DEEPAK HOUSEWARE & TOYS LIMITED

(Formerly known as Deepak Houseware & Toys Pvt. Ltd.)
Regd. Office: Plot No. SP2-875, Riico Ind. Area, Pathredi Bhiwadi, Distt. Khairthal-Tijara (Raj.) 301019
Email: Info@urbantots.in Phone No: +91 9588269063
GST NO. 08AAHCD8936G1ZB CIN No. U25111RJ2020PLC070129

POSTAL BALLOT NOTICE

[Pursuant to Section 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and applicable circulars issued by the Ministry of Corporate Affairs, Government of India from time to time]

Dear Member(s),

NOTICE is hereby given to the members of **Deepak Houseware & Toys Limited *(formerly known as Deepak Houseware & Toys Private Limited)* ('the Company")** that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 **("the Act"),** read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 **("the Rules")** as amended from time to time, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and other applicable provisions, if any, of the Act, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA"), inter-alia, for conducting Postal Ballot through e-voting vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, and 09/2023 dated September 25, 2023 and other relevant circulars (hereinafter collectively referred to as **"MCA Circulars"**), read with applicable circulars under the Act and Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") and notified by MCA and subject to other applicable laws, if any, for time being in force, the Company hereby seeks your approval in respect of the special business as set out hereunder by passing special resolution (herein after referred as "Resolution or Special Resolution") by postal ballot only through remote e-voting process (voting by electronic means) **("e-voting").**

In compliance with MCA Circulars and Section 108 and 110 of the Act and Rules made thereunder, this Postal Ballot notice along with the explanatory statement and instructions for e-voting are being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Registrar and Transfer Agent **("RTA") or** Depository Participants/Depositories. Please note that there will be no dispatch of physical copies of the Notice or Postal Ballot Forms to the Members of the Company and no physical ballot forms will be accepted. Each member's voting rights shall be reckoned in proportion to his/her share of the paid-up equity share capital of the Company as on Cut-off date, which will only be considered to avail the facility of Remote E-voting. If Member's e-mail address is not registered with the Company/ Depositories, then please follow the process provided in this Postal Ballot Notice, to obtain the login ID and password for remote e-voting.

The proposed resolution and explanatory statement pertaining to the said resolution setting out all the material facts concerning thereto as required in the terms of Section 102 and Section 110 of the Act read with the applicable Rules, SS-2 and the MCA Circulars are appended below seeking consent of the Members of the Company through e-voting.

The Company has, in compliance with Rule 22(5) of the Rules, appointed Mr. Shashikant Tiwari (FCS No. F11919, CP No. 13050), or failing him Mr. Lakhan Gupta (FCS No. 12682, C.P. No.:

26704), Partners of M/s. Chandrasekaran Associates, Company Secretaries, as 'Scrutinizer', to scrutinize the Postal Ballot process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company is pleased to provide Electronic Voting ("e-voting") facility, to all its members, to enable them to cast their votes electronically

The Company has engaged the services of National Securities Depositories Limited ("NSDL") to provide e-voting facilities to members of the Company.

The e-voting facility is available at the link https://www.evoting.nsdl.com/. Please refer the instructions for e-voting given herein below for the process and manner in which e-voting is to be carried out.
The Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The members of the Company, whose names appear in the Register of Members/the list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) on Friday, February 14, 2025 ("**cut-off date**") and whose email addresses are registered with the Company/Registrar and Transfer Agent ("RTA") shall exercise their right to vote on the resolution included in the notice of the Postal Ballot by electronic means i.e. through e-voting services provided by NSDL. Any person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purposes only.

The remote e-voting period will commence at 09:00 A.M. (IST) from Friday, February 21, 2025 and end on Saturday March 22, 2025 at 05:00 P.M. (IST). Thereafter, the Remote E-voting will be blocked, and voting shall not be allowed beyond the said time. Based on the Scrutinizer's Report, the Results of Remote E-voting will be declared by the Chairman of the Company or in his absence, any person authorised by him in writing within three days from the conclusion of the Remote E-voting period.

Upon the completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman or in his absence to any other Director of the Company **("authorized person")**, duly authorised in writing by the Chairman within prescribed time. The results of the Postal Ballot will be announced on or before March 25, 2025 by the Chairman or in his absence by the authorized person.

The results of the Postal Ballot will be along with the Scrutinizer's Report will also be displayed on on NSDL's website- www.evoting.nsdl.com. In accordance with SS-2 the resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of voting i.e., March 22, 2025 at 05:00 P.M. (IST). The results shall also be displayed on the Notice Board of the Company at its Registered office.

You are requested to peruse the following proposed Resolution along with the Explanatory Statement contained herein and thereafter accord your assent or dissent by means of Remote E-voting facility only.

SPECIAL BUSINESS:

Item No. 01

ISSUANCE OF 6,00,000 EQUITY SHARES ON A PREFERENTIAL BASIS BY WAY OF PRIVATE PLACEMENT TO THE PROPOSED INVESTORS:

To consider and, if thought fit, to pass, the following resolution as **Special Resolution**:

RESOLVED THAT pursuant to the provisions of 42, 62(1)(c), 179 of the Companies Act 2013 (“Act”)and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force) and other applicable laws, rules and regulations made thereunder for the time being in force, the provisions of the Memorandum and Article of Association of the Company, subject to the all necessary approvals, consents, permissions, and/or sanctions and on the basis of valuation report received from CA Shivanand Chaudhary, Registered Valuer (IBBI Registration No. IBBI/RV/06/2020/13074) dated January 31, 2025, the consent of the Members of the Company of be and is hereby accorded to offer, issue and allot up to 6,00,000 (Six Lakhs) Equity Shares of the Company having Face Value of INR. 1/- (Rupee One Only) each fully paid up at a premium of INR 89/- (Rupees Eighty Nine Only) per equity shares aggregating to INR 90/- (Rupees Ninety Only) each fully paid up equity share for cash through normal banking channels to Mr. Rajesh Kumar Singla and Mr. Davinder Kumar Singla (Proposed Investors), at an issue price of INR 90/- (Rupees Ninety Only) including premium INR 89/- (Rupees Eighty Nine Only) per equity shares for an aggregate consideration of INR 5,40,00,000/- (Rupees Five Crores Forty Lakhs Only) on a preferential basis by way of private placement in one or more tranches.

RESOLVED FURTHER THAT the Board of the Directors of the Company, be and are hereby authorized in connection with the Private Placement Offer cum Application Letter (“Offer Letter”) in Form PAS-4 to be issued for each tranche, as follows:

- To decide on the opening and closing dates of the offer for each tranche
- To decide the number of tranches and shares to be issued for each tranche
- To finalize the offer letter in Form PAS-4 for each tranche
- To make any changes to the factual information contained in the PAS-4, ensuring its accuracy.

and to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions as the Board may be considered necessary, expedient or desirable and also to settle any question or difficulties that may arise in such manner as the Board in its absolute discretion may deem fit and take all steps which are incidental and ancillary in this connection.

RESOLVED FURTHER THAT the Board of the Directors of the Company be and is hereby authorized to issue the private placement offer cum application letter and maintain a complete record of private placement offer cum application letter in the form and manner prescribed under the act read with rules made thereunder.

RESOLVED FURTHER THAT allotment of said equity shares shall be completed within twelve months from the date of passing of the special resolution and Board of the Directors of the Company be and is hereby authorized to issue the Offer Letter from the time to time as may deem think fit.

RESOLVED FURTHER THAT subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company, the equity shares proposed to be allotted will rank pari-passu in all respect with the existing fully paid up equity shares of face value of INR 1/- each of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Directors of the Company be and is hereby authorized to:

a) Issuing Certified true copies of the resolution
b) Signing and sending the relevant Form PAS-4
c) to finalize and execute all the documents and writings as may be necessary, proper or expedient in the implementation of this resolution;
d) to maintain a complete record of private placement offer in Form PAS-5 and to file the resolution and any other necessary documents, applications or filings with the Registrar of Companies within the timelines stipulated under the Act;
e) make corporate action with the depository and Registrar & Transfer Agent for crediting the equity shares to the Demat account, while issuing the shares directly in the Demat mode;
f) to pay stamp duty on allotment in accordance with Indian Stamp Act, 1899; and ;
g) to appoint professional, chartered accountant, company secretaries including fixing of remuneration;

and to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions as the Board may be considered necessary, expedient or desirable and also to settle any question or difficulties that may arise in such manner as the Board in its absolute discretion may deem fit and take all steps which are incidental and ancillary in this connection."

By order of the Board of Deepak Houseware & Toys Limited
(Formerly known as Deepak Houseware & Toys Private Limited)

Sd/-
Deepak Chaudhary
Chairman and Managing Director
DIN: 00074249
Address: H-402, Pilot Court, Essel Tower
M.G. Road, Sector-28, Sikandarpur, Ghosi (68)
Gurgaon Haryana-122002

Date: 13.02.2025
Place: Bhiwadi

NOTES:

1) The Explanatory Statement pursuant to section 102(1) read with Section 110 of the Companies Act, 2013, setting out the material facts concerning to Resolution are annexed hereto.

2) In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting only.

3) The Postal Ballot Notice is being sent via email only to the Members of the Company, whose names appear in the Register of Members/the list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on Friday, February 14, 2025 ("cut-off date"). Any person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purposes only.

4) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on the cut-off date i.e Friday, February 14, 2025.

5) Once the vote on the resolution is cast by the Members, the Members shall not be allowed to change it subsequently.

6) The members shall exercise their right to vote on the resolution included in the notice of the Postal Ballot by electronic means i.e. through e-voting services provided by NSDL. The e-voting period shall commence on 09:00 A.M. (IST) from Friday, February 21, 2025 and end on Saturday March 22, 2025 at 05:00 P.M. (IST).

7) The Results of the Postal Ballot will be announced on or before March 25, 2025 by the Chairman or any other Director of the Company ("authorized person"), duly authorised in writing by the Chairman which shall be displayed on the Notice Board of the Company at its Registered office. The result will also be placed at the NSDL's website-www.evoting.nsdl.com

8) In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register/update their e-mail address/Bank Account details/Mobile Number/PAN/Choice of Nomination/specimen signatures. Members holding shares in physical mode and who have not updated their email addresses/Bank Account details/Mobile Number/PAN/Choice of Nomination/ specimen signatures with the Company are requested to update the same by writing to the Company at accounts.hod@urbantot.in /RTA email id rta@maashitla.com along with the copy of the signed request letter mentioning the Folio Number, name and address of the Member, scan copy of share certificate (front and back), self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member along with Form ISR-1, ISR-2, ISR-3/SH-13 and SH-14. Members holding shares in dematerialized mode are requested to register / update their email addresses, Bank account details / Mobile Number/ PAN/ choice of Nomination with the relevant Depository Participants. In case of any

queries/difficulties in registering the e-mail address, Bank account details / Mobile Number / PAN/choice of Nomination, Members may write to accounts.hod@urbantot.in.

9) E-voting procedure is mentioned herein below.

10) This Postal Ballot notice is uploaded on the website of NSDL at https://www.evoting.nsdl.com/. Members who do not receive the Postal Ballot Notice may download it from the abovementioned websites.

11) All documents referred to in this Notice and Explanatory Statement will be available for inspection by the Shareholders electronically on all working days except National or declared holidays from the date of dispatch of Notice up to the last date of e-voting i.e on Saturday March 22, 2025 at 05:00 P.M. (IST).

12) Members seeking to inspect such documents can send an email to accounts.hod@urbantot.in .

13) Resolution passed (if passed by requisite majority) by the Members through Postal Ballot are deemed to have been passed at a General Meeting of the Members convened in that behalf on March 22, 2025.
.

14) PROCEDURE AND INSTRUCTIONS FOR E-VOTING:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-**

	Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be

	able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

<u>How to Log-in to NSDL e-Voting website?</u>

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to shashikant@cacsindia.com or failing

him, lakhan@cacsindia.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Narendra Dev at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to accounts.hod@urbantot.in

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to accounts.hod@urbantot.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT

Under Section 102 of the Companies Act, 2013

As required under Section 102 of the Companies Act, 2013 read with Rules made thereunder, the following explanatory Statement sets out all material facts relating to item No. 1 mentioned in the accompanying Notice of the Postal Ballot of the Company.

ITEM NO. 1

The Company requires funds for the meeting its working capital requirement and capital expenditure to sustain the growth of the Company and expand the user base in India and globally and in order to meet the said requirement, it is proposing to issue the equity shares of the Company to proposed investors on preferential basis by way of private placement.

In terms of Sections 42, 62(1)(c) and 179 of the Companies Act 2013 and the rules made thereunder, a company shall not issue shares on a preferential basis by way of a private placement unless the proposed issuance has been previously approved by the shareholders of the company by way of a special resolution.

The Board at its meeting held on February 13, 2025 approved and recommended the same to shareholders for their approval for the issuance of shares to Mr. Rajesh Kumar Singla and Mr. Davinder Kumar Singla (Proposed Investors) on a preferential basis by way of private placement through issue of a private placement offer cum application letter on terms and conditions in accordance with the Companies Act 2013 and subject to necessary approval in one or more tranches.

The allotment shall be completed within twelve months from the date of passing of the special resolution on the basis of the issuance of offer letter from time to time as may Board deem think fit.

Disclosures required under the relevant rules are attached separately as follows:

Annexure A - Disclosures under Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 (“Share Capital Rules”) for issue of Equity Shares on a preferential basis.

Annexure B - Disclosures under Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (“**Allotment Rules**”) for issue of Equity Shares on a preferential basis.

None of the directors of the Company, Key managerial person and their relatives are in any way concerned or interested either financial or otherwise in the proposed resolution except to the extent of their shareholding in the Company.

The consent of the members is required for issue and allotment of Equity Shares on preferential basis in terms of the provisions of Sections 42 and 62 of the Companies Act, 2013 and the

Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 thereunder and hence your directors submit the resolution for your consideration and recommend it to be passed as a special resolution.

By order of the Board of Deepak Houseware & Toys Limited
(Formerly known as Deepak Houseware & Toys Private Limited)

Sd/-
Deepak Chaudhary
Chairman and Managing Director
DIN: 00074249
Address: H-402, Pilot Court, Essel Tower
M.G. Road, Sector-28, Sikandarpur, Ghosi (68)
Gurgaon Haryana-122002

Date: 13.02.2025
Place: Bhiwadi

Annexure A- Disclosure under Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 for issue of Equity Shares on a preferential basis by way of the private placement:

(i) The objects of the Issue:

The object of the issue is to meet the working capital requirement and capital expenditure of the company to sustain the growth of the company and expand the user base in India and globally.

(ii) The total number of shares or other securities to be issued:

The Company intends to raise 6,00,000 Equity Shares having face value of Rs. 1/- at an issue price of INR 90/- per equity share including the premium of INR 89/- per equity share for an aggregate consideration of INR 5,40,00,000/- (Rupees Five Crore Forty Lakhs) in one or more tranches.

(iii) The price or price band at/within which the allotment is proposed:

INR 90/- per equity share including the premium of INR 89/- per equity share.

(iv) Basis on which the price has been arrived at along with the report of the registered valuer:

Name	Mr. Shivanand Chaudhary
Address	Flat No-P306, Logix Blossom County, Sector-137, Gautam Buddha Nagar, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301
Basis on which price has been arrived along with report of Registered valuer	On the basis of Discounted cash flow method and the report of Registered Valuer has been Annexed as **Annexure-1**

(v) Relevant date with reference to which the price has been arrived at;

The relevant date with reference to which the price has been arrived is December 31, 2024.

(vi) The class of classes of persons to whom the allotment is proposed to be made;

The allotment up to 6,00,000 (Six Lakhs) Equity Shares is to be made to the following persons as mentioned below in one or more tranches:

S. No	Name of the person	Client Id/DP Id	Type of Security
1.	Rajesh Kumar Singla	07720587/12088702	Equity Shares
2.	Davinder Kumar Singla	33709984/12081601	Equity Shares

(vii) Intention of promoters, directors or key managerial personnel to subscribe to the offer;

There is no intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer.

(viii) The proposed time within which the allotment shall be completed:

The allotment shall be completed within twelve months from the date of passing of the special resolution on the basis of the issuance of offer letter from time to time as may Board deem think fit.

(ix) The Name of the proposed allottees and the percentage of post preferential offer capital that may be held by them.

Name	**Address**	**No. of Equity Shares**	**Post Private Placement Shareholding %**
Rajesh Kumar Singla	1001 Block GIB Pocket 1, Phase 2, Sector 18 B, Dwarka, NSIT Southwest Delhi-110078	300,000	0.53%
Davinder Kumar Singla	House No. 70 Street No. 3, Firozpur-152001, Punjab	300,000	0.53%

(x) The Change in control, if any, in the company that would occur consequent to the preferential offer;

There is no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the equity shares.

(xi) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.

The Company has not made any preferential allotment/private placement/right issue during the current financial year 2024-25 till the date of Notice.

(xii) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

(xiii) The pre issue and post issue shareholding pattern of the Company (Dated 31.12.2024) in the following format-

S. No.	***Category***	***Pre Issue***		***Post Issue***	
		No. of shares held	***% of share-holding***	***No. of Shares held***	***% of share-holding***
A.	**Promoters' holding:**				
1.	Indian				
	Individual	44781460	80.37%	44781460	79.51%
	Bodies Corporate	-	-	-	-
	Sub-Total	44781460	80.37%	44781460	79.51%
2.	Foreign Promoters	-	-	-	-
	Sub-Total (A)	**44781460**	**80.37%**	**44781460**	**79.51%**
B.	**Non-Promoters' holding**				
1.	Institutional Investors	-	-	-	-
2.	Non-Institution:				
	Private Corporate Bodies	1412654	2.54%	1412654	2.51%
	Directors and Relatives	31097	0.05%	31097	0.05%
	Indian Public	9174150	16.46%	9774150	17.36%
	Others (including NRIs)	321992	0.58%	321992	0.57%
	Sub-Total (B)	**10939893**	**19.63%**	**11539893**	**20.49%**
	GRAND TOTAL	**55721353**	**100%**	**56321353**	**100%**

Annexure-B- Disclosures under Rule 14 of The Companies (Prospectus and Allotment of Securities) Rules, 2014for issue of Equity Shares on a preferential basis:

(i) Particulars of the offer including the date of passing of Board Resolution:

The Board, at its meeting held on February 13, 2025 has, subjected to the approval of the members and such other approvals as required, approved the issuance of up to 6,00,000 equity shares to the proposed investors, at a price of INR. 90/- including the premium of INR. 89/- per share, aggregating up to INR. 5,40,00,000/- for cash consideration, by way of preferential issue on a private placement basis in one or more tranches.

(ii)Kinds of securities offered and the price at which security is offered:

6,00,000 Equity Shares and at an issue price of INR 90/- per equity share including the premium of INR 89/- per equity share in one or more tranches.

(iii) Basis of justification for the price (including premium, if any) at which the offer or invitation is being made:

Name	Mr. Shivanand Chaudhary
Address	Flat No-p306, Logix Blossom County, Sector-137, Gautam Buddha Nagar, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301
Basis on which price has been arrived along with report of Registered valuer	On the basis of Discounted cash flow method and the report of Registered Valuer has been Annexed as **Annexure-1**

(iv) Name and address of valuer who performed valuation:

Name	Mr. Shivanand Chaudhary
Address	Flat No-p306, Logix Blossom County, Sector-137, Gautam Buddha Nagar, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301
Basis on which price has been arrived along with report of Registered valuer	On the basis of Discounted cash flow method and the report of Registered Valuer has been Annexed as **Annexure-1**

(v) Amount which the Company intends to raise by way of such securities:

The Company intends to raise Rs. 5,40,00,000/- (Rupees Five Crore Forty Lakhs) by issuing upto 6,00,000 (Six Lakhs) equity shares having face value of Rs. 1/- each at a premium of 89/- per equity share in one or more tranches.

(vi) Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities:

- **Terms of raising of securities - Duration, if applicable, rate of dividend or rate of interest, mode of payment and repayment:**

  The equity shares to be offered, issued, and allotted shall rank pari-passu with the existing equity shares of the Company in all respects including the payment of dividend, if any.

- **Proposed time schedule for which the private placement offer cum application letter is valid:**

The Board, at its meeting held on February 13, 2025, subjected to the approval of the members and such other approvals as required, is authorized to issue the Offer Letter from the time to time as may deem think fit. Accordingly, the Board will decide proposed time schedule for which the private placement offer cum application letter is valid.

Further, the allotment shall be completed within twelve months from the date of passing of the special resolution on the basis of the issuance of offer letter from time to time as may Board deem think fit.

- **Purposes and objects the offer:**

  The object of the issue is to meet the working capital requirement and capital expenditure of the company to sustain the growth of the company and expand the user base in India and globally.

- **Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects:**

  There is no contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects.

- **Principle terms of assets charged as security, if applicable:**

  Not Applicable

ANNEXURE-1

VALUATION REPORT

Estimation of fair value of Equity Shares of **Deepak Houseware Limited** as on 31st December, 2024 for the purpose of issue of such shares in near future in compliance to the provisions of Companies Act, 2013

Submitted by :

CA. Shivanand Chaudhary

FCA, IP, RV (SFA)

Reg Valuer Reg No: IBBI/RV/06/2020/13074

Address: M-15, Munish Plaza, 20-Ansari Road, Darya Ganj, Delhi-02

Contact: 011-41500977 & 9871332393

CA. Shivanand Chaudhary

Registered Valuer (Securities or Financial Assets)

Office: M-15, Munish Plaza, 20-Ansari Road, Daryaganj, New Delhi-110002

Ph-011-41500977 & 9871332393 Mail-cashivanand12@gmail.com

To
The Board of Directors
Deepak Houseware & Toys Limited
CIN - U25111RJ2020PLC070129
Address : Plot No. SP2-875, RIICO Industrial Area Pathredi, Bhiwadi, Distt. Khairthai, Alwar, Tijara, Rajasthan

Subject: Report on estimation of fair value of Equity Shares of Deepak Houseware & Toys Limited as on 31st December, 2024 for issue of equity share/potential equity share of the company under preferential allotment in compliance to the provisions of section 62 of the Companies Act, 2013

This has reference to my various discussions that I had and the information that I have received from the management and key executives of Deepak Houseware & Toys Limited (hereinafter referred as the "DHTL" or "the Company") from time to time in connection with the valuation analysis of equity of the company.

SCOPE AND PURPOSE OF THIS REPORT

Deepak Houseware & Toys Limited is a company incorporated in India, having registered office at Plot No. SP2-875, RIICO Industrial Area Pathredi, Bhiwadi, Distt. Khairthai, Bhiwari Ind. Area. Alwar, Tijara, Rajasthan, India, 301019.

The Company has requested CA. Shivanand Chaudhary, Registered Valuer registered with Insolvency Bankruptcy Board of India (hereinafter referred as "valuer", "I") to carry out valuation analysis of Equity Shares of the company on a going concern basis. The company is supposed to issue its equity shares in near future on preferential allotment basis.

Based on the information provided by the management of the company, the exercise for valuation of equity shares have been done as per internationally accepted valuation methodology on arm's length basis. I applied discounted cash flow method of valuation under income approach and made an estimation of fair value of equity shares of the company as on the valuation. Based on my analysis, I am of the opinion that the fair value of the equity shares of the company, as per Annexure-I enclosed herewith, as on 31st December, 2024 is INR 90/-per share only.

The valuation of equity shares is undertaken based on valuation standard issued by the ICAI Registered Valuer Organization including ICAI Valuation Standard 103-Valuation Approaches.

It is also to be understood that the value at which investments are made/price paid in a transaction may differ from the value computed in this report due to factors such as the objective of the parties, negotiation skills of the parties, the structure of the transaction (i.e. financial structure, transition of control, etc.) or other factors unique to the transaction.

In the course of valuation, I was provided with both written & verbal information, including financial and operating data. I have evaluated the information provided to me by the Company through board enquiry and analysis but have not carried out a due diligence or audit or review of the company for the purpose of this engagement. I have relied on the business projections shared by the management.

This report and the information contained herein are confidential. It is intended for sole use and information of the Board of Directors of the Company and only for the purpose mentioned above. I understand that the company may be required to submit this report to regulatory authorities/shareholders. I hereby consent to such disclosure of this report, on the basis that I owe responsibility to only the Company that has engaged me and no other person; and that, to the fullest extent permitted by law; I accept no responsibility or liability to the shareholders of the Company or any other party in connection with this report. The result of my valuation and my report will not be permitted to be used or relied by the Company for any other purpose or any other party for any purpose whatsoever. I am not responsible to any other person / party for any decision of such person/ party based on my report. It is hereby notified that reproduction, copying or otherwise quoting of my report or any part thereof, except for the purpose as set out earlier in this report, is not permitted

During the Course of engagement, I have provided this draft copy of this Valuation Report to the management of the Company for comment on factual accuracy of the contents of my report. The Company management has confirmed that they have reviewed the draft report in detail and has also confirmed to me the factual accuracy of the content in the report. It may kindly be noted that the current report being issued and signed by me represents the final assessment and supersedes all draft versions that may have been shared by me in the past with the management of the Company.

I have obtained the representation letter from the management of the Company confirming that it has provided me with all the relevant information, knowledge and confirmations completely and correctly and that there has been no significant change in business operations since the date of valuation until the date of report, that could have any impact on the valuation exercise.

If you have any question or require additional information with regard to this report, please do feel free to contact me.

Yours Faithfully

CA. Shivanand Chaudhary
Registered Valuer: Securities or Financial Assets
IBBI Registration No:IBBI/RV/06/2020/13074

Date:31/01/2025
Place: New Delhi

UDIN: **25522827BMKMLM7345**

Note: all enclosures are forming integral part of this report.
Enclosure: **Annexure-I**

CA. Shivanand Chaudhary
Registered Valuer (Securities or Financial Assets)
Office: M-15, Munish Plaza, 20-Ansari Road, Daryaganj, New Delhi-110002
Ph-011-41500977 & 9871332393 Mail-cashivanand12@gmail.com

Annexure-I

TABLE OF CONTENTS

SECTION	DESCRIPTION	PAGE NO
I	Executive Summary	4
II	Engagement Overview (Scope & Purpose)	5
III	Valuation Date	6
IV	Source of Information	6
V	Procedure adopted in carrying out valuation	7
VI	Approaches & methodologies of valuation & factors affecting the valuation process	7-8
VII	Valuation Conclusion	9-10
VIII	Scope & Limitation	11-13

CA. Shivanand Chaudhary
Registered Valuer (Securities or Financial Assets)
Office: M-15, Munish Plaza, 20-Ansari Road, Daryaganj, New Delhi-110002
Ph-011-41500977 & 9871332393 Mail-cashivanand12@gmail.com

I. Executive Summary

Instrument/Security/Fund under valuation	Valuation of Equity Shares of Deepak Houseware & Toys Limited
Status of the company	A company incorporated in India and not listed on any stock exchange in/out side India
Valuation Methodologies	Discounted Cash Flow Method
Date of Appointment	31st December, 2024
Date of Valuation	31st December, 2024
Valuer appointed by	By the board of directors of the company
Computed Fair Value of the Equity Shares of the company as on the valuation date i.e 31st December, 2024	**INR 90/- per equity share**

II. Engagement Overview

CA. Shivanand Chaudhary

Registered Valuer (Securities or Financial Assets)

Office: M-15, Munish Plaza, 20-Ansari Road, Daryaganj, New Delhi-110002

Ph-011-41500977 & 9871332393 Mail-cashivanand12@gmail.com

Scope:

The Board of Directors of the Company has engaged Shivanand Chaudhary ("valuer") to prepare an independent valuation report on the fair value of Equity Shares of the Company.

In this context, the purpose of my work has been to determine the fair value of Equity Shares by applying generally accepted valuation methodologies, as well as also considering the criteria laid down by the ICAI Valuation Standards 2018.

Purpose:

I understand that the valuation report is required by the management of the company for some specific purposes which may include issue of equity shares or any other equivalent instrument. The valuation of share is done on the basis of internationally accepted valuation methodologies on arm's length basis.

Identity of Valuer and Disclosure of Interest or Conflict:

Name	: Shivanand Chaudhary
Office Address	: M-15, Munish Plaza, 20- Ansari Road, Daryaganj, Delhi-02
IBBI Registered Valuer Reg. No	: IBBI/RV/06/2020/13074
IBBI Registration for Asset Class	: Securities or Financial Assets
PAN	: A J J P C 1 3 0 5 L
ICAI Membership No	: 5 2 2 8 2 7

I am a Chartered Accountant in practice and having around 10 years post qualification experience. I am an independent valuer and I am not affiliated to the Company being valued in any manner whatsoever. I do not have present or prospective interest in the property that is the subject of this report, and I have no personal interest with respect to the parties involved. I have no bias with respect to the property that is subject of this report or to the parties involved with this assignment. My engagement to this assignment was not contingent upon developing or reporting predetermined results.

Valuation base & Premise of Value:

I have used "fair value" as base of valuation and going concern premise for valuation of equity shares as stated in ICAI Valuation Standard 102 Valuation Bases.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between the market participants at the valuation date. Going concern value is the value of a business enterprise that is expected to continue to operate in future.

III. Valuation Date:

Office: M-15, Munish Plaza, 20-Ansari Road, Daryaganj, New Delhi-110002
Ph-011-41500977 & 9871332393 Mail-cashivanand12@gmail.com

The reference date for the purpose of this valuation exercise is 31st December, 2024 The Latest Audited financial statements provided by the management of the company are for the period as on 31st March, 2024. They further provided unaudited financial statement of the company as on the valuation date. The company's management further explained that there has been no transaction or any kind of major events or occurrences after the said balance sheet date which may have a significant impact on our valuation.

Date of Appointment:

I have been appointed by the board of directors of the company vide appointment letter dated 31st December, 2024.

IV. Source of Information:

For the purpose of arriving at the fair value, I have necessarily relied on the information provided to me by the management of the company. I believed on that information and my conclusions are dependent thereon subject to such information being complete and accurate in all material aspects.

The principal source of information used in my assignment includes:

- Long term business projections of financial information of DHTL
- Audited financial statement for the year ended on 31st March 2023 and 2024
- Unaudited provisional financial statement as on the valuation date
- Financial Estimation/Projection for next five years
- Other relevant details regarding the company such as the shareholding pattern and other relevant information and data including information in public domain
- Such other information and explanations as were required by me and which have been furnished by the management of the company

Valuation Standards:

My valuation methodologies and approaches are in conformity with valuation standards issued by the ICAI. The valuation standards issued by the ICAI set out concepts, principle and procedures which are generally accepted internationally having regard to legal framework and practices prevalent in India.

Restriction for use of Report:

This report is issued for limited purposes as aforementioned. I give my consent to share this report with the auditor of the company in the relation to their attestation function.

Inspection/Investigation Undertaken:

- I have enquired and understand the financial statement of the company as on the valuation date.
- I have further discussed with company's management with regard to contingent liability, if any.
- I have understood the business of the company and key factor affecting its business
- I have undertaken high level review of the financial model provided to me by the company's management
- I have further enquired the assumptions considered for revenue and cost
- Conducting enquire and discussion of information received from company's management

V. Procedure adopted in carrying out the valuation:

- Execution of valuation engagement letter
- Requested and received financial and qualitative information

Shivanand Chaudhary, FCA Reg. No. IBBI/RV/06/2020/13074 DELHI Registered Valuer

CA. Shivanand Chaudhary

Registered Valuer (Securities or Financial Assets)

Office: M-15, Munish Plaza, 20-Ansari Road, Daryaganj, New Delhi-110002

Ph-011-41500977 & 9871332393 Mail-cashivanand12@gmail.com

- Obtained data available in public domain
- Discussed (physical/ over call) with management to understanding the business fundamental factors that affects its earning generating capacity including strengths, weakness opportunity and threats and historic financial performance
- Selection of internationally accepted valuation methodology as considered appropriate by me.

VI. Approaches & methodologies of valuation & factors affecting the valuation process:

There are various methods & techniques used generally for valuation; however, these methodologies fall under three basic approaches to valuation.

Income Based Approach

Market Based Approach

Cost Based Approach

a. Income-based approach

Usually under the Income-Based Approach, the methods that may be applied are Discounted Cash Flow (DCF) Method. Under DCF approach, the future free cash flows of the business are discounted to the valuation date to arrive at the present value of the cash flows of the business or capitalized using a discount rate depending on the capital structure of the company. This approach also takes into account the value of the business in perpetuity by the calculation of terminal value using the exit multiple methods or the perpetuity growth method, whichever is appropriate.

b. Market-based approach

Under this approach, the valuation is done on the basis of the quoted market price of the company in case it is a publicly traded company or publicly traded comparable businesses/data is reviewed in order to identify a peer group similar to the subject company and then their multiples are applied to the entity being valued to determine the fair value.

Usually under the market-based approach, the methods that may be applied are the Market Price Method, Comparable Multiple Method (CMM), Comparable Transaction Method (CTM) or Price of Recent Investment Method (PORI). Under the CMM method, various multiples like EV/Sales, EV/EBITDA, P/BV P/E, and Price/Sales can be used to value a business depending upon the facts and circumstances of the cases.

c. Asset-based approach

Office: M-15, Munish Plaza, 20-Ansari Road, Daryaganj, New Delhi-110002

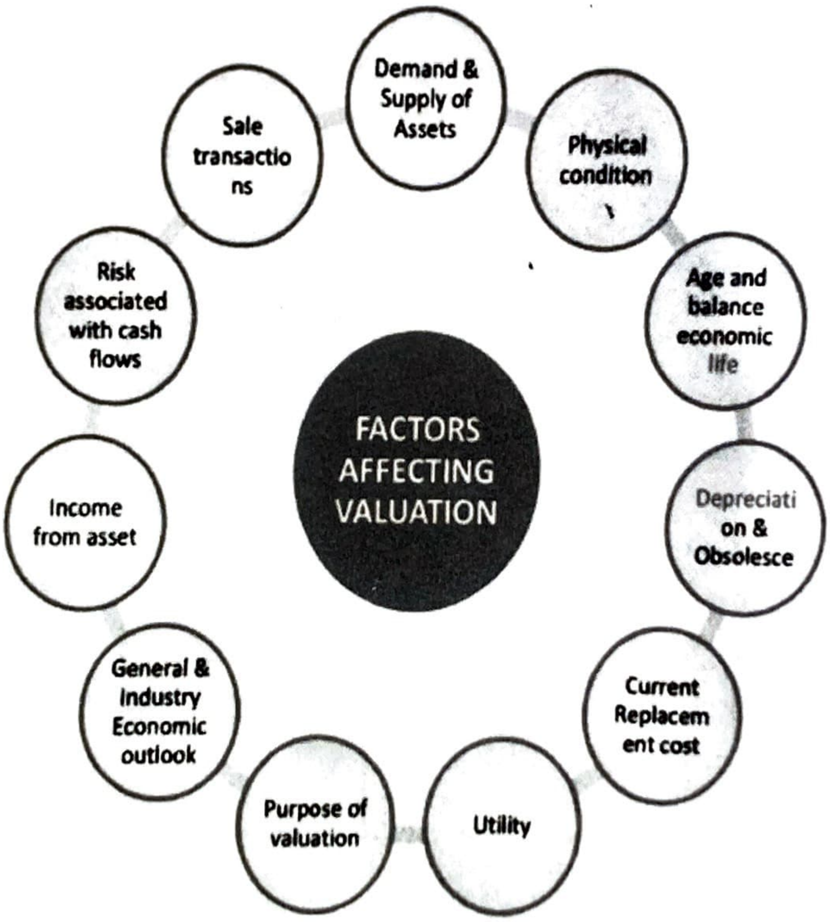
Ph-011-41500977 & 9871332393 Mail-cashivanand12@gmail.com

Under this approach, the book value / replaceable value / realizable value of the underlying assets of the company is determined to arrive at the value of the business, depending on the facts and circumstances applicable to a company.

Usually under the assets-based approach, the methods that may be applied are Net Book Value Method, Net Replaceable Value, and Net Realizable Value.

Taking on record the available inputs, I applied discounted cash flow method of valuation under income approach and made an estimation of the fair value of the equity shares of the company as on the valuation date.

d. **Factors affecting the valuation**: Some of the key considerations affecting and influencing the overall valuation process for subject assets are as under:



VII. Valuation Conclusion:

CA. Shivanand Chaudhary
Registered Valuer (Securities or Financial Assets)
Office: M-15, Munish Plaza, 20-Ansari Road, Daryaganj, New Delhi-110002
Ph-011-41500977 & 9871332393 Mail-cashivanand12@gmail.com

On the basis of assumptions, methodology of valuation and on the belief that there are onerous restrictions, covenants or unusual outgoings, I am of the opinion that the fair value of the equity share of the company on the date of valuation i.e 31st December, 2024 is of INR 90/- per equity share

The table given below shows the calculation of the fair value of equity shares of the company.

Particulars	Mar-25	Mar-26	Mar-27	Mar-28	Mar-29	Perpetuity Cash Flow
Net Free Cash Flow	2,415	4,330	5,968	9,511	13,936	13,936
PV Factor	0.96	0.80	0.68	0.57	0.48	0.48
Present Value of Net Free Cash Flow	2,312	3,481	4,030	5,394	6,637	
Sum of Present Values	21,854					
Future Maintainable Cash flows	6,637					
Growth Rate	7.50%					
Capitalization Rate	11.57%					
PV Factor	0.48					
Present Value of Perpetual Cash Flow	29,370					
Enterprise Value	**51,224**					
Add: Cash & Bank Balance	124					
Less : External Debts as on valuation date	1,040					
Fair Value of Equity	50,309					
Total No. of issued Equity Shares as on valuation date	557.21					
Fair Value per Equity Share (In INR)	**90.00**					
Risk Free Return	6.81%					
Equity Risk Premium	7.26%					
Beta	1					
Base Cost of Equity	14.07%					
CSRP	5.00%					
Cost of equity	19.07%					

Computation of Cost of Equity

**Ke = Rf + Beta *[Rm- Rf] + CSRP*

Risk Free Rate

Determining Rf (Risk Free Rate) is the first step in estimating the cost of equity. Although there is no true risk free security from which one can derive a risk-free rate, we have utilized Bond rates backed by the Indian Government, which reflect a minimal level of risk. In estimating a security's expected return, we typically seek a cost to be applied to cash flows projected for many years. The inflation premium incorporated into a security's normal return is the rate of inflation expected by the market over the life of the security. Thus, to estimate the normal return that is expected over a long-term period, we have used the 10-Year Government Bond Yield, which reflects the real interest rate at a point in time and the market's long-term inflation forecast. We have therefore considered 10 year Government Bond Coupon yield of **6.81%** of the same has been considered as the risk-free rate of return.

Source-https://countryeconomy.com/bonds/india?dr=2021-12

CA. Shivanand Chaudhary
Registered Valuer (Securities or Financial Assets)
Office: M-15, Munish Plaza, 20-Ansari Road, Daryaganj, New Delhi-110002
Ph-011-41500977 & 9871332393 Mail-cashivanand12@gmail.com

BETA

Beta is a measure of volatility, or systematic risk of the return on a particular security to the return on a Market portfolio. Since there are no listed peers available in the public domain so on the conservative end, we have taken a **Beta of 1.**

Market Risk Premium (RP)

Market Risk Premium is the premium earned on equities issued over and above the risk-free return (Rf) earned i.e. (Rm - Rf). The Market/equity risk premium is 7.26%.

Source- **pages.stern.nyu.edu/~adamodar/New_Home_Page/datafile/ctryprem.html**

Company Specific Risk Premium (CSRP)

Company specific risk premium is assumed to be 5% in view of the size of the business and risk associated with the business model of the company and maximized use of the capacity by the end of the projected period.

Shivanand Chaudhary FCA Reg. No IBBI/RV/06/20 DELHI Registered Valuer

CA. Shivanand Chaudhary
Registered Valuer (Securities or Financial Assets)
Office: M-15, Munish Plaza, 20-Ansari Road, Daryaganj, New Delhi-110002
Ph-011-41500977 & 9871332393 Mail-cashivanand12@gmail.com

VIII. Caveats and Statement of Limiting Conditions:

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

ii. **Responsibility of Registered Valuer:** I owe responsibility to only to the client that has appointed me under the terms of the engagement letters. I will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions or advice given by any other person. In no event shall I be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or willful default on part of the client or companies, their directors, employees or agents.
I am not advisors with respect to accounting, legal, tax and regulatory matters for the proposed transaction. This report does not look into the business or commercial reasons behind the proposed transaction nor the likely benefits arising out of it. Similarly, it does not address the relative merits of the proposed transaction as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available.

iii. **Accuracy of Information**: While my work has involved an analysis of financial information and accounting records, my engagement does not include an audit in accordance with generally accepted auditing standards of the clients existing business records. Accordingly, I assume no responsibility and make no representation with respect to the accuracy or completeness of any information provided to me by the management of the company. My report is subject to the scope and limitations detailed hereinafter. As such the report is to be read in totality, and not in parts. In conjunction to the relevant documents referred to herein and in the context of the purpose for which it is made.

In the course of valuation exercise, I was provided with both written as well as verbal information. I have, however, evaluated the information provided to me by the company through broad enquiry, 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 assumptions, forecast, and other information given by or on behalf of the company.

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

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

vi. **No Responsibility to the Actual Price of the subject asset if sold or transferred/ exchanged**: The actual market price achieved may be higher or lower than my estimate of value (or range of value) depending upon the circumstances of the transaction (for example the competitive bidding environment), the nature of the business (for example the purchaser's perception of potential synergies). The knowledge, negotiating ability and motivation of the buyers and sellers and the applicability of a

Shivanand Chaudhary, FCA
Reg. No. IBBI/RV/...
DELHI
Registered Valuer

Office: M-15, Munish Plaza, 20-Ansari Road, Daryaganj, New Delhi-110002
Ph-011-41500977 & 9871332393 Mail-cashivanand12@gmail.com

discount or premium for control will also affect actual market price achieved. Accordingly, my valuation conclusion will not necessarily be the price at which actual transaction will take place.

vii. **Reliance on the representations of the owners/clients, their management and other third parties** : The client and its management/representatives warranted to me that the information they supplied was complete, accurate and true and correct to the best of their knowledge. I have relied upon the representations of the clients, their management and other third parties concerning the financial data, operational data and other investments except as specifically stated to the contrary in the report. I shall not be liable for any loss, damages, cost or expenses arising from fraudulent acts, misrepresentations, or willful default on part of the companies, their directors, employee or agents

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

ix. **Compliance with relevant laws**: The report assumes that the Company complies fully with relevant laws and regulations applicable in its area of operations and usage unless otherwise stated, and that the Company will be managed in a competent and responsible manner. Further, as specifically stated to the contrary, this report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigations and other contingent liabilities that are not recorded/reflected in the balance sheet/fixed assets register provided to me.

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

xi. **Future services including but not limited to Testimony or attendance in courts/ tribunals/ authorities for the opinion of value in the Valuation Report**: I am fully aware that based on the opinion of value expressed in this report, I may be required to give testimony or attend court / judicial proceedings with regard to the subject assets, although it is out of scope of the assignment, unless specific arrangements to do so have been made in advance, or as otherwise required by law. In such event, the party seeking my evidence in the proceedings shall bear the cost/professional fee of attending court / judicial proceedings and my tendering evidence before such authority shall be under the applicable laws.

xii. **Management Responsibility**

a) I have provided my recommendation for the valuation based on the information available to me and within the scope of my engagement; others may have a different opinion. The final responsibility for value at which the proposed transaction may take place will be the Board of Directors of the Company / investors, who should take into account other factors such as their own assessment of the proposed transaction and input of other advisors.

Shivanand Chaudhary Reg. No. IBBI/RV/06/2020/... DELHI Registered Valuer

b) I have relied on the judgment of the company's management as regards contingent and other liabilities. Accordingly, my valuation does not consider the assumption of contingent liabilities other than those given to me as likely to crystallize. If there were any omission, inaccuracies or misrepresentation of the information provided to me, it may have effect on my valuation computation.

xiii. **Caution to users of this report** : This report has been prepared as general information for private use of investors to whom the report has been distributed, but it is not intended as a personal recommendation of particular financial instruments or strategies and thus it does not provide individually tailored investment advice, and does not take into account the individual investor's particular financial situation, existing holdings or liabilities, investment knowledge and experience, investment objective and horizon or risk profile and preferences. The investor bears the risk of losses in connection with an investment. Before acting on any information in the publication or report, it is recommendable to consult one's financial advisor. The information contained in this publication or report does not constitute advice on the tax consequences of making any particular investment decision.

The valuer assumes no liability as regards to any investment, divestment or retention decision take by the investor on the basis of this publication or report. In no event will entities of the Group or other associated and affiliated companies be liable for direct, indirect or incidental, special or consequential damages resulting from the information in this publication or report.

The risk of investing in certain financial instrument is generally high, as their market value is exposed to a lot of different factors such as the operational and financial conditions of the relevant company, growth prospects, change in interest rates, the economic and political environment, foreign exchange rates, shifts in market sentiments etc. Where an investment or security is denominated in a different currency to the investor's currency of reference, changes in rates of exchange may have an adverse effect on the value, price or income of or from that investment to the investor. Past performance is not a guide to future performance. Estimates of future performance are based on assumptions that may not be realized.

xiv. **Others**: A valuation analysis is necessarily based on the prevailing stock market, financial, economic and other conditions in general and industry trends in particular as in effect, and the information made available to me as of, the date hereof. Events occurring after the date hereof may affect this report and the assumptions used in preparing it, and I do not assume any obligation to update, revised or reaffirm this Report.

Shivanand Chaudhary, FCA
Reg. No. IBBI/RV/05/2019/10745
DELHI
Registered Valuer