PROCURVE
TRUST WE PRESERVE



VALUATION REPORT OF AMBA AUTO SALES AND SERVICES LIMITED

November 2026

Strictly Private and Confidential

PROCURVE
TRUST WE PRESERVE

Private & Confidential

To,

Board of Directors/Audit Committee
AMBA AUTO SALES AND SERVICES LIMITED
Sy. No. 442/2A, 443/2B, 7, Hongasandra, Bangalore, Bangalore, Karnataka, India, 560068.

Dear Sir,

Subject: Fair Valuation of Equity Share of AMBA AUTO SALES AND SERVICES LIMITED

The said valuation assignment has been conducted for the purpose of computing the Value per Equity Share of AMBA AUTO SALES AND SERVICES LIMITED (hereinafter referred to as the "AASSL" or "Client" or "Company") for the purpose of issue of Convertible Warrants on a preferential basis, in accordance with the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, and the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, along with the applicable valuation guidelines stipulated under International Valuation Standards.

We, Procurve Valux Private Limited – Sejal Ronak Agrawal (Director) (hereinafter referred to as **"Valuer Entity" or "We" or "Us")**, have been appointed to provide professional services in relation to fair equity value of **AASSL**.

Sr No	Particulars	Date
1	Date of Valuation	02-11-2026
2	Date of Appointment	25-10-2026
3	Date of Submission of Report	02-11-2026
4	Relevant Date	03-11-2026

Name of Instrument	Value per share (INR)
Equity Share	100.00

This certificate is being issued for compliance with the aforesaid purpose only.

Regards,

Procurve Valux Private Limited AHMEDABAD

For and on behalf of
Procurve Valux Private Limited
Registered Valuer Entity - Securities & Financial Assets
Registration No. IBBI/RV-E/02/2025/218
CA Sejal Agrawal (Director)
VRN: IOVRVF/PVP/2026-2027/8546
PAN: AAPCP0249Q

TABLE OF CONTENTS

GLOSSARY OF TERMS 4

ABOUT THE VALUER 5

SECTION 1: EXECUTIVE SUMMARY 6

SECTION 2: SOURCES OF INFORMATION 8

SECTION 3: INDUSTRY & COMPANY BACKGROUND 10

SECTION 4: COMPANY ASSESSMENT 12

SECTION 5: PURPOSE, IDENTITY OF VALUER & EXTENT OF INVESTIGATION 14

SECTION 6: VALUATION METHODOLOGIES 17

SECTION 7: VALUATION OF AASSL 22

SECTION 8: CAVEATS, LIMITATIONS & DISCLAIMERS 32

DEFINITIONS, ABBREVIATIONS AND GLOSSARY OF TERMS

Abbreviation	Meaning
PVPL / We / Us / Our	Procurve Valux Private Limited
AASSL / Client / Company	AMBA AUTO SALES AND SERVICES LIMITED
Management	Management of AMBA AUTO SALES AND SERVICES LIMITED
CCM	Comparable Companies Multiple Method
COE / Ke	Cost of Equity
CTM	Comparable Transactions Multiple Method
Y-o-Y	Year on Year
D/E ratio	Debt-Equity ratio
DCF	Discounted Cash Flow Method
DFCF	Discounted Free Cash Flow
NAV	Net Asset Value
EBIT	Earnings Before Interest & Tax
EBITDA	Earnings Before Interest, Taxes Depreciation & Amortization
EV	Enterprise Value
IBBI	Insolvency and Bankruptcy Board of India
FCFE	Free Cash Flow to Equity
WACC	Weighted Average Cost of Capital

Abbreviation	Meaning
FY	Financial Year
CIN	Corporate Identification Number
IND-AS	Indian Accounting Standards
INR	India Rupees
IVS	International Valuation Standards, 2025
MOA	Memorandum of Association
AOA	Articles of Association
CAGR	Compound Annual Growth Rate
KMP	Key Managerial Personnel
VRN	Valuation Reference Number
NSE	National Stock Exchange
ESG	Environmental, Social, and Governance
DIN	Director Identification Number
PAT	Profit After Tax
RVE	Registered Valuer Entity
PAN	Permanent Account Number
PBT	Profit Before Tax
ROC	Registrar of Companies



ABOUT THE VALUER



Sejal Ronak Agrawal is the **Director of Procurve Valux Private Limited** and heads the Valuation and Transaction Advisory practice of the firm. She is a distinguished valuation professional with extensive experience in business valuations, financial reporting valuations, and regulatory advisory assignments.

She holds the rare distinction of dual credentials as a **Certified Valuation Analyst (CVA) from NACVA, USA** and a **Registered Valuer (Securities & Financial Assets) registered with IBBI**, positioning her among a select group of professionals in India qualified to handle complex domestic as well as cross-border valuation engagements.

She has led valuations for fundraising, M&A, financial reporting, ESOPs, and regulatory compliance across multiple industries. Her core expertise includes fair value assessments, IND AS advisory, forensic accounting, and strategic financial insights.

Professional Qualifications & Certifications

- FCA – Fellow Member, Institute of Chartered Accountants of India
- CS – Company Secretary
- IP (IBBI) – Insolvency Professional registered with Insolvency and Bankruptcy Board of India
- RV (SFA) (IBBI) – Registered Valuer (Securities or Financial Assets)
- Social Auditor (NISM) – Certified Social Auditor
- FAFD (ICAI) – Forensic Accounting & Fraud Detection
- DISA (ICAI) – Diploma in Information Systems Audit
- Ind AS (ICAI) – Certificate Course on Indian Accounting Standards
- Concurrent Audit (ICAI) – Certified Concurrent Auditor
- ID (MCA–IICA) – Independent Director (Ministry of Corporate Affairs – IICA Databank)
- CVA (USA, NACVA) – Certified Valuation Analyst (USA)

Professional Recognition

She is frequently invited as a subject matter expert by premier professional bodies such as **ICAI IIP, ICSI-IIP** and many other to deliver technical sessions on valuation. Her approach emphasizes practical implementation of valuation standards in complex and cross-border transactions.

Procurve Valux Private Limited * AHMEDABAD

PROCURVE
TRUST WE PRESERVE

SECTION 1: EXECUTIVE SUMMARY

EXECUTIVE SUMMARY

Terms Of Engagement:

- We have been appointed to provide professional services in relation to determining the fair equity value of AMBA AUTO SALES AND SERVICES LIMITED ("AASSL" or "the Company" or "the Client"). The valuation is undertaken for the purpose of preferential allotment of Convertible Warrants in compliance with the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, and the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, along with the valuation guidelines stipulated under International Valuation Standards.

Particulars	Company Information
Company	AMBA AUTO SALES AND SERVICES LIMITED
Corporate Identification Number (CIN)	U47594KA2005PLC035690
Relevant Industry	Automobile Industry
Net Worth as on 31.03.2026	2882.00 (Amount in INR Lakhs)
Base Valuation	Fair Value
Premise of Valuation	Going Concern
Valuation Approach	Income Approach, Cost Approach and Market Approach
Method for Valuation	Discounted Cash Flow Method, Market Price Method and Net asset method
Value Variation from Standard Assumptions	None

Independence:

- The total fees, including the fee for this assignment earned from the instructing party are less than 5.0% of our total annual revenues. We have no association with the instructing party during the past five years.

Valuation Process Quality Control (IVS 100)

- The valuation process has been conducted with appropriate quality controls to ensure transparency, objectivity, and compliance with IVS 2025.

Environmental, Social, and Governance (ESG) Considerations (IVS 104)

- No formal ESG framework is in place; however, no material ESG factors were identified that impact the valuation as of the valuation date.

The use of valuation models and their validation

- No valuation software or third-party data models were used.

Any Special Assumptions Considered

- None

Procurve Valux Private Limited AHMEDABAD

PROCURVE
TRUST WE PRESERVE

SECTION 2: SOURCES OF INFORMATION

SOURCES OF INFORMATION

Source of Information:

For the purpose of this valuation exercise, we have relied on the following sources of information as provided by the Client:

- Audited financial statements of AASSL as on 31st March 2024, 31st March 2025 and 31st March 2026;
- Projected financial statements of the Company from 01st April,2026 to 31 March, 2031;
- Shareholding pattern of company as on valuation date;
- Management Representation Letter (MRL).
- MOA, AOA, incorporation certificate and GST certificate of company.
- Management's estimate of Contingent liabilities as on the Valuation Date;
- Other relevant data and information provided to us by the Client/ Company, whether in oral or physical form or in soft copy, and discussions with the representatives of the Company; and
- Information available on the public domain / leading databases.

<This space has been intentionally left blank>

PROCURVE
TRUST WE PRESERVE

SECTION 3: INDUSTRY & COMPANY BACKGROUND

BRIEF BACKGROUND OF THE INDUSTRY AND COMPANY

Brief Background of Industry:

- The Indian automobile industry has long been a reliable barometer of economic performance, given its critical role in both macroeconomic expansion and technological advancement. Within the sector, the two-wheeler segment dominates in terms of volume, driven by a growing middle class, a predominantly young population, and rising demand from rural markets. Demand for commercial vehicles has also strengthened, supported by the expansion of logistics and passenger transportation services. Market growth is expected to be shaped by emerging trends such as vehicle electrification, particularly in three-wheelers and small passenger cars.

- India has also established itself as a prominent auto exporter with strong growth prospects in the near future. Automobile exports rose 24% in FY26 to over 6.7 million units, led by robust demand for passenger vehicles, two-wheelers, and commercial vehicles in global markets. Complementing this momentum, government initiatives such as the Automotive Mission Plan 2026, the scrappage policy, and the production-linked incentive (PLI) scheme are expected to position India as a global leader in both the two-wheeler and four-wheeler markets.

Company overview:

- Amba Auto Sales and Services Limited ("the Company") is engaged in the automobile dealership and retail business, primarily operating as an authorised dealer of Bajaj Auto Limited and LG Electronics India Limited. The Company is headquartered in Bengaluru, Karnataka, and operates in the automobile and consumer electronics sectors.
- The Company is engaged in the sale and distribution of two-wheelers and three-wheelers, including petrol, CNG and electric vehicles, along with the sale of consumer electronics and home appliances. Its automobile portfolio includes brands such as Bajaj, KTM, Chetak and Husqvarna, while its consumer electronics business comprises a range of LG products. The Company also provides after-sales services, vehicle maintenance, genuine spare parts, financing assistance, EMI facilities and RTO-related support, thereby offering an integrated customer experience.
- The Company has developed its business through an extensive dealership and service network, customer-centric operations and a diversified product portfolio. It focuses on delivering reliable products and services, maintaining customer relationships and expanding its presence across conventional and electric mobility segments, along with consumer electronics.

Procurve Valuxx Private Limited * AHMEDABAD

PROCURVE
TRUST WE PRESERVE

SECTION 4: COMPANY ASSESSMENT

COMPANY ASSESSMENT

Company Information	
CIN	U47594KA2005PLC035690
Company Name	AMBA AUTO SALES AND SERVICES LIMITED
ROC Name	ROC Bangalore
Registration Number	035690
Date of Incorporation	24/02/2005
Email Id	skanth70@gmail.com
Registered Address	Sy. No. 442/2A, 443/2B, 7, Hongasandra, Bangalore, Bangalore, Karnataka, India, 560068
Listed in Stock Exchange(s) (Y/N)	Yes
Category of Company	Company limited by shares
Subcategory of the Company	Non-government company
Class of Company	Public

Share Capital of the Company as at 31 March 2026:

Particulars	Amount in INR
Authorised	
2,00,00,000 Equity Shares of Rs. 10/- each	20,00,00,000
Total	20,00,00,000
Issued, Subscribed & Paid-Up	
1,35,00,000 Equity Shares of Rs. 10/- each	13,50,00,000
Total	13,50,00,000

Shareholding Pattern of the Company as at 31 March 2026 :(More than5%)

Equity Share Holder		
Sr. No	Name of Shareholders	No. of Shares
1	PRADEEPKUMAR LOHIA	40,50,000
2	RAKESH KUMAR LOHIA	44,96,400
3	VIKASH KUMAR LOHIA	44,96,400

The Board of Directors of the company as on Valuation Date:

Director/Signatory Details			
Sr. No	DIN/PAN	Name	Designation
1	01884529	PRADEEPKUMAR LOHIA	Director
2	01884538	RAKESH KUMAR LOHIA	Managing Director
3	01884550	VIKASH KUMAR LOHIA	Director
4	09637543	RAINA SINGH	Director
5	06904735	MUDRA SACHIN KANSAL	Director
6	08719470	NEETU JALAN	Director

Procurve Valux Private Limited * AHMEDABAD

PROCURVE
TRUST WE PRESERVE

SECTION 5: PURPOSE, IDENTITY OF VALUER & EXTENT OF INVESTIGATION

PURPOSE, IDENTITY OF VALUER & EXTENT OF INVESTIGATION

PURPOSE OF VALUATION

Based on the discussions held with the Management and Key Managerial Personnel (KMPs) of the Company, the valuation assignment has been conducted for the purpose of determining the Value per Equity Share of AMBA AUTO SALES AND SERVICES LIMITED (hereinafter referred to as the "Company") in connection with the proposed issue of Convertible Warrants through Preferential Allotment. The valuation has been carried out in compliance with the applicable provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013, read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, and the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, along with the valuation guidelines prescribed under the International Valuation Standards.

The company is looking to assess its fair value for the proposed Issue of Preferential Allotment of Convertible Warrants in accordance with Regulations 164 and 166A of the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 ("ICDR") using latest available Audited Financial Results as on 31/03/2026.

The proposed preferential issue, in aggregate, exceeds five per cent (5%) of the post-issue fully diluted share capital of the issuer, and the proposed allotment to an individual allottee also exceeds five per cent (5%) of the post-issue fully diluted share capital of the issuer. Accordingly, the pricing of the preferential allotment of shares/securities of the Company shall be determined as the higher of:

- The price determined in accordance with Regulation 164(1), 164(2) or 164(4), as applicable, of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- The price determined in the valuation report issued by an Independent Registered Valuer in accordance with Regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018; or
- The price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

For the purposes of price to be determined as per Regulation 164 of the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018, the Issue of Preferential allotment of equity shares of the company are frequently traded on the stock exchange, on NSE SME platform and thus Regulation 164(1) becomes applicable.

For the purposes of valuation under Regulation 166A, detailed valuation methodology has been explained in this report.

APPOINTING AUTHORITY

The management of the AMBA AUTO SALES AND SERVICES LIMITED appointed PROCURVE VALUX PRIVATE LIMITED (Registered Valuer Entity) for valuation of equity shares.

IDENTITY OF VALUER

For Procurve Valux Private Limited
CA Sejal Agrawal (Director)
Registered Valuer Entity - Securities & Financial Assets
Registration No. IBBI/RV-E/02/2025/218
Place: Ahmedabad

"We, Procurve Valux Private Limited, are a 'Registered Valuer Entity' under Section 247 of the Companies Act, 2013, and registered with the Insolvency and Bankruptcy Board of India (IBBI) under Rule 13(1) of the Companies (Registered Valuers and Valuation) Rules, 2017. This valuation has been conducted to the relevant provisions, rules, and standards prescribed under the Act and applicable regulatory framework."



PURPOSE, IDENTITY OF VALUER & EXTENT OF INVESTIGATION

EXTENT OF INVESTIGATION UNDERTAKEN

We have exercised due care in performing the valuation procedures, including the applicable of appropriate discount rates based on the risk profile of the business plan. However, we expressly state that, although we have reviewed the financial data for the purpose of this valuation, we have not conducted an audit and have relied on the historical and projected financial statements (P&L Account and Balance Sheet) prepared and submitted by the company's management. While we have conducted inspections and investigations within the scope of available information, a comprehensive verification of all assets and liabilities was not undertaken. The projections provided may not materialize as forecasted; however, the management has represented that due care was taken in preparing these financial forecasts, and they reflect a true and fair view of the expected business plan of the company.



PROCURVE
TRUST WE PRESERVE

SECTION 6: VALUATION METHODOLOGIES

VALUATION METHODOLOGIES

For determining the valuation base in relation to valuation of the Company, we have considered the International Valuation Standards 2025 issued by International Valuation Standards Council ("IVSC"). There are three generally accepted approaches to valuation:

A) "Cost" Approach

B) "Market" Approach

C) "Income" Approach

Within these three basic approaches, several methods may be used to estimate the value. An overview of these approaches is as follows:

A) Cost Approach

The cost approach values the underlying assets of the business to determine the business value. This valuation method carries more weight with respect to holding companies than operating companies. Also, asset value approaches are more relevant to the extent that a significant portion of the assets are of a nature that could be liquidated readily if so desired.

Net Asset Value (NAV) Method

- This method, determines the value of an enterprise by calculating the aggregate fair market value of its total assets and subtracting all recorded and contingent liabilities.
- Under this methodology, the valuation is predicated on the current market worth of the entity's underlying components as of the valuation date, rather than its historical book value or future earning potential.
- This approach is particularly robust for asset-heavy industries, investment holding companies, or entities where the value is primarily derived from the ownership of tangible and intangible assets.

Replacement Cost Method

- Replacement Cost Method considers the cost of replacing an asset with a modern equivalent asset providing similar utility.
- The replacement cost is adjusted for physical deterioration and obsolescence to arrive at the depreciated replacement cost.
- This method is appropriate where the value of the business is primarily driven by its asset base rather than its earning capacity.

Reproduction Cost Method

- Reproduction cost is appropriate in circumstances such as the following:
  - the cost of a modern equivalent asset is greater than the cost of recreating a replica of the subject asset, or
  - the utility offered by the subject asset could only be provided by a replica rather than a modern equivalent.

Summation Method

- 'Summation Method or Underlying Assets Method' is typically used for valuing investment companies or other type of assets or entities for which value is primarily a factor of the values of their holdings.
- The following key steps for valuing an entity under Summation Method –
  - value each of the component assets that are part of the subject asset using the appropriate valuation approaches and methods, and
  - add the value of the component assets together to reach the value of the subject asset.

B) Market Approach

Market Price Method

- Under this approach, the market price of an equity shares as quoted on a recognized stock exchange is normally considered as the fair value of the Equity of that company where such quotations are arising from the shares being regularly and freely traded. The market value generally reflects the investors' perception about the true worth of the company.

Procurve Valux Private Limited * AHMEDABAD

VALUATION METHODOLOGIES

Comparable Companies Multiple Method

- Under the Comparable Companies Multiple ("CCM") method, the value is determined on the basis of 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 between the circumstances.
- To the value of the business so arrived, adjustments need to be made for the value of contingent assets/liabilities, surplus Asset and dues payable to Preference Shareholders, if any, in order to arrive at the value for equity shareholders.

Comparable Transactions Multiple Method

- Under the Comparable Transactions Multiple ("CTM"), the value of a company can be estimated by analysing the prices paid by purchasers of similar companies under similar circumstances. This is a valuation method where one will be comparing recent market transactions in order to gauge current valuation of target company.

C) Income Approach

Free Cash Flow to Firm (FCFF)

- The FCFF method, often called the unlevered DCF, calculates the total cash flow available to all capital providers, including both equity shareholders and debt holders.
- It is determined by taking the Profit After Tax (PAT), adding back non-cash charges like depreciation and amortization, and then subtracting investments in working capital and capital expenditures.
- Discount rate is the Weighted Average Cost of Capital ("WACC"), based on an optimal vis-à-vis actual capital structure. It is appropriate rate of discount to calculate the present value of future cash flows as it considers equity-debt risk and also debt-equity ratio of the firm.

Free Cash Flow to Equity (FCFE)

- FCFE represents the cash flow remaining for shareholders after all financial obligations, including debt repayments and interest, have been satisfied.
- Unlike FCFF, this method explicitly accounts for the company's leverage by starting with the net income and adjusting for non-cash items, reinvestment needs, and the net borrowing (new debt issued minus debt repaid).
- Since this cash flow is specifically for equity holders, the appropriate discount rate is the Cost of Equity, derived from models like the Capital Asset Pricing Model (CAPM).

Adjusted Present Value (APV)

- The APV Method values a firm by separately determining the value of the unlevered business and the value of financing benefits, primarily the interest tax shield.
- The unlevered firm value is derived by discounting free cash flows at the unlevered cost of equity, while tax shields are discounted based on their associated risk.
- This method is superior when a company's capital structure is expected to change significantly, such as in a highly leveraged buyout where debt is paid down rapidly over time.

Dividend Discount Model (DDM)

- The Dividend Discount Model is a specialized DCF approach that views the value of a stock as the present value of all future dividends the company will pay to its shareholders.
- In this framework, the "cash flow" is the actual cash distributed to investors rather than the cash generated by the business operations.
- The most common version is the Gordon Growth Model, which assumes dividends will grow at a constant rate indefinitely. Because it relies on actual cash distributions, the DDM is best suited for large, mature companies with established dividend policies.



VALUATION METHODOLOGIES

Excess Earnings Method

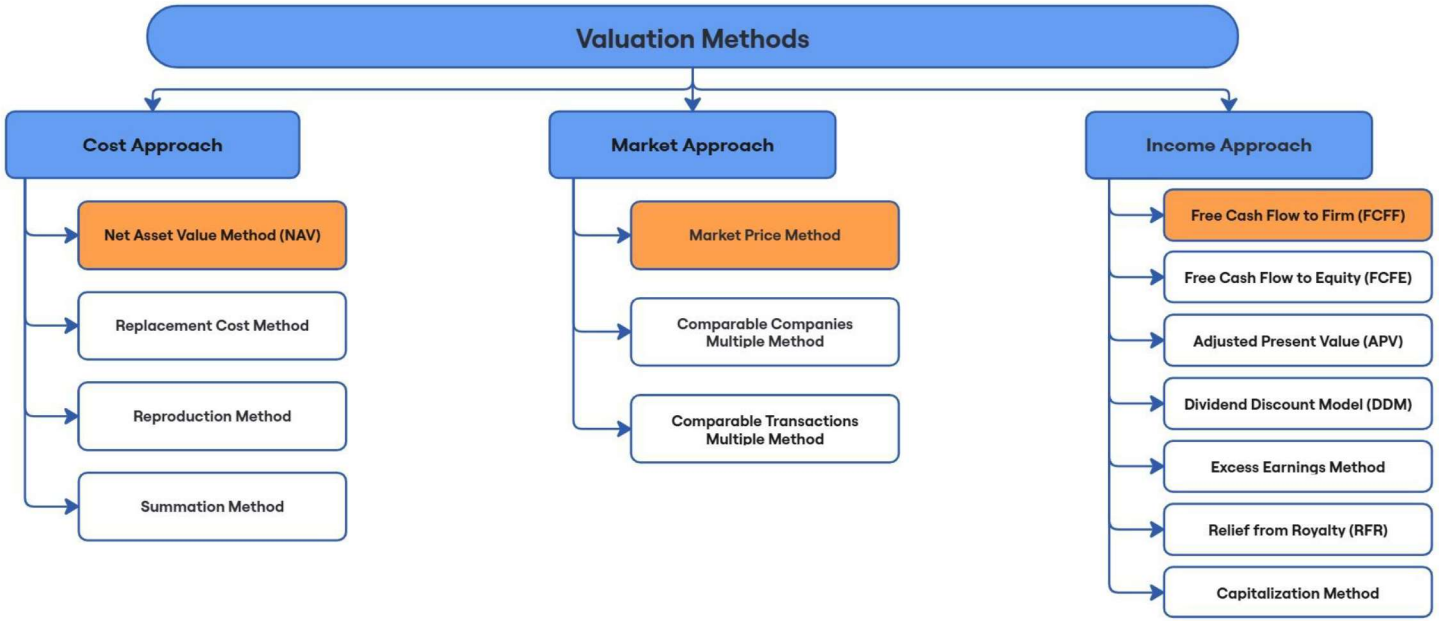
- The Excess Earnings Method is a hybrid approach that combines elements of the Income and Asset-based approaches, often used to value intangible assets.
- It begins by identifying a fair rate of return on the firm's tangible assets (like machinery and real estate). Any earnings generated by the company above this "normal" return are considered excess earnings, which are attributed to intangible assets such as brand name, patents, or customer relationships.
- These excess earnings are then projected and discounted back to their present value.

Relief from Royalty (RFR)

- The Royalty Relief Method is an income-based approach used to value intangible assets by estimating the present value of hypothetical royalty payments that would have been incurred if the asset were licensed from a third party.
- It assumes that ownership of the intangible asset relieves the entity from paying such royalties. The value is determined by applying an appropriate royalty rate to projected revenues and discounting the resultant cash flows to their present value.

Capitalization Method

- The Capitalization Method is an income-based approach used to value an asset by converting its maintainable earnings into a present value using an appropriate capitalization rate.
- It assumes that the asset will generate a stable and sustainable level of income over the foreseeable future. The value is determined by dividing the normalized earnings by the capitalization rate, reflecting the risk and expected return associated with the asset.



Procurve Valux Private Limited * AHMEDABAD

VALUATION METHODOLOGIES

Rationale for Valuation Approaches & Methodologies:

Asset Approach

Approach	The asset approach is a way of estimating value by looking at what someone owns and subtracting what they owe. It focuses on the total worth of assets—like property, equipment, or cash—after deducting liabilities. This method helps show the net value based on tangible resources rather than future income or performance.
Adopted	We have considered the Net Asset Method to calculate the fair equity value of the company by determining the fair market value of its assets and liabilities basis. This approach provides a valuation based on the company's net asset position, reflecting its financial strength and asset base.

Market Approach

Approach	The market approach estimates value by comparing an asset or business to similar ones that have been sold or are currently on the market. It assumes that fair value can be determined by looking at actual market transactions. This method relies on real-world pricing and reflects what buyers are willing to pay under current market conditions. It is most useful when good comparable data is available.
Adopted	In the instant case, we have considered the VWAP Basis [90/10 days] method of the market approach. The Volume Weighted Average Price (VWAP) method is commonly used to assess the fair market value of a company's shares based on actual trading prices over a defined period. By analyzing the VWAP over 90 and 10 days, this method ensures that short-term market fluctuations are smoothed out, providing a more accurate reflection of the company's market value. The market approach relies on real market transactions, making it a widely accepted valuation technique for publicly traded securities and ensuring a fair representation of investor sentiment

Income Approach

Approach	The income approach values an asset or business by analysing the future income it can produce and converting those earnings into a present value. It assumes that the higher the expected income, the greater the value. This method is widely used when cash flow generation is the main driver of worth, such as in profitable or growing businesses. It reflects earning potential rather than current assets.
Adopted	We have considered this methodology for calculation of fair equity value of the Company based on its cash flows. After considering its business plan, we have calculated the Enterprise value and then derived the Equity value by adjusting its debt, cash and cash equivalents and surplus assets on the date of valuation.

Procurve Valux Private Limited * AHMEDABAD

PROCURVE
TRUST WE PRESERVE

SECTION 7: VALUATION OF AASSL

VALUATION OF AASSL

We have considered appropriate weightage to all the three methods as discussed above and derived a value of equity share.

AMBA AUTO SALES AND SERVICES LIMITED			
Valuation Approach			
	Value per share (INR)	Weight	Total Value (Weight x Price)
A. Net asset method (Annexure -2)	21.35	00.00%	0.00
B. Equity Valuation as per Market Approach [90/10 Days] (Annexure -1)	99.35	50.00%	49.68
C. Income Approach-[DCF] (Annexure -3)	100.00	50.00%	50.00
TOTAL		**100%**	**99.68**
Average Price Per Share (Rounded)		**100**	

1. DCF Method (Discounted Cash Flow):

The DCF method is a fundamental approach to valuation that estimates the present value of a company's future cash flows Discounted Cash Flow Method under the Income Approach has been considered. For computing the Value of Shares using Income Method, we have adopted the Discounted Cash Flows (DCF) method. Discounted cash flow is one the most prominent methodology of valuation.

Assigning 50.00% weight to DCF is justified for the following reasons:

- DCF is a fundamental valuation method that focuses on the future cash flows of the company, providing a comprehensive and intrinsic view of its value.
- It considers the time value of money, providing a present value for future cash flows, making it a robust method for long-term investment analysis.

2. Cost Approach (Net Assets):

Assigning 0% weight to Net Assets is justified for the following reasons:

The valuation primarily focuses on the Company's future earning potential and its ability to generate sustainable cash flows. Accordingly, greater reliance has been placed on the earning-capacity methods. The NAV Method has been assigned 0% weightage, as the underlying book value of assets does not adequately reflect the Company's overall value. The valuation is therefore based on the Company's expected financial performance, business prospects and future cash-generating capacity.

3. Market Approach (90 and 10 days):

Assigning 50% weight to Market Approach is justified for the following reasons:

The Market Approach reflects the prevailing market price of the equity shares of the Company and captures current investor sentiment, industry trends and market expectations. The 10-day and 90-day VWAPs provide relevant market-based indicators of value and help mitigate the impact of short-term price fluctuations.

Accordingly, 50% weightage is assigned to the Market Approach, considering its relevance as a market-based indicator of value for a listed, growth-oriented company like AMBA AUTO SALES AND SERVICES LIMITED.

Procurve Valux Private Limited * AHMEDABAD

VALUATION OF AASSL

Pricing Summary for Preferential Allotment

Particulars	Regulatory Reference	Price per Share (Rs.)	Remarks
Minimum Issue Price (10/90 days)	Regulation **164(1)** of SEBI ICDR Regulations, 2018	99.35	Formula-based price computed as on the Relevant Date (03/11/2026)
Valuation Price by Registered Valuer	Regulation **166A** of SEBI ICDR Regulations, 2018	100	Applicable due to change of control / allotment beyond threshold; valuation mandatory
Price to be Considered for Preferential Allotment	As per SEBI requirements	100	Higher of the two prices must be taken in case of difference



Since the valuation price under Regulation 166A (Rs. 100) is higher than the minimum price under Regulation 164(1) (Rs. 99.35), the issue price for the proposed Preferential Allotment shall be Rs. 100 per share.

VALUATION OF AASSL

Annexure -1

Date	SERIES	VOLUME	VALUE
02-Nov-26	SM	96.68	1,10,000
30-Oct-26	SM	101.38	2,000
29-Oct-26	SM	100.42	45,000
28-Oct-26	SM	104.17	3,000
27-Oct-26	SM	104.22	6,000
26-Oct-26	SM	105.03	10,000
23-Oct-26	SM	108.37	13,000
22-Oct-26	No traded	No traded	No traded
21-Oct-26	SM	106.55	2,000
19-Oct-26	SM	109.5	1,000
	Total	1,92,000	1,90,75,950
	VWAP of 10 Trading 'days		99.35

Date	SERIES	VOLUME	VALUE
02-Nov-26	SM	96.68	1,10,000
30-Oct-26	SM	101.38	2,000
29-Oct-26	SM	100.42	45,000
28-Oct-26	SM	104.17	3,000
27-Oct-26	SM	104.22	6,000
26-Oct-26	SM	105.03	10,000
23-Oct-26	SM	108.37	13,000
22-Oct-26	No traded	No traded	No traded
21-Oct-26	SM	106.55	2,000
19-Oct-26	SM	109.5	1,000
16-Oct-26	SM	105.94	17,000
15-Oct-26	SM	111.36	8,000
14-Oct-26	SM	113.9	2,000
13-Oct-26	SM	115.38	5,000
12-Oct-26	SM	115.91	13,000
09-Oct-26	SM	113.19	31,000
08-Oct-26	SM	112.57	13,000
07-Oct-26	SM	112.2	13,000
06-Oct-26	SM	112.33	14,000
05-Oct-26	SM	111.73	16,000
01-Oct-26	SM	104.79	6,000
30-Sep-26	SM	101.99	28,000
29-Sep-26	SM	98.99	21,000
28-Sep-26	SM	95	2,000
25-Sep-26	SM	95.06	31,000
24-Sep-26	SM	97.43	11,000
23-Sep-26	SM	95.49	19,000
22-Sep-26	SM	90.26	81,000
21-Sep-26	SM	92.78	42,000
18-Sep-26	SM	97	3,000
17-Sep-26	No traded	No traded	No traded
16-Sep-26	SM	98.42	25,000
15-Sep-26	SM	99.62	25,000
11-Sep-26	SM	104	5,000
10-Sep-26	SM	105	18,000
09-Sep-26	SM	106.1	35,000
08-Sep-26	SM	107.69	14,000
07-Sep-26	SM	110.1	14,000
04-Sep-26	SM	111.25	1,26,000
03-Sep-26	SM	111.01	4,000
02-Sep-26	SM	110.33	1,04,000
01-Sep-26	SM	111.5	4,000
31-Aug-26	SM	111.04	11,000
28-Aug-26	SM	112.97	3,000
27-Aug-26	SM	114.84	1,26,000

Procurve Valuex Private Limited AHMEDABAD

VALUATION OF AASSL

26-Aug-26	SM	113.26	5,000
25-Aug-26	SM	112.41	13,000
24-Aug-26	SM	111.69	33,000
21-Aug-26	SM	108.32	75,000
20-Aug-26	SM	105.7	55,000
19-Aug-26	SM	107	6,000
18-Aug-26	SM	105.24	21,000
17-Aug-26	SM	105.6	23,000
14-Aug-26	SM	106	21,000
13-Aug-26	SM	106.52	8,000
12-Aug-26	SM	104.98	67,000
11-Aug-26	SM	106.11	1,09,000
10-Aug-26	SM	105.19	29,000
07-Aug-26	SM	103.34	81,000
06-Aug-26	SM	104.57	20,000
05-Aug-26	SM	111.58	80,000
04-Aug-26	SM	111.02	37,000
03-Aug-26	SM	103.59	37,000
31-Jul-26	SM	95.66	48,000
30-Jul-26	SM	83.55	66,000
29-Jul-26	SM	79.95	47,000
28-Jul-26	SM	80.3	26,000
27-Jul-26	SM	80.44	46,000
24-Jul-26	SM	81.29	48,000
23-Jul-26	SM	80.61	27,000
22-Jul-26	SM	80.12	23,000
21-Jul-26	SM	81.59	15,000
20-Jul-26	SM	81.74	38,000
17-Jul-26	SM	82.71	25,000
16-Jul-26	SM	85.53	43,000
15-Jul-26	SM	87.08	1,42,000
14-Jul-26	SM	89.65	78,000
13-Jul-26	SM	86.24	9,000
10-Jul-26	SM	85.1	5,000
09-Jul-26	SM	84.95	13,000
08-Jul-26	SM	85.55	16,000
07-Jul-26	SM	86.01	84,000
06-Jul-26	SM	84.95	29,000
03-Jul-26	SM	81.77	31,000
02-Jul-26	SM	79.51	35,000
01-Jul-26	SM	81.59	43,000
30-Jun-26	SM	83.2	12,000
29-Jun-26	SM	86.42	1,00,000
25-Jun-26	SM	84.13	46,000
24-Jun-26	SM	84.24	19,000
	Total	**29,16,000**	**28,47,86,000**
		VWAP of 90 Trading 'days	**97.66**

VWAP Basis (90/ 10 Days)

Particulars	Price (₹)
VWAP for the 10 trading days preceding the Relevant Date	99.35
VWAP for the 90 trading days preceding the Relevant Date	97.66
Minimum Price (Higher of A or B)	99.35

Procurve Valuex Private Limited* AHMEDABAD

VALUATION OF AASSL

Annexure -2

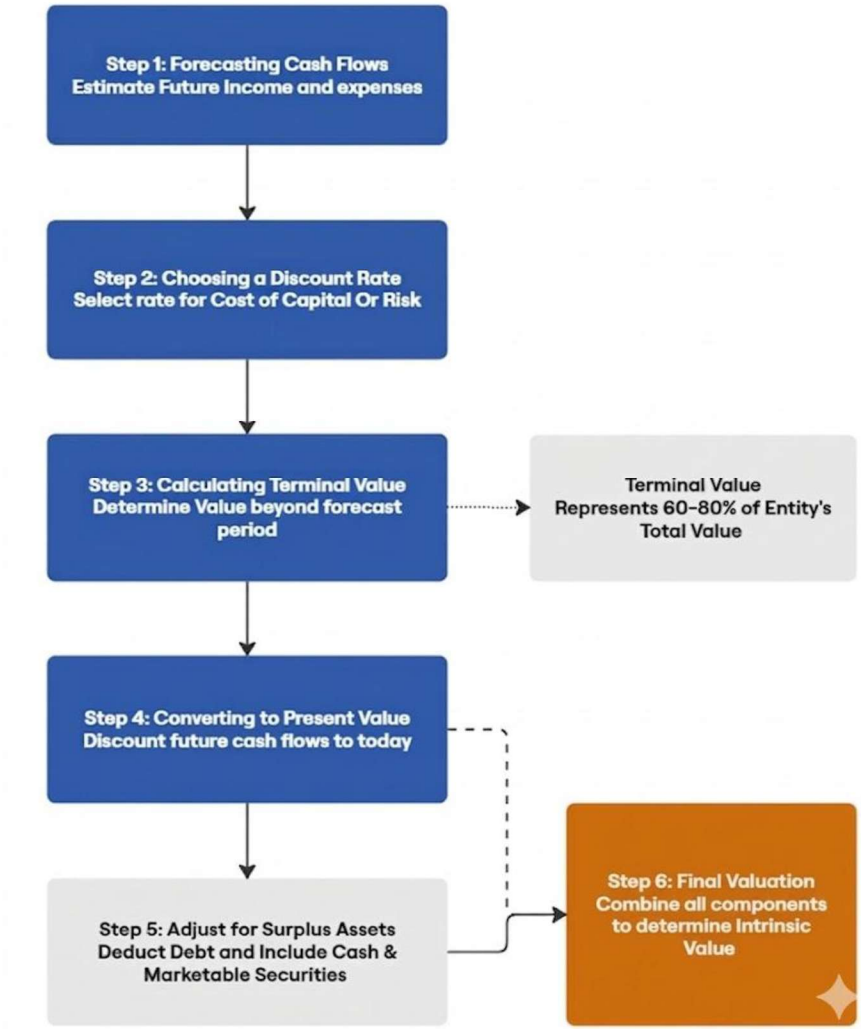
	AMBA AUTO SALES AND SERVICES LIMITED	
Computation of Book value		
Valuation Date: 31/03/2026		
No.	**Particulars**	**INR in Lakhs**
	Non-Current Assets:	
1	Property, Plant & Equipment	814.86
2	Long-term loans and advances	275.08
3	Deferred Tax Assets	56.25
4	Non-current Investments	258.28
	Total Non-Current Assets	**1404.47**
	Current Assets:	
1	Inventories	5,739.14
2	Trade Receivables	2,056.10
3	Cash & Cash Equivalents	346.76
4	Short-term loans and advances	746.49
5	Other Current Assets	207.37
	Total Current Assets	**9095.86**
	Book Value of all the assets as reduced by specified items	**10500.33**
	Total	**10500.33**
B	**Book Value of liabilities shown in the balance sheet, but not including the following amounts, namely;**	**10,500.33**
1	The paid-up capital in respect of shares	1,350.00
2	Reserve and surplus	1,532.00
	Book value of all liabilities as reduced by specified items	**7618.33**
	A-B	**2882.00**
	The paid-up value of such equity shares (INR)	10
	Number of Shares outstanding as on date of valuation	1,35,00,000
	The Fair Market Value of Equity Shares	**21.35**
	The Fair Market Value of Equity Shares (Rounded)	**22.00**

Procurve Valux Private Limited * AHMEDABAD

VALUATION OF AASSL

DCF Assumptions:

- The valuation is based on financial projections provided by the Management for a defined future period, prepared on a going concern basis. The valuation has been carried out as of the specified valuation date.
- The Discounted Cash Flow (DCF) method under the Income Approach has been applied, using the Free Cash Flow to Firm (FCFF) methodology to determine the value of the business.
- Under this approach, projected free cash flows available to the firm have been discounted to their present value using an appropriate Weighted Average Cost of Capital (WACC), reflecting the overall risk profile of the business.
- The valuation incorporates the mid-year discounting convention, which assumes that cash flows are generated evenly throughout the year.
- The Enterprise Value has been derived based on the present value of cash flows during the explicit forecast period along with the terminal value representing the business beyond the projection horizon.
- The Enterprise Value has been adjusted for non-operating items, including cash and cash equivalents and outstanding debt, to arrive at the Equity Value.
- The resulting Equity Value has been used to determine the fair value per equity share of the Company.
- The projections and assumptions used in the valuation are based on information provided by the Management. Actual results may differ from these projections due to uncertainties and unforeseen events, and such differences may be material. No assurance is provided regarding the achievability of the projected financial results.



Procurve Valux Private Limited
AHMEDABAD

VALUATION OF AASSL

Annexure -3

PARTICULARS	FY 27	FY 28	FY 29	FY 30	FY 31	Terminal
				Perpetuity Growth Rate		2%
Cash Accrual Timing Factor	1.00	1.50	2.50	3.50	4.50	
Months	12	12	12	12	12	
PBT (Excluding Other Income)	**2,283.79**	**2,621.31**	**3,234.42**	**3,637.39**	**4,191.52**	
Tax	574.83	659.78	814.10	915.53	1,055.01	
EBIT(1-Tax)	**1,708.96**	**1,961.52**	**2,420.32**	**2,721.86**	**3,136.52**	
Add Finance Cost	444.56	408.11	376.11	348.18	324.02	
Book Depreciation	162.97	130.38	104.30	83.44	66.75	
(Inc)/Dec in Working Capital	(805.40)	(974.01)	(976.35)	(1,136.18)	(1,348.95)	
Operating Cash Flows	**1,511.10**	**1,526.00**	**1,924.37**	**2,017.30**	**2,178.34**	
Free Cash Flows	**1,511.10**	**1,526.00**	**1,924.37**	**2,017.30**	**2,178.34**	**21027.88**
Discounting Factor	0.89	0.84	0.74	0.66	0.59	0.59
Present Value of Free Cash Flows	**1,342.40**	**1,277.73**	**1,431.42**	**1,333.03**	**1,278.75**	**12,343.96**



All Figures are in INR Lakhs (except No of Shares)

Figures in Brackets depict Negative Value

VALUATION OF AASSL

Summary	Amount (In INR Lakhs)
Present Value of Total Discrete Period Cash Flows	6,663.33
Present Value of Terminal Cash Flows	12,343.96
Enterprise value (EV)	**19,007.29**
Less: Debt	6,170.04
Add: Non-current investment	258.28
Add: Cash & Cash Equivalent	346.76
Equity Value (In INR Lakhs)	**13,442.29**
Total No. of Shares Outstanding as on valuation date	1,35,00,000
Value per share (INR)	**99.57**
Value per share (INR) (Rounded)	**100.00**



VALUATION OF AASSL

Particulars	%	Explanation
Risk free rate (Rf)	6.96%	Considered of long-term Indian government bond rate as at valuation date derived from investing.com
Market Rate of Return (Rm)	15.01%	Market Return has been considered based on the long-term average returns earned by an equity investor investing in India corroborated by long term average returns of the Nifty 50.
Equity Risk Premium	8.05%	Market Premium = Market Return – Risk Free Rate
Industry Beta... (β)	0.91	We have conservatively considered the Unlevered Beta of 0.91 for Automobile Industry from http://www.Damodaran.com website. We adjusted the Average levered beta from unlevered beta to account for the company's capital structure. Subsequently, we relevered the beta to reflect the company's capital structure, providing a comprehensive assessment of its risk profile within the context of valuation.
Cost of Equity (Ke)	14.25%	$Ke = Rf + \beta \times (Rm - Rf)$
Company Specific Risk Premium (unsystematic risk) (CSRP)	5.00%	We have given additional risk premium looking into company profile, financial structure and ROI investor will look into while investing in this type of company. This is also dependent upon the level of aggressiveness of the future cash flows and present scenario of the country and company environment in which it is operating.
Revised Cost of Equity (Ke)	19.30%	(Nearest Round of) As per Modified CAPM model i.e. [Ke = Rf+ β(Rm-Rf) + CSRP]
WACC	12.57%	WACC = (Ke * % Equity in Capital Structure) + (Cost of Debt * % Debt in Capital Structure * (1-Tax Rate))
Growth Rate	2%	As the perpetuity growth rate assumes that the Company will continue its historic business and generate Free Cash Flows at a steady state forever. Since terminal value constitutes a major proportion of the entire value of the business, we while deciding the terminal growth rate have given emphasis to economic factors & financial factors like Inflation of the Country, GDP growth of the Country, Projected Financials, Historical Financial Position, Organic & Inorganic growth strategies of the Company, investment opportunity etc.

	31/Mar/2026	Weight	Cost Of Resources	Tax Rate	WACC
Equity	**2,882.00**	34.75%	19.30%		6.71%
Debt	**5,410.65**	65.25%	12.00%	25.17%	5.86%
	8,292.65	**100.00%**			**12.57%**

Procurve Valuex Private Limited * AHMEDABAD

PROCURVE
TRUST WE PRESERVE

SECTION 8: CAVEATS, LIMITATIONS & DISCLAIMERS

CAVEATS, LIMITATIONS & DISCLAIMERS

Restricted Audience

- This document has been prepared for the purposes stated herein and should not be relied upon for any other purpose. Our client is the only authorized user of this report and is restricted for the purpose indicated in the engagement letter. This restriction does not preclude the client from providing a copy of the report to third-party advisors whose review would be consistent with the intended use. we do not take any responsibility for the unauthorized use of this report.

- It should not be copied, disclosed, circulated, quoted or referred to, either in whole or in part, in correspondence or in discussion with any other person except to whom it is issued without our written consent. In the event the Client or the Management extend the use of the report beyond the purpose mentioned earlier in the report, with or without our consent, we will not accept any responsibility to any other party.

Limitation Clause

- The scope of the assignment did not include performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any financial or analytical information that was used during the course of the work. Accordingly, we express no audit opinion or any other form of assurance on this information.

- During the course of our work, we have relied upon assumptions and projections related to the Company made by its management. These assumptions require exercise of judgment and are subject to uncertainties. Also, we have relied on the sources of information referred in relevant sections of the Report.

- We do not provide assurance on the achievability of the results forecast by the management as events and circumstances do not occur as expected; differences between actual and expected results may be material. We express no opinion as to how closely the actual results will correspond to those projected as the achievement of the forecast results is dependent on actions, plans and assumptions of management.

- The valuation of companies/business and assets is not a precise science and is based on the available facts and circumstances and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment. Although every scientific method has been employed in systematically arriving at the value, there is, therefore, no indisputable single value. Whilst, we consider the valuation to be both reasonable and defensible based on the information available, others may place a different value.

- The actual market price achieved may be higher or lower than our estimate of value depending upon the circumstances of the transaction, the nature of the business. The knowledge, negotiating ability and motivation of the buyers and sellers and the applicability of a discount or premium for control will also affect actual market price achieved. Accordingly, our valuation conclusion will not necessarily be the price at which any agreement proceeds. The final transaction price is something on which the parties themselves have to agree. We also emphasize that our opinion is not the only factor that should be considered by the parties in agreeing the transaction price.

- Further, this Valuation Report is based on the extant regulatory environment and the financial, economic, monetary and business/market conditions, and the information made available to us or used by us up to, the date hereof, which are dynamic in nature and may change in future, thereby impacting the valuation of the Company. Subsequent developments in the aforementioned conditions may affect this Report and the assumptions made in preparing this report and we shall not be obliged to update, review or reaffirm this report if the information provided to us changes. The information presented in this Valuation Report does not reflect the outcome of any due diligence procedures, which may change the information contained herein and, therefore, the Valuation Report materially.

- The client and its management warranted to us that the information they supplied was complete, accurate and true and correct to the best of their knowledge. We have relied upon the representations of the clients, their management and other third parties concerning the financial data, operational data and maintenance schedule of all plant-machinery-equipment-tools-vehicles, real estate investments and any other investments in tangible assets except as specifically stated to the contrary in the report. We shall not be liable for any loss, damages, cost or expenses arising from fraudulent acts, misrepresentations, or willful default on part of the companies, their directors, employee or agents. We owe responsibility only to the client that has appointed us under the terms of the engagement letters.

- The report assumes that the company complies fully with relevant laws and regulations applicable in its area of operations and usage unless otherwise stated, and that the companies will be managed in a competent and responsible manner. Further, as specifically stated to the contrary, this report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigations and other contingent liabilities that are not reflected in the balance sheet provided to us.

Procurve Tax Private Limited * AHMEDABAD

SECTION 8

CAVEATS, LIMITATIONS & DISCLAIMERS

- The valuation analysis in this Report should not be construed as investment advice; and we do not express any opinion on the suitability or otherwise of entering into any financial or other transactions with the Company.

- The user to which this valuation is addressed should read the basis upon which the valuation has been done and be aware of the potential for later variations in value due to factors that are unforeseen at the valuation date. Due to possible changes in market forces and circumstances, this valuation report can only be regarded as relevant as at the valuation date.

- We have relied on data from external sources also to conclude the valuation. These sources are believed to be reliable and therefore, we assume no liability for the truth or accuracy of any data, opinions or estimates furnished by others that have been used in this analysis. Where we have relied on data, opinions or estimates from external sources, reasonable care has been taken to ensure that such data has been correctly extracted from those sources or reproduced in its proper form and context.

- The valuation report is tempered by the exercise of judicious discretion by the RV-E, taking into account the relevant factors. There will always be several factors, e.g. management capability, present and prospective competition, yield on comparable securities, market sentiment, etc. which may not be apparent from the Balance Sheet but could strongly influence the value.

- We are fully aware that based on the opinion of value expressed in this report, we may be required to give testimony or attend court / judicial proceedings with regard to the subject assets, although it is out of scope of the assignment, unless specific arrangements to do so have been made in advance, or as otherwise required by law.

  In such event, the party seeking our evidence in the proceedings shall bear the cost/professional fee of attending court / judicial proceedings and our tendering evidence before such authority shall be under the applicable laws.

- We hereby confirm that we have no known present or contemplated interest in the subject company or asset being valued. There is no conflict of interest that would affect our ability to provide an independent and unbiased valuation. In the event any potential conflict arises during or after the course of this engagement, the same shall be disclosed promptly to the client. Our personnel have acted independently and impartially, and the fee for this engagement is not contingent upon the outcome of the valuation or any subsequent event.

- A draft of this Report was shared with the Client, prior to finalization of Report, as part of our standard practice to make sure that factual inaccuracy/omission are avoided in the Report.



Thank you

Contact

valux@procurve.in

+91 96876 72506

Our address

E 716, Ganesh Glory 11, Jagatpur,
Off S G Highway, Ahmedabad

Our website

www.procurvevalux.com