

NATURO INDIABULL LIMITED

VALUATION REPORT FOR VALUATION OF EQUITY SHARE WARRANTS FOR THE PROPOSED PREFERENTIAL ALLOTMENT U/S SECTION 62(1)(C) OF THE COMPANIES ACT, 2013 AND REGULATION 164 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

A. N. GAWADE

FCA, RV (IBBI)

Registered Valuer

Securities or Financial Assets

Regn No. IBBI/ RV/05/2019/10746



A. N. GAWADE

FCA, RV (IBBI)

7, Saraswati Heights,
Behind Café Goodluck,
Deccan Gymkhana, Pune 411004
Phone No. Ph. 7722063311
Email: ang@angca.com

Registered Valuer

Securities or Financial Assets

Regn No. IBBI/ RV/05/2019/10746

Date: 17th April 2023

To,

The Board of Directors

Naturo Indiabull Limited

**51, 1st Floor, Lohiya Colony, 200 Ft. Bye-Pass,
Vaishali Nagar, Jaipur, Rajasthan, 302021**

Sub: Submission of Valuation Report for the issue of Equity Share Warrants for the proposed preferential allotment u/s Section 62(1)(c) of the Companies Act, 2013 and Regulation 164 of the Securities and Exchange Board of India (Issue Of Capital And Disclosure Requirements) Regulations, 2018.

Dear Sir/s,

I have been engaged by the Management of Naturo Indiabull Limited (hereinafter referred to as "Company" or "Naturo") for the purpose of assessing fair value of Equity Share Warrants for the proposed preferential allotment under Sec 62(1)(c) of the Companies Act 2013 and Regulation 164 Securities and Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2018 since the Company is Listed in BSE Ltd. The Company is registered under the Companies Act, 1956 (Now, the Companies Act, 2013) (CIN: L72900RJ2016PLC055890) and its registered office is at 51, 1st Floor, Lohiya Colony, 200 Ft. Bye-Pass, Vaishali Nagar, Jaipur, Rajasthan, 302021, India.

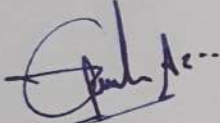
I have relied on the financial statements given by the management of the company and have not assessed the merits or legality of the transaction. Our report is not some advice on the transaction and should not be used as the basis of investment. In case of material changes in the financial statements or financial position of the company, the values may change significantly. Our valuation conclusion will not necessarily be the price at which actual transaction will take place.



Based on the information provided by the management, I have arrived at the "Fair Value" ("Valuation" or "Value") of the Company as of the relevant date i.e., April 14, 2023. It should be noted that the valuation engagement is purely an analytical exercise based on the information and documents given to us. Based on our assessment, the value of the shares of the Company is arrived at INR 14.25/- per equity share. The detailed valuation report including computation of fair value of the Equity share of the Company has been attached in subsequent pages.

Thanking You,

Yours Faithfully,



Mr. Anandkumar Gawade,

Registered Valuer

Reg. No. IBBI/RV/05/2019/10746

UDIN: 23110752BGXGCA3751



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Scope and Purpose of this report and appointing authority:

Mr. Anandkumar Gawade, Registered Valuer has been requested by the Board of Directors of the Company to submit a valuation report recommending the fair value of equity shares of the Company for proposed preferential allotment. Equity shares of the Company are frequently traded on the stock exchange as per SEBI ICDR Regulations.

Our report is subject to the scope of limitations detailed herein after. As such the report is said to be read in totality, not in parts, in conjunction with the relevant documents referred to therein.

The relevant extracts of the Companies Act, 2013 is as under:

62. Further issue of share capital—(1) Where at any time, a company having a share capital proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered—

(c) to any persons, if it is authorised by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed.

The relevant extracts of Regulation 164 of the Securities and Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2018 is as under:

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

Key Dates:

For the purpose of this assignment of valuation, following shall be the key dates:

- a. Valuation Date:** The value of the company should be considered to be the value as on the relevant date i.e., April 14 2023, considering the latest available financials as disclosed to the stock exchange and the trading data up to the relevant date.
- b. Report Date:** Our original valuation report has been submitted as of 17 April 2023.
- c. Date of Appointment:** 14 April 2023.

Identity of the valuer and other experts involved in the valuation:

Valuation is carried out by me, i.e. Anandkumar Gawade, Registered valuer under Class Securities or Financial Assets vide Registration No. IBBI/RV/05/2019/10746. I am also Practicing Chartered Accountant since 2002 vide MRN 110752. There were no other experts involved in the carrying out process of valuation of Securities. I am allowed to carry out the said valuation as per rules.



Declaration of Independence of Valuer and Financial Interest:

I hereby declare that I am independent of the Subject Company for valuation and has not been under any direct or indirect influence, which may affect the valuation exercise. I also state that I have no financial interest in the Subject Company for valuation, except earlier services for valuation. I also confirm that this engagement shall be following the model Code of Conduct issued by IBBI vide Valuation Rule.

Sources of Information:

The following information has been received from the Management of Naturo:

- Audited Financial statements of the Company for the period for FY 2022, FY 2021 and FY 2020.
- Quantity of shares traded and Traded turnover of equity shares of Company on Bombay Stock Exchange (BSE).
- I have also accessed public documents as available from external sources such as mca.gov.in to better understand and assess the value of the business.
- I have also obtained necessary explanations and information, which I believed were relevant to the present exercise, from the executives and representatives of Naturo.

Inspections and/or Investigations undertaken:

- I have verified the industry in which the company is operating and the performance of the industry.
- I have applied all the appropriate techniques for arriving at the valuation.

Premise of Value/Assumed Use:

A Premise of Value or Assumed Use describes the circumstances of how an asset or liability is used. Different bases of value may require a particular Premise of Value or allow the consideration of multiple Premises of Value. In this case, Premise of Value – Current Use/Existing Use premise is used. Current use/existing use is the current way an asset, liability, or group of assets and/or liabilities is used.

Bases of Valuation:

Market Value is the estimated amount for which an asset or liability should be exchanged on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.



Introduction and background of Company:

Naturo Indiabull Limited is engaged in the business of trading of various health products and kits including Sanitary Towels, Sanitary Napkins, hand sanitizer and other health kits etc. The Company is diversifying its products to various health and herbal products like, juices, soaps, shampoos, medicines, tablets, etc. under the name and style of Naturo Indiabull Limited.

CIN	L72900RJ2016PLC055890
Company Name	NATURO INDIABULL LIMITED
ROC Code	ROC- Jaipur
Registration Number	055890
Company Category	Company limited by Shares
Company SubCategory	Non-govt company
Class of Company	Public
Authorised Capital(Rs)	110000000
Paid up Capital(Rs)	101980480
Date of Incorporation	02/09/2016
Registered Address	01st Floor, 51, Lohiya Colony, 200 Ft. Bye-Pass Vaishali Nagar Jaipur Rajasthan 302021 India

(source: www.mca.in)



Current Capital Structure of the Company:

Particulars	Amount in Rs.
Issued, Subscribed and Paid-up Share Capital	
1,01,98,048 Equity shares of Rs. 10/- each	10,19,80,480

Working of frequently Traded shares on BSE:

Total no. of shares of Naturo	1,01,98,048
10% of total no. of shares of Naturo	10,19,804.80
Total traded shares on Stock Exchange	48,08,000
Since traded turnover is more than 10% of the total number of Equity Shares, hence it is Frequently Traded.	

The company is listed on stock exchange for less than 240 trading days. Hence, the above calculation for frequently traded shares has been made on the basis of number of days for which the company has been listed on the Stock Exchange.

Valuation Approaches:

There are three main valuation approaches. They are all based on the economic principles of price equilibrium, anticipation of benefits or substitution. The goal in selecting valuation approaches and methods for an asset is to find the most appropriate method under the particular circumstances. No one method is suitable in every possible situation. The main valuation approaches are:

Procedures adopted in carrying out the valuation and valuation standards followed:

- Business valuation has been carried out using approaches and methodologies given under IVS 105 "Valuation Approaches and Methods' and in compliance with SEBI ICDR Regulations
- Business valuation is carried out by Market Price Method.
- Scope of this report is provided by complying the IVS 101 "Scope of Work".
- Investigations undertaken for carrying out the valuation is done as per IVS 102 "Investigations and Compliance". Sufficient Evidence has been assembled by means of inspection, enquiry and analysis.

Given the shares are frequently traded, I have applied approach to valuation as per method prescribed under SEBI ICDR Regulation 164 follows:

Market Approach Method

I have considered data of higher of the following under this approach:

- a. the 90 trading days' 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] volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

As per calculation, Market price is arrived at Rs. 14.25.



SI No.	Parameters	Value (in INR)
i	a. the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date;	12.39
ii	b. the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.	11.62
	Higher of the above	12.39
	Weighted Average Price	12.39
	Add: Control Premium @15%	1.86
	Total Weighted Average Price	14.25

Gratitude:

I am grateful to the Management for making information and particulars available to me, often at a short notice, without which this assessment would not have been concluded in a time-bound manner.

Conclusion:

In the light of above, and on the consideration of all relevant factors as discussed and outline hereinabove, the price of the equity shares warrants of Naturo to be allotted pursuant to the preferential issue shall not be less than INR 14.25/- per Share as calculated under SEBI ICDR Regulation 164.



Limitations, Caveats and Disclaimers:

1. Restriction on use of Valuation Report

This document has been prepared for the purposes stated herein and should not be relied upon for any other purpose. My client is the only authorized user of this report and is restricted for the purpose indicated in the engagement letter. This restriction does not preclude the client from providing a copy of the report to third-party advisors whose review would be consistent with the intended use and the Regulations. I/I do not take any responsibility for the unauthorized use of this report.

2. Responsibility of RV

I owe responsibility to only to the authority/client that has appointed me/us under the terms of the engagement letters. I will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions or advice given by any other person. In no event shall I be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or wilful default on part of the client or companies, their directors, employees or agents.

3. Accuracy of Information

While my work has involved an analysis of financial information and accounting records, my engagement does not include an audit in accordance with generally accepted auditing standards of the client existing business records. Accordingly, I express no audit opinion or any other form of assurance on this information.

4. Post Valuation Date Events

The user to which this valuation is addressed should read the basis upon which the valuation has been done and be aware of the potential for later variations in value due to factors that are unforeseen at the valuation date. Due to possible changes in market forces and circumstances, this valuation report can only be regarded as relevant as at the valuation date.

5. Range of Value Estimate

The valuation of companies and assets is made based on the available facts and circumstances and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment. Although every scientific method has been employed in systematically arriving at the value, there is, therefore, no indisputable single value and the estimate of the value is normally expressed as falling within a likely range. To comply with the client request, I have provided a single value for the overall Fair Value Whilst, I consider the valuation to be both reasonable and defensible based on the information available, others may place a different value.



6. No Responsibility to the Actual Price of the subject asset if sold or transferred/ exchanged

The actual market price achieved may be higher or lower than my estimate of value (or value range of value) depending upon the circumstances of the transaction (for example the competitive bidding environment), the nature of the business (for example the purchaser's perception of potential synergies). The knowledge, negotiating ability and motivation of the buyers and sellers and the applicability of a discount or premium for control will also affect actual market price achieved. Accordingly, my valuation conclusion will not necessarily be the price at which actual transaction will take place.

7. Reliance on the representations of the owners/clients, their management and other third parties

The client/owner and its management/representatives warranted to us that the information they supplied was complete, accurate and true and correct to the best of their knowledge. I have relied upon the representations of the owners/clients, their management and other third parties concerning the financial data, operational data and maintenance schedule of all plant-machinery-equipment-tools-vehicles, real estate investments and any other investments in tangible assets except as specifically stated to the contrary in the report. I shall not be liable for any loss, damages, cost or expenses arising from fraudulent acts, misrepresentations, or wilful default on part of the companies, their directors, employee or agents.

8. No procedure performed to corroborate information taken from reliable external sources

I have relied on data from external sources also to conclude the valuation. These sources are believed to be reliable and therefore, I assume no liability for the truth or accuracy of any data, opinions or estimates furnished by others that have been used in this analysis. Where I have relied on data, opinions or estimates from external sources, reasonable care has been taken to ensure that such data has been correctly extracted from those sources and /or reproduced in its proper form and context.

9. Compliance with relevant laws

The report assumes that the company/business/asset complies fully with relevant laws and regulations applicable in its area of operations and usage unless otherwise stated, and that the companies/business/assets will be managed in a competent and responsible manner. Further, as specifically stated to the contrary, this report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigations and other contingent liabilities that are not recorded/reflected in the balance sheet/fixed assets register provided to us.

10. Multiple factors affecting the Valuation Report:

The valuation report is tempered by the exercise of judicious discretion by the RV and judgment taking into account the relevant factors. There will always be several factors, e.g., management capability, present and prospective competition, yield on comparable securities, market sentiment, etc. which may not be apparent from the Balance Sheet but could strongly influence the value.

11. Future services including but not limited to Testimony or attendance in courts/ tribunals/ authorities for the opinion of value in the Valuation Report.
12. I am fully aware that based on the opinion of value expressed in this report, I may be required to give testimony or attend court / judicial proceedings with regard to the subject assets, although it is out of scope of the assignment, unless specific arrangements to do so have been made in advance, or as otherwise required by law. In such event, the party seeking my evidence in the proceedings shall bear the cost/professional fee of attending court / judicial proceedings and my tendering evidence before such authority shall be under the applicable laws.
13. While my work has involved an analysis of trading data, my engagement does not include an audit in accordance with generally accepted auditing standards of the client existing business records. Accordingly, I assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by and on behalf of you and the client. my report is subject to the scope and 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.
14. The valuation of companies and businesses is not a precise science and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment.
15. The actual market price achieved may be higher or lower than my estimate of depending upon the circumstances of the transaction (for example the competitive bidding environment), the nature of the business (for example the purchaser's perception of potential synergies). The knowledge, negotiating ability and motivation of the buyers and sellers and the applicability of a discount or premium for control will also affect actual market price achieved. Accordingly, my valuation conclusion will not necessarily be the price at which any agreement proceeds. The final transaction price is something on which the parties themselves have to agree. I also emphasize that my opinion is not the only factor that should be considered by the parties in agreeing the transaction price.
16. An analysis of such nature is necessarily based on the prevailing stock market, financial, economic and other conditions in general and industry trends in particular as in effect on, and the information made available to us as of, the date hereof. Events occurring after the date hereof may affect this report and the assumptions used in preparing it, and I do not assume any obligation to update, revise or reaffirm this Report.
17. The ultimate analysis will have to be tempered by the exercise of judicious discretion by the RV and judgment taking into account the relevant factors. There will always be several factors, e.g., management capability, present and prospective competition, yield on comparable securities, market sentiment, etc. which may not be apparent from the face of the Balance Sheet but could strongly influence the value.



18. In the course of the valuation, I was provided with both written and verbal information. I 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. My conclusions are based on the assumptions, forecasts and other information given by/on behalf of the Company.
19. I am independent of the client/company and have no current or expected interest in the Company or its assets. The fee paid for my services in no way influenced the results of My analysis.
20. My report is meant for the purpose mentioned above and should not be used for any purpose other than the purpose mentioned therein. The Report should not be copied or reproduced without obtaining My prior written approval for any purpose other than the purpose for which it is prepared.
21. The information provided by the management is believed to be true and reliable to the best of my knowledge, I do not make any representations or warranties, express or implied, as to the accuracy or completeness of such information.
22. No investigation of the company's claim to title of the assets has been made for the purpose of this valuation and their claim to such rights has been assumed to be valid. My report is not, nor should it be construed, as I am certifying the compliance with the provisions of any law including Company and Taxation laws or as regards any legal, accounting or taxation implications or issues.
23. I have no obligation to update this report because of events or transactions occurring subsequent to the date of this report.
24. Valuation analysis are specific to the date of this report. A valuation of this nature involves consideration of various factors including those impacted by prevailing stock market trends in general and industry trends in particular. As such, my valuation results are, to a significant extent, subject to continuance of current trends beyond the date of report. I, however have no obligation to update this report for events, trends, transactions occurring subsequent to the date of this report. This report is prepared as per Indian Laws and Rules.
25. I owe no responsibility neither accept any liability to any third party in relation to issue of this report for any false or incorrect information given to me or anything beyond my control.

Thanking You

End of Report

