

VALUATION REPORT

on

Fair Market Value of Equity Shares

as per methodology prescribed under Rule 11UAA read
with Rule 11UA of Income Tax Rules, 1962

BIZDENT DEVICES PRIVATE LIMITED

Report Date: May 13, 2024



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Valuation Analysis

We refer to our appointment as independent valuers of **Bizdent Devices Private Limited** (the “Company”). In the following paragraphs, we have summarized our valuation Analysis (the “Analysis”) of the business of the company as informed by the management and detailed herein, together with the description of the methodologies used and limitation on our scope of work.

1 Context and Purpose

Based on discussion with the management, we understand that the equity shareholders of the Company are proposing to transfer their shares to identified buyers (the “Proposed Transaction”). In the context, the management of **Bizdent Devices Private Limited** (the “Management”) has requested us to estimate the fair market value of Equity Shares for the Proposed Transaction in accordance with provisions of section 56(2)(x) and section 50CA of the Income Tax Act, 1961, as per methodology prescribed under Rule 11UAA read with Rule 11UA of the Income Tax Rules, 1962.

2 Conditions and major assumptions

Conditions:

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

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

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

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



Assumptions:

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

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

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

We have also assumed that the business will be operated prudently and that there are no unforeseen adverse changes in the economic conditions affecting the business, the market, or the industry. This report presumes that the management of the Company will maintain the character and integrity of the company through sale, reorganization or reduction of any owner's/manager's participation in the existing activities of the Company.

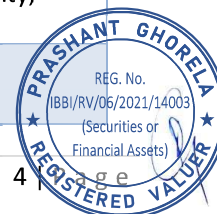
We have been informed by the management that there are no environmental or toxic contamination problems. We have assumed that no costs or expenses will be incurred in connection with such liabilities, except as explicitly stated in this report.

3 Background of the company

Bizdent Devices Private Limited is a Private incorporated on March 24, 2021. It is classified as non-govt company and is registered at Registrar of Companies, Mumbai. Its authorized share capital is Rs. 2,60,00,000 and its paid-up capital is Rs. 73,33,334.

Further data of the company:

CIN	U33203MH2021PTC357799
Company Name	BIZDENT DEVICES PRIVATE LIMITED
ROC Name	ROC Mumbai
Registration Number	357799
Date of Incorporation	24/03/2021
Email Id	dharmesh@laxmidental.com
Registered Address	601, AKRUTI ARCADE, J P ROAD, OPP. A H WADIA HIGH SCHOOL, ANDHERI WEST, Mumbai City, MUMBAI, Maharashtra, India, 400058
Address at which the books of account are to be maintained	-



Listed in Stock Exchange(s) (Y/N)	No
Category of Company	Company limited by shares
Subcategory of the Company	Non-government company
Class of Company	Private
ACTIVE compliance	ACTIVE Compliant
Authorised Capital (Rs)	2,60,00,000
Paid up Capital (Rs)	73,33,340
Date of last AGM	21/09/2023
Date of Balance Sheet	31/03/2023
Company Status	Active
Jurisdiction	
ROC (name and office)	ROC Mumbai
RD (name and Region)	RD, Western Region

Director/Key Managerial Persons:

DIN/PAN	Name	Date of Appointment	Designation
03469947	ANIL TILAKRAJ ARORA	19/04/2021	Director
00679903	RAJESH VRAJLAL KHAKHAR	24/03/2021	Director
00679893	SAMEER KAMLESH MERCHANT	24/03/2021	Director

Equity Shareholding pattern as on Valuation Date:

Name of the shareholder	No. of equity shares	% of holding
M/s. Laxmi Dental Export Pvt Ltd	20,10,000	90.00%
Ms. Jyotika Arora	1,11,667	5.00%
Mr. Anil Arora	1,11,667	5.00%
Total	22,33,334	100.00%

4 Valuation Date

The Analysis of the Fair Market Value of Equity shares **Bizdent Devices Private Limited** has been carried out as on **May 11, 2024**.

5 Valuation Methodology and approach

In the instant case, we have considered the method prescribed under sub clause (b) of clause (c) of sub-rule (1) of Rule 11UA of the Income-tax Rules, 1962 to value the equity shares of the Company for the purpose of section 56(2)(x) and 50CA of the Income-tax Act, 1961 based on the provisional financial statements of the Company as on **May 11, 2024**.



As per Rule 11U (b)(ii)(A) of the Income-tax Rules, 1962 - "balance-sheet", in relation to any company, means, in relation to an Indian company, the balance-sheet of such company (including the notes annexed thereto and forming part of the accounts) as drawn up on the valuation date which has been audited by the auditor of the company appointed under the laws relating to companies in force.

As audited financial statements as on valuation date are not available and we have been provided with provisional financial statements as on **May 11, 2024**. Accordingly, we have considered provisional financial statements as on **May 11, 2024** for the purpose of fair valuation of equity shares of the Company.

Refer Annexure 1 for working.

6 Source of Information

The Analysis is based on a review of information of the Company provided by the Management and as available in the public domain. Specifically, the sources of information include:

- Unaudited Provisional financial statement as on May 11, 2024;
- Latest shareholding pattern of the Company;
- Background of the entire transaction;
- Discussion of the draft analyses with the management,

In addition to the above, we have also obtained such other information and explanations which were considered relevant for the purpose of the Analysis.

7 Caveats

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

Our review of the affairs of the Company and their books and account does not constitute an audit in accordance with Auditing Standards. We have relied on explanations and information provided by the Management of the Company and accepted the information provided to us as accurate and complete in all respects. Although, we have reviewed such data for consistency and reasonableness, we have not independently investigated or otherwise verified the data provided. Nothing has come to our attention to indicate that the information provided had material misstatements or would not afford reasonable grounds upon which to base the Report.

We have assumed that the business continues normally without any disruption to statutory or other external/internal occurrences.



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

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

The Valuation Analysis contained herein represents the value only on the date that is specifically Stated in this Report. This Report is issued on the understanding that the Management of the Company has drawn our attention to all matters of which they are aware, which have an impact on our Report up to the date of signature. We have no responsibility to update this Report for events and circumstances occurring after the date of this Report.

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

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

8 Distribution of Report

The Analysis is confidential and has been prepared exclusively for **Bizdent Devices Private Limited**. It should not be used, reproduced or circulated to any other person or for any purpose other than as mentioned above, in whole or in part, without the prior written consent of valuer. Such consent will only be given after full consideration of the circumstances at the time. However, we do understand that report will be shared with the investor / buyers and sellers of the company/submission to government authorities and regulators towards statutory compliances.

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9 Opinion on Fair Market Value of Equity Shares

Based on our valuation exercise, Fair Market Value of Equity Shares of the Company is as under:

Particulars	Amount in INR
Total Fair Value as per Rule 11UA	10,55,60,257.30
Number of equity shares	22,33,334.00
Fair value per equity share	47.27

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

Yours faithfully,



Prashant Ghorela

Chartered Accountants

Registered Valuer - Securities or Financial Assets
(Reg No: IBBI/RV/06/2021/14003)

Date: May 13, 2024

Place: Mumbai

UDIN: **24143335BKDIFF8927**

10 Annexure 1

Calculation of fair value per share as per methodology prescribed under Rule 11UA of Income Tax Rules.

Denotation	Function	Particulars	Formulas	Amount in INR
A		Book value of all the assets in the balance-sheet		19,42,92,893.75
	Less:	Any amount of income-tax paid less the amount of income-tax refund claimed		-
	Less:	Any amount shown as asset including the unamortised amount of deferred expenditure which does not represent the value of any asset		-
	Less:	Any book value of jewellery, artistic work, shares, securities and immovable property		-
		Total Book Value of Assets		19,42,92,893.75
B	Add:	The price which the jewellery and artistic work would fetch if sold in the open market on the basis of the valuation report obtained from a registered valuer		-
C	Add:	Fair market value of shares and securities as determined in the manner provided in this rule		-
D	Add:	The value adopted or assessed or assessable by any authority of the government for the purpose of payment of stamp duty in respect of the immovable property		-
		Total	(A+B+C+D)	19,42,92,893.75
L		Book value of liabilities shown in the balance sheet, but not including the following amounts:		19,42,92,893.75
	Less:	(i) The paid-up capital in respect of equity shares		2,23,33,340.00
	Less:	(ii) The amount set apart for payment of dividends on preference shares and equity shares where such dividends have not been declared before the date of transfer at a general body meeting of the company		-
	Less:	(iii) Reserves and surplus, by whatever name called, even if the resulting figure is negative, other than those set apart towards depreciation		7,09,25,786.60
	Less:	(iv) Any amount representing provision for taxation, other than amount of income-tax paid, if any, less the amount of income-tax claimed as refund, if any, to the extent of the excess over the tax payable with reference to the book profits in accordance with the law applicable thereto		1,23,01,130.70
	Less:	(v) Any amount representing provisions made for meeting liabilities, other than ascertained liabilities		-
	Less:	(vi) Any amount representing contingent liabilities other than arrears of dividends payable in respect of cumulative preference shares		-
		Total	(L)	8,87,32,636.45
		Total Equity Value	(A+B+C+D-L)	10,55,60,257.30
PE		Total paid up capital		2,23,33,340.00
PV		Paid up value per share (INR per share)		10.00
		Fair Value Per Share (Paid up amount Rs.10/-)	(A+B+C+D-L)/PV*PE	47.27

