

VALUATION REPORT

on

Fair Value of Equity Shares

Sindu Valley Technologies Limited



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Valuation Analysis

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

1 Context and Purpose

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

Proposed Transaction:

During the Financial Year 2024-25, Company is evaluating the possibility of issuing further securities to prospective investors. In this context, the management of **Sindu Valley Technologies Limited** (the “Management”) has requested us to estimate the fair value of the Equity Shares. - “Proposed Transaction”.

2 Conditions and major assumptions

Conditions

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

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

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

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

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

Assumptions

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

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

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

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

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

3 Background of the Company

The Company is engaged in the business of auxiliary services.

Company URL: - <https://sinduvalley.com/>

Further data of the company is as under:

CIN	L43900KA1976PLC173212
Company Name	SINDU VALLEY TECHNOLOGIES LIMITED
ROC Name	ROC Bangalore
Registration Number	173212
Date of Incorporation	19/03/1976
Email Id	madeshlakshman@gmail.com
Registered Address	No 3 2nd Floor Dr TCM Royan Road, Opp Ayyappan Temple, Chickpet, Bangalore, Bangalore South, Karnataka, India, 560053
Address at which the books of account are to be maintained	-
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)	1,20,00,000
Paid up Capital (Rs)	70,00,000
Date of last AGM	29/09/2023
Date of Balance Sheet	31/03/2023
Company Status	Active

Directors and Key Managerial Persons:

DIN/PAN	Name	Designation	Date of Appointment
03151303	Samrathdan Zula	Director	26/06/2024
07146097	Kavita Akshay Chhajer	Director	26/06/2024
06505474	Reby Thomas Elsan	Whole-time director	26/06/2024
*****1013F	Syed Mahtab Alam	CFO	26/06/2024
00391261	Ajay Hans	Managing Director	31/08/2024
08525894	Shivrudrappa Anandappa Hanjage	Additional Director	31/08/2024
*****7976R	Amol Dilip Dhakorkar	Company Secretary	01/09/2024

Shareholding Details as on the date of report

Particulars	No. of Shares	% Holding
Promoter & Promoter Group		
Chirag Deepak Dedhia	24,860	3.55%
Arvind Awadhnath Sharma	2,45,000	35.00%

Manisha Arvind Sharma	2,45,000	35.00%
Public	1,85,140	26.45%
Total	7,00,000	100.00%

Face Value Per Share is Rs. 10.00/-

4 Valuation Premise

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

5 Valuation Date

The Analysis of the Fair Value of Equity share of **Sindu Valley Technologies Limited** as on **18th October 2024** based on the Financials as on **30th June 2024**.

6 Valuation Standards

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

7 Valuation Methodology and Approach

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

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

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

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

1. Asset Approach

Net Asset Value Method ("NAV")

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

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

2. Market Approach

Comparable Company Market Multiple Method

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

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

Comparable Transactions Multiple Method

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

3. Income Approach

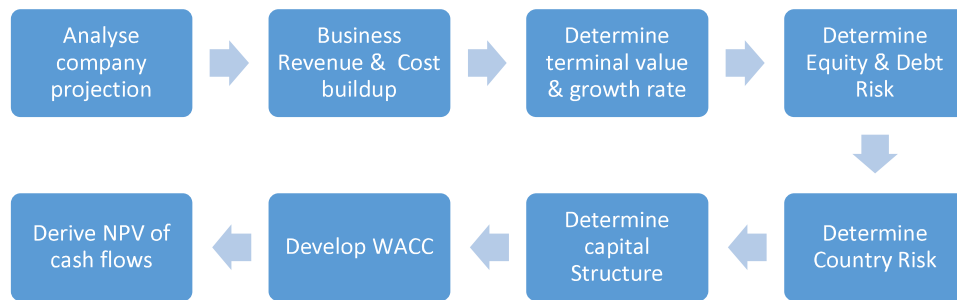
Discounted Cash Flows - "DCF"

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

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

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

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



Valuation Methodology

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose.

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

SEBI Regulations for requirement of Valuation:

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

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

Regulation 165. *Where the shares of an issuer are not frequently traded, the price determined by the issuer shall take into account the valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies:*

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

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

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

Regulation 166A (1): Other conditions for pricing

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

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

valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

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

In the instant case, based on the nature of business of the Company, availability of data and generally acceptable valuation methodologies, company being a listed entity we have valued the Equity using the weighted average of Asset Approach -NAV Method, Market Approach – CCM Method, Income Approach – DCF Method is considered.

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

Net Asset Value (Refer Annexure 1)

Comparable Company Method (Refer Annexure 2)

Discounted Cash Flow Method (Refer Annexure 3)

8 Source of Information

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

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

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

1. The Equity Shares of the Company are listed on the Bombay Stock Exchange.
2. The Equity Shares are infrequently traded on the Bombay Stock Exchange and does not meet the definition of Frequently traded shares as per Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
3. The Company is proposing to hold Extraordinary General Meeting of Members on 19th November 2024 to approve the proposed preferential issue and hence, the relevant date is 18th October 2024.
4. The present issue of Equity Shares shall not result in change in control of the Company.
5. Provisional Financial of 30th June 2024
6. Management certified projected financial statement for period of 5 years for the year ending FY25 to FY29.
7. Details of Shareholding and numbers of equity shares as on valuation date.

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

9 Caveats

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

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

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

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

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

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

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

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

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

10 Distribution of Report

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

11 Opinion on Fair Value of Equity Shares

Based on our valuation exercise Fair Value of the Equity Shares as on 18th October 2024 is as under:

Method	in INR
Price determined under the valuation report from the independent registered valuer as per Regulation 165 SEBI, ICDR	18.00

Method	Value per share	Weight (*)	Product
Asset Approach (*)	-12.49	0	0.00
Market Approach (**)	0.00	0	0.00
Income Approach (***)	17.14	1	17.14
	Weighted Average Value per share		17.14
	Add:- Control Premium @ 5.00%		0.86
	Fair value per share (In INR)		18.00

(*) Value per Share as per Asset approach are negative and do not reflect the true value of the company, therefore no weightage is considered to Asset approach.

(**) The target company has negative EBIDTA, bearing losses and has negative Net-Worth, therefore no weightage is considered for the CCM Method.

(***) Under Income Approach, DCF Method Considered.

Control Premium

The present issue of Equity Shares shall not result in change in control of the Company. Accordingly control premium of 5% is added to the value considering the Regulation 166A.

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

Yours faithfully



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

Date: 18th October 2024

Place: Mumbai

UDIN: **24119158BKAFTD5747**

12 Annexure 1

Asset Approach – Adjusted Net Asset Value Method as on 30th June 2024

(INR Lakhs)

Particulars	Amount	
Assets		
Current assets		
Cash and bank balances		0.60
Total Assets	A	0.60
Current liabilities		
Other current liabilities		80.58
Total Liabilities	B	80.58
Net Worth as on 31.03.24	C = A - B	-79.98
PAT as on 30.06.2024	D	-7.46
Adjusted Net Worth as on 30.06.2024	E = C + D	-87.44
No. of Equity Shares (*)	F	7,00,000
Value Per Share	G = E / F	-12.49

(*) Total Number of Shares as on the date of Report

13 Annexure 2

Comparable Companies Multiple Method

The Company has no Sales, negative EBITDA, bearing losses for the past 3 years and has Negative Net-Worth for the past 3 years as mentioned below:

(INR Lakhs)

Year	Sales	EBITDA	BV - Net Worth	PAT
Jun-24	0.00	-7.46	-87.44	-7.46
Mar-24	0.00	-43.47	-79.98	-43.47
Mar-23	0.00	-15.60	-36.51	-15.60
Mar-22	0.00	-19.32	-20.91	-20.21

As EBITDA, Net-worth, and PAT of the Company is Negative, and sales is Zero. Accordingly comparable company multiples method is not considered for our analysis.

14 Annexure 3

Discounted Cash Flow (DCF Method)

(INR Lakhs)

		1	2	3	4	5	TV
Number of Months		9	12	12	12	12	
Particulars		FY25	FY26	FY27	FY28	FY29	TV
EBITDA		17.67	24.09	31.63	39.91	48.35	49.32
Less: Depreciation		-0.30	-0.76	-1.05	-1.30	-1.53	-1.56
EBIT		17.37	23.33	30.58	38.61	46.82	47.76
Less: Tax on EBIT	25.17%	0.00	0.00	0.00	-6.05	-11.78	-12.02
NOPAT		17.37	23.33	30.58	32.56	35.04	35.74
Add: Depreciation		0.30	0.76	1.05	1.30	1.53	1.56
Less: Capex		-2.00	-2.10	-2.21	-2.32	-2.43	-1.56
(Increase)/ decrease in working capital		-4.34	0.83	-0.68	-0.81	-0.80	
Free cash flow to firm ('FCFF')		11.33	22.82	28.74	30.74	33.34	35.74
Annual factor		0.75	1.00	1.00	1.00	1.00	
Discounting period (end year)		0.75	1.75	2.75	3.75	4.75	
PV factor	25.09%	0.85	0.68	0.54	0.43	0.35	
PV of FCFE		9.58	15.43	15.53	13.28	11.51	

PV of FCFF for the horizon period	65.34	A
FCFF for terminal year	35.74	
WACC	25.09%	
Perpetuity Growth	2.00%	
Capitalisation Rate	23.09%	
Gross terminal value	154.76	
PV factor	0.35	
PV of terminal value	53.45	B
Enterprise value	118.79	A+B
Add: Cash & Bank	1.20	
Fair Value of Equity	119.99	
No of Share	7,00,000	
Value Per Share (in INR)	17.14	

Assumptions

WACC	25.09 %
Cost of Equity	15.09 %
Risk free rate (Rf)	7.16 %
Market Return (Rm)	15.09 %
Long Term Growth Rate	2.00 %

Terminal Value

The terminal value refers to the present value of the business as a going concern beyond the period of projections up to infinity. This value is estimated by taking into account expected growth rates of the business in future, sustainable capital investments required for the business as well as the estimates growth rate of the industry and economy. Based on dynamics of the sector and discussions with the Management we have assumed a terminal growth rate of **2.00 %** for the Company beyond the projections periods. The cash flows of **Rs. 35.74 Lakhs** have been used to determine the terminal value. Based on these assumptions the terminal value has been calculated at **Rs. 154.76 Lakhs**.

Using these cash flows and a discount rate of **25.09 %** we estimate the equity value of the Company **Rs. 119.99 Lakhs**.

Discount Factor

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

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

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

Calculations of WACC

Particulars	Note	%
Base Cost of equity		15.09%
Company specific risk premium		10.00%
Adjusted CoE	Note 1	25.09%
- Equity Weightage (*)		100.00%
Weighted CoE (A)		25.09%
Post tax cost of debt		0.00%
- Debt Weightage (*)		0.00%
Weighted CoD (B)		0.00%
WACC (A + B)		25.09%

Note 1: Organisation Specific Discount Rate

- Cost of Equity of 25.09 % is taken as Discounting rate, calculated using,
 - Historical Market Return of BSE 500 from February 01, 1999, to June 28, 2024, is 15.09 %
 - We have considered Premium of 10.00 % towards risk and illiquidity

	Rate	Source
Market Return (Rm)	15.09 %	Return of BSE 500 for the period of Feb 01, 1999, to June 28, 2024.
Company Specific Risk	10.00%	Contingency of revenues, projected high profitability, achievability of projections

Based on the above parameters, the cost of Equity has been calculated at **25.09 %**.

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