



Dynamic Portfolio Management & Services Ltd.

Regd. Office: 1403, Vikram Tower 16, Rajendra Place, New Delhi-110008,
Phone: 9017255300 Website: www.dynamicwealthservices.co.in
Email: dpms.kolkata@gmail.com, CIN: L74140DL1994PLC304881

Date: 5th February, 2024

To,

The General Manager
Department of Corporate Affairs
Bombay Stock Exchange Limited
Floor 25, Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai-400001

Reg.: Scrp Code 530779

Subject: - Outcome of the Separate Meeting of Independent Directors of the Company under Regulation 25(3) of SEBI(LODR) Regulation 2015 and Schedule IV of the Companies Act 2013 held on, 5th February, 2024

Pursuant to Regulation 25(3) and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Schedule IV of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, a separate meeting of Independent Director held on 5th February, 2024 at 11:00 AM at 53/7, Desh Bandhu Gupta Rd, Block 53, Karol Bagh, New Delhi, Delhi, 110005 and transacted the following businesses:

1. Reviewed the performance of non-independent directors and the board of directors as whole of the Company.
2. Reviewed the performance of the Chairperson of the company taking into account the views of Executive Directors and Non-Executive Directors.
3. Assessed the quality, quantity and timeliness of flow of information between the Management of the Company and the Board of directors that is necessary for the board of directors to effectively and reasonably perform their duties.
4. Recommending the Merger and Amalgamation of Bharat Rasayan Finance Limited with Dynamic Portfolio Management and Services Limited. Report is Enclosed.

The Board meeting concluded at 12 noon.

For Dynamic Portfolio Management and Services Ltd.


Kailash Chandra Agarwal
Managing Director
DIN: 08650459



**Share Swap Calculation Report
For
Merger of BHARAT RASAYAN FINANCE
LIMITED**

(CIN: U74899DL1995PLC064629)

Into

**DYNAMIC PORTFOLIO
MANAGEMENT & SERVICES LTD**

(CIN: L74140DL1994PLC304881)

Prepared by: Hitesh Jhamb

(IBBI REGISTERED VALUER)

Registration No: IBBI/RV/11/2019/12355

Contact Details

Hitesh Jhamb

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**Office Address: 116, L-1 Tower, FF, Cloud-9,
Sector-1, Vaishali-201010**

Date: 04.02.2024

To,
The Board of Directors,
DYNAMIC PORTFOLIO MANAGEMENT & SERVICES LTD
Address: 1403, 14th Floor, Vikram Tower 16,
Rajendra Place New Delhi Central Delhi DL 110008

CIN: - L74140DL1994PLC304881

Dear Sirs,

Subject: Recommendation of Share Swap ratio for the Proposed Merger of BHARAT RASAYAN FINANCE LIMITED into DYNAMIC PORTFOLIO MANAGEMENT & SERVICES LTD

I refer to my engagement letter dated 23.01.2024, whereby DYNAMIC PORTFOLIO MANAGEMENT & SERVICES LTD (hereinafter referred to as "You" or "Client" or "the Company" or "DPMSL"), have requested the undersigned, **Hitesh Jhamb** (hereinafter referred to as "Valuer", "I," "my," or "me"), a Registered Valuer registered with the Insolvency & Bankruptcy Board of India having Registration Number **IBBI/RV/11/2019/112355**, to carryout the calculation of Share Swap ratio for the Proposed Merger of BHARAT RASAYAN FINANCE LIMITED into DYNAMIC PORTFOLIO MANAGEMENT & SERVICES LTD.

My report summarizing the valuation analysis and share swap ratio calculation as on **31.12.2023** ("**Valuation Date / Relevant Date**") and considering various data as stated in Source of Information is hereby enclosed.

A summary of the analysis is presented in the accompanying report, and the factors considered in formulating our opinion. In addition, the sources of information used in this report and the scope of work in the course of our assignment, noting any limitations on our assignment have also been listed in the report.

Hitesh Jhamb
Registered Valuer (SFA)
Regn. No. IBBI/RV/11/2019/12355

I. Purpose:

1. We have been informed that the Board of Directors of the Companies are considering a proposal for the merger of BHARAT RASAYAN FINANCE LIMITED into DYNAMIC PORTFOLIO MANAGEMENT & SERVICES LTD under a Scheme of Amalgamation pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 ("Proposed Merger"). Subject to necessary approvals, BHARAT RASAYAN FINANCE LIMITED would be merged into DYNAMIC PORTFOLIO MANAGEMENT & SERVICES LTD with effect from an **Appointed Date**. In consideration of the Proposed Merger, equity shares of DYNAMIC PORTFOLIO MANAGEMENT & SERVICES LTD are proposed to be issued to the equity shareholders of BHARAT RASAYAN FINANCE LIMITED.
2. Pursuant to the Proposed Merger, the entire business undertaking including all the assets, liabilities, employees etc. of BHARAT RASAYAN FINANCE LIMITED would be transferred and vested with and into DYNAMIC PORTFOLIO MANAGEMENT & SERVICES LTD.
3. For this purpose, we have carried out an evaluation of BHARAT RASAYAN FINANCE LIMITED, with a view to recommend ratio of equity shares to be issued to the equity shareholders of BHARAT RASAYAN FINANCE LIMITED on merger of BHARAT RASAYAN FINANCE LIMITED into DYNAMIC PORTFOLIO MANAGEMENT & SERVICES LTD, for the consideration of the Board of Directors of both the Companies.
4. The information contained herein, and our report is absolutely confidential. It is intended for the sole use and information of the Companies, and only in connection with the Proposed Merger. Any person/ party intending to provide finance/ invest in the shares/ businesses of any of the Companies shall do so after seeking professional advice from their advisors and after carrying out their own due diligence procedures to ensure that they are making an informed decision. It is hereby notified that any reproduction, copying or otherwise quoting of this report or any part thereof, other than in connection with the Proposed Merger as aforesaid, can be done only with our prior permission in writing.

II. About the Valuer:

Mr. Hitesh Jhamb is a valuer registered with Insolvency and Bankruptcy Board of India ("IBBI") with Registration No.: IBBI/RV/11/2019/12355 for the purpose of carrying out the valuation of equity shares.

Further, Mr. Hitesh Jhamb is also a Company Secretary Holding membership with the Institute of Companies Secretaries of India. Furthermore, he is also a law graduate and has completed his bachelor's in commerce from Kurukshetra University.

III. Background/ Information about DYNAMIC PORTFOLIO MANAGEMENT & SERVICES LTD (Amalgamated Company)

"M/s DYNAMIC PORTFOLIO MANAGEMENT & SERVICES LTD" is a Public Limited Listed Company limited by shares incorporated in India on 11th day of May 1994.

The registered office of the Company is situated at 1403, 14th Floor, Vikram Tower 16, Rajendra Place New Delhi Central Delhi DL 110008

The share capital and holding structure of the Company, on a fully diluted basis, as on date of this report is as under:

| Particulars | Amount in INR |
|----------------------------------------|---------------|
| Authorized Share Capital | 121,100,000/- |
| Issued, Subscribed and Paid up Capital | 116,129,450/- |

*Face value of Rs. 10/- each.

IV. Background/ Information about BHARAT RASAYAN FINANCE LIMITED (Amalgamating Company)

"M/s BHARAT RASAYAN FINANCE LIMITED" is a Unlisted Limited Company, limited by shares incorporated in India on 23-01-1995.

The registered office of the Company is situated at 1403, 14th Floor, Vikram Tower Rajendra Place, New Delhi-110008 IN.

The share capital and holding structure of the Company, on a fully diluted basis, as on date of this report is as under:

| Particulars | Amount in INR |
|----------------------------------------|---------------|
| Authorized Share Capital | 20,000,000/- |
| Issued, Subscribed and Paid up Capital | 18,576,500/- |

*Face value of Rs. 10/- each.

V. Appointing Authority:

We were assigned with this project of valuation of the equity shares of the Company and recommendation of Share Swap ratio for the Proposed Merger of BHARAT RASAYAN FINANCE LIMITED into DYNAMIC PORTFOLIO MANAGEMENT & SERVICES LTD by the Board of Directors of the Company in terms of engagement letter.

VI. Disclosure of Valuer's Interest/ Conflict:

The Valuer is not related to the Company or its promoters or its director or their relatives, the valuer has not any interest or confliction of interest with respect to the valuation under consideration.

VII. Sources of Information:

For the purposes of the valuation exercise, we have relied upon the following sources of information:

- (a) Discussion and indications on Scheme of Amalgamation of BHARAT RASAYAN FINANCE LIMITED with DYNAMIC PORTFOLIO MANAGEMENT & SERVICES LTD and their respective shareholders;
- (b) Audited annual accounts of all Companies mentioned above for the period ended 31st March 2023;
- (c) Unaudited annual accounts of all Companies mentioned above for the period ended 31st December 2023;
- (d) Brief overview of all Companies mentioned above and their past and current operations;
- (e) Other information provided as well as discussions held with the management and other personnel of the Companies; and
- (f) Published and secondary sources of data whether or not made available by the Companies.

VIII. Basis of Valuation

There are several commonly used and accepted methods for determining the fair value of the business of a company. They mainly fall under the following three categories:

- Net Asset Value based valuation approach ("NAV Method");
- Market based valuation approach ("Market Method"); and
- Income based valuation approach ("Income Method")

The application of any aforesaid method of valuation depends on the nature of operations, level of maturity of the businesses, future business potential and purpose of valuation. For the purpose of arriving at the fair market value, it would be necessary to select an appropriate basis for valuation from among the various alternatives available.

- **NAV Method**

In Net Asset Value (NAV) Method, the assets and liabilities are considered at realizable value or book value, including intangible assets and contingent liabilities, if any, which are not stated in the balance sheet. From the value of the assets, the potential liabilities which would have to be paid would be deducted and resultant figure is the NAV of the company.

This valuation approach is mainly used in case where the asset base dominates the earnings capability or in a case where the valuing entity is a holding company deriving significant value from its assets and investments. NAV Method is most applicable for the business where the value lies in the underlying assets or in cases where the ongoing operations of the business and the potential future cash flows of the

business cannot be reasonably estimated or where the operations / business of an entity is discontinued.

- **Market Method**

The Market based valuation approach includes the following two methods:

- **Market Price Method**

Under the Market Price Method, the market price of a share as quoted on a recognized stock exchange is normally considered as the fair value of the shares of that company, where such quotations are arising from the shares being regularly and frequently traded. The market value generally reflects the investors' perception about the true worth of the company. Since the equity shares of DYNAMIC PORTFOLIO MANAGEMENT & SERVICES LTD AND BHARAT RASAYAN FINANCE LIMITED are not listed on any stock exchange, this valuation methodology is not applicable and hence not considered by us.

- **Comparable Companies Multiple Method**

Under the Comparable Companies Multiple Method, the value is determined on the basis of multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. This valuation method is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation.

Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances. The base(s) to which a multiple is commonly applied include sales, EBITDA, cash flows and book value.

Keeping in mind the size and type of business, Company has no peer group listed entity. Therefore, the Comparable Companies Multiple Method is not suitable in case of both Companies

- **Discounted Cash Flow Method**

The Income Method focuses on the profits / earnings potential of the business being valued. The Income Method of valuation includes Discounted Cash Flow ("DCF") Method which has been discussed hereinafter.

Under DCF Method, the free cash flows attributable to the firm for a predetermined number of future years and perpetuity are considered and discounted to their present value. The free cash flows attributable to the firm are the cash flows from operating activities as reduced by the estimated/ planned capital expenditure and working capital requirement in each of the future years.

The cash flow projections, the estimations of capital expenditure and working capital requirement are based on the management's view of the future business prospects of the company and the anticipated economic conditions in relation to the industry in which the company operates.

IX. Selection of Valuation Methodology

The most appropriate method for valuation is the one that is best suited to the facts and circumstances of the case. As mentioned above, the market price method, comparable multiples method and discounted cash flow method were considered, but not found appropriate due to factors mentioned above.

For Dynamic Portfolio Management & Services Ltd, considering the Regulation 165 and 166A of SEBI (Issue of Capital and Disclosure Requirements) Regulations, We have used NAV Method under Cost Approach, PECV Method under Income Approach and Comparable Company Multiples under Market Approach and VWAP under Regulation 164 of SEBI (Issue of Capital and Disclosure Requirements) Regulations.

For BHARAT RASAYAN FINANCE LIMITED, we have used the NAV Method of Valuation under Cost Approach.

X. Valuation & Conclusion:

A. DYNAMIC PORTFOLIO MANAGEMENT & SERVICES LTD (Resulting Company)

Based on the PECV Method of Valuation, the value per share of DYNAM PORTFOLIO MANAGEMENT & SERVICES LTD is calculated as Rs. 2.18/-.

| Income Capitalization Method | | | |
|--------------------------------|---------|----------------|----------|
| For the year ending on: | Weights | PAT (In Lakhs) | Products |
| Sunday, December 31, 2023 | 5 | 39.48 | 197.4 |
| Friday, March 31, 2023 | 0 | -68.15 | 0 |
| Thursday, March 31, 2022 | 3 | 6.68 | 20.04 |
| Wednesday, March 31, 2021 | 2 | 16.06 | 32.12 |
| Monday, March 30, 2020 | 1 | 12.4 | 12.4 |
| Average Profit after tax (PAT) | | 23.81 | |
| (Ke-G) | | 9% | |
| Equity Value | | 255.3 | |
| No of Equity Shares | | 11691800 | |
| Equity Value Per Share | | 2.18 | |

Based on the NAV Method of Valuation, the net asset value of DYNAMIC PORTFOLIO MANAGEMENT & SERVICES LTD is calculated as Rs. 12.22 Crore and per share value amounts to Rs. 10.45/-.

| Dynamic Portfolio Management & Services Limited | |
|-------------------------------------------------|----------------------|
| Net Asset Valuation | |
| Perticulars in INR | |
| As on date ---> | 12/31/2023 |
| Assets | 138,090,000.0 |
| <u>Current Assets</u> | 135,039,000.0 |
| Inventories | 8,407,000.0 |
| Cash & Cash Equivalents | 619,000.0 |
| Loans | 126,013,000.0 |
| <u>Non-Current Assets</u> | 3,051,000.0 |
| Plant Property & Equipment | 42,000.0 |
| Deffered Tax Assets(Net) | 4,000.0 |
| Other Non- Financial Assets | 3,005,000.0 |
| Liabilities | 15,917,000.0 |
| <u>Current Liabilities</u> | 6,346,000.0 |
| Short Term Borrowings | 5,132,000.0 |
| Other Payables | 1,214,000.0 |
| <u>Non-Current Liabilities</u> | 9,571,000.0 |
| Provisions | 9,571,000.0 |
| Net Asset Valuation | 122,173,000.0 |
| Number of Shares | 11,691,800.0 |
| Price Per Share | 10.45 |

Based on the Comparable Method of Valuation, the per share value is calculated as Rs. -4.64/-.

| | | EPS | Price | P/E |
|----------------|------------------------------|-------|-------|---------|
| KLG CAP | KLG Capital Services Limited | -0.19 | 6.7 | 35.2632 |
| BAZEL INTER | Bazel International Limited | -7.51 | 37.47 | 4.98935 |
| ANJANIFIN | ANJANI FINANCE LTD | 1.66 | 13.28 | 8 |
| | Positive PE | | | 8 |
| | EPS | | | -0.58 |
| | Value per Share | | | -4.64 |

VWAP (90 Days or 10 Days):

| S.No. | Date | No.of Shares | Total Turnover (Rs.) |
|-------|-----------|--------------|----------------------|
| 1 | 29-Dec-23 | 201 | 7808 |
| 2 | 28-Dec-23 | 27 | 1070 |
| 3 | 27-Dec-23 | 207 | 8371 |
| 4 | 26-Dec-23 | 325 | 13409 |
| 5 | 22-Dec-23 | 427 | 17976 |
| 6 | 21-Dec-23 | 11 | 463 |
| 7 | 20-Dec-23 | 4 | 173 |
| 8 | 19-Dec-23 | 175 | 7616 |
| 9 | 18-Dec-23 | 3499 | 147312 |
| 10 | 15-Dec-23 | 316 | 13226 |
| 11 | 14-Dec-23 | 20 | 853 |
| 12 | 13-Dec-23 | 769 | 31816 |
| 13 | 12-Dec-23 | 1868 | 76662 |
| 14 | 11-Dec-23 | 9 | 351 |
| 15 | 8-Dec-23 | 200 | 7446 |
| 16 | 7-Dec-23 | 211 | 7482 |
| 17 | 6-Dec-23 | 2323 | 77938 |
| 18 | 5-Dec-23 | 1010 | 32461 |
| 19 | 4-Dec-23 | 601 | 19175 |
| 20 | 1-Dec-23 | 515 | 15744 |
| 21 | 30-Nov-23 | 124 | 3791 |
| 22 | 29-Nov-23 | 2139 | 64908 |
| 23 | 28-Nov-23 | 163 | 4953 |
| 24 | 24-Nov-23 | 1273 | 39969 |
| 25 | 23-Nov-23 | 3983 | 125960 |
| 26 | 22-Nov-23 | 265 | 8548 |
| 27 | 21-Nov-23 | 340 | 11189 |

| | | | |
|----|-----------|-------|--------|
| 28 | 20-Nov-23 | 232 | 7790 |
| 29 | 17-Nov-23 | 1053 | 36084 |
| 30 | 16-Nov-23 | 477 | 16802 |
| 31 | 15-Nov-23 | 583 | 20789 |
| 32 | 13-Nov-23 | 140 | 4992 |
| 33 | 12-Nov-23 | 100 | 3566 |
| 34 | 10-Nov-23 | 75 | 2674 |
| 35 | 9-Nov-23 | 281 | 10328 |
| 36 | 8-Nov-23 | 255 | 9545 |
| 37 | 7-Nov-23 | 200 | 7646 |
| 38 | 6-Nov-23 | 10 | 386 |
| 39 | 3-Nov-23 | 3661 | 142718 |
| 40 | 2-Nov-23 | 112 | 4411 |
| 41 | 1-Nov-23 | 349 | 14026 |
| 42 | 31-Oct-23 | 353 | 14476 |
| 43 | 30-Oct-23 | 50 | 2092 |
| 44 | 27-Oct-23 | 59 | 2559 |
| 45 | 26-Oct-23 | 121 | 5265 |
| 46 | 25-Oct-23 | 3669 | 162548 |
| 47 | 23-Oct-23 | 284 | 12050 |
| 48 | 20-Oct-23 | 295 | 11920 |
| 49 | 19-Oct-23 | 3481 | 133036 |
| 50 | 18-Oct-23 | 22143 | 749052 |
| 51 | 17-Oct-23 | 5715 | 201938 |
| 52 | 16-Oct-23 | 2292 | 80162 |
| 53 | 13-Oct-23 | 2822 | 100588 |
| 54 | 12-Oct-23 | 1745 | 63203 |
| 55 | 11-Oct-23 | 3971 | 152776 |
| 56 | 10-Oct-23 | 324 | 13161 |
| 57 | 9-Oct-23 | 1419 | 59080 |
| 58 | 6-Oct-23 | 5634 | 246474 |
| 59 | 5-Oct-23 | 1701 | 78302 |
| 60 | 4-Oct-23 | 2559 | 123983 |
| 61 | 3-Oct-23 | 1804 | 92070 |
| 62 | 29-Sep-23 | 153 | 8210 |
| 63 | 28-Sep-23 | 16 | 886 |
| 64 | 27-Sep-23 | 1504 | 86280 |
| 65 | 26-Sep-23 | 102 | 6146 |
| 66 | 25-Sep-23 | 302 | 19128 |
| 67 | 22-Sep-23 | 173 | 11211 |
| 68 | 21-Sep-23 | 1115 | 80562 |
| 69 | 20-Sep-23 | 6 | 425 |
| 70 | 18-Sep-23 | 21 | 1518 |

| | | | |
|----|-------------|-------|--------|
| 71 | 15-Sep-23 | 2682 | 210149 |
| 72 | 14-Sep-23 | 4458 | 340111 |
| 73 | 13-Sep-23 | 12 | 876 |
| 74 | 12-Sep-23 | 13 | 949 |
| 75 | 11-Sep-23 | 4 | 292 |
| 76 | 8-Sep-23 | 1 | 73 |
| 77 | 7-Sep-23 | 513 | 36163 |
| 78 | 6-Sep-23 | 135 | 9595 |
| 79 | 5-Sep-23 | 11 | 751 |
| 80 | 4-Sep-23 | 5 | 345 |
| 81 | 1-Sep-23 | 1 | 68 |
| 82 | 31-Aug-23 | 51 | 3486 |
| 83 | 30-Aug-23 | 1000 | 65110 |
| 84 | 29-Aug-23 | 125 | 8220 |
| 85 | 28-Aug-23 | 189 | 11748 |
| 86 | 24-Aug-23 | 15 | 957 |
| 87 | 23-Aug-23 | 4701 | 295667 |
| 88 | 22-Aug-23 | 12905 | 776207 |
| 89 | 21-Aug-23 | 51 | 2953 |
| 90 | 18-Aug-23 | 100 | 5800 |
| | 90 days | VWAP | 44.55 |
| | 10 days | VWAP | 41.88 |
| | Higher VWAP | | 44.55 |

Final Valuation:

| Methods | Value per share |
|--------------------------------------|-----------------|
| PECV | 2.18 |
| NAV | 10.45 |
| Comparable Trading | -4.64 |
| VWAP | 44.55 |
| Final Value (Higher of Above) | 44.55 |

B. BHARAT RASAYAN FINANCE LIMITED (Transferor Company)

Based on the NAV Method of Valuation, the net asset value of BHARAT RASAYAN FINANCE LIMITED is calculated as Rs. 3.61 Crore and per share value amounts to Rs. 19.44/-.

| Bharat Rasayan Finance Private Limited | |
|----------------------------------------|---------------------|
| Net Asset Valuation | |
| Perticulars in INR | 12/31/2023 |
| As on date ---> | 43,938,460.0 |
| Assets | 3,800,360.0 |
| Current Assets | 208,030.0 |
| Current Investment | 1,858,740.0 |
| Trade Recievables | 23,340.0 |
| Short Term Loans & Advances | 4,050.0 |
| Closing Stock | 332,730.0 |
| Cash & Cash Equivalents | 1,373,470.0 |
| Other Current Assets | 40,138,100.0 |
| Non-Current Assets | 65,500.0 |
| Fixed Asset | 36,792,030.0 |
| Long Term Loans & Advances | 3,280,570.0 |
| Non Current Investment | 7,823,470.0 |
| Liabilities | 7,823,470.0 |
| Current Liabilities | 2,000.0 |
| Short Term Borrowings | - |
| Trade Payables | 7,618,400.0 |
| Other Current Liabilities | 203,070.0 |
| Short Term Provisions | - |
| Non-Current Liabilities | - |
| Long Term Borrowings | - |
| Net Asset Valuation | 36,114,990.0 |
| Number of Shares | 1,858,000.0 |
| Price Per Share | 19.44 |

The final value is higher of both values i.e. Rs. 33.73/- per share.

XIII. RECOMMENDATION OF SHARE SWAP RATIO

CALCULATION OF SHARE SWAP RATIO

| Swap Ratio | Value per Share |
|-------------|-----------------|
| Dynamic | 44.55 |
| BRFL | 19.44 |
| <i>Swap</i> | <i>2.29</i> |

Based on the above, the share exchange ratio for the purposes of Proposed Merger would be as under:

100 fully paid-up equity share of INR 10/- each of DYNAMIC PORTFOLIO MANAGEMENT & SERVICES LTD shall be issued and allotted for every 229 fully paid-up equity shares of INR 10/- each held in BHARAT RASAYAN FINANCE LIMITED as consideration for the Proposed Merger.

XI. Limitations & Disclaimers:

- Our report is subject to the scope and limitations detailed hereinafter. As such the report is to be read in totality, and not in parts.
- Our work did not constitute an audit, a due diligence, an independent validation of the financial statements for any of the businesses and accordingly, we do not express any opinion on the same.
- Valuation analysis and results are also specific to the date of this report. A valuation of this nature involves consideration of various factors including those impacted by prevailing stock market trends in general and industry trends in particular. This report is issued on the understanding that the Companies have drawn our attention to the relevant material information, which they are aware of concerning the financial position and any other matter, which may have an impact on our recommendation.
- In the course of the valuation, we were provided with both written and verbal information. The terms of our engagement were such that we were entitled to rely upon the information provided by the Companies without detailed inquiry. Our conclusions are based on these assumptions, forecasts and other information given by/on behalf of the Companies. The management of the Companies have indicated to us that they have understood that any omissions, inaccuracies or misstatements may materially affect our valuation analysis/results. Accordingly, we assume no

responsibility for any errors in the above information furnished by the Companies and their impact on the present exercise.

- The determination of valuation, by its very nature, cannot be regarded as an exact science and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment. Given the same set of facts and using the same assumptions, expert opinion may differ due to a number of separate judgments and decisions, which have to be made. There can therefore be no standard formulae to establish an undisputable share swap ratio. The final responsibility for the determination of share swap ratio/ fair equity value at which the Proposed Merger shall take place, will be with the Board of Directors of both the Companies.
- This report is prepared for the Clients and must be used only for the specific engagement and regulatory reporting purposes and must not be copied, disclosed or circulated or referred to in correspondence or discussion with any person. The report is confidential to the Clients and it is given on the express undertaking that it is not communicated, in whole or in part, to any third party without our prior written consent. Neither this report nor its contents may be used for any other purpose without our prior written consent.
- Whilst all reasonable care has been taken to ensure that the facts stated in the report are accurate and the opinions given are fair and reasonable, neither ourselves, nor any of our partners, officers or employees shall in any way be responsible for the contents stated herein. Accordingly, we make no representation or warranty, express or implied, in respect of completeness, authenticity or accuracy of such statements. We expressly disclaim any and all liabilities which may arise based upon the information used in this report. We are not liable to any third party in relation to the issue of this report. In no event we shall be liable for any loss, damage, cost or expense arising in any way from fraudulent acts, misrepresentations or willful default on the part of the Companies, their management, directors, employees or agents.
- Our report is not, nor should it be construed as our opining or certifying the compliance of the Proposed Merger with the provisions of any law including company law and taxation law or as regards any legal implications or issues arising from such Proposed Merger.
- We have no obligation to update this report because of events or transactions occurring subsequent to the date of this report.

- This report is based on the information provided to us by the management. This report has been prepared solely for the aforesaid purpose and should not be used for any other purpose.

| | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------|
| <p>Contact Information</p> <p>Office Address:</p> <p>Mob: 09953001339</p> <p>Email: jassociates.cs@gmail.com luer@valuationmart.com</p> | <p>Hitesh Jhamb (Registered Valuer) IBBI/RV/11/2019/12355</p> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------|