
VALUATION REPORT

WOMANCART LIMITED

CIN: U74999DL2018PLC336138

Prepared by:

Hitesh Jhamb

Registered Valuer - Securities or Financial Assets

Registration No. IBBI/RV/11/2019/12355

CP No. DJF/RVO/005/SFA

DJF/RVO/2019-20/DELHI/B-3(F)/10020

Office No. 116, FF, Cloud 9, Sector-1, Vaishali, Ghaziabad-201010

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Date: 9th May, 2024

To,
The Board of Directors
WOMANCART LIMITED
HOUSE NO. 57, 3RD FLOOR, BLOCK F-14,
MODEL TOWN, LANDMARK NEAR MCDONALDS,
New Delhi, DELHI, 110009, India

Dear Sir/Ma'am,

Sub: Recommendation of price in terms under Regulation 164 & 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 along with Rules & Regulations as amended from time to time.

We refer to the Board Resolution dated 8th May 2024, wherein **Womancart Limited** ("Company" or "WL") have requested me i.e. Hitesh Jhamb, ("Valuer" or "me") to recommend fair market value of Equity Shares for **issue of equity shares**.

We hereby enclose the Report on Valuation of Equity Shares. The valuation is prepared in compliance with **International Valuation Standards**. The sole purpose of this report is to assist the Company to determine a price in terms of under **Regulation 164 & 166A** of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 along with Rules & Regulations as amended from time to time.

Based on the Scope and limitations of work, Sources of information and Valuation methodology of the report and the explanations therein, the fair value of the equity shares of the Company amounts to **INR 125.54/-**

Hitesh Jhamb

Registered Valuer - Securities or Financial Assets

Registration No. IBBI/RV/11/2019/12355

CP No. DJF/RVO/005/SFA

DJF/RVO/2019-20/DELHI/B-3(F)/10020

VALUATION ANALYSIS

In the following paragraphs, we have summarized our Valuation Analysis (the “Analysis”) of the business of the Company as informed by the Management and detailed herein, together with the description of the methodologies used and limitations on our scope of work.

1. Context and Purpose

Based on discussion with the Management, we understand that the Company’s promoters are evaluating the possibility of issue and allotment of shares. In this context, the Management requires our assistance in determining the fair value of equity shares of the Company.

2. Conditions and major Assumptions

Conditions

The historical financial information about the company presented in this report is included solely for the purpose to arrive at value conclusion presented in this report, and it should not be used by anyone to obtain credit or for any other unintended purpose. Because of the limited purpose as mentioned in the report, it may be incomplete and may contain departures from generally accepted accounting principles prevailing in the country. We have not audited, reviewed, or compiled the Financial Statements and express no assurance on them. The financial information about the company presented in this report includes normalization adjustments made solely for the purpose to arrive at value conclusions presented in this report. Normalization adjustments as reported are hypothetical in nature and are not intended to present restated historical financial results or forecasts of the future.

Readers of this report should be aware that business valuation is based on future earnings potential that may or may not be materialized. Any financial projections e.g. projected balance sheet, projected profit and loss account, Projected Cash flow Statement as presented in this report are included solely to assist in the development of the value conclusion. The actual results may vary from the projections given, and the variations may be material, which may change the overall value.

This report is only to be used in its entirety, and for the purpose stated in the report. No third parties should rely on the information or data contained in this report without the advice of their

lawyer, attorney or accountant.

We acknowledge that we have no present or contemplated financial interest in the Company. Our fees for this valuation are based upon our normal billing rates, and not contingent upon the results or the value of the business or in any other manner. We have no responsibility to modify this report for events and circumstances occurring subsequent to the date of this report.

We have, however, used conceptually sound and generally accepted methods, principles and procedures of valuation in determining the value estimate included in this report. The valuation analyst, by reason of performing this valuation and preparing this report, is not to be required to give expert testimony nor to be in attendance in court or at any government hearing with reference to the matters contained herein, unless prior arrangements have been made with the analyst regarding such additional engagement.

Assumptions

The opinion of value given in this report is based on information provided in part by the management of the Company and other sources as listed in the report. This information is assumed to be accurate and complete.

We have relied upon the representations contained in the public and other documents in our possession concerning the value and useful condition of all investments in securities or partnership interests, and any other assets or liabilities except as specifically stated to the contrary in this report. We have not attempted to confirm whether or not all assets of the business are free and clear of liens and encumbrances, or that the owner has good title to all the assets.

We have also assumed that the business will be operated prudently and that there are no foreseeable adverse changes in the economic conditions affecting the business, the market, or the industry. This report presumes that the management of the Company will maintain the character and integrity of the Company through any sale, reorganization or reduction of any owner's/manager's participation in the existing activities of the Company.

We have been informed by management that there are no environmental or toxic contamination problems, any significant lawsuits, or any other undisclosed contingent liabilities which may potentially affect the business, except as may be disclosed elsewhere in this report. We have assumed that no costs or expenses will be incurred in connection with such liabilities, except as explicitly stated in this report.

3. Background of the company and Industry

Womancart Limited was incorporated on 04th July 2018, under the Companies Act, 2013 under Registrar of Companies – Delhi. The CIN of Company is U74999DL2018PLC336138 and the Registered Office of the company is situated at House No. 57, 3rd Floor, Block F-14, Model Town, Landmark Near Mcdonalds, New Delhi, Delhi, Delhi, 110009, India.

Womancart Limited is an E-Commerce website ‘where we offer a wide range of world-class beauty products. We offer products not only for woman, but we have wide choice for men too.

Source: (<https://www.womancart.in>)

The Company is listed on NSE (National Stock Exchange).

The Company has following Directors/Key Management Personnel:

S. No.	Name of KMP	Designation
1	Veena Pahwa	Whole-time director
2	Hari Kishan Babbar	Director
3	Sandeep Pawah	Director
4	Prerna Pahwa	Director
5	Madhu Sudan Pahwa	Managing Director
6	Madhu Sudan Pahwa	CFO
7	Keshutosh Kumar Roy	Company Secretary
8	Ankita Bhatnagar	Director
9	Megh Vinayak	Director
10	Palakh Jain	Director

4. Background information of the asset being valued

Equity Shares of Company.

5. Purpose of valuation and appointing authority:

To determine fair value of equity shares for preferential issue under Regulation 164 and 166A SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 with rules and regulations as amended from time to time

The Board of Director of the Company has appointed the Registered Valuer vide Board Resolution 8th May, 2024.

6. Identity of the valuer and any other experts involved in the valuation:

Hitesh Jhamb, Registered Valuer - Securities or Financial Assets vide Registration No. IBBI/RV/11/2019/12355 having office at A-259, Portion II, Defence Colony, New Delhi-110024.

7. Disclosure of valuer interest/conflict, if any: Nil

8. Date of appointment, valuation date and date of report:

Date of appointment	08-05-2024
Valuation date	08-05-2024
Date of report	09-05-2024

9. Basis/ bases of value used

This appraisal report relies upon the use of fair market value as the standard of value. For the purposes of this appraisal, fair market value is defined as the expected price at which the subject business would change hands between a willing buyer and a willing seller, neither being under a compulsion to conclude the transaction and both having full knowledge of all the relevant facts. This is essentially identical to the market value basis as it is defined under the International Valuation Standards. The appraisal was performed under the premise of value in continued use as a going concern business enterprise. In our opinion this premise of value represents the highest and best use of the subject business assets.

10. Valuation Standards

The Report has been prepared in compliance with the **International Valuation Standards**.

11. Valuation Methodology, Approach and Procedures adopted in carrying out the valuation

The standard of value used in the analysis is “Fair Market Value”, which is often defined as the price, in terms of cash or equivalent, that a buyer could reasonably be expected to pay, and a

seller could reasonably be expected to accept, if the business were exposed for sale on the open market for a reasonable period of time, with both buyer and seller being in possession of the pertinent facts and neither being under any compulsion to act.

Valuation of a business is not an exact science and ultimately depends upon what it is worth to a serious investor or buyer who may be prepared to pay substantial goodwill. This exercise may be carried out using various methodologies, the relative emphasis of each often varying with:

- whether the entity is listed on a stock exchange;
- industry to which the Company belongs;
- past track record of the business and the ease with which the growth rate in cash flows to perpetuity can be estimated;
- Extent to which industry and comparable company information are available.

PRICING OF FREQUENTLY TRADED SHARES

Regulation 164 (1) of SEBI (ICDR), 2018 as amended from time to time states that

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

- a. The 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- b. The 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed.

Regulation 166A (1) of SEBI (ICDR), 2018

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

As per Regulation 164 (5) “**frequently traded shares**” means the shares of the issuer, in which the traded turnover on any recognized 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.

The Traded turnover of **Womancart Limited** on NSE Limited is More than 10 % so the company will come under the category of frequently traded shares.

12. Major factors that influenced the valuation

Price of equity shares depends on a host of factors like earnings per share, prospects of expansion, future earnings potential, possible issue of bonus or rights shares, etc. Some demand for a particular stock may give pleasure of power as a shareholder or prestige and control on management. Satisfaction and pleasure in the non-monetary sense cannot be considered in any practical and quantifiable sense. Many psychological and emotional factors influence the demand for a share.

13. Sources of Information

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

- Open, High, Low, Close, VWAP, Volume & Turnover from NSE Archives from 26st December 2023 till 7rd May 2024 completing 90 trading days.
- Limited Review Report for Quarter ended September 2023
- Audited Financial for the financial year 2022-23, 2021-22 & 2020-21
- Discussions with the Management.

In addition to the above, I have also obtained such other information and explanations which were

considered relevant for the purpose of the Analysis.

14. Caveats, limitations and disclaimers

Provision of valuation recommendations and considerations of the issues described herein are areas of our regular corporate advisory practice. The services do not represent accounting, assurance, financial due diligence review, consulting, transfer pricing or domestic/international tax-related services that may otherwise be provided by us.

Our review of the affairs of the Company and their books and account does not constitute an audit in accordance with Auditing Standards. We have relied on explanations and information provided by the Management of the Company and accepted the information provided to us as accurate and

complete in all respects. Although, we have reviewed such data for consistency and reasonableness, we have not independently investigated or otherwise verified the data provided. Nothing has come to our attention to indicate that the information provided had material misstatements or would not afford reasonable grounds upon which to base the Report.

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

The valuation worksheets prepared for the exercise are proprietary to **Hitesh Jhamb, Registered Valuer** and cannot be shared. Any clarifications on the workings will be provided on request, prior to finalizing the Report, as per the terms of our engagement.

The scope of our work has been limited both in terms of the areas of the business and operations which we have reviewed and the extent to which we have reviewed them.

The Valuation Analysis contained herein represents the value only on the date that is specifically stated in this Report. This Report is issued on the understanding that the Management of the

Company has drawn our attention to all matters of which they are aware, which may have an impact on our Report up to the date of signature. We have no responsibility to update this Report for events and circumstances occurring after the date of this Report.

We have no present or planned future interest in the Company and the fee for this Report is not contingent upon the values reported herein.

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

15. Distribution of report

The Analysis is confidential and has been prepared exclusively for the purpose of allotment of shares. It should not be used, reproduced or circulated to any other person or for any purpose other than as mentioned above, in whole or in part, without the prior written consent of **Hitesh Jhamb, Registered Valuer**. Such consent will only be given after full consideration of the circumstances at the time. However, we do understand that the Report will be shared with the proposed allottee's of the Company.

16. Opinion Of Value of The Business

I've used the method as prescribed in Regulation 164 (1) and Regulation 166A of SEBI (ICDR), 2018 to determine the fair market value of the Equity of company.

Relevant Date – 8th May 2024

Based on the Scope and limitations of work, Sources of information and Valuation methodology of the report and the explanations therein, value of each equity share of company as on the relevant date is INR 125.54/-

Yours faithfully,

Hitesh Jhamb
Registered Valuer - Securities or Financial Assets
Registration No. IBBI/RV/11/2019/12355
CP No. DJF/RVO/005/SFA/DJF/RVO/2019-20/DELHI/B-3(F)/10020

Data set used for purpose this valuation

ANNEXURE-I

VALUATION OF EQUITY SHARES OF WOMANCART LIMITED			
<i>Amount (In Lakhs) Unless Oterwise Stated</i>			
COST APPROACH - NAV METHOD			
Date (Latest Available)	30.09.2023		Details
NAV based Equity Value (Rs. Lakhs)	As per Annexure III		632.59
No. of Equity Shares	Nos		30,96,000
NAV based Equity Value per Share	Rs. Per Share		20.43

INCOME APPROACH - PROFIT EARNING CAPACITY VALUE (PECV)			
Year Ended:	Weights^^	PAT	Details
30th September 2023	2.50	122.37	305.93
31st March 2023	2.00	51.32	102.64
31st March 2022	1.00	20.74	20.74
Average Profit After Tax	Rs. Lakhs		429.31
No. of Equity Shares	Nos		30,96,000
Average Earning per Share	Rs.		13.87
Capitalisation rate of Industry**	19.55%		
PECV based Equity Value per Share	Rs.		70.93
** Source: Capitalization Rate is assumed as Cost of Equity for companies in as per Annexure A. This is usually the rate expected by investors on Equity.			
^^ Weights are assigned in ascending order with lowest PAT being 1 and highest PAT being 2.5.			

MARKET APPROACH - REGULATION 164 - SEBI (ICDR) - Refer Annexure II			
For the year ended on:		Share Price	Details
90 Days VWAP		127.17	
10 Days VWAP		126.33	
Fair Value			127.17
Equity Price per Share	Rs.		127.17
<i>Formula for Calculation of Shares is given as in Regulation 164 (1) of SEBI ICDR.</i>			

FAIR VALUE OF SHARE			
Methods:	Weights	Amount	Product
Cost Approach	1.00	20.43	20.43
Income Approach	1.00	70.93	70.93
Market Approach	98.00	127.17	12,462.66
Final Value per Equity Share	Rs.		125.54
Fair Value per Equity Share	Rs.		125.54
<i>Weights are allocated based on their significance, with the Market Approach receiving the highest weight. This is because it accurately determines the value of frequently traded and listed companies. Additionally, the Cost Approach is given greater weight than the Income Approach, as it closely aligns with the value indicated by the Market Approach. The Income Approach is assigned the lowest weight, given its lack of reliability in accurately valuing company shares.</i>			

ANNEXURE – II

VALUATION ANALYSIS – PRICING OF FREQUENTLY TRADED SHARES

Days	Date	VOLUME	VWAP		Days	Date	VOLUME	VWAP		Days	Date	VOLUME	VWAP
1	07-May-24	32,000	44,14,160.00		31	19-Mar-24	1,600	1,76,000.00		61	06-Feb-24	11,200	13,48,480.00
2	06-May-24	1,600	2,18,480.00		32	18-Mar-24	9,600	10,76,640.00		62	05-Feb-24	16,000	20,04,560.00
3	03-May-24	41,600	54,10,080.00		33	15-Mar-24	25,600	27,79,600.00		63	02-Feb-24	4,800	6,48,400.00
4	02-May-24	19,200	23,78,560.00		34	14-Mar-24	12,800	14,19,840.00		64	01-Feb-24	-	-
5	30-Apr-24	6,400	7,54,240.00		35	13-Mar-24	14,400	15,72,720.00		65	31-Jan-24	1,600	2,10,000.00
6	29-Apr-24	14,400	16,85,440.00		36	12-Mar-24	4,800	5,42,800.00		66	30-Jan-24	8,000	9,95,280.00
7	26-Apr-24	24,000	29,14,400.00		37	11-Mar-24	11,200	13,28,960.00		67	29-Jan-24	8,000	10,36,960.00
8	25-Apr-24	30,400	37,06,960.00		38	07-Mar-24	4,800	5,96,640.00		68	25-Jan-24	-	-
9	24-Apr-24	14,400	17,52,880.00		39	06-Mar-24	1,600	2,08,240.00		69	24-Jan-24	3,200	4,25,680.00
10	23-Apr-24	14,400	18,29,600.00		40	05-Mar-24	1,600	2,19,200.00		70	23-Jan-24	1,600	2,16,000.00
11	22-Apr-24	30,400	40,40,160.00		41	04-Mar-24	9,600	13,19,120.00		71	20-Jan-24	3,200	4,52,400.00
12	19-Apr-24	11,200	14,11,360.00		42	02-Mar-24	1,600	2,10,560.00		72	19-Jan-24	14,400	19,43,760.00
13	18-Apr-24	3,200	3,86,720.00		43	01-Mar-24	14,400	18,06,880.00		73	18-Jan-24	8,000	10,97,360.00
14	16-Apr-24	-	-		44	29-Feb-24	-	-		74	17-Jan-24	1,600	2,25,280.00
15	15-Apr-24	20,800	24,68,080.00		45	28-Feb-24	3,200	4,22,400.00		75	16-Jan-24	17,600	24,54,080.00
16	12-Apr-24	20,800	24,72,640.00		46	27-Feb-24	1,600	2,22,160.00		76	15-Jan-24	11,200	15,13,360.00
17	10-Apr-24	1,600	2,00,000.00		47	26-Feb-24	-	-		77	12-Jan-24	-	-
18	09-Apr-24	-	-		48	23-Feb-24	-	-		78	11-Jan-24	1,600	2,25,600.00
19	08-Apr-24	1,600	2,00,000.00		49	22-Feb-24	3,200	4,67,680.00		79	10-Jan-24	-	-
20	05-Apr-24	4,800	6,26,720.00		50	21-Feb-24	4,800	7,34,080.00		80	09-Jan-24	6,400	9,03,360.00
21	04-Apr-24	-	-		51	20-Feb-24	4,800	7,21,600.00		81	08-Jan-24	9,600	14,18,080.00
22	03-Apr-24	1,600	2,01,600.00		52	19-Feb-24	6,400	9,31,120.00		82	05-Jan-24	9,600	13,68,880.00
23	02-Apr-24	-	-		53	16-Feb-24	6,400	8,89,440.00		83	04-Jan-24	3,200	4,33,760.00
24	01-Apr-24	-	-		54	15-Feb-24	9,600	13,20,000.00		84	03-Jan-24	-	-
25	28-Mar-24	11,200	13,87,520.00		55	14-Feb-24	-	-		85	02-Jan-24	-	-
26	27-Mar-24	4,800	5,82,000.00		56	13-Feb-24	22,400	30,90,400.00		86	01-Jan-24	4,800	6,61,040.00
27	26-Mar-24	4,800	5,43,200.00		57	12-Feb-24	4,800	6,36,720.00		87	29-Dec-23	19,200	25,10,880.00
28	22-Mar-24	6,400	6,95,200.00		58	09-Feb-24	4,800	6,06,480.00		88	28-Dec-23	17,600	24,24,000.00
29	21-Mar-24	6,400	6,94,640.00		59	08-Feb-24	8,000	9,62,800.00		89	27-Dec-23	8,000	11,58,560.00
30	20-Mar-24	6,400	6,86,160.00		60	07-Feb-24	19,200	21,85,440.00		90	26-Dec-23	1,600	2,22,400.00

Calculation of Fair Value as per Regulation 164 (1)

VWAP 10 Days	126.33
VWAP 90 Days	127.17
Price	127.17

ANNEXURE -III

NET ASSET VALUE ANALYSIS		
WOMANCART LIMITED		
30th September 2023		
Method 1	Amount	Amount
Non Current Assets		99.70
Fixed Assets	87.51	
Other Intangible Assets	12.19	
Current Assets		1,024.21
Inventories	561.82	
Cash And Cash Equivalent	58.03	
Trade Receivables	214.34	
Other Current Assets	132.77	
Loans & Advances	57.25	
Total Value of Assets (A)		1,123.91
Non Current Liabilities		201.94
Deferred Tax Liability	0.48	
Other Non Current Liabilities	201.46	
Current Liabilities		289.38
Borrowings	25.78	
Trade Payble	154.93	
Other Current Liabilities	50.91	
Short Term Provisions	57.76	
Total Book Value of Liabilities (B)		491.32
Preference Share Capital (C.)		-
Net Asset Value (D=A-B-C) Before Discount		632.59
Discount (Holding Company) (E.)	0.00%	-
Final Net Asset Value (E-D)		632.59
Number of Equity Shares Outstanding		30,96,000
Equity Value Per Share (In Rs)		20.43
METHOD 2		
Net Worth (F)		632.59
Paid Up Share Capital	309.60	
Reserves & Surplus	322.99	
Number of Equity Shares Outstanding		30,96,000
Equity Value Per Share (In Rs)		20.43

ANNEXURE – A

R_F	7.14%	<i>Gsec 10 Year - 08.05.2024</i>
R_M	14.03%	<i>CAGR on Nifty 500 since 09.05.2004 till 08.05.2024</i>
<i>Market Equity Risk Premium</i>	6.90%	<i>Rm - Rf</i>
β	0.93	<i>Money Control Useful Data Set – Nykaa beta because both the company is working in same category</i>
<i>Company Risk Premium</i>	6.00%	<i>CRP is company specific</i>
R_e	19.55%	<i>Formula CAPM</i>