

VALUATION
OF
EQUITY SHARES
OF
NETTLINX LIMITED
CIN: L67120TG1994PLC016930



Prepared by:
CA GOPAVARAPU MURALI REDDY
(IBBI Registered Valuer)
507, Everest Block, Aditya enclave, Ameerpet,
Hyderabad, Telangana-500038.

RV Registration No - IBBI/RV/02/2019/11566

CA GOPAVARAPU MURALI REDDY

(FCA, IBBI Registered Valuer No. IBBI/RV/02/2019/11566)

Flat No 507, Everest Block, Aditya Enclave , Ameerpet, Hyderabad, Telangana-500038.

Email: muraligopavarapu@gmail.com, M.No.+91 8885928406

Date: February 03, 2025

To,

NETTLINX LIMITED

5-9-22, Flat No.303, 3rd Floor
My Home Sarovar Plaza,
Secretariat, Saifabad,
Hyderabad Telangana,
500063, India

Dear Sir,

Sub: Valuation Analysis of the Equity Shares of NETTLINX LIMITED

I refer to our engagement letter dated January 17, 2025 for carrying out the valuation of **Equity Shares of NETTLINX LIMITED** (here-in-after referred as "**Company**" or "**NETTLINX**"). In accordance with the terms of the engagement, I am enclosing my report along with this letter. In attached report, I have summarized my Valuation analysis of the Shares together with the description of methodologies used and limitation on my Scope of Work.

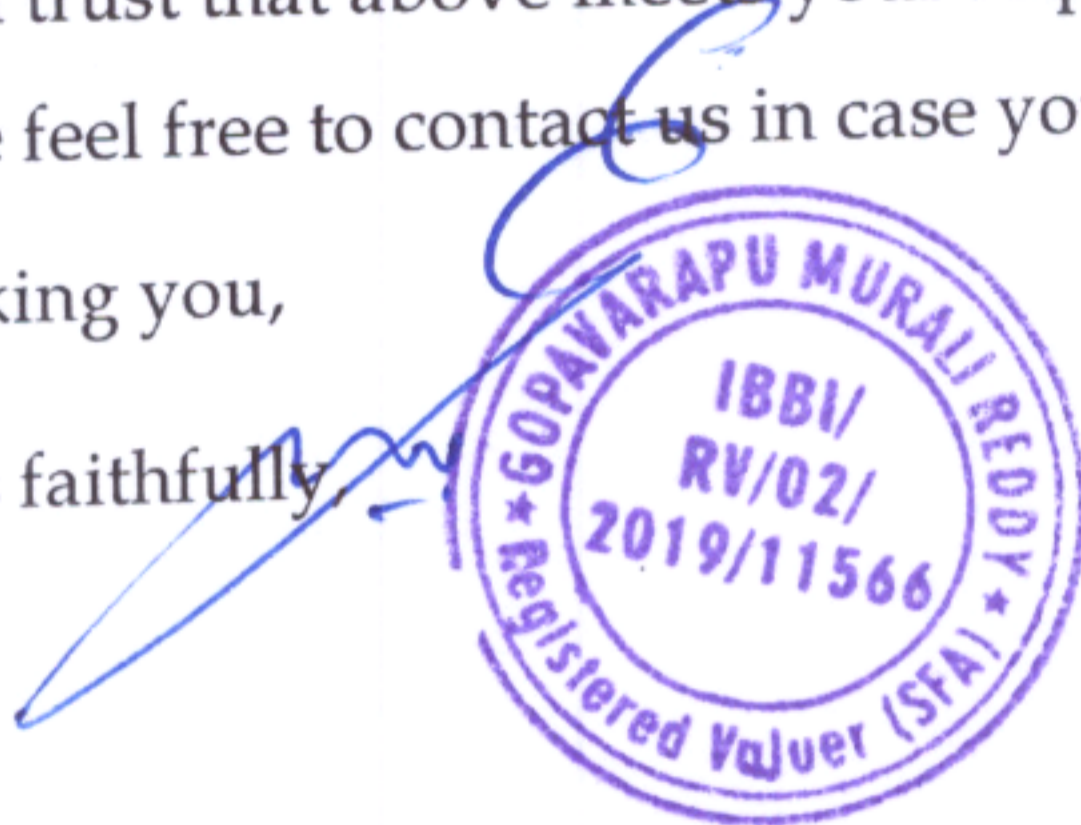
Based on my assessment and in terms of first Proviso to the Sub-Regulation 1 of Regulation 166A r.w. Sub- Regulation 1 of Regulation 164 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), as amended from time to time, the Floor Price of the Equity Share of the Company having Face Value of Rupees 10.00 each has been arrived at **Rs. 79.32 /-** In case you require any further assistance, please feel free to contact me.

This Valuation Analysis is confidential and has been prepared for you for providing the same to government or regulatory authorities and this report can be provided to potential investor of NETTLINX for enabling compliance under various laws as detailed hereinafter in this report. It should not be used, reproduced or circulated to any other person, in whole or in part, without my prior consent. Such consent will only be given after full consideration of the circumstance at that time. I trust that above meets your requirements.

Please feel free to contact us in case you require any additional information or clarifications.

Thanking you,

Yours faithfully,



CA GOPAVARAPU MURALI REDDY

Registered Valuer

IBBI Reg.No.IBBI/RV/02/2019/11566

UDIN: 25234971BMKUZZ8850

VRN: IOV/2024-2025/8755

Place: Hyderabad

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1. BACKGROUND OF THE COMPANY:

History:

NETTLINX LIMITED ("NETTLINX") is Public Limited Company Incorporated under the Companies Act, 1956 On January 25, 1994, Having Its Registered Office At 5-9-22, Flat No.303, 3rd Floor, My Home Sarovar Plaza, Secretariat, Saifabad, Hyderabad, Telangana, 500063, India. The Company Identification Number (CIN) of the company is L67120TG1994PLC016930. Equity Shares of NETTLINX are listed on Bombay Stock Exchange Limited and Metropolitan Stock Exchange of India Limited.

Brief Description of the Company:

Nettlinx, a key initiative of the Nettlinx Group, has been a pioneering Internet Service Provider (ISP) since its inception in 1999. Specializing in the delivery of converged network platforms—spanning Data, Voice, and Video services—Nettlinx has been serving enterprises and government entities across the regions of Telangana and Andhra Pradesh. With over 25 years of industry experience, the company holds a Class B ISP license and is committed to providing reliable, high-performance network solutions.

We are dedicated to delivering fast, high-quality services at competitive prices, ensuring that our clients receive exceptional value. Our comprehensive service portfolio includes Internet connectivity, Internet Telephony Service Provider (ITSP) offerings, Online Service Provider (OSP) services, as well as cutting-edge security, surveillance, data center, and software development solutions. Beyond traditional ISP services, Nettlinx has expanded its capabilities to deliver innovative, AI-driven IT/ITES solutions that enhance surveillance and security infrastructure. These solutions are specifically designed for client-specific locations or large-scale smart city projects, ensuring enhanced operational efficiency and security.

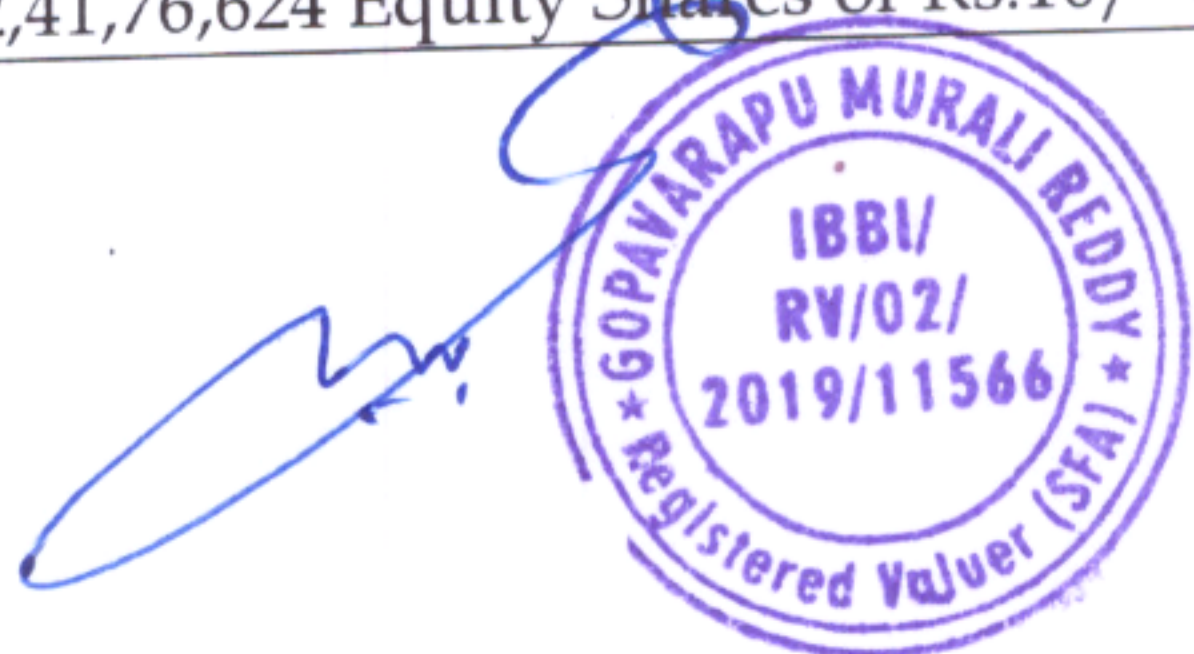
At Nettlinx, we pride ourselves on a skilled team of OEM Certified Network Design and Installation specialists, engineers, and project managers. This team works diligently to design and implement high-quality, cost-effective structured cabling systems tailored to meet the unique needs of each client. Our Points of Presence (POPs) are equipped with the latest Wide Area Network (WAN) protocols, ensuring optimal performance for our clients across diverse environments.

In addition to our ISP services, Nettlinx offers robust Network Solutions that support mission-critical applications, providing customers with the stability, scalability, and performance they require to succeed in today's fast-evolving digital landscape.

With a steadfast commitment to excellence, Nettlinx continues to lead the way in providing innovative, reliable, and secure network solutions to businesses and government bodies across the region.

Capital Structure of the Company;

Particulars	Amount (in Rs.)
Authorised Share Capital	
3,45,00,000 Equity shares of Rupees 10.00 each	34,50,00,000
Issued, Subscribed Share Capital	
2,41,76,624 Equity Shares of Rs.10/- each Fully Paid-up	24,17,66,240



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Email: muraligopavarapu@gmail.com, M.No.+91 8885928406**Board of Directors and Other Key Managerial persons**

Full Name	DIN/PAN	Designation	Date of Appointment
Manohar Reddy Loka	00140229	Managing Director	07/11/2005
Vijaya Bhasker Reddy Maddi	00278842	Director	11/02/2022
Venkateswara Rao Narepalem	ACUPN5153B	CFO(KMP)	14/09/2020
Venkateswara Rao Narepalem	01116904	Director	01/10/2021
Radhika Kundur	07135444	Director	25/03/2015
Jeeten Anil Desai	07254475	Director	10/11/2020
Sreenivasa Rao Kurra	06386417	Director	13/11/2024
Sairam Gandikota	BGEPG8736N	Company Secretary	07/11/2015
Satya Raja Shakar Praharaju	10832201	Director	13/11/2024
Vijay kumar Maistry	02060345	Director	28/07/2023

2. SCOPE AND PURPOSE OF THIS REPORT:

- 2.1 The Company proposes to issue the Securities to identified investors on preferential Basis ("the proposed Transaction") and needs to determine the floor price of securities as per Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time ("ICDR 2018"). The Company has informed to us that they propose to issue Securities which will be more than 5% of the post issue fully diluted share capital of the Company and there is no result in a change in control.
- 2.2 In this connection, the Company has engaged us to submit a report on floor price of the Securities for preferential allotment.
- 2.3 The Scope of our service is to submit a report on floor price of the Securities of the company calculated in accordance with Regulation 164(1) - Pricing of frequently traded shares and Regulation 166 & 166A of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and Indian Valuation Standards issued by ICAI (Ind VS).
- 2.4 Management of the Company has informed us to consider the Valuation Date for the current valuation exercise as 03rd February 2025 ("Valuation Date"). Therefore, the cut off date for all information, including market data, has been considered till 03rd February 2025 for valuation under Regulation 164(1) of ICDR 2018 and 31st December 2024 for valuation under Regulation 166A (1) of the ICDR 2018.



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3. KEY DATES:

Appointing Authority- Audit Committee of the NETTLINX.

Appointment Date: January 17, 2025.

Valuation Date/Relevant Date: February 03, 2025.

Report Date: February 03, 2025.

4. IDENTITY OF VALUER:

I am independent Registered Valuer as required under the Companies (Registered Valuer & Valuation) Rules, 2017 registered with Insolvency & Bankruptcy Board of India having registration no. IBBI/RV/02/2019/11566. No other Experts are involved in this valuation exercise.

5. PECUNIARY INTEREST DECLARATION:

I do not have pecuniary interest in the Shares of NETTLINX, past, present or prospective, and the opinion expressed is free of any bias in this regard. I strictly follow the code of conduct of the Registered Valuation Organization of IBBI.

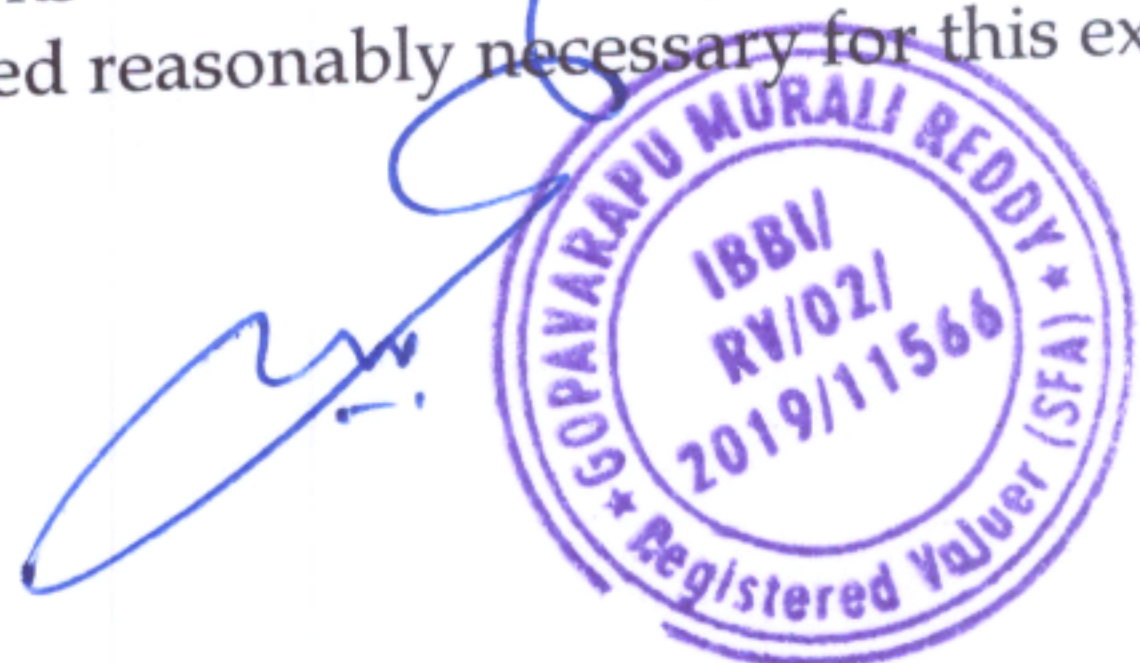
6. SOURCES OF INFORMATION:

I have been provided the following information for the valuation analysis:

- MOA & AOA of NETTLINX;
- Annual Report for the year ended on March 31, 2023 and March 31 2024;
- Un-Audited results for the Quarter ended 30th September 2024 and 31st December 2024.
- Trading History Data of Equity Shares of NETTLINX for last 90 trading days from relevant Date;
- Written Representations made by the Company in course of the valuation exercise;
- Other related information from various sources;

Besides the above listing, there may be other information provided by the Client which may not have been perused by me in any detail, if not considered relevant for my defined scope.

Discussions (in person / over call) with the management to: Understand the business and fundamental factors that affect its earning- generating capability including strengths, weaknesses, opportunity and threats analysis and historical financial performance. During the discussions with the management, I have also obtained explanations and information considered reasonably necessary for this exercise.



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Email: muraligopavarapu@gmail.com, M.No.+91 8885928406**7. FINANCIAL INFORMATION:**

Amounts (Rs.In Lakhs)

Consolidated Balance Sheet

Particulars	As at September 30, 2024	As at March 31, 2024
A. ASSETS		
Non-current assets		
(a) Property, plant and equipment	1,032.72	992.97
(b) Capital work-in-progress	1,870.29	1,870.29
(c) Right to use Assets	8.86	17.72
(d) Goodwill	-	-
(e) Other intangible assets	2.80	3.30
(f) Financial assets		
(i) Investments	1,513.84	1,513.84
(ii) Other financial assets	92.69	49.17
(g) Deferred tax assets (net)	126.16	127.34
(h) Other non-current assets	231.00	231.00
Total non-current assets	4,878.37	4,805.63
Current Assets		
(a) Inventories	278.40	309.79
(b) Financial assets	-	-
(i) Trade receivables	1,934.05	1,699.12
(ii) Cash and cash equivalents	126.48	182.71
(iii) Other bank balances	58.84	12.44
(iv) Loans	-	-
(v) Other financial assets	514.46	453.96
(c) Other current assets	712.34	608.87
Total current assets	3,624.56	3,266.90
Total assets	8,502.94	8,072.53
B. EQUITY AND LIABILITIES		
Equity		
(a) Equity share capital	2,417.66	2,417.66
(b) Other equity	2,713.66	2,625.63
Equity attributable to owners of the Company	5,131.33	5,043.29
Non-controlling interests	831.17	830.92
Total equity	5,962.50	5,874.21
Liabilities		
Non-current liabilities		
(a) Financial liabilities		



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(i) Borrowings	77.78	61.23
(ii) Other Financial Liability	8.52	17.05
(b) Provisions	17.81	17.81
(c) Deferred Tax liabilities	-	-
Total non-current liabilities	104.11	96.08
Current liabilities		
(a) Financial liabilities		
(i) Borrowings	1,761.99	1,382.46
(ii) Trade payables		
- Total outstanding dues of micro enterprises and small enterprises"	-	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises"	244.46	206.46
(iii) Other financial liabilities	117.71	93.55
(b) Other current liabilities	228.26	264.18
(c) Provisions	1.78	1.78
(d) Current tax liabilities (net)	82.11	153.81
Total current liabilities	2,436.32	2,102.24
Total equity and liabilities	8,502.94	8,072.53

8. VALUATION METHODOLOGY AND APPROACH:**8.1. VALUATION BASE**

As per the Indian Valuation Standards 102 Valuation Bases, of Indian Valuation Standards 2018 issued by The Institute of Chartered Accountants of India, Valuation Base means the indication of the type of value being used in an engagement Different valuation bases may lead to different conclusions of value. Therefore, it is important to identify the bases of value pertinent to the engagement for the purpose of arriving at the value of the equity shares in the instant case, the valuation base is considered as 'Fair Value'. Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the valuation date fair value reflects characteristics of an asset which are available to market participants in general and do not consider advantages/disadvantages which are available/applicable only to particular participant(s).

8.2. VALUATION PREMISE

Indian Valuation Standards 102 also defines the 'premise of value' which refers to the conditions and circumstances how an asset is deployed. in a given set of circumstances, one or more premise of value may be adopted. The IVS provides a list of common premises of value. These are highest and best use, Going concern value, as is where is value, orderly liquidation and forced transaction.

For the purpose of arriving at the value of the equity shares in the instant case, the valuation premise is considered as 'Going Concern value' Going concern value is the value of a business enterprise that is expected to continue to operate in the future.



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8.3. Ind VS 301 on Business Valuation deals with valuation of a business or business ownership interest (i.e., it includes valuation of equity share). This standard specifies that following three approaches are used for valuation of business / business ownership interest:

- a. Market Approach
- b. Income Approach
- c. Cost Approach

Each of the above approaches are discussed in the following paragraphs.

8.4. **Market Approach**

Market approach is a valuation approach that uses prices and other relevant information generated by market transactions involving identical or comparable (i.e., similar) assets, liabilities or a group of assets and liabilities, such as a business.

The following are some of the instances where a valuer applies the market approach:

- (a) where the asset to be valued or a comparable or identical asset is traded in the active market;
- (b) there is a recent, orderly transaction in the asset to be valued; or
- (c) there are recent comparable orderly transactions in identical or comparable asset(s) and information for the same is available and reliable.

Under this approach following valuation methods are commonly used:

Market price method, which uses traded price observed over a reasonable period while valuing assets which are traded in the active market.

Comparable Companies Multiple (CCM) method, which involves valuing an asset based on market multiples derived from prices of market comparable traded on active market. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances. To the value of the business so arrived, adjustments need to be made for the value of contingent assets/liabilities, surplus Asset and dues payable to preference shareholders, if any, in order to arrive at the value for equity shareholders.

Comparable Transaction Multiple (CTM) method, which involves valuing an asset based on transaction multiples derived from prices paid in comparable transactions of assets to be valued.

We have adopted Market price method as company is listed and traded price is available

8.5. **Income Approach**

Income approach is a valuation approach that converts maintainable or future amounts (e.g., cash flows or income and expenses) to a single current (i.e., discounted or capitalized) amount. The fair value measurement is determined on the basis of the value indicated by current market expectations about those future amounts.



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This approach involves discounting future amounts (cash flows/income/cost savings) to a single present value.

The following are some of the instances where a valuer may apply the income approach:

- (a) where the asset does not have any market comparable or comparable transaction;
- (b) where the asset has fewer relevant market comparables; or
- (c) where the asset is an income producing asset for which the future cash flows are available and can reasonably be projected.

Some of the common valuation methods under income approach are as follows:

Discounted Cash Flow ('DCF') Method

Value arrived under this approach is based on maintainable or future amounts (e.g., cash flows or income and expenses) converted into a single current value (e.g., discounted or capitalised amount). Under this technique, either:

the projected free cash flows from business operations available to all providers of capital are discounted at the weighted average cost of capital to such capital providers, from a market participant basis, and the sum of such discounted cash flow is the value of the business, from which value of debt and other capital is deducted, and other relevant adjustments made to arrive at the value of equity Free Cash Flow to Firm ("FCFF") Technique; or

The projected free cash flows from business operations available to equity shareholders (after deducting cash flows attributable to the debt and other capital providers) are discounted at the cost of equity, from a market participant basis, and the sum of such discounted free cash flows, after making other relevant adjustments, is the value of equity-Free Cash flow to Equity ("FCFE")

Relief from Royalty (RFR) Method

RFR Method is a method in which the 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)

MEEM is generally 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:

- (a) business with all assets in place including the intangible asset to be valued; and
- (b) business with all assets in place except the intangible asset to be valued



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Price Earning Capacity Value (PECV)

The profit-earning capacity value will be calculated by capitalizing the average of the after-tax profits at the following rates;

- I. 15% in the case of manufacturing companies.
- II. 20% in the case of trading companies.
- III. 17.5% in the case of "intermediate companies", that is to say, companies whose turnover from trading activity is more than 40%, but less than 60% of their total turnover.

The crux of estimating the profit-earning capacity value lies in the assessment of the future maintainable earnings of the business. While the past trends in profits and profitability would serve as a guide, it should not be overlooked that the valuation is for the future and that it is the future maintainable stream of earnings that is of greater significance in the process of valuation. All relevant factors that have a bearing on the future maintainable earnings of the business must, therefore, be given due consideration.

We have adopted Price Earning Capacity Value (PECV) as the past financial data is available can be applied.

8.6. Cost Approach

Cost approach is a valuation approach that reflects the amount that would be required currently to replace the service capacity of an asset (often referred to as current replacement cost). In certain situations, historical cost of the asset may be considered by the valuer where it has been prescribed by the applicable regulations/law/guidelines or is appropriate considering the nature of the asset.

Examples of situations where a valuer applies the cost approach are:

- (a) an asset can be quickly recreated with substantially the same utility as the asset to be valued;
- (b) in case where liquidation value is to be determined; or
- (c) income approach and/or market approach cannot be used.

The following are the two most commonly used valuation methods under the Cost approach:

Replacement Cost Method

Replacement Cost Method, also known as 'Depreciated Replacement Cost Method' involves valuing an asset based on the cost that a market participant shall have to incur to recreate an asset with substantially the same utility (comparable utility) as that of the asset to be valued, adjusted for obsolescence.

Reproduction Cost Method

Reproduction Cost Method involves valuing an asset based on the cost that a market participant shall have to incur to recreate a replica of the asset to be valued, adjusted for obsolescence.



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We have considered The Net Assets Method represents the value with reference to historical cost of assets owned by the company and the attached liabilities on particular date.

8.7. Applicable Provisions of ICDR 2018

As stated in the previous section, we have to determine the floor price of Securities of the Company, as per the relevant provisions of ICDR Regulations as applicable, which are as follows:

As per Regulation 164 (1) - for frequently traded shares, the floor price of the equity shares to be allotted pursuant to preferential issue shall be higher of 90/10 trading Days' volume weighted average price (VWAP) of the scrip preceding the relevant date.

As per first proviso to Regulation 164 (1) - 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.

As per Regulation 166A(1) - An additional requirement for a valuation report from an independent registered valuer shall be required in case of change in control/ allotment of more than 5% of post issue fully diluted share capital of the issuer company to an allottee or to allottees acting in concert. The same shall be considered for determination of floor price in addition to the methodology brought out above.

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:

As per Regulation 166A(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.]

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.



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As per Regulation 161- the ' Relevant date' in case of preferential issue of equity shares means the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue.

9. VALUATION METHODS

- I. Net Asset Value (NAV) -[Cost Approach]
- II. Price Earning Capacity Value (PECV) -[Income Approach]
- III. Market Value. - [Market Approach]

I. Net Asset Value (NAV) -[Cost Approach]

The Net Assets Method represents the value with reference to historical cost of assets owned by the company and the attached liabilities on particular date. Net asset will be calculated starting from the total assets of the company and deducting there from all debts, borrowing and liabilities, including current and Likely contingent Liability and preference capital if any. In other words it should represent true net worth of business after providing for all outside present and potential liabilities. In the case of companies, the net assets value calculated from assets side of the balance sheet in the above manner will be crossed checked with equity share capital plus free reserve and surplus, less likely contingent liabilities.

II. Price Earning Capacity Value (PECV) - [Income Approach]

The profit-earning capacity value will be calculated by capitalising the average of the after-tax profits at the following rates;

- I. 15% in the case of manufacturing companies.
- II. 20% in the case of trading companies.
- III. 17.5% in the case of "intermediate companies", that is to say, companies whose turnover from trading activity is more than 40%, but less than 60% of their total turnover.

The crux of estimating the profit-earning capacity value lies in the assessment of the future maintainable earnings of the business. While the past trends in profits and profitability would serve as a guide, it should not be overlooked that the valuation is for the future and that it is the future maintainable stream of earnings that is of greater significance in the process of valuation. All relevant factors that have a bearing on the future maintainable earnings of the business must, therefore, be given due consideration.

III. Market Value: - [Market Approach]

The Equity Shares of Company are listed on Bombay Stock Exchange Limited (BSE) and Metropolitan Stock Exchange of India Limited for a period of more than 90 trading days as on the relevant date i.e. Monday, February 03, 2025 and are frequently traded in accordance with SEBI ICDR Regulations.

In case of "frequently traded shares (Regulation 164(1) of the SEBI ICDR Regulations):

If the equity shares of the Company 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



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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.

Articles of Association of the Company do not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations.

The Company's Equity Share are listed Bombay Stock Exchange Limited and Metropolitan Stock Exchange of India Limited and "Bombay Stock Exchange Limited" is the Stock exchange on 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.

10. VALUATION ANALYSIS:

In terms of first Proviso to the Sub-Regulation 1 of Regulation 166A r.w. Sub-Regulation 1 of Regulation 166A and Sub-Regulation 1 of Regulation 164 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and by using the Valuation Parameters, the following is the Valuation Analysis of Equity Shares of the Company.

Sr. No.	Valuation Parameters	Value per Equity Share (in Rupees)
1.	Income Approach-Price Earning Capacity Value Method	9.62
2.	Market Approach- Market Value Method	79.32
3.	Cost Approach -Net Assets Value Method	24.00

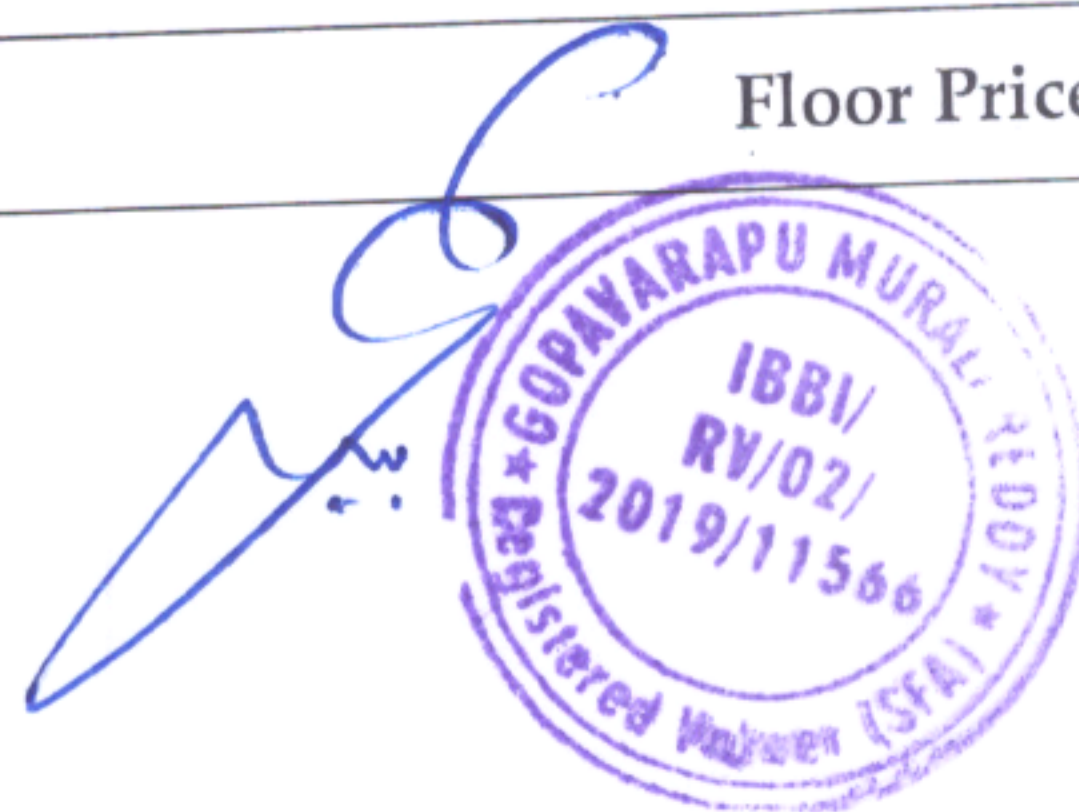
For, detailed working calculation of Value of Equity Share, please

refer; Annexure 1 - For Net Assets Value Method

Annexure 2 - For Price Earning Capacity Value Method

Annexure 3 - For Market Value Method

Sr. No.	Method	Value per Equity Share (in Rupees)(A)	Weights (B)	Weighted (C=A*B)
1.	Income Approach-Price Earning Capacity Value Method	9.62	20%	1.92
2.	Market Approach- Market Value Method	79.32	60%	47.59
3.	Cost Approach -Net Assets Value Method	24.00	20%	4.80
Total (D)			1	54.32
Floor Price (In Rupees) (Total of C / D)				54.32



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11. CONCLUSION:

In the ultimate analysis, valuation will have to involve the exercise of judicious discretion and judgment taking into account all the relevant factors. There will always be several factors, e.g. present and prospective competition, yield on comparable securities and market sentiments etc. which are not evident from the face of the documents available with us but which will strongly influence the worth of a Shares and Debentures.

In the light of the above and on consideration of all the relevant factors and circumstances as discussed and outlined in this report, I conclude as under;

Sr. No.	Provisions	Minimum Floor Price (in Rupees)
A	Floor Price in terms of first Proviso to the Sub-Regulation1 of Regulation 166A of the SEBI ICDR Regulations	54.32
B	Floor Price in terms of the Sub-Regulation 1 of Regulation164 of the SEBI ICDR Regulations	79.32

Accordingly, the Floor Price of the Equity Share of the Company having Face Value of Rupees 10.00 each in terms of Chapter V of SEBI ICDR Regulations as at relevant date is **INR 79.32** (Rupees Seventy Nine and Thirty Two Paise) (Higher of A and B).

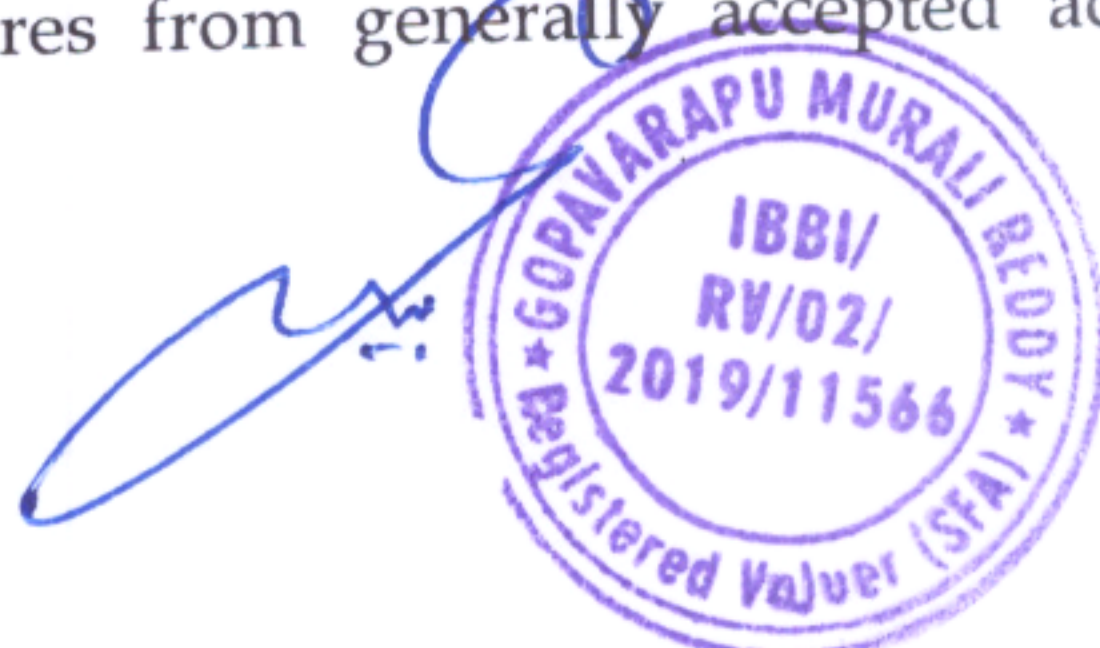
12. CAVEATS, LIMITATIONS AND DISCLAIMERS:

My report is subject to the scope limitations detailed hereinafter.

As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made. My engagement for this valuation consulting work does not include any procedures designed to discover any defalcations or other irregularities, should any exist.

I have provided an assessment of the value based on the information available, application of certain formula and within the scope and constraints of our engagement, others may place a different value to the same. However, I independently did not verify such information and make no representation as to the accuracy or completeness of such information obtained from or provided by such sources.

The company and its representatives warranted to us that the information supplied to us was complete and accurate to the best of their knowledge and that the financial information properly reflects the business conditions and operating results for the respective periods in accordance with generally accepted accounting principles. Information supplied to us has been accepted as correct without any further verification. I have not audited, reviewed, or compiled the historical provided to us and, accordingly, i do not express any audit opinion or any other form of assurance on this information. Because of the limited purpose of the information presented, it may be incomplete and contain departures from generally accepted accounting principles. In the course of the



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valuation, i were provided with both written and verbal information. I have however, evaluated the information provided to us by the Company 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.

My conclusions are based on the assumptions, forecasts and other information given by/on behalf of the Company. I assume no responsibility for any errors in the above information furnished by the Company and consequential impact on the present exercise.

The draft of the present report was circulated to the Management for confirming the facts stated in the report and to confirm that information or facts stated are not erroneous and the assumptions used are reasonable.

No investigation on the Company's claim to title of assets has been made for the purpose of this valuation and their claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the liabilities in the books. Therefore, no responsibility is assumed for matters of a legal nature.

My work does not constitute an audit or certification of the historical financial statements including the working results of the Company referred to in this report. Accordingly, I am unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report. Valuation analysis and results are specific to the purpose of valuation mentioned in the report and it is as per agreed terms of our engagement. It may not be valid for any other purpose or as at any other date. Also, it may not be valid if done on behalf of any other entity.

I have no responsibility to update this report for events and circumstances occurring after the date of this report. My fees is not contingent to the results or output of this report. I will not be responsible to appear in front of Companies act, income tax, RBI or any other regulatory authority in relation to the said valuation.

The decision to carry out the transaction (including consideration thereof) on the basis of this valuation lies entirely with the NETTLINX and my work and my finding shall not constitute a recommendation as to whether or not NETTLINX should carry out the transaction. The report and conclusion of value are not intended by the author and should not be construed by the reader to be investment advice in any manner whatsoever. The conclusion of value represents my opinion, based on information furnished to us by the client and other sources. Any person/party intending to provide finance/invest in the shares/business of the Company shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision.

My report is meant for the purpose mentioned in point 2 of this report and should not be used for any purpose other than the purpose mentioned therein. The Report should not be copied or reproduced without obtaining my prior written approval for any purpose other than the purpose for which it is prepared.

I acknowledge that I am independent valuer and have no present or contemplated financial interest in the Company. My fees for this valuation is based upon my normal billing rates, and not contingent upon the results or the value of the business or in any other manner. I have not been engaged by the Company in any unconnected transaction during last five years.



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Neither me, nor any managers, employees of my firm makes any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information, based on which the valuation is carried out. All such parties expressly disclaim any and all liability for, or based on or relating to any such information contained in the valuation.

Thanking you,

Yours

faithfully,



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Annexure-1

Valuation of Equity Shares of NETTLINX under NAV Method:

Calculation of Net Assets Value of the Company as at December 31, 2024 *

	Particulars	Amount (Rs. In Lakhs)
A	Total Assets	8502.94
	Less:	
B	Total non-current liabilities	104.11
C	Total current liabilities	2,436.32
D	Non-controlling interests	831.17
E	Total Liabilities (b+c+d)	3,371.60
F	Net worth/Equity attributable to owners of the Company as on 30.09.2024 (a-e)	5,131.34
G	Add: Net Profit after taxes and minority interest for the Quarter ended 31.12.2024	671.06
H	Net worth/Equity attributable to owners of the Company as on 31.12.2024 (f+g)	5,802.40
I	No. of Equity Shares	241.77
J	Book Value (h/i)	24.00

* Net Asset value ('NAV') under cost approach is determined based on the underlying value of the assets on book value basis. For the purpose of this method we have considered consolidated financial statements for better reflection of company financial position.



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Annexure-2

Valuation of Equity Shares of NETTLINX under PECV Method**:

Amount (Rs. In Lakhs)

Particulars	2023-24	2022-23	2021-22	Total
Total Revenue	3,288.88	2,304.02	3,472.24	9,065.14
Profit Before Tax	1,129.56	31.40	319.91	1,480.87
Weights	3	2	1	6
Product	3,388.68	62.80	319.91	3,771.39
Weighted Average Profit Before Tax				628.57
Tax @26%				163.43
Future Maintainable Profit				465.14
Capitalization rate @20%				2,325.69
No of Shares				241.77
Value per Share				9.62

**

PECV Method under Income approach is determined based on the past performance of the company.
For the purpose of this method we have considered consolidated financial statements for better reflection of company financial results.



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Annexure 3

Valuation of Equity Shares of NETTLINX under Market Price Method

(Source: Bombay Stock Exchange Limited)

Average of the volume weighted average price (VWAP) of the equity shares of NETTLINX LIMITED quoted on the Bombay Stock Exchange Limited during the 90 trading days preceding the relevant date (considering relevant date as 03/02/2025)

Days	Date	No. of share Traded	Total Turnover (Rs.)	Days	Date	No. of share Traded	Total Turnover (Rs.)
1	01-Feb-25	60,488	50,52,719	46	29-Nov-24	1,74,102	1,42,54,695
2	31-Jan-25	1,51,352	1,22,75,390	47	28-Nov-24	1,71,427	1,42,34,870
3	30-Jan-25	37,415	29,20,511	48	27-Nov-24	70,489	57,27,822
4	29-Jan-25	70,871	54,60,784	49	26-Nov-24	1,12,549	93,20,490
5	28-Jan-25	26,770	20,47,971	50	25-Nov-24	1,11,773	92,73,445
6	27-Jan-25	38,021	29,26,770	51	22-Nov-24	71,914	59,23,735
7	24-Jan-25	56,509	43,90,807	52	21-Nov-24	1,29,285	1,07,08,155
8	23-Jan-25	1,06,274	82,53,129	53	19-Nov-24	16,340	13,72,281
9	22-Jan-25	49,472	36,64,385	54	18-Nov-24	85,744	72,63,848
10	21-Jan-25	43,123	32,79,251	55	14-Nov-24	26,399	21,69,525
11	20-Jan-25	3,64,897	2,92,81,282	56	13-Nov-24	12,991	10,44,467
12	17-Jan-25	24,743	17,86,628	57	12-Nov-24	16,185	13,24,680
13	16-Jan-25	62,137	44,46,565	58	11-Nov-24	15,079	12,39,293
14	15-Jan-25	26,080	18,74,242	59	08-Nov-24	10,728	8,84,526
15	14-Jan-25	10,220	7,44,560	60	07-Nov-24	13,069	10,80,610
16	13-Jan-25	85,443	59,61,801	61	06-Nov-24	3,554	2,98,067
17	10-Jan-25	75,034	54,99,644	62	05-Nov-24	16,854	14,20,550
18	09-Jan-25	22,326	16,71,054	63	04-Nov-24	28,270	24,07,302
19	08-Jan-25	27,145	20,41,995	64	01-Nov-24	12,456	10,80,049
20	07-Jan-25	11,971	9,02,361	65	31-Oct-24	10,559	8,92,946
21	06-Jan-25	53,043	40,05,968	66	30-Oct-24	11,834	9,98,845
22	03-Jan-25	1,13,925	85,59,132	67	29-Oct-24	6,447	5,48,136
23	02-Jan-25	65,708	48,29,397	68	28-Oct-24	16,020	13,58,873
24	01-Jan-25	32,958	24,76,825	69	25-Oct-24	16,980	14,47,432
25	31-Dec-24	1,46,413	1,12,23,596	70	24-Oct-24	9,278	8,08,430
26	30-Dec-24	56,578	42,62,703	71	23-Oct-24	29,656	25,82,257
27	27-Dec-24	1,35,808	1,03,84,810	72	22-Oct-24	26,228	22,90,621
28	26-Dec-24	55,827	42,55,996	73	21-Oct-24	22,420	19,87,633
29	24-Dec-24	1,29,690	99,54,566	74	18-Oct-24	11,541	10,23,052
30	23-Dec-24	96,496	72,45,445	75	17-Oct-24	20,313	18,10,315
31	20-Dec-24	31,220	22,96,085	76	16-Oct-24	18,459	16,43,988
32	19-Dec-24	30,395	22,66,640	77	15-Oct-24	44,124	38,96,933



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33	18-Dec-24	74,020	54,04,651	78	14-Oct-24	25,839	23,31,629
34	17-Dec-24	1,08,489	80,58,266	79	11-Oct-24	20,424	18,53,035
35	16-Dec-24	33,684	25,74,196	80	10-Oct-24	51,464	45,70,930
36	13-Dec-24	99,566	75,32,831	81	09-Oct-24	28,662	24,70,834
37	12-Dec-24	43,955	34,44,101	82	08-Oct-24	23,236	19,75,778
38	11-Dec-24	49,738	40,05,177	83	07-Oct-24	14,122	11,91,602
39	10-Dec-24	1,13,554	91,96,569	84	04-Oct-24	41,864	36,75,957
40	09-Dec-24	1,90,657	1,53,74,192	85	03-Oct-24	22,450	19,02,446
41	06-Dec-24	93,212	74,85,959	86	01-Oct-24	17,912	15,35,377
42	05-Dec-24	1,92,607	1,50,93,170	87	30-Sep-24	22,425	19,61,094
43	04-Dec-24	87,874	64,32,032	88	27-Sep-24	21,116	18,54,653
44	03-Dec-24	4,43,165	3,40,19,141	89	26-Sep-24	41,621	36,80,443
45	02-Dec-24	1,23,312	97,57,200	90	25-Sep-24	30,199	27,52,404
Total Turnover							44,86,94,550
Total Number of Shares traded							56,56,586
Average Value							79.32



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Average of the volume weighted average price (VWAP) of the equity shares of NETTLINX LIMITED quoted on the Bombay Stock Exchange Limited during the 10 trading days preceding the relevant date (considering relevant date as 03/02/2025)

Days	Date	No. of share Traded	Total Turnover (Rs.)	Days	Date	No. of share Traded	Total Turnover (Rs.)
1	01-Feb-25	60,488	50,52,719	46	27-Jan-25	38,021	29,26,770
2	31-Jan-25	1,51,352	1,22,75,390	47	24-Jan-25	56,509	43,90,807
3	30-Jan-25	37,415	29,20,511	48	23-Jan-25	1,06,274	82,53,129
4	29-Jan-25	70,871	54,60,784	49	22-Jan-25	49,472	36,64,385
5	28-Jan-25	26,770	20,47,971	50	21-Jan-25	43,123	32,79,251
Total Turnover							5,02,71,717
Total Number of Shares traded							6,40,295
Average Value							78.51

A	Average of 90 trading days VWAP		79.32
B	Average of 10 trading days VWAP		78.51
C	Applicable Minimum Price (Higher of the A or B)		79.32

