



# VALUATION REPORT

## VALUATION OF EQUITY SHARES OF

### **JAI BALAJI INDUSTRIES LIMITED**

FOR PROPOSED PREFERENTIAL ALLOTMENT OF EQUITY SHARES / WARRANTS

**Valuation Date 12th December, 2022**

**MANISH GADIA**

REGN. NO. IBBI/RV/06/2019/11646

RVO Mem. No. ICAIRVO/06/RV-P00074/2019-2020



# MANISH GADIA

B.Com, FCA,DISA(ICAI)

Registered Valuer (IBBI)

Regn. No. IBBI/RV/06/2019/11646

5, Raja Subodh Mullick Square

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To,  
The Director  
Jai Balaji Industries Limited  
5, Bentinck Street,  
Kolkata, WB-700001 IN

**Sub: Valuation Analysis of Equity Shares of Jai Balaji Industries Ltd. as per** Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time.

I refer to the engagement letter dated 12/12/2022 for engaging Mr. Manish Gadia, a Insolvency and Bankruptcy Board of India ("IBBI") Registered Valuer ("herein-after-referred as "Valuer") for the purpose of valuation of Equity Share of Jai Balaji Industries Limited in accordance to Regulation 166A read with regulation 164 and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time, for the proposed preferential allotment of Equity Shares / warrants which may result in allotment of more than 5% of the post issue fully diluted share capital of an issuer, to an allottee or to allottees acting in concert, read with Section 42 and Section 62 (1)(C) of the Companies Act, 2013 for fresh issue of share capital. The company is registered with CIN: L27102WB1999PLC089755 having its registered office at 5, Bentinck Street, Kolkata, WB-700001. The equity shares of the Company are presently listed on the National Stock Exchange Limited (NSE) and Bombay Stock Exchange Limited (BSE).

I have relied on accuracy and completeness of all the information and explanations provided by the management. Based on the information provided by the management, subject to the notes and comments provided herein, and my analysis of the Equity Shares of Company, I have arrived at the "fair value" ("Valuation" or "Value") of the Equity Shares of the Company to be Rs. 44.44 per fully paid-up equity shares of Rs. 10 each as on 12<sup>th</sup> December, 2022 ("Valuation date").



The detailed valuation report including calculations and assumptions has been attached in pages to follow.



**Manish Gadia**

(Regn. No. IBBI/RV/06/2019/11646)

(RVO Mem. No. ICAIRVO/06/RV-P00074/2019-2020)

Date: 15-12-2022

Place: Kolkata

**UDIN - 22059677BFLVJT2937**



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## PURPOSE OF VALUATION

I have been appointed by **Jai Balaji Industries Limited** solely to determine the fair valuation of equity share of the company **Jai Balaji Industries Limited (the 'Company')**.

Based on the discussions held with the management and Key Managerial Personnel (KMP's), we understand that the Company is proposing to issue certain equity shares / warrants on preferential basis. The Equity shares of the company are frequently traded. The company is listed on BSE Ltd & National Stock Exchange of India Limited (NSE). In terms of Regulation 166A read with Regulation 164 of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 as amended from time to time ('SEBI (ICDR) Regulations'), a preferential issue, which may result in a change in control or allotment of more than 5 % of the post issue fully diluted share capital of an issuer, to an allottee or to allottees acting in concert, shall, besides the market price, requires valuation from an independent registered valuer and should be considered for determining the issue price. Thus, we, being Independent Registered Valuers, have been appointed as per the appointment letter dated 12<sup>th</sup> December, 2022. We are issuing this certificate for the purpose of compliance with the Chapter V of SEBI (ICDR) Regulations

Regulation 164(1) If the equity shares 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 of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:  
the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

First proviso to Regulation 164 (1) - 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.

Regulation 164(5) 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 equity shares of the issuer are listed and in which the highest trading volume in respect of the equity shares of the issuer has been recorded during the preceding 90 trading days prior to the relevant date.



Regulation 166A - 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.

## SCOPE OF VALUATION

### Appointment date, Relevant date and Report date

The management of the Company has appointed Manish Gadia on 12<sup>th</sup> December, 2022. The analysis of the fair value of the equity share of the Company has been carried out on the Relevant Date i.e. 12<sup>th</sup> December, 2022. The valuation report is issued on 15<sup>th</sup> December, 2022.

As per Regulation 161 of the SEBI ICDR, 2018, "relevant date" means in case of preferential issue of equity shares, the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue.

### Identity of the Valuer

Manish Gadia is a Registered Valuer as required under the Companies (Registered Valuers & Valuation) Rules, 2017. He is registered with Insolvency & Bankruptcy Board of India vide registration number IBBI/RV/06/2019/11646.

### Disclosure of Valuer Interest

I neither have any present or any prospective contemplated financial interest in the Company nor any personal interest with respect to the Promoters & Board of Directors 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 has been issued on the specific request of the management for the Value of the Company based on the latest available financials for the quarter and half year ended 30<sup>th</sup> September, 2022.



**Specific Purpose:**

Valuation analysis and its results are specific to the purpose of valuation as mentioned in the section "Purpose of Valuation". It may not be relevant for any other purpose or entity. This Report is prepared exclusively for the above stated purpose and must not be copied, disclosed or circulated or referred to in correspondence or discussion with any other party. Neither this report nor its content may be used for any other purpose without my prior written consent.

**Not an advice to buy or sell:**

The analysis in this report is based on the information provided by the management and such information as is obtained from market sources. However, my report is not advising anybody to take a buy or sell decision, for which specific opinion may be required from experts.

**No audit or certification:**

My work does not constitute an audit or certification of the historical financial statements. I cannot and do not express an opinion on the accuracy of any financial information referred to in this report. I have relied on the assumptions made by the management of the company. These assumptions require exercise of judgement and are subject to uncertainties.

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## BACKGROUND OF THE COMPANY

**Name: JAI BALAJI INDUSTRIES LIMITED**

**CIN: L27102WB1999PLC089755**

**Date of Incorporation: 01-07-1999**

**Registered Address: 5, BENTINCK STREET KOLKATA WB 700001 IN**

The Company is a NSE & BSE Listed Public Limited Company carrying of business of integrated activities of manufacture and sale of Iron & Steel products.

The profit of the Company for the year ended 31<sup>st</sup> March, 2022 is about Rs 48.06 crores & profit of the Company for the period of six months ended 30<sup>th</sup> September, 2022 is about 43.00 crores. The net-worth of the Company stands fully eroded.

The business of the Company has been severely impacted for last few years which coupled with the ongoing pandemic has almost crippled its business which has run into huge losses.

### PURPOSE OF NEW SHARE CAPITAL

The company wants to raise further share capital by issue of fresh equity for the purpose of its business.

#### Director's /KMP's Details-

<u>DIN/PAN</u>	<u>DIRECTOR'S /KMP NAME</u>	<u>DESIGNATION</u>	<u>APPOINTMENT DATE</u>
ABQPT3978F	AJAY KUMAR TANTIA	Company Secretary	1 <sup>st</sup> April 2005
00028560	GAURAV JAJODIA	Whole-time Director	27 <sup>th</sup> Sep 2014
00036339	SANJIV JAJODIA	Whole-time Director	31 <sup>st</sup> May 2002
ACHPJ8297P	SANJIV JAJODIA	CFO (KMP)	29 <sup>th</sup> May 2014
00045114	ADITYA JAJODIA	Managing Director	1 <sup>st</sup> Jul 1999
00045192	RAJIV JAJODIA	Whole-time Director	1 <sup>st</sup> Jul 1999
00047844	ASHIM KUMAR MUKHERJEE	Director	2 <sup>nd</sup> Dec 2015
01180085	SWATI BAJAJ	Director	13 <sup>th</sup> Aug 2018
01419527	SHAILENDRA KUMAR TAMOTIA	Director	15 <sup>th</sup> May 2013
07158338	SEEMA CHOWDHURY	Director	17 <sup>th</sup> Apr 2015
07161473	RAKHI BAJORIA	Director	17 <sup>th</sup> Apr 2015
08879262	BIMAL KUMAR CHOUDHARY	Whole-time Director	15 <sup>th</sup> Sep 2020

**Authorized Capital - Rs. 1650000000;**

**Paid Up Capital - Rs. 1454502860.**





## SOURCES OF INFORMATION

In connection with this valuation exercise, I have used and relied upon the following information about the company received from the management of Jai Balaji Industries Limited and/or gathered from public domain:

- ❖ Audited Balance Sheet of the Company as on 31<sup>st</sup> March, 2022
- ❖ Statement of Unaudited Financial results for the quarter and six month ended 30<sup>th</sup> September 2022.
- ❖ Statement of Assets and Liabilities for six month ended 30<sup>th</sup> September 2022. Statement of Cash Flows for six month ended 30<sup>th</sup> September 2022.
- ❖ Projected profit & loss statement from FY 2022-23 to FY 2026-27.
- ❖ Representations from the management (written and oral) that affect the value of the shares of the company.
- ❖ Public documents as available from external sources such as MCA (mca.gov.in), NSE, BSE, and others.
- ❖ Valuation report of the land & building and Plant & Machinery by Mott MacDonald, Mumbai of dated 5-1-2019
- ❖ Market / industry surveys & information.
- ❖ Share holding pattern as on 30-06-2022 & 30-09-2022.
- ❖ Company Profile, Memorandum & Articles of Association
- ❖ Other information and documents for the purpose of this engagement.

During the discussion with the Management, I have also obtained explanations and information considered reasonably necessary for my exercise. The Company have been provided with the opportunity to review the draft report (excluding the recommended valuation) as a part of my standard practice to make sure that factual / omissions are avoided in my final report.

I have relied upon the truth, accuracy and completeness of the information, data and financial terms provided to me or used by me; I have considered that the same are not misleading and do not accept any liability or responsibility for any independent verification of such information or any independent technical valuation or appraisal of any of the assets, operations or liabilities of the Company. The valuation analysis and result are substantively based only on information contained in this report and are governed by concept of materiality. Please refer to the caveats, limitations and disclaimers mentioned in this report.



## LIMITATIONS, QUALIFICATIONS AND EXCLUSIONS

This valuation is subject to the following limiting conditions:

1. This report has been prepared for the purpose of determining/estimating the Fair Value per Equity share of the Company based on the international/generally accepted valuation methodologies for the purpose of a Private Placement / Preferential Issue as per Regulation 166A read with regulation 164 of the SEBI (ICDR) Regulations.
2. The Terms of my engagement was such that I was mandated to rely upon the information & projections provided to me by the client with no further due diligence on the data or on the projections was done by me. I would not be held responsible for the achievability or authenticity of the forecasts or data.
3. The scope of work did not include any due diligence procedures. I have not conducted a site review of the subject business premises, nor have I reviewed any of the business financials. I do not imply that it should not be construed that I have verified any of the information provided to me, or that my inquiries could have verified any matter, which a more extensive examination might disclose.
4. By this report I am not purporting to advice the investor or investee companies on the prudence of the investment.
5. Neither me nor my employee undertakes responsibility in anyway whatsoever to any person in respect of any errors in this report arising due to limited time and information available to us.
6. I have not undertaken responsibility to update this report for the events and circumstances occurring after the valuation date. This report is purely recommendatory in nature. My liability, if any, shall be limited to the professional fees paid to me for rendering these services.
7. This report and the information provided herein is my sole Intellectual property and I hold its complete copyrights. No part of this report shall be reproduced/copied/extracted etc. without the express permission of mine in writing unless statutorily required. Such consent shall not be unreasonably withheld.



## DISCLAIMERS

The valuation of the Company contained herein is not intended to represent at any time other than the date that is specifically stated in this report. I have no responsibility to update this report for events and circumstances occurring after the valuation date.

Events occurring after the date hereof may effect this report and the assumptions used in preparing it, and I do not assume any obligation to update, revise or reaffirm this report.

Valuation analysis and its results are specific to the purpose of valuation as mentioned in the section "Purpose". It may not be relevant for any other purpose or entity. This Report is prepared exclusively for the above stated purpose. Neither this report nor its content may be used for any other purpose without my prior written consent.

My work does not constitute an audit or certification of the historical financial statements. I cannot and do not express an opinion on the accuracy of any financial information referred to in this report. I have relied on the assumptions made by the management of the Company. These assumptions require exercise of judgment and are subject to uncertainties.

The Management of the Company has indicated to me that it has understood that any omissions, inaccuracies, or misstatements may materially affect my analysis/results. Accordingly, I assume no responsibility for any errors in the above information furnished by the Management of the Company and their impact on the present valuation exercise.

I have assumed that the company will maintain the character and integrity of the Company through any reorganization or reduction of any owner's/manager's participation in the existing activities of the Company

In no event shall I be liable for any loss, damage, cost or expense arising in any way from fraudulent acts, misrepresentations or willful defaults on the part of the Company, their directors, employees or agents. In no circumstances shall my liability relating to services provide in connection with the engagement set out in this report exceed the amount paid to me in respect of the fees charged for those services.

The assumptions used in their preparation, as I have been explained, are based on the management's present expectation of both – the most likely set of future business events and

the management's course of action related to them. Wherever I have not received details information from the management, I have used my assessment of value based on experiences and circumstances of the case. It is usually the case that some events and circumstances do not occur as expected or are not anticipated.

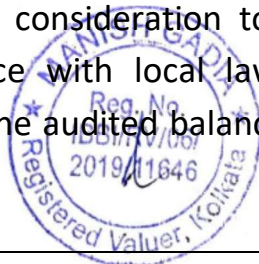
I have relied upon the representations received from the Management that the information contained in this Report is materially accurate and complete, fair in the manner of its portrayal and therefore forms a reliable basis for the valuation.

This report shall at all times be read and interpreted in full, no part of it shall be read independently for any reason whatsoever. This report and the information provided herein is the sole Intellectual property of the company and the company holds its complete copyrights. No part of this report shall be reproduced/copied/extracted etc. without the express permission of the company in writing unless statutorily required. Such consent shall not be unreasonably withheld.

The fee for the engagement is not contingent upon the results reported.

In the course of the valuation, I was provided with both written and verbal information. I have however, evaluated the information provided to me by the Management of the Company through broad inquiry, however I have not carried out a due diligence or audit procedures for the purpose of this engagement, nor have I independently investigated or otherwise verified the data provided. Through the above evaluation, nothing has come to my attention to indicate that the information provided was materially mis-stated/incorrect or would not afford reasonable grounds upon which to base the report. I do not imply and it should not be construed that I 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 terms of my engagement was such that I was entitled to rely upon the information provided by the Management of the Company.

The Report assumes that the Company complies fully with relevant laws and regulations applicable in all its areas of operations unless otherwise stated, and that the Company will be managed in a competent and responsible manner. Further, except as specifically stated to the contrary, this Valuation Report has given no consideration 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 recorded in the audited balance sheet of the Company. My



Analysis of value assumes that the assets and liabilities of the Company, reflected in the respective latest balance sheet remain substantially intact as of the Report date.

The assumptions used in their preparation, as I have been explained, are based on the management's present expectation of both – the most likely set of future business events and the management's course of action related to them. Wherever I have not received detailed information from the management, I have used my assessment of value based on experiences and circumstances of the case. It is usually the case that some events and circumstances do not occur as expected or are not anticipated and this may materially affect my result of value.

My engagement is limited to preparing the report to be submitted to the management of Jai Balaji Industries Limited. I shall not be liable to provide any evidence for any matters stated in the report nor shall I be liable or responsible to provide any explanation or written statement for any assumption, information, methodology or any other matter pertaining to the report.

The fair value measurement approach relates only to the exit price from a market participant's view point at the measurement date and does not directly factors the subsequent reversibility or otherwise of price. It is based on the perspective of market participants rather than just the entity itself, so fair value is not affected by an entity's intentions of retaining or otherwise of the asset, liability or equity item that is being fair valued.

This report does not look into the business/ commercial reasons behind the transaction nor the likely benefits arising out of the same. Similarly it does not addresses 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 achievable.

I owe responsibility to only the management of the Company that has engaged me and nobody else. I do not accept any liability to any third party in relation to this certificate. In any case, my liability to the Company or any third party is limited to be not more than 50% of the amount of the fee received by me from the Company for the engagement.

I hereby certify that the valuer is suitably qualified and authorized to practice as a valuer; and does not have a pecuniary interest, financial or otherwise, that could conflict with the proper valuation of the company (including the parties with whom the company is dealing, including



the lender or selling agent, if any). The valuer accepts instructions to value the company only from the appointing authority or eligible instructing party.

I am not advisor with respect to legal, tax and regulatory matters for the transaction.

This Valuation report is subject to the laws in India.

I have no present or planned future interest in the company or its group companies, if any and the fee payable for this valuation is not contingent upon the value of shares reported herein.

## STANDARD OF VALUE

The valuation exercise is aimed at the assessment of the Fair Value of the Jai Balaji Industries Limited. I am required to arrive at the above valuations based on internationally accepted valuation practices. I have used "Fair Market Value" (FMV) as a standard of value for ascertaining the enterprises value.

Fair market value is defined as:

*"The price at which property would change hands between a hypothetical able and willing buyer and a hypothetical willing and able seller, acting in arm's length in an open and unrestricted market when neither is under any compulsion to buy or sell and when both have reasonable knowledge of the relevant facts."*

My analysis and report are in conformity with the "ICAI Valuation Standards" (IVS) issued by the Institute of Chartered Accountants of India. In addition to the general standards! guidelines of the IVS, my report specifically complies with ICAI Valuation Standard 102 - Valuation Bases, ICAI Valuation Standard 103 - Valuation Approaches and Methods, ICAI Valuation Standard 201 - Scope of Work, Analyses and Evaluation, ICAI Valuation Standard 202 - Reporting and Documentation and ICAI Valuation Standard 301 - Business Valuation.

Ind AS (113) as well as IFRS 13 defines fair value as *"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 measurement date."*

## PREMISE OF VALUE

My Opinion with respect to determination of fair value of the Equity Shares of Company is based on Going Concern basis since the company is carrying out its operations in a professional manner with an objective to carry on its business.

## VALUATION METHODOLOGY

Valuation of a business is not an exact science and ultimately depends upon what it is worth to a serious investor or buyer who may be prepared to pay a substantial goodwill. This exercise may be carried out using various methodologies, the relative emphasis of each often varying with:

- ❖ Whether the entity is listed or not listed on a stock exchange
- ❖ Industry to which the company belongs
- ❖ Past track record of the business and the case with which the growth rate in cash flows to perpetuity can be estimated.
- ❖ Extent to which industry and comparable company information is available.

The International Accounting Standard Board (IASB), which is the independent standard setting body of the IFRS foundation, has set out two internationally accepted valuation methodologies for arriving at the fair value of a share namely, the income approach and the market approach.

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

### **Asset based**

#### **Adjusted Net Assets Value method (NAV)**

The Value arrived at under this approach is based on the audited/provisional financial statements of the business and may be defined as Shareholders Funds or Net Assets owned



by the business. The Adjusted Net Assets Value of the business is arrived at after making adjustments for the fair value of Assets and Liabilities as on the date of valuation.

### **Market Based**

Market approach is a valuation approach that uses prices and other relevant information generated by the market transactions involving identical or comparable (i.e., similar) assets, liabilities or a group of assets and liabilities, such as a business.

#### **Pricing of frequently traded shares**

Regulation 164. (1) SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 - If the equity shares of the issuer have been listed on a recognized stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

a. the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or

b. the 10 trading days volume weighted average prices of the related equity shares quoted on a recognized 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.”

#### **Comparable Company Market Multiple Method**

Under this methodology, market multiples of comparable listed companies are computed and applied to the business being valued in order to arrive at a multiple based valuation. The difficulty here is in the selection of a comparable company since it is rare to find two or more companies with the same product portfolio, size, capital structure, business strategy, and profitability and accounting practices.

Whereas no publicly traded company provides an identical match to the operations of a given company, important information can be drawn from the way comparable enterprises are valued by public markets.



### Comparable Transactions Multiple Method

This approach is somewhat similar to the market multiples approach except that the sale and EBITDA multiples of reported transactions in the same industry in the recent past are applied to the sales and EBITDA of the business being valued.

The following are some of the instances where a valuer applies the market approach:

- ❖ Where the asset to be valued or a comparable or identical asset is traded in the active market;
- ❖ There is a recent, orderly transaction in the asset to be valued; or
- ❖ There are recent comparable orderly transactions in identical or comparable asset(s) and information for the same is available and reliable.

### Income Based

#### Discounted Cash flow Method (DCF)

DCF uses the future free cash flows of the firm/equity holders discounted by the weighted average cost of capital (WACC), to arrive at the present value. The WACC, based on an optimal vis-à-vis actual capital structure, is an appropriate rate of discount to calculate the present value of future cash flows as it considers debt-equity risk by incorporating deb-equity ratio of the firm. In general, DCF method is a strong and widely accepted valuation tool, as it concentrates on cash generation potential of a business considering that this method is based on future potential and is widely accepted.

## **VALUATION APPROACH USED**

### Market Based: Market Price Method

The Company's shares are listed and traded at both NSE and BSE. Trading volume of equity shares of the Company in NSE is more as compared to BSE during the preceding 90 trading days prior to the relevant date. Hence, for pricing purpose, we have considered NSE database.

In the instant case as per the trade data obtained from NSE for the period 23<sup>rd</sup> December, 2021 to 9<sup>th</sup> December, 2022 (240 trading days preceding the relevant date), there has been trading of 2,87,47,139 equity shares which is more than 10% of the total shares of the Company. In view of same as per Regulation 164 of SEBI ICDR Regulations 2018, the shares of the Company are frequently traded.

Particulars	MM/DD/YY	Day
Relevant Date	12-12-2022	Monday



**As per NSE:**

(a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date:

Date	Total Traded Quantity	Turnover
29-Jul-22	47,897	22,47,657.45
01-Aug-22	58,318	27,52,718.15
02-Aug-22	51,339	23,63,738.70
03-Aug-22	20,631	9,61,621.05
04-Aug-22	25,666	11,92,810.85
05-Aug-22	17,700	8,17,856.00
08-Aug-22	13,593	6,23,302.05
10-Aug-22	30,348	14,07,515.55
11-Aug-22	16,464	7,50,589.40
12-Aug-22	17,849	8,17,365.65
16-Aug-22	41,712	19,67,411.50
17-Aug-22	1,33,737	64,44,294.20
18-Aug-22	64,685	30,84,723.15
19-Aug-22	22,037	10,47,671.60
22-Aug-22	78,498	37,16,016.20
23-Aug-22	62,849	30,12,633.70
24-Aug-22	27,894	13,28,361.10
25-Aug-22	28,313	13,63,747.45
26-Aug-22	22,563	10,75,286.70
29-Aug-22	26,288	12,25,514.45
30-Aug-22	22,935	10,86,755.90
01-Sep-22	39,207	18,80,302.50
02-Sep-22	1,65,520	80,97,237.00
05-Sep-22	59,985	28,86,337.55
06-Sep-22	47,643	22,48,973.40
07-Sep-22	1,06,287	49,95,712.70
08-Sep-22	45,464	21,39,796.20
09-Sep-22	24,746	11,62,213.00
12-Sep-22	20,970	9,82,998.25
13-Sep-22	77,791	35,48,509.30
14-Sep-22	33,340	15,45,102.95
15-Sep-22	43,071	19,72,542.45
16-Sep-22	49,727	22,56,703.00
19-Sep-22	16,476	7,55,832.00
20-Sep-22	8,933	4,04,790.80
21-Sep-22	22,912	10,35,627.30
22-Sep-22	23,080	10,35,707.95
23-Sep-22	57,882	25,25,152.75



26-Sep-22	61,619	24,96,748.05
27-Sep-22	28,463	11,62,894.60
28-Sep-22	29,597	12,73,917.85
29-Sep-22	14,726	6,47,709.10
30-Sep-22	35,731	15,04,908.10
03-Oct-22	28,761	11,95,295.20
04-Oct-22	29,736	12,46,115.60
06-Oct-22	17,865	7,54,983.20
07-Oct-22	37,696	15,94,348.70
10-Oct-22	28,676	11,96,536.20
11-Oct-22	22,387	9,24,745.40
12-Oct-22	7,862	3,17,865.70
13-Oct-22	10,929	4,43,265.05
14-Oct-22	14,658	5,93,451.20
17-Oct-22	9,527	3,85,571.25
18-Oct-22	3,079	1,26,136.75
19-Oct-22	16,441	6,74,056.70
20-Oct-22	61,475	25,76,106.35
21-Oct-22	20,147	8,41,323.85
24-Oct-22	47,531	20,94,605.05
25-Oct-22	19,395	8,44,648.25
27-Oct-22	33,953	14,72,479.15
28-Oct-22	7,781	3,31,488.95
31-Oct-22	19,246	8,22,987.05
01-Nov-22	18,961	8,19,478.10
02-Nov-22	14,155	6,16,830.10
03-Nov-22	1,65,410	66,52,439.50
04-Nov-22	85,970	37,53,117.55
07-Nov-22	44,278	19,56,007.75
09-Nov-22	37,722	16,38,497.30
10-Nov-22	12,562	5,34,164.00
11-Nov-22	11,818	5,04,356.75
14-Nov-22	1,13,097	47,70,741.85
15-Nov-22	16,377	6,90,807.20
16-Nov-22	16,307	6,89,466.00
17-Nov-22	15,157	6,33,954.30
18-Nov-22	11,740	4,87,190.50
21-Nov-22	21,085	8,73,482.80
22-Nov-22	33,413	13,67,263.85
23-Nov-22	6,291	2,58,503.95
24-Nov-22	57,891	23,72,810.20
25-Nov-22	7,743	3,19,229.70
28-Nov-22	45,635	18,57,212.30
29-Nov-22	27,515	11,36,588.85
30-Nov-22	39,569	16,09,876.70
01-Dec-22	16,101	6,69,706.00



02-Dec-22	34,811	14,47,776.75
05-Dec-22	37,882	15,84,734.25
06-Dec-22	79,291	33,05,246.30
07-Dec-22	46,101	19,44,705.35
08-Dec-22	17,535	7,50,480.40
09-Dec-22	95,344	40,91,265.10
<b>TOTAL</b>	<b>34,11,392</b>	<b>15,16,19,250.60</b>

90 trading days volume weighted average price – Rs. 44.44

(b) the 10 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date:

Date	Total Traded Quantity	Turnover
28-Nov-22	45,635	18,57,212.30
29-Nov-22	27,515	11,36,588.85
30-Nov-22	39,569	16,09,876.70
01-Dec-22	16,101	6,69,706.00
02-Dec-22	34,811	14,47,776.75
05-Dec-22	37,882	15,84,734.25
06-Dec-22	79,291	33,05,246.30
07-Dec-22	46,101	19,44,705.35
08-Dec-22	17,535	7,50,480.40
09-Dec-22	95,344	40,91,265.10
<b>Total</b>	<b>4,39,784</b>	<b>1,83,97,592.00</b>

10 trading days volume weighted average price – Rs. 41.83

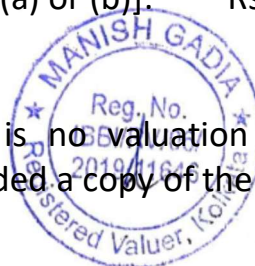
We have considered volume weighted average price for a period of 90/10 trading days by taking into consideration aggregate daily turnover in the scrip over the period of 90/10 trading days and dividing the same by the total number of shares traded during the said period.

(a) 90 trading days volume weighted average price: Rs. 44.44

(b) 10 trading days volume weighted average price: Rs. 41.83

Therefore, Applicable Minimum Price [higher of (a) or (b)]: Rs. 44.44

The Management has informed us that there is no valuation methodology / formula prescribed in Articles of Association and also provided a copy of the same.



### **Income Based: Discounted Cash flow Method (DCF)**

The Enterprise Value being calculated on basis of audited Balance Sheet and future projections, derived in negative figure, hence, the DCF method had not been applied on the company. However, the projections of the Company being price sensitive information, the valuations workings of the Company under Income Approach have not been provided herein.

### **Asset based: Adjusted Net Assets Value method (NAV)**

It is the value of the assets of the companies that determine the fair value of the companies. In the present case, though the tangible fixed assets of the company have been valued, the net asset value of the company comes at negative value. The Contingent Liability as on the valuation date is not considered as the net-worth of the company is already negative. Other Assets are considered at book value, other than investments in securities and fixed assets. The Calculation of Net Asset Value is attached with the valuation report.

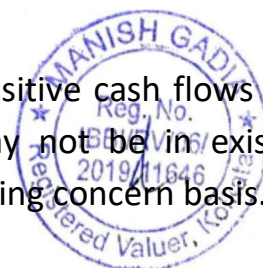
### **FAIR VALUE OF EQUITY SHARE OF JAI BALAJI INDUSTRIES LIMITED**

PARTICULARS	VALUE PER SHARE (INR)	WEIGHTAGE	AMOUNT
NET ASSET VALUE	(82.03)	0%	0
DISCOUNTED CASH FLOW	N/A	0%	0
MARKET APPROACH	44.44	100%	44.44
<b>FAIR VALUE OF EQUITY SHARE OF RS. 10 EACH</b>			<b>44.44</b>

Therefore, in the present situation, I have considered the Market Approach method to arrive at the fair value of the company.

## **KEY ASSUMPTIONS**

- ❖ I have relied on the Audited balance sheet for the period ended on 31<sup>st</sup> March 2022, Statement of Unaudited Financial results for the quarter and six month ended 30<sup>th</sup> September 2022, unaudited provisional and projected financial statement from FY 2022-23 to FY 2026-27 and information provided as not to be misleading and did not find any material reason to not rely on them.
- ❖ Since the company is expected to generate positive cash flows in future, I don't have any reason to believe that the company may not be in existence in near future. Accordingly, I have valued the company on a going concern basis.



- ❖ I have not attempted to confirm whether or not the Equity Shares of Jai Balaji Industries Limited are free and clear of liens and encumbrances, or that the Company has good title to the instrument.
- ❖ I have not conducted the site review of the subject business premises neither do I confirm the accuracy of the financials of Jai Balaji Industries Limited provided to me. It is assumed that these statements are true and correct.

## CONCLUSION

In the ultimate analysis, valuation will have to be tempered by the exercise of judicious discretion and judgment taking into account all the relevant factors. There will always be several factors, e.g. quality of the management, present and prospective competition, yield on comparable securities and market sentiment etc. which are not evident from the face of the balance sheets but which will strongly influence the worth of a share. This concept is also recognized in judicial decisions. For example, Viscount Simon said in Gold Coast Selection Trust Ltd. Vs. Humphrey reported in 30 TC 209 (House of Lords) and quoted with approval by the Supreme Court of India in the case reported in 176 ITR 417 as under:

*"If the asset takes the form of fully paid shares, the valuation will take into account not only the terms of the agreement but a number of other factors, such as prospective yield, marketability, the general outlook for the type of business of the company which has allotted the shares, the result of a contemporary prospectus offering similar shares for subscription, the capital position of the company, so forth. There may also be an element of value in the fact that the holding of the shares gives control of the company. If the asset is difficult to value, but is nonetheless of a money value, the best valuation possible must be made. Valuation is an art, not an exact science. Mathematical certainty is not demanded, nor indeed is it possible."*

Based on my valuation analysis of equity shares of Jai Balaji Industries Limited and subject to the notes and comments provided herein and having regard to all factors described above on the calculations, I hereby certify that the fair value per equity share of the Company as on 12<sup>th</sup> December, 2022 is Rs. 44.44.





The values so arrived at are subject to the matters enumerated in 'Disclaimer statement', 'Scope of Work & Limitation' and information provided to me and should be viewed in the light thereof.



**Manish Gadia**

(Regn. No. IBBI/RV/06/2019/11646)

(RVO Mem. No. ICAIRVO/06/RV-P00059/2019-2020)

Date: 15-12-2022

Place: Kolkata

**UDIN:- 22059677BFLVJT2937**



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# VALUATION OF JAI BALAJI INDUSTRIES LTD. AS ON 30TH SEPTEMBER, 2022

## NET ASSET VALUE METHOD

Particulars	Rs. In Lakhs	Rs. In Lakhs
<b>Fixed Assets</b>		
Market Value of Land & Building	64,265	1,56,944
Book value of Other Tangible Assets	88,401	
Capital WIP	4,204	
Intangible Assets	74	
<b>Non-current investments</b>		
Investments in Shares & securities	105	
Investments in immovable properties	-	105
<b>Current investments</b>		
Fair market value of shares and securities	-	-
Deferred Tax Assets	29,085	29,085
<b>Book Value of All the Assets</b>		
Capital Work-in-Progress	-	
Inventories	86,752	
Trade Receivables	17,135	
Cash and Bank Balances	6,950	
Other Current & Non-Current Assets	51,469	
Long Term Loan & Advances	-	
Short term loans & Advances	2,412	
<b>Total Assets</b>	<b>1,64,718</b>	
<b>Less: Unamortised Deferred Expenditure</b>	-	1,64,718
<b>Book Value of Total Liabilities</b>		
Short-term borrowings	63,485	
Deferred Tax Liabilities	-	
Trade payables	1,06,086	
Other current liabilities	39,078	
Short-term Provisions	923	
<b>Total Liabilities</b>	<b>2,09,572</b>	
<b>Provision for Income Tax</b>	-	(2,09,572)
<b>TOTAL ASSETS</b>		<b>1,41,281</b>
Long Term Liabilities	2,46,236	(2,46,236)
<b>Net Value of Assets</b>		<b>(1,04,955)</b>
<b>No. of Shares Outstanding as on 30th September, 2022</b>		12,79,50,286
<b>Net asset value per share</b>		(82.03)