Dinesh Kumar Deora

Registered Valuer - Securities or Financial Assets

IBBI Registration Number IBBI/RV/03/2019/12711

ICSI RVO COP Number ICSIRVO/SFA/73

ADDRESS: # 205, NADIADWALA MARKET, PODDAR ROAD, MALAD (EAST), MUMBAI-400097

Tel No. : 022-28443641 Email: dinesh.deora@yahoo.com

VALUATION REPORT

FOR DETERMINATION OF FAIR PRICE OF EQUITY SHARES OF

"LEENA CONSULTANCY LIMITED"

Prepared by:

Independent Registered Valuer: Dinesh Kumar Deora

IBBI Registration No.: IBBI/RV/03/2019/12711

DINESH KUMAR DEORA
RV REGN. NO. IBBI/RV/03/2019/12711 (Securities or Financial Assets)
REGISTERED VALUER

Dinesh Kumar Deora
Registered Valuer - Securities or Financial Assets
IBBI Registration Number IBBI/RV/03/2019/12711
ICSI RVO COP Number ICSIRVO/SFA/73

ADDRESS: # 205, NADIADWALA MARKET, PODDAR ROAD, MALAD (EAST), MUMBAI-400097
Tel No. : 022-28443641 Email: dinesh.deora@yahoo.com

REPORT ON FAIR PRICE OF SHARES OF LEENA CONSULTANCY LIMITED

I. Preamble:

This Report has been made on the specific request of Leena Consultancy Limited, (CIN-L74140MH1983PLC031034) a Company registered under Companies Act 1956, having its registered office at 123, Floor-1, Phiroze Jeejeebhoy Towers, Bombay Stock Exchange, Dalal Street, Fort, Mumbai-400001, to determine the Fair Price of the Equity Shares of Leena Consultancy Limited ("**Company**"/ "**LCL**") in connection with the proposed Preferential Allotment of equity shares of the Company in compliance with Chapter V of Preferential Issue and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure requirement), Regulation, 2018 and subsequent amendments thereto ('**Regulations**').

Disclaimers

This 'Valuation Report' ("report") is being furnished for determination of the fair price of equity shares of Leena Consultancy Limited ("**Company**"/ "**LCL**"), on a going concern basis. I Dinesh Kumar Deora, (hereafter referred to as "**Independent Registered Valuer**") understand that the purpose of the said report is to determine the fair price of equity shares of LCL. I have not considered the impact of any changes on the business / economic environment of the company or general industry post the valuation date.

The report has been prepared by Independent Registered Valuer from information extracted from desk research, published reports and other data supplied by the management of the company and other sources believed to be reliable and true. Our scope of work does not include verification of data submitted by management and has been relied upon by us. The report may not be distributed, published, reproduced or used, without the prior express written consent of Independent Registered Valuer, for any purpose other than the objectives of this report.

The factual data, business details and financial statements have been provided by the management of LCL, which has been relied upon by Independent Registered Valuer, without verifying the accuracy thereof. While the information provided herein is believed to be true and reliable to the best of our knowledge, I do not make any representations or warranties, express or implied, as to the accuracy or completeness of such information.

The report highlights the alternative approaches to valuation, identifies various factors affecting the valuation, summarizes the methodology keeping in view the circumstances of the company and arrives at the price of the company.

Sub Disclaimers-

Reliance on information provided:

I have assumed and relied upon the truth, accuracy and completeness of the information, data and financial terms provided to us or used by us; I have assumed that the same are not misleading and do not assume or accept any liability or responsibility for any independent verification of such information or any independent technical valuation or appraisal of any of the assets, operations or liabilities of the Company. In the course of the valuation exercise, I have obtained both oral and written data, including market, technical, operational and financial information. I have evaluated such information through a broad comparative analysis and enquiry.

DINESH KUMAR DEORA ★ RV REGN. NO. IBBI/RV/03/2019/12711 (Securities or Financial Assets) ★ REGISTERED VALUER

ADDRESS: # 205, NADIADWALA MARKET, PODDAR ROAD, MALAD (EAST), MUMBAI-400097
Tel No.: 022-28443641 Email: dinesh.deora@yahoo.com

Questions or appearances:

Our engagement is limited to preparing the report to be submitted to the management. I shall not be liable to provide any evidence for any matters stated in the report nor shall I be liable or responsible to provide any explanation or written statement for any assumption, information, methodology or any other matter pertaining to the report.
Complete report:

This report shall at all times be read and interpreted in full, no part of it shall be read independently for any reason whatsoever.

II. Brief about Leena Consultancy Limited:

Leena Consultancy Limited, the Company, bearing CIN L74140MH1983PLC031034 was incorporated on October 06, 1983 in the name of 'Leena Consultancy Limited' in the State of Maharashtra pursuant to the provisions of erstwhile Companies Act, 1956. There has been no change in the name of the Company during the last three years.

The current Registered Office is situated at 123, Phiroze Jeejeebhoy Towers, Bombay Stock Exchange, Dalal Street, Fort, Mumbai-400001.

The main business as the Memorandum of Association of the Company inter-alia includes providing advisory and consultancy services as regard to administration, management, accounting, training, etc.

As on March 31, 2022, the Authorized Share Capital of the Company is Rs. 24,00,000/- comprising of 2,40,000 Equity Shares of 10/- each. The Paid-Up Equity Share Capital of the Company is Rs. 24,00,000/- comprising of 2,40,000 Equity Shares of Rs. 10/- each fully paid up.

The Equity Shares of the Company are listed on BSE Limited, Mumbai ('BSE') having a scrip code as 509076. The Equity Shares of the Company are infrequently traded within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations, 2011 and 164 (5) of SEBI (ICDR) Regulation, 2018. The ISIN of the Company is INE778N01016.

Selection of Valuation Methodology

There is no single definition of the term 'price' that is suitable for all purposes or at all times. The price of a particular asset may vary according to different valuation methodologies that are adopted to ascertain the price for a specific purpose. Valuation of securities is an inexact science. It may sometimes involve a set of judgments and assumptions that may be subject to certain uncertainties. In the section below, Independent Registered Valuer has discussed some of the commonly used valuation methodologies. The valuation methodology to be adopted varies from case to case depending upon different factors affecting valuation. There are a number of methodologies to price companies / businesses using historical and forecast financials of the company.

A typical valuation analysis involves review and analysis of historical financials of the company and broad comparison of the company's forecast financial projections as regards all the significant macro and micro variables like economy and industry growth rate assumptions, inflation, interest and foreign exchange rates and tax rate forecasts. Company's profitability factors (industry competitive factors and company's operating strategies and its competitive position in the industry), economies of scale and optimal capital structure also affects the business valuation of the company.

However, the price is specific to the point in time and may change with the passage of time. In the present case, the objective of the valuation exercise is to price the shares of LCL.

DINESH KUMAR DEORA
RV REGN. NO. IBBI/RV/03/2019/12711 (Securities or Financial Assets)
REGISTERED VALUER

Dinesh Kumar Deora
Registered Valuer – Securities or Financial Assets
IBBI Registration Number IBBI/RV/03/2019/12711
ICSI RVO COP Number ICSIRVO/SFA/73
ADDRESS: # 205, NADIADWALA MARKET, PODDAR ROAD, MALAD (EAST), MUMBAI-400097
Tel No. : 022-28443641 Email: dinesh.deora@yahoo.com

The valuation exercise is aimed at the assessment of the Fair price of the equity shares of the company. I am required to arrive at the above valuations based on internationally accepted valuation practices.

As per RICS appraisal Manual, the Fair Value (FV) is defined as 'The price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date.

Ind AS (113) as well as IFRS 13 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Approach and Methodology.

Valuation is not an exact science and is dependent on various factors such as specific nature of business, economic life cycle in which the industry and company is operating, past financial performance of the business, future growth potential of the business, business model, management of the company, relevance of technology in the business model, liquidity of equity and much more. The results of the valuation exercise may vary significant depending on the basis used, the specific circumstances and the judgment of the valuer. In respect of going concerns, certain valuation techniques have evolved over time and are commonly in vogue.

Various techniques may be used such as Net Asset Value Method, Price-Earnings Multiple Method, EV/EBITA Multiple Method, Discounted Cash Flow Method among others to value. The choice of valuation approach depends on the purpose of valuation and various other business specific and industry specific factors. In some cases, a single valuation technique will be appropriate, whereas in others multiple valuation techniques will be appropriate.

As per the principles of valuation considered by the Hon'ble Supreme Court in its decision in the case of Hindustan Lever Employee Union v/s Hindustan Lever Limited, 1995 (83 Com Case 30), for amalgamation of companies, the Hon'ble Court upheld the valuation methodology adopted by the Valuers using a combination of Book Value (Net Asset Value), Yield (Earning Capacity) and Market Price

Method of Valuation

There are several commonly used and accepted methods for determining the value of business/shares of the company, which would be applied to the present case, to the extent relevant and applicable, such as:

- Net Asset value or Breakup value based on the value of the assets and liabilities (NAV).
- Value based on the Profit Earning Capacity Value (PECV) method.
- Value based on Market Price method.

Asset Approach - Net Asset Value Method (NAV)

The Net Asset Value method attempts to measure the value of the net assets of the company against each share. It is computed by taking the net value of the company's assets, subtracting from them the amount of liabilities and preferred shareholders claims, and dividing the reminder amongst the number of equity shares. For an investment company valuation, NAV valuation, based on the asset backing is generally given more importance. Net Asset Value Method is also considered appropriate, where the future cash flows / commercial operations of the valued company cannot be reasonably ascertained or the company is recently incorporated.

The calculation is appended herewith as per Annexure A.

Valuation under Profit Earning Capacity Method:

DINESH KUMAR DEORA ★ RV REGN. NO. IBBI/RV/03/ 2019/12711 (Securities or Financial Assets) ★ REGISTERED VALUER

Dinesh Kumar Deora
Registered Valuer - Securities or Financial Assets
IBBI Registration Number IBBI/RV/03/2019/12711
ICSI RVO COP Number ICSIRVO/SFA/73
ADDRESS: # 205, NADIADWALA MARKET, PODDAR ROAD, MALAD (EAST), MUMBAI-400097
Tel No. : 022-28443641 Email: dinesh.deora@yahoo.com

This method of valuation presumes the continuity of business and uses the past earnings. For the purpose of the Profit Earning Capacity Value of the shares, the commonly accepted approach is to capitalize average earnings of past at an appropriate rate of capitalization, to arrive at a fair value per share. We have not considered this method as the Company has been continuously incurring losses for more than five years preceding the current financial year.

Market Approach -Comparable Company Multiples Method (CCM)

Market Price Method

In the instant case, the Equity Shares of the Company are listed on BSE. We have perused trade data of LCL on BSE. Further shares of the Company are infrequently traded. There has been no trading in shares of LCL on BSE since 31/01/2014, which is almost since last 8 years.

In view of above, we can not determine the price as per Market Price Method

Fair value per share:

These valuation conclusions must be read along with accompanying assumptions, caveats, limits and disclaimers mentioned elsewhere in this report.

As per our assessment, the Fair Value of the company is as follows:

Valuation of Equity Shares:

Method	Price Per Share	Weight	Product
Net Asset Value Method	3.83	1	3.83
Per Share Value (In Rs.)			**3.83**

Guidance Note On Control Premium:

Since there is a change in control, pursuant to the Preferential Offer, a control premium of 25% to 30% over and above the fair value is justified which is in compliance with Regulation 166A of SEBI (ICDR) Regulations, 2018.

Conclusion - Fair Price of LCL

As per the Table given above, in our opinion the fair price per equity share of LCL is Rs.3.83.

Since the Company cannot issue equity shares below its face value which is Rs.10/- per equity share the fair price for preferential allotment of equity share is Rs.10/- per equity share.

The values so arrived at are subject to the matters enumerated in 'Disclaimer statement' and information provided to us and should be viewed in the light thereof.

DINESH KUMAR DEORA RV REGN. NO. IBBI/RV/03/2019/12711 (Securities or Financial Assets) REGISTERED VALUER

Dinesh Kumar Deora
REGISTERED VALUER: Securities or Financial Assets
IBBI Registration Number IBBI/RV/03/2019/12711
ICSI RVO COP Number: ICSIRVO/SFA/73
UDIN: F005683D000155571

Place: Mumbai
Date: April 19, 2022

Dinesh Kumar Deora
Registered Valuer – Securities or Financial Assets
IBBI Registration Number IBBI/RV/03/2019/12711
ICSI RVO COP Number ICSIRVO/SFA/73
ADDRESS: # 205, NADIADWALA MARKET, PODDAR ROAD, MALAD (EAST), MUMBAI-400097
Tel No. : 022-28443641 Email: dinesh.deora@yahoo.com

Exhibit A- Leena Consultancy Limited
Valuation of Equity Shares on Net Asset Value Method

(Rs. in Lakhs)

Method I		Method II	
Particulars	31.12.2021	Particulars	31.12.2021
(I) TOTAL ASSETS OF THE COMPANY	14.25	(I) SHAREHOLDERS' FUND	
(II) DEDUCTIONS		Equity Share Capital	24.00
Liabilities		Reserves & Surplus	-14.81
Non-Current Liabilities		TOTAL	9.19
Financial Liabilities		(II) DEDUCTIONS	
(a) Borrowings	0	Miscellaneous Expenditure	-
(b) Provisions	0	Profit and Loss Account (Debit Balance)	-
(c) Other Non-Current Liabilities	0	(III) Net Worth [A-B]	9.19
(d) Lease Liabilities	0		
Total Non-Current Liabilities	0		
Current Liabilities		No. of Equity Shares	2,40,000
(a) Financial Liabilities			
(i) Borrowings	2.60		
(ii) Trade Payables			
a) total o/s dues of Micro Enterprises and Small Enterprises	0		
b) total o/s dues of Creditors other than Micro Enterprises and Small Enterprises	0		
(iii) Other Financial Liabilities	2.32		
(b) Provisions	0		
(c) Other Current Liabilities	0.14		
(d) Lease Liabilities	0		
Total Current Liabilities	5.06		

DINESH KUMAR DEORA
RV REGN. NO. IBBI/RV/03/2019/12711 (Securities or Financial Assets)
REGISTERED VALUER

ADDRESS: # 205, NADIADWALA MARKET, PODDAR ROAD, MALAD (EAST), MUMBAI-400097
Tel No. : 022-28443641 Email: dinesh.deora@yahoo.com

(III) Net Worth [A-B]	9.19		
Total No. of Equity Shares	2,40,000		
Net Assets Value per share (In Rs.)	**3.83**	**Net Assets value per share (In Rs.)**	**3.83**

DINESH KUMAR DEORA
RV REGN. NO. IBBI/RV/03/2019/12711 (Securities or Financial Assets)
REGISTERED VALUER