

*Valuation report on determination of fair value of equity shares of **Tilaknagar Industries Limited** as per the provisions of the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022 (“ICDR Regulations”)*

Relevant Date: 07th November 2022

Report Date: 10th November 2022

CA Rashmi Shah

Registered Valuer (Securities or Financial Assets)

IBBI Registration No.: IBBI/RV/06/2018/10240

Date: 10th November 2022

To,
The Board of Directors
Tilaknagar Industries Limited
Tilaknagar, Shrirampur, Ahmednagar, Maharashtra – 413720

Dear Sirs,

Sub: Valuation report on determination of fair value of equity shares of Tilaknagar Industries Limited as per the provisions of the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022 (“ICDR Regulations”)

We understand that Tilaknagar Industries Limited (‘TIL’ / ‘Client’ / ‘the Company’) intends to issue equity shares on a preferential basis (‘Proposed Transaction’ or ‘Transaction’).

In this regard, TIL has approached Rashmi Shah FCA, Registered Valuer (Securities or Financial Assets) with IBBI Registration No. IBBI/RV/06/2018/10240 (‘RVS’ or ‘We’ or ‘Valuer’) to determine the fair value of the equity shares of the Company for the proposed transaction for compliance with Regulation 164(1) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022 (‘ICDR Regulations’ / ‘SEBI ICDR Regulations’) (‘Valuation Purpose’).

On the basis of our valuation as discussed in this Report, the fair value of equity shares of TIL is **INR 94.65 per equity share¹** as on the Relevant Date, summarized as below:

Valuation approach	Value per share (INR)	Weight (%)	Annexure Reference
Market approach - ICDR Guidelines	94.65	100.00%	Annexure III
Market approach - CCM method	62.20	0%	Annexure IV
Asset approach - NAV method	8.05	0%	Annexure V
Income approach - DCF method	NA	NA	
Value per share (INR)	94.65		

The equity shares of the Company are frequently traded as per provisions of SEBI ICDR Regulations. Given that TIL is proposing to make a preferential issue of its shares, we have been requested to determine the fair value of equity shares of TIL, inter alia considering the pricing mechanism as prescribed under the SEBI ICDR Regulations for such preferential issue of shares of a company whose shares are listed on a recognised stock exchange.

¹ Note: Since the value of equity shares under the ICDR Guidelines (as per Regulation 164(1)), is higher than the value computed using other valuation approaches and methods (as applicable), we have assigned 100% weightage to the value computed as per ICDR Guidelines under the Market Approach.



The relevant date, as informed to us by the management of TIL, for the purpose of calculation of the price per share under the SEBI ICDR Regulations for preferential issue of shares is 07th November 2022 ('Relevant Date'). Our valuation analysis was completed on a date prior to the Relevant Date, i.e. 04th November 2022.

The Articles of Association ("AOA") of the Company do not specifically mention about the pricing methodology for preferential issue. The Company, hence, needs a fair valuation report on valuation of equity shares of TIL for computation of the price for preferential issue of equity shares in compliance with the provisions of regulation 164(1) of the SEBI ICDR Regulations.

This valuation report is our deliverable for this engagement. In line with Regulation 164(1) of SEBI ICDR Regulations, since the equity shares of TIL are frequently traded, the price for preferential issue has been determined as the minimum issue price as per prescribed under Part IV of Chapter V of SEBI ICDR Regulations.

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

Enclosed:

Annexure I: Detailed day wise trading volume for 90 trading days prior to the relevant date;

Annexure II: % of the total number of shares traded during the 240 trading days preceding the relevant date;

Annexure III: Determination of value per equity share of TIL using ICDR Guidelines under Market Price method;

Annexure IIIA: Computation of share price of equity shares of TIL under Regulation 164(1) of SEBI ICDR Regulations, as per historical trading prices on NSE website for 90 Trading Days;

Annexure IIIB: Computation of share price of equity shares of TIL shares under Regulation 164(1) of SEBI ICDR Regulations, as per historical trading prices on NSE website for 10 Trading Days;

Annexure IV: Valuation of equity shares of TIL using CCM method

Annexure V: Valuation of equity shares of TIL using NAV method

BACKGROUND

Tilaknagar Industries Limited

- TIL (CIN: L15420PN1933PLC133303) is a public limited company incorporated on 29th July 1933, under the Indian Companies Act, 1913, with its registered office at Tilaknagar, Shrirampur, Ahmednagar, Maharashtra – 413720
- The company is a brandy producer and deals in other brands of alcohols.
- Equity shares of TIL is listed in National Stock Exchange Limited (“NSE) Bombay Stock Exchange Limited (“BSE”).
- The shareholding pattern of TIL as of 30th September 2022 is as under:

Particulars	No. of shares	% of Shareholding
Promoter & Promoter Group	71,213,177	42.92%
Public	94,698,986	57.08%
Total	165,912,163	100.00%*

**difference, if any, is due to rounding off*



INFORMATION SOURCES

We have relied on the following sources of information and documents as provided to us by the management of TIL ('the Management'):

- Names of listed comparable companies;
- Annual report for the year ended 31st March 2022;
- Share Capital details;
- Consolidated Unaudited Financials for the quarter ended 30th June 2022;
- Other relevant publicly available data;
- Our regular discussions with management representatives of TIL.

We have also relied on published and secondary sources of data whether or not made available by the Company.



VALUATION STANDARDS FOLLOWED AND PROCEDURES ADOPTED FOR VALUATION

- We have performed the valuation analysis, to the extent possible, in accordance with ICAI Valuation Standards 2018 issued by the Institute of Chartered Accountants of India ('IVS'). IVS 301 on Business Valuation deals with valuation of a business or business ownership interest (i.e., it includes valuation of business and equity shares).
- In connection with this exercise, we have adopted the following procedures to carry out the valuation analysis:
 - Requested and received relevant data from the Company 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 TIL and of comparable companies, as applicable and relevant
 - Selection of valuation approach/(es) and valuation methodology/(ies), in accordance with IVS, as considered appropriate and relevant by us
 - Assigned appropriate weights to the values derived using each of the applicable methods and arrived at the fair value taking cognizance of the AOA and the SEBI ICDR Regulations.
 - Determination of value per equity share of TIL, as relevant
 - Preparation and issuance of this valuation report.



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 Approach
 - Market Approach
 - Income Approach

Cost Approach – Net Asset Value (NAV) 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 NAV method, total value of the business is based either on net asset value or realizable value or replacement cost basis. NAV methodology is most applicable for the business where the value lies in the underlying assets and not the ongoing operations of the business. NAV method does not capture the future earning capacity of the business.
- We have not considered NAV method for the said valuation purpose as TIL has an operating business and we understand that historical book value does not reflect intrinsic value of its business. The valuation is undertaken with going concern assumption and we do not contemplate an actual sale realization of the individual assets. We have therefore not considered NAV method for the said valuation and have computed the value per share for information purposes only.



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.
- We have not considered Discounted Cash Flows (DCF) method under the income approach due to unavailability of business projections of TIL as we understand that projections of TIL would be price sensitive information, which was therefore not made available to us by the Management.

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.
- Regulation 164(5) of Chapter IV of SEBI ICDR Regulations reads as under-

For the purpose of this Chapter, “Frequently traded shares” means shares of the issuer, in which the traded turnover on any recognised stock exchange during the 240 trading days preceding the relevant date, is at least ten per cent of the total number of shares of such class of the shares of the issuer.

Explanation: For the purpose of this regulation, ‘stock exchange’ means any of the recognized stock exchange(s) in which the equity shares of the issuer are listed and in which the highest trading volume in respect of the equity shares of the issuer has been recorded during the preceding 90 trading days prior to the relevant date.”

The equity shares of the Company are traded on the NSE and the BSE. However, as per Explanation to regulation 164(5) of the SEBI ICDR Regulations, the exchange on which higher trading volume of equity shares during the preceding 90 trading days prior to the relevant date, is recorded, is to be considered for the pricing computation.



- Since, TIL is a listed company and equity shares of TIL are traded on NSE and BSE over a reasonable period, we have considered Market Price method to determine the value of equity shares of TIL. We understand that the shares are frequently traded as per SEBI ICDR Regulations.
- Relevant date in case of preferential issue of equity shares is defined in regulation 161(a) of SEBI ICDR Regulations as “the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue”. However, it was explained in the aforesaid regulations that 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.
- We have been informed by the management of TIL that the relevant date to be considered for the said Transaction should be 07th November 2022. We have considered equity share prices upto 04th November 2022 i.e., trading day preceding to the relevant date for undertaking the valuation analysis.
- We have considered the stock prices of TIL from NSE for calculating the fair market value of equity shares of TIL considering the volumes traded on NSE is higher than that in BSE.
- Details of trading volume on the NSE and BSE for 90 trading days prior to the relevant date is summarized as under:

Number of Trading Days	Total trading volume of equity shares	
	Trading Volume on NSE (Number)	Trading Volume on BSE (Number)
90 Trading Days	36,201,139	5,216,050
<i>Source: NSE Limited (NSE) and BSE Limited (BSE)</i>		

Since NSE has recorded highest trading volume in respect of equity shares during the preceding 90 trading days prior to the relevant date, we have considered market price on NSE to compute the Applicable Minimum Price based on the regulations 164(1) of the SEBI ICDR regulations.

Detailed day wise trading volume for 90 trading days prior to the relevant date is attached in **Annexure I**.

In this case 42.22% of the total number of shares are traded during the 240 trading days preceding the relevant date as detailed in **Annexure II**.



We have determined the applicable minimum price under ICDR Guidelines as below:

Valuation of equity shares of TIL under Regulation 164(1) of SEBI ICDR Regulations		
Particulars	Annexure Reference	VWAP (INR)
A] Average of 90 trading days VWAP	Annexure IIIA	90.97
B] Average of 10 trading days VWAP	Annexure IIIB	94.65
Applicable Minimum Price (Higher of the A or B)		94.65

Refer **Annexure III** for Determination of value per equity share of TIL using ICDR Guidelines under Market Price method

Refer **Annexure IIIA** for Computation of share price of TIL shares under Regulation 164(1) of SEBI ICDR Regulations, as per historical trading prices on NSE website for 90 Trading Days; and

Annexure IIIB for Computation of share price of TIL shares under Regulation 164(1) of SEBI ICDR Regulations, as per historical trading prices on NSE website for 10 Trading Days;



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.
- Considering that comparable peer set in the liquor business is available, we have carried out the valuation of equity shares of TIL using the Comparable Companies’ Multiples method, as relevant and applicable. We have applied relevant weightage considering the specifics of the case.
- Refer **Annexure IV** for valuation of equity shares of TIL using CCM method.



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 TIL. We confirm that the aforementioned limitation does not preclude TIL from making a copy of this report available for inspection to persons such as shareholders and/or stakeholders of TIL, proxy advisors and advisors (“**Permitted Persons**”). TIL can share the copy of this report with the Permitted Persons, without any prior approval of the Valuer.
- 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 has 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 TIL 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 or TIL.
- 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 TIL are based on the applicable approach/(es) and method/(s) 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 considered methods discussed above, as considered appropriate, for determining value per share of TIL.
- We have assigned appropriate weights to the values derived using each of the applicable methods and arrived at the fair value taking cognizance of the AOA and the SEBI ICDR Regulations.
- 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 per equity share of TIL at **INR 94.65 per equity share**.

Yours faithfully,



Rashmi Shah

Registered Valuer (SFA)

IBBI Reg. No.: IBBI/RV/06/2018/10240

Place: Mumbai

Date: 10th November 2022

ICAI UDIN: 22123478BCRNTX3697

Enclosed:

Annexure I: Detailed day wise trading volume for 90 trading days prior to the relevant date;

Annexure II: % of the total number of shares traded during the 240 trading days preceding the relevant date;

Annexure III: Determination of value per equity share of TIL using ICDR Guidelines under Market Price method;

Annexure IIIA: Computation of share price of equity shares of TIL under Regulation 164(1) of SEBI ICDR Regulations, as per historical trading prices on NSE website for 90 Trading Days;

Annexure IIIB: Computation of share price of equity shares of TIL shares under Regulation 164(1) of SEBI ICDR Regulations, as per historical trading prices on NSE website for 10 Trading Days;

Annexure IV: Valuation of equity shares of TIL using CCM method

Annexure V: Valuation of equity shares of TIL using NAV method



Annexure I: Detailed day wise trading volume for 90 trading days prior to the relevant date

Number	Date and Day	Number of shares traded on NSE	Number of shares traded on BSE
1	Monday, 27 June, 2022	83,918	12,919
2	Tuesday, 28 June, 2022	136,230	23,135
3	Wednesday, 29 June, 2022	152,116	33,022
4	Thursday, 30 June, 2022	97,789	41,211
5	Friday, 1 July, 2022	489,184	47,428
6	Monday, 4 July, 2022	113,599	4,782
7	Tuesday, 5 July, 2022	801,353	156,850
8	Wednesday, 6 July, 2022	384,538	65,331
9	Thursday, 7 July, 2022	215,188	29,253
10	Friday, 8 July, 2022	177,584	19,979
11	Monday, 11 July, 2022	644,363	111,123
12	Tuesday, 12 July, 2022	285,470	57,129
13	Wednesday, 13 July, 2022	156,293	29,655
14	Thursday, 14 July, 2022	80,351	17,206
15	Friday, 15 July, 2022	68,828	5,979
16	Monday, 18 July, 2022	66,190	11,676
17	Tuesday, 19 July, 2022	146,095	17,826
18	Wednesday, 20 July, 2022	160,458	18,472
19	Thursday, 21 July, 2022	258,639	27,222
20	Friday, 22 July, 2022	209,249	32,789
21	Monday, 25 July, 2022	172,475	32,916
22	Tuesday, 26 July, 2022	61,377	7,972
23	Wednesday, 27 July, 2022	68,124	17,824
24	Thursday, 28 July, 2022	148,761	22,363
25	Friday, 29 July, 2022	114,032	11,327
26	Monday, 1 August, 2022	268,104	12,897
27	Tuesday, 2 August, 2022	255,137	52,425
28	Wednesday, 3 August, 2022	287,991	19,658
29	Thursday, 4 August, 2022	332,650	35,278
30	Friday, 5 August, 2022	148,996	9,792
31	Monday, 8 August, 2022	108,500	10,912
32	Wednesday, 10 August, 2022	68,050	7,226
33	Thursday, 11 August, 2022	105,098	11,222
34	Friday, 12 August, 2022	312,469	62,880
35	Tuesday, 16 August, 2022	260,911	23,893
36	Wednesday, 17 August, 2022	235,372	43,477
37	Thursday, 18 August, 2022	111,179	3,172
38	Friday, 19 August, 2022	162,211	12,960
39	Monday, 22 August, 2022	53,751	28,225
40	Tuesday, 23 August, 2022	74,181	15,464
41	Wednesday, 24 August, 2022	75,684	20,188
42	Thursday, 25 August, 2022	228,365	60,242
43	Friday, 26 August, 2022	215,026	21,434
44	Monday, 29 August, 2022	121,857	17,322
45	Tuesday, 30 August, 2022	133,566	7,091



Valuation of equity shares of Tilaknagar Industries Limited

Number	Date and Day	Number of shares traded on NSE	Number of shares traded on BSE
46	Thursday, 1 September, 2022	466,694	96,015
47	Friday, 2 September, 2022	186,370	66,914
48	Monday, 5 September, 2022	218,181	16,136
49	Tuesday, 6 September, 2022	125,562	8,334
50	Wednesday, 7 September, 2022	119,447	9,240
51	Thursday, 8 September, 2022	337,369	31,970
52	Friday, 9 September, 2022	272,132	64,497
53	Monday, 12 September, 2022	160,774	31,475
54	Tuesday, 13 September, 2022	125,613	23,417
55	Wednesday, 14 September, 2022	150,226	10,235
56	Thursday, 15 September, 2022	405,190	46,802
57	Friday, 16 September, 2022	2,267,871	1,170,394
58	Monday, 19 September, 2022	1,273,144	188,210
59	Tuesday, 20 September, 2022	833,005	76,830
60	Wednesday, 21 September, 2022	579,434	103,954
61	Thursday, 22 September, 2022	369,644	52,050
62	Friday, 23 September, 2022	518,218	19,782
63	Monday, 26 September, 2022	472,206	84,695
64	Tuesday, 27 September, 2022	646,392	90,766
65	Wednesday, 28 September, 2022	668,746	58,078
66	Thursday, 29 September, 2022	228,377	41,061
67	Friday, 30 September, 2022	171,130	21,675
68	Monday, 3 October, 2022	640,850	56,081
69	Tuesday, 4 October, 2022	1,140,089	151,069
70	Thursday, 6 October, 2022	464,765	39,270
71	Friday, 7 October, 2022	1,359,949	162,802
72	Monday, 10 October, 2022	534,119	60,790
73	Tuesday, 11 October, 2022	8,563,215	470,075
74	Wednesday, 12 October, 2022	915,254	66,474
75	Thursday, 13 October, 2022	470,152	98,725
76	Friday, 14 October, 2022	276,940	24,563
77	Monday, 17 October, 2022	254,044	35,378
78	Tuesday, 18 October, 2022	433,320	75,287
79	Wednesday, 19 October, 2022	170,228	30,010
80	Thursday, 20 October, 2022	110,404	17,380
81	Friday, 21 October, 2022	98,901	39,055
82	Monday, 24 October, 2022	109,983	16,298
83	Tuesday, 25 October, 2022	140,263	18,899
84	Thursday, 27 October, 2022	88,263	22,823
85	Friday, 28 October, 2022	81,017	13,924
86	Monday, 31 October, 2022	137,523	26,268
87	Tuesday, 1 November, 2022	126,683	18,610
88	Wednesday, 2 November, 2022	259,830	27,378
89	Thursday, 3 November, 2022	243,295	59,318
90	Friday, 4 November, 2022	135,025	41,896
Total traded quantity during the 90 trading days preceding the relevant date		36,201,139	5,216,050



Annexure II: % of the total number of shares traded during the 240 trading days preceding the relevant date

Number	Date and Day	Number of shares traded on NSE
1	Thursday, 18 November, 2021	319,475
2	Monday, 22 November, 2021	433,449
3	Tuesday, 23 November, 2021	669,464
4	Wednesday, 24 November, 2021	337,411
5	Thursday, 25 November, 2021	634,955
6	Friday, 26 November, 2021	681,470
7	Monday, 29 November, 2021	411,649
8	Tuesday, 30 November, 2021	149,609
9	Wednesday, 1 December, 2021	194,520
10	Thursday, 2 December, 2021	114,935
11	Friday, 3 December, 2021	136,022
12	Monday, 6 December, 2021	277,481
13	Tuesday, 7 December, 2021	140,728
14	Wednesday, 8 December, 2021	181,144
15	Thursday, 9 December, 2021	371,789
16	Friday, 10 December, 2021	172,145
17	Monday, 13 December, 2021	190,873
18	Tuesday, 14 December, 2021	191,633
19	Wednesday, 15 December, 2021	111,556
20	Thursday, 16 December, 2021	329,718
21	Friday, 17 December, 2021	272,645
22	Monday, 20 December, 2021	244,810
23	Tuesday, 21 December, 2021	281,735
24	Wednesday, 22 December, 2021	112,911
25	Thursday, 23 December, 2021	104,689
26	Friday, 24 December, 2021	85,134
27	Monday, 27 December, 2021	57,526
28	Tuesday, 28 December, 2021	189,315
29	Wednesday, 29 December, 2021	107,226
30	Thursday, 30 December, 2021	93,250
31	Friday, 31 December, 2021	361,854
32	Monday, 3 January, 2022	247,288
33	Tuesday, 4 January, 2022	501,157
34	Wednesday, 5 January, 2022	289,085
35	Thursday, 6 January, 2022	126,262
36	Friday, 7 January, 2022	318,851
37	Monday, 10 January, 2022	195,480
38	Tuesday, 11 January, 2022	220,908
39	Wednesday, 12 January, 2022	188,943
40	Thursday, 13 January, 2022	120,794



Valuation of equity shares of Tilaknagar Industries Limited

Number	Date and Day	Number of shares traded on NSE
41	Friday, 14 January, 2022	146,481
42	Monday, 17 January, 2022	70,126
43	Tuesday, 18 January, 2022	134,446
44	Wednesday, 19 January, 2022	95,260
45	Thursday, 20 January, 2022	72,336
46	Friday, 21 January, 2022	148,682
47	Monday, 24 January, 2022	191,423
48	Tuesday, 25 January, 2022	289,950
49	Thursday, 27 January, 2022	98,731
50	Friday, 28 January, 2022	96,093
51	Monday, 31 January, 2022	107,830
52	Tuesday, 1 February, 2022	105,310
53	Wednesday, 2 February, 2022	105,519
54	Thursday, 3 February, 2022	89,254
55	Friday, 4 February, 2022	66,425
56	Monday, 7 February, 2022	227,293
57	Tuesday, 8 February, 2022	576,691
58	Wednesday, 9 February, 2022	824,511
59	Thursday, 10 February, 2022	233,977
60	Friday, 11 February, 2022	134,106
61	Monday, 14 February, 2022	179,748
62	Tuesday, 15 February, 2022	806,991
63	Wednesday, 16 February, 2022	421,940
64	Thursday, 17 February, 2022	120,714
65	Friday, 18 February, 2022	70,608
66	Monday, 21 February, 2022	972,386
67	Tuesday, 22 February, 2022	382,865
68	Wednesday, 23 February, 2022	398,509
69	Thursday, 24 February, 2022	282,778
70	Friday, 25 February, 2022	220,974
71	Monday, 28 February, 2022	170,254
72	Wednesday, 2 March, 2022	556,567
73	Thursday, 3 March, 2022	152,754
74	Friday, 4 March, 2022	110,932
75	Monday, 7 March, 2022	369,789
76	Tuesday, 8 March, 2022	276,773
77	Wednesday, 9 March, 2022	207,759
78	Thursday, 10 March, 2022	120,342
79	Friday, 11 March, 2022	371,483
80	Monday, 14 March, 2022	141,695



Number	Date and Day	Number of shares traded on NSE
81	Tuesday, 15 March, 2022	327,174
82	Wednesday, 16 March, 2022	103,567
83	Thursday, 17 March, 2022	172,899
84	Monday, 21 March, 2022	205,430
85	Tuesday, 22 March, 2022	116,062
86	Wednesday, 23 March, 2022	183,734
87	Thursday, 24 March, 2022	123,884
88	Friday, 25 March, 2022	112,526
89	Monday, 28 March, 2022	281,291
90	Tuesday, 29 March, 2022	482,364
91	Wednesday, 30 March, 2022	98,593
92	Thursday, 31 March, 2022	147,537
93	Friday, 1 April, 2022	111,654
94	Monday, 4 April, 2022	248,430
95	Tuesday, 5 April, 2022	262,949
96	Wednesday, 6 April, 2022	141,082
97	Thursday, 7 April, 2022	114,676
98	Friday, 8 April, 2022	275,595
99	Monday, 11 April, 2022	333,842
100	Tuesday, 12 April, 2022	92,930
101	Wednesday, 13 April, 2022	117,850
102	Monday, 18 April, 2022	65,703
103	Tuesday, 19 April, 2022	125,983
104	Wednesday, 20 April, 2022	100,076
105	Thursday, 21 April, 2022	102,081
106	Friday, 22 April, 2022	58,949
107	Monday, 25 April, 2022	79,154
108	Tuesday, 26 April, 2022	385,936
109	Wednesday, 27 April, 2022	106,515
110	Thursday, 28 April, 2022	149,461
111	Friday, 29 April, 2022	97,416
112	Monday, 2 May, 2022	104,602
113	Wednesday, 4 May, 2022	178,840
114	Thursday, 5 May, 2022	87,603
115	Friday, 6 May, 2022	269,371
116	Monday, 9 May, 2022	209,676
117	Tuesday, 10 May, 2022	128,706
118	Wednesday, 11 May, 2022	262,190
119	Thursday, 12 May, 2022	422,880
120	Friday, 13 May, 2022	208,798



Valuation of equity shares of Tilaknagar Industries Limited

Number	Date and Day	Number of shares traded on NSE
121	Monday, 16 May, 2022	114,414
122	Tuesday, 17 May, 2022	272,745
123	Wednesday, 18 May, 2022	285,164
124	Thursday, 19 May, 2022	171,556
125	Friday, 20 May, 2022	28,210
126	Monday, 23 May, 2022	34,937
127	Tuesday, 24 May, 2022	521,732
128	Wednesday, 25 May, 2022	773,964
129	Thursday, 26 May, 2022	202,808
130	Friday, 27 May, 2022	127,517
131	Monday, 30 May, 2022	131,769
132	Tuesday, 31 May, 2022	270,924
133	Wednesday, 1 June, 2022	138,199
134	Thursday, 2 June, 2022	165,010
135	Friday, 3 June, 2022	142,608
136	Monday, 6 June, 2022	294,422
137	Tuesday, 7 June, 2022	210,847
138	Wednesday, 8 June, 2022	132,850
139	Thursday, 9 June, 2022	364,384
140	Friday, 10 June, 2022	553,819
141	Monday, 13 June, 2022	189,918
142	Tuesday, 14 June, 2022	104,926
143	Wednesday, 15 June, 2022	89,815
144	Thursday, 16 June, 2022	136,195
145	Friday, 17 June, 2022	277,133
146	Monday, 20 June, 2022	186,422
147	Tuesday, 21 June, 2022	197,523
148	Wednesday, 22 June, 2022	88,878
149	Thursday, 23 June, 2022	82,720
150	Friday, 24 June, 2022	44,604
151	Monday, 27 June, 2022	83,918
152	Tuesday, 28 June, 2022	136,230
153	Wednesday, 29 June, 2022	152,116
154	Thursday, 30 June, 2022	97,789
155	Friday, 1 July, 2022	489,184
156	Monday, 4 July, 2022	113,599
157	Tuesday, 5 July, 2022	801,353
158	Wednesday, 6 July, 2022	384,538
159	Thursday, 7 July, 2022	215,188
160	Friday, 8 July, 2022	177,584



Valuation of equity shares of Tilaknagar Industries Limited

Number	Date and Day	Number of shares traded on NSE
161	Monday, 11 July, 2022	644,363
162	Tuesday, 12 July, 2022	285,470
163	Wednesday, 13 July, 2022	156,293
164	Thursday, 14 July, 2022	80,351
165	Friday, 15 July, 2022	68,828
166	Monday, 18 July, 2022	66,190
167	Tuesday, 19 July, 2022	146,095
168	Wednesday, 20 July, 2022	160,458
169	Thursday, 21 July, 2022	258,639
170	Friday, 22 July, 2022	209,249
171	Monday, 25 July, 2022	172,475
172	Tuesday, 26 July, 2022	61,377
173	Wednesday, 27 July, 2022	68,124
174	Thursday, 28 July, 2022	148,761
175	Friday, 29 July, 2022	114,032
176	Monday, 1 August, 2022	268,104
177	Tuesday, 2 August, 2022	255,137
178	Wednesday, 3 August, 2022	287,991
179	Thursday, 4 August, 2022	332,650
180	Friday, 5 August, 2022	148,996
181	Monday, 8 August, 2022	108,500
182	Wednesday, 10 August, 2022	68,050
183	Thursday, 11 August, 2022	105,098
184	Friday, 12 August, 2022	312,469
185	Tuesday, 16 August, 2022	260,911
186	Wednesday, 17 August, 2022	235,372
187	Thursday, 18 August, 2022	111,179
188	Friday, 19 August, 2022	162,211
189	Monday, 22 August, 2022	53,751
190	Tuesday, 23 August, 2022	74,181
191	Wednesday, 24 August, 2022	75,684
192	Thursday, 25 August, 2022	228,365
193	Friday, 26 August, 2022	215,026
194	Monday, 29 August, 2022	121,857
195	Tuesday, 30 August, 2022	133,566
196	Thursday, 1 September, 2022	466,694
197	Friday, 2 September, 2022	186,370
198	Monday, 5 September, 2022	218,181
199	Tuesday, 6 September, 2022	125,562
200	Wednesday, 7 September, 2022	119,447



Valuation of equity shares of Tilaknagar Industries Limited

Number	Date and Day	Number of shares traded on NSE
201	Thursday, 8 September, 2022	337,369
202	Friday, 9 September, 2022	272,132
203	Monday, 12 September, 2022	160,774
204	Tuesday, 13 September, 2022	125,613
205	Wednesday, 14 September, 2022	150,226
206	Thursday, 15 September, 2022	405,190
207	Friday, 16 September, 2022	2,267,871
208	Monday, 19 September, 2022	1,273,144
209	Tuesday, 20 September, 2022	833,005
210	Wednesday, 21 September, 2022	579,434
211	Thursday, 22 September, 2022	369,644
212	Friday, 23 September, 2022	518,218
213	Monday, 26 September, 2022	472,206
214	Tuesday, 27 September, 2022	646,392
215	Wednesday, 28 September, 2022	668,746
216	Thursday, 29 September, 2022	228,377
217	Friday, 30 September, 2022	171,130
218	Monday, 3 October, 2022	640,850
219	Tuesday, 4 October, 2022	1,140,089
220	Thursday, 6 October, 2022	464,765
221	Friday, 7 October, 2022	1,359,949
222	Monday, 10 October, 2022	534,119
223	Tuesday, 11 October, 2022	8,563,215
224	Wednesday, 12 October, 2022	915,254
225	Thursday, 13 October, 2022	470,152
226	Friday, 14 October, 2022	276,940
227	Monday, 17 October, 2022	254,044
228	Tuesday, 18 October, 2022	433,320
229	Wednesday, 19 October, 2022	170,228
230	Thursday, 20 October, 2022	110,404
231	Friday, 21 October, 2022	98,901
232	Monday, 24 October, 2022	109,983
233	Tuesday, 25 October, 2022	140,263
234	Thursday, 27 October, 2022	88,263
235	Friday, 28 October, 2022	81,017
236	Monday, 31 October, 2022	137,523
237	Tuesday, 1 November, 2022	126,683
238	Wednesday, 2 November, 2022	259,830
239	Thursday, 3 November, 2022	243,295
240	Friday, 4 November, 2022	135,025
Total traded quantity during the 240 trading days preceding the relevant date		70,055,355
Total number of shares outstanding		165,912,163
% of shares traded during the 240 days preceding the relevant date		42.22%



Annexure III – Determination of value per equity share of TIL using ICDR Guidelines under Market Price method

Valuation of equity shares of TIL using Market Price method		
Particulars	Annexure Reference	VWAP (INR)
A] Average of 90 trading days VWAP	Annexure IIIA	90.97
B] Average of 10 trading days VWAP	Annexure IIIB	94.65
Applicable Minimum Price (Higher of the A or B)		94.65

Based on the above computation, we understand that the value of equity shares of TIL can be considered at **INR 94.65 per equity share** for the said Valuation Purpose and as of the said Valuation Date.



Annexure IIIA – Computation of share price of TIL shares under Regulation 164(1) of SEBI ICDR Regulations, as per historical trading prices on NSE website for 90 Trading Days

Day	Date	Total Turnover (INR)	Volume of traded shares
1	27 June, 2022	5,760,422	83,918
2	28 June, 2022	9,215,375	136,230
3	29 June, 2022	10,515,906	152,116
4	30 June, 2022	6,788,103	97,789
5	1 July, 2022	35,361,212	489,184
6	4 July, 2022	8,646,471	113,599
7	5 July, 2022	63,392,445	801,353
8	6 July, 2022	30,463,022	384,538
9	7 July, 2022	16,950,366	215,188
10	8 July, 2022	13,829,315	177,584
11	11 July, 2022	52,443,058	644,363
12	12 July, 2022	23,688,926	285,470
13	13 July, 2022	12,545,343	156,293
14	14 July, 2022	6,309,146	80,351
15	15 July, 2022	5,425,370	68,828
16	18 July, 2022	5,234,026	66,190
17	19 July, 2022	11,713,363	146,095
18	20 July, 2022	12,751,750	160,458
19	21 July, 2022	20,579,413	258,639
20	22 July, 2022	16,981,920	209,249
21	25 July, 2022	13,849,505	172,475
22	26 July, 2022	4,942,253	61,377
23	27 July, 2022	5,363,699	68,124
24	28 July, 2022	11,485,245	148,761
25	29 July, 2022	8,882,890	114,032
26	1 August, 2022	21,257,000	268,104
27	2 August, 2022	20,658,076	255,137
28	3 August, 2022	23,263,018	287,991
29	4 August, 2022	27,134,275	332,650
30	5 August, 2022	11,916,361	148,996
31	8 August, 2022	8,680,882	108,500
32	10 August, 2022	5,422,526	68,050
33	11 August, 2022	8,424,762	105,098
34	12 August, 2022	24,174,144	312,469
35	16 August, 2022	19,566,276	260,911
36	17 August, 2022	17,506,150	235,372
37	18 August, 2022	8,410,137	111,179
38	19 August, 2022	12,309,003	162,211
39	22 August, 2022	4,036,919	53,751
40	23 August, 2022	5,478,505	74,181
41	24 August, 2022	5,542,975	75,684
42	25 August, 2022	17,325,004	228,365
43	26 August, 2022	16,354,378	215,026
44	29 August, 2022	9,212,904	121,857
45	30 August, 2022	10,232,918	133,566



Valuation of equity shares of Tilaknagar Industries Limited

Day	Date	Total Turnover (INR)	Volume of traded shares
46	1 September, 2022	37,168,272	466,694
47	2 September, 2022	14,943,974	186,370
48	5 September, 2022	17,266,605	218,181
49	6 September, 2022	9,822,347	125,562
50	7 September, 2022	9,238,800	119,447
51	8 September, 2022	26,549,905	337,369
52	9 September, 2022	22,230,237	272,132
53	12 September, 2022	12,866,936	160,774
54	13 September, 2022	9,985,580	125,613
55	14 September, 2022	11,880,481	150,226
56	15 September, 2022	33,262,421	405,190
57	16 September, 2022	194,611,861	2,267,871
58	19 September, 2022	115,564,597	1,273,144
59	20 September, 2022	77,240,251	833,005
60	21 September, 2022	52,921,079	579,434
61	22 September, 2022	33,746,206	369,644
62	23 September, 2022	46,996,445	518,218
63	26 September, 2022	42,206,146	472,206
64	27 September, 2022	59,235,740	646,392
65	28 September, 2022	62,307,980	668,746
66	29 September, 2022	20,628,898	228,377
67	30 September, 2022	15,709,955	171,130
68	3 October, 2022	60,842,205	640,850
69	4 October, 2022	113,122,250	1,140,089
70	6 October, 2022	48,260,680	464,765
71	7 October, 2022	144,532,235	1,359,949
72	10 October, 2022	55,823,535	534,119
73	11 October, 2022	857,053,109	8,563,215
74	12 October, 2022	92,962,659	915,254
75	13 October, 2022	47,471,674	470,152
76	14 October, 2022	28,098,758	276,940
77	17 October, 2022	24,904,061	254,044
78	18 October, 2022	42,050,969	433,320
79	19 October, 2022	16,534,741	170,228
80	20 October, 2022	10,523,762	110,404
81	21 October, 2022	9,370,074	98,901
82	24 October, 2022	10,632,981	109,983
83	25 October, 2022	13,427,362	140,263
84	27 October, 2022	8,288,787	88,263
85	28 October, 2022	7,684,035	81,017
86	31 October, 2022	12,876,714	137,523
87	1 November, 2022	11,876,894	126,683
88	2 November, 2022	23,987,388	259,830
89	3 November, 2022	23,171,915	243,295
90	4 November, 2022	13,163,647	135,025
	Total	3,293,069,905	36,201,139
VWAP of 90 trading days volume weighted average price ("VWAP") preceding the relevant date (INR)			90.97



Annexure IIIB – Computation of share price of TIL shares under Regulation 164(1) of SEBI ICDR Regulations, as per historical trading prices on NSE website for 10 Trading Days

Day	Date	Total Turnover (INR)	Volume of traded shares
1	21 October, 2022	9,370,074	98,901
2	24 October, 2022	10,632,981	109,983
3	25 October, 2022	13,427,362	140,263
4	27 October, 2022	8,288,787	88,263
5	28 October, 2022	7,684,035	81,017
6	31 October, 2022	12,876,714	137,523
7	1 November, 2022	11,876,894	126,683
8	2 November, 2022	23,987,388	259,830
9	3 November, 2022	23,171,915	243,295
10	4 November, 2022	13,163,647	135,025
	Total	134,479,797	1,420,783
VWAP of 10 trading days volume weighted average price ("VWAP") preceding the relevant date (INR)			94.65



Annexure IV – Determination of value of equity of TIL using CCM method

We have considered CCM method to determine the value of equity shares of TIL. We have considered Enterprise Value (EV)/EBITDA multiple of listed comparable company/(ies) (as applicable and appropriate) to arrive at value of equity shares of TIL.

Refer to the valuation workings below:

Valuation of equity shares of TIL using CCM method			
Particulars			Value
Maintainable Earnings before Interest, Tax, Depreciation & Amortisation (EBITDA)	INR Crores	A	110.46
EV/EBITDA multiple	x	B	14.00
Enterprise Value	INR Crores	C=AxB	1,546.48
Less: Debt	INR Crores	D	585.18
Add: Cash	INR Crores		70.62
Add: Investments	INR Crores	E	0.04
Equity value	INR Crores	F=C-D+E	1,031.96
Number of shares	Number	G	165,912,163
Value per share	INR	H=F*10⁷/G	62.20

Based on the above computation, in our opinion the value of equity shares of TIL is **INR 62.20 per equity share** for the said Valuation Purpose and as of the said Valuation Date.



Annexure V – Determination of value of equity of TIL using NAV method

We have considered NAV method to determine the value of equity shares of TIL for information purpose only.

Refer to the valuation workings below:

Valuation of equity shares of TIL using NAV method		
Particulars	Units	Value
Shareholders' funds	INR Crores	133.51
Number of shares	Number	170,975,056
Value per share under NAV	INR	7.81

Based on the above computation, in our opinion the value of equity shares of TIL is **INR 7.81 per equity share** for the said Valuation Purpose and as of the said Valuation Date.



Disclosure of Valuer Interest

I have no present or prospective contemplated financial interest in TIL. I do not have any personal interest with respect to the Promoters and Board of Directors of TIL. I have no bias / prejudice with respect to any matter that is the subject of the valuation report or to the parties involved with this engagement.

Base and premise of Valuation

For the purpose of arriving at the valuation of TIL, I have considered the valuation base as “Fair Value”. Valuation Analysis for the said Valuation Purpose is based on the premise of ‘Going Concern’. Any change in the valuation base or premise may or may not have a material impact on my valuation exercise and therefore, this valuation report.

<<End of Report>>

