

# Valuation Analysis of Equity Shares of PRAMARA PROMOTIONS LIMITED



**Strictly Private & Confidential**

To,

Board of Directors/Audit Committee

**PRAMARA PROMOTIONS LIMITED**

Office 203 2ND Flr Mohini Height CHS LTD, 5TH Road Khar West Bhd Rajasthan Hotel, Khar Delivery, Mumbai, Mumbai, Maharashtra, India, 400052

**Subject – Fair Valuation of Equity of PRAMARA PROMOTIONS LIMITED.**

Dear Sir,

The said valuation assignment has been conducted for the purpose of computing the Value per Equity Share of PRAMARA PROMOTIONS LIMITED (hereinafter referred to as the “Company”), in connection with the proposed issue of Convertible Warrants and Equity Shares through Preferential Allotment. This valuation has been undertaken to estimate the fair value for further issuance of securities, in compliance with the applicable provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, and in accordance with Chapter V – Preferential Issue of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations, 2018”), and the valuation guidelines stipulated under the International Valuation Standards (IVS).

**Valuation Summary:**

We **Procure Valux Private Limited**, (“herein-after-referred as “**Valuer Entity**”), hereby certify the fair value of equity shares of the Company as follow.

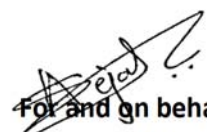
- |                                 |                               |
|---------------------------------|-------------------------------|
| 1. Date of Valuation            | : 16 <sup>th</sup> June, 2025 |
| 2. Date of appointment          | : 15 <sup>th</sup> June, 2025 |
| 3. Date of Submission of Report | : 19 <sup>th</sup> June, 2025 |

Name of Instrument	Value per share (INR)
EQUITY	167.37

This certificate is being issued for compliance with the aforesaid purpose only.



Thank you



For and on behalf of

Procurve Valux Private Limited

CA Sejal Agrawal (Director)

Registered Valuer Entity- Securities & Financial Assets

Registration No. IBBI/RV-E/02/2025/218

Place: Ahmedabad

VRN: IOVRVF/PVP/2025-2026/5346



## **Table of Content:**

<b>GLOSSARY OF ABBREVIATION</b>	<b>5</b>
<b>EXECUTIVE SUMMARY:</b>	<b>6</b>
<b>KEY FINANCIAL HIGHLIGHTS (GRAPHICAL OVERVIEW)</b>	<b>7</b>
<b>INDUSTRY BACKGROUND- MANUFACTURING PLASTIC INDUTRY</b>	<b>8</b>
<b>COMPANY ASSESSMENT</b>	<b>9</b>
<b>COMPANY OVERVIEW - PRAMARA PROMOTIONS LIMITED</b>	<b>11</b>
<b>PURPOSE OF VALUATION, SCOPE &amp; LIMITATIONS</b>	<b>12</b>
<b>APPOINTING AUTHORITY</b>	<b>15</b>
<b>IDENTITY OF VALUER</b>	<b>15</b>
<b>NATURE AND SOURCES OF INFORMATION</b>	<b>15</b>
<b>EXTENT OF THE INVESTIGATION UNDERTAKEN</b>	<b>16</b>
<b>VALUATION METHODOLOGIES AND VALUE CONCLUSION</b>	<b>16</b>
<b>VALUATION OF SHARES OF THE COMPANY</b>	<b>18</b>
<b>HISTORICAL FINANCIAL STATEMENTS</b>	<b>25</b>
<b>CAVEATS, LIMITATION AND DISCLAIMERS</b>	<b>32</b>

## GLOSSARY OF ABBREVIATION

Abbreviation	Definition
Company	PRAMARA PROMOTIONS LIMITED
Management	Management of PRAMARA PROMOTIONS LIMITED
CIN	Corporate Identification Number
KMP	Key Managerial Personnel
MOA	Memorandum of Association
AOA	Articles of Association
ROC	Registrar of Companies
DIN	Director Identification Number
PAN	Permanent Account Number
FY	Financial Year
DCF	Discounted Cash Flow
DFCF	Discounted Free Cash Flow
NAV	Net Asset Value
CCM	Comparable Companies Multiples
BSE	Bombay Stock Exchange
INR	Indian Rupee
IVS	International Valuation Standard
ESG	Environmental, Social, and Governance
RVE	Registered Valuer Entity
IBBI	Insolvency and Bankruptcy Board of India
VRN	Valuation Reference Number
PBT	Profit Before Tax
EBITDA	Earnings Before Interest, Tax, Depreciation and Amortization
EBIT	Earnings Before Interest and Tax
WACC	Weighted Average Cost of Capital
EV	Enterprise Value



## EXECUTIVE SUMMARY:

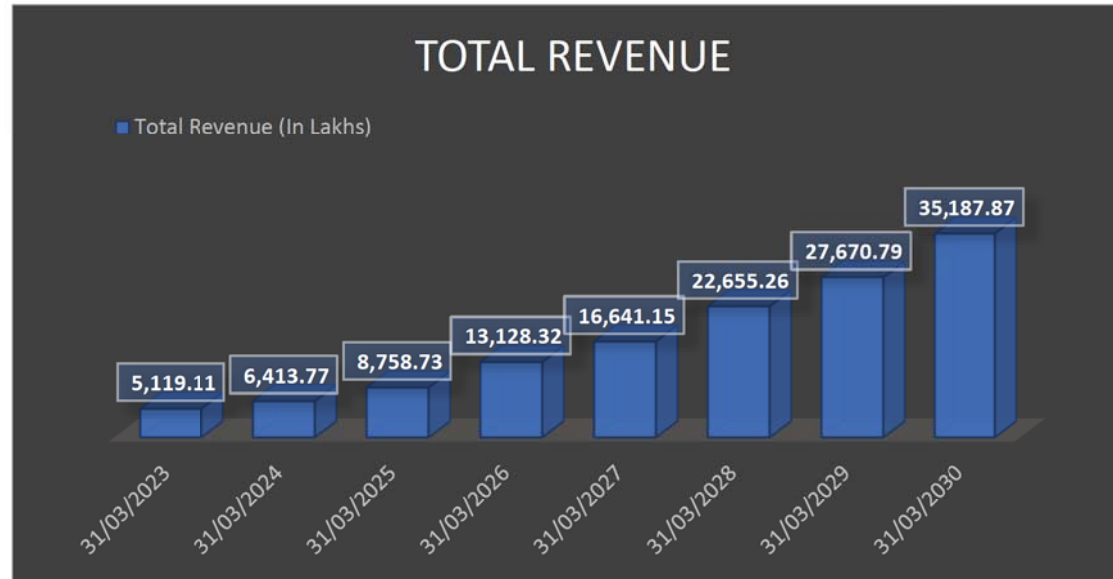
Company	<b>PRAMARA PROMOTIONS LIMITED</b>
Corporate Identification Number (CIN)	U51909MH2006PLC164247
Relevant industry	Manufacturing Industry
Net worth as on 31.03.2025	6227.57 Amt (INR Lakhs)
Base of Valuation	: Market Value - Sec 30 of IVS 2025
Premise of Valuation	: Highest and best use - Sec 140 of IVS 2025
Valuation Approach	: Income Approach, cost Approach, Market Approach
Method for Valuation	: Discounted Cash Flow Method, Market price method, Net asset method
Value Variation from Standard Assumptions	: None
Special Assumptions	: None
Independence	: The total fees, including the fee for this assignment earned from the instructing party are less than 5.0% of our total annual revenues. We have no association with the instructing party during the past five years.
Valuation Currency	INR
Standard Applied	International Valuation Standard
Valuation Process Quality Control (IVS 100)	The valuation process has been conducted with appropriate quality controls to ensure transparency, objectivity, and compliance with IVS 2025.
Environmental, Social, and Governance (ESG) Considerations (IVS 104)	No formal ESG framework is in place; however, no material ESG factors were identified that impact the valuation as of the valuation date.
The use of valuation models and their validation.	No valuation software or third-party data models were used



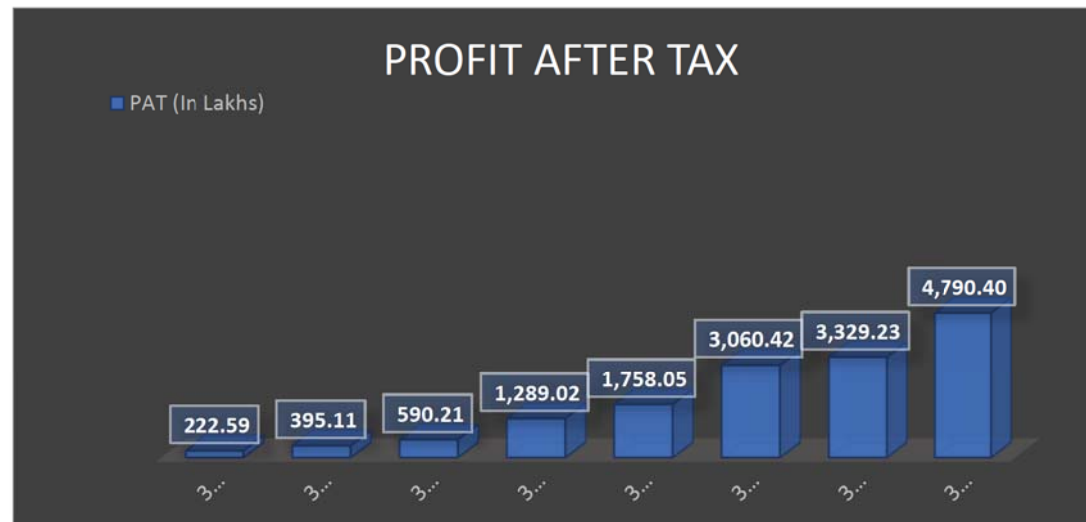


## KEY FINANCIAL HIGHLIGHTS (GRAPHICAL OVERVIEW)

### Trend of Revenue from FY 2023 to FY 2030



### Trend of Profit After Tax from FY 2023 to FY 2030



## INDUSTRY BACKGROUND- MANUFACTURING PLASTIC INDUTRY

The Indian plastic industry is one of the leading sectors in the country's economy. The history of the plastic industry in India dates to 1957 with the production of polystyrene. Since then, the industry has made substantial progress and has grown rapidly. The industry is present across the country and has more than 2,500 exporters. It employs more than 4 million people in the country and constitutes 30,000 processing units; among these, 85-90% belong to small and medium enterprises. India manufactures various products such as plastics and linoleum, houseware products, cordage, fishnets, floor coverings, medical items, packaging items, plastic films, pipes, raw materials, etc. The country majorly exports plastic raw materials, films, sheets, woven sacks, fabrics, and tarpaulin. The Government of India intends to take the plastic industry from a current level of Rs. 3,00,000 crore (US\$ 37.8 billion) of economic activity to Rs. 10,00,000 crore (US\$ 126 billion) in four-five years.

10 Plastic Parks have been approved in the country by The Department of Chemicals and Petrochemicals. Among these, six plastic parks have received final approval from the following states – Madhya Pradesh (two parks), Assam (one park), Tamil Nadu (one park), Odisha (one park), and Jharkhand (one park). These parks are intended to boost employment and attain environmentally sustainable growth.





## COMPANY ASSESSMENT

Company Information	
CIN	U51909MH2006PLC164247
Company Name	PRAMARA PROMOTIONS LIMITED
ROC Name	ROC Mumbai
Registration Number	164247
Date of Incorporation	01/09/2006
Email Id	rohit@pramara.com
Registered Address	A 208 Boomerang Equity Bussi Park Cts No 4 Etc Chandivali Farm Road Sakinaka Andheri Ea, St, Mumbai City, Mumbai, Maharashtra, India, 400072
Listed in Stock Exchange(s) (Y/N)	No
Category of Company	Company limited by shares
Subcategory of the Company	Non-government company
Class of Company	Public
Authorised Capital (Rs)	12,50,00,000
Paid up Capital (Rs)	10,97,11,680



**Share Holding Pattern as on Valuation date are as follows:**

Equity Share Holder		
Sr. No	Name of Shareholders	No. of Equity Shares
1	Rohit Lamba	4752325
2	Sheetal Lamba	423000
3	Veena Multani	8500
4	Sanket Lamba	550
5	Sapna Makhija	5000
6	Others	5781793
	<b>Total</b>	<b>1,09,71,168</b>

**The Board of Directors of the company as on valuation date are as follows:**

Director/Signatory Details			
Sr. No	DIN/PAN	NAME	Designation
1	01796007	Rohit Nandkishore Lamba	Managing Director
2	01796017	Sheetal Rohit Lamba	Whole-time director
3	09744427	Sanket Lamba	Director
4	10121169	Utsav Sumantkumar Bhavsar	Director
5	09121052	Mr. Aditya Vikrambhai Patel	Additional Director



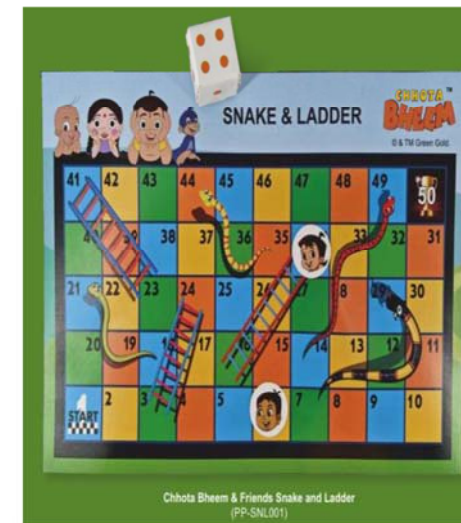
## COMPANY OVERVIEW - PRAMARA PROMOTIONS LIMITED

**Pramara Promotions Limited**, headquartered in Mumbai, India, is a leading promotional marketing agency with a legacy of over 25 years. The Company specializes in designing, manufacturing, and delivering promotional merchandise and corporate gifting solutions to some of the world's most recognized brands across diverse industry segments.

Pramara is recognized as India's largest supplier and manufacturer of promotional toys, merchandise, and corporate gifts. The Company offers end-to-end solutions encompassing trade and consumer premiums, brand partnerships, character licensing, promotional merchandise, gifting solutions, and support services such as loyalty programs, e-commerce solutions, experiential rewards, BTL (Below-the-Line) activities, and POSM (Point-of-Sale Materials) solutions.

With a global footprint and a 360-degree approach—covering ideation, design, sourcing, manufacturing, packaging, and logistics—Pramara has positioned itself as a comprehensive aggregator of promotional solutions. Its accredited manufacturing facilities employ cutting-edge technology and operate across a wide range of materials to ensure high-quality, brand-compliant, and sustainable outcomes.

Driven by cost optimization, innovation, and deep consumer insight, Pramara's offerings not only meet marketing objectives but also foster stronger consumer-brand connections, making it a prominent player in the promotional merchandise industry.



**PURPOSE OF VALUATION**

Based on the discussions held with the Management and Key Managerial Personnel (KMPs) of the Company, this valuation is done for the purpose of issue of Convertible Warrants and Equity shares through Preferential Issue of PRAMARA PROMOTIONS LIMITED (herein after referred to as “the Company”) and to estimate the fair value for further issuance of securities, as per Section 42 and Section 62(1)(c) of the Companies Act 2013 read with Rule 13(2)(g) of Companies (Share Capital and Debentures) Rules, 2014 and in accordance with the ‘Chapter V - Preferential Issue’ of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (‘SEBI (ICDR) Regulations 2018’) and the valuation guidelines stipulated under International Valuation Standards.

- The company is looking to assess its fair value for the proposed Issue of Preferential Allotment of Equity shares and Convertible Warrants in accordance with Regulations 164 and 166A of the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 (“ICDR”) using latest available Audited Report on Financial Results as on 31<sup>st</sup> March, 2025.
- There is no change in control, however, allotment to the Proposed allottees is more than five percent of the post issue fully diluted share capital of the issuer, therefore, the pricing Issue of Preferential allotment of shares/securities of the Company shall be determined as higher of:
  - o the price determined as per Regulation 164 of the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 or
  - o the price determined as per Valuation Report of an Independent Registered Valuer as per Regulation 166A of the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 or
  - o the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.
- For the purposes of price to be determined as per Regulation 164 of the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018, the Issue of Preferential allotment of shares/securities of the company are frequently traded on the stock exchange, on NSE SME platform and thus Regulation 164(1) becomes applicable.
- For the purposes of valuation under Regulation 166A, detailed valuation methodology has been explained in this report.
- The relevant extract of the regulation 164 and 166A are as under:





#### **Regulation 164: Pricing of frequently traded shares**

1. If the Issue of Preferential allotment of shares/securities: of the issuer have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price per warrants / share in the said Issue of Preferential allotment of shares/securities: to be allotted shall be not less than higher of the following:
  - (a) The 90 trading days' volume weighted average price of the related Issue of Preferential allotment of shares/securities quoted on the recognised stock exchange preceding the relevant date; or
  - (b) The 10 trading days' volume weighted average prices of the related Issue of Preferential allotment of shares/securities quoted on a recognised stock exchange preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

- (a) A Preferential issue of specified securities to qualified institutional buyers, not exceeding five in number, shall be made at a price not less than the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for Issue of Preferential allotment of shares/securities to be allotted pursuant to the preferential issue:

- (b) no allotment shall be made, either directly or indirectly, to any qualified institutional buyer who is a promoter or any person related to the promoters of the issuer: Provided that a qualified institutional buyer who does not hold any shares in the issuer and who has acquired rights in the capacity of a lender shall not be deemed to be a person related to the promoters. Explanation. — For the purpose of this clause, a qualified institutional buyer who has any of the following rights shall be deemed to be a person related to the promoters of the issue:
  - (a) rights under a shareholder's agreement or voting agreement entered into with promoters or promoter group;
  - (b) veto rights; or
  - (c) right to appoint any nominee director on the board of the issuer



For the purpose of this Chapter, “frequently traded shares” means the shares of the issuer, in which the traded turnover on any recognised stock exchange during the 240 trading days preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer:

Provided that where the share capital of a particular class of shares of the issuer is not identical throughout such period, the weighted average number of total shares of such class of the issuer shall represent the total number of shares.

Explanation: For the purpose of this regulation, ‘stock exchange’ means any of the recognised stock exchange(s) in which the Issue of Preferential allotment of shares/securities of the issuer are listed and in which the highest trading volume in respect of the Issue of Preferential allotment of shares/securities of the issuer has been recorded during the preceding 90 trading days prior to the relevant date.

**Regulation 166A: Allotment of more than five per cent of the post issue fully diluted share capital of the Issuer**

(1) Any preferential issue, which may result in a change in control or allotment of more than five per cent. of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price:

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub- regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable:

Keeping in the view of above regulations: -

- There is no change in control, however, the allotment to the proposed allottees is more than five percent of the post issue fully diluted share capital of the issuer

**The Companies Act, 2013**

Relevant Extract of Section 62: Further issue of share capital

(1) Where at any time, a company having a share capital proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered—

(b) to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed.





## APPOINTING AUTHORITY

The management of the **PRAMARA PROMOTIONS LIMITED** appointed **PROCURVE VALUX PRIVATE LIMITED** (Registered Valuer Entity) for valuation of Equity Shares.

## IDENTITY OF VALUER

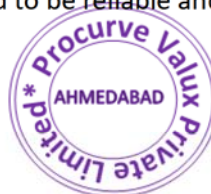
**Procurve Valux Private Limited**  
**CA Sejal Agrawal (Director)**  
**Registered Valuer Entity - Securities & Financial Assets**  
**Registration No. IBBI/RV-E/02/2025/218**  
**Ahmedabad**

"We, Procurve Valux Private Limited, are a 'Registered Valuer Entity' under Section 247 of the Companies Act, 2013, and registered with the Insolvency and Bankruptcy Board of India (IBBI) under Rule 13(1) of the Companies (Registered Valuers and Valuation) Rules, 2017. This valuation has been conducted to the relevant provisions, rules, and standards prescribed under the Act and applicable regulatory framework."

## NATURE AND SOURCES OF INFORMATION

We have reviewed the following documents including but not limited to:

- Discussions with the KMPs.
- Financial Statements submitted to National Stock Exchange of India Limited as on 31<sup>st</sup> March, 2025
- Audited of 31<sup>st</sup> March, 2024, 31<sup>st</sup> March, 2023, 31<sup>st</sup> March, 2022.
- Management Representations Letter
- MOA & AOA
- GST Certificate
- Management Signed Projections from FY 2026 to 2029
- Certificate of incorporation
- Data extracted from publicly available sources believed to be reliable and true i.e. Money control, NSE India, BSE India, Investing India etc.



## EXTENT OF THE INVESTIGATION UNDERTAKEN

We have exercised due care in performing the valuation procedures, including the application of appropriate discount rates based on the risk profile of the business plan. However, we expressly state that, although we have reviewed the financial data for the purpose of this valuation, we have not conducted an audit and have relied on the historical and projected financial statements (P&L Account and Balance Sheet) prepared and submitted by the company's management. While we have conducted inspections and investigations within the scope of available information, a comprehensive verification of all assets and liabilities was not undertaken. The projections provided may not materialize as forecasted; however, the management has represented that due care was taken in preparing these financial forecasts, and they reflect a true and fair view of the expected business plan of the company.

## VALUATION METHODOLOGIES AND VALUE CONCLUSION

There are three approaches to Valuation namely Income, Asset, and Market Approaches.

Approach	Valuation Methodologies	Basis of Consideration
Asset	Net Asset Value (NAV) Method	<p>The Asset-based method views the business as a set of assets and liabilities that are used as building blocks of a business value. The business value is the difference in the value of these assets and liabilities on a Book Value basis or Realizable Value basis or Replacement Cost basis. However, this methodology recognizes the historical cost of net assets only without recognizing its present earnings, the comparative financial performance of its peers, their enterprise values, etc. Therefore, in general, Net Asset Value only reflects the minimum proxy value of the company.</p> <p><b>We have considered the Net Asset Method to calculate the fair equity value of the company by determining the fair market value of its assets and liabilities basis. This approach provides a valuation based on the company's net asset position, reflecting its financial strength and asset base.</b></p>
Market	Market Method [90/10 days]	<p>This methodology uses the valuation ratio of a publicly traded company and applies that ratio to the company being valued. The valuation ratio typically expresses the valuation as a function of a measure of financial performance or Book Value (e.g., Revenue, EBITDA, EBIT, Earnings per Share or Book Value). A key benefit of Comparable Company Market Multiple analysis is that the methodology is based on the current market stock price. The current stock price is generally viewed as one of the best valuation metrics because it is based on observable inputs.</p> <p><b>In the instant case, we have considered the VWAP Basis [90/10 days] method of the market approach. The Volume Weighted Average Price (VWAP) method is commonly used to assess</b></p>



		<p>the fair market value of a company's shares based on actual trading prices over a defined period. By analyzing the VWAP over 90 and 10 days, this method ensures that short-term market fluctuations are smoothed out, providing a more accurate reflection of the company's market value. The market approach relies on real market transactions, making it a widely accepted valuation technique for publicly traded securities and ensuring a fair representation of investor sentiment.</p>
Income	Discounted Free Cash Flow (DFCF) Method	<p>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 is arrived at by estimating the Free Cash Flows (FCF) to Firm and discounting the same with Weighted Average cost of capital (WACC). The DFCF methodology is the most appropriate basis for determining the earning capability of a business. 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 are being met.</p> <p><b>We have considered this methodology for calculation of fair equity value of the Company based on its cash flows. After considering its business plan, we have calculated the Enterprise value and then derived the Equity value by adjusting its debt, cash and cash equivalents and surplus assets on the date of valuation.</b></p>



## VALUATION OF SHARES OF THE COMPANY

We have considered appropriate weightage to all the three methods as discussed above and derived a value of equity share.

PRAMARA PROMOTIONS LIMITED			
Valuation Approach			
	Value per share (INR)	Weight	Total Value (Weight x Price)
A. Net asset method (Annexure -2)	56.76	33.33%	18.92
B. Equity Valuation as per Market Approach [90/10 Days] (Annexure -1)	167.37	33.33%	55.78
C. Income Approach-[DCF] (Annexure -3)	140.00	33.33%	46.66
<b>TOTAL</b>		<b>100%</b>	<b>121.37</b>
<b>Average Price Per Share</b>	<b>121.37</b>		

### 1. DCF Method (Discounted Cash Flow):

The DCF method is a fundamental approach to valuation that estimates the present value of a company's future cash flows. Discounted Cash Flow Method under the Income Approach has been considered. For computing the Value of Shares using Income Method, we have adopted the Discounted Cash Flows (DCF) method. Discounted cash flow is one of the most prominent methodologies of valuation.

**Assigning 33.33% weight to DCF is justified for the following reasons:**

- DCF is a fundamental valuation method that focuses on the future cash flows of the company, providing a comprehensive and intrinsic view of its value.
- It considers the time value of money, providing a present value for future cash flows, making it a robust method for long-term investment analysis.





## 2. Cost Approach (Net Assets):

**Assigning 33.33% weight to Net Assets is justified for the following reasons:**

The Net Asset Value (NAV) method reflects the fair value of the company's underlying tangible assets, which is relevant in the case of manufacturing plastic businesses that typically involve substantial capital investment in fixed assets, plant & machinery, and working capital

## 3. Market Approach (90 and 10 days):

**Assigning 33.33% weight to Market Approach is justified for the following reasons:**

The market-based valuation method has been adopted considering the company's active trading status and the availability of reliable market price data. For a manufacturing plastic company with listed securities, market prices reflect investor perception, future growth potential, and overall market sentiment. This method provides a fair indication of value based on real-time market behaviour and is appropriate where the market is efficient and the shares are frequently traded.

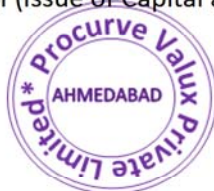
- **Based on my valuation exercise, the equity per share value is calculated as the average price derived from all three methods, which amounts to Rs.121.37 per share.**

## Conclusion

Based on the valuation exercise carried out, the value per equity share of the Company has been determined at **₹121.37 per share** as per the Valuation Approach adopted by us, in accordance with Regulation 166A of the SEBI (ICDR) Regulations, 2018, considering the closing price on the date preceding the relevant date (i.e., 17th June 2025).

However, as per **Regulation 164(1)**, the minimum issue price for the preferential allotment has been computed at **₹167.37 per share**. Accordingly, the value as per **Regulation 164(1) ₹167.37 per share** is considered as the **fair value** for the purpose of the proposed preferential allotment of shares/securities.

The allotment of the Issue of Preferential allotment of shares/securities to proposed allottees is for cash consideration and there is no change in control, however, the allotment is more than five percent of the post issue fully diluted share capital of the issuer, kindly treat this valuation report as per the mandatory requirement of Regulation 166A of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018



### Valuation Method - VWAP Basis [90/10 days]

#### Regulation 164(1)

- At least 10% of the total Issue of Preferential allotment of shares/securities have been traded on the NSE SME platform 240 trading days preceding the Valuation Date, therefore, Issue of Preferential allotment of shares/securities of the company shall be treated as frequently traded.
- Stock Exchange means the Stock Exchange where highest trading volume in respect of the Issue of Preferential allotment of shares/securities of the issuer has been recorded during the preceding 90 trading days prior to the Valuation Date. The company is listed in NSE SME platform only. therefore, NSE SME platform data is considered for all relevant computations.
- For the purpose of valuation, we have relied on the data of NSE SME platform in accordance to the amended Regulations 164 and 166A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended vide Notification No. SEBI/LAD-NRO/GN/2022/63 dated 14th January, 2022.

In accordance with Regulation 164 of the SEBI (ICDR) Regulations, the price for the Preferential issue of Preferential allotment of shares/securities shall not be less than the higher of the VWAP of equity shares over the preceding 90 trading days or 10 trading days. Accordingly, the final price considered for the issue is ₹167.37 per share, being the higher of the two, as required by the regulation."

**Valuation as per Weighted Average for 10 Days preceding the relevant date:**

#### Annexure -1

Sr.no	Date	series	VOLUME	VALUE
1	16-Jun-25	SM	2,18,000	3,88,36,550.00
2	13-Jun-25	SM	95,000	1,63,60,600.00
3	12-Jun-25	SM	1,43,000	2,39,49,000.00
4	11-Jun-25	SM	1,06,000	1,72,54,750.00
5	10-Jun-25	SM	1,43,000	2,34,19,000.00
6	09-Jun-25	SM	82,000	1,32,37,750.00
7	06-Jun-25	SM	34,000	54,30,600.00
8	05-Jun-25	SM	38,000	61,61,550.00
9	04-Jun-25	SM	64,000	1,03,59,050.00
10	03-Jun-25	SM	80,000	1,28,62,800.00
			<b>10,03,000</b>	<b>16,78,71,650</b>
			<b>VWAP of 10 Trading 'days</b>	<b>167.37</b>



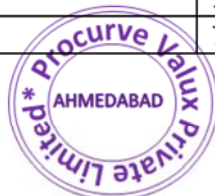


**Valuation Weighted Average for 90 Days preceding the relevant date:**

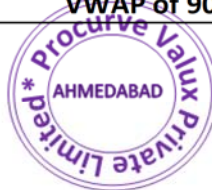
Sr.no	Date	series	VOLUME	VALUE
1	21-Mar-25	ST	8,800	23,48,680.00
2	20-Mar-25	ST	800	2,05,560.00
3	19-Mar-25	ST	2,400	5,86,800.00
4	18-Mar-25	ST	3,200	7,66,000.00
5	17-Mar-25	ST	4,800	10,95,000.00
6	13-Mar-25	ST	800	1,85,600.00
7	12-Mar-25	ST	1,600	3,89,600.00
8	11-Mar-25	Not traded	Not traded	Not traded
9	10-Mar-25	ST	1,600	3,89,920.00
10	07-Mar-25	ST	9,600	23,92,000.00
11	06-Mar-25	ST	3,200	7,99,040.00
12	05-Mar-25	ST	4,000	9,71,240.00
13	04-Mar-25	ST	2,400	5,69,160.00
14	03-Mar-25	ST	5,600	12,91,200.00
15	28-Feb-25	ST	3,200	7,91,600.00
16	27-Feb-25	ST	4,000	10,36,600.00
17	25-Feb-25	ST	6,400	17,08,360.00
18	24-Feb-25	ST	18,400	51,55,240.00
19	21-Feb-25	ST	5,600	15,25,720.00
20	20-Feb-25	ST	20,800	50,85,120.00
21	19-Feb-25	ST	38,400	86,74,680.00
22	18-Feb-25	ST	2,400	5,65,080.00
23	17-Feb-25	ST	3,200	7,93,120.00
24	14-Feb-25	ST	4,000	10,43,600.00
25	13-Feb-25	ST	3,200	8,78,720.00
26	12-Feb-25	ST	4,000	11,56,200.00
27	11-Feb-25	ST	4,800	14,73,800.00
28	10-Feb-25	ST	5,600	18,27,960.00



29	07-Feb-25	ST	5,600	18,54,960.00
30	06-Feb-25	ST	24,000	76,73,000.00
31	05-Feb-25	ST	16,800	54,52,440.00
32	04-Feb-25	ST	7,200	24,59,520.00
33	03-Feb-25	ST	2,400	8,62,920.00
34	01-Feb-25	ST	20,800	80,53,600.00
35	31-Jan-25	Not traded	Not traded	Not traded
36	30-Jan-25	ST	800	3,18,680.00
37	29-Jan-25	Not traded	Not traded	Not traded
38	28-Jan-25	Not traded	Not traded	Not traded
39	27-Jan-25	ST	800	3,25,160.00
40	24-Jan-25	ST	800	3,31,800.00
41	23-Jan-25	ST	2,400	10,15,680.00
42	22-Jan-25	ST	1,600	6,90,880.00
43	21-Jan-25	ST	1,600	7,04,920.00
44	20-Jan-25	ST	4,800	21,57,600.00
45	17-Jan-25	ST	3,200	14,67,680.00
46	16-Jan-25	ST	10,400	48,55,560.00
47	15-Jan-25	ST	3,200	15,20,680.00
48	14-Jan-25	ST	36,000	1,68,86,880.00
49	13-Jan-25	ST	24,000	1,10,37,200.00
50	10-Jan-25	ST	8,000	36,43,200.00
51	09-Jan-25	ST	1,600	7,14,400.00
52	08-Jan-25	ST	12,000	52,53,000.00
53	07-Jan-25	ST	3,200	13,73,440.00
54	06-Jan-25	ST	8,800	37,03,040.00
55	03-Jan-25	ST	25,600	1,05,61,280.00
56	02-Jan-25	ST	45,600	1,84,45,200.00
57	01-Jan-25	ST	5,600	22,20,760.00
58	31-Dec-24	ST	20,000	77,77,000.00
59	30-Dec-24	ST	40,000	1,52,50,000.00
60	27-Dec-24	ST	20,000	74,76,000.00
61	26-Dec-24	ST	1,600	5,86,400.00
62	24-Dec-24	ST	7,200	25,87,320.00



63	23-Dec-24	ST	3,200	11,27,480.00
64	20-Dec-24	ST	800	2,76,360.00
65	19-Dec-24	ST	1,600	5,41,920.00
66	18-Dec-24	ST	5,600	18,59,760.00
67	17-Dec-24	ST	24,800	80,74,880.00
68	16-Dec-24	ST	3,200	10,21,000.00
69	13-Dec-24	ST	4,000	12,52,000.00
70	12-Dec-24	ST	1,600	4,91,040.00
71	11-Dec-24	ST	12,000	36,10,760.00
72	10-Dec-24	ST	34,400	97,91,920.00
73	09-Dec-24	ST	21,600	62,47,800.00
74	06-Dec-24	ST	37,600	1,10,84,600.00
75	05-Dec-24	ST	16,000	48,07,200.00
76	04-Dec-24	ST	3,200	9,81,000.00
77	03-Dec-24	ST	20,000	62,33,080.00
78	02-Dec-24	ST	44,800	1,38,26,920.00
79	29-Nov-24	ST	88,800	2,71,72,080.00
80	28-Nov-24	ST	50,400	1,48,34,360.00
81	27-Nov-24	ST	17,600	49,05,960.00
82	26-Nov-24	ST	21,600	57,41,160.00
83	25-Nov-24	ST	58,400	1,53,90,480.00
84	22-Nov-24	ST	26,400	69,23,040.00
85	21-Nov-24	ST	52,000	1,32,43,920.00
86	19-Nov-24	ST	2,16,000	5,54,77,120.00
87	18-Nov-24	ST	1,34,400	3,40,83,840.00
88	14-Nov-24	SM	56,000	1,35,26,800.00
89	13-Nov-24	SM	12,000	27,60,600.00
90	12-Nov-24	SM	6,400	14,02,080.00
Total			60,89,000.00	85,75,52,050.00
VWAP of 90 Trading 'days				140.84



<b>VWAP Basis (90/10 days)</b>	
<b>VWAP (10 trading days preceding the relevant date) (A)</b>	<b>167.37</b>
<b>VWAP (90 trading days preceding the relevant date) (B)</b>	<b>140.84</b>
<b>Minimum Price (Higher of (A) or (B))</b>	<b>167.37</b>

**Audited Balance Sheet as of 31<sup>st</sup> March, 2025**

Particulars	Amount in INR Lakhs
Share Capital	1097.12
Other Equity	5130.45
<b>Total Shareholder Funds</b>	<b>6227.57</b>
Total Non-Current Liabilities	1653.06
Total Current Liabilities	2667.21
<b>Total Equity &amp; Liabilities</b>	<b>10548.13</b>
Total Non-Current Assets	871.00
Total Current Assets	9677.13
<b>Total Assets</b>	<b>10548.13</b>

**Audited Profit and Loss Statement for the period ended 31<sup>st</sup> March, 2025**

Particulars	Amount in INR Lakhs
Gross Revenue	8642.08
Other Income	116.65
<b>Total Income</b>	<b>8758.73</b>
Total Expenses	8066.52
<b>Profit Before Tax (PBT)</b>	<b>692.21</b>



## HISTORICAL FINANCIAL STATEMENTS

### Historical Income Statements of Pramara Promotions Limited

1. 'Income Statement		
(Amounts in INR Lakhs)		
	Audited	Audited
Particulars	31-03-2023	31-03-2024
Revenue from Operations	5,006.28	6,348.27
Other Income	112.83	65.50
<b>Total Revenue</b>	<b>5,119.11</b>	<b>6,413.77</b>
<i>Revenue Growth %</i>		26.81%
Purchases of Raw material	4,027.30	4,703.33
	80%	74%
<i>Opening Stock</i>		
<i>Closing Stock</i>		
Cost of materials consumed		
	0%	0%
	0.00%	0.00%
Purchases of stock-in-trade		
	0%	0%
<i>Opening Stock</i>	2,266.29	2,618.05
<i>Closing Stock</i>	2,618.05	2,844.24
	52.30%	44.80%
Changes in inventories	(351.75)	(226.20)
	-7.03%	-3.56%
Direct expense		
	-	-
Employee Benefit Expenses	304.94	382.33
	6.09%	6.02%
Other expenses	379.09	488.64



	7.57%	7.70%
<b>TOTAL EXPENSES</b>	<b>4,359.58</b>	<b>5,348.10</b>
<b>EBITDA</b>	<b>759.53</b>	<b>1,065.68</b>
<i>EBITDA Margin %</i>	<i>15.17%</i>	<i>16.79%</i>
Depreciation & Amortisation	103.41	79.75
<b>EBIT</b>	<b>656.12</b>	<b>985.92</b>
<i>EBIT Margin %</i>	<i>13.11%</i>	<i>15.53%</i>
Interest expense, net	397.83	494.42
<b>Profit Before Tax (PBT)</b>	<b>258.29</b>	<b>491.51</b>

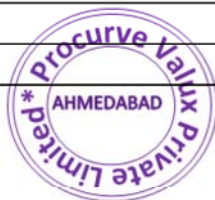
#### Historical Balance Sheet of Pramara Promotions Limited

<b>Balance Sheet</b>		
(Amounts in INR Lakhs)		
	<b>31-Mar-23</b>	<b>31-Mar-24</b>
Share Capital	661.10	903.50
Reserve & Surplus	944.19	2,390.18
Security premium		
Equity infusion		
Money Received against Share Warrants		
<b>Shareholder's fund</b>	<b>1,605.29</b>	<b>3,293.68</b>
<b>Non-Current Liabilities</b>		
Long-Term Borrowings	1,403.47	1,187.30
Long-Term Provision		
Unsecured Borrowing from Director	14.21	124.69
Deferred Tax Liabilities		3.57
	<b>1,417.68</b>	<b>1,315.56</b>





<b>Current Liabilities</b>		
Short-Term Borrowings	1830.91	1841.48
Short-Term Borrowings-unsecured	82.18	215.69
Trade Payables	912.06	323.71
Other Current Liabilities	260.04	101.97
Short-Term Provisions	31.05	112.68
	<b>3,116.25</b>	<b>2,595.52</b>
<b>Total Equity and Liabilities</b>	<b>6,139.22</b>	<b>7,204.76</b>
<b>Fixed Assets</b>		
Fixed Assets	648.24	747.94
Intangible Assets		
Capital Work-In-Progress	126.27	
	<b>774.51</b>	<b>747.94</b>
<b>Non-Current Assets</b>		
Non-Current Investment	56.01	56.01
Deferred Tax Assets (net)	2.83	
Other Non-Current Assets		
Long term loans and advances		
	<b>58.83</b>	<b>56.01</b>
<b>Current Assets</b>		
(a) Current Investment	10.64	
(b) Inventories	2,618.05	2,844.24
(c) Trade Receivables	1,632.74	1,956.16
(d) Cash and Cash Equivalents	431.73	376.94
(e) Short -term loans & advances	612.71	1,223.47
	<b>5,305.88</b>	<b>6,400.82</b>
	<b>6,139.22</b>	<b>7,204.76</b>



## Annexure -2

Cost Approach: Net Asset Method as on 31<sup>st</sup> March, 2025

	Amt in Lakhs
<b>Particulars</b>	
<b>Assets</b>	
<b>Non-Current Assets</b>	
-	
Tangible Assets	814.99
Non-Current Investments	56.01
<b>Current Assets</b>	
Current Investments	-
Inventories	3,945.55
Trade Receivables	3,208.68
Cash And Cash Equivalents	646.25
Short-Term Loans and Advances	1,681.62
Other Current Assets	195.03
<b>Total Assets</b>	<b>10,548.13</b>
<b>Liabilities</b>	
<b>Non-Current Liabilities</b>	
Deferred Tax Liabilities	5.570
Long-term borrowings	1,647.49
<b>Current Liabilities</b>	
Trade Payables	713.67
Other Current Liabilities	67.95
Short-Term Provision	122.68



Short-Term Borrowings	1,762.91
<b>Total Liabilities</b>	<b>4,320.27</b>
<b>Net Worth</b>	<b>6,227.86</b>
Preference Share Holder	-
<b>Net Worth attributable to Equity Holders</b>	<b>6,227.86</b>
<b>No. of Equity Shares Outstanding</b>	<b>1,09,71,168</b>
Book Value/ Equity Share	56.77
Face Value	10



## Method of Valuation

Annexure -3

Discounted Cash Flow Method i.e., Discounted Free Cash Flow (DFCF):

(Figures in INR lakhs)

PARTICULARS	31-03-2025	FY 26	FY 27	FY 28	FY 29	FY 30	Terminal
					Perpetuity Growth Rate		3%
Cash Accrual Timing Factor	0.50	1.50	2.50	3.50	4.50	5.50	
Months	12	12	12	12	12	12	
PBT (Excluding Other Income)	575.56	1,594.29	2,208.24	3,912.07	4,457.50	6,220.85	
Tax @ 26.06%	100.00	433.58	591.34	1,023.67	1,164.85	1,612.95	
EBIT(1-Tax)	475.56	1,160.71	1,616.90	2,888.40	3,292.65	4,607.90	
Add Finance Cost	424.04	430.28	411.58	392.87	336.74	299.33	
Book Depreciation	106.73	120.00	110.00	100.00	90.00	80.00	
(Inc)/Dec in Working Capital	-2,640.77	2,312.34	-1,470.74	-1,388.34	-1,188.85	-744.68	
Operating Cash Flows	(1,634.44)	4,023.33	667.74	1,992.93	2,530.55	4,242.55	
(Inc)/Dec in Fixed Assets	-173.78	-250.00	-100.00	-25.00	-25.00	-25.00	
Free Cash Flows	(1,808.22)	3,773.33	567.74	1,967.93	2,505.55	4,217.55	27762.61852
Discounting Factor	0.92	0.77	0.65	0.55	0.46	0.39	0.39
Present Value of Free Cash Flows	(1,660.06)	2,919.70	370.26	1,081.70	1,160.76	1,646.81	10,840.36

Summary	Amount (In INR Lakhs)
Present Value of Total Discrete Period Cash Flows	7,179.24
Present Value of Terminal Cash Flows	10,840.36
<b>Enterprise value (EV)</b>	<b>18,019.59</b>
Less: Debt	3,410.40
Add: Investment	56.01
Less: Deffered Tax Liabilities	5.57
Add: Cash & Cash Equivalent	646.25
<b>Equity Value (In INR Lakhs)</b>	<b>15,305.88</b>
Total No. of Shares Outstanding as on valuation date	1,09,71,168
<b>Value per share (INR)</b>	<b>139.51</b>
<b>Value per share (INR) (Round off)</b>	<b>140.00</b>



Cost of Equity through CAPM:	31-Mar-2025
Risk Free Rate (Rf) from investing.com	6.58%
Equity Risk Premium (Rm - Rf)	8.97%
Relevered Beta ( $\beta$ )	1.38
<b>Cost of Equity</b>	<b>18.97%</b>
Company Specific Risk Premium (CSRP)	5.00%
<b>Adjusted Cost of Equity</b>	<b>24.00%</b>

	As on mar 31, 2025	Weight	Cost Of Resources	Tax Rate	WACC
Equity	<b>6,227.57</b>	64.61%	24.00%		15.51%
Debt	<b>3,410.40</b>	35.39%	12.00%	26.06%	3.14%
	<b>9,637.97</b>	<b>100.00%</b>			<b>18.65%</b>

#### DFCF Assumptions:

Particulars	Notes	
Risk free rate (Rf) as on 31.03.2025	6.58%	Considered of long-term Indian government bond rate
Market Rate of Return	15.55%	BSE Sensex return on long term basis
Industry Beta... ( $\beta$ )	1.38	We selected three peer companies from the same industry and calculated their Beta using the slope method (regression of stock vs market returns). The average Beta came out to 1.38, which means these companies are more sensitive to market changes. This is common in industries with higher growth or more risk. So, a Beta of 1.38 is reasonable and reflects the industry trend.
Additional Company Specific (including Small Company) Risk Premium (unsystematic risk) (CSRP)	5%	We have given additional risk premium looking into company profile, financial structure and ROI investor will look into while investing in this type of company. This is also dependent upon the level of aggressiveness of the future cash flows and present scenario of the country and company environment in which it is operating.
Cost of Equity (Ke)	24.00%	As per Modified CAPM model i.e. $[K_e = R_f + \beta(R_m - R_f) + CSRP]$
WACC	18.65%	$WACC = (K_e * \% \text{ Equity in Capital Structure}) + (\text{Cost of Debt} * \% \text{ Debt in Capital Structure} * (1 - \text{Tax Rate}))$
Growth Rate	3.00%	As the perpetuity growth rate assumes that the Company will continue its historic business and generate Free Cash Flows at a steady state forever. Since terminal value constitutes a major proportion of the entire value of the business, we while deciding the terminal growth rate have given emphasis to economic factors & financial factors like Inflation of the Country, GDP growth of the



		Country, Projected Financials, Historical Financial Position, Organic & Inorganic growth strategies of the Company, investment opportunity etc.
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## CAVEATS, LIMITATION AND DISCLAIMERS

### I. Restriction on use of Valuation Report

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

### II. Responsibility of RVE

We owe responsibility only to the client that has appointed us under the terms of the engagement letters. 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.

### III. Accuracy of Information

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

### IV. Achievability of the forecast results

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





#### **V. Value Estimate:**

The valuation of companies/business and assets is not a precise science and is based on the available facts and circumstances and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment. Although every scientific method has been employed in systematically arriving at the value, there is, therefore, no indisputable single value. Whilst, we consider the valuation to be both reasonable and defensible based on the information available, others may place a different value.

#### **VI. Post Valuation Date Events**

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

#### **VII. Reliance on the representations of the clients, their management and other third parties**

The client and its management warranted to us that the information they supplied was complete, accurate and true and correct to the best of their knowledge. We have relied upon the representations of the clients, their management and other third parties concerning the financial data, operational data and maintenance schedule of all plant-machinery-equipment-tools-vehicles, real estate investments and any other investments in tangible assets except as specifically stated to the contrary in the report. We shall not be liable for any loss, damages, cost or expenses arising from fraudulent acts, misrepresentations, or wilful default on part of the companies, their directors, employee or agents.

#### **VIII. No procedure performed to corroborate information taken from reliable external sources**

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

#### **IX. Compliance with relevant laws**

The report assumes that the company complies fully with relevant laws and regulations applicable in its area of operations and usage unless otherwise stated, and that the 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 reflected in the balance sheet provided to us.



#### **X. Multiple factors affecting the Valuation Report**

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

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

We are fully aware that based on the opinion of value expressed in this report, we may be required to give testimony or attend court / judicial proceedings with regard to the subject assets, although it is out of scope of the assignment, unless specific arrangements to do so have been made in advance, or as otherwise required by law.

In such event, the party seeking our evidence in the proceedings shall bear the cost/professional fee of attending court / judicial proceedings and our tendering evidence before such authority shall be under the applicable laws.

#### **XII. Conflict of Interest**

We hereby confirm that we have no known present or contemplated interest in the subject company or asset being valued. There is no conflict of interest that would affect our ability to provide an independent and unbiased valuation. In the event any potential conflict arises during or after the course of this engagement, the same shall be disclosed promptly to the client. Our personnel have acted independently and impartially, and the fee for this engagement is not contingent upon the outcome of the valuation or any subsequent event.



**THANKING YOU**