

R K Associates Valuers & Engineering Consultant (P) Ltd
D-39, 2nd Floor, Sector-2,
Noida (Delhi NCR)-201301.

SARG/METAL-II/AMT-I/2023-24/27

Dated: 28.11.2023

Dear Sir,

NSL TEXTILES LIMITED
VALUATION OF EQUITY SHARE (UNLISTED) & ENTERPRISE VALUATION

We refer to our mail dated 24.11.2023 inviting quotation for enterprise valuation & equity valuation (unlisted) for account (NSL Textiles Ltd) and your bid vide email dated 24.11.2023 subsequently revised on 28.11.2023.

2. We are pleased to convey that your bid has been accepted and therefore you are appointed to carry out the Enterprise Valuation and Equity Valuation (unlisted) of NSL Textiles Limited. The broad terms and conditions for the assignment are as under.

3. a) **Scope of work:** The scope of work to be carried out by you is provided in Annexure-I.

b) **Fees:** The professional fee of **Rs 2,30,000/- excluding GST plus OPE (Out of Pocket Expenses would be as per actuals)** or carrying out the works stated above as per scope of work given in Annexure I shall be paid.

c) **Confidential Information:** All technical and commercial information relating to the Project/Company that is disclosed to you, either orally or in writing, in the course of carrying out the scope of work shall remain confidential.

d) **Conflict of Interest:** While carrying out the scope of work relating to the Project you shall ensure that you have not been appointed by any other party on this Project and have no conflict of interest.

e) **Liability:** You shall exercise reasonable skill, care and diligence in relation to the Project as the Lenders shall rely on the valuation furnished by you.

Kindly note that your valuation may be used for various purposes, including recovery or sharing of the same with courts, law enforcement agencies or with any other party/agency. Therefore, we would like to state that in the event your valuation turns out to be incorrect causing a loss to the lenders, we may seek such clarifications as may be required to investigate the matter and fix responsibility. In the event it is established that there was gross negligence on your part causing damages/loss to the lenders, we may recommend your name for including in the caution list being maintained by IBA for circulation amongst member banks.

f) Assignment: You shall not assign your scope of work or any portion of it without the prior written consent of the Lenders.

g) Resolution of Disputes: Any dispute relating to the scope of work, fee, etc. shall be settled mutually.

h) Communication: Any communication under this appointment shall be made in writing to the address specified below:

State Bank of India, Stressed Asset Resolution Group

Asst. General Manager (AMT-I, METAL-II)

Address: SBI, Stressed Asset Resolution Group, 21st Floor, Maker Tower 'E, Cuffe Parade,

Mumbai- 400 005

Attention: Mr. Bhupendra Singh

Email: agm1metal2.sarg@sbi.co.in

4) We request you to acknowledge and confirm your acceptance of the above within 3 days from the date of receipt of this letter by obtaining signature of the authorized person on both the copies of the letter and returning the duplicate copy to us.

Yours faithfully,



(Bhupendra Singh)

Assistant General Manager

State Bank of India,

Stressed Asset Resolution Group, Mumbai



I acknowledge that I have read this letter and, on behalf of R K Associates Valuers & Engineering Consultant (P) Ltd and accept the appointment as valuer for **NSL Textiles Ltd** to carry out the scope of work mentioned in the letter within the timelines specified.

Signed for and on behalf of R K Associates Valuers & Engineering Consultant (P) Limited

Name: _____

Date: _____

Designation: _____

Tel: _____

|Mobile No. _____

|email: _____

(Sig. of auth. Signatory)

(Company Seal)

SCOPE OF WORK FOR VALUATION CONSULTANT

The valuation consultant shall carry out the **Enterprise Valuation & Equity Valuation** of a Company which is operating textiles units located at various places at Telangana. Scope of services is as under:

PART A: Enterprise Valuation (Business Valuation)

1. The Business Valuation process shall broadly include the following:
 - Collection of data pertinent to the current business structure for valuation exercise including data provided by management, industry data provided by management, industry data and relevant economic and market information.
 - Discussion with senior management concerning the nature of business.
 - Analysis of the economic and competitive environments in which the business operates.
 - Review of current business plans and future financial projections along with potential for debt repayments in future.
 - Determination of valuation parameters and key assumptions.
 - The valuation exercise shall cover the future potential of the business, and the potential value that may be created subject to implementation of the management business plan.
 - Business valuation calculations using generally accepted valuation approaches (under DCF method, Historical Transaction method, Book Value Method and EV EBIDTA method).
 - Preparation of a report outlining the recommendations of potential fair value of the Business, as well as the methodologies employed, and assumptions utilized in the analyses.

In addition to the above, the valuer shall provide valuation based on any changes/modifications as requested by the lenders or its advisor including arriving at a reserve price.

