

Kolkata, the 03rd October 2023

To,
The Board of Directors
Kilburn Engineering Limited
4, Mangoe Lane Kolkata 700001
West Bengal

Sub : Valuation of Equity Shares as on 28th September 2023

Ref : Engagement Letter dated 30th September 2023

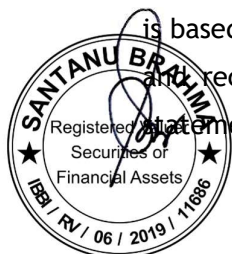
Dear Sirs,

In terms of the abovementioned engagement letter, I understand that **M/s. Kilburn Engineering Limited (“the Company”)** is looking forward to issue Equity Shares of INR 10/- each for the purpose of raising funds from investors and issue of shares for consideration other than cash in terms of the provision of the Companies Act, 2013 read along with the Companies (Share Capital and Debentures) Rules 2014. The undersigned, further understand that the equity shares of the Company are listed with BSE Ltd. (a recognized Stock Exchange) and accordingly the provision of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 shall also needs to be complied with.

For this purpose, the undersigned has been engaged to recommended value of the Equity Shares of INR 10/- each as on **28th September 2023 (hereinafter referred to as “Valuation Date”)**.

In the background of the above, I have performed the valuation engagement and present the valuation report, as enclosed herewith, in conformity with the provisions of the Companies Act, 2013, the regulations issued by Securities and Exchange Board of India (SEBI) and the Indian Valuation Standards 2018 issued by The Institute of Chartered Accountants of India (ICAI).

The valuation report, expressing the recommended fair value of the financial instruments, is based on the events and circumstances prevailing as on the ‘Valuation Date.’ My analysis and recommendation should be understood in the context of my assumptions and the statements made in the annexed report, read along with the applicable legal provisions. A



detailed description of the quantitative and qualitative analyses and valuation conclusion is presented in the attached narrative valuation report.

The valuation report is intended solely for the internal reference and use of the management. Based on the assumptions and limiting conditions as described in the report and most importantly considering the purpose of the valuation, I conclude that -

| Financial Instrument | Valuation Approach and Method | Fair Value (INR) |
|--|--|---|
| Fair Value of 1 (One) no. Equity Shares of INR 10/- each | In the manner laid down in SEBI (ICDR) Regulations, 2018*. | INR 164 (Indian Rupees One Hundred and Sixty-Four Only) |

* Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018.

The 'PURPOSE OF THE VALUATION' have a significant bearing on the recommended Fair Value. Use of the recommended Fair Value mentioned in this valuation report for a purpose other than that specified in the report shall be construed as 'out of context' and in such circumstances the undersigned shall hold no responsibility.

A detailed valuation report is appended herewith.

Thanking you

Yours faithfully,



CA Santanu Brahma

Registered Valuer - Securities or Financial Assets

Regn. No. IBBI/RV/06/2019/11686

UDIN: 23062249BGZLOG2075

Enclosed, as above

VALUATION REPORT

Fair Value of Equity Shares of INR 10/- each

as on 28th September 2023 of

M/s. Kilburn Engineering Limited

CIN: L24232WB1987PLC042956

CA Santanu Brahma

Registered Valuer - Securities or Financial Assets

Regn. No. IBBI/RV/06/2019/11686

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1. Executive Summary

- i) Corporate Identity : M/s Kilburn Engineering Limited is a Public Limited company incorporated on 07th September, 1987 bearing CIN: L24232WB1987PLC042956 having its registered office at 4, Mangoe Lane Kolkata 700001 West Bengal, India. The equity shares of the Company are listed in BSE Ltd. (Stock Exchange) (hereinafter referred to as 'KEL' or 'the Company')
- ii) Business Activity : KEL is engaged primarily engaged in designing, manufacture, installation, and commissioning of Process Equipment's (especially Drying systems) for a wide range of industries including Chemical, Petro-Chemical, Process Offshore, Oil & Gas, Fertilizer, Cement, etc. It also provides Engineering, Procurement, and Construction (EPC) services and process know-how for a wide range of equipment and systems (especially Dryers) across various industries. The scope of activities of the Company, in such turnkey contracts, spans from concept to commissioning (i.e., total project management) and includes detailed engineering, resource planning, procurement, site construction & installation, project commissioning, and plant operation & training.
- iii) Purpose of Valuation : The management of KEL is looking forward to raise fund by issuing Equity Shares of INR 10/- each for the purpose of raising funds from public and issue of shares for consideration other than cash in terms of the provision of Section 62 and Section 42 of the Companies Act, 2013 read along with the Companies (Share Capital and Debentures) Rules 2014 and the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018. For the purpose, the Company needs a Valuation Report from a Registered Valuer - Financial Assets.
- iv) Valuation Base : Not applicable in terms of paragraph 5 and 6 of the ICAI Valuation Standard 102
- Premises of Value : Not applicable in terms of paragraph 5 and 6 of the ICAI Valuation Standard 102



- vi) Valuation Approach : } As per direction laid down in Securities and Exchange Board
vii) Valuation Method : } of India (Issue of Capital and Disclosure Requirements)
Regulations 2018
- viii) Valuation Date : 28th September 2023
- ix) Conclusion : Based on the assumptions and limiting conditions as described
in this report, as well as the facts and circumstances as on the
valuation date, I conclude that the Fair Value of -
- 1 (One) number Equity Shares of INR 10/- each, fully paid up
is INR 164/- (Indian Rupees One Hundred and Sixty-Four
Only).**



2. Important Information

2.1 Purpose of Valuation

As represented by the management, I understand that M/s. Kilburn Engineering Limited (“the Company”) is intending to issue Equity Shares of INR 10/- each for the purpose of raising funds from public and issue of shares for consideration other than cash in terms of in terms of the provision of Section 62 and Section 42 of the Companies Act, 2013 read along with the Companies (Share Capital and Debentures) Rules 2014 and the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018.

For this purpose, the undersigned has been engaged to recommended value of the Equity Shares of INR 10/- each as on 28th September 2023 (hereinafter referred to as “Valuation Date”).

2.2 Identity of the Valuer and Details of Appointment

In the background of the above, this assignment has been carried out by me, CA Santanu Brahma, Registered Valuer - Financial Assets or Securities bearing registration no. with IBBI as IBBI/RV/06/2019/11686 on the strength of my engagement letter dated 30.09.2023 duly accepted by Mr. Sachin Jaibal Vijayakar, Chief Financial Officer under instruction and on behalf of the Board of Director.

2.3 Valuation Date

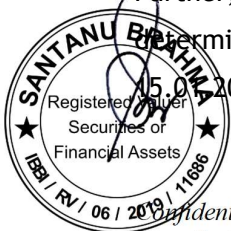
The fair value of the Equity Shares of INR 10/- each has been determined as on 28.09.2023.

2.4 Disclosure of Valuer Independence

I am independent of the Company and the professional fees for this report is not contingent in anyway upon the opinion of fair value of the equity shares to be developed. I am not aware of any conflicts of interest, in whatsoever manner, in relation to this assignment.

My engagement does not, in any way preclude the Company from seeking other independent opinions of the fair value of the Company’s shares from other sources.

Further, in this context, I disclose that I was engaged by the Company (i.e. KEL) for determining the fair value of the financial securities as per the letter of engagement dtd. 15.01.2022, 17.01.2022 and 22.02.2023.



2.5 Source of Information

The following information and documents have been actively considered during the appraisal process of this assignment.

1. Memorandum and Article of Association of the Company;
2. Management Representation Letter dated 30.09.2023;
3. Engagement Letter dated 30.09.2023;
4. Audited Financial Statement for the year ended 31.03.2023;
5. Discussions with the Management of the Company and verbal information provided in course of such discussion;
6. Related information available in the public domain from various websites and open sources.



3. Background Information of the Company

3.1 Corporate Information

M/s. Kilburn Engineering Limited ("KEL" or "the Company") is a Public Limited company incorporated on 07th September, 1987 bearing CIN: L24232WB1987PLC042956 having its registered office at 4, Mangoe Lane Kolkata 700001 West Bengal, India and corporate office at Plot No. 6, MIDC Industrial Area, Saravali, Kalyan, Bhiwandi Road, Thane 421311, Maharashtra. The equity shares of the Company are listed in BSE Ltd. (Stock Exchange).

3.2 Nature of Business

KEL is engaged primarily engaged in designing, manufacture, installation, and commissioning of Process Equipment's (especially Drying systems) for a wide range of industries including Chemical, Petro-Chemical, Process Offshore, Oil & Gas, Fertilizer, Cement, etc. It also provides Engineering, Procurement, and Construction (EPC) services and process know-how for a wide range of equipment and systems (especially Dryers) across various industries. The scope of activities of the Company, in such turnkey contracts, spans from concept to commissioning (i.e., total project management) and includes detailed engineering, resource planning, procurement, site construction & installation, project commissioning, and plant operation & training.

3.3 Capital Structure

The capital structure of the Company as on 31.03.2023 is as follows -

| Particulars | Numbers | Amt in INR Lacs |
|--|-------------|-----------------|
| Authorized Share Capital: | | |
| - Equity Shares of face value INR 10/- each | 5,05,00,000 | 50,50.00 |
| - Redeemable Preference Shares of face value INR 10/- each | 55,00,000 | 5,50.00 |
| Total: | | 56,00.00 |
| Issued, Subscribed and Paid-up Capital: | | |
| - Equity Shares of face value INR 10/- each | 3,58,08,594 | 35,80.86 |
| Total: | | 35,80.86 |



The Company has further issued shares post the balance sheet date i.e., 31.03.2023 and the total paid up share capital as on June quarter end is INR 3757.03 Lacs. Also, the company is in the process of updating the records with MCA website for appropriate disclosure of 'Paid Up Capital' in the Master Data.

3.4 Ownership

The major equity shareholders of the Company as 31.03.2023, are as follows -

| Sl. No. | Name of the Shareholder | Number of Shares | % of Holding |
|---------|-----------------------------------|-------------------|--------------|
| 1. | Firstview Trading Private Limited | 120,70,000 | 33.71 |
| 2. | Williamson Magor & Co. Limited | 43,19,043 | 12.06 |
| 3. | Bishnauth Investments Limited | 14,54,200 | 4.06 |
| 4. | McLeod Russel India Limited | 8,48,168 | 2.37 |
| 5. | United Machine Co. Limited | 7,94,126 | 2.22 |
| | Total : | 194,85,537 | 54.42 |

The above information has been retrieved from the audited financial statement for the year ended 31.03.2023.

The equity shares of the Company are also listed with BSE Ltd. (Stock Exchange). The shareholding pattern retrieved from the BSE (www.bseindia.com) for the quarter ended June 2023 is as follows -

| Category of shareholder | No. of shareholders | No. of fully paid up equity shares held | Total no. shares held | Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) | No. of Voting Rights | Total as a % of Total Voting right | No. of Shares Underlying Outstanding convertible securities (including Warrants) |
|------------------------------------|---------------------|---|-----------------------|--|----------------------|------------------------------------|--|
| (A) Promoter & Promoter Group | 14 | 2,02,49,701 | 2,02,49,701 | 53.90 | 2,02,49,701 | 53.90 | 20,00,000 |
| (B) Public | 10,091 | 1,73,20,657 | 1,73,20,657 | 46.10 | 1,73,20,657 | 46.10 | 114,50,000 |
| (C1) Shares underlying DRs | - | - | - | 0 | - | 0 | - |
| (C2) Shares held by Employee Trust | - | - | - | 0 | - | 0 | - |
| (C) Non-Promoter - Non Public | - | - | - | 0 | - | 0 | - |
| Grand Total | 10,105 | 3,75,70,358 | 3,75,70,358 | 100 | 3,75,70,358 | 100 | 34,50,000 |



3.5 Board of Directors

The Board of Directors of the Company comprises of the following persons -

| Sl. No. | Name | Designation |
|---------|---|--------------------------|
| 1. | Mr. Aditya Khaitan (DIN: 00023788) | Director |
| 2. | Mr. Amritanshu Khaitan (DIN: 00213413) | Director |
| 3. | Mr. Mahesh Shah (DIN: 00405556) | Director |
| 4. | Ms. Amitav Roychoudhury (DIN: 08501895) | Director |
| 5. | Mr. Navin Nayar (DIN: 00136057) | Director |
| 6. | Mr. Manmohan Singh (DIN: 00699314) | Director |
| 7. | Mr. Anil Somshekar Karnad (DIN: 07551892) | Director |
| 8. | Ms. Vasumitra Sharma (DIN: 09177255) | Director |
| 9. | Mr. Shourya Sengupta (DIN: 09216561) | Director |
| 10. | Ms. Priya Saran Chaudhri (DIN: 00704863) | Director |
| 11. | Mr. Ranjit Pamo Lala (DIN: 07266678) | Director |
| 12. | Mr. Arvind Kumar Bajoria (PAN: AKAPB2327H) | Key Management Personnel |
| 13. | Mr. Sachin Jaibal Vijayakar (PAN: AABPV7157Q) | Key Management Personnel |

3.6 Applicable Legal Provisions, Guidelines and Directives

Considering the purpose of valuation as detailed in clause 2.1 above, I understand that the following legal provisions, guidelines and directives shall apply for the purpose of this valuation exercise -

(a) Section 62(1)(c) of the Companies Act, 2013

Where at any time, a company having a share capital proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered—

(a) ... (specifies matters relating to Rights issue) ...

(b) ... (specifies matters relating to ESOPs) ...

(c) *to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed.*

(b) Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014

For the purposes of clause (c) of sub-section (1) of section 62, if authorized by a special resolution passed in a general meeting, shares may be issued by any company in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-

section (1) of section 62 and such issue on preferential basis should also comply with conditions laid down in section 42 of the Act:



Provided that the price of shares to be issued on a preferential basis by a listed company shall not be required to be determined by the valuation report of a registered valuer.

Explanation - For the purposes of this rule, (i) the expression 'Preferential Offer' means an issue of shares or other securities, by a company to any select person or group of persons on a preferential basis and does not include shares or other securities offered through a public issue, rights issue, employee stock option scheme, employee stock purchase scheme or an issue of sweat equity shares or bonus shares or depository receipts issued in a country outside India or foreign securities;

(c) Regulation 164 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018

- For sake of brevity, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 hereinafter referred to as “SEBI (ICDR) Regulations, 2018.”
- Part IV of Chapter V of the SEBI (ICDR) Regulations, 2018 deals with Pricing of Preferential Issue.
- Considering the purpose of valuation (as detailed in clause 2.1 above), I am of the opinion that the provision of Regulation 164 of SEBI (ICDR) Regulations, 2018 dealing in “Pricing of frequently traded shares in preferential issue” (as amended and published with effect from 14.01.2022) shall apply. The verbatim representation of the relevant extract of the said regulation is as follows -

164 (1) If the equity shares of the issuer have been listed on a recognized stock exchange for a period of [90 trading days] ^(amended wef 14.1.2022) or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- a. the [90 trading days] ^(amended wef 14.1.2022) volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or*
- b. the [10 trading days] ^(amended wef 14.1.2022) volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date.*

[“Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.”] ^(amended wef 14.1.2022)

164 (5) For the purpose of this Chapter, “frequently traded shares” means the shares of the issuer, in which the traded turnover on any recognized stock



exchange during the [240 trading days] (amended wef 14.1.2022) preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer:

Provided that where the share capital of a particular class of shares of the issuer is not identical throughout such period, the weighted average number of total shares of such class of the issuer shall represent the total number of shares.

Explanation: For the purpose of this regulation, 'stock exchange' means any of the recognized stock exchange(s) in which the equity shares of the issuer are listed and in which the highest trading volume in respect of the equity shares of the issuer has been recorded during the preceding [90 trading days] (amended wef 14.1.2022) prior to the relevant date.



4. Valuation Bases and Premises of Value

ICAI Valuation Standard 102 (paragraph 14 - 36) deals in 'Valuation Bases.' Valuation Bases means the indication of the type of value being used in an engagement. Different valuation bases may lead to different conclusions of value.

ICAI Valuation Standard 102 (paragraph 37 - 51) deals in 'Premises of Value.' Premise of Value refers to the conditions and circumstances how an asset is deployed.

In the background of the purpose of valuation, I understand that the provision of the ICAI Valuation Standard (VS) 102 shall not apply to this valuation assignment. Paragraph 5 and 6 of ICAI VS 102 deals with the 'Scope' of applicability of the standard which specifies that VS is not applicable where adoption of valuation bases that are prescribed by a Statute, or Regulations.



5. Valuation Approaches and Methods

ICAI Valuation Standard 103 deals in ‘Valuation Approaches and Methods.’

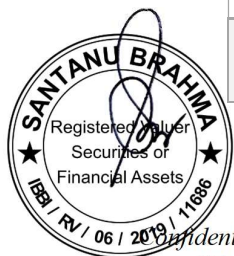
In the background of the purpose of valuation, I understand that the provision of the ICAI Valuation Standard (VS) 103 shall not apply to this valuation assignment. Paragraph 4 to 7 of ICAI VS 102 enumerates the ‘Scope’ of applicability of the standard which specifies that VS is not applicable where adoption of valuation bases that are prescribed by a Statute, or Regulations.

5.1 Determination of the Valuation Approach and Method

Considering the prevailing circumstances and purpose of valuation, the Valuation Approach and Method have been adopted on the basis of the following rationale -

- a) As per Section 62(1)(c) of the Companies Act, 2013 (refer clause 3.6(a), above) read along with Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 (refer clause 3.6(b), above), I understand that the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (hereinafter referred to as SEBI (ICDR) Regulations, 2018) shall apply.
- b) The value of the equity shares of KEL is determined on the **valuation date 28.09.2023** which the Registered Valuer considers to be the ‘relevant date’ as defined in Regulation 161 of the SEBI (ICDR) Regulations 2018 (amended as on 14.01.2022).
- c) Based on the data retrieved from the BSE Ltd. (www.bseindia.com, the recognized stock exchange, where the equity shares of KEL is listed), I understand that equity shares of INR 10/- each of KEL is a “*frequently traded shares*” in terms of the Regulation 164(5) of the SEBI (ICDR) Regulations 2018 (refer clause 3.6(c), above).

| | |
|--|---|
| Traded turnover on BSE Ltd. (recognized stock exchange) during the 240 trading days (i.e., 06.10.2022 to 27.09.2023 preceding the relevant date (i.e., 28.09.2023, Thursday) | 17,211,585 numbers of Equity Shares Traded |
| Total number of shares of such class of shares of KEL (the issuer) | 3,58,08,594 numbers of Equity Shares of INR 10/- each |
| % of Traded Turnover to Total number of shares | 48.09% |
| Conclusion in terms of Regulation 164(5) of SEBI (ICDR) Regulations 2018 | FREQUENTLY TRADED SHARES |



- d) In view of the foregoing context laid down in clause (a), (b) and (c) above, I conclude that the valuation of the Equity Shares of INR 10/- each of KEL shall attract the pricing norms laid down in Regulation 164 (1) of SEBI (ICDR) Regulations 2018.

However, the above conclusion is based on the assumption and assurance of the management that the other non-financial conditions (on which the Registered Valuer have limited influence) as set out in Regulation 164 of SEBI (ICDR) Regulations 2018 shall be satisfactorily complied with. In case of any discrepancies in compliance of such conditions then the conclusion, as stated above, shall stand void and the valuation thus determined shall be deemed to be 'out-of-context.'



6. Determination of the Value

6.1 Fair Value of Equity Shares of INR 10/- each

With reference to the conclusion made in the clause 5.1(d) above, the fair value of the Equity Shares of INR 10/- of KEL is determined in accordance to the provision of Regulation 164(1) of SEBI (ICDR) Regulations 2018, which is **higher** of the following -

- a. the [90 trading days] ^(amended wef 14.1.2022) volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date;
- b. the [10 trading days] ^(amended wef 14.1.2022) volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date.

On evaluation of the data retrieved from BSE Ltd. in the context of the above, I conclude that the fair value of Equity Shares of INR 10/- each is **INR 164 (Indian Rupees One Hundred and Sixty-Four Only)**.

| | INR |
|--|---------------------------|
| Volume Weighted Average Price (VWAP) for 90 trading days (i.e., from 22.05.2023 to 27.09.2023) | 147.05 |
| Volume Weighted Average Price (VWAP) for 10 trading days (i.e., from 13.09.2023 to 27.09.2023) | 163.99 |
| Fair Value of the Equity Shares of INR 10/- each as on 28.09.2023 (valuation date / relevant date), being the higher of the above | 163.99 Say 164 |

Source:

<https://www.bseindia.com/markets/equity/EQReports/StockPrchHistori.aspx?expandable=7&scripcode=522101&flag=sp&Submit=G>

6.2 Conclusion: Recommended Value

| Financial Instrument | Fair Value (INR) |
|--|---|
| Fair Value of 1 (One) no. Equity Shares of INR 10/- each | INR 164 (Indian Rupees One Hundred and Sixty-Four Only) |



7. Major Factors influencing Valuation

The major factors having significant bearing on the Valuation process are as follows -

- (a) The valuation of the equity shares is being determined on the basis of the purpose of the valuation as explicitly mentioned by the management. Any change in the terms of the purpose of valuation shall invalidate the value determined in this report.
- (b) Application of the valuation approach and methodology made hereinabove is made on the assurance from the management that the procedural formalities and other non-valuation related conditions essential for applicability of the relevant statutory provision or directives shall be complied with during the course of issue of the equity shares for the purpose specified in this valuation report. Any non-compliance of the condition specified by the relevant authority shall invalidate the valuation approach and methods adopted hereinabove and in such circumstances the value recommended in this report shall no longer be valid.
- (c) Any change in the facts represented by the management and relied upon by the Registered Valuer, which is explicitly mentioned hereinabove, shall have material bearing on this valuation engagement. In such circumstances the value recommended in this report shall no longer be valid.

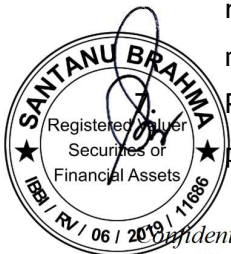


8. Contingent and Limiting Conditions

This valuation / appraisal is made subject to the following general contingent and limiting conditions:

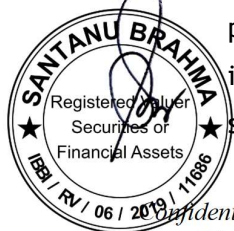
1. The analyses, opinions, and conclusions presented in this report apply to this engagement only and may not be used out of the context presented herein. This report is valid only for the effective date specified herein and only for the purpose specified herein.
2. Public information, estimates, industry and statistical information contained in this report have been obtained from sources considered to be reliable. However, I have not independently verified such information and make no representation as to the accuracy or completeness of such information obtained from or provided by such sources.
3. The company and its representatives have assured me that the information supplied to me is complete and accurate to the best of their knowledge and that the financial information properly reflects the business conditions and operating results for the respective periods in accordance with the generally accepted accounting principles. Information supplied to me has been accepted as correct without any further verification.
4. Financial information of the subject company is included solely to assist in the development of a value conclusion presented in this report and should not be used to obtain credit or for any other purpose. Because of the limited purpose of the information presented, it may be incomplete and contain departures from the generally accepted accounting principles. I have not audited or reviewed the financial statement and express no assurance on the same. This report is only to be used for the purpose stated in this report.
5. I do not provide assurance on the achievability of the results forecast by the client because events and circumstances frequently do not occur as expected; differences between actual and expected results may be material; and achievement of the forecasted results is dependent on actions, plans, and assumptions of management.
6. The conclusion of value arrived at herein is based on the assumption that the current level of management expertise and effectiveness would continue to be maintained, and that the character and integrity of the enterprise through any sale, reorganization, exchange or diminution of the owner's participation would not materially or significantly changed.

Possession of this report, or a copy thereof, does not carry with it the right of publication of all or part of it nor may it be used for any purpose by anyone other



than those enumerated in this report without my written consent. This report and the conclusion of the value arrived at herein are for the exclusive use of the client for the sole and specific purposes as noted herein.

8. The report and the conclusion of the value are not intended by the author and should not be construed by the reader to be investment advice in any manner whatsoever. The conclusion of value represents my considered opinion, based on information furnished to them by the client and other sources.
9. Neither all nor any part of the contents of this report (especially the conclusion of value, the identity of any valuation specialist(s), or the firm with which such valuation specialists are connected or any reference to any of their professional designations) should be disseminated to the public through advertising media, public relations, news media, sales media, mail, direct transmittal, or any other means of communication without my prior consent and approval.
10. This valuation reflects the facts and conditions existing or reasonably foreseeable at the valuation date. Subsequent events have not been considered, and I have no obligation to update my report for such events and conditions.
11. The analyst, by reason of this valuation, is not required to give further consultation, testimony or be in attendance in court with reference to the property in question unless arrangements have been previously made.
12. My engagement for this valuation consulting work does not include any procedures designed to discover any defalcations or other irregularities, should any exist.
13. No change in any item in this valuation/conclusion report shall be made by anyone other than me and I shall have no responsibility for any such unauthorized change.
14. It is assumed that there is full compliance with all applicable central, state, and local environmental regulations and laws unless non-compliance is stated, defined, and considered in the report.
15. I assume no responsibility concerning the value and useful condition of all equipment, real estate, investments used in the business, and any other assets or liabilities, except as specifically stated to the contrary in this respect.
16. Prospective financial information approved by management has been used in my work, I have not examined or compiled the prospective financial information and therefore, do not express an audit opinion or any other form of assurance on the prospective financial information or the related assumptions.
17. I have relied on the representations of the owners, management, and other third parties concerning the value and useful condition of all equipment, real estate, investments used in the business and any other assets or liabilities, except as specifically stated to the contrary in this report.



18. I have made no investigation of title to property and assume that the owner's claim to the property is valid. I have not attempted to confirm whether or not all assets of the business are free and clear of liens and encumbrances or that the entity has good title to all assets.
19. I understand no materials event has occurred between the Valuation date and the report signing date which is likely to materially affect the value of the assets. The management did not disclose the existence of any such material event, to me before signing this valuation report.

