

***Valuation of equity shares Sungold Media  
And Entertainment Limited for compliance  
with Regulation 166A of Securities and  
Exchange Board of India (Issue of Capital  
and Disclosure Requirements) Regulations,  
2018 as amended by Securities and  
Exchange Board of India (Issue of Capital  
and Disclosure Requirements)  
(Amendment) Regulations, 2022***

***21<sup>st</sup> July 2022***

**NITISH CHATURVEDI**

*Registered Valuer (Securities or Financial Assets) with IBBI  
Registration No.: IBBI/RV/03/2020/12916*

Date: 21<sup>st</sup> July 2022

To,  
The Board of Directors  
Sungold Media And Entertainment Limited  
13, Radhakrushna Mandir Compound,  
Village- Rajpipla Nandod Narmada, GJ- 393145

Dear Sirs,

**Sub: Valuation of equity shares of Sungold Media And Entertainment Ltd**

Sungold Media And Entertainment Limited (“SMEL” or “the Company”) intends to issue equity shares to its proposed investors.

In this regard, Nitish Chaturvedi, Registered Valuer with IBBI Registration No. IBBI/RV/03/2020/12916 (‘Nitish’ or ‘Independent Valuer’) has been appointed to determine fair value of equity shares of SMEL for compliance with Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended up to date (‘SEBI ICDR Regulations’) (‘Valuation Purpose’).

The Report date, as confirmed to us by the Management of SMEL (‘the Management’), for the purpose of calculation of the price per share under the SEBI ICDR Regulations for issuance of equity shares is 05<sup>th</sup> July 2022. The Valuation Date as informed to us by the Management for computation of equity value per share of SMEL is 30<sup>th</sup> June 2022 (‘Valuation Date’).

This Report is structured under the following broad heads:

- Background
- Information sources
- Valuation Standards followed and Procedure adopted for Valuation
- Valuation Methodology
- Valuation Analysis and Conclusion
- Scope Limitation
- Annexures





## **BACKGROUND**

### **Sungold Media And Entertainment Limited**

Sungold Media And Entertainment Limited L22100GJ1995PLC024944 is a public limited company incorporated on 9/03/1995, 13, Radhakrushna Mandir Compound, Village-Rajpipla, Nandod, Narmada, GJ- 393145.

- The company is working in the field of Entertainment since last 23 Years close to the earth by the trickling stream. It's main aim is to produce best quality portals with innovative subjects at minimum costs.
- The shareholding pattern of SMEL as of 31<sup>st</sup> March 2022 is as under:

<b>Particulars</b>	<b>No. of shares</b>	<b>% Shareholding</b>
Promoter & Promoter Group	28,46,120	56.92%
Public	21,53,880	43.08%
<b>Total</b>	<b>50,00,000</b>	<b>100.00%</b>



## **INFORMATION SOURCES**

We have relied on the following sources of information and documents as provided to us by the Management of SMEL ('the Management') and available in public domain:

- Audited Financials as on 31<sup>st</sup> March 2022;
- Shareholding Pattern as on 31<sup>st</sup> March 2022;
- Other relevant publicly available data;
- Our regular discussions with management representatives of SMEL;
- We have also relied on published and secondary sources of data whether or not made available by the Companies.





**VALUATION STANDARDS FOLLOWED AND PROCEDURES ADOPTED FOR VALUATION**

- We have performed the valuation analysis, to the extent possible, in accordance with International Valuation Standards.
- In connection with this exercise, we have adopted the following procedures to carry out the valuation analysis:
  - Requested and received relevant data from the Management
  - Discussions with the Management on understanding of the business of the Company
  - Obtained and analysed data available in public domain, as considered relevant by us
  - Obtained and analysed market prices and other data involving equity shares of SMEL and of comparable companies, as applicable and relevant
  - Selection of valuation approach and valuation methodology/ (ies), in accordance with IVS, as considered appropriate and relevant by us
  - Determination of value per equity share of SMEL, as relevant
  - Preparation and issuance of this valuation report.





## **VALUATION APPROACHES AND METHODOLOGIES**

- For the purpose of valuation, it is necessary to select an appropriate basis of valuation amongst the various valuation techniques. It is universally recognized that valuation is not an exact science and that estimating values necessarily involves selecting a method or approach that is suitable for the purpose. The application of any particular method of valuation depends upon various factors including the size of company, nature of its business and purpose of valuation. Further, the concept of valuation is all about the price at which a transaction takes place i.e., the price at which seller is willing to sell and buyer is willing to buy. Accordingly, a fair and reasonable approach for valuing the shares of the company is to use a combination of relevant and applicable valuation methods.
- IVS 301 read with IVS 103 specifies that generally the following three approaches for valuation of business / business ownership interest are used:
  - Cost Approach
  - Market Approach
  - Income Approach

### **Cost Approach – Net Asset Value (NAV) method**

- The value under cost approach is determined based on the underlying value of the assets which could be on book value basis, replacement cost basis or on the basis of realizable value. Under NAV method, total value of the business is based either on net asset value or realizable value or replacement cost basis. NAV methodology is most applicable for the business where the value lies in the underlying assets and not the ongoing operations of the business. NAV method does not capture the future earning capacity of the business. Given the nature and specifics of the business, we have not considered the Net Asset Value method.

### **Income Approach – Discounted Cash Flows (DCF) method**

- Under the Income Approach, business is valued by converting maintainable or future amount of cash flows to a single current amount either through discounting or capitalization. DCF Method seeks to arrive at the value of the business based on its future cash flows generating capability and the risks associated with the said cash flows. FCFF or free cash flows to the firm ("FCFF") represents the cash available for distribution to both the owners and the creditors of the business. Risk-adjusted discount rate or Weighted Average Cost of Capital ("WACC") is applied to free cash flows in the explicit period and that in perpetuity. Adjustments pertaining to debt, surplus/non-operating assets including investments, cash & bank balance and contingent assets/liabilities and other liabilities, as relevant, are required to be made in order to arrive at the value for equity shareholders. The total value for the equity shareholders so arrived is then to be divided by the number of equity shares to arrive at the value per equity share of the company.

We have not considered Discounted Cash Flows (DCF) method under the income approach due to unavailability of business projections of SMEL as we understand that projections of SMEL would be price sensitive information, which was therefore not made available to us.





**Market Approach – Market Price method**

- Under the Market Price method, the market price of an equity share as quoted on a recognized Stock Exchange is normally considered as the value of the equity shares of that company, where such quotations are arising from the shares being regularly and frequently traded. Generally, market value is reflective of the investors' perception about the actual worth of the company. However, in certain situations, the value of the share as quoted on the stock market would not be regarded as a proper index of the fair value of the share especially where the market values are fluctuating in a volatile capital market. We understand that the shares are infrequently traded in BSE Limited.

In terms of Regulation 166A of the SEBI ICDR Regulations,

166A. (1) Any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price:

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub-regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable:

Provided further that if any proposed preferential issue is likely to result in a change in control of the issuer, the valuation report from the registered valuer shall also cover guidance on control premium, which shall be computed over and above the price determined in terms of the first proviso:

Provided further that the valuation report from the registered valuer shall be published on the website of the issuer and a reference of the same shall be made in the notice calling the general meeting of shareholders.

(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.

Regulation 165 of ICDR Regulations shall continue to apply in case of infrequently traded shares:

(Explanation: The pricing in case of infrequently traded shares as per regulation 165 of the ICDR Regulation is determined by the issuer taking into account valuation parameters such as book value, comparable trading multiples, and other such customary parameters for valuation, and such valuation is required to be certified by independent valuer).

Since, SMEL is a listed company and equity shares of SMEL are traded on BSE SME over a reasonable period but are infrequently traded, therefore we have considered Comparable Companies method to determine the value of equity shares of SMEL. We





have been informed by the Management that the valuation date as per the SEBI ICDR Regulations, for the purpose of calculation of the price per share of SMEL for the proposed preferential issue of shares is 30<sup>th</sup> June 2022. Since the latest financial data available is till March 31, 2022. Therefore, we have considered the same for our valuation purposes.

Month	No.of Shares
Jul-21	30,000
Aug-21	20,000
Feb-22	1,10,000
May-22	80,000
Jun-22	20,000
<b>Total Shares Traded</b>	<b>2,60,000</b>
No. of O/s Shares	50,00,000
% of shares traded in last 12 months	5.20%

**Market Approach – Comparable Companies’ Multiple (CCM) method**

- Under CCM Method, the value of shares of the subject company is determined on the basis of multiples derived from valuations of comparable companies. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances. 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.
- The subject company is in Media and Entertainment Sector. Given the Company’s business and line of operations, market approach is preferred. We have therefore considered the CCM method for the said Valuation.





## SCOPE LIMITATIONS AND DISCLAIMERS

- Valuation analysis and results are specific to the purpose of valuation mentioned in this report as per agreed terms of our engagement. It may not be valid for any other purpose or as at any other date.
- We owe responsibility to only the management of the client that has retained us and nobody else. We do not accept any liability to any third party in relation to the issue of this valuation report. Our valuation report cannot be used for any other purpose. This report has been prepared only for the sole use and information of SMEL. Without limiting the foregoing, we understand that SMEL may be required to submit this report to the regulatory authorities / stock exchanges in connection with the Proposed Transaction.
- Our analysis is based on the market conditions and the regulatory environment that currently exists. However, changes to the same in the future could impact the company and the industry it operates in, which may impact our valuation analysis.
- We are not responsible for updating this report because of any events or transactions occurring subsequent to the date of this report.
- We have considered and relied on the information provided to us by the Management including financial information, significant transactions and events occurring subsequent to the balance sheet date. We understand that the information provided to us and the representations made to us (whether verbal or written) are reliable and adequate. We have derived our conclusions and recommendation from the information so provided and we are thus reliant on the given information to be complete and accurate in every significant aspect. We are made to believe that the Management have informed us about all material transactions, events or any other relevant factors which are likely to have an impact on our valuation recommendation.
- In the ultimate analysis, valuation will have to capture the exercise of judicious discretion by the Valuer and judgment taking into account all the relevant factors. There will always be several factors which are not evident from the face of the financial statements, but which will strongly influence the worth of a share. Examples of such factors include quality and integrity of the management, capital adequacy, asset quality, earnings, liquidity, size, present and prospective competition, yield on comparable securities and market sentiment, etc. This concept is also recognized in judicial decisions.
- This Report does not look into the business / commercial reasons behind the transaction. We have no present or planned future interest in the company and the fee for this engagement is not contingent upon the values reported herein. Our valuation analysis should not be construed as an investment advice. We do not express any opinion on the suitability or otherwise of entering into any transaction with the Company
- Any discrepancies in any annexure between the total and the sums of the amounts listed are due to rounding-off.





## VALUATION ANALYSIS AND CONCLUSION

- The value per equity share of SMEL are based on the various approaches / methods explained herein earlier and various qualitative factors relevant to each company and the business dynamics and growth potential of the businesses of the Companies, having regard to information base, key underlying assumptions and limitations. We have independently applied methods discussed above, as considered appropriate, i.e. CCM for determining value per share of Sungold Media and Entertainment Limited.
- In light of the above and on consideration of all the relevant factors and circumstances as discussed and outlined hereinabove referred to earlier in this Report for the proposed transaction, in our opinion, we recommend the fair value of equity shares of SMEL at **INR 10.00 per equity share.**

Yours faithfully,

*Chaturvedi*  
**Nitish Chaturvedi**

Registered Valuer

IBBI Reg. No.: IBBI/RV/03/2020/12916

Place: Mumbai

Date: 21<sup>st</sup> July 2022



**Enclosed:**

**Annexure I: Determination of value per equity share of SMEL using Comparable Companies Method**



**Annexure I – Determination of value per equity share of SMEL using Comparable Companies method**

<b>Particulars</b>	<b>Amount (INR Cr)</b>
Net Worth as at 31.3.2022	5.61
No. of Shares	50,00,000
Book Value per Share	11.22
Peer Multiple (post discount)	0.57
<b>Fair Value per Share (INR)*</b>	<b>6.40</b>

<b>Name of Peers</b>	<b>MPS (INR)</b>	<b>BVPS</b>	<b>P/BV</b>
Eros Intl. Media Ltd	23.85	111.19	0.21
UFO Moviez	89.55	72.47	1.24
Shemaroo Ent Ltd	99.85	214.03	0.47
Balaji Telefilms Ltd	41	43.89	0.93
<b>Average</b>			<b>0.71</b>
Less: Discount @ 20%			0.14
<b>Post Discount Multiple</b>			<b>0.57</b>

*\*As per the provisions of Companies Act, 2013, a company cannot issue shares less than its face value. Since the Fair Value per share comes out to INR 6.40, which is less than face value per share of INR 10. Therefore the face value becomes its fair value.*

**<<End of Report>>**

