

VALUATION REPORT
ON
FAIR VALUE OF EQUITY SHARES



EMPYREAN CASHEWS LIMITED

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Table of Contents

1	Context and Purpose.....	3
2	Conditions and major assumptions.....	3
3	Background of the Company.....	5
4	Valuation Premise	6
5	Valuation Date.....	6
6	Valuation Standards	6
7	Valuation Methodology and Approach.....	6
8	Source of Information	9
9	Caveats	9
10	Distribution of Report	10
11	Opinion on Fair Value of Equity Shares.....	11
12	Annexure 1	12
13	Annexure 2	15

Valuation Analysis

We refer to our Engagement Letter dated 27th January 2023 as independent valuers of **Empyrean Cashews 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 limitation on our scope of work.

1 Context and Purpose

Based on discussion with the management, we understand that the Company is evaluating the possibility of Fair Value of Equity shares under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”). In the context of the proposed transaction, the management requires our assistance in determining the **Fair Value of Equity shares** of the Company.

Proposed Transaction:

During the Financial Year 2022-23, Company is evaluating the possibility of issuing further securities to prospective investors. In this context, the management of **Empyrean Cashews Limited** (the “Management”) has requested us to estimate the fair value of the Equity Shares. - “Proposed Transaction”.

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.

Readers of this report should be aware that a business valuation is based on future earnings potential that may or may not be materialised

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 require 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 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 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.

We have been informed by the management that there are no 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

The Company is engaged in processing raw cashew nuts into finished cashew kernels with different grades and flavours along with organic manure. It markets its products under the brand name of "KRISHIVAL CASHEWS". Krishival cashews are supplied to consumers across 26+ tier II & tier III towns spread across India. Our Company is also engaged in selling organic manure which is prepared by using byproducts like husk and other biodegradable material collected from leftovers of raw cashews processing.

Company URL: <https://krishival.com/>

Further data of the company is as under:

CIN	L74120MH2014PLC254748
Company / LLP Name	EMPYREAN CASHEWS LIMITED
ROC Code	RoC-Mumbai
Registration Number	254748
Company Category	Company limited by Shares
Company Subcategory	Non-govt company
Class of Company	Public
Authorised Capital (Rs)	200000000
Paid up Capital (Rs)	197951000
Number of Members (Applicable in case of company without Share Capital)	0
Date of Incorporation	21/03/2014
Registered Address	1309, LODHA SUPREMUS POWAI, SAKI VIHAR ROAD, OPP. MTNL OFFICE, POWAI Mumbai City MH 400072 IN
Email Id	expncontrol@gmail.com
Whether listed or not	Listed
Date of last AGM	23/06/2022
Date of Balance Sheet	31/03/2022
Company Status (for efilling)	Active

Directors and Key Managerial Persons:

DIN/PAN	Name	Begin date	Designation
0001887356	Anant Pandurang Kulkarni	21/03/2014	CFO(KMP)
ATKPK9335P	Anant Pandurang Kulkarni	11/10/2021	Director
0001911731	Nana Prakash Mhaske	21/03/2014	CEO(KMP)
AJTPM6826A	Nana Prakash Mhaske	11/10/2021	Director
0005332039	Aparna Sujit Bangar	21/03/2014	Managing Director
0008531336	Shailesh Jain	06/08/2021	Director
0008676321	Sunil Kumar Agarwal	01/10/2021	Director
0008747380	Neeraj Kulbhushan Taandon	06/08/2021	Director
AUWPG4724B	Rahul Suresh Gawande	01/07/2021	Company Secretary

Shareholding Details

Particulars	No. of Shares	% Holdings
Promoter & Promoter Group	82,90,641	41.88%
Public	1,15,04,500	58.12%
Total	1,97,95,141	100.00%

Face Value Per Share is Rs. 10.00/-.

4 Valuation Premise

The premise of value for our analyses is going concern value as there is neither a planned or contemplated discontinuance of any line of business nor any liquidation of the Company.

5 Valuation Date

The Analysis of the Fair Value of Equity share of Emphyrean Cashews Limited as on February 02, 2023.

6 Valuation Standards

The Report has been prepared in compliance with the internationally accepted valuation standards and valuation standard adopted by ICAI Registered Valuers Organisation.

7 Valuation Methodology and Approach

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 a 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 is available.

The results of this exercise could vary significantly depending upon the basis used, the specific circumstances and professional judgment of the valuer. In respect of going concerns, certain valuation techniques have evolved over time and are commonly in vogue. These can be broadly categorised as follows:

1. Asset Approach

Net Asset Value Method ("NAV")

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.

2. 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 company, important information can be drawn from the way comparable enterprises are valued by public markets. In case of early stage company and different business model the problem aggravates further.

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.

3. Income Approach

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 example, 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



Valuation Methodology

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose.

In this case, the Company being a listed Company, we have considered valuation regulations applicable to preferential issue of Equity Shares as defined in Securities and Exchange Board of India (Issue of Capital & Disclosure) Regulations, 2018, the requirements of the Articles of Association of the Company and the provisions of the Companies (Share Capital and Debentures) Rules, 2014 (as amended).

SEBI Regulations for requirement of Valuation:

SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED

The relevant Regulations under SEBI ICDR Regulations are reproduced as under:

Regulation 164(1) – Pricing of frequently traded shares

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.*

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

....

Regulation 166A (1): Other conditions for pricing

Any preferential issue, which may result in a change in control or allotment of more than five per cent. 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.

....

Regulation 161: “relevant date” 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:

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.

Our choice of methodology and valuation has been arrived using usual and conventional methodologies adopted for purposes of a similar nature and our reasonable judgment, in an independent and bona fide manner based on our previous experience of assignments of similar nature.

8 Source of Information

The Analysis is based on trading prices and volumes as available in the public domain. Specifically, the sources of information include:

- Historical Data of Trading Price and Volume traded of the stock on Bombay Stock Exchange

Further, we have also been informed by the Company that

1. Unaudited Financials as on September 30, 2022.
2. The Equity Shares of the Company are listed on the National Stock Exchange.
3. The Equity Shares are frequently traded on the National Stock Exchange and meet the definition of Frequently traded shares as per Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
4. The Company is proposing to hold Extraordinary General Meeting of Members on March 04, 2023 to approve the proposed preferential issue and hence, the relevant date is February 02, 2023.
5. The present issue of Equity Shares shall not result in change in control of the Company.

9 Caveats

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, transfer pricing or domestic/international tax-related services that may otherwise be provided by us.

We have relied on data from Recognized Stock Exchange. This source is considered to be reliable and therefore, we assume no liability for the accuracy of the data.

The valuation worksheets prepared for the exercise are proprietary to the 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.

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.

The Valuation Analysis contained herein represents the value only on the date that is specifically Stated in this Report.

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.

Our Valuation analysis should not be construed as investment advice; specifically, we do not express any opinion on the suitability or otherwise of entering into any transaction with the Company.

Our Report is not nor should it be construed as our opining or certifying the compliance with the provisions of any law / standards including company, foreign exchange regulatory, accounting and taxation (including transfer pricing) laws / standards or as regards any legal, accounting or taxation implications or issues.

Our Report and the opinion / valuation analysis contained herein is not nor should it be construed as advice relating to investing in, purchasing, selling or otherwise dealing in securities. This report does not in any manner address, opine on or recommend the prices at which the securities of the Company could or should transact.

10 Distribution of Report

The Analysis is confidential and has been prepared exclusively for **Empyrean Cashews Limited**. 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 the valuer. Such consent will only be given after full consideration of the circumstances at the time. However, we do understand that the report will be shared according to the terms of *SEBI ICDR Regulations*.

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11 Opinion on Fair Value of Equity Shares

Based on our valuation exercise Fair Value of the Equity Shares is as under:

Method		in INR
As per Regulation 164 of SEBI ICDR Regulations	A	256.52
Price determined under the valuation report from the independent registered valuer	B	22.44
Higher of A & B	C	256.52

Control Premium

As represented to us, the present issue of Equity Shares shall not result in change in control of the Company. Hence guidance on control premium is not considered under Regulation 166A of SEBI ICDR Regulations

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

Yours faithfully


Bhavesh M Rathod
Chartered Accountants
M No: 119158
Registered Valuer - Securities or Financial Assets
(Reg No: IBBI/RV/06/2019/10708)



Date: February 02, 2023
Place: Mumbai

UDIN: 23119158BGVYLY4642

12 Annexure 1

As per Regulation 164 of SEBI ICDR Regulations

Method		in INR
90 trading days' volume weighted average price (*)	A	256.52
10 trading days' volume weighted average price (*)	B	218.68
Higher of A & B	C	256.52

Volume Weighted Average Price for 90 trading Days

Date	No. of Trades	Total Turnover (Rs.)
01-Feb-23	3,000	5,97,100
31-Jan-23	4,000	7,90,400
30-Jan-23	3,000	6,10,800
27-Jan-23	0	0
25-Jan-23	2,000	4,21,950
24-Jan-23	2,000	4,44,050
23-Jan-23	1,000	2,11,500
20-Jan-23	1,000	2,21,450
19-Jan-23	0	0
18-Jan-23	14,000	32,63,250
17-Jan-23	1,000	2,45,000
16-Jan-23	0	0
13-Jan-23	0	0
12-Jan-23	2,000	4,90,550
11-Jan-23	0	0
10-Jan-23	0	0
09-Jan-23	7,000	16,91,700
06-Jan-23	50,000	1,22,09,000
05-Jan-23	2,000	4,98,000
04-Jan-23	2,000	4,84,000
03-Jan-23	1,000	2,45,000
02-Jan-23	1,000	2,42,000
30-Dec-22	1,000	2,40,000
29-Dec-22	3,000	6,92,550
28-Dec-22	0	0
27-Dec-22	1,000	2,43,000
26-Dec-22	3,000	7,29,000
23-Dec-22	4,000	9,69,450
22-Dec-22	0	0
21-Dec-22	0	0
20-Dec-22	41,000	1,03,13,000

19-Dec-22	1,000	2,62,000
16-Dec-22	0	0
15-Dec-22	0	0
14-Dec-22	0	0
13-Dec-22	0	0
12-Dec-22	0	0
09-Dec-22	10,000	25,65,600
08-Dec-22	1,000	2,53,500
07-Dec-22	4,000	9,64,450
06-Dec-22	4,000	9,86,850
05-Dec-22	12,000	29,61,300
02-Dec-22	6,000	14,97,000
01-Dec-22	0	0
30-Nov-22	1,000	2,59,950
29-Nov-22	3,000	7,75,000
28-Nov-22	6,000	15,96,000
25-Nov-22	32,000	86,60,700
24-Nov-22	1,000	2,80,700
23-Nov-22	1,000	2,80,250
22-Nov-22	1,000	2,80,250
21-Nov-22	3,000	8,87,000
18-Nov-22	0	0
17-Nov-22	1,000	2,86,000
16-Nov-22	0	0
15-Nov-22	13,000	36,54,800
14-Nov-22	0	0
11-Nov-22	0	0
10-Nov-22	0	0
09-Nov-22	5,000	14,33,250
07-Nov-22	6,000	18,07,200
04-Nov-22	0	0
03-Nov-22	0	0
02-Nov-22	0	0
01-Nov-22	0	0
31-Oct-22	5,000	14,49,350
28-Oct-22	7,000	19,44,100
27-Oct-22	0	0
25-Oct-22	2,000	5,32,850
24-Oct-22	0	0
21-Oct-22	3,000	7,90,000
20-Oct-22	5,000	13,50,000
19-Oct-22	1,000	2,70,000
18-Oct-22	1,000	2,70,000
17-Oct-22	0	0
14-Oct-22	2,000	5,40,000
13-Oct-22	2,000	5,49,000

12-Oct-22	10,000	27,50,000
11-Oct-22	1,000	2,70,000
10-Oct-22	4,000	10,80,000
07-Oct-22	0	0
06-Oct-22	1,000	2,70,000
04-Oct-22	6,000	16,20,000
03-Oct-22	8,000	21,49,500
30-Sep-22	5,000	13,69,900
29-Sep-22	3,000	8,19,400
28-Sep-22	0	0
27-Sep-22	0	0
26-Sep-22	4,000	10,84,000
23-Sep-22	0	0
Total	3,30,000	8,46,52,650

Traded Turnover	8,46,52,650
No. of Share Traded	3,30,000
Volume Weighted Average Price for 90 Trading Days	256.52

Volume Weighted Average Price for 10 trading Days

Date	No. of Trades	Total Turnover (Rs.)
01-Feb-23	3,000	5,97,100
31-Jan-23	4,000	7,90,400
30-Jan-23	3,000	6,10,800
27-Jan-23	0	0
25-Jan-23	2,000	4,21,950
24-Jan-23	2,000	4,44,050
23-Jan-23	1,000	2,11,500
20-Jan-23	1,000	2,21,450
19-Jan-23	0	0
18-Jan-23	14,000	32,63,250
Total	30,000	65,60,500

Traded Turnover	65,60,500
No. of Share Traded	30,000
Volume Weighted Average Price for 10 Trading Days	218.68

13 Annexure 2

Method	Value per share	Weight	Product
NAV Method	22.44	1	22.44
CCM Method (*)	0.00	0	0.00
PECV Method (**)	5.31	0	0.00
Weight Average Value per share			22.44

(*) As on the date of this Prospectus, there are no comparable peer which is listed in India and which are engaged in the same line and comparable to the scale of operation of our Company, hence comparison with industry peers is not applicable and therefore Comparable company Method is not considered.

(**) Value per share as per PECV method is lower than NAV Method therefore no weightage is given to PECV Method.

NAV Method

(in INR)

Particulars	Book value
ASSETS	
Non-Current Assets	
Fixed Assets:	
-Tangible Assets	13,09,91,000
Non Current Investment	62,60,000
Other Non Current Assets	18,36,000
Current Assets	
Inventories	35,67,31,000
Trade receivables	2,23,66,000
Cash and bank balances	3,50,04,000
Short-term loans and advances	69,74,000
Other Current Assets	,03,72,000
Total Assets	A 59,05,34,000
Liabilities	
Non-Current Liabilities	
Long Term Borrowings	9,83,65,000
Deferred Tax Liabilities	42,50,000
Current Liabilities	
Other current liabilities	4,28,64,000
Short-term provisions	7,79,000
TOTAL Liabilities	B 14,62,58,000
Net worth	(A - B) 44,42,76,000
No. of Shares	C 1,97,95,141
Value Per Share	(A - B) / C 22.44

Profit Earning Capacity Value Method

(in INR)

PRICE EARNING CAPITALIZATION METHOD					
Particulars		FY20	FY21	FY22	
Profit After Tax		66,81,289	66,73,000	3,39,72,000	
Average Profit					1,57,75,430
Capitalization	15.00%				10,51,69,531.44
No. of Equity Shares					1,97,95,141
Value per share (Rs.)					5.31

Capitalization Rate

Organisation Specific Discount Rate

- Cost of Equity of 15.00% is taken as Capitalization rate, calculated using,
 - Historical Market Return of Nifty-50 of Last Five Years is 9.82%
 - We have considered Premium of 5.00% towards risk and illiquidity

	Rate	Source
Market Return (Rm)	9.82 %	Return of Nifty-50 of Last Five Years.
Company Specific Risk	5.00 %	Contingency of revenues, projected high profitability, achievability of projections

Based on the above parameters, the Cost of Equity has been calculated at 15.00 %. (Rounded off)/