

VALUATION REPORT
OF
EQUITY SHARES

NEW MARKETS ADVISORY LIMITED

G2 & G3 SAMARPAN COMPLEX, NEXT TO MIRADOR HOTEL, OPP SATAM WADI,
CHAKALA ANDHERI EAST, MUMBAI-400099

Issued by:
JHA PRABHAKAR PRAMOD

REGISTERED VALUER
ASSETS CLASS: SECURITIES OR FINANCIAL ASSETS

REGN NO. IBBI/RV/16/2021/14342

**101, Shiv Samarth, Building No 49, Near Pantnagar Post Office,
Pantnagar, Ghatkopar East Mumbai, Po: Pant Nagar, Dist: Mumbai
Suburban, Maharashtra - 400075**



28th June 2025

To
Board of Directors
NEW MARKETS ADVISORY LIMITED
Mumbai

Subject: Valuation Report of Equity Shares in terms of Section 55 of Companies Act 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 of the Companies Act, 2013 for the purpose of preferential issue of equity share.

I, JHA PRABHAKAR PRAMOD, Govt Registered Valuer for Securities or Financial Assets (Referred to "JHA PRABHAKAR PRAMOD" or "I" or "me"), refer to my engagement for Valuation of Securities or Financial Assets of M/s NEW MARKETS ADVISORY LIMITED ("NMAL" or "Company") by Company vide engagement letter dated 26th June, 2025. I am appointed by the Company as Valuer to arrive at fair value of equity shares under companies act. 2013 for internal management decision making purpose.

Hence, Company has appointed me as Registered Valuer to determine fair value of equity shares of the Company in accordance with provisions of the Companies Act. 2013. I am pleased to present herewith our valuation report for fair value of equity shares of the company.

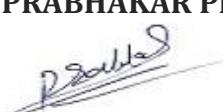
I hereby enclose the Report on the Valuation of Shares. The valuation is prepared in compliance with International Valuation Standards (IVS). The sole purpose of this report is to assist the Company to determine the fair value of shares with the exclusive purpose of further issuance of equity shares and internal purpose.

Based on our review of the information available to us, it is our opinion that as on 31st March, 2025, the equity value of **M/s NEW MARKETS ADVISORY LIMITED** can be fairly valued at **₹ 10/- (Rupees Ten Only)** per equity share. Please feel free to contact us, for any further information or clarifications required.

PLACE: MUMBAI



JHA PRABHAKAR PRAMOD


 A handwritten signature in blue ink, appearing to read "JHA PRABHAKAR PRAMOD".

IBBI REGISTERED VALUER (SFA)
IBBI/RV/16/2021/14342

1. SCOPE AND PURPOSE

- 1.1 JHA PRABHAKAR PRAMOD has been engaged and appointed by M/s NEW MARKETS ADVISORY LIMITED on 26th June 2025 for valuation of equity shares in terms of Section 55 of Companies Act 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 of the Companies Act, 2013 for the purpose of preferential issue of equity shares.
- 1.2 The material date of valuation is 31st March, 2025.
- 1.3 This report summarizes the Valuation exercise of NEW MARKETS ADVISORY LIMITED
- 1.4 Our investigation included a detailed review and analysis of the available information.
- 1.5 The finding, observations, limitations, opinions and conclusions of this exercise is being presented hereunder in the form of report.
- 1.6 We are not responsible for unauthorized use of this report.
- 1.7 The report shall be utilized for the purpose specifically mentioned in this report and not the otherwise.

2. BASIS OF VALUATION

- 2.1 This Valuation report is based on the "Going Concern Concept" which assumes that the enterprise shall continue to operate and run its business. This is our opinion gives the best estimate of the value of its Business.
- 2.2 Fair Value definition adopted and reported is as follows:
"The Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date

3. SOURCE OF INFORMATION

- 3.1 In the course of our valuation, we have relied upon information, including prospective information, provided to us by NEW MARKETS ADVISORY LIMITED management; a review of audited financial statement as on 31st March 2025, and other relevant documents; and through outside research.
- 3.2 We were informed by the company that the equity shares are not frequently traded on the BSE and does not meet the definition of Frequently traded shares as per Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
- 3.3 The Company is proposing to hold Extraordinary General Meeting of Members to approve the proposed preferential issue of equity shares.
- 3.4 The present issue of Equity Shares shall result in change in control of the Company.
- 3.5 In addition to the above, we have also obtained such other information and explanations from the Company as were considered relevant for the purpose of the valuation. It may be mentioned that the Management has been provided the opportunity to review our draft report as part of our standard practice to make sure that factual inaccuracies are avoided in our final report.



4. LIMITATION

- 4.1 This document has been prepared solely for the directors of NEW MARKETS ADVISORY LIMITED for the purpose stated herein and should not be relied upon for any other purpose
- 4.2 The purpose of valuation is preferential issue of equity shares. Unless required by law, it shall not be provided to any third party without our prior written consent. In no event, regardless of whether consent has been provided, shall we assume any responsibility to any third party to whom the report is disclosed or otherwise made available.
- 4.3 We have provided a draft copy of this report to the management of the company, who have confirmed to the best of their knowledge and belief that the factual information contained within this document is correct and that there are no material omissions.
- 4.4 We reserve the right to alter our conclusions should any information that we are not aware of at the time of preparing this report come to light that has a material impact on the conclusions herein. However, we have no responsibility to modify this report for events and circumstances occurring subsequent to the date of this report.
- 4.5 We have, however, used conceptually sound and generally accepted methods, principles and procedures of valuation in determining the value estimate included in this report.

5. ABOUT COMPANY

- 5.1 NEW MARKETS ADVISORY LIMITED, is a Listed Company, incorporated on 06 Nov. 1982. CIN of company is L74120MH1982PLC028648. It's registered address is "G2 & G3 SAMARPAN COMPLEX, NEXT TO MIRADOR HOTEL, OPP SATAM WADI, CHAKALA ANDHERI EAST, MUMBAI-400099". It is classified as Non-Govt. Company and is registered at Registrar of Companies, Mumbai. Its Authorized Capital is Rs. 1,25,00,000 and its total paid-up capital is Rs. 1,24,00,000.
- 5.2 NEW MARKETS ADVISORY LIMITED is involved in accounting, book-keeping and auditing activities; tax consultancy.
- 5.3 Directors of NEW MARKETS ADVISORY LIMITED are KISHORE KANHIYALAL JAIN, SEJAL DATTARAM YERAPALE, DEELIP RAOSAHEB MANE & UDAY ANANT SAWANT.
- 5.2 Current status of NEW MARKETS ADVISORY LIMITED is - Active.

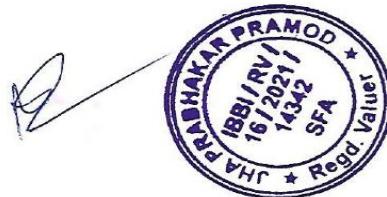


6. CURRENT SHAREHOLDING PATTERN OF COMPANY

Below is the current shareholding pattern of equity shareholders as on 31st March, 2025

Below is the shareholding pattern of equity shareholders as on March 31st 2025

<i>List of Shareholders of NEW MARKETS ADVISORY Limited as on 31.03.2025</i>			
Sr. No.	Name of Shareholder	the Shareholding as on 31.03.2025	% as on 31.03.2025
(a)	PROMOTERS AND PROMOTER GROUP	9,02,750	72.80
(b)	PUBLIC	3,37,250	27.20
TOTAL		12,40,000	100.00



7. FAIR-VALUE MEASUREMENT METHODOLOGY

7.1 The fundamental premise on which all investment decisions are based is that value to a potential investor is equal to the present worth of future benefits. This basic concept can be applied to the valuation of the entire company, as well as particular securities which comprise the capital structure of that company. In each instance, it is a matter of identifying the future returns to the investor that the company can be reasonably expected to generate and determining their present value in the context of the uncertainty associated with realizing these returns.

7.2 These are two bases on which to determine the value of a company; going-concern and liquidation. In case of a company which is expected to continue operating into future, the prospective investor will evaluate the risks and expected returns of the investment on a going-concern basis. The investor's primary concern is not with the individual values of enterprise assets, but with their ability to generate the returns he expects in the future. Only secondarily is the investor interested in individual assets values and primarily from the standpoint of security or collateral for his investment if for any reason the company should choose to liquidate. In such case, liquidation values for the assets, as well as all costs associated with liquidation would prevail.

7.3 When determining the value of a business enterprise, there are three general approaches available to the valuation professional: the market approach, the income approach and the asset approach, sometimes referred to as the adjusted book value approach. The choice of which approach to use in a particular situation depends upon the specific facts and circumstances associated with the company; as well as the purpose for which the valuation analysis is being conducted.

8. ASSET APPROACH

Net Asset Value Method ("NAV")

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

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



9. Market Approach

Comparable company market multiple method

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

Whereas no publicly traded company provides an identical match to the operations of a given company, important information can be drawn from the way comparable enterprises are valued by public markets. In case of early-stage company and different business model the problem aggravates further.

Comparable Transactions Multiple Method

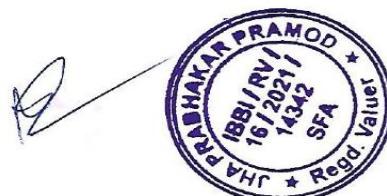
This approach is somewhat similar to the market multiples approach except that the sales and EBITDA multiples of reported transactions in the same industry in the recent past are applied to the sales and EBITDA of the business being valued.

10. INCOME APPROACH

Discounted Cash Flows

10.1 Discounted Cash Flow (DCF) method is an income-based approach. Under the DCF method the projected free cash flows to the firm are discounted at the weighted average cost of capital. This method is used to determine the present value of a business on a going concern assumption and recognizes the time value of money by discounting the free cash flows for the explicit forecast period and the perpetuity value at an appropriate discount factor. The terminal value represents the total value of the available cash flow for all periods subsequent to the horizon period. The terminal value of the business at the end of the horizon period is estimated, discounted to its present value equivalent, and added to the present value of the available cash flow to estimate the value of the business.

10.2 *However, due to non-availability of the projections, we have not used this method.*



11. Valuation Methodology

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

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

SEBI Regulations for requirement of Valuation:

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

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

Regulation 165. Where the shares of an issuer are not frequently traded, the price determined by the issuer shall take into account the valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of stores of such companies:

Provided that the issuer shall submit a certificate stating that the issuer is in compliance of this regulation, obtained from an independent valuer to the stock exchange where the equity shares of the issuer are listed.

Regulation 161: "relevant date" means: a) in case of preferential issue of equity shares, the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue:

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

Regulation 166A (1): Other conditions for pricing

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

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub- regulation (1), (2) or /4J 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.

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

12. Conclusion

The equity value of **M/s. NEW MARKETS ADVISORY LIMITED** can be fairly valued at ₹ 10/- (Rupees Ten Only) as on 31/03/2025 as per the summary given below:

Method	Value Per Share	Weight	Fair Value
Assets	8.60	60%	5.60
Approach - NAV			
Method			
Market	11.73	40%	4.69
Approach - CCM			
Method			
Income	(3.95)	0	0
Approach - PECV Method	Weighted Average Value per Share		9.85
	Fair Value per share (in Rupees) (R/off)		10.00

Note: -	Assets Approach: - NAV method is considered as most appropriate method for valuation of any company, as it reflects the actual historical figures of the company. We consider 60% weightage
	Market Approach: - We consider P/E ratio for comparable companies in this method. We consider 40% weightage.
	Income Approach: - We use PECV Method for valuation, but we gave 0% weightage for this because the value per share from this method is derived in negative.



Appendix 1 – CALCULATION FOR FAIR VALUE OF EQUITY SHARE AS PER ASSETS APPROACH (NAV METHOD)

<i>Calculation of Value of Equity Shares</i>	
Particulars	₹ in Lakhs
<i>Property, Plant & Equipment (as per annexure 2)</i>	0.26
<i>Deferred Tax Assets (Net)</i>	0.11
<i>Current Assets</i>	131.37
Total Assets [A]	131.77
<i>Non-Current Liabilities</i>	24.17
<i>Current Liabilities</i>	0.98
Total Liabilities [B]	25.15
Net Worth of Company [C] = [A-B]	106.62
No. of Equity Shares (in lakhs)	12.40
Value Per Equity Shares	8.60



Appendix 2 – AUDITED BALANCE SHEET (as on 31ST MARCH 2025)

BALANCE SHEET		₹ in Lakhs
Particulars	2024-25	31-03-2025
I. EQUITY AND LIABILITIES		
(1) Shareholder's Funds		
(a) Equity Share Capital	124.00	
(b) Reserve & Surplus	(17.38)	
(2) Non-Current Liabilities		
(a) Long -Term borrowings	27.17	
(b) Deferred Tax Liabilities (Net)	-	
(2) Current Liabilities		
(a) Short-term Borrowings	-	
(b) Trade Payable	-	
(c) Other Financial Liabilities	0.98	
(d) Short-term Provisions	-	
Total	131.77	
II. Assets		
(1) Non-Current Assets		
(a) Property, Plant & Equipment	0.26	
(b) Deferred Tax Assets (Net)	0.14	
	0.40	
(2) Current Assets		
(a) Current Investments	-	
(b) Trade Receivables	-	
(c) Cash and Bank Balances	4.13	
(d) Short Term Loan & Advances	63.23	
(e) Other Current Assets	64.01	
	131.37	
Total	131.77	



Appendix 3 – MARKET APPROACH (CCM METHOD)

Sl No.	Company Name	P/E Ratio
1	Virtual Galaxy Infotech Ltd	13.53
2	Trust Fintech Ltd	12.49
3	Nucleus Software Exports Ltd	15.93
	Average of Comparable	13.98
4	EPS of New Market Advisory Ltd	0.13

Sl No	Particulars	P/E
1	Target Company	0.13
2	Average Multiple	13.98
3	Implied share price	1.82
4	Less: Debt (in Crore)	0.24
5	Add: Cash & Equivalents (in Crore)	0.04
6	Implied Share Capital	1.62
7	No. of Shares (in Crore)	0.12
8	Share Price	13.03
9	Discount for Lack of Marketability	15%
	Derived Per Share Price	11.08

Note:-

1. P/E Ratio is used for CCM Method
2. Source Used for P/E Ratio: <https://www.screener.in/>



Appendix 4 – INCOME APPROACH (PECV METHOD)

Particulars		2022-23	2023-24	2024-25
Reported PBT		(27.25)	(12.84)	1.64
Average				(12.82)
Less: Tax	25.17%			(3.23)
Average Profit After Tax				(9.59)
Capitalization	19.58%			(48.98)
No. of Shares				12,40,000.00
Value per Share				(3.95)

Cost of Equity Financing	
Particulars	Rate
<i>Risk free rate of return</i>	6.58%
<i>Beta</i>	0.64
<i>Market Return</i>	15.55%
<i>Market Risk Premium</i>	7.26%
Cost of Equity	19.58%

Assumptions and Sources Used:

1. India 10year Bond yield rate as on March 31, 2025 is considered as Risk Free rate. Source: <https://in.investing.com/rates-bonds/india-10-year-bond-yield-historical-data>.
2. Market rate of return is computed based on historical return on BSE Sensex. Source: <https://www.bseindia.com/indices/IndexArchiveData.html>.
3. The Beta is taken as company Specific, @0.64. Source: https://pages.stern.nyu.edu/~adamodar/New_Home_Page/datafile.html (updated in Jan 2025)
4. Market Risk Premium is considered as per estimation made by Aswath Damodaran for India for January 2025. Source: https://pages.stern.nyu.edu/~adamodar/New_Home_Page/datafile/ctryprem.html (updated in Jan 2025)

