

VALUATION REPORT ON EQUITY SHARE WARRANTS

VAIDYASANE AYURVEDIC LABORATORIES LIMITED

CIN: L73100PN1999PLC013509

(Private and Confidential)

Prepared by:

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(IBBI REGISTERED VALUER)
Registration No: IBBI/RV/05/2019/11704
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TABLE OF CONTENTS

Sl. No.	Title	Page No.
I.	Context and Purpose	3
II	About the Valuer	3
III.	Conditions and Major Assumptions	3
IV.	Background of the Company	5
V	Valuation date	9
VI.	Valuation Standards	9
VII.	Basis of Valuation	9
VIII.	Valuation Methodology and Approach	10
IX	Valuation-SEBI(ICDR) Regulations 2018	13
X	Valuation-Net Assets Method	16
XI	Valuation-DCF Method	17
XII	Relative Valuation	18
XIII	Valuation Conclusion	19
XIV	Sources of Information	19
XV	Caveats	21
XVI	Distribution of Report	21
XVII-1	Annexures-1 –Financial statements –Past and Projected	22
XVII-2	Annexure-2-Assumptions For DCF	27






Date: 22/08/2025

To,

The Board of Directors
Vaidya Sane Ayurved Laboratories Ltd
Fl. 5 1047, Shriram Bhawan,
Shukrawar Peth , Pune,
Maharashtra, India - 411002.

VALUATION ANALYSIS

I refer to the Engagement Letter dated 21st August 2025 confirming my appointment as independent valuers of Vaidya Sane Ayurvedic Laboratories Limited, CIN: L73100PN1999PLC013509 (the “Company”). In the following paragraphs, I have summarized my Valuation Analysis (the ‘Analysis’) of the business of the Company as informed by the management and detailed herein, together with the description of the methodologies used and limitations on our scope of work.

I. CONTEXT AND PURPOSE

Based on discussion with the management, I understand that the company is in the process of undertaking preferential issue of share warrants and in this context, the Management requires our assistance in determining the fair market value of equity shares of the company for complying with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations, 2018").

II. ABOUT THE VALUER

Mr. Vasudevan.S is a valuer registered with Insolvency and Bankruptcy Board of India (“IBBI”) with Registration No.: IBBI/RV/05/2019/11704 for the purpose of carrying out the said valuation of the company.

III. CONDITIONS AND MAJOR ASSUMPTIONS

Conditions

The financial information about the company present 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 Statement and express no assurance on them.

It should be understood that the values at which investments are made/ price paid in a transaction may differ from the values computed in this report due to factors such as the objectives of the parties, negotiation skills of the parties, the structure of the transaction (i.e. financial structure, transition of control, etc.) or other factors unique to the transaction.

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.

I 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.

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

Assumptions

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

The management has shared the audited financial statements for the FY 2021-22, 2022-23 and 2024-25..



* Valid



I have relied upon the representations contained in the public and other documents in my possession concerning the value and useful condition of all investment in securities, and any other assets or liabilities except as specifically stated to the contrary in this

I 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.

This report presumes that the management of the company will maintain the character and integrity of the company. through any sale, reorganization or reduction of any owner's/manager's participation in the existing activities of the company.

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

IV. BACKGROUND OF THE COMPANY

- Vaidya Sane Ayurved Laboratories Limited, also known as Madhavbaug, is a company focused on providing healthcare services in India's chronic care ecosystem.
- The company specializes in non-invasive, Ayurveda-based treatments for various chronic conditions like heart disease, diabetes, hypertension, obesity, and joint pain.
- Their approach combines traditional Ayurvedic practices with modern diagnostics and technology.
- They operate a chain of clinics and hospitals, offering treatments like heart disease and diabetes reversal, BP management, and obesity management.
- They also engage in research and development in Ayurvedic medicines and sell Ayurvedic products through their clinics and online portal.

Key details

- Founded: 1999
- Headquarters: Pune, Maharashtra, India. Some information also points to a location in Thane, Maharashtra.

- Managing Director: Rohit Madhav Sane details of the Board as Exhibited below

Sr. No	Name of Director	Address	Designation	Date of Appointment
1	Dr. Rohit Madhav Sane {DIN: 00679851}	B-14 Eden Garden Society, Sion Trombay Road Opp. Deonar Depo, Chembur Mumbai Maharashtra India 400 088	Chairman & Managing Director & Chief executive officer	01.03.2005
2	Dr. Vidyut Bipin Ghag {DIN: 09299252}	1002 A Wing Sanpada Kiran CHS, Plot 38/39 Sector 24 Juinagar Near Mangal Prabhu Hospital Sanpada Navi Mumbai Thane Maharashtra – 400706	Whole Time Director	01.09.2021
3	Mr. Ratnakar Rai {DIN: 00126309}	G 2 / 503, Sphene, Moraj Residency, Kasturi CHS, Palm Beach Road, Sanpada, Navi Mumbai- 400705, Maharashtra, India	Independent Director	01.09.2021
4	Mr. Mahesh Kshirsagar {DIN: 07612577}	Sharda Niwas, Jalana Road, Shahu Nagar, Beed – 431122 Maharashtra, India	Independent Director	01.11.2021
5	Mr. Sushrut Dambal {DIN: 06795550}	Ashirwad, Vidya Nagar, Tambri Vibhag, Osmanabad, Maharashtra-413501	Independent Director	01.11.2021

AUTHORISED AND PAID UP CAPITAL

Particulars	As at March 31, 2025 Rs. IN LAKHS
Authorised 1,50,00,000 Equity shares of Rs. 10 each	1,500.00
Issued, subscribed and fully paid up 1,05,13,450 Equity shares of Rs. 10 each	1,051.35
	Total 105,134,500

- NSE Symbol: MADHAVBAUG
- Website: <https://madhavbaug.org/>

Operations and services

- The company operates a network of clinics across multiple Indian states, including Maharashtra, Madhya Pradesh, Gujarat, Uttar Pradesh, Goa, and Karnataka. As of late 2023, they had approximately 337 clinics, including company-owned, OPDs, mini clinics, and franchise locations.
- They also operate two cardiac prevention and rehabilitation hospitals in Khopoli and Nagpur.
- Their services include consultations, Panchkarma and other Ayurvedic treatments, as well as diagnostic services and diet counseling.

Products

- Vaidya Sane Ayurved Laboratories manufactures and sells a range of Ayurvedic medicines and products including tablets (Serena, Colostat, Lipox, Meta-B, Safe Repoz, Carbi, Dolorex), syrups (Colostat, Pachanvati), oils (Pure Tanupushti, Dolorex), and health supplements.
- They also offer specialized wellness products through their online portal and an app called MIB Pulse App for heart patients.
- IPO and financial information
- The company had an IPO in February 2022, with shares listed on the NSE SME platform.
- The IPO involved issuing 2,771,200 equity shares at a price of ₹73 per share, totaling ₹20.23 crores.
- As of August 2025, the company's market capitalization is ₹289 Cr.

Recent developments

- In 2022-23, they incorporated F-Health Accelerators Private Limited as a subsidiary and established "Madhavbaug Health Food Supplements Trading Co. LLC" in Dubai for international expansion.





- In April 2023, they acquired Dynamic Remedies Private Limited and UV Ayurgen Pharma Private Limited, making them wholly-owned subsidiaries.
- In 2023-24, they partnered with Raja Ramdeo Anandilal Podar Central Ayurveda Research Institute (RRAPCARI) to research the efficacy of Ayurvedic interventions for stable Coronary Artery Disease (CAD).

In summary, Vaidya Sane Ayurved Laboratories is a prominent player in the Indian Ayurvedic healthcare sector, specializing in chronic disease management through a blend of traditional and modern approaches. They have a strong presence across multiple states and are actively pursuing growth and research initiatives.

TERMS OF ISSUES OF EQUITY SHARE WARRANTS

The Company shall issue and allot to issue and allot the below-mentioned securities to persons belonging to Non-Promoter Category and Promoter Category up to 56,00,000 (Fifty-Six Lakhs only) Fully Convertible Warrants of face value of Rs. 10/- (Rupees Ten Only) each. which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months.

Terms and conditions of the issue

(a) Each Warrant held by the Proposed Warrant Allottees ("Warrant Holder") shall entitle them to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment (the "Warrant Exercise Period").

(b) The Proposed Warrant Allottees shall, on the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI (ICDR) Regulations, 2018 which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.

(c) Warrants, being allotted to the Proposed Warrant Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock- in for such period as may be prescribed under SEBI (ICDR) Regulations.

(d) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of





lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.

(e) Warrants shall be issued and allotted by the Company only in dematerialized form.

(f) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the respective Proposed Warrant Allotees.

(g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.

(h) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.

V. VALUATION DATE

The Analysis of the Fair value of the equity of the company has been carried out as on 25th July 2025.

VI. VALUATION STANDARDS

The Report has been prepared in compliance with the International Valuation Standards issued by International Valuation Standards Council (IVSC) and Indian Valuation Standards issued by the Institute of Chartered Accountants of India (ICAI).

VII. BASIS OF VALUATION

The guidance for the pricing of the equity shares of a company for the purpose of preferential allotment is provided under the SEBI (ICDR) Regulations, 2018, as follows:

264. (1) *If the equity shares of the issuer have been listed on a recognized 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 recognized stock exchange preceding the relevant date; or*
- b. *the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date.*

* Valid

Provided that i/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. 166A. (l) 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) Of (4) of regulation 164, as the case may be, or the price determined

In light of above SEBI (ICDR) Regulations 2018, the floor price shall be not less than higher of the following —

1. the 90 trading days' volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
2. the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date.
3. Fair value determined by a Registered Valuer.

VIII. 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 in the open market for a reasonable period of time, with both buyer and seller being in possession of the pertinent fact and neither being under any compulsion to act.

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

- Whether the entity is listed on a stock exchange
- Industry to which the company belongs
- Past track 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 value. In respect of going concerns, certain valuation techniques have evolved over time and are commonly in vogue. These can be broadly categorized as follows:

Asset Approach

Net asset value Method ['NAV']

The value arrived at under this approach is based on the audited financial statement 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 materialize.

The Net Asset value is generally used as the minimum break value for the transaction, since this methodology ignores the future returns the assets can produce and is calculated using historical accounting data that does not reflect how much the business is worth as going concern.

B. Market Approach:

Market Price Method

Under this method the trade price from active market is to be considered for valuation. As per ICAI Valuation standard - 103, the market where the trading volume of the Company's shares is the highest when such shares are traded in more than one active market is to be considered for valuation.

A valuer shall use average price of the asset over a reasonable period. The valuer should consider using weighted average or volume weighted average to reduce the impact of volatility or any one-time event in the asset

The equity shares of the Company are listed on NSE. We have considered period of 10 days prior to the valuation date for determining the volume weighted average market price. Since the number of shares traded on NSE during the 10 day period is more than the number of shares traded on BSE, we have considered the 10 day volume weighted average market price on NSE as the fair value (Refer Annexure 1).

As the Company's equity shares are listed in the market and are frequently traded, thereby ensuring availability of observable traded price amongst willing buyers and willing seller in the principal market (in this case NSE), we have used this method of valuation and allocated 70% weightage to it.



Jayne Ayurved Laboratories Limited



VASUDEVAN
Approved Valuer Regd. with IBBR
IBBR

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 multiples approach is a valuation theory based on the idea that similar assets sell at similar prices. The difficulty here is 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, profitable 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.

We have not used this methodology in the Analysis as we understand that there are no comparable listed companies in tandem with the size and volume of the company.

C Income Approach:

Maintainable profit Method [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 historical 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 discount 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 project cash flows

In conclusion, while the DCF method is a valuable tool for valuing businesses based on future cash flows, the Black-Scholes model (and its variations) is generally more appropriate for standard share warrants due to its focus on option characteristics, established usage in practice, and suitability for handling warrant-specific features like leverage and time decay. However, it's worth noting that even the Black-Scholes model has assumptions that may not hold true in all situations, such as constant



* Valid



volatility, as highlighted by Investopedia. Therefore, it is important to consider the specific characteristics of the warrant being valued and to be aware of the assumptions and limitations of the chosen valuation method.

Keeping in mind the context and purpose of the Report, I have used the DCF model

Applicable Valuation Standards

The following standards and guidance apply to valuation of share warrants in India:

1. ICAI Valuation Standards (2018):

- VS 102 (Valuation Bases) – requires use of fair value where appropriate.
- VS 103 (Valuation Approaches and Methods) – includes option pricing models within the income approach.

2. Companies (Registered Valuers and Valuation) Rules, 2017 – mandates use of internationally accepted valuation methodologies.

3. SEBI (ICDR) Regulations, 2018 –

IX-VALUATION- SEBI (ICDR) Regulations, 2018

Sr. No.	Date	HIGH	LOW	vwap	VOLUME	VALUE
1	Thursday, 24 July, 2025	187	185	185.36	6,000	1,112,160.00
2	Wednesday, 23 July, 2025	184.8	182	183.91	4,000	735,620.00
3	Tuesday, 22 July, 2025	181.2	176	180.54	7,200	1,299,900.00
4	Monday, 21 July, 2025	182.2	180	180.61	3,200	577,960.00
5	Friday, 18 July, 2025	181	175	178.89	6,800	1,216,440.00
6	Thursday, 17 July, 2025	179.5	179.5	179.5	1,200	215,400.00
7	Wednesday, 16 July, 2025	179.55	171	178.37	13,600	2,425,880.00
8	Tuesday, 15 July, 2025	171.2	171	171.05	1,600	273,680.00
9	Monday, 14 July, 2025	171	165.4	169.56	7,200	1,220,860.00
10	Friday, 11 July, 2025	166	165	165.5	800	132,400.00
11	Thursday, 10 July, 2025	165.15	163	163.72	1,200	196,460.00
12	Wednesday, 9 July, 2025	170	170	170	400	68,000.00
13	Tuesday, 8 July, 2025	176.15	170	175.22	6,400	1,121,380.00



14	Monday, 7 July, 2025	167.8	163	166.38	11,600	1,930,060.00
15	Friday, 4 July, 2025	165.1	159.45	160.05	12,400	1,984,560.00
16	Thursday, 3 July, 2025	172.95	167.8	170.65	5,600	955,640.00
17	Wednesday, 2 July, 2025	173	166	168.93	4,400	743,280.00
18	Tuesday, 1 July, 2025	166.95	164.9	166.56	8,000	1,332,460.00
19	Monday, 30 June, 2025	159	159	159	1,200	190,800.00
20	Friday, 27 June, 2025	159.8	159	159.53	1,200	191,440.00
21	Thursday, 26 June, 2025	155	155	155	6,800	1,054,000.00
22	Wednesday, 25 June, 2025	154	154	154	800	123,200.00
23	Tuesday, 24 June, 2025	157.25	153.05	156.11	2,800	437,120.00
24	Monday, 23 June, 2025	151.5	143.5	149.56	14,400	2,153,640.00
25	Friday, 20 June, 2025	151	148	148.5	2,400	356,400.00
26	Thursday, 19 June, 2025	148	148	148	800	118,400.00
27	Wednesday, 18 June, 2025	0	0	0	0	0.00
28	Tuesday, 17 June, 2025	0	0	0	0	0.00
29	Monday, 16 June, 2025	155.1	155.1	155.1	400	62,040.00
30	Friday, 13 June, 2025	0	0	0	0	0.00
31	Thursday, 12 June, 2025	177.95	161.15	167.55	14,400	2,412,660.00
32	Wednesday, 11 June, 2025	170	161.1	166.93	8,800	1,468,940.00
33	Tuesday, 10 June, 2025	169.35	153.25	163.99	22,000	3,607,760.00
34	Monday, 9 June, 2025	161.3	160	160.11	10,400	1,665,140.00
35	Friday, 6 June, 2025	154.45	148.05	149.88	2,400	359,720.00
36	Thursday, 5 June, 2025	152.65	152.65	152.65	400	61,060.00
37	Wednesday, 4 June, 2025	155.1	151.25	153.38	5,200	797,580.00
38	Tuesday, 3 June, 2025	0	0	0	0	0.00
39	Monday, 2 June, 2025	156.6	146	148.67	20,400	3,032,880.00
40	Friday, 30 May, 2025	151.1	146.45	150.09	32,000	4,802,940.00
41	Thursday, 29 May, 2025	144.05	140	141.17	29,200	4,122,120.00
42	Wednesday, 28 May, 2025	145	140.5	141.98	54,000	7,666,960.00
43	Tuesday, 27 May, 2025	142.1	142.1	142.1	400	56,840.00
44	Monday, 26 May, 2025	149	142.95	147.16	9,600	1,412,760.00
45	Friday, 23 May, 2025	144.35	138.85	144.28	59,200	8,541,560.00
46	Thursday, 22 May, 2025	141.4	137.5	139.43	2,800	390,400.00



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47	Wednesday, 21 May, 2025	0	0	0	0	0.00
48	Tuesday, 20 May, 2025	0	0	0	0	0.00
49	Monday, 19 May, 2025	138.4	138.4	138.4	400	55,360.00
50	Friday, 16 May, 2025	133.6	132	132.72	1,200	159,260.00
51	Thursday, 15 May, 2025	137.05	136.8	136.96	2,400	328,700.00
52	Wednesday, 14 May, 2025	145	143.45	143.9	6,400	920,980.00
						2,043,240.0
53	Tuesday, 13 May, 2025	145	137.25	141.89	14,400	0
						1,604,140.0
54	Monday, 12 May, 2025	145	135.9	143.23	11,200	0
						1,072,920.0
55	Friday, 9 May, 2025	148	136	141.17	7,600	0
56	Thursday, 8 May, 2025	0	0	0	0	0.00
57	Wednesday, 7 May, 2025	136	136	136	400	54,400.00
58	Tuesday, 6 May, 2025	130	128	129.5	1,600	207,200.00
59	Monday, 5 May, 2025	131	131	131	400	52,400.00
60	Friday, 2 May, 2025	136.4	128	130.18	3,200	416,580.00
61	Wednesday, 30 April, 2025	128	125	126.21	2,000	252,420.00
						2,000,460.0
62	Tuesday, 29 April, 2025	135.75	130.25	131.61	15,200	0
						1,597,120.0
63	Monday, 28 April, 2025	142.2	135	137.68	11,600	0
64	Friday, 25 April, 2025	144.3	131.15	135.85	4,400	597,740.00
						2,800,960.0
65	Thursday, 24 April, 2025	146	127.05	134.66	20,800	0
						1,162,040.0
66	Wednesday, 23 April, 2025	130	118.65	126.31	9,200	0
67	Tuesday, 22 April, 2025	124.5	122	122.98	2,400	295,140.00
						1,807,940.0
68	Monday, 21 April, 2025	130.3	112	122.16	14,800	0
69	Thursday, 17 April, 2025	0	0	0	0	0.00
70	Wednesday, 16 April, 2025	115	112	113.96	4,000	455,820.00
71	Tuesday, 15 April, 2025	110.4	107	109.05	1,200	130,860.00
72	Friday, 11 April, 2025	110.65	103	107.75	5,600	603,380.00
73	Wednesday, 9 April, 2025	113	98	104.62	8,000	836,940.00
						1,058,860.0
74	Tuesday, 8 April, 2025	103.95	95.3	98.04	10,800	0
75	Monday, 7 April, 2025	103.6	100	100.36	6,800	682,460.00
76	Friday, 4 April, 2025	116	107.35	113.13	6,000	678,780.00
77	Thursday, 3 April, 2025	107.5	104	105.66	5,600	591,700.00
78	Wednesday, 2 April, 2025	0	0	0	0	0.00
79	Tuesday, 1 April, 2025	98.7	96.7	98.32	2,400	235,960.00
						1,928,980.0
80	Friday, 28 March, 2025	107.4	92.4	96.45	20,000	0
						2,012,320.0
81	Thursday, 27 March, 2025	105	90	98.64	20,400	0



[Signature]

* Valid

82	Wednesday, 26 March, 2025	101	96.3	99.41	24,400	2,425,500.00
83	Tuesday, 25 March, 2025	100.2	99.05	100.11	7,200	720,820.00
84	Monday, 24 March, 2025	115	103.25	108.9	24,000	2,613,700.00
85	Friday, 21 March, 2025	107.65	102	102.76	64,400	6,617,620.00
86	Thursday, 20 March, 2025	101	81.1	96.78	14,400	1,393,600.00
87	Wednesday, 19 March, 2025	96.85	89	90.77	8,800	798,800.00
88	Tuesday, 18 March, 2025	93	87.3	89.89	100,000	8,989,160.00
89	Monday, 17 March, 2025	98.35	88	90.47	23,200	2,098,880.00
90	Thursday, 13 March, 2025	100	94.35	97.5	12,400	1,209,060.00

Relevant Date: 25th July

2025

Pricing:

A) 90 trading days=	Total turnover Total no shares Traded	=	116,140,70 0 902,800	128.64
B) 10 Trading days=	Total turnover Total no shares Traded	=	9,210,300 51,600	178.49
	Highest of A) and B)	=	178.49	

X-VALUATION- NET ASSETS VALUE

This report provides the valuation of share warrants issued by Vaidya Sane Ayurvedic Laboratories Limited (Madhavbaug) using the NET ASSETS VALUE

NET ASSETS VALUATION	RS IN LAKHS OTHER THAN SHARE PRICE
SHARE CAPITAL	1051.35
RESERVES & SURPLUS	4918.72





NETWORTH	5970.07
NO OF SHARES	10,513,450.00
VALUE PER SHARE	56.79

XI-VALUATION- DCF

S.N O	PARTICULARS	25-26	26-27	27-28	28-29	29-30	
1	EBITDA	1,049	1,935	2,774	3,959	5,346	
2	Add:Depreciation	400	423	468	543	1,189	
3	Opertaing Profit	1,449	2,358	3,243	4,503	6,535	
4	:Less:Increase in Net Current assets	48	222	130	195	250	
5	Less:capital Expenditure	700	923	4,773	2,268	2,614	
6	Free CashFlows	700.97	1,212.41	-1,660.76	2,039.12	3,670.60	
7	Time Factor	0.68	1.68	2.68	3.68	4.68	
8	Discounting Factor	0.877	0.723	0.596	0.491	0.405	
9	Present value of CF	614	876	-989	1,001	1,486	
10	Total PV of cash Flows	2,989	a.cost of capital				21.30%
11	PV of Terminal value	8,011	b.1+WACC				121.30%
12	Free cashflow to Firm	10,999	c.Growth rate				0.03
13	Less:Debt & Interest as on 31.03.2025	277					



BC

* Valid

14	Add:Cash & Interest Income as on 31.3.2025	352	
15	FCFE	11,074	
16	Less:Capital Proposed to be issud	0	
17	Free cashflow to equity	11,074	
18	Less:DLOM	2,215	
19	NET FREE CASH FLOW TO EQUITY	8,859	
20	NO OF EQUITY SHARES	10,513,450	
21	VALUE PER SHARE	84	

XII. RELATIVE VALUATION

EV/EBITDA MUTIPLE VALUATION	
EBITDA FOR THE YEAR 2024-25	1,649.28
EV/EBITDA MULTIPLE	27.10
EV	44,695.49
LESS:DEBT	269.34
ADD:cash as on 31.3.2025	232.0519192
Equity value	44,658.20
Less:DLOM	8,931.64
Equity value-Rs.in Lakhs	35,726.56
No of shares	10,513,450
Value per share	339.82

PRICE TO BOOK MULTIPLE VALUE	
Book value Per share	56.79
Price to book multiple	7.90
value Per share	448.60
Equity Value-Rs.In lakhs	47,163.54

PRICE TO EARNING MULTIPLE VALUATION	
Earning Per share	8.61
P/E Multiple	52.10
Price Per Share	448.84
Equity value-Rs in Lakhs	47,188.43
AVERAGE OF RELATIVE VALUE -RS IN LAKHS	43359.51
AVERAGE PRICE PER SHARE	412.42

XIII. VALUATION CONCLUSION

The objective of the valuation process is to make a best reasonable judgment of the Fair value of the Shares of the Company. The best reasonable judgment of the value will be referred to as the fair value (FV).

Since The Equity Shares of the Company are listed the fair valuation of the equity shares of Vaidya Sane Ayurvedic Laboratories Limited has been arrived by using the average of Net assets value , Market Value ,Discounted Cash flow Method (DCF),and Relative value based upon the information, as provided to me by the management of Company:

AVERAGE VALUE PER EQUITY SHARE OF RS 10 EACH	RS
STOCK EXCHANGE PRICE	178.49
RELATIVE VALUATION AVERAGE	412.42
DCF VALUE	84.27
NA VALUE	56.79
TOTAL	731.96
AVERAGE VALUE	182.99
ROUNDED OFF	183

(

Hence, I conclude that the Fair Value of each Equity Share of Vaidya Sane Ayurvedic Laboratories Limited based on above parameters is computed at Rs.183 of Rs. 10each .

XIV. SOURCES OF INFORMATION



Vaidya Sane Ayurvedic Laboratories Limited



Approved Valuer Regd. with IBBR

The Analysis is based on a review of the business plan of the Company and financial projections provided by the Management and information relating to the Hospital and Health care pigment industry as available in the public domain. Specifically, the sources of information include:

- Discussion with the Management
- Company website.
- Annual reports of the Company for last 3 years.
- Yield on 10 years India Government Security maturing in 2034 from RBI, website : (https://m.rbi.org.in//Scripts/BS_NSDP_Display.aspx?param=4)
- Websites of BSE, NSE and SEBI

In addition to the above, I have also obtained such other information and explanations which were considered relevant for the purpose of the Analysis.

XV. CAVEATS

Provision of valuation recommendations and consideration 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 service that may otherwise be provided by us.

My review of the affairs of the Company and their books of accounts does not constitute audit accordance with Auditing Standards. We have relied on explanations and information provided by the Management of the company and accepted the information as accurate and complete in all respects. Although, we have reviewed such data for consistency and reasonableness, we have not independently investigated otherwise or verified the data provided. Nothing has come to our attention to indicate that the information provided had material mis-statements or would not afford reasonable grounds upon which to base the Report.

I have relied on data from external sources. These sources are considered to be reliable and therefore, I assume no liability for the accuracy of the data. I have assumed that the business continues normally without any disruptions due to statutory or other external/internal occurrences.

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

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

The Valuation Analysis contained herein represents the value only on the date that is specifically stated in this Report. This Report is issued on the understanding that the management of the company has drawn our attention



Jane Ayurved Laboratories Limited

* Valid



IBBI
APPROVED VALUER REGD. WITH IBBI

to all matters of which they are aware, which may have an impact on our Report up to the date of signature. We have no responsibility to update this report for events and circumstances occurring after the date of this Report. We have no present or planned future interest in the Company and the fee for this report is not contingent upon the values reported herein.

My Valuation Analysis should not be construed as investment advice; specifically, I do not express any opinion guaranteeing returns to the Investor

XVI-DISTRIBUTION OF REPORT

The Analysis is confidential and has been prepared exclusively for Vaidya Sane Ayurvedic Laboratories 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 Registered Valuer. Such Consent will only be given after full consideration of the circumstances at the time.



~~S. VASUDEVAN, M.Com, M.L, FCS, CFA, Ph.D~~
S. VASUDEVAN, M.Com, M.L, FCS, CFA, Ph.D
APPROVED VALUER REGD WITH IBBI
(SECURITIES or FINANCIAL ASSETS)
Reg. No; IBBI/RV/05/2019/11704

VASUDEVAN.S
(Registered Valuer)
IBBI/RV/05/2019/11704
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XVII-ANNEXURES-

ANNEXURE.1.PAST AND PROJECTED INCOME STATEMENTS, BALANCE SHEETS AND CASH FLOW STATEMENTS

Particulars	2025-26	2026-27	2027-28	2028-29	2029-30
Income From Operation	10,208.00	11,568.00	15,264.00	19,332.00	24,160.00
Income from financing activities	<u>120.00</u> <u>10,328.00</u>	<u>150.00</u> <u>11,718.00</u>	<u>150.00</u> <u>15,414.00</u>	<u>180.00</u> <u>19,512.00</u>	<u>180.00</u> <u>24,340.00</u>
Consumption on Medicines	2,654.08	26%	3,007.68	26%	3,968.64
Employee Benefit Expenses	1,900.00	18%	2,100.00	18%	2,800.00
Finance Cost					
Other Expenses	8.00	0%	10.00	0%	10.00
Advertiesment Exp	1,000.00	10%	1,100.00	9%	1,400.00
Legal and Professional Fees	1,600.00	15%	1,700.00	15%	2,200.00
Rent Rates and Taxes	700.00	7%	800.00	7%	900.00
Misc Exp- GST ITC Expensed Out	510.40	5%	578.40	5%	763.20
	<u>306.24</u>	<u>3%</u>	<u>347.04</u>	<u>3%</u>	<u>457.92</u>
TOTAL	<u>8,678.72</u>	<u>9,643.12</u>	<u>12,499.76</u>	<u>15,384.88</u>	<u>18,826.40</u>
EBITDA	1,649.28	16%	2,074.88	18%	2,914.24
Depreciation	400.00		423.41		468.41
					543.41
PBT	1,249.28	12%	1,651.47	14%	2,445.83
Income Tax					1,189.16
Deferred Tax (Expenses)	343.55		454.15		672.60
Prior period Adj	-		-		-
PAT	905.73	9%	1,197.32	10%	1,773.23
					985.52
					1,189.22
					-
					-
					12%
					2,598.19
					13%
					3,135.22

Balance Sheet

Particulars	2024-25	2025-26	2026-27	2027-28	2028-29	2029-30
EQUITY AND LIABILITIES						
Shareholders' funds						
Share capital	1,051.35	1,051.35	1,051.35	1,611.35	1,611.35	1,611.35
Reserves and Surplus	4,918.72	5,824.45	7,021.77	16,871.65	17,052.83	18,576.70
Money received against Share Warrants	-	2,562.00	10,248.00	-	-	-
	5,970.07	-	9,437.80	-	18,321.11	-
				18,483.00		
					18,664.17	
						20,188.05
Non-current liabilities						
Deferred Tax Liabilities (Net)	19.31	19.31	19.31	19.31	19.31	19.31
Other long-term liabilities	123.34	123.34	123.34	123.34	123.34	123.34
Long-Term Provisions	151.29	151.29	151.29	151.29	151.29	151.29
	293.94	-	293.94	-	293.94	-
				293.94		
Current liabilities						
Short-Term Borrowings	146.00	146.00	146.00	146.00	146.00	146.00
Trade Payables						
total outstanding dues of micro and small enterprises	67.47	67.47	30.00	20.00	10.00	10.00
total outstanding dues of creditors other than micro and small enterprises	657.78	657.78	557.78	607.78	507.78	407.78
Other current liabilities	160.69	210.69	270.69	320.69	370.69	420.69
Short-Term Provisions	86.93	136.93	161.93	211.93	236.93	286.93
	1,118.87	1,218.87	1,166.40	1,306.40	1,271.40	1,271.40
TOTAL EQUITY AND LIABILITIES	7,382.88	10,950.61	19,781.45	20,083.34	20,229.51	21,753.39

ASSETS

Non-current assets

Property, Plant and Equipment and Intangible Assets

Property, Plant and Equipment	1,920.91	2,220.91	2,720.91	7,025.91	8,750.91	10,175.91
Intangible assets	775.62	775.62	775.62	775.62	775.62	775.62
Capital work-in-progress	-	-	-	-	-	-
Intangible Assets under development	126.18	126.18	126.18	126.18	126.18	126.18
Non-current investments	1,344.99	1,344.99	1,344.99	1,344.99	1,344.99	1,344.99
Long-term loans and advances	655.86	655.86	655.86	655.86	655.86	655.86
	4,823.56	5,123.56	5,623.56	9,928.56	11,653.56	13,078.56

Current assets

Current investments	1,292.68	3,854.68	8,854.68	6,854.68	4,854.68	5,854.68
Inventories	202.30	252.30	302.30	352.30	402.30	452.30
Trade Receivables	703.30	823.30	943.30	1,163.30	1,273.30	1,473.30
Cash and Cash Equivalents	232.05	767.78	3,928.62	1,655.51	1,916.68	765.55



Short-term loans and advances	128.99	128.99	128.99	128.99	128.99	128.99
	2,559.32	5,827.05	14,157.89	10,154.77	8,575.95	8,674.82
TOTAL Assets	7,382.88	10,950.6	19,781.45	20,083.34	20,229.51	21,753.39

CASH FLOW STATEMENTS

Particulars	2024-25	2025-26	2026-27	2027-28	2028-29	2029-30
A. CASH FLOW FROM OPERATING ACTIVITIES						
Profit before tax	1,249.28	1,651.47	2,445.83	3,583.71	4,324.44	
Adjustments for :						
Interest income	120.00	150.00	150.00	180.00	180.00	
Depreciation and Amortization						
Expense	400.00	423.41	468.41	543.41	1,189.16	
Bad Debts written off/ (Provisions written back)						
Operating Profit Before Working Capital Changes	1,769.28	2,224.88	3,064.24	4,307.12	5,693.60	
Increase / (Decrease) in Trade Payables		137.47	40.00	110.00	100.00	
Increase / (Decrease) in Other liabilities	50.00	60.00	50.00	50.00	50.00	
Increase / (Decrease) in Provisions	50.00	25.00	50.00	25.00	50.00	
Decrease / (Increase) in Inventories	50.00	50.00	50.00	50.00	50.00	
Decrease / (Increase) in Trade Receivables	120.00	120.00	220.00	110.00	200.00	
Decrease / (Increase) in loans and advances						
Cash generated from / (used in) Operations	1,699.28	2,002.41	2,934.24	4,112.12	5,443.60	
Income taxes paid	343.55	454.15	672.60	985.52	1,189.22	
Net Cash generated from / (used in) Operating Activities	1,355.73	1,548.25	2,261.64	3,126.60	4,254.38	
B. CASH FLOW FROM INVESTING ACTIVITIES						
Purchase of Property, Plant and Equipment and Intangible Assets	700.00	923.41	4,773.41	2,268.41	2,614.16	
Purchase of Non-current investments						
Realisation of Non-current investments						
Purchase of Current investments	2,562.00	5,000.00	-	-	1,000.00	
Realisation of Current investments			2,000.00	2,000.00		
Interest received	120.00	150.00	150.00	180.00	180.00	
Dividend received						
Net Cash generated from / (used in) Investing Activities	3,382.00	6,073.41	2,923.41	448.41	3,794.16	
C. CASH FLOW FROM FINANCING ACTIVITIES						
Proceeds from issue of Share Warrants	2,562.00	7,686.00	-	-	-	
Dividend paid			1,611.35	2,417.02	1,611.35	
Net Cash generated from / (used in) Financing Activities	2,562.00	7,686.00	1,611.35	2,417.02	1,611.35	
Net Increase / (Decrease) In Cash and Cash Equivalents	535.73	3,160.84	2,273.12	261.17	1,151.12	
Cash and Cash Equivalents at the Beginning	232.05	767.78	3,928.62	1,655.51	1,916.68	
Cash and Cash Equivalents at the End	767.78	3,928.62	1,655.51	1,916.68	765.55	



ANNEXURE-2.ASSUMPTIONS FOR DCF

1	Tax Rate-(t)	0.25
2	1-t	0.75
3	Debt/Equity-based on 31.03.2025	0.045
3a	Debt-	269.34
3b	Equity-Networth	5970.07
3c	Debt weight	0.0432
3d	Equity Weight	0.9568
4	Beta is a statistical measure that compares the volatility of a stock against the volatility of the broader market, which is typically measured by a reference market index. Since the market is the benchmark, the market's beta is always 1. When a stock has a beta greater than 1, it means the stock is expected to increase by more than the market in up markets and decrease more than the market in down markets. Conversely, a stock with a beta lower than 1 is expected to rise less than the market when the market is moving up, but fall less than the market when the market is moving down.	0.86
4. a	unlevered Beta -as per average of Health care Products and services sourced from https://pages.stern.nyu.edu/~adamodar/pc/datasets/betaIndia.xls	0.860
4. b	The act of "unlevering" or <u>relevering beta</u> involves extracting the impact of debt obligations of a company before evaluating an investment's risk in comparison to the market. <u>Unlevered beta</u> is considered useful because it helps to show a firm's asset risk compared with the overall market. For this reason, the unlevered beta is also sometimes referred to as the asset beta.	



4. c	Levered Beta = Unlevered Beta $\times [1 + (1 - \text{Tax Rate}) \times (\text{Debt} \div \text{Equity})]$	
5	Relevered Beta-As the company has Shortterm Borrowings Relevered beta computed	0.89
6	Risk Free rate-(Rf)-RBI 10 years bond rate on 25.07.2025-Source www.investing.com.	6.37%
7	RETURN MARKET-(Rm)	12.66%
	As on March 31,2013	18,890.81
	Ason July 25,2025	82,069.51
	https://www.bseindia.com/Indices/IndexArchiveData.html	
	(End Value/Starting Value) $^{\wedge}1/n-1$	12.3260274
	31-Mar-13	
	25-Jul-25	
	Market Return	12.66%
8	Cost of Equity-(Ke)-Rf+B(Rm-Rf)	11.96%
9	Internal risk	10.00%
10	Adjusted Ke	21.96%
11	Cost of Debt-	9.00%
12	Post Tax Cost of debt	6.75%
13	Weighted cost of Debt	0.29%
14	Weighted cost of Equity	21.01%
15	Weighted Cost Of Capital (WACC)	21.30%
16	1+WACC	121.30%
17	Terminal Value/Perpetuity-The terminal value refers to the present value of the business as a going concern beyond the period of projections up to infinity. This value is estimated by taking into account expected growth rates of the business in future, sustainable capital investments required for the business, industry and economy. Based on dynamics of the sector and discussions with the Management, I have assumed a terminal growth rate of 2.75% for the Company beyond the projection period. Accordingly, beyond the explicit forecast period, sales have been considered to grow year on year at the rate of 2.75%. Fifth year cash flow is being used	

18	5 th year cash flow	3,670.60
19	$TV = (FCFn \times (1 + g)) / (WACC - g)$	19,785.56
20	Discounting factor	0.4049
21	Present value of Terminal value	8,010.58
22	Growth Rate-	0.0275
23	1+g	0.00
24	Discount For Lack of Marketability (DLOM)	
	<u>The illiquidity discount is the discount applied to the valuation of an asset, as compensation for the reduced marketability.</u>	
	In practice, the value of the asset is first calculated ignoring the fact that it is illiquid, and then at the end of the valuation process, a downward adjustment is made (i.e. the illiquidity discount). Normally 15% to 30% will be charged as DLOM	20%

MARKET MULTIPLES FOR RELATIVE VALUATION

<https://www.kroll.com/en/publications/valuation/industry-multiples-in-india-report-2025-26th-edition>

Vasudevan. S

M.Com, FCS,CFA ML, (Ph.D)

Practising Company Secretary and Registered Valuer -
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To,

The Board of Directors
Vaidya Sane Ayurved Laboratories Ltd
Fl. 5 1047, Shriram Bhawan,
Shukrawar Peth , Pune,
Maharashtra, India - 411002.

Dear Sirs,

Sub: Clarifications and Justifications to Queries raised by NSE Vide letter dated 15.10.2025

This has reference to the captioned subject I have to state as follows:-

I. TIME FACTOR WACC CALCULATION

BETA CALCULATION

Beta (β) is a measure of the volatility—or systematic risk—of a security or portfolio compared to the market as a whole.

A beta of 1 indicates that the security's price tends to move with the market. A beta greater than 1 indicates that the security's price tends to be more volatile than the market. A beta of less than 1 means it tends to be less volatile than the market.

Beta has been taken from Mr. Aswath Damodaran table of Beta at 0.76 as the unlevered beta from which levered beta has been calculated.

unlevered Beta -as per Aswath Damodaran Beta table for Power Plant	0.86
Levered Beta = Unlevered Beta \times [1 + (1 – Tax Rate) \times (Debt \div Equity)]	0.89

RETURN MARKET-(Rm)	12.04%
As on March 31,2013	18,890.81
Ason September30,2025	82609.51
3/31/2013	
7/25/2025	
Period factor-25.7.2025/31.3.2013-Apply Excel)	12.3260274
https://www.bseindia.com/Indices/IndexArchiveData.html	
(End Value/Starting Value) $^{(1/n)-1}$	
Market Return	12.04%



Vasudevan. S

M.Com, FCS, CFA ML, (Ph.D)

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svasan_rr@rediffmail.com

WACC

Considering the above factors, the cost of equity has been worked out at 14.01%.after considering an additional Risk (Internal risk) of 9.5%

WORKING OF WACC

RISK FREE RATE

It is rate of return on a high-quality long-term government bond. We have considered the risk-free rate based on the Yield to Maturity (YTM) of 10 years treasury bonds, which is 6.37% as on 25.7.2025 being valuation date. (<https://in.investing.com/>)

1	Cost of Equity-(Ke)-Rf+B(Rm-Rf)	11.96%
2	Internal risk	10.00%
3	Adjusted Ke	21.96%
4	Cost of Debt-	9.00%
5	Post Tax Cost of debt	6.75%
6	Equity Weight	0.09568
7	Debt weight	0.0432
8	Weighted cost of Debt	0.029
9	Weighted cost of Equity	21.01%
10	Weighted Cost Of Capital (WACC)	21.30%
11	1+WACC	121.30%

Justification for 10% Internal (Company-Specific) Risk Premium

Although Vaidya Sane Ayurved Laboratories Ltd (“Madhavbaug”) is a listed entity, the company’s business profile warrants an additional internal risk adjustment of 10% to reflect factors not fully captured by systematic market risk. Madhavbaug operates in the chronic-care healthcare segment through non-invasive, Ayurveda-based therapies for cardiovascular disease, diabetes, hypertension, and obesity. While the company benefits from strong brand recognition and expanding clinical infrastructure, several intrinsic uncertainties elevate its risk relative to diversified healthcare peers.

First, the Ayurveda and AYUSH sector in India remains subject to evolving regulation and limited standardization. The Ministry of AYUSH and the Advertising Standards Council of India have tightened norms on clinical efficacy claims, product safety, and pharmacovigilance (YourStory, 2024; NCBI, Pharmacovigilance of Ayurvedic Medicines,



Sane Ayurved Laboratories Limited
* Valdye Sane Ayurved Laboratories Limited



Approved Valuer Regd with IBBI

Vasudevan. S

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svasan_rr@rediffmail.com

2023). Compliance lapses or adverse events could materially impact brand credibility and earnings. Second, the scientific validation and clinical evidence base for certain Ayurvedic interventions in chronic disease management is still developing, which constrains integration with mainstream healthcare networks and insurer coverage (FasterCapital, 2024). Third, the company's hybrid model—combining traditional therapy with modern diagnostics—creates execution and scalability risks, as maintaining consistent quality, trained practitioners, and reliable supply chains across multiple centers requires significant operational control.

In valuation practice, empirical studies and professional guides (Damodaran, NYU Stern; Mercer Capital Valuation Handbook; RBSA Advisors, Cost of Capital India 2024) indicate that even for listed firms, idiosyncratic execution and regulatory risk in niche healthcare models often justify a 5–10% company-specific premium over the sector cost of equity. A 10% premium therefore represents a prudent adjustment—higher than the 5% used in some comparable valuations of Madhavbaug—to account for the firm's concentration in Ayurveda-based chronic-care services, its dependence on continued clinical validation, and moderate liquidity in its traded equity. This results in a discount rate consistent with the risk profile of a specialized healthcare provider operating at the intersection of traditional medicine and regulated modern diagnostics.

Sources:

- YourStory (2024), Navigating Regulatory Hurdles in Ayurveda & Wellness Startups
- NCBI (2023), Pharmacovigilance of Ayurvedic Medicines in India
- FasterCapital (2024), Compliance and Enforcement of Ayurvedic Medicine Regulations
- Aswath Damodaran, Cost of Equity and Company-Specific Risk Premiums (NYU Stern)
- Mercer Capital, Valuation Handbook – Company Specific Risk Premiums

RBSA Advisors (2024), Cost of Capital in India: Sectoral Analysis

Discounting Methodology and Time Factor Calculation

For this valuation, the Cost of Capital has been adopted at 21.3092% per annum, representing the weighted average of equity and debt after incorporating company-specific risk and sectoral risk typical to the Indian healthcare and AYUSH-based treatment sector.



The valuation date is 25 July 2025, and the projections commence from FY 2025–26. As the valuation date falls partway through the financial year, a time-weighting adjustment has been made to reflect the actual period between the valuation date and the expected receipt of each year's cash flow. Accordingly, the time factor for the first year has been considered as 0.68 years, representing approximately eight months from the valuation date to the end of FY 2025–26. For each subsequent year, one year has been added, resulting in time factors of 0.68, 1.68, 2.68, 3.68, and 4.68 for the five projected years.

Each projected Free Cash Flow (FCF) has been discounted using the standard formula:

$$PV = FCF_t / (1 + r)^t$$

where

$r=0.213092$ (i.e., 21.3092%) and t = time factor in years.

Computation of Discount Factors (as per Excel)

Year	FY	Time Factor (t)	Discount Factor = $1/(1+0.213092)^t$	Effective Discount (%)
1	2025–26	0.68	0.877	12.30%
2	2026–27	1.68	0.723	27.70%
3	2027–28	2.68	0.596	40.40%
4	2028–29	3.68	0.491	50.90%
5	2029–30	4.68	0.405	59.50%

(These discount factors exactly tally with the Excel results derived using the formula
 $=1/(1+21.3092\%)^{\text{time factor}}$)

Time factor for Year 1 considered based on Valuation Date July 25, 2025

Rounding convention: The full precision of the rate (21.3092%) and the use of the exact Excel power function yield slightly higher discount factors when compared with approximated manual calculations.

Discrete annual compounding: Excel's t method compounds discretely, not continuously. Hence, the discount impact per sub-year (0.68) is slightly lower, producing a higher present value for the same rate.

Practical accuracy: Since Excel is used for cash flow valuation, the computed discount factors of 0.877, 0.723, 0.596, 0.491, and 0.405 should be treated as the final reference values for deriving the present value of projected cash flows.

Bar



Vasudevan. S

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This approach ensures the time value of money is precisely reflected, aligning the valuation model with actual compounding conventions and timing assumptions. Using these factors, the DCF valuation appropriately discounts each future cash flow to its present value as of 25 July 2025, providing a true economic measure of intrinsic value.

II. VARIATIONS IN CASH FLOW

Variations Due to investments and its realization in the subsequent years in tranches.

III. BIFURCATION OF VALUATION METHODS

- A. NET ASSETS VALUATION METHOD
- B. MARKET PRICE MTHOD
- C. DISCOUNTED CASHFLOW METHOD
- D. RELATIVE VALUATION METHOD

IV. NET ASSETS VALUATION

Based on Financials Ended as on 31.3.2025

V. RELATIVE VALUATION

Rationale for Using Kroll Hospital Industry Multiples in Relative Valuation

Kroll's "Industry Multiples in India – 2025 (26th Edition)" provides empirically derived, standardized multiples for healthcare delivery businesses.

Madhavbaug's operations—Ayurvedic, non-invasive chronic care—share key economic characteristics with hospitals, including patient interface, revenue model, capital intensity, and regulatory exposure.

These multiples serve as a robust reference framework for relative valuation, even in the absence of directly comparable listed Ayurvedic care entities.

Using hospital sector multiples ensures the valuation reflects industry-standard risk, growth expectations, and market norms, enhancing credibility and consistency.

VI. JUSTIFICATION FOR WEIGHTAGE

My valuation of the company incorporates four established methodologies: Market Price – Stock Exchange Price Discounted Cash Flow, Net assets valuation and Relative valuation, Precedent Transaction Analysis, and Asset-Based Valuation. I have chosen to assign equal weighting to each method's output to ensure a balanced and comprehensive assessment of value. This approach is justified for the following reasons:



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- a) Multiple Perspectives: I recognize that no single model is perfect. Each method provides a unique perspective—from the company's fundamental cash-generating ability to its value relative to current market and historical transaction data. Assigning equal weight ensures that all of these valid perspectives are represented.
- b) Mitigation of Model-Specific Risk: This approach insulates the final valuation from over-reliance on a single set of assumptions. By averaging the results, I reduce the risk that a small, incorrect assumption in one model—such as an aggressive growth rate in a DCF or an outlier comparable multiple—will skew the final outcome.
- c) No Clear Superiority: In my analysis, no single valuation method presented overwhelmingly more reliable or relevant data than the others. Therefore, a neutral, equally-weighted average is the most prudent and objective approach to reconcile the different outcomes.
- d) Conservative and Transparent: The equal-weighting methodology is straightforward and transparent, which enhances the credibility of our valuation. It demonstrates that I have not engineered the weightings to justify a predetermined value."

Thanking you



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(Registered Valuer)
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COP NO ICMAIRVO/S&FA/00103

Place: Chennai
Date: 18.10.2025



S.VASUDEVAN, M.Com,ML,FCF,CFA,Ph.D
APPROVED VALUER REGD WITH IBBI
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Reg.No;IBBI/RV/05/2019/11704



Vasudevan. S**M.com, FCS, CFA ML, (PHD)**

Practising Company Secretary

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Chennai – 600 100.

Registration No: IBBI/RV/05/11704

Manasarovar Apartment,

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Mobile:9710419502

To,

The Board of Directors

Vaidya Sane Ayurved Laboratories Ltd

Fl. 5 1047, Shriram Bhawan,

Shukrawar Peth,

Pune, Maharashtra, India - 411002.

Dear Sirs

Sub: Clarifications and Justifications to Queries raised by NSE read with your E mail**Dated 6th November 2025**

With reference to the captioned subject I have to state as follows.

1. Weightage Table and the Justification

Valuation Method	Value per Share (₹)	Weight	Weighted Value (₹)	Justification for Assigning Equal Weight (0.25)
1. Market Price Stock Exchange Price Method	178.49	0.25	44.62	This method represents the actual traded market price, reflecting investors' perception of value. Since market liquidity and trading volume may vary, the method is relevant but not conclusive; hence, equal weight of 0.25 is assigned to balance market influence with intrinsic value measures.
Relative Valuation (Market Multiples) Method	412.42	0.25	103.11	This approach provides an external benchmark based on comparable listed peers. However, due to variations in size, capital structure, and geography, an equal weight of 0.25 is assigned to ensure comparability without over-dependence on peer data.
Discounted Cash Flow (DCF) Method	84.27	0.25	21.07	The DCF method captures intrinsic value through projected future cash flows. As projections are subject to assumptions and estimation uncertainty, assigning an equal weight of 0.25 prevents overemphasis on forecasted results.
Net Asset Value (NAV) Method	56.79	0.25	14.20	The NAV method indicates the asset-backed value of the business, providing a conservative basis of valuation. Equal weight of 0.25 ensures asset value is duly considered while maintaining overall balance among income and market methods.
Total / Weighted Average Value per Share (₹)		1.00	182.99	
Rounded Off Fair Value per Share			183.00	



(₹)			
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2. Pricing of the allotment

The issue price of ₹183 per equity share has been determined based on the fair value arrived at through a multi-method valuation approach, including Net Asset Value, Discounted Cash Flow, Relative Valuation, and Stock Exchange Price methods. Equal weightage (0.25 each) was assigned to ensure a balanced and unbiased result. The weighted average fair value was computed at ₹182.99 per share, rounded to ₹183, which has been considered as the allotment price.

3. NAV method, Considered Stand-alone Financials.

I wish to clarify that in determining the fair value per equity share of the issuing entity, the valuation exercise has been carried out on the basis of the audited **standalone financial statements** of the Company. The rationale is that the purpose of the exercise is to value the shares of the listed parent entity itself, and the standalone accounts present the relevant entity-specific assets, liabilities, earnings and cash-flow base for that purpose, whereas consolidated financials would include subsidiaries/associates whose results may not be directly attributable to the specific allotment.

Further, the basis of this approach is aligned with the disclosure framework mandated under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") as amended. In particular:

- The ICDR Regulations were amended via the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2025 notified on March 3/4 2025 (published Gazette March 8 2025) to enhance disclosure norms including that "the disclosure pertaining to the object of utilisation of long-term working capital to be included basis audited standalone financials".



- The amendments also emphasize harmonization with the SEBI Listing Obligations & Disclosure Requirements Regulations and that offer-related financial disclosures should appropriately reference audited standalone statements when the issuer is the listed entity. Accordingly, based on the foregoing, the valuation has been anchored on the standalone financials, and I affirm that this approach is in line with SEBI's regulatory framework and accepted valuation practice.

I submit this clarification for your records and any further regulatory review.

Thanking you,



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Place: Chennai
Date: 06.11.2025

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Chennai – 600 100.

To,
The Board of Directors
Vaidya Sane Ayurved Laboratories Ltd
Fl. 5 1047, Shriram Bhawan,
Shukrawar Peth,
Pune, Maharashtra, India - 411002.

Dear Sirs

Sub: Clarifications and Justifications to Queries raised by NSE

1. Clarification on Pricing in Relative valuation and Justification for Average Price

In response to your query regarding the relative valuation Price and the justification for average of the same I have to state that For the purpose of relative valuation, three commonly accepted valuation multiples—Book Value Multiple, EPS Multiple, and EBITDA Multiple—were applied as detailed below

RELATIVE VALUATION		wts	wtd average
PRICE TO BOOK MULTIPLE	448.60	0.34	152.52
P/E Multiple	448.84	0.33	148.12
EBITDA MULTIPLE	339.82	0.33	112.14
	-		412.78
AVERAGE OF RELATIVE VALUE -PER SHARE	412.42		412.78

The indicative values obtained under these multiples were aggregated using a simple average, which is appropriate in the present context. Since all three multiples are considered equally relevant indicators of the company's value, assigning differential or equal mathematical weights does not provide any additional analytical advantage.

It is further noted that the difference between the simple average (₹412.42) and an equal-weighted average (₹412.78) is numerically insignificant, demonstrating that the valuation conclusion is not sensitive to the averaging method. Accordingly, adopting a simple average avoids unnecessary complexity and is consistent with standard valuation practice, where multiples of comparable relevance are combined without weighting unless a specific economic rationale exists.

In view of the above, the simple average has been taken as the representative relative valuation outcome.

2. Clarification on Pricing of Allotment Based on Multiple Valuation Approaches

The valuation for determining the fair price of the proposed allotment has been carried out using four recognised valuation approaches, namely:

SEBI-prescribed method,

Discounted Cash Flow (DCF) Method,

Net Asset Value (NAV) Method, and

Relative Valuation Method

Each method captures a different perspective of value — SEBI method as per regulatory guidance, DCF based on future earning potential, NAV based on the underlying asset strength, and Relative Valuation based on market/comparable parameters. All methods were independently computed, and the results were analysed to ensure consistency and reasonableness.

Since no single method fully captures the company's value by itself, a balanced arithmetic average of the four approaches has been taken. This averaging helps smoothen method-specific volatility and provides a more representative and fair composite value.

Based on this reconciliation, the overall fair value per share was determined at ₹182.99, which has been rounded off to ₹183.

The allotment price of ₹183 per share has therefore been directly derived from the consolidated outcome of the above four valuation approaches, without any further adjustments, premium, or discounts.

Accordingly, the pricing of the allotment fully reflects the valuation exercises undertaken and is in compliance with applicable valuation norms and professional standards.

3. Clarification on variations observed in PBT and PAT

In response to your query regarding the variations observed in the Profit Before Tax (PBT) and Profit After Tax (PAT) for FY 2024 to FY 2026 and their impact on the Discounted Cash Flow (DCF) valuation, I wish to submit that, as per the scope of engagement and applicable valuation standards, a Registered Valuer is not required to justify management projections, validate assumptions, or audit the financial information provided by the Company.

The Company has accordingly furnished its clarification on the observed variations,

which is reproduced below for your reference:

Company's Clarification

Lower Profitability in FY 2024

Lower PBT and PAT in FY 2024 were due to higher operational costs, lower operational efficiency, and certain one-time or non-recurring expenses which adversely affected margins.

Significant Improvement in FY 2025

The substantial rise in profitability during FY 2025 resulted from improved cost control measures, enhanced efficiency, and certain extraordinary income or non-recurring gains realized by the Company.

Continued Improvement in FY 2026

The profitability trend remained positive in FY 2026 owing to stable operations, higher capacity utilization, and a favorable product or service mix leading to improved margins.

Impact on DCF Valuation

The upward movement in profitability across FY 2024–FY 2026 represents normalization towards sustainable long-term performance. For DCF purposes, this trajectory supports the assumption of stable and consistent cash flow generation in the projection period.

This clarification has been provided entirely by the management of the Company and has been incorporated as part of the information relied upon for the valuation exercise.

I submit this clarification for your records and any further regulatory review.

Thanking you,



VASUDEVAN. S

(Registered Valuer)

IBBI/RV/05/2019/11704

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Place: Chennai

Date: 17.11.2025