BASIS FOR OFFER PRICE

The Price Band and the Offer Price will be determined by our Company in consultation with the BRLM, on the basis of the Book Building Process and the quantitative and qualitative factors as described below. The face value of the Equity Shares is INR 10/- each and the Offer floor Price is 61.00 which is 6.10 times of the face value of Equity Shares and the Offer Cap Price is 64.00 which is 6.40 times of the face value of Equity Shares. Investors should refer to "Risk Factors", "Our Business", "Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 29, 108, 176 and 186 respectively, to have an informed view before making an investment decision.

Qualitative Factors
Some of the qualitative factors which form the basis for the Offer Price are:

- Experienced management team with proven project management and implementation skills
- Strong presence in agro commodities trading segment
- Long term relationship with clients and repeat business

For more details on quantitative factors, please refer to chapter "Our Business- Competitive Strengths" on page 108

Quantitative Factors
Some of the information presented in this section is derived from our Restated Financial Information. For details, see "Financial Information" on page 176.

Investors should evaluate our Company and form their decisions taking into consideration its earnings, and based on its growth strategy. Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

1. Basic and Diluted Earnings per Share

Financial period	Basic EPS (in INR)	Diluted EPS (in INR)	Basic EPS (in INR) (Post Bonus)	Diluted EPS (in INR) (Post Bonus)	Weight
As at 31st March 2024	11.17	11.17	3.72	3.72	3
As at 31st March 2023	7.63	7.63	2.54	2.54	2
As at 31st March 2022	7.95	7.95	2.65	2.65	1
Weighted Average	**9.45**		**3.15**		

Notes:
1. The Company has allotted Bonus Shares in the Ratio of 1:2, i.e. Post Restated Period
2. Earnings per Share are in accordance with Accounting Standard –0 - Earnings per Share, notified under the Companies (Accounting Standards) Rules, 2006, as amended
3. Basic EPS = Net profit after tax, as restated attributable to equity holders of the Company divided by Weighted average number of equity shares outstanding during the year/period
4. Diluted EPS = Net profit after tax, as restated attributable to equity holders of the Company divided by Weighted average number of dilutive equity shares outstanding during the year/period
5. Weighted average is aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. {(EPS x Weight) for each year} / {Total of weights}
6. The figures disclosed above are based on the Restated Financial Statements

2. Price Earnings Ratio (P/E) in relation to Price Band of INR 61.00 to INR 64.00 per share of INR 10 each

Particulars	P/E (at the higher end of the Price Band no. of times)
Based on basic and diluted EPS of Rs.3.72 for period ended 31st March 2024	17.20
Based on Weighted Average EPS of Rs. 3.15	20.32

*To be updated after finalization of the Offer Price.

Industry Peer Group P/E ratio
There are no like to like comparable listed companies in India that are engaged in all aspects of the business that we operate. Accordingly, it is not possible to provide an industry comparison in relation to our Company.

3. **Return on Net Worth ("RoNW"):**

Financial period	RoNW (%)	Weight
As at 31st March 2024	10.74	3
As at 31st March 2023	8.13	2
As at 31st March 2022	9.20	1
Weighted Average	**9.61**	

Notes:

1. Weighted average = Aggregate of year-wise weighted Return on Net Worth divided by the aggregate of weights i.e. (Return on Net Worth x Weight) for each year/Total of weights
2. Return on Net Worth (%) = Restated profit for the year divided by Net worth at the end of the year
3. Net worth = Equity Share capital plus Reserves and Surplus

4. **Net Asset Value per Equity Share**

Net Asset Value per Equity Share	NAV Per Equity Shares (In INR) (Pre- Bonus)	NAV Per Equity Shares (In INR) (Post- Bonus)
As at 31st March 2024	101.83	33.94
As at 31st March 2023	92.86	30.95
As at 31st March 2022	86.28	28.76
After the Completion of the Offer:		
-At Upper Price Band	41.06	
-At Lower Price Band	40.35	

Notes: Net Asset Value per Equity Share = Net worth derived from Restated Financial Statements as at the end of the year divided by number of equity shares outstanding as at the end of the /year as per Restated Financial Statements.

5. **Comparison with Listed Industry Peers**

There are no like to like comparable listed companies in India that are engaged in all aspects of the business that we operate. Accordingly, it is not possible to provide an industry comparison in relation to our Company.

6. **Financial Key Performance Indicators ("KPIs")**

The KPIs disclosed below have been used historically by our Company to understand and analyse the business performance, which in result, help us in analyzing the growth of various verticals in comparison to our listed peers. The table below sets forth the details of our KPIs that our Company considers have a bearing for arriving at the basis for Offer Price.

(INR in Lakhs)

Key Performance Indicators#	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations(1)	54,837.39	45,097.07	37,730.39
Total Revenue (2)	54,915.10	45,131.61	37,828.19
Gross Profit(1)	5,236.32	4,689.46	4,466.58
Gross Margin(2)	9.55%	10.40%	11.84%
EBITDA(3)	1,297.17	1,198.24	956.99
EBITDA Margin(5)	2.37%	2.66%	2.54%
Profit After Tax for the Year ("**PAT**")	538.38	371.49	390.52
PAT Margin(6)	0.98%	0.82%	1.04%
ROE(7)*	10.74	8.13	9.20
ROCE(4)(8) *	15.28%	14.58%	12.42%
Net Debt/ EBITDA(9)	1.60	(0.10)	2.82

#As certified by the Statutory Auditor vide their certificate dated *September, 03 2024*

KPIs disclosed above has been approved by the Audit Committee of the Company in their meeting held on dated *September, 03 2024*

Notes:

1. Revenue from Operations means the income generated by an entity from its daily core business operations
2. Gross profit represents revenue from operations less cost of goods sold. Cost of goods sold comprises of cost of materials consumed, Purchases of Stock-In-Trade and Changes in Inventories of Finished Goods, Work-In-Progress and Stock-In-Trade
3. Gross profit margin is calculated as gross profit as a percentage of revenue from operations

4. EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit before tax/ (loss) for the year / period and adding back finance costs, depreciation, and amortization expense
5. EBITDA margin is calculated as EBITDA as a percentage of revenue from operations.
6. Net Profit after tax represents the restated profits of our Company after deducting all expenses
7. Net Profit margin is calculated as restated net profit after tax for the year/period divided by revenue from operations
8. Return on capital employed calculated as Earnings before interest and taxes divided by average capital employed (average capital employed calculated as average of the aggregate value of total equity, total debt and deferred tax liabilities of the current and previous financial year/period.

Comparison of our key performance indicators with listed industry peers for the Financial Years/ periods included in the Restated Financial Information:

There are no like to like comparable listed companies in India that are engaged in all aspects of the business that we operate. Accordingly, it is not possible to provide an industry comparison in relation to our Company.

WEIGHTED AVERAGE COST OF ACQUISITION:

a) **The price per share of our Company based on the primary/ new issue of shares (equity / convertible securities).**
There have been no issuance of Equity Shares, excluding shares issued as bonus shares, during the 18 months preceding the date of this Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of 30 days.

b) **The price per share of our Company based on the secondary sale / acquisition of shares (equity / convertible securities).**
There have been no secondary sale / acquisitions of Equity Shares or convertible securities, where the promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

c) **Since there are no such transactions to report under a and b, the following are the details of price per share of our Company basis the last five primary or secondary transactions (secondary transactions where Promoters, members of the Promoter Group, the Promoter Selling Shareholder, or Shareholder(s) having the special rights are a party to the transaction), not older than three years prior to the date of this Prospectus irrespective of the size of transactions**:
Not Applicable

d) Weighted average cost of acquisition, floor price and cap price:

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)	Floor Price 61.00	Cap Price 64.00
I. Weighted average cost of acquisition for last 18 months for primary/new issue of shares (equity/convertible securities), excluding shares issued under an employee stock option plan/employee stock option scheme and issuance of bonus shares, during the 18 months preceding the date of filing of this Prospectus, where such issuance is equal to or more than 5% of the fully diluted paidup share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested),in a single transaction or multiple transactions combined together over a span of rolling 30 days	N.A	N.A	N.A
II. Weighted average cost of acquisition for last 18 months for secondary sale/acquisition of shares equity/convertible securities, where promoter/ promoter group entities or selling shareholders or shareholder(s) having the right to nominate director(s) or selling	N.A	N.A	N.A

shareholder in the Board are a party to the transaction, during the 18 months preceding the date of filing of this Prospectus, where either acquisition or sale is equal to or more than five percent of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested),in a single transaction or multiple transactions combined together over a span of rolling 30 days			
II. Since there are no such transactions to report to under (I) and (II) above, the information has been disclosed for price per share of our Company based on the last five primary or secondary transactions where our Promoters/members of our Promoter Group or Shareholder(s) having the right to nominate director(s) on the Board of our Company, are a party to the transaction, during the three years prior to the date of filing of this Prospectus irrespective of the size of the transaction, is as below:			
Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)	Floor Price 61.00	Cap Price 64.00
a) WACA of Equity Shares based on primary issuances undertaken during the three immediately preceding years	NA#	NA	NA
b) WACA of Equity Shares based on secondary transactions undertaken during the three immediately preceding years	NA	NA	NA

^As certified by, Statutory Auditors pursuant to their certificate dated *September, 03 2024*
#WACA has been mentioned as NA since there have been no transactions excluding bonus issuance

The Offer price is 6.40 times of the face value of the Equity Shares. The Offer Price of ₹ 64 has been determined by our Company, in consultation with the Book Running Lead Manager and is justified in view of the above qualitative and quantitative parameters.

Investors should read the above-mentioned information along with "Risk Factors", "Our Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Financial Information" on pages 29, 108, 186 and 176 respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "Risk Factors" on page 29 and you may lose all or part of your investment.