



# VALUATION REPORT

## VALUATION OF EQUITY SHARES OF ANNAPURNA SWADISHT LIMITED

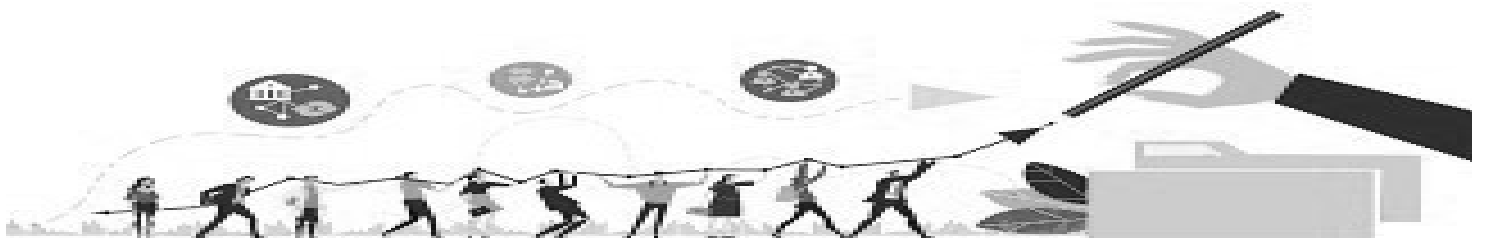
FOR PROPOSED PREFERENTIAL ALLOTMENT OF EQUITY SHARES / WARRANTS

Valuation Date 17<sup>th</sup> April, 2025

**MANISH GADIA**

REGN. NO. IBBI/RV/06/2019/11646

RVO Mem. No. ICAIRVO/06/RV-P00074/2019-2020



# MANISH GADIA

B.Com, FCA,DISA(ICAI)  
Registered Valuer (IBBI)  
Regn. No. IBBI/RV/06/2019/11646

5, Raja Subodh Mullick Square  
2<sup>nd</sup> Floor, Kolkata – 700 013  
manish@jmpassociates.com  
+91 9830328772

To,  
The Director  
Annapurna Swadisht Limited  
Chatterjee International Building,  
13th Floor, Unit No A02 and AO2,  
33A, Jawaharlal Nehru Road,  
Kolkata, West Bengal, India, 700071  
CIN: L15133WB2022PLC251553

**Sub: Valuation Analysis of Equity Shares of Annapurna Swadisht Limited** as per Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time.

I refer to the engagement letter dated 14/04/2025 for engaging Mr. Manish Gadia, a Insolvency and Bankruptcy Board of India ("IBBI") Registered Valuer ("herein-after-referred as "Valuer") for the purpose of valuation of Equity Share of Annapurna Swadisht Limited in accordance to Regulation 166A read with regulation 164 and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time, for the proposed preferential allotment of Equity Shares / warrants which may result in allotment of more than 5% of the post issue fully diluted share capital of an issuer, to an allottee or to allottees acting in concert, read with Section 42 and Section 62 (1)(C) of the Companies Act, 2013 for fresh issue of share capital. The company is registered with CIN: L15133WB2022PLC251553 having its registered office at Chatterjee International Building, 13th Floor, Unit No A02 and AO2, 33A, Jawaharlal Nehru Road, Kolkata, West Bengal, India, 700071. The equity shares of the Company are presently listed on the National Stock Exchange Limited (NSE).

I have relied on accuracy and completeness of all the information and explanations provided by the management. Based on the information provided by the management, subject to the notes and comments provided herein, and my analysis of the Equity Shares of Company, I have arrived at the "fair value" ("Valuation" or "Value") of the Equity Shares of the Company to be Rs. 350.55 per fully paid-up equity shares of Rs. 10 each as on 17th April, 2025 ("Valuation date").

The detailed valuation report including calculations and assumptions has been attached in pages to follow.



**Manish Gadia**

(Regn. No. IBBI/RV/06/2019/11646)

(RVO Mem. No. ICAIRVO/06/RV-P00074/2019-2020)

Date: 18-04-2025

Place: Kolkata

UDIN - 25059677 BMLFTD5256



# CONTENTS

Purpose of Valuation.....	4
Scope of Valuation.....	5
Background of the Company.....	6
Sources of Information.....	7
Limitations, Qualifications and Exclusions.....	7
Disclaimers.....	8
Standard of Value.....	10
Premise of Value .....	11
Valuation Methodology.....	11
Valuation Approach Used.....	13
Key Assumptions.....	18
Conclusion.....	18



# PURPOSE OF VALUATION

I have been appointed by **Annapurna Swadisht Limited** solely to determine the fair valuation of equity share of the company **Annapurna Swadisht Limited (the 'Company')**.

Based on the discussions held with the management and Key Managerial Personnel (KMP's), we understand that the Company is proposing to issue certain equity shares / warrants on preferential basis. The Equity shares of the company are frequently traded. The company is listed on NSE Ltd. In terms of Regulation 166A read with Regulation 164 of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 as amended from time to time ('SEBI (ICDR) Regulations'), a preferential issue, which may result in a change in control or allotment of more than 5 % of the post issue fully diluted share capital of an issuer, to an allottee or to allottees acting in concert, shall, besides the market price, requires valuation from an independent registered valuer and should be considered for determining the issue price. Thus, we, being Independent Registered Valuers, have been appointed as per the appointment letter dated 14th April, 2025. We are issuing this certificate for the purpose of compliance with the Chapter V of SEBI (ICDR) Regulations

Regulation 164(1) If the equity shares of the issuer have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

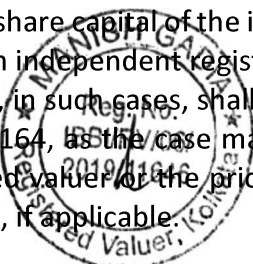
the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

First proviso to Regulation 164 (1) - Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

Regulation 164(5) 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 equity shares of the issuer are listed and in which the highest trading volume in respect of the equity shares of the issuer has been recorded during the preceding 90 trading days prior to the relevant date.

Regulation 166A - 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.





# SCOPE OF VALUATION

## **Appointment date, Relevant date and Report date**

The management of the Company has appointed Manish Gadia on 14th April, 2025. The analysis of the fair value of the equity share of the Company has been carried out on the Relevant Date i.e. 17th April, 2025. The valuation report is issued on 18th April, 2025.

As per Regulation 161 of the SEBI ICDR, 2018, "relevant date" means 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.

## **Identity of the Valuer**

Manish Gadia is a Registered Valuer as required under the Companies (Registered Valuers & Valuation) Rules, 2017. He is registered with Insolvency & Bankruptcy Board of India vide registration number IBBI/RV/06/2019/11646.

## **Disclosure of Valuer Interest**

I neither have any present or any prospective contemplated financial interest in the Company nor any personal interest with respect to the Promoters & Board of Directors of the Company. I have no bias/prejudice with respect to any matter that is the subject of the valuation report or to the parties involved with this engagement.

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

## **Restrictions on use of the report**

This Valuation Report has been issued on the specific request of the management for the Value of the Company based on the latest available financials for the quarter and half year ended 30<sup>th</sup> September, 2025.

### Specific Purpose:

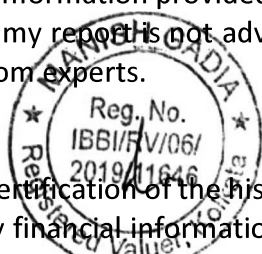
Valuation analysis and its results are specific to the purpose of valuation as mentioned in the section "Purpose of Valuation". It may not be relevant for any other purpose or entity. This Report is prepared exclusively for the above stated purpose and must not be copied, disclosed or circulated or referred to in correspondence or discussion with any other party. Neither this report nor its content may be used for any other purpose without my prior written consent.

### Not an advice to buy or sell:

The analysis in this report is based on the information provided by the management and such information as is obtained from market sources. However, my report is not advising anybody to take a buy or sell decision, for which specific opinion may be required from experts.

### No audit or certification:

My work does not constitute an audit or certification of the historical financial statements. I cannot and do not express an opinion on the accuracy of any financial information referred to in this report. I have relied on the assumptions made by the management of the company. These assumptions require exercise of judgement and are subject to uncertainties.



# BACKGROUND OF THE COMPANY

**NAME: ANNAPURNA SWADISHT LIMITED**

CIN: L15133WB2022PLC251553

DATE OF INCORPORATION: 11-02-2022

REGISTERED ADDRESS: CHATTERJEE INTERNATIONAL BUILDING,  
13TH FLOOR, UNIT NO A02 AND AO2, 33A, JAWAHARLAL NEHRU  
ROAD, KOLKATA, WEST BENGAL, INDIA, 700071



The Company is a NSE Listed Public Limited Company carrying of business of manufacturing packaged snack and beverages to serving the rural heartlands of Eastern and North-Eastern India.. With the vision of their most experienced Board of Directors, they are presently operating 3 manufacturing units in Asansol and Siliguri.

Further, 2 more facilities are being set up in Gurap and Dhulagarh and they are expanding our offerings basket by adding products that are high on 'impulsive-buying' namely, instant noodles, rusk, other biscuits and edible oil.

## PURPOSE OF NEW SHARE CPITAL

THE COMPANY WANTS TO ENHANCE PERMANENT CAPITAL BASE OF THE COMPANY, AND TO EXPAND ITS BUSINESS IN DIFFERENT VERTICALS.

### DIRECTOR'S/KMP DETAILS-

DIN/PAN	DIRECTOR'S /KMP NAME	DESIGNATION	APPOINTMENT DATE
01895499	Shreeram Bagla	Managing Director	11/02/2022
*****9427L	Shakeel Ahmed	Company Secretary	01/07/2022
09638482	Chandan Ghosh	Director	28/06/2022
09008820	Rachna Yadav	Director	30/12/2022
*****3065G	Pawan Jaiswal	CFO	11/03/2025
*****1528D	Manoj Sharma	CEO	09/01/2025
00348746	Manoj Sharma	Additional Director	09/01/2025
10265499	Harish Ramanna Navarathna	Director	03/02/2024

Financial data as on 30<sup>th</sup> September, 2024:

Particulars	Amount (For 2024-25 upto 30.09.2024 in Rs. Crores)	Amount (For 2023-24 in Rs. Crores)
Share Capital	2,182.00	1,759.00
Share Warrants	331.88	774.38
Reserve & Surplus	26,650.55	9,084.70
<b>NetWorth</b>	<b>29,164.43</b>	<b>11,618.08</b>

List of shareholders as on 30<sup>th</sup> September, 2024

Category of Shareholders	No of Shares	%age of shareholding
Promoter & Promoter group	87,01,000	39.88
Public	1,31,19,000	60.12
<b>Total</b>	<b>2,18,20,000</b>	<b>100.00</b>



# SOURCES OF INFORMATION

In connection with this valuation exercise, I have used and relied upon the following information about the company received from the management of Annapurna Swadisht Limited and/or gathered from public domain:

- ❖ Audited Balance Sheet of the Company as on 31<sup>st</sup> March, 2024 alongwith Statement of Unaudited Financial results for the quarter and six month ended 30<sup>th</sup> September 2024.
- ❖ Representations from the management (written and oral) that affect the value of the shares of the company.
- ❖ Public documents as available from external sources such as MCA (mca.gov.in), NSE, and others.
- ❖ Market / industry surveys & information.
- ❖ Share holding pattern as on 30-09-2024.
- ❖ Company Profile, Memorandum & Articles of Association
- ❖ Other information and documents for the purpose of this engagement.

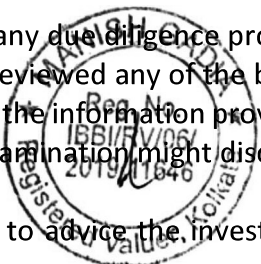
During the discussion with the Management, I have also obtained explanations and information considered reasonably necessary for my exercise. The Company have been provided with the opportunity to review the draft report (excluding the recommended valuation) as a part of my standard practice to make sure that factual / omissions are avoided in my final report.

I have relied upon the truth, accuracy and completeness of the information, data and financial terms provided to me or used by me; I have considered that the same are not misleading and do not accept any liability or responsibility for any independent verification of such information or any independent technical valuation or appraisal of any of the assets, operations or liabilities of the Company. The valuation analysis and result are substantively based only on information contained in this report and are governed by concept of materiality. Please refer to the caveats, limitations and disclaimers mentioned in this report.

## LIMITATIONS, QUALIFICATIONS AND EXCLUSIONS

This valuation is subject to the following limiting conditions:

1. This report has been prepared for the purpose of determining/estimating the Fair Value per Equity share of the Company based on the international/generally accepted valuation methodologies for the purpose of a Private Placement / Preferential Issue as per Regulation 166A read with regulation 164 of the SEBI (ICDR) Regulations.
2. The Terms of my engagement was such that I was mandated to rely upon the information & projections provided to me by the client with no further due diligence on the data or on the projections was done by me. I would not be held responsible for the achievability or authenticity of the forecasts or data.
3. The scope of work did not include any due diligence procedures. I have not conducted a site review of the subject business premises, nor have I reviewed any of the business financials. I do not imply that it should not be construed that I have verified any of the information provided to me, or that my inquiries could have verified any matter, which a more extensive examination might disclose.
4. By this report I am not purporting to advise the investor or investee companies on the prudence of the investment.



5. Neither me nor my employee undertakes responsibility in anyway whatsoever to any person in respect of any errors in this report arising due to limited time and information available to us.

6. I have not undertaken responsibility to update this report for the events and circumstances occurring after the valuation date. This report is purely recommendatory in nature. My liability, if any, shall be limited to the professional fees paid to me for rendering these services.

7. This report and the information provided herein is my sole Intellectual property and I hold its complete copyrights. No part of this report shall be reproduced/copied/extracted etc. without the express permission of mine in writing unless statutorily required. Such consent shall not be unreasonably withheld.

## DISCLAIMERS

The valuation of the Company contained herein is not intended to represent at any time other than the date that is specifically stated in this report. I have no responsibility to update this report for events and circumstances occurring after the valuation date.

Events occurring after the date hereof may effect this report and the assumptions used in preparing it, and I do not assume any obligation to update, revise or reaffirm this report.

Valuation analysis and its results are specific to the purpose of valuation as mentioned in the section "Purpose". It may not be relevant for any other purpose or entity. This Report is prepared exclusively for the above stated purpose. Neither this report nor its content may be used for any other purpose without my prior written consent.

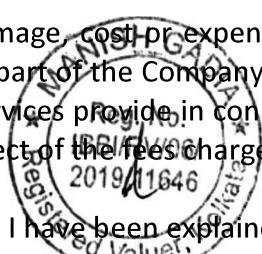
My work does not constitute an audit or certification of the historical financial statements. I cannot and do not express an opinion on the accuracy of any financial information referred to in this report. I have relied on the assumptions made by the management of the Company. These assumptions require exercise of judgment and are subject to uncertainties.

The Management of the Company has indicated to me that it has understood that any omissions, inaccuracies, or misstatements may materially affect my analysis/results. Accordingly, I assume no responsibility for any errors in the above information furnished by the Management of the Company and their impact on the present valuation exercise.

I have assumed that the company will maintain the character and integrity of the Company through any reorganization or reduction of any owner's/manager's participation in the existing activities of the Company

In no event shall I be liable for any loss, damage, cost or expense arising in any way from fraudulent acts, misrepresentations or willful defaults on the part of the Company, their directors, employees or agents. In no circumstances shall my liability relating to services provided in connection with the engagement set out in this report exceed the amount paid to me in respect of the fees charged for those services.

The assumptions used in their preparation, as I have been explained, are based on the management's present expectation of both – the most likely set of future business events and the management's course of action related to them. Wherever I have not received details information from the management, I have used my



assessment of value based on experiences and circumstances of the case. It is usually the case that some events and circumstances do not occur as expected or are not anticipated.

I have relied upon the representations received from the Management that the information contained in this Report is materially accurate and complete, fair in the manner of its portrayal and therefore forms a reliable basis for the valuation.

This report shall at all times be read and interpreted in full, no part of it shall be read independently for any reason whatsoever. This report and the information provided herein is the sole Intellectual property of the company and the company holds its complete copyrights. No part of this report shall be reproduced/copied/extracted etc. without the express permission of the company in writing unless statutorily required. Such consent shall not be unreasonably withheld.

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

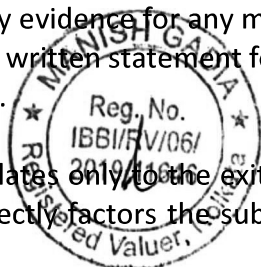
In the course of the valuation, I was provided with both written and verbal information. I have however, evaluated the information provided to me by the Management of the Company through broad inquiry, however I have not carried out a due diligence or audit procedures for the purpose of this engagement, nor have I independently investigated or otherwise verified the data provided. Through the above evaluation, nothing has come to my attention to indicate that the information provided was materially mis-stated/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 terms of my engagement was such that I was entitled to rely upon the information provided by the Management of the Company.

The Report assumes that the Company complies fully with relevant laws and regulations applicable in all its areas of operations unless otherwise stated, and that the Company will be managed in a competent and responsible manner. Further, except as specifically stated to the contrary, this Valuation Report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws and litigation and other contingent liabilities that are not recorded in the audited balance sheet of the Company. My Analysis of value assumes that the assets and liabilities of the Company, reflected in the respective latest balance sheet remain substantially intact as of the Report date.

The assumptions used in their preparation, as I have been explained, are based on the management's present expectation of both – the most likely set of future business events and the management's course of action related to them. Wherever I have not received detailed information from the management, I have used my assessment of value based on experiences and circumstances of the case. It is usually the case that some events and circumstances do not occur as expected or are not anticipated and this may materially affect my result of value.

My engagement is limited to preparing the report to be submitted to the management of Annapurna Swadisht Limited. I shall not be liable to provide any evidence for any matters stated in the report nor shall I be liable or responsible to provide any explanation or written statement for any assumption, information, methodology or any other matter pertaining to the report.

The fair value measurement approach relates only to the exit price from a market participant's view point at the measurement date and does not directly factors the subsequent reversibility or otherwise of price. It is



based on the perspective of market participants rather than just the entity itself, so fair value is not affected by an entity's intentions of retaining or otherwise of the asset, liability or equity item that is being fair valued.

This report does not look into the business/ commercial reasons behind the transaction nor the likely benefits arising out of the same. Similarly it does not addresses the relative merits of the transaction as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are achievable.

I owe responsibility to only the management of the Company that has engaged me and nobody else. I do not accept any liability to any third party in relation to this certificate. In any case, my liability to the Company or any third party is limited to be not more than 50% of the amount of the fee received by me from the Company for the engagement.

I hereby certify that the valuer is suitably qualified and authorized to practice as a valuer; and does not have a pecuniary interest, financial or otherwise, that could conflict with the proper valuation of the company (including the parties with whom the company is dealing, including the lender or selling agent, if any). The valuer accepts instructions to value the company only from the appointing authority or eligible instructing party.

I am not advisor with respect to legal, tax and regulatory matters for the transaction.

This Valuation report is subject to the laws in India.

I have no present or planned future interest in the company or its group companies, if any and the fee payable for this valuation is not contingent upon the value of shares reported herein.

## STANDARD OF VALUE

The valuation exercise is aimed at the assessment of the Fair Value of the Annapurna Swadisht Limited. I am required to arrive at the above valuations based on internationally accepted valuation practices. I have used "Fair Market Value" (FMV) as a standard of value for ascertaining the enterprises value.

Fair market value is defined as:

*"The price at which property would change hands between a hypothetical able and willing buyer and a hypothetical willing and able seller, acting seller, acting in arm's length in an open and unrestricted market when neither is under any compulsion to buy or sell and when both have reasonable knowledge of the relevant facts."*

My analysis and report are in conformity with the "ICAI Valuation Standards" (IVS) issued by the Institute of Chartered Accountants of India. In addition to the general standards! guidelines of the IVS, my report specifically complies with ICAI Valuation Standard 102 - Valuation Bases, ICAI Valuation Standard 103 - Valuation Approaches and Methods, ICAI Valuation Standard 201 - Scope of Work, Analyses and Evaluation, ICAI Valuation Standard 202 - Reporting and Documentation and ICAI Valuation Standard 301 - Business Valuation.

Ind AS (113) as well as IFRS 13 defines fair value as "the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date."

## PREMISE OF VALUE

My Opinion with respect to determination of fair value of the Equity Shares of Company is based on Going Concern basis since the company is carrying out its operations in a professional manner with an objective to carry on its business.

## VALUATION METHODOLOGY

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 or not listed on a stock exchange
- ❖ Industry to which the company belongs
- ❖ Past track record of the business and the case with which the growth rate in cash flows to perpetuity can be estimated.
- ❖ Extent to which industry and comparable company information is available.

The International Accounting Standard Board (IASB), which is the independent standard setting body of the IFRS foundation, has set out two internationally accepted valuation methodologies for arriving at the fair value of a share namely, the income approach and the market approach.

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

### **Asset based**

#### **Adjusted Net Assets Value method (NAV)**

The Value arrived at under this approach is based on the audited/provisional financial statements of the business and may be defined as Shareholders Funds or Net Assets owned by the business. The Adjusted Net Assets Value of the business is arrived at after making adjustments for the fair value of Assets and Liabilities as on the date of valuation.

### **Market Based**

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

#### **Pricing of frequently traded shares**

Regulation 164. (1) SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 - If the equity shares of the issuer have been listed on a recognized stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

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



b. the 10 trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date.

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

#### 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 is 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, and 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.

#### Comparable Transactions Multiple Method

This approach is somewhat similar to the market multiples approach except that the sale 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.

The following are some of the instances where a valuer applies the market approach:

- ❖ Where the asset to be valued or a comparable or identical asset is traded in the active market;
- ❖ There is a recent, orderly transaction in the asset to be valued; or
- ❖ There are recent comparable orderly transactions in identical or comparable asset(s) and information for the same is available and reliable.

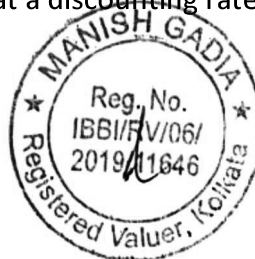
#### Income Based

##### Discounted Cash flow Method (DCF)

DCF uses the future free cash flows of the firm/equity holders discounted by the weighted average cost of capital (WACC), to arrive at the present value. The WACC, based on an optimal vis-à-vis actual capital structure, is an appropriate rate of discount to calculate the present value of future cash flows as it considers debt-equity risk by incorporating deb-equity ratio of the firm. In general, DCF method is a strong and widely accepted valuation tool, as it concentrates on cash generation potential of a business considering that this method is based on future potential and is widely accepted.

##### Profit Earning Capacity Value

Profit Earning Capacity Value is one of the traditional methods of business valuation whereby maintainable future profits after tax are ascertained on the basis of past earnings (suitably adjusted for any changes in the key parameters) which are then capitalized at a discounting rate.





# VALUATION APPROACH USED

## Market Based: Market Price Method

The Company's shares are listed and traded at NSE. The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164 (5) of Chapter V of the SEBI (ICDR) Regulations, 2018. Trading volume of equity shares of the Company is more during the preceding 90 trading days prior to the relevant date.

For calculation of market value, we have considered the trade data obtained from NSE for the period 6<sup>th</sup> December, 2024 to 17<sup>th</sup> April, 2025 (90 trading days preceding the relevant date i.e. 17<sup>th</sup> April, 2025) as below:

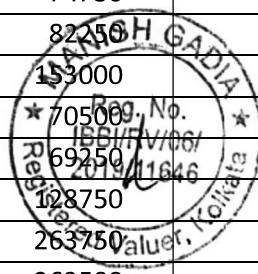
Particulars	DD/MM/YY	Day
Relevant Date	17-04-2025	Thursday

## As per NSE:

(a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date:

Date	Total Traded Quantity	Turnover
17-Apr-25	183250	54948025
16-Apr-25	70750	20348438
15-Apr-25	53750	15526400
11-Apr-25	28250	7993800
09-Apr-25	55250	14986500
08-Apr-25	47250	13003113
07-Apr-25	74000	19830413
04-Apr-25	135750	39219838
03-Apr-25	101500	30910025
02-Apr-25	32250	9589638
01-Apr-25	103250	30508425
28-Mar-25	287500	78616875
27-Mar-25	371250	99383363
26-Mar-25	89250	25217300
25-Mar-25	178250	51828663
24-Mar-25	141500	42573913
21-Mar-25	150500	44670538
20-Mar-25	95250	27294425
19-Mar-25	163250	47363475
18-Mar-25	187750	52193825
17-Mar-25	697500	190298163
13-Mar-25	167500	44818200
12-Mar-25	812250	82618238
11-Mar-25	328250	85084250
10-Mar-25	124500	32905125
07-Mar-25	82000	22595763
06-Mar-25	121000	33759888

05-Mar-25	113750	31945525
04-Mar-25	82750	23133700
03-Mar-25	96750	27301888
28-Feb-25	187250	51453638
27-Feb-25	56000	16200875
25-Feb-25	24750	7466288
24-Feb-25	19500	5941750
21-Feb-25	48250	14930938
20-Feb-25	47000	14396488
19-Feb-25	63750	19773588
18-Feb-25	181000	53158263
17-Feb-25	101000	30429125
14-Feb-25	86000	27028650
13-Feb-25	52250	17153425
12-Feb-25	122750	39190513
11-Feb-25	101500	33063988
10-Feb-25	23250	7788800
07-Feb-25	37500	12900338
06-Feb-25	49250	17513150
05-Feb-25	113500	40843350
04-Feb-25	32750	11545113
03-Feb-25	39500	13980338
01-Feb-25	27750	9867263
31-Jan-25	117250	41933063
30-Jan-25	41750	14954775
29-Jan-25	57500	19840900
28-Jan-25	61750	20565225
27-Jan-25	51000	17871900
24-Jan-25	84250	30637025
23-Jan-25	74000	26873075
22-Jan-25	62750	23142450
21-Jan-25	29000	11018500
20-Jan-25	50000	19162675
17-Jan-25	12500	4899213
16-Jan-25	76500	30918250
15-Jan-25	22750	8939575
14-Jan-25	74750	28641150
13-Jan-25	82250	31776475
10-Jan-25	153000	60318388
09-Jan-25	705000	28881488
08-Jan-25	69250	28671413
07-Jan-25	128750	53578738
06-Jan-25	263750	110861750
03-Jan-25	263500	113129213
02-Jan-25	470750	195021013
01-Jan-25	227000	91062625



31-Dec-24	229750	86435313
30-Dec-24	176250	63429875
27-Dec-24	73750	25391688
26-Dec-24	175750	59846763
24-Dec-24	125750	43364775
23-Dec-24	87500	30030013
20-Dec-24	234000	81167188
19-Dec-24	127250	45869675
18-Dec-24	123000	45376463
17-Dec-24	59250	21772938
16-Dec-24	41750	15550213
13-Dec-24	32000	11851375
12-Dec-24	43000	15863850
11-Dec-24	93750	34880088
10-Dec-24	61250	23094150
09-Dec-24	31750	12056188
06-Dec-24	28500	10952025
<b>TOTAL</b>	<b>1,03,79,250</b>	<b>3,38,47,25,050</b>

90 trading days volume weighted average price – Rs. 326.10

(b) the 10 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date:

Date	Total Traded Quantity	Turnover
17-Apr-25	183250	54948025
16-Apr-25	70750	20348438
15-Apr-25	53750	15526400
11-Apr-25	28250	7993800
09-Apr-25	55250	14986500
08-Apr-25	47250	13003113
07-Apr-25	74000	19830413
04-Apr-25	135750	39219838
03-Apr-25	101500	30910025
02-Apr-25	32250	9589638
<b>Total</b>	<b>7,82,000</b>	<b>22,63,56,188</b>

10 trading days volume weighted average price – Rs. 289.46

We have considered volume weighted average price for a period of 90/10 trading days by taking into consideration aggregate daily turnover in the scrip over the period of 90/10 trading days and dividing the same by the total number of shares traded during the said period.

(a) 90 trading days volume weighted average price: Rs. 326.10

(b) 10 trading days volume weighted average price: Rs. 289.46

Therefore, Applicable Minimum Price [higher of (a) or (b)]: Rs.326.10

The Management has informed us that there is no valuation methodology / formula prescribed in Articles of Association and also provided a copy of the same.

### **Income Based: Discounted Cash flow Method (DCF)**

To determine the share value of ASL, Income approach i.e. Discounted cash flow approach has been considered suitable, since the company is having positive cash flow from business over the next years and considering it to carry forward in future too. With the help of further issue of share capital by ASL, the company will expand its businesses in new avenues by many folds which will help the company to increase its profitability and cash profit availability with the company. It has been analyzed through projected balance sheet & profit and loss account.

### **Major Assumptions:**

1. Going concern assumption: We have valued the ASL as a going concern.

2. Cash flows and Valuation: Based on the financial projection received from the Management, the Company is expected to generate positive free cash flows in the future years. Therefore, we have considered the Discounted Cash Flow (DCF) method of valuation. We have assumed a two stage Discounted Cash Flow Model for arriving at the value under this approach. The first stage is the explicit forecast period and then a terminal growth towards indefinite period. The cash flows for the explicit period have been provided by the management. Based on our discussion with the management, these cash flows reflect appropriate estimate of the ASL's operations in the forecasted period.

3. Discount Rate: The cash flows for each year have been discounted and brought to their present value by applying the discounting factor based on WACC. WACC is derived using the Capital Asset Pricing Model (CAPM), as follows:

$$K_e = R_f + (\beta \times R_p) + \text{Additional Unsystematic Risk Premium}$$

Where:

- $R_f$  = the current return on risk-free assets.
- $R_m$  = The market rate of return is the compounded annualized growth rate in Sensex since 1<sup>st</sup> April, 1979 till the date of valuation.
- $R_p$  = Equity Risk Premium is the difference of  $R_m$  and  $R_f$ , i.e., the premium of additional returns from investment in equity (due to market risks).
- Beta is the measure of the volatility of return relative to the market. Beta is the co-variance between the return on sample stock and the return on the market, divided by the variance of market return. We have taken the Beta of management consultancy and software industry based on comparable companies' data.
- Additional Risk Premium, for the purpose of valuation, has been added to incorporate specific factors such as small size and lack of marketability.
- Proportion of Debt has been considered for determining Weighted Average Cost of Capital.

4. Terminal Value: We have assumed that ASL shall continue to operate over an indefinite period. Investment in Working Capital would be in line with an increase in profits. We have assessed Terminal Value after considering terminal growth rate and have discounted it to arrive at the Present Value of Terminal Value.



### **Asset based: Adjusted Net Assets Value method (NAV)**

The asset based valuation technique is based on the value of the underlying net assets of the business, either on a book value basis or realizable value basis or replacement cost basis. This valuation approach is mainly used in case where the firm is to be liquidated i.e. it does not meet the “going concern” criteria or in case where the assets base dominate earnings capability.

In the ultimate analysis, valuation will have to be tempered by the exercise of judicious discretion by the Valuer 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 sentiment, etc. which are not evident from the face of the balance sheets, but which will strongly influence the worth of a business/ share. The determination of a fair value of equity shares is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgment. This concept is also recognized in judicial decisions. There is, therefore, no indisputable single fair value estimates. The fair value estimates rendered in this Report only represent our recommendation(s) based upon information till the date of this Report, furnished by the Management (or its representatives) and other sources, others may place a different value.

Our choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for transactions of a similar nature and our reasonable judgment, in an independent and bona fide manner based on our previous experience of assignments of a similar nature. The valuation approaches/ methods used, and the values arrived at using such approaches/ methods by us have been tabled below.

For valuing equity shares of Annapurna Swadisht Limited, I have used the Market Price Method and Discounted Cash Flow Method, I have assigned weightage of NIL to the value derived under NAV Method and assigned 50% weightage to the value derived under Market price method and Discounted Cash Flow Method respectively, to arrive at final fair value per equity share of Annapurna Swadisht Limited.

### **FAIR VALUE OF EQUITY SHARE OF ANNAPURNA SWADISHT LIMITED**

<b>HLL Case Law</b>			
<b>Valuation Approach</b>	<b>Value Per Share (INR)</b>	<b>Weights</b>	<b>Weighted Value per equity share</b>
Asset Approach-NAV method	110.63	0.00%	0.00
Discounted Cash Flow Method	375.00	50.00%	187.50
Market Approach-Market price method	326.10	50.00%	163.05
<b>Weighted Average Price per share</b>		<b>100%</b>	<b>350.55</b>



## KEY ASSUMPTIONS

- ❖ I have relied on the Audited balance sheet for the period ended on 31<sup>st</sup> March 2024, Statement of Unaudited Financial results for the quarter and six month ended 30<sup>th</sup> September 2024 and information provided as not to be misleading and did not find any material reason to not rely on them.
- ❖ Since the company is expected to generate positive cash flows in future, I don't have any reason to believe that the company may not be in existence in near future. Accordingly, I have valued the company on a going concern basis.
- ❖ I have not attempted to confirm whether or not the Equity Shares of Annapurna Swadisht Limited are free and clear of liens and encumbrances, or that the Company has good title to the instrument.
- ❖ I have not conducted the site review of the subject business premises neither do I confirm the accuracy of the financials of Annapurna Swadisht Limited provided to me. It is assumed that these statements are true and correct.

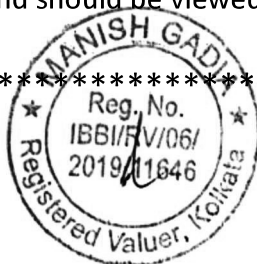
## CONCLUSION

In the ultimate analysis, valuation will have to be tempered by the exercise of judicious discretion and judgment taking into account all the relevant factors. There will always be several factors, e.g. quality of the management, present and prospective competition, yield on comparable securities and market sentiment etc. which are not evident from the face of the balance sheets but which will strongly influence the worth of a share. This concept is also recognized in judicial decisions. For example, Viscount Simon said in Gold Coast Selection Trust Ltd. Vs. Humphrey reported in 30 TC 209 (House of Lords) and quoted with approval by the Supreme Court of India in the case reported in 176 ITR 417 as under:

*"If the asset takes the form of fully paid shares, the valuation will take into account not only the terms of the agreement but a number of other factors, such as prospective yield, marketability, the general outlook for the type of business of the company which has allotted the shares, the result of a contemporary prospectus offering similar shares for subscription, the capital position of the company, so forth. There may also be an element of value in the fact that the holding of the shares gives control of the company. If the asset is difficult to value, but is nonetheless of a money value, the best valuation possible must be made. Valuation is an art, not an exact science. Mathematical certainty is not demanded, nor indeed is it possible."*

The values so arrived at are subject to the matters enumerated in 'Disclaimer statement', 'Scope of Work & Limitation' and information provided to me and should be viewed in the light thereof.

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## BUSINESS VALUATION OF ANNAPURNA SWADISHT LIMITED

### Discounted Cash Flow method

Amount in Lakhs

#### Valuation as on 30th September, 2024

Discount Rate - WACC / Cost of Equity (Ke)	14.31%
Terminal Growth Rate	5.00%
Tax rate	25.17%

Particulars	2024-25	2025-26	2026-27	2027-28	2028-29	Perpetuity
	1.10.24 - 31.3.25					
<b>No. of Years</b>	<b>0.50</b>	<b>1.50</b>	<b>2.50</b>	<b>3.50</b>	<b>4.50</b>	

PBT	1,636.43	5,166.07	7,190.03	9,370.82	11,558.90	11,558.90
Non Cash Expenses - Depreciation	332.53	631.81	568.63	521.77	479.59	479.59
Interest (Post Tax)	286.55	584.98	599.15	615.53	634.08	634.08

<b>Inflow of Funds (A)</b>	<b>2,255.50</b>	<b>6,382.86</b>	<b>8,357.80</b>	<b>10,508.11</b>	<b>12,672.58</b>	<b>12,672.58</b>
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#### Outflow of Funds

Incremental Working Capital	677.76	(862.99)	2,542.21	1,299.18	1,256.22	1,319.03
Long Term Loan						
Capital expenditure	-	-	100.00	100.00	100.00	100.00
Income Tax on PBIT	411.89	1,300.30	1,809.73	2,358.63	2,909.38	2,909.38

<b>Outflow of funds (B)</b>	<b>1,089.65</b>	<b>437.31</b>	<b>4,451.94</b>	<b>3,757.82</b>	<b>4,265.60</b>	<b>4,328.41</b>
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<b>Net Cash Flows (A-B)</b>	<b>1,165.85</b>	<b>5,945.55</b>	<b>3,905.86</b>	<b>6,750.29</b>	<b>8,406.98</b>	<b>8,344.17</b>
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Discounting factor	0.94	0.82	0.72	0.63	0.55	0.55
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<b>Discounted Cash flows</b>	<b>1,090.42</b>	<b>4,864.65</b>	<b>2,795.81</b>	<b>4,227.03</b>	<b>4,605.34</b>	<b>15,232.14</b>
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#### Terminal value

94,107.14

Present Value for explicit period	17,583.26
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Present value of perpetuity	51,551.89
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Enterprise value as of 30th September, 2024	69,135.15
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Add: Long Term Loan Advances	4,494.20
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Add: Non current Investment	1,560.97
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Add : Cash & Cash Equivalent as on 30-9-24	15,419.54
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Add: book Value of fixed assets other then land	-
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Add: Market Value of Land	
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<b>Adjusted Enterprise Value</b>	<b>90,609.86</b>
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Less: Long Term Liabilities as on 30-9-24	2,000.09
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Less: Short Term Liabilities as on 30-9-24	6,850.21
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Less: Contingent Liability	-
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<b>Enterprise Value as of 30th September, 2024</b>	<b>81,759.56</b>
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<b>No of Shares Outstanding (Re 10/- each)</b>	<b>2,18,20,000</b>
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<b>Value per Equity share</b>	<b>374.70</b>
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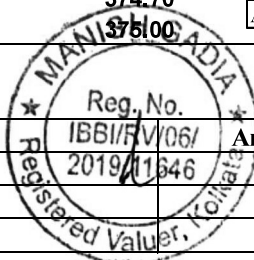
<b>Value per share (rounded off)</b>	<b>375.00</b>
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#### Cost of Equity through CAPM:

Risk Free Rate (Rf) dated 30th September, 2024	6.76%
Equity Risk Premium (Rm - Rf)	9.19%
Beta (β)	1.00
<b>Cost of Equity <math>R_f + \beta * [(R_m) - R_f]</math></b>	<b>15.95%</b>
Company risk premium	0.00%
<b>Adjusted Cost of Equity</b>	<b>15.95%</b>

#### WACC:

Particulars	Amount	Rate	Weight	WACC
Equity + Reserves	41,245	15.95%	82.20%	13.11%
Debt	8,929	6.73%	17.80%	1.20%
<b>WACC</b>	<b>50,173.91</b>		<b>100.00%</b>	<b>14.31%</b>



## BALANCE SHEET OF ANNAPURNA SWADISHT LIMITED

Amount in Lakhs

Year	2022-23	2023-24	2024-25	2024-25	2025-26	2026-27	2027-28	2028-29
			1.4.24 - 30.9.24	1.10.24 - 31.3.25				
Particulars	Audited	Audited	Provisional	Projected	Projected	Projected	Projected	Projected
<b>LIABILITIES</b>								
Share Capital		1,759.00	2,182.00	2,182.00	2,182.00	2,182.00	2,182.00	2,182.00
Share Warrant		774.38	331.88		-	-	-	-
Reserve & Surplus		9,084.70	26,650.55	28,206.97	32,072.74	37,453.03	44,465.22	53,114.74
<b>Non Current Liability</b>								
Other Long Term Liabilities		49.67	156.39	156.39	156.39	156.39	156.39	156.39
Long Term Borrowings		295.80	1,843.70	1,659.33	1,493.40	1,344.06	1,209.65	1,088.69
Long Term Provisions								
Deferred Tax Liabilities		51.27	51.27					
<b>Current Liabilities</b>								
Trade Payable		4,118.54	4,193.40	4,403.07	7,330.81	9,530.06	11,912.57	14,295.09
Short Term Provisions		442.71	858.36	411.89	1,300.30	1,809.73	2,358.63	2,909.38
Short Term Borrowings		5,425.86	6,850.21	6,850.21	7,192.72	7,552.36	7,929.97	8,326.47
Other current liabilities		1,190.96	1,277.11	1,468.68	1,688.98	1,942.32	2,233.67	2,568.72
<b>TOTAL</b>	<b>-</b>	<b>23,192.89</b>	<b>44,394.87</b>	<b>45,338.53</b>	<b>53,417.34</b>	<b>61,969.95</b>	<b>72,448.11</b>	<b>84,641.48</b>
<b>ASSETS</b>								
Property, Plant and Equipment		5,795.12	6,650.62	6,650.62	6,650.62	6,650.62	6,750.62	6,850.62
Add: Addition			-	-		100.00	100.00	100.00
Less: Depreciation			-	332.53	964.34	1,532.97	2,054.73	2,534.32
<b>Net Block</b>	<b>-</b>	<b>5,795.12</b>	<b>6,650.62</b>	<b>6,318.09</b>	<b>5,686.28</b>	<b>5,217.65</b>	<b>4,795.89</b>	<b>4,416.30</b>
CWIP		2,172.18	803.47	803.47	803.47	803.47	803.47	803.47
Deferred Tax Assets (Net)								
Long Term Loan Advances		785.90	4,494.20	4,494.20	4,494.20	4,494.20	4,494.20	4,494.20
Non-Current Investment		1,560.97	1,560.97	1,560.97	1,560.97	1,560.97	1,560.97	1,560.97
Other Non-Current Assets				-	-	-	-	-
<b>Current Assets, Loans &amp; Advances</b>								
Inventories		5,776.08	6,772.52	7,111.15	8,909.52	11,785.57	14,731.97	17,678.36
Trade Receivable		2,936.40	4,987.22	5,236.58	6,564.91	9,143.98	10,667.98	12,191.97
Cash & Cash Equivalent		170.18	15,419.54	16,063.21	21,600.35	25,117.36	31,495.34	39,543.76
Short Term Loans And Advances		3,164.08	2,815.52	2,815.52	2,815.52	2,815.52	2,815.52	2,815.52
Other Current Assets		831.98	890.81	935.35	982.12	1,031.22	1,082.79	1,136.92
<b>TOTAL</b>	<b>-</b>	<b>23,192.89</b>	<b>44,394.87</b>	<b>45,338.53</b>	<b>53,417.34</b>	<b>61,969.95</b>	<b>72,448.11</b>	<b>84,641.48</b>





**ANNAPURNA SWADISHT LIMITED****Profit & Loss Account**

Amount in Lakhs

Year	2022-23	2023-24	2024-25	2024-25	2025-26	2026-27	2027-28	2028-29
			1.4.24 - 30.9.24	1.10.24 - 31.3.25				
Particulars	Audited	Audited	Provisional	Projected	Projected	Projected	Projected	Projected
<b>Turnover</b>								
Revenue from Operation	16,017.49	26,497.28	20,375.78	20,375.78	57,052.18	74,167.84	92,709.80	1,11,251.76
Other Income	46.40	35.93	8.26	8.67	18.63	30.03	53.52	91.91
<b>Total Revenue</b>	<b>16,063.89</b>	<b>26,533.21</b>	<b>20,384.04</b>	<b>20,384.45</b>	<b>57,070.81</b>	<b>74,197.87</b>	<b>92,763.32</b>	<b>1,11,343.66</b>
		65%	54%	0%	40%	30%	25%	20%
<b>Expenses</b>								
Cost of Goods Sold	10,811.08	16,943.57	13,807.74	13,753.65	38,224.96	49,692.45	62,115.57	74,538.68
Employee Benefit Expenses	562.82	1,559.44	782.29	713.15	1,996.83	2,595.87	3,244.84	3,893.81
Other Expenses	3,335.62	5,186.91	3,486.29	3,565.76	10,269.39	13,350.21	16,687.76	20,025.32
<b>Gross Profit</b>	<b>14,709.52</b>	<b>23,689.92</b>	<b>18,076.32</b>	<b>18,032.57</b>	<b>50,491.18</b>	<b>65,638.54</b>	<b>82,048.17</b>	<b>98,457.81</b>
<b>P B D I T</b>	<b>1,354.37</b>	<b>2,843.29</b>	<b>2,307.72</b>	<b>2,351.89</b>	<b>6,579.63</b>	<b>8,559.33</b>	<b>10,715.15</b>	<b>12,885.86</b>
Depreciation	182.07	396.12	348.17	332.53	631.81	568.63	521.77	479.59
Interest on Loan/Finance Cost	174.15	545.99	473.22	382.93	781.75	800.68	822.57	847.36
Exceptional Items								
PBT	998.15	1,901.18	1,486.33	1,636.43	5,166.07	7,190.03	9,370.82	11,558.90
Tax	241.70	442.71	267.00	411.89	1,300.30	1,809.73	2,358.63	2,909.38
Deffered Tax/Mat	18.85	32.29						
IT Adjusted of earlier year								
Excess/Short provision relating	23.16	4.41						
PAT	714.44	1,421.77	1,219.33	1,224.54	3,865.77	5,380.30	7,012.18	8,649.53

