

Fairness Opinion

On

Valuation

By



Navigant

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SEBI Registration No. INM000012243



Notice to Reader

Navigant Corporate Advisors Limited (“Navigant” / “NCAL” or “Authors of the Report”) is a SEBI registered ‘Category I’ Merchant banker in India and was engaged by Board of Directors of TCC Concept Limited (“TCC” or “Company”) for furnishing fairness opinion on the basis of valuation carried out by Bhavesh M Rathod, Registered Valuer (Securities or Financial Assets) with IBBI Registration No.: IBBI/RV/06/2019/10708 (referred to as “Valuer”) vide its valuation report dated October 14, 2023 for TCC Concept Limited and August 14, 2023 for ALTRR Software Services Limited, in terms of (i) issue Equity Shares on private placement / preferential allotment basis; (ii) existing shareholders of ALTRR Software Services Limited plans to buy the shares of TCC Concept Limited through swap of shares.

The Fairness Opinion Report (“Report”) has been prepared on the basis of the review of information provided to Navigant and specifically the Valuation Report prepared by Valuer on an independent basis. This report is limited to provide its fairness opinion on the Valuation Reports.

The information contained in this Report is selective and is subject to updations, expansions, revisions and amendment. It does not purport to contain all the information recipients may require. No obligation is accepted to provide recipients with access to any additional information or to correct any inaccuracies which might become apparent.

This Report is based on data and explanations provided by the management and certain other data culled out from various websites believed to be reliable. Neither the Company nor Navigant, nor affiliated bodies corporate, nor the directors, shareholders, managers, employees or agents of any of them, makes any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information contained in the Report. All such parties and entities expressly disclaim any and all liability for or based on or relating to any such information contained in, or errors in or omissions from, this Report or based on or relating to the Recipients’ use of this Report.



Date: October 14, 2023

To,
The Board of Directors
TCC CONCEPT LIMITED
5th Floor, VB Capitol Building, Range Hill Road,
Opp. Hotel Symphony, Bhoslenagar, Shivajinagar,
Aundh, Pune, Haveli, Maharashtra, India, 411007

Dear Members of the board,

Engagement Background

We understand that the Board of Directors of TCC Concept Limited (“TCC” or “Company”) are considering (i) issue Equity Shares on private placement / preferential allotment basis; (ii) existing shareholders of ALTRR Software Services Limited plans to buy the shares of TCC Concept Limited through swap of shares.

We understand that the Valuation as well as the swap ratio thereof is based on the Valuation Certificate(s) issued by Bhavesh M Rathod, Registered Valuer (Securities or Financial Assets) with IBBI Registration No.: IBBI/RV/06/2019/10708 (referred to as “Valuer”) vide its valuation reports dated October 14, 2023 for TCC Concept Limited and August 14, 2023 for ALTRR Software Services Limited.

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Background of the Company

TCC Concept Limited (“TCC” or the “Company”):

- TCC (CIN: L68200PN1984PLC222140) is a public limited company incorporated on November 07, 1984 and having its registered office at 5th Floor, VB Capitol Building, Range Hill Road, Opp. Hotel Symphony, Bhoslenagar, Shivajinagar, Aundh, Pune, Haveli, Maharashtra, India, 411007.
- TCC Concept Ltd is engaged in business of rendering real estate services, real estate broker and agent including but not limited to searching and identifying all type of properties namely commercial as well as residential as per the requirements of the client(s)/ customer(s) and also develop, license, offer on subscription basis technologies to facilitate / perform real estate services and in business of lead generation, appraisal of properties and asset hiring and renting on lease or commission basis including but not limited to leasing and subleasing of commercial and residential properties/ unit(s), IT park, furniture and fixtures.
- The shareholding pattern of TCC as on valuation date is as under:

Particulars	No. of Shares	% Holding
Promoter & Promoter Group		
Umesh Kumar Sahay	42,96,724	32.36%
Abhishek Narbaria	42,96,706	32.36%
Akalpita Surendra Bedkihal	18	0.00%
Kedar Arvind Kulkarni	18	0.00%
Amit Narbaria	18	0.00%
Aditi Umesh Sahai	18	0.00%
Nikhil Dilipbhai Bhuta	18	0.00%
Navnit C M Parikh	100	0.00%
Shefali Chintan Parikh	3,760	0.03%
Public	46,80,680	35.25%
Total	1,32,78,060	100.00%

Directors and Key Managerial Persons:

DIN/PAN	Name	Begin date	Designation
CHLPR3817A	Divya Reejwani	20/12/2022	Company Secretary
00119614	Rajesh Chandrakant Vaishnav	16/12/2022	Director
01733060	Umesh Kumar Sahay	02/12/2022	Managing Director
09054785	Gayathri Iyer	16/12/2022	Director
01873087	Abhishek Narbaria	16/12/2022	Director
02111646	Nikhil Dilipbhai Bhuta	16/12/2022	Director
02399121	Kunaal Deepak Agashe	05/08/2023	Director
BANPS6020E	Vishal Omprakash Sharma	14/06/2023	CFO



Brief about Transaction:

Existing shareholders of ALTRR Software Services Limited plans to buy the shares of TCC Concept Limited through swap of shares.

In ALTRR Software Services Limited, as per last private placement allotment of equity and compulsorily convertible Debenture based on our valuation report, Issue price of both share and debentures was Rs. 2,500/- per equity shares/ CCD having face value of Rs. 10 each. As per the terms of conversion of CCD, One CCD shall be converted in to 1 equity share of ALTRR Software Services Limited within 18 months from the date of issue i.e., on or before 18/03/2025 at the sole discretion of the Board of ALTRR Software Services Limited.



Information relied upon:

We have prepared the fairness opinion report on the basis of the information provided to us and inter alia the following:

- Certified Valuation Certificate(s) issued by Bhavesh M Rathod, Registered Valuer dated October 14, 2023 for TCC Concept Limited and August 14, 2023 for ALTRR Software Services Limited;
- Other information and explanations as provided by the management and Bhavesh M Rathod, Registered Valuer.
- Provisional Financials as on September 30, 2023.
- Management certified projected financial statements for period of 5 years for the year ending FY24 to FY28.
- Details of Shareholding and numbers of Equity Shares as on valuation date.
- All Company specific information were sourced from the management of the Company, either in the written hard copy or digital form.
- Other information / data available in public domain.

Further, we had discussions on such matters which we believe are necessary or appropriate for the purpose of issuing the valuation report.

We assume no responsibility for the legal, tax, accounting or structuring matters including, but not limited to, legal or title concerns. We understand that the Company has carried independent valuation of the asset of the Company Title to all subject business assets is assumed to be good and marketable and we would urge the company to carry out the independent assessment of the same.

We have been informed that all information relevant for the purpose of issuing the Fairness Opinion report has been disclosed to us and we are not aware of any material information that has been omitted or that remains undisclosed.



Valuation Summary:

Some of the methods considered by the valuer for arriving at fair value of shares of a company are as under:

Valuation methods are broadly classified into –

1. Asset Approach

Net Asset Value Method (“NAV”)

The value arrived at under this approach is based on the audited financial statements of the business and may be defined as Shareholders' Funds or Net Assets owned by the business. The balance sheet values are adjusted for any contingent liabilities that are likely to materialise.

The Net Asset Value is generally used as the minimum break-up value for the transaction since this methodology ignores the future return the assets can produce and is calculated using historical accounting data that does not reflect how much the business is worth to someone who may buy it as a going concern.

2. Market Approach

Comparable Company Market Multiple Method

Under this methodology, market multiples of comparable listed companies are computed and applied to the business being valued in order to arrive at a multiple based valuation. The difficulty here is the selection of a comparable company since it is rare to find two or more companies with the same product portfolio, size, capital structure, business strategy, profitability and accounting practices.

Whereas no publicly traded company provides an identical match to the operations of a given company, important information can be drawn from the way comparable enterprises are valued by public markets. In case of early stage company and different business model the problem aggravates further.

Comparable Transactions Multiple Method

This approach is somewhat similar to the market multiples approach except that the sales and EBITDA multiples of reported transactions in the same industry in the recent past are applied to the sales and EBITDA of the business being valued.

3. Income Approach

Discounted Cash Flows - “DCF”

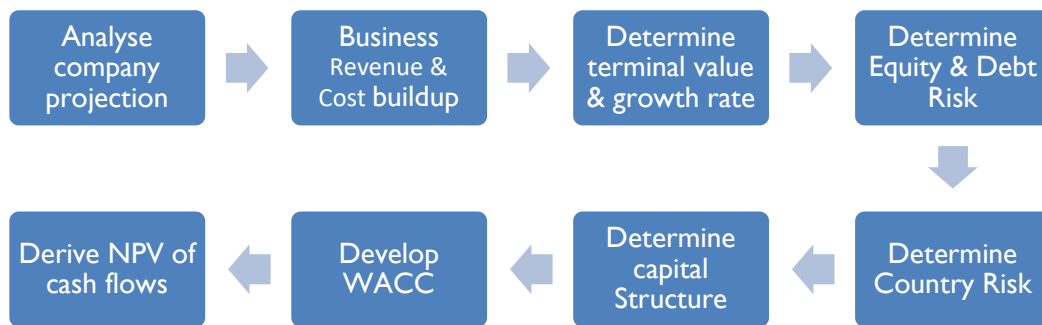
DCF uses the future free cash flows of the company discounted by the firm's weighted average cost of capital (the average cost of all the capital used in the business, including debt and equity), plus a risk factor measured by beta, to arrive at the present value.



Beta is an adjustment that uses historic stock market data to measure the sensitivity of the Company's cash flow to market indices, for example, through business cycles.

The DCF method is a strong valuation tool, as it concentrates on cash generation potential of a business. This valuation method is based on the capability of a company to generate cash flows in the future. The free cash flows are projected for a certain number of years and then discounted at a discount rate that reflects a Company's cost of capital and the risk associated with the cash flows it generates. DCF analysis is based mainly on the following elements:

- Projection of financial statements (key value driving factors)
- The cost of capital to discount the projected cash flows.



Basis of Valuation and Assumptions made by the valuer:

The valuation is based, on the aforesaid methods as described below:

- In the instant case, based on the nature of business of the Company, availability of data and generally acceptable valuation methodologies, valuer have valued the Equity using the weighted average of Asset Approach -Nav Method, market Approach -CCM, Income Approach – DCF Method is considered for TCC Concept Limited and Income Approach – DCF Method is considered for ALTRR Software Services Limited.

Conclusion on Fair value of Share:-

As stated in the valuation report, the valuer has recommended the fair value of TCC Concept Limited is Rs 89.29 per share and of ALTRR Software Services Limited is Rs 2500/- per share.

Based on the information available including valuation report and other related documents, we are of the opinion that, the fair value of shares as recommended by Bhavesh M Rathod, Registered Valuers is fair and reasonable.



Exclusions and Limitations

Our opinion and analysis are limited to the extent of review of the valuation report by the valuer. This fairness opinion is intended only for the Company internal purpose based on request of the Company and cannot be submitted / produced to any regulatory or statutory authority.

We are not responsible in any way to any person/party/statutory authority for any decision of such person or party or authority based on this opinion. Any person/party intending to provide finance or invest in the shares/business of either TCC or their subsidiaries /joint ventures/associates 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.

For the purpose of this assignment, Navigant has relied on the Valuation Certificate issued by valuer for the purpose of (i) issue Equity Shares on private placement / preferential allotment basis; (ii) existing shareholders of ALTRR Software Services Limited plans to buy the shares of TCC Concept Limited through swap of shares.

Navigant's work does not constitute certification or due diligence of any past working results and Navigant has relied upon the information provided to it as set out in working results of the aforesaid report.

Navigant has not carried out any physical verification of the assets and liabilities of the companies and takes no responsibility on the identification and availability of such assets and liabilities.

Our opinion is not, nor should it be construed as our opining or certifying the compliance of the proposed transaction with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon.

The information contained in this report is selective and is subject to updating, expansions, revisions and amendment, if any. It does not purport to contain all the information recipients may require. No obligation is accepted to provide recipients with access to any additional information or to correct any inaccuracies which might become apparent. Recipients are advised to independently conduct their own investigation and analysis of the business of the Companies.

The report has been prepared solely for the purpose of giving a fairness opinion on Valuation Certificate issued for the purposed transaction, and may not be applicable or referred to or quoted in any other context.



Our opinion is dependent on the information provided to us being complete and accurate in all material respects. Our scope of work does not enable us to accept responsibility for the accuracy and completeness of the information provided to us. The scope of our assignment does not involve performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any financial or analytical information used during the course of our work. As such we have not performed any audit, review or examinations of any of the historical or prospective information used and, therefore, do not express any opinion with regard to the same. In addition, we do not take any responsibility for any changes in the information used for any reason, which may occur subsequent to this date.

Our Fairness Opinion:

Based upon valuation work carried out by Bhavesh M Rathod, Registered Valuer (Securities or Financial Assets) with IBBI Registration No.: IBBI/RV/06/2019/10708 (referred to as “Valuer”) vide its valuation reports dated October 14, 2023 of TCC Concept Limited and August 14, 2023 of ALTRR Software Services Limited, we are of the opinion that the fair value of shares as recommended by Bhavesh M Rathod, Registered Valuer is fair and reasonable.

This being of our best of professional understanding, we hereby sign the Fairness Opinion report on valuation.

For Navigant Corporate Advisors Limited



Sarthak Vijlani
Managing Director
Date: October 14, 2023
Place: Mumbai