# VALUATION REPORT

OF

# EDUGORILLA COMMUNITY PRIVATE LIMITED

5/142, AWAS VIKAS COLONY, FARRUKHABAD,
UTTAR PRADESH, INDIA-209625


## GAURANG AGARWAL

**CHARTERED ACCOUNTANTS**
**REGISTERED VALUER**
**ICAI RVO M NO:** ICAIRVO/06/RV-P037/2021-2022
**IBBI REGD NO:** IBBI/RV/06/2021/14187
**ICAI M NO:** 437466

**Dated: October 30th, 2025**

To,
The Board of Directors
**EDUGORILLA COMMUNITY PRIVATE LIMITED**
5/142, Awas Vikas Colony, Farrukhabad, Uttar Pradesh, India-209625

**Subject. Report on valuation of shares**

Dear Sir (s)

This is in reference to my appointment via the engagement letter dated **25th October, 2025** between Mr. Gaurang Agarwal (herein after referred to as "Valuer") and **Edugorilla Community Private Limited** (herein after referred to as "Company") for providing valuation report for compliance purpose under Companies Act, 2013 for the purpose of Compulsorily Convertible Cumulative Debentures ("CCCD") into equity shares.

## Purpose and Scope

Based on our discussions with the management, we understand that the management requires the valuation report for calculating fair value of shares of the company. The report is required for compliance purposes under Companies Act, 2013.

The Report has been prepared exclusively for specified purposes as mentioned above and hence should not be used for any other purpose, without obtaining the prior written consent from Valuer.

## Summary of Findings

Based on our Valuation Analysis of the Business of the Company, in our assessment, the Fair Value of each share of the company as on September 30th ,2025 arrives at **Rs. 62,035.54 /- per share.**

This Value has been derived on the basis of documents, explanation and information provided by the management of the Company and did not independently verify the information provided to us and in that regard, the validity of the Valuation depends on the completeness and accuracy of the information provided to us by the Company.

Valuer applies valuation techniques and methods that confirm to generally accepted valuation practices.

**CA Gaurang Agarwal**
**CA MEM NO:** 437466
**ICAI RVO MEM NO:** ICAIRVO/06/RV-P037/2021-2022
**IBBI REGD NO:** IBBI/RV/06/2021/14187
**Place:** Agra
**UDIN: 25437466BMIBMK8552**

GAURANG AGARWAL
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# I. ENGAGEMENT OVERVIEW

## Purpose and Scope

We understand that management requires the valuation analysis of the Company for compliance purposes. In this regard, the Company needs a report on valuation of shares in accordance with internationally accepted valuation standards and ICAI Valuation Standards 2018. Hence, for the aforementioned purpose Mr. Gaurang Agarwal (hereinafter referred to as "Valuer") has been requested to evaluate the fair value of shares of the Company and submit the report thereon.

Valuer has performed a valuation analysis of the business of Company as of valuation date as specified in this report. Valuer understands that its analysis will be used by the management of the Company for the Compliance purpose. The exercise has been carried out in accordance with the Caveats and Limitation set out in Section VII of this report.

Valuer had prepared report in conformity with the ICAI Valuation Standards (IVS) issued by the Institute of Chartered Accountants of India. In addition to the general standards/guidelines of the IVS, the report specifically complies with ICAI Valuation Standards 102- Valuation Basis, ICAI Valuation Standards 103- Valuation Approaches and Methods, ICAI Valuation Standards 201- Scope of Work, Analysis and Evaluation, ICAI Valuation Standard 202- Reporting and Documentation and ICAI Valuation Standard 301- Business Valuation.

## Standard of Value

Business valuation can be undertaken in a variety of contexts and for a variety of purposes. To begin with any valuation process, it is most pertinent to identify the type of value relevant to the transaction/case as different standards of value would yield different valuation figure for same business interest. In the given context, **Fair Value** is considered as the appropriate standard of value. Valuer has followed **ICAI Valuation Standard 102 "Valuation Basis"** in deriving basis of value.

## Premise of Value

The present valuation of the Company is undertaken on a **Going Concern Premise** i.e. on the premise that the Company will continue to operate in future and earn cash flows. Valuer has followed **ICAI Valuation Standard 102 "Valuation Basis"** in deriving premise of value

## Scope of Analysis

Valuer has based this Opinion on information provided and represented by the management of the Company. Our review and analysis included, but was not necessarily limited to, the following steps:

- Information provided by the management concerning its assets financial and operating history and forecasted future operations.
- Analysis of the existing and proposed shareholding patterns of the companies.
- Analysis of any contingent liabilities of the Company
- Analysis of future expected earnings of the Company
- Representations given by the Company

### Valuation Date

At the request of management, the Valuation analysis has been performed as of September 30th, 2025.

### Conflict of Interest

There is no conflict of interest in our opinion on valuation analysis of the businesses of the Companies. Our fee is not contingent upon the opinion expressed herein. This report is subject to the terms and conditions of the agreement as outlined in the engagement letter between Valuer and the Company.

### Source of Information relied upon

The valuer has based this Opinion on information provided and represented by the Management of the Company. Our review and analysis included, but was not necessarily limited to the following:

a) Interviews with the Management concerning assets, financials and operating history, and forecasted future operations of the Company;

b) Certified Financial Statements of the Company as on September 30th , 2025

c) Analysis of the existing share-holding patterns of the Company;

d) Analysis of any contingent liabilities of the Company;

e) Analysis of future expected earnings of the Company;

f) Information and documentation as provided by the Management and discussions held in this regard from time to time; and publicly available information and secondary information

### Inspection and/or Investigation

The Valuer have relied on the accuracy and completeness of all the information and explanations provided by the management and have not carried out any due diligence or independent verification or validation to establish its accuracy or sufficiency.

He has received representations from the management and has accordingly assessed the value of the Shares of the Company. He has assumed and relied upon the truth, accuracy and completeness of the information, data and financial terms provided. He had assumed that the same is not misleading and do not assume or accept any liability or responsibility for any independent verification of such information or any independent technical valuation or appraisal of any of the assets, operations or liabilities of the Company.

## II. IDENTITY OF THE RGISTERED VALUER AND ANY OTHER EXPERTS INVOLVED IN THE VALUATION

The Companies (Registered Valuers and Valuation) Rules, 2017, notified in exercise of powers conferred by Section 247 read with Sections 458, 459 and 469 of the Companies Act, 2013 (18 of 2013), define a Valuer and lay down rules governing a Valuer inter alia including eligibility, qualification and registration of valuer.

I, Gaurang Agarwal, registered with the Insolvency and Bankruptcy Board of India ('Authority') in accordance with the Companies (Registered Valuers and Valuation) Rules, 2017 ('the Rules') have below mentioned details:

| S. NO. | PARTICULARS | DETAILS |
|---|---|---|
| I | Name of Registered Valuer (RV) | Gaurang Agarwal |
| II | IBBI Registration No. | IBBI/RV/06/2021/14187 |
| III | Name of RVO enrolled with | ICAI Registered Valuers Organization |
| IV | Asset Class | Securities or Financial Assets |
| V | Date of Registration | 08th July 2021 |

## III. COMPANY OVERVIEW

### Background of the Company

EduGorilla Community Private Limited is an education technology company that provides a variety of learning resources to students and professionals. Their focus is on helping learners prepare for competitive exams and improving academic performance.

Capital Structure on diluted basis as on date of Valuation as certified by the management.

| Particulars | Diluted No.of Shares |
|---|---|
| Equity Shares | 14,608 |
| Compulsorily Convertible Cumulative Preference Shares (I) | 3,501 |
| Compulsorily Convertible Cumulative Preference Shares (II) | 5,299 |
| ESOP Pool | 942 |
| **Total** | 24,350 |

## IV. VALUATION APPROACH AND METHODOLOGIES

### Valuation Approaches

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 Company belongs;
- past track record of the business and the ease with which the growth rate in cash flows to perpetuity can best 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 approaches can be broadly categorized as follows:

1. Asset Approach

2. Income Approach

3. Market Approach

### Asset Approach

These methods determine the worth of a business by the assets it possesses. It involves examining every asset held by the Company, both tangible and intangible. The value of intangibles is referred to as the Company's goodwill, the difference in value between the Company's hard assets and its true value.

The value arrived at under this approach is based on the financial statements of the business and may be defined as Shareholders' Funds or Net Assets owned by the business. 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. Pursuant to accounting convention, most assets are reported on the books of the subject Company at their acquisition value, net of depreciation where applicable. These values must be adjusted to fair market value wherever possible. Further, the balance sheet values are to be adjusted for any contingent liabilities that are likely to materialize.

Intrinsic value is at the core of fundamental analysis since it is used in an attempt to calculate the value of the total assets of the business and then compare it with the fair value.

### Income Approach

The income approaches determine fair market value by dividing the benefit stream generated by the subject or target Company by a discount or capitalization rate. The discount or capitalization rate converts the stream of benefits into present value. There are several different income approaches, including Capitalization of Earnings or cash flows, Discounted Future Cash Flows ("DCF"), and the Excess Earnings Method (which is a hybrid of asset and income approach of benefit stream to which it is applied).

### Market Approach

The value of a business is determined by comparing the Company's accounting ratios with another Companies of the same nature and size. This approach is used, where the value of a stock is estimated based upon its current price relative to variables considered to be significant to valuation, such as earnings, cash flow, book value, or sales of various business of the same nature. Business appraisal includes comparative transaction method and publicly traded Company method. Through this, it derives a relationship between performance, revenues and selling price.

### Valuation Methodologies Used

A. The income approach recognizes that the value of an investment Is premised on the receipt of future economic benefits. These benefits can include earnings, cost savings, tax deductions and the proceeds from disposition. Under this method, the forecasted cash flow is discounted back to the valuation date, resulting in a present value of the asset. Discounted Cash Flow Method is a form of the income approach that is commonly used to value businesses or equity interests.

**Income Approach Method** with DCF is adopted for the following reasons:

1. Company have made projections for next 5 years which were analyzed for the valuation exercise;
2. Managements have provided the future projections for next five years based upon their assumptions for Income and expenditure along with assets expansion and net working capital requirement.
3. Under the DCF approach the future cash flows of the Company are discounted to the evaluation date to arrive at the present value of the cash flow of the business or capitalized using a discount rate depending on the capital structure of the Company. This approach also takes in to account the value of the business in perpetuity by the calculation of terminal value using the H-model method.

B. Not considering the **Market Approach Method** for following reasons:

1. Company is not listed on any recognized stock exchanges.

2. The Peer Company with same line of business and with same Industry size is not been listed on the recognized stock exchanges.

C. **Net Assets Value Method** is not considered the appropriate method for determining value of the shares of Edugorilla Community Private Limited since The Company under consideration is an asset light, service driven company, with several intangibles. The recognized assets & liabilities on the Balance Sheet of the company does not capture the true worth of the company. We have therefore not applied the Cost Approach for this valuation.

## V. VALUATION FRAMEWORK & OPINION

### Valuation Framework

This study is undertaken to compute fair value of shares of the Company as on March 31st, 2025 the total capital structure of the Company comprises of following classes of shares:

- Equity Shares
- Compulsorily Cumulative Preference Shares
- ESOP

### Valuation Opinion

Based on our Valuation Analysis of the Business of the Company, in our assessment, the Fair Value of each share of the Company as on September 30th, 2025 is **Rs. 62,035.54 /- per share.** The summary of working is given in **Annexure-I**.

Valuation of CCD is based on value per equity share of VDPL. The management has informed that as per the terms of the CCD, 1 CCD shall be converted into 0.01612 equity shares of Rs 10 each. Value per diluted equity shares is determined at Rs. 62,035.50 (Refer Annexure I for value of Equity share) which is multiplied with CCD conversion ratio 0.01612 to arrive at the fair value of the CCD of Rs. 1000.01 and which is rounded off to **Rs 1000 per CCD./.**

On the basis of the foregoing, in our opinion, the fair value as on September 30th, 2025 based on Income Approach (DCF) is arrived at **Rs.1000/- per CCD** (Rupees One thousand only).

## VI. CONDITIONS AND LIMITATIONS

### Purpose and Distribution of Report

The report prepared by the Valuer is intended solely for the purpose stated in the Engagement Letter and should not be used for any other purpose. Except as specifically stated in the Valuer's report, the report and its contents may not be quoted or referred to, in whole or in part, in any registration statement, prospectus, public filing, loan agreement, or other agreement or document without the prior written approval of the Valuer. Except as set forth in the Valuer's report, the report is prepared for the Client's use only and may not be reproduced or distributed to any third parties without the Valuer's prior written consent. Notwithstanding the foregoing, the Valuer's report may be disclosed, filed, or submitted as required to (a) the Registrar of Companies under the Companies Act, 2013 and the rules made thereunder (including the Companies (Share Capital and Debentures) Rules, 2014);

### Scope of Analysis

The appraisal of any financial instrument or business is a matter of informed judgment. The accompanying appraisal has been prepared on the basis of information and assumptions set forth in the attached report, its appendices, our underlying work papers, and these limiting conditions and assumptions.

### Nature of Opinion

Neither the opinion nor the report provided or prepared by Valuer are to be construed as a fairness opinion as to the fairness of an actual or proposed transaction, a solvency opinion, or an investment recommendation, but, instead, are the expression of Valuer' determination of the fair value of assets between a hypothetical willing buyer and a hypothetical willing seller in an assumed transaction on an assumed valuation date. For various reasons, the price at which the assets might be sold in a specific transaction between specific parties on a specific date might be significantly different from the fair market value as expressed in our report.

### Basis of analysis and Assumptions considered

Valuer' analysis:

a) is based on the present financial condition and significant future business plans of the Client and its assets as of the valuation date;
b) assumes that as of the valuation date the Client and its assets will continue to operate as configured as a going concern;
c) assumes that the current level of management expertise and effectiveness would continue to be maintained and that the character and integrity of the enterprise through any sale, reorganization, exchange, or diminution of the owners' participation would not be materially or significantly changed; and
d) Assumes that the Company had no undisclosed real or contingent assets or liabilities, no unusual obligations or substantial commitments, other than in the ordinary course of business, nor had any litigation pending or threatened that would have a material effect on our analysis other than those considered for valuation calculation.
e) Is based on various representations given by the management in relation to the fair value of certain Assets & Liabilities and future business plans.

### Lack of Verification of Information Provided

Valuer has relied on information supplied by the Client without audit or verification. Valuer has assumed that all information furnished is complete, accurate and reflects Client's management's good faith efforts to describe the status and prospects of the Client at the valuation date from an operating and a financial point of view. As part of this engagement, Valuer has relied upon publicly available data from recognized sources of financial, industry, or statistical information, which have not been verified. Moreover, we have very limited information available in respect of fair value the non-marketable investments, hence relied on the book value of the assets. Book Value of assets may or may not be an indicator of fair value.

### Subsequent Events

The terms of Valuer's engagement are such that Valuer has no obligation to update this report or to revise the valuation because of events and transactions occurring subsequent to the date of the valuation unless Valuer is engaged to provide valuations in the future.

### Legal Matters

Valuer assumes no responsibility for legal matters including interpretations of either the law or contracts. Valuer has made no investigation of legal title and has assumed that all owners' claims to property are valid. Valuer has given no consideration to liens or encumbrances except as specifically stated in financial statements provided to Registered Valuer. Registered Valuer has assumed that all required licenses, permits, etc. are in full force and effect. Registered Valuer assumes that all applicable federal, state, local zoning, environmental and similar laws and regulations have and continue to be complied with by Client. Valuer assumes no responsibility for the acceptability of the valuation approaches used in our report as legal evidence in any particular court or jurisdiction. The suitability of Valuer' report and opinion for any legal forum is a matter for Client and Client's legal advisor to determine.

### Testimony

Valuer and its employees, consultants and agents shall not provide any testimony or appear in any legal proceeding unless Valuer coordinates such testimony.

**CA Gaurang Agarwal**
**CA MEM NO:** 437466
**ICAI RVO MEM NO:** ICAIRVO/06/RV-P037/2021-2022
**IBBI REGD NO:** IBBI/RV/06/2021/14187
**Place:** Agra
**UDIN: 25437466BMIBMK8552**

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# Annexure_1

**DISCOUNTED CASH FLOW METHODOLOGY**

About

The Discounted Cash Flow method discounts the future estimated cash flows of the company in the growth and steady phase at a risk adjusted rate to arrive at an estimate of the present value of the company. The cash flow model assumes that the enterprise is a going concern and that the value drivers of the company are also the drivers of the cash flow of the company. Gross value of the business divided by the number of shares gives the per share value as per the Discounted Cash Flow method.

Discount Rate

To compute the Net Present Value of cash flows, the Discount Factor (also termed as the Discount Rate) has been taken as the Cost of Equity. Cost of Equity which has been calculated by the Capital Asset Price Model (CAPM) as follows:

Cost of Equity[#]= Risk Free Return Rate + ß (Market Return – Risk Free Return)

= [6.57% (Long Term Govt. Bond Rates)] + [1 X (15.48%-6.57%)]

= 20.70%

A Company Specific Risk Premium (CSRP) of **34%** has been included in the hurdle rate to reflect additional non-systematic risks such as scale, concentration exposure, limited operating history, governance considerations, and business volatility.

Accordingly, the discount rate has been adjusted upward by **34%**, resulting in a higher required rate of return to appropriately compensate for these incremental risk

.

**EDUGORILLA COMMUNITY PRIVATE LIMITED**
**Valuation Date** **30-Sep-25** **(In INR)**

| Computation of Free Cash Flow to Firm | 31-Mar-26 | 31-Mar-27 | 31-Mar-28 | 31-Mar-29 | 31-Mar-30 | 31-Mar-31 |
|---|---|---|---|---|---|---|
| Revenue | 56,46,57,302.71 | 84,47,85,770.32 | 94,66,60,568.40 | 1,06,08,35,418.09 | 1,16,80,22,157.74 | 1,28,60,93,051.04 |
| ***Growth Y-o-Y*** | | | ***12.06%*** | ***12.06%*** | ***10.10%*** | ***10.11%*** |
| Profit After Tax | 35,36,48,505.01 | 50,38,46,384.93 | 55,15,54,160.71 | 59,99,73,204.18 | 62,96,16,795.72 | 65,59,87,251.68 |
| ***Growth Y-o-Y*** | | | ***9.47%*** | ***8.78%*** | ***4.94%*** | ***4.19%*** |
| Depreciation | 2,19,56,529.44 | 5,13,78,278.89 | 5,90,85,020.72 | 6,79,47,773.83 | 7,81,39,939.91 | 8,98,60,930.89 |
| Interest*(1-Tax Rate) | - | - | - | - | - | - |
| Change in Working Capital | -14,27,27,703.60 | -23,85,82,954.14 | -38,60,23,496.47 | -45,13,51,251.55 | -35,08,56,003.21 | -50,22,08,003.83 |
| Capex | -7,19,47,855.33 | -2,32,85,731.91 | -27,92,922.69 | -23,33,599.92 | -26,83,639.90 | -30,86,185.89 |
| **Free Cash Flow to Firm** | **16,09,29,475.51** | **29,33,55,977.77** | **22,18,22,762.27** | **21,42,36,126.55** | **35,42,17,092.52** | **24,05,53,992.86** |
| Year Fraction | 0.5 | 1 | 1 | 1 | 1 | 1 |
| Cash Flow Period | 0.25 | 1 | 2 | 3 | 4 | 5 |
| Present Value Factor | 0.95 | 0.83 | 0.69 | 0.57 | 0.47 | 0.39 |
| **PV of Free Cash Flow to Firm** | **15,36,10,033.16** | **24,35,17,900.30** | **15,28,54,421.35** | **12,25,46,398.37** | **16,81,95,087.21** | **9,48,18,331.87** |

| **Computation of Terminal Value** | |
|---|---|
| WACC | 20.47% |
| Terminal Growth Rate | 3.5% |
| Terminal Value | 1,46,74,94,791.79 |
| **PV of Terminal Value** | **57,84,37,325.14** |

| Computation of Share Price | |
|---|---|
| Sum of PV of FCFF | 93,55,42,172.26 |
| PV of Terminal Value | 57,84,37,325.14 |
| **Enterprise Value** | **1,51,39,79,497.39** |
| Cash & Bank Balance | 2,86,008.31 |
| Deposits (Assets) | 1,04,17,584.00 |
| Investment | 40,33,66,307.21 |
| Loan | (35,00,000.00) |
| **Equity Value** | **1,92,80,49,396.91** |
| DLOM | 41,74,84,069.75 |
| **Adjusted Equity Value** | **1,51,05,65,327.16** |
| Total Shares (Fully Diluted Basis) | 24,350.00 |
| **Share Price (In INR)** | **62,035.54** |

| Computation of Cost of Equity | | | |
|---|---|---|---|
| Risk Free Rate | *Rf* | Investing.com | 6.57% |
| Beta | *β* | Assumed | 1 |
| Equity Risk Premium | *ERP* | | 8.91% |
| CSRP | | | 34% |
| **Cost of Equity (Ke)** | | | **20.7%** |

| Sensex as on | | |
|---|---|---|
| 01-Apr-79 | Base Year | 100 |
| 30-Sep-25 | Valuation Date | 80,541.00 |
| **Marker Return** | | **15.48%** |

| Computation of Cost of Debt | |
|---|---|
| Risk Free Rate | 6.57% |
| Default Credit Spread | 2.19% |
| Country Specific Risk Premium | 2.93% |
| Tax Rate | 26% |
| **Cost of Debt (Post Tax) (Kd)** | **8.65%** |

| Total Capital | |
|---|---|
| Debt | 44,49,005.00 |
| Equity | 20,97,26,148.68 |
| **Total** | **21,41,75,153.68** |

| Computation of Weighted Average of Cost of Capital | | | |
|---|---|---|---|
| Debt % | 2% | Kd | 8.65% |
| Equity % | 98% | Ke | 20.7% |
| **WACC** | | | **20.47%** |