

VALUATION REPORT

on

Fair Value of Equity Shares

Exhicon Events Media Solutions Limited

The logo for EXHICON features the word "EXHICON" in a bold, blue, sans-serif font. The letter 'i' is stylized as a green and yellow pencil with a brown eraser tip.

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Valuation Analysis

We refer to our Engagement Letter dated 16th November 2023 as independent valuers of **Exhicon Events Media Solutions Limited** (the “Company”). In the following paragraphs, we have summarized our valuation Analysis (the “Analysis”) of the business of the Company as informed by the management and detailed herein, together with the description of the methodologies used and limitation on our scope of work.

1 Context and Purpose

Based on discussion with the management, we understand that the Company is evaluating the possibility of **Fair Value of Equity shares under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018**. In the context of the proposed transaction, the management requires our assistance in determining the **Fair Value of Equity shares** of the Company.

Proposed Transaction:

The Company is evaluating the possibility of issuing further securities to prospective investors by issuing Equity Shares to Non-Promoters and Warrants (Equity Convertible Warrants) to Promoter and Non-Promoters. In this context, the management of **Exhicon Events Media Solutions Limited** (the “Management”) has requested us to estimate the fair value of the Equity Shares. - “Proposed Transaction”.

2 Conditions and major assumptions

Conditions

The historical financial information about the Company presented in this report is included solely for the purpose to arrive at value conclusion presented in this report and it should not be used by anyone to obtain credit or for any other unintended purpose. Because of the limited purpose as mentioned in the report, it may be incomplete and may contain departures from generally accepted accounting principles prevailing in the country. We have not audited, reviewed or compiled the financial statements and express no assurance on them.

Readers of this report should be aware that a business valuation is based on future earnings potential that may or may not be materialised.

This report is only to be used in its entirety, and for the purpose stated in the report. No third parties should rely on the information or data contained in this report without the advice of their lawyer, attorney or accountant.

We acknowledge that we have no present or contemplated financial interest in the Company. Our fees for this valuation are based upon our normal billing rates, and not contingent upon the results or the value of the business or in any other manner. We have no responsibility to modify this report for events and circumstances occurring subsequent to the date of this report.

We have, however, used conceptually sound and generally accepted methods, principles and procedures of valuation in determining the value estimate included in this report. The valuation analyst, by reason of performing this valuation and preparing this report, is not to require to give expert testimony nor to be in attendance in court or at any government hearing with reference to the matters contained herein, unless prior arrangements have been made with the analyst regarding such additional engagement.

Assumptions

The opinion of value given in this report is based on information provided by the management of the Company and other sources as listed in the report. This information is assumed to be accurate and complete.

We have relied upon the representations contained in the public and other documents in our possession and any other assets or liabilities except as specifically stated to the contrary in this report.

We have not attempted to confirm whether or not all assets of the business are free and clear of liens and encumbrances, or that the owner has good title to all the assets.

We have also assumed that the business will be operated prudently and that there are no unforeseen adverse changes in the economic conditions affecting the business, the market, or the industry. This report presumes that the management of the Company will maintain the character and integrity of the Company.

We have been informed by the management that there are no significant lawsuits or any other undisclosed contingent liabilities which may potentially affect the business, except as may be disclosed elsewhere in this report. We have assumed that no costs or expenses will be incurred in connection with such liabilities, except as explicitly stated in this report.

3 Background of the Company

The Company is engaged in the business of providing products and services for exhibition, conferences and for events industry.

Company URL: - <https://exhicongroup.com/>

Further data of the company is as under:

CIN	U74990MH2010PLC208218
Company Name	EXHICON EVENTS MEDIA SOLUTIONS LIMITED
ROC Name	ROC Mumbai
Registration Number	208218
Date of Incorporation	26/09/2010
Email Id	cs@exhiconevents.in
Registered Address	103, Crystal Paradise, DS Road, off Veera Desai Road, Andheri (W), Mumbai City, Mumbai, Maharashtra, India, 400053
Address at which the books of account are to be maintained	-
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
ACTIVE compliance	ACTIVE Compliant
Authorised Capital (Rs)	12,00,00,000
Paid up Capital (Rs)	11,87,55,000
Date of last AGM	23/09/2023
Date of Balance Sheet	31/03/2023
Company Status	Active

Directors and Key Managerial Persons:

DIN/PAN	Name	Begin date	Designation
07668700	Padma Mishra	01/12/2016	Whole-time director
09812761	Nisha Quaim Syed	06/12/2022	Director
03163591	Quaim Mohammad Syed	26/09/2010	Managing Director
03353625	Pechimuthu Udayakumar	06/12/2022	Director
AAIPS2777G	Sushil Dinesh Shah	06/12/2022	CFO
09847933	Hussein Ahmad Sayed	04/01/2023	Director
09848219	Raminder Singh	04/01/2023	Director
BANPJ4938C	Pranjul Jain	27/06/2023	Company Secretary

Shareholding pattern as on valuation date is as under:

Particulars	No. of Shares	% Holding
Promoter & Promoter Group		
Padma Mishra	21,15,289	17.81%

Quaim Mohammad Syed	8,30,908	7.00%
Aarnah Capital Advisors Pvt Ltd	23,72,131	19.97%
Paruhang Construction And Suppliers Private Limited	20,73,670	17.46%
Public	44,83,502	37.75%
Total	1,18,75,500	100.00%

Face Value Per Share is Rs. 10.00/-

4 Valuation Premise

The premise of value for our analyses is going concern value as there is neither a planned or contemplated discontinuance of any line of business nor any liquidation of the Company.

5 Valuation Date

The Analysis of the Fair Value of Equity share of **Exhicon Events Media Solutions Limited** as on **15th November 2023** i.e. **Relevant Date**.

6 Valuation Standards

The Report has been prepared in compliance with the internationally accepted valuation standards and valuation standard adopted by ICAI Registered Valuers Organisation.

7 Valuation Methodology and Approach

The standard of value used in the Analysis is "Fair Value", which is often defined as the price, in terms of cash or equivalent, that a buyer could reasonably be expected to pay, and a seller could reasonably be expected to accept, if the business were exposed for sale on the open market for a reasonable period of time, with both buyer and seller being in possession of the pertinent facts and neither being under any compulsion to act.

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 on a stock exchange
- industry to which the Company belongs.
- past track record of the business and the ease with which the growth rate in cash flows to perpetuity can be estimated.
- Extent to which industry and comparable Company information is available.

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

1. Asset Approach

Net Asset Value Method ("NAV")

The value arrived at under this approach is based on the audited financial statements of the business and may be defined as Shareholders' Funds or Net Assets owned by the business. The balance sheet values are adjusted for any contingent liabilities that are likely to materialise.

The Net Asset Value is generally used as the minimum break-up value for the transaction since this methodology ignores the future return the assets can produce and is calculated using historical accounting data that does not reflect how much the business is worth to someone who may buy it as a going concern.

2. Market Approach

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 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, 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. In case of early-stage company and different business model the problem aggravates further.

Comparable Transactions Multiple Method

This approach is somewhat similar to the market multiples approach except that the sales 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.

3. Income Approach

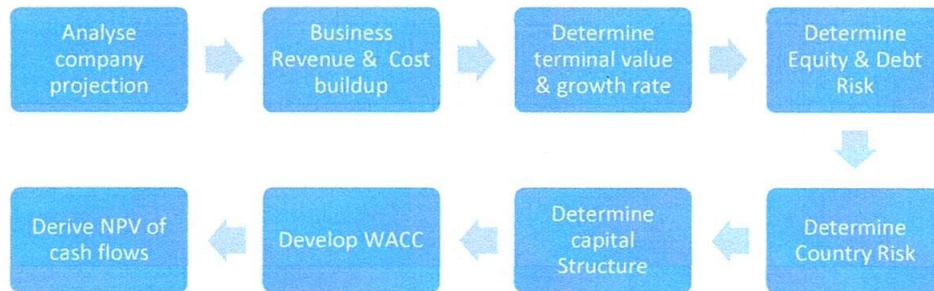
Discounted Cash Flows - "DCF"

DCF uses the future free cash flows of the company discounted by the firm's weighted average cost of capital (the average cost of all the capital used in the business, including debt and equity), plus a risk factor measured by beta, to arrive at the present value.

Beta is an adjustment that uses historic stock market data to measure the sensitivity of the Company's cash flow to market indices, for example, through business cycles.

The DCF method is a strong valuation tool, as it concentrates on cash generation potential of a business. This valuation method is based on the capability of a company to generate cash flows in the future. The free cash flows are projected for a certain number of years and then discounted at a discount rate that reflects a Company's cost of capital and the risk associated with the cash flows it generates. DCF analysis is based mainly on the following elements:

- Projection of financial statements (key value driving factors)
- The cost of capital to discount the projected cash flows



Valuation Methodology

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose.

In this case, the Company being a listed Company, we have considered valuation regulations applicable to preferential issue of Equity Shares as defined in Securities and Exchange Board of India (Issue of Capital & Disclosure) Regulations, 2018, the requirements of the Articles of Association of the Company and the provisions of the Companies (Share Capital and Debentures) Rules, 2014 (as amended).

SEBI Regulations for requirement of Valuation:

SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED

The relevant Regulations under SEBI (ICDR) are reproduced as under:

Regulation 164(1) - Pricing of frequently traded shares

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:

- 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.

....

Regulation 166A (1): Other conditions for pricing

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.

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.

....

Regulation 161: "relevant date" means: a) 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:

Explanation: Where the relevant date falls on a weekend or a holiday, the day preceding the weekend, or the holiday will be reckoned to be the relevant date.

Our choice of methodology and valuation has been arrived using usual and conventional methodologies adopted for purposes of a similar nature and our reasonable judgment, in an independent and bona fide manner based on our previous experience of assignments of similar nature.

8 Source of Information

The Analysis is based on trading prices and volumes as available in the public domain. Specifically, the sources of information include:

- Historical Data of Trading Price and Volume traded of the stock on Bombay Stock Exchange

Further, we have also been informed by the Company that,

1. The Equity Shares of the Company are listed on the Bombay Stock Exchange.
2. The Equity Shares are frequently traded on the Bombay Stock Exchange and meet the definition of Frequently traded shares as per Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
3. The Company is proposing to hold Extra-ordinary General Meeting of Members on 15th December 2023 to approve the proposed preferential issue and hence, the relevant date is 15th November 2023.
4. The present issue of Equity Shares shall not result in change in control of the Company.

9 Caveats

Provision of valuation recommendations and considerations of the issues described herein are areas of our regular corporate advisory practice. The services do not represent accounting, assurance, financial due diligence review, consulting, transfer pricing or domestic/international tax-related services that may otherwise be provided by us.

We have relied on data from Recognized Stock Exchange. This source is considered to be reliable and therefore, we assume no liability for the accuracy of the data.

The valuation worksheets prepared for the exercise are proprietary to the Valuer and cannot be shared. Any clarifications on the workings will be provided on request, prior to finalizing the Report, as per the terms of our engagement.

The scope of our work has been limited both in terms of the areas of the business and operations which we have reviewed and the extent to which we have reviewed them.

The Valuation Analysis contained herein represents the value only on the date that is specifically Stated in this Report.

We have no present or planned future interest in the Company and the fee for this Report is not contingent upon the values reported herein.

Our Valuation analysis should not be construed as investment advice; specifically, we do not express any opinion on the suitability or otherwise of entering into any transaction with the Company.

Our Report is not nor should it be construed as our opining or certifying the compliance with the provisions of any law / standards including company, foreign exchange regulatory, accounting and taxation (including transfer pricing) laws / standards or as regards any legal, accounting or taxation implications or issues.

Our Report and the opinion / valuation analysis contained herein is not nor should it be construed as advice relating to investing in, purchasing, selling or otherwise dealing in securities. This report does not in any manner address, opine on or recommend the prices at which the securities of the Company could or should transact.

10 Distribution of Report

The Analysis is confidential and has been prepared exclusively for **Exhicon Events Media Solutions Limited**. It should not be used, reproduced or circulated to any other person or for any purpose other than as mentioned above, in whole or in part, without the prior written consent of the valuer. Such consent will only be given after full consideration of the circumstances at the time. However, we do understand that the report will be shared according to the terms of SEBI ICDR Regulation, 2018.

11 Opinion on Fair Value of Equity Shares

Based on our valuation exercise Fair Value of the Equity Shares as on 15th November 2023 is as under:

Method		in INR
As per Regulation 164 SEBI, ICDR	A	294.31
Price determined under the valuation report from the independent registered valuer	B	210.70
Higher of A & B	C	294.31
Fair Value of Equity Shares / Warrants		294.31

Method	Value per share	Weight	Product
NAV Method (*)	39.48	0	0.00
CCM Method – EV/EBITDA	210.70	1	210.70
PECV Method (**)	47.41	0	0.00
	Weight Average Value per share		210.70

(*) Value per share as per NAV Method is lower than CCM Method and PECV Method, hence no weightage is considered for NAV Method.

(**) Value per share as per PECV Method is lower than CCM Method, hence no weightage is considered for PECV Method.

Control Premium

The present issue of Equity Shares shall not result in change in control of the Company. Hence guidance on control premium is not considered under Regulation 166A.

We trust the above meets your requirements. Please feel free to contact us in case you require any additional information or clarifications.

Yours faithfully,



Bhavesh M Rathod
Chartered Accountants
M No: 119158
Registered Valuer - Securities or Financial Assets
(Reg No: IBBI/RV/06/2019/10708)



Date: 17th November 2023

Place: Mumbai

UDIN:

23119158BGWABU9019

12 Annexure 1

As per Regulation 164 SEBI, ICDR

Method		in INR
90 trading days' volume weighted average price (*)	A	274.78
10 trading days' volume weighted average price (*)	B	294.31
Higher of A & B	C	294.31

Volume Weighted Average Price for 90 trading Days.

Date	No. of Shares Traded	Total Turnover (Rs.)
13-Nov-23	9,500	30,03,475
12-Nov-23	40,000	1,27,44,050
10-Nov-23	22,000	65,15,325
09-Nov-23	20,000	59,48,850
08-Nov-23	28,000	83,39,675
07-Nov-23	24,500	73,85,175
06-Nov-23	76,000	2,19,48,500
03-Nov-23	63,000	1,78,93,875
02-Nov-23	32,000	89,96,100
01-Nov-23	4,000	11,11,300
31-Oct-23	8,000	23,14,400
30-Oct-23	8,000	23,37,500
27-Oct-23	2,000	5,87,800
26-Oct-23	26,000	71,81,700
25-Oct-23	38,000	1,04,21,600
23-Oct-23	24,000	67,37,700
20-Oct-23	24,000	71,88,700
19-Oct-23	22,000	65,31,500
18-Oct-23	20,000	56,60,800
17-Oct-23	14,000	38,80,100
16-Oct-23	2,000	5,67,000
13-Oct-23	44,000	1,23,39,900
12-Oct-23	18,000	52,32,700
11-Oct-23	6,000	17,25,800
10-Oct-23	24,000	66,01,600
09-Oct-23	22,000	59,51,900
06-Oct-23	16,000	44,78,000
05-Oct-23	6,000	16,60,400
04-Oct-23	8,000	22,52,000
03-Oct-23	12,000	33,20,000
29-Sep-23	16,000	43,65,700
28-Sep-23	30,000	82,02,400

27-Sep-23	14,000	38,29,200
26-Sep-23	30,000	78,52,300
25-Sep-23	36,000	94,44,300
22-Sep-23	18,000	49,37,000
21-Sep-23	12,000	34,30,400
20-Sep-23	2,000	5,63,000
18-Sep-23	24,000	72,07,100
15-Sep-23	18,000	51,12,700
14-Sep-23	10,000	27,76,100
13-Sep-23	62,000	1,69,67,400
12-Sep-23	10,000	28,88,500
11-Sep-23	50,000	1,50,00,300
08-Sep-23	38,000	1,07,43,600
07-Sep-23	4,000	11,28,700
06-Sep-23	18,000	52,94,400
05-Sep-23	24,000	70,61,400
04-Sep-23	28,000	83,15,500
01-Sep-23	46,000	1,39,11,400
31-Aug-23	40,000	1,23,90,700
30-Aug-23	48,000	1,43,72,400
29-Aug-23	20,000	61,17,000
28-Aug-23	14,000	44,65,100
25-Aug-23	10,000	32,22,000
24-Aug-23	20,000	64,70,000
23-Aug-23	16,000	52,46,200
22-Aug-23	48,000	1,60,87,000
21-Aug-23	16,000	50,87,700
18-Aug-23	22,000	68,20,500
17-Aug-23	36,000	1,11,09,600
16-Aug-23	36,000	1,10,58,500
14-Aug-23	1,00,000	2,88,49,900
11-Aug-23	52,000	1,50,49,800
10-Aug-23	22,000	67,51,900
09-Aug-23	1,02,000	3,04,50,700
08-Aug-23	92,000	2,88,97,100
07-Aug-23	2,74,000	9,03,69,400
04-Aug-23	20,000	66,59,100
03-Aug-23	90,000	2,85,32,300
02-Aug-23	1,06,000	3,31,42,000
01-Aug-23	94,000	2,81,52,100
31-Jul-23	1,50,000	4,43,98,100
28-Jul-23	64,000	1,78,19,200
27-Jul-23	1,30,000	3,54,21,700
26-Jul-23	16,000	45,25,600
25-Jul-23	16,000	43,10,400
24-Jul-23	72,000	1,82,39,200

21-Jul-23	2,18,000	5,31,59,100
20-Jul-23	8,000	18,62,400
19-Jul-23	32,000	70,80,600
18-Jul-23	1,24,000	2,51,76,900
17-Jul-23	92,000	1,93,36,000
14-Jul-23	66,000	1,43,76,000
13-Jul-23	94,000	2,07,58,700
12-Jul-23	1,38,000	2,99,70,500
11-Jul-23	66,000	1,51,95,000
10-Jul-23	1,08,000	2,40,87,900
07-Jul-23	2,56,000	5,85,83,600
06-Jul-23	68,000	1,65,79,700
Total	41,49,000	1,14,00,70,425

Traded Turnover	1,14,00,70,425
No. of Share Traded	41,49,000
Volume Weighted Average Price for 90 Trading Days	274.78

Volume Weighted Average Price for 10 trading Days.

Date	No. of Trades	Total Turnover (Rs.)
13-Nov-23	9,500	30,03,475
12-Nov-23	40,000	1,27,44,050
10-Nov-23	22,000	65,15,325
09-Nov-23	20,000	59,48,850
08-Nov-23	28,000	83,39,675
07-Nov-23	24,500	73,85,175
06-Nov-23	76,000	2,19,48,500
03-Nov-23	63,000	1,78,93,875
02-Nov-23	32,000	89,96,100
01-Nov-23	4,000	11,11,300
Total	3,19,000	9,38,86,325

Traded Turnover	9,38,86,325
Total No. of Shares Traded	3,19,000
Volume Weighted Average Price for 10 Trading Days	294.31

13 Annexure 2

Method	Value per share	Weight	Product
NAV Method (*)	39.48	0	0.00
CCM Method – EV/EBITDA	210.70	1	210.70
PECV Method (**)	47.41	0	0.00
Weight Average Value per share			210.70

(*) Value per share as per NAV Method is lower than CCM Method and PECV Method, hence no weightage is considered for NAV Method.

(**) Value per share as per PECV Method is lower than CCM Method, hence no weightage is considered for PECV Method.

NAV Method as on 30th September 2023

(INR Lakhs)

Particulars	Amount	
Assets		
Non-current assets		
Fixed Assets		
-Tangible Assets		1,158.73
Current assets		
Trade receivables		1,991.39
Cash and bank balances		735.16
Short-term loans and advances		1,143.87
Other Current Assets		851.87
Total Assets	A	5,881.02
Non-Current Liabilities		
Long Term Borrowings		65.78
Deferred Tax Liabilities (Net)		145.29
Current liabilities		
Trade payables		454.41
Other current liabilities		524.69
Short-term provisions		2.11
Total Liabilities	B	1,192.28
Net Worth	A - B	4,688.74
No. of Equity Shares	C	1,18,75,500
Value Per Share	(A - B) / C	39.48

Comparable Company Method (CCM)

Particulars	EV / EBITDA
Ratios as per Listed Peers	13.64
EBITDA of Company (in INR Lakhs)	1,784.82
Enterprise Value (in INR Lakhs)	24,352.08
Less: Debt (in INR Lakhs)	65.78
Add: Cash (in INR Lakhs)	735.16
Equity Value (in INR Lakhs)	25,021.46
No. of Shares	1,18,75,500
Value per share (in INR)	210.70

Note 1: -

EV / EBITDA Multiple of Listed Peer Company

Particulars	EV / EBITDA
Network 18 Media & Investments Ltd	24.55
Balaji Telefilms Ltd	11.31
Entertainment Network (India) Ltd	9.62
Average Ratio	15.16
Size Discount @10%	-1.52
Adjusted Average Ratio	13.64

Profit Earning Capitalization Value Method (PECV Method)

(INR Lakhs)

Particulars	FY22	FY23	Sep 23 (TTM)
Profit After Tax	431.04	916.05	1,186.32
Average Profit			844.47
Capitalization	15.00%		5,629.80
No. of Equity Shares			1,18,75,500
Value per share (Rs.)			47.41

Capitalization Rate

Organisation Specific Discount Rate

- Cost of Equity of 15.00% is taken as Capitalization rate, calculated using,

- Historical Market Return of BSE 500 from February 01, 1999, to November 15, 2023, is 14.3%
- We have considered Premium of 1.00% towards risk and illiquidity.

	Rate	Source
Market Return (Rm)	14.33%	Return of BSE 500 for the period of Feb 01, 1999, to November 15, 2023.
Company Specific Risk	1.00 %	Contingency of revenues, projected high profitability, achievability of projections

Based on the above parameters, the Cost of Equity has been calculated at **15.00 % (Rounded off)**