



GOPAVARAPU MURALI REDDY., FCA

Registered Valuer (Securities or Financial Assets) Under IBBI
Registration No. IBBI/RV/02/2019/11566

**VALUATION
OF
EQUITY SHARES
OF**

**VEDAVAAG SYSTEMS LIMITED
CIN: L72200TG1998PLC029240**

Prepared by:

CA GOPAVARAPU MURALI REDDY
(IBBI Registered Valuer)

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Hyderabad, Telangana-500038

RV Registration No – IBBI/RV/02/2019/11566





GOPAVARAPU MURALI REDDY., FCA

Registered Valuer (Securities or Financial Assets) Under IBBI
Registration No. IBBI/RV/02/2019/11566

Date: August 17, 2024

To,
Board of Directors,
VEDAVAAG SYSTEMS LIMITED
1-90-8/13, B Block, 103 Sri Sai Orchid,
Hi Tec City, Madhapur, Hyderabad,
Hyderabad, Telangana, India, 500081.

Dear Sir,

Sub: Report on Valuation of Equity Shares of VEDAVAAG SYSTEMS LIMITED

I refer to our engagement letter dated August 14, 2024 for carrying out the valuation of **Equity Shares of VEDAVAAG SYSTEMS LIMITED** (here-in-after referred as "**Company**" or "**VSL**"). In accordance with the terms of the engagement, I am enclosing my report along with this letter. In attached report; I have summarized my Valuation analysis of the Shares together with the description of methodologies used and limitation on my Scope of Work.

Based on my assessment and in terms of first Proviso to the Sub-Regulation 1 of Regulation 166A r.w. Sub-Regulation 1 of Regulation 164 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), as amended from time to time, the Floor Price of the Equity Share of the Company having Face Value of Rupees 10.00/- each has been arrived at **Rs. 62.82/-** In case your enquire any further assistance, please feel free to contact me.

This Valuation Analysis is confidential and has been prepared for you for providing the same to government or regulatory authorities and this report can be provided to potential investor of VSL for enabling compliance under various laws as detailed herein after in this report. It should not be used, reproduced or circulated to any other person, in whole or in part, without my prior consent. Such consent will only be given after full consideration of the circumstance at that time. I trust that above meets your requirements.

Please feel free to contact us in case you require any additional information or clarifications.

Thanking you,
Yours faithfully,



CA GOPAVARAPU MURALI REDDY
Registered Valuer
IBBI Reg No: IBBI/RV/02/2019/11566
UDIN: 24234971BKCKAZ4589
VRN: IOV/2024-2025/7440
Place: Hyderabad

1. BACKGROUND OF THE COMPANY:

1.1. History:

VEDAVAAG SYSTEMS LIMITED ("VSL") is Public Limited Company Incorporated Under The Companies Act, 1956 On April 16, 1998 Having Its Registered Office At 1-90-8/13, B Block, 103 Sri Sai Orchid, Hi Tec City, Madhapur, Hyderabad, Hyderabad, Telangana, India, 500081. The Company Identification Number (CIN) of the company is L72200TG1998PLC029240. Equity Shares of VSL are listed on Bombay Stock Exchange Limited.

1.2. The Company is a niche player in emerging technologies - AI & ML, IoT, and cloud enabled solutions for Fintech, Edutech, Healthcare, Logistics, Market Intelligence and other services.

1.3. Capital Structure of the Company as on 30th June 2024;

Particulars	Amount (in Rupees)
Authorised Share Capital	
300,00,000 Equity Shares of Rs.10/- each	30,00,00,000
Issued, Subscribed Share Capital	
229,25,000 Equity Shares of Rs.10/- each fully paid up	22,92,50,000
Less: Calls in Arrear	-
Total Paid up Share Capital	22,92,50,000

1.4. The summarised shareholding pattern of the Company as on 30th June 2024 is as follows:

Shareholder Category	No. of Equity Shares	% of Holding
Promoter and Promoter Group	82,49,279	35.98 %
Public	1,46,75,721	64.02%
Total	229,25,000	100%

(Source: BSE)



1.5. Board of Directors and Other Key Managerial persons:

Full Name	DIN/PAN	Designation	Date of Appointment
ANANTH JONNAVITTULA	^09300935	Director	2/9/2021
PRADEEP KUMAR NARSUPALLI	^03498381	Director	30/06/2020
RAMESH SINHA DUGGI	^08841202	Director	23/08/2020
SUJATA JONNAVITTULA	^07014640	Director	31/03/2015
KRISHNA MOHAN TIRUMALABUKKAPATNAM	*****0359E	CFO	20/03/2021
MURALI KRISHNA JONNAVITTULA	^00016054	Managing Director	16/04/1998
SRINIVAS PANNALA	^00018295	Director	7/1/2017
VAMSI SESA SAI IVATURI	^*****4202H	Company Secretary	8/11/2021
ANANTH JONNAVITTULA	^09300935	Director	2/9/2021

2. SCOPE AND PURPOSE OF THIS REPORT:

- 2.1 The Company proposes to issue the Securities to identified investors on preferential Basis (“the proposed Transaction”) and needs to determine the floor price of securities as per Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (“ICDR 2018”). The Company has informed to us that they propose to issue Securities which will be more than 5% of the post issue fully diluted share capital of the Company and there is no change in control.
- 2.2 In this connection, the Company has engaged us to submit a report on floor price of the Securities for preferential allotment.
- 2.3 The Scope of our service is to submit a report on floor price of the Securities of the company calculated in accordance with Regulation 164(1) - Pricing of frequently traded shares and Regulation 166 & 166A of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and Indian Valuation Standards issued by ICAI (Ind VS).
- 2.4 Management of the Company has informed us to consider the Valuation Date for the current valuation exercise as 14th August 2024 (“Valuation Date/Valuation Date”). Therefore, the cutoff date for all information, including market data, has been considered till 14th August 2024 for valuation under Regulation 164(1) of ICDR 2018 and 30th June 2024 for valuation under Regulation 166A (1) of the ICDR 2018.

3. KEYDATES:

Appointing Authority-Audit Committee of the VSL

Appointment Date: August 14, 2024

Relevant Date /Date of Valuation: August 14, 2024

Date of Submission of Valuation Report: August 17th, 2024



4. **IDENTITY OF VALUER:**

I am independent Registered Valuer as required under the Companies (Registered Valuer & Valuation) Rules, 2017 registered with Insolvency & Bankruptcy Board of India having registration no. IBBI/RV/02/2019/11566. No other Experts are involved in this valuation exercise.

5. **PECUNIARY INTEREST DECLARATION:**

I do not have pecuniary interest in the Shares of VSL, past, present or prospective, and the opinion expressed is free of any bias in this regard. I strictly follow the code of conduct of the IOV Registered Valuer Foundation registered under IBBI.

6. **SOURCES OF INFORMATION:**

I have been provided the following information for the valuation analysis:

1. MOA & AOA of VSL;
2. Annual Report for the year ended on 31st March, 2023 and 31st March 2022;
3. Audited Results for the year ended 31st March 2024.
4. Un-Audited results for the Quarter ended 30th June 2024.
5. Trading History Data of Equity Shares of VSL for last one year from relevant Date;
6. Written Representations made by the Company in course of the valuation exercise;
7. Other related information from various sources.

Besides the above listing, there may be other information provided by the Client which may not have been perused by me in any detail, if not considered relevant for my defined scope.

Discussions (in person / over call) with the management to: Understand the business and fundamental factors that affect its earning- generating capability including strengths, weaknesses, opportunity and threats analysis and historical financial performance. During the discussions with the management, I have also obtained explanations and information considered reasonably necessary for this exercise.



7. **FINANCIAL INFORMATION:**

(Amounts Rs. in Lakhs)

	Particulars	Figures as at the end of 31.03.2024	Figures as at the end of 31.03.2023
1	ASSETS		
	Non-current assets		
	(a) Property, Plant and Equipment	1,164.03	1,276.73
	(b) Other Intangible Assests	620.86	682.86
	(c) Financial Assets		
	(i) Investments	1,804.00	704.00
	(ii) Trade receivables	1,520.78	1,484.68
	(iii) Long term loans and Advances	-	-
	(c) Deferred tax assets (net)	-	-
	(d) Non-current Investments	297.83	297.93
2	Current assets		
	(a) Inventories	191.78	96.92
	(b) Financial Assets		
	(i) Investments	-	-
	(ii) Trade receivables	1,634.81	1,033.40
	(iii) Cash and cash equivalents	370.56	295.04
	(iv) Short term loans & advances	-	-
	(v) Other Financial Assets	-	-
	(c) Other current assets	6,986.83	7,648.00
	Total Assets	14,591.48	13,519.57
	EQUITY AND LIABILITIES Equity		
	(a) Equity Share capital	2,292.50	2,292.50
	(b) Other Equity	9,893.05	9,447.95
	LIABILITIES		
1	Non-current liabilities		
	(a) Long term borrowings	107.97	12.05
	(b) Deferred Tax liabilities (Net)	240.96	261.43
	(c) Other Non Current Liabilities	640.48	265.91
2	Current liabilities		
	(a) Financial Liabilities		
	(i) Short term Borrowings	51.02	381.02
	(ii) Lease liabilities	-	-
	(iii) Trade payables	124.82	120.67
	(b) Other current liabilities	1,278.75	703.45
	(c) Short term Provisions	(38.07)	34.60
	Total Equity and Liabilities	14,591.48	13,519.57



8. VALUATION METHODOLOGY AND APPROACH:

8.1. VALUATION BASE

As per the Indian Valuation Standards 102 Valuation Bases, of Indian Valuation Standards 2018 issued by The Institute of Chartered Accountants of India, Valuation Base means the indication of the type of value being used in an engagement. Different valuation bases may lead to different conclusions of value. Therefore, it is important to identify the bases of value pertinent to the engagement. For the purpose of arriving at the value of the equity shares in the instant case, the valuation base is considered as 'Fair Value'. Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the valuation date. Fair value reflects characteristics of an asset which are available to market participants in general and do not consider advantages/disadvantages which are available/applicable only to particular participant(s).

8.2. VALUATION PREMISE

Indian Valuation Standards 102 also defines the 'premise of value' which refers to the conditions and circumstances how an asset is deployed. In a given set of circumstances, one or more premise of value may be adopted. The IVS provides a list of common premises of value. These are Highest and best use, Going concern value, as is where is value, orderly liquidation and forced transaction.

For the purpose of arriving at the value of the equity shares in the instant case, the valuation premise is considered as **Going Concern value**. Going concern value is the value of a business enterprise that is expected to continue to operate in the future.

8.3. Ind VS 301 on Business Valuation deals with valuation of a business or business ownership interest (i.e., it includes valuation of equity share). This standard specifies that following three approaches are used for valuation of business / business ownership interest:

- a. Market Approach
- b. Income Approach
- c. Cost Approach

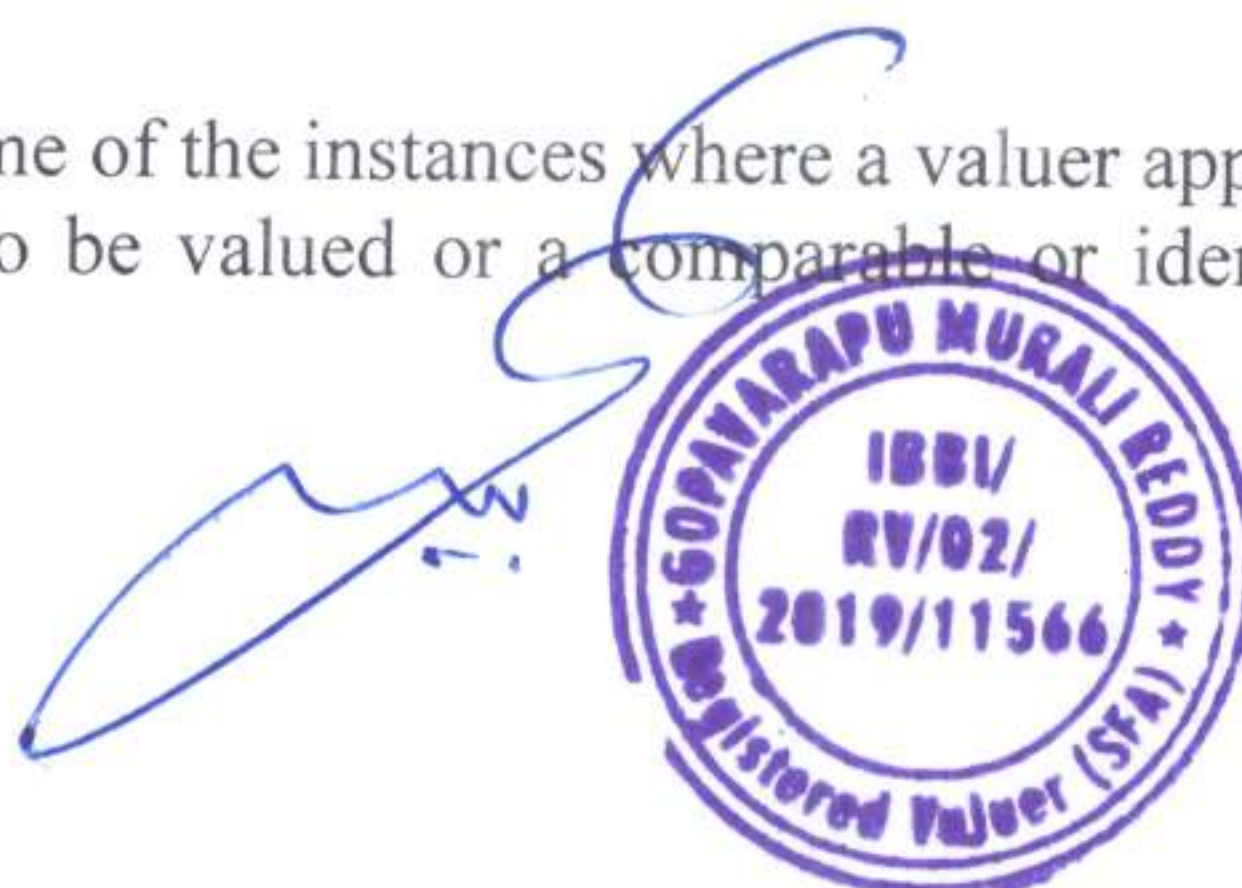
Each of the above approaches are discussed in the following paragraphs.

8.4. Market Approach

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

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

- (a) where the asset to be valued or a comparable or identical asset is traded in the active market;



- (b) there is a recent, orderly transaction in the asset to be valued; or
- (c) there are recent comparable orderly transactions in identical or comparable asset(s) and information for the same is available and reliable.

Under this approach following valuation methods are commonly used:

Market price method, which uses traded price observed over a reasonable period while valuing assets which are traded in the active market.

Comparable Companies Multiple (CCM) method, which involves valuing an asset based on market multiples derived from prices of market comparable traded on active market. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances. To the value of the business so arrived, adjustments need to be made for the value of contingent assets/liabilities, surplus Asset and dues payable to preference shareholders, if any, in order to arrive at the value for equity shareholders.

Comparable Transaction Multiple (CTM) method, which involves valuing an asset based on transaction multiples derived from prices paid in comparable transactions of assets to be valued.

We have adopted Market price method as company is listed and traded price is available

8.5. **Income Approach**

Income approach is a valuation approach that converts maintainable or future amounts (e.g., cash flows or income and expenses) to a single current (i.e., discounted or capitalized) amount. The fair value measurement is determined on the basis of the value indicated by current market expectations about those future amounts.

This approach involves discounting future amounts (cash flows/income/cost savings) to a single present value.

The following are some of the instances where a valuer may apply the income approach:

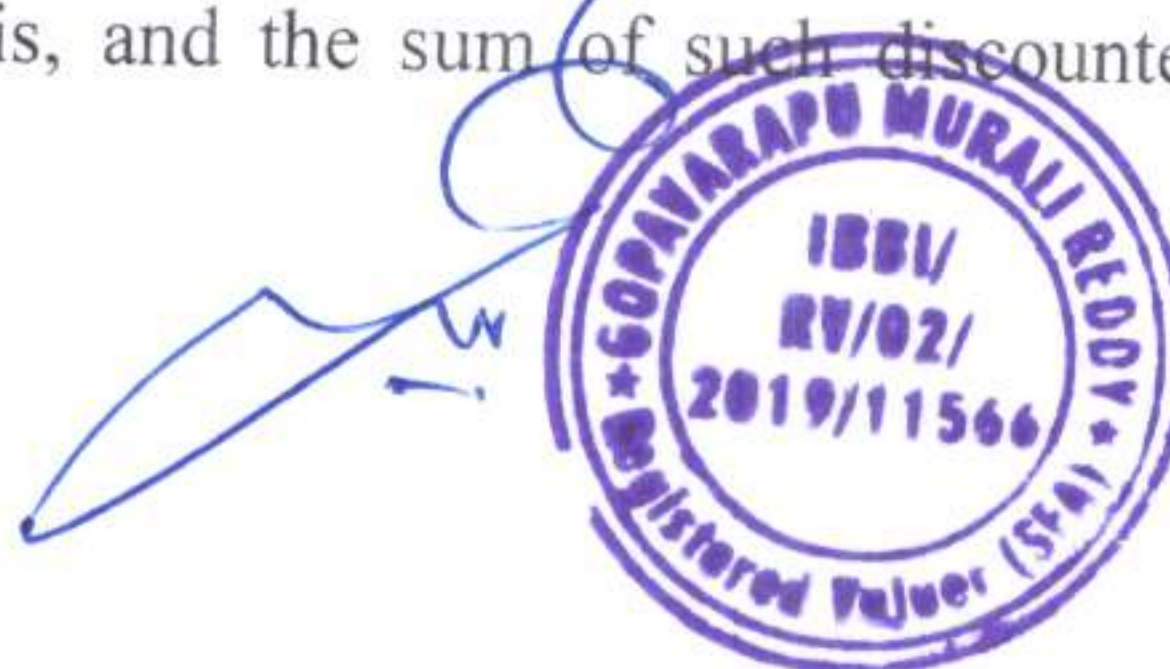
- (a) where the asset does not have any market comparable or comparable transaction;
- (b) where the asset has fewer relevant market comparables; or
- (c) where the asset is an income producing asset for which the future cash flows are available and can reasonably be projected.

Some of the common valuation methods under income approach are as follows:

Discounted Cash Flow ('DCF') Method

Value arrived under this approach is based on maintainable or future amounts (e.g., cash flows or income and expenses) converted into a single current value (e.g., discounted or capitalised amount). Under this technique, either:

the projected free cash flows from business operations available to all providers of capital are discounted at the weighted average cost of capital to such capital providers, from a market participant basis, and the sum of such discounted cash flow is the value of the



business, from which value of debt and other capital is deducted, and other relevant adjustments made to arrive at the value of equity Free Cash Flow to Firm ("FCFF") Technique; or

The projected free cash flows from business operations available to equity shareholders (after deducting cash flows attributable to the debt and other capital providers) are discounted at the cost of equity, from a market participant basis, and the sum of such discounted free cash flows, after making other relevant adjustments, is the value of equity-Free Cash flow to Equity ("FCFE")

Relief from Royalty (RFR) Method

RFR Method is a method in which the value of the asset is estimated based on the present value of royalty payments saved by owning the asset instead of taking it on lease. It is generally adopted for valuing intangible assets that are subject to licensing, such as trademarks, patents, brands, etc.

Multi-Period Excess Earnings Method (MEEM)

MEEM is generally used for valuing intangible asset that is leading or the most significant intangible asset out of group of intangible assets being valued.

With and Without Method (WWM)

Under WWM, the value of the intangible asset to be valued is equal to the present value of the difference between the projected cash flows over the remaining useful life of the asset under the following two scenarios:

- (a) business with all assets in place including the intangible asset to be valued; and
- (b) business with all assets in place except the intangible asset to be valued

Price Earning Capacity Value (PECV)

The profit-earning capacity value will be calculated by capitalizing the average of the after-tax profits at the following rates;

- I. 15% in the case of manufacturing companies.
- II. 20% in the case of trading companies.
- III. 17.5% in the case of "intermediate companies", that is to say, companies whose turnover from trading activity is more than 40%, but less than 60% of their total turnover.

The crux of estimating the profit-earning capacity value lies in the assessment of the future maintainable earnings of the business. While the past trends in profits and profitability would serve as a guide, it should not be overlooked that the valuation is for the future and that it is the future maintainable stream of earnings that is of greater significance in the process of valuation. All relevant factors that have a bearing on the future maintainable earnings of the business must, therefore, be given due consideration.



We have adopted Price Earning Capacity Value (PECV) as the past financial data is available can be applied.

8.6. Cost Approach

Cost approach is a valuation approach that reflects the amount that would be required currently to replace the service capacity of an asset (often referred to as current replacement cost). In certain situations, historical cost of the asset may be considered by the valuer where it has been prescribed by the applicable regulations/law/guidelines or is appropriate considering the nature of the asset.

Examples of situations where a valuer applies the cost approach are:

- (a) an asset can be quickly recreated with substantially the same utility as the asset to be valued;
- (b) in case where liquidation value is to be determined; or
- (c) income approach and/or market approach cannot be used.

The following are the two most commonly used valuation methods under the Cost approach:

Replacement Cost Method

Replacement Cost Method, also known as 'Depreciated Replacement Cost Method' involves valuing an asset based on the cost that a market participant shall have to incur to recreate an asset with substantially the same utility (comparable utility) as that of the asset to be valued, adjusted for obsolescence.

Reproduction Cost Method

Reproduction Cost Method involves valuing an asset based on the cost that a market participant shall have to incur to recreate a replica of the asset to be valued, adjusted for obsolescence.

We have considered The Net Assets Method represents the value with reference to historical cost of assets owned by the company and the attached liabilities on particular date.

8.7. Applicable Provisions of ICDR 2018

As stated in the previous section, we have to determine the floor price of Securities of the Company, as per the relevant provisions of ICDR Regulations as applicable, which are as follows:

As per Regulation 164 (1) - for frequently traded shares, the floor price of the equity shares to be allotted pursuant to preferential issue shall be higher of 90/10 trading Days' volume weighted average price (VWAP) of the scrip preceding the relevant date.



As per 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.

As per Regulation 166A(1) - An additional requirement for a valuation report from an independent registered valuer shall be required in case of change in control/ allotment of more than 5% of post issue fully diluted share capital of the issuer company to an allottee or to allottees acting in concert. The same shall be considered for determination of floor price in addition to the methodology brought out above.

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.

Provided further that if any proposed preferential issue is likely to result in a change in control of the issuer, the valuation report from the registered valuer shall also cover guidance on control premium, which shall be computed over and above the price determined in terms of the first proviso:

As per Regulation 166A(2) Any preferential issue, which may result in a change in control of the issuer, shall only be made pursuant to a reasoned recommendation from a committee of independent directors of the issuer after considering all the aspects relating to the preferential issue including pricing, and the voting pattern of the said committee's meeting shall be disclosed in the notice calling the general meeting of shareholders.

Explanation—The meeting of the independent directors referred in sub-regulation (2) shall be attended by all the independent directors on the board of the issuer.]

As per Regulation 164(5)-“Frequently traded shares” means the shares of the issuer, in which the traded turnover on any recognized 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.

As per Regulation 161- the ‘ Relevant date’ in case of preferential issue of equity shares means the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue.



9. VALUATION METHODS APPLIED

- I. Net Asset Value (NAV)-[Cost Approach]
- II. Price Earning Capacity Value (PECV)-[Income Approach]
- III. Market Value- [Market Approach]

I. Net Asset Value (NAV)- [Cost Approach]

The Net Assets Method represents the value with reference to historical cost of assets owned by the company and the attached liabilities on particular date. Net asset will be calculated starting from the total assets of the company and deducting there from all debts, borrowing and liabilities, including current and Likely contingent Liability and preference capital if any. In other words it should represent true net worth of business after providing for all outside present and potential liabilities. In the case of companies, the net assets value calculated from assets side of the balance sheet in the above manner will be crossed checked with equity share capital plus free reserve and surplus, less likely contingent liabilities.

II. Price Earning Capacity Value (PECV)- [Income Approach]

The profit-earning capacity value will be calculated by capitalising the average of the after-tax profits at the following rates;

1. 15% in the case of manufacturing companies.
2. 20% in the case of trading companies.
3. 17.5% in the case of "intermediate companies", that is to say, companies whose turnover from trading activity is more than 40%, but less than 60% of their total turnover.

The crux of estimating the profit-earning capacity value lies in the assessment of the future maintainable earnings of the business. While the past trends in profits and profitability would serve as a guide, it should not be overlooked that the valuation is for the future and that it is the future maintainable stream of earnings that is of greater significance in the process of valuation. All relevant factors that have a bearing on the future maintainable earnings of the business must, therefore, be given due consideration.

III. Market Value:- - [Market Approach]

The Equity Shares of Company are listed on Bombay Stock Exchange Limited (BSE) for a period of more than 90 trading days as on the relevant date i.e. , August 14, 2024 and are frequently traded in accordance with SEBI ICDR Regulations.



In case of “frequently traded shares (Regulation 164(1) of the SEBI ICDR Regulations:

If the equity shares of the Company 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;

- a. The 90 trading days’ volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- b. 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 equity shares to be allotted pursuant to the preferential issue.

Articles of Association of the Company do not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations.

The Company’s Equity Share are listed only at one Nationwide Stock Exchange i.e. on Bombay Stock Exchange Limited and accordingly, “Bombay Stock Exchange Limited” is the Stock exchange on 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.

10. VALUATION ANALYSIS:

In terms of first Proviso to the Sub-Regulation 1 of Regulation 166A r.w. Sub-Regulation 1 of Regulation 166A and Sub-Regulation 1 of Regulation 164 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) and by using the Valuation Parameters, the following is the Valuation Analysis of Equity Shares of the Company.

Sr. No.	Valuation Parameters	Value per Equity Share (in Rupees)
1	Cost Approach -Net Assets Value Method	53.91
2.	Income Approach-Price Earning Capacity Value Method	16.11
3.	Market Approach- Market Value Method	62.82




For, detailed working calculation of Value of Equity Share, please refer;

Annexure 1- For Net Assets Value Method

Annexure 2- For Price Earning Capacity Value Method

Annexure 3- For Market Value Method

Sr. No	Method	Value per Equity Share (in Rupees) (A)	Weights (B)	Weighted (C=A*B)
1.	Cost Approach -Net Assets Value Method	53.91	25%	13.48
2.	Income Approach-Price Earning Capacity Value Method	16.11	25%	4.03
3.	Market Approach- Market Value Method	62.82	50%	31.41
Total (D)			1	48.92
Floor Price (In Rupees) (Total of C / D)				48.92

11.CONCLUSION:

In the ultimate analysis, valuation will have to involve the exercise of judicious discretion and judgment taking into account all the relevant factors. There will always be several factors, e.g. present and prospective competition, yield on comparable securities and market sentiments etc. which are not evident from the face of the documents available with us but which will strongly influence the worth of a Shares and Debentures.

In the light of the above and on consideration of all the relevant factors and circumstances as discussed and outlined in this report, I conclude as under;

Sr. No.	Provisions	Minimum Floor Price (in Rupees)
A	Floor Price in terms of first Proviso to the Sub-Regulation 1 of Regulation 166A of the SEBI ICDR Regulations	48.92
B	Floor Price in terms of the Sub-Regulation 1 of Regulation 164 of the SEBI ICDR Regulations	62.82

Accordingly, the Floor Price of the Equity Share of the Company having Face Value of Rupees 10.00 each in terms of Chapter V of SEBI ICDR Regulations as at Relevant date is **INR 62.82 (Rupees Sixty and Eighty two paise)**.



12.CAVEATS, LIMITATIONS AND DISCLAIMERS:

My report is subject to the scope 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. My engagement for this valuation consulting work does not include any procedures designed to discover any defalcations or other irregularities, should any exist.

I have provided an assessment of the value based on the information available, application of certain formula and within the scope and constraints of our engagement; others may place a different value to the same. However, I independently did not verify such information and make no representation as to the accuracy or completeness of such information obtained from or provided by such sources.

The company and its representatives warranted to us that the information supplied to us was complete and accurate to the best of their knowledge and that the financial information properly reflects the business conditions and operating results for the respective periods in accordance with generally accepted accounting principles. Information supplied to us has been accepted as correct without any further verification. I have not audited, reviewed, or compiled the historical provided to us and, accordingly, i do not express any audit opinion or any other form of assurance on this information. Because of the limited purpose of the information presented, it may be incomplete and contain departures from generally accepted accounting principles. In the course of the valuation, I was provided with both written and verbal information. I have however, evaluated the information provided to us by the Company through broad inquiry, analysis and review but have not carried out a due diligence or audit of the information provided for the purpose of this engagement.

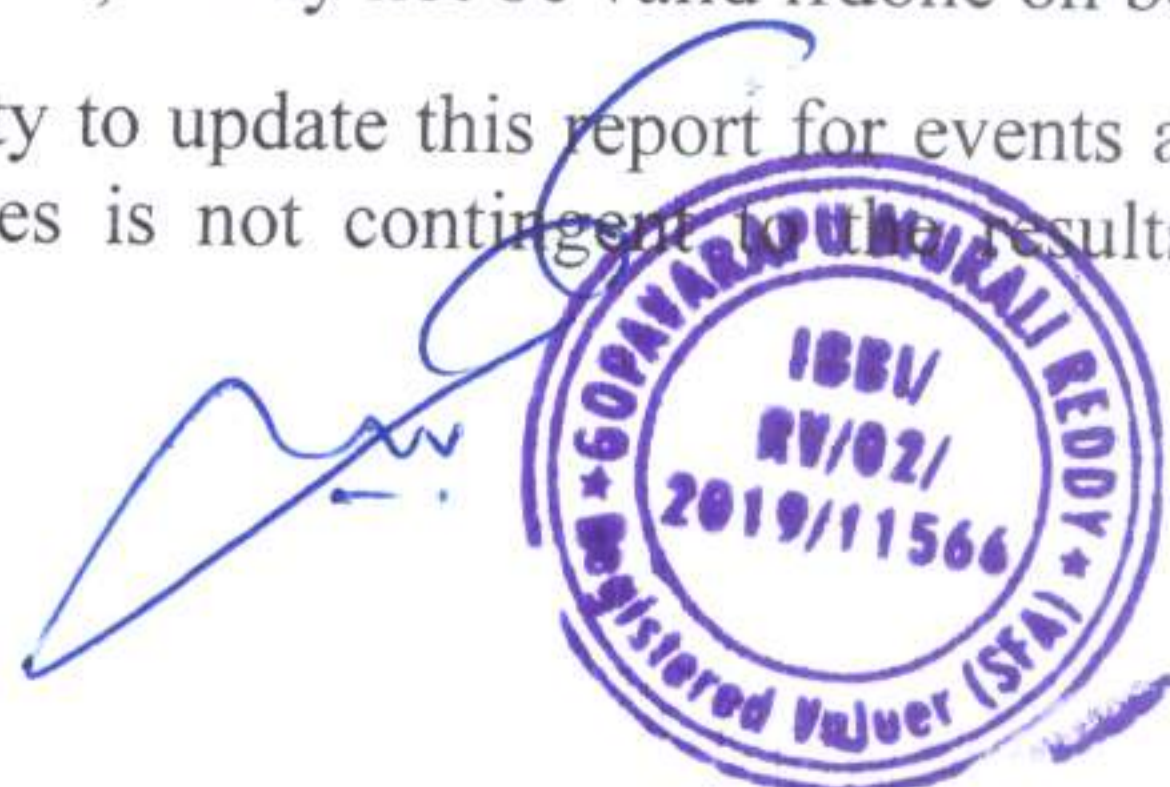
My conclusions are based on the assumptions, forecasts and other information given by/on behalf of the Company. I assume no responsibility for any errors in the above information furnished by the Company and consequential impact on the present exercise.

The draft of the present report was circulated to the Management for confirming the facts stated in the report and to confirm that information or facts stated are not erroneous and the assumptions used are reasonable.

No investigation on the Company's claim to title of assets has been made for the purpose of this valuation and their claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the liabilities in the books. Therefore, no responsibility is assumed for matters of a legal nature.

My work does not constitute an audit or certification of the historical financial statements including the working results of the Company referred to in this report. Accordingly, I am unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report. Valuation analysis and results are specific to the purpose of valuation mentioned in the report and it is as per agreed terms of our engagement. It may not be valid for any other purpose or as at any other date. Also, it may not be valid if done on behalf of any other entity.

I have no responsibility to update this report for events and circumstances occurring after the date of this report. My fees is not contingent on the results or output of this report. I will not be



responsible to appear in front of Companies act, income tax, RBI or any other regulatory authority in relation to the said valuation.

The decision to carry out the transaction (including consideration thereof) on the basis of this valuation lies entirely with the VSL and my work and my finding shall not constitute a recommendation as to whether or not VSL should carry out the transaction. The report and conclusion of value are not intended by the author and should not be construed by the reader to be investment advice in any manner whatsoever. The conclusion of value represents my opinion, based on information furnished to us by the client and other sources. Any person/party intending to provide finance/invest in the shares/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.

My report is meant for the purpose mentioned in point 2 of this report and should not be used for any purpose other than the purpose mentioned therein. The Report should not be copied or reproduced without obtaining my prior written approval for any purpose other than the purpose for which it is prepared.

I acknowledge that I am independent Valuer and have no present or contemplated financial interest in the Company. My 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. I have not been engaged by the Company in any unconnected transaction during last five years.

Neither me, nor any managers, employees of my firm makes 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. All such parties expressly disclaim any and all liability for, or based on or relating to any such information contained in the valuation.

Thanking you,

Yours faithfully

CA GOPAVARAPU MURALI
(IBBI Registered Valuer)
Flat No.507, Everest Block, Aditya enclave,
Ameerpet, Hyderabad, Telangana-500038

RV Registration No – IBBI/RV/02/2019/11566



Valuation of Equity Shares of VSL under NAV Method:**Calculation of Net Assets Value of the Company as at June 30, 2024**

Particulars	Amount (Rs. in Lakhs)
Equity Share Capital	2,292.50
Other Equity	10,066.26
Net worth	12,358.76
No. of Equity Shares Issued, Subscribed (In Numbers)	229,25,000
Book Value (In Rupees)	53.91



Valuation of Equity Shares of VSL under PECV Method:

(Amounts Rs. in Lakhs)

Particulars	2023-24	2022-23	2021-22	Total
Total Revenue	6,163.22	6,557.26	6,887.86	19,608.34
Profit Before Tax	811.13	924.94	958.45	2,694.52
Weights	3.00	2.00	1.00	6.00
Product	2,433.39	1,849.88	958.45	5,241.72
Weighted Average Profit Before Tax				873.62
Tax @26%				227.14
Future Maintainable Profit				646.48
Capitalization rate @17.5%				3,694.16
No of Shares (In Numbers)				229,25,000
Fair Value under PECV Method				16.11



Valuation of Equity Shares of VSL under Market Price Method

(Source: Bombay Stock Exchange Limited)

Average of the volume weighted average price (VWAP) of the equity shares of VEDAVAAG SYSTEMS LIMITED quoted on the Bombay Stock Exchange Limited during the 90 trading days preceding the relevant date (considering relevant date as 14/08/2024)

Days	Date	No. of shares Traded	Total Turnover (Rs.)	Days	Date	No. of shares Traded	Total Turnover (Rs.)
1	13-Aug-24	3,32,342	2,18,34,166	46	7-Jun-24	25,873	12,71,997
2	12-Aug-24	8,04,480	5,23,04,288	47	6-Jun-24	38,363	18,80,081
3	9-Aug-24	73,080	43,69,105	48	5-Jun-24	23,910	11,29,177
4	8-Aug-24	63,046	37,36,913	49	4-Jun-24	57,923	27,37,064
5	7-Aug-24	55,687	32,48,034	50	3-Jun-24	30,073	15,30,866
6	6-Aug-24	1,77,625	1,05,72,327	51	31-May-24	34,054	16,80,703
7	5-Aug-24	1,59,844	94,31,920	52	30-May-24	19,251	9,50,963
8	2-Aug-24	2,27,419	1,41,80,323	53	29-May-24	17,609	8,63,996
9	1-Aug-24	2,34,707	1,46,47,300	54	28-May-24	28,160	14,11,172
10	31-Jul-24	6,32,763	3,91,24,838	55	27-May-24	25,290	12,71,465
11	30-Jul-24	1,74,215	1,00,52,447	56	24-May-24	20,722	10,69,991
12	29-Jul-24	53,178	29,22,035	57	23-May-24	1,90,986	99,53,377
13	26-Jul-24	46,824	26,25,404	58	22-May-24	24,636	11,95,831
14	25-Jul-24	33,677	18,70,857	59	21-May-24	50,372	24,45,379
15	24-Jul-24	68,756	37,96,576	60	18-May-24	8,973	4,42,037
16	23-Jul-24	71,143	38,50,914	61	17-May-24	25,720	12,75,696
17	22-Jul-24	1,08,412	60,95,761	62	16-May-24	24,995	12,44,094
18	19-Jul-24	84,220	46,85,937	63	15-May-24	9,974	4,92,583
19	18-Jul-24	1,11,933	64,91,864	64	14-May-24	54,098	26,11,890
20	16-Jul-24	5,74,879	3,47,41,237	65	13-May-24	56,960	27,03,397
21	15-Jul-24	6,78,857	3,85,96,687	66	10-May-24	28,768	13,95,156
22	12-Jul-24	52,815	28,18,265	67	9-May-24	29,264	14,28,774
23	11-Jul-24	53,773	28,18,777	68	8-May-24	9,998	4,98,798
24	10-Jul-24	19,308	10,07,035	69	7-May-24	32,487	16,22,983
25	9-Jul-24	54,191	29,00,875	70	6-May-24	24,563	12,24,574
26	8-Jul-24	34,415	18,54,929	71	3-May-24	48,000	24,19,785
27	5-Jul-24	72,107	39,02,554	72	2-May-24	54,317	27,92,131
28	4-Jul-24	1,48,655	81,57,570	73	30-Apr-24	59,546	31,25,989
29	3-Jul-24	3,12,218	1,72,27,664	74	29-Apr-24	39,872	21,07,271



30	2-Jul-24	22,495	11,66,712	75	26-Apr-24	22,991	12,24,249
31	1-Jul-24	42,730	22,15,530	76	25-Apr-24	19,573	10,34,486
32	28-Jun-24	58,122	30,65,616	77	24-Apr-24	24,691	13,10,154
33	27-Jun-24	2,29,718	1,23,16,414	78	23-Apr-24	1,21,050	63,36,303
34	26-Jun-24	87,146	45,27,242	79	22-Apr-24	39,184	19,98,857
35	25-Jun-24	42,398	21,43,613	80	19-Apr-24	45,372	22,76,436
36	24-Jun-24	45,612	23,12,228	81	18-Apr-24	30,752	15,23,267
37	21-Jun-24	39,038	20,25,627	82	16-Apr-24	17,343	8,66,622
38	20-Jun-24	51,821	26,59,263	83	15-Apr-24	41,440	20,50,656
39	19-Jun-24	43,244	21,93,999	84	12-Apr-24	23,696	11,95,470
40	18-Jun-24	28,637	14,80,232	85	10-Apr-24	40,592	20,77,359
41	14-Jun-24	34,300	17,90,241	86	9-Apr-24	30,676	15,99,884
42	13-Jun-24	51,487	26,76,017	87	8-Apr-24	49,510	26,12,874
43	12-Jun-24	72,353	37,00,306	88	5-Apr-24	18,856	9,92,429
44	11-Jun-24	43,020	21,17,041	89	4-Apr-24	55,494	29,21,591
45	10-Jun-24	36,213	17,71,701	90	3-Apr-24	39,556	20,81,233
Total Turnover							46,49,07,474
Total Number of Shares traded							81,58,436
Average Value							56.98



Average of the volume weighted average price (VWAP) of the equity shares of VEDAVAAG SYSTEMS LIMITED quoted on the Bombay Stock Exchange Limited during the 10 trading days preceding the relevant date (considering relevant date as 14/08/2024)

Days	Date	No. of share Traded	Total Turnover (Rs.)
1	13-Aug-24	3,32,342	2,18,34,166
2	12-Aug-24	8,04,480	5,23,04,288
3	9-Aug-24	73,080	43,69,105
4	8-Aug-24	63,046	37,36,913
5	7-Aug-24	55,687	32,48,034
6	6-Aug-24	1,77,625	1,05,72,327
7	5-Aug-24	1,59,844	94,31,920
8	2-Aug-24	2,27,419	1,41,80,323
9	1-Aug-24	2,34,707	1,46,47,300
10	31-Jul-24	6,32,763	3,91,24,838
Total		27,60,993	17,34,49,214
Average Price (Total Turnover/Total Shares)			62.82

A	Average of 90 trading days VWAP	56.98
B	Average of 10 trading days VWAP	62.82
C	Applicable Minimum Price (Higher of the A or B)	62.82



END OF THE REPORT