



Ajay Kumar Siwach
FCS, LL. B, IP, RV, MBA

Registered Valuer – SFA
Insolvency Professional
Certified Independent Director

Date: 11th January, 2023

To,

The Board of Directors

Touchwood Entertainment Limited

CIN: L92199DL1997PLC088865

Registered office: 1051, Outside Industrial Area, Jalandhar, Punjab - 144004

Dear Sir,

SUB: VALUATION REPORT PURSUANT TO REGULATION 166A(1) OF SEBI (ICDR) REGULATIONS, 2018

We refer to our engagement vide Audit Committee Resolution dated January 09, 2023 wherein Touchwood Entertainment Limited ("Company") has requested undersigned Ajay Kumar Siwach ("Registered Valuer") to evaluate the Issue price as per Regulation 164(1), SEBI (ICDR) Regulations, 2018 (read with other applicable regulations) for the proposed issue of 29,00,000 Equity Warrants convertible into Equity shares on preferential basis to non-promoter.

We hereby enclose the Report on Valuation for the evaluation of Issue Price for the proposed allotment of 29,00,000 Equity Warrants convertible into Equity shares on preferential basis to non-promoter. This Valuation Report is prepared in compliance with Regulation 166A(1) and 164(1) of SEBI (ICDR) Regulations, 2018. The sole purpose of this report is to assist the Company to determine the Issue price for the accounting purpose of issue of 29,00,000 Equity Warrants convertible into Equity shares.

Based on the Scope and limitations of work, Sources of information and Valuation methodology of the report and the explanations therein, the Issue Price for the proposed issue of 29,00,000 Equity Warrants convertible into Equity shares on preferential basis amounts to **Rs. 101.80 per share (rounded off to nearest decimal as Rs 102.00 per share)** calculated as per Regulation 164(1) of SEBI (ICDR) Regulations, 2018.



Ajay Kumar Siwach

Registered Valuer – Securities or Financial Assets

Registration No. IBBI/RV/05/2019/11412

Flat No. 504, Rama Krishna Society
Sector – 2, Faridabad – Haryana 121 004
siwachajay@gmail.com
+91 95608 86303; + 91 96435 66303



CONTENTS

1. Context and Purpose;
2. Assumptions;
3. Background of the company and Industry;
4. Background information of the asset being valued;
5. Purpose of valuation and appointing authority;
6. Disclosure of valuer interest/conflict, if any;
7. Date of appointment, valuation date and date of report;
8. Basis/ bases of value used;
9. Valuation Standards;
10. Valuation Methodology, Approach and Procedures adopted in carrying out the valuation;
11. Valuation of Issue Price Per Share
12. Source of Information;
13. Distribution of Report;
14. Opinion of Issue Price of the Share and Valuation Summary



VALUATION ANALYSIS

We refer to our Engagement vide Audit Committee Resolution dated January 09, 2023 confirming our appointment as Registered valuers of Touchwood Entertainment Limited (the “Company”). In the following paragraphs, we have summarized our Valuation Analysis (the “Analysis”) of the business of the Company as informed by the Management and detailed herein, together with the description of the methodologies used and limitations on our scope of work as mentioned in herein below in this report.

1. Context and Purpose

Based on discussion with the Management, we understand that the Company is in process of issue of 29,00,000 Equity Warrants convertible into Equity shares to non-promoter.

2. Assumptions

We have relied upon the representations contained in the public and other documents in our possession concerning the value and useful condition of all investments in securities or partnership interests, and any other assets or liabilities except as specifically stated to the contrary in this report.

We have not attempted to confirm whether or not all assets of the business are free and clear of liens and encumbrances, or that the owner has good title to all the assets.

We have also assumed that the business will be operated prudently and that there are no unforeseen adverse changes in the economic conditions affecting the business, the market, or the industry. This report presumes that the management of the Company will maintain the character and integrity of the Company through any sale, reorganization or reduction of any owner's/manager's participation in the existing activities of the Company.

We have been informed by management that there are no environmental or toxic contamination problems, any significant lawsuits, or any other undisclosed contingent liabilities which may potentially affect the business, except as may be disclosed elsewhere in this report. We have assumed that no costs or expenses will be incurred in connection with such liabilities, except as explicitly stated in this report.

3. Background of the company and Industry

Touchwood Entertainment Limited having its registered office at Sec-B, PKT-1, Space No-301 and 302 LSC-7, Community Centre, Vasant Kunj Sector B, New Delhi South West Delhi -110070.

The Company is managed by Directors namely:



DIN	Name
00996149	MANJIT SINGH
00996193	VIJAY ARORA
06542172	MICHAEL ANTHONY CRUZ
06648947	VIJAY KUMAR PUGALIA
07047497	MANJEET SINGH SAINI
07929605	PARULDEEP KAUR
07931247	JASWINDER KAUR
07931265	PRIYANKA ARORA

With over 2 decades of experience and making a strong place in the industry, Touchwood Entertainment Ltd is India's first listed event management company. The company is specialized in Wedding & Event Management Company for Bespoke & Luxury Weddings and Celebrations.

4. Background information of the asset being valued

Equity shares of Touchwood Entertainment Limited.

5. Purpose of valuation and appointing authority:

To arrive at Issue price per share as per Regulation 164(1) of SEBI (ICDR) Regulations, 2018 for the proposed issue of 29,00,000 Equity Warrants convertible into Equity shares on preferential basis to non-promoter.

6. Disclosure of valuer interest/conflict, if any:

Nil.

7. Date of appointment, valuation date and date of report:

Date of appointment	January 09, 2023
Valuation date	January 06, 2023
Date of report	January 11, 2023



8. Basis/bases of value used

As per Regulation 164(1) of SEBI ICDR Regulations, 2018 “If the equity shares of the issuer have been listed on a recognized stock exchange for a period of 90 trading days 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 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 volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date.”

Please refer **Annexure A**

The book value of the Equity shares of the Company based on audited balance sheet as on 31st March, 2022 is **Rs. 15.40/-** (Please refer **Annexure B**)

The Fair value of the Equity shares of the Company calculated on the basis of Income approach is **Rs. 41.90/-** (Please refer **Annexure C**)

Hence, the higher of the price calculated as per Regulation 164(1) of SEBI (ICDR) Regulations, 2018 and the Book value of the Equity shares of the Company as on 31st March, 2022 shall be considered to ascertain the Issue Price for the proposed issue of 29,00,000 Equity Warrants convertible into Equity shares.

We have not applied the other valuation methods like Comparable Company Analysis method and Precedent Transaction Analysis method as we did not find the relevant peer or transactions in the similar industry.

9. Valuation Standards

The Report has been prepared in compliance with the SEBI ICDR Regulations, 2018.

10. Valuation Methodology, Approach and Procedures adopted in carrying out the valuation

Issue Price per share has been calculated as per Regulation 164(1) of Chapter V of SEBI ICDR Regulations, 2018.

11. Valuation of the Issue Price per share

The valuation of the Issue price per share is arrived at as per Regulation 164(1) of Chapter V of SEBI ICDR Regulations, 2018. The Price Calculation is attached herewith as Annexure-A.



12. Sources of Information

The Analysis is based on a review of the business plan of the Company provided by the Management and information relating to the services sector in which the Company is operating as available in the public domain. Specifically, the sources of information include:

1. Objective for the proposed Preferential issue;
2. Discussions with the Management;
3. NSE Website;
4. In addition to the above, we have also obtained such other information and explanations which were considered relevant for the purpose of the Analysis.

13. Distribution of report

The Analysis is confidential and has been prepared exclusively for finding out of Issue price per share for the proposed issue of 29,00,000 Equity Warrants convertible into Equity shares on preferential basis to non-promoter. It should not be used, reproduced or circulated to any other person or for any purpose other than as mentioned above, in whole or in part, without the prior written consent of Ajay Kumar Siwach, Registered Valuer. Such consent will only be given after full consideration of the circumstances at the time.

14. Opinion of Issue price of the share and valuation summary:

Accordingly, based on the information available, Issue Price per share for the proposed issue 29,00,000 Equity Warrants convertible into Equity shares is estimated at Rs. 101.80/- per share. Hence, the Company has fixed the Issue Price of **Rs. 102.00/- per share (rounded off to nearest decimal)** calculated as per Regulation 164(1) of SEBI ICDR Regulations, 2018 and book value method.

Yours Faithfully



Ajay Kumar Siwach
Registered Valuer – Securities or Financial Assets
Registration No. IBBI/RV/05/2019/11412
11th January 2022



Annexure A

Calculation of Issue Price as per Regulation 164(1) of SEBI ICDR Regulations, 2018

Date	Day	VWAP	VOLUME	VALUE
05-Jan-23	Thursday	101.9	5056	5,15,211.20
04-Jan-23	Wednesday	102.08	775	79,111.80
03-Jan-23	Tuesday	103.72	2813	2,91,753.25
02-Jan-23	Monday	103.55	4209	4,35,861.90
30-Dec-22	Friday	102.17	4949	5,05,620.50
29-Dec-22	Thursday	103.2	363	37,460.75
28-Dec-22	Wednesday	101.63	1060	1,07,727.60
27-Dec-22	Tuesday	102.23	10548	10,78,274.00
26-Dec-22	Monday	100.74	1409	1,41,941.20
23-Dec-22	Friday	99.41	7695	7,64,957.50
22-Dec-22	Thursday	99.91	2159	2,15,703.00
21-Dec-22	Wednesday	104.86	2340	2,45,365.70
20-Dec-22	Tuesday	105.99	706	74,832.30
19-Dec-22	Monday	108.74	2321	2,52,383.15
16-Dec-22	Friday	106.05	5899	6,25,579.75
15-Dec-22	Thursday	106.7	2220	2,36,875.75
14-Dec-22	Wednesday	109.53	3356	3,67,581.80
13-Dec-22	Tuesday	111.22	4744	5,27,644.90
12-Dec-22	Monday	110.61	5012	5,54,375.45
09-Dec-22	Friday	111.93	24747	27,70,039.30
08-Dec-22	Thursday	112.92	11025	12,44,982.00
07-Dec-22	Wednesday	107.65	5085	5,47,416.90
06-Dec-22	Tuesday	105.36	8149	8,58,580.15
05-Dec-22	Monday	104.81	197	20,647.65
02-Dec-22	Friday	105.26	12837	13,51,189.70
01-Dec-22	Thursday	106.07	2049	2,17,339.75
30-Nov-22	Wednesday	106.07	11682	12,39,094.65
29-Nov-22	Tuesday	108.27	14383	15,57,268.40
28-Nov-22	Monday	103.54	13356	13,82,855.80
25-Nov-22	Friday	100.13	5623	5,63,048.25
24-Nov-22	Thursday	97.98	677	66,334.65
23-Nov-22	Wednesday	97.01	1333	1,29,317.30
22-Nov-22	Tuesday	98.29	2576	2,53,200.65
21-Nov-22	Monday	101.66	1032	1,04,915.85
18-Nov-22	Friday	100.8	2247	2,26,492.35
17-Nov-22	Thursday	101.32	10799	10,94,117.90
16-Nov-22	Wednesday	106.84	546	58,337.00



15-Nov-22	Tuesday	108.26	4042	4,37,586.75
14-Nov-22	Monday	108.01	2661	2,87,411.70
11-Nov-22	Friday	109.29	837	91,477.50
10-Nov-22	Thursday	112.01	1458	1,63,311.10
09-Nov-22	Wednesday	112.68	2451	2,76,187.15
07-Nov-22	Monday	110.64	2127	2,35,338.00
04-Nov-22	Friday	114.2	7639	8,72,408.80
03-Nov-22	Thursday	108.02	1160	1,25,299.30
02-Nov-22	Wednesday	110.44	1415	1,56,270.90
01-Nov-22	Tuesday	113.97	27702	31,57,256.00
31-Oct-22	Monday	114.19	2422	2,76,578.45
28-Oct-22	Friday	112.22	886	99,423.90
27-Oct-22	Thursday	112.14	2241	2,51,295.30
25-Oct-22	Tuesday	110.25	1933	2,13,120.80
24-Oct-22	Monday	112.09	4141	4,64,159.45
21-Oct-22	Friday	111.55	2315	2,58,249.20
20-Oct-22	Thursday	113.32	3027	3,43,019.50
19-Oct-22	Wednesday	116.45	15140	17,63,044.90
18-Oct-22	Tuesday	121.96	31773	38,75,057.15
17-Oct-22	Monday	116.1	10985	12,75,353.80
14-Oct-22	Friday	111.43	29944	33,36,621.10
13-Oct-22	Thursday	107.31	12900	13,84,332.60
12-Oct-22	Wednesday	105.26	4368	4,59,793.20
11-Oct-22	Tuesday	102.3	7762	7,94,054.95
10-Oct-22	Monday	104.22	2726	2,84,105.40
07-Oct-22	Friday	101.83	1103	1,12,313.85
06-Oct-22	Thursday	103.56	4207	4,35,661.20
04-Oct-22	Tuesday	101.74	3174	3,22,930.65
03-Oct-22	Monday	105.57	5736	6,05,571.75
30-Sep-22	Friday	105.36	2760	2,90,789.35
29-Sep-22	Thursday	106.45	16477	17,53,923.35
28-Sep-22	Wednesday	102.64	15025	15,42,093.10
27-Sep-22	Tuesday	95.86	9848	9,44,020.05
26-Sep-22	Monday	98.49	7362	7,25,082.50
23-Sep-22	Friday	94.7	17777	16,83,413.10
22-Sep-22	Thursday	90.75	9826	8,91,740.25
21-Sep-22	Wednesday	96	16664	15,99,773.95
20-Sep-22	Tuesday	95.96	10477	10,05,414.40
19-Sep-22	Monday	98.7	22000	21,71,468.75
16-Sep-22	Friday	99.04	46509	46,06,476.70
15-Sep-22	Thursday	102.01	252357	2,57,43,482.20
14-Sep-22	Wednesday	87.46	39276	34,35,109.90



13-Sep-22	Tuesday	84.86	90301	76,62,579.65
12-Sep-22	Monday	79.39	2833	2,24,911.10
09-Sep-22	Friday	79.97	21665	17,32,476.80
08-Sep-22	Thursday	79.23	8457	6,70,011.25
07-Sep-22	Wednesday	78.83	19047	15,01,473.45
06-Sep-22	Tuesday	78.99	21842	17,25,394.45
05-Sep-22	Monday	79.05	19219	15,19,298.55
02-Sep-22	Friday	78.1	13162	10,27,936.40
01-Sep-22	Thursday	78.24	6221	4,86,745.80
30-Aug-22	Tuesday	79.32	12946	10,26,917.15
29-Aug-22	Monday	77.96	19882	15,50,084.20

90 DAYS
AVERAGE 99.09

10 DAYS
AVERAGE 101.80

Highest of
above
two **101.80**



Annexure B

Calculation of Book Value of the company as on 31st March, 2022.

Amount in INR Lakhs unless states otherwise

Touchwood Entertainment Limited		Annexure B	
<i>Valuation as of 31st March, 2022</i>		Amount in INR Lakhs unless stated otherwise	
SHARE VALUATION SUMMARY			
S.No.	Particulars		Amount
A	Assets		
	Non-Current Assets		
	<i>Property, plant and equipments</i>		266.0
	<i>Intangible assets</i>		3.0
	<i>Intangible assets under development</i>		40.0
	<i>Deferred Tax Assets (net)</i>		23.0
	<i>Long Term Loans & Advances</i>		197.0
	Current Assets		
	<i>Trade Receivables</i>		344.0
	<i>Cash & Bank balances</i>		716.0
	<i>Other current assets</i>		263.0
	Total Value of Assets	A	1,853.0
B	Liabilities		
	Non-Current Liabilities		
	<i>Long term borrowings</i>		22.00
	<i>Long term provision</i>		76.00
	Current Liabilities		
	<i>Short term borrowings</i>		23.00
	<i>Trade payables</i>		26.00
	<i>Other current liabilities</i>		32.00
	<i>Other financial liabilities</i>		15.00
	<i>Short term provisions</i>		92.00
	Total Liabilities	B	285.00
C	Net Worth	C=A-B	1,568.00
D	Number of Shares (in Lakhs)	D	101.81
E	Per Share Value	E=C/D	15.40



Annexure C

Amount in ₹ Crores except no of shares and per share value

Particulars	FY22-23	FY22-23	FY23-24	FY24-25	FY25-26	FY26-27	FY27-28
	Apr- Dec	Jan - Mar	Apr - Mar	Apr - Mar	Apr - Mar	Apr - Mar	Apr - Mar
Revenue from Operations		34.6	45.0	58.5	76.0	98.8	128.5
Less: Operating Expenses		28.9	37.6	48.9	63.6	82.6	107.4
EBITDA		5.7	7.4	9.6	12.5	16.2	21.1
Less: Depreciation & Amort.		0.6	0.9	1.3	1.7	2.3	3.1
EBIT		5.1	6.5	8.3	10.7	13.9	18.0
Less: Tax	25.17%	1.3	1.6	2.1	2.7	3.5	4.5
NOPAT		3.8	4.8	6.2	8.0	10.4	13.4
Periodic Adjustment		0.2	1.0	1.0	1.0	1.0	1.0
Adjusted NOPAT		0.9	4.8	6.2	8.0	10.4	13.4
Add: Depreciation		0.6	0.9	1.3	1.7	2.3	3.1
Less: Change in Working Capital		0.7	0.9	1.2	1.5	2.0	2.6
Less: Capex		0.7	2.2	2.9	3.8	4.9	6.4
FCFF		0.1	2.6	3.4	4.4	5.8	7.5
WACC		19.38%					
Terminal Growth Rate		4.50%					
Discounting Period		0.24	1.24	2.24	3.24	4.24	5.24
Discounting Factor		0.98	0.88	0.74	0.62	0.52	0.43
Present Value of FCFF		0.1	2.3	2.5	2.7	3.0	3.3

Value of Explicit Period	13.9
PV of Terminal Year Value	22.9
Enterprise Value	36.8
Add: Cash & Cash Equivalents	6.06
Add: Non Current Investments	-
Less: Debt	0.12
Equity Value	42.7
Total No. of Shares	1,01,81,245
Per Share Value (rounded off)	41.9



Ajay Kumar Siwach
FCS, LL. B, IP, RV, MBA

Registered Valuer – SFA
Insolvency Professional
Certified Independent Director

Therefore, Issue Price per share fixed by the Company is **Rs. 102.0/- (rounded off to the nearest decimal)** calculated as per Regulation 164(1) of SEBI ICDR Regulations, 2018 and Income Approach & book value method.

This space is intentionally left blank