

**VALUATION OF
FAIR MARKET VALUE OF
EQUITY SHARES OF**



SAHAJ SOLAR LIMITED

Office No. 301, Ashirvad Paras Opp Prahlad Nagar Garden,
Satellite, Ahmedabad, Gujarat, India, 380051.

-: REGISTERED VALUER: -

MUKESH KUMAR JAIN

Registered Valuer (S & FA)

R. No.: IBBI/RV/03/2019/12285C-203, EDGE,

)

Mukesh Kumar Jain

FCA, IP, Registered Valuer (SFA) &
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Date: - September 04, 2025

To,

Board of Directors

Sahaj Solar Limited

Office No. 301, Ashirvad Paras,
Opp Prahlad Nagar Garden, Satellite,
Ahmedabad, Gujarat, India, 380051.

Dear Sir,

Subject – Valuation of Equity Shares for the purpose of issue of equity shares of Sahaj Solar Limited under Regulation 164 r.w. Regulation 166A of SEBI (Issue of Capital and Disclosures Requirement) Regulation, 2018

Sahaj Solar Limited (*the “Company”, “SSL”, “you”, or “your”*) has engaged the services of the undersigned, Mukesh Kumar Jain, a Registered Valuer (Securities or Financial Assets), registered with the Insolvency and Bankruptcy Board of India (IBBI) under Registration Number IBBI/RV/03/2019/12285 (the “Valuer”, “I”, “me”, or “my”). The engagement was entered into for the purpose of determining the floor price of the equity shares or the purpose of issue of equity shares of the Company under Regulation 164 r.w. Regulation 166A of SEBI (Issue of Capital and Disclosures Requirement) Regulation, 2018 and in accordance with the applicable provisions of the Companies Act, 2013 (*“Proposed Transaction”*).

Enclosed herewith is my Valuation Report comprising 21 pages, which sets forth my assessment of the floor price of the equity shares to be issued under the Proposed Transaction. The Report outlines the valuation methodologies adopted, key assumptions employed, and analytical procedures undertaken in arriving at the valuation conclusions.

This Report delineates the scope of work, contextual background, sources of information relied upon, procedures performed, and my independent opinion with respect to the floor price analysis of the equity shares to be issued under the Proposed Transaction.

Date: 04/09/2025

Place: Raipur

UDIN: 25502822BMNVRO4393



Mukesh Kumar Jain

BBI R. No.: IBBI/RV/03/2019/12285

TABLE OF CONTENTS

1. BACKGROUND OF COMPANY.....	4
2. PURPOSE OF THE VALUATION AND APPOINTING AUTHORITY.....	4
3. IDENTITY OF THE REGISTERED VALUER.....	5
4. USE OF WORK OF EXPERT	5
5. DISCLOSURE OF VALUER’S INTEREST OR CONFLICT	5
6. DATE OF APPOINTMENT, RELEVANT DATE AND DATE OF REPORT	5
7. NATURE AND SOURCES OF THE INFORMATION USED OR RELIED UPON	5
8. PROCEDURES ADOPTED IN CARRYING OUT VALUATION	6
9. VALUATION APPROACHES	6
10. RESTRICTIONS ON USE OF THE VALUATION REPORT.....	10
11. CONCLUSION	10
12. SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS	11
ANNEXURE – 1.....	14
ANNEXURE – 2.....	17

1. BACKGROUND OF COMPANY

Sahaj Solar Limited is a public limited company incorporated on February 26, 2010, under the Companies Act, 1956, with Corporate Identification Number (CIN) L35105GJ2010PLC059713. It is located at Office No. 301, Ashirvad Paras, Opp Prahlad Nagar Garden, Satellite, Ahmedabad, Gujarat, India, 380051.

Sahaj Solar Limited is a public limited Company. It is an Indian renewable energy company engaged in providing sustainable solar energy solutions across multiple segments. The company is involved in the manufacturing of photovoltaic solar modules, solar water pumps, and other solar energy systems, catering to residential, commercial, agricultural, and industrial users. It also offers services in engineering, procurement, and construction (EPC) for solar projects, delivering end-to-end clean energy solutions. With a focus on innovation and quality, Sahaj Solar contributes to reducing carbon emissions and promoting green energy adoption in India and abroad. Its diversified product portfolio and project execution capabilities position it as a growing player in the solar energy sector.

The equity share of the Company are listed of National Stock Exchange of India (NSE).

The latest shareholding pattern of the company as on Relevant Date available is as on April 03, 2025, as below:

Category	Number of Shares	% of Shareholding
Promoter Holding	1,56,61,320	71.3%
Non-Promoter Holding	63,10,700	28.7%
Total	2,19,72,020	100.00%

(Source: - NSE)

2. PURPOSE OF THE VALUATION AND APPOINTING AUTHORITY

I have been informed by the management that the Company is contemplating fresh issue of equity shares of the Company on preferential basis to identified investors and further, I have been given to understand that the management is contemplating acquisition of identified equity shares, of Veracity Energy and Infrastructure Private Limited (VEIPL) and Veracity Powertronics Private Limited (VPPL) from existing identified shareholders of VEIPL and VPPL for which the consideration for the proposed acquisition of shares of VEIPL and VPPL is to be discharged by the Company through issuance of its shares on a preferential allotment basis. In this context, a valuation report is required to determine the floor price of the equity shares of the Company in accordance with Regulation 164 read with Regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the applicable provisions of the Companies Act, 2013, along with the relevant rules prescribed thereunder.

Accordingly, I have been appointed by the Board of Directors of the Company to carry out the valuation and issue a report determining the floor price of the equity shares for the aforementioned purpose.

3. IDENTITY OF THE REGISTERED VALUER

Name of the Valuer	RV Mukesh Kumar Jain
IBBI Registration Number	IBBI/RV/03/2019/12285
Address	C-203, EDGE, Opp. Maruti Suzuki Arena, Mova, Raipur-492007(C.G)

4. USE OF WORK OF EXPERT

I have not used the work of any other experts in the valuation assignment.

5. DISCLOSURE OF VALUER'S INTEREST OR CONFLICT

I hereby confirm and explicitly declare that I am an independent valuer and do not have any direct or indirect interest in the underlying securities being valued.

6. DATE OF APPOINTMENT, RELEVANT DATE AND DATE OF REPORT

Date of appointment	August 08, 2025
Relevant date	August 29, 2025
Date of valuation report	September 04, 2025

7. NATURE AND SOURCES OF THE INFORMATION USED OR RELIED UPON

The principal sources of information used in the course of my valuation include, inter alia:

A. Company Specific Information

- Brief history of the Company, its current operations, and overall business profile;
- Shareholding pattern of the Company as on the relevant date;
- Consolidated Audited financial statements of the Company for the financial years ended March 31, 2025 and March 31, 2024;
- Article of Association of the Company;
- Market Prices of equity shares of the Company from NSE;
- Representation Letter furnished by the Company in relation to the information and assumptions provided for the purpose of this valuation.

B. Industry Information

- Information available in the public domain and databases like nseindia.com, investing.com, etc.; and
- Such other information and documents as provided by the Management for the purposes of this engagement.

In addition to the above, I have also obtained other relevant information and explanations from the Management for the purpose of the valuation.

It may be mentioned that the Management has been provided with an opportunity to review factual information in my report as part of my standard practice to ensure that factual inaccuracies or omissions are avoided in my final signed report.

8. PROCEDURES ADOPTED IN CARRYING OUT VALUATION

The procedures used in my analysis included such substantive steps as I have considered necessary under the circumstances, including, but not necessarily limited to, the following:

- Discussions with the Management to:
 - Understand the business and the fundamental factors that affect its earnings-generating capability, including strengths, weaknesses, opportunities, and threat analysis.
 - Enquire about the historical financial performance, current state of affairs, business plans, and future performance estimates.
- Analysis of the information shared by the Management.
- Review of Consolidated Audited financial statements for the year ending March 31, 2025, and March 31, 2024.
- Considered the Article of Association of the Company;
- Considered the trading data of equity shares from website of NSE.
- Discussions with the Management to obtain requisite explanations and clarifications of the data provided.
- Selection of appropriate valuation methodology/ies after deliberations and consideration of the sector in which the Company operates.
- Arrived at the floor price per equity share of the Company for the proposed transaction using the method considered appropriate.

9. VALUATION APPROACHES

Basis and Premise of Valuation

The valuation of the equity shares of the company as of the relevant Date is carried out, considering the 'Fair Value' base and the 'going concern value' premise. Any change in the valuation base or the valuation premise could have a significant impact on the valuation outcome of the Company.

Basis of Valuation

It indicates the type of value being used in an engagement. 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 as of the valuation date.

Premise of Value

"Premise of Value refers to the conditions and circumstances under which an asset is deployed. The valuation of the Company is carried out on a going concern value:

"Going concern value is the value of a business enterprise that is expected to continue operating in the future. The intangible elements of going concern value result from factors such as having a trained workforce, an operational plant, necessary licenses, systems, procedures in place, and more."

The present valuation is being undertaken in accordance with the provisions of Regulation 164 and Regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, read with the applicable provisions of the Companies Act, 2013 and the Articles of Association of the Company.

The equity shares of the Company are listed and are considered *frequently traded* as defined under Regulation 164(5) of the SEBI (ICDR) Regulations, 2018, since the trading turnover of such shares on the recognised stock exchange during the 240 trading days preceding the relevant date is at least ten percent of the total number of equity shares of that class.

Accordingly, the floor price for the proposed preferential allotment has been determined in accordance with Regulation 164(1), and is calculated as the higher of the following:

- The volume-weighted average price (VWAP) of the equity shares quoted on the recognised stock exchange during the 90 trading days immediately preceding the relevant date; and
- The VWAP of the equity shares quoted during the 10 trading days immediately preceding the relevant date.

For the purpose of this valuation, the **relevant date** has been considered as **August 29, 2025**, being 30 days prior to the proposed date of shareholders' meeting for approving the preferential allotment.

Further, as the proposed preferential allotment is to a promoter and non-promoter and constitutes an allotment exceeding 5% of the post-issue fully diluted share capital of the Company, though not resulting in a change in control, the provisions of Regulation 166A(1) are applicable. Accordingly, this valuation report has been issued by an independent registered valuer for the purpose of determining the price of equity shares in compliance with the said regulation. In terms of the proviso to Regulation 166A (1), the final issue price must be the highest of the following:

- The floor price determined under Regulation 164,
- The price determined in this valuation report by the independent registered valuer, and
- The price is determined in accordance with the Articles of Association of the Company.

Article 26 of the Articles of Association of the Company requires that where shares are issued to persons other than existing shareholders, pursuant to Section 62(1)(c) of the Companies Act, 2013, the price shall be determined based on a valuation report by a registered valuer. Accordingly, such provisions have been duly considered in determining the floor price.

The Management of the Company has represented that the proposed preferential issue of equity shares may not tantamount to change of control of the Company. However, the Management has represented that the proposed allotment pursuant to preferential issue of shares shall be more than five percent of the post issue fully diluted share capital of the Company. Accordingly, the provisions of the said regulations are applicable to the Company and the pricing (floor price) of the proposed preferential issue of equity shares is required to be undertaken in the manner prescribed in the said SEBI ICDR regulations.

Further, SEBI ICDR Regulations provides for specified formula to compute the minimum price for the purpose of preferential issue and Regulation 166A provides that in case of any preferential issue, which may result in a change in control or allotment of more than five percent of the post issue fully diluted

share capital of the issuer, shall require a valuation report from an independent registered valuer and consider the same for determining the price, however, 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. Further, the proposed preferential issue of shares shall not result in change in control or management, as represented by the management of the Company and hence, it may not be appropriate to consider control premium for the present valuation exercise.

For the purpose of the valuation exercise, generally the following valuation approaches are adopted:

- i. **Cost Approach**
 - a. Book Value Method/Net Asset Value Method
- ii. **Market Approach**
 - a. Market Price Method
 - b. Comparable Company Transaction Method/ Comparable Companies Multiple Method
- iii. **Income Approach**
 - Discounted Cash Flow (DCF) Method

COST APPROACH

1. Book Value Method/Net Asset Value Method (“NAV”)

The cost approach is a valuation method that reflects the amount currently required to replace the service capacity of an asset, often referred to as current replacement cost.

This approach provides an indication of value using the economic principle that a buyer will pay no more for an asset than the cost to obtain an asset of equal utility, whether by purchase or construction, unless undue time, inconvenience, risk, or other factors are involved. The method calculates the current replacement or reproduction cost of an asset and makes deductions for physical deterioration and all other relevant forms of obsolescence.

As represented to me by the Management, the Company currently operates as a going concern and is expected to continue doing so for the foreseeable future. The present net asset value of the business may not accurately reflect its earning potential. Therefore, the Cost Approach has not been adopted for the valuation of the Company.

MARKET APPROACH

2a. Market Price Method

The market price of equity shares as quoted on a stock exchange is normally considered the value of the equity shares of that company when such quotations arise from shares being regularly and freely traded, subject to the element of speculative support that may be inbuilt in the value of the shares. However, there could be situations where the quoted market price is not regarded as a proper index of the fair value of the shares, especially in a volatile capital market with fluctuating market values.

The equity shares of the Company are listed on a recognised stock exchange and qualify as "frequently traded" in terms of Regulation 164(5) of the SEBI (ICDR) Regulations, 2018, as the aggregate trading turnover during the 240 trading days preceding the relevant date exceeds ten percent of the total number of outstanding equity shares of the same class. Accordingly, the Market Price Method has been adopted for determining the floor price for the proposed preferential allotment, in compliance with Regulation 164(1) of the SEBI (ICDR) Regulations. Under this method, the floor price is computed as the higher of the following:

- The volume-weighted average price (VWAP) of the equity shares quoted on the recognised stock exchange during the 90 trading days immediately preceding the relevant date; and
- The VWAP of the equity shares quoted during the 10 trading days immediately preceding the relevant date.

For the purpose of this valuation, the "relevant date" has been considered as August 29, 2025, being 30 days prior to the scheduled date of the shareholders' meeting convened to approve the proposed preferential issue.

As the weighted average price of 90 days is higher, I have considered weighted average price of 90 trading days to value equity shares of the Company. The details of same is given in Annexure - I.

2b. Comparable Companies' Multiple ("CCM")/Comparable Transactions' Multiple ("CTM") Method

Under the Comparable Transaction Method (CTM), the value of a company's shares or business is determined based on market multiples of publicly disclosed transactions in a similar space as that of the subject company. Multiples are generally based on data from recent transactions in a comparable sector, but with appropriate adjustments after considering the specific characteristics of the business being valued.

I understand that there are no recent comparable transactions involving companies of similar nature and having a similar operating metrics as that of the company, I have therefore not used CTM method.

Under the Comparable Company Method (CCM), the value of a company's shares or business is determined based on market multiples of publicly traded comparable companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. CCM applies multiples derived from similar or 'comparable' publicly traded companies to a company's operating metrics. Although no two companies are entirely alike, the companies selected as comparable should be engaged in the same or a similar line of business as the subject company. The appropriate multiple is generally based on the performance of listed companies with similar business models and sizes.

Based on my discussion with the Management, I understand that there are no directly comparable listed Company with similar operating or financial metrics to those of the Company. Therefore, I have not used the CCM method in this valuation.

3. Discounted Cash Flows (“DCF”) Method

"The Income Approach is a valuation method that converts maintainable or future amounts (e.g., cash flows or income and expenses) into a single current (i.e., discounted or capitalized) amount.

Under the DCF method, the projected free cash flows to equity are discounted at the cost of equity. This method is used to determine the present value of a business on a going concern assumption and recognizes the time value of money by discounting the free cash flows for the explicit forecast period and the perpetuity value at an appropriate discount factor. The terminal value represents the total value of the available cash flow for all periods subsequent to the horizon period. The terminal value of the business at the end of the horizon period is estimated, discounted to its present value equivalent, and added to the present value of the available cash flow to estimate the value of the business.

The Management has provided the projected financial statements for the period from April 1, 2025 to March 31, 2029, which it believes to be its estimates of the Company's future operating performance. The Management expects the Company to generate profits and surplus cash flow for the foreseeable future. Therefore, I have used the DCF method, which is one of the most commonly applied pricing methodologies for valuing such Company Annexure - 2.

10. RESTRICTIONS ON USE OF THE VALUATION REPORT

This valuation report is intended for use for the limited purpose of the proposed transaction as of the relevant date or a date close to the relevant date. It should not be used for any other purpose or by any other persons. Furthermore, the valuation report is based on the available financial information from the Company and publicly available sources, which I believe to be accurate. I accept no responsibility for any errors in the information on which the valuation conclusions are based.

11. CONCLUSION

It is recognized that valuation of any company or assets as a matter is inherently subjective and subject to various factors, which are difficult to predict and beyond control. Valuation exercise involves various assumptions with respect to the specific industry, general business and economic conditions, which are beyond the control of the Companies. The assumptions and analysis of market conditions, comparable, prospects of the industry as a whole and the Company, which influences the valuation of companies are subject to change over a period of time and even differ between the valuers at the given point of time.

In the ultimate analysis, valuation will have to involve the exercise of judicious discretion and judgment taking into account all the relevant factors. There will always be several factors, e.g., present and prospective competition, yield on comparable securities and market sentiments, etc. which are not evident from the face of the balance sheets but which will strongly influence the worth of a share.

In light of the aforesaid and after taking into consideration the principles of valuation that one would have to consider to value the equity shares of the Company, I have derived value as per 'Net Asset Value Method' under Cost Approach, 'Market Price Method' under the Market Approach and 'Discounted Cash Flow (DCF) Method' under Income Approach. I have given equal weightage to 'Market Price Method' under Market Approach and 'Discounted Cash Flow Method' under the Income Approach and given zero weightage to 'Net Asset Value Method' under Cost Approach.

Sr. No.	Particulars	Price per share (INR)	Weights	Weighted Value (INR)
1	Asset Approach Net Asset Value Method	48.97	0%	-
2	Market Approach - Market Price Method	275.82	50.0%	137.91
3	Income Approach – Discounted Cash Flow Method	261.34	50.0%	130.67
Equity Value per share				268.58

On the above basis of the foregoing, the fair value of equity shares of the Company is arrived at **INR 268.58 per share**.

In the light of the above and on consideration of all the relevant factors and circumstances as discussed and outlined herein in this report, in my opinion, for the purpose of determination of floor price in accordance with relevant regulations of the Chapter V of the SEBI ICDR Regulations, being Regulation 164(1) read with Regulation 166A of the SEBI ICDR Regulations for the Company, Floor Price in terms of first proviso to the sub regulation I of Regulation 166A of the SEBI ICDR Regulations shall be higher of the following:

Valuation Approach	Floor Price per Share of SSL (INR)
Floor Price in terms of the sub regulation 1 of Regulation 164 of the SEBI ICDR Regulations (a)	275.82
Price determined under the valuation report from the independent registered valuer (b)	268.58
Price determined in accordance with the provisions of the Articles of Association of the issuer (c)	Not Applicable, as represented by the management of the Company
Floor Price per Equity Share [Higher of (a), (b) and (c)]	275.82

Accordingly, the Floor Price of the equity share of the Company having face value of INR 10/- each in terms of SEBI ICDR Regulations as at Relevant Date is **INR 275.82/- (Indian Rupees Two Hundred and Seventy-Five and Eighty Two Paise Only)** per equity share.

12. SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

My report is subject to the scope and limitations detailed hereinafter. As such the report is to be read in totality and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made.

This Report, its contents and the results herein are specific and subject to

- the purpose of valuation agreed as per the terms of my engagement;
- the date of this Report ("Report Date");
- Article of Association of the Company;
- Consolidated Audited Financial Statement for the year ended on March 31, 2025 and March 31, 2024;
- Projected financial statement for the period April 01, 2025 to March 31, 2029;
- Data detailed in the Section - Sources of Information.

This report has been prepared for the purposes stated herein and should not be relied upon for any other purpose. The Company is only authorized user of this report and is restricted for the purpose indicated in the engagement letter. The report should not be copied or reproduced without obtaining my prior written approval for any purpose other than the purpose for which it is prepared and for sharing with regulatory authorities as may be required under applicable law and with third party advisors of the Company

In the course of the valuation, I was provided with both written and verbal information. I have however, evaluated the information provided to me by the Company through broad inquiry, analysis and review but have not carried out a due diligence or audit of the information provided for the purpose of this engagement. My conclusions are based on the assumptions, forecasts and other information given by/on behalf of the Company.

I have not carried out a due diligence or audit or review of the Companies for the purpose of this engagement, nor have I independently investigated or otherwise verified the data provided.

Valuation analysis of this nature is based on information made available to me as of the date of this report, events occurring after that date hereof may affect this report and the assumptions used in preparing it and I do not assume any obligation to update, revise or reaffirm this report.

The recommendation(s) rendered in this report only represent my recommendation(s) based upon information furnished by the Management till the date of this report and other sources, and the said recommendations) shall be considered to be in the nature of non-binding advice (my recommendation should not be used for advising anybody to take buy or sell decision, for which specific opinion needs to be taken from expert advisors).

In the course of my analysis, I was provided with both written and verbal information, by the Management as detailed in the section - Sources of Information.

In accordance with the terms of my engagement, I have assumed and relied upon, without independent verification of,

- a) The accuracy of information made available to me by the Management, which formed a substantial basis for this report; and
- b) The accuracy of information that was publicly available;
- c) I am not legal or regulatory advisors with respect to legal and regulatory matters for the Proposed transaction. I do not express any form of assurance that the financial information or other information as prepared and provided by the Management is accurate. Also, with respect to explanations and information sought from the Management, I have been given to understand by the Management that they have not omitted any relevant and material factors and that they have checked the relevance or materiality of any specific information to the present exercise with us in

case of any doubt. Accordingly, I do not express any opinion or offer any form of assurance regarding its accuracy and completeness. My conclusions are based on these assumptions and information given by/ on behalf of the Management. The Management of the Company has indicated to me that they have understood that any omissions, inaccuracies or misstatements may materially affect my recommendation.

Accordingly, I assume no responsibility for any errors in the information furnished by the Management and their impact on the report. Also, I assume no responsibility for technical information (if any) furnished by the Management. However, nothing has come to my attention to indicate that the information provided was materially misstated/ incorrect or would not afford reasonable grounds upon which to base the report. I do not imply and it should not be construed that I have verified any of the information provided to us, or that my inquiries could have verified any matter, which a more extensive examination might disclose.

The report assumes that the Companies complies fully with relevant laws and regulations applicable in all its areas of operations and that the Company will be managed in a competent and responsible manner. Further, except as specifically stated to the contrary, this report has given no consideration on to matters of a legal nature, including issues of legal title and compliance with local laws and litigation and other contingent liabilities that are not represented to us by the Management.

This report does not look into the business/ commercial reasons behind the Proposed transaction nor the likely benefits arising out of the same. Similarly, the report does not address the relative merits of the Proposed transaction as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available. This report is restricted to recommendation of floor price of equity shares for the proposed transaction only.

My scope is limited to the recommendation of floor price of equity shares for the proposed transaction as required under SEBI (ICDR) Regulation, 2018 and applicable provisions of Companies Act 2013 and rules made thereunder.

I do not have any financial interest in the Company, nor do I have any conflict of interest in carrying out this valuation. Further, the information provided by the Management has been appropriately reviewed in carrying out the valuation.

The fee for the Engagement is not contingent upon the results reported.

I owe a duty of care solely to the Board of Directors of the Company, who have engaged me for this assignment, and to no other party. I do not accept or assume any responsibility or liability to any third party in relation to the contents or issuance of this report. It is expressly understood that this analysis does not constitute, nor should it be construed as, a fairness opinion. Under no circumstances shall my liability exceed the limits agreed upon in the terms set out in my Engagement Letter.

This report is subject to the laws of India.

Date: 04/09/2025

Place: Raipur

UDIN: 25502822BMNVRO4393



Mukesh Kumar Jain

BBI R. No.: IBBI/RV/03/2019/12285

ANNEXURE – 1

VALUATION OF EQUITY SHARES AS PER MARKET PRICE METHOD

Particular	--	Volume	Value	VWAP
The 90 trading days' volume weighted average price of the related equity shares quoted on the NSE preceding the relevant date^	A	47,33,200	1,30,55,18,540	275.82
The 10 trading days' volume weighted average price of the related equity shares quoted on the NSE preceding the relevant date^	B	3,48,000	8,64,47,060	248.41
Higher of A and B				275.82

^ **Relevant Date = 29/08/2025**

Trading Data on NSE for 90 trading days prior to relevant date

Date	Open	High	Low	Previous Close	Close	VWAP	Volume	Value
28-Aug-25	243.5	252.8	242.1	248.2	247	246.75	13,200	32,57,080.00
26-Aug-25	257.4	258	246	258.15	248.2	253.29	31,600	80,03,900.00
25-Aug-25	268	268	257.4	262	258.15	261.67	29,600	77,45,300.00
22-Aug-25	259.9	265	256	256.95	262	260.47	54,000	1,40,65,280.00
21-Aug-25	256.4	260	252	252	256.95	255.93	42,000	1,07,49,240.00
20-Aug-25	240	253	239.95	239.9	252	245.78	51,200	1,25,83,900.00
19-Aug-25	238	240.7	237.5	236.7	239.9	239.52	31,200	74,72,920.00
18-Aug-25	236.25	238.2	233	234.75	236.7	236.2	22,400	52,90,800.00
14-Aug-25	234.05	242.7	230.05	237.75	234.75	234.8	25,200	59,17,060.00
13-Aug-25	239.9	243	235	235.45	237.75	238.69	47,600	1,13,61,580.00
12-Aug-25	234.1	237.85	232.2	233.1	235.45	235.58	15,600	36,74,980.00
11-Aug-25	240	244.5	230	239.05	233.1	236.54	55,200	1,30,57,040.00
08-Aug-25	235.4	242.9	233.8	235.4	239.05	239.03	26,800	64,05,980.00
07-Aug-25	236.8	236.8	232.6	237.2	235.4	234.14	23,600	55,25,640.00
06-Aug-25	242	242	233.25	243.4	237.2	237.6	29,200	69,37,820.00
05-Aug-25	248	250	242	247.3	243.4	245.7	30,000	73,71,120.00
04-Aug-25	248.85	250	238.5	244.65	247.3	245.43	30,400	74,61,120.00
01-Aug-25	248.65	249.9	238.6	246	244.65	244.48	29,600	72,36,560.00
31-Jul-25	247	252	240.7	249.05	246	245.5	52,400	1,28,64,180.00
30-Jul-25	240	251.4	239	244.25	249.05	244.5	13,200	32,27,340.00
29-Jul-25	243	250	238.35	250.85	244.25	243	19,200	46,65,660.00
28-Jul-25	247.9	251	243.2	239.05	250.85	248.66	58,000	1,44,22,160.00
25-Jul-25	252.5	252.5	238.5	246.25	239.05	241.17	18,400	44,37,500.00
24-Jul-25	241	246.95	240.55	239.55	246.25	243.5	14,000	34,09,020.00
23-Jul-25	243.1	243.1	233.2	245.45	239.55	235.94	84,000	1,98,18,880.00
22-Jul-25	250.15	253	243.5	250.95	245.45	248.08	40,400	1,00,22,280.00
21-Jul-25	256.7	258	249	256.6	250.95	254.02	31,600	80,26,960.00
18-Jul-25	258	260	256	256.75	256.6	257.86	20,800	53,63,480.00

Date	Open	High	Low	Previous Close	Close	VWAP	Volume	Value
17-Jul-25	258	260	255	258.6	256.75	257.69	28,400	73,18,420.00
16-Jul-25	260.3	260.3	256	260.3	258.6	257.96	32,400	83,57,780.00
15-Jul-25	255.2	261	254	256.9	260.3	259.48	19,600	50,85,820.00
14-Jul-25	264	264	256.05	262.1	256.9	258.8	30,400	78,67,380.00
11-Jul-25	260	264.95	258	258.45	262.1	260.58	24,800	64,62,340.00
10-Jul-25	263	264.3	257.05	263.15	258.45	259.03	22,800	59,05,920.00
09-Jul-25	258	267.75	256	259.3	263.15	261.5	24,800	64,85,320.00
08-Jul-25	261	261	255	259.05	259.3	258.33	23,600	60,96,540.00
07-Jul-25	258.05	265	257	262.75	259.05	261.08	22,400	58,48,120.00
04-Jul-25	263	267	257	263.55	262.75	262.72	15,200	39,93,400.00
03-Jul-25	265.7	270	262.6	265.55	263.55	265.68	15,600	41,44,680.00
02-Jul-25	270	274.9	265	274.3	265.55	268	13,600	36,44,840.00
01-Jul-25	279	279.5	265	274.4	274.3	273.17	30,000	81,94,960.00
30-Jun-25	271	275	270.2	269.15	274.4	273.44	27,600	75,46,960.00
27-Jun-25	269.2	273.2	264	268	269.15	268.9	28,400	76,36,640.00
26-Jun-25	269	275.8	264.2	266	268	270.59	33,200	89,83,540.00
25-Jun-25	264.5	268	258	264	266	264	28,000	73,91,900.00
24-Jun-25	263	265	261.05	259.5	264	263.17	14,400	37,89,700.00
23-Jun-25	273.75	273.75	258.35	261.1	259.5	263.06	63,600	1,67,30,380.00
20-Jun-25	261	261.1	261	256	261.1	261.06	14,800	38,63,720.00
19-Jun-25	260.6	260.6	255.6	260.6	256	259.37	25,200	65,36,000.00
18-Jun-25	260.6	260.6	260.6	255.5	260.6	260.6	23,200	60,45,920.00
17-Jun-25	265	265	255.5	260.7	255.5	256.28	42,000	1,07,63,720.00
16-Jun-25	262	262	260.5	262	260.7	261.09	30,000	78,32,800.00
13-Jun-25	257.4	262.65	257.4	262.65	262	261.46	19,200	50,20,080.00
12-Jun-25	262.65	262.65	262.65	268	262.65	262.65	15,600	40,97,340.00
11-Jun-25	268	268	268	273.45	268	268	6,400	17,15,200.00
10-Jun-25	276	276	273.45	279	273.45	273.73	7,600	20,80,360.00
09-Jun-25	279	279	279	274.35	279	279	20,400	56,91,600.00
06-Jun-25	274.35	274.35	274.35	269	274.35	274.35	19,600	53,77,260.00
05-Jun-25	258.7	269	258.7	263.9	269	263.01	20,800	54,70,700.00
04-Jun-25	269.25	269.25	263.9	269.25	263.9	265.19	10,800	28,64,020.00
03-Jun-25	274	274	269.25	274.75	269.25	271.71	14,000	38,03,900.00
02-Jun-25	274.75	274.75	274.75	280.35	274.75	274.75	10,400	28,57,400.00
30-May-25	279.45	280.35	279.45	274.9	280.35	279.85	62,400	1,74,62,600.00
29-May-25	274.9	274.9	274.9	269.55	274.9	274.9	9,600	26,39,040.00
28-May-25	269.55	269.55	269.55	264.3	269.55	269.55	11,200	30,18,960.00
27-May-25	264.3	264.3	264.3	259.15	264.3	264.3	5,200	13,74,360.00
26-May-25	259.15	259.15	259.15	254.1	259.15	259.15	13,200	34,20,780.00
23-May-25	254.25	254.25	254.1	259.25	254.1	254.19	41,600	1,05,74,280.00
22-May-25	259.25	259.25	259.25	264.5	259.25	259.25	5,200	13,48,100.00
21-May-25	264.5	264.5	264.5	269.9	264.5	264.5	7,600	20,10,200.00
20-May-25	269.9	269.9	269.9	275.4	269.9	269.9	9,600	25,91,040.00
19-May-25	281	281	275.4	281	275.4	279.37	43,600	1,21,80,720.00
16-May-25	278.8	281	273.1	267.65	281	280.16	32,400	90,77,080.00

Date	Open	High	Low	Previous Close	Close	VWAP	Volume	Value
15-May-25	267.65	267.65	260	254.95	267.65	267.24	26,800	71,62,120.00
14-May-25	254.95	254.95	247.75	242.85	254.95	254.35	48,400	1,23,10,720.00
13-May-25	242.85	242.85	242.85	231.3	242.85	242.85	16,800	40,79,880.00
12-May-25	231.3	231.3	231.25	220.3	231.3	231.29	34,000	78,64,020.00
09-May-25	216.05	222.95	215.9	227.05	220.3	218.78	49,200	1,07,63,880.00
08-May-25	225.1	238.5	225	230.65	227.05	233.3	38,800	90,52,040.00
07-May-25	223.05	239.3	222.8	234.5	230.65	230.65	49,600	1,14,40,360.00
06-May-25	251	251.95	234.5	246.8	234.5	241.53	42,400	1,02,40,900.00
05-May-25	254.9	254.9	245	252.35	246.8	248.19	32,400	80,41,360.00
02-May-25	250.5	257.9	246	257.5	252.35	250.55	48,400	1,21,26,760.00
30-Apr-25	268.1	270	257.5	271.05	257.5	260.16	60,000	1,56,09,820.00
29-Apr-25	274.9	280	265	274.9	271.05	273.25	31,200	85,25,280.00
28-Apr-25	285	290.9	271.05	283.6	274.9	279.41	1,94,400	5,43,16,700.00
25-Apr-25	312.6	312.6	278.15	308.3	283.6	288.32	3,94,800	11,38,28,520.00
24-Apr-25	275.05	323.55	269	269.65	308.3	308.51	15,20,000	46,89,37,840.00
23-Apr-25	273.5	273.5	261.3	269.5	269.65	267.37	72,000	1,92,50,940.00
22-Apr-25	262	275	260	256.7	269.5	268.47	1,13,200	3,03,90,800.00

ANNEXURE – 2

The Discounted Free Cash Flows method is one of the most rigorous approaches for the valuation of a business/asset/equity. For arriving at the valuation of equity shares, projected free cash flows to various stakeholders are discounted at the cost of equity to arrive at the value of the business and subtracting outstanding Debts & Preference shareholding, if any, there from and adjusting surplus assets & liabilities, if any, thereto.

Using the Discounted Free Cash Flows method involves determining the following:

- Estimating future free cash flows,
- The time frame of the cash flows i.e. the explicit forecast Period,
- Appropriate Discount rate to be applied to cash flows
- The continuing value i.e. the cumulative value of the free cash flows beyond the explicit forecast period which is also known as Terminal Value
- Value of cash and cash equivalents and Surplus Assets

➤ **Free Cash Flows to Firm (FCFF)**

FCFF represents the cash flows expected to be generated by the Company that are available to both equity and debt capital providers. FCFF is determined by taking the operating profit after taxes and adding back non-cash expenses such as depreciation and amortization. This is then adjusted for (i) changes in working capital requirements and other assets, and (ii) investments in capital expenditure. The free cash flows, as calculated, will thus represent the total cash flows available to both equity and debt holders.

➤ **Time Frame of Cash Flows**

A challenge in valuing a business lies in its indefinite life, particularly when the valuation is conducted on a going concern basis, as in the present case. This issue can be addressed by dividing the business value into two time periods: the explicit forecast period and the post-explicit forecast period. In this approach, the business value consists of the free cash flows generated during the explicit forecast period and the free cash flows generated during the post-explicit forecast period. While the projected free cash flows for the explicit forecast period can be estimated based on the business plan, the free cash flows for the post-explicit forecast period can be estimated using an appropriate method. In this case, the financial projections provided for the period from April 01, 2025, to March 31, 2029, have been considered for the purpose of valuation.

➤ **Appropriate Discounting Rate i.e. Weighted Average Cost of Capital**

The Weighted Average Cost of Capital (WACC) is the average rate that a company is expected to pay to all its equity and debt holders, to finance its assets. The WACC is the weighted average return that a company must earn on an existing asset base to satisfy its owners and debt holders. Broadly speaking, a company's assets are financed by either debt or equity. WACC is the weighted average return for cost for equity shareholders as well as debt holders.

Discounting Factor

The discount factor considered for arriving at the present value of the FCFF is the WACC, which comprises of cost of debt and equity.

$$\text{WACC} = (K_d * (1 - t) * \frac{D}{D + E}) + (K_e * \frac{E}{D + E})$$

Where 'D' and 'E' represent the debt and equity portion respectively in the capital structure.

The WACC using the above parameters has been estimated at 16.8% after giving appropriate allowances for company specific risk including risk associated with achieving the financial projections, etc.

Given that the cash flow would be generated over the period, I have applied the mid-period discounting.

- **Cost of Debt (Kd)**

Cost of debt refers to the effective rate a company pays on its current debt. The cost of debt is used after including the tax impact. As informed by the management, the average effective interest rate for the debt will be 7.7% p.a.

I have considered a tax rate for debt at 25.2% to calculate the tax benefit on interest expense. Accordingly, I have arrived at 5.8% as the post-tax cost of debt.

- **Cost of Equity (Ke)**

The cost of equity has been determined using the Capital Assets Pricing Model. For this purpose, the formula used is as under:

$$\text{CAPM (Ke)} = R_f + \beta (R_m - R_f) + \alpha$$

Where,

CAPM (Ke) = Discount rate derived from Capital Assets Pricing Model

R_f = Risk free rate of return

β = Beta factor as a measure of the systematic risk

R_m = Representative Market Return

(R_m – R_f) = Equity Market premium (ERP)

α = Company Specific Risk Premium

Capital–Asset Pricing Model (CAPM) describes the relationship between systematic risk and expected return for assets, particularly stocks. CAPM is widely used throughout finance for pricing risky securities and generating expected returns for assets given the risk of those assets and cost of capital.

- **Risk Free Rate**

The risk-free rate is typically based on the returns from long-term government bonds and securities, as these represent minimal default risk, are highly liquid (freely tradable), and incorporate the expected long-term inflation premium. In this case, the risk-free rate has been considered as 6.6%, based on the average daily yield of the 10-year India Security bond over a three-month period.

- **Equity Risk Premium**

The Equity Risk Premium (ERP) is the additional amount of return over the risk-free rate that is required to compensate the investor for the additional risk of investing in the equity. It is typically measured by the amount by which historical returns in the equity security markets, over a long period of time, have exceeded the returns from risk free investments. Such historical return from investment in the equity markets – which is the sum of return by way of capital appreciation and

return by way of dividend yield – is the market return. I have considered equity risk premium of 7.0% for the purpose of calculation of cost of equity *[Ex-post historical analysis]*.

- **Beta (β)**

Systematic risk is measured in the CAPM by a factor known as Beta. Beta is a measure of volatility or systematic risk of a security or a portfolio in comparison to the market as a whole. The beta of the asset must be estimated relative to the market portfolio and by selecting the comparable company closely associated with the subject company. I have considered a Beta of 1.15 for the purpose of calculation of cost of equity.

- **Company Specific Risk Premium (α)**

Company-Specific Risk Premium (CSRP) represents the risk unique to the company, including factors such as additional business risk, economic risk, projection risk, technology risk, and legal risk. To compensate the investor for these risks, I have considered a 5.0% premium for the CSRP. *(Ex-post historical Analysis of the Company)*

STATEMENT SHOWING CALCULATION OF WACC

Particulars	Value
Risk Free Rate of Return	6.6%
Beta Coefficient	1.15
Market Equity Risk Premium	7.0%
Business Risk (incl. illiquidity Discount)	5.0%
Cost of Equity Fund	19.6%
Cost of Debt	7.7%
Tax Rate	25.2%
Cost of Debt Fund	5.8%
Target Weightage (Management Representation)	
Debt	20.0%
Equity	80.0%
Weighted Average Cost of Capital (WACC)	16.8%

➤ Terminal Value

The terminal value of an ongoing business could best be determined as the present value of estimated future free cash flows to avoid the need to forecast the company's cash flows in detail for an indefinite period. On this basis, the calculation of the terminal value may be made by capitalizing the free cash flows of the terminal year with WACC, adjusted for the future expected growth ("g"). According to the estimate, 5.0% should be assumed as the long-term rate at which a company should grow, and accordingly, this is considered the perpetual growth rate for the purpose of valuation. FCFF at the end of the explicit forecast period, FY 2028-29, is considered for the calculation of the terminal value.

CALCULATION OF TERMINAL VALUE

Terminal Value	INR Lakh
Cash flows for terminal year	9,380.7
WACC	16.8%
Growth Rate	5.0%
Terminal Value	79,217.7
Discount Factor	0.62
PV of Terminal Value	48,980.2

➤ Other Considerations

To arrive at the value attributable to equity shareholders of the Company, the value arrived using DCF method has been adjusted for

1. Cash & Cash equivalents of INR 1,552.63 Lakh as on March 31, 2025.
2. Debt and debt-like items amounting to INR 5,740.1 Crore as on March 31, 2025.
3. Minority Interest of INR 101.3 Lakh as on March 31, 2025.

The Management has represented that there are 59.5 Lakh unascertained or contingent liabilities to be adjusted for the purpose of arriving at the fair market value of shares.

The total adjusted value for shareholders is then divided by diluted number of equity shares to arrive at the value per share.

STATEMENT SHOWING FREE CASH FLOW TO FIRM

FCFF Analysis INR in Lakhs	31.03.2026	31.03.2027	31.03.2028	31.03.2029	Terminal Value
Revenue	47,820.0	60,731.5	74,092.4	86,688.1	91,022.5
Annualised Y-o-Y growth %	n.a	27.0%	22.0%	17.0%	5.0%
EBIT	7,149.8	9,149.7	11,584.0	13,635.8	14,317.6
% of Revenue	15.0%	15.1%	15.6%	15.7%	15.7%
Less: Tax Expense	1,799.6	2,303.0	2,915.7	3,432.1	3,603.7
Profit After Tax	5,350.2	6,846.7	8,668.3	10,203.7	10,713.8
Add: Depreciation	115.1	137.4	164.1	196.2	206.0
Add: Depreciation on Right-of-use Asset					
Cash Profit After Tax	5,465.2	6,984.1	8,832.4	10,399.9	10,919.9
Less: Incremental Capital Expenditure	273.8	324.3	384.6	456.6	206.0
Less: Changes in Working Capital	4,004.3	3,699.2	853.8	4,008.1	1,333.2
Free Cash Flow to Firm	1,187.2	2,960.6	7,594.0	5,935.1	9,380.7
Discounting Period (In Years)	0.3	1.1	2.1	3.1	
Mid-Period Discounting factor	0.96	0.84	0.72	0.62	
Net Present Value	1,134.0	2,499.0	5,486.1	3,669.7	

Statement showing Value per Share

DCF Working	INR Lakh
PV of Explicit Cash Flows	12,788.8
PV of Terminal Value	48,980.2
Enterprise Value (before adjustments)	61,769.0
Add: Cash & Bank Balance as on March 31, 2025	1,552.63
Less: Debt & Debt like Items as on March 31, 2025	(5,740.1)
Less: Minority Interest as on March 31, 2025	(101.3)
Less: Contingent Liability as on March 31, 2025	(59.5)
Equity Value as at Relevant Date	57,420.8
No. of Equity Shares	2,19,72,020
Equity Value Per Share (INR) (Rounded off)	261.34