

Valuation Report of

Marken Healthtech Private Limited

Registered Valuer

Sagar Shah

Reg. No.: IBBI/RV/06/2020/13744
ICAI RVO Reg. No.: ICAIRVO/06/RV-
P00155/2020-21

To,

**The Board of Directors,
Marken Healthtech Private Limited**

Shed No.1, Plot No.93/1,

Street No.17, MIDC Satpur,

Nashik, Maharashtra, India - 422007

**Subject: Fair Valuation of Equity Shares of Marken Healthtech Private Limited
("MHPL") for the purpose of issue of shares**

Dear Sir,

We refer to the engagement letter and discussions undertaken with the management of Marken Healthtech Private Limited, wherein you have requested Mr. Sagar Shah, Registered Valuer - Securities and Financial Assets ('We' or 'us'), to determine the fair value of Equity Shares as on the valuation date.

Please find enclosed the report detailing our analysis for arriving at fair value of Equity Shares of MHPL, the methodologies employed, and the assumptions used in our analysis.

This report sets out our scope of work, background, procedures performed by us, source of information, key value considerations and our opinion on the value analysis of the company.

Yours Faithfully



Sagar Shah

Registered Valuer - Securities and Financial Assets,

IBBI Registration No.: IBBI/RV/06/2020/13744

ICAI RVO Registration No.: ICAIRVO/06/RV-P00155/2020-2021

Date: 15th April, 2025

Place: Ahmedabad



Contents

Background	4
Scope of Work & Limitation	5
Information Sources	8
Shareholding Pattern of Company	9
Valuation Methodology and Working	10
Valuation Analysis	13
Conclusion.....	18
Scope Limitations, Assumptions and Disclaimers.....	19



Background

Background of Company

Marken Healthtech Private Limited (“MHPL” or “the Company”) is Private Limited Indian Non-Government Company incorporated in India on 26th March, 2024. Its registered office is Shed No.1, Plot No.93/1, Street No.17, MIDC Satpur, Satpur Nashik, Satpur Township, Nashik, Nashik, Maharashtra, India, 422007. It is registered at Registrar of Companies, Mumbai. Its authorized share capital as on 31st March, 2025 is Rs. 7,50,00,000 and its paid-up capital is Rs. 5,81,07,270.

MHPL is specialize in the manufacturing, supplying, and exporting of a comprehensive range of medical cold chain equipment, refrigerated vans, solar SPVs, scientific equipment, ventilators, and office & hospital furniture.

Corporate Identification Number (CIN) of the Company is U32509MH2024PTC422114 and its registration number is 422114.

Purpose of Valuation Exercise

The Board of Directors of MHPL has appointed Registered Valuer to issue the Valuation Report (“the report”) for the determination of the fair value of Equity Shares, as on the date of the report.

The valuation is undertaken based on the information and projected business details provided to us.

In view of the above background, we understand that the purpose of this report is to determine the fair value of Equity Shares for the proposed transaction only.



Scope of Work & Limitation

Scope of Work

The Management of the Company has requested us to carry out the fair value of Equity Shares as at Valuation Date.

Our scope is to estimate and arrive at the fair value of Equity Shares on the Valuation Date using Internationally Valuation Standards ("IVS"). Our deliverable for this engagement would be a valuation report ("Report").

Our report is based in accordance with Indian Valuation Standards, 2018 issued by the Institute of Chartered Accountants of India and internationally accepted valuation methods.

Appointment date, Valuation date and Report date

We have been appointed on 8th April, 2025. Considering the discussion with the Management, the valuation date for our analysis is 31st March, 2025. The valuation report is issued on 15th April, 2025.

Identity of the Valuer

Mr. Sagar Shah is a Registered Valuer as required under the Companies (Registered Valuers & Valuation) Rules, 2017. He is registered with the Insolvency & Bankruptcy Board of India vide registration number IBBI/RV/06/2020/13744. Primary membership is registered with the ICAI Registered Valuers Organization vide registration no. ICAIRVO/06/RV-P00155/2020-2021

Disclosure of Valuer Interest

We have no present or prospective contemplated financial interest in the company nor any personal interest with respect to the management of the company. 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.

Restrictions on use of the report

This Valuation Report is confidential and has been prepared exclusively for MHPL. It is to be considered only for the purpose of determining the fair value of Equity Shares only. It should not be circulated or reproduced to any other person for any purpose other than as mentioned without the prior consent of the valuer. This Valuation report should not be construed



as investment advice. Specifically, we do not express any opinion on the suitability or otherwise of entering into the proposed transaction.

Limitations

- It may be noted that valuation is a highly subjective exercise and the opinion on valuation may differ from valuer to valuer depending on the individual perception of the attendant circumstances. At best, it is an expression of opinion, or estimate based on certain assumptions. This valuation does not include the auditing of financial data provided to us, and therefore we do not take any responsibility for its accuracy and completeness of data provided to us.
- Also, Valuation is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgment. Further, the value achieved in the case of a transaction may be different from the valuation depending upon the circumstances and timing of the transaction. The knowledge, negotiability, and motivation of buyers and sellers will also affect the actual price achieved. Accordingly, our valuation will not necessarily be the price at which any agreement proceeds.
- We have not audited, reviewed, or compiled the financial statements of the Company and express no assurance on them. I have, however, used conceptually sound and generally accepted methods, principles and procedures of valuation in determining the value estimate included in this report. I have no responsibility to modify this report for events and circumstances occurring subsequent to the date of 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 valuation professional regarding such additional engagement.
- This report, its contents, and analysis herein are specific to i) the purpose of valuation agreed as per the terms of my engagement and ii) the report date.
- It has been represented that the business activities of the Company have been carried out in the normal course between 31st March, 2025 and the Report date and that no material changes have occurred in its operations and financial position between 31st March, 2025 and the Report Date.
- This report and the information contained herein are absolutely confidential and are intended for the use of management and representatives of MHPL for providing selected information and only in connection with the purpose mentioned above or for sharing with Shareholders, Registrar of Companies, and office of other regulatory or statutory authorities. It should not be copied, disclosed, circulated, quoted or referred to either in whole or in part, in correspondence or in discussion with any other person except to whom it is issued without my written consent.



- In the event, company or its management or its representatives intend to extend the use of this report beyond the purpose mentioned earlier in this report, with or without my consent, I 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.
- The valuation opinion is subjective and based on information provided and relied upon. We have no liability whatsoever to any person who makes any decision based on results given in this report.
- We have not attempted to confirm whether all assets of the business of the company are free and clear of liens and encumbrances, or that the owner has good title to all the assets. I have also assumed that the business of the company will be operated prudently and that there are no unforeseen adverse changes in economic conditions affecting the business, the market, or the industry.
- We have been informed that there is no environmental or toxic contamination problems, any significant lawsuits, or any other undisclosed contingent liabilities which may potentially affect the business of company, 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, if any.
- This report is based on the information received from the sources mentioned herein and discussions with the representatives of the company. We have assumed that no information has been withheld that could have influenced the purpose of my report.
- The fair valuation analysis expressed in this report pursuant to its valuation is based on the Going Concern assumption.
- Further, this valuation report is based on the extant regulatory environment and the business/market conditions, which are dynamic in nature and may change in future, thereby impacting the valuation of the company. The information presented in this valuation report does not reflect the outcome of any due diligence procedures, which may change the information contained herein and, therefore, the valuation report materially.



Information Sources

For the purpose of this report, the documents and/or information published or provided to us. We have fully relied on the information provided to us and does not vouch for the accuracy of the information provided.

We have relied upon the following information:

- a) Provisional financial statements starting from 1st April 2024 to 31st March, 2025;
- b) Financial Projections for the period starting from 1st April 2025 to 31st March 2029;
- c) Details of outstanding loans as on date along with interest rate;
- d) Fair value of investments as on valuation date;
- e) Latest Shareholding pattern as on Valuation date;
- f) Details of CCD's Outstanding as on valuation date;
- g) We have also relied upon written and verbal explanations and information given by the management of the company during the course of the exercise.

We have also considered/ obtained such other analysis, review, explanations and information considered reasonably necessary for our exercise, from the client or other publicly available sources.

(This space has been left blank intentionally)



Shareholding Pattern of Company

Details of the shareholders of MHPL as on valuation date are as under:

1	Mr. Korra Praveen Naik	12,75,000	21.94%
2	Mr. Parameshwara Chary Chittoju	12,75,000	21.94%
3	Commercinatate Enterprises Private Limited	4,85,792	8.36%
4	TPD Securities Private Limited	1,00,645	1.73%
5	Gunavanthkumar G HUF	1,75,000	3.01%
6	Prakash Chand G HUF	1,20,000	2.07%
7	Parag Bharat Mehata	1,08,108	1.86%
8	Public Shareholders	22,71,182	39.09%
	Total	58,10,727	100%

Additionally, the company has issued 15,62,021 Compulsorily Convertible Debentures (CCDs) between April 2024 to March 2025. The same has been considered for the valuation purpose.



Valuation Methodology and Working

Background of Valuation Analysis

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 and/or Business may vary according to different valuation methodologies that are adopted to ascertain the value for a specific purpose. Valuation of Equity or Business is an inexact science. It may sometimes involve a set of judgments and assumptions that may be subject to certain uncertainties.

In the section below, we have discussed some of the commonly used valuation methodologies. The valuation methodology to be adopted varies from case to case depending upon different factors affecting valuation. There are a number of methodologies to value companies/businesses using historical and forecast financials of the company.

A typical valuation analysis involves review and analysis of historical financials of the company and a broad comparison of the company's forecast financial projections as regards all the significant macro and micro variables such as economy and industry growth rate assumptions, inflation, interest and foreign exchange rates and tax rate forecasts. Company's profitability factors (industry competitive factors and company's operating strategies and its competitive position in the industry), economies of scale and optimal capital structure also affects the business valuation of the company.

The Valuation has been carried out, to the extent applicable, in accordance with ICAI Valuation Standards, 2018 ("ICAI VS") issued by the Institute of Chartered Accountants of India.

Basis of Valuation:

Valuation Basis means the indication of the type of value being used in an engagement. The basis of value considered for this analysis is fair value. Fair Value Base as per ICAI VS is defined as under:

"Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the valuation date."

The premise of Valuation:

The premise of Value refers to the conditions and circumstances in how an asset is deployed. A fair market valuation of the Company is carried out on a 'Going Concern' premise.

Going Concern Value is defined as under:

"Going concern value is the value of a business enterprise that is expected to continue to operate in the future. The intangible elements of going concern value result from factors such as having a trained workforce, an operational plant, the necessary licenses, systems, and procedures in place, etc."



Method of Valuation

There are several commonly used and accepted methods for determining the value of business/shares of the company, which would be applied to the present case, to the extent relevant and applicable, such as:

- Market Approach - Value based on Market multiples of Comparable listed companies (CCM).
- Asset Approach – Cost Replacement or Cost Reproduction value based on the value of the assets and liabilities.
- Income Approach - Value based on the Discounted cash flow (DCF) method.

The established methods of valuation and a brief description of each method is provided below:

Market Approach - Comparable Company Multiples Method (CCM)

Under the CCM Method, the value of shares/ business of a company is determined based on market multiples of publicly traded comparable companies, that is, valuation based on multiples benchmarked to the multiples of similar assets in the industry. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation.

To make this comparison, we begin by identifying a valuation multiple (like Price to Book value, Enterprise value to sales multiple or earnings multiple etc.). This multiple is applied to the earnings/sales/book value figure of the company being valued to arrive at the fair valuation of the company after making suitable adjustments for size & liquidity. Although no two companies are entirely alike, the companies selected as comparable companies should be engaged in the same or a similar line of business as the subject company.

Since there were no identifiable comparable listed companies exhibiting a comparable scale and nature of operations to that of MHPL and hence, we have not applied CCM approach in our valuation analysis.

Cost Approach – Cost Replacement Method

The cost approach provides an indication of value using the economic principle that a buyer will pay no more for an asset than the cost to obtain an asset of equal utility, whether by purchase or by construction, unless undue time, inconvenience, risk or other factors are involved. The approach provides an indication of value by calculating the current replacement or reproduction cost of an asset and making deductions for physical deterioration and all other relevant forms of obsolescence.

Taking into account MHPL's status as a going concern company, the Cost Approach would not be reflective of the growth potential of the business 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 our analysis.



Income Approach - Discounted Free Cash Flow Method (DCF)

Under this method, the value of Equity Shares of the Company is arrived at by analyzing the historical trends and the future financial projections of the Company. This method takes into account the future potential earnings of the Company and profitability of the Company.

It discounts the future earning potential of the Company and arrives at the possible market price of the Company on the present day. The Discounted Free Cash Flow Method is one of the most rigorous approaches to the valuation of a business. In this method, the projected free cash flows from business operations are discounted at the weighted average cost of capital or cost of equity, as the case may be and the sum of such discounted free cash flows is the value of the business.

The use of Discounted Free Cash Flows method involves determining the following:

- Estimated future cash flows
- Number of years of cash flows used in the study
- Appropriate Discount Rate to be applied to cash flows
- The continuing value i.e. the cumulative value of the free cash flows beyond the explicit forecast period.

Considering the background of the transaction and the fact that management can reliably estimate the future financial projections, stable cash flows and growth prospects, we have considered DCF method of Valuation.

Conclusion

In light of the aforementioned factors and after a careful assessment of valuation methodologies, we have conducted valuation analysis using DCF method to arrive at a fair value of Equity shares for the issue of shares.



Valuation Analysis

As mentioned above, we have adopted Income approach where we have used DCF to determine fair value of Equity Shares of the Company and the detailed analysis of the method is outlined in their corresponding section below.

Income Approach - DCF Method

Under the Income Approach, Valuation analysis has been carried out using the DCF Method, wherein we have taken the projected free cash flows from business operations and discounted the same with the cost of capital.

We have carried out the analysis based on the provisional financial statement provided as on 31st March 2025, details of the same are as under:

Financial Projection

For valuing the equity share of MHPL, we have relied on the Projections as prepared and provided to us. The projected data provided to us are for period 1st April, 2025 to 31st March 2029.

We did not carry out any validation procedures or due diligence with respect to the information provided/ extracted or carry out any verification of the assets or comment on the achievability of the assumptions underlying the Projections, save for satisfying ourselves to the extent possible that they are consistent with other information provided to us during the course of this engagement.

Discount factor

An important element of valuation using DCF is the selection of a discount rate that reflects the expected rate of return (adjusted for risks associated with the investment) to prospective investors in similar investment opportunities. As we are computing free cash flow to the firm, we are considering the cash flow for the Enterprise as whole. The weighted average cost of capital (WACC), which reflects the opportunity cost to company is used as the best indicator of the relevant discount rate.

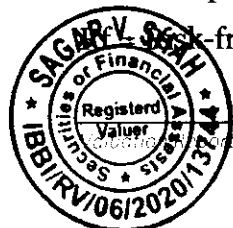
The calculation of WACC has been elucidated below:

Determination of Cost of Equity

The cost of equity has been determined by using the Capital Asset Pricing model ("CAPM").

Cost of Equity = $R_f + (R_m - R_f) * \beta + \alpha$

R_f - free rate of return



R_m = Return on diversified market portfolio

$R_m - R_f$ = Market Risk premium

β = Systematic risk factor associated with the industry i.e. Beta.

α = Company Specific Risk Premium

Determination of Risk-Free Rate and Market Risk Premium

R_f has been taken at 6.58% being YTM on long-term risk-free central government securities based on yield of India 10-Year Government Bond as on date of valuation. Market Risk Premium is the premium earned on equities issued in India over and above the risk-free return R_f earned i.e. Risk Premium = $R_m - R_f$. The average rate of return on Equity (R_m) is taken on the basis of the average equity market return of the NSE 500 over 10 years (2015-2025) is 11.83% (R_m). Accordingly, the Market risk premium has been arrived at is 5.25%.

Determination of Beta

Beta is a measure of volatility or systematic risk of the return on a particular security to the return on a market portfolio. As per the Industry practice, we have also used Aswath Damodaran data for arriving at Beta. It is evident that the company operates in the Healthcare Products Industry and consequently, we have considered the unlevered beta provided of Healthcare Products Industry as arrived at by Aswath Damodaran i.e. 0.92 which has been considered along with the debt equity structure of the company to arrive at the relevered beta which worked out to 1.09 which we have used for our analysis.

Company Specific Risk Premium

K_e has been considered after adding company specific risk premium of 15.00% on a reasonable basis.

Accordingly, K_e has been computed as follows:

Cost of Equity	
Risk free rate (R_f)	6.58%
Market Return (R_m)	11.83%
Beta	1.09
Company Specific Risk Premium	15.00%
Cost of Equity (K_e)	27.29%

Cost of Debt

The company has obtained loans from different sources, and as per the information provided to us by the management, the average rate of interest on these loans worked out to 10.00%.

The calculation of the effective Cost of Debt has been elucidated below:



Cost of Debt	
Cost of Debt	10.00%
Tax Rate	25.17%
Effective Cost of Debt	7.48%

Calculation of WACC

Given all the above, WACC for MHPL works out as under:

WACC	
[INR in Lakhs]	
Effective Cost of Debt	7.48%
Cost of Equity	27.29%
Equity share capital*	20,000
Debt	4,824
Weight of Equity	80.57%
Weight of Debt	19.43%
WACC	23.44%

The WACC i.e. 23.44% as determined above is taken into account to determine the present value of free cash flows arising to the enterprise from the explicit forecast period.

* We have calculated and taken the market value of Share capital as on the valuation date and for the calculation of WACC only.

Determination of Value in Perpetuity

The perpetuity value is the value of the business beyond the explicit forecast period and is the value of the maintainable annual cash flow divided by the WACC less growth factor. The perpetuity value is then discounted to the present value. We have considered 2.50% perpetuity growth considering the nature of the business model of MHPL and the industry to which it caters.

The sum of value during the explicit forecast period and perpetuity value gives the "Enterprise Value".

Given below is a brief overview of valuation analysis under DCF Method, detailed working is given in **Annexure 1**.



Free Cash Flow Buildup				
[INR in Lakhs]				
Projected Annual Forecast				
Period	2026P	2027P	2028P	2029P
	0.50	1.50	2.50	3.50
Unlevered FCFs	-9,927.64	-16,848.60	-323.37	14,824.49
WACC	23.44%	23.44%	23.44%	23.44%
Present value of FCFE	-8,935.59	-12,282.01	-190.97	7,092.41
Sums of present values of FCFs	-14,316.16			

Terminal Value	
(INR in Lakhs)	
Growth in perpetuity method:	
Long term growth rate	2.50%
WACC	23.44%
Free cash flow (t+1)	15,195.10
Terminal Value	72,574.75
Present Value of Terminal Value	34,721.57

Surplus Assets	
(INR in Lakhs)	
Loans & Advances	2,220.43
Investments	2,500.95
Statutory dues	(1,082.90)
Total	3,693.29



Calculation of Share Price	
<i>(INR in Lakhs except stated otherwise)</i>	
Enterprise Value	20,405.41
Add: Cash and Cash Equivalents	832.06
Add: Surplus Assets	3,639.29
Less: Debt	4,823.97
Equity Value	20,052.79
Shares Outstanding <i>(in absolute number) *(refer note 1)</i>	73,72,748
Fair Value of Equity Share	271.99

As detailed out above, the total Equity value of the business works out to be INR **200.53 Cr** and per share value works out to **INR 271.99/-**

***Note 1 - Diluted Number of Shares**

As per the existing share capital, the issued number of equity shares are 58,10,727. The issued number of Compulsory Convertible Debentures (CCD) is 15,62,021. The conversion terms of CCD into equity is 1:1. Therefore, total number of diluted equity shares after considering the effect of CCD into equity is 73,72,748. In order to arrive at the fair value as on 31 December 2024, we have considered diluted number of equity shares, i.e. 73,72,748.

1	Issued Equity Shares	58,10,727
2	Compulsorily Convertible Debentures (CCD)	15,62,021
3	CCD to Equity Conversion Ratio	1:1
	Total Diluted Equity Shares	73,72,748



Conclusion

Based on the detailed analysis and computation explained above, the total Equity value of the company works out to be **INR 200.53 Cr** and per share value works out to **INR 271.99** and same can be considered for the proposed issue transaction.

Yours Faithfully



Sagar Shah

ICAI Membership Number: 138604

Reg. No.: IBBI/RV/06/2020/13744

ICAI RVO Reg. No.: ICAIRVO/06/RV-P00155/2020-21

Date: 15th April, 2025

Place: Ahmedabad



Scope Limitations, Assumptions and Disclaimers

Provision of valuation opinions and consideration of the issues described herein are areas of our regular practice. The services do not represent accounting, assurance, accounting/ tax due diligence, consulting or tax related services that may otherwise be provided by us.

This report, its contents and the results herein are specific and subject to

- i. the purpose of valuation agreed as per the terms of this engagement;
- ii. the date of this report;
- iii. realization of cash flow projections as provided ; and
- iv. data detailed in the section- Sources of Information.

A value analysis of this nature is necessarily based on the prevailing stock market, financial, economic and other conditions in general and industry trends in particular. It is based on information made available up to the report date, events occurring after that 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.

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 yield on comparable securities, market sentiment etc., which are not evident on the face of the financial statement but which will strongly influence the equity value of the Company.

The estimation(s) rendered in this report only represent our estimation(s) based upon information furnished by the Company till the report date and other sources, and the said estimate(s) shall be considered to be in the nature of non-binding advice (our recommendation should not be used for advising anybody to take buy or sell decision, for which specific opinion needs to be taken from expert advisors).

The determination of fair value is not a precise science and the conclusions arrived at in many cases, will, of necessity, be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single fair value. While we have provided estimate for the fair value of Equity Shares of MHPL based on the information available to us and within the scope and constraints of our engagement, others may have a different opinion.

In the course of our analysis, we were provided with both written and verbal information, including market, technical, financial and operating data.

In accordance with the terms of our engagement, we have assumed and relied upon, without independent verification of,



- i. the accuracy of information made available to us , which formed a substantial basis for this report; and
- ii. the accuracy of the information that was publicly available

We have neither carried out a due diligence or audit or review of the Company for the purpose of this engagement, nor independently investigated or otherwise verified the data provided.

We are not legal or regulatory advisors with respect to legal and regulatory matters for the transaction. We do not express any form of assurance that the financial information or other information as prepared and provided by the Company is accurate. Also, with respect to explanations and information sought from the advisors, we have been given to understand by the Company that they have not omitted any relevant and material factors and that they have checked the relevance or materiality of any specific information to the present exercise with us in case of any doubt.

Accordingly, we do not express any opinion or offer any form of assurance regarding its accuracy and completeness. Our conclusions are based on these assumptions and information given by/on behalf of the management. It is understood that any omissions, inaccuracies or misstatements may materially affect our analysis/results. Accordingly, we assume no responsibility for any errors in the information furnished by the Company and their impact on the report. Also, we assume no responsibility for technical information (if any) furnished by the Company. However, nothing has come to my attention to indicate that the information provided was materially misstated/ incorrect or would not afford reasonable grounds upon which to base the report. We do not imply and it should not be construed that we have verified any of the information provided to us, or that my inquiries could have verified any matter, which a more extensive examination might disclose.

The report assumes that the Company complies fully with relevant laws and regulations applicable in all its areas of operations and that the Company will be managed in a competent and responsible manner. Further, except as specifically stated to the contrary; this report has given no consideration on to matters of a legal nature, including issues of legal title and compliance with local laws and litigation and other contingent liabilities that are not represented to us.

This report neither look into the business/ commercial reasons behind the transaction nor the likely benefits arising out of the same. Similarly, the report does not address the relative merits of the transaction as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available. This report is only restricted to the estimation of the fair value of Equity Shares of MHPL.

We must emphasize that realization of free cash flow forecast used in the analysis will be dependent on the continuing validity of assumptions on which they are based. Our analysis therefore, will not, and cannot be directed to providing any assurance about the achievability of the financial projections. Since the financial forecasts relate to the future, actual results are likely to be different from the projected results because events and circumstances do not occur as



expected, and the differences could be material. To the extent that our conclusions are based on the forecasts, we express no opinion on the achievability of those forecasts. The fact that we have considered the projections in this valuation exercise should not be construed or taken as our being associated with or a party to such projections.

The fee for the Engagement is not contingent upon the results reported. We owe responsibility only to the management of MHPL, who have appointed us, and nobody else. We do not accept any liability to any third party in relation to the issue of this report. It is understood that this analysis does not represent a fairness opinion. In no circumstance shall the liability exceed the amount as agreed in our Engagement Letter.

Neither the value analysis report nor its contents be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than in connection with the purpose of ascertaining the fair value of Equity Shares of MHPL without our prior written consent.

<<<< *End of Report*>>>>



Annexure 1 - DCF Working

[INR in Lakhs]

Free Cash Flow Buildup

Period	Projected Annual Forecast			
	2025-26P	2026-27P	2027-28P	2028-29P
Total Revenues	32,000.00	52,500.00	65,625.00	75,468.75
EBITDA	8,493.24	14,928.71	18,949.99	21,639.55
EBIT	7,099.93	10,980.52	14,056.04	17,445.20
Tax rate	25.17%	25.17%	25.17%	25.17%
EBIAT	5,312.88	8,216.73	10,518.13	13,054.24
Depreciation & Amortization	1,393.31	3,948.19	4,893.95	4,194.36
Net change in Working Capital	-7,271	-9,014	-5,735	-2,424
Capex	-9,363	-20,000	-10,000	-
Unlevered free cash flows	-9,927.64	-16,848.60	-323.37	14,824.49
WACC	23.44%	23.44%	23.44%	23.44%
Present value of free cash flows	-8,935.59	-12,282.01	-190.97	7,092.41
Sum of present values of FCFs	-14,316.16			

Terminal Value

Growth in perpetuity method:

Long term growth rate	2.50%
WACC	23.44%
Free cash flow (t+1)	15,195.10
Terminal Value	72,574.75
Present Value of Terminal Value	34,721.57

WACC

Cost Of Debt	10.00%
Tax Rate	25.17%
Effective Cost of Debt	7.48%
Cost of Equity	27.29%
Equity Share Capital	20,000
Debt	4,824
Weight of Equity	80.57%
Weight of Debt	19.43%
WACC	23.44%

Cost of Equity

Risk free rate (Rf)	6.58%
Market Return (Rm)	11.83%
Beta	1.09
Company Specific Risk Premium	15.00%
Cost of Equity (Ke)	27.29%

Equity Value Per Share

Enterprise Value	20,405.41
Add: Cash and Cash Equivalents	832.06
Add: Surplus Assets	3,639.29
Less: Debt	4,823.97
Total Equity Value of Company	20,052.79
Outstanding Shares	73,72,748
Per Share Value	271.99

