

**Valuation Report
Of
Vascon Engineers Ltd**

CIN: L70100PNI986PLC175750

Prepared by:

**CA. CS. Priyanka Singh
(IBBI Registered Valuer)
Reg. No. IBBI/RV/05/2021/14362**

Report Date: 17th April, 2026




PRIYANKA SINGH
REGISTERED VALUER
IBBI/RV/05/2021/14362

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PRIYANKA SINGH
REGISTERED VALUER
IBBI/RV/05/2021/14362

Date: 17th April, 2026

To,
The Board of Directors
Vascon Engineers Ltd
Vascon Weikfield Chambers, Behind Hotel Novotel, Opposite Hotel Hyatt, Pune-Nagar Road, Pune,
Maharashtra, 411014

Dear Sir/Madam,

Subject: Valuation of Equity Shares of Vascon Engineers Ltd (VEL)

I. Purpose:

We have been engaged by VEL having Registered office at Vascon Weikfield Chambers, Behind Hotel Novotel, Opposite Hotel Hyatt, Pune-Nagar Road, Pune, Maharashtra, 411014 for the purpose of valuation of equity shares of VEL.

VEL is evaluating the fair market value of equity shares under preferential issue of shares under the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI ICDR 2018). Since, the Board of the Directors may issue of equity shares of more than 5% to some of the proposed allottees, accordingly, VEL requires Valuation of its shares for issuing shares in terms of the amended regulation 166A of SEBI ICDR 2018.

Accordingly, as per the request received from the company, we are valuing the Equity Shares of the Company considering **17th April, 2026 as relevant date.**

The information contained herein and our report is confidential. It is intended only for the sole use for VEL, and only in connection with the purpose mentioned above. It is to be noted that any reproduction, copying or otherwise quoting of this report or any part thereof, other than in connection with the purpose as aforesaid, can be done only with our prior permission in writing.

II. About the Valuer:

Mrs. Priyanka Singh is an Independent valuer and she is registered with Insolvency and Bankruptcy Board of India ("IBBI") with Registration No.: IBBI/RV/05/2021/14362 for the purpose of carrying out the said valuation of equity shares.

III. Background/Information about VEL

Vascon Engineers Ltd was incorporated in 1986. The Registered office of the company is situated at Vascon Weikfield Chambers, Behind Hotel Novotel, Opposite Hotel Hyatt, Pune-Nagar Road, Pune, Maharashtra, 411014.

The Company is presently listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

The share capital of the Company, on a fully diluted basis, as on 31st March, 2026 is as under:

Particulars

Amount in INR

Particulars	Amount in INR
Issued, subscribed and paid up Capital 231697111 Equity Share of INR 10 each fully paid-up	231,69,71,110

(Source: Shareholding Pattern as on 31st December, 2025 filed with BSE and further ESOP allotment intimation given by the company to the BSE)

IV. Shareholding Pattern of VEL

Shareholding pattern.

Particulars	% of Holding
Promoter & Promoter Group	30.38
Other than Promoter & Promoter Group	69.62
Total	100.00

(Source: Shareholding Pattern as on 31st December, 2025 filed with BSE, ESOP allotment intimation given by the company to the BSE and cross confirmation from Company)

V. Appointing Authority:

We were assigned with this project of valuation of the Equity shares of the Company vide engagement letter dated 16th April, 2026.

VI. Disclosure of Valuer's Interest/ Conflict:

The Valuer is not related to the VEL or its promoters or its Directors or their relatives. The valuer does not have any interest or conflict of interest with respect to the valuation under consideration.

VII. Sources of Information:

We were provided with the following information by VEL for the valuation purpose as aforesaid:

- Brief background of the business of the Company.
- Audited Financial Statements of last 3 years and Unaudited financial results for six months ended 30th September, 2025 and Nine months ended 31st December, 2025.
- Information available in the Public Domain;
- Latest Shareholding Pattern on 31st December, 2025;
- Market prices available on BSE and NSE Website.

VIII. Approach Considered in our Value Analysis:

General Principle for Valuation

There is no single definition of the term 'Value' that is suitable for all purposes or at all times. The value of a particular asset may vary according to different valuation methodologies that are adopted to ascertain the value for a specific purpose. Valuation of securities is an inexact science. It may sometimes involve a set of judgments and assumptions that may be subject to certain uncertainties.

Broadly there are three approaches of Valuations which are as follows:

- a) "Net Asset Approach"
- b) "Profit Earning Capacity Value"- PECV approach

- c) "Market" Approach
- d) "Comparable Company Method"

IN SUMMARY:

The application of any method of valuation depends on the purpose for which the valuation exercise is performed; relevance of each method under the circumstances of the case and other factors as determined appropriate. The brief methodology in each of the three approaches as mentioned above is as mentioned hereunder:

- **Net Asset Approach:** This method takes into account the value of the assets of the business or the net worth as represented in the financial statements of the Company. For the purposes of arriving at net asset value per share, the net worth so arrived at shall be divided by the number of equity shares issued and paid-up.
- **Profit Earning Capacity Value (PECV) Approach:** This method of valuation presumes the continuity of the business and uses the past earnings to arrive at an estimate of future maintainable profits (FMP). For the purpose of the calculating PECV of shares, commonly accepted approach is to capitalize weighted average of past earnings, at an appropriate rate of capitalization, to arrive at the fair value per share.
- **Market Approach:** The market approach is a method of determining the value of shares based on the quoted price in the respective stock exchange where the shares have been listed.
- **Comparable Company Method:** The Comparable Companies Multiple Method arrives at the value of the company by using multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. 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, such as growth potential, past track record, size, company dynamics, etc.

Selection of Valuation Methodology

The objective of the valuation process is to make a best reasonable judgment of the value of the Equity Shares of the Company. The Company's Equity shares are presently listed on BSE and NSE and are frequently traded at BSE and NSE.

Further, since the Company may issue shares more than 5% to some of the allottees, in terms of the provisions of Regulation 166A of SEBI ICDR 2018, as amended upto date, VEL requires Valuation of its Equity shares for issuing Equity shares on preferential basis.

Fair Value as calculated hereinafter as on 17 th April, 2026 being relevant date- <i>as per Annexure-I.</i>	Rs. 38.76
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Valuation & Conclusion:

In the ultimate analysis, valuation will have to involve the exercise of judicious discretion and judgment taking into account all the relevant factors.

The Fair Market Value per equity share of VEL as per above methodology is INR 38.76/- (Indian Rupees Thirty Eight and Seventy Six paise) Which is the minimum price at which the Equity shares may be issued to the Investors.


Limitations & Disclaimers:

- Our 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.
- Valuation is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single value. While we have provided an assessment of the value based on the information available, application of certain formulae and within the scope and constraints of our engagement, others may place a different value to the same.
- Our scope of work does not enable us to accept responsibility for the accuracy and completeness of the information provided to us. We have, therefore, not performed any audit, review, due diligence or examination of any of the historical or prospective information used and therefore, does not express any opinion with regards to the same.
- 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.
- Our work does not constitute an audit or certification of the historical financial statements/prospective results including the working results of the Company referred to in this report. Accordingly, we are 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 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.
- In the course of the valuation, we were provided with both written and verbal information. We 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. Our conclusions are based on the assumptions, forecasts and other information given by the Company. We assume no responsibility for any errors in the above information furnished by the Company and consequential impact on the present exercise.
- A valuation of this nature involves consideration of various factors including those impacted by prevailing market trends in general and industry trends in particular. This report is issued on the understanding that the Management has drawn our attention to all the matters, which they are aware of concerning the financial position of the Company and any other matter, which may have an impact on our opinion, on the fair value of the Equity shares of the Company including any significant changes that have taken place or are likely to take place in

the financial position of the Company. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

- 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.
- The decision to carry out the transaction (including consideration thereof) on the basis of this valuation lies entirely with VEL and our work and our finding shall not constitute a recommendation as to whether or not the VEL/ Company should carry out the transaction.
- Our report is meant for the purpose as mentioned and should not be used for any purpose other than the purpose mentioned therein. The Report should not be copied or reproduced without obtaining our prior written approval for any purpose other than the purpose for which it is prepared.
- Neither Valuer, nor its partners/directors, managers, employees make 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.

PRIYANKA SINGH
(Registered Valuer)
IBBI Regn- IBBI/RV/05/2021/14362
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IBBI/RV/05/2021/14362

Date: 17th April, 2026
Place: Delhi

Annexure-I

1. Net Asset Approach

A] NAV METHOD	Amt in INR Lakhs
EQUITY CAPITAL AS ON RELEVANT DATE	23169.71
RESERVES AND SURPLUS AS ON 31.12.2025	91009.35
NETWORTH	1,14,179.06
Number of Shares	231697111
NAV	49.27

** Rounded off upto two decimal places.

2. Profit Earning Capacity Value (PECV) Approach:


This method of valuation presumes the continuity of the business and uses the past earnings to arrive at an estimate of future maintainable profits (FMP). For the purpose of the calculating PECV of shares, commonly accepted approach is to capitalize weighted average of past earnings, at an appropriate rate of capitalization, to arrive at the fair value per share.

B] PECV METHOD	PAT	Weights	Product
2025	12,980.79	1	12,980.79
2024	6,689.16	1	6,689.16
2023	9,749.10	1	9,749.10
AVG		3	29419.05
	Capitalised Value		9806.35
	No of Share		23,16,97,111
	Value per share		28.22

* Capitalisation rate has been calculated considering the CAGR of BSE Sensex S&P 500 from 1st February, 1999 to 31st December, 2025 and rounded off @15% - Source: www.bseindia.com

3. Closing Market Price as on 17th April, 2026 (relevant date i.e. 17th April, 2026 – INR 38.81 (www.bseindia.com))

Weightaged Average	Price per Share	Weight	Product
NAV	49.27	33.33%	16.42
PECV	28.22	33.33%	9.41
Market Price	38.81	33.33%	12.94
	Fair Market Price		38.76


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