



G AAKASH & ASSOCIATES

Company Secretaries

The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P.J.Towers,
Dalal Street,
Mumbai – 400 001.

Dear Sirs,

Subject: Certificate from Practicing Company Secretary for Pricing

Ref: Application for “In-principle approval” in relation to issue and allotment of upto 15,85,00,000 (Fifteen Crores Eighty Five Lakhs) Convertible warrants (“Warrants”) on preferential basis under Regulation 28(1) of SEBI (LODR) Regulations, 2015 by Elitecon International Limited (“Company”).

We M/s G Aakash & Associates, Company Secretaries, hereby certify that:

1. The minimum issue price for the proposed preferential issue of Elitecon International Limited, based on the pricing formula prescribed under Regulation 164 and 165 of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 has been worked out at Rs. 10/- (Rupees Ten Only).
2. The relevant date for the purpose of said minimum issue price was August 02, 2024.
3. The workings for arriving at such minimum issue price or valuation report from Independent Registered Valuer are enclosed as **Annexure 1**.
4. 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 on BSE Limited. **Not applicable as the Equity Shares of the Company have not been traded during the preceding 90 trading days prior to the relevant date.**
5. The Articles of Association of the Company does not provide for a method of determination which results in a floor price higher than that determined under ICDR Regulations, 2018.



OR

~~We hereby certify that the Articles of Association of the issuer provides for a method of determination which results in a floor price higher than that determined under ICDR Regulations, 2018 then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue. Accordingly, we have calculated the floor price which worked out as Rs. _____ [kindly provide the detailed working of the same]~~

**For G Aakash & Associates
Company Secretaries**



Aakash Goel

(Prop.)

M. No.: A57213

CP No.: 21629

UDIN: A057213F000941448

Date: August 09, 2024

Place: Panipat

**Valuation Report
For
Equity Shares
of
ELITECON INTERNATIONAL LIMITED
CIN: L16000DL1987PLC396234**

**Prepared by:
Hitesh Jhamb
(IBBI REGISTERED VALUER)
Registration No: IBBI/RV/11/2019/12355**

Contact Details

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201010

To,
The Board of Directors
ELITECON INTERNATIONAL LIMITED

Date: 09.08.2024

152, Shivani Apartments, Plot No. 63, I.P. Extension, Patparganj, East Delhi, Delhi, India, 110092

Dear Sir,

Sub: Recommendation of price of Equity Shares of Company as per the Regulation 165 of SEBI (Issue of Capital and Disclosure Requirements) Regulations for management use.

We refer to the engagement dated 06.08.2024, wherein **ELITECON INTERNATIONAL LIMITED** ("Company") have requested me i.e. Hitesh Jhamb, ("Valuer" or "me") to recommend fair value of **Equity Shares**.

We hereby enclose the Report on Valuation of Shares. The valuation is prepared in compliance with International Valuation Standards (IVS). The sole purpose of this report is to assist the Company to determine the value of Equity Share for allotment of Convertible Equity Share Warrants as per Regulation 165 of SEBI (Issue of Capital and Disclosure Requirements) Regulations.

Based on the Scope and limitations of work, Sources of information and Valuation methodology of the report and the explanations therein, the total equity value of the Company is under: -

Name of the Company	M/s ELITECON INTERNATIONAL LIMITED
Relevant Date	31.03.2024
Value per Share calculated as per this Report	INR (873.05) (Negative Indian Rupees Eight Hundred and Seventy Three and paise zero five only)

Note: As per Section 53 of Companies Act, 2013, a Company can't issue its shares at discount, Hence the value for the purpose of issuance of shares shall be its face value i.e. INR 10.00 per share.

HITESH JHAMB
IBBI/RV/11/2019/12355
REGISTERED VALUER

Hitesh Jhamb
Registered Valuer - Securities or Financial Assets
Registration No. IBBI/RV/11/2019/12355
CP No. DJF/RVO/005/SFA/DJF/RVO/2019-20/DELHI/B-3(F)/10020
UDIN: A041091F000938636

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VALUATION ANALYSIS

We refer to our Engagement dated 06.08.2024 confirming our appointment as independent valuer of **ELITECON INTERNATIONAL LIMITED** (the “Company”). In the following paragraphs, we have summarized our Valuation Analysis (the “Analysis”) of the business of the Company as informed by the Management and detailed herein, together with the description of the methodologies used and limitations on our scope of work.

1. Context and Purpose

Based on discussion with the Management, we understand that the Company’s promoters are evaluating the price of **Equity Shares**. In this context, the Management requires our assistance in determining the fair value of equity shares of the Company for allotment of Equity Convertible Share Warrants.

2. Conditions and major Assumptions

Conditions

The historical financial information about the company presented in this report is included solely for the purpose to arrive at value conclusion presented in this report, and it should not be used by anyone to obtain credit or for any other unintended purpose. Because of the limited purpose as mentioned in the report, it may be incomplete and may contain departures from generally accepted accounting principles prevailing

in the country. We have not audited, reviewed, or compiled the Financial Statements and express no assurance on them. The financial information about the company presented in this report includes normalization adjustments made solely for the purpose to arrive at value conclusions presented in this report.

This report is only to be used in its entirety, and for the purpose stated in the report. No third parties should rely on the information or data contained in this report without the advice of their lawyer, attorney or accountant.

We acknowledge that we have no present or contemplated financial interest in the Company. Our fees for this valuation are based upon our normal billing rates, and not contingent upon the results or the value of the business or in any other manner. We have no responsibility to modify this report for events and circumstances occurring subsequent to the date of this report.

We have, however, used conceptually sound and generally accepted methods, principles and procedures of valuation in determining the value estimate included in this report. The valuation analyst, by reason of performing this valuation and preparing this report, is not to be required to give expert testimony nor to be in attendance in court or at any government hearing with reference to the matters contained herein, unless prior arrangements have been made with the analyst regarding such additional engagement.

Assumptions

The opinion of value given in this report is based on information provided in part by the management of the Company and other sources as listed in the report. This information is assumed to be accurate and complete.

We have relied upon the representations contained in the public and other documents in our possession concerning the value and useful condition of all investments in securities or partnership interests, and any other assets or liabilities except as specifically stated to the contrary in this report. 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 owner has good title to all the assets.

We have also assumed that the business will be operated prudently and that there are no unforeseen adverse changes in the economic conditions affecting the business, the market, or the industry. This report presumes that the management of the Company will maintain the character and integrity of the Company through any sale, reorganization or reduction of any owner's/manager's participation in the existing activities of the Company.

We have been informed by management that there are no environmental or toxic contamination problems, any significant lawsuits, or any other undisclosed contingent liabilities which may potentially affect the business, except as may be disclosed elsewhere in this report. We have assumed that no costs or expenses will be incurred in connection with such liabilities, except as explicitly stated in this report.

3. Background of the company and Industry

The Company was incorporated on 15th December, 1987 as ELITECON INTERNATIONAL LIMITED. The Company's CIN No. is L16000DL1987PLC396234. The Company's registered office is at 152, Shivani Apartments, Plot No. 63, I.P. Extension, Patparganj, East Delhi, Delhi, India, 110092.

ELITECON INTERNATIONAL LIMITED is engaged in manufacturing and trading of cigarettes, smoking mixture and Sheesha and other allied products of the tobacco industry across Domestic Market and Overseas Market. Currently Company is doing business in overseas market with UAE, Singapore, Hong Kong and other European Countries like UK and it has future plans for other products like chewing tobacco, snuff grinders, match lights, matches, match boxes and pipes and other articles.

Details of KMPs and Directors as on date of Signing of Report:

Sr. No.	Name	Designation	DIN	Appointment date
1	Mr. Vipin Sharma	Managing Director	01739519	26/03/2021
2	Ms. Monam Kapoor	Director	09278005	12/04/2022
3	Mr. Ish Sadana	Director	07141836	27/06/2022
4	Ms. Preeti	Director	09662113	05/08/2022
5	Mr. Dayanand Ray	Director	07478810	24/06/2023
6	Ms. Chetna	Chief Financial Officer	-	26/05/2022
7	Mr. Azmal Raqueeb Khan	Company Secretary	-	18/06/2024

4. Background information of the asset being valued

Valuation of EQUITY SHARES of the Company.

5. Purpose of valuation and appointing authority:

To determine a price of Equity Shares as per Regulation 165 of SEBI (Issue of Capital and Disclosure Requirements) Regulations.

The Company has appointed the Registered Valuer vide engagement dated 06.08.2024.

6. Identity of the valuer and any other experts involved in the valuation:

Hitesh Jhamb, Registered Valuer - Securities or Financial Assets vide Registration No. IBBI/RV/11/2019/12355.

7. Disclosure of valuer interest/conflict, if any: Nil

8. Date of appointment, valuation date and date of report:

Date of appointment	06.08.2024
Cutoff Date	31.03.2024
Date of signing of report	09.08.2024

9. Basis/ bases of value used

This appraisal report relies upon the use of fair market value as the standard of value. For the purposes of this appraisal, fair market value is defined as the expected price at which the subject business would change hands between a willing buyer and a willing seller, neither being under a compulsion to conclude the transaction and both having full knowledge of all the relevant facts.

This is essentially identical to the market value basis as it is defined under the International Valuation Standards. The appraisal was performed under the premise of value in continued use as a going concern business enterprise. In our opinion this premise of value represents the highest and best use of the subject business assets.

10. Valuation Standards

The Report has been prepared in compliance with the **International Valuation Standards**.

11. Valuation Methodology, Approach and Procedures adopted in carrying out the valuation

The standard of value used in the analysis is “Fair Value”, which is often defined as the price, in terms of cash or equivalent, that a buyer could reasonably be expected to pay, and a seller could reasonably be expected to accept, if the business were exposed for sale on the open market for a reasonable period of time, with both buyer and seller being in possession of the pertinent facts and neither being under any compulsion to act.

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

- whether the entity is listed on a stock exchange;
- industry to which the Company belongs;
- past track record of the business and the ease with which the growth rate in cash flows to perpetuity can be estimated;
- extent to which industry and comparable company information are 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. These can be broadly categorized as follows:

i. Cost Approach:

The value arrived at under this approach is based on the audited / CA and Management certified financial statements of the business and may be defined as Shareholders' Funds or Net Assets owned by the business. The balance sheet values are adjusted for any contingent liabilities that are likely to materialize.

ii. Market Approach:

The Market Approach can be applied through different methods, namely Market Price Method, Comparable Companies Multiple Method, Comparable Transaction Multiple Method and Prior Sale of Business Method, which are discussed in detail in the following paragraphs.

Market Price Method

In 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 use average price of the asset over a reasonable period. The valuer should consider using weighted average or volume weighted average to reduce the impact of volatility or any one time event in the asset.

Comparable Companies Multiple Method

Market Comparable Method involves the identification of comparable companies followed by the derivation of market based multiples. While applying such multiples to the subject company's financial metrics (e.g. revenue or earnings), careful adjustments to account for differences in fundamentals between the comparable companies and the subject must be undertaken.

- A. Theoretically, a comparable company is the one with cash flows, growth potential and risk similar to the company being valued.
- B. Conventionally, looking at the companies within the sector provides a better-matched and similar-profiled set of comparable companies.
- C. Alternatively, in some cases, it is necessary to look across sectors to identify comparable companies.

In practice, one seldom finds exactly similar companies.

The next step is to arrive at a standardized set of ratios for comparison, commonly known as multiples. Multiples are a ratio of the enterprise value/equity value over different financial parameters like Revenue,

Earnings before Interest, Tax, Depreciation and Amortization (“EBITDA”), Profit after Tax (“PAT”), Earnings per Share (“EPS”), book value etc., with some being preferred over the others.

For example, EBITDA multiple is preferred over PAT multiple so as to eliminate the effect of differences in depreciation policies and the impact of leveraging.

As comparable companies are not exactly like the company being valued, the multiples derived from such companies cannot be applied sacrosanct, and thus merit various subjective adjustments to account for differences in risk profile, growth rate, etc. For example, a company with higher EBITDA margin should command a better multiple than an average performer or a positive adjustment is required for a company with better growth potential.

In some cases, multiples of non-financial parameters are also used.

For example, it is a common practice to evaluate oil companies using multiples of value per barrel of oil or in case of banking shares using value based on the loan portfolio. Furthermore, while valuing hospitals, valuation practitioners rely on industry specific metrics such as enterprise value/operating hospital bed.

Comparable Companies Transaction Method

A variant of the Comparable Companies Multiple Method, the Comparable Companies Transaction Method uses transaction multiples in place of trading multiples. Transaction multiples, as the name suggests, are the multiples implied in the recent acquisitions/disposals of comparable companies.

This method is especially useful if there are limited comparable companies. Also, it incorporates the market sentiments in a better Market Approach way, as the multiples, unlike trading multiples which are affected by the inefficiencies of the market, are based on an informed negotiation between buyers and sellers.

Various factors should be considered while using transaction multiples. These are nature of transaction - hostile deal, group restructuring, industry trends, negotiation or control premiums that may have been paid, time of transaction - whether at the high or low of industry cycle, consideration share or cash, contingent to future performance, etc.

This method suffers from limitation of data availability, as the requisite information relating to transactions, specially about private companies, is seldom available.

Prior Sale of Business Method

Prior Sale of Business Method, like the Market Transaction Method, makes use of transaction multiples. However, transaction multiples used in this case are the ones implied in the prior transactions involving the subject company itself. For example, an earlier stake sale in business can be used to provide a benchmark valuation of a company, provided the same was between unrelated parties.

Transaction multiples should be adjusted for timings of the transactions and intermediate changes in the stage of business, earnings margin, growth rate, etc.

iii. Income Approach:

Incoem Capitalization Method (Profit Earning Capacity Value –“PECV”)

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

Selection of Valuation Methodology:

We have used multiple methodologies to value the Company, which are in compliance with the various provisions of Regulation 165 of SEBI (Issue of Capital and Disclosure Requirements) Regulations. All the methodologies are explained in detail in Clause No. 16 of the Report.

12. Major factors that influenced the valuation

Price of equity shares depends on a host of factors like earnings per share, prospects of expansion, future earnings potential, possible issue of bonus or rights shares, etc. Some demand for a particular stock may give pleasure of power as a shareholder or prestige and control on management.

Satisfaction and pleasure in the non-monetary sense cannot be considered in any practical and quantifiable sense. Many psychological and emotional factors influence the demand for a share.

13. Sources of Information

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

- 1. Discussions with the Management.*
- 2. Brief Profile of Company & promoters*
- 3. Data available at BSE*
- 4. In addition to the above, we have also obtained such other information and explanations which were considered relevant for the purpose of the Analysis.*

14. Caveats, limitations and disclaimers

- A. Provision of valuation recommendations and considerations of the issues described herein are areas of our regular corporate advisory practice. The services do not represent accounting, assurance, financial due diligence review, consulting, Issue pricing or domestic/international tax-related services that may otherwise be provided by us.
- B. Our review of the affairs of the Company and their books and account does not constitute an audit in

accordance with Auditing Standards. We have relied on explanations and information provided by the Management of the Company and accepted the information provided to us as accurate and complete in all respects. Although, we have reviewed such data for consistency and reasonableness, we have not independently investigated or otherwise verified the data provided. Nothing has come to our attention to indicate that the information provided had material mis-statements or would not afford reasonable grounds upon which to base the Report.

- C. The report is based on the financial projections provided to us by the management of the company and thus the responsibility for forecasts and the assumptions on which they are based is solely that of the Management of the Company and we do not provide any confirmation or assurance on the achievability of these projections. It must be emphasized that profit forecasts necessarily depend upon subjective judgment. Similarly we have relied on data from external sources. These sources are considered to be reliable and therefore, we assume no liability for the accuracy of the data. We have assumed that the business continues normally without any disruptions due to statutory or other external/internal occurrences. The valuation worksheets prepared for the exercise are proprietary to **Hitesh Jhamb, Registered Valuer** and cannot be shared. Any clarifications on the workings will be provided on request, prior to finalizing the Report, as per the terms of our engagement.
- D. The scope of our work has been limited both in terms of the areas of the business and operations which we have reviewed and the extent to which we have reviewed them.
- E. The Valuation Analysis contained herein represents the value only on the date that is specifically stated in this Report. This Report is issued on the understanding that the Management of the Company has drawn our attention to all matters of which they are aware, which may have an impact on our Report up to the date of signature. We have no responsibility to update this Report for events and circumstances occurring after the date of this Report.
- F. We have no present or planned future interest in the Company and the fee for this Report is not contingent upon the values reported herein.
- G. Our Valuation Analysis should not be construed as investment advice; specifically, we do not express any opinion on the suitability or otherwise of entering any transaction with the Company.

15. Distribution of report

The Analysis is confidential and has been prepared exclusively for the purpose of Issue of Shares. It should not be used, reproduced or circulated to any other person or for any purpose other than as mentioned above, in whole or in part, without the prior written consent of **Hitesh Jhamb, Registered Valuer**. Such consent will only be given after full consideration of the circumstances at the time.

16. Opinion of value of the business

The Shares of Company are infrequently traded and further there is not allotment of more than 5%, therefore, the provisions of **Regulation 165** will be attracted on Company.

Regulation 165. .

Where the shares of an issuer are not frequently traded, the price determined by the issuer shall take into account the valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies: Provided that the issuer shall submit a certificate stating that the issuer is in compliance of this regulation, obtained from an independent²²⁸[registered] valuer to the stock exchange where the equity shares of the issuer are listed.

Valuation as per Income Approach

Method Used: Income Capitalisation Method

Elitecon International Limited Income Capitalization Method			
For the year ending on:	Weights	PAT (In Lakhs)	Products
31 March 2024	3	478	1434.03
31 March 2023	2	-7818	-15636.22
31 March 2022	1	43	43.41
Average Profit after tax (PAT)		-2359.80	
(Ke-G)		10%	
Equity Value		-24559.9	
No of Equity Shares		1210000.0	
Equity Value Per Share		-2029.74	

Valuation as per Cost Approach

Method Used: Net Asset Value Method

Elitecon International Limited	
Net Asset Valuation	
Particulars in INR in Lakhs	
As on date --->	31-03-2024
Assets	11,916.18
Current Assets	11,269.8
Trade Receivables	1,563.56
Inventories	3,958.47
Cash & Cash Equivalents	182.32
Other Current Assets	5,541.8
Current Tax Assets (Net)	23.6
Non-Current Assets	646.4
Plant Property & Equipment	562.95
Right of use Assets	69.52
Deffered Tax Assets (Net)	13.9
Liabilities	18,855.7
Current Liabilities	4,570.3
Lease Liabilities	19.9
Trade Payables	2,625.9
Other Current Liabilities	1,924.5
Provisions	0.01
Non-Cuurent Liabilities	14,285.4
Borrowings	14,233.73
Lease Liabilities	50.60
Provisions	1.10
Net Asset Valuation	-6,939.6
Number of Shares	12,10,000.0
Price Per Share	-573.52

Valuation as per Market Approach

Method Used: Comparable Trading Method

	EPS	Price	P/E
SHARIKAASEEM GLOBAL LTD	-12.04	2.7	-0.22
MARKOBENZ	4.58	17.46	3.81
FERVENTSYN	-4.28	20.52	-4.79
PE			-0.402
EPS			39.510
Value per Share			-15.9

Approach	Methods	Value per share	Weights
Asset Approach	Net Asset Valuation	-573.52	33%
Income Approach	Income Capitalization Method	-2,029.74	33%
Market Approach	Comparable Trading Method	-15.89	33%
Relative Value Per Share		-873.05	

Note: As per Section 53 of Companies Act, 2013, a Company can't issue its shares at discount, Hence the value for the purpose of issuance of shares shall be its face value i.e. INR 10.00 per share.

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

Yours faithfully,

HITESH JHAMB
 IBBI/RV/11/2019/12355
 REGISTERED VALUER

Hitesh Jhamb

Registered Valuer - Securities or Financial Assets

Registration No. IBBI/RV/11/2019/12355

CP No. DJF/RVO/005/SFA/DJF/RVO/2019-20/DELHI/B-3(F)/10020

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