CORRIGENDUM

(To be circulated to the persons whom Valuation Report of Pioneer Embroideries Limited & Pioneer Realty Limited have been circulated with UDIN No 22149316BAJIQW9945 dated 20th October, 2022.)

Dear Readers of Valuation Report,

This corrigendum being issued with respect to the valuation has been issued with UDIN No 22149316BAJIQW9945 dated 20th October, 2022 (Valuation Report) with the intention to correct the content of Valuation Report. This corrigendum shall give effect in Valuation Report dated 20th October, 2022 in following manner:-

The shareholding of Pioneer Embroideries Limited under Page No. 8 is printed as as under :

The Capital Structure of PEL as on 31st March 2022 is as under:

Particulars	31st March 2022
Authorized Share Capital 5,00,00,000 Equity Shares of 10/- each	50,00,00,000
Total	**50,00,00,000**
Issued, Subscribed and Paid up Share Capital 2,65,90,900Equity Shares of 10/- each.	26,59,09,000
Total	26,59,09,000

The Issued, Subscribed and Paid Share Capital is 2,65,90,900 which is hereby modified to 2,65,90,942.
Accordingly, the amount mentioned 26,59,09,000 is hereby modified to 26,59,09,420.
Accordingly, the total mentioned 26,59,09,000 is hereby modified to 2,65,90,942.
This is mainly because of formula error in rounding off in No of Shares Calculation.

Accoridngly, the above table shall be replaced as under:-

Particulars	31st March 2022
Authorized Share Capital 5,00,00,000 Equity Shares of 10/- each	50,00,00,000
Total	**50,00,00,000**
Issued, Subscribed and Paid up Share Capital 2,65,90,942 Equity Shares of 10/- each.	26,59,09,420
Total	26,59,09,420

We issued this corrigendum immediately after we understood the mistake in our issued Valuation Report. The readers of issued Valuation Report shall be valid persisted and enforceable with consideration of this corrigendum.

Our team apologies for any inconvenience caused due to such changes and we are hereby notifying the changes as soon as it was learnt.

Yours faithfully,
For **Nishant Soni & Associates**
Chartered Accountants
Firm Reg. No.: 137278W
Regd. Valuer - IBBI/RV/06/2019/10745
UDIN for Corrigendum-

CA. Nishant Soni
Proprietor
Membership No.: 149316

✉: 122, Nahar and Seth Estate, Cardinal Gracious Rd, Andheri (E), Mumbai – 400 099
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PIONEER EMBROIDERIES LIMITED

&

PIONEER REALTY LIMITED

RECOMMENDATION ON FAIR SHARE ENTITLEMENT RATIO FOR PROPOSED SCHEME OF ARRANGEMENT

Prepared By:

NISHANT SONI AND ASSOCIATES,
CHARTERED ACCOUNTANTS,
REGISTERED VALUER by ICAI-RVO UNDER IBBI
IBBI/RV/06/2019/10745

<u>Contact Details of Valuer</u>
122, Nahar and Seth Estate, Cardinal Gracious Road, Chakala, Andheri E
Mumbai – 400099.
Connect:9223292551;
info@nishantsoni.pco.in

Date: 20th October, 2022

To, **The Board of Directors,** **Pioneer Embroideries Limited.** Corp. Office: Unit No 21 to 25, 2nd Floor, Orient House, 3A Udyag Nagar, Off S.V. Road, Goregaon (West), Mumbai – 400 062, Maharashtra, India.	To, **The Board of Directors,** **Pioneer Realty Limited.** Regd. Office: Unit 101B, 1st flr, Abhishek Premises, plot no. C5-6 Dalia Ind. Est., off. New Link Road, Andheri (W) Mumbai – 400058, Maharashtra, India.

Sub: Recommendation of Fair Share Entitlement Ratio for the purpose of Proposed Scheme of Arrangement between Pioneer Embroideries Limited and Pioneer Realty Limited.

Dear Sir/Madam,

We refer to our engagement letter to give recommendation of share entitlement ratio for the proposed Scheme of Arrangement between Pioneer Embroideries Limited ("PEL" or "Demerged Company") and Pioneer Realty Limited ("PRL" or "Resulting Company") and their respective shareholders and creditors under sections 230 to 232 read with section 66 of the Companies Act, 2013 and other applicable provisions of Companies Act, Rules And Regulations thereunder (hereinafter referred to as 'Scheme').

The Appointed Date for the Scheme is 1st April, 2022 as per the proposed Scheme provided by the Management.

As presented in the attached Valuation Report for Share entitlement, our mandate is to determine the Share Swap Ratio for the proposed Scheme of Arrangement.

PRL is a wholly Owned Subsidiary of PEL. PEL and PRL are together referred to as the "Specified Companies".
The equity share entitlement ratio for the purpose of this Report refers to the number of fully paid-up equity shares of face value INR 10/- each to be issued by PRL to the equity shareholders of PEL as a consideration for the proposed demerger of the Demerged Undertaking on a 'going concern value' premise into PRL (the "Share Entitlement Ratio"). Post demerger both the companies will have similar shareholding structure. Also, issuance of shares is for the compliance with section 2(19AA) of the Income Tax Act, 1961. Based on the above premise and considering facts of the case and other relevant data including compliance requirements of the Securities and Exchange Board of India and the ratio suggested by the Board of Directors of both the Companies, the management may consider the recommended Share Entitlement Ratio, as follows:

"For every 10 (Ten) Equity Shares of the Demerged Company held by an Eligible Member, 4 (Four) fully paid-up Equity Share of the Transferee Company of Rs. 10/- (Rupees Ten) each at a face value of Rs. 10/- (Rupees Ten) each."

Please note that the above-mentioned value or estimates and all other related comments in the report should be read in conjunction with the assumptions and limiting conditions as set forth in the following section.

This valuation report is not intended for general circulation or publication and it is not to be reproduced or used for any purpose without our prior written consent other than for the purpose stated in the report. We do not accept any responsibility for its use outside this purpose.

We shall be happy to discuss this report with the board of directors, any other approved committees or any other authorised officials of the Company, as may be required.

In case any clarification is required with respect to our report, please let us know.

Respectfully submitted,

For **Nishant Soni and Associates**
Chartered Accountants
Firm Registration No. 137278W
UDIN:- 22149316BAJIQW9945

Nishant Soni
Proprietor
IBBI Valuer Reg No - IBBI/RV/06/2019/10745
Membership No. 149316

Date – 20th October, 2022
Place - Mumbai.

PROPOSED SCHEME OF ARRANGEMENT

BETWEEN

PIONEER EMBROIDERIES LIMITED

&

PIONEER REALTY LIMITED

Table of Contents

Introduction, Purpose and Rationale for Valuation

Nishant Soni and Associates, Chartered Accountants, (hereinafter referred to as '**NSA**') and a registered Valuer under Institute of Chartered Accountants of India – Registered Valuer Organization and with Insolvency and Bankruptcy Board of India has been jointly engaged by **Pioneer Embroideries Limited** ("**PEL**" or "**Demerged Company**") and **Pioneer Realty Limited** ("**PRL**" or "**Resulting Company**") to determine the Fair Share Entitlement Ratio under the Scheme of Arrangement envisaging demerger of Embroidery & Bobbin Lace (ELD), known as **"ELD Business"** ("Demerged Undertaking") of PEL into PRL.

Purpose & Rationale

The Scheme set out herein in its present form or with any modification(s) or amendment(s) approved, imposed or directed by the NCLT shall be effective from the Appointed Date but shall be operative from the Effective Date.

NSA has been given to understand and it is evident from the relevant records that PRL is a wholly owned Subsidiary of PEL and subsequent to issuance of shares pursuant to the Scheme becoming effective, both the companies will have mirror shareholding.

Pursuant to the provisions of the Companies Act, 2013 and the Income Tax Act, 1961, upon the scheme envisaging demerger becoming effective and in consideration for the demerger of Demerged Undertaking into Resulting Company, equity shares of the Resulting Company shall be issued to the equity shareholders of the Demerged Company. Upon Scheme becoming effective and upon allotment of equity shares by the Resulting Company, the shares held by PEL in PRL shall be cancelled, extinguished, and annulled. PRL also proposes to list its equity shares pursuant to the Scheme becoming effective and allotment of it's shares to the shareholders of PEL.

The purpose of this report is to determine the net asset value of Demerged Undertaking and indicative swap ratio of shares to comply with the requirements of the relevant provisions of the Companies Act, 2013 and the Income Tax Act, 1961 and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and SEBI Master Circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021. The management of the Companies however, may issue such number of shares which may not be in proportion to net asset value of demerged undertaking. The scope of our services is to arrive at the share entitlement ratio for the Proposed Scheme in accordance with the standards prescribed by the Institute of Chartered Accountants of India.

Assumptions and Limiting Conditions

Our report is subject to the limitations detailed herein after:

1. The share entitlement analysis recommendation contained herein represents the analysis done for the date on which we were appointed and not for any other time of the year.

2. The scope of our work has been limited to the extent of arriving at the fair entitlement ratio as explained above. We have no responsibility to update this report for events and circumstances after the date of this report.

3. Our work was not designed to verify the accuracy or reliability of the information provided to us and nothing in this report should be taken to imply that we have conducted procedures, audits or investigations in an attempt to verify or confirm any information supplied to us.

4. This report is issued on the understanding that the management of the Companies have drawn our attention to all matters concerning the financial and legal position of the businesses, which may have an impact on our reporting, including any significant changes that have taken place or are likely to take place in future.

5. We have no present or planned future interest in the Companies and the fee for this report is not contingent upon the values reported therein.

6. We do not express any opinion as to any tax or other consequences that might arise from the Scheme, nor does our opinion address any legal, tax, regulatory or accounting matters.

7. Our report should not be construed as our opinion or certifying the compliance of the Scheme with provisions of any law prevalent as on the reporting date.

Company Overview

a. **Pioneer Embroideries Limited** ("**PEL**" or "**Demerged Company**") is a public company incorporated under the Companies Act, 1956 on 25th October, 1991, and has its registered office at Unit 101B, 1st flr, Abhishek Premises, plot no. C5-6 Dalia Ind. Est., off. New Link Road, Andheri (W) Mumbai – 400058, Maharashtra, India. The Corporate Identity Number of the Demerged Company is L17291MH1991PLC063752. The Demerged Company is engaged in the business of manufacturing of Embroidery & Bobbin Lace (ELD) and Specified Polyester Filament Yarn (SPFY) and has manufacturing facilities at Sarigum, Naroli, Coimbatore and Himachal Pradesh. Pursuant to the Scheme the Demerged Company has envisaged to demerge ELD business into Pioneer Realty Limited, its 100% Subsidiary. The Equity Shares of the Company are listed on the BSE Limited and National Stock Exchange Limited. PEL has already applied for delisting of shares from Calcutta Stock Exchange Limited. However, the exchange is not functional and hence no reply is received from the same since last 4 years, in spite of regular follow ups. The matter is also escalated to SEBI. Demerged Company has obtained various other licenses as are required for the proper conduct of the activities.

The Capital Structure of PEL as on 31st March 2022 is as under:

Particulars	31st March 2022
Authorized Share Capital 5,00,00,000 Equity Shares of 10/- each	50,00,00,000
Total	**50,00,00,000**
Issued, Subscribed and Paid up Share Capital 2,65,90,900Equity Shares of 10/- each.	26,59,09,000
Total	26,59,09,000

b. **Pioneer Realty Limited** ("**PRL**" or "**Resulting Company**") is a Private Limited Company incorporated under the Companies Act, 1956 vide Certificate of Incorporation dated 29th March, 2007 and obtained Certificate of Commencement of Business as on 23rd May, 2007. PRL, at present is having its registered office at at Unit 101B, 1st flr, Abhishek Premises, plot no. C5-6 Dalia Ind. Est., off. New Link Road, Andheri (W) Mumbai – 400058, Maharashtra, India. The Corporate Identity Number of the Resulting Company is U70101MH2007PLC169361. The Resulting Company is engaged in the business of real estate activities as well as also in segment of Manufacturing of Embroidery, Lace and other Textile activities.

The Capital Structure of PRL as on 31st March 2022 is as under:

Particulars	31st March 2022
Authorized Share Capital 50,000 Equity Shares of 10/- each.	500,000
Total	**500,000**
Issued, Subscribed and Paid up Share Capital 50,000 Equity Shares of 10/- each.	500,000
Total	**500,000**

At present 100% share capital of the PRL is held by PEL.

Sources of Information

For the purposes of undertaking this exercise, we have relied on the following sources of information and documents received from the management:

1. Certified copies Certificate of Incorporation (CoI), Memorandum of Association (MoA) and Articles of Association (AoA) of PEL and PRL.

2. Audited consolidated and standalone Financial Statements of PEL and PRL as on 31st March, 2021 and 31st March, 2022.

3. Shareholding pattern of PEL and PRL as on 31st March, 2022.

4. Draft Composite of Arrangement between PEL and PRL and their respective shareholders and creditors under section 230-232 read with section 66 of the Companies Act, 2013 and other applicable provisions of Companies Act, Rules and Regulations thereunder.

5. Discussions with the Management on various issues relevant for the valuation including the businesses, prospects and outlook for the industry expected growth rate and other relevant information.

6. Discussion with Management including Management Representation Letter dated 10th August, 2022 and information and explanations as we have required, and which have been provided by the management.

7. Such other analysis, inquiries and reviews as considered necessary.

The management of all the Companies have been provided with the opportunity to review the draft Report (excluding the recommended Share Entitlement Ratio) as a part of our standard practice to make sure that factual inaccuracies / omissions are avoided in our final Report.

Approach to Valuation

The goal of a valuation method is to best approximate the actual fair market value of the Demerged Undertaking. Fair market value has been defined as the price at which property passes between a willing buyer and seller, neither under any compulsion to buy or sell, and both with knowledge of all relevant facts.

The selection of method to be used must be made under the most appropriate method rule. The most appropriate method is that method, which, under the fact and circumstances of the transaction under review, provides the most reliable valuation.

In determining the reliability of a method, the most important factors to be taken into account are the coverage and reliability of the available data. Other factors such as conditions prevailing in the market, potential of the industry and business to grow, extent and reliability of adjustment that may be required in applying the method shall also be taken into account.

Selection of the most appropriate approach

As mentioned earlier, the valuation is performed to derive the value of equity shares. The valuation has been derived using the methodology that is widely acceptable method. Further, such valuation is also required by Management independently for the purpose of understanding the fair value of the business and its shares pricing.

Three business valuation approaches

1. Asset Approach
2. Market Approach
3. Income Approach

1. ASSET APPROACH:

This methodology is likely to be appropriate for a business whose value derives mainly from the underlying value of its assets rather than its earnings, such as property holding and investment business. Net asset values OR Costing Method, which are of great relevance in industries such as utilities, manufacturing and transport that are dependent on physical infrastructure and assets, may not have particular significance in industries such as information technology, pharmaceutical that are driven by intangibles not recorded in the books. The asset valuation is a good indicator of the entry barrier that exists in a business.

Some of the most common techniques of valuation considered under this approach are to value a business enterprise on the basis of book value of the assets or at adjusted book value of the assets or at Replacement value.

Book value: This is simply a value based upon the accounting books of the business. In simple term, Assets less liabilities equal to the owners' equity, which is the "Book Value" of the business. For mature firms with predominantly fixed assets, little or no growth opportunities and no potential for excess returns, the book value of the assets may yield a reasonable measure of the true value of these firms. For firms with significant growth opportunities in businesses where they can generate excess returns, book values will be very different from true value.

Adjusted book value: This method involves reviewing each and every assets and liability on the company's balance sheet and adjusting it to reflect its estimated market value. Depending on the mix of assets owned by the company, other types of appraisers (e.g., real estate, machinery and equipment) might need to be consulted as part of the valuation process. In addition, it is important to consider intangible items that might not necessarily be reflected on the balance sheet, but which might have considerable value to a user, such as trade names, patents, etc. The unrecorded and contingent liabilities are also considered at their fairly estimated value.

Replacement value: This method is mainly used for valuing asset-heavy businesses such as hotels/motels and natural resources (mining) businesses. The asset valuation methodology essentially estimates the cost of replacement of the tangible assets of the business. The replacement cost takes into account the market value of various assets or the expenditure required to create the infrastructure exactly similar to that of a company being valued. Since the replacement methodology assumes the value of business as if a new business is set, this methodology may not be relevant for valuing a going concern.

2. INCOME APPROACH

The Income Approach derives an estimate of value based on the sum of the present value of expected economic benefits associated with the asset or business (Economic benefits have two components: cash flow (or dividends) and capital appreciation). Under the Income Approach, the appraiser may select a single period capitalization method (Profit earning capacity value method) or a multi-period discounted future income method.

Profit earning capacity value method:

- The basis of this approach is to find the normalised earning capacity of the business and to capitalise it on the basis of appropriate rate considering the business fundamentals of business cycle, safety, return and time. In this method, future maintainable profit of the company is calculated. Alternately, an appropriate multiple can be used with the normalised earnings to arrive at fair estimation of business value (Market Price per Share "MPS").

- The important task is to determine two factors:
  i. Normalised Profit after Tax (PAT) and
  ii. Rate of capitalisation or multiple for capitalisation

- The average annual maintainable PAT should be representative and is generally determined based on average past earnings, or future projected earnings where the past earnings are not representative of the future earning potential of the business.

- The capitalization rate is taken based on P/E Multiple (MPS/EPS) of the industry on the rate of return expected by the equity shareholders of the company.

Discounted Free Cash Flow Method (DCF)

- DCF methodology expresses the present value of a business as a function of its future cash earnings capacity. This methodology works on the premise that the value of a business is measured in terms of future cash flow streams, discounted to the present time at an appropriate discount rate. It recognises that money has a time value by discounting future cash flows at an appropriate discount factor.

- This method is used to determine the present value of a business on a going concern assumption. The DCF methodology depends on the projection of the future cash flows and the selection of an appropriate discount factor.

- When valuing a business on a DCF basis, the objective is to determine a net present value of the cash flows ("CF") arising from the business over a future select period of time (say 5 years or visible period), which period is called the explicit forecast period. Free cash flows are defined to include all inflows and outflows associated with the project prior to debt service, such as taxes, amount invested in working capital and capital expenditure. Under the DCF methodology, value must be placed both on the explicit cash flows as stated above, and the ongoing cash flows a company will generate after the explicit forecast period. The latter value, also known as terminal value, is also to be estimated.

- The future cash flows can be projected, the less sensitive the valuation is to inaccuracies in the assumed terminal value. Therefore, the longer the period covered by the projection, the less reliable the projections are likely to be. For this reason, the approach is used to value businesses, where the future cash flows can be projected with a reasonable degree of reliability. For example, in a fast changing market like telecom or even automobile, the explicit period typically cannot be more than 5 years. Any projection beyond that would mostly be speculation.

- The discount rate applied to estimate the present value of explicit forecast period free cash flows as also continuing value, is taken at the "Weighted Average Cost of Capital"

(WACC). One of the advantages of the DCF approach is that it permits the various elements that make up the discount factor to be considered separately, and thus, the effect of the variations in the assumptions can be modeled more easily. The principal elements of WACC are cost of equity (which is the desired rate of return for an equity investor given the risk profile of the company and associated cash flows), the post-tax cost of debt and the target capital structure of the company (a function of debt to equity ratio). In turn, cost of equity is derived, on the basis of capital asset pricing model (CAPM), as a function of risk-free rate, Beta (an estimate of risk profile of the company relative to equity market) and equity risk premium assigned to the subject equity market.

- Value obtained by using DCF method gives us the Enterprise Value; and adjustment for the loans as on the valuation date gives us the Equity Value.

This method is generally used when there is reasonable certainty on the timing, quantum and quality of the cash flows, which has its close coupling with the underlying assets (e.g. in case of a manufacturing company).

VALUATION OF SURPLUS ASSETS

In case company holds any asset, which is surplus to its business and expansion plans, and they are material in quantum, then such assets are to be valued at its estimated net realizable value instead of book value.

Value of such surplus assets are then added to the overall valuation of the Company.

3. MARKET APPROACH

Listed Price of the Companies

Generally, when the shares of the Companies are listed on the stock exchanges, their values are best derived from the listed price and the same is considered higher of 26 weeks average of high and low prices on exchange as compared to last two weeks average of high and low prices on exchange from the relevant valuation date. However, in case of demerger from the listed entity, unless the listed companies are accounting based on segmental revenue, the market price may not be assigned to specific undertaking.

Comparable Analysis ("Comps")

Comparable company analysis (also called "trading multiples" or "peer group analysis" or "equity comps" or "public market multiples") is a relative valuation method in which you compare the current value of a business to other similar businesses by looking at trading multiples like P/E, EV/EBITDA, or other ratios. Multiples of EBITDA are the most common valuation method.

The “comps” valuation method provides an observable value for the business, based on what companies are currently worth. Comps are the most widely used approach, as they are easy to calculate and always current. The logic follows that, if company X trades at a 10-times P/E ratio, and company Y has earnings of $2.50 per share, company Y’s stock must be worth $25.00 per share (assuming its perfectly comparable).

Precedent Transactions

Precedent transactions analysis is another form of relative valuation where you compare the company in question to other businesses that have recently been sold or acquired in the same industry. These transaction values include the take-over premium included in the price for which they were acquired.

These values represent the en bloc value of a business. They are useful for M&A transactions but can easily become stale-dated and no longer reflective of the current market as time passes. They are less commonly used.

Recommendation on Share Entitlement Ratio

The Proposed Transaction contemplates demerger of Demerged Undertaking of PEL and transfer to PRL, a 100% subsidiary, pursuant to the Scheme. As a consideration for the transfer of Demerged Undertaking, PRL shall issue its equity shares to the equity shareholders of PEL. Further, upon the Scheme becoming effective and upon allotment of equity shares by the PRL to PEL's shareholders, the equity shares held by PEL in PRL shall be cancelled, extinguished, and annulled.

Accordingly, the eligible shareholders of PEL are and will, upon demerger, be ultimate economic beneficial owners of PRL inter-se in the same proportion as they hold in PEL.

Owing to such mirror shareholding, the rights of the shareholders of both the companies does not in any way gets altered upon the transfer and vesting of Demerged Undertaking from PEL into PRL. Therefore, upon approval of the Scheme, even if no shares are issued to the shareholders of the Demerged Company, the Scheme complies with the provisions of Section 2(19AA) of the Income Tax Act, 1961 and hence no share exchange ratio is required to be determined. However, to avoid any other consequences, the management has proposed to issue consideration for demerger by way of issue of Equity shares of the Resulting Company.

As per clause 4(b) of Annexure | of circular CFD/DIL3/CIR/2017/21 dated March 10, 2017, issued by the SEBI, a Valuation Report is not required where there is no change in the shareholding pattern of the listed entity/resultant entity.

Considering inter-alia, the capital structure, serviceability and other factors, the Management has proposed a Share Entitlement Ratio of 4 (Four) fully paid-up equity share of face value INR 10/- each of PRL for every 10 (Ten) fully paid-up equity share of face value INR 10/- each in PEL, to the eligible shareholders of PEL, as a consideration for the demerger of Demerged Undertaking on a 'going concern value' premise, pursuant to the Scheme.

Considering the aforementioned and, in particular, that all the eligible shareholders of PEL are and will, upon demerger, be ultimate economic beneficial owners of PRL inter-se in the same proportion as they hold in PEL, the Share Entitlement Ratio of 4 (Four) fully paid-up equity share of face value INR 10/- each of PRL for every 10 (Ten) fully paid-up equity share of face value INR 10/- each in PEL, to the eligible shareholders of PEL, as proposed by the Management, is fair.

The Proposed Transaction does not require valuation report under SEBI Master Circular

SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, since there is no change in the shareholding pattern of the Demerged Company and the Resulting Company.

BSE Circular No. LIST/COMP/02/2017-18 dated May 29, 2017, and NSE Circular No. NSE/CML/2017/12 dated June 1, 2017, requires a valuation report to disclose certain information in the specified format, which is given below,

Valuation Approaches	Demerged Undertaking (PEL) (A)		PRL (B)	
	Value per Share	Weights (%)	Value per Share	Weights (%)
Asset Approach	NA	NIL	NA	NIL
Market Approach	NA	NIL	NA	NIL
Income Approach	NA	NIL	NA	NIL
Relative Value Per Share	NA	NIL	NA	NIL
Share entitlement Ratio	NA			

NA- Not Applicable

Share Entitlement Ratio:

Note that the management has decided to issue 1,06,36,376 equity shares to the shareholders of the Demerged Company in the proportion of their holding in the Demerged Company.

Considering the above, following shall be the Fair Share Entitlement Ratio:

"For every 10 (Ten) Equity Shares of the Demerged Company held by an Eligible Member, 4 (Four) fully paid-up Equity Share of the Transferee Company of Rs. 10/- (Rupees Ten) each at a face value of Rs. 10/- (Rupees Ten) each."

In respect of fractional entitlement to a shareholder, shall be acquired by one of the director as a trustee and disposed off in the manner prescribed by SEBI Master Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021.

Distribution of Report

Our value analysis report has been solely prepared for use by the management and submissions to exchange and such authorities as required under the Scheme. Further, the Company is not entitled to submit such report to Government Authorities as disclosures differs from such reporting. Our reports should not be distributed for any other purpose except as mentioned above or to any other person without our written consent. In no event shall we be liable for any loss, damage, cost, or expense arising in any way from fraudulent acts, misrepresentations or wilful default on the part of the management of the company. In no circumstances shall the liability of Nishant Soni & Associates, its proprietor or employees relating to services provided in connection with the engagement exceed the amount paid to us in respect of the fees charged for those services. The report is complied with Valuation standards prescribed by Institute of Chartered Accountants of India (ICAI) by Valuation Standard Board (VSBs).