

April 17, 2023

The Manager Corporate Relationship Department BSE Limited Floor 25, Phiroze Jeejeebhoy Tower Dalal Street, Mumbai-400001	The Manager – Listing Department National Stock Exchange of India Limited Exchange Plaza, 5 th Floor Plot No. C/1, G Block, Bandra Kurla Complex, Bandra(E), Mumbai-400051
BSE Scrip Code: 532341	NSE Symbol: IZMO

Dear Sir/Madam,

Subject: Update on Notice of Extraordinary General Meeting of izmo Limited (Company) scheduled to be held on April 21, 2023.

The notice dated March 29, 2023 for convening the Extraordinary General Meeting (“EGM”) of the shareholders of the Company scheduled to be held on Friday, April 21, 2023 has been circulated to all the shareholders of the Company on March 29, 2023. In this regard, as advised by the National Stock Exchange of India Limited, the Company has obtained an addendum dated April 17, 2023 to the Valuation Report dated March 24, 2023, which *inter alia* sets out the values derived under additional methods considered relevant by the Registered Valuer in his above referred Valuation Report. The above said addendum to the Valuation Report dated April 17, 2023 issued by the Registered Valuer is attached herewith and is also uploaded on the Company’s website www.izmoltd.com

Kindly note that no change is required to the issue price for the proposed preferential issue as proposed in the notice of the EGM dated March 29, 2023.

This intimation will also be shortly uploaded on the Company’s website www.izmoltd.com

Kindly take this information on your records.

Thanking you.

Yours faithfully,
for **IZMO Limited**

SANJA Digitally signed
by SANJAY SONI
Date: 2023.04.17
21:44:51 +05'30'

Sanjay Soni
Managing Director

Encl: as above

izmo Ltd.177/2C, Bilekahalli Industrial Area,
Bannerghatta Road, Bangalore-560 076, India

www.izmoltd.com

CIN: L72200KA1995PLC018734



CA. RAJEEV BANSAL
Registered Valuer (S&FA)
Reg. No. IBBI/RV/05/2018/10067
PAN: AFVPB0241A

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17th April 2023

The Board of Directors
IZMO Limited
177/2C, Bilekahalli Industrial Area,
Bannerghatta Road, Bengaluru - 560076, Karnataka

Dear Sir,

**ADDENDUM TO VALUATION REPORT DATED 24.03.2023 OF WARRANTS
CONVERTIBLE INTO EQUITY SHARES OF IZMO LIMITED**

In terms of the engagement letter dated 22nd March 2023 of IZMO Limited and NSE requirement letter dated 13th April 2023 having ref. no : NSE/LIST/35079 for the purpose of preferential allotment of warrants convertible into equity shares by the Company valuation has been carried out in accordance with Section 23, Section 42 & Section 62(l)(c), of the Companies Act 2013 along with Rule 13 of Companies (Share Capital and Debenture) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended thereunder including the Regulation 164 & 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 as amended has been duly carried out.

The valuation report is intended solely for the use by the Addressee of the report and our recommendation is based on the events and circumstances prevailing as on 22nd March 2022.

We have performed a valuation engagement and presented my valuation report in conformity with the ICAI Valuation Standards 2018 issued by the Institute of Chartered Accountants of India (ICAI).



Our analysis and recommendation should be understood in the context of the assumptions and the statements made in this report.

A more detailed description of the quantitative and qualitative analysis and valuation conclusion is presented in the attached narrative valuation opinion report.

Based on the assumptions and limiting conditions as described in this report, as well as the facts and circumstances as on the valuation date, it is concluded that the fair value of equity shares for issue of preferential allotment of one warrant convertible into one equity share of IZMO Limited of Rs. 10/- each as on 22nd March 2022 is INR 88.00 (Rounded Off)

A detailed valuation report is appended herewith.




Rajeev Bansal

Registered Valuer (S&FA)

Registration No. IBBI/RV/05/2018/10067

UDIN: 23508076BGWYKT2989

Table of Contents

Executive Summary	4
Company Background	6
Independence of Appraiser	8
Sources of Information	9
Valuation Approaches, Methods & Basis Recommended Value	10
Conclusion	31
Contingent and Limiting Conditions	32



Executive Summary

Client Identity	IZMO Limited (IL), formerly known as Logix Microsystems Limited, is a Listed Company incorporated on 8 th Sep. 1995 having CIN L72200KA1995PLC018734 and registered address at 177/2C, Bilekahalli Industrial Area, Bannerghatta Road, Bengaluru - 560076, Karnataka. The Equity Shares of the Company are listed on Bombay Stock Exchange (BSE) Limited and National Stock Exchange (NSE) of India Limited
Business Activity:	The Company is engaged in interactive marketing solutions. The company offers hi-tech automotive e-retailing solutions.
Purpose of Valuation:	Recommendation of fair value of equity shares for the preferential allotment of warrants, each convertible into, or exchangeable for, One fully paid-up equity share of the Company of face value Rs. 10 in accordance with the provisions of Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with Regulation 164 of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018.
Base of Value:	Fair Value



Premise of Value:	Going Concern
Relevant Date:	March 22, 2023
Date of Valuation:	March 22, 2023
Report Date:	April 17, 2023
Conclusion:	Based on the assumptions and limiting conditions as described in this report, as well as the facts and circumstances as of the valuation date, it is concluded that the fair value of equity shares for issue of preferential allotment of one warrant convertible into Equity Share of the Company of face value INR 10/- each as on 22nd March 2023 is INR 88/-



BACKGROUND INFORMATION OF THE ASSET BEING VALUED

Introduction

IZMO Limited (IL), formerly known as Logix Microsystems Limited, is a Listed Company incorporated on 8th Sep. 1995 having CIN L72200KA1995PLC018734 and registered address at 177/2C, Bilekahalli Industrial Area, Bannerghatta Road, Bengaluru - 560076, Karnataka

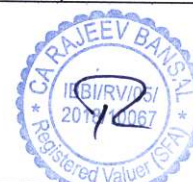
It is listed on Bombay Stock Exchange (BSE) Limited and National Stock Exchange (NSE) of India Limited.

Capital Structure of IZMO Limited

Particulars	INR
Authorised Capital	
1,80,00,000 Equity Shares of INR 10/- each	18,00,00,000
Issued, Subscribed and paid up Capital	
1,33,91,573 Equity Shares of INR 10/- each	13,39,15,730

Shareholder Pattern as on March 17, 2023

Sr. No.	Description	No. of Shareholders	Total Shares	% Equity
1	Promoters and Promoters Group	3	38,32,624	28.62
2	Public	15072	95,58,949	71.38



Nature of Business

The Company is engaged in interactive marketing solutions. The company offers hi-tech automotive e-retailing solutions.

IL's offerings include full-featured interactive online stores, car animation and graphics, comprehensive online marketing programs, sales performance coaching, OEM certified CRM and ILM Solutions, and online service management solutions, among other products.

The company owns the collection of automotive images and animation library, and this comprehensive library of automotive content forms the platform on which innovative marketing tools like the IZMO virtual brochures are built on.

It also offers solutions in segments such as business websites, interactive media solutions, enterprise products, and automotive solutions.

Terms of Issue of Warrants Fully Convertible into Equity Shares

The Company proposes to issue up to 13,72,620 Warrants, each convertible into, or exchangeable for One fully paid-up equity share of the Company of face value INR 10/- (Rupee Ten Only). The Warrants shall be converted into equity shares within eighteen months from the date of allotment.

An amount equivalent to 25% of the warrant issue price shall be payable at the time of subscription and allotment of each warrant and the balance of 75% of the warrant issue price shall be payable by the warrant holder against each warrant at the time of allotment of ordinary equity shares pursuant to exercise of the options attached to warrant(s) to subscribe the ordinary equity share(s).



In the event that, a warrant holder does not exercise the Warrants within 18 months from the date of allotment of such warrants along with deposit of Warrant Exercise Price, the unexercised Warrants shall lapse, and the amount paid by the warrant holders on such Warrants shall stand forfeited by the Company.

PURPOSE OF VALUATION AND APPOINTING AUTHORITY

The valuation is required by the management of IZMO Limited for preferential allotment of warrants, each convertible into, or exchangeable for, One fully paid-up equity share of the Company of face value Rs. 10 in accordance with the provisions of Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with Regulation 164 of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 by Registered Valuer.

DISCLOSURE OF VALUER INTEREST/CONFLICT, IF ANY

Valuer does not have any interest or conflict of interest of any kind with IZMO Limited. It is further stated that neither the undersigned nor the relatives / associates are related or associated with IZMO Limited and further the fee of this report is not contingent in anyway upon the opinion of realisable value of equity shares of IZMO Limited.



DATE OF APPOINTMENT, VALUATION DATE AND DATE OF REPORT

Date of appointment: March 22, 2023

Valuation date: March 22, 2023

Date of report: March 24, 2023

Date of Addendum report: April 17, 2023

SOURCES OF INFORMATION

- Financial statement of IZMO Limited as on 31st Dec 2022.
- Shares Outstanding as on 17th March 2023
- Information and explanations given by management of IZMO Limited and its representatives.
- Board Resolutions
- NSE and BSE Portal
- Various Websites
- Projections provided by the Management
- Other information as required available in public domain.



Valuation Approaches, Methods & Basis

A. Valuation Approaches & Methods

As per paragraph 8 of the Indian Valuation Standard 103 - Valuation Approaches and Methods, of Indian Valuation Standards 2018 issued by The Institute of Chartered Accountants of India, there are three main valuation approaches:

1. Market approach;
2. Income approach; and
3. Cost approach.

1. 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; and
- c) Comparable Transaction Multiple (CTM) Method;

i. Market Price Method

Under this method a valuer shall consider the traded price observed over a reasonable period while valuing assets which are traded in the active market. A valuer shall also consider the market where the trading volume of asset is the highest when such asset is traded in more than one active market. A valuer shall also consider the market where the trading volume of asset is the highest when such asset is traded in more than one active market.



ii. Comparable Companies Multiple (CCM) Method

Comparable Companies Multiple Method, also known as Guideline Public Company Method, involves valuing an asset based on market multiples derived from prices of market comparables traded on active market.

iii. Comparable Transaction Multiple (CTM) Method

Comparable Companies Multiple Method, also known as Guideline Transaction Method involves valuing an asset based on transaction multiples derived from prices paid in transactions of asset to be valued /market comparables (comparable transactions).

2. 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 capitalised) 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.

Some of the common valuation methods of equity share valuation under income approach are as follows:

- a) Discounted Cash Flow (DCF) Method;
- b) Relief from Royalty (RFR) Method;
- c) Multi-Period Excess Earnings Method (MEEM);
- d) With and Without Method (WWM)



a) Discounted Cash Flow ('DCF') Method

The DCF method values the asset by discounting the cash flows expected to be generated by the asset for the explicit forecast period and the perpetuity value (or terminal value) in case of assets with indefinite life.

The DCF method is one of the most common methods for valuing various assets such as shares, businesses, real estate projects, debt instruments, etc.

b) Relief from Royalty (RFR) Method

RFR Method is a method in which the value of the asset is estimated based on the present value of royalty payments saved by owning the asset instead of taking it on lease. It is generally adopted for valuing intangible assets that are subject to licensing, such as trademarks, patents, brands, etc.

c) Multi-Period Excess Earnings Method (MEEM)

MEEM is generally used for valuing intangible asset that is leading or the most significant intangible assets out of group of intangible assets being valued.

d) With and Without Method (WWM)

Under WWM, the value of the intangible asset to be valued is equal to the present value of the difference between the projected cash flows over the remaining useful life of the asset under the following two scenarios:

- i. business with all assets in place including the intangible asset to be valued; and
- ii. business with all assets in place except the intangible asset to be valued.



3. **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).

Two most commonly used valuation methods under the Cost approach:

- a) Replacement Cost Method; and
- b) Reproduction Cost Method.

a) **Replacement Cost Method**

Replacement Cost Method, also known as 'Depreciated Replacement Cost Method' involves valuing an asset based on the cost that a market participant shall have to incur to recreate an asset with substantially the same utility (comparable utility) as that of the asset to be valued, adjusted for obsolescence.

b) **Reproduction Cost Method**

Reproduction Cost Method involves valuing an asset based on the cost that a market participant shall have to incur to recreate a replica of the asset to be valued, adjusted for obsolescence.



B. Valuation Basis

As per paragraph 14 of the Indian Valuation Standard 102 - Valuation Bases, of Indian Valuation Standards 2018 issued by The Institute of Chartered Accountants of India, Valuation base means the indication of the type of value being used in an engagement. Different valuation bases may lead to different conclusions of value. Therefore, it is important for the valuer to identify the bases of value pertinent to the engagement. This Standard defines the following valuation bases:

- a) Fair value;
- b) Participant specific value; and
- c) Liquidation value

a) Fair Value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the valuation date. Fair value is the price in an orderly transaction in the principal (or most advantageous) market at the valuation date under current market conditions (i.e., an exit price) regardless of whether that price is directly observable or estimated using another valuation technique.

b) Participant Specific Value

Participant specific value is the estimated value of an asset or liability considering specific advantages or disadvantages of either of the owner or identified acquirer or identified participants.



c) Liquidation Value

Liquidation value is the amount that will be realised on sale of an asset or a group of assets when an actual/hypothetical termination of the business is contemplated/assumed.

Liquidation value can be carried out under the premise of an orderly transaction with a typical marketing period or under the premise of forced transaction with a shortened marketing period. The valuer must disclose whether an orderly or forced transaction is assumed. The net amount is determined after considering estimated cost of disposal.

C. Premise of Value

As per paragraph 37 of the Indian Valuation Standard 102 - Valuation Bases, of Indian Valuation Standards 2018 issued by The Institute of Chartered Accountants of India, Premise of Value refers to the conditions and circumstances how an asset is deployed. In a given set of circumstances, a single premise of value may be adopted while in some situations multiple premises of value may be adopted. Some common premises of value are as follows:

- i. highest and best use;
- ii. going concern value;
- iii. as is where' is value;
- iv. orderly liquidation; or
- v. forced transaction.



i. Highest and Best Use

The highest and best use of a non-financial asset takes into account the use of the asset that is physically possible, legally permissible and financially feasible.

ii. Going Concern Value

Going concern value is the value of a business enterprise that is expected to continue to operate in the future.

iii. As-is-where-is Basis

As-is-where-is basis will consider the existing use of the asset which may or may not be its highest and best use.

iv. Orderly Liquidation

An orderly liquidation refers to the realisable value of an asset in the event of a liquidation after allowing appropriate marketing efforts and a reasonable period of time to market the asset on an as-is, where-is basis.

v. Forced Transaction

Forced transaction is a transaction where a seller is under constraints to sell an asset without appropriate marketing period or effort to market such asset.

The approach, method, base, and premise of value is selected after considering the terms and purpose of the valuation engagement.



D. Discount for Lack of Marketability (DLOM)

DLOM is based on the premise that an asset which is readily marketable (such as frequently traded securities) commands a higher value than an asset which requires longer marketing period to be sold (such as securities of an unlisted entity) or an asset having restriction on its ability to sell (such as securities under lock-in-period or regulatory restrictions).

Determining an appropriate level of DLOM can be a complex and subjective process. Accordingly, the specific nature and characteristics of the asset and the facts and circumstances surrounding the valuation should be considered.

E. Control Premium and Discount for Lack of Control (DLOC)

Control Premium generally represents the amount paid by acquirer for the benefits it would derive by controlling the acquiree's assets and cash flows.

Control Premium is an amount that a buyer is willing to pay over the current market price of a publicly traded company to acquire a controlling interest in an asset. It is opposite of discount for lack of control to be applied in case of valuation of a non-controlling/minority interest.

Valuation Methodology

Income Approach:

The Discounted Cash Flow (DCF) method works on the premise that the value of a business is measured in terms of future cash flow streams, discounted to the present time at an appropriate discount rate. In the instant case, the objective is to derive the Fair Market Value of the Equity Shares/Warrants converted into equity shares of the Company as on the Valuation date. Thus, DCF method being the most appropriate



method under Income Approach is selected for the purpose of valuation. The projections as provided by the management and used in the DCF model are attached in Appendix.

Forecasting free cash flow to shareholders

Free cash flow to the shareholders (FCF) represents the cash flow that a company generates in an accounting period, after paying operating expenses and making necessary expenditures. This cash flow represents the return to shareholders.

FCF can be calculated from the statement of cash flows as follows:

FCF = Cash flow from operations + After-tax interest expense - Capital expenditures - Increase in working capital - Net Repayment of Debt

Cash Flow from operation (Net Income)

The profit after tax as calculated above in the projections plus depreciation and non-cash charges is taken as the Net Income for stating the computation of free cash flow to shareholders.

Net Capital Expenditure

To underpin growth, companies need to keep investing in capital items such as property, plants and equipment. Net capital expenditure is calculated by taking change in gross fixed asset disclosed in a company's projected balance sheet.

Change in Working Capital

Working capital refers to the cash a business requires for day-to-day operations or, more specifically, short-term financing to maintain current assets such as debtors. The faster a business expands the more cash it will need for working capital and investment.



Working capital is calculated as current assets minus current liabilities. Net change in working capital are the difference in working capital levels from one year to the next. When more cash is tied up in working capital than the previous year, the increase in working capital is treated as a cost against free cash flow.

Net Repayment of Debt

Net Repayment of Debt represents new debt borrowed as reduced by the debt repaid.

Discount Rate

Having projected the company's free cash flow for the next years, the worth of the cash flows as on date is required. That means selecting an appropriate discount rate which can be used to calculate the net present value (NPV) of the cash flows. The cost of equity has been taken as the discounting factor for discounting the free cash flows to the shareholders.

Cost of Equity

The annual rate of return that an investor expects to earn when investing in shares of a company is known as the cost of equity. That return is composed of the dividends paid on the shares and any increase (or decrease) in the market value of the shares. Under risk and return model, the cost of equity is derived using a build - up method and Modified CAPM Method.

Cost of Equity under Modified CAPM

$$\text{Cost of Equity (Ke)} = R_f + \beta \times (R_m - R_f)$$



Rf- Risk-Free Rate-This is the amount obtained from investing in securities considered free from credit risk, such as government securities. Rf has been taken to be 7.35%

which is Yield on 10 yrs India Bond Yield as on valuation date. (Source: https://www.rbi.org.in/Scripts/BS_NSDDPDisplay.aspx?param=4#)

β - Beta - This measure how much a company's share price moves against the market as a whole. A beta of one, for instance, indicates that the company moves in line with the market. If the beta is in excess of one, the share is exaggerating the market's movements; less than one means the share is more stable. Occasionally, a company may have a negative beta (e.g. a gold mining company), which means the share price moves in the opposite direction to the broader market. Beta of the industry has been taken 1 which is the average beta of the similar industries.

R_m - Expected Market Return - is assumed to be the Compound Annual Growth Rate (CAGR) of the Bombay Stock Exchange Sensex. The CAGR is computed based on the BSE Sensex values till the valuation date which comes to 15.67%.

Discounted Free Cash Flow to Shareholders (DFC)

All future cash flows are estimated and discounted to give their present values (PVs) - the sum of all future cash flows, both incoming and outgoing, is the net present value (NPV), which is taken as the value or price of the cash flows.

$$DCF = \frac{CF_1}{(1+r)^1} + \frac{CF_2}{(1+r)^2} + \dots + \frac{CF_n}{(1+r)^n}$$

CF - Cash Flow

r - discount rate (WACC)

Discounted Free Cash Flow of shareholders (DCF) = INR 13.40 Crore.



Terminal Value (T.V)

The terminal value is the value of the company's expected cash flow beyond the explicit forecast horizon.

There are several ways to estimate a terminal value of cash flows, but one well known method is to value the company as a perpetuity using the Gordon Growth Model. The model uses this formula:

$$\text{Terminal Value} = \frac{\text{Final Projected Year Cash Flow} \times (1 + \text{Long-Term Cash Flow Growth Rate})}{(\text{Discount Rate} - \text{Long-Term Cash Flow Growth Rate})}$$

This formula is however based on the assumption that the cash flow of the last projected year will stabilize and continue at the same rate forever. In the valuation exercise the cash flow of the Company is assumed to stabilize after 5 years and continue to grow at a rate of 7.5 % (source: World Bank national accounts data)

Present value Terminal Value = INR 69.67 Crore

Computation of Fair Value by Income Approach - Discounted Cash flow Method

Particulars	INR in Crore
Discounted Free Cash Flow to Shareholder	13.40
Add: Present Value of Terminal Value	69.67
Add: Surplus Assets	3.10
Less: Lease Liability	1.90
Value to the Shareholder	84.27
No of Equity shares	1,47,93,893
Value per Equity Share	56.97
Value per Equity Share (Rounded Off)	57.00



Asset Approach:

The Asset based method views the business as a set of assets and liabilities that are used as building blocks of a business value. The difference in the value of these assets and liabilities on a Book Value basis or Realisable Value basis or Replacement Cost basis is the business value. However, this methodology recognises historical cost of net assets only without recognizing its present earnings, comparative financial performance of its peers and their enterprise values etc. Therefore, in general Net Asset Value only reflects the minimum proxy value of the company. In the instant case, the subject company is intended to be continued on a 'going concern basis', therefore, we have not applied it as value derived by using asset approach may not be representative of its fair market value.

Market Approach:

IZMO Limited is listed on the National Stock Exchange of India Limited and Bombay Stock Exchange Limited where price of such shares is determined by the market forces i.e. the demand & supply of the shares among the buyers and Sellers. Stock Exchange is one of the most efficient platform where the price of the shares is determined by market forces and not by assumptions as required in Income approach, therefore we have used Comparable Companies method and Market Price method in accordance with the regulations of SEBI (ICDR) Regulations for valuation of equity share of IZMO Limited.

a) Comparable Companies Multiple (CCM) Method

There are listed Comparable Companies who are operating in the similar line of the business to the Company's Business. Hence CCM Method has been considered. A key benefit of Comparable Companies Multiples method is that this methodology is based on the current market price of peer companies which is generally viewed as one of the best valuation metrics as an observable input. However, there is the difficulty in the selection of a comparable company since its rare to find two or more companies with



the same product portfolio, size, capital structure, business strategy, profitability and accounting practices.

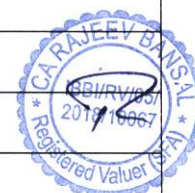
In the case of IZMO Limited, the peers are selected based on the nature of business and traded volume considering the EBITDA of comparable Companies weights are applied to the multiples of the comparable companies to arrive at the weighted average multiples.

Sr. No	Comparable Companies	EV/EBITDA	Weight Assigned
1	FCS Software Solutions Limited	36.91	25%
2	ELENT Technologies Limited	0.49	5%
3	Vakrangee Limited	23.77	15%
4	Sigma Solve Limited	135.64	40%
5	3i Infotech Limited	4.52	5%
6	Dev Information Technology Limited	16.90	10%
	Weighted Average Multiple	69.00	100

Sr. No.	Particulars	EV/EBITDA
1	Total EBITDA of IZMO Limited as on 31.12.2022	1.42 Crore
2	Weighted Average Multiple	69
	Enterprise Value	97.98 Crore

Computation of fair value by Multiple Approach - Comparable Companies Method

Particulars	Details
Enterprise Value	97.98 Crore
Value of Debt	0.72 Crore
Value to Shareholders	98.70 Crore
No. of Equity Shares	1,33,91,573
Value per Equity Share	73.70



b) Market Price Method

Under the Market Approach, Market Price Method has been adopted, wherein the traded price, market and volume of the stock are observed over a reasonable period while valuing assets which are traded in the Active Market. The pricing guideline of Regulation 164 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI ICDR) have been relied upon for valuing the equity share of SRL under the Market Price Method.

As per the Regulation 164 of the SEBI ICDR read with Regulation 161 the pricing guideline for Pricing of frequently traded shares are as follows:

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

Since the equity shares of IZMO Limited is frequently traded in the recognised stock exchanges, market approach has been duly considered for the valuation of the equity shares of the Company.



For the purpose of this Chapter, "relevant date" as per **Regulation 161** means

- a) in case of preferential issue of equity shares, the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue:
- b) in case of a preferential issue of convertible securities, either the relevant date referred to in clause (a) of this regulation or a date thirty days prior to the date on which the holders of the convertible securities become entitled to apply for the equity shares.

Explanation: Where the relevant date falls on a weekend or a holiday, the day preceding the weekend, or the holiday will be reckoned to be the relevant date

Valuation of Equity Share of IZMO Limited as per the SEBI ICDR

Working of 90 trading days' volume weighted average price (VWAP) preceding the relevant date.

Sr. No	Date	VWAP	Total Traded Quantity	VWAP * Traded Quantity
1	21-Mar-23	82.36	40886	33,67,429.20
2	20-Mar-23	82.13	20449	16,79,399.45
3	17-Mar-23	83.39	41954	34,98,382.20
4	16-Mar-23	83.19	61069	50,80,247.80
5	15-Mar-23	85.14	71115	60,54,917.80
6	14-Mar-23	83.92	87067	73,06,782.25
7	13-Mar-23	88.39	78096	69,03,074.55
8	10-Mar-23	91.38	131844	1,20,47,844.60
9	09-Mar-23	90.51	198115	1,79,30,726.35
10	08-Mar-23	88.92	226150	2,01,08,872.95
11	06-Mar-23	81.69	370567	3,02,70,996.05
12	03-Mar-23	80.61	121599	98,02,036.30



13	02-Mar-23	82.28	47066	38,72,581.65
14	01-Mar-23	82.94	68490	56,80,787.50
15	28-Feb-23	82.69	85455	70,66,188.85
16	27-Feb-23	83.85	163972	1,37,49,168.85
17	24-Feb-23	89.9	414579	3,72,72,522.75
18	23-Feb-23	91.83	206102	1,89,25,671.60
19	22-Feb-23	93.19	283214	2,63,91,817.40
20	21-Feb-23	100.29	888779	8,91,33,604.30
21	20-Feb-23	95.72	1088843	10,42,18,869.45
22	17-Feb-23	88.7	760701	6,74,75,805.90
23	16-Feb-23	78.71	19826	15,60,562.60
24	15-Feb-23	79.1	38949	30,80,875.55
25	14-Feb-23	79.82	87924	70,17,663.15
26	13-Feb-23	78.44	68302	53,57,339.65
27	10-Feb-23	78.19	54604	42,69,227.30
28	09-Feb-23	77.29	39429	30,47,384.80
29	08-Feb-23	77.77	209156	1,62,66,988.35
30	07-Feb-23	72.66	60499	43,95,829.80
31	06-Feb-23	71.08	9477	6,73,612.50
32	03-Feb-23	71.17	11156	7,93,988.05
33	02-Feb-23	71.03	7041	5,00,143.25
34	01-Feb-23	71.01	13727	9,74,702.55
35	31-Jan-23	71.04	17158	12,18,827.20
36	30-Jan-23	71.16	14651	10,42,599.80
37	27-Jan-23	71.16	21487	15,29,004.00
38	25-Jan-23	70.95	14715	10,44,038.90
39	24-Jan-23	71.34	15964	11,38,891.80
40	23-Jan-23	72.23	12467	9,00,500.25
41	20-Jan-23	72.62	15505	11,26,030.75
42	19-Jan-23	73.52	11848	8,71,052.00
43	18-Jan-23	73.11	9745	7,12,459.10
44	17-Jan-23	72.82	14666	10,67,905.65
45	16-Jan-23	73.61	9573	7,04,655.60



46	13-Jan-23	73.03	20021	14,62,037.15
47	12-Jan-23	73.6	20419	15,02,872.70
48	11-Jan-23	73.47	12978	9,53,510.40
49	10-Jan-23	73.35	15371	11,27,483.10
50	09-Jan-23	74.21	12784	9,48,759.85
51	06-Jan-23	73.62	24670	18,16,095.20
52	05-Jan-23	74.68	22503	16,80,593.10
53	04-Jan-23	76.2	20005	15,24,414.20
54	03-Jan-23	76.47	30760	23,52,261.70
55	02-Jan-23	74.54	24695	18,40,712.70
56	30-Dec-22	74.51	39201	29,20,816.10
57	29-Dec-22	73.81	17886	13,20,229.55
58	28-Dec-22	75.15	17750	13,33,943.55
59	27-Dec-22	74.5	25802	19,22,159.40
60	26-Dec-22	72.8	26036	18,95,537.15
61	23-Dec-22	71.81	26831	19,26,842.75
62	22-Dec-22	74.6	59844	44,64,590.65
63	21-Dec-22	78.61	136357	1,07,18,503.80
64	20-Dec-22	80.27	162289	1,30,26,522.05
65	19-Dec-22	76.23	16682	12,71,721.10
66	16-Dec-22	75.95	18297	13,89,711.20
67	15-Dec-22	77	48244	37,14,661.80
68	14-Dec-22	77.57	49959	38,75,205.05
69	13-Dec-22	78.83	59731	47,08,783.15
70	12-Dec-22	80.6	25591	20,62,532.55
71	09-Dec-22	81.38	30557	24,86,866.50
72	08-Dec-22	83.04	27082	22,48,918.10
73	07-Dec-22	83.91	25291	21,22,077.10
74	06-Dec-22	85.92	73322	63,00,170.95
75	05-Dec-22	84.35	34870	29,41,124.30
76	02-Dec-22	84.95	72116	61,25,906.20
77	01-Dec-22	83.79	51673	43,29,896.40
78	30-Nov-22	85.31	71649	61,12,289.75



79	29-Nov-22	88.47	92917	82,20,761.25
80	28-Nov-22	89.68	445985	3,99,94,631.90
81	25-Nov-22	83.93	105390	88,45,841.40
82	24-Nov-22	84.69	62260	52,72,646.85
83	23-Nov-22	86.52	265395	2,29,61,390.95
84	22-Nov-22	84.42	166061	1,40,18,308.20
85	21-Nov-22	85.64	455460	3,90,05,205.60
86	18-Nov-22	79.66	387980	3,09,07,609.95
87	17-Nov-22	72.22	9186	6,63,434.40
88	16-Nov-22	72.67	19589	14,23,507.35
89	15-Nov-22	73.09	27714	20,25,577.65
90	14-Nov-22	71.78	34566	24,81,255.55
Total			9627750	83,73,79,930.65

Working of 10 trading days' volume weighted average price (VW AP) preceding the relevant date.

Sr. No	Date	VWAP	Total Traded Quantity	VWAP * Traded Quantity
1	21-Mar-23	82.36	40886	33,67,429.20
2	20-Mar-23	82.13	20449	16,79,399.45
3	17-Mar-23	83.39	41954	34,98,382.20
4	16-Mar-23	83.19	61069	50,80,247.80
5	15-Mar-23	85.14	71115	60,54,917.80
6	14-Mar-23	83.92	87067	73,06,782.25
7	13-Mar-23	88.39	78096	69,03,074.55
8	10-Mar-23	91.38	131844	1,20,47,844.60
9	09-Mar-23	90.51	198115	1,79,30,726.35
10	08-Mar-23	88.92	226150	2,01,08,872.95
Total			956745	8,39,77,677.15



Particulars	Amount in INR
90 Trading Days VW AP	86.98
10 Trading Days VW AP	87.77
As per SEBI ICDR price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the above	87.77

Value Conclusion

Sr. No	Valuation Approach	Valuation Method	Value per Share
1	Asset approach	Net Asset Value	N.A.
2	Income approach	DCF	N.A.
3	Market Approach	Company Comparable Method	73.70
		Market Price Method	87.77
* As per regulation 166A of SEI (ICDR) the floor price of per equity share is			87.77

*As per Regulation 166A of SEBI (ICDR) Regulations

- (1) Any preferential issue, which may result in a change in control or allotment of more than five percent 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:

Therefore, the floor price per share is INR 87.77 rounded to INR 88.00



CONCLUSION

The valuations were conducted according to the generally accepted principles and methods followed internationally.

Based on our analysis, as described in the valuation report, and subject to the assumptions presented herein, in our opinion, **value per share of equity shares of IZMO Limited as on March 22, 2023, can be considered as INR 88.00 (Indian Rupees Eighty-Eight Only).**

We have no obligation to update this report or our conclusion of value for information that comes to our attention after the date of report.




CA. Rajeev Bansal

Registered Valuer (S&FA)

Registration No. IBBI/RV/05/2018/10067

UDIN: 23508076BGWYKT2989

CAVEATS, LIMITATION AND DISCLAIMERS:

The conclusion of value arrived at herein is valid only for the stated purpose as of the date of the valuation and may not be used out of the context presented herein.

1. Public information, estimates, industry and statistical information contained in this report have been obtained from sources considered to be reliable. However, we independently did not verify such information and make no representation as to the accuracy or completeness of such information obtained from or provided by such sources.
2. The company and its representatives warranted to us that the information supplied to us was complete and accurate to the best of their knowledge and that the financial information properly reflects the business conditions and operating results for the respective periods in accordance with generally accepted accounting principles. Information supplied to us has been accepted as correct without any further verification. We have not audited, reviewed, or compiled the financial information provided to us and, accordingly, we express no audit opinion or any other form of assurance on this information.
3. Financial information of the subject company is included solely to assist in the development of a value conclusion presented in this report and should not be used to obtain credit or for other purpose. Because of the limited purpose of the information presented, it may be incomplete and contain departures from generally accepted accounting principles. We have not audited, reviewed or compiled this information and express no assurance on it.
4. We do not provide assurance on the achievability of the results forecasted by the client because events and circumstances frequently do not occur as expected; differences between actual and expected results may be material; and



achievement of the forecasted results is dependent on actions, plans, and assumptions of management.

5. The conclusion of value arrived at herein is based on the assumption that the current level of management expertise and effectiveness would continue to be maintained, and that the character and integrity of the enterprise through any sale, reorganization, exchange, or diminution of the owners' participation would not be materially or significantly changed.
6. Possession of this report, or a copy thereof, does not carry with it the right of publication of all or part of it nor may it be used for any purpose by anyone other than those enumerated in this report without the written consent of the Valuer. This report and the conclusion of value arrived at herein are for the exclusive use of our client for the sole and specific purposes as noted herein.
7. The report and conclusion of value are not intended by the author and should not be construed by the reader to be investment advice in any manner whatsoever. The conclusion of value represents the considered opinion of Valuer, based on information furnished to them by the client.
8. Neither all nor any part of the contents of this report (especially the conclusion of value, the identity of any valuation specialist(s), or the firm with which such valuation specialists are connected or any reference to any of their professional designations) should be disseminated to the public through advertising media, public relations, news media, sales media, mail, direct transfer, or any other means of communication without our prior written consent and approval.
9. This valuation reflects facts and conditions existing or reasonably foreseeable at the valuation date. Subsequent events have not been considered, and we have no obligation to update our report for such events and conditions.



10. The analyst, by reason of this valuation, is not required to give further consultation, testimony, or be in attendance in court with reference to the property in question unless arrangements have been previously made.
11. Our engagement for this valuation consulting work does not include any procedures designed to discover any defalcations or other irregularities, should any exist.
12. We are not an environmental consultant or auditor, and it takes no responsibility for any actual or potential environmental liabilities. Any person entitled to rely on this report, wishing to know whether such liabilities exist, or the scope and their effect on the value of the property, is encouraged to obtain a professional environmental assessment. We does not conduct or provide environmental assessments and has not performed one for the subject property.
13. We haven't determined independently whether the client is subject to any present or future liability relating to environmental matters nor the scope of any such liabilities. Our valuation takes no such liabilities into account, except as they have been reported to us by the client or by an environmental consultant working for the client.
14. We don't accept any liability to any party in relation to the issuance of this Valuation Report. No change of any item in this valuation/conclusion report shall be made by anyone other than us, and we shall have no responsibility for any such unauthorized change.
15. This report is not a substitute for the third party's own due diligence/ appraisal/ enquiries/ independent advice that the third party should take for this purpose.
16. It is assumed that there is full compliance with all applicable central, state and local environmental regulations and laws unless noncompliance is stated, defined, and considered in the report.



17. The prospective financial information approved by management has been used in our work, we have not examined or compiled the prospective financial information and therefore, do not express an audit opinion or any other form of assurance on the prospective financial information or the related assumptions. Events and circumstances frequently do not occur as expected and there will usually be differences between prospective financial information and actual results, and those differences may be material.
18. We have conducted interviews with the current management of the client concerning the past, present, and prospective operating results of the company. Except as noted, we have relied on the representations of the owners and management concerning the value and useful condition of all equipment, real estate, investments used in the business, and any other assets or liabilities, except as specifically stated to the contrary in this report.
19. We have made no investigation of title to property and assume that the owner's claim to the property is valid. We have not attempted to confirm whether or not all assets of the business are free and clear of liens and encumbrances or that the entity has good title to all assets. However, we make no representation as to accuracy or completeness of such information and have performed no procedures to corroborate the information.

