No formal ESG framework is in place; however, no material ESG factors were identified that impact the valuation as of the valuation date. |
| The use of valuation models and their validation. | No valuation software or third-party data models were used |



INDUSTRY BACKGROUND

The tyre and rubber products industry in India is a crucial part of the country's automotive and transport ecosystem, covering the manufacturing of tyres, inner tubes, flaps, and related products like lubricants. It serves a wide range of vehicles, including bicycles, two- and three-wheelers, passenger cars, commercial vehicles, and off-the-road machinery. The industry has a complex value chain involving raw material procurement (such as natural and synthetic rubber), compounding, moulding, testing, and distribution. India is among the largest producers and consumers of tyres and tubes globally, supported by a large vehicle base, expanding road infrastructure, and strong replacement demand.

The sector features both large integrated manufacturers and smaller specialized players, contributing significantly to employment, exports, and rural mobility. Government initiatives like Atmanirbhar Bharat, the National Rubber Policy, and support for domestic manufacturing have driven growth and reduced import dependence. With rising demand from e-commerce logistics, agriculture, and electric vehicles, the industry is steadily moving toward sustainable, high-performance, and digitally enabled manufacturing practices. Export growth, OEM partnerships, and a focus on affordable, durable products are expected to shape the future of this dynamic and competitive industry.

COMPANY OVERVIEW

Viaz Tyres has been at the forefront of crafting superior quality Butyl tubes for a wide range of vehicles, from reliable Bicycle tyres to high performance inner tubes for 2 & 3wheeler motorcycles, passenger cars, light commercial vehicles, OTR, and industrial machinery vehicles.

We take pride in our commitment to excellence in Manufacturing, offering premium tyre tube solutions with a strong focus on reliability and innovation. Our dedication to providing affordable tyre tube options and becoming a trusted supplier and exporter has earned us top ratings in Libya, India, Oman, USA, Dubai, Turkey, Romania, Sudan, Egypt, Brazil and Colombia. With modern, high performance vehicle tubes, we serve as the go to source for bulk tyre tube needs, addressing various commercial requirements.

Additionally, we are proud to announce our global presence by launching our subsidiary company, Autobots Trading FZC, in Dubai, U.A.E. further enhancing our reach and capabilities in foreign markets.



COMPANY ASSESSMENT

| | |
|-----------------------------------|---|
| Company Information | |
| CIN | L25199GJ2018PLC103740 |
| Company Name | VIAZ TYRES LIMITED |
| ROC Name | ROC Ahmedabad |
| Registration Number | 103740 |
| Date of Incorporation | 27/08/2018 |
| Email Id | cs@viaztyres.com |
| Registered Address | 915/916 Maple Trade, Nr. Surdhara Circle, Sal Hospital Road, Thaltej, Ahmedabad, Gujarat, India, 380059 |
| 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 |
| Authorised Capital (Rs) | 12,51,00,000 |
| Paid up Capital (Rs) | 12,25,10,000 |

Share Holding Pattern as on Valuation report date are as follows:

| Equity Share Holder | | |
|---------------------|-------------------------------|----------------------|
| Sr. No | Name of Shareholders | No. Of Equity Shares |
| 1 | Janakkumar Mahendrabhai Patel | 26,96,100 |
| 2 | Rajesh Prabhudas Patel | 13,25,250 |
| 3 | Nikita Utsav Kanakia | 9,69,000 |
| 4 | Himaben Janakkumar Patel | 9,33,850 |
| 5 | Parichaykumar Maganlal Patel | 9,18,650 |
| 6 | Kenaben Parichaykumar Patel | 8,37,900 |
| 7 | Natvarbhai Chandubhai Patel | 8,37,900 |
| 8 | Keval Manuprasad Bhatt | 4,03,750 |



| | | |
|----|---------------------------------|--------------------|
| 9 | Nirmaben Rajeshkumar Patel | 30,400 |
| 10 | Abhishek Prakashchand Chhajer | 1,30,000 |
| 11 | Chiragkumar Dineshbhai Patel | 1,56,000 |
| 12 | Rameshbhai Shambhubhai Domadiya | 2,04,000 |
| 13 | Others | 20,08,200 |
| | Total | 1,22,51,000 |

The Board of Directors of the company as on valuation report date are as follows:

| Director/Signatory Details | | | |
|----------------------------|----------|-------------------------------|---------------------|
| Sr. No | DIN/PAN | NAME | Designation |
| 1 | 03329692 | Janakkumar Mahendrabhai Patel | Managing Director |
| 2 | 07883688 | Rajeshkumar Prabhudas Patel | Whole-time director |
| 3 | 08629886 | Kenaben Parichaykumar Patel | Director |
| 4 | 10982835 | Manishkumar Arvindji Vihol | Director |
| 5 | 10986076 | Dhaval Bipinbhai Mashru | Director |

PURPOSE OF VALUATION, SCOPE & LIMITATIONS

This valuation is done for the purpose of determining the price per warrants / share pursuant to Issue of Equity Shares and Convertible Warrants on a Preferential Basis in pursuance to compliance with the provisions of Section 42 and Section 62(1)(c) of the Companies Act 2013 read with Rule 13(2)(g) of Companies (Share Capital and Debentures) Rules, 2014 and in accordance with the 'Chapter V - Preferential Issue' of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI (ICDR) Regulations 2018') and the valuation guidelines stipulated under International Valuation Standards.

- The company is looking to assess its fair value for the proposed Issue of Equity Shares and Convertible Warrants on a Preferential Basis in accordance with Regulations 164 and 166A of the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 ("ICDR") using latest available un- Audited Report on Financial Results.
- There is no change in control, however, allotment to the Proposed allottees is more than five percent of the post issue fully diluted share capital of the issuer, therefore, the pricing Issue of Equity Shares and Convertible Warrants on a Preferential Basis of the Company shall be determined as higher of:
 - the price determined as per Regulation 164 of the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 or



2. the price determined as per Valuation Report of an Independent Registered Valuer as per Regulation 166A of the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 or
3. the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.
 - For the purposes of price to be determined as per Regulation 164 of the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018, the Issue of Equity Shares and Convertible Warrants on a Preferential Basis of the company are frequently traded on the stock exchange, on BSE and thus Regulation 164(1) becomes applicable.
 - For the purposes of valuation under Regulation 166A, detailed valuation methodology has been explained in this report.
 - The relevant extract of the regulation 164 and 166A are as under:

Regulation 164: Pricing of frequently traded shares

- If the Issue of Equity Shares and Convertible Warrants on a Preferential Basis 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 per warrants / share in the said Issue of Equity Shares and Convertible Warrants on a Preferential Basis to be allotted shall be not less than higher of the following:
 - 1) The 90 trading days' volume weighted average price of the related Issue of Equity Shares and Convertible Warrants on a Preferential Basis quoted on the recognised stock exchange preceding the relevant date; or
 - 2) The 10 trading days' volume weighted average prices of the related Issue of Equity Shares and Convertible Warrants on a Preferential Basis 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 Issue of Equity Shares and Convertible Warrants on a Preferential Basis to be allotted pursuant to the preferential issue.

- If the Issue of Equity Shares and Convertible Warrants on a Preferential Basis of the issuer have been listed on a recognised stock exchange for a period of less than 90 trading days as on the relevant date, the price per share / warrants pursuant to Issue of Equity Shares and Convertible Warrants on a Preferential Basis to be allotted pursuant to the Preferential issue (for cash consideration) shall be not less than the higher of the following:
 - 1) The price at which Issue of Equity Shares and Convertible Warrants on a Preferential Basis were issued by the issuer in its initial public offer or the value per share / warrant arrived at in a scheme of compromise, arrangement and amalgamation under sections 230 to 234 the Companies Act, 2013, as applicable, pursuant to which the Issue of Equity Shares and Convertible Warrants on a Preferential Basis of the issuer were listed, as the case may be; or



- 2) the average of the volume weighted average prices of the related Issue of Equity Shares and Convertible Warrants on a Preferential Basis quoted on the recognised stock exchange during the period the Issue of Equity Shares and Convertible Warrants on a Preferential Basis have been listed preceding the relevant date; or
- 3) the average of the 10 trading days volume weighted average prices of the related Issue of Equity Shares and Convertible Warrants on a Preferential Basis quoted on a recognised stock exchange during the two weeks 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 Issue of Equity Shares and Convertible Warrants on a Preferential Basis to be allotted pursuant to the preferential issue (for cash consideration).

- Where the price of the Issue of Equity Shares and Convertible Warrants on a Preferential Basis is determined in terms of sub-regulation (2), such price shall be recomputed by the issuer on completion of 90 trading days from the date of listing on a recognised stock exchange with reference to the 90 trading days volume weighted average prices of the related equity shares quoted on the recognised stock exchange during these 90 trading days and if such recomputed price is higher than the price paid on allotment, the difference shall be paid by the allottees to the issuer.

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.

- 1) A Preferential issue of specified securities to qualified institutional buyers, not exceeding five in number, shall be made at a price not less than 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 Issue of Equity Shares and Convertible Warrants on a Preferential Basis to be allotted pursuant to the preferential issue:

- 2) no allotment shall be made, either directly or indirectly, to any qualified institutional buyer who is a promoter or any person related to the promoters of the issuer: Provided that a qualified institutional buyer who does not hold any shares in the issuer and who has acquired rights in the capacity of a lender shall not be deemed to be a person related to the promoters. Explanation. — For the purpose of this clause, a qualified institutional buyer who has any of the following rights shall be deemed to be a person related to the promoters of the issue: -

- 1) rights under a shareholder's agreement or voting agreement entered into with promoters or promoter group;
- 2) veto rights; or
- 3) right to appoint any nominee director on the board of the issuer.

- For the purpose of this Chapter, "frequently traded shares" means the shares of the issuer, in which the traded turnover on any recognised 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.

Explanation: For the purpose of this regulation, 'stock exchange' means any of the recognised stock exchange(s) in which the Issue of Equity Shares and Convertible Warrants on a Preferential Basis of the issuer are listed and in which the highest trading volume in respect of the Issue of Equity Shares and Convertible Warrants on a Preferential Basis of the issuer has been recorded during the preceding 90 trading days prior to the relevant date.

Regulation 166A: Allotment of more than five per cent of the post issue fully diluted share capital of the Issuer

- Any preferential issue, which may result in a change in control or allotment of more than five per cent. of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price:

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub- regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable:

Keeping in the view of above regulations: -

There is no change in control, however, the allotment to the proposed allottees is more than five percent of the post issue fully diluted share capital of the issuer

The Companies Act, 2013

Relevant Extract of Section 62: 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 authorised 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, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed



APPOINTING AUTHORITY

The management of the VIAZ TYRES LIMITED appointed PROCURVE VALUX PRIVATE LIMITED (Registered Valuer Entity) for valuation of Equity Shares.

IDENTITY OF VALUER

For Procurve Valux Private Limited
CA Sejal Agrawal (Director)
Registered Valuer Entity - Securities & Financial Assets
Registration No. IBBI/RV-E/02/2025/218
Place: Ahmedabad

"We, Procurve Valux Private Limited, are a 'Registered Valuer Entity' under Section 247 of the Companies Act, 2013, and registered with the Insolvency and Bankruptcy Board of India (IBBI) under Rule 13(1) of the Companies (Registered Valuers and Valuation) Rules, 2017. This valuation has been conducted to the relevant provisions, rules, and standards prescribed under the Act and applicable regulatory framework."

NATURE AND SOURCES OF INFORMATION

We have reviewed the following documents including but not limited to:

- Discussions with the KMPs.
- Provisional Financial statement as on 31st March, 2025
- Audited financial statements as on 31st March, 2022, 31st March, 2023 and 31st March, 2024.
- Management Representations Letter
- Projected financial statement from FY 2026 to 2030.

EXTENT OF THE INVESTIGATION UNDERTAKEN

We have exercised due care in performing the valuation procedures, including the application of appropriate discount rates based on the risk profile of the business plan. However, we expressly state that, although we have reviewed the financial data for the purpose of this valuation, we have not conducted an audit and have relied on the historical and projected financial statements (P&L Account and Balance Sheet) prepared and submitted by the company's management. While we have conducted inspections and investigations within the scope of available information, a comprehensive verification of all assets and liabilities was not undertaken. The projections provided may not materialize as forecasted; however, the management has represented that due care was taken in preparing these financial forecasts, and they reflect a true and fair view of the expected business plan of the company.

VALUATION METHODOLOGIES AND VALUE CONCLUSION

There are three approaches to Valuation namely Income, Asset, and Market Approaches.



| Approach | Valuation Methodologies | Basis of Consideration |
|----------|---|---|
| Asset | Net Asset Value (NAV) Method | <p>The Asset-based method views the business as a set of assets and liabilities that are used as building blocks of a business value. The business value is the difference in the value of these assets and liabilities on a Book Value basis or Realizable Value basis or Replacement Cost basis. However, this methodology recognizes the historical cost of net assets only without recognizing its present earnings, the comparative financial performance of its peers, their enterprise values, etc. Therefore, in general, Net Asset Value only reflects the minimum proxy value of the company.</p> <p>In the instant case, we have considered the Net Asset Value (NAV) method for valuation. The NAV method, a part of the asset-based approach, is used to determine the fair value of a company based on the value of its underlying assets and liabilities. Given the nature and context of the transaction, the NAV method has been deemed appropriate for arriving at the fair value of the company.</p> |
| Market | Market Price Method | <p>The 90/10 Days Method calculates the valuation based on the weighted average of the company's performance over the last 90 days and the most recent 10 days, giving more emphasis to recent trends while considering a longer-term perspective.</p> <p>In the instant case, we have considered this methodology as it balances short-term market movements with stability over a longer period. This approach reduces the impact of temporary fluctuations and provides a more reliable reflection of the company's current value.</p> |
| Income | Discounted Free Cash Flow (DFCF) Method | <p>The DFCF method expresses the present value of the business as a function of its future cash earnings capacity. This methodology works on the premise that the value of a business is measured in terms of future cash flow streams, discounted to the present time at an appropriate discount rate. The value of the firm is arrived at by estimating the Free Cash Flows (FCF) to Firm and discounting the same with Weighted Average cost of capital (WACC). The DFCF methodology is the most appropriate basis for determining the earning capability of a business. In the DFCF approach, the appraiser estimates the cash flows of any business after all operating expenses, taxes, and necessary investments in working capital and Capex are being met.</p> <p>We have considered this methodology for calculation of fair equity value of the Company based on its cash flows. After considering its business plan, we have calculated the Enterprise value and then derived the Equity value by adjusting its debt, cash and cash equivalents and surplus assets on the date of valuation.</p> |

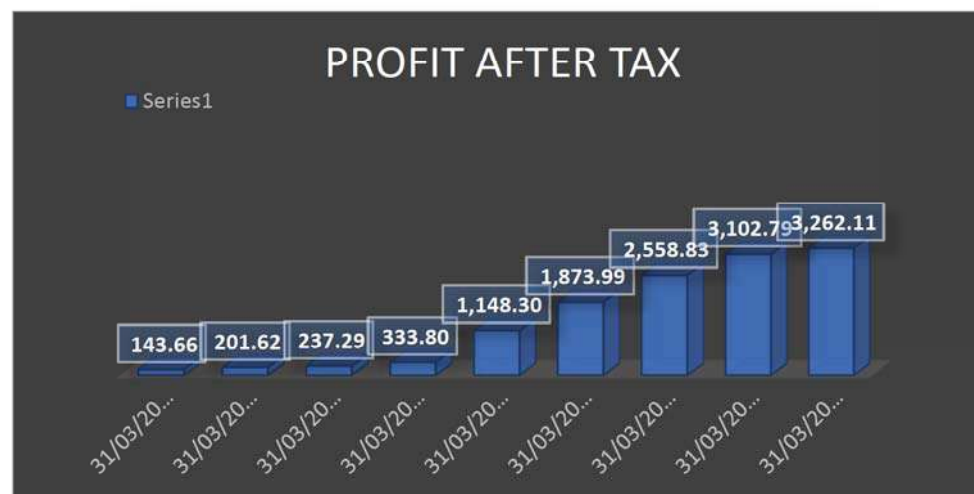


KEY FINANCIAL HIGHLIGHTS (GRAPHICAL OVERVIEW)

Trend of Revenue from FY 2021-22 to FY 2029-30



Trend of Profit After Tax from FY 2021-22 to FY 2029-30



HISTORICAL FINANCIAL STATEMENT

| 1. 'Income Statement (Amounts in INR Lakhs) | | | |
|--|-------------------|-------------------|-------------------|
| | Audited | Audited | Audited |
| Particulars | 31-03-2022 | 31-03-2023 | 31-03-2024 |
| Revenue from Operations | 2,920.00 | 4,591.64 | 5,036.82 |
| Other Income | 11.00 | 36.24 | 32.80 |
| Total Revenue | 2,931.00 | 4,627.88 | 5,069.62 |
| <i>Revenue Growth %</i> | | 57.25% | 72.49% |
| Cost of materials consumed | 2,189.34 | 3,530.96 | 3,928.77 |
| | 74.98% | 76.90% | 78.00% |
| <i>Opening Stock of WIP & FG</i> | 797.00 | 804.00 | 677.32 |
| <i>Closing Stock of WIP & FG</i> | 804.00 | 677.32 | 539.23 |
| | 27.53% | 14.75% | 10.71% |
| Changes in inventories | (7.00) | 126.68 | 138.09 |
| | -0.24% | 2.76% | 2.74% |
| Employee Benefit Expenses | 56.00 | 117.43 | 156.06 |
| | 1.92% | 2.56% | 3.10% |
| Other expenses | 240.00 | 327.11 | 306.34 |
| | 8.22% | 7.12% | 6.08% |
| TOTAL EXPENSES | 2,478.34 | 4,102.18 | 4,529.26 |
| EBITDA | 452.66 | 525.70 | 540.36 |
| <i>EBITDA Margin %</i> | 15.50% | 11.45% | 10.73% |
| Depreciation & Amortisation | 144.00 | 127.26 | 120.17 |
| EBIT | 308.66 | 398.44 | 420.19 |
| <i>EBIT Margin %</i> | 10.57% | 8.68% | 8.34% |
| Interest expense, net | 135.00 | 127.82 | 113.50 |
| Profit Before Tax (PBT) | 173.66 | 270.62 | 306.69 |
| <i>PBT Margin %</i> | 5.95% | 5.89% | 6.09% |
| Less: Tax | 27.00 | 75.00 | 74.71 |
| Less: Deffered Tax | 3.00 | (6.00) | (5.31) |
| Profit After Tax (PAT) | 143.66 | 201.62 | 237.29 |



| 2. Balance Sheet | | | |
|-------------------------------------|------------------|------------------|------------------|
| (Amounts in INR Lakhs) | | | |
| | 31-Mar-22 | 31-Mar-23 | 31-Mar-24 |
| Share Capital | 425.00 | 1,225.10 | 1,225.10 |
| Reserve & Surplus | 179.00 | 1,885.06 | 2,122.34 |
| Shareholder's fund | 604.00 | 3,110.16 | 3,347.44 |
| Non-Current Liabilities | | | |
| Long-Term Borrowings | 979.00 | 216.00 | 214.30 |
| Long-Term Provision | 2.00 | 3.56 | 6.40 |
| Deferred Tax Liabilities | 38.00 | 31.54 | 26.23 |
| | 1,019.00 | 251.10 | 246.93 |
| Current Liabilities | | | |
| Short-Term Borrowings | 1017.00 | 870.90 | 1139.40 |
| Trade Payables | 172.00 | 273.57 | 190.49 |
| Other Current Liabilities | 27.00 | 15.00 | 14.24 |
| Short-Term Provisions | 30.00 | 74.55 | 149.43 |
| | 1,246.00 | 1,234.02 | 1,493.56 |
| Total Equity and Liabilities | 2,869.00 | 4,595.28 | 5,087.93 |
| Fixed Assets | | | |
| Fixed Assets | 764.00 | 650.90 | 1,186.40 |
| | 764.00 | 650.90 | 1,186.40 |
| Non Current Assets | | | |
| Long Term loans and Advances | 16.00 | 583.85 | 136.13 |
| | 16.00 | 583.85 | 136.13 |
| Current Assets | | | |
| Inventories | 867.00 | 1,126.22 | 1,227.52 |
| Trade Receivables | 1,046.00 | 1,935.48 | 2,003.12 |
| Cash and Cash Equivalents | 27.00 | 2.62 | 313.54 |
| Short-term loans & advances | 127.00 | 272.14 | 203.92 |
| Other Current Assets | 22.00 | 24.07 | 17.29 |
| | 2,089.00 | 3,360.53 | 3,765.39 |
| Total Assets | 2,869.00 | 4,595.28 | 5,087.92 |



AUDITED FINANCIAL STATEMENT**Audited Balance Sheet as of 31st March, 2025**

| Particulars | Amount in INR Lakhs |
|-------------------------------|---------------------|
| Share Capital | 1,225.10 |
| Other Equity | 2,456.14 |
| Total Shareholder Funds | 3,681.24 |
| Total Non-Current Liabilities | 113.70 |
| Total Current Liabilities | 2,095.26 |
| Total Equity & Liabilities | 5,890.20 |
| Total Non-Current Assets | 1,143.27 |
| Total Current Assets | 4,746.93 |
| Total Assets | 5,890.20 |

Audited Profit and Loss Statement for the period ended 31st March, 2025

| Particulars | Amount in INR Lakhs |
|-------------------------|---------------------|
| Gross Revenue | 5,725.88 |
| Other Income | 52.28 |
| Total Income | 5,778.16 |
| Total Expenses | 5,331.91 |
| Profit Before Tax (PBT) | 446.25 |



VALUATION OF SHARES OF THE COMPANY

| VIAZ TYRES LIMITED | | | |
|---|--------------------|----------------|----------------------------------|
| Valuation Approach | | | |
| | Value Per Share | Weight | Value Per Share (Weight x Price) |
| A. Cost Approach-Net asset method (Annexure-1) | 30.05 | 10% | 3.00 |
| B. Market Approach-10/90 Days Method (Annexure-2) | 69.06 | 40% | 27.62 |
| C. Income Approach-DCF Method (Annexure-3) | 78.67 | 50% | 39.33 |
| Value Per Share | | 100.00% | 69.96 |
| Value Per Share (Rounded off) | | | 70 |
| | | | |
| No of shares Outstanding | 1,22,51,000 | | |
| Business valuation (In INR Lakhs) | 8,571.08 | | |

Cost Approach (Net Assets):

- The Cost Approach (Net Asset Value method) serves as a foundation, offering a floor value based on the company's tangible assets such as plant, machinery, inventories, and receivables. The auto components industry is moderately asset-intensive, often requiring significant capital investment in manufacturing infrastructure and working capital. As such, the NAV method is relevant for understanding the company's underlying asset strength and financial stability. However, it does not adequately reflect intangible value drivers like customer relationships, product innovation, or strategic partnerships with OEMs. Considering its limited ability to capture the company's true earnings potential, a moderate weight of 10% has been assigned to this method.

Market Approach (10/90 Days):

- The Market Approach, using a 10/90-day weighted average price, reflects current investor sentiment, liquidity, and market dynamics. As the company is publicly listed, its market price incorporates real-time information, including the broader automotive sector's performance, demand cycles, and policy changes such as the shift toward electric vehicles. This approach is particularly useful in providing an objective valuation benchmark derived from actual trading activity. To account for short-term volatility and ensure pricing stability, a 10/90 day average has been used. Given the importance of market perception in listed entities, a weight of 40% has been assigned to the market approach.



Income Approach (DCF):

- The Income Approach (Discounted Cash Flow method) is particularly critical in capturing the intrinsic value based on its future cash-generating potential. The auto parts industry relies on long-term OEM supply contracts, operational efficiency, and the ability to innovate in response to technological shifts. The DCF method accounts for these factors by forecasting future free cash flows and discounting them to present value. This forward-looking approach is especially relevant when evaluating companies with scalable operations, export potential, and margin improvement strategies. Accordingly, a 50% weight has been given to the DCF method to reflect its importance in assessing long-term sustainability and earnings potential.

Conclusion:

Based on the valuation exercise conducted, the minimum issue price for the proposed Preferential Allotment, as at the close of trading hours on the date preceding the relevant date (i.e., 29th August 2025), has been determined at Rs. 69.06 per share. This price has been arrived at in accordance with the provisions of Regulation 164(1) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, which prescribes pricing norms for frequently traded shares based on volume-weighted average prices over the preceding 10 and 90 trading days.

The said price is less than the price determined under Regulation 166A of the SEBI ICDR Regulations, which requires a valuation by a registered valuer in cases involving change of control or allotment exceeding the specified threshold, and in this case, is Rs. 69.96 per share.

Accordingly, the higher of the two values—69.96 per share (rounded off to ₹70) —is considered as the minimum issue price for the preferential allotment in compliance with SEBI regulations.

The allotment of the Issue of Equity Shares and Convertible Warrants on a Preferential Basis to proposed allottees is for cash consideration and there is no change in control, however, the allotment is more than five percent of the post issue fully diluted share capital of the issuer, kindly treat this valuation report as per the mandatory requirement of Regulation 166A of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.



| VIAZ TYRES LIMITED | | |
|---|---|----------------|
| Computation of the Net Assets Value as on 31.03.2025. | | |
| No. | Particulars | INR in Lakhs |
| A | Book value of all the assets in the balance sheet | |
| | Non Current Assets : | |
| 1 | Tangible Assets | 1126.71 |
| 2 | Long term loans and advances | 16.56 |
| | Total Non Current Assets | 1143.27 |
| | Current Assets: | |
| 1 | Inventories | 1386.37 |
| 2 | Trade Receivables | 3049.13 |
| 3 | Cash & Cash Equivalents | 48.97 |
| 4 | Short term loans and advances | 238.59 |
| 5 | Other Current Assets | 23.87 |
| | Total Current Assets | 4746.93 |
| A | Book Value of all the assets | 5890.21 |
| B | Book value of all the Liabilities in the balance sheet | |
| | Non Current Liabilities : | |
| 1 | Long Term Borrowing | 81.44 |
| 2 | Deffered Tax Liabilities | 24.71 |
| 3 | Long term Provisions | 7.55 |
| | Total Non Current Liabilities | 113.70 |
| | Current Liabilities: | |
| 1 | Short Term Borrowings | 1477.79 |
| 2 | Trade Payables | 330.95 |
| 3 | Short Term Provisions | 262.64 |



| | | |
|----------|--|----------------|
| 4 | Other Current Liabilities | 23.88 |
| | Total Current Liabilities | 2095.26 |
| B | Book Value of all the Liabilities | 2208.96 |
| | Net Worth [A-B] | 3681.25 |
| | Number of shares outstanding as on Date of Valuation | 12,251,000 |
| | Value per share | 30.05 |

Annexure 2

Valuation Method - VWAP Basis [90/10 days]

Regulation 164(1)

- At least 10% of the total Issue of Preferential Allotment have been traded on the BSE in 240 trading days preceding the Valuation Date, therefore, Issue of Preferential Allotment of the company shall be treated as frequently traded.
- Stock Exchange means the Stock Exchange where highest trading volume in respect of the Issue of Preferential Allotment of the issuer has been recorded during the preceding 90 trading days prior to the Valuation Date. The company is listed in BSE only, therefore, BSE data is considered for all relevant computations.
- For the purpose of valuation, we have relied on the data of BSE in accordance to the amended Regulations 164 and 166A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended vide Notification No. SEBI/LAD- NRO/GN/2022/63 dated 14th January, 2022.

Valuation as per Weighted Average for 10 Days preceding the relevant date:

| | |
|--------------------------|-------------------|
| Relevant Date | 29/08/2025 |
| Date of Valuation | 28/08/2025 |



| S.NO | DATE | WAP | NO OF SHARE | NO. OF TRADES | TOTAL TURNOVER (RS.) |
|--------------------------|-----------|------------|---------------|---------------|----------------------|
| 1 | 28-Aug-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 2 | 26-Aug-25 | 68.37 | 36,000 | 14 | 24,61,300.00 |
| 3 | 25-Aug-25 | 69.83 | 6,000 | 3 | 4,19,000.00 |
| 4 | 22-Aug-25 | 69.29 | 8,000 | 4 | 5,54,300.00 |
| 5 | 21-Aug-25 | 70.95 | 2,000 | 1 | 1,41,900.00 |
| 6 | 20-Aug-25 | 71.00 | 2,000 | 1 | 1,42,000.00 |
| 7 | 19-Aug-25 | 70.24 | 8,000 | 3 | 5,61,900.00 |
| 8 | 18-Aug-25 | 69.61 | 18,000 | 6 | 12,53,000.00 |
| 9 | 14-Aug-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 10 | 13-Aug-25 | 66.85 | 4,000 | 2 | 2,67,400.00 |
| | | | 84,000 | | 58,00,800.00 |
| VWAP of 10 Trading 'days | | | | | 69.06 |

Valuation as per Weighted Average for 90 Days preceding the relevant date:

| S.NO | DATE | WAP | NO OF SHARE | NO. OF TRADES | TOTAL TURNOVER (RS.) |
|------|-----------|------------|-------------|---------------|----------------------|
| 1 | 28-Aug-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 2 | 26-Aug-25 | 68.37 | 36,000 | 14 | 24,61,300.00 |
| 3 | 25-Aug-25 | 69.83 | 6,000 | 3 | 4,19,000.00 |
| 4 | 22-Aug-25 | 69.29 | 8,000 | 4 | 5,54,300.00 |
| 5 | 21-Aug-25 | 70.95 | 2,000 | 1 | 1,41,900.00 |
| 6 | 20-Aug-25 | 71.00 | 2,000 | 1 | 1,42,000.00 |
| 7 | 19-Aug-25 | 70.24 | 8,000 | 3 | 5,61,900.00 |
| 8 | 18-Aug-25 | 69.61 | 18,000 | 6 | 12,53,000.00 |
| 9 | 14-Aug-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 10 | 13-Aug-25 | 66.85 | 4,000 | 2 | 2,67,400.00 |
| 11 | 12-Aug-25 | 69.25 | 8,000 | 4 | 5,54,000.00 |
| 12 | 11-Aug-25 | 70.96 | 8,000 | 4 | 5,67,700.00 |
| 13 | 08-Aug-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 14 | 07-Aug-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 15 | 06-Aug-25 | 68.06 | 10,000 | 5 | 6,80,600.00 |



| | | | | | |
|-----------|------------------|-------------------|-------------------|-------------------|-------------------|
| 16 | 05-Aug-25 | 69.17 | 6,000 | 3 | 4,15,000.00 |
| 17 | 04-Aug-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 18 | 01-Aug-25 | 68.10 | 2,000 | 1 | 1,36,200.00 |
| 19 | 31-Jul-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 20 | 30-Jul-25 | 64.93 | 10,000 | 5 | 6,49,300.00 |
| 21 | 29-Jul-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 22 | 28-Jul-25 | 64.81 | 8,000 | 4 | 5,18,500.00 |
| 23 | 25-Jul-25 | 65.33 | 16,000 | 8 | 10,45,200.00 |
| 24 | 24-Jul-25 | 64.34 | 14,000 | 7 | 9,00,700.00 |
| 25 | 23-Jul-25 | 63.45 | 14,000 | 7 | 8,88,300.00 |
| 26 | 22-Jul-25 | 61.50 | 2,000 | 1 | 1,23,000.00 |
| 27 | 21-Jul-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 28 | 18-Jul-25 | 60.80 | 16,000 | 8 | 9,72,800.00 |
| 29 | 17-Jul-25 | 57.69 | 18,000 | 9 | 10,38,500.00 |
| 30 | 16-Jul-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 31 | 15-Jul-25 | 57.65 | 2,000 | 1 | 1,15,300.00 |
| 32 | 14-Jul-25 | 55.10 | 2,000 | 1 | 1,10,200.00 |
| 33 | 11-Jul-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 34 | 10-Jul-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 35 | 09-Jul-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 36 | 08-Jul-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 37 | 07-Jul-25 | 53.42 | 10,000 | 5 | 5,34,200.00 |
| 38 | 04-Jul-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 39 | 03-Jul-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 40 | 02-Jul-25 | 53.95 | 2,000 | 1 | 1,07,900.00 |
| 41 | 01-Jul-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 42 | 30-Jun-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 43 | 27-Jun-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 44 | 26-Jun-25 | 53.95 | 2,000 | 1 | 1,07,900.00 |
| 45 | 25-Jun-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 46 | 24-Jun-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 47 | 23-Jun-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 48 | 20-Jun-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 49 | 19-Jun-25 | Not Traded | Not Traded | Not Traded | Not Traded |



| | | | | | |
|-----------|------------------|-------------------|-------------------|-------------------|-------------------|
| 50 | 18-Jun-25 | 54.00 | 2,000 | 1 | 1,08,000.00 |
| 51 | 17-Jun-25 | 55.28 | 8,000 | 4 | 4,42,200.00 |
| 52 | 16-Jun-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 53 | 13-Jun-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 54 | 12-Jun-25 | 57.000 | 2,000 | 1 | 1,14,000.00 |
| 55 | 11-Jun-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 56 | 10-Jun-25 | 55.10 | 2,000 | 1 | 1,10,200.00 |
| 57 | 09-Jun-25 | 57.20 | 2,000 | 1 | 1,14,400.00 |
| 58 | 06-Jun-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 59 | 05-Jun-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 60 | 04-Jun-25 | 55.00 | 2,000 | 1 | 1,10,000.00 |
| 61 | 03-Jun-25 | 53.35 | 2,000 | 1 | 1,06,700.00 |
| 62 | 02-Jun-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 63 | 30-May-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 64 | 29-May-25 | 56.43 | 52,000 | 13 | 29,34,200.00 |
| 65 | 28-May-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 66 | 27-May-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 67 | 26-May-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 68 | 23-May-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 69 | 22-May-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 70 | 21-May-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 71 | 20-May-25 | 59.00 | 2,000 | 1 | 1,18,000.00 |
| 72 | 19-May-25 | 58.00 | 4,000 | 2 | 2,32,000.00 |
| 73 | 16-May-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 74 | 15-May-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 75 | 14-May-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 76 | 13-May-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 77 | 12-May-25 | 57.75 | 4,000 | 2 | 2,31,000.00 |
| 78 | 09-May-25 | 56.00 | 2,000 | 1 | 1,12,000.00 |
| 79 | 08-May-25 | 53.33 | 14,000 | 7 | 7,46,600.00 |
| 80 | 07-May-25 | 52.93 | 4,000 | 2 | 2,11,700.00 |
| 81 | 06-May-25 | 54.67 | 12,000 | 6 | 6,56,000.00 |
| 82 | 05-May-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 83 | 02-May-25 | Not Traded | Not Traded | Not Traded | Not Traded |



| | | | | | |
|---------------------------------|------------------|-------------------|-------------------|-------------------|-----------------------|
| 84 | 30-Apr-25 | 57.64 | 8,000 | 4 | 4,61,100.00 |
| 85 | 29-Apr-25 | 58.35 | 8,000 | 4 | 4,66,800.00 |
| 86 | 28-Apr-25 | 58.88 | 4,000 | 2 | 2,35,500.00 |
| 87 | 25-Apr-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 88 | 24-Apr-25 | Not Traded | Not Traded | Not Traded | Not Traded |
| 89 | 23-Apr-25 | 59.95 | 2,000 | 1 | 1,19,900.00 |
| 90 | 22-Apr-25 | 58.90 | 2,000 | 1 | 1,17,800.00 |
| | | | 3,72,000 | | 2,30,14,200.00 |
| VWAP of 90 Trading 'days | | | | | 61.87 |

| <u>VWAP Basis (90/10 days)</u> | |
|---|--------------|
| VWAP (10 trading days preceding the relevant date) (A) | 69.06 |
| VWAP (90 trading days preceding the relevant date) (B) | 61.87 |
| Minimum Price (Higher of (A) or (B)) | 69.06 |



Method of Valuation

Annexure 3

Discounted Cash Flow Method i.e., Discounted Free Cash Flow (DFCF):

(Figures in INR lakhs)

| PARTICULARS | FY 26 | FY 27 | FY 28 | FY 29 | FY 30 | Terminal |
|---|-------------------|-------------------|-----------------|------------------------|-----------------|------------------|
| | | | | Perpetuity Growth Rate | | 2% |
| Cash Accrual Timing Factor | 0.50 | 1.50 | 2.50 | 3.50 | 4.50 | |
| Months | 12 | 12 | 12 | 12 | 12 | |
| PBT (Excluding Other Income) | 1,534.51 | 2,504.26 | 3,419.43 | 4,146.35 | 4,359.24 | |
| Tax @ 25.168% | 386.21 | 630.27 | 860.60 | 1,043.55 | 1,097.13 | |
| EBIT(1-Tax) | 1,148.30 | 1,873.99 | 2,558.83 | 3,102.79 | 3,262.11 | |
| Add Finance Cost | 96.53 | 76.33 | 45.65 | 17.21 | - | |
| Book Depreciation | 328.00 | 548.00 | 595.00 | 621.00 | 655.00 | |
| (Inc)/Dec in Working Capital | -855.10 | -2,680.98 | -2,288.00 | -1,767.91 | -408.59 | |
| Operating Cash Flows | 717.74 | (182.66) | 911.47 | 1,973.10 | 3,508.52 | |
| (Inc)/Dec in Fixed Assets | -3,221.29 | -1,094.00 | -786.00 | -843.00 | -954.00 | |
| Free Cash Flows | (2,503.55) | (1,276.66) | 125.47 | 1,130.10 | 2,554.52 | 22,071.67 |
| Discounting Factor | 0.94 | 0.82 | 0.72 | 0.64 | 0.56 | 0.56 |
| Present Value of Free Cash Flows | (2,346.79) | (1,051.56) | 90.81 | 718.70 | 1,427.51 | 12,334.05 |



| Summary | Amount (In INR Lakhs) |
|--|--------------------------|
| Present Value of Total Discrete Period Cash Flows | (1,161.33) |
| Present Value of Terminal Cash Flows | 12,334.05 |
| Enterprise value (EV) | 11,172.72 |
| Less: Debt | 1,559.23 |
| Less: Deffered Tax Liabilities | 24.71 |
| Add: Cash & Cash Equivalent | 48.97 |
| Equity Value (In INR Lakhs) | 9,637.75 |
| Total No. of Shares Outstanding as on valuation date | 1,22,51,000 |
| Value per share (INR) | 78.67 |
| Value per share (INR) (Round off) | 79.00 |

| Cost of Equity through CAPM: | 31/Mar/2025 |
|--|---------------|
| Risk Free Rate (Rf) from investing.com | 6.58% |
| Equity Risk Premium (Rm - Rf) | 4.51% |
| Relevered Beta (β) | 1.16 |
| Cost of Equity | 11.83% |
| Company Specific Risk Premium (CSRP) | 5.00% |
| Adjusted Cost of Equity | 16.80% |

| | As on Mar 31, 2025 | Weight | Cost Of Resources | Tax Rate | WACC |
|--------|--------------------|---------|-------------------|----------|--------|
| Equity | 3,681.24 | 70.25% | 16.80% | | 11.80% |
| Debt | 1,559.23 | 29.75% | 9.00% | 25.17% | 2.00% |
| | 5,240.47 | 100.00% | | | 13.81% |



DFCF Assumptions:

| Particulars | Notes | |
|---|--------|---|
| Risk free rate (Rf) as on 28.03.2025 | 6.58% | Considered of long-term Indian government bond rate |
| Market Rate of Return | 11.09% | Based on NSE Sensex 10-year average return. |
| Industry Beta... (β) | 1.16 | We have conservatively considered the Unlevered Beta of 0.88 for Auto Parts industry from the http://www.Damodaran.com website. We adjusted the Unlevered beta to account for the company's capital structure. Subsequently, we relevered the beta to reflect the company's targeted capital structure, providing a comprehensive assessment of its risk profile within the context of valuation. |
| Additional Company Specific (including Small Company) Risk Premium (unsystematic risk) (CSRP) | 5.00% | We have given additional risk premium looking into company profile, financial structure and ROI investor will look into while investing in this type of company. This is also dependent upon the level of aggressiveness of the future cash flows and present scenario of the country and company environment in which it is operating. |
| Cost of Equity (K_e) | 16.80% | As per Modified CAPM model i.e. $[K_e = R_f + \beta(R_m - R_f) + CSRP]$ |
| WACC | 13.81% | $WACC = (K_e * \% \text{ Equity in Capital Structure}) + (\text{Cost of Debt} * \% \text{ Debt in Capital Structure} * (1 - \text{Tax Rate}))$ |
| Growth Rate | 2% | As the perpetuity growth rate assumes that the Company will continue its historic business and generate Free Cash Flows at a steady state forever. Since terminal value constitutes a major proportion of the entire value of the business, we while deciding the terminal growth rate have given emphasis to economic factors & financial factors like Inflation of the Country, GDP growth of the Country, Projected Financials, Historical Financial Position, Organic & Inorganic growth strategies of the Company, investment opportunity etc. |

CAVEATS, LIMITATION AND DISCLAIMERS**I. Restriction on use of Valuation Report**

This document has been prepared for the purposes stated herein and should not be relied upon for any other purpose. Our client is the only authorized user of this report and is restricted for the purpose indicated in the engagement letter. 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. I do not take any responsibility for the unauthorized use of this report.



II. Responsibility of RV-E

We owe responsibility only to the client that has appointed us under the terms of the engagement letters. We 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. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or willful default on part of the client or companies, their directors, employees or agents.

III. Accuracy of Information

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. Accordingly, we express no audit opinion or any other form of assurance on this information.

IV. Achievability of the forecast results

We do not provide assurance on the achievability of the results forecast by the management as events and circumstances do not occur as expected; differences between actual and expected results may be material. We express no opinion as to how closely the actual results will correspond to those projected as the achievement of the forecast results is dependent on actions, plans and assumptions of management.

V. Value Estimate:

The valuation of companies/business and assets is not a precise science and is 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 judgment. Although every scientific method has been employed in systematically arriving at the value, there is, therefore, no indisputable single value. Whilst, we consider the valuation to be both reasonable and defensible based on the information available, others may place a different value.

VI. Post Valuation Date Events

The user to which this valuation is addressed should read the basis upon which the valuation has been done and be aware of the potential for later variations in value due to factors that are unforeseen at the valuation date. Due to possible changes in market forces and circumstances, this valuation report can only be regarded as relevant as at the valuation date.

VII. Reliance on the representations of the clients, their management and other third parties

The client and its management warranted to us that the information they supplied was complete, accurate and true and correct to the best of their knowledge. We have relied upon the representations of the 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. We shall not be liable for any loss, damages, cost or expenses arising from fraudulent acts, misrepresentations, or willful default on part of the companies, their directors, employee or agents.

VIII. No procedure performed to corroborate information taken from reliable external sources

We have relied on data from external sources also to conclude the valuation. These sources are believed to be reliable and therefore, 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. 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 or reproduced in its proper form and context.

IX. Compliance with relevant laws

The report assumes that the company complies fully with relevant laws and regulations applicable in its area of operations and usage unless otherwise stated, and that the companies will be managed in a competent and responsible manner. 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 reflected in the balance sheet provided to us.

X. Multiple factors affecting the Valuation Report

The valuation report is tempered by the exercise of judicious discretion by the RV-E, taking into account the relevant factors. There will always be several factors, e.g. management capability, present and prospective competition, yield on comparable securities, market sentiment, etc. which may not be apparent from the Balance Sheet but could strongly influence the value.

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

We are fully aware that based on the opinion of value expressed in this report, 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.

In such event, the party seeking our evidence in the proceedings shall bear the cost/professional fee of attending court / judicial proceedings and our tendering evidence before such authority shall be under the applicable laws.



XII. Conflict of Interest

We hereby confirm that we have no known present or contemplated interest in the subject company or asset being valued. There is no conflict of interest that would affect our ability to provide an independent and unbiased valuation. In the event any potential conflict arises during or after the course of this engagement, the same shall be disclosed promptly to the client. Our personnel have acted independently and impartially, and the fee for this engagement is not contingent upon the outcome of the valuation or any subsequent event.



THANKING YOU