



GOPAVARAPU MURALI REDDY., FCA

Registered Valuer (Securities or Financial Assets) Under IBBI
Registration No. IBBI/RV/02/2019/11566

To

The Board of Directors

VENMAX DRUGS AND PHARMACEUTICALS LIMITED

Sy. No. 115, Brig Sayeed Road, Hanumanji Colony, Bowenpally, Picket, Hyderabad,
Secunderabad, Telangana, India, 500009.

To

The Board of Directors

HATRI PHARMA PRIVATE LIMITED

G 3 Sri Balaji Avenue, Kavery Nagar, Opp St Joseph Church,
Kondaya Palem, Nellore, Andhra Pradesh, India, 524003

Dear Sir,

Sub: Recommendation of Fair Equity Share Exchange Ratio for the purpose of the proposed merger of HATRI PHARMA PRIVATE LIMITED (HPPL) with VENMAX DRUGS AND PHARMACEUTICALS LIMITED (VDPL).

* * *

We refer to our engagement letter 16th August, 2025 for carrying out the valuation of VDPL, HPPL and for the purpose of arriving at the swap ratio for Merger. As per the terms of the engagement, we are enclosing herewith our report.

We thank you for providing us the opportunity to work on this engagement and we look forward to continued association with you.

We trust you will find our report informative and useful.

Feel free to contact us if you have any further clarification or need any information.

Yours faithfully,



Gopavarapu Murali Reddy, FCA, Reg. Valuer (S & FA)

IBBI Reg. Valuer No. IBBI/RV/02/2019/11566

UDIN: 25234971BMKVRQ2663

Place: Hyderabad

Date: 12th November, 2025

VRN: IOV/2025-2026/11252

SCOPE AND PURPOSE OF THIS REPORT:

VENMAX DRUGS AND PHARMACEUTICALS LIMITED (herein after referred as “VDPL”) is a limited company engaged in the manufacturing and sale of bulk drugs,

HATRI PHARMA PRIVATE LIMITED (herein after referred as “HPPL”) is a private limited focused on manufacturing metals and chemicals, specifically pharmaceuticals, medicinal chemicals, and botanical products.

We have been given to understand that the management of the companies (i.e., VDPL, & HPPL) are exploring the possibility of consolidating their business into a single entity by merging HPPL into VDPL (the proposed “Merger”) on a going concern basis through a scheme of amalgamation under the provisions of Sections 230 to 232 of the Companies Act, 2013 (the “Scheme”).

In this connection, G Murali Reddy., Registered Valuer has been requested by the Boards of the Companies to submit a report recommending the fair equity share exchange ratio for the proposed merger for the consideration of the boards of the companies.

As requested, we have carried out a relative valuation of equity shares of VDPL & HPPL with a view to recommending a fair equity share exchange ratio of the equity shares of HPPL for the equity share of VDPL in the event of proposed merger. This report recommends, what in our opinion is a fair and equitable equity share exchange ratio for the proposed merger.

The information contained herein and our report is absolutely confidential. It is intended only for the sole use and information of the companies and only in connection with the proposed merger as aforesaid including for the purpose of obtaining regulatory approvals for the proposed merger. We are not responsible to any other person/party for any decision of such person or party based on this report. Any person /party intending to provide finance / invest in shares / business of any of the companies and /or investee companies 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. It is hereby notified that any reproduction, copying or otherwise quoting of this report or any part thereof, other an in connection with proposed merger as aforesaid, can be done only with our prior permission in writing.

This report is our deliverable in respect of our recommendation of the fair equity share exchange ratio for the purpose of the proposed merger.

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



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I. VDPL - Introduction & Background

History

Venmax Drugs & Pharmaceuticals Ltd., (VDPL) was initially incorporated as private limited company under the name and style of "Yenkey Medico Private Limited", on 28 September 1988. The company thereafter changed its name to "Yenkey Drugs & Pharmaceuticals Private Limited" on 18 January 1995. The company has become a public limited company on 03 February 1995 with "Yenkey Drugs & Pharmaceuticals Ltd". Finally, the company has changed its name to "Venmax Drugs & Pharmaceuticals Ltd" on 13 April 2009. The company presently engaged in the trading business of finished formulation, drug intermediates & Fine chemicals.

Valuation date & Source of Information

The date of valuation considered is September 30, 2025. We have been provided the following information for our valuation analysis.

- Audited financial statements of **VDPL** for the period ended September 30, 2025.
- Audited financial statements of **VDPL** for the years ended March 31, 2024, March 31, 2025.
- Projected Financial Statements of **VDPL** for the period 01-10-2025 to 31-03-2026 and for financial years from 2027 to 2030.
- Trading History Data of Equity Shares of **VDPL** for last one year from relevant date.
- Information on business and profile provided by the management of **VDPL**.
- Other related information from various sources.

We have also obtained necessary explanations and information, which we believed were relevant to the present exercise, from the executive and representatives of VDPL. It may be mentioned that VDPL has been provided opportunity to review the draft report (excluding our valuation analysis and recommendation) for the current job as part of our standard practice to make sure that factual inaccuracies are avoided in our report.

II. HPPL - Introduction & Background

History

HPPL was originally incorporated in India under the Companies Act, 1956 with Registration No. U24232AP2010PTC116314 as M/s HATRI PHARMA PRIVATE LIMITED on December 21, 2010 with Registrar of Companies, Andhra Pradesh. The Registered Office of HPPL is situated at G 3 Sri Balaji Avenue Kavery Nagar Opp St Joseph Church Kondaya Palem , Nellore, Andhra Pradesh, India - 524003. The Company is engaged in the manufacture of intermediates and fine chemicals. It operates a multi-purpose plant with 48 KL capacity, equipped for scale-up and supported by all requisite approvals.



Valuation date & Source of Information

The date of valuation considered is September 30, 2025. We have been provided the following information for our valuation analysis.

- Audited financial statements of **HPPL** for the period ended September 30, 2025.
- Audited financial statements of **HPPL** for the years ended March 31, 2024, March 31, 2025.
- Projected Financial Statements of **HPPL** for the period 01-10-2025 to 31-03-2026 and for financial years from 2027 to 2030.
- Information on business and profile provided by the management of **HPPL**.
- Draft scheme for merger
- Other related information from various sources.

We have also obtained necessary explanations and information, which we believed were relevant to the present exercise, from the executive and representatives of HPPL. It may be mentioned that HPPL has been provided opportunity to review the draft report (excluding our valuation analysis and recommendation) for the current job as part of our standard practice to make sure that factual inaccuracies are avoided in our report.

III. Valuation Analysis

Approaches (VDPL, HPPL)

As per the Indian Valuation Standard -103 issued by ICAI, A valuer can make use of one or more of the processes or methods available for each of the following valuation approaches.

1. Market Approach
2. Income Approach
3. Cost Approach

The appropriateness of a valuation approach for determining the value of an asset would depend on valuation bases and premises. In addition, some of the key factors that a valuer shall consider while determining the appropriateness of a specific valuation approach and method are:

- (a) nature of asset to be valued;
- (b) availability of adequate inputs or information and its reliability;
- (c) strengths and weakness of each valuation approach and method; and
- (d) valuation approach/method considered by market participants.

The valuation approaches and methods shall be selected in a manner which would maximize the use of relevant observable inputs and minimise the use of unobservable inputs. The price information gathered from an active market is generally considered to be a strong indicator of value.



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 are some of the instances where a valuer applies the market approach:

- (a) Where the asset to be valued or a comparable or identical asset is traded in the active market;
- (b) There is a recent, orderly transaction in the asset to be valued; or
- (c) There are recent comparable orderly transactions in identical or comparable asset(s) and information for the same is available and reliable.

Income Approach

Income approach is a valuation approach that converts maintainable or future amounts (e.g., cash flows or income and expenses) to a single current (i.e., discounted or capitalized) amount. The fair value measurement is determined on the basis of the value indicated by current market expectations about those future amounts.

This approach involves discounting future amounts (cash flows/income/cost savings) to a single present value.

The following are some of the instances where a valuer may apply the income approach:

- (a) Where the asset does not have any market comparable or comparable transaction;
- (b) Where the asset has fewer relevant market comparables; or
- (c) Where the asset is an income producing asset for which the future cash flows are available and can reasonably be projected.

Cost Approach

Cost approach is a valuation approach that reflects the amount that would be required currently to replace the service capacity of an asset (often referred to as current replacement cost).

In certain situations, historical cost of the asset may be considered by the valuer where it has been prescribed by the applicable regulations/law/guidelines or is appropriate considering the nature of the asset.

Examples of situations where a valuer applies the cost approach are:



- (a) An asset can be quickly recreated with substantially the same utility as the asset to be valued;
- (b) In case where liquidation value is to be determined; or
- (c) Income approach and/or market approach cannot be used.

Valuation Methodologies (VDPL, HPPL)

Valuation of the enterprise or its equity shares is not an exact science and ultimately depends upon what it is worth to a serious investor or buyer who may be even prepared to pay goodwill. This exercise may be carried out based on the generally accepted methodologies, the relative emphasis of each often varying with the factors such as:

- Specific nature of the business
- Listing and liquidity of the equity
- Economic life cycle in which the industry or the company is operating and
- Extent to which 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. In this regard, we have evaluated suitability of four commonly used approaches of valuation to determine the fair value of two companies. We have used three out of four commonly used approaches for valuation. After arriving at the values based on appropriate methods, we have assigned weightings to these methods to determine the fair value for the both companies.

1) Net Assets Method (NAV):

The value arrived at under this approach is based on the estimated financial statements of the business and may be defined as Shareholder's Funds or Net Assets owned by the business. The Net Assets Value is generally used as the minimum break-up value for the transaction. This methodology calculates the underlying net Assets of the business on a book value basis or Net realizable value whichever is higher. We have used the said method as one of the methodologies to estimate the value of both companies.

2) Discounted Cash Flow Method (DCF):

We have carried out valuation the both companies under the Income Approach, specifically using the Discounted Cash Flow ("DCF") methodology. Under this approach, the value of the business is derived by estimating the future free cash flows expected to be generated by the company and discounting them to their present value using an appropriate discount rate that reflects the risks associated with such cash flows.

For the explicit forecast period, cash flows have been considered as per management's projections. To account for the period beyond the explicit forecast horizon, a **Terminal Value** has been computed using the **Gordon Growth Model**, which assumes that free cash flows will grow at a stable rate into perpetuity.



The formula applied is:

$$\text{Terminal Value} = \frac{\text{FCFF of the terminal year} \times (1+g)}{(\text{WACC}-g)}$$

Where:

- *FCFF of the terminal year* = Free Cash Flow to Firm in the last projected year
- *g* = Long-term sustainable growth rate (considered reasonable and consistent with long-term industry/economic growth)
- *WACC* = Weighted Average Cost of Capital, representing the required rate of return

The present value of the Terminal Value has then been added to the present value of projected cash flows to arrive at the enterprise value.

It is specifically noted that the growth rate and discount rate are professional assumptions and are subject to change depending on economic and industry conditions. The projections and assumptions are based on information provided by the management. Any significant deviation of actual performance from these assumptions may materially impact the valuation result.

3) Stock Exchange Quotation or Market Price Method:

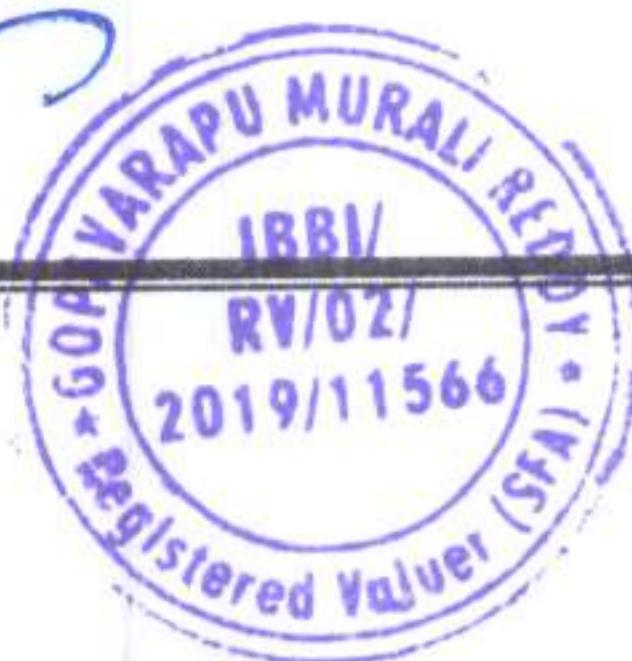
This valuation reflects the price that the market at a point in time is prepared to pay for the shares. It is therefore influenced by the condition of the stock market, the concerns and opportunities that are seen for the business in the sector or market in which it operates.

The market price is also reflects the investor's view of the ability of the management to deliver a return on the capital it is using. In the case of companies not frequently traded, this value may be very different from the inherent value of the shares, but nevertheless forms a benchmark value. We have used this method for **VENMAX DRUGS AND PHARMACEUTICALS LIMITED** for the purpose of this valuation analysis which is listed on BSE Limited (Bombay Stock Exchange Limited). We have not used this method **HATRI PHARMA PVT LIMITED** which is not listed Companies in any Stock Exchanges.

4) Comparable Company Market Multiple Method:

Under this methodology, market multiples of comparable listed companies are computed and applied to the business being valued in order to arrive at a multiple based valuation. This approach is usually applied in case of valuation of unlisted companies. Some of the common multiples used in a valuation are listed below:

- Market Cap / Sales Multiple
- Price / Earnings Multiple
- Precedent Transactions Multiple Method



There are no exact comparable companies in this intermediates segment. Hence, we have not used Market Multiple Method for the purpose of this valuation analysis.

Valuation Analysis (VDPL):

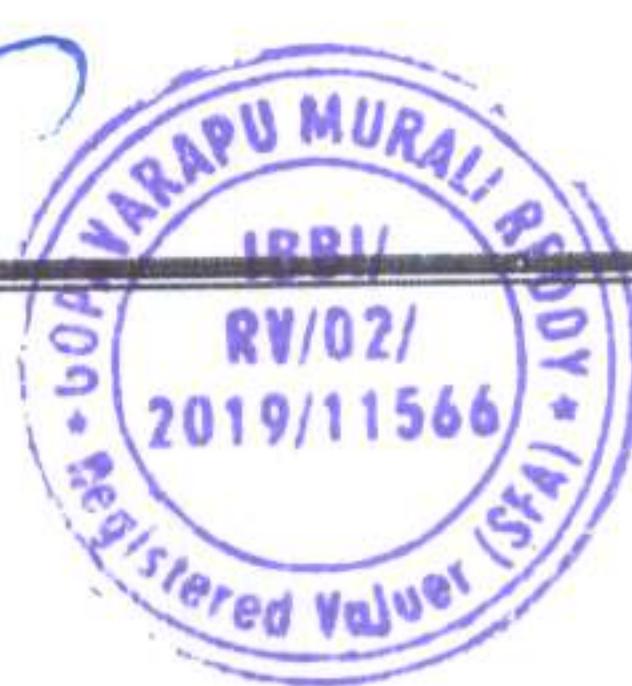
We have carried out the valuation analysis as described above, based on the fundamental assumption of going concern for the business under consideration. The detailed analysis and the assumptions made these purpose are given below:

A. Net Asset Value Method (NAV)

In order to assess the NAV of the Company, we have used the *Audited financial statements* for the period ended 30 September 2025. The estimated value arrived under this approach using the share holders funds of Net Assets owned by the business as at 30 September 2025 is 1,945.12 Lakhs/-.

Valuation of as per the Net Assets Method.		Amount in Rs. Lakhs	
Particulars	Details	Amount	
Non-Current Assets			
Fixed assets (Net)		3.85	
Long term Loans and Advances		-	
Total A		3.85	
Current Assets			
Inventories		152.90	
Trade Receivables		347.12	
Cash and Cash equivalents		562.26	
Short term loans and advances		273.05	
Other Current Assets		25.50	
Total B		1,360.83	
Total Assets (C=A+B)		1,364.67	
Less: Liabilities			
Non-Current Liabilities		0.10	
Total D		0.10	
Current Liabilities			
Trade Payables		188.41	
Other Current Liabilities		7.76	
Short term Borrowings		310.69	
Total E		506.87	
Total Liabilities (F=D+E)		506.87	
Less: Share Application Money due for refund		-	1.00
Add: Amount to be received on warrants		-	1,088.40
Net Assets			1,945.12
Number shares outstanding			152.64
Value Per share*			12.74

Value per Share of Venmax Drugs And Pharmaceuticals Limited as per Net Asset Value Method is Rs. 12.74.



* For the purposes of this valuation, we have adopted a *diluted equity basis*. The valuation reflects the full exercise of outstanding warrants that, in the Valuer's professional judgment, are considered probable of being exercised as at the valuation date (30 September 2025). Accordingly, the expected proceeds from the exercise of these warrants, amounting to INR 1,088.40 lakhs, have been included in the computation of equity value (presented as an addition under receivables).

The diluted number of equity shares used for determining the value per share includes the existing issued equity shares together with the shares that would be issued upon exercise of the warrants. The decision to incorporate the warrants into the valuation is based on management representations regarding the terms and conditions of the warrants, the absence of any legal or contractual restrictions on their exercise, and the assessed probability of exercise as on the valuation date.

Readers are advised that the per-share valuation is dependent upon these assumptions. If the warrants are not exercised, the basic value per share would differ accordingly.

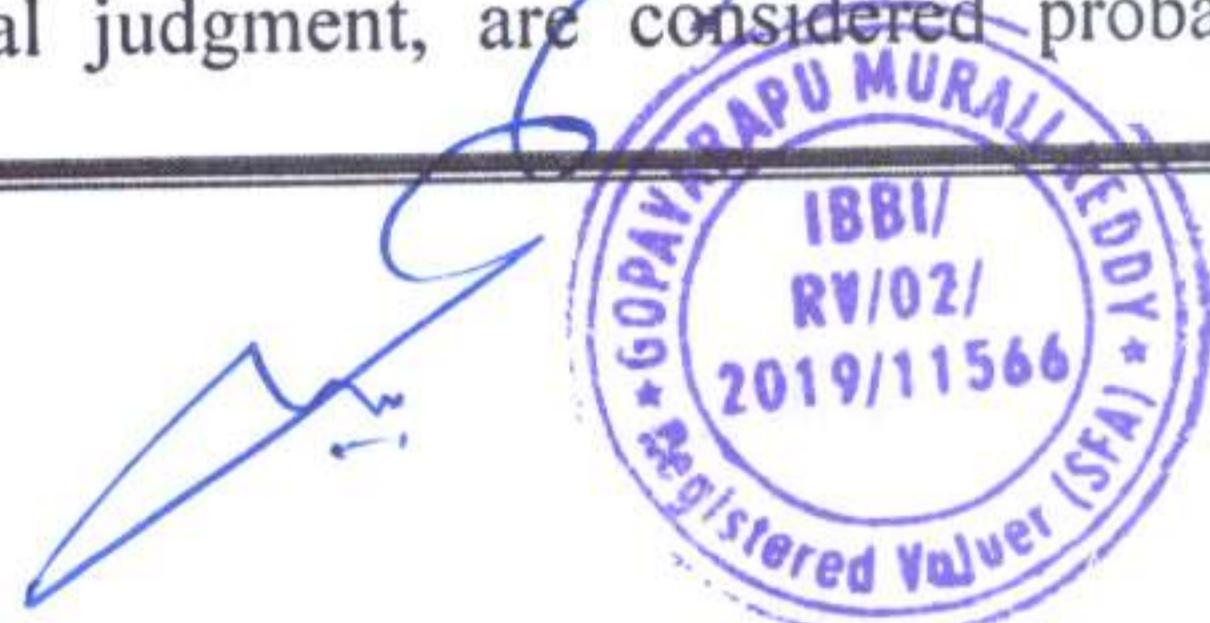
B. Discounted Cash Flow Method (DCF)

Valuation Summary

Equity Value	(Rs. In Lakhs)
Total PV of FCFF of Explicit Period	872.61
PV of Terminal Period	2,933.94
Gross Enterprise Value	3,806.55
Add: Cash & Cash Equivalents	562.26
Add: Amount to be received on warrants	1,088.40
Add: Investments	
Less: Share Application Money due for refund	1.00
Less: Debt	-
Less: Contingent Liabilities	-
Enterprise Value	5,456.21
Less: Illiquid Discount @ 0%	-
Net Enterprise Value	5,456.21
Number of shares	152.64
Value Per Share**	35.75

Value per Share of Venmax Drugs And Pharmaceuticals Limited as per Discounted Cash Flow Method is Rs. 35.75.

*** For the purposes of this valuation, we have adopted a *diluted equity basis*. The valuation reflects the full exercise of outstanding warrants that, in the Valuer's professional judgment, are considered probable of being exercised as at the



valuation date (30 September 2025). Accordingly, the expected proceeds from the exercise of these warrants, amounting to INR 1,088.40 lakhs, have been included in the computation of equity value (presented as an addition under receivables).

The diluted number of equity shares used for determining the value per share includes the existing issued equity shares together with the shares that would be issued upon exercise of the warrants. The decision to incorporate the warrants into the valuation is based on management representations regarding the terms and conditions of the warrants, the absence of any legal or contractual restrictions on their exercise, and the assessed probability of exercise as on the valuation date.

Readers are advised that the per-share valuation is dependent upon these assumptions. If the warrants are not exercised, the basic value per share would differ accordingly.

C. Market Price Method

The Equity Shares of Company are listed on Bombay Stock Exchange Limited (BSE) for a period of more than 90 trading days as on the relevant date i.e. September 30, 2025 and are frequently traded in accordance with SEBI ICDR Regulations.

As the shares of the Company are frequently traded, the valuation has been determined by taking the higher of the prices computed in accordance with Regulation 164(1) of the SEBI ICDR Regulations i.e. higher of the following.

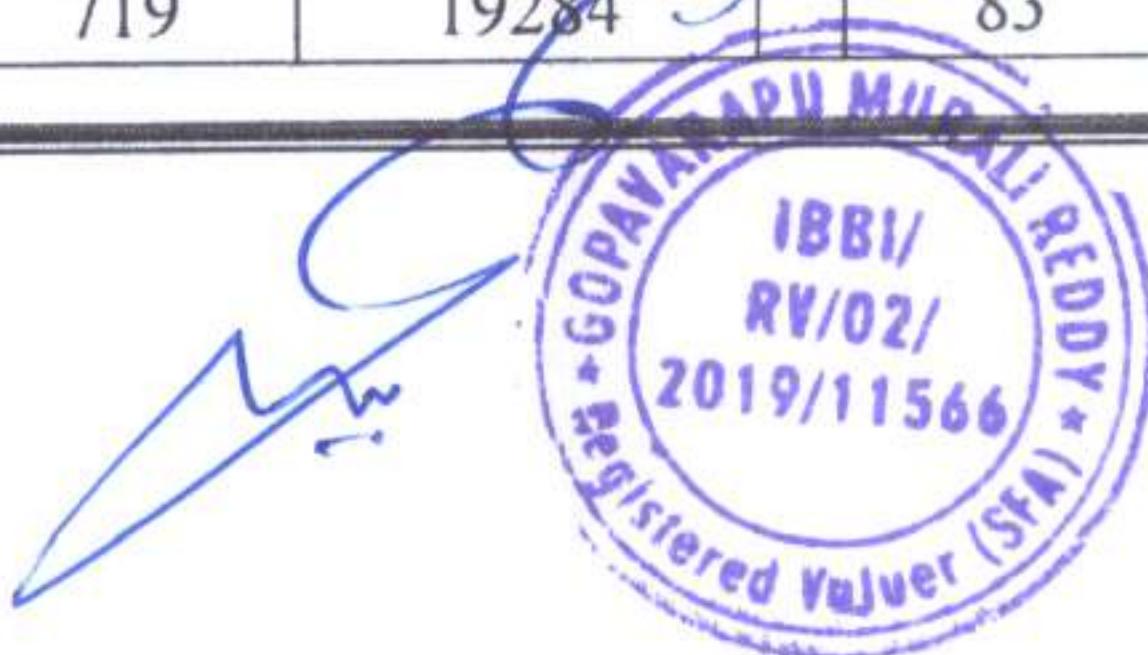
- a. the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- b. the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

The Company's Equity Share are listed only at one Nationwide Stock Exchange i.e. on Bombay Stock Exchange Limited and accordingly, "Bombay Stock Exchange Limited" is the Stock exchange on 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.



Average of the volume weighted average price (VWAP) of the equity shares of VENMAX DRUGS AND PHARMACEUTICALS LIMITED quoted on the Bombay Stock Exchange Limited during the 90 trading days preceding the relevant date (considering relevant date as 30/09/2025)

Days	Date	No. of share Traded	Total Turnover (Rs.)	Days	Date	No. of share Traded	Total Turnover (Rs.)
1	30-Sep-25	100	2115	46	25-Jul-25	33032	938393
2	29-Sep-25	892	18872	47	24-Jul-25	52100	1560162
3	26-Sep-25	552	12383	48	23-Jul-25	31624	915383
4	25-Sep-25	1150	26644	49	22-Jul-25	5587	155456
5	24-Sep-25	1746	41722	50	21-Jul-25	22689	623647
6	23-Sep-25	5378	128270	51	18-Jul-25	1041	27367
7	22-Sep-25	93	2340	52	17-Jul-25	6893	176129
8	19-Sep-25	6656	175818	53	16-Jul-25	3607	91257
9	18-Sep-25	658	16614	54	15-Jul-25	1036	25606
10	17-Sep-25	553	14276	55	14-Jul-25	1101	26775
11	16-Sep-25	8702	217415	56	11-Jul-25	9662	227292
12	15-Sep-25	1164	30312	57	10-Jul-25	5188	120432
13	12-Sep-25	7930	209294	58	9-Jul-25	3146	72838
14	11-Sep-25	20206	523248	59	8-Jul-25	4891	114606
15	10-Sep-25	8151	211862	60	7-Jul-25	1960	46912
16	9-Sep-25	18981	471305	61	4-Jul-25	464	11508
17	8-Sep-25	469	11707	62	3-Jul-25	1060	26341
18	5-Sep-25	815	20253	63	2-Jul-25	125	3187
19	4-Sep-25	14199	370207	64	1-Jul-25	4251	103344
20	3-Sep-25	10	273	65	30-Jun-25	4863	119340
21	2-Sep-25	2350	67656	66	27-Jun-25	10651	266701
22	1-Sep-25	381	11544	67	26-Jun-25	1053	26904
23	29-Aug-25	200	6378	68	25-Jun-25	755	19797
24	28-Aug-25	23078	783443	69	24-Jun-25	2808	75134
25	26-Aug-25	25399	904460	70	23-Jun-25	1305	35170
26	25-Aug-25	38165	1272415	71	20-Jun-25	276	7654
27	22-Aug-25	28921	893314	72	19-Jun-25	134	3730
28	21-Aug-25	18316	554125	73	18-Jun-25	205	5637
29	20-Aug-25	5584	163037	74	17-Jun-25	1118	30183
30	19-Aug-25	1506	43587	75	16-Jun-25	1510	39012
31	18-Aug-25	3124	88313	76	13-Jun-25	32446	855062
32	14-Aug-25	5883	171704	77	12-Jun-25	7933	216825
33	13-Aug-25	6555	190642	78	11-Jun-25	9150	244480
34	12-Aug-25	18543	527250	79	10-Jun-25	6739	171507
35	11-Aug-25	6065	177457	80	9-Jun-25	6642	159468
36	8-Aug-25	18769	508180	81	6-Jun-25	5858	137468
37	7-Aug-25	11397	320073	82	5-Jun-25	8472	199877
38	6-Aug-25	719	19284	83	4-Jun-25	16482	384247



39	5-Aug-25	10623	285869	84	3-Jun-25	10161	250037
40	4-Aug-25	11144	283807	85	2-Jun-25	4251	103044
41	1-Aug-25	4771	121351	86	30-May-25	12695	303195
42	31-Jul-25	3706	98713	87	29-May-25	9126	222731
43	30-Jul-25	3024	79388	88	28-May-25	4605	121605
44	29-Jul-25	7295	200507	89	27-May-25	4274	114822
45	28-Jul-25	676	18572	90	26-May-25	19251	496187
Total Turnover							2,01,72,451
Total Number of Shares traded							7,26,819
Average Value							27.75

Average of the volume weighted average price (VWAP) of the equity shares of Venmax Drugs And Pharmaceuticals Limited quoted on the Bombay Stock Exchange Limited during the 10 trading days preceding the relevant date (considering relevant date as 30.09.2025)

Date	No. of share Traded	Total Turnover (Rs.)
30-Sep-25	100	2115
29-Sep-25	892	18872
26-Sep-25	552	12383
25-Sep-25	1150	26644
24-Sep-25	1746	41722
23-Sep-25	5378	128270
22-Sep-25	93	2340
19-Sep-25	6656	175818
18-Sep-25	658	16614
17-Sep-25	553	14276
Total	17,778	4,39,054
Average Price (Total Turnover/Total Shares)		24.70

VALUATION OF VENMAX DRUGS AND PHARMACEUTICALS LIMITED

Sr. No.	Method	Value per Equity Share (in Rupees) (A)	Weights (B)	Weighted (C=A*B)
1	Discounted Cash Flow Method	35.75	40%	14.30
2	Market Value Method	27.75	40%	11.10
3	Net Assets Value Method	12.74	20%	2.55
Total (D)			1	27.95
Value Per Share				27.95



Valuation Analysis (HPPL):

We have carried out the valuation analysis as described above, based on the fundamental assumption of going concern for the business under consideration. The detailed analysis and the assumptions made these purpose are given below:

A. Net Asset Value Method (NAV)

In order to assess the NAV of HPPL, we have used the *Audited financial statements* for the period ended 30th September 2025. The estimated value arrived under this approach using the share holders funds of Net Assets owned by the business as at 30th September 2025 is Rs. 1,610.00 Lakhs.

Valuation as per the Net Assets Method.	Amount in Rs. Lakhs	
Particulars	Details	Amount Rs
Non-Current Assets		
Fixed assets (Net)	1,451.02	
Long term Loans and Advances	-	
Other Non-Current Assets	7.88	
Total A		1,458.90
Current Assets		
Inventories	373.14	
Trade Receivables	2,187.26	
Cash and Cash equivalents	4.28	
Short term loans and advances	275.96	
Other current assets	234.55	
Total B		3,075.20
Total Assets (C=A+B)		4,534.10
Less: Liabilities		
Non-Current Liabilities		
Less: Long Term Liabilities	985.92	
Less: Deferred Tax Liability	73.21	
Total D		1,059.14
Current Liabilities		
Trade Payables	1,824.17	
Other Current Liabilities	40.18	
Short Term Provisions	0.62	
Total E		1,864.96
Total Liabilities (F=D+E)		2,924.10
Less: Misc Expenses to the Extent Not Written Off	-	-
Less: Contingent Liabilities	-	-
Net Assets		1,610.00
Number of shares outstanding (in lakhs)		2,373.00
Value Per Share		6.78

Value per Share of Hatri Pharma Private Limited as per Net Asset Value
Method is Rs. 6.78



B. Discounted Cash Flow Method (DCF)

Valuation Summary

Equity Value	(Rs. In Lakhs)
Total PV of FCFF of Explicit Period	3,008.54
PV of Terminal Period	7,727.15
Gross Enterprise Value	10,735.69
Add: Cash & Cash Equivalents	4.28
Add: Investments	985.92
Less: Debt	-
Less: Contingent Liabilities	9,754.04
Enterprise Value	975.40
Less: Illiquid Discount @ 10%	8,778.64
Net Enterprise Value	2,37,30,000
Number of Shares (In numbers)	36.99
Value Per Share	

VALUATION OF HATRI PHARMA PVT LIMITED

Sr. No	Method	Value per Equity Share (in Rupees) (A)	Weights (B)	Weighted (C=A*B)
1	Discounted Cash Flow Method	36.99	70%	25.90
2	Net Assets Value Method	6.78	30%	2.04
	Total (D)		1	27.93

IV. Scope of Limitations

Valuation analysis and results are specific to the purpose of valuation and the valuation date mentioned in the report as agreed per 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.

Valuation analysis and results are also specific to the date of this report. A review 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, our review results are, to a significant extent, subject to continuance of current trends beyond the date of the report. We, however, have no obligation to update this report for events, trends or transactions relating to the companies or the market/economy in general and occurring subsequent to the date of this report.

In the course of the review, we were provided with both written and verbal information, including market, technical, financial and operating data. We have however, evaluated the information provided to us by the companies through broad inquiry, analysis and review (but not have carried out a due diligence or audit of the companies for the purpose of this



engagement, nor have we independently investigated or otherwise verified the data provided). Through the above evaluation, nothing has come to our attention to indicate that the information provided was materially misstated / incorrect or would not afford reasonable grounds upon which to base the report. We do not imply and it should not be construed that we have verified any of the information provided to us, or that our inquiries could have verified any matter, which a more extensive examination might disclose.

The terms of our engagement were such that we were entitled to rely upon the information provided by the companies without detailed inquiry. Also, we have been given to understand by the Management that they have not omitted any relevant and material factors. Our conclusions are based on these assumptions, forecasts and other information given by/on behalf of the companies.

No investigation of the companies claim to title of assets has been made for the purpose of this review and the companies claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the accounts. Therefore, no responsibility is assumed for matter of a legal nature.

We have not conducted or provided an analysis or prepared a model for any asset valuation and have wholly relied on information provided by the companies in that regard.

Our report is not nor should it be construed as our recommending the Merger or opining or certifying the complains of the proposed Merger with the provisions of any law including companies, taxation and c capital market related loss or as regards any legal complications or issues arising from proposed Merger.

The fee for the report is not contingent upon the results reported.

Subject to the limitations and exclusions has mentioned above, we owe responsibility to only to the Board of Directors of the company that has retained us and nobody else. We do not accept any liability to any third party in relation to the issue of this report. Neither the report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or documents given to third parties, other than in connection with the proposed merger of the companies contained in the proposed scheme, without our prior written consent.



V. Swap Ratio

Valuation Approach	Valuation Method	VDPL		HPPL	
		Value Per Share (INR)	Weights	Value Per Share (INR)	Weights
Income Approach	DCF Method	35.75	40%	36.99	70%
Market Approach	MP Method	27.75	40%	NA	NA
Cost Approach	NAV Method	12.74	20%	6.78	30%
Value Per Share		27.95		27.93	
Swap Ratio		1:1			

In the light of the above, and on a consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, In our opinion, the fair value of the equity shares of VDPL is Rs.27.95 each of face value of Rs.10 each, the equity shares of HPPL is Rs.27.93 each of face value of Rs.10 each.

1. The exchange ratio of equity shares of VDPL between VDPL& HPPL to the existing shareholders of HPPL would be allotted in the ratio of 1 (One) equity shares in VDPL of Rs.10 each fully paid up for 1 (One) equity share of HPPL of Rs. 10/-each fully paid up (i.e., 1 equity share of VDPL equal to 1 equity share of HPPL).

Notes to the above table for computation of fair equity share exchange ratio:

- NA means Not Adopted / Not Applicable.

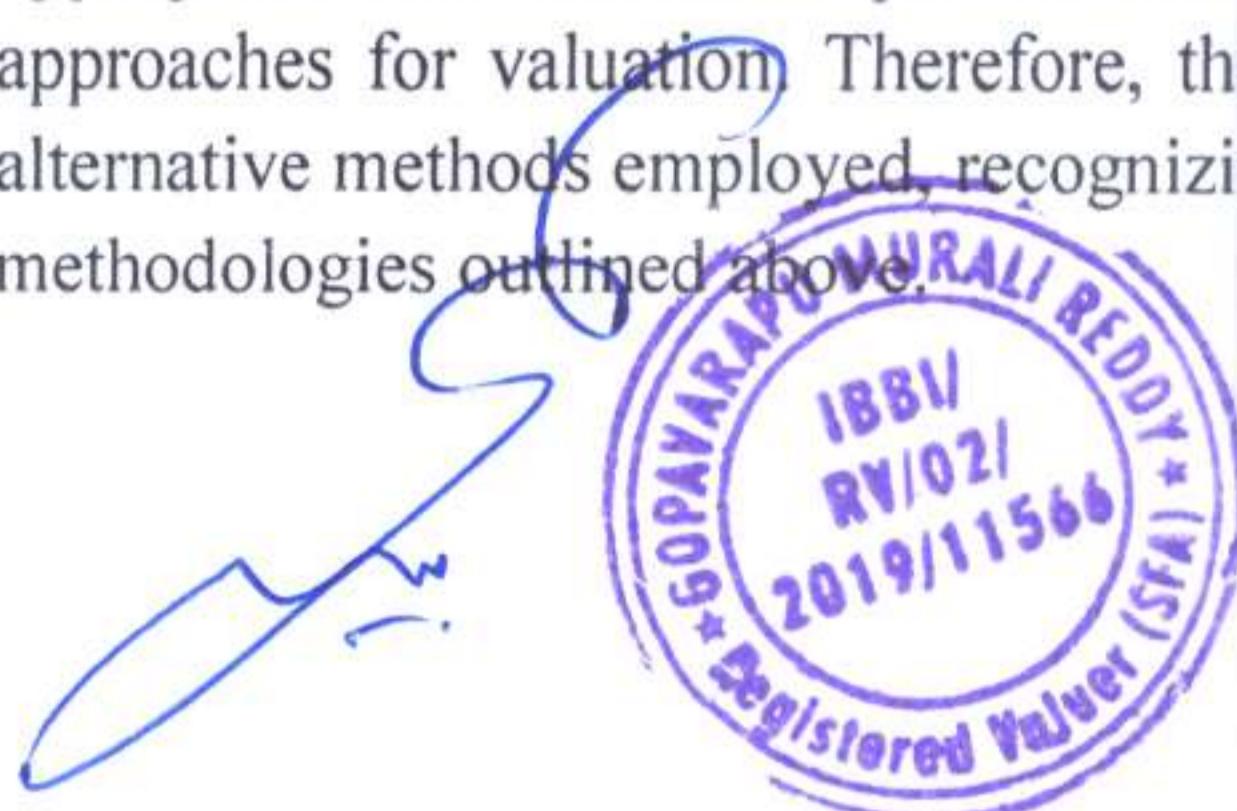
** HPPL is not listed on any Indian Stock Exchange; consequently, Market Price Method under Market Approach is not used. Under the Market Approach other two methods are internationally accepted valuation methods (i) Company Comparable Method and, (ii) Transaction Comparable Method.

In the Company Comparable Method, the challenge arises in valuing shares based on ratios or multiples of a listed comparable company. Identifying an exact match with similar benchmarks is exceedingly difficult, and obtaining a valuation through such a process poses significant challenges. Therefore, for the purposes of this valuation, we have not considered this approach.

In the Comparable Transaction method, it is essential to compare the company with others in the same sector, commensurate with the size of the business. Unfortunately, due to the absence of any observations within this sector to check against, commensurating with the size of the business becomes unfeasible. Hence, we cannot consider it as an independent transaction, nor can it be used for benchmarking purposes.



In light of the challenges presented in the Company Comparable Method and Comparable Transaction Method, wherein identifying similar listed companies or transactions with appropriate benchmarks has proven difficult, we acknowledge the limitations in applying these approaches for valuation. Therefore, the conclusions drawn in this report are based on the alternative methods employed, recognizing the specific constraints inherent in the comparative methodologies outlined above.



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Place: Hyderabad
Date: 15th November 2025
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