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# VALUATION REPORT

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## CHEMENERGY BIOFUELS PRIVATE LIMITED

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*U24290HR2019PTC084192*

Prepared by:

**Hitesh Jhamb**

**Registered Valuer - Securities or Financial Assets**

**Registration No. IBBI/RV/11/2019/12355**

**CP No. DJF/RVO/005/SFA**

**DJF/RVO/2019-20/DELHI/B-3(F)/10020**

**A-259, Portion II, Defense Colony**

**New Delhi-110024**

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Date: December 14, 2023

To,  
The Board of Directors  
**CHEMENERGY BIOFUELS PRIVATE LIMITED**  
VPO Jharmari, Ambala Chandigarh Highway  
Opp. Goldenforest Complex, Distt. SAS Nagar,  
Jharmari, Punjab, India, 140501

Dear Sir,

**Sub: Recommendation of price in terms under Section 42 & Section 62 of Companies Act, 2013 along with Rules & Regulations as amended from time to time.**

We refer to the Board Resolution dated December 10, 2023 wherein **CHEMENERGY BIOFUELS PRIVATE LIMITED** ("Company" or "ChemEnergy" or "CBPL") have requested me i.e. Hitesh Jhamb, ("Valuer" or "me") to recommend fair value in connection with the proposed issue and allotment of equity shares.

We hereby enclose the Report on Valuation of Equity Shares. The valuation is prepared in compliance with **International Valuation Standards**. The sole purpose of this report is to assist the Company to determine a price in terms of under Section 42 & Section 62 of Companies Act, 2013.

Based on the Scope and limitations of work, Sources of information and Valuation methodology of the report and the explanations therein, the fair value of the equity shares of the Company amounts to **INR 350.00/- (Rounded off to INR 349.87/- per equity share)**.

**Hitesh** Digitally signed  
by Hitesh Jhamb  
Date: 2023.09.30  
**Jhamb** 16:23:46 +05'30'

**Hitesh Jhamb**  
Registered Valuer - Securities or Financial Assets  
Registration No. IBBI/RV/11/2019/12355  
CP No. DJF/RVO/005/SFA  
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## **VALUATION ANALYSIS**

In the following paragraphs, we have summarized our Valuation Analysis (the "Analysis") of the business of the Company as informed by the Management and detailed herein, together with the description of the methodologies used and limitations on our scope of work.

### **1. Context and Purpose**

Based on discussion with the Management, we understand that the Company's promoters are evaluating the possibility of issue and allotment of shares. In this context, the Management requires our assistance in determining the fair value of equity shares of the Company.

### **2. Conditions and major Assumptions**

#### **Conditions**

The historical financial information about the company presented in this report is included solely for the purpose to arrive at value conclusion presented in this report, and it should not be used by anyone to obtain credit or for any other unintended purpose. Because of the limited purpose as mentioned in the report, it may be incomplete and may contain departures from generally accepted accounting principles prevailing in the country. We have not audited, reviewed, or compiled the Financial Statements and express no assurance on them. The financial information about the company presented in this report includes normalization adjustments made solely for the purpose to arrive at value conclusions presented in this report. Normalization adjustments as reported are hypothetical in nature and are not intended to present restated historical financial results or forecasts of the future.

Readers of this report should be aware that business valuation is based on future earnings potential that may or may not be materialized. Any financial projections e.g. projected balance sheet, projected profit and loss account, Projected Cash flow Statement as presented in this report are included solely to assist in the development of the value conclusion. The actual results may vary from the projections given, and the variations may be material, which may change the overall value.

This report is only to be used in its entirety, and for the purpose stated in the report. No third parties should rely on the information or data contained in this report without the advice of their

lawyer, attorney or accountant.

We acknowledge that we have no present or contemplated financial interest in the Company. Our fees for this valuation are based upon our normal billing rates, and not contingent upon the results or the value of the business or in any other manner. We have no responsibility to modify this report for events and circumstances occurring subsequent to the date of this report.

We have, however, used conceptually sound and generally accepted methods, principles and procedures of valuation in determining the value estimate included in this report. The valuation analyst, by reason of performing this valuation and preparing this report, is not to be required to give expert testimony nor to be in attendance in court or at any government hearing with reference to the matters contained herein, unless prior arrangements have been made with the analyst regarding such additional engagement.

#### **Assumptions**

The opinion of value given in this report is based on information provided in part by the management of the Company and other sources as listed in the report. This information is assumed to be accurate and complete.

We have relied upon the representations contained in the public and other documents in our possession concerning the value and useful condition of all investments in securities or partnership interests, and any other assets or liabilities except as specifically stated to the contrary in this report. We have not attempted to confirm whether or not all assets of the business are free and clear of liens and encumbrances, or that the owner has good title to all the assets.

We have also assumed that the business will be operated prudently and that there are none foreseen adverse changes in the economic conditions affecting the business, the market, or the industry. This report presumes that the management of the Company will maintain the character and integrity of the Company through any sale, reorganization or reduction of any owner's/manager's participation in the existing activities of the Company.

We have been informed by management that there are no environmental or toxic contamination problems, any significant lawsuits, or any other undisclosed contingent liabilities which may potentially affect the business, except as may be disclosed elsewhere in this report. We have assumed that no costs or expenses will be incurred in connection with such liabilities, except as explicitly stated in this report.

### 3. Background of the company and Industry

Chemenergy Biofuels Private Limited was incorporated on December 17, 2019, under the Companies Act, 2013 under Registrar of Companies – Delhi. The CIN of Company is U24290HR2019PTC084192 and the Registered Office of the company is situated at 120-A, Model Town, Ambala, Ambala City, Haryana, India, 134003 .

The company was founded by Saggarr Family and is a leading Petroleum Products Trading Company, Refiner of the Crude Oil, and a Developer of Projects Related to Refineries, Power and Petrochemicals.

#### **The Company has following Directors/Key Management Personnel:**

S. No.	Name of KMP	Designation
1.	Harish Saggarr	Director
2.	Hardeep Singh	Director
3.	Yatin Saggarr	Director
4.	Sidharth Saggarr	Director
5.	Srivats Chaturvedi	Additional Director
6.	Mehak Singla	Company Secretary

### 4. Background information of the asset being valued

Equity Shares of Company.

### 5. Purpose of valuation and appointing authority:

To determine a price Section 42 & Section 62 of Companies Act, 2013 along with Rules & Regulations as amended from time to time.

The Board of Director of the Company has appointed the Registered Valuer vide Board Resolution December 10, 2023.

**6. Identity of the valuer and any other experts involved in the valuation:**  
Hitesh Jhamb, Registered Valuer - Securities or Financial Assets vide Registration No.  
IBBI/RV/11/2019/12355 having office at A-259, Portion II, Defence Colony, New Delhi-110024.

**7. Disclosure of valuer interest/conflict, if any: Nil**

**8. Date of appointment, valuation date and date of report:**

<b>Date of appointment</b>	10.12.2023
<b>Valuation date</b>	30.09.2023
<b>Date of report</b>	14.12.2023

**9. Basis/ bases of value used**

This appraisal report relies upon the use of fair market value as the standard of value. For the purposes of this appraisal, fair market value is defined as the expected price at which the subject business would change hands between a willing buyer and a willing seller, neither being under a compulsion to conclude the transaction and both having full knowledge of all the relevant facts. This is essentially identical to the market value basis as it is defined under the International Valuation Standards. The appraisal was performed under the premise of value in continued use as a going concern business enterprise. In our opinion this premise of value represents the highest and best use of the subject business assets.

**10. Valuation Standards**

The Report has been prepared in compliance with the **International Valuation Standards**.

**11. Valuation Methodology, Approach and Procedures adopted in carrying out the valuation**

The standard of value used in the analysis is "Fair Value", which is often defined as the price, in terms of cash or equivalent, that a buyer could reasonably be expected to pay, and a seller could reasonably be expected to accept, if the business were exposed for sale on the open market for a reasonable period of time, with both buyer and seller being in possession of the pertinent facts and neither being under any compulsion to act.

Valuation of a business is not an exact science and ultimately depends upon what it is worth to a

serious investor or buyer who may be prepared to pay substantial goodwill. This exercise may be carried out using various methodologies, the relative emphasis of each often varying with:

- whether the entity is listed on a stock exchange;
- industry to which the Company belongs;
- past track record of the business and the ease with which the growth rate in cash flows to perpetuity can be estimated;
- extent to which industry and comparable company information are available.

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

**i. Cost Approach:**

The value arrived at under this approach is based on the audited financial statements of the business and may be defined as Shareholders' Funds or Net Assets owned by the business. The balance sheet values are adjusted for any contingent liabilities that are likely to materialize.

The Net Asset Value is generally used as the minimum break-up value for the transactions in this methodology ignores the future return the assets can produce and is calculated using historical accounting data that does not reflect how much the business is worth to someone who may buy it as a going concern.

*The current NAV would not be reflective of its growth potential going forward and thus would not reveal the true business value of the Company. Hence, keeping the context and purpose of the Report in mind, we have not used this method in the Analysis.*

**ii. Market Approach:**

The Market Approach can be applied through different methods, namely Market Price Method, Comparable Companies Multiple Method Comparable Transaction Multiple Method and Prior Sale of Business Method, which are discussed in detail in the following paragraphs.

**Market Price Method**

In this method, a valuer shall consider the traded price observed over a reasonable period while valuing assets which are traded in the active market. A valuer shall also consider the market where

the trading volume of asset is the highest when such asset is traded in more than one active market.

A valuer shall use average price of the asset over a reasonable period. The valuer should consider using weighted average or volume weighted average to reduce the impact of volatility or any one time event in the asset.

### **Comparable Companies Multiple Method**

Market Comparable Method involves the identification of comparable companies followed by the derivation of market based multiples. While applying such multiples to the subject company's financial metrics (e.g. revenue or earnings), careful adjustments to account for differences in fundamentals between the comparable companies and the subject must be undertaken.

Theoretically, a comparable company is the one with cash flows, growth potential and risk similar to the company being valued.

Conventionally, looking at the companies within the sector provides a better-matched and similar-profiled set of comparable companies.

Alternatively, in some cases, it is necessary to look across sectors to identify comparable companies.

In practice, one seldom finds exactly similar companies.

The next step is to arrive at a standardized set of ratios for comparison, commonly known as multiples. Multiples are a ratio of the enterprise value/equity value over different financial parameters like Revenue, Earnings before Interest, Tax, Depreciation and Amortization ("EBITDA"), Profit after Tax ("PAT"), Earnings per Share ("EPS"), book value etc., with some being preferred over the others.

For example, EBITDA multiple is preferred over PAT multiple so as to eliminate the effect of differences in depreciation policies and the impact of leveraging.

As comparable companies are not exactly similar to the company being valued, the multiples derived from such companies cannot be applied across act, and thus merit various subjective adjustments to account for differences in risk profile, growth rate, etc. For example, a company with higher EBITDA margin should command a better multiple than an average performer or a positive adjustment is required for a company with better growth potential.

In some cases, multiples of non-financial parameters are also used.

For example, it is a common practice to evaluate oil companies using multiples of value per barrel

of oil or in case of banking shares using value based on the loan portfolio. Furthermore, while valuing hospitals, valuation practitioners rely on industry specific metrics such as enterprise value/operating hospital bed.

#### **Comparable Companies Transaction Method**

A variant of the Comparable Companies Multiple Method, the Comparable Companies Transaction Method uses transaction multiples in place of trading multiples. Transaction multiples, as the name suggests, are the multiples implied in the recent acquisitions/disposals of comparable companies.

This method is especially use fulfill there are limited comparable companies. Also, it incorporates the market sentiments in a better Market Approach way, as the multiples, unlike trading multiples which are affected by the inefficiencies of the market, are based on an informed negotiation between buyers and sellers.

Various factors should be considered while using transaction multiples. These are nature of transaction-hostile deal, group restructuring, industry trends, negotiation or control premiums that may have been paid, time of transaction-whether at the high or low of industry cycle, consideration share or cash, contingent to future performance, etc.

This method suffers from limitation of data availability, as the requisite information relating to transactions, specially about private companies, is seldom available.

#### **Prior Sale of Business Method**

Prior Sale of Business Method, like the Market Transaction Method, makes use of transaction multiples. However, transaction multiples used in this case are the ones implied in the prior transactions involving the subject company itself. For example, an earlier stake sale in business can be used to provide a benchmark valuation of a company, provided the same was between unrelated parties.

Transaction multiples should be adjusted for timings of the transactions and intermediate changes in the stage of business, earnings margin, growth rate, etc.

***We have not considered this methodology in the analysis, as we understand that data of Indian Company having similar growth rates, business composition, stage and riskiness of business is not available for any Indian transactions in the sector to which the Company belongs.***

iii. Income Approach:

**Maintainable Profit Method (Discounted Free Cash Flows –“DFCF”)**

The DFCF method expresses the present value of the 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. The value of the firm by estimating the Free Cash Flows to Firm(FCFF) and discounting the same with Weighted Average cost of capital (WACC). The DFCF method using the FCFF, values Company as an overall. This is estimated by forecasting the free cash flows available for the Company (which are derived on the basis of likely future earnings of the companies) and discounting these cash flows to their present value at the WACC. The DFCF methodology is considered to be the most appropriate basis for determining the earning capability of a business. It expresses the value of a business as a function of expected future cash earnings in present value terms.

In the DFCF approach, the appraiser estimates the cash flows of any business after all operating expenses, taxes, and necessary investments in working capital and Capex is being met. As this methodology is focused at finding the value of the Firm so the interest charges (post tax) should be added back.

*We have considered this methodology for calculation of fair equity value of the Company after considering its business plan, we have derived the Equity value and added cash balance as on the date of Valuation. We have applied this methodology as it is based on future business plan of the Company.*

**12. Major factors that influenced the valuation**

Price of equity shares depends on a host of factors like earnings per share, prospects of expansion, future earnings potential, possible issue of bonus or rights shares, etc. Some demand for a particular stock may give pleasure of power as a shareholder or prestige and control on management. Satisfaction and pleasure in the non-monetary sense cannot be considered in any practical and quantifiable sense. Many psychological and emotional factors influence the demand for a share.

**13. Sources of Information**

The Analysis is based on a review of the business plan of the Company provided by the Management and information relating to the education sector as available in the public domain.

Specifically, the sources of information include:

- Discussions with the Management;
- Provisional Financial Statement (Profit & Loss, Balance Sheet) from 1st April 2023 till 30<sup>th</sup> September 2023 as provided by the Management;
- Estimated Financial Statements (Profit & Loss, Balance Sheet) from 1<sup>st</sup> October 2023 till 31st March 2024 as provided by the Management;
- Projected Financial Statements (Profit & Loss, Balance Sheet) from 1st April 2024 till 31st March 2028, as provided by the Management;
- India 10-Year Bond Yield as on date of valuation (<https://in.investing.com/rates-bonds/india-10-year-bond-yield-historical-data>);
- CAGR on Index - Nifty 500 Market for 20 years period from 1<sup>st</sup> October 2003 till 29<sup>th</sup> September 2023 (<https://in.investing.com/indices/s-p-cnx-500-historical-data>);
- Damodaran - Unlevered Beta (Corrected for Cash) - Weighted average of Oil/Gas (Integrated, Production, Exploration, Distribution & Equipments) Sector as published on January 05, 2023
- In addition to the above, we have also obtained such other information and explanations which were considered relevant for the purpose of the Analysis.

#### **14. Caveats, limitations and disclaimers**

Provision of valuation recommendations and considerations of the issues described herein are areas of our regular corporate advisory practice. The services do not represent accounting, assurance, financial due diligence review, consulting, transfer pricing or domestic/international tax-related services that may otherwise be provided by us.

Our review of the affairs of the Company and their books and account does not constitute an audit in accordance with Auditing Standards. We have relied on explanations and information provided by the Management of the Company and accepted the information provided to us as accurate and complete in all respects. Although, we have reviewed such data for consistency and reasonableness, we have not independently investigated or otherwise verified the data provided. Nothing has come to our attention to indicate that the information provided had material misstatements or would not afford reasonable grounds upon which to base the Report.

The report is based on the financial projections provided to us by the management of the company and thus the responsibility for forecasts and the assumptions on which they are based is solely that of the Management of the Company and we do not provide any confirmation or assurance on the achievability of these projections. It must be emphasized that profit forecasts necessarily depend upon subjective judgment. Anything based on these numbers are responsibility of the

management of the company. Similarly we have relied on data from external sources. These sources are considered to be reliable and therefore, we assume no liability for the accuracy of the data. We have assumed that the business continues normally without any disruptions due to statutory or other external/internal occurrences.

The valuation worksheets prepared for the exercise are proprietary to **Hitesh Jhamb, Registered Valuer** and cannot be shared. Any clarifications on the workings will be provided on request, prior to finalizing the Report, as per the terms of our engagement.

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.

The Valuation Analysis contained herein represents the value only on the date that is specifically stated in this Report. This Report is issued on the understanding that the Management of the Company has drawn our attention to all matters of which they are aware, which may have an impact on our Report up to the date of signature. We have no responsibility to update this Report for events and circumstances occurring after the date of this Report.

We have no present or planned future interest in the Company and the fee for this Report is not contingent upon the values reported herein.

Our Valuation Analysis should not be construed as investment advice; specifically, we do not express any opinion on the suitability or otherwise of entering into any transaction with the Company.

#### **15. Distribution of report**

The Analysis is confidential and has been prepared exclusively for the purpose of allotment of shares. It should not be used, reproduced or circulated to any other person or for any purpose other than as mentioned above, in whole or in part, without the prior written consent of **Hitesh Jhamb, Registered Valuer**. Such consent will only be given after full consideration of the circumstances at the time. However, we do understand that the Report will be shared with the proposed allottee's of the Company.

## 16. Opinion Of Value Of The Business

Based on the analysis of the business of the Company, in our assessment, the fair value as at 30.09.2023 of equity share is INR 350.00/- (Rounded off to INR 349.87/-)

We trust the above meets your requirements. Please feel free to contact us in case you require any additional information or clarifications.

Yours faithfully,

Hitesh  
Jhamb

Digitally signed  
by Hitesh Jhamb  
Date: 2023.09.30  
16:24:32 +05'30'

Hitesh Jhamb  
Registered Valuer - Securities or Financial Assets  
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CHEMENERGY BIOFUELS PRIVATE LIMITED		
Assumptions		
R <sub>f</sub>	7.21%	Gsec 10 Year - 29.09.2023
R <sub>M</sub>	14.56%	CAGR on Nifty 500 Index from 01.10.2003 till 29.09.2023
Market Equity Risk Premium	7.35%	R <sub>M</sub> - R <sub>f</sub>
Beta	0.90	Damodaran India Unlevered Beta Corrected for Cash for Oil/Gas Sector (Integrated, Production, Exploration, Equipment, Distribution) as on 05.01.2023
Company Risk Premium	7.00%	Own Estimate
R <sub>e</sub>	20.79%	Formula CAPM
Growth rate Forecast	4.00%	Own Estimate
Residual Rate	16.79%	Cost of Equity - Growth Rate

DCF ANALYSIS						
		6M FY24	2024-25	2025-26	2026-27	2027-28
INR Lakhs						
<b>DCF ANALYSIS</b>						
Total Revenue		12,178.79	51,851.80	72,592.52	94,370.28	1,17,223.97
Operating Expenses		10,679.96	45,153.13	62,522.77	80,199.53	98,640.50
Earnings Before Interest, Tax & Depreciation		1,498.82	6,698.67	10,069.75	14,170.75	18,583.47
Less: Depreciation		329.21	787.54	866.30	952.93	1,048.22
Earnings Before Interest & Tax		1,169.62	5,911.13	9,203.45	13,217.82	17,535.25
Interest		252.48	461.00	653.00	644.00	620.00
Profit Before Tax		917.13	5,450.13	8,550.45	12,573.82	16,915.25
Taxes		451.70	1,397.91	2,050.66	3,079.67	4,190.65
Profit After Tax		465.43	4,052.22	6,499.80	9,494.15	12,724.61
Add: Depreciation		329.21	787.54	866.30	952.93	1,048.22
Less: Capex		3,297.72	1,287.57	1,416.33	1,557.96	1,713.76
Less: Change in Working Capital		-1,070.17	59.19	1,782.38	1,181.13	1,227.86
Add: Change in Long term Debt		384.20	-13.80	-240.00	-240.00	-360.00
Free Cash Flows to Equity (FCFE)		-1,048.71	3,479.21	3,927.39	7,467.99	10,471.21
Period Factor		0.50	1.00	1.00	1.00	1.00
Mid Year Adjustment		0.25	1.25	2.25	3.25	4.25
Discounting Factor	20.79%	0.95	0.79	0.65	0.54	0.45
Present Value of FCF		-1,000.34	2,747.50	2,567.60	4,041.97	4,691.93
Sum of Present Values (A)			13,048.66			
Perpetuity Growth Rate (Growth Rate)	4.00%					
Residual Capitalization Rate (Residual Rate)	16.79%					
Terminal Value			68,979.21			
Present value of Terminal (B)			30,908.16			
Equity Value (A+B)			43,956.82			
Discount Factor (Market & Control)	10.00%		(4,395.68)			
Total Equity Value (Post Discount)			39,561.14			
Add: Cash and Cash Equivalent			2.16			
Equity Value			39,563.30			
Equity Shares Outstanding			1,13,08,000			
Equity Value Per Share (In INR)			349.87			
Fair Value of Equity Share (INR)			350.00			

Hitesh Jhamb  
Digitally signed  
by Hitesh Jhamb  
Date: 2023.09.30  
16:25:01 +05'30'