

***Valuation of equity shares of Crescent Finstock Limited for compliance with Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022***

***30<sup>th</sup> August, 2023***

**SUMAN KUMAR VERMA**

*Registered Valuer (Securities or Financial Assets) with IBBI*

*Registration No.: IBBI/RV/05/2019/12736*

Date: 30<sup>th</sup> August, 2023

**To,**  
**The Board of Directors**  
**Crescent Finstock Ltd**  
**Add:** A/12, Sneh Kunj CHS,  
Residential Plot No. 374,  
Koparli Road, Ambaji Mandir,  
GIDC, Vapi, Gujarat – 396195

Dear Sir,

**Sub: Valuation of equity shares of CRESCENT FINSTOCK LTD**

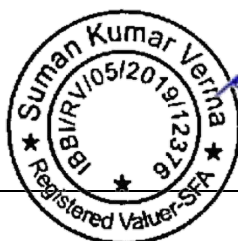
**Crescent Finstock Ltd** (“CFL” or “the Company”) intends to issue share warrants to its proposed investors in compliance with applicable laws.

In this regard, Suman Kumar Verma, Registered Valuer with IBBI Registration No. IBBI/RV/05/2019/12376 (‘Suman’ or ‘Independent Valuer’) has been appointed to determine fair value of equity shares of CFL for compliance with Section 62(1)(c) of the Companies Act, 2013 (as amended) read with Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, and Regulation 160 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, for a Preferential Allotment as per in accordance with Regulations 166(A) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022 vide Notification No. SEBI/LAD-NRO/GN/2022/63 (‘Valuation Purpose’).

The relevant date, as informed to us by the Management of CFL(‘the Management’), for the purpose of calculation of the price per share under the SEBI ICDR Regulations for issuance of equity shares is 30<sup>th</sup> August, 2023 (‘Relevant Date’). The Valuation Date as informed to us by the Management for computation of equity value per share of CFL is as on close of trading hours of the date preceding the relevant date i.e. 29<sup>th</sup> August, 2023 (‘Valuation Date’).

This Report is structured under the following broad heads:

- Background
- Information sources
- Valuation Standards followed and Procedure adopted for Valuation
- Valuation Methodology
- Valuation Analysis and Conclusion
- Scope Limitation
- Annexures



**BACKGROUND****CRESCENT FINSTOCK LTD**

- Crescent Finstock Ltd (“CFL” or “the Company”) L51100GJ1997PLC032464 is a public limited company incorporated on 05<sup>th</sup> June, 1997 under the Companies Act, 1956 and an existing company within the meaning of the Companies Act, 2013, with its registered office at A/12, Sneh Kunj CHS, Residential Plot No. 374, Koparli Road, Ambaji Mandir, GIDC, Vapi, Gujarat – 396195;
- Equity shares CFL are listed on Metropolitan Stock Exchange of India Ltd (MSEI);
- The shareholding pattern of CFL as of 31st March, 2023 is as under:

Particulars	No. of shares	% Shareholding
Promoter & Promoter Group	26,40,540	36.55%
Public	20,52,403	28.42%
Non-Promoter-Non-Public	25,30,582	35.03%
<b>Total</b>	<b>72,23,525</b>	<b>100.00%</b>

**List of Directors & KMP as on 30<sup>th</sup> August, 2023**

DIN/PAN	Name	Designation
00507482	Bharati Nitish Jain	Director
08920479	Ganesh Iyer	Director
01877999	John Dsouza	Director
00507526	Nitish Jain	Director
10243651	Vidyadhar Narayan More	Additional Director
BFOPK2658J	Mehnaz Khatun Kaluddin Khan	Company Secretary



## **INFORMATION SOURCES**

We have relied on the following sources of information and documents as provided to us by the Management of CFL ('the Management') and available in public domain:

- Audited Consolidated Financial Statement for the year ended 31<sup>st</sup> March 2023;
- Projected Financial Statements for 5 years from FY 2024 to FY 2028;
- Other relevant publicly available data;
- Our regular discussions with management representatives of CFL;
- We have also relied on published and secondary sources of data whether or not made available by the Company.



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## **VALUATION STANDARDS FOLLOWED AND PROCEDURES ADOPTED FOR VALUATION**

- We have performed the valuation analysis, to the extent possible, in accordance with International Valuation Standards.
- In connection with this exercise, we have adopted the following procedures to carry out the valuation analysis:
  - Requested and received relevant data from the Management.
  - Discussions with the Management on understanding of the business of the Company.
  - Obtained and analysed data available in public domain, as considered relevant by us.
  - Obtained and analysed market prices and other data involving equity shares of CFL and of comparable companies, as applicable and relevant.
  - Selection of valuation approach and valuation methodology/ (ies), in accordance with International Valuation Standards (IVS), as considered appropriate and relevant by us.
  - Determination of value per equity share of CFL, as relevant.
  - Preparation and issuance of this valuation report.



A handwritten signature in blue ink, appearing to be "Sumant Prasad", written over the bottom right portion of the circular stamp.

## **VALUATION APPROACHES AND METHODOLOGIES**

- For the purpose of valuation, it is necessary to select an appropriate basis of valuation amongst the various valuation techniques. It is universally recognized that valuation is not an exact science and that estimating values necessarily involves selecting a method or approach that is suitable for the purpose. The application of any particular method of valuation depends upon various factors including the size of company, nature of its business and purpose of valuation. Further, the concept of valuation is all about the price at which a transaction takes place i.e., the price at which seller is willing to sell and buyer is willing to buy. Accordingly, a fair and reasonable approach for valuing the shares of the company is to use a combination of relevant and applicable valuation methods.
- IVS 301 read with IVS 103 specifies that generally the following three approaches for valuation of business / business ownership interest are used:
  - Cost/Asset Approach
  - Market Approach
  - Income Approach

### **Cost/Asset Approach – Book Value (BV) method**

- The value under cost approach is determined based on the underlying value of the assets which could be on book value basis, replacement cost basis or on the basis of realizable value. Under Book Value method, total value of the business is based either on net asset value or realizable value or replacement cost basis. Book Value methodology is most applicable for the business where the value lies in the underlying assets and not the ongoing operations of the business. Book Value method does not capture the future earning capacity of the business. Given the nature and specifics of the business, we have considered the Book Value method, wherein we have estimated the book value of the all assets recorded in the books of the Company as per the latest audited financials.

### **Income Approach – Discounted Cash Flows (DCF) method**

- Under the Income Approach, business is valued by converting maintainable or future amount of cash flows to a single current amount either through discounting or capitalization. DCF Method seeks to arrive at the value of the business based on its future cash flows generating capability and the risks associated with the said cash flows. FCFF or free cash flows to the firm (“FCFF”) represents the cash available for distribution to both the owners and the creditors of the business. Risk-adjusted discount rate or Weighted Average Cost of Capital (“WACC”) is applied to free cash flows in the explicit period and that in perpetuity. Adjustments pertaining to debt, surplus/non-operating assets including investments, cash & bank balance and contingent assets/liabilities and other liabilities, as relevant, are required to be made in order to arrive at the value for equity shareholders. The total value for the equity shareholders so arrived is then to be divided by the number of equity shares to arrive at the value per equity share of the company.
- Valuation of equity shares of the Company is based on the projected financial information as provided to me by the Management.

- As per DFCF Method, value is defined as the present value of future cash flows that are expected to be generated by the business during an explicit forecast period and in perpetuity. The method incorporates all factors relevant to an asset (e.g. current and future market conditions, company and industry specific risk factors, etc.)
- Management has provided with cash flow projections till FY 28 which as per management is a representative time frame of a business cycle of the Company.
- To estimate the fair value of the business, projected cash flows generated from the business are analysed for certain future years (explicit forecast period). The estimates of cash flows during the explicit forecast period are based on the income and expenses associated with the business operations.
- Profit after tax is adjusted for depreciation, capex and working capital investment to arrive at the, free cash flows to equity (FCFEs) during the explicit forecast period.
- I have discounted the post-tax, free cash flows to the firm with an appropriate risk-adjusted discount rate to arrive at the present value (PV) of FCFEs.
- For Calculation of Cost of Equity, I have used risk free rate as Yield of 10 Yr. Indian Govt. Securities as on date of valuation.
- Market Return is estimated by using CAGR of BSE 500 Index as on valuation date since its inception (Source: BSE 500 Data).
- Beta of the company is considered as levered beta of Brokerage & Investment Banking Industry from Prof Aswath Damodaran Database (Jan-23 Publication).
- The terminal growth rate is the rate at which the cash flows of the company are expected to increase beyond the explicit forecast period and intermediate period, till infinity. A terminal growth rate of 5.00% has been considered.
- I have adjusted PV of Free cash flow with certain items like investments and cash and cash equivalents to arrive at the equity value of the Company.

### **Market Approach – Market Price method**

- Under the Market Price method, the market price of an equity share as quoted on a recognized Stock Exchange is normally considered as the value of the equity shares of that company, where such quotations are arising from the shares being regularly and frequently traded. Generally, market value is reflective of the investors' perception about the actual worth of the company. However, in certain situations, the value of the share as quoted on the stock market would not be regarded as a proper index of the fair value of the share especially where the market values are fluctuating in a volatile capital market. We understand that the shares are frequently traded on MSEIL.

### **In terms of Regulation 166A of the SEBI ICDR Regulations,**

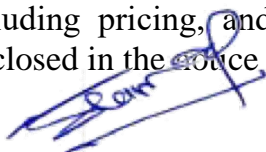
166A. (1) Any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price:

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

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:

Provided further that the valuation report from the registered valuer shall be published on the website of the issuer and a reference of the same shall be made in the notice calling the general meeting of shareholders.

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





Regulations 164 for frequently traded shares states the following:

In terms of Regulation 164 (1) of Part IV of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (ICDR Regulations), 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:

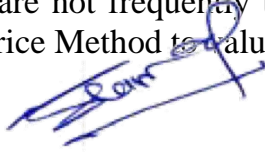

- a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- b) the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the preceding the 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.”;

(2) If the equity shares of the issuer have been listed on a recognized stock exchange for a period of less than 90 trading days as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than the higher of the following:

- a) the price at which equity shares were issued by the issuer in its initial public offer or the value per share arrived at in a scheme of compromise, arrangement and amalgamation sections 230 to 234 the Companies Act, 2013, as applicable, pursuant to which the equity shares of the issuer were listed, as the case maybe; or
- b) the volume weighted average prices of the related equity shares quoted on the recognized stock exchange during the period the equity shares have been listed preceding the relevant date; or
- c) the volume weighted average prices of the related equity shares quoted on a recognized stock exchange during the 10 trading days preceding the relevant date.

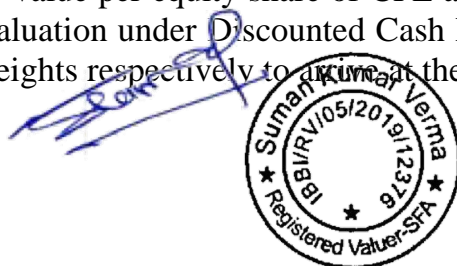
CFL is a listed company and equity shares of CFL are traded on MSEI. However, the shares of the Company are not frequently traded on the exchange. Hence we have not considered the Market Price Method to value the equity shares of the company.

**Market Approach – Comparable Companies’ Multiple (CCM) method**

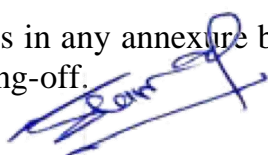
- Under CCM Method, the value of shares of the subject company is determined on the basis of multiples derived from valuations of comparable companies. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances. The Comparable Companies’ Multiple Method arrives at the value of the company by using multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences, such as growth potential, past track record, size, company dynamics, etc.
- Management has confirmed to us that there are four listed comparable companies appropriate to the business profile, operations etc. of the Company. We have therefore considered CCM method for the said Valuation.

For arriving at the value per equity share of CFL and considering valuation inputs available for determining valuation under Discounted Cash Flow Method and CCM we have applied 90%, and 10% weights respectively to arrive at the value per equity share of CFL.



## **SCOPE LIMITATIONS AND DISCLAIMERS**

- Valuation analysis and results are specific to the purpose of valuation mentioned in this report as per agreed terms of our engagement. It may not be valid for any other purpose or as at any other date.
- We owe responsibility to only the management of the client that has retained us and nobody else. We do not accept any liability to any third party in relation to the issue of this valuation report. Our valuation report cannot be used for any other purpose. This report has been prepared only for the sole use and information of CFL. Without limiting the foregoing, we understand that CFL may be required to submit this report to the regulatory authorities / stock exchanges in connection with the Proposed Transaction.
- Our analysis is based on the market conditions and the regulatory environment that currently exists. However, changes to the same in the future could impact the company and the industry it operates in, which may impact our valuation analysis.
- We are not responsible for updating this report because of any events or transactions occurring subsequent to the date of this report.
- We have considered and relied on the information provided to us by the Management including financial information, significant transactions and events occurring subsequent to the balance sheet date. We understand that the information provided to us and the representations made to us (whether verbal or written) are reliable and adequate. We have derived our conclusions and recommendation from the information so provided and we are thus reliant on the given information to be complete and accurate in every significant aspect. We are made to believe that the Management have informed us about all material transactions, events or any other relevant factors which are likely to have an impact on our valuation recommendation.
- In the ultimate analysis, valuation will have to capture the exercise of judicious discretion by the Valuer and judgment taking into account all the relevant factors. There will always be several factors which are not evident from the face of the financial statements, but which will strongly influence the worth of a share. Examples of such factors include quality and integrity of the management, capital adequacy, asset quality, earnings, liquidity, size, present and prospective competition, yield on comparable securities and market sentiment, etc. This concept is also recognized in judicial decisions.
- This Report does not look into the business / commercial reasons behind the transaction. We have no present or planned future interest in the company and the fee for this engagement is not contingent upon the values reported herein. Our valuation analysis should not be construed as an investment advice. We do not express any opinion on the suitability or otherwise of entering into any transaction with the Company.
- Any discrepancies in any annexure between the total and the sums of the amounts listed are due to rounding-off.



## VALUATION ANALYSIS AND CONCLUSION

- The value per equity share of CFL are based on the various approaches / methods explained herein earlier and various qualitative factors relevant to each company and the business dynamics and growth potential of the businesses of the Companies, having regard to information base, key underlying assumptions and limitations. We have independently applied methods discussed above, as considered appropriate, i.e., Comparable Companies Method and Discounted Cash Flow Method for determining value per share of the Company.
- In light of the above and on consideration of all the relevant factors and circumstances as discussed and outlined hereinabove referred to earlier in this Report for the proposed transaction, in our opinion, we recommend the fair value of equity shares of CFL at **INR 15.90 per equity share**.

Approach	Method	Value per Share	Weights	Weighted Value (INR)
Income Approach	Discounted Cash Flow Method	12.54	90%	11.29
Market Approach	Comparable Companies Method	46.12	10%	4.61
<b>Weighted Value per Share (INR)</b>				<b>15.90</b>

Yours faithfully,



**Suman Kumar Verma**

Registered Valuer

IBBI Reg. No.: IBBI/RV/05/2019/12376

Place: Delhi

Date: 30<sup>th</sup> August, 2023

### **Enclosed:**

**Annexure I:** Determination of value per equity share of CFL using Discounted Cash Flow method:

**Annexure II:** Determination of value per equity share of CFL using Comparable Companies method

**Annexure I - Determination of value of equity shares of CFL using Discounted Cash Flow method**

The value of equity shares of CFL using Discounted Cash Flow method is **INR 12.54 per equity share.**

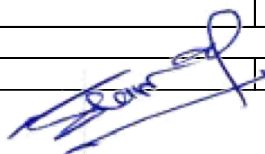
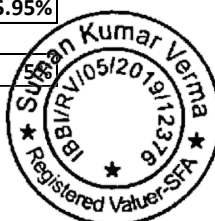
(INR Lakhs)

Particulars	FY 2024	FY 2025	FY 2026	FY 2027	FY 2028	Terminal Value
Profit After Tax	(11.79)	3.38	12.43	20.30	30.54	
Add/Less: Changes in Non-Cash Working Capital	2.99	2.50	(1.00)	0.50	-	
Less: Capex	-	-	-	-	-	
Add/Less: Changes in Borrowings	-	-	-	-	-	
<b>Free Cash Flow</b>	<b>(8.80)</b>	<b>5.88</b>	<b>11.43</b>	<b>20.80</b>	<b>30.54</b>	<b>292.90</b>
Discounting Factor	0.86	0.74	0.64	0.55	0.48	0.48
Discounted Cash Flow	(7.59)	4.37	7.33	11.51	14.57	139.77
Sum of Discounted Cash Flow	<b>169.97</b>					
Add: Cash & Cash Equivalent	27.16					
Add: Investment	3,977.90					
Less: Minority Interests	3,268.93					
<b>Equity Value</b>	<b>906.10</b>					
No. of Shares	72,23,525					
<b>Value per share (INR Rupees)</b>	<b>12.54</b>					

**Calculation of Cost of Equity**

Risk Free Rate	7.32%
Market Return	13.88%
Beta	0.40
<b>Cost of Equity</b>	<b>15.95%</b>

Growth Rate

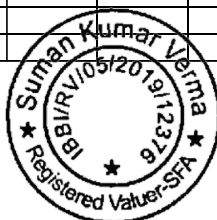
**Annexure II - Determination of value of equity shares of CFL using Comparable Companies method**

The value of equity shares of CFL using Comparable Company method is **INR 46.12 per equity share.**

Particulars	INR lakhs
Networth	4,720.30
Mkt Price/BV Multiple (Peers)	0.71
Equity Value	3,331.54
<b>Equity Value</b>	<b>3,331.54</b>
No. of Shares	72,23,525
<b>Value Per share (INR)</b>	<b>46.12</b>

*(INR in Crores)*

Name of the Company	Price per share as on 29.08.2023	Shares	Mkt cap	Cash & Cash Eq	Debt	Minority Interests	EV	Sales	Book Value	P/BV
Almondz Global Securities Ltd	90.33	2.61	236.21	101.45	3.54	-	138.30	26.51	147.51	1.60
Emkay Global Financial Services Ltd	84.50	2.46	208.21	-	-	-	208.21	-	151.26	1.38
Dolat Algotech Ltd	44.55	17.60	784.08	-	-	-	784.08	-	639.19	1.23
Dhani Services Ltd	45.72	61.21	2,798.74	-	-	-	2,798.74	-	5,768.80	0.49
								<b>Average</b>		1.17
								Less: DLOM @ 40%		0.47
								<b>Net Average</b>		<b>0.70</b>



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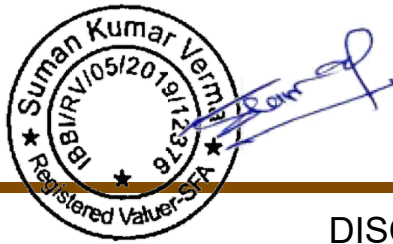
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## PREVIEW

Unique Document Identification Number (UDIN)	<b>2328453ZZOYTVV7NS6</b>
Member Details	Suman Kumar Verma (28453)
Document Type	Certificate
Type of Certificate	Other Certificate
Date of Signing of Document	30/08/2023
Financial Figures / Particulars	15.90: Weighted Value per Share (INR) 7223525: NO OF SHARES 12.54: value of equity shares of CFL using DCF METHOD
Document Description	Valuation of equity shares of CRESCENT FINSTOCK LT
Status	Active



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