

VALUATION REPORT

**REPORT ON SHARE EXCHANGE RATIO OF
MOBAVENUE MEDIA PRIVATE LIMITED
&
LUCENT INDUSTRIES LIMITED**

To,
Board of Directors/Audit Committee
LUCENT INDUSTRIES LIMITED

208, White Lotus Plaza, 1 Avantika Nagar, Scheme No 51, Sangam Nagar, Army Head Quarter, Indore, Indore, Madhya Pradesh, India, 452006

Subject – Fair Valuation of Exchange Ratio Between LUCENT INDUSTRIES LIMITED and MOBAVENUE MEDIA PRIVATE LIMITED.

Dear Sir,

The said valuation assignment has been conducted for the purpose of determining exchange ratio with respect to the proposed scheme of amalgamation between **MOBAVENUE MEDIA PRIVATE LIMITED** (hereinafter referred to as “MMPL” or “**TRANSFEROR Company**”) with and into **LUCENT INDUSTRIES LIMITED** (hereinafter referred to as “LIL” or “**TRANSFeree Company**”) UNDER SECTIONS 230 TO 232 and Other Applicable Provisions of The Companies Act, 2013.

Valuation Summary:

We Procurve Valux Private Limited (“herein-after-referred as “**Valuer Entity**”), hereby certify the fair value of equity shares of the Company as follow.


- | | |
|---------------------------------|-----------------------------------|
| 1. Date of Valuation | : 31 st December, 2024 |
| 2. Date of appointment | : 20 th January, 2025 |
| 3. Date of Submission of Report | : 24 th February, 2025 |

Our recommendation:

In respect of every for every 1000 share held in Mobavenue, 402602 shares of Lucent to be issued.

This certificate is being issued for compliance with the aforesaid purpose only.

Thank you



For and on behalf of
Procurve Valux Private Limited
CA Sejal Agrawal (Director)
Registered Valuer Entity- Securities & Financial Assets
Registration No. IBBI/RV-E/02/2025/218
Place: Ahmedabad
VRN: IOVRVF/PVP/2024-2025/4692



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DISCLAIMER

This report is prepared by **Procurve Valux Private Limited**, a Registered Valuer Entity, having Registration no. **IBBI/RV-E/02/2025/218** with the Insolvency and Bankruptcy Board of India, (hereinafter referred to as “**Valuer Entity**”) for the purpose of determining exchange ratio with respect to the proposed scheme of amalgamation between **VIR MOBAVENUE MEDIA PRIVATE LIMITED** (hereinafter referred to as “**MMPL**” or “**TRANSFEROR Company**”) with and into **LUCENT INDUSTRIES LIMITED** (hereinafter referred to as “**LIL**” or “**TRANSFeree Company**”).

It is hereby declared that the Valuer acts as an independent professional for the said Valuation exercise. The Valuer is not interested or concerned, financially or otherwise, in the proposed scheme of amalgamation.

The report is prepared on the basis of accounting records, statutory information, documents, papers and explanations given by the officers and management of the Company/ies, as detailed under clause 11 “Sources of Information” of the report.

This report shall not be used as a base for any purpose, other than that mentioned under the clause 4 “Scope and Purpose of Valuation” of this report.

While utmost care has been taken in preparing this report to ensure that the facts stated are accurate and reasonable, neither the Valuer nor any officer or employee of the Valuer shall in anyway be responsible for the contents therein.



EXECUTIVE SUMMARY

Client	LUCENT INDUSTRIES LIMITED
Corporate Identification Number (CIN)	L74110MP2010PLC023011
Purpose of Valuation	Determining exchange ratio with respect to the proposed scheme of amalgamation between MOBAVENUE MEDIA PRIVATE LIMITED (<i>hereinafter referred to as "MMPL" or "TRANSFEROR Company"</i>) with and into LUCENT INDUSTRIES LIMITED (<i>hereinafter referred to as "LIL" or "TRANSFeree Company"</i>) Under Sections 230 To 232 And Other Applicable Provisions of The Companies Act, 2013 and rules framed thereunder and the valuation guidelines stipulated under INTERNATIONAL Valuation Standards
Base of Valuation	: Fair Value International Valuation Standards" (IVS) 102
Premise of Valuation	: Going Concern International Valuation Standards" (IVS) 102
Approach/approaches adopted	Cost Approach, Market Approach and Income Approach
Method for Valuation	Net Asset Method, Discounted Cash Flow Method and Market Multiple Method
Value Variation from Standard Assumptions	None
Special Assumptions	None
Capacity & Status of Valuer	Procurve Valux Private Limited (Registered Valuer Entity)
Independence	The total fees, including the fee for this assignment earned from the instructing party are less than 5.0% of our total annual revenues.
Standards Utilised	International Valuation Standard



SCOPE AND PURPOSE OF VALUATION

Based on discussion with the Management (includes board of both the TRANSFEROR company and the TRANSFEREE company), we understand that the TRANSFEROR Company and the TRANSFEREE Company are evaluating the possibility of amalgamation through the proposed scheme of amalgamation under section 230 - 232 read with section 66 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder. The scheme proposes to amalgamate MMPL into LIL to inter-alia achieve administrative and operational rationalization by combining the financial and operation strength of both the companies through focused management and greater integration.

In this context, the Management requires our assistance in determining the fair share exchange ratio for the said scheme of Amalgamation. Under relevant regulations of the Companies Act, 2013 and allied rules, the Board of Directors of the Company appointed the Valuer and engagement letter dated **20th January, 2025** for deriving exchange ratio with respect to the scheme of Amalgamation between **MOBAVENUE MEDIA PRIVATE LIMITED** ("The TRANSFEROR Company") and **LUCENT INDUSTRIES LIMITED** ("The TRANSFEREE Company").

The scope of our services is to conduct a relative valuation of equity shares of MMPL and LIL and to recommend a Share Exchange Ratio to the shareholders of MMPL.

The valuation is purely indicative and it is the prerogative of the Company to rely on the fair Exchange ratio of the Equity Shares and to decide upon the same. The exchange ratio may be higher or lower than our indicative analysis of value depending upon the circumstances and the industry practice. The final value is something that the management will have to decide upon.

APPOINTING AUTHORITY

The management of the Company appointed **PROCURVE VALUX PRIVATE LIMITED** (Registered Valuer Entity) for valuation of exchange ratio between **LUCENT INDUSTRIES LIMITED** and **MOBAVENUE MEDIA PRIVATE LIMITED**.

IDENTITY OF VALUER

For Procurve Valux Private Limited
CA Sejal Agrawal (Director)
Registered Valuer - Securities & Financial Assets
Registration No. IBBI/RV-E/02/2025/218
Place: Ahmedabad



BACKGROUND OF THE COMPANIES

MOBAVENUE MEDIA PRIVATE LIMITED

MOBAVENUE MEDIA PRIVATE LIMITED ('MMPL') is a Private Limited Company incorporated on 27th November 2017 with the name of MOBAVENUE MEDIA PRIVATE LIMITED having CIN U72900MH2017PTC302234 under the provisions of the Companies Act, 1956. The Company is having registered office at Unit 111 B Wing, Western Edge li W.E. Highway, Cci Compound, Magathane, Mumbai City, Borivali East, Maharashtra, India, 400066

The Share Capital of MOBAVENUE MEDIA PRIVATE LIMITED as on Valuation Report Date as per MCA site is as under:

Share Capital	Rupees
Authorized Share Capital	
11,000 Equity Shares of INR 10 each	1,10,000
Total	1,10,000
Issued, subscribed and paid-up Share Capital	
10,309 Equity Shares of INR 10 each	1,03,090
Total	1,03,090

Share Holding Pattern as on Valuation report date are as follows:

Equity Share Holder		
Sr. No	Name of Shareholders	No. Of Equity Shares
1	Kunal Hashmukh Kothari	3437
2	Tejas Kirtikumar Rathod	3436
3	Prachi	3436
	Total	10309



LUCENT INDUSTRIES LIMITED

LUCENT INDUSTRIES LIMITED ("LIL") is a Public limited company incorporated on 29th January, 2010 with the name of LUCENT INDUSTRIES LIMITED having CIN L74110MP2010PLC023011 under the provisions of the Companies Act, 1956. The Company is having registered office at 208, White Lotus Plaza, 1 Avantika Nagar, Scheme No 51, Sangam Nagar, Army Head Quarter, Indore, Indore, Madhya Pradesh, India, 452006.

The Share Capital of the TRANSFEREE Company (LIL) as per MCA site is as under:

Share Capital	Rupees
Authorized Share Capital	
1,60,00,000 Equity Shares of INR 10	16,00,00,000
Total	16,00,00,000
Issued, subscribed and paid-up Share Capital	
1,50,00,000 Equity Shares of INR 10 each	15,00,00,000
Total	15,00,00,000

Share Holding Pattern as on Valuation report date are as follows:

Equity Share Holder		
Sr. No	Name of Shareholders	No. Of Equity Shares
1	Tejas Kiritkumar Rathod	33,80,520
2	Prachi	33,80,519
3	Kunal Hasmukh Kothari	33,80,521
4	Meena Ashok Shah	4,95,000
5	Neha Ravindrakumar Shethwala	6,79,870
6	Nilmesh Infrabuild LLP	1,58,750
7	Jigar Rashmikant Kshatri	6,41,300
8	Pranir Investments	23,44,597
9	Neha Jigar Kshatri	2,30,000
10	Others	3,08,923
	Total	150,00,000



BASIS OF TRANSACTION: PROPOSED SCHEME

The transaction contemplates a Scheme of amalgamation in terms of the provisions of Sections 230 TO 232 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder as follows:

Amalgamation of MMPL and the vesting thereof in LIL in accordance with the terms of the Scheme and pursuant to the provisions of SECTIONS 230 TO 232 AND Other Applicable Provisions of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder.

VALUATION METHODOLOGIES

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.

Arriving at the fair Share Exchange ratio would require determining the relative value of the business and the shares of the companies. These values are to be determined independently but on relative basis and without considering the effect of the proposed scheme of amalgamation.

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.



There are various commonly used valuation method for valuation of shares. The application of these valuation methods depends upon the purpose for which valuation is done. In respect of going concerns, certain valuation techniques have evolved overtime 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 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 materialise.

The Net Asset Value is generally used as the minimum break-up value for the transaction since this methodology ignores the future return the assets can produce and is calculated using historical accounting data that does not reflect how much the business is worth to someone who may buy it as a going concern.

ii. Market Approach

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. The difficulty here is in the selection of a comparable company since it is rare to find two or more companies with the same product portfolio, size, capital structure, business strategy, profitability and accounting practices.

Whereas no publicly traded company provides an identical match to the operations of a given companies, important information can be drawn from the way comparable enterprises are valued by public markets.

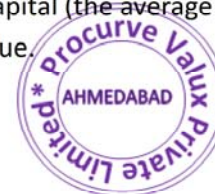
Comparable Transactions Multiple Method

This approach is somewhat similar to the market multiples approach except that the sales and EBITDA multiples of reported transactions in the same industry in the recent past are applied to the sales and EBITDA of the business being valued.

iii. Income Approach

Maintainable Profit Method (Discounted Cash Flows – "DCF)

DCF uses the future free cash flows of the company discounted by the firm's weighted average cost of capital (the average cost of all the capital used in the business, including debt and equity), plus a risk factor measured by beta, to arrive at the present value.



Beta is an adjustment that uses historic stock market data to measure the sensitivity of the company's cash flow to market indices, for through business cycles.

The DCF method is a strong valuation tool, as it concentrates on cash generation potential of a business. This valuation method is based on the capability of a company to generate cash flows in the future. The free cash flows are projected for a certain number of years and then discounted at a discount rate that reflects a company's cost of capital and the risk associated with the cash flows it generates. DCF analysis is based mainly on the following elements:

- Projection of financial statements (key value driving factors)
- The cost of capital to discount the projected cash flows

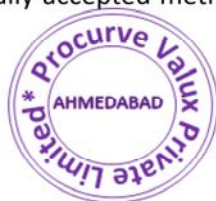
CONDITIONS AND ASSUMPTIONS

The financial information about the companies presented in this report is included solely for the purpose to arrive at the exchange ratio conclusion presented in this report, and it should not be used by anyone to obtain credit or for any other unintended purposes. 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 companies presented in this report includes normalization adjustments made solely for the purpose to arrive at the exchange ratio 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 MMPL and LIL (MMPL and LIL together are hereinafter referred to as "Companies"). Our fees for this valuation are based upon our normal billing rates, and not contingent upon the results or exchange ratio 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 in determining the exchange ratio estimate included in this report.



The opinion on exchange ratio given in this report is based on information provided by the management of the Companies 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.

The report assumes that the specified companies (TRANSFEROR company and TRANSFEREE company) comply fully with relevant laws and regulations applicable in all its areas of operations unless otherwise stated, and that the specified companies shall be managed in a competent and responsible manner.

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 Companies will maintain the character and integrity of the Companies through any sale, reorganization or reduction of any owner's/manager's participation in the existing activities of the Companies.

We have been informed by the 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.

SOURCES OF INFORMATION

In connection with this exercise, we have used the following information received from the Management:

1. Discussions with the management.
2. Shareholding pattern of the respective companies as on the valuation report date.
3. Draft Scheme of Amalgamation received by us from the management.
4. Provisional Un-Audited financial statements 31st March, 2025.
5. Audited financial statements for MMPL and LIL for the year ended 31st March, 2024.
6. Such other analysis, review and inquiry as was considered necessary.



In addition to the above, we have also obtained such other information and explanations in writing or orally from the Management as considered relevant for the purpose of this valuation.

It may be noted that an opportunity to review factual information in this report has been provided to the Management of the Company as a part of standard practice to ensure that factual inaccuracies/omissions/etc. are avoided.

CAVEATS, LIMITATION AND DISCLAIMERS

I. Restriction on use of Valuation Report

This document has been prepared for the purposes stated herein and should not be relied upon for any other purpose. Our client is the only authorized user of this report and is restricted for the purpose indicated in the engagement letter. This restriction does not preclude the client from providing a copy of the report to third-party advisors whose review would be consistent with the intended use. I do not take any responsibility for the unauthorized use of this report. The information contained herein is intended solely for the use and information of the Company and prospective investors subscribing to CCPS (Series Seed Compulsorily Convertible Preference Shares) and equity shares.

II. Responsibility of RV-E

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

III. Accuracy of Information

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



IV. Achievability of the forecast results

We do not provide assurance on the achievability of the results forecast by the management as events and circumstances do not occur as expected; differences between actual and expected results may be material. We express no opinion as to how closely the actual results will correspond to those projected as the achievement of the forecast results is dependent on actions, plans and assumptions of management.

V. Value Estimate:

The valuation of companies/business and assets is not a precise science and is based on the available facts and circumstances and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment. Although every scientific method has been employed in systematically arriving at the value, there is, therefore, no indisputable single value. Whilst, we consider the valuation to be both reasonable and defensible based on the information available, others may place a different value.

VI. Post Valuation Date Events

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

VII. Reliance on the representations of the clients, their management and other third parties

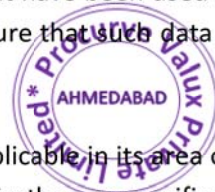
The client and its management warranted to us that the information they supplied was complete, accurate and true and correct to the best of their knowledge. We have relied upon the representations of the clients, their management and other third parties concerning the financial data, operational data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

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

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

IX. Compliance with relevant laws

The report assumes that the company complies fully with relevant laws and regulations applicable in its area of operations and usage unless otherwise stated, and that the companies will be managed in a competent and responsible manner. Further, as specifically stated to the contrary, this report has



given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigations and other contingent liabilities that are not reflected in the balance sheet provided to us.

X. Multiple factors affecting the Valuation Report

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

XI. Future services including but not limited to Testimony or attendance in courts/ tribunals/ authorities for the opinion of value in the Valuation Report

We are fully aware that based on the opinion of value expressed in this report, we may be required to give testimony or attend court / judicial proceedings with regard to the subject assets, although it is out of scope of the assignment, unless specific arrangements to do so have been made in advance, or as otherwise required by law.

In such event, the party seeking our evidence in the proceedings shall bear the cost/professional fee of attending court / judicial proceedings and our tendering evidence before such authority shall be under the applicable laws.



VALUATION OF SHARES OF THE LUCENT INDUSTRIES LIMITED

We have considered appropriate weightage to all the three methods as discussed above and derived a value of equity share.

LUCENT INDUSTRIES LIMITED			
Valuation Approach	Value Per Share	Weightage	(Amt in Lakhs)
A. As per Market Approach [EV/EBITDA] (Annexure 1)	-31.19	0.00	0.00
B. As per Cost Approach-[Net Assets Method] (Annexure 2)	9.42	0.10	0.94
C. Income Approach-[DCF] (Annexure 3)	113.13	0.90	101.82
D. As per Market Approach [PE Multiple]	-35.28	0.00	0.00
TOTAL		1.00	102.76
Number of Shares outstanding			15,000,000
Business Valuation in Lakhs			15,414.45
Price Per Share (Rounded)			103

1. DCF Method (Discounted Cash Flow):

The DCF method is a fundamental approach to valuation that estimates the present value of a company's future cash flows. Discounted Cash Flow Method under the Income Approach has been considered. For computing the Value of Shares using Income Method, we have adopted the Discounted Cash Flows (DCF) method. Discounted cash flow is one of the most prominent methodologies of valuation. Assigning 0.90 weight to DCF is justified for the following reasons:

- DCF is a fundamental valuation method that focuses on the future cash flows of the company, providing a comprehensive and intrinsic view of its value.
- It considers the time value of money, providing a present value for future cash flows, making it a robust method for long-term investment analysis.



2. Cost Approach (Net Assets):

- It is used to value asset-heavy businesses, especially in liquidation or distress situations, by focusing on the difference between total assets and liabilities. It is also useful for startups with limited earnings history, where the value is derived primarily from tangible assets rather than profitability.
- In allocating a weightage of 0.10 to the Net Asset Approach (NAV), In the digital marketing, where physical assets like office Equipment's, plant and machinery, and inventory are significant components of a company's value, the NAV method becomes crucial.

3. Market Approach (EV/EBITDA):

- EV is a popular performance metric used to calculate different types of multiples. EV shows how much money would be needed to buy a specific company. The EV of a company is calculated by taking the company's market capitalization, adding total debt, including long-term and short-term debt, and subtracting all cash and cash equivalents.
- The Market Price method (EV/EBITDA) was assigned a 0.00 weightage as it was unsuitable for comparing multiples due to the negative value obtained from the multiple.

4. Market Approach (PE Multiple):

- The Price-to-Earnings (PE) multiple is a widely used valuation metric that compares a company's market price to its earnings. The PE ratio offers insight into the relationship between a company's market value and its earnings, serving as a common indicator for assessing companies' valuations in the market.
- The Market Price method (PE Multiple) was assigned a 0.00 weightage as it was unsuitable for comparing multiples due to the negative value obtained from the multiple.

Conclusion

Based on my valuation exercise, the equity per share value is calculated as the average price derived from all four methods, which amounts to Rs. 102.76/- per share.



Market Approach: EV/EBITDA

LUCENT INDUSTRIES LIMITED	
For the period ended on 31-12-2024	
Particulars	Amount in Lakhs
EBITDA	(22.28)
Multiple	237.53
Enterprise Value	(5292.14)
Add: Cash and Cash Equivalents	613.09
Less: Debt	0.00
Equity Valuation	(4,679.05)

Calculation of EV/EBITDA multiple :

Sr.No	Name of Company	NO of Equity Shares	Price Per Share [30.09.24]	Market Capitalization	EV/EBITDA
1	HCI Tech	2713665096	1794.50	48696720.15	98.70
2	TCS	3618087518	4268.40	154434447.62	87.26
3	Infosys	4152269194	1876.00	77896570.08	77.32
4	Wipro	10469234681	541.35	56675201.95	132.96
5	Affle	140467310	1585.35	2226898.50	558.94
6	Tech Mahindra	978787074	1576.10	15426663.07	81.25
				Average	172.74



Cost Approach: Net Asset Method

LUCENT INDUSTRIES LIMITED		
Computation of the fair market value of the unquoted equity shares as on 31.12.2024 as per 11UA of the Income Tax Rules,1962.		
No.	Particulars	INR in Lakhs
A	Book value of all the assets (other than Shares & Securities, Immovable Properties in the balance sheet	
	Non Current Assets :	
1	Property , Plant & Equipment	0.00
2	Long term loans and Advances	0.00
3	Deffered tax assets	0.00
	Total Non Current Assets	0.00
	Current Assets:	
1	Inventories	0.00
2	Trade Receivables	0.00
3	Loans & Advances	800.00
4	Cash in Hand	613.09
5	Other Current Assets	0.47
6	Short term Loans and Advances	0.00
	Total Current Assets	1413.55
	As Reduced By:	
	Amount of tax as TDS/TCS/Advance Tax (reduced by	
i	amount of tax claimed as refund)	0.00
ii	Unamortised amount of Deferred Expenditure	0.00
	Book Value of all the assets as reduced by specified items	1413.55



	The price which the jewellery and artistic work would fetch if sold in the open market on the basis of the valuation report	-
B		
C	Fair Market value of shares & securities	-
	The Value assessed by any authority of the Government for the purpose of payment of Stamp duty in respect of the immovable Property (Land & Building and Plant & Machinery)	-
D		
	Total	1413.55
E	Book Value of liabilities shown in the balance sheet, but not including the following amounts, namely;	1413.55
1	The paid up capital in respect of shares	1500.00
2	Amount set a part for dividend	-
3	Reserve and surplus	(86.66)
	Provision for expense other than ascertained	
4	liabilities	0.00
	Contingent liabilities other than arrears of dividend	
5	payable	0.00
	Book value of all liabilities as reduced by specified items	0.21
	A+B+C+D-E	1413.55
	The paid up value of such equity shares (INR)	10.00
	Total amount of paid up equity share capital as shown in the balance sheet	1500.00
	The Fair Market Value of Equity Shares	9.42



Method of Valuation

Annexture -3

Discounted Cash Flow Method i.e., Discounted Free Cash Flow (DFCF):

(Figures in INR lakhs)

PARTICULARS	FY 24	31/12/2024	FY 25	FY 26	FY 27	FY 28	FY 29	Terminal
						Perpetuity Growth Rate		2%
Cash Accrual Timing Factor	0.00	0.38	0.13	0.75	1.75	2.75	3.75	
PBT (Excluding Other Income)	-12.42	-22.28	7.40	46.74	290.93	1,555.14	5,536.31	
Tax @ 25.168%	-	-	-	1.16	73.22	391.40	1,393.38	
EBIT(1-Tax)	(12.42)	(22.28)	7.40	45.58	217.71	1,163.74	4,142.93	
Add Finance Cost	-	-	-	-	-	-	-	
Book Depreciation	-	-	-	-	-	-	-	
(Inc)/Dec in Working Capital	-99.23	-701.38	-16.13	-17.76	37.76	199.36	671.08	
Operating Cash Flows	(111.65)	(723.66)	(8.73)	27.82	255.47	1,363.10	4,814.00	
(Inc)/Dec in Fixed Assets	-	-	-	-	-	-	-	
Free Cash Flows	(111.65)	(723.66)	(8.73)	27.82	255.47	1,363.10	4,814.00	26,258.21
Discounting Factor	1.00	0.93	0.98	0.87	0.72	0.60	0.49	0.49
Present Value of Free Cash Flows	(111.65)	(674.36)	(8.53)	24.16	183.80	812.52	2,377.41	12,967.70

Summary	Amount (In INR Lakhs)
Present Value of Total Discrete Period Cash Flows	3,389.36
Present Value of Terminal Cash Flows	12,967.70
Enterprise value (EV)	16,357.05
Less: Debt	-
Add: Investment	-
Add: Cash & Cash Equivalent	613.09
Equity Value (In INR Lakhs)	16,970.14
Total No. of Shares Outstanding as on valuation date	15,000,000
Value per share (INR)	113.13
Value per share (INR) (Round off)	113.00



DFCF Assumptions:

Particulars	Notes	
Risk free rate (Rf) as on 31.12.2024	6.69%	Considered of long-term Indian government bond rate
Market Rate of Return	15.66%	BSE Sensex return on long term basis
Industry Beta... (β)	1.00	We have obtained the unlevered beta for the Digital Marketing industry from the Damodaran website. Next, we will leverage this beta to account for the company's capital structure, ensuring we accurately reflect its risk profile.
Additional Company Specific (including Small Company) Risk Premium (unsystematic risk) (CSRP)	5.00%	We have given additional risk premium looking into company profile, financial structure and ROI investor will look into while investing in this type of company. This is also dependent upon the level of aggressiveness of the future cash flows and present scenario of the country and company environment in which it is operating.
Cost of Equity (Ke)	20.70%	As per Modified CAPM model i.e. $[K_e = R_f + \beta(R_m - R_f) + CSRP]$
WACC	20.70%	$WACC = (K_e * \% \text{ Equity in Capital Structure}) + (\text{Cost of Debt} * \% \text{ Debt in Capital Structure} * (1 - \text{Tax Rate}))$
Growth Rate	2%	As the perpetuity growth rate assumes that the Company will continue its historic business and generate Free Cash Flows at a steady state forever. Since terminal value constitutes a major proportion of the entire value of the business, we while deciding the terminal growth rate have given emphasis to economic factors & financial factors like Inflation of the Country, GDP growth of the Country, Projected Financials, Historical Financial Position, Organic & Inorganic growth strategies of the Company, investment opportunity etc.



VALUATION OF SHARES OF THE MOBAVENUE MEDIA PRIVATE LIMITED

We have considered appropriate weightage to all the three methods as discussed above and derived a value of equity share.

MOBAVENUE MEDIA PRIVATE LIMITED			
Valuation Approach	Value Per Share	Weightage	(Amt in Lakhs)
A. As per Market Approach [EV/EBITDA] (Annexure 1)	327511.75	0.00	0.00
B. As per Cost Approach-[Net Assets Method] (Annexure 2)	37003.93	0.50	18501.97
C. Income Approach-[DCF] (Annexure 3)	45741.40	0.50	22870.70
D. As per Market Approach [PE Multiple]	323714.03	0.00	0.00
TOTAL		1.00	41372.67
Number of Shares outstanding			10309
Business Valuation in Lakhs			4265.11
Price Per Share (Rounded)			41373

5. DCF Method (Discounted Cash Flow):

The DCF method is a fundamental approach to valuation that estimates the present value of a company's future cash flows. Discounted Cash Flow Method under the Income Approach has been considered. For computing the Value of Shares using Income Method, we have adopted the Discounted Cash Flows (DCF) method. Discounted cash flow is one of the most prominent methodologies of valuation. Assigning 0.50 weight to DCF is justified for the following reasons:

- DCF is a fundamental valuation method that focuses on the future cash flows of the company, providing a comprehensive and intrinsic view of its value.
- It considers the time value of money, providing a present value for future cash flows, making it a robust method for long-term investment analysis.



6. Cost Approach (Net Assets):

- It is used to value asset-heavy businesses, especially in liquidation or distress situations, by focusing on the difference between total assets and liabilities. It is also useful for startups with limited earnings history, where the value is derived primarily from tangible assets rather than profitability.
- In allocating a weightage of 0.50 to the Net Asset Approach (NAV), In the Digital Marketing Industry, where physical assets like office Equipment's, plant and machinery, and inventory are significant components of a company's value, the NAV method becomes crucial.

7. Market Approach (EV/EBITDA):

- EV is a popular performance metric used to calculate different types of multiples. EV shows how much money would be needed to buy a specific company. The EV of a company is calculated by taking the company's market capitalization, adding total debt, including long-term and short-term debt, and subtracting all cash and cash equivalents.
- The Market Price method (EV/EBITDA) was assigned a 0.00 weightage as it yielded a higher-than-expected value, making it unsuitable for comparison.

8. Market Approach (PE Multiple):

- The Price-to-Earnings (PE) multiple is a widely used valuation metric that compares a company's market price to its earnings. The PE ratio offers insight into the relationship between a company's market value and its earnings, serving as a common indicator for assessing companies' valuations in the market.
- The Market Price method (PE Multiple) was assigned a 0.00 weightage as it yielded a higher-than-expected value, making it unsuitable for comparison.

Conclusion

Based on my valuation exercise, the equity per share value is calculated as the average price derived from all four methods, which amounts to Rs. 41372.67/- per share.



Market Approach: EV/EBITDA

Mobavenue Media Private Limited	
For the year ended on 31-12-2024	
Particulars	Amount in Lakhs
EBITDA	287.62
Multiple	117.50
Enterprise Value	33794.86
Add : Cash and Cash Equivalents	1011.21
Less : Debt	1042.90
Equity Valuation	33,763.17
No of Shares Outstanding	10309
Value per Share	327,511.55

Sr.No	Name of Company	No of Equity Shares	Price Per Share [30.09.24]	Market Capitalization	EV/EBITDA
1	TCS	3618087518	4,268.40	154434447.62	87.26
2	Infosys	4152269194	1,876.00	77896570.08	77.32
3	Tech Mahindra	978787074	1,576.10	15426663.07	81.25
				Average	81.94



Cost Approach: Net Asset Method

MOBAVENUE MEDIA PRIVATE LIMITED		
Computation of the fair market value of the unquoted equity shares as on 31.01.2025 as per 11UA of the Income Tax Rules, 1962.		
No.	Particulars	INR in Lakhs
A	Book value of all the assets (other than Shares & Securities, Immovable Properties in the	
	Non Current Assets :	
1	Property , Plant & Equipment	74.46
2	Long term loans and Advances	
3	Intangible Assets	-
4	Right of Use Assets	-
5	Non Current Financial Assets	257.44
3	Defferd tax assets	20.79
7	Other Non current Assets	-
	Total Non Current Assets	352.69
	Current Assets:	
1	Inventories	
2	Trade Receivables	2871.91
3	Bank Balnces	-728.88
3	Loans & Advances (Asset)	
4	Bank Balnces	
4	Cash in Hand	
5	Other Current Assets	2557.39
6	Short term Loans and Advaces	
	Total Current Assets	4700.41
	As Reduced By:	
i	Amount of tax as TDS/TCS/Advance Tax (reduced by amount of tax claimed as refund)	
ii	Unamortised amount of Deferred Expenditure	
	Book Value of all the assets as reduced by specified items	5053.10
B	The price which the jewellery and artistic work would fetch if sold in the open market on	-
C	Fair Market value of shares & securities	-
D	The Value assessed by any authority of the Government for the purpose of payment of	-
	Total	5053.10
E	Book Value of liabilities shown in the balance sheet, but not including the following	5053.10
1	The paid up capital in respect of shares	1.03
2	Amount set a part for dividend	
3	Reserve and surplus	3,813.70
4	Provision for expense other then ascertained liabilities	
5	Contingent laibilities other than arrears of dividend payable	
	Book value of all liabilities as reduced by specified items	1238.37
	A+B+C+D-E	3814.74
	The paid up value of such equity shares (INR)	10.00
	Total amount of paid up equity share capital as shown in the balance sheet	1.03
	The Fair Market Value of Equity Shares	37003.93



Method of Valuation

Annexure -3

Discounted Cash Flow Method i.e., Discounted Free Cash Flow (DFCF):

(Figures in INR lakhs)

PARTICULARS	FY 24	31/12/2024	FY 25	FY 26	FY 27	FY 28	FY 29	Terminal
<i>Cash Accrual Timing Factor</i>	0.00	0.38	0.13	0.75	1.75	2.75	3.75	
PBT (Excluding Other Income)	1,330.67	231.21	1,565.20	2,425.15	3,273.96	4,419.84	5,966.79	
Tax @ 25.168%	-0.06	-	497.48	671.60	906.66	1,223.99	1,652.39	
EBIT(1-Tax)	1,330.73	231.21	1,067.72	1,753.55	2,367.30	3,195.85	4,314.40	
Add Finance Cost	38.45	2.70	49.22	70.08	94.61	127.72	172.43	
Book Depreciation	43.42	-	58.62	79.13	106.83	144.22	194.69	
(Inc)/Dec in Working Capital	-1,551.89	-795.31	57.85	-2,671.07	-1,930.44	-2,606.09	-3,446.37	
Operating Cash Flows	(139.29)	(561.41)	1,233.40	(768.31)	638.29	861.70	1,235.14	
(Inc)/Dec in Fixed Assets	-17.66	-15.36	-63.94	-107.06	-144.53	-195.11	-263.40	
Free Cash Flows	(156.94)	(576.77)	1,169.45	(875.37)	493.77	666.58	971.74	5,327.02
Discounting Factor	1.00	0.93	0.98	0.86	0.71	0.58	0.48	0.48
Present Value of Free Cash Flows	(156.94)	(535.67)	1,140.99	(755.06)	349.71	387.64	464.00	2,543.64

Summary	Amount (In INR Lakhs)
Present Value of Total Discrete Period Cash Flows	1,587.28
Present Value of Terminal Cash Flows	2,543.64
Enterprise value (EV)	4,130.92
Less: Debt	1,042.90
Add: Investment	616.25
Add: Cash & Cash Equivalent	1,011.21
Equity Value (In INR Lakhs)	4,715.48
Total No. of Shares Outstanding as on valuation date	10,309
Value per share (INR)	45,741.40
Value per share (INR) (Round off)	45,741.00



DFCF Assumptions:

Particulars	Notes	
Risk free rate (Rf) as on 31.12.2024	6.69%	Considered of long-term Indian government bond rate
Market Rate of Return	15.66%	Based on (NIFTY 50) 10 year average return.
Industry Beta... (β)	1.00	We have obtained the Unlevered beta for the Digital Marketing industry from the Money Control website.
Additional Company Specific (including Small Company) Risk Premium (unsystematic risk) (CSRP)	10.00%	We have given additional risk premium looking into company profile, financial structure and ROI investor will look into while investing in this type of company. This is also dependent upon the level of aggressiveness of the future cash flows and present scenario of the country and company environment in which it is operating.
Cost of Equity (Ke)	25.70%	As per Modified CAPM model i.e. $[K_e = R_f + \beta(R_m - R_f) + CSRP]$
Growth Rate	3%	As the perpetuity growth rate assumes that the Company will continue its historic business and generate Free Cash Flows at a steady state forever. Since terminal value constitutes a major proportion of the entire value of the business, we while deciding the terminal growth rate have given emphasis to economic factors & financial factors like Inflation of the Country, GDP growth of the Country, Projected Financials, Historical Financial Position, Organic & Inorganic growth strategies of the Company, investment opportunity etc.



OUR RECOMMENDATION OF SHARE EXCHANGE RATIO

We recommend the Share Exchange Ratio as follows:

For every 1000 share held in MOBAVENUE, 402602 shares of LUCENT to be issued.

Share Swap Working		Amt in Lakhs
	Transferor	Transfree
Particulars	Mobavenue	Lucent
Share Capital	1.03	
Reserves & Surplus	3,813.70	
Total Net-worth	3,814.73	-
Number of Shares	10,309.00	15,000,000.00
BV per share	0.37	-
Total consideration to be issued	4,265.11	
BV per share of Transferee Company / Issue price per share	102.76	
Number of shares to be issued	4,150,430.63	
Swap Ratio	402.603	
Swap Ratio	402,602.64	
For every 1000 shares in Transferor company	402,602.00	
For every 1000 shares of Mobavenue 4,02,602 shares of Lucent will be issued		

Exchange Ratio = $\frac{\text{Book Value of Transferor Company}}{\text{Book Value of Transferee Company}}$

For every 1000 share held in MOBAVENUE 402602 shares of LUCENT to be issued.

We trust the above meets your requirements.



Thanking you