

**MINISTRY OF CORPORATE AFFAIRS  
RECEIPT  
G.A.R.7**

**SRN:** AB1727667/ BharatKoshOrderId :1-15621021192  
**SRN Date:** 02/11/2024 00:08:26

**Service Request Date:**  
02/11/2024

**RECEIVED FROM:**

**Name:** SACHIN KUMAR SRIVASTAVA

**Address:** PAKKA LIMITED, YASH NAGAR, VILLAGE - PARAKHAN, DARSHAN NAGAR,, Faizabad, Faizabad, Uttar Pradesh, 224135

**ENTITY ON WHOSE BEHALF MONEY IS PAID**

**LLPIN/CIN/DIN:** L24231UP1981PLC005294

**Name:** PAKKA LIMITED

**Address:** 312, Plaza Kalpana Society,, 24/147, B-49,, Birhana Road, Kanpur Nagar, Uttar Pradesh, 208001

**FULL PARTICULARS OF REMITTANCE**

**Service Type:** eFiling

Service Description	Type of Fee	Amount (Rs.)
Fee for PAS-3	Normal	600
	Additional	0
<b>Total</b>		<b>600</b>

**Mode of Payment:** Online

**Received Payment Rupees:** Six Hundred Rupees Only.

Note: The defects or incompleteness in any respect in this application as noticed shall be placed on the Ministry's website(www.mca.gov.in). In case the application is marked as RSUB, please resubmit the application within the due date. Please track the status of your transaction at all times till it is finally disposed off. (please refer Rule 10 of the Companies (Registration offices and Fees) Rules, 2014)

## Form No. PAS-3

### Return of Allotment

[Pursuant to section 39(4) and 42 (9) of the Companies Act, 2013 and rule 12 and 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014



सत्यमेव जयते

Form language

English  Hindi

Refer instruction kit for filing the form

All fields marked in \* are mandatory.

### 1. Company Information

(a) \*Corporate Identity Number (CIN)

L24231UP1981PLC005294

(b) \*Name of the company

PAKKA LIMITED

(c) \*Address of the Registered Office of the company

312, Plaza Kalpana Society,,24/147,  
B-49,,Birhana Road,Kanpur Nagar,Uttar  
Pradesh,208001,India

(d) \*Email ID of the company

\*\*\*\*\*tor@pakka.com

2. \*Number of allotments

1

3. \*Type of security  
(Equity/Preference/ Debentures)

Equity

4.(a) If Equity: Type of allotment  
(Public issue/Bonus issue/Right issue/Conversion of Loans/ Conversion of debenture/ Conversion of preference shares Private placement/ Preferential allotment/Employee stock option Plan (ESOP)/. Sweat equity/Others)

Preferential allotment

(b) If Others, please provide details

(c) If Preference: Type of allotment  
(Public issue/Bonus issue/Right issue/Conversion of Loans/ Conversion of debenture/  
Private placement/ Preferential allotment/Employee stock option Plan (ESOP)/Sweat equity/Others)  
(d) If Others, please provide details

(e) If Debentures: Type of allotment  
(Public issue/Conversion of Loans/Private placement/Preferential allotment/Others)

(f) If Others, please provide details

(g) Whether Convertible or Non-convertible

Convertible  Non-convertible

5. Mode of allotment

Cash  Other than cash

6.\*Date of allotment

14/10/2024

It is confirmed that no such return of allotment is pending to be filed for securities allotted prior to the date of allotment mentioned in field 6.

**Detail of resolution**

7. Details of Shareholder's Resolution passed

(a) Date of passing Shareholder's Resolution

29/08/2024

(b) SRN of MGT 14

AB0692903

8. Details of Board Resolution passed

(a) \*Date of passing Board Resolution (DD/MM/YYYY)

(b) \*Mode of resolution

Board Meeting  Circulation

(c) \*Number of votes cast in favor

(d) \*Number of votes cast against

9 Particulars of Securities allotted for cash

(a) Class of security

Equity Shares

(b) Brief particulars of terms and conditions

Pari-Passu with Existing Equity Shares

(c) Number of securities allotted

5400000

	Nominal Amount per security (in INR) *		Premium Amount per security (in INR)		Discount Amount per security (in INR)		Total Amount (in INR) *	
	10		262		0			
Particulars	Amount due and payable per security (in INR)	Total Amount paid (in INR)	Amount due and payable per security (in INR)	Total Amount paid (in INR)	Amount due and payable per security (in INR)	Total Amount paid (in INR)	Amount due and payable per security (in INR)	Total Amount paid (in INR)
<b>On application*</b>	10	54000000	262	1414800000	0	0	272	1468800000
<b>On allotment</b>	0	0	0	0	0	0	0	0
<b>On calls*</b>	0	0	0	0	0	0	0	0
<b>Total amount*</b>	10	54000000	262	1414800000	0	0	272	1468800000

10. Particulars of securities allotted for consideration other than cash

(a) \*Class of security

(b) \*Number of securities allotted

(c) \*Nominal amount per security (in INR)

(d) Premium amount per security (in INR)

(e) Discount amount per security (in INR)

(f) \*Amount to be treated as paid up on each security (in INR)

(g) \*Total nominal amount (in INR)

(h) Total premium amount (if any) (in INR)

(i) Total discount amount (if any) (in INR)

11.\*Details of Consideration

Consideration for which such securities have been allotted	Description of the consideration	Value (amount in INR)
Property and assets acquired		
Goodwill		
Services (give nature of services)		
Other items (to be specified)		

12. \*Whether an agreement or contract is executed in writing consideration other than cash  Yes  No

**\*Particulars of Agreement/Contract**

(a) \*Date of agreement (DD/MM/YYYY)

(b) \*Parties to agreement

(c) \*Brief particulars of agreement

13. \*Whether valuation report of the Registered Valuer has been obtained for valuation of assets issued in lieu of shares allotted for consideration other than cash

Yes

No

Key information on valuation report

(a) \*Name of firm/individual undertaking valuation

(b) \*Registration number issued by IBBI

(c) \*Email ID

(d) \*Mobile number

(e) \*Is valuer, a member of professional body i. e. ICAI, ICSI or ICWAI(Yes/No)

(f) Membership number of the valuer

(g) Permanent Account Number (PAN)

(h) \*Has ICAI issued UDIN against the valuation report(Yes/No/NA)

(i) UDIN of valuation report issued by ICAI

(j) \*Method of valuation

(k) \*Valuation amount

(l) \*Date of issue of report (DD/MM/YYYY)

(m) Other brief details of valuation (if any)

14. Particulars of private placement

(a) \*Category to whom allotment is made

Existing shareholders

Employee

Directors

Qualified Institutional Buyers

Others

(b) If Others, please provide details

15. Particulars of Bonus shares issued

- (a) \*Class of security
- (b) \*Number of bonus shares
- (c) \*Nominal amount per share (in INR)
- (d) \*Amount to be treated as paid up per share (In INR)

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16. \*Particulars of securities allotted in case of conversion

- (a) \*Class of security
- (b) \*Number of securities allotted
- (c) \*Nominal amount per security (in INR)
- (d) Premium amount per security (in INR)
- (e) Discount amount per security (in INR)
- (f) \* Amount to be treated as paid up on each security (in INR )
- (g) \*Total nominal amount (in INR )
- (h) Total premium amount (if any) (in INR )
- (i) Total discount amount (if any) (in INR )

17. Details of Conversion

- (a)\*Brief details of conversion terms
- (b)\*Value (amount in INR)
- (c) In case of preference share, please provide the class of security

18. \*Whether an agreement or contract is executed in writing for allotting securities in case of conversion

Yes  No

**Particulars Of Agreement/Contract**

- (a) \*Date of agreement
- (b) \*Parties to agreement

### 19. Valuation report of security issued

(a) \*Whether valuation report of the Registered Valuer has been obtained  Yes  No

#### Key information on valuation report

(b) \*Name of firm/individual undertaking valuation report

(c) \*Registration number issued by IBBI

(d) \*Email ID

(e) \*Mobile number

(f) \*Is valuer, a member of professional body i.e. ICAI, ICSI or ICWAI (Yes/No)

(g) Membership number of the valuer

(h) Permanent Account Number (PAN)

(i) Has ICAI issued UDIN against the valuation report (Yes/No/NA)

(j) UDIN of valuation report issued by ICAI

(k) Method of valuation

(l) Valuation amount per share (in INR)

(m) Date of issue of report (DD/MM/YYYY)

(n) Other brief details of valuation (if any)

(o) Whether shares are issued at a price lower than the price determined by the registered valuer?  Yes  No

(p) If Yes, rationale for the same

### Capital structure post allotment

20 Capital structure of the company after taking into consideration the above allotment(s) of shares:

#### Equity share capital

Number of classes



Class of shares	Equity Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares		56000000	44819800	44819800	44819800
Nominal amount per share (in INR)		10	10	10	10
Total amount of equity shares (in INR)		560000000	448198000	448198000	448198000

### Preference share capital

Number of classes

1

Class of shares	Preference Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares		400000	0	0	0
Nominal amount per share (in INR)		100	100	100	100
Total amount of preference shares (in INR)		40000000	0	0	0

### Unclassified shares

Particulars	Authorised capital
Number of Unclassified shares	0
Total amount of (in INR) Unclassified shares	0

### Capital structure post allotment- Debt

Debt Structure of the company after taking into consideration the above allotment(s) of debentures/ other security:

Particulars	Total Amount
Debentures	0
Secured Loans	0
Others, specify	0

### Attachments

(a) List of Allottees

List of Equity Allottees Pakka Preferential issue.xlsx

Add another attachment

(b) Valuation Report from the valuer, if any

Valuation-Report-Issued-by-the-Registered-Valuer-on-Pricing  
05.08.2024.pdf

(c) Copy of contract where securities have been allotted for consideration other than cash or attachment wherein the details of contract reduced in writing by the company, if any

(d) Optional attachment(s), if any

## Declaration

I am authorised by the Board of Directors of the Company vide resolution no \*

7

dated (DD/MM/YYYY) \* 13/06/2024 to sign this form and declare that all the requirements of

Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

It is further declared and verified that:

1. All the required attachments have been completely, correctly and legibly attached to this form.
2. The list of allottees is correct and complete as per records of the company.
3. Where the securities are issued other than cash, the contract as well as list of allottees and any other contract of sale, or a contract for services or other consideration in respect of which that allotment is made is attached herewith. If not, then an attachment has been attached by the company mentioning all the particulars of the contract in writing.
4. The return of allotment in form PAS-2 is not pending for any such allotment of securities, prior to the date of allotment mentioned in field 6 of the form.

I hereby declare that, in respect of private placement the company has

1. Allotted securities to less than two hundred persons in aggregate in a financial year excluding exempted categories;
2. Offered such securities through private placement offer letter and no prospectus or any other public advertisement has been issued for the same;
3. Completed allotment in respect of earlier private placement offers;
4. Received money payable on subscription of such securities through cheque or demand draft or other banking channels but not in cash;
5. Made such offers only to the persons whose names were recorded by the company prior to such invitation and such persons have received such offer by name;
6. Maintained a complete record of such offers and acceptances in Form No. PAS-5

\* To be digitally signed by

JAGDEE Digitally signed by  
P HIRA  
Date: 2024.11.02  
09:10:24 +0530

\*Designation

Managing Director

(Director/Managing Director/Manager/Company Secretary/CEO/CFO)

\*Director identification number of the director; OR DIN or PAN of the manager or CEO or CFO or Membership number of the Company Secretary

0\*6\*9\*4\*

### Certificate by practicing professional

I declare that I have been duly engaged for the purpose of certification of this form. It is hereby certified that I have gone through the provisions of the Companies Act, 2013 and Rules thereunder for the subject matter of this form and matters incidental thereto and I have verified the above particulars (including attachment(s)) from the original/certified records maintained by the Company/ applicant which is subject matter of this form and found them to be true, correct and complete and no information material to this form has been suppressed.

I further certify that:

1. The said records have been properly prepared, signed by the required officers of the Company and maintained as per the relevant provisions of the Companies Act, 2013 and were found to be in order;
2. All the required attachments have been completely and legibly attached to this form.

I hereby certify that I have gone through the agreements / contracts entered by the Company as applicable for allotment of securities for consideration other than cash, the details of which have been provided in the form, and found them to be true, correct and complete and no material information is suppressed.

#### \* To be digitally signed by

PRAGAT  
I GUPTA  
Digitally signed by  
PRAGAT GUPTA  
Date: 2024.11.02  
09:13:11 +0530

\* Category of professional

- Chartered accountant (in whole-time practice)
- Cost accountant (in whole-time practice)
- Company secretary (in whole-time practice)

\* Whether associate or fellow:

- Associate  Fellow

Membership number

Certificate of practice number

7\*7\*

**Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement/certificate and punishment for false evidence respectively.**

**This eForm has been taken on file maintained by the registrar of companies through electronic mode and on the basis of statement of correctness given by the filing company.**

#### For office use only:

eForm Service request number (SRN)

AB1727667



**NIRAJ KUMAR VERMA**  
**REGISTERED VALUER (RV)**  
(Securities or Financial Assets)

**Valuation Report**

**To**  
The Board of Directors,  
PAKKA LIMITED  
312, Plaza Kalpana Society, 24/147, B-49,  
Birhana Road, Kanpur-208 001, Uttar Pradesh, India

Dear Sir(s),

**Sub: Valuation Report determining the Price of Equity Shares under Regulation 166A Of SEBI (ICDR) Regulation 2018**

In accordance with our engagement letter dated 05/08/2024, we have prepared a Report determining the Price of Equity Shares under Regulation 166A Of SEBI (ICDR) Regulation 2018. We have provided our report in the capacity of a registered valuer.

**Scope of the Report**

Our scope of service under this letter is restricted to the services specified in the scope of work indicated above and does not cover any other services including, illustratively the following:

- legal advice, opinion and representation in any form
- accounting and taxation matters, opinion and representation in any form
- any other certification services, reliance would be placed on the information that may be provided by the companies.

Our analysis and report are in conformity with international valuation standards developed by The International Valuation Standards Council (IVSC), ICAI Valuation Standards 2022 and Technical Guide on Valuation (Revised 2022 Edition).

In rendering the services, we relied upon the various materials/information provided by the management of the Company. Because of the limited purpose of this report, the financial information presented in this report may contain a departure from generally accepted accounting principles. Further, we have not audited, reviewed, or complied with the financial information provided by the management and have no assurance on it. Please refer to the limitations as placed in **Annexure- A** to this report.

We hope the enclosed report will serve your purpose.

Thanking you,  
Yours faithfully,

NIRAJ KUMAR VERMA  
Digitally signed by NIRAJ KUMAR VERMA  
Date: 2024.08.05 17:35:01 +05'30'

**NIRAJ KUMAR VERMA**  
**Registered Valuer (RV)**  
**IBBI Registration No. - IBBI/RV/05/2019/12030**  
Date:05/08/2024  
UDIN:- F009501F000913976  
Encl: as above

**Valuation Report**

**Of**

**PAKKA LIMITED**

**Valuation Date- August 05, 2024**

**Prepared by**

**NIRAJ KUMAR VERMA**

**Registered Valuer (RV)**

**IBBI Registration No. - IBBI/RV/05/2019/12030**

**Mobile: +91 9415473895, E-mail: fcsniraj@gmail.com**

**INDEX**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Page No.</b>
I.	Executive Summary	4-8
II.	Appointing Authority, Disclosure of valuer interest or conflict & Source of Information	9
III.	Valuation Methodology	10-13
IV.	Valuation Analysis	14
V.	Statement of Limiting Conditions	23-24

## **1. EXECUTIVE SUMMARY**

### **Corporate Identity**

Pakka Limited is having its Registered Office at 312, Plaza Kalpana Society, 24/147, B-49, Birhana Road, Kanpur-208 001, Uttar Pradesh, India and was incorporated on May 05, 1981 under the Companies Act, 1956. The Corporate Identity Number (CIN) is L24231UPI981PLC005294. The equity shares of the company are listed on BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') ('BSE' and 'NSE' are together known as, 'the Stock Exchanges').

### **Business Activity:**

The Company began operations with an installed capacity to produce 1,940 TPA. The Company's journey began with the production of pulp and paper and has since evolved into the manufacturing of eco-friendly packaging products, maintaining its consistent commitment to sustainability. The Company changed its name to Yash Pakka Limited in FY 2019-20, which was renamed Pakka Limited in 2023. At present, the Company is concentrating on developing compostable packaging solutions.

### **PRODUCTS AND SERVICES**

- Yash Papers Limited (YPL) has an operating history of over three decades and its product portfolio includes machine glazed agro based 30 ~ 100 GSM paper of unbleached Kraft, bleached Kraft and coloured Kraft varieties.
- YPL holds major market share in India in low-grammage Kraft paper segment. The company uses agri-residues such as Bagasse, and wheat straw as its major raw material for manufacturing paper. The company's operation is based in Faizabad district of Uttar Pradesh.
- Poster Paper
- Pulp
- Moulded Products (Tableware)
- Egg Tray
- Pith Pallets

### **Manufacturing Units**

#### **Ayodhya Plant**

- Present infrastructure & Capabilities of YPL plant is detailed as below
  - **Three paper machines** mainly producing specialized paper grades for wrapping,



packaging, interleaving, food and pharmaceutical uses. Total production capacity is 39,100 MTPA.

- **One integrated pulp mill** which produces both bleached and unbleached pulp grades from agro based raw materials (Mainly Bagasse and wheat straw as alternative). The total capacity of the pulp mill is 130 TPD.
- **Two power plants**, one with an output of 2.5 MW; the other with an output of 6 MW. Both have extraction-cum-condensing turbines and rice husk based FBC boilers.
- **A chemical recovery plant** with a capacity of 145 MT BD solids.
- **A Egg Tray Molding plant** of 2.40 TPD Capacity.
- Compact R&D setup
- Moulded Products (Tableware) plant of 11.50 TPD Capacity

### **Capital Structure**

As on March 31, 2024, the Authorized Share Capital of the company, as per MCA records is 6000.00 Lakhs comprising of 5,60,00,000 Equity shares of Rs. 10/- each and 4,00,000 (Preference shares of Rs. 100/- each. Further the Paid share capital of company comprising 3,91,68, Equity shares of Rs. 10/- each.

### **Scope, Purpose and Usage of Valuation**

The scope of our services as per the Engagement Letter dated is to carry out a valuation of the equity shares of the Company, as on the Relevant date, i.e. Tuesday, July 30, 2024, being the date, which is 30 days prior to the date of the Extra-Ordinary General Meeting of the Members of the Company scheduled to be held on Thursday, August 29, 2024 as required under Regulation 161 read with Regulation 166A of the SEBI ICDR Regulations, and issue a Valuation Report to be used by the Board of Directors of the Company, as well as to represent to regulatory authorities in connection with the proposed preferential issuance by the company pursuant to the extant provisions of the SEBI ICDR Regulations.

### **Applicable Legal provisions, Guidelines and Directives:**

Considering the purpose of valuation, we understand that the following legal provisions, guidelines, and directives shall apply for the purpose of this valuation exercise;

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

## **PART IV: PRICING**

### **Pricing of frequently traded shares**

164. (1) If the equity shares of the issuer have been listed on a recognised stock exchange for a period of twenty-six weeks 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 average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty-six weeks preceding the relevant date; or
- b. the average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date.

(2) If the equity shares of the issuer have been listed on a recognised stock exchange for a period of less than twenty-six weeks as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than the higher of the following:

- a) the price at which equity shares were issued by the issuer in its initial public offer or the value per share arrived at in a scheme of compromise, arrangement and amalgamation under sections 391 to 394 of the Companies Act, 1956 or sections 230 to 234 the Companies Act, 2013, as applicable, pursuant to which the equity shares of the issuer were listed, as the case may be; or
- b) the average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on the recognised stock exchange during the period the equity shares have been listed preceding the relevant date; or
- c) the average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date.

(3) Where the price of the equity shares is determined in terms of sub-regulation (2), such price shall be recomputed by the issuer on completion of twenty six weeks from the date of listing on a recognised stock exchange with reference to the average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on the recognised stock exchange during these twenty six weeks and if such recomputed price is higher than the price paid on allotment, the difference shall be paid by the allottees to the issuer.

(4) A preferential issue of specified securities to qualified institutional buyers, not exceeding five in number, shall be made at a price not less than the average of the weekly high and low of the

volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date.

(5) For the purpose of this Chapter, “frequently traded shares” means the shares of the issuer, in which the traded turnover on any recognised stock exchange during the twelve calendar months preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer:

Provided that where the share capital of a particular class of shares of the issuer is not identical throughout such period, the weighted average number of total shares of such class of the issuer shall represent the total number of shares.

**Explanation:** For the purpose of this regulation, ‘stock exchange’ means any of the recognised stock exchange(s) in which the equity shares of the issuer are listed and in which the highest trading volume in respect of the equity shares of the issuer has been recorded during the preceding twenty six weeks prior to the relevant date.

**Other Conditions for pricing.**

166A. (1) 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:

Provided further that the valuation report from the registered valuer shall be published on the website of the issuer and a reference of the same shall be made in the notice calling the general meeting of shareholders.

(2) Any preferential issue, which may result in a change in control of the issuer, shall only be made pursuant to a reasoned recommendation from a committee of independent directors of the issuer after considering all the aspects relating to the preferential issue including pricing, and the

voting pattern of the said committee's meeting shall be disclosed in the notice calling the general meeting of shareholders.

Explanation.—The meeting of the independent directors referred in sub-regulation (2) shall be attended by all the independent directors on the board of the issuer.

**Method of Valuation**

1. Comparable Company Market Multiples Method (CCM)
2. Market Value Method
3. Net Asset Value Method

**Premise of Value**

Going Concern Basis

**Valuation Summary**

On the basis of valuation analysis and methodologies adopted and mentioned in greater detail in Report herein, we estimate that the Price of the Equity Shares of the company, as on July 30, 2024 is INR 227.31 per equity shares under Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022. valuation working and summary have been provided in the Annexure [1-4] to this Report.

NIRAJ  
KUMAR  
VERMA

Digitally signed by  
NIRAJ KUMAR VERMA  
Date: 2024.08.05  
17:35:37 +05'30'

**NIRAJ KUMAR VERMA**

**Registered Valuer (RV)**

**IBBI Registration No. - IBBI/RV/05/2019/12030**

Date:05/08/2024

UDIN:- F009501F000913976

**2. APPOINTING AUTHORITY, DISCLOSURE OF VALUER INTEREST OR CONFLICT & SOURCE OF INFORMATION**

Sr. No.	Details	Remarks
A.	<b>Appointing Authority</b>	Niraj Kumar Verma, Registered Valuer (IBBI Registration Number - IBBI/RV/ 05/2019 / 12030) has been engaged vide engagement letter dated 05/08/2024 for recommendation of Price of Equity Shares under Regulation 166A Of SEBI (ICDR) Regulation 2018
B.	<b>Disclosure of Valuer Interest or Conflict</b>	<p>We hereby certify that the valuer is suitably qualified and authorized to practice as a valuer; does not have a pecuniary interest, financial or otherwise, that could conflict with the proper valuation of the company (including the parties with whom the company is dealing, including the lender or selling agent, if any). The valuer(s) accept instructions to value the company only from the appointing authority or eligible instructing party.</p> <p>We have no present or planned future interest in the company or its group companies, if any and the fee payable for this valuation is not contingent upon the value of shares reported herein.</p>
C.	<b>Source of Information</b>	<p>While performing the valuation, we have relied on the following sources:</p> <ol style="list-style-type: none"> <li>a. Brief Profile received from the management about the company</li> <li>b. Audited Financial Statements as on March 31, 2024, March 31, 2023 &amp; March 31, 2022.</li> <li>c. Details of state of affairs as represented by the management as on the valuation date.</li> <li>d. Market / industry information.</li> </ol>

## 3. VALUATION METHODOLOGY

Details	Remarks
<b>Background</b>	<p>Valuation by its very nature, cannot be regarded as an exact science and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment. Given the same set of facts and using the same assumptions, expert opinions may differ due to the number of separate judgment decisions. There can therefore be no standard formulae to establish an indisputable value, although certain formulae are helpful in assessing reasonableness.</p> <p>The International Valuation Standards Council (IVSC) is the independent global standard setter for the valuation profession. IVSC Develop high quality International Valuation Standards (IVS) which ensure consistency, transparency and confidence in valuations throughout the world and for arriving at the fair value of a share.</p> <p>ICAI Valuation Standards 2018 and Technical Guide on Valuation (Revised 2018 Edition) issued by The Institute of Chartered Accountants of India , prescribes the approaches for generally accepted valuation methodologies such as the Income approach, asset approach and the market approach similar to the internationally accepted valuation methodologies.</p> <p>For the purpose of ascertaining fair value, a valuer may therefore use any of the approaches as per the generally / internationally accepted valuation methodologies which in its opinion are most appropriate based on the facts of each valuation. Reliance is placed on the case of <b>Dr. Mrs. Renuka Datla vs. Solvay Pharmaceutical B.V. &amp; Ors on 30 October, 2003</b>, in which it was held that, a valuer has to give a justification for selecting or rejecting a method.</p>

	<p>The internationally / generally accepted valuation methodologies have been discussed hereinafter, along with the reasons for choice of approach used based on the facts of proposed demerger.</p>
<p><b>A. Income Approach</b></p>	<p>The Income Approach includes several methods, such as Discounted Cash Flow (DCF) Method, Relief from Royalty (RFR) Method, Multi-Period Excess Earnings Method (MEEM), With and Without Method (WWM):</p> <p><b><i>Discounted Cash Flow (DCF) Method:</i></b></p> <p>Under DCF approach, the future free cash flows of the business are discounted to the valuation date to arrive at the present value of the cash flows of the business or capitalized using a discount rate depending on the capital structure of the company. This approach also takes into account the value of the business in perpetuity by the calculation of terminal value using the exit multiple method or the perpetuity growth method, whichever is appropriate.</p> <p><b><i>Dividend Discount Model:</i></b></p> <p>Under Dividend Discount Model the value of a share to the present value of dividends expected to be received.</p> <p>A discounted dividend approach is most suitable for dividend - paying stocks in which the company has a discernible dividend policy that has an understandable relationship to the company's profitability, and the investor has a non-control perspective.</p> <p>The DDM with a single holding period gives stock value as</p> $V_0 = \frac{D_1}{(1+r)^1} + \frac{P_1}{(1+r)^1} + \frac{D_1 + P_1}{(1+r)^1}$ <p>where <math>D_1</math> is the expected dividend at time 1 and <math>V_0</math> is the stock's (expected) value at time 0.</p> <p>The expression for the DDM for any given finite holding period <math>n</math> and the general expression for the DDM are, respectively</p>

	$V_0 = \sum_{t=1}^n \frac{D_t}{(1+r)^t} + \frac{P_n}{(1+r)^n} \quad \text{and} \quad V_0 = \sum_{t=1}^{\infty} \frac{D_t}{(1+r)^t}$ <p><b>Relief From Royalty (RFR) Method:</b> Under RFR method value of the asset is estimated based on the present value of royalty payments saved by owning the asset instead of taking it on lease. It is generally adopted for valuing intangible assets that are subject to licensing, such as trademarks, patents, brands, etc.</p> <p><b>Multi-Period Excess Earnings Method (MEEM):</b> This method is used for valuing intangible asset that is leading or the most significant intangible asset out of group of intangible assets being valued.</p> <p><b>With and Without Method (WWM):</b> Under WWM, the value of the intangible asset to be valued is equal to the present value of the difference between the projected cash flows over the remaining useful life of the asset under the following two scenarios: business with all assets in place including the intangible asset to be valued; and business with all assets in place except the intangible asset to be valued</p> <p><b>Reason for choice of methodology adopted under the Income Approach:</b> The Income Approach was not considered appropriate for the determination of consideration.</p>
<p><b>B. Market Approach</b></p>	<p>Under this approach the valuation is done on the basis of the quoted market price of the company in case it is a publicly traded company, or publicly traded comparable businesses / date is reviewed in order to identify a peer group similar to the subject company and then their multiples are applied to the entity being valued to determine the fair value.</p> <p>Usually under the market based approach, the methods that maybe applied are <i>Market Price Method, Comparable Multiple Method (CMM), Comparable Transaction Method (CTM)</i> Under CMM method various</p>




	<p><i>multiple like EV/Sales , EV/EBITDA , P/BV P/E, Price/Sales</i> can be used to value a business depending upon the facts and circumstances of the cases.</p> <p><b>Reason for choice of methodology adopted under the Market Approach:</b></p> <p>In the present case, for the application of the Market approach is to be kept in mind that the company is a listed entity at Bombay stock exchange and National stock exchange. Accordingly, the Market Approach has been considered appropriate for the determination.</p>
<b>C. Cost Approach</b>	<p>Under this approach, the book value / replaceable value / realizable value of the underlying assets of the company is determined to arrive at the value of the business, depending on the facts and circumstances applicable to a company Usually under the assets-based approach, the methods that maybe applied are Net Book Value Method, Net Replaceable Value, Net Realizable Value.</p> <p><b>Reason for choice of methodology adopted under the Asset Based Approach:</b></p> <p>Since the Income approach was not found appropriate Accordingly, the Net Book Value approach has been considered appropriate for the purpose of valuation.</p>
<b>D. Conclusion</b>	<p>In conclusion, 1) Comparable Company Market Multiples Method (CCM) 2) Market Value Method 3 ) Net Asset Value Method are used to determine the price of equity shares</p>

#### **4. VALUATION ANALYSIS**

As per the mandate issued to us, in view of the purpose preferential allotment of shares as per regulation 166 A of SEBI ICDR Regulations the fair value per equity share is being determined based on a valuation analysis using Internationally Accepted Valuation Principles.

To aid us in our valuation analysis, we have relied on the information furnished by the management of the Company, including but not limited to background of the business of the Company & the group to which it belongs, unaudited financial statements as on 31<sup>st</sup> March 2024, necessary explanations and information, which we believed were relevant to the present valuation exercise, from the executives and management of the company.

The analysis that is conducted estimates the “Fair Price” of the equity shares of Pakka Limited based on the valuation methodologies adopted

**NIRAJ  
KUMAR  
VERMA**  Digitally signed by  
NIRAJ KUMAR VERMA  
Date: 2024.08.05  
17:36:14 +05'30'

**NIRAJ KUMAR VERMA**

**Registered Valuer (RV)**

**IBBI Registration No. - IBBI/RV/05/2019/12030**

Date:05/08/2024

UDIN:- F009501F000913976

**Annexure 1**

**Valuation Summary**

<b>Sr. NO.</b>	<b>Method</b>	<b>Weight</b>	<b>Value per share</b>	<b>Product</b>
1.	Market Value	3	271.61	814.83
2.	Comparable Company Market Multiples Method	2	242.41	484.82
3.	Net Book Value Approach	1	64.20	64.2
	<b>Total</b>	<b>6</b>		<b>1363.85</b>

**Weighted Average Value per share =  $1363.85/6 = \text{Rs. } 227.31$  Per share**

## Annexure-2

## I. Based on details available on the National Stock Exchange of India Limited (NSE)

<b>Date of EGM</b>	<b>29-Aug-24</b>			
<b>Relevant Date</b>	<b>30-Jul-24</b>			
<b>A]</b>	<b>90 Trading Days</b>			
<b>Trading Day</b>	<b>Date</b>	<b>Series</b>	<b>Volume</b>	<b>Value</b>
1	29-Jul-24	EQ	2,48,998	6,89,71,002.50
2	26-Jul-24	EQ	3,69,047	10,24,26,306.15
3	25-Jul-24	EQ	8,40,938	22,68,30,201.90
4	24-Jul-24	EQ	3,74,522	9,67,72,419.50
5	23-Jul-24	EQ	1,86,519	4,48,89,026.80
6	22-Jul-24	EQ	1,10,012	2,67,21,761.60
7	19-Jul-24	EQ	2,60,033	6,16,57,691.55
8	18-Jul-24	EQ	1,88,397	4,56,52,092.75
9	16-Jul-24	EQ	82,500	2,06,61,420.25
10	15-Jul-24	EQ	1,05,584	2,67,44,619.25
11	12-Jul-24	EQ	1,76,074	4,44,27,916.75
12	11-Jul-24	EQ	84,085	2,11,22,233.20
13	10-Jul-24	EQ	98,557	2,43,76,258.05
14	09-Jul-24	EQ	1,58,515	4,00,04,374.00
15	08-Jul-24	EQ	1,85,270	4,68,27,792.95
16	05-Jul-24	EQ	1,59,804	4,07,47,531.90
17	04-Jul-24	EQ	1,98,668	5,11,93,774.65
18	03-Jul-24	EQ	1,37,969	3,57,73,372.60
19	02-Jul-24	EQ	4,47,119	11,59,31,530.05
20	01-Jul-24	EQ	1,07,105	2,66,43,875.20
21	28-Jun-24	EQ	75,531	1,92,08,548.56
22	27-Jun-24	EQ	1,31,811	3,36,70,857.06
23	26-Jun-24	EQ	1,05,463	2,71,78,546.38
24	25-Jun-24	EQ	2,01,531	5,34,24,890.88
25	24-Jun-24	EQ	2,92,694	7,71,81,988.33
26	21-Jun-24	EQ	1,10,358	2,84,59,816.81
27	20-Jun-24	EQ	1,27,744	3,25,20,045.39
28	19-Jun-24	EQ	92,444	2,36,69,170.85
29	18-Jun-24	EQ	1,82,950	4,78,12,234.16
30	14-Jun-24	EQ	2,27,344	6,09,99,499.50
31	13-Jun-24	EQ	3,46,106	9,13,13,047.30
32	12-Jun-24	EQ	2,13,800	5,62,46,159.88
33	11-Jun-24	EQ	1,27,942	3,29,24,847.29
34	10-Jun-24	EQ	2,41,756	6,14,50,259.59
35	07-Jun-24	EQ	1,17,720	2,82,43,454.80

36	06-Jun-24	EQ	1,02,199	2,42,80,560.00
37	05-Jun-24	EQ	1,53,475	3,51,30,421.20
38	04-Jun-24	EQ	3,38,619	7,64,65,301.80
39	03-Jun-24	EQ	2,12,287	5,16,77,291.45
40	31-May-24	EQ	3,08,121	7,37,68,587.70
41	30-May-24	EQ	4,07,410	10,31,10,900.00
42	29-May-24	EQ	54,501	1,46,19,955.60
43	28-May-24	EQ	1,73,886	4,73,24,164.90
44	27-May-24	EQ	1,75,612	4,95,65,619.05
45	24-May-24	EQ	2,96,562	8,22,85,461.70
46	23-May-24	EQ	76,497	2,01,56,233.80
47	22-May-24	EQ	84,610	2,25,18,240.80
48	21-May-24	EQ	95,607	2,56,58,361.05
49	18-May-24	EQ	15,898	42,94,128.25
50	17-May-24	EQ	79,166	2,15,17,365.70
51	16-May-24	EQ	45,448	1,22,08,498.70
52	15-May-24	EQ	63,227	1,71,25,576.25
53	14-May-24	EQ	65,796	1,76,72,154.75
54	13-May-24	EQ	1,47,304	3,82,72,215.65
55	10-May-24	EQ	82,904	2,21,31,403.20
56	09-May-24	EQ	1,70,562	4,50,15,316.35
57	08-May-24	EQ	63,693	1,73,00,253.30
58	07-May-24	EQ	1,02,964	2,83,92,883.85
59	06-May-24	EQ	2,03,557	5,69,63,475.70
60	03-May-24	EQ	1,75,542	5,04,32,185.95
61	02-May-24	EQ	3,27,169	9,42,88,948.90
62	30-Apr-24	EQ	1,02,614	2,87,26,733.25
63	29-Apr-24	EQ	1,89,860	5,28,06,150.00
64	26-Apr-24	EQ	1,50,928	4,21,27,954.40
65	25-Apr-24	EQ	1,41,059	3,93,11,030.85
66	24-Apr-24	EQ	1,67,860	4,67,84,958.20
67	23-Apr-24	EQ	3,22,879	8,94,89,850.95
68	22-Apr-24	EQ	2,64,361	7,50,47,956.60
69	19-Apr-24	EQ	1,25,813	3,64,45,201.20
70	18-Apr-24	EQ	1,35,155	4,04,71,224.05
71	16-Apr-24	EQ	2,56,521	7,53,27,571.05
72	15-Apr-24	EQ	92,646	2,60,74,513.55
73	12-Apr-24	EQ	1,53,912	4,47,63,885.30
74	10-Apr-24	EQ	1,29,590	3,82,64,442.30
75	09-Apr-24	EQ	1,09,911	3,31,25,922.40
76	08-Apr-24	EQ	1,60,680	4,91,42,795.05
77	05-Apr-24	EQ	98,713	3,01,84,351.95

78	04-Apr-24	EQ	94,181	2,90,43,598.20
79	03-Apr-24	EQ	89,497	2,75,74,746.95
80	02-Apr-24	EQ	1,57,601	4,84,41,808.15
81	01-Apr-24	EQ	1,95,802	5,86,61,791.70
82	28-Mar-24	EQ	1,82,663	5,42,12,057.65
83	27-Mar-24	EQ	4,32,090	12,88,27,155.20
84	26-Mar-24	EQ	2,73,124	7,95,81,084.30
85	22-Mar-24	EQ	1,94,660	5,94,93,281.55
86	21-Mar-24	EQ	3,72,060	11,49,71,716.95
87	20-Mar-24	EQ	9,40,459	28,06,01,940.25
88	19-Mar-24	EQ	1,91,825	5,37,16,858.25
89	18-Mar-24	EQ	1,32,851	3,73,34,654.75
90	15-Mar-24	EQ	3,51,592	9,65,30,267.05
			<b>1,73,48,433</b>	<b>4,71,19,39,576.03</b>
			<b>A</b>	<b>271.61</b>
<b>B]</b>	<b>10 Trading Days</b>			
<b>Trading Day</b>	<b>Date</b>	<b>Series</b>	<b>Volume</b>	<b>Value (Rs.)</b>
1	29-Jul-24	EQ	2,48,998	6,89,71,002.50
2	26-Jul-24	EQ	3,69,047	10,24,26,306.15
3	25-Jul-24	EQ	8,40,938	22,68,30,201.90
4	24-Jul-24	EQ	3,74,522	9,67,72,419.50
5	23-Jul-24	EQ	1,86,519	4,48,89,026.80
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8	18-Jul-24	EQ	1,88,397	4,56,52,092.75
9	16-Jul-24	EQ	82,500	2,06,61,420.25
10	15-Jul-24	EQ	1,05,584	2,67,44,619.25
			<b>27,66,550</b>	<b>72,13,26,542.25</b>
			<b>B</b>	<b>260.73</b>
A] Average 90 trading days VWAP				271.61
B] Average 10 trading days VWAP				260.73
<b>Applicable Minimum Price [Higher of A or B]</b>				<b>271.61</b>

Note:

- In accordance with the provisions of Regulation 164(5) of the SEBI ICDR Regulations for computation of the trading frequency and minimum issue price, NSE is the Stock Exchange that has the highest trading volume in respect of the Equity shares of the Company, during the preceding 90 Trading days prior to the Relevant date.
- As per provisions of SEBI ICDR Regulations the shares of the Company are **frequently Traded** as the trading turnover on NSE during the 240 trading days preceding the relevant date i.e., July 30, 2024, is more than 10% of the total number of shares of the Company.

## Annexure-3

**Market Approach using Comparable Company Market Multiples Method (CCM)**

The CCM method involves valuing shares of a company using multiple derived from valuations of comparable companies which are listed on stock exchanges. The CCM method is based on the principle that market valuations/ comparable transactions take place between informed buyers and informed sellers; incorporation of all factors relevant to valuation. For the purposes of valuation of shares we are using P/E ratio for determining the valuation of equity share of the company.

The price-to-earnings ratio (P/E) is one of the most widely used metrics for investors and analysts to determine stock valuation. The P/E ratio is calculated by dividing the market value price per share by the company's earnings per share (EPS).

**Comparable companies ( Peer companies)**

Data available with various platforms and websites the following companies are grouped as peer companies.

Sr. No.	Name of companies
1.	Century Textiles & Industries Ltd
2.	JK Paper Ltd
3.	West Coast Paper Mills Ltd
4.	Andhra Paper Ltd
5.	Seshasayee Paper & Boards Ltd
6.	Tamil Nadu Newsprint & Papers Ltd
7.	Kuantum Papers Ltd

(source: <https://www.screener.in/company/PAKKA/#top>)

The P/E ratio of Peer group companies as on 31<sup>st</sup> March 2024, 1<sup>st</sup> April 2024 as under

Sr.NO.	Name of Company	P/E ratio
1.	Century Textiles & Industries Ltd	102.3
2.	JK Paper Ltd	5
3.	West Coast Paper Mills Ltd	4.7
4.	Andhra Paper Ltd	4.3
5.	Seshasayee Paper & Boards Ltd	6

6.	Tamil Nadu Newsprint & Papers Ltd	6.1
7.	Kuantum Papers Ltd	6.5
Average of P/E Ratio		19.271

Earning Per share of the company under consideration (Pakka Ltd) as of March 31, 2024, = Rs. 12.57

Market Value Per share = P/E ratio X E.P.S i.e.  $12.57 \times 19.271 = 242.241$



## Annexure-4

**NET BOOK VALUE APPROACH**

Value as per current value of net assets of the company as on the date of valuation has been arrived as per the latest available audited accounts of the company as on 31st March 2024. Assured by the management that no major changes have taken place between the date of the audited accounts and date of valuation. The value of assets has been taken on book values.

The working of adjusted value of the net assets as on 31st March 2024 as follows:

(Rs. In lakhs)

Particulars	As at 31st March, 2024
<b>I. ASSETS</b>	
<b>Non-current assets</b>	
(a) Property, plant and equipment	19,816.88
(b) Capital work-in-progress	4,521.51
(c) Right of Use Assets	36.45
(d) Goodwill	175.82
(e) Other intangible assets	167.27
(f) Intangible assets under development	396.90
(g) Financial assets	
(i) Investments	0.20
(ii) Loans	97.21
(iii) Other Financial Assets	7.73
(h) Other non current assets	1,516.26
<b>Total non-current assets (A)</b>	<b>26,736.23</b>
<b>Current Assets</b>	
(a) Inventories	11,114.05
(b) Financial assets	
(i) Investments	117.90
(ii) Trade receivables	4,000.85
(iii) Cash and cash equivalents	5,517.50
(iv) Bank balances other than (iii) above	1,489.92
(v) Loans	133.94
(vi) Other financial assets	158.95
(c) Other current assets	1,417.19
<b>Total current assets (B)</b>	<b>23,950.30</b>
<b>TOTAL ASSETS C (A+B)</b>	<b>50,686.53</b>

<b>II Liabilities</b>	
<b>(1) Non current liabilities</b>	
(a) Financial liabilities	
(i) Borrowings	11,155.93
(ii) Lease liabilities	5.98
(iii) Other financial liabilities	430.50
(b) Deferred tax liabilities (net)	2,439.22
(c) Other non current liabilities	217.99
(d) Provisions	5.50
<b>Total non-current liabilities (D)</b>	<b>14,255.12</b>
<b>(2) Current liabilities</b>	
(a) Financial liabilities	
(i) Borrowings	7,207.31
(ii) Lease liabilities	33.84
(iii) Trade payables	
(A) Total outstanding dues of Small Enterprises and Micro enterprises	305.30
(B) Total outstanding dues of creditors other than small enterprises and micro enterprises.	957.28
(iv) Other financial liabilities	19.48
(b) Other current liabilities	1,530.45
(c) Provisions	710.25
(d) Current Tax liabilities ( Net)	520.72
<b>Total current liabilities (E)</b>	<b>11,284.63</b>
<b>Total liabilities G (E+F)</b>	<b>25,539.75</b>

Net Assets <b>H (C minus G)</b> (Rs. In Lacs)	25,146.78
Number of Equity Shares (Actual Numbers)	3,91,68,100
Value per Equity Share	INR 64.20 per share

**Annexure A**

**4. STATEMENT OF LIMITING CONDITIONS**

This Report has been prepared for the purposes stated herein and should not be relied upon for any other purpose. This Report is restricted for the purpose indicated in the Engagement Letter but does not preclude the management of the Company to provide a copy of this Report to third-party advisors whose review would be consistent with the intended use. I do not take any responsibility for any unauthorized use of this Report.

We owe responsibility only under the terms of the Engagement Letter. I 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 management of the Company or their directors, employees or agents of the Company.

In the course of the valuation, we were provided with both written and verbal information, which we have evaluated 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. I have also been provided with extracts of certain agreements and am not privy to the entire agreement or all the clauses mentioned therein. we have also 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.

The valuation of Pakka Ltd. has been performed based on the last available financial statements provided by the management of the Company as of the Valuation Date. As implied by the financial statements, of Pakka Ltd, are assumed to have those legal rights to the assets and be subject to those claims represented by the liabilities presented in the financial statements. As informed by the management of the Company, there are no contingent liabilities which are expected to devolve or contingent assets with PAKKA LTD, and there are no surplus assets in PAKKA LTD, as of the date of this Report beyond those as are captured in this Report. Accordingly, we assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by and on behalf of the Company.

This Report and the results herein are specific to the purpose of valuation agreed as per the terms of the Engagement Letter, are specific to the date of this Report and are necessarily based on the prevailing financial and economic conditions as well as the written and oral information, as made available by the management of the Company as on date of this Report. Events occurring after this date may affect this Report and the assumptions used in preparing it, and I do not assume any obligation to update, revise or reaffirm this Report.

We have not reviewed the legal compliance required for the proposed transaction, except to the extent necessary for the purpose of this Report, nor provided any accounting, tax, or legal advice to the Companies, nor am I required to do so, in terms of the Engagement Letter.

We have not carried out a re-valuation of any assets of the Company, nor physically verified any assets of the Company.

This Report does not constitute a fairness opinion, solvency opinion, or an investment recommendation and is not to be construed as such either for making or divesting investment.

We are independent of the Company and hold no specific interest in the Company or any of the assets of the Company, nor do we have any conflict of interest with the Company.

The fee for this Report is not contingent upon the result of the valuation arrived therein.

**NIRAJ KUMAR VERMA**  
**REGISTERED VALUER (RV)**  
(Securities or Financial Assets)

**Supplementary Valuation Report**

**To**  
The Board of Directors,  
PAKKA LIMITED  
312, Plaza Kalpana Society, 24/147, B-49,  
Birhana Road, Kanpur-208 001, Uttar Pradesh, India

Dear Sir(s),

**Sub: Supplementary Valuation Report determining the Price of Equity Shares under Regulation 166A Of SEBI (ICDR) Regulation 2018**

This Supplementary Valuation Report is being issued on request of the Company pursuant to the clarification sought by NSE vide emails dated August 13, 2024, and August 28, 2024, and further to our clarifications provided vide our letter dated August 22, 2024, and September 04, 2024. This report should be read along with our report dated August 05, 2024, issued in term of the engagement letter dated August 05, 2024, for determination of the Price of Equity Shares under Regulation 166A Of SEBI (ICDR) Regulation 2018.

We have provided our report in the capacity of a registered valuer

**Scope of the Report**

Our scope of service under this letter is restricted to the services specified in the scope of work indicated above and does not cover any other services including, illustratively the following:

- legal advice, opinion and representation in any form
- accounting and taxation matters, opinion and representation in any form
- any other certification services, reliance would be placed on the information that may be provided by the companies.

Our analysis and report are in conformity with international valuation standards developed by The International Valuation Standards Council (IVSC), ICAI Valuation Standards 2022 and Technical Guide on Valuation (Revised 2022 Edition).

In rendering the services, we relied upon the various materials/information provided by the management of the Company. Because of the limited purpose of this report, the financial information presented in this report may contain a departure from generally accepted accounting principles. Further, we have not audited, reviewed, or complied with the financial information provided by the management and have no assurance on it. Please refer to the limitations as placed

in **Annexure- A** to this report.

We hope the enclosed report will serve your purpose.

Thanking you,  
Yours faithfully,

NIRAJ KUMAR Digitally signed by NIRAJ  
KUMAR VERMA  
VERMA Date: 2024.09.16 19:17:18  
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**NIRAJ KUMAR VERMA**

**Registered Valuer (RV)**

**IBBI Registration No. - IBBI/RV/05/2019/12030**

Date: 16/09/2024

UDIN:- F009501F001231194

Encl: as above

**Supplementary Valuation Report**

**Of**

**PAKKA LIMITED**

**Valuation Date- September 16, 2024**

**Prepared by**

**NIRAJ KUMAR VERMA**

**Registered Valuer (RV)**

**IBBI Registration No. - IBBI/RV/05/2019/12030**

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**INDEX**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Page No.</b>
I.	Executive Summary	5-10
II.	Appointing Authority, Disclosure of valuer interest or conflict & Source of Information	11
III.	Valuation Methodology	12-16
IV.	Valuation Analysis	17
V.	Statement of Limiting Conditions	32-33



## **1. EXECUTIVE SUMMARY**

### **Corporate Identity**

Pakka Limited is having its Registered Office at 312, Plaza Kalpana Society, 24/147, B-49, Birhana Road, Kanpur-208 001, Uttar Pradesh, India and was incorporated on May 05, 1981 under the Companies Act, 1956. The Corporate Identity Number (CIN) is L24231UPI981PLC005294. The equity shares of the company are listed on BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') ('BSE' and 'NSE' are together known as, 'the Stock Exchanges').

### **Business Activity:**

The Company began operations with an installed capacity to produce 1,940 TPA. The Company's journey began with the production of pulp and paper and has since evolved into the manufacturing of eco-friendly packaging products, maintaining its consistent commitment to sustainability. The Company changed its name to Yash Pakka Limited in FY 2019-20, which was renamed Pakka Limited in 2023. At present, the Company is concentrating on developing compostable packaging solutions.

### **PRODUCTS AND SERVICES**

- Yash Papers Limited (YPL) has an operating history of over three decades and its product portfolio includes machine glazed agro based 30 ~ 100 GSM paper of unbleached Kraft, bleached Kraft and coloured Kraft varieties.
- YPL holds major market share in India in low-grammage Kraft paper segment. The company uses agri-residues such as Bagasse, and wheat straw as its major raw material for manufacturing paper. The company's operation is based in Faizabad district of Uttar Pradesh.
- Poster Paper
- Pulp
- Moulded Products (Tableware)
- Egg Tray
- Pith Pallets

### **Manufacturing Units**

#### **Ayodhya Plant**

- Present infrastructure & Capabilities of YPL plant is detailed as below
  - **Three paper machines** mainly producing specialized paper grades for wrapping, packaging, interleaving, food and pharmaceutical uses. Total production capacity is

39,100 MTPA.

- **One integrated pulp mill** which produces both bleached and unbleached pulp grades from agro based raw materials (Mainly Bagasse and wheat straw as alternative). The total capacity of the pulp mill is 130 TPD.
- **Two power plants**, one with an output of 2.5 MW; the other with an output of 6 MW. Both have extraction-cum-condensing turbines and rice husk based FBC boilers.
- **A chemical recovery plant** with a capacity of 145 MT BD solids.
- **A Egg Tray Molding plant** of 2.40 TPD Capacity.
- Compact R&D setup
- Moulded Products (Tableware) plant of 11.50 TPD Capacity

### **Capital Structure**

As on March 31, 2024, the Authorized Share Capital of the company, as per MCA records is 6000.00 Lakhs comprising of 5,60,00,000 Equity shares of Rs. 10/- each and 4,00,000 (Preference shares of Rs. 100/- each. Further the Paid share capital of company comprising 3,91,68, Equity shares of Rs. 10/- each.

### **Scope, Purpose and Usage of Valuation**

The scope of our services as per the Engagement Letter dated is to carry out a valuation of the equity shares of the Company, as on the Relevant date, i.e. Tuesday, July 30, 2024, being the date, which is 30 days prior to the date of the Extra-Ordinary General Meeting of the Members of the Company scheduled to be held on Thursday, August 29, 2024 as required under Regulation 161 read with Regulation 166A of the SEBI ICDR Regulations, and issue a Valuation Report to be used by the Board of Directors of the Company, as well as to represent to regulatory authorities in connection with the proposed preferential issuance by the company pursuant to the extant provisions of the SEBI ICDR Regulations.

### **Applicable Legal provisions, Guidelines and Directives:**

Considering the purpose of valuation, we understand that the following legal provisions, guidelines, and directives shall apply for the purpose of this valuation exercise;

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

### **PART IV: PRICING**

**Pricing of frequently traded shares**

**164.** (1) 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.

(2) If the equity shares of the issuer have been listed on a recognised stock exchange for a period of less than 90 trading days as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than the higher of the following:

- a) the price at which equity shares were issued by the issuer in its initial public offer or the value per share arrived at in a scheme of compromise, arrangement and amalgamation under sections 230 to 234 the Companies Act, 2013, as applicable, pursuant to which the equity shares of the issuer were listed, as the case may be; or
- b) the average of the volume weighted average prices of the related equity shares quoted on the recognised stock exchange during the period the equity shares have been listed preceding the relevant date; or
- c) the average of the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks 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.]

(3) Where the price of the equity shares is determined in terms of sub-regulation (2), such price shall be recomputed by the issuer on completion of 90 trading days from the date of listing on a recognised stock exchange with reference to the 90 trading days' volume weighted average prices of the related equity shares quoted on the recognised stock exchange during these 90 trading days

and if such recomputed price is higher than the price paid on allotment, the difference shall be paid by the allottees to the issuer.

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.

(4) A preferential issue of specified securities to qualified institutional buyers, not exceeding five in number, shall be made at a price not less than 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:]

(b) no allotment shall be made, either directly or indirectly, to any qualified institutional buyer who is a promoter or any person related to the promoters of the issuer:

Provided that a qualified institutional buyer who does not hold any shares in the issuer and who has acquired rights in the capacity of a lender shall not be deemed to be a person related to the promoters.

Explanation. — For the purpose of this clause, a qualified institutional buyer who has any of the following rights shall be deemed to be a person related to the promoters of the issuer:-

(a) rights under a shareholders' agreement or voting agreement entered into with promoters or promoter group;

(b) veto rights; or

(c) right to appoint any nominee director on the board of the issuer.

(5) For the purpose of this Chapter, "frequently traded shares" means the shares of the issuer, in which the traded turnover on any recognised stock exchange during the 240 trading days preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer:

Provided that where the share capital of a particular class of shares of the issuer is not identical throughout such period, the weighted average number of total shares of such class of the issuer shall represent the total number of shares.

**Explanation:** For the purpose of this regulation, ‘stock exchange’ means any of the recognised stock exchange(s) in which the equity shares of the issuer are listed and in which the highest trading volume in respect of the equity shares of the issuer has been recorded during the preceding 90 trading days prior to the relevant date.

**Other conditions for pricing**

166A. (1) 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:

Provided further that the valuation report from the registered valuer shall be published on the website of the issuer and a reference of the same shall be made in the notice calling the general meeting of shareholders.

(2) Any preferential issue, which may result in a change in control of the issuer, shall only be made pursuant to a reasoned recommendation from a committee of independent directors of the issuer after considering all the aspects relating to the preferential issue including pricing, and the voting pattern of the said committee’s meeting shall be disclosed in the notice calling the general meeting of shareholders.

Explanation.—The meeting of the independent directors referred in sub-regulation (2) shall be attended by all the independent directors on the board of the issuer.

**Method of Valuation**

1. Comparable Company Market Multiples Method (CCM)
2. Market Value Method
3. Net Asset Value Method

**Premise of Value**

Going Concern Basis

**Valuation Summary**

On the basis of valuation analysis and methodologies adopted and mentioned in greater detail in Report herein, we estimate that the Price of the Equity Shares of the company, as on July 30, 2024 is INR 227.92 per equity shares under Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022. valuation working and summary have been provided in the Annexure [1-4] to this Report.

**NIRAJ KUMAR VERMA**  
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**NIRAJ KUMAR VERMA**

**Registered Valuer (RV)**

**IBBI Registration No. - IBBI/RV/05/2019/12030**

Date:16/09/2024

UDIN:- F009501F001231194

**2. APPOINTING AUTHORITY, DISCLOSURE OF VALUER INTEREST OR CONFLICT & SOURCE OF INFORMATION**

<b>Sr. No.</b>	<b>Details</b>	<b>Remarks</b>
A.	<b>Appointing Authority</b>	Niraj Kumar Verma, Registered Valuer (IBBI Registration Number - IBBI/RV/ 05/2019 / 12030) has been engaged vide engagement letter dated 05/08/2024 for recommendation of Price of Equity Shares under Regulation 166A Of SEBI (ICDR) Regulation 2018
B.	<b>Disclosure of Valuer Interest or Conflict</b>	<p>We hereby certify that the valuer is suitably qualified and authorized to practice as a valuer; does not have a pecuniary interest, financial or otherwise, that could conflict with the proper valuation of the company (including the parties with whom the company is dealing, including the lender or selling agent, if any). The valuer(s) accept instructions to value the company only from the appointing authority or eligible instructing party.</p> <p>We have no present or planned future interest in the company or its group companies, if any and the fee payable for this valuation is not contingent upon the value of shares reported herein.</p>
C.	<b>Source of Information</b>	<p>While performing the valuation, we have relied on the following sources:</p> <ol style="list-style-type: none"> <li>a. Brief Profile received from the management about the company</li> <li>b. Audited Financial Statements as on March 31, 2024, March 31, 2023 &amp; March 31, 2022.</li> <li>c. Details of state of affairs as represented by the management as on the valuation date.</li> <li>d. Market / industry information.</li> </ol>

## 3. VALUATION METHODOLOGY

Details	Remarks
<b>Background</b>	<p>Valuation by its very nature, cannot be regarded as an exact science and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment. Given the same set of facts and using the same assumptions, expert opinions may differ due to the number of separate judgment decisions. There can therefore be no standard formulae to establish an indisputable value, although certain formulae are helpful in assessing reasonableness.</p> <p>The International Valuation Standards Council (IVSC) is the independent global standard setter for the valuation profession. IVSC Develop high quality International Valuation Standards (IVS) which ensure consistency, transparency and confidence in valuations throughout the world and for arriving at the fair value of a share.</p> <p>ICAI Valuation Standards 2018 and Technical Guide on Valuation (Revised 2018 Edition) issued by The Institute of Chartered Accountants of India , prescribes the approaches for generally accepted valuation methodologies such as the Income approach, asset approach and the market approach similar to the internationally accepted valuation methodologies.</p> <p>For the purpose of ascertaining fair value, a valuer may therefore use any of the approaches as per the generally / internationally accepted valuation methodologies which in its opinion are most appropriate based on the facts of each valuation. Reliance is placed on the case of <b>Dr. Mrs. Renuka Datla vs. Solvay Pharmaceutical B.V. &amp; Ors on 30 October, 2003</b>, in which it was held that, a valuer has to give a justification for selecting or rejecting a method.</p> <p>The internationally / generally accepted valuation methodologies have been discussed hereinafter, along with the reasons for choice of approach used based on the facts of proposed demerger.</p>



<p><b>A. Income Approach</b></p>	<p>The Income Approach includes several methods, such as Discounted Cash Flow (DCF) Method, Relief from Royalty (RFR) Method, Multi-Period Excess Earnings Method (MEEM), With and Without Method (WWM):</p> <p><b><i>Discounted Cash Flow (DCF) Method:</i></b></p> <p>Under DCF approach, the future free cash flows of the business are discounted to the valuation date to arrive at the present value of the cash flows of the business or capitalized using a discount rate<sup>1</sup> depending on the capital structure of the company. This approach also takes into account the value of the business in perpetuity by the calculation of terminal value using the exit multiple method or the perpetuity growth method, whichever is appropriate.</p> <p><b><i>Dividend Discount Model:</i></b></p> <p>Under Dividend Discount Model the value of a share is the present value of dividends expected to be received.</p> <p>A discounted dividend approach is most suitable for dividend - paying stocks in which the company has a discernible dividend policy that has an understandable relationship to the company's profitability, and the investor has a non-control perspective.</p> <p>The DDM with a single holding period gives stock value as</p> $V_0 = \frac{D_1}{(1+r)^1} + \frac{P_1}{(1+r)^1} + \frac{D_1 + P_1}{(1+r)^1}$ <p>where <math>D_1</math> is the expected dividend at time 1 and <math>V_0</math> is the stock's (expected) value at time 0.</p> <p>The expression for the DDM for any given finite holding period <math>n</math> and the general expression for the DDM are, respectively</p> $V_0 = \sum_{t=1}^n \frac{D_t}{(1+r)^t} + \frac{P_n}{(1+r)^n} \quad \text{and} \quad V_0 = \sum_{t=1}^{\infty} \frac{D_t}{(1+r)^t}$

***Relief From Royalty (RFR) Method:***

Under RFR method value of the asset is estimated based on the present value of royalty payments saved by owning the asset instead of taking it on lease. It is generally adopted for valuing intangible assets that are subject to licensing, such as trademarks, patents, brands, etc.

***Multi-Period Excess Earnings Method (MEEM):***

This method is used for valuing intangible asset that is leading or the most significant intangible asset out of group of intangible assets being valued.

***With and Without Method (WWM):***

Under WWM, the value of the intangible asset to be valued is equal to the present value of the difference between the projected cash flows over the remaining useful life of the asset under the following two scenarios: business with all assets in place including the intangible asset to be valued; and business with all assets in place except the intangible asset to be valued

**Reason for choice of methodology adopted under the Income Approach:**

Considering the fact that the equity shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited, Income approach was not considered as not appropriate for determination of price of Equity Shares. Moreover, the Discounted Cash Flow Method involves forecasting the Free Cash Flows Available to Equity (FCFE) & Estimated Terminal Value and discounted back to the valuation date with Cost of Equity (Ke) for the company to arrive at the Value available to equity shareholders. Accordingly, earlier, we have not carried out the valuation of the company using the Discounted Cash Flow Method since the purpose in case of the subject company under valuation is different, the income approach was not considered appropriate for valuation of the shares of company.

However, in terms of the specific request of the Company, pursuant to the clarification sought by NSE vide emails dated August 13, 2024, and August 28, 2024, and further to our clarifications provided vide our letter dated

	<p>August 22, 2024, and September 04, 2024, we have included Income Approach for determination of value, by assigning appropriate weight.</p>
<p><b>B. Market Approach</b></p>	<p>Under this approach the valuation is done on the basis of the quoted market price of the company in case it is a publicly traded company, or publicly traded comparable businesses / date is reviewed in order to identify a peer group similar to the subject company and then their multiples are applied to the entity being valued to determine the fair value.</p> <p>Usually under the market based approach, the methods that maybe applied are <i>Market Price Method, Comparable Multiple Method (CMM), Comparable Transaction Method (CTM)</i> Under CMM method various multiple like <i>EV/Sales , EV/EBITDA , P/BV P/E, Price/Sales</i> can be used to value a business depending upon the facts and circumstances of the cases.</p> <p><b>Reason for choice of methodology adopted under the Market Approach:</b></p> <p>In the present case, for the application of the Market approach is to be kept in mind that the company is a listed entity at Bombay stock exchange and National stock exchange. Accordingly, the Market Approach has been considered appropriate for the determination.</p>
<p><b>C. Cost Approach</b></p>	<p>Under this approach, the book value / replaceable value / realizable value of the underlying assets of the company is determined to arrive at the value of the business, depending on the facts and circumstances applicable to a company Usually under the assets-based approach, the methods that maybe applied are Net Book Value Method, Net Replaceable Value, Net Realizable Value.</p> <p><b>Reason for choice of methodology adopted under the Asset Based Approach:</b></p> <p>We have considered the Net Book Value approach by assigning appropriate weight for the purpose of valuation.</p>
<p><b>D. Conclusion</b></p>	<p>In conclusion, 1) Comparable Company Market Multiples Method (CCM)</p>

	2) Market Value Method 3 ) Net Asset Value Method and 4) Income Approach are used to determine the price of equity shares by assigning appropriate weights
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#### **4. VALUATION ANALYSIS**

As per the mandate issued to us, in view of the purpose preferential allotment of shares as per regulation 166 A of SEBI ICDR Regulations the fair value per equity share is being determined based on a valuation analysis using Internationally Accepted Valuation Principles.

To aid us in our valuation analysis, we have relied on the information furnished by the management of the Company, including but not limited to background of the business of the Company & the group to which it belongs, unaudited financial statements as on 31<sup>st</sup> March 2024, necessary explanations and information, which we believed were relevant to the present valuation exercise, from the executives and management of the company.

The analysis that is conducted estimates the “Fair Price” of the equity shares of Pakka Limited based on the valuation methodologies adopted

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**Registered Valuer (RV)**

**IBBI Registration No. - IBBI/RV/05/2019/12030**

Date: 16/09/2024

UDIN:- F009501F001231194

**Valuation Summary**

<b>Sr. NO.</b>	<b>Method</b>	<b>Weight</b>	<b>Value per share</b>	<b>Product</b>	<b>Annexure No.</b>
1.	Market Value	4	271.61	1086.44	1
2.	Comparable Company Market Multiples Method	3	242.41	727.23	2
3.	Income approach using the Discounted Cash Flow (DCF) Method	2	200.67	401.34	3
4.	Net Book Value Approach	1	64.2	64.2	4
	<b>Total</b>	<b>10</b>		<b>2279.21</b>	

**Weighted Average Value per share =  $2279.21/10 = \text{Rs. } 227.92$  Per share**

## Market Approach using Market Value Method

## I. Based on details available on the National Stock Exchange of India Limited (NSE)

Date of EGM	29-Aug-24			
Relevant Date	30-Jul-24			
A]	90 Trading Days			
Trading Day	Date	Series	Volume	Value
1	29-Jul-24	EQ	2,48,998	6,89,71,002.50
2	26-Jul-24	EQ	3,69,047	10,24,26,306.15
3	25-Jul-24	EQ	8,40,938	22,68,30,201.90
4	24-Jul-24	EQ	3,74,522	9,67,72,419.50
5	23-Jul-24	EQ	1,86,519	4,48,89,026.80
6	22-Jul-24	EQ	1,10,012	2,67,21,761.60
7	19-Jul-24	EQ	2,60,033	6,16,57,691.55
8	18-Jul-24	EQ	1,88,397	4,56,52,092.75
9	16-Jul-24	EQ	82,500	2,06,61,420.25
10	15-Jul-24	EQ	1,05,584	2,67,44,619.25
11	12-Jul-24	EQ	1,76,074	4,44,27,916.75
12	11-Jul-24	EQ	84,085	2,11,22,233.20
13	10-Jul-24	EQ	98,557	2,43,76,258.05
14	09-Jul-24	EQ	1,58,515	4,00,04,374.00
15	08-Jul-24	EQ	1,85,270	4,68,27,792.95
16	05-Jul-24	EQ	1,59,804	4,07,47,531.90
17	04-Jul-24	EQ	1,98,668	5,11,93,774.65
18	03-Jul-24	EQ	1,37,969	3,57,73,372.60
19	02-Jul-24	EQ	4,47,119	11,59,31,530.05
20	01-Jul-24	EQ	1,07,105	2,66,43,875.20
21	28-Jun-24	EQ	75,531	1,92,08,548.56
22	27-Jun-24	EQ	1,31,811	3,36,70,857.06
23	26-Jun-24	EQ	1,05,463	2,71,78,546.38
24	25-Jun-24	EQ	2,01,531	5,34,24,890.88
25	24-Jun-24	EQ	2,92,694	7,71,81,988.33
26	21-Jun-24	EQ	1,10,358	2,84,59,816.81
27	20-Jun-24	EQ	1,27,744	3,25,20,045.39
28	19-Jun-24	EQ	92,444	2,36,69,170.85
29	18-Jun-24	EQ	1,82,950	4,78,12,234.16
30	14-Jun-24	EQ	2,27,344	6,09,99,499.50
31	13-Jun-24	EQ	3,46,106	9,13,13,047.30
32	12-Jun-24	EQ	2,13,800	5,62,46,159.88
33	11-Jun-24	EQ	1,27,942	3,29,24,847.29
34	10-Jun-24	EQ	2,41,756	6,14,50,259.59
35	07-Jun-24	EQ	1,17,720	2,82,43,454.80
36	06-Jun-24	EQ	1,02,199	2,42,80,560.00
37	05-Jun-24	EQ	1,53,475	3,51,30,421.20

38	04-Jun-24	EQ	3,38,619	7,64,65,301.80
39	03-Jun-24	EQ	2,12,287	5,16,77,291.45
40	31-May-24	EQ	3,08,121	7,37,68,587.70
41	30-May-24	EQ	4,07,410	10,31,10,900.00
42	29-May-24	EQ	54,501	1,46,19,955.60
43	28-May-24	EQ	1,73,886	4,73,24,164.90
44	27-May-24	EQ	1,75,612	4,95,65,619.05
45	24-May-24	EQ	2,96,562	8,22,85,461.70
46	23-May-24	EQ	76,497	2,01,56,233.80
47	22-May-24	EQ	84,610	2,25,18,240.80
48	21-May-24	EQ	95,607	2,56,58,361.05
49	18-May-24	EQ	15,898	42,94,128.25
50	17-May-24	EQ	79,166	2,15,17,365.70
51	16-May-24	EQ	45,448	1,22,08,498.70
52	15-May-24	EQ	63,227	1,71,25,576.25
53	14-May-24	EQ	65,796	1,76,72,154.75
54	13-May-24	EQ	1,47,304	3,82,72,215.65
55	10-May-24	EQ	82,904	2,21,31,403.20
56	09-May-24	EQ	1,70,562	4,50,15,316.35
57	08-May-24	EQ	63,693	1,73,00,253.30
58	07-May-24	EQ	1,02,964	2,83,92,883.85
59	06-May-24	EQ	2,03,557	5,69,63,475.70
60	03-May-24	EQ	1,75,542	5,04,32,185.95
61	02-May-24	EQ	3,27,169	9,42,88,948.90
62	30-Apr-24	EQ	1,02,614	2,87,26,733.25
63	29-Apr-24	EQ	1,89,860	5,28,06,150.00
64	26-Apr-24	EQ	1,50,928	4,21,27,954.40
65	25-Apr-24	EQ	1,41,059	3,93,11,030.85
66	24-Apr-24	EQ	1,67,860	4,67,84,958.20
67	23-Apr-24	EQ	3,22,879	8,94,89,850.95
68	22-Apr-24	EQ	2,64,361	7,50,47,956.60
69	19-Apr-24	EQ	1,25,813	3,64,45,201.20
70	18-Apr-24	EQ	1,35,155	4,04,71,224.05
71	16-Apr-24	EQ	2,56,521	7,53,27,571.05
72	15-Apr-24	EQ	92,646	2,60,74,513.55
73	12-Apr-24	EQ	1,53,912	4,47,63,885.30
74	10-Apr-24	EQ	1,29,590	3,82,64,442.30
75	09-Apr-24	EQ	1,09,911	3,31,25,922.40
76	08-Apr-24	EQ	1,60,680	4,91,42,795.05
77	05-Apr-24	EQ	98,713	3,01,84,351.95
78	04-Apr-24	EQ	94,181	2,90,43,598.20
79	03-Apr-24	EQ	89,497	2,75,74,746.95
80	02-Apr-24	EQ	1,57,601	4,84,41,808.15



81	01-Apr-24	EQ	1,95,802	5,86,61,791.70
82	28-Mar-24	EQ	1,82,663	5,42,12,057.65
83	27-Mar-24	EQ	4,32,090	12,88,27,155.20
84	26-Mar-24	EQ	2,73,124	7,95,81,084.30
85	22-Mar-24	EQ	1,94,660	5,94,93,281.55
86	21-Mar-24	EQ	3,72,060	11,49,71,716.95
87	20-Mar-24	EQ	9,40,459	28,06,01,940.25
88	19-Mar-24	EQ	1,91,825	5,37,16,858.25
89	18-Mar-24	EQ	1,32,851	3,73,34,654.75
90	15-Mar-24	EQ	3,51,592	9,65,30,267.05
			<b>1,73,48,433</b>	<b>4,71,19,39,576.03</b>
			<b>A</b>	<b>271.61</b>
<b>B]</b>	<b>10 Trading Days</b>			
<b>Trading Day</b>	<b>Date</b>	<b>Series</b>	<b>Volume</b>	<b>Value (Rs.)</b>
1	29-Jul-24	EQ	2,48,998	6,89,71,002.50
2	26-Jul-24	EQ	3,69,047	10,24,26,306.15
3	25-Jul-24	EQ	8,40,938	22,68,30,201.90
4	24-Jul-24	EQ	3,74,522	9,67,72,419.50
5	23-Jul-24	EQ	1,86,519	4,48,89,026.80
6	22-Jul-24	EQ	1,10,012	2,67,21,761.60
7	19-Jul-24	EQ	2,60,033	6,16,57,691.55
8	18-Jul-24	EQ	1,88,397	4,56,52,092.75
9	16-Jul-24	EQ	82,500	2,06,61,420.25
10	15-Jul-24	EQ	1,05,584	2,67,44,619.25
			<b>27,66,550</b>	<b>72,13,26,542.25</b>
			<b>B</b>	<b>260.73</b>
A] Average 90 trading days VWAP				271.61
B] Average 10 trading days VWAP				260.73
<b>Applicable Minimum Price [Higher of A or B]</b>				<b>271.61</b>

Note:

- In accordance with the provisions of Regulation 164(5) of the SEBI ICDR Regulations for computation of the trading frequency and minimum issue price, NSE is the Stock Exchange that has the highest trading volume in respect of the Equity shares of the Company, during the preceding 90 Trading days prior to the Relevant date.
- As per provisions of SEBI ICDR Regulations the shares of the Company are **frequently Traded as** the trading turnover on NSE during the 240 trading days preceding the relevant date i.e., July 30, 2024, is more than 10% of the total number of shares of the Company.

## Annexure-2

**Market Approach using Comparable Company Market Multiples Method (CCM)**

The CCM method involves valuing shares of a company using multiple derived from valuations of comparable companies which are listed on stock exchanges. The CCM method is based on the principle that market valuations/ comparable transactions take place between informed buyers and informed sellers; incorporation of all factors relevant to valuation. For the purposes of valuation of shares we are using P/E ratio for determining the valuation of equity share of the company.

The price-to-earnings ratio (P/E) is one of the most widely used metrics for investors and analysts to determine stock valuation. The P/E ratio is calculated by dividing the market value price per share by the company's earnings per share (EPS).

**Comparable companies ( Peer companies)**

Data available with various platforms and websites the following companies are grouped as peer companies.

Sr. No.	Name of companies
1.	Century Textiles & Industries Ltd
2.	JK Paper Ltd
3.	West Coast Paper Mills Ltd
4.	Andhra Paper Ltd
5.	Seshasayee Paper & Boards Ltd
6.	Tamil Nadu Newsprint & Papers Ltd
7.	Kuantum Papers Ltd

(source: <https://www.screener.in/company/PAKKA/#top>)

The P/E ratio of Peer group companies as on 31<sup>st</sup> March 2024, 1<sup>st</sup> April 2024 as under

Sr.NO.	Name of Company	P/E ratio
1.	Century Textiles & Industries Ltd	102.3
2.	JK Paper Ltd	5
3.	West Coast Paper Mills Ltd	4.7
4.	Andhra Paper Ltd	4.3
5.	Seshasayee Paper & Boards Ltd	6
6.	Tamil Nadu Newsprint & Papers Ltd	6.1
7.	Kuantum Papers Ltd	6.5

Average of P/E Ratio	19.271
----------------------	--------

Earning Per share of the company under consideration (Pakka Ltd) as of March 31, 2024, = Rs. 12.57

Market Value Per share = P/E ratio X E.P.S i.e.  $12.57 \times 19.271 = 242.241$

## Annexure-3

## Income approach using the Discounted Cash Flow (DCF) Method

Sr. No.	Particulars	Amount
A.	Explicit Period cash flow	112.67
B.	Terminal Value	775.94
C.	Cumulative present value of Cash Flows (A+B)	888.61
D.	Cash and cash equivalents	53.54
E.	Debt	156.16
F.	Equity Value (C+D-E)	785.99
G.	No. of shares	39168100
	<b>Value per share (INR) (F/G)</b>	<b>200.67</b>

\*

Sr. No.	Particulars	Working Note Number
I.	for Free Cash flow	1.
II.	Terminal Value	2.
III.	Cost of Equity	3.
IV.	Weighted Average Cost of Capital on Book Value	4.
V.	Weighted Average Cost of Capital on Market Value	5.
VI.	WACC	6.
VII.	Adjusted Beta	7.
VIII.	Working Capital Changes except Cash & Cash equivalent	8.
IX.	Cost of Equity	9.
X.	Growth Rate	10.

**NIRAJ KUMAR VERMA**  
**REGISTERED VALUER (RV)**  
(Securities or Financial Assets)

W.N.:-1

**Working for Free Cash flow**

Amount In INR Crores										
FY	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033
PARTICULARS	Actual	Projected	Projected	Projected	Projected	Projected	Projected	Projected	Projected	Projected
Turnover	404.74	461.11	468.3	874.58	971.7	1023.13	1043.53	1062.49	1081.44	1081.44
Growth rate %	0	0.139	0.016	0.868	0.111	-				
PBT	72.64	52.6	50.12	116.25	152.28	170.98	179.1	186.75	193.84	200.01
Less : Direct Taxes Paid	23.97	15.17	14.54	31.19	40.26	44.97	47.01	48.94	50.72	52.27
PAT	48.67	37.43	35.57	85.06	112.02	126.02	132.09	137.82	143.12	147.74
PAT Margin%	0.1202	0.0812	0.076	0.0973	0.1153	0.1232	0.1266	0.1297	0.1323	0.1366
Add : Depreciation	13.95	15.94	15.94	54.98	55.19	55.44	55.55	55.64	55.04	54.57
Less :Capital Expenditure	45.72	15	-	661.26	4	4	4	4	4	4
Add : Interest (post Tax)	6.71	15.28	14.84	41.5	36.7	30.85	24.83	18.82	13.74	9.35
Less: NWC (EXCEPT CASH AND EQ)	71.22	16.75	-31.21	2.56	14.88	27.92	32.5	42.5	76.26	110.02
Free Cash Flows	-47.6	36.9	97.56	-482.28	185.02	180.39	175.97	165.77	131.65	97.64
Discounting Factor	1.000	0.850	0.722	0.614	0.522	0.444	0.377	0.321	0.272	0.232
<b>Present value of Cash flow</b>	<b>(47.60)</b>	<b>31.37</b>	<b>70.49</b>	<b>(296.16)</b>	<b>96.58</b>	<b>80.03</b>	<b>66.36</b>	<b>53.13</b>	<b>35.87</b>	<b>22.61</b>

**NIRAJ KUMAR VERMA**  
**REGISTERED VALUER (RV)**  
 (Securities or Financial Assets)

W.N.:-2

<b>Terminal Value</b>	
PBT	200.01
Tax@25.17%	52.27
PAT	147.74
Add : Depreciation	54.57
Less: Capex	4
Add : Interest (post Tax)	9.35
Less: NWC	110.02
FCF	97.64
<b>Terminal value</b>	<b>775.94</b>

W.N.:-3

<b>Cost of Equity</b>	
Risk free rate (Rf)	0.0750
Market rate of return - ER(m)	0.11
Adjusted Beta (Peer Group)	2.70
Add: Additional Risk Premium (unsystematic risk)	0.03
<b>Cost of Equity (Ke)</b>	<b>0.1995</b>

W.N.:-4

<b>Calculation Of Weighted Average Cost of Capital on Book Value</b>				
PARTICULARS	AMOUNT	Weight	Rate (After Tax)	WR
EQUITY	39.1681	0.1047	0.1995	0.0209
DEBT	109.5857	0.2928	0.0783	0.0229
OTHER EQUITY	225.5198	0.6026	0.1995	0.1202
TOTAL	374.2736	1		
<b>WAAC</b>				<b>0.16401</b>

W.N.:-5

<b>Calculation Of Weighted Average Cost of Capital on Market Value</b>				
PARTICULARS	AMOUNT	Weight	Rate	WR
EQUITY	1152.13	0.9131	0.1995	0.1822
DEBT	109.5857	0.0869	0.0783	0.0068
TOTAL	1261.715	1		
<b>WAAC</b>				<b>0.1890</b>

**W.N.: -6**

<b>Computation WACC</b>	
WACC on Book value	0.1640
WACC on Market value	0.1890
<b>Average WACC</b>	<b>0.1765</b>

**W.N.: -7**

<b>Computation of Adjusted Beta</b>	
Name of Peer Company	Beta
Century Textiles & Industries Ltd	1.27
JK Paper Ltd	1.17
West Coast Paper Mills Ltd	0.96
Andhra Paper Ltd	0.85
Seshasayee Paper & Boards Ltd	0.88
Tamil Nadu Newsprint & Papers Ltd	1.15
Kuantum Papers Ltd	1.48
Pakka Limited	1.04
Average BETA	1.1
Adjustment for the company	1.6
<b>Adjusted Beta</b>	<b>2.70</b>

**NIRAJ KUMAR VERMA**  
**REGISTERED VALUER (RV)**  
(Securities or Financial Assets)

W.N.: -8

<b>Computation of Working Capital Changes except Cash &amp; Cash equivalent</b>										
Computation of Working Capital Changes except Cash & Cash equivalent	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033
Current Assets	237.1 2	345.2 3	276.5 4	445.0 5	539.0 6	639.9 8	749.3 4	868.9 7	1003.3 1	1175.5 4
Cash & Cash Equivalent	53.54	178.4 1	113.2 4	153.3 1	226.0 9	316.9 3	426.1 6	545.7 8	680.1	852.33
Current Assets excluding Cash & Cash Equivalent	183.5 8	166.8 2	163.3	291.7 4	312.9 7	323.0 5	323.1 9	323.2	323.2	323.21
Current Liabilities	112.3 6	150.0 7	194.5 1	289.1 8	298.0 9	295.1 3	290.6 9	280.6 9	246.94	213.19
<b>Net Working Capital Changes</b>	<b>71.22</b>	<b>16.75</b>	<b>-31.21</b>	<b>2.56</b>	<b>14.88</b>	<b>27.92</b>	<b>32.5</b>	<b>42.5</b>	<b>76.26</b>	<b>110.02</b>



**NIRAJ KUMAR VERMA**  
**REGISTERED VALUER (RV)**  
(Securities or Financial Assets)

**W.N.: -9**

<b>Cost of Equity</b>	
Risk free rate (Rf)	0.750
Market rate of return - ER(m)	0.110
Adjusted Beta (Peer Group)	2.70
Add: Additional Risk Premium (unsystematic risk)	0.03
<b>Cost of Equity (Ke)</b>	<b>.1995</b>

**W.N.: -10**

Perpetual Growth rate is taken as 4.5

**NET BOOK VALUE APPROACH**

Value as per current value of net assets of the company as on the date of valuation has been arrived as per the latest available audited accounts of the company as on 31st March 2024. Assured by the management that no major changes have taken place between the date of the audited accounts and date of valuation. The value of assets has been taken on book values.

The working of adjusted value of the net assets as on 31st March 2024 as follows:

(Rs. In lakhs)

Particulars	As at 31st March, 2024
<b>I. ASSETS</b>	
<b>Non-current assets</b>	
(a) Property, plant and equipment	19,816.88
(b) Capital work-in-progress	4,521.51
(c) Right of Use Assets	36.45
(d) Goodwill	175.82
(e) Other intangible assets	167.27
(f) Intangible assets under development	396.90
(g) Financial assets	
(i) Investments	0.20
(ii) Loans	97.21
(iii) Other Financial Assets	7.73
(h) Other non current assets	1,516.26
<b>Total non-current assets (A)</b>	<b>26,736.23</b>
<b>Current Assets</b>	
(a) Inventories	11,114.05
(b) Financial assets	
(i) Investments	117.90
(ii) Trade receivables	4,000.85
(iii) Cash and cash equivalents	5,517.50
(iv) Bank balances other than (iii) above	1,489.92
(v) Loans	133.94
(vi) Other financial assets	158.95
(c) Other current assets	1,417.19
<b>Total current assets (B)</b>	<b>23,950.30</b>
<b>TOTAL ASSETS C (A+B)</b>	<b>50,686.53</b>

<b>II Liabilities</b>	
<b>(1) Non current liabilities</b>	
(a) Financial liabilities	
(i) Borrowings	11,155.93
(ii) Lease liabilities	5.98
(iii) Other financial liabilities	430.50
(b) Deferred tax liabilities (net)	2,439.22
(c) Other non current liabilities	217.99
(d) Provisions	5.50
<b>Total non-current liabilities (D)</b>	<b>14,255.12</b>
<b>(2) Current liabilities</b>	
(a) Financial liabilities	
(i) Borrowings	7,207.31
(ii) Lease liabilities	33.84
(iii) Trade payables	
(A) Total outstanding dues of Small Enterprises and Micro enterprises	305.30
(B) Total outstanding dues of creditors other than small enterprises and micro enterprises.	957.28
(iv) Other financial liabilities	19.48
(b) Other current liabilities	1,530.45
(c) Provisions	710.25
(d) Current Tax liabilities ( Net)	520.72
<b>Total current liabilities (E)</b>	<b>11,284.63</b>
<b>Total liabilities G (E+F)</b>	<b>25,539.75</b>

Net Assets <b>H (C minus G)</b> (Rs. In Lacs)	25,146.78
Number of Equity Shares (Actual Numbers)	3,91,68,100
Value per Equity Share	INR 64.20 per share

## **5. STATEMENT OF LIMITING CONDITIONS**

This Report has been prepared for the purposes stated herein and should not be relied upon for any other purpose. This Report is restricted for the purpose indicated in the Engagement Letter but does not preclude the management of the Company to provide a copy of this Report to third-party advisors whose review would be consistent with the intended use. I do not take any responsibility for any unauthorized use of this Report.

We owe responsibility only under the terms of the Engagement Letter. I 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 management of the Company or their directors, employees or agents of the Company.

In the course of the valuation, we were provided with both written and verbal information, which we have evaluated 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. I have also been provided with extracts of certain agreements and am not privy to the entire agreement or all the clauses mentioned therein. we have also 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.

The valuation of Pakka Ltd. has been performed based on the last available financial statements provided by the management of the Company as of the Valuation Date. As implied by the financial statements, of Pakka Ltd, are assumed to have those legal rights to the assets and be subject to those claims represented by the liabilities presented in the financial statements. As informed by the management of the Company, there are no contingent liabilities which are expected to devolve or contingent assets with PAKKA LTD, and there are no surplus assets in PAKKA LTD, as of the date of this Report beyond those as are captured in this Report. Accordingly, we assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by and on behalf of the Company.

This Report and the results herein are specific to the purpose of valuation agreed as per the terms of the Engagement Letter, are specific to the date of this Report and are necessarily based on the prevailing financial and economic conditions as well as the written and oral information, as made available by the management of the Company as on date of this Report. Events occurring after this date may affect this Report and the assumptions used in preparing it, and I do not assume any obligation to update, revise or reaffirm this Report.

We have not reviewed the legal compliance required for the proposed transaction, except to the extent necessary for the purpose of this Report, nor provided any accounting, tax, or legal advice to the Companies, nor am I required to do so, in terms of the Engagement Letter.

We have not carried out a re-valuation of any assets of the Company, nor physically verified any assets of the Company.

This Report does not constitute a fairness opinion, solvency opinion, or an investment recommendation and is not to be construed as such either for making or divesting investment.

We are independent of the Company and hold no specific interest in the Company or any of the assets of the Company, nor do we have any conflict of interest with the Company.

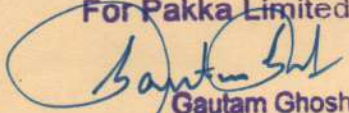
The fee for this Report is not contingent upon the result of the valuation arrived therein.

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF PAKKA LIMITED IN THE 6<sup>TH</sup> BOARD MEETING OF THE FINANCIAL YEAR 2024-25 HELD ON MONDAY, 14<sup>TH</sup> OCTOBER, 2024 CONDUCTED THROUGH VIDEO CONFERENCING STARTED AT 09:30 A.M. AND CONCLUDED AT 10:08 A.M.**

“RESOLVED THAT pursuant to the consent accorded by the shareholders of the Company as per results of the Extraordinary General Meeting dated August 29, 2024, and In-principle approval accorded by the National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”) under Regulation 28 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 vide their Letter No. NSE/LIST/43227 dated 3<sup>rd</sup> October, 2024 and Letter No. LOD/PREF/DA/FIP/1049/2024-25 dated 4<sup>th</sup> October, 2024 respectively and subject to the provisions of Section 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made thereunder (including any statutory modification(s) thereto or reenactment thereof for the time being in force) and applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“SEBI LODR Regulations”), the Foreign Exchange Management Act, 1999 as amended and any other authority and in accordance with relevant provisions of the Memorandum and Articles of Association of the Company, and Listing Agreement entered into by the Company with BSE Limited and the National Stock Exchange of India Limited where the equity shares of the Company are listed and all other concerned and relevant authorities from time to time, to the extent applicable and subject to such approvals of relevant statutory/governmental authorities as may be required and further subject to such terms and conditions or modifications thereto as may be prescribed by any one of the above while granting such approvals, the consent of the Board of Directors of the Company be and hereby accorded to issue and allot 54,00,000 Equity Shares of the Face Value of Rs. 10/- (Rupees Ten Only) each fully paid up at an Issue Price of 272/- each (Rupees Two Hundred Seventy-Two Only) including securities premium of Rs.262 each per Equity Share aggregating to Rs. 1,46,88,00,000/- (Rupees One Hundred Forty-Six Crores Eighty-Eight Lakhs only), for cash, on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws to allottees belonging to the Non-Promoter Category, detailed as below:


Sr. No.	Name of Allottees	Permanent Account Number	Status	Distinctive Nos.		Number of equity shares allotted
				From	To	
1	SBI Magnum Children's Benefit Fund - Investment Plan	AABTS6407Q	Mutual Fund	39419801	42765254	33,45,454
2	SBI Optimal Equity Fund -	ABDTS6933L	Alternative Investment	42765255	43019800	2,54,546

<sup>1</sup> All are non-promoters.

For Pakka Limited  
  
 Gautam Ghosh  
 Executive Director

Formerly known as Yash Pakka Limited

	Long Term		Fund Category III			
3	Akshat Greentech Private Limited	AAOCM1256 H	Body Corporate	43019801	43144800	1,25,000
4	Elpro International Limited	AAACE2506L	Body Corporate	43144801	43269800	1,25,000
5	Rmarm Holdings	ABEFR4840A	AOP	43269801	43369800	1,00,000
6	Sushma Anand Jain	AABPJ1891K	Individual	43369801	43469800	1,00,000
7	Rameshchandra Vinaychand Shah	AJBPS3136R	Individual	43469801	43559800	90,000
8	Tibrewala Electronics Limited	AAACT5268J	Body Corporate	43559801	43639800	80,000
9	Dhoot Industrial Finance Ltd	AAACD1836A	Body Corporate	43639801	43714800	75,000
10	Eighty Four Investments Private Limited	AABCA1923G	Body Corporate	43714801	43789800	75,000
11	Minaxi H Kothari	AACPK0350K	Individual	43789801	43864800	75,000
12	Nabs Vriddhi LLP	AANFN3992K	LLP	43864801	43939800	75,000
13	SKFF (India) Private Limited	ABCCS0788F	Body Corporate	43939801	43999800	60,000
14	Carnelian Asset Management LLP	AAOFC3442L	LLP	43999801	44049800	50,000
15	Amit Kumar Singh	AXPPS1679B	Individual	44049801	44099800	50,000
16	Apurva Mahesh Shah	ABBPS3726K	Individual	44099801	44149800	50,000
17	Ashit Mahesh Shah	ABLPS9594H	Individual	44149801	44199800	50,000
18	Ashok Ramnarayan Boob HUF	AAEHA4212N	HUF	44199801	44249800	50,000
19	Bhawana Vohra	AHRPV2727K	Individual	44249801	44299800	50,000
20	G K Tobacco Industries Private Limited	AAF CG2363J	Body Corporate	44299801	44349800	50,000
21	Navatris Investments	AAUFN5312L	AOP	44349801	44399800	50,000
22	Pawan Poddar	AGTPP3358H	Individual	44399801	44449800	50,000
23	Raj Kumar Taneja	AAGPT7389D	Individual	44449801	44499800	50,000

For Pakka Limited  
  
 Gautam Ghosh  
 Executive Director

Formerly known as Yash Pakka Limited

Pakka Limited, Yash Nagar, Ayodhya 224135 (U.P.), India  
 +91-5278-258174 | connect@pakka.com  
 www.pakka.com

Registered Office: 312, Plaza Kalpana Society, B-49,  
 Birhana Road, Kanpur, Uttar Pradesh - 208001, India  
 CIN: L24231UP1981PLC005294

24	Rajasthan Patrika Private Limited	AAACR7856G	Body Corporate	44499801	44549800	50,000
25	Shahi Exports Private Limited	AAJCS1175L	Body Corporate	44549801	44599800	50,000
26	Sumeet Kanwar	ASSPK9671K	Individual	44599801	44649800	50,000
27	Viansh Family Trust	AADTV2122M	Trust	44649801	44699800	50,000
28	Bijal Kishorchandra Madhani	ACSPM6211F	Individual	44699801	44739800	40,000
29	Sammys Dreamland Co Private Limited	AACCS6592A	Body Corporate	44739801	44779800	40,000
30	Thermopads Private Limited	AAACT8887D	Body Corporate	44779801	44819800	40,000
<b>TOTAL EQUITY SHARES</b>						<b>54,00,000</b>

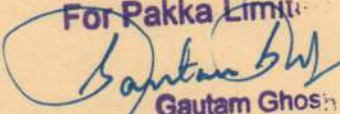
**RESOLVED FURTHER THAT** new equity shares allotted shall be locked in for a period of six months from the date of trading approval, as prescribed under Regulation 167 in Chapter V of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** new equity shares allotted shall rank pari-passu with the existing equity shares of the Company in all respects including payment of dividend.

**RESOLVED FURTHER THAT** 54,00,000 equity shares issued and allotted be listed at the National Stock Exchange of India Limited and BSE Limited.

**RESOLVED FURTHER THAT** Mr. Jagdeep Hira, Managing Director, Mr. Gautam Ghosh, Executive Director, Mrs. Neetika Suryawanshi, Chief Financial Officer and Mr. Sachin Kumar Srivastava, Company Secretary & Legal Head of the Company be and are hereby severally authorised to execute and file all the Documents / Agreements / Papers/ Application to BSE and NSE for obtaining the listing and trading permission from that Exchanges in respect of the said shares and to do all such acts as may be required for Listing of Shares and affix the Common Seal of the Company, if required, be affixed thereon in presence of any two of Mr. Jagdeep Hira, Managing Director, Mr. Gautam Ghosh, Executive Director, Mrs. Neetika Suryawanshi, Chief Financial Officer and Mr. Sachin Kumar Srivastava, Company Secretary & Legal Head of the Company.

**RESOLVED FURTHER THAT** Mr. Jagdeep Hira, Managing Director, Mr. Gautam Ghosh, Executive Director, Mrs. Neetika Suryawanshi, Chief Financial Officer and Mr. Sachin Kumar Srivastava, Company Secretary & Legal Head of the Company be and are hereby severally authorised to execute and file all the Corporate Action Forms for Lock in and Dematerialization of 54,00,000 Equity Shares/Documents/Agreement/Papers with NSDL and CDSL and do all such acts as may be required for crediting the shares in allottee account and to resolve and settle any questions and difficulties that may arise in the allotment of the said equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required.

For Pakka Limited  
  
 Gautam Ghosh  
 Executive Director

Formerly known as Yash Pakka Limited

Pakka Limited, Yash Nagar, Ayodhya 224135 (U.P.), India  
 +91-5278-258174 | connect@pakka.com  
 www.pakka.com

Registered Office: 312, Plaza Kalpana Society, B-49,  
 Birhana Road, Kanpur, Uttar Pradesh - 208001, India  
 CIN: L24231UP1981PLCO05294



**RESOLVED FURTHER THAT** Mr. Jagdeep Hira, Managing Director, Mr. Gautam Ghosh, Executive Director, Mrs. Neetika Suryawanshi, Chief Financial Officer and Mr. Sachin Kumar Srivastava, Company Secretary & Legal Head of the Company be and are hereby authorised severally to file PAS-3 and other applicable return/forms with the Registrar of Companies for and on behalf of the Company.

**RESOLVED FURTHER THAT** a copy of the above resolutions or any abstract thereof duly certified as 'True Copy' by any one of the Directors and/or Company Secretary be furnished to BSE, NSE and / or such other agencies as and when required from time to time."

**Date:** 18.10.2024  
**Place:** Ayodhya

**Certified to be True Copy  
for Pakka Limited**



**Gautam Ghosh**  
Executive Director  
**DIN: 10371300**

**Res. Add.-** 9/6/27, Rekabganj,  
Faizabad, Ayodhya,  
**PIN - 224001, U.P.**

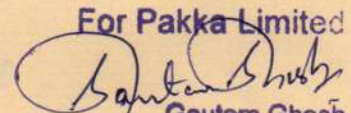
**Note:** The above resolution was passed unanimously.

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF PAKKA LIMITED IN THE 6<sup>TH</sup> BOARD MEETING OF THE FINANCIAL YEAR 2024-25 HELD ON MONDAY, 14<sup>TH</sup> OCTOBER, 2024 CONDUCTED THROUGH VIDEO CONFERENCING STARTED AT 09:30 A.M. AND CONCLUDED AT 10:08 A.M.**

“RESOLVED THAT pursuant to the consent accorded by the shareholders of the Company as per results of the Extraordinary General Meeting dated August 29, 2024, and In-principle approval accorded by the National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”) under Regulation 28 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 vide their Letter No. NSE/LIST/43227 dated 3<sup>rd</sup> October, 2024 and Letter No. LOD/PREF/DA/FIP/1049/2024-25 dated 4<sup>th</sup> October, 2024 respectively and subject to the provisions of Section 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made thereunder (including any statutory modification(s) thereto or reenactment thereof for the time being in force) and applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“SEBI LODR Regulations”), the Foreign Exchange Management Act, 1999 as amended and any other authority and in accordance with relevant provisions of the Memorandum and Articles of Association of the Company, and Listing Agreement entered into by the Company with BSE Limited and the National Stock Exchange of India Limited where the equity shares of the Company are listed and all other concerned and relevant authorities from time to time, to the extent applicable and subject to such approvals of relevant statutory/governmental authorities as may be required and further subject to such terms and conditions or modifications thereto as may be prescribed by any one of the above while granting such approvals, the consent of the Board of Directors of the Company be and hereby accorded to issue and allot 36,00,000 fully convertible warrants at an Issue Price of 272/- (Rupees Two Hundred Seventy Two Only) aggregating to Rs. 97,92,00,000/- (Rupees Ninety Seven Crores Ninety Two Lakhs only) out of which 25% upfront money i.e. Rs. 24,48,00,000/- (Rupees Twenty Four Crores Forty Eight Lakhs only) paid, for cash, on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws to allottees belonging to the Non-Promoter Category, detailed as below:

Sr. No.	Name of Allottees <sup>1</sup>	Status	Number of Warrants allotted
1	Carnelian Bharat Amritkaal Fund	AIF Category III	20,50,000
2	Carnelian Asset Management LLP	LLP	15,50,000
<b>TOTAL WARRANTS</b>			<b>36,00,000</b>

<sup>1</sup>All are non-promoters

For Pakka Limited  
  
**Gautam Ghosh**  
 Executive Director

Formerly known as Yash Pakka Limited

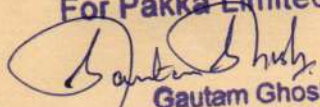
**RESOLVED FURTHER THAT** the terms and conditions of the warrants issued and allotted shall be as under:

- a) The Fully Convertible Warrant is issued and allotted at an issue price of Rs. 272/- (Rupees Two Hundred Seventy-Two Only) per warrant against the receipt of 25% of upfront money;
- b) Each Warrant shall be convertible at an option of Warrant holder(s) in one or more tranches, within 12 (twelve) months from its allotment date into an equivalent number of fully paid-up Equity Shares of the face value of Rs. 10/- (Rupees Ten Only), on payment of balance consideration of 75% i.e. Rs. 204/- per warrant/ share;
- c) The warrants allotted shall be locked in for a period of one year from the date of allotment, as prescribed under Regulation 167 in Chapter V of the SEBI ICDR Regulations;
- d) The equity shares allotted pursuant to the exercise of options attached to warrants issued on a preferential basis to such persons shall be locked in for a period of six months from the date of trading approval, as prescribed under Regulation 167 in Chapter V of the SEBI ICDR Regulations;
- e) The new equity shares allotted pursuant to the exercise of options attached to warrants issued on a preferential basis to such persons shall rank pari-passu with the existing equity shares of the Company in all respects including payment of dividends;
- f) The Warrants shall not be listed at the National Stock Exchange of India Limited and BSE Limited, however, the new equity shares issued and allotted pursuant to the exercise of options attached to warrants issued on a preferential basis to such persons shall be listed at the National Stock Exchange of India Limited and BSE Limited;
- g) In case the warrant holder does not exercise the option for equity shares against any of the warrants held by the warrant holder, the consideration paid in respect of such warrant at the time of allotment shall be forfeited by the Company.

**RESOLVED FURTHER THAT** the Warrant(s) shall not confer upon the holder(s) thereof any right to receive any Notice of Meeting of the Shareholders or Annual Report of the Company and/or to attend, vote any of the General Meetings of the Shareholders of the Company.

**RESOLVED FURTHER THAT** Mr. Jagdeep Hira, Managing Director, Mr. Gautam Ghosh, Executive Director, Mrs. Neetika Suryawanshi, Chief Financial Officer and Mr. Sachin Kumar Srivastava, Company Secretary & Legal Head of the Company be and are hereby severally authorised on behalf of the Company, to make an application to BSE and NSE for listing and trading permission for 36,00,000 Equity shares pursuant to conversion of warrants to above mentioned allottees, to file corporate action form with NSDL & CDSL, to file necessary e-forms with the Ministry of Corporate affairs and to take necessary actions for complying with the requirements of the SEBI (ICDR) Regulations, 2018, Companies Act, 2013 and to execute and file all the Documents / Agreements / Papers and to do all such acts as may be required and affix the Common Seal of the Company, if required, thereon in presence of any two of Mr. Jagdeep Hira, Managing Director, Mr. Gautam Ghosh,

For Pakka Limited

  
Gautam Ghosh  
Executive Director

Formerly known as Yash Pakka Limited

Pakka Limited, Yash Nagar, Ayodhya 224135 (U.P.), India  
+91-5278-258174 | connect@pakka.com  
www.pakka.com

Registered Office: 312, Plaza Kalpana Society, B-49,  
Birhana Road, Kanpur, Uttar Pradesh - 208001, India  
CIN: L24231UP1981PLCO05294

Executive Director, Mrs. Neetika Suryawanshi, Chief Financial Officer and Mr. Sachin Kumar Srivastava, Company Secretary & Legal Head of the Company.

**RESOLVED FURTHER THAT** 36,00,000 Convertible Warrants be admitted for dematerialization with Central Depository Services (India) Limited(CDSL) and/ or National Securities Depository Limited ("NSDL") and Mr. Jagdeep Hira, Managing Director, Mr. Gautam Ghosh, Executive Director, Mrs. Neetika Suryawanshi, Chief Financial Officer and Mr. Sachin Kumar Srivastava, Company Secretary & Legal Head of the Company be and are hereby severally authorised to make necessary application to CDSL and/ or NSDL for issue of International Securities Identification Number (ISIN) for Convertible Warrants and to undertake Corporate Action for dematerializing and lock in of 36,00,000 Convertible Warrants and to resolve and settle any questions and difficulties that may arise in the allotment of the said warrants, utilization of issue proceeds, signing of all deeds and documents as may be required.

**RESOLVED FURTHER THAT** Mr. Jagdeep Hira, Managing Director, Mr. Gautam Ghosh, Executive Director, Mrs. Neetika Suryawanshi, Chief Financial Officer and Mr. Sachin Kumar Srivastava, Company Secretary & Legal Head of the Company be and are hereby authorised severally to file applicable return/forms with the Registrar of Companies for and on behalf of the Company.

**RESOLVED FURTHER THAT** a copy of the above resolutions or any abstract thereof duly certified as 'True Copy' by any one of the Directors and/or Company Secretary be furnished to BSE, NSE and / or such other agencies as and when required from time to time."

**Date:** 18.10.2024

**Place:** Ayodhya

**Certified to be True Copy  
for Pakka Limited**



Gautam Ghosh  
Executive Director  
DIN: 10371300

**Res. Add.-** 9/6/27, Rekabganj,  
Faizabad, Ayodhya,  
PIN - 224001, U.P.

**Note:** The above resolution was passed unanimously.

Formerly known as Yash Pakka Limited

## LIST OF ALLOTMENT OF EQUITY SHARES ON PREFERENTIAL BASIS ON 14.10.2024

S. No.	Name	Permanent Account Number (PAN)	DP ID & Client ID	No. of Shares Allotted
1	SBI Magnum Children's Benefit Fund - Investment Plan	AABTS6407Q	IN30378610008164	3345454
2	SBI Optimal Equity Fund - Long Term	ABDTS6933L	IN30014210787267	254546
3	Akshat Greentech Private Limited	AAOCM1256H	IN30371911203679	125000
4	Elpro International Limited	AAACE2506L	IN30371911111771	125000
5	Rmarm Holdings	ABEFR4840A	IN30371911171170	100000
6	Sushma Anand Jain	AABPJ1891K	IN30371911180250	100000
7	Rameshchandra Vinaychand Shah	AJBPS3136R	IN30371911158373	90000
8	Tibrewala Electronics Limited	AAACT5268J	IN30371911148940	80000
9	Dhoot Industrial Finance Ltd	AAACD1836A	IN30371911138950	75000
10	Eighty Four Investments Private Limited	AABCA1923G	IN30371911128352	75000
11	Minaxi H Kothari	AACPK0350K	IN30371911154169	75000
12	Nabs Vriddhii LLP	AANFN3992K	IN30292710364564	75000
13	SKFF (India) Private Limited	ABCCS0788F	IN30371911102883	60000
14	Carnelian Asset Management LLP	AAOFC3442L	IN30371911113394	50000
15	Amit Kumar Singh	AXPPS1679B	IN30371911224528	50000
16	Apurva Mahesh Shah	ABBPS3726K	IN30371911116052	50000
17	Ashit Mahesh Shah	ABLPS9594H	IN30371911115935	50000
18	Ashok Ramnarayan Boob Huf	AAEHA4212N	IN30371911139725	50000
19	Bhawana Vohra	AHRPV2727K	IN30371911160624	50000
20	G K Tobacco Industries Private Limited	AAF CG2363J	IN30371911201319	50000
21	Navatris Investments	AAUFN5312L	IN30371911166951	50000
22	Pawan Poddar	AGTPP3358H	IN30371911110914	50000
23	Raj Kumar Taneja	AAGPT7389D	IN30371911160018	50000
24	Rajasthan Patrika Private Limited	AAACR7856G	IN30371911167786	50000
25	Shahi Exports Private Limited	AAJCS1175L	IN30371911159698	50000
26	Sumeet Kanwar	ASSPK9671K	IN30371911190270	50000
27	Viansh Family Trust	AADTV2122M	IN30371911146499	50000
28	Bijal Kishorchandra Madhani	ACSPM6211F	IN30371911144528	40000

Formerly known as Yash Pakka Limited

29	Sammys Dreamland Co Private Limited	AACCS6592A	IN30371911156134	40000
30	Thermopads Private Limited	AAACT8887D	IN30371911158687	40000
<b>TOTAL NO. OF EQUITY SHARES</b>				<b>54,00,000</b>

For PAKKA Limited

Gautam Ghosh  
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Gautam Ghosh  
Date: 2024.10.18  
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Gautam Ghosh  
Executive Director  
**DIN: 10371300**

**Res. Add:** 9/6/27, Rekabganj  
Faizabad, Ayodhya  
**PIN – 224001, U.P.**

**Place:** Ayodhya  
**Date:** 18.10.2024

Formerly known as Yash Pakka Limited

Pakka Limited, Yash Nagar, Ayodhya - 224135 (U.P.), India  
+91-5278-258174 | connect@pakka.com  
www.pakka.com

Registered Office: 312, Plaza Kalpana Society,  
24/147, B-49, Birhana Road, Kanpur,  
Uttar Pradesh-208001  
CIN: L24231UP1981PLC005294

**LIST OF ALLOTMENT OF CONVERTIBLE WARRANTS ON PREFERENTIAL  
BASIS ON 14.10.2024**

S. No.	Name	Permanent Account Number (PAN)	DP ID & Client ID	No. of Warrants Allotted
1	Carelian Bharat Amritkaal Fund	AADTC3773D	IN30371911179607	20,50,000
2	Carnelian Asset Management LLP	AAOFC3442L	IN30371911113394	15,50,000
<b>TOTAL NO. OF WARRANTS</b>				<b>36,00,000</b>

For PAKKA Limited

Gautam Ghosh  
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Gautam Ghosh  
Date: 2024.10.18  
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Gautam Ghosh  
Executive Director  
**DIN: 10371300**

**Res. Add: 9/6/27, Rekabganj  
Faizabad, Ayodhya  
PIN – 224001, U.P.**

**Place: Ayodhya  
Date: 18.10.2024**

Formerly known as Yash Pakka Limited

7/ROC/Gen/2024-25/0003  
1<sup>st</sup> November, 2024

**The Registrar of Companies**  
**37/17, Westcott Building**  
**The Mall,**  
**Kanpur**  
**Uttar Pradesh - 208001**

**Sub: Clarification with regard to authorized share capital filled in Form PAS-3 due to non-updation of the authorized share capital in MCA V2 and V3 to Rs. 60,05,00,000/- (divided into the equity share capital of Rs. 56,05,00,000/- and preference share capital of Rs. 4,00,00,000/-)**

Dear Sir/Madam,

With reference to the captioned subject, we wish to inform you that the authorized capital in PAS-3 in Para 20 has been filled as Rs. 60,00,00,000/- (divided into the equity share capital of Rs. 56,00,00,000/- and preference share capital of Rs. 4,00,00,000/-), instead of Rs. 60,05,00,000/- (divided into the equity share capital of Rs. 56,05,00,000/- and preference share capital of Rs. 4,00,00,000/-), due to non-updation of the authorised share capital in MCA V2 and V3, although Form CRF filed vide SRN – AB0236101 has been approved and complaint raised vide ticket no. FO\_202410292036991 has not yet been resolved. The following errors are coming while submitting the same: -

- \* Total authorized capital entered in revised capital structure of the company shall be equal to the authorized capital of the company.

The above-authorized capital has been filled as the Company has explored all possible options for resolution of the same, and filing of Form PAS 3 is urgent in the interest of the Company and its stakeholders.

We humbly request you to kindly take the above on your records.

Thanking you,

Yours faithfully,

**for Pakka Limited**

Sachin

Kumar

Srivastava

Sachin Kumar Srivastava

Company Secretary & Legal Head

Digitally signed by  
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Srivastava  
Date: 2024.11.01  
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**Encl: As Above**