VALUATION REPORT ON FAIR VALUE OF EQUITY SHARES FOR PREFERENTIAL ALLOTMENT OF JET INFRAVENTURE LIMITED

Date: 31/08/2024

PREPARED BY: SUMAN KUMAR VERMA

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Valuation Analysis

We refer to our Engagement dated 27th August, 2024 as Independent Valuers of JET INFRAVENTURE 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 Company's management are evaluating the possibility of preferential allotment of equity shares and warrants. In the context of these proposed transactions, the management requires our assistance in determining the Value of Equity Shares of the Company as per Chapter V the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Companies Act 2013 and others acts, rules and regulations relevant for the said issue.

Proposed Transaction:

During the financial year 2024-2025 Company has already done one preferential allotment of equity shares and it is evaluating the possibility of another preferential allotment of equity shares and warrants. In this context, the management of **JET INFRAVENTURE LIMITED** (the "Management") has requested us to estimate the value of the Equity Shares for Proposed Transaction.

2. Conditions and Major Assumptions:

Conditions:-

The historical 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. I have not audited, reviewed or compiled the financial statements and express no assurance on them.

Readers of this report should be aware that a business valuation is based on future earnings potential that may or may not be materialised. Any financial projection e.g. projected balance sheet, projected profit & loss account, projected cash flow statements as presented in this report are included solely to assist in the development of the value conclusion. The actual results may vary from the projections given, and the variations may be material, which may change the overall value.

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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.

I acknowledge that I have no present or contemplated financial interest in the Company. My 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. I have no responsibility to modify this report for events and circumstances occurring subsequent to the date of this report.

I 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 require 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 by the management of the Company and other sources as listed in the report. This information is assumed to be accurate and complete.

I 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.

I 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.

I 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.

I have been informed by the management that there are no Significant lawsuits or any other undisclosed contingent liabilities which may potentially affect the business, except as may be disclosed elsewhere in this report. I 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:

Jet Infraventure Limited ("JIL") is a Listed Public Company Limited by Shares incorporated on 27th September, 2001 having CIN: L45400MH2001PLC133483 and having Registered Office Address at Office No.1, E Wing, 1st Floor, Nandanvan Apartment, Kandivali Link Road, Opp. Laljipada Police Chowki, Kandivali (West), Mumbai 400067. It is classified as Non-government/ company and is registered at Registrar of Companies, Mumbai. Its authorized share capital is Rs. 14,00,00,000 and its paid-up capital is Rs. 6,50,40,000. The company is listed with BSE since November 2014.

The Company is engaged in the business of real estate & construction.

Directors and Key Managerial Persons

DIN/PAN	Name	Designation
00227223	Rajul Rameshchandra Shah	Managing Director
08125676 Riddhi Krunal Shah		Director
09338263	Dipesh Dhirajlal Maru	Director
08511481	Nirav Arun Modi	Director
****3844N	Ajay Vishnu Shinde	CFO
****5782L	Krunal Shah	CS

4. Valuation Premise:

The premise of value for my analyses is going concern value as there is neither a planned or contemplated discontinuance of any line of business nor any liquidation of the Company.

5. Valuation Date:

The Analysis of the Value of Equity shares of the **JET INFRAVENTURE LIMITED** has been carried out based on the trading days as per Regulation 164 of Chapter V of the SEBI (ICDR), 2018. The value arrived is as on close of trading hours of 29th August, 2024.

6. Valuation Standards:

The Report has been prepared in compliance with the internationally accepted valuation standards and in compliance with the Valuation Standards adopted by ICSI (Institute of Company secretaries of India).

7. Valuation Methodology and Approach:

The standard of value used in the Analysis is "Fair Value", which is often defined as the price, in terms of cash or equivalent, that a buyer could reasonably be expected to pay, and a seller could reasonably be expected to accept, if the business were exposed for sale on the open market for a reasonable period of time, with both buyer and seller being in possession of

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the pertinent facts and neither being under any compulsion to act.

Valuation of a business is not an exact science and ultimately depends upon what it is worth to a serious investor or buyer who may be prepared to pay a substantial goodwill. This exercise may be carried out using various methodologies, the relative emphasis of each often varying with:

- whether the entity is listed on a stock exchange
- industry to which the Company belongs
- past track record of the business and the ease with which the growth rate in cash flows to perpetuity can be estimated
- Extent to which industry and comparable Company information is available.

The results of this exercise could vary significantly depending upon the basis used, the specific circumstances and professional judgment of the valuer. In respect of going concerns, certain valuation techniques have evolved over time and are commonly in vogue.

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

- Trading Data of the company from the BSE Website.
- Public Information available from BSE Website and other public domains.
- Details of Shareholding and numbers of fully diluted Equity Shares as on valuation date;
- Discussions with the Management / representative of the Company;
- All Company specific information were sourced from the management of the Company, either in the written hard copy or digital form;
- Other information / data available in public domain.
- Audited Financial Statements of the Company for FY 2021-22, FY 2022-23 and FY 2023-24

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.

For the purpose of our calculation in this engagement, we have based our calculation as prescribed by Regulation 164 and 166A of the SEBI (ICDR) Regulations, 2018.



As per Regulation 164(5) of SEBI (ICDR) Regulations, 2018:

For the purpose of this Chapter, "frequently traded shares" means the 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 shares of the issuer:

Provided that where the share capital of a particular class of shares of the issuer is not identical throughout such period, the weighted average number of total shares of such class of the issuer shall represent the total number of shares.

Explanation: For the purpose of this regulation, 'stock exchange' means any of the recognised 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 205[90 trading days] prior to the relevant date.

As per Regulation 164(1) of SEBI (ICDR) Regulations, 2018:

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 of the 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 of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

As per Regulation 166A of SEBI (ICDR) Regulations, 2018:

(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:

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Jet Infraventure Limited is listed since 25th November, 2014 i.e. more than 90 trading days as on the relevant date.

Also, the total traded turnover on BSE 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 shares of the issuer, basis that the shares of the company are frequently traded.

8. 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.

My 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.

The report is based on the financial projections provided to me by the Management of the company and thus the responsibility for forecasts and the assumptions on which they are based is solely that of the Management of the Company and I do not provide any confirmation or assurance on the achievability of these projections. It must be emphasized that profit forecasts necessarily depend upon subjective judgement. Similarly, I have relied on data from external sources. These sources are considered to be reliable and therefore, we assume no liability for the accuracy of the data. I have assumed that the business continues normally without any disruptions due to statutory or other external/internal occurrences.

The valuation worksheets prepared for the exercise are property of the 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

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they are aware, which have an impact on our report up to the date of signature. i have no responsibility to update this Report for events and circumstances occurring after the date of this Report.

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

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

9. Distribution of Report:

The Analysis is confidential and has been prepared exclusively for Jet Infraventure Limited for their use and purpose. 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 the valuer. Such consent will only be given after full consideration of the circumstances at the time. However, I do understand that the report will be shared with the investor / buyers of the Company / submission to government authorities and regulators towards statutory compliances.

10. Opinion on Value of Equity Shares:

The equity shares of the company are listed on BSE Limited ("BSE"). Based on the trading volumes obtained from BSE websites, I certify that the equity shares are "frequently traded". Further, the articles of association of the Company doesn't provide for any method for determination of the same. Hence, I have relied on market approach in accordance with Regulations 164 of the SEBI ICDR Regulations for arriving at the value of equity shares as equity shares of the Company are frequently traded.

For calculation of price of equity shares of the Company as per Market Approach, the **Relevant Date** is considered as **Friday**, 30th **August**, 2024, 30 days prior to general meeting and accordingly the minimum issue price of the equity shares as at the close of trading hours of the date preceding the relevant date (30th August, 2024) i.e. 29th **August**, 2024 as per Regulation 166A is **INR 20.81 per share**.

Higher Of:-	
Volume Weighted Average Price of 10 Trading days in Rs:	20.81
Volume Weighted Average Price of 90 Trading days in Rs:	18.98

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



Yours faithfully



SUMAN KUMAR VERMA

REGISTERED VALUER: Securities or Financial Assets IBBI Registration Number IBBI/RV/05/2019/12376

Date: 31/08/2024
Place: New Selvi

UDIN:

ANNEXURES

A. Market Value Method

Higher of	BSE
Volume Weighted Average Price of 10 Trading days in Rs:	20.81
Volume Weighted Average Price of 90 Trading days in Rs:	18.98

PRICE AS PER REG 164:

Volume Weighted Average Price of 10 Trading days in Rs:

Date	Nos. of Shares	Total Turnover (Rs.)			
Thursday, 29 August, 2024	16000	3,34,600			
Wednesday, 28 August, 2024	0	-			
Tuesday, 27 August, 2024	40000	8,42,400			
Monday, 26 August, 2024	8000	1,64,400			
Friday, 23 August, 2024	12000	2,37,600			
Thursday, 22 August, 2024	0	-			
Tuesday, 20 August, 2024	0	-			
Monday, 19 August, 2024	8000	1,71,760			
Friday, 16 August, 2024	8000	1,63,800			
Wednesday, 14 August, 2024	0	-			
Total	(A)92,000	(B)19,14,560			
Volume Weighted Average Price = B / A = 20.81					

Volume Weighted Average Price of 90 Trading days in Rs:

Date	Nos. of Shares	Total Turno ver (Rs.)	Date	Nos. of Shares	Total Turnover (Rs.)	Date	Nos. of Shares	Total Turnover (Rs.)
29-08-24	16000	3,34,600	16-07-24	8000	1,53,680	03-06-24	20000	4,44,080
28-08-24	0	-	15-07-24	20000	3,65,960	31-05-24	76000	15,95,080
27-08-24	40000	8,42,400	12-07-24	48000	8,60,960	30-05-24	12000	2,44,200
26-08-24	8000	1,64,400	11-07-24	8000	1,41,360	29-05-24	28000	5,28,120
23-08-24	12000	2,37,600	10-07-24	40000	6,97,240	28-05-24	48000	9,45,560
22-08-24	0	-	09-07-24	4000	73,000	27-05-24	132000	25,23,760
21-08-24	0	-	08-07-24	40000	7,70,120	24-05-24	8000	1,45,680
20-08-24	8000	1,71,760	05-07-24	0	-	23-05-24	12000	2,08,200
19-08-24	8000	1,63,800	04.06.24	12000	2,50,400	22-05-24	4000	66,120

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16-08-24	0		03-07-24	20000	3,93,920	21-05-24	8000	1,26,000
14-08-24	4000	75,360	02-07-24	0	-	20-05-24	0	-
13-08-24	12000	2,05,840	01-07-24	8000	1,61,960	18-05-24	36000	5,80,000
12-08-24	4000	76,080	28-06-24	8000	1,59,600	17-05-24	36000	5,57,000
09-08-24	12000	2,10,200	27-06-24	0	-	16-05-24	20000	2,91,600
08-08-24	0	-	26-06-24	0	-	15-05-24	24000	3,40,720
07-08-24	8000	1,53,520	25-06-24	12000	2,28,400	14-05-24	4000	55,920
06-08-24	4000	76,760	24-06-24	0	-	13-05-24	20000	2,69,520
05-08-24	4000	80,760	21-06-24	4000	80,000	10-05-24	36000	4,87,200
02-08-24	0		20-06-24	0	-	09-05-24	4000	51,600
01-08-24	8000	1,57,520	19-06-24	20000	4,08,080	08-05-24	0	-
31-07-24	4000	80,800	18-06-24	24000	4,94,240	07-05-24	0	-
30-07-24	4000	84,000	14-06-24	36000	7,07,640	06-05-24	0	-
29-07-24	0	-	13-06-24	48000	10,01,200	03-05-24	8000	98,600
26-07-24	8000	1,67,600	12-06-24	24000	5,15,240	02-05-24	4000	50,560
25-07-24	0	-	11-06-24	8000	1,65,840	30-04-24	0	-
24-07-24	0	-	10-06-24	20000	3,95,000	29-04-24	0	-
23-07-24	8000	1,62,000	07-06-24	8000	1,63,320	26-04-24	8000	97,440
22-07-24	20000	4,35,400	06-06-24	16000	3,43,920	25-04-24	4000	50,400
19-07-24	12000	2,53,600	05-06-24	20000	4,49,840	24-04-24	0	-
18-07-24	20000	4,03,320	04-06-24	36000	8,21,560	23-04-24	0	-

	Nos. of Shares	Total Turnover (Rs.)
Total of 90 days	(A)12,52,000	(B) 2,37,62,560
Volume Weighted Av	18.98	

B. NAV Method

Share Capital	Audited 31.03.2024 (in Rs)
Equity Share Capital of Rs. 10 Each	4,19,20,000
Reserves and Surplus	1,46,69,613
Net Worth	5,65,89,613
No. of Shares	41,92,000
FV = Net Worth / No. of Shares	13.50



C. Income Approach - Price Earning Capacity Value Method

	Profit After Tax	Weights	Product(Rs.)
FY 2021-22	4,11,493	3	12,34,479
FY 2022-23	5,61,650	2	11,23,300
FY 2023-24	5,94,657	1	5,94,657
Total	15,67,800	6	29,52,436
Average			4,92,073
Capitalization by 20X			98,41,453
No of shares as on 31.08.2024			65,04,000
Value per Equity Shares			1.51

Valuation Analysis:-

<u>Approach</u>	Method	Weight	Value (in Rs)	Weighted Value (in Rs.)
Cost Approach	Net Assets Value Method	5%	13.50	0.68
Income Approach	Profit Earning Capacity Value Method	5%	1.51	0.08
Market Approach	Market Price Method	90%	20.81	18.73
Equity Value				<u>19.48</u>
Weighted Value Per Share (INR)				19.48





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