

January 20, 2025

Board of Directors**SUNITA BONDS & HOLDINGS LTD**

40B, Princep Street,

Princep Street, Kolkata, West Bengal, India, 700072

Dear Sirs,

Subject: Report on Evaluation of Equity Shares of Sunita Bonds & Holdings Ltd**I. Purpose and Context of the Valuation:**

I, Anil Rustgi, Registered Valuer (in respect of Securities or Financial Assets) under the Companies Act, 2013 and having registration no. IBBI/RV/05/2019/12313 (hereinafter referred to as "Valuer" or "we" or "I" or "us") have been appointed on January 16, 2025 by Sunita Bonds & Holdings Ltd (CIN: L65925WB1983PLC035697) having its registered office at 40B, Princep Street, Kolkata, West Bengal, Princep Street, Kolkata, West Bengal, India, 700072 (hereinafter referred to as "SBHL" or "Company") to submit a report on fair value of Equity Shares SBHL in accordance with the requirement of Regulations 165 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ["ICDR Regulations"] for the purpose of proposed allotment of Convertible Warrants on a Preferential Basis to one or more persons/entities.

Based on the discussion with the management, we have considered the valuation cut-off date as closure of business hours of September 30, 2024. ("Valuation Date" or "Valuation Cut-off Date")

II. Disclosure regarding identity of the Valuer and Conflict of Interest:

I, Anil Rustgi, having office at 524, Tower 6, HEWO I, Sector 56, Gurgaon -122011, am a Registered Valuer in respect of Securities or Financial Assets, duly registered with the Insolvency and Bankruptcy Board of India (IBBI) vide Registration No. IBBI/RV/05/2019/12313.

I do not have any conflict of interest in the present valuation exercise as I do not hold any share or other pecuniary interest in the Company under the valuation except fee or any other payment received/to be received for carrying out any professional services, if any. I am not associated with the management of the Company, their promoters or any other group company in any way other than in professional capacity, if any. Accordingly, there is no conflict of interest among the Valuer and the Company under the valuation exercise. Prior to accepting this engagement, I have considered my independence.

I will receive a fee for my services in connection with the delivery of this Valuation Report and my fee is not contingent upon the result of proposed transaction.



III. Background information about SBHL:

Sunita Bonds & Holdings Ltd is a Public incorporated on 18 January 1983. It is classified as Non-government company and is registered at Registrar of Companies, ROC Kolkata. Our company is dedicated to facilitating a wide range of financial transactions, serving as a vital link between various financial entities and markets. By offering innovative financial solutions and services, we enable businesses and individuals to access the capital and resources they need to thrive.

The main objectives of Sunita Bonds & Holdings Ltd now focus on providing comprehensive financial intermediation services. This includes facilitating the acquisition, management, and investment of financial assets, as well as offering strategic financial solutions to businesses and individuals. The company is dedicated to creating and executing innovative financial products and services that meet the evolving needs of its clients. With a commitment to excellence, Sunita Bonds & Holdings Ltd actively engages in financial planning, advisory services, and investment management, ensuring optimal returns and sustainable growth for its stakeholders.

IV. Sources of Information:

We were provided with the following information by the management of SBHL for the purpose of our value analysis:

- Certificate of Incorporation of SBHL.
- Certificate of Commencement of Business of SBHL.
- MOA and AOA of SBHL.
- Limited review Financials of SBHL for the period ended September 30, 2024.
- Audited financial figures of SBHL for financial year ended on March 31, 2024.
- Brief write up on SBHL.

V. Approach Considered in our Value Analysis:**General Principle for Valuation**

There is no single definition of the term 'Value' that is suitable for all purposes or at all times. The value of a particular asset may vary according to different valuation methodologies that are adopted to ascertain the value for a specific purpose. Valuation of securities is an inexact science. It may sometimes involve a set of judgments and assumptions that may be subject to certain uncertainties.

Selection of Valuation Methodology

We understand that, Equity Shares of SBHL are not frequently traded in terms of Regulation 164 (5) of the ICDR Regulations. Accordingly, the issue price for the purpose of proposed preferential allotment is required to be determined in terms of Regulation 165 of the SEBI (ICDR) Regulations.

In terms of Regulation 165 of the ICDR Regulations, where the shares of an issuer are not frequently traded, the price determined by the issuer shall take into account the valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies. Provided that the issuer shall submit a certificate stating that the issuer is in compliance of this regulation, obtained from an independent registered valuer to the stock exchange



VI. Basis for arriving at Fair Value:**1. The Net Asset Value per share of SBHL.**

The Net Asset Value per share of SBHL, based on the audited financial figures for the period ended September 30, 2024, being the limitedreview financial statements, is Rs. 10.51 (Rupees Ten and Paisa Fifty One Only).

Particulars	Amount/Value (In Rs. Lakhs except where specifically mentioned)
A= Book value of all the assets in the balance sheet	253.99
L: Book value of Liabilities shown in the balance sheet	23.67
Net Asset Value (A-L)	230.32
Paid up equity capital (PE)	81.50
Paid up value of each Equity Share (PV) (In Rs.)	10.00
Value per equity share (A-L) × (PV)/(PE) (In Rs.)	28.26

The working sheet for arriving the valuation using NAV Method is enclosed as Annexure 1.

2. Discounted Cash Flow

Particulars	Currency- Indian Rupees in Lakhs (Rs. in Lakhs) except specifically stated
Present Value (PV) of Free Cash Flows of Explicit Forecasted Period (A)	(10.80)
Present Value of Terminal Cash Flow (B)	(1.51)
Enterprise Value (C=A+B)	(12.30)
Add:- Value of non -operating investments as on Valuation Date (D)	211.75
Add:- Cash and Cash Equivalents as on Valuation Date (E)	3.30
Add:- Expected ESOP Proceeds from ESOP Pools (F)	-
Less: Debt as on Valuation Date (G)	-
Equity Value as on Valuation Date (H=C+D+E+F-G)- PRE MONEY	202.75
Number of Diluted Equity Shares as on Valuation Date (Face Value of Rs. 10 each) (Nos.) (I)	81,50,000
Value per Equity Share of MVPL as on Valuation Date (In Rs.) (J=H/I)	24.88

The working sheet for arriving the valuation using DCF Method is enclosed as Annexure 2.

The comparative figures of the two valuation methodologies is as under:

Particulars	Valuation Per Share (in Rs.)
Net Asset Value per share (A)	28.26
Discounted Cash Flow (Income Approach) (B)	24.88
Average of (A) and (B)	26.57
Fair Value per equity share (In Rs.) [Rounded up]	26.50

VII. Valuation:

Based on the above calculations and information and methodology/justifications discussed as above and subject to various assumptions, limitations and considerations set forth herewith, we are of the opinion that the fair value of one Equity Share of SBHL is **Rs. 26.50/- (Rupees Twenty Six and Paisa Fifty only)**.

The valuation is subject to the information as made available to us by the management of Company, and no specific audit has been carried on the same.

The working sheet for arriving at the valuation is enclosed as **Annexures 1 and Annexure 2**.

VIII. Caveats, Limitations and Disclaimers on the Valuation of Equity Shares of SBHL:

1. Restriction on use of Valuation Report

This document has been prepared for the purposes stated herein and should not be relied upon for any other purpose. Our client is the only authorized user of this report and is restricted for the purpose indicated in the engagement letter. This restriction does not preclude the client from providing a copy of the report to third-party advisors whose review would be consistent with the intended use and the Regulations. We do not take any responsibility for the unauthorized use of this report.

2. Responsibility of Registered Valuer

We owe responsibility to only to the client that has appointed us under the terms of the engagement letter. We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions or advice given by any other person. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or willful default on part of the client or companies, their directors, employees or agents.

3 Accuracy of Information

While our work has involved an analysis of financial information and accounting records, our engagement does not include an audit in accordance with generally accepted auditing standards of the client existing business records. Accordingly, we express no audit opinion or any other form of assurance on this information.



4 Achievability of the forecast results

We do not provide assurance on the achievability of the results forecast by the management as events and circumstances do not occur as expected; differences between actual and expected results may be material. We express no opinion as to how closely the actual results will correspond to those projected/forecast as the achievement of the forecast results is dependent on actions, plans and assumptions of management.

5 Post Valuation Date Events

The user to which this valuation is addressed should read the basis upon which the valuation has been done and be aware of the potential for later variations in value due to factors that are unforeseen at the valuation date. Due to possible changes in market forces and circumstances, this valuation report can only be regarded as relevant as at the valuation date.

6 Range of Value Estimate

The valuation of the Company is made based on the available facts and circumstances and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment. Although every scientific method has been employed in systematically arriving at the value, there is, therefore, no indisputable single value and the estimate of the value is normally expressed as falling within a likely range. To comply with the client request, we have provided a single value we consider the valuation to be both reasonable and defensible based on the information available; others may place a different value.

7 Reliance on the representations of the clients, their management and other third parties

Though information provided and assumptions used by management/others in developing projections have been appropriately reviewed, enquiries made regarding basis of key assumptions but the client and its management/representatives warranted to us that the information they supplied was complete, accurate and true and correct to the best of their knowledge. We have relied upon the representations of the clients, their management and other third parties concerning the financial data, we shall not be liable for any loss, damages, cost or expenses arising from fraudulent acts, misrepresentations, or willful default on part of the Company, their directors, employee or agents.

8 No procedure performed to corroborate information taken from reliable external sources

We have relied on data from external sources also to conclude the valuation. These sources are believed to be reliable and therefore, we assume no liability for the truth or accuracy of any data, opinions or estimates furnished by others that have been used in this analysis. Where we have relied on data, opinions or estimates from external sources, reasonable care has been taken to ensure that such data has been correctly extracted from those sources and /or reproduced in its proper form and context.

9 Compliance with relevant laws

The report assumes that the Company/business/asset complies fully with relevant laws and regulations applicable in its area of operations and usage unless otherwise stated, and that the Company/business/assets will be managed in a competent and responsible manner. Further, as specifically stated to the contrary, this report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigations and other contingent liabilities that are not recorded/reflected in the balance sheet provided to us.



10 Multiple factors affecting the Valuation Report

The valuation report is tempered by the exercise of judicious discretion by the valuer and judgment taking into account the relevant factors. There will always be several factors, e.g., management capability, present and prospective competition, yield on comparable securities, market sentiment, etc. which may not be apparent from the balance sheet but could strongly influence the value.

11 Future services including but not limited to Testimony or attendance in courts/ tribunals/ authorities for the opinion of value in the Valuation Report

We are fully aware that based on the opinion of value expressed in this report, we may be required to give testimony or attend court / judicial proceedings with regard to the subject assets, although it is out of scope of the assignment, unless specific arrangements to do so have been made in advance, or as otherwise required by law. In such event, the party seeking our evidence in the proceedings shall bear the cost/professional fee of attending court / judicial proceedings and our tendering evidence before such authority shall be under the applicable laws.

12 Unavailability of information as on Valuation Date:

Fair Value of the company has been performed on the provisional unaudited standalone balance sheet provided by management as of the valuation date. The management has also confirmed that there has not been any material change since the last available financial statements.

13 We had provided draft copy / workings of this report to the management of the Company, who confirmed to the best of their knowledge and belief that the factual information contained within this report is correct and that there are no material omissions. We reserve the right to alter our conclusions should any information that we are not aware of at the time of preparing this report comes to light that has a material impact on the conclusions herein.

14 While our work has involved an analysis of financial information and accounting records, our engagement does not include an audit in accordance with generally accepted auditing standards of the client existing business records. Accordingly, we assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by the client. Our report is subject to the scope and limitations detailed herein. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made.

15 The valuation of companies and businesses is not a precise science and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single value. However, as purpose requires the expression of a single value, we have adopted a single value. Whilst we consider our value to be both reasonable and defensible based on the information available to us, others may place a different value on the Company.

16 An analysis of such nature is necessarily based on the prevailing stock market, financial, economic and other conditions in general and industry trends in particular as in effect on, and the information made available to us as of the date hereof. Events occurring after the date hereof may affect this report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this report.



- 17 The ultimate analysis will have to be tempered by the exercise of judicious discretion by the valuer and judgment taking into account the relevant factors. There will always be several factors, e.g., management capability, present and prospective competition, yield on comparable securities, market sentiment, etc. which may not be apparent from the face of the Balance Sheet but could strongly influence the value.
- 18 In the course of the valuation, we were provided with both written and verbal information. We have however, evaluated the information provided to us by the Company through broad inquiry, analysis and review but have not carried out a due diligence or audit of the information provided for the purpose of this engagement. Our conclusions are based on the assumptions, forecasts and other information given by/on behalf of the Company.
- 19 We are independent of the client/company and have no current or expected interest in the Company or its assets. The fee paid for our services in no way influenced the results of our analysis.

We are fully aware that based on the opinion of value expressed in this report, we may be required to give testimony or attend court / judicial proceedings with regard to the subject assets. It is out of scope of the Assignment. However, if the Company seek our evidence in the proceedings, it shall bear the cost/professional fee of attending court / judicial proceedings and our tendering evidence before such authority shall be under the applicable laws.



(ANIL RUSTGI)
Registered Valuer

RV No.: IBBI/RV/05/2019/12313

Place: Gurugram

Annexure I

SUNITA BONDS & HOLDING LTD		
Valuation as per NAV Method Based on management certified provisional financials as at September 30, 2024		
	In Lakhs.(Except specifically stated)	
Non Current Assets		
Tangible Assets Including WIP and Intangible Assets (Other than Immovable Property)	0.39	
Other Non- Current Assets	-	
Non-Current Investments (Other than investment in shares and Mutual Funds)	211.75	
Long Term Loans and Advances	-	
Deferred Tax Assets (net)	-	212.14
Total Non Current Assets		
Current Assets		
Inventories	-	
Current Investments (Other than investment in shares and Mutual Funds)	-	
Trade Receivables	-	
Cash and Cash Equivalents	3.30	
Short Term Loans and Advances	38.41	
Other Current Assets	0.13	
Total Current Assets		41.85
Total Assets		253.99
A= Book value of all the assets in the balance sheet		253.99
Less: Liabilities (L)		
NON CURRENT LIABILITIES		
Long Term Borrowings	-	
Long Term Provisions	-	
Deferred Tax Liability	0.01	
Total Non Current Liabilities		0.01
CURRENT LIABILITIES		
Short Term Borrowings	-	
Trade Payables	-	
Other Current Liabilities	23.58	
Short Term Provisions	0.08	
Current Tax Liabilities	-	
Total Current Liabilities		23.66
L= Book value of liabilities shown in the balance sheet		23.67
Net Asset Value (A-L)		230.32
Share capital	81.50	
Reserves and Surplus	148.82	
Net Asset Value attributable to the Equity Shareholders of the ASPL	230.32	
Paid up equity capital (PE)		81.50
Paid Up value of each equity share (PV)		10.00
Value per equity share (A - L) × (PV)/(PE)		28.26



Annexure 2

Annexure-1

SUNITA BONDS & HOLDING LTD

INR In Lakhs	Projected				
Valuation as on September 30, 2024	6 Month	For the year ended March 31			
Particulars	31-Mar-25	31-Mar-26	31-Mar-27	31-Mar-28	Terminal /Perpetuity
Net Operating Revenue	1.94	4.63	5.79	6.95	7.23
Total Operating Expenses excluding Depreciation	1.90	4.11	4.58	5.29	5.51
EBITDA	0.05	0.53	1.22	1.66	1.72
EBITDA %	2.47%	11.35%	20.99%	23.82%	23.82%
Less: Depreciation and Amortization	0.02	0.20	0.21	0.32	0.70
EBIT	0.03	0.33	1.01	1.33	1.02
Less: Tax	0.28	0.08	0.25	0.34	0.26
Effective Tax Rate	1081.03%	25.17%	25.17%	25.17%	25.17%
PAT	(0.25)	0.24	0.75	1.00	0.76
Add: Depreciation	0.02	0.20	0.21	0.32	0.70
Less: Capex	0.50	0.56	0.63	0.70	0.70
Less: Increase/(Decrease) in Working Capital	0.09	3.63	8.28	5.38	1.29
Free Cash Flow to the Firms	(0.82)	(3.74)	(7.94)	(4.76)	(0.53)
Discount Factor	0.91	0.75	0.61	0.50	
Discount Period	0.50	1.50	2.50	3.50	
Discounted Cash flows of Forecast Period	(0.75)	(2.79)	(4.87)	(2.40)	
Terminal Growth Rate	4.00%				
Terminal Cash Flow	(2.99)				
WACC	21.65%				

Calculation of Value Per Share	
Present Value of Free Cash Flows of explicit forecasted period (A)	-10.80
Present Value of Terminal Cash Flow (B)	-1.51
Enterprise Value (C=A+B)	-12.30
Add:- Value of investments as on Valuation Date (D)	211.75
Add:- Cash and Cash Equivalents as on Valuation Date (E)	3.30
Add:- Expected Proceeds from ESOP Shares (F)	-
Less: Debt as on Valuation Date (G)	-
Equity Value as on Valuation Date [PRE-MONEY] (H=C+D+E+F-G)	202.75
Number of Equity Shares as on Valuation Date (Face Value of Rs. 10 each) (Nos.) (I)	8,15,000.00
Value per Equity Shares of Adishakti as on Valuation Date (in Rs.) (J=H/I)	24.88

