

VALUATION REPORT

on

Fair Value of Equity Shares

Panorama Studios International Limited



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Valuation Analysis

We refer to our Engagement Letter dated 22nd December 2023 as independent valuers of **Panorama Studios International Limited** (the “Company”). In the following paragraphs, we have summarized our valuation Analysis (the “Analysis”) of the business of the Company as informed by the management and detailed herein, together with the description of the methodologies used and limitation on our scope of work.

1 Context and Purpose

Based on discussion with the management, we understand that the Company is evaluating the possibility of **Fair Value of Equity shares under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018**. In the context of the proposed transaction, the management requires our assistance in determining the **Fair Value of Equity shares** of the Company.

Proposed Transaction:

During the Financial Year 2023-24, Company is evaluating the possibility of issuing further securities to prospective investors. In this context, the management of **Panorama Studios International Limited** (the “Management”) has requested us to estimate the fair value of the Equity Shares. - “Proposed Transaction”.

2 Conditions and major assumptions

Conditions

The historical financial information about the Company presented in this report is included solely for the purpose to arrive at value conclusion presented in this report and it should not be used by anyone to obtain credit or for any other unintended purpose. Because of the limited purpose as mentioned in the report, it may be incomplete and may contain departures from generally accepted accounting principles prevailing in the country. We have not audited, reviewed or compiled the financial statements and express no assurance on them.

Readers of this report should be aware that a business valuation is based on future earnings potential that may or may not be materialised.

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

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

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

Assumptions

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

We have relied upon the representations contained in the public and other documents in our possession and any other assets or liabilities except as specifically stated to the contrary in this report.

We have not attempted to confirm whether or not all assets of the business are free and clear of liens and encumbrances, or that the owner has good title to all the assets.

We have also assumed that the business will be operated prudently and that there are no unforeseen adverse changes in the economic conditions affecting the business, the market, or the industry. This report presumes that the management of the Company will maintain the character and integrity of the Company.

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

3 Background of the Company

The Company is engaged within the Indian media and entertainment industry and is primarily engaged in the business of production and distribution of Media Entertainment & Content.

Company URL: - <https://panoramastudios.in/>

Further data of the company is as under:

CIN	L74110MH1980PLC330008
Company Name	PANORAMA STUDIOS INTERNATIONAL LIMITED
ROC Name	ROC Mumbai
Registration Number	330008
Date of Incorporation	15/04/1980
Email Id	info@ainvest.co.in
Registered Address	1003 & 1004, 10th Floor (West Side) Lotus Grandeur, Veera Desai Road, Mumbai City, Mumbai, Maharashtra, India, 400053
Address at which the books of account are to be maintained	-
Listed in Stock Exchange(s) (Y/N)	Yes
Category of Company	Company limited by shares
Subcategory of the Company	Non-government company
Class of Company	Public
ACTIVE compliance	ACTIVE Compliant
Authorised Capital (Rs)	16,00,00,000
Paid up Capital (Rs)	12,44,67,500
Date of last AGM	30/09/2023
Date of Balance Sheet	31/03/2023
Company Status	Active

Directors and Key Managerial Persons:

DIN/PAN	Name	Begin date	Designation
06396817	Sandeep Kumar Sahu	29/12/2021	Director
00299630	Kumar Mangat Rajaram Pathak	31/12/2018	Managing Director
08415000	Khushboo Vasudev	05/04/2019	Director
00700868	Abhishek Kumar Mangat Pathak	31/12/2018	Director
09178194	Rekha Agarwal	29/12/2021	Director
01131895	Sanjeev Joshi	05/07/2022	Director
AICPA3185E	Ravindra Appa Auti	31/12/2018	CFO

Shareholding pattern as on Valuation date is given below:

Particulars	No. of Shares	% Holding
Promoter & Promoter Group		
Kumar Mangat Rajaram Pathak	49,49,930	39.77%
Abhishek K Pathak	35,81,250	28.77%

Anamika K Pathak	2,50,000	2.01%
Raghav Sachar	1,50,000	1.21%
Sanjeev Joshi	1,50,000	1.21%
Murlidhar Kishinchand Chhatwani	35,000	0.28%
Public	33,30,570	26.76%
Total	1,24,46,750	100.00%

Face Value Per Share is Rs. 10.00/-

4 Valuation Premise

The premise of value for our analyses is going concern value as there is neither a planned or contemplated discontinuance of any line of business nor any liquidation of the Company.

5 Valuation Date

The Analysis of the Fair Value of Equity share of **Panorama Studios International Limited** as on **22nd December 2023** based on the Financial as on **30th September 2023**.

6 Valuation Standards

The Report has been prepared in compliance with the internationally accepted valuation standards and valuation standard adopted by ICAI Registered Valuers Organisation.

7 Valuation Methodology and Approach

The standard of value used in the Analysis is "Fair Value", which is often defined as the price, in terms of cash or equivalent, that a buyer could reasonably be expected to pay, and a seller could reasonably be expected to accept, if the business were exposed for sale on the open market for a reasonable period of time, with both buyer and seller being In possession of the pertinent facts and neither being under any compulsion to act.

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

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

The results of this exercise could vary significantly depending upon the basis used, the specific circumstances and professional judgment of the valuer. In respect of going concerns, certain valuation techniques have evolved over time and are commonly in vogue. These can be broadly categorised as follows:

1. Asset Approach

Net Asset Value Method ("NAV")

The value arrived at under this approach is based on the audited financial statements of the business and may be defined as Shareholders' Funds or Net Assets owned by the business. The balance sheet values are adjusted for any contingent liabilities that are likely to materialise.

The Net Asset Value is generally used as the minimum break-up value for the transaction since this methodology ignores the future return the assets can produce and is calculated using historical accounting data that does not reflect how much the business is worth to someone who may buy it as a going concern.

2. Market Approach

Comparable Company Market Multiple Method

Under this methodology, market multiples of comparable listed companies are computed and applied to the business being valued in order to arrive at a multiple based valuation. The difficulty here in the selection of a comparable company since it is rare to find two or more companies with the same product portfolio, size, capital structure, business strategy, profitability and accounting practices.

Whereas no publicly traded company provides an identical match to the operations of a given company, important information can be drawn from the way comparable enterprises are valued by public markets. In case of early-stage company and different business model the problem aggravates further.

Comparable Transactions Multiple Method

This approach is somewhat similar to the market multiples approach except that the sales and EBITDA multiples of reported transactions in the same industry in the recent past are applied to the sales and EBITDA of the business being valued.

3. Income Approach

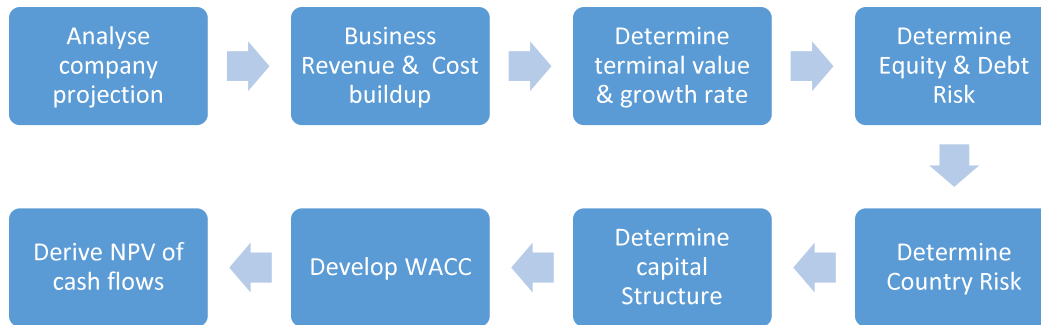
Discounted Cash Flows - "DCF"

DCF uses the future free cash flows of the company discounted by the firm's weighted average cost of capital (the average cost of all the capital used in the business, including debt and equity), plus a risk factor measured by beta, to arrive at the present value.

Beta is an adjustment that uses historic stock market data to measure the sensitivity of the Company's cash flow to market indices, for example, through business cycles.

The DCF method is a strong valuation tool, as it concentrates on cash generation potential of a business. This valuation method is based on the capability of a company to generate cash flows in the future. The free cash flows are projected for a certain number of years and then discounted at a discount rate that reflects a Company's cost of capital and the risk associated with the cash flows it generates. DCF analysis is based mainly on the following elements:

- Projection of financial statements (key value driving factors)
- The cost of capital to discount the projected cash flows



Valuation Methodology

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose.

In this case, the Company being a listed Company, we have considered valuation regulations applicable to preferential issue of Equity Shares as defined in Securities and Exchange Board of India (Issue of Capital & Disclosure) Regulations, 2018, the requirements of the Articles of Association of the Company and the provisions of the Companies (Share Capital and Debentures) Rules, 2014 (as amended).

SEBI Regulations for requirement of Valuation:

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

The relevant Regulations under SEBI (ICDR) are reproduced as under:

Regulation 164(1) - Pricing of 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.

....

Regulation 166A (1): Other conditions for pricing

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.

....

Regulation 161: *"relevant date" means: a) in case of preferential issue of equity shares, the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue:*

Explanation: Where the relevant date falls on a weekend or a holiday, the day preceding the weekend, or the holiday will be reckoned to be the relevant date.

Our choice of methodology and valuation has been arrived using usual and conventional methodologies adopted for purposes of a similar nature and our reasonable judgment, in an independent and bona fide manner based on our previous experience of assignments of similar nature.

8 Source of Information

The Analysis is based on trading prices and volumes as available in the public domain. Specifically, the sources of information include:

- Historical Data of Trading Price and Volume traded of the stock on Bombay Stock Exchange

Further, we have also been informed by the Company that

1. The Equity Shares of the Company are listed on the Bombay Stock Exchange.
2. The Equity Shares are frequently traded on the Bombay Stock Exchange and meet the definition of Frequently traded shares as per Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
3. The Company is proposing to hold Extraordinary General Meeting of Members on 24th January 2024 to approve the proposed preferential issue and hence, the relevant date is 22nd December 2023.
4. The present issue of Equity Shares shall not result in change in control of the Company.

9 Caveats

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

We have relied on data from Recognized Stock Exchange. This source is considered to be reliable and therefore, we assume no liability for the accuracy of the data.

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

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

The Valuation Analysis contained herein represents the value only on the date that is specifically Stated in this Report.

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.

Our Report is not nor should it be construed as our opining or certifying the compliance with the provisions of any law / standards including company, foreign exchange regulatory, accounting and taxation (including transfer pricing) laws / standards or as regards any legal, accounting or taxation implications or issues.

Our Report and the opinion / valuation analysis contained herein is not nor should it be construed as advice relating to investing in, purchasing, selling or otherwise dealing in securities. This report does not in any manner address, opine on or recommend the prices at which the securities of the Company could or should transact.

10 Distribution of Report

The Analysis is confidential and has been prepared exclusively for **Panorama Studios International Limited**. It should not be used, reproduced or circulated to any other person or for any purpose other than as mentioned above, in whole or in part, without the prior written consent of the valuer. Such consent will only be given after full consideration of the circumstances at the time. However, we do understand that the report will be shared according to the terms of SEBI ICDR Regulation, 2018.

11 Opinion on Fair Value of Equity Shares

Based on our valuation exercise Fair Value of the Equity Shares as on 22nd December 2023 is as under:

Method		in INR
As per Regulation 164 SEBI, ICDR	A	273.92
Price determined under the valuation report from the independent registered valuer	B	274.00
Higher of A & B	C	274.00

Method	Value per share	Weight	Product
Asset Approach (**)	62.23	0	0.00
Market Approach	274.00	1	274.00
Income Approach (*)	109.33	0	0.00
Weight Average Value per share			274.00

(*) Value per share as per Income Approach is not reflecting the correct value hence no weightage is considered for Income Approach.

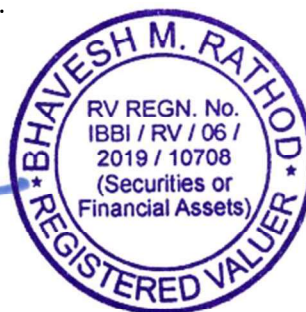
(**) Value per share as per Asset Approach is lower than Market Approach and not reflecting the true potential of the company, hence, no weightage is considered for Asset Approach.

Control Premium

The present issue of Equity Shares shall not result in change in control of the Company. Hence guidance on control premium is not considered under Regulation 166A.

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

Yours faithfully



Bhavesh M Rathod
Chartered Accountants
M No: 119158
Registered Valuer - Securities or Financial Assets
(Reg No: IBBI/RV/06/2019/10708)

Date: 26th December 2023
Place: Mumbai

UDIN: **24119158BKAEDV9918**

12 Annexure 1

As per Regulation 164 SEBI, ICDR

Method		in INR
90 trading days' volume weighted average price (*)	A	265.02
10 trading days' volume weighted average price (*)	B	273.92
Higher of A & B	C	273.92

Volume Weighted Average Price for 90 trading Days.

Date	No. of Shares Traded	Total Turnover (Rs.)
21-Dec-23	5,598	15,66,907
20-Dec-23	4,171	11,23,775
19-Dec-23	8,833	23,32,496
18-Dec-23	5,305	14,16,308
15-Dec-23	2,818	7,70,867
14-Dec-23	3,171	8,65,520
13-Dec-23	11,581	32,14,467
12-Dec-23	21,683	61,20,579
11-Dec-23	9,470	25,07,970
08-Dec-23	5,967	16,10,376
07-Dec-23	2,470	6,64,682
06-Dec-23	4,818	13,27,660
05-Dec-23	4,280	11,75,975
04-Dec-23	2,092	5,69,687
01-Dec-23	1,850	4,99,177
30-Nov-23	1,333	3,55,680
29-Nov-23	2,093	5,73,120
28-Nov-23	2,647	7,19,493
24-Nov-23	2,046	5,71,938
23-Nov-23	4,198	11,67,082
22-Nov-23	2,867	7,85,973
21-Nov-23	5,332	14,80,709
20-Nov-23	4,327	11,31,452
17-Nov-23	7,867	20,50,988
16-Nov-23	16,512	45,13,323
15-Nov-23	5,878	16,75,652
13-Nov-23	1,224	3,55,354
12-Nov-23	2,133	6,04,826
10-Nov-23	2,082	6,28,734
09-Nov-23	4,528	13,27,606
08-Nov-23	1,515	4,26,830
07-Nov-23	1,617	4,35,719
06-Nov-23	2,025	5,08,257

03-Nov-23	4,931	12,22,860
02-Nov-23	8,268	21,22,387
01-Nov-23	9,156	24,78,018
31-Oct-23	9,420	26,33,600
30-Oct-23	9,398	27,11,727
27-Oct-23	2,654	7,27,731
26-Oct-23	1,328	3,61,408
25-Oct-23	3,920	10,54,286
23-Oct-23	1,827	4,82,776
20-Oct-23	1,872	4,85,663
19-Oct-23	680	1,77,780
18-Oct-23	1,271	3,34,134
17-Oct-23	1,599	4,27,014
16-Oct-23	1,298	3,50,066
13-Oct-23	4,874	13,11,137
12-Oct-23	4,438	11,28,454
11-Oct-23	2,893	7,90,061
10-Oct-23	2,953	8,03,976
09-Oct-23	1,867	4,75,063
06-Oct-23	1,125	2,89,262
05-Oct-23	843	2,18,123
04-Oct-23	93	23,603
03-Oct-23	554	1,37,862
29-Sep-23	602	1,45,560
28-Sep-23	1,132	2,71,133
27-Sep-23	278	66,165
26-Sep-23	654	1,52,329
25-Sep-23	799	1,80,783
22-Sep-23	519	1,13,389
21-Sep-23	35	7,618
20-Sep-23	932	2,01,198
18-Sep-23	888	1,91,361
15-Sep-23	560	1,21,504
14-Sep-23	316	69,997
13-Sep-23	410	92,580
12-Sep-23	265	61,029
11-Sep-23	1,649	3,84,361
08-Sep-23	2,692	6,41,468
07-Sep-23	1,026	2,46,906
06-Sep-23	107	26,273
05-Sep-23	2,181	5,46,449
04-Sep-23	6,998	18,13,363
01-Sep-23	7,079	17,70,782
31-Aug-23	13,879	34,66,647
30-Aug-23	1,967	4,82,412
29-Aug-23	1,299	3,03,110
28-Aug-23	208	46,366

25-Aug-23	954	2,14,308
24-Aug-23	738	1,61,211
23-Aug-23	3,987	8,64,119
22-Aug-23	1,568	3,29,740
21-Aug-23	2,390	5,11,509
18-Aug-23	1,546	3,29,245
17-Aug-23	3,282	6,80,330
16-Aug-23	1,420	3,01,409
14-Aug-23	579	1,20,868
11-Aug-23	683	1,45,545
Total	3,05,215	8,08,87,240

Traded Turnover	8,08,87,240
No. of Share Traded	3,05,215
Volume Weighted Average Price for 90 Trading Days	265.02

Volume Weighted Average Price for 10 trading Days.

Date	No. of Trades	Total Turnover (Rs.)
21-Dec-23	5,598	15,66,907
20-Dec-23	4,171	11,23,775
19-Dec-23	8,833	23,32,496
18-Dec-23	5,305	14,16,308
15-Dec-23	2,818	7,70,867
14-Dec-23	3,171	8,65,520
13-Dec-23	11,581	32,14,467
12-Dec-23	21,683	61,20,579
11-Dec-23	9,470	25,07,970
08-Dec-23	5,967	16,10,376
Total	78,597	2,15,29,265

Traded Turnover	2,15,29,265
No. of Share Traded	78,597
Volume Weighted Average Price for 10 Trading Days	273.92

13 Annexure 2

Method	Value per share	Weight	Product
Asset Approach (**)	62.23	0	0.00
Market Approach	274.00	1	274.00
Income Approach (*)	109.33	0	0.00
Weight Average Value per share			274.00

(*) Value per share as per Income Approach is not reflecting the correct value hence no weightage is considered for Income Approach.

(**) Value per share as per Asset Approach is lower than Market Approach and not reflecting the true potential of the company, hence, no weightage is considered for Asset Approach.

NAV Method as on 30th September 2023

(INR Lakhs)

Particulars	Amount
Assets	
Non-current assets	
Fixed Assets	
-Tangible Assets	341.00
-Intangible Assets	1,046.00
Deferred tax assets (net)	24.00
Non-Current Investment	9.00
Other Non-Current Assets	80.00
Current assets	
Inventories	19,611.00
Trade receivables	3,291.00
Cash and bank balances	472.00
Short-term loans and advances	3,759.00
Other Current Assets	6,724.00
Total Assets	A 35,357.00
Non-Current Liabilities	
Long Term Borrowings	74.00
Long Term Provision	25.00
Deferred Tax Liabilities (Net)	1,210.00
Current liabilities	
Short Term Borrowings	4,617.00
Trade payables	3,789.00
Other current liabilities	17,166.00
Short-term provisions	731.00
Total Liabilities	B 27,612.00
Net Worth	A - B 7,745.00
No. of Equity Shares	C 1,24,46,750
Value Per Share	(A - B) / C 62.23

Comparable Company Method (CCM)

Particulars	EV / Sales
Ratios as per Listed Peers companies (Note 1)	1.02
Sales of Company (in INR Lakhs) (Sep 23 TTM)	37,754.75
Enterprise Value (in INR Lakhs)	38,350.13
Less: Debt (in INR Lakhs)	4,691.00
Add: Surplus Cash (in INR Lakhs) (Note 2)	436.00
Add: Investment (in INR Lakhs)	9.00
Equity Value (in INR Lakhs)	34,104.13
No. of Shares	1,24,46,750
Value per share (in INR)	274.00

Note 1: -

EV/Sales Multiple of Listed Peer Company

Particulars	EV/Sales
Eros International Media Ltd	0.76
B A G Films & Media Ltd	1.35
Balaji Telefilms Ltd	1.28
Average	1.13
Less: Size Discount	@10% -0.11
Adjusted Ratio	1.02

Note 2: -

Calculation of Surplus Cash

(INR Lakhs)

Particular	Amount
Cash as on 30 th September 2023	472.00
Less: Business Cash	-36.00
Surplus Cash	436.00

Profit Earning Capitalization Value Method (PECV Method)

(INR Lakhs)

Particulars	FY22	FY23	Sep23 (TTM)
Profit After Tax (*)	-1,088.16	3,033.67	4,178.14
Average Profit			2,041.22
Capitalization	15.00%		13,608.11
No. of Equity Shares			1,24,46,750
Value per share (Rs.)			109.33

(*) Profit After Tax excluding other income.

Capitalization Rate

Organisation Specific Discount Rate

- Cost of Equity of 15.00% is taken as Capitalization rate, calculated using,
 - Historical Market Return of BSE 500 from February 01, 1999, to December 22, 2023, is 14.65%

	Rate	Source
Market Return (Rm)	14.65%	Return of BSE 500 for the period of Feb 01, 1999, to December 22, 2023.

Based on the above parameters, the Cost of Equity has been calculated at **15.00 % (Rounded off)**