



VALUATION REPORT

Of

**VENTUREX FUND I
AS ON MARCH 31, 2025**

Prepared by

Jha Prabhakar Pramod

Registered Valuer (SFA)

IBBI/RV/16/2021/14342

Date: April 30, 2025

To
VentureX Fund I
1001, Block G1B, Pocket-1,
Phase- 2, Samriddhi Apt.,
N.S.I.T., Dwarka,
New Delhi - 110078

Re: Valuation Report indicating the fair value of VentureX Fund I ("Fund")

Dear Sir,

This has reference to our engagement letter dated April 26, 2025, the discussion we had and the information that we have from the Management of the Fund to perform the fair valuation in line with SEBI Regulations for valuation of VentureX Fund I.

We draw your attention to important comments regarding the scope and process of our work, set out immediately following the letter. We would like to take this opportunity to express our appreciation of the assistance and co-operation provided to us by the management during the performance of our assignment.

We have based this opinion on information provided and represented by the management of the Fund and have not independently verified the information provided to me and in that regard, the validity of the valuation depends on the completeness and accuracy of the information provided to me by the Fund. We have applied valuation techniques and methods that conform to the International Private Equity and Venture Capital Valuation Guidelines ('IPEV Guidelines').

Date of Appointment, Valuation Date and Date of Report

Date of Appointment	April 26, 2025
Date of Report	April 30, 2025

Yours Faithfully



Jha Prabhakar Pramod
IBBI Registered Valuer
Securities and Financial Assets
Regn No: IBBI/RV/16/2021/14342

Executive Summary

Brief Background

VentureX Fund I is a trust set-up under the Indian Trusts Act, 1882 and is registered with Securities and Exchange Board of India ('SEBI') as a Category I AIF – VCF – Angel Fund (hereinafter referred as "Fund") under Securities and Exchange Board of India (Alternative Investment Fund) Regulations, 2012 ('SEBI AIF Regulations') effective July 23, 2024 vide Certificate of Registration Number- IN/AIF/24-25/1565.

Term of Engagement

We have been appointed by the Fund to undertake the valuation in line with SEBI AIF Regulations for valuations of VentureX Fund I in compliance with the provision provided under SEBI circular dated June 21,2023 for "Standardised approach to valuation of investment portfolio of Alternative Investment Funds ('AIF')" followed by certain amendments to valuation norms in their circular dated 19th Sep 2024. Aforementioned circulars have been later incorporated in the SEBI Master Circular dated May 07, 2024.

As discussed with the management, the cut-off date for the current valuation is March 31, 2025 ('Valuation Date')

Valuation approach and methodology

On June 21, 2023, the SEBI issued a circular "Standardised approach to valuation of investment portfolio of Alternative Investment Funds ('AIF')" followed by certain amendments to valuation norms in their circular dated 19th Sep 2024. India Venture and Alternate Capital Association (IVCA) officially endorsed the IPEV Guidelines.

The Valuation has been carried out in accordance with guidance provided in IPEV Guidelines.

We have arrived at the fair value of VentureX Fund I based on valuation approach and methodology stated in next section. The fair market value of VentureX Fund I is INR 5,80,31,483 as on March 31, 2025.

We would like to bring to your notice that in the ultimate analysis, valuation may be adjusted for the exercise of judicious discretion and judgement taking all relevant factors. There will always be several factors e.g. quality of management, present and prospective competition, yield on comparable securities and market sentiments



etc which are not evident from the facts of the balance sheets or projection, but which will strongly influence the fair market value of the security.

The report has been prepared exclusively for specified purpose as mentioned above and hence should not be used for any other purpose without obtaining the prior written consent from me. This opinion should not be considered, in whole or in part, as investment advice by anyone.

Engagement Overview

Procedures adopted in carrying out the Valuation

- Receipt of proposal for valuation;
- Discussion with the management and acceptance of the proposal;
- Receipt of intimation about appointment and acceptance of proposal;
- Execution of valuation engagement letter and providing the checklist for required information, documents, financial statement and records;
- Receipt of information, documents as per the checklist leading to preliminary study including analysis of business, etc.;
- Cross verification of data and meeting with the concerned officials of the Fund for clarifications / explanations;
- Determining valuations approach, techniques and methods;
- Analysis of publicly available data including economic factors and industry trends;
- Valuation synthesis & revisiting the assumptions and decision made;
- Report preparation and its validation.

Inspections / investigation undertaken

Website of Ministry of Corporate Affairs (MCA) was inspected.

Identity of the Valuer and Any other experts involved in the Valuation

Name of the Valuer	Jha Prabhakar Pramod
IBBI Registration Number	IBBI/RV/16/2021/14342



Nature and Sources of Data/ Information used or relied upon

Nature of Underlying Data	Primary Data
Source of Data	VentureX Fund I
Quality of underlying Data	Dependable

Documents /Information of VentureX Fund I used or relied upon:

- i. List of the entities in which the fund has made investments.
- ii. Shareholding of VentureX Fund I as on March 31, 2025
- iii. Latest available valuation reports of the VentureX Fund I as on the valuation date by the fund.
- iv. Discussion on current business operations
- v. Expected timelines of fund raise and expected valuation.
- vi. Reliance has been placed on verbal explanations and information provided by the officials of the Fund.
- vii. It has been informed that there are no material events and / or demand decisions - legal or otherwise against the companies which have arisen subsequent to the valuation date and are likely to affect materially the state of affairs as on date and/ or its net assets.

Limitations, Caveats and Disclaimer

While my work has involved an analysis of financial information and accounting records, the engagement does not include an audit in accordance with generally accepted auditing standards of the client existing business records. Accordingly, I assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by the client. My report is subject to the scope and limitations detailed hereinafter. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made.

The valuation of investments made by fund in portfolio companies is not a precise science and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single value. However, as purpose requires the expression of a single value, we have adopted a value as per IPEV Guidelines. Whilst we consider my value to be both reasonable and defensible based on the information available to me, others may place a different value on the investments of the Fund.



The ultimate analysis will have to be tempered by the exercise of judicious discretion by the valuer and judgment 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 face of the Balance Sheet but could strongly influence the value.

In the course of the valuation, we were provided with both written and verbal information. We have however, evaluated the information provided to me by the Fund through broad inquiry, analysis and review but have not carried out a due diligence or audit of the information provided for the purpose of this engagement. Our conclusions are based on the assumptions, forecasts and other information given by/ on behalf of the Fund. Further it is confirmed by the Management, that no further investment is made by the Fund or any other entity in the portfolio companies and shareholder agreement and share subscription agreement provided for each entity are the latest and no further changes have been made in the same.

We are independent of the Fund and have no current or expected interest in the Fund or its assets. The fee paid for my services in no way influenced the results of my analysis.

This Report is meant for the purpose mentioned above and should not be used for any purpose other than the purpose mentioned therein. The Report should not be copied or reproduced without obtaining my prior written approval for any purpose other than the purpose for which it is prepared.

Valuation Approach and Methodology

Valuation Approaches

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:

- Industry to which the portfolio company belongs
- Extent to which industry and comparable company information are available
- Whether the entity is listed on a stock exchange
- Past track record of the business and the ease with which the growth rate in cash flows to perpetuity can be estimated

As per IPEV Valuation Guidelines, there are several commonly used and accepted valuation approaches and methods for determining the value of investments in a private and unlisted company, which can be applied in the present valuation exercise, to the extent relevant and applicable, such as:



- Net Assets Method
- Multiples Method
- Industry Valuation Benchmarks
- Available Market Prices
- Discounted Cash Flow Method

Valuation Methodology

Net Assets (NAV) Method

This method involves deriving the value of a business by reference to the value of its net assets. This method is appropriate for a business that is not making an adequate return on assets and for which greater value can be realized by liquidating the business and selling its assets. In the context of private equity, it may therefore be appropriate, in limited circumstances, for valuing investment in loss making companies or companies making only marginal level of profits.

Market Multiples

This valuation technique involves the application of appropriate multiple to a performance measure of the portfolio company in order to derive a value of the business. This method is appropriate for investment in established business with an identifiable stream of continuing earnings and revenue that is considered to be maintainable.

Industry Valuation Benchmarks

A number of industries have industry specific valuation benchmark and same is used as a valuation benchmark

Discounted Cash Flow (Underlying Business)

This method involves deriving the value of business by calculating the present value of expected future cash flows. The cash flow and terminal value are those of the underlying business, not these from the investment itself.

Discounted Cash Flow (Investment)

This method applies the DCF concept and technique to expect future cash flows from the investment itself

Price of Recent Investments Method (PORI)

According to IPEV Guidelines, the price of recent investment method should not be considered as a standalone valuation technique. The fair value indicated by a recent transaction in the portfolio company equity is used to calibrate input with various valuation methodologies and benchmark. At each measurement date whether changes or events



subsequent to the relevant transaction would imply a change in the investments fair value should be assessed. Early-stage investments, pre revenue or pre earning, may require additional judgement in determining fair value.

Thus, we have reviewed the investment documents comprising shareholders' agreement, share subscription agreement and the records filed with MCA (Ministry of Corporate Affairs) and independent valuation report obtained by the portfolio company prior to the financing round/last funding round details. Although technically, our valuation report may be said to be based on Pori technique, however in substance, the NAV method is used by such independent valuers.

On the basis of representation received from Fund, it has further analyzed and evaluated the position of the VentureX Fund I with respect to its sustainability by evaluating its operational feasibility and capital adequacy and have confirmed that no material event has happened post last funding round or valuation date (for which valuation has been done by the independent valuer) which may impact the valuation.

Valuation Opinion

Based on my Valuation Analysis as per the information provided by the management of Fund, in my assessment, the Fair Value of Venture Fund I is **INR 5,80,31,483** as on March 31, 2025.



Jha Prabhakar Pramod
IBBI Registered Valuer
Securities and Financial Assets
Regn No: IBBI/RV/16/2021/14342

Place: New Delhi
Date: 30.04.2025

Valuation Analysis

VentureX Fund I

(Basis Un-audited financial statements as on March 31, 2025)

			<u>Amount in INR</u>	
		<u>Description</u>	<u>Amounts</u>	<u>Total</u>
A		Book value of all the assets (other than jewellery, artistic work, shares, securities and immovable property) in the balance-sheet as reduced by	39,98,012	
Less	(i)	any amount of income-tax paid, if any, less the amount of income-tax refund claimed, if any	-	
	(ii)	any amount shown as asset including the unamortised amount of deferred expenditure which does not represent the value of any asset	-	
Sub Total (A)			39,98,012	
B		The price which the jewellery and artistic work would fetch if sold in the open market on the basis of the valuation report obtained from a registered valuer	-	
Sub Total (B)			-	
C		Fair market value of shares and securities as determined in the manner provided in this rule	-	
(i)	Investments in subsidiaries, joint ventures and associates		-	
	Investments in mutual funds and commercial papers		5,43,73,748.00	
Sub Total (C)			5,43,73,748.00	
D		The value adopted or assessed or assessable by any authority of the Government for the purpose of payment of stamp duty in respect of the immovable property	-	
(i)	Leasehold Land and Freehold Land		-	
	Building		-	
Sub Total (D)			-	



L		Book value of liabilities shown in the balance-sheet, but not including the following amounts, namely	5,83,06,480	5,79,66,203	3,40,277
Less (i) the Unit holder's Funds					
Sub Total (L)					
E	Fair market value of shares (A+B+C+D-L)				5,80,31,483

S.No	Investment	Quantity	Book Value	Market value	MV per shares
1	Grand Continent Hotels Private Limited	1,63,200.00	1,83,76,320.00	1,84,41,600.00	113.00
2	Sundaram Ultra Short Duration Fund (Mutual Fund)	13,598.00	3,59,32,148.00	3,59,32,148.00	
	Total		5,43,08,468.00	5,43,73,748.00	

Notes:

- If there is any change in the numbers / information provided, the workings are subject to change. We do not assume any responsibility for the change in these workings, or their updation
- We have relied on the financial statements provided by the Management, and have not independently verified the correctness of the same
- We have assumed that the advance tax paid / tax deducted at source has been appropriately recorded in the financial statements. Further, we assume that the entire amount of advance tax paid / tax deducted at source, net of any tax liability, shall be claimed as refund from the income-tax authorities.
- We have assumed that the non-current and current provisions forming part of the financial statements as on 31 March 2025 are ascertained provisions and there are no unascertained provisions included

