Valuation Report

Of

Sri Adhikari Brothers Television Network Ltd

CIN: L32200MH1994PLC083853

Prepared by:

SUBODH KUMAR

(IBBI REGISTERED VALUER)

Registration No: IBBI/RV/05/2019/11705

Report Date: 14th June, 2025

Address of the Valuer:-

210 2nd Floor Wadhwa Complex Laxmi Nagar New Delhi-110092



Table of Contents

Purpose
About the Valuer
Background/Information of the Company
Shareholding Pattern of the Company
Appointing Authority
Disclosure of Valuer's Interest
Source of Information
Approach Considered in Value Analysis
Selection of Valuation Methodology
Valuation & Conclusion
Limitations & Disclaimers



Date: 14th June, 2025

To,
The Board of Directors
Sri Adhikari Brothers Television Network Ltd
Adhikari Chambers, 6th floor, New Link Road, Oberoi Complex, Andheri West, Mumbai, Maharashtra, 400053

Dear Sir/Madam,

Subject: Valuation of Equity Shares of Sri Adhikari Brothers Television Network Ltd (SABTNL)

I. Purpose:

We have been engaged by SABTNL having Registered office at Adhikari Chambers, 6th floor, New Link Road, Oberoi Complex, Andheri West, Mumbai, Maharashtra, 400053 for the purpose of valuation of equity shares of SABTNL.

SABTNL is evaluating the fair market value of equity shares under preferential issue of equity shares and warrants convertible into equity shares under the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI ICDR 2018). In accordance with Regulation 161 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, a minimum of 25% of the consideration for convertible warrants shall be received upfront at the time of allotment. The balance 75% of the consideration shall be payable by the warrant holder at the time of exercising the option to convert the warrants into equity shares. The conversion of warrants into equity shares shall be completed within a period of 18 months from the date of allotment of such warrants. Since, the Board of the Directors may issue of equity shares or warrants of more than 5% to some of the proposed allottees and shares are infrequently traded, accordingly, SABTNL requires Valuation of its shares and warrants for issuing shares in terms of the amended regulation 165 and regulation166A of SEBI ICDR 2018.

Accordingly, as per the request received from the company, we are valuing the Equity Shares of the Company considering ***14th June, 2025 as relevant date***.

The information contained herein and our report is confidential. It is intended only for the sole use for SABTNL, and only in connection with the purpose mentioned above. It is to be noted that any reproduction, copying or otherwise quoting of this report or any part thereof, other than in connection with the purpose as aforesaid, can be done only with our prior permission in writing.

II. About the Valuer:

Mr. Subodh Kumar is an independent valuer and he is registered with Insolvency and Bankruptcy Board of India ("IBBI") with Registration No.: IBBI/RV/05/2019/11705 for the purpose of carrying out the said valuation of equity shares.



III. Background/Information about SABTNL

SABTNL was incorporated in 1994. The Registered office of the company is situated at Adhikari Chambers, 6th floor, New Link Road, Oberoi Complex, Andheri West, Mumbai, Maharashtra, 400053.

The Company is presently listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).

The share capital and holding structure of the Company, on a fully diluted basis, as on 31st March, 2025 is as under:

Particulars	Amount in INR
Issued, subscribed and paid up Capital 2,53,73,056 Equity Share of INR 10 each fully paid-up	25,37,30,560

(*Source: Shareholding Pattern as on 31st March, 2025 filed with NSE*)

IV. Shareholding Pattern of SABTNL

Shareholding pattern as on 31st March, 2025.

Particulars	% of Holding
Promoter & Promoter Group	59.22
Other than Promoter & Promoter Group	40.78
Total	**100.00**

(*Source: Shareholding Pattern as on 31st March, 2025 filed with NSE*)

V. Appointing Authority:

We were assigned with this project of valuation of the Equity shares of the Company by the Audit Committee of Board (ACB) of Company.

VI. Disclosure of Valuer's Interest/ Conflict:

The Valuer is not related to the SABTNL or its promoters or its Directors or their relatives. The valuer does not have any interest or conflict of interest with respect to the valuation under consideration.

VII. Sources of Information:

We were provided with the following information by SABTNL for the valuation purpose as aforesaid:

- Brief background of the business of the Company.
- Audited Financial Statements of last 3 years.
- Information available in the Public Domain;
- Latest Shareholding Pattern on 31st March, 2025
- Market prices available on NSE Website.



VIII. Approach Considered in our Value Analysis:

General Principle for Valuation

There is no single definition of the term 'Value' that is suitable for all purposes or at all times. The value of a particular asset may vary according to different valuation methodologies that are adopted to ascertain the value for a specific purpose. Valuation of securities is an inexact science. It may sometimes involve a set of judgments and assumptions that may be subject to certain uncertainties.

Broadly there are three approaches of Valuations which are as follows:

a) "Net Asset Approach"
b) "Income Approach" Profit Earning Capacity Value"- PECV approach
c) "Market Approach"

IN SUMMARY:

The application of any method of valuation depends on the purpose for which the valuation exercise is performed; relevance of each method under the circumstances of the case and other factors as determined appropriate. The brief methodology in each of the three approaches as mentioned above is as mentioned hereunder:

- **Net Asset Approach:** This method takes into account the value of the assets of the business or the net worth as represented in the financial statements of the Company. For the purposes of arriving at net asset value per share, the net worth so arrived at shall be divided by the number of equity shares issued and paid-up.

- **Profit Earning Capacity Value (PECV) Approach**: This method of valuation presumes the continuity of the business and uses the past earnings to arrive at an estimate of future maintainable profits (FMP). For the purpose of the calculating PECV of shares, commonly accepted approach is to capitalize weighted average of past earnings, at an appropriate rate of capitalization, to arrive at the fair value per share.

- **Market Approach:** Market approach is a valuation approach that uses prices and other relevant information generated by market transactions involving identical or comparable (i.e., similar) assets, liabilities or a group of assets and liabilities, such as a business.

  The following valuation methods are commonly used under the market approach:
  a) Market Price Method;
  b) Comparable Companies Multiple (CCM) Method;



Market Price ('MP") Method

Under this method, the market price of an equity share of the company as quoted on a recognized stock exchange is normally considered as the fair value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded. The market value generally reflects the investors' perception about the true worth of the company.

Comparable Company Method: 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.

Market Price method has not been applied as the shares of the Company are infrequently traded as per the provision of sub regulation 5 of regulation 164 of SEBI (ICDR) Regulations.

Further, Comparable Companies Multiple "CCM" method has been applied for determination of fair value of the Company and weights have been assigned to determine the fair value

Selection of Valuation Methodology

The objective of the valuation process is to make a best reasonable judgment of the value of the Equity Shares of the Company. The Company's Equity shares are presently listed on NSE and BSE and are infrequently traded at NSE and BSE.

Further, since the Company may issue shares or convertible warrants more than 5% to some of the allottees, in terms of the provisions of Regulation 165 and 166A of SEBI ICDR 2018, as amended upto date, SABTNL requires Valuation of its Equity shares for issuing Equity shares and convertible warrants on preferential basis. The best reasonable judgment of the value will be referred to as higher of fair value as per this report and Price calculated in terms of the provisions of SEBI ICDR 2018.

Fair Value as calculated hereinafter as on 14th June, 2025 being relevant date- ***as per Annexure-1.***	Rs. 10.00

Valuation & Conclusion:

In the ultimate analysis, valuation will have to involve the exercise of judicious discretion and judgment taking into account all the relevant factors.

The Fair Market Value per equity share of SABTNL as per above methodology is INR 10.00/-(Indian Rupees Ten) Which is the minimum price at which the Equity shares may be issued to the Investors.



Limitations & Disclaimers:

- Our report is subject to the scope limitations detailed hereinafter. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made.
- Valuation is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single value. While we have provided an assessment of the value based on the information available, application of certain formulae and within the scope and constraints of our engagement, others may place a different value to the same.
- Our scope of work does not enable us to accept responsibility for the accuracy and completeness of the information provided to us. We have, therefore, not performed any audit, review, due diligence or examination of any of the historical or prospective information used and therefore, does not express any opinion with regards to the same.
- No investigation on the Company's claim to title of assets has been made for the purpose of this valuation and their claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the liabilities in the books. Therefore, no responsibility is assumed for matters of a legal nature.
- Our work does not constitute an audit or certification of the historical financial statements/prospective results including the working results of the Company referred to in this report. Accordingly, we are unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report. Valuation analysis and results are specific to the purpose of valuation mentioned in the report is as per agreed terms of our engagement. It may not be valid for any other purpose or as at any other date. Also, it may not be valid if done on behalf of any other entity.
- In the course of the valuation, we were provided with both written and verbal information. We have however, evaluated the information provided to us by the Company through broad inquiry, analysis and review but have not carried out a due diligence or audit of the information provided for the purpose of this engagement. Our conclusions are based on the assumptions, forecasts and other information given by the Company. We assume no responsibility for any errors in the above information furnished by the Company and consequential impact on the present exercise.
- A valuation of this nature involves consideration of various factors including those impacted by prevailing market trends in general and industry trends in particular. This report is issued on the understanding that the Management has drawn our attention to all the matters, which they are aware of concerning the financial position of the Company and any other matter, which may have an impact on our opinion, on the fair value of the Equity shares of the Company including any significant changes that have taken place or are likely to take place in the financial position of the Company. We have no responsibility to update this report for events and circumstances occurring after the date of this report.
- Any person/party intending to provide finance/invest in the shares/business of the Company shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision.

SUBODH KUMAR
DELHI
REGISTERED VALUER

- The decision to carry out the transaction (including consideration thereof) on the basis of this valuation lies entirely with SABTNL and our work and our finding shall not constitute a recommendation as to whether or not the SABTNL/ Company should carry out the transaction.
- Our report is meant for the purpose as mentioned and should not be used for any purpose other than the purpose mentioned therein. The Report should not be copied or reproduced without obtaining our prior written approval for any purpose other than the purpose for which it is prepared.
- Neither Valuer, nor its partners/directors, managers, employees make any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information, based on which the valuation is carried out. All such parties expressly disclaim any and all liabilities for, or based on or relating to any such information contained in the valuation.



SUBODH KUMAR

(Registered Valuer)

IBBI Regn- IBBI/RV/05/2019/11705

Date: 14th June, 2025

Place: Delhi

UDIN: 2539657ZZLSBPDHNHY

Annexure-1

1. Net Asset Approach

A] NAV METHOD	Amt in INR Lakhs
EQUITY CAPITAL -31.03.2025	2537.31
RESERVES AND SURPLUS AS ON 31.03.2025	-3641.94
NETWORTH	**-1,104.63**
Number of Shares	2,53,73,056
NAV	**-4.35**

**** Rounded off upto two decimal places.**

2. Profit Earning Capacity Value (PECV) Approach:

This method of valuation presumes the continuity of the business and uses the past earnings to arrive at an estimate of future maintainable profits (FMP). For the purpose of the calculating PECV of shares, commonly accepted approach is to capitalize weighted average of past earnings, at an appropriate rate of capitalization, to arrive at the fair value per share.

Particulars	Amount (in Lakhs)	Weight	Product
Profit before Exceptional/ Extraordinary items and Tax			
2024-25	44.72	1	44.72
2023-24	-2109.65	0	0
2022-23	-2126.64	0	0
Weighted Average PBT (in Lakhs)			**44.72**
Marginal Tax		25.17%	11.26
Weighted Average PAT (in Lakhs)			33.46
Capitalization Rate			15.00%
Business Value (In Lakhs)			**223.09**
Number of Equity shares			2,53,73,056
Fair Value per share (in INR)			**0.88**

** Capitalisation rate has been calculated considering the CAGR of BSE Sensex S&P 500 from 1st February, 1999 to 31st March, 2025 and rounded off @15% - Source: www.bseindia.com*

3. Comparable Companies Multiple Method

Comparable Companies Multiple Method is a relative valuation method under this a company's value is assessed from comparisons of similar companies available in the market. We have applied EV/EBITDA multiple for computation of fair value, which is as under



Particulars	Amount
Median EV/EBITDA (as per screener)*	4.17
EBITDA (in Lakhs)	59.56
Enterprise Value (in Lakhs)	248.3652
Less : Debt (in Lakhs)	4402.23
Add : Cash(in Lakhs)	2381.10
Equity Value (in Lakhs)	-1772.76
Number of shares (Numbers)	2,53,73,056
Value per share (in INR)	-6.987

*Median EV/EBITDA is calculated as per median of TV Broadcasting & Software Production Companies. (Source :- https://www.screener.in/)

Summary of Fair Value per Share

Weighted Average	Price per Share	Weight	Product
NAV	-4.35	0%	0.00
PECV	0.88	100.00%	0.88
CCM	-6.987	0%	0.00
Concluded Value per Share			**0.88**
Control premium @10%*			**0.08**
Fair Value per Share			**0.968**
Face Value per Share			**10.00**

**as per discussion with the management, I understand that there is a change in control due to the present proposed preferential issue. Therefore, I have considered 10% as control premium considering the provisions of Regulation 166A of SEBI (ICDR) Regulations.*

Conclusion: since Fair market value is below face value of equity share i.e. INR 10.00, in terms of Companies Act, 2013 and rules made thereunder, the fair market value of a Equity share shall be equal to Face value i.e. INR 10.00 each.

