



MANOJ SHAW & CO.
COMPANY SECRETARIES

"PODDAR COURT" 18, Rabindra Sarani
Gate no. 1, 3rd Floor, Room No. 331,
Kolkata - 700001

☎ :033-46031517

E-mail : shawmanoj2003@gmail.com
shawmanoj2003@yahoo.co.in

COMPLIANCE CERTIFICATE

[Pursuant to Regulation 163(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018]

January 17, 2024

To

The Members,
RPSG Ventures Limited
CESC House, Chowringhee Square
Kolkata- 700 001

Subject: **Certificate of Practicing Company Secretary in respect of compliance of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 for issue and allotment of 35,75,000 equity shares of the Company having face value of Rs.10 (Rupees Ten) each, on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015**

Dear Sir/Madam,

I, Manoj Prasad Shaw, Proprietor of Manoj Shaw & Co., Practicing Company Secretaries, Membership No: 5517, CP No. 4194, having office at 18 Rabindra Sarani, "Poddar Court", Gate no. 1, 3rd Floor, Room No. 331, Kolkata- 700001, has been appointed by the Board of Directors of RPSG Ventures Limited ("the Company") to confirm and certify that the proposed preferential issue of 35,75,000 equity shares of the company having face value of Rs.10 (Rupees Ten) each to the following proposed allottees, is in compliance with the requirements of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the applicable provisions of the Companies Act, 2013 (the "Act") and rules framed thereunder, subject to the approval of the members of the Company via Postal Ballot through e-voting process:

Sl. No.	Details of Proposed Allottees and PAN	Category of Proposed Allottees	Number of Equity Shares	Consideration (Rs.)
1	Rainbow Investments Limited Duncan House 31, Netaji Subhas Road, Kolkata - 700 001 PAN: AAACR3915Q	Promoter	11,70,000	93,01,50,000
2	Integrated Coal Mining Limited CESC House, Chowringhee Square, Kolkata - 700 001 PAN: AAACI5584L	Promoter Group	24,05,000	191,19,75,000
Total			35,75,000	284,21,25,000



As per requirement of Regulations 163(2) of the SEBI ICDR Regulations, this certificate shall be uploaded in the websites of the Company at www.rpsgventures.com alongside the Postal Ballot Notice sent to the members of the company for their consideration and necessary approval to the issue of shares on preferential basis. This certificate shall also be opened for inspection at the registered office of the Company during business hours on all working days between 10:00 a.m. at 12:00 noon.

Managements' Responsibility

The compliance with the aforesaid and relevant SEBI ICDR Regulations and the Act for the preferential issue of equity shares and preparation of the notice of postal ballot, including its content is the responsibility of the management of the Company. This responsibility includes the design, implementation, maintenance of and adherence to the internal controls relevant to the preparation and maintenance of the relevant records and providing all relevant information. Also, this responsibility includes ensuring that the relevant records provided to us for our examination are correct and complete.

The management is also responsible for providing all relevant information to the Securities and Exchange Board of India and/or stock exchange(s).

In terms of the Articles of Association of the Company and in terms of the SEBI ICDR Regulations, the management of the Company has also obtained a valuation report from an independent registered valuer namely SSPA & Co. Chartered Accountants [Firm Registration No. 128851W] to consider the same for determining the price of the equity shares to be allotted pursuant to the preferential issue.

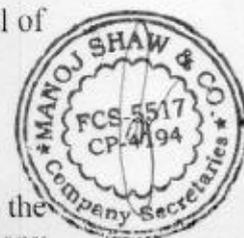
The Management of the Company has also obtained a pricing certificate from the undersigned in terms of Regulation 164(1) of SEBI ICDR Regulations.

Practicing Company Secretary's Responsibility

Pursuant to the requirements of Regulation 163(2) of the SEBI ICDR Regulations, it is our responsibility to provide limited assurance that the proposed preferential issue of the equity shares to the proposed allottees as mentioned above, are being made in accordance with the requirements of the SEBI ICDR Regulations to the extent applicable and applicable provisions of the Act and rules framed thereunder.

On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the management of the Company, as required under the SEBI ICDR Regulations, I have verified that the issue is being made in accordance with the requirements of these Regulations as applicable to the preferential issue, more specifically, the following:

1. Verified that all the present equity shares are fully paid up.
2. Reviewed and verified the draft notice of postal ballot, inter alia, seeking approval of the members of the Company for the preferential issue of above said equity shares.
3. Noted that the relevant date for proposed preferential issue is January 17, 2024.
4. On the basis of documents produced before us and undertaking produced by the proposed allottees, we certify that none of the proposed allottee(s) has/ have sold any equity shares of the Company during the ninety (90) trading days preceding the relevant date.



Further, where the proposed allottee(s) is/ are promoter/ promoter group entity, then none of entities in the promoter and promoter group entities has/ have sold any equity share of the Company during the ninety (90) trading days preceding the relevant date.

5. The requirements of lock in of pre preferential shareholding of each of the proposed allottees has been made in accordance with Regulations 167 (6) of SEBI ICDR Regulations.

6. On the basis of documents produced before us and undertaking produced by the proposed allottees belonging to promoter group, we certify that none of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI ICDR Regulations, 2018.

7. The proposed issue is being made in accordance with the requirements of Chapter V of SEBI ICDR Regulations, Sections 24 and 62 of the Companies Act 2013 and Rule 41 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act 2013. Further, the Company has complied with all legal and statutory formalities and no statutory authority has restrained the Company from issuing these proposed securities.

8. The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Articles of Association (AoA) of the Company. It is further confirmed that AoA of the Company require that the price of the equity shares of the Company for preferential issue to be determined through valuation requirements.

9. The equity shares of the Company are listed on National Stock Exchange of India Limited (NSE) as well as on BSE Limited. The price of shares of the company taking into consideration Ninety (90) trading days volume weighted average price of equity shares of the Company quoted on National Stock Exchange of India preceding the relevant date is Rs 702.89 and Ten (10) trading days' volume weighted average price of equity shares of the Company quoted on National Stock Exchange of India preceding the relevant date is Rs 787.47. In terms of valuation report from an independent registered valuer, the minimum issue price of the equity shares to be allotted pursuant to the preferential issue is Rs.792.53. Accordingly, issue price has been decided at Rs.795.00 which is higher than the minimum issue price as prescribed by the SEBI ICDR Regulations and the valuation report.

10. Verified the Permanent Account Number of proposed allottees subscribing to the preferential issue from the copy of PAN card.

11. The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. FY 2023-24 and FY 2024-25 is less than 5% of the post issue fully diluted share capital of the Issuer and there will be no change in control pursuant to the allottees.

Conclusion

Based on my examination, above and the information, explanations and written representation provided to us by the management and employees of the Company as well as proposed allottees, we hereby state that the proposed preferential issue of equity is being made in accordance with the requirements of the SEBI ICDR Regulations to the extent applicable and applicable provisions of the Companies Act, 2013 and rules framed thereunder.



Restriction of Use

This Certificate is issued solely for the information and use of the Board of Directors of the Company in connection with the proposed preferential issue and listing thereof and should not be used by any person or for any other purpose, Accordingly, I do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this Certificate is shown or into whose hands it may come without my prior consent in writing.



For Manoj Shaw & Co.

Manoj Prasad Shaw

Manoj Prasad Shaw

(Proprietor)

Practising Company Secretary

Membership No: 5517

CP No: 4194

UDIN: F005517E003243499

Place: Kolkata

SSPA & CO.

Chartered Accountants

1st Floor, "Arjun", Plot No.6A,

V. P. Road, Andheri (W),

Mumbai – 400 058. INDIA.

Tel. : 91 (22) 2670 4376 / 77

91 (22) 2670 3682

Website : www.sspa.in

REPORT ON VALUATION OF EQUITY SHARES OF RPSG VENTURES LIMITED

1. BACKGROUND

1.1 RPSG VENTURES LIMITED

RPSG Ventures Limited (hereinafter referred to as 'RVL' or the 'Company') is a part of the RP Sanjiv Goenka Group, a leading business conglomerate in India.

The Company, along with its subsidiaries, operates a diversified portfolio of businesses including information technology (IT) services, business process management (BPM), fast moving consumer goods (FMCG) including, ayurvedic formulations, real estate and sports. As a standalone entity, Company's core business consists of IT services, being provided to certain Group companies operating in the power sector. All other businesses are carried out through various subsidiary companies viz. Firstsource Solutions Limited, Guiltfree Industries Limited, Apricot Foods Private Limited, Herbolab India Private Limited, Quest Properties India Limited, ATK Mohun Bagan Private Limited, RPSG Sports Private Limited, RPSG Sports South Africa PTY Limited etc.

The equity shares of RVL are listed on BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE').

1.2 The equity shareholding pattern of the Company as on December 31, 2023 is given below:

Particulars	No. of Shares	Stake (%)
Promoter & Promoter group	1,74,38,125	59.09%
Public Shareholders	1,20,73,284	40.91%
Total	2,95,11,409	100.00%

1.3 Consolidated revenue from operations of the Company for six months period ended September 30, 2023 ('6ME Sep23') is INR 4,084.56 crores and the issued, subscribed and paid-up equity share capital of the Company as on December 31, 2023 is INR 29.51 crores.

1.4 As on date, the Company holds investments in the following subsidiary companies (hereinafter collectively referred to as 'Subsidiary Companies'):



Name of the Company	Effective stake of RVL (%)
<u>Quoted</u>	
Firstsource Solutions Limited ('FSL')	53.66%
<u>Unquoted</u>	
Guiltfree Industries Limited ('GIL')	100.00%
- Apricot Foods Private Limited ('AFPL')	70.00%
Quest Properties India Limited ('QPIL')	100.00%
- Metromark Green Commodities Private Limited ('MGCPL')	100.00%
- RP-SG Unique Advisory LLP (RP-SG UA LLP)	100.00%
Herbolab India Private Limited ('HIPL')	100.00%
APA Services Private Limited ('APA')	100.00%
- Rubberwood Sports Private Limited ('RSPL')	76.00%
- Kolkata Games and Sports Private Limited ('KGSPL')	96.52%
- ATK Mohun Bagan Private Limited ('ATK MBPL')	77.21%
RPSG Sports Private Limited ('RPSG Sports')	51.00%
RPSG Sports Ventures Private Limited ('RSVPL')	51.00%
- RPSG Sports South Africa PTY Limited ('RPSG SSA')	51.00%
Bowlopedia Restaurants India Limited ('BRIL')	100.00%
Aakil Nirman LLP ('ANLLP')	100.00%

2. SCOPE AND PURPOSE OF THIS REPORT

- 2.1 We have been informed by the management of RVL (hereinafter referred to as the 'Management') that they are considering a proposal for fresh issue of equity shares of the Company by way of preferential allotment (hereinafter referred to as the 'Proposed Transaction').
- 2.2 In this connection, the Management wants to ascertain the fair value of equity shares of the Company for complying with the requirements of section 62 of the Companies Act, 2013 (hereinafter referred to as Co's Act'). Further the Articles of Association of the Company also require that a valuation report is obtained in relation to the Proposed Transaction.
- 2.3 For the aforesaid purposes, SSPA & Co., Chartered Accountants (hereinafter referred to as 'SSPA' or 'Registered Valuer' or 'We') has been requested vide engagement letter dated December 22, 2023 to carry out fair valuation of equity shares of RVL as on January 16, 2024 ('Valuation Date').
- 2.4 For the purpose of this valuation, the bases of value is 'Fair Value' and the valuation is based on 'Going Concern' premise.

3. REGISTERED VALUER - SSPA & CO., CHARTERED ACCOUNTANTS

SSPA, is a partnership firm, located at 1st Floor, "Arjun", Plot No. 6A, V. P. Road, Andheri



(West), Mumbai - 400 058, India. SSPA is engaged in providing various corporate consultancy services.

We are a firm of practising Chartered Accountants registered with The Institute of Chartered Accountants of India ('ICAI'). We are also registered with the Insolvency and Bankruptcy Board of India ('IBBI'), as a Registered Valuer for asset class – 'Securities or Financial Assets' with Registration No. IBBI/RV-E/06/2020/126.

4. SOURCES OF INFORMATION

For the purpose of this valuation exercise, we have relied upon the following information as provided to us by the Management and information available in public domain:

- Audited financial statements of the Company and its Subsidiary Companies for the financial year ('FY') 2022-23.
- Limited reviewed unaudited standalone financial statements of the Company, FSL, GIL, AFPL, QPIL, MGCPL, HIPL, APA, RSPL, KGSPL, ATK MBPL, RPSG Sports and RSVPL for 6ME Sep23.
- Management certified unaudited provisional standalone financial statements of RP-SG UA LLP, RPSG SSA and BRIL comprising of profit and loss statement and balance sheet for 6ME Sep23.
- Financial projections of the Company, QPIL, ATK MBPL, GIL, AFPL, HIPL, RPSG Sports and RPSG SSA comprising of statement of profit & loss, working capital requirement and capital expenditure requirement, as provided by the Management.
- Discussions with the Management on various issues relevant to valuation including prospects and outlook of the business, expected growth and other relevant information relating to future expected profitability.
- Such other information and explanations as we have required, and which have been provided by the Management including management representations.

5. PROCEDURES ADOPTED AND VALUATION METHODS FOLLOWED

In connection with this engagement, we have adopted the following procedures to carry out the valuation:

- Obtained financial and qualitative information from the Management.
- Used data available in public domain related to the Company, its Subsidiary Companies and its peers.



- Discussions with the Management to understand the business and fundamental factors that affect the Company and its Subsidiary Companies' earning-generating capability including historical financial performance and future outlook.
- Reviewed publicly available market data including economic factors and industry trends that may impact the valuation.
- Analysis of comparable companies/comparable transactions using information available in public domain and/or proprietary database subscribed by us.
- Selection of well accepted / internationally accepted valuation methodology/(ies) as considered appropriate by us.
- Arriving at the recommendation.

6. SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

- 6.1 Our report is subject to the scope and limitations detailed hereinafter. 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. Further, our valuation is in accordance with the ICAI Valuation Standards 2018 issued by The Institute of Chartered Accountants of India.
- 6.2 Valuation is not a precise science and the conclusions arrived at will be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single value. While we have provided an assessment of value by applying certain formulae which are based on the information available, others may place a different value.
- 6.3 The report assumes that the Company and its Subsidiary Companies complies fully with relevant laws and regulations applicable in its area of operations and usage unless otherwise stated, and that the Company and its Subsidiary Companies 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.
- 6.4 The draft of the present report was circulated to the Management for confirming the facts stated in the report and to confirm that the information or facts stated are not erroneous.
- 6.5 Valuation analysis and results are specific to the purpose of valuation and the Valuation Date mentioned in the report and is as per agreed terms of our engagement.
- 6.6 For the purpose of this exercise, we were provided with both written and verbal information



including information detailed hereinabove in para 'Sources of Information'. Further, the responsibility for the accuracy and completeness of the information provided to us by the Management and / or auditors / consultants of the Company and its Subsidiary Companies, is that of the Management. Also, with respect to explanations and information sought from the Management, we have been given to understand by the Management that they have not omitted any relevant and material information about the Company and its Subsidiary Companies. The Management have indicated to us that they have understood that any omissions, inaccuracies or misstatements may materially affect our valuation analysis/conclusions.

- 6.7 Our work does not constitute an audit, due diligence or certification of these information referred to in this report including information sourced from public domain. Accordingly, we are unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report and consequential impact on the present exercise. However, we have evaluated the information provided to us by the Management through broad inquiry, analysis and review. However, nothing has come to our attention to indicate that the information provided / obtained was materially misstated / incorrect or would not afford reasonable grounds upon which to base the report.
- 6.8 Our valuation is based on the estimates of future financial performance as projected by the Management, which represents their view of reasonable expectation at the point of time when they were prepared, after giving due considerations to commercial and financial aspects of the Company and its Subsidiary Companies and the industry in which the respective companies operate. But such information and estimates are not offered as assurances that the particular level of income or profit will be achieved, or events will occur as predicted. Actual results achieved during the period covered by the prospective financial statements may vary from those contained in the statement and the variation may be material. The fact that we have considered the projections in this exercise of valuation should not be construed or taken as our being associated with or a party to such projections.
- 6.9 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.



- 6.10 A valuation of this nature involves consideration of various factors including those impacted by prevailing market trends in general and industry trends in particular. This report is issued on the understanding that the Management has drawn our attention to all the matters, which they are aware of concerning the financial position of the Company and its Subsidiary Companies and any other matter, which may have an impact on our opinion, on the value of the shares of the Company including any significant changes that have taken place or are likely to take place in the financial position of the Company and its Subsidiary Companies. Events and transactions occurring after the date of this report may affect the report and assumptions used in preparing it and we do not assume any obligation to update, revise or reaffirm this report.
- 6.11 We are independent of the Company and its Subsidiary Companies and have no current or expected interest in the Company and its Subsidiary Companies or its assets. The fee paid for our services in no way influenced the results of our analysis.
- 6.12 Our report is not, nor should it be construed as our opining or certifying the compliance with the provisions of any law including companies, competition, taxation and capital market related laws or as regards any legal implications or issues arising in India or abroad from the Proposed Transaction.
- 6.13 Any person / party intending to provide finance / divest / invest in the shares / convertible instruments / business of the Company shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision.
- 6.14 The decision to carry out the Proposed Transaction (including consideration thereof) lies entirely with the parties concerned and our work and our finding shall not constitute a recommendation as to whether or not the parties should carry out the Proposed Transaction.
- 6.15 Our Report is meant for the purpose mentioned in Para 2 only and should not be used for any purpose other than the purpose mentioned therein. It is exclusively for the use of the Management and may be submitted to regulatory/statutory authority for obtaining requisite approvals. The Report should not be copied or reproduced without obtaining our prior written approval for any purpose other than the purpose for which it is prepared. In no event, regardless of whether consent has been provided, shall SSPA assume any responsibility to any third party to whom the report is disclosed or otherwise made available.
- 6.16 SSPA nor its partners, managers, employees make any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information, based on



which the valuation is carried out. We owe responsibility 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 wilful default on part of the client or companies, their directors, employees or agents.

7. VALUATION APPROACHES AND METHODOLOGY

There are various approaches/methods adopted for valuation of equity shares of the company. Certain approaches/methods are based on asset value of the company while certain other approaches are based on the earnings potential of the company. Each approach/method proceeds on different fundamental assumptions which have greater or lesser relevance and at times even no relevance, to a given situation. Thus, the approach/method to be adopted for a particular valuation exercise must be judiciously chosen.

7.1 MARKET APPROACH

The 'Market' Approach uses prices and other relevant information generated by market transactions involving identical or comparable assets, liabilities or a group of assets and liabilities, such as a business.

Under the Market Approach, the valuation is based on the following:

- (a) market price of the shares of a company in case such shares are listed ('Market Price Method'); and / or
- (b) prices paid in transaction(s) of subject asset to be valued or transaction multiples derived from prices paid in transaction(s) of comparable companies ('Comparable Transaction Multiple Method'); and / or
- (c) market multiples derived from prices of comparable listed companies ('Comparable Companies' Multiple Method').

Since the equity shares of RVL are listed and frequently traded on recognized stock exchange, we have thought fit to consider Market Price ('MP') Method under Market Approach for valuation of equity shares of RVL.

Further, as mentioned in para 1.1, the Company along with its subsidiaries, operates a diversified portfolio of businesses including information technology (IT) services, business process management (BPM), fast moving consumer goods (FMCG) including, ayurvedic



formulations, real estate and sports. As a standalone entity, Company's core business consists of IT services, being provided to certain Group companies operating in the power sector. All other business is carried out through various subsidiary companies. Therefore, there are no comparable listed companies with characteristics and parameters similar to that of the Company and sufficient and reliable details of comparable transactions are not available in public domain. Therefore, Comparable Transaction Multiple Method and Comparable Companies' Multiple Method have not been adopted for the present valuation exercise.

MARKET PRICE ('MP') METHOD

The market price of an equity share, as quoted on a stock exchange, is normally considered as the fair value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded in, subject to the element of speculative support that may be inbuilt in the value of the shares.

7.2 INCOME APPROACH

Under the 'Income' Approach, the equity shares of the company are valued using Discounted Cash Flow ('DCF') method. The DCF Method values the business by discounting its free cash flows for the explicit forecast period and the perpetuity value thereafter. The free cash flows represent the cash available for distribution to both the owners and the creditors of the business. The free cash flows are discounted by Weighted Average Cost of Capital ('WACC'). The WACC represents the returns expected by the investors of both debt and equity, weighted for their relative funding in the entity. The present value of the free cash flows during the explicit period and the perpetuity value indicates the value of the Company.

7.3 COST APPROACH

The 'Cost' Approach reflects the amount that would be required currently to replace the service capacity of an asset; often referred to as current replacement cost.

In the present case, the Company is intended to be continued on a 'going concern' basis and there is no intention to dispose-off the assets of the Company, therefore, Cost Approach is not adopted for the present valuation exercise.

7.4 We have been informed by the Management that investment in FSL is held as long-term investment. RVL's economic interest in FSL is limited to the dividend flow from FSL. The Management does not have any plans to sell these shares of FSL.

7.5 Considering all of the above, for the present valuation exercise, we have thought fit to use a combination of MP Method under Market Approach and DCF Method under Income



Approach for arriving at the fair value of equity shares of the Company as on the Valuation Date.

8. VALUATION OF EQUITY SHARES OF RVL AS PER MP METHOD UNDER MARKET APPROACH

8.1 As mentioned above, the market price of an equity share, as quoted on a stock exchange, is normally considered as the fair value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded in, subject to the element of speculative support that may be inbuilt in the value of the shares.

8.2 Since the equity shares of RVL are listed on recognized stock exchanges, the value of equity shares of RVL under this method is determined considering the share prices of RVL on NSE over an appropriate period.

8.3 On the basis of the foregoing, the value per equity share (face value INR 10 per share) of the Company as per MP Method under Market Approach works out to **INR 773.52** as on the Valuation Date.

9. VALUATION OF EQUITY SHARES OF RVL AS PER DCF METHOD UNDER INCOME APPROACH

9.1 Under DCF method, the projected free cash flows from business operations, after considering fund requirements for projected capital expenditure and incremental working capital, are discounted at the Weighted Average Cost of Capital (WACC). The sum of the discounted value of such free cash flows and discounted value of perpetuity is the value of the business.

9.2 The free cash flows represent the cash available for distribution to both the owners and the creditors of the business. The free cash flows are determined by adding back to earnings before interest and tax (i) depreciation and amortizations (non-cash charge), and (ii) any non-operating item. The cash flow is adjusted for outflows on account of (i) capital expenditure, (ii) incremental working capital requirements and (iii) tax.

9.3 WACC is considered as the most appropriate discount rate in the DCF Method, since it reflects both the business and the financial risk of the company. In other words, WACC is the weighted average of cost of equity and cost of debt of the company.

9.4 To the value so arrived, appropriate adjustments have been made for loan funds, value of investments, loans and advances to subsidiaries and cash and cash equivalents, to arrive at the equity value.

9.5 The value as arrived above is divided by the outstanding number of equity shares to arrive



at the value per equity share of the Company.

On the basis of the foregoing, the value per equity share (face value INR 10 per share) of the Company as per DCF Method under Income Approach works out to **INR 811.55** as on the Valuation Date.

10. FAIR VALUE OF EQUITY SHARES OF RVL

10.1 Though different values have been arrived at under each of the above methods, for the purpose of recommending a fair value, it is necessary to arrive at a single value of the business. For this purpose, it is necessary to give appropriate weightages to the values arrived at under each method. We have considered it appropriate to give equal weightage to the values arrived at under MP Method under Market Approach and DCF Method under Income Approach to arrive at fair value of the equity shares of the Company.

10.2 In light of the above and on consideration of all the relevant factors and circumstances as discussed and outlined hereinabove earlier in this report, in our opinion, the fair value per equity share of the Company works out to **INR 792.53** (face value INR 10 per share) as on the Valuation Date. The computation of fair value of equity share of the Company is tabulated below:

Valuation Approach	Value Per Share (INR)	Weight
Asset Approach	NA	NA
Income Approach	811.55	1
Market Approach	773.52	1
Fair value per share (INR)	792.53	

For SSPA & CO.

Chartered Accountants

ICAI Firm Registration number: 128851W

IBBI Registered Valuer No.: IBBI/RV-E/06/2020/126

Parag S. Ved

Parag Ved

Partner

ICAI Membership No.: 102432

Registered Valuer No.: IBBI/RV/06/2018/10092

UDIN: 24102432BKCIWP5482

Place: Mumbai

Date: January 17, 2024

