

VALUATION REPORT

on

Share Swap Ratio
Of
DHELA KHAT TEA COMPANY LIMITED
("Transferor Company")
AND
RYDAK SYNDICATE LIMITED
("Transferee Company")



CORPWIS ADVISORS PRIVATE LIMITED
CAT – I MERCHANT BANKER
SEBI REGN NO. INM000012962

G-07, Ground Floor, The Summit Business Park, Andheri Kurla Road,
Andheri East, Chakala MIDC, Mumbai - 400093
Email : advisors@corpwis.com
Mobile : +91 22 49729990/1/2



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Valuation Analysis

We refer to our Engagement dated May 27, 2024 as Independent Valuers of **Dhelakhat Tea Co Ltd** ("DTCL" or 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

Dhelakhat Tea Co Ltd. (Transferor Company) and Rydak Syndicate Limited (Transferee Company), seeks to determine the Share Exchange Ratio for the purpose of issue of equity shares by Rydak Syndicate Limited to the shareholders of Dhelakhat Tea Company Limited as a result of amalgamation of Rydak Syndicate Limited ("Transferee Company") with that of Dhelakhat Tea Company Limited ("Transferor Company") as per the relevant provisions of the Companies Act, 2013, Income Tax Act, 1961, and SEBI ICDR Regulations, 2018 along with relevant rules, as applicable.

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. Any financial projection e.g. projected balance sheet, projected profit & loss account, projected cash flow statements as presented in this report are included solely to assist in the development of the value conclusion. The actual results may vary from the projections given, and the variations may be material, which may change the overall value.

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

1. Dhelakhat Tea Co Ltd ("DTCL or Transferor Company")

DTCL is a Public company limited by shares, having CIN: L15492WB1917PLC002894 incorporated on 19th November, 1917 and having registered office address at 4, Dr Rajendra Prasad Sarani, Kolkata, West Bengal, India, 700001. It is classified as Non-government company and is registered at Registrar of Companies, Kolkata. Its authorized share capital is Rs. 50,00,000 and its paid-up capital is Rs. 39,27,700.

About DTCL

The Company is engaged in business of harvesting, manufacturing and selling of tea and Tea Tourism business. The equity shares of the Company are listed on Calcutta Stock Exchange Limited ("CSE"). The Company is having two estates namely Dhelakhat and Mohunbaree.



Board of Directors:

DIN	Name of the Director	Designation
06931916	Rajvinder Singh	Director
07090308	Suparna Chakrabortti	Director
00143116	Ravindra Suchanti	Additional Director
NA	Deepak Verma	Manager
NA	Sunny Jalan	Company Secretary
NA	Deepak Kumar Singh	CFO

2. Rydak Syndicate Limited (RSL or Transferee Company)

RSL is a Public company limited by shares, having CIN: L65993WB1900PLC001417 incorporated on 24th February, 1898 and having registered office address at 4, Dr Rajendra Prasad Sarani, Kolkata, West Bengal, India, 700001. It is classified as Non-government company and is registered at Registrar of Companies, Kolkata. Its authorized share capital is Rs. 1,20,00,000 and its paid-up capital is Rs. 97,31,280.

About RSL

The Company is engaged in business of harvesting, manufacturing and selling of tea and Tea Tourism business. The equity shares of the Company are listed on Calcutta Stock Exchange Limited ("CSE"). The Company is having six estates namely, Rydak, Baradighi, Kartick, Duklingia, Kopati and Serispore.

Board of Directors:

DIN	Name of the Director	Designation
00199255	SUBIR DAS	Director
06931916	RAJVINDER SINGH	Managing Director
09090827	PRABIR KUMAR BHATTACHARJEE	Director
07090308	SUPARNA CHAKRABORTTI	Director
NA	Pankaj Mahadeo Singh	Company Secretary
00143116	RAVINDRA SUCHANTI	Additional Director
NA	Aditya Gupta	CFO

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 valuation date is as at 31st March, 2024 for the purpose of calculation of fair business value and the resultant exchange ratio for the purpose of the Scheme of Amalgamation between the transferor company and the transferee company.

6 Valuation Standards

The Report has been prepared in compliance with the internationally accepted valuation standards and valuation standard adopted by RVO Estate Managers and Appraisers Foundation 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.

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

- Valuation Report of transferor company and transferee company issued by Miss Madhumita Karar dated 25th June'2024.
- Details of Shareholding and numbers of fully diluted Equity Shares as on valuation date;

- Discussions with the Management / representative of the Company;
- All Company specific information were sourced from the management of the Company, either in the written hard copy or digital form;
- Other information / data available in public domain.

Further, we have also obtained such other information and explanations from the Company as were considered relevant for the purpose of the valuation. It may be mentioned that the Management has been provided the opportunity to review our draft report as part of our standard practice to make sure that factual inaccuracies are avoided in our final report.

8 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.

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

The report is based on the financial projections provided to us by the Management of the company and thus the responsibility for forecasts and the assumptions on which they are based is solely that of the Management of the Company and we do not provide any confirmation or assurance on the achievability of these projections. It must be emphasized that profit forecasts necessarily depend upon subjective judgement. Similarly, we have relied on data from external sources. These sources are considered to be reliable and therefore, we assume no liability for the accuracy of the data. We have assumed that the business continues normally without any disruptions due to statutory or other external/internal occurrences.

The valuation worksheets prepared for the exercise are proprietary to 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. This report is issued on the understanding that the Management of the Company has drawn our attention to all matters of which they are aware, which have an impact on our report up to

the date of signature. We have no responsibility to update this Report for events and circumstances occurring after the date of this Report.

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.

9 Distribution of Report

The Analysis is confidential and has been prepared exclusively for RSL and DTCL. 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 with the investor / buyers of the Company / submission to government authorities and regulators towards statutory compliances.



10 Opinion on Share Swap Ratio

Based on our valuation exercise, the Share Swap Ratio as at 31st March 2024 is as under:

Computation of Swap Ratio	
Particulars	Amount in INR
Value of the Transferor Company - Dhelakhat Tea Company Limited	415.03
Value of the Transferee Company - Rydak Syndicate Limited	1,522.31
Swap Ratio	0.2726
For every 10,000 shares of transferor company, nos. of shares of transferee company issued	2726

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

Yours faithfully,
For Corpwis Advisors Private Limited

Shilpa Kamedia



Auhtorised Signatory

June 25, 2024
Mumbai