Valuation Report

Of

SEPC LTD

CIN: L74210TN2000PLC045167

Prepared by:

CA Ambika Singh

(IBBI REGISTERED VALUER)

Registration No: IBBI/RV/06/2019/12358

Report Date: July 06, 2026

Contact Details

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Date: July 06, 2026
To,
The Board of Directors
SEPC Limited
Old No. 56/L, New No. 10/1, 4th Floor
Bascon Futura SV IT Park
Venkatanarayan Road
Parthasarathy Puram, T. Nagar
Chennai, Tamil Nadu, 600017

Dear Sir/Madam,

Subject: Valuation of Equity Shares of SEPC Ltd

I. Purpose:

We have been engaged by management having Registered office at Chennai, Tamil Nadu, 600017 for the purpose of valuation of Equity Shares of SEPC Limited ("SEPC" or "Company").

I, Ambika Singh, Registered Valuer, (Registration No. IBBI/RV/06/2019/12358), hereby 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 Equity shares are frequently traded and the Board of the Directors proposed to issue equity shares more than 5% to some of the proposed allottees, SEPC 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.

The information contained herein and our report is confidential. It is intended only for the sole use for SEPC, 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:

Ambika Singh is an independent Registered Valuer and she is registered with Insolvency and Bankruptcy Board of India ("IBBI") with Registration No.: IBBI/RV/06/2019/12358 for the purpose of carrying out the said valuation of equity shares.

III. Background/Information about SEPC Limited

Founded in 2000, SEPC Limited is a high-end engineering services company that provides EPC and turnkey solutions across various sectors, including process engineering and metallurgy, power, water infrastructure, and mining and mineral processing. The Corporate Identification Number of the Company is L74210TN2000PLC045167.

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

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

Particulars	Number of Shares
Total no. shares held	1,94,55,13,391

(Source: Shareholding Pattern as on 31st March, 2026 filed with BSE)

IV. Shareholding Pattern of SEPC Ltd

Shareholding pattern as on 31st March, 2026.

Particulars	No of Equity Shares	% of Holding
Promoter & Promoter Group	36,31,70,551	18.67
Other than Promoter & Promoter Group	1,58,23,42,840	81.33
Total	**1,94,55,13,391**	**100.00**

(Source: Shareholding Pattern as on 31st March, 2026 filed with BSE)

V. Appointing Authority:

We were assigned with this project of valuation of the Equity shares of the Company by the Audit Committee of Board (ACB) of the Board of Directors of the Company.

VI. Disclosure of Valuer's Interest/ Conflict:

The Valuer is not related to the SEPC or its promoters or its Director 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 management for the valuation purpose as aforesaid:

- ☐ Brief background of the business of the Company;
- ☐ Audited Financial Statements of last 3 years;
- ☐ Information available in the Public Domain;
- ☐ Latest Shareholding Pattern on 31st March, 2026;
- ☐ Memorandum and Articles of Association of the Company; and
- ☐ Market prices available on BSE and NSE Websites.

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.

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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

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.

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 as the traded volume during the 240 trading days preceding the relevant date is 33,53,96,107, which is more than the 10% of weighted average number of equity shares of the Company.

Further, since the Company proposed to 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, SEPC requires Valuation of its Equity shares for issuing Equity shares on preferential basis. Accordingly, the minimum price shall be higher of the floor price determined under regulation 166A or the price determined by the Valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer.

Therefore, for the evaluation of fair valuation, we, being an independent Valuer, have considered best reasonable judgment to value the equity shares by considering the Market Approach (Market Price Method and Comparable Companies Multiple Method) and Net Asset Value Method.

Based on the financial projections provided by the management, the valuation derived under the Discounted Cash Flow (DCF) Method resulted in a negative value. Accordingly, the DCF Method under the Income Approach has not been considered for the purpose of determining the fair value.

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Further, the Equity Shares of the Company is frequently traded at the BSE and NSE and Price in terms of regulation 166A of SEBI ICDR 2018 has been determined considering 6th July, 2026 as relevant date in terms of SEBI ICDR 2018 as follows:

We, being an Independent Valuer, have calculated Rs. 9.87 per equity shares as the fair value price of each Equity Share in accordance with Regulation 166A of the SEBI (ICDR) Regulations as per **Annexure I.**

Method of determination of price as per the Articles of Association of the Company – Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/minimum price of the shares issued on preferential basis.

Following is the summary of the Valuation:

Fair Value per Share- ***as per Annexure-I.***	Rs. 9.87
Price Calculated as per Articles of Association of the Company	N.A.
Whichever is higher as above	**Rs. 9.87**
Minimum price per Equity Share as per regulation 166A of SEBI ICDR 2018	**Rs. 9.87**

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 SEPC as per above methodology is INR 9.87/- (Indian Rupees Nine and Eight Seven Paisa).

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.

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- 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 SEPC and our work and our finding shall not constitute a recommendation as to whether or not the SEPC/ 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.

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CA Ambika Singh
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IBBI Reg. No. IBBI/RV/06/2019/12358
UDIN No: 26060869OLFOJJ7156
Date: July 06, 2026
Place: Kolkata

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Annexure-I

Calculation of Fair Value

1. Market Approach: SEBI ICDR

90 Days VWAP	**Amount**
Total Turnover (INR)	1,36,05,87,830
Total Volume Traded	20,18,57,270
90 Days VWAP	**6.74**
10 Days VWAP	
Total Turnover (INR)	12,92,95,176
Total Volume Traded	1,88,01,066
10 Days VWAP	**6.88**
Whichever is Higher	**6.88**

2. Market Approach: CCM (P/E Multiple)

Valuation Multiple	**P/E**
P/E Multiple[1]	18.0x
Target: PAT (INR Crore)	53.5
Equity Value (INR Crore)	**960**
No. of Shares Outstanding[2]	1,94,55,13,391
Equity Value per share (INR)	**4.94**

3. Cost Approach (Net Asset Value Method)

Particulars	**Amount**
Total Assets (INR Cr)	3,092.7
Total Liabilities (INR Cr)	1,171.9
Net Asset Value (INR Cr)	**1,920.8**
No. of Shares Outstanding[3]	1,94,55,13,391
Equity Value per share (INR)	**9.87**

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[1] Median P/E multiple of similar companies in this sector.
[2] Total No. of shares on fully diluted basis (including warrants, ESOP, Convertible Securities etc.)
[3] Total No. of shares on fully diluted basis (including warrants, ESOP, Convertible Securities etc.)

Fair Value as on relevant date as follow:

Approach	Method	Weight of Approach	Equity Value/Share	Wt. Average
Market Approach - CCM	P/E	0%	4.94	0.00
Market Approach	SEBI ICDR	0%	6.88	0.00
Cost Approach	NAV	100%	9.87	9.87
Weighted Average Value (INR/Share)				**9.87**

Since the value under the Cost Approach is maximum, I have given 100% weight to value computed using this approach.

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