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Cost Accountant  
MIE, IBBI Regd Valuer  
Chartered Engineer (I)



BHAVIN R PATEL & ASSOCIATES.  
Cost Accountant,  
Valuer (Plant & Machinery).  
Valuer (Land & Building),  
Valuer (Securities & Financial Assets)  
Chartered Engineer

**Private & Confidential  
VALUATION REPORT  
FOR  
PREFERENTIAL ISSUE OF  
SHARE WARRANTS**

**AJCON GLOBAL SERVICES LIMITED**

408, Express Zone, A Wing, Western Express Highway, Goregaon East, Mumbai- 400 063

**Issued by:**

**Bhavin R. Patel  
B.E. Mech., Cost Accountant**

**REGISTERED VALUER  
ASSETS CLASS: SECURITIES OR FINANCIAL ASSETS**

**REGN NO. IBBI/RV/05/2019/11668**

**315 Phoenix Complex Nr Suraj Plaza Sayajigunj Vadodara 390005**



Office Address : 315 Phoenix Complex Nr Suraj Plaza Sayajigunj Vadodara 390020

Dt:30.12.2024

To,  
**AJCON GLOBAL SERVICES LIMITED**  
408, Express Zone, A Wing,  
Western Express Highway,  
Goregaon East, Mumbai- 400 063

**Sub: Valuation Report for the proposed preferential issue of Share Warrants of the Company in compliance with SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018**

I, Bhavin R. Patel, Registered Valuer for Securities or Financial Assets (Referred to "Bhavin Patel" or "I" or "me"), refer to my engagement letter with AJCON GLOBAL SERVICES LIMITED ("AGSL" or "Company") for determining price for the proposed preferential issue of Share Warrants of AGSL in compliance with Chapter V of Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements), Regulations, 2018 ("ICDR Regulations"). We are pleased to present herewith our valuation report ("Report") on the same.

**Brief Background**

AJCON GLOBAL SERVICES LIMITED (the Company) is a public Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company is registered with the SEBI and is engaged primarily in the business of stock- broking and financial services. The equity shares of the Company are listed on BSE.

The shareholding pattern of the Company as at 13th December 2024 is as follows:

Particular	Equity Shares (no.) on fully diluted basis	%
Promoters and Promoter Group	40,27,100	65.84
Public	20,89,100	34.16
Total	61,16,200	100.00

Source: Management

We have considered financial information up to 30th September 2024 and the current market parameters in our analysis and made adjustments for additional facts made known to us till the date of our Report which will have a bearing on the valuation analysis to the extent considered appropriate. Further, the Management has informed us that all material information impacting the Company has been disclosed to us.

Our opinion is based on prevailing market, economic and other conditions as at the Relevant Date. These conditions can change over relatively short periods of time. Any subsequent changes in these conditions could have an impact upon our opinion. We do not undertake to update this Report for events or circumstances arising after the date of this Report.

By nature, valuation is based on estimates and it includes, the risks and uncertainties relating to the events occurring in the future. Consequently, the actual figures in future may differ from these estimates and may have a significant impact on the valuation analysis.

This Report is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereinafter.



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### **Purpose and Scope of Valuation**

The Company proposes to raise funds by issuance of Share Warrants on preferential basis to non-promoters as per ICDR Regulations ("Proposed issue") and the management has confirmed that proposed issue is for allotment of more than 5 % of the post issue fully diluted share capital of the Company

Hence, we have to provide valuation report in terms with Regulation 166A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended (ICDR Regulations) for the proposed preferential issue of Share Warrants.

### **Appointing Authority**

As per Section 247 of The Companies Act, 2013 in Presence of the Audit Committee, the Audit Committee of AGSL appointed Bhavin R. Patel (Registered Valuer) for valuation of Equity Shares.

### **Appointment Date, Valuation Date and Report Date**

The Audit Committee appointed Bhavin R. Patel, Registered Valuer at its meeting held on 16<sup>th</sup> December 2024.

The analysis of the fair value of the equity share of the Company has been carried out on the valuation date i.e. 16th December 2024 and pricing considered for ICDR Regulations is as on 13th December 2024.

### **Identity of the Valuer**

Bhavin R. Patel  
Assets Class: Securities or Financial Assets Regn. No. IBBI/RV/05/2019/11668  
315 Phoenix Complex Nr Suraj Plaza Sayajigunj Vadodara 390005

### **Disclosure of Valuer Interest**

I neither have any present or any prospective contemplated financial interest in AGSL nor any personal interest with respect to the Promoters & Board of Directors of AGSL. 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.

### **Inspections and / or investigations undertaken**

We have taken due care in performing valuation procedures, chosen peers and comparable companies based on our understanding of the financials and business of the Company. However, we would like to expressly state that though we have reviewed the financial data for the limited purpose of valuation assessment but we have not performed an audit and have relied upon the historical financials (Profits & Loss Accounts and Balance Sheets), as prepared and submitted to us by the management of the Company. The management has represented to us that it has taken due care in preparation of such financial statements.

We would like to clarify that this valuation has been performed in compliance with ICDR Regulations. We do not express any opinion on the suitability or otherwise of entering into the proposed transaction.



## Sources of Information

For the purpose of undertaking this valuation exercise, we have relied on the following sources of information provided by the Management:

- Audited financial statements of the Company for the period FY20 to FY24
- Un Audited Financial statements as on 30th September 2024
- Management Representation
- MOA & AOA of the Company
- Information available in relation to the Transaction in the public domain and as provided by the management of the Company;
- Relevant data and information provided to us by the management of the Company, either in written or oral form or in form of soft copy;
- Information available on the stock exchanges, leading database sources, market research reports and other published data; and

We have relied on the above while arriving at the fair value of AGSL.

We have prepared this Report from information supplied by and from discussions with the Management. We have not verified the accuracy, reliability and competence of the information supplied; the procedures that we used to perform the work did not constitute an audit or review made under any generally accepted accounting standard.

The Management has been provided with the opportunity to review the draft report (without value) for this engagement to make sure that factual inaccuracies and omissions are avoided in this Report.

## VALUATION AS PER REGULATION 164 (1) OF THE ICDR REGULATIONS

### RELEVANT DATE

As per Regulation 161 of ICDR Regulations, the relevant date for computing the floor price would be the date thirty days prior to the date on which the meeting of shareholders is held to consider the preferential issue. As represented by the management the meeting of shareholders will be held on 16<sup>th</sup> January 2025. "Relevant Date" for determining the price of the Equity Shares being allotted in the Preferential Issue in accordance with Regulations 164(1) of the ICDR Regulations, will be 17.12.2024, being the date which is 30 days prior to the date on which the meeting of the shareholders is to be held to consider the proposed preferential issue.

Further, Regulation 164 (1) of ICDR Regulations states that 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:

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



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.

Exchange	Traded Turnover 240 days (A)	No. of Outstanding shares (B)	(A) /(B) %
BSE	16,60,309	61,16,200	27.15

Based on the above, we can conclude the equity shares of AGSL are **frequently traded** in terms of Regulation 164 of the SEBI ICDR Regulations 2018

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.

Since the Company is listed in only Bombay Stock Exchange (BSE), we can conclude the **Stock Exchange to be BSE.**

Since AGSL is frequently traded on BSE accordingly for the purpose of Regulation 164 of SEBI ICDR Regulations 2018, the details of market share price as available on BSE have been taken. Hence, the calculation of minimum issue price for the equity shares shall be calculated based on the price of equity shares on BSE. The minimum issue price for the proposed issue of Share Warrants by AGSL based on the pricing formula prescribed under Regulation 164(1), Chapter V of the SEBI ICDR Regulations 2018 shall be 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.

The present valuation exercise is being undertaken in order to determine the floor price for the proposed preferential issue of the Company in compliance with ICDR Regulations mentioned below:

#### Pricing of the issue

Pursuant to Regulation 164 (5) of ICDR Regulations, the shares of the Company are frequently traded on BSE and pricing considered is as on 13th December 2024 i.e the date preceding the relevant date pursuant to Regulation 164(1) and Regulation 166A of ICDR Regulations.

Since the equity shares of AGSL have been listed on a recognized stock exchange for a period of 90 days or more as on the relevant date, the price of the equity shares and Share Warrants to be issued and allotted pursuant to the preferential issue shall be not less than higher of the following:

- The 90 trading days' volume weighted average price ("VWAP") of the related equity shares quoted on the recognised stock exchange (BSE Limited) preceding the relevant date i.e. 16th December 2024.**



No of Days	Date	Total Traded Quantity	Total Turnover (Rs.)
1	07-Aug-24	361	15,243
2	08-Aug-24	11,137	4,92,537
3	09-Aug-24	2,130	90,188
4	12-Aug-24	1,874	78,289

5	13-Aug-24	156	6,608
6	14-Aug-24	880	36,209
7	16-Aug-24	794	31,835
8	19-Aug-24	2,580	1,07,549
9	20-Aug-24	534	21,891
10	21-Aug-24	4,230	1,82,287
11	22-Aug-24	2,466	1,06,681
12	23-Aug-24	402	17,710
13	26-Aug-24	9,287	4,42,693
14	27-Aug-24	4,167	1,95,746
15	28-Aug-24	1,023	48,152
16	29-Aug-24	2,551	1,22,538
17	30-Aug-24	4,193	2,09,045
18	02-Sep-24	3,333	1,67,004
19	03-Sep-24	2,169	1,01,003
20	04-Sep-24	2,540	1,12,046
21	05-Sep-24	1,277	55,722
22	06-Sep-24	1,572	68,385
23	09-Sep-24	404	17,068
24	10-Sep-24	11,445	4,70,371
25	11-Sep-24	3,003	1,23,090
26	12-Sep-24	4,443	1,76,265
27	13-Sep-24	9,391	3,64,353
28	16-Sep-24	476	19,486
29	17-Sep-24	2,607	1,04,839
30	18-Sep-24	365	15,054
31	19-Sep-24	10,385	4,04,055
32	20-Sep-24	1,706	68,265
33	23-Sep-24	3,701	1,51,897
34	24-Sep-24	1,19,164	58,44,385
35	25-Sep-24	1,14,197	59,24,621
36	26-Sep-24	16,674	7,85,870
37	27-Sep-24	4,435	2,03,127
38	30-Sep-24	3,636	1,66,953
39	01-Oct-24	10,534	4,85,805
40	03-Oct-24	3,595	1,59,483
41	04-Oct-24	2,249	98,503
42	07-Oct-24	380	16,388
43	08-Oct-24	1,376	58,018
44	09-Oct-24	998	44,552
45	10-Oct-24	2,889	1,24,879
46	11-Oct-24	2,306	1,02,362
47	14-Oct-24	489	21,628
48	15-Oct-24	4,875	2,14,669
49	16-Oct-24	1,503	67,597
50	17-Oct-24	1,987	87,180
51	18-Oct-24	2,160	94,937
52	21-Oct-24	3,861	1,75,758



53	22-Oct-24	4,785	2,24,022
54	23-Oct-24	936	41,879
55	24-Oct-24	2,090	92,979
56	25-Oct-24	167	7,667
57	28-Oct-24	719	32,453
58	29-Oct-24	894	39,883
59	30-Oct-24	7,056	3,26,366
60	31-Oct-24	2,576	1,18,164
61	01-Nov-24	1,427	66,983
62	04-Nov-24	69	3,248
63	05-Nov-24	1,485	69,097
64	06-Nov-24	1,562	73,840
65	07-Nov-24	1,602	78,513
66	08-Nov-24	2,110	1,02,854
67	11-Nov-24	4,567	2,22,115
68	12-Nov-24	250	12,400
69	13-Nov-24	2,594	1,15,829
70	14-Nov-24	20,551	10,31,124
71	18-Nov-24	4,859	2,15,481
72	19-Nov-24	2,498	1,12,378
73	21-Nov-24	1,687	77,559
74	22-Nov-24	2,741	1,26,871
75	25-Nov-24	5,072	2,52,326
76	26-Nov-24	1,979	97,895
77	27-Nov-24	2,136	1,02,697
78	28-Nov-24	3,379	1,65,736
79	29-Nov-24	833	41,924
80	02-Dec-24	715	35,934
81	03-Dec-24	628	30,414
82	04-Dec-24	29,766	13,82,399
83	05-Dec-24	76,434	44,64,736
84	06-Dec-24	1,25,287	90,65,761
85	09-Dec-24	81,636	55,79,454
86	10-Dec-24	11,319	7,50,787
87	11-Dec-24	7,490	4,93,400
88	12-Dec-24	3,905	2,55,639
89	13-Dec-24	3,485	2,27,288
90	16-Dec-24	11,440	7,48,758
	<b>Total</b>	<b>8,37,619</b>	<b>4,61,87,672</b>
		<b>Volume Weighted Average Price</b>	<b>55.14</b>

OR



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- b. The 10 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange (BSE Limited) preceding the relevant date i.e. 16th December 2024.

No of Days	Date	Total Traded Quantity	Total Turnover (Rs.)
1	03-Dec-24	628	30,414
2	04-Dec-24	29,766	13,82,399
3	05-Dec-24	76,434	44,64,736
4	06-Dec-24	1,25,287	90,65,761
5	09-Dec-24	81,636	55,79,454
6	10-Dec-24	11,319	7,50,787
7	11-Dec-24	7,490	4,93,400
8	12-Dec-24	3,905	2,55,639
9	13-Dec-24	3,485	2,27,288
10	16-Dec-24	11,440	7,48,758
	<b>Total</b>	<b>3,51,390</b>	<b>2,29,98,636</b>
		<b>Volume Weighted Average Price</b>	<b>65.45</b>

A. 90 trading days VWAP (Rs.)	55.14
B. 10 trading days VWAP (Rs.)	65.45
<b>Applicable minimum price (Higher of A and B) (Rs.)</b>	<b>65.45</b>

Accordingly, for the purpose of Regulation 164 (1) of ICDR regulations, the floor price of the preferential issue is INR 65.45 per share.

## **VALUATION AS PER INTERNATIONALLY ACCEPTED VALUATION METHODS**

### **Procedures adopted for current valuation exercise**

Our analysis of value of the Company is based on the International Valuation Standards, as amended from time to time as well as the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

### **Valuation Approach**

The present valuation exercise is being undertaken in order to determine floor price for the proposed preferential issue of the Company in compliance with ICDR Regulations.

The valuation exercise involves selecting a method suitable for the purpose of valuation, by exercise of judgment by the valuer, based on the facts and circumstances as applicable to the business of the company to be valued.

There are three generally accepted approaches to valuation:

- (a) Cost Approach including
  - Net Asset Value ("NAV") Method
- (b) Market Approach including
  - Comparable Companies Multiple ("CCM") Method
  - Comparable Transaction Multiple ("CTM") Method





- Market Price Method
- (c) Income Approach including
- Discounted Cash Flow ("DCF") Method

### **Cost Approach**

The asset approach values the underlying assets of the business to determine the business value. This valuation method carries more weight with respect to holding companies than operating companies. Also, asset value approaches are more relevant to the extent that a significant portion of the assets are of a nature that could be liquidated readily if so desired.

### **Net Asset Value ("NAV")**

The NAV Method under Cost Approach considers the assets and liabilities, including intangible assets. The Net Assets, after reducing the dues to the preference shareholders, if any, represent the value of a company.

The NAV Method is appropriate in a case where the main strength of the business is its asset backing rather than its capacity or potential to earn profits. This valuation approach is also used in case where the firm is to be liquidated i.e. it does not meet the "going concern" criteria.

Additionally, NAV does not properly take into account the earning capacity of the business or any intangible assets that have no historical cost. In many respects, net asset value represents the minimum benchmark value of an operating business.

In the present case, we have considered Net Asset Value Method under cost approach for the current valuation exercise. Since, the latest financial available is till 30.09.2024, we have considered the same for our valuation exercise (Refer Annexure I).

### **Market Approach**

Under the Market approach, the valuation is based on the market value of the company in case of listed companies and comparable companies trading or transaction multiples for unlisted companies. The Market approach generally reflects the investors' perception about the true worth of the company.

### **Comparable Companies Multiples ("CCM") Method**

The value is determined on the basis of multiples derived from valuations of comparable companies, as manifest in the stock market valuations of listed 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. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

The Company is engaged primarily in the business of stock-broking and financial services. In the present case, we have considered the appropriate multiple of the listed peers engaged in the same industry as that of the Target to arrive at the fair value of its equity shares (Refer Annexure II).

### **Comparable Transactions Multiples ("CTM") Method**

Under the CTM Method, the value is determined on the basis of multiples derived from valuations of similar transactions in the industry. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances. Few of such multiples are EV/Earnings before Interest, Taxes, Depreciation & Amortization ("EBITDA") multiple, EV/Revenue multiple.

In the absence of adequate details about comparable transactions, we were unable to apply the CTM method for the current valuation exercise.



### Market Price Method

Under this method, the market price of an equity share of the company as quoted on a recognized stock exchange is normally considered as the fair value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded. The market value generally reflects the investors' perception about the true worth of the company.

Since the equity shares of AGSL are listed on recognized stock exchange of India, we have applied the market price method. (Refer Annexure III).

### Income Approach

The income approach is widely used for valuation under "Going Concern" basis. It focuses on the income generated by the company in the past as well as its future earning capability. The Discounted Cash Flow Method under the income approach seeks to arrive at a valuation based on the strength of future cash flows.

### Discounted Cash Flow ("DCF") Method

Under DCF method value of a company can be assessed using the Free Cash Flow to Firm Method ("FCFF"). Under this method, post-tax cash flows for a explicit period are estimated after considering company's requirement of re-investment in fixed assets and also incremental Working capital requirements. The free cash flows are discounted by the Weighted Average Cost of Capita ("WACC"), i.e. the weighted average of the firm's cost of equity and debt. The discounting factor (rate of discounting the future cash flows) reflects not only the time value of money, but also the risk associated with the business' future operations.

After the explicit period, Company will continue to generate cash. In DCF Method, therefore, perpetuity value is also considered to arrive at the values for its business. For arriving at the perpetuity value, we have considered an appropriate growth rate. In our opinion, such growth rate is reasonable considering the industry in which the businesses are operating.

The business value / EV (aggregate of the present value of explicit period and terminal period cash flows) so derived, is further reduced by the value of debt, if any, (net of cash and cash equivalents) to arrive at value to the owners of the business.

We have attached working for DCF Calculation as per Annexure IV.

### Valuation Conclusion

The current valuation has been carried out based on the discussed valuation methodology explained herein earlier. Further, various qualitative factors, the business dynamics and growth potential of the business, having regard to information base, key underlying assumptions and limitations were given due consideration.

In order to assess the reasonableness of the value determined under each method, we have considered appropriate factors such as applicable nature of asset to be valued, availability of adequate inputs or information underlying the value and its reliability, premise of value, purpose and intended use of the valuation, amount of dependency on observable inputs and other relevant factors.

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, we have derived value as per DCF method under Market Approach, Market Price method under Market approach and DCF method under Income Approach and assigned equal weights to arrive at fair equity value of Company.



Particulars	Value per Share (in INR)	Weight (in %)
<b>Cost Approach</b>		
NAV Method	40.94	25
<b>Market Approach</b>		
CCM Method	38.01	25
Market Price	55.14	25
<b>Market Approach</b>		
DCF Method	41.12	25
<b>Weighted Average</b>	<b>43.80</b>	

The Net Assets Method represents the value with reference to historical cost of assets owned by the company and the attached liabilities on the valuation date. Such value generally represents the support value in case of profit making business. Hence, we have considered the NAV method.

With respect to the Market approach, the Company is into stock- broking and financial services and hence we considered CCM method for the purpose for valuation.

With respect to the Market approach, the Company is Listed on BSE and hence we considered Market Price method for the purpose for valuation.

Further, since the Company is a going concern, we have considered the DCF method for the purpose of Valuation as the Discounted Cash Flow Method under the income approach seeks to arrive at a valuation based on the strength of future cash flows.

We have assigned equal weights to each of the methods considered in order to arrive at fair equity value of the Company.

**On the above basis of the foregoing, the fair value of equity shares of AGSL is arrived at INR 26,78,89,560/- and value per equity share on a fully diluted basis as at 17th December 2024 on a going concern basis is arrived at INR 43.80 (for 61,16,200 equity shares of face value of INR 10/- each).**

## **VALUATION AS PER ARTICLES OF ASSOCIATION OF THE COMPANY**

The Company has provided us with the AOA of the Company and on review of the same we have ascertained that the Articles of the Company does not specify any particular method to be followed for valuation in case of a preferential issue of shares.



## **VALUATION CONCLUSION AS PER REGULATION 166A OF ICDR REGULATIONS**

As per the Regulation 166A of SEBI (ICDR) Regulations, 2015 the floor price has to be higher of:

1.	Valuation as per Regulation 164 of SEBI (ICDR)	65.45
2.	Valuation as per Internationally Accepted Methods	43.80
3.	Valuation as per Articles of Association of the Company	NA

**Based on the above, the Floor price for the Preferential issue as per regulation 166A (1) of SEBI ICDR Regulations shall be INR 65.45 per share.**

### **Exclusions and Limitations**

Our Report is subject to the limitations detailed hereinafter. This Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

Valuation analysis and results are specific to the purpose of valuation and is not intended to represent value at any time other than relevant date of 17th December 2024 ("Relevant Date") mentioned in the Report and as per agreed terms of our engagement. It may not be valid for any other purpose or as at any other date. Also, it may not be valid if done on behalf of any other entity.

This Report, its contents and the results are specific to (i) the purpose of valuation agreed as per the terms of our engagements; (ii) the Relevant Date and (iii) are based on the financial information of the Company till 30th September 2024. The Management has represented that the business activities of the Company have been carried out in normal and ordinary course between 30th September 2024 and Report date.

The scope of the assignment did not involve performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any financial or analytical information that was provided and used by me during the course of work. The assignment did not involve us to conduct the financial or technical feasibility study. We have not done any independent technical valuation or appraisal or due diligence of the assets or liabilities of the Company or any of other entity mentioned in this Report and have considered them at the value as disclosed by the Company in its regulatory filings or in submissions, oral or written, made to us.

In addition, we do not take any responsibility for any changes in the information used by us to arrive at the conclusion as set out herein which may occur subsequent to the date of Report or by virtue of fact that the details provided to me are incorrect or inaccurate.

We have assumed and relied upon the truth, accuracy and completeness of the information, data and financial terms provided to me or used by me; we have assumed that the same are not misleading and do not assume or 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 or any other entity mentioned in the Report. Nothing has come to my knowledge to indicate that the material provided to me was misstated or incorrect or would not afford reasonable grounds upon which to base this Report.

This Report is intended for the sole use in connection with the purpose as set out above. It can however be relied upon and disclosed in connection with any statutory and regulatory filing in connection with the provision of ICDR Regulations. However, we will not accept any responsibility to any other party to whom this Report may be shown or who may acquire a copy of the Report, without my written consent.



It is clarified that this Report is not a fairness opinion under any of the stock exchange/ listing regulations. In case of any third party having access to this Report, please note this Report is not a substitute for the third party's own due diligence/ appraisal/ enquiries/ independent advice that the third party should undertake for his purpose.

This valuation reflects the facts and conditions existing or reasonable foreseeable at the relevant date. Subsequent events have not been considered, and we have no obligation to update our report for such events and conditions

This Report is based on the information received from the sources mentioned and discussions with the Management. We have assumed that no information has been withheld that could have influenced the purpose of Report.

Valuation is not a precise science and the conclusions arrived at in many cases may be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single value. We have arrived at an indicative Equity Value based on my analysis. While we have provided an assessment of the value based on an analysis of information available to me and within the scope of engagement, others may place a different value on this business.

Our engagement for this valuation consulting work does not include any procedures designed to discover any defalcations or other irregularities, should any exist.

Whilst all reasonable care has been taken to ensure that the factual statements in the Report are accurate, neither myself, nor any of my officers or employees shall in any way be liable or responsible either directly or indirectly for the contents stated herein. Accordingly, we make no representation or warranty, express or implied, in respect of the completeness, authenticity or accuracy of such factual 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.

The scope of our work has been limited both in terms of the areas of the business and operations which we have reviewed and the extent to which we have reviewed them. There may be matters, other than those noted in this Report, which might be relevant in the context of the transaction and which a wider scope might uncover.

In the particular circumstances of this case, our liability (in contract or under statute or otherwise) for any economic loss or damage arising out of or in connection with this engagement, however the loss or damage caused, shall be limited to the amount of fees actually received by us from the Management, as laid out in the engagement letter, for such valuation work.

In rendering this Report, we have not provided any legal, regulatory, tax, accounting or actuarial advice and accordingly we do not assume any responsibility or liability in respect thereof.

It is assumed that there is full compliance with all applicable central, state, and local Environmental regulations and laws unless non-compliance is stated, defined, and considered in the report

This Report does not address the relative merits of investing in the Company as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available.

Public information, estimates, industry and statistical information contained in this report have been obtained from sources considered to be reliable. However, we independently did not verify such information and make no representation as to the accuracy or completeness of such information obtained from or provided by such source

The Company and its representatives warranted to us that the information supplied to us was complete and accurate to the best of their knowledge and that the financial information properly



reflects the business conditions and operating results for the respective periods in accordance with the generally accepted accounting principles. Information supplied to us has been accepted as correct without any further verification. We have not audited, reviewed, or compiled the financial information provided to us and, accordingly, we express no audit opinion or any other form of assurance on this information.

We do not provide assurance on the achievability of the results forecasted by the client because events and circumstances frequently do not occur as expected. Differences between actual and expected results may be material and achievement of the forecasted results is dependent on actions, plans, and assumptions of management

Possession of this report, or a copy thereof, does not carry with it the right of publication of all or part of it nor may it be used for any purpose by anyone other than those enumerated in this report without our written consent of. This report and the conclusion of the value arrived at herein are for the exclusive use of our client for the sole and specific purposes as noted herein.

Neither all nor any part of the contents of this report (especially the conclusion of value) should be disseminated to the public through advertising media, public relations, news media, sales media, mail, direct transmittal, or any other means of communication without our prior consent and approval.

We have relied on the representations of the owners, management, and other third parties concerning the value and useful condition of all investments made, and any other assets or liabilities, except as specifically stated to the contrary in this report.

For, **Bhavin R. Patel**  
IBBI Registration No. **IBBI/RV/05/2019/11668**



**Bhavin Patel**  
Cost Accountant M. No. - 31969  
UDIN: 2431969ZZS3ILLGE0N

**Annexure I – Net Asset Value of AGSL as at 30th September 2024**

NAV as on 30.09.2024	
Particulars	In Lakhs Amt./ Rs
<b>Non Financial Assets</b>	
Property Plant & Equipment	141.74
Right of use Assets	64.01
Other Non financial Assets	14.97
Inventories	1,522.44
<b>Total Non Financial Assets</b>	<b>1,743.16</b>
<b>Financial Assets</b>	
Cash, Bank and Cash Equivalents	146.55
Receivables	41.85
Investments	306.76
Other financial assets	459.21
<b>Total Financial Assets</b>	<b>954.37</b>
<b>Total Assets</b>	<b>2,697.53</b>
<b>Financial Liabilities</b>	
Trade Payables	295.10
Other Payables	25.26
Borrowings	236.24
Other Financial Liabilities	115.51
<b>Total Financial Liabilities</b>	<b>672.11</b>
<b>Non Financial Liabilities</b>	
Deferred Tax Liabilities	3.26
Provisions	73.70
<b>Total Non Financial Liabilities</b>	<b>76.96</b>
<b>Net Worth</b>	<b>1,948.46</b>
Add: Adjustments for Fair Value of Immovable Property as per Valuation report dated 18.12.2024 of AV Shetty and associates	186.41
Add: Adjustments for Fair Value of Investments	368.95
<b>Adjusted Networkth</b>	<b>2,503.83</b>
<b>No of Shares</b>	<b>61,16,200</b>
<b>NAV per share</b>	<b>40.94</b>



## Annexure II – Valuation of AGSL as per CCM Method

Comparable Companies Considered	TTM PE	Market Price WAP as on 13.12.2024	TTM EPS
Arihant Capital Ltd	14.89	109.32	7.34
Angel One Ltd	22.44	3,344.15	149.02
ICICI Securities Ltd	13.78	873.56	63.41
Share India Ltd	18.17	296.69	16.33
KJMC Corporate Advisors India Ltd	21.21	92.92	4.38
<b>Average</b>	<b>18.10</b>		

### Calculation for Price to Earnings considered:

Particulars	Rs in Lakhs
Trailing Twelve Months (TTM) EPS	2.10
Price to Earning Multiple Considered	18.10
<b>Value per Share</b>	<b>38.01</b>

1. Under the Comparable Companies Multiple method, (also known as the Guideline Public Company method), the value is determined on the basis of multiples derived from valuations of comparable companies listed on the stock exchanges in India. This is based on the principle that market valuation, taking place between informed buyers and informed sellers, incorporates all factors relevant to valuation.
2. In the present case we have considered Price to Earnings (P/E) multiple for the valuation of AGSL. The Price to Earnings Multiple is calculated as Market price divided by Trailing Twelve months (TTM) EPS of the Company. This method is suitable for valuation of companies engaged in stock-broking business.
3. We have considered the market price of the comparable companies based on the weighted average share price as quoted on the BSE on 13th December 2024.
4. Accordingly, we have arrived at P/E multiple of 18.10x for the valuation of AGSL.

## Annexure III – Market Price Method

AGSL is a listed Company. The 90 days average Volume Weighted Average Price of the Company as on 16th December 2024 i.e. date prior to the relevant date, was **INR 55.14** as already calculated above.

We have considered the same for our analysis under Market Price Method.





## Annexure IV – Income Approach- DCF Method

Calculation of Weighted Average Cost of Capital		
Cost of Equity	%	Explanation
Risk Free Rate	6.78%	Semi Annual Yield as per FBIL website of 10 yr Gsec
Equity Risk Premium	7.81%	Equity Risk premium of India from Aswath Damodaran
Beta	0.12	Beta of the Company as per Moneycontrol.com
Cost of Equity	7.72%	$K_e = R_f + B^*(ERP)$
Company Specific Risk Premium	5.00%	Company specific risk premium for its size and projection risk etc.
Adjusted Cost of Equity	12.72%	$K_e = R_f + B^*(ERP) + Risk\ Premium$
Cost of Debt	11.00%	
Tax Rate	25.17%	
Adjusted Cost of Debt	8.23%	
D/(D+E)	11.00%	
WACC	12.22%	

WACC	12.22%				
Growth Rate	2%				
	Rs in Lakhs				
	FY 24-25				
Particulars	(6 months)	FY 25-26	FY 26-27	FY 27-28	FY 28-29
Revenue	816.26	1,795.76	1,975.34	2,172.87	2,490.16
<b>EBIDTA</b>	<b>114.95</b>	<b>252.89</b>	<b>278.18</b>	<b>306.00</b>	<b>436.60</b>
Less					
CAPEX	5.00	5.00	5.00	5.00	5.00
Adjustment for Working Capital	35.38	33.98	34.72	35.48	36.26
Tax	19.87	45.34	51.51	58.33	91.01
<b>Free Cash Flow for the Firm</b>	<b>54.70</b>	<b>168.57</b>	<b>186.94</b>	<b>207.19</b>	<b>304.32</b>
Cash Accrual Factor	0.25	1.00	2.00	3.00	4.00
Discounting Factor- Explicit Period	0.97	0.89	0.79	0.71	0.63
Present Value of Cash Flows	53.14	150.21	148.43	146.59	191.86
NPV of Explicit Period	690.24				
Present Value of Perpetuity	1,914.19				
Enterprise Value	2,604.43				
<u>Adjustments</u>					
Cash & Cash Equivalents	-89.68				
Equity Value	2,514.75				
No of Equity Shares	61,16,200				
Value per Share	41.12				

