

CIN No.: U11201DL1985PLC022279

Registered Office: 109, Aurobindo Place, Hauz Khas, New Delhi – 110016 (India)

Corporate Office : C-2, Sector 57, Noida - 201301, (U. P.) (India)

Tel: 91-120 – 2588385, 86, 87, 88, 89, 90 • Fax: 91-120-2589861, 62 • E-mail: corporate@hlsasia.com

Website: www.hlsasia.com • GST NO: 09AAACH0627H1ZU

NOTICE OF 39TH ANNUAL GENERAL MEETING OF THE COMPANY

To all the Members, Directors & Statutory Auditors of the Company

Notice is hereby given that the 39th Annual General Meeting (AGM) of the Members of **HLS Asia Limited** “the Company”) shall be held on **FRIDAY, 19th SEPTEMBER, 2025 at 16.30 Hour (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) (“hereinafter referred to as “electronic mode”) to transact the following unavoidable businesses:

Ordinary Business:

To consider and, if thought fit, to pass, the following resolutions as Ordinary Resolutions:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend INR 12/- (Indian Rupees Twelve only) per share on fully paid-up equity share of INR.10/- of the Company for the Financial Year ended 31st March, 2025.
3. To re-appoint Mr. Savmit Grover (DIN 00485304) as Director who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint Mr. Rajiv Kapuria (DIN 08183574) as Director who retires by rotation and being eligible, offers herself for re-appointment.

Special Business:

5. **Change in designation of Mr. George Christopher Tevis (DIN 10180124) from Additional Director to Director.**

To consider, and if thought fit, to pass, the following resolution, with or without modification(s) as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. George Christopher Tevis (DIN: 10180124), who was appointed as an Additional Director by the Board of Directors of the Company w.e.f. 11th May, 2025 on recommendation of Nomination and Remuneration Committee and who holds office upto the date of ensuing Annual General Meeting, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

Registered Office : 109, Aurobindo Place, Hauz Khas, New Delhi – 110016 (India)

Tel : 91-11-26968194, 26569441 • Fax : 91-11-26968195

CIN:U11201DL1985PLC022279

“RESOLVED FURTHER THAT the Directors of the Company and the Company Secretary of the Company, be and are hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

6. To Consider and Approve Issue of Shares to Key & Deserving Employees of the Company as per the “Scheme for Offer/Allotment of Shares to Company’s Key Associates_2018.”

To consider, and if thought fit, to pass, the following resolution, with or without modification(s) as **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Section 54 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Share Capital and Debentures) Rules, 2014, and all other applicable laws and regulations, the Articles of Association of the Company and subject to other such consents, permissions and approvals as may be required, the consent of the Shareholders of the Company be and is hereby accorded to the Board of directors (hereinafter referred to as Board, which term shall be deemed to include any duly authorized Committee thereof for the time being exercising the powers conferred on the Board by this resolution) to issue, offer and allot 44,000 (Forty Four Thousands) Sweat Equity Shares of Face Value of INR.10/- (Indian Rupees Ten) each at a premium of INR 48.53 (Indian Rupees Forty Eight and Fifty Three Paise) Per share to Company’s Key Associates/Employees, as per details & break-up given below, during Financial year 2025-26.”

S.No.	Name of Employees	No. of Shares
1	Durgesh Jharbade	10,000
2	Subhash Chandra Rao	10,000
3	Nikhil Thakral	3,000
4	Pravesh Gupta	3,000
5	Ravinder Kumar	3,000
6	Vishwanath Nirala	3,000
7	Vijay Dudeja	3,000
8	Rahul Dhoundiyal	3,000
9	Deepak Sharma	1,000
10	Kuldeep Singh Chib	3,000
11	Rahul Kumar Jaiswal	1,000
12	Anil Kumar KP	1,000
	Total	44,000

“RESOLVED FURTHER THAT this issue/allotment is as per terms & condition of the “Scheme of offer/allotment of Shares to Company’s Key Associates_2018” as approved by Shareholders on 14th September 2018.”

“RESOLVED FURTHER THAT the New Equity Shares of INR.10/- each to be allotted as Sweat Equity Shares shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects except that they will qualify for any dividend that may be declared in respect of the financial year of the company in which they are allotted, on pro rata basis from the period from the date of allotment and carry the same rights as the existing Equity Shares.”

“RESOLVED FURTHER THAT Ms. Anjali Grover, Director and/or Chief Executive Officer and/or the DGM (Finance and Accounts) and/or the Company Secretary of the Company be and are hereby severally

authorized to file the prescribed return of allotment and/or any other required form/ statement with the Registrar of Companies and/or any other authorities.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions the Board and/ or any Committee of the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary in relation thereto.”

7. To Consider and Approve Issue of Shares through Private Placement to Consultants & Retainers as per the “Scheme for Offer/Allotment of Shares to Company’s Non- Executive Director, and/or Consultants on Private placement basis 2019.”

To consider, and if thought fit, to pass, the following resolution, with or without modification(s) as **Special Resolution**:

“RESOLVED THAT pursuant to Section 62(1)(c) read with Section 42 of the Companies Act, 2013, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and such other provisions (including any statutory modifications or re-enactment thereof) as may be applicable for the time being in force, and subject to other such consents, permissions and approvals as may be required, the consent of the Shareholders of the Company be and is hereby accorded to the Board of directors (hereinafter referred to as Board, which term shall be deemed to include any duly authorized Committee thereof for the time being exercising the powers conferred on the Board by this resolution) to issue and offer 6,000 (Six Thousands) Equity Shares at a face value of INR.10/- (Indian Rupees Ten) per share at a Price of INR 82.07/-(Indian Rupees Eighty Two and Seven Paise) per share including premium of INR.72.07/-(Indian Rupees Seventy Two and Seven Paise) per share amounting to INR. 4,92,420/- (Indian Rupees Four Lakhs Ninety Two Thousand and Four Hundred and Twenty Only) on Preferential Basis via Private Placement to the persons mentioned herein below (collectively referred to as “Proposed Allottees”):

S.No.	Name of Consultants/Retainers/Non Executive Director identified for issue of shares to whom offer letter will be issued.	No. of Shares to be offered
1	Mr. Vishnu N. Singh	3,000.00
2	Mr. Savmit Grover	3,000.00
	Total	6,000.00

“RESOLVED FURTHER THAT the Board be and is hereby authorized to issue to the Proposed Allottees a private placement offer cum application letter in the manner set out in the Form PAS 4 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 inviting the Proposed Allottees to subscribe to the equity shares.”

“RESOLVED FURTHER THAT this allotment is as per terms & conditions of the “Scheme for offer/allotment of shares to Non-Executive Director, and/or Consultants on private placement basis 2019” as approved by shareholders on 12th July 2019.”

“RESOLVED FURTHER THAT Ms. Anjali Grover, Director and/or Chief Executive Officer and/or the DGM (Finance and Accounts) and/or the Company Secretary of the Company be and are hereby severally authorized to sign and circulate the letter of offer along with the application in Form PAS-4 on behalf of Board to the aforesaid Allottees.”

“RESOLVED FURTHER THAT the New Equity Shares of INR. 10/- each to be allotted on private placement basis as Equity Shares shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects except that they will qualify for any dividend that may be declared in respect of the financial year of the company in which they are allotted, on pro rata basis from the period from the date of

allotment and carry the same rights as the existing Equity Shares.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions the Board and/ or any Committee of the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary in relation thereto.”

Place: Noida
Date: 28.08.2025

By the order of the Board of Directors
For HLS Asia Limited

Registered Office:
109, Aurobindo Place,
Hauz Khas, New Delhi – 110016 (India)

Abhishek Roy
Company Secretary
MN: A49859

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out material facts relating to Special businesses to be transacted at the meeting, is annexed herewith.
2. To ensure social distancing, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8th, 2020, Circular No. 17/2020 dated April 13th, 2020, Circular No. 20/2020 dated May 05th, 2020, Circular No. 02/2021 dated January 13th, 2021, Circular No. 19/2021 dated December 08th, 2021, Circular No. 21/2021 dated December 14th, 2021 and Circular No. 2/2022 dated May 05th, 2022 and No. 10/2022 & No. 11/2022 dated 28th December, 2022 and No. 09/2023 dated 25th September, 2023 (hereinafter collectively referred to as “MCA Circulars”). The AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. In compliance with the aforesaid MCA Circulars and in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice (including any other document required to be attached therewith), the notice shall therefore be sent only by email to the members and to all other persons so entitled on their email IDs registered with the company or with the depository participant / depository. Further, members may note that the Notice will also be available on the Company’s website at www.hlsasia.com.
4. The Members can attend the meeting through VC from their laptop/mobile. Members are requested to follow the steps mentioned in the file named ‘**INSTRUCTIONS FOR MEMBERS FOR ATTENDING AGM THROUGH VC**’ which is enclosed with the Notice of the AGM.
5. The Company shall provide VC facility via Microsoft Teams (“Teams”) in order to make it convenient for the Members to attend the Meeting. Meeting Invite will be sent to members at their registered email ID to join the meeting through VC facility of Teams. Instructions are provided separately annexed to this Notice. Download the Microsoft Teams Application in your Mobile or Laptop. You may use this link to download the application. [<https://www.microsoft.com/en-in/microsoft-365/microsoft-teams/download-app>]. For support refer this link: [<https://support.microsoft.com/en-us/office/sign-up-and-create-a-teams-free-org-with-a-gmail-account-5e6db51b-1edf-400d-bf55-51366cf4384e>]
6. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. Pursuant to Section 112 and 113 of the Act, Representatives of the members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the meeting held through VC / OAVM. Thus, Corporate Members are requested to send a duly certified scanned copy (PDF/JPG Format) of the Board Resolution/Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the Meeting at least 24 hours before commencement of the meeting i.e. by 16:30 hour on 10th September, 2025.

8. The members desiring to inspect the relevant documents referred to in the accompanying notice and other statutory registers are required to send requests on the Company's email address: corporate@hlsasia.com. An extract of such documents would be sent to the members on their registered email address.
9. Members seeking any information with regard to the matter to be placed at AGM are requested to submit their questions in advance, on or before 10th September, 2025 through the Company's email address i.e. corporate@hlsasia.com. The same will be replied by the Company suitably.
10. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
12. The members attending the AGM through VC will be required to send their assent or dissent through their registered email-id to the Company's email-id at corporate@hlsasia.com, in case polling is being conducted for exercising the voting at the meeting. Accordingly, Polling Paper in Form MGT-12 is attached along with the Notice for exercising the voting at the Meeting. The members/ authorized representatives shall cast their vote on the resolution, by filling in the details as required in the Polling Paper and sending the duly filled-in Polling Paper to the Company at the aforementioned email id. Polling process will be conducted in compliance with the applicable provisions of the Act and the aforesaid MCA Circulars.

The voting at the meeting may be exercised by members by Show of hands at the request of the Chairman. In such case members are requested to vote by showing their hands clearly and record their assent by raising hands up in the air.
13. The Members, whose names appear in the register of members/ list of beneficial owners as on 20th June, 2025 i.e. the cut-off date, shall be entitled to vote on the resolution set forth in this Notice.

Place: Noida
Date: 28.08.2025

By the order of the Board of Directors
For HLS Asia Limited

Registered Office:
109, Aurobindo Place,
Hauz Khas, New Delhi – 110016 (India)

Abhishek Roy
Company Secretary
MN: A49859

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item 5: Change in designation of Mr. George Christopher Tevis (DIN 10180124) from Additional Director to Director.**

The Board of directors of the Company based on the recommendation of Nomination and Remuneration Committee has appointed Mr. George Christopher Tevis (DIN: 10180124) as an Additional Director of the Company with effect from 11th May, 2025 in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of ensuing Annual General Meeting of the Company.

As the director is nominated by the Nomination and Remuneration Committee of the Company the Notice under Section 160 of the Act is not required from a member of the Company signifying candidature for Mr. George Christopher Tevis for her appointment as Director of the Company. Requisite consent, pursuant to section 152 of the act and declaration pursuant to Section 164 of the Act and rules thereunder, have been received from Mr. George Christopher Tevis to act as Director.

Brief profile of Mr. George Christopher Tevis is given below for reference of the members:

Chris Tevis is Halliburton vice president of the Wireline and Perforating product service line, responsible for global strategic leadership of the PSL to deliver asset value to customers.

Chris has 23 years of Wireline experience, joining Halliburton mid-career in 2014. He directed strategy for both the formation evaluation and geoscience businesses before taking on successive regional, then global operational roles. Most recently he was the Global Operations Director for Wireline and Perforating.

Chris earned his bachelor's degree from Columbia University in New York City and his master's degree from Heriot-Watt University in Edinburgh, Scotland. He is a 2018 graduate of the Halliburton President's Leadership Excellence Program.

Item No.6: To Consider and Approve Issue of Shares to Key & Deserving Employees of the Company as per the "Scheme for Offer/Allotment of Shares to Company's Key Associates_2018."

Pursuant to section 54 of the Companies Act, 2013 and Rule 8 of Companies (Share Capital and Debentures) Rules 2014 and other applicable provisions, if any, of the Companies Act, 2013, Board of Directors have proposed an issue of 44,000 (Forty Four Thousands) Sweat Equity Shares of Face Value of INR.10/- (Indian Rupees Ten) each at a premium of INR.48.53 (Indian Rupees Forty Eight and Fifty Three Paise) Per share to Company's Key Associates/Employees, as per details & break-up given below:

S.No.	Name of Employees	No. of Shares	Period of association with HLSA
1	Durgesh Jharbade	10000.00	28.12
2	Subhash Chandra Rao	10000.00	27
3	Nikhil Thakral	3,000.00	11.03
4	Pravesh Gupta	3,000.00	22.82
5	Ravinder Kumar	3,000.00	22.16
6	Vishwanath Nirala	3,000.00	15.84
7	Vijay Dudeja	3,000.00	25.12
8	Rahul Dhoundiyal	3,000.00	12.03
9	Deepak Sharma	1,000.00	11.40
10	Kuldeep Singh Chib	3,000.00	5.00

11	Rahul Kumar Jaiswal	1,000.00	6.00
12	Anil Kumar KP	1,000.00	5.00
	Total	44,000	

In terms of the resolutions of Board of Directors passed on 28th August, 2025 subject to approval of shareholders, the Company has agreed to grant/ issue 44,000 (Forty-Four Thousand) Sweat Equity Shares at a value of INR.58.53/- each (Fair value of INR.82.07/-) to Company's Key Associates/Employees towards their contribution to Company's growth. The Fair value of Share is valued by Registered Valuer M/s Vardhman Doogar, vide their Valuation Report enclosed with this notice.

Information as required under Rule 8 of the Companies (Share Capital and Debentures) Rules, 2014:

S.No.	Particulars	Relevant Disclosure
A	the date of the Board meeting at which the proposal for issue of sweat equity shares was approved;	28 th August, 2025
B	the reasons or justification for the issue;	To reward Key Associates for their contribution for the Company's growth / operations/ activities and for demonstrating consistent good performance.
C	the class of shares under which sweat equity shares are intended to be issued;	Equity
D	the total number of shares to be issued as sweat equity;	44,000
E	the class or classes of directors or employees to whom such equity shares are to be issued;	Key Associates/Employees
f	the principal terms and conditions on which sweat equity shares are to be issued, including basis of valuation;	<p>(1) Shares to be allotted pursuant to the scheme to Key Associates/Employee shall be subject to the condition that the allottees will have to sign an Agreement incorporating conditions, inter-alia, that whenever any such Associate, whom shares to be allotted by the Company under the scheme, leave or in any way part with the services/ retainership of HLSA, he/she will sell all his/ her entire HLSA equity shares owned/ held by him/ her, on the date of such cessation/parting, to Austin, the Holding company of HLSA (or to Halliburton, as the case may be), with an option not to include the shares if any allotted / transferred to him/her prior to 18th September 2008 (i.e. prior to shareholders approval for imposing such condition of compulsory selling), as per pricing & other conditions included in the agreement in accordance with stipulations as approved by Board & Shareholders from time to time.</p> <p>(2) The Shares to be issued at a discount on Fair Price. The Price of Sweat Equity share for the purpose of calculating discount on Fair Price shall be determined on the basis of Net Book value of shares less 15 (fifteen) % discount.</p>

		<p>(3) Excess of Fair Value of Shares over Net Book Value of Shares (less 15 % discount), if any, will be deemed to be additional compensation (and also part of managerial remuneration in case of allotment of shares to Directors, if any) as per relevant rules and accounting standards and will be taxed as perquisite to employee under Income Tax Act. Relevant figures and date to be considered for arriving at these values shall be the Audited Annual Accounts of the Company at the end of the financial year preceding the date of allotment of shares.</p> <p>(4) The Sweat Equity shares to be issued to Employees shall be locked in/non-transferable for a period of three (3) years from the date of allotment and the Shares are required to be issued in the DEMAT Form.</p> <p>(5) Valuation is carried by the Registered Valuer M/s Vardhman Doogar.</p>
G	the time period of association of such person with the company;	As mentioned above.
H	the names of the directors or employees to whom the sweat equity shares will be issued and their relationship with the promoter or/and key managerial personnel;	<p>As mentioned above.</p> <p>Mr. Dugesh Jharbade is Chief Executive Officer of the Company designated as Key Managerial Personnel.</p> <p>None of them have relations with the promoters or/and Key Managerial Personnel of the company.</p>
I	the price at which the sweat equity shares are proposed to be issued;	Sweat Equity Shares are to be issued at INR. 58.53 per share (including premium of INR 48.53 per share)
J	the consideration including consideration other than cash, if any to be received for the sweat equity;	The Sweat equity shares are being proposed to be issued for a cash consideration at a price mentioned in (i).
K	the ceiling on managerial remuneration, if any, be breached by issuance of such sweat equity and how it is proposed to be dealt with;	There will not be any breach on ceiling of managerial remuneration.
I	a statement to the effect that the company shall conform to the applicable accounting standards; and	The Board guarantees that it will confirm to the applicable accounting standards.

m	diluted Earning Per Share pursuant to the issue of sweat equity shares, calculated in accordance with the applicable accounting standards.	Company's Earnings Per Share (EPS) as on 31 st March 2025 worked out to INR. 13.88 per share. After considering impact of aforesaid 44,000 Shares to be allotted to Associates i.e. on 31 st March 2025 it would have worked out to INR 13.86 per share only had the shares were issued in 2024-25 itself.
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Disclosures in accordance with Secretarial Standard 2:

None of the Directors/Key Managerial Personnel (KMP) of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution except Mr. Durgesh Jharbade, Chief Executive Officer, Key Managerial Personnel and his relatives.

The Board recommends the resolution set forth in Item no. 7 for approval of the shareholders as a Special Resolution, considering it to be unavoidable.

Item No.7: To Consider and Approve Issue of Shares through Private Placement to Consultants & Retainers as per the “Scheme for Offer/Allotment of Shares to Company’s Non- Executive Director, and/or Consultants on Private placement basis 2019.”

Pursuant to section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, Board of Directors have proposed 6,000 (Six Thousands) Equity Shares at a face value of INR.10/- (Indian Rupees Ten) per share at a Price of INR.82.07/- (Indian Rupees Eighty Two and Seven paise) per share including premium of INR.72.07/- (Indian Rupees Seventy Two and Seven paise) on Preferential Basis via Private Placement to the persons mentioned herein below (collectively referred to as “Proposed Allottees”):

S.No.	Name of Consultants/Retainers identified for issue of shares to whom offer letter will be issued.	No. of Shares to be offered
1	Mr. Vishnu N. Singh	3,000.00
2	Mr. Savmit Grover	3,000.00
	Total	6,000.00

The Board of Directors of the Company on 28th August, 2025, subject to approval of the shareholders of the Company, approved the proposal for issue of shares to Company’s Consultants up to an amount of INR 4,92,420/- (Indian Rupees Four Lakh Ninety Two Thousand Four Hundred and Twenty Only) aggregating by way of issue of equity shares on a preferential allotment basis via Private Placement.

A Statement of disclosure as required under Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 (1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 is as under:

S.No.	Particulars	Relevant Disclosures
1	Particulars of the offer including the date of passing of the Board Resolution	Issue of 6,000 equity shares at a price of INR. 82.07/- (Face Value of INR. 10/- per share and INR. 72.07/- as Premium per share). Date of passing Board Resolution: 28th August, 2025

2	Objects of the Issue	Retention and recognition of key consultants, retainers, and non-executive directors for their valuable advice in enhancing the Company’s growth and operations, by providing incentives in the form of dividends and by increasing the subscribed share capital of the Company.				
3	Kinds of securities offered and the price at which security is being offered	Equity shares at a price of INR. 82.07/- (Face Value of INR. 10/- per share and INR. 72.07/- as Premium per share).				
4	Total Number of Securities to be Issued	6,000 (Six Thousands) Equity Shares				
5	The Price or the Price band at/within which the allotment is proposed	The equity shares are proposed to be issued at a price of INR. 82.07/- (Face Value of INR. 10/- per share and INR. 72.07/- as Premium per share)				
6	Basis on which the price has been arrived at along with report of the registered valuer	As mentioned in the enclosed copy of the Valuation Report issued by Registered Valuer M/s Vardhman Doogar.				
7	Name and address of the valuer who performed the valuation	M/s Vardhman Doogar, Registered Valuer Registration No. IBBI/RV/06/2019/10802. Flat 403, Tower A-4, IREO Skyon, Golf Course Extn. Road, Behind Lemon Tree, Sector-60, Gurgaon-122001 (Haryana)				
8	Relevant date with reference to which the price has been arrived	31 st March, 2025				
9	The class or classes of person to whom allotment is proposed to be made	Certain identified potential Consultants/Retainers /Non-Executive Director of HLS Asia Limited.				
10	Intention of Promoter, Directors or Key managerial person to subscribe to the offer	None of the promoter, directors except Mr. Savmit Grover or key managerial person of the Company are subscribing to the offer.				
11	The Proposed time within which the allotment shall be completed	The Company shall complete the issue and allotment of equity shares within 60 days from the date of receipt of application money.				
12	Material Terms of raising of such securities	Preferential allotment of equity shares proposed to be issued at a price of INR 82.07/- (Face Value of INR. 10/- per share and INR. 72.07/- as Premium per share).				
13	The Name of the proposed allottees and the percentage of post preferential Issue capital that may be held by them.					
Sr. No.	Name of the proposed allottees	Present Holding	% of the pre-issue capital	Present Issue	% of post issue capital	
1	Mr. Vishnu N. Singh	5,500	0.01	8,500	0.02	
2	Mr. Savmit Grover	20,000	0.05	23,000	0.06	
14	The change in control, if any, in the company that would occur consequent to the Preferential Issue		There will be no change in the control in the Company consequent to the Preferential Issue.			
15	The number of Persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.		Nil.			
16	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer		Not Applicable			
17	The pre-issue and post issue shareholding pattern of the company in the following format:					

S.No	Category	Pre-Issue		Post Issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoters' holding				
1	Indian	-	-	-	-
	Individual	-	-	-	-
	Bodies Corporate	2,42,25,964.00	60.24	2,42,25,964.00	60.23
	Sub-total	2,42,25,964.00	60.24	2,42,25,964.00	60.23
2	Foreign promoters	1,56,16,000.00	38.83	1,56,16,000.00	38.82
	Sub-total (A)	3,98,41,964.00	99.07	3,98,41,964.00	99.05
B	Non-promoters' holding				
1	Institutional investors	-	-	-	-
2	Non-institutional investors	-	-	-	-
	Private corporate bodies	-	-	-	-
	Director and relatives	20,690.00	0.05	23,690.00	0.06
	Indian public	3,53,810.00	0.88	3,56,810.00	0.89
	Others [including Non-resident Indians (NRIs)]				
	Sub-total (B)	3,74,500.00	0.93	3,80,500.00	0.95
	GRAND TOTAL (A+B)	4,02,16,464.00	100.00	4,02,22,464.00	100.00

***The Pre issue Capital is considered as on 21st August 2025**

Where convertible securities are offered on a preferential allotment basis with an option to apply for and get equity shares allotted, the price of the resultant shares pursuant to conversion shall be determined – Not Applicable.

In accordance with the provision of Section 42 and 62(1)(c) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, a company offering or making an invitation to subscribe to securities on a preferential allotment basis, is required to obtain prior approval of the Shareholders by way of special resolution, for each of the offers or invitation.

The approval of the Shareholders is accordingly being sought by way of special resolution under section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 made there under.

None of the Directors except Mr. Savmit Grover and Key Managerial Personnel (KMP) of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the resolution set forth in Item no. 8 for approval of the shareholders as a Special Resolution, considering it to be unavoidable.

Instructions for participating in the 39th Annual General Meeting of the Members of HLS ASIA LIMITED, to be held on Friday, 19th September, 2025 at 16.30 Hour (IST) through Video Conference, by using Microsoft Teams Application.

Instructions for participating the aforesaid AGM through Video Conference:

Steps to join a Teams meeting as a guest from any device (Desktop/Mobile) without a Teams accounts are shown herein below:

A. To join Microsoft Teams meeting via Desktop:

Step 1: Go to the meeting invite and select Join Microsoft Teams Meeting.

Step 2: That'll open web page, where you'll see two choices: Download the Windows App and Join on the web instead. If you join the web, you can use either Microsoft edge or Google Chrome. After Sign- up, your Browser may ask if it's okay for Teams to use your mic and camera. Be sure to allow it so you'll be seen and heard in your meeting.

Step 3: Enter your name and choose your audio and video settings. If the meeting room (or another device that's connected to the meeting) is nearby, choose audio off to avoid disrupting. Select Phone audio if you want to listen to the meeting on your mobile phone.

Step 4: When you're ready, hit join now.

Step 5: This will bring you into the meeting lobby. We'll notify the meeting organizer that you are there and someone in the meeting can then admit you.

B. To join Microsoft Teams meeting via Microsoft Teams Mobile App:

Step 1: In the meeting invite, select Join Microsoft Teams Meeting.

Step 2: If you don't already have the Teams mobile app, you'll be taken to your app store to download it.

Step 3: Download the app and open it right from the app store page. Teams will ask if it's okay for Teams to use your mic. Be sure to allow it so others in the meeting will be able to hear you.

Step 4: Next you'll be given two options for joining your meeting: Join as guest or sign in and join. Choose Join as guest.

Step 5: Type your name and join meeting.

Step 6: Once you're in the meeting, you can turn your video or mic on or off by tapping on the center of your screen to show the meeting controls. Tap again to hide them.

The helpline number for joining the meeting through electronic mode will be provided in the Meeting invitation which will be sent to eligible applicants at their registered email ids.

Other instructions:

1. You can sign-in/join the meeting before 15 minutes on the meeting day for timely participation in the AGM through video conference. Further, any member may join the meeting within 15 minutes from the commencement of the meeting.
2. Please listen and participate in the discussion carefully.
3. Please click on the “Mute” tab, when there is any disturbance or noise around you.
4. Please ensure that, no other person is sitting with you /participating in the aforesaid Meeting through Video Conference.
5. Please click on “Unmute” tab when you want to say something.
6. In case of any assistance required before or during the video conference as aforesaid, you can contact the Company officials at corporate@hlsasia.com.

FORM NO. MGT.12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company : HLS ASIA LIMITED
 CIN : U11201DL1985PLC022279
 Registered office : 109, Aurobindo Place, Hauz Khas, New Delhi - 110016
 (India)

BALLOT PAPER

S No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No./*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of resolutions enumerated below by recording my assent or dissent to the said resolution in the following manner:

S.No.	Item No.	No. of shares held by me	I assent to the resolution (√)*	I dissent from the resolution (√)*
Ordinary Business:				
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 st March, 2025 and the Reports of the Board of Directors and Auditors thereon.			
2.	To declare dividend INR.12/- (Indian Rupees Twelve only) per share on fully paid-up equity share of INR.10/- of the Company for the Financial Year ended 31 st March, 2025.			
3.	To re-appoint Mr. Savmit Grover (DIN 00485304) as Director who retires by rotation and being eligible, offers himself for re-appointment.			
4.	To appoint Mr. Rajiv Kapuria (DIN 08183574) as Director who retires by rotation and being eligible, offers herself for re-appointment.			
Special Business:				

5.	Change in designation of Mr. George Christopher Tevis (DIN 10180124) from Additional Director to Director.			
6.	To Consider and Approve Issue of Shares to Key & Deserving Employees of the Company as per the “Scheme for Offer/Allotment of Shares to Company’s Key Associates_2018.”			
7.	To Consider and Approve Issue of Shares through Private Placement to Consultants & Retainers as per the “Scheme for Offer/Allotment of Shares to Company’s Non- Executive Director, and/or Consultants on Private placement basis 2019.”			

*Copy this Sign “(√)” and paste in the chosen column.

Place:

Name of the shareholder/authorized Signatory:

Date:

Signature:

VALUATION REPORT ON THE FAIR VALUE OF EQUITY SHARES BY HLS ASIA LIMITED

August 21, 2025

Prepared by:

Vardhman Doogar

Registered Valuer

(Security or Financial Assets)

Gurgaon



Vardhman Doogar

B. Com., FCA, ASC, MIB,
Registered Valuer (Securities of Financial Assets)
Registration No. : IBBI/RV/06/2019/10802
ICAI Registration No. ICAIRVO/RV-N000133/2018-19

**Board of Directors,
HLS Asia Limited**
109 Aurobindo Place Market
Hauz Khas, New Delhi,
Delhi, India, 110016

Subject: Determination of Fair Market Value of Equity Shares for the purpose of issue of Sweat Equity Shares, Private Placement and Preferential Allotment in compliance with Companies Act, 2013 as of March 31, 2025.

Dear Sir,

In accordance with the terms of our engagement letter, we have prepared a valuation report to express our opinion on the fair value of the equity shares of HLS Asia Limited (hereinafter, "HLS" or the "Company") as of March 31, 2025 (the "Valuation Date"). The purpose of this valuation report is to determine the fair value of equity shares for the purpose of issue of Sweat Equity Shares, Private Placement and Preferential Allotment in compliance with Section 54, 42 and section 62(1)(c) respectively of Companies Act, 2013.

In rendering the aforementioned advisory services, we reviewed and relied upon various materials/information provided by the management of the Company (the "Management"). Our report is based on the historical and projected financial information provided to us by the Management. Because of the limited purpose of this report, the financial information presented in this report may be incomplete and contain departures from generally accepted accounting principles. We have not audited, reviewed, or compiled the financial information provided by the Management and express no assurance on it. We had audited or reviewed the financial information; matters may have come to our attention that could have resulted in our use of the amounts that differ from those provided. Accordingly, we take no responsibility for the underlying data presented in this report.


Based on our study and analytical review procedures, and subject to the limitations expressed within this report, our opinion of the Fair Value of Equity Shares proposed to be issued by HLS Asia Limited on a going-concern and fully diluted basis as on March 31, 2025.

Concluded Fair Value Per Equity Share
INR 82.07

Note: In this report, we have valued the equity shares and not valued the Sweat equity shares as we are engaged to determine the fair value of equity shares only.



We have no present or contemplated financial interest in HLS. Our fees for this valuation are based upon our normal billing rates and are in no way contingent upon the results of our findings. We have no responsibility to update this report for events and circumstances occurring subsequent to the date of this report. This report is not to be copied or made available to any persons without the express written consent of Registered Valuer.

S/d: 
CA Vardhman Doogar
Registered Valuer
MRN:517347

IBBI Membership No: IBBI/RV/06/2019/10802
ICAI Registration No. ICAIRVO/RV-N000133/2018-19

Date: August 21, 2025
UDIN: 25517347BMHXQP1932
Place: Gurugram

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I. INTRODUCTION

A. Purpose of Valuation

The purpose of this Valuation report is to express an opinion on the Fair value of equity shares for the purpose of Sweat Equity Shares, Private Placement and Preferential Allotment in compliance with Section 54, 42 and section 62(1)(c) respectively of Companies Act, 2013 as of March 31, 2025.

Vardhman Doogar, a registered valuer has been appointed for the aforementioned valuation exercise.

This report must be considered in the above-mentioned context only and is not an advisory document for any other purpose. The report may not be distributed, reproduced, or used, without the express written consent of Vardhman Doogar for any purpose other than mentioned above. Our valuation analysis should not be construed as an investment advice; specifically, we do not express any opinion on the suitability of any investment with the Company.

B. Approach to Valuation

Our opinion is based on, among other things, our estimate of the risks facing the Company and the return on investment that would be required on alternative investments with similar levels of risk.

In order to value the Company, we considered three approaches to valuation: the market approach, the income approach and the asset approach. We have reviewed and analyzed several methods and their results to determine which methods would generate the most reasonable opinion of value of the Company's operations as on the valuation. After careful consideration of each method's underlying assumptions and variables that were utilized, we concluded that the income approach, utilizing the discounted cash flow method, would provide the most appropriate indication of the fair value of the Company. A description of this method and the methods considered but not used are included in this report.

Both internal and external factors, which influence the value of the Company have been reviewed, analyzed, and interpreted. Internal factors included the Company's financial position and results of operations. External factors included, among other things, the status of the economy and the position of the Company relative to the industry.



C. Scope of Information

Our expression of the opinion on the fair value of the Company is supported by all procedures that we deem to be relevant. We have obtained sufficient information and relied on the data, facts, information, documents, and explanations as authenticated, and provided to us by the Management. We have relied upon Management Representation Letter wherein the management provided the following information to "Registered Valuer":

- a) Brief note on the background of the Company.
- b) Audited Financial statements of the Company for the year ended March 31, 2025.
- c) Projected Financial Statements of the Company for the period beginning from April 01, 2025 to March 31, 2028.
- d) Estimates of projected working capital and capital expenditure during the projected period.
- e) Discussions with the Management, and other quantitative and qualitative data.

Supporting data, copies of source documents and other pertinent information supporting our opinion of value are maintained in our files.

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D. Restrictions and Limitation of Verification

a) Restricted Audience

This report and the information contained herein are confidential. It is intended only for the sole use and information of client and only for the purpose mentioned herein. We are not responsible to any other user of the report for any decision based on this report. Any user intending to provide finance / invest in the shares/business of the company and/or the client, its subsidiaries, if any, 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.

b) Limitation Clause

Our report is subject to the limitations detailed hereinafter. This report is to be read in totality and not in parts, in conjunction with the relevant document referred to therein.

Valuation work, by its very nature, cannot be regarded as an exact science and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgement. Given the same set of facts and using the same assumptions, expert opinion may differ due to number of separate judgement decisions, which have to be made. While we have provided our recommendation based on the information available to us and within the scope and constraints of our engagement, others may have a different opinion.

Further, this valuation report is based on the extant regulatory environment and the business/ market conditions, which are dynamic in nature & may change in future, thereby impacting the valuation of the company.

The relevant information for the purpose of this valuation has been provided by the Management. We do not make any representations or warranty, express or implied, regarding the achievability/accuracy of the forecasts and accuracy/completeness of such other information as provided by the Management. As part of our evaluation process, we have evaluated the reasonableness of the projections prepared by the Management and had detailed round of discussions with the Management to understand the basis and assumptions for the preparation of the projections. The relevant information and support documents provided by the Management in relation to the projections have not been independently verified by us with any third party or any other sources and are believed to be true and reliable. Our analysis will not and cannot be directed to provide any assurance about the achievability of future plans of the Company. The information contained herein is based on the analysis of information known or knowable at the time when this report was prepared.

In furnishing this report, we reserve the right to amend or replace the report at any time. The information contained herein is based on the analysis of information available at the time when the report was prepared. We do not purport to give any representation, warranty or other assurance in relation to this document.

No enquiry into the Company's claim to title of assets or property has been made for the purpose of this valuation. With regard to the Company's claim to title of assets or property, we have relied solely on representations, whether verbal or otherwise made by the Management to us for the purpose of this report. We have not verified such representations against any title documents or any agreements evidencing right or interest in or over such assets or property, and have assumed the company's claim to such rights, title or interest as valid for the purpose of this report. No information has been given to us about liens or encumbrances against the assets, if any, beyond the loans disclosed in the accounts. Accordingly, no due diligence into any right, title or interest in property or assets was undertaken and no responsibility is assumed in this respect or in relation to legal validity of any such claims.

Unless stated otherwise, industry and market data used in this report have been obtained from market research, publicly available information and industry publications. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed, and their reliability is not assured. Industry data used in the report has not been independently verified. The information included in the report about other listed and unlisted companies is based on their respective annual reports and their respective publicly available information. We have no present or contemplated financial interest in the Company. The fee for this engagement is not contingent upon the results of this report. We have no responsibility to update this report for events and circumstances occurring subsequent to the date of this report. In the course of valuation, we were provided with both written and verbal information, including market, technical, financial and operating data.

Our analysis and report are in conformity with the IVS issued by the Institute of Chartered Accountants of India.



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II. BRIEF BACKGROUND

A. Overview

HLS Asia Limited is a Public incorporated on 18 October 1985. It is classified as non-govt company and is registered at Registrar of Companies, Delhi. The Authorised Share Capital of the Company is ₹42, 00, 00,000/- (Rupees Forty-Two Crore only) divided into 4, 20, 00,000 (Four Crores Twenty Lakhs) and Paid-up Capital is 40,21,64,640/- Equity Shares of ₹10/- (Rupees Ten) each

During the year under review, the Company has signed new contracts with HOEC (Assam - E-line, TCP & SLK), ONGC (NEC), VEDANTA (TCP-RJT), VEDANTA (CB-Eline), GSPC (Eline), OIL (RCT-Hitech), HPM (ONGC Deep Water TCP), VEDANTA (TCP-OALP), VEDANTA (TCP-OPEX). Further, contracts with SELAN (Eline) & JTI were extended. Also, the Company has received a contract extension from OIL-RJT. Additionally, the Company has provided wireline logging and perforation services to Halliburton for different integrated contracts of Vedanta (Cairn Oil and Gas Division) and ONGC. The Company has continued in other domains, providing Petrophysical support for multi-well field level study and interpretation and training to OIL-DLJ Eline Operators. Further, the Company has also signed contracts with ONGC and OIL for demo jobs and deployment of the unique Enercat technology.

During 2024-25, the Company has provided all types of Wireline work including E-line & Slickline, all types of Perforation services (including TCP), Formation Evaluation / Interpretation and related services for both onshore and offshore projects of major National & International Oil Companies which included ONGC, Vedanta (Cairn Oil and Gas Division), OIL India, Sun Oil and Gas, HOEC, GSPC, Selan, GAIL, Shivganga, KIRI, OILMAX, JTI and Halliburton project management for Vedanta (Cairn Oil and Gas Division) etc. HLSA has completed HOEC (Eline, TCP & Slickline) and OIL RJT project successfully and received appreciation mail from HOEC & OIL. HLSA has performed a good number of High-tech services like RDT, RMT-3D, WSTT, XRMI/OMRI, MRIL, Tractor, GEM and TPL etc. during this year. The Company is proud to have received 10 appreciation letters/Emails from different clients in recognition of providing excellent services. In addition to this the Company has also deployed Enercat tools in 4 wells in India to introduce new technology.

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III. Opinion on Value

VALUATION METHODOLOGY

The valuation methodology to be adopted varies from case to case depending upon different factors affecting valuation. The basis of valuation would depend on the purpose of valuation, nature of business, future prospects of the company & industry and other attendant circumstances. Different methodologies are adopted for valuation of companies.

However, the value is specific to the point in time and may change with the passage of time. The value is derived in the context of existing environment that includes economic conditions and state of industry/market etc. on the appointed date of valuation.

The valuation of a business is an exercise which can be carried out using following approaches, to the extent applicable.

The valuation exercise involves selecting an approach suitable for the purpose of valuation. Selection of an approach involves exercise of judgment by the valuer based on the facts and circumstances as applicable to the business of the company to be valued.

There are three main internationally accepted approaches to valuation:

- a) "Cost" approach
- b) "Income" approach
- c) "Market" approach

Cost approach

The Cost approach focuses on the net worth or net assets of a company. The cost approach provides an indication of value using the economic principle that a buyer will pay no more for an asset than the cost to obtain an asset of equal utility, whether by purchase or by construction, unless undue time, inconvenience, risk or other factors are involved. The approach provides an indication of value by calculating the current replacement or reproduction cost of an asset and making deductions for physical deterioration and all other relevant forms of obsolescence.



Broadly, there are three cost approach methods:

a. Replacement cost method:

Generally, replacement cost is the cost that is relevant to determining the price that a participant would pay as it is based on replicating the utility of the asset, not the exact physical properties of the asset. Usually, replacement cost is adjusted for physical deterioration and all relevant forms of obsolescence. After such adjustments, this can be referred to as depreciated replacement cost.

The key steps in the replacement cost method are:

- Calculate all of the costs that would be incurred by a typical participant seeking to create or obtain an asset providing equivalent utility,
- Determine whether there is any depreciation related to physical, functional and external obsolescence associated with the subject asset, and
- Deduct total depreciation from the total costs to arrive at a value for the subject asset.

The replacement cost is generally that of a modern equivalent asset, which is one that provides similar function and equivalent utility to the asset being valued, but which is of a current design and constructed or made using current cost-effective materials and techniques.

b. Reproduction Cost Method

Reproduction cost is appropriate in circumstances such as the following:

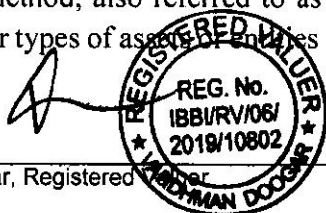
- The cost of a modern equivalent asset is greater than the cost of recreating a replica of the subject asset, or
- The utility offered by the subject asset could only be provided by a replica rather than a modern equivalent.

The key steps in the reproduction cost method are:

- i. Calculate all of the costs that would be incurred by a typical participant seeking to create an exact replica of the subject asset,
- ii. Determine whether there is any depreciation related to physical, functional and external obsolescence associated with the subject asset, and
- iii. Deduct total depreciation from the total costs to arrive at a value for the subject asset.

c. Summation Method

The summation method, also referred to as the underlying asset method, is typically used for investment companies or other types of assets or entities for which value is primarily Value each of the component assets



that are part of the subject asset using the appropriate valuation approaches and methods, and a factor of the values of their holdings.

Income approach

The Income approach focuses on the income prospects of a company.

a. Profit Earning Capacity Value Method ("PECV method")

- The PECV method focuses on the past income generated as well as the future earning capability of the business enterprise.

- PECV method requires determination of three parameters: .

- Future maintainable profits("FMP")
- Appropriate income tax rate
- Expected rate of return

The value is determined by capitalizing the FMP (net of tax) by the expected rate of return.

b. Discounted Cash Flow Method ("DCF")

DCF methodology expresses the present value of a business as a function of its future cash earnings capacity. This methodology involves estimation of post-tax cash flows for the projected period, after taking into account the business's requirement of reinvestment in the terms of capital expenditure and incremental working capital. The value of a business so measured is discounted to the present time at an appropriate discount rate. This method is used to determine the present value of a business on a going concern assumption.

- When valuing a business on a DCF basis, the objective is to determine a net present value of the cash flows arising from the business over a future select period of time, which is called the explicit forecast period.
- Under the DCF methodology, value must be placed both on the explicit cash flows as stated above, and the ongoing cash flows a company will generate after the explicit forecast period known as terminal value.
- The discount rate applied to estimate the present value of free cash flows, is taken at the "Weighted Average Cost of Capital" (WACC). The principal elements of WACC are cost of equity (which is the desired rate of return for an equity investor given the risk profile of the company and associated cash flows), cost of preference, the post-tax cost of debt and the current capital structure of the company (a function of debt to equity to Preference ratio).
- Value obtained by using DCF method gives us the Enterprise Value; and adjustment for the loans and Preference Capital as on the valuation date gives us the Equity Value.

Market Approach



a. Market Price Method

Under the "Market" Approach, the market price of an equity shares as quoted on a recognized stock exchange is normally considered as the fair value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded. The market value generally reflects the investors' perception about the true worth of the company.

b. Comparable Companies Multiple Method

Under the CCM method, the value is determined on the basis of multiples derived from valuations of comparable companies listed on the stock exchanges. This is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporates all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

Value of the business so arrived at needs to be adjusted by the value of contingent assets/liabilities, surplus assets, and dues payable to Preference Shareholders, if any, to arrive at the value for equity shareholders. However, this adjustment shall depend on the multiple being used for valuation.

c. Black-Scholes Option Pricing Method (Black-Scholes Method)

The Black-Scholes method is the most reliable indicator of the value of the enterprise if relevant and reliable transactions have occurred in the enterprise's equity securities. The Black-Scholes Method considers the rights and preferences of all classes of shareholders. Furthermore, it requires minimum subjective inputs, thus making it a reasonable method of valuation for very early-stage companies. It calculates the equity value based on recent transactions in the subject company's shares.

VALUATION METHODOLOGY ADOPTED AND FAIR VALUE COMPUTATION

The discounted cash flow method is an income-based approach that is based on the concept that the estimated value of a business is the present value of its discretely projected future cash flows, plus the present value of the company's terminal value. This method is suitable in situations where future cash flows are expected to change from year-to-year, and where such year-to-year changes are reasonably predictable.

d. Determination of Projected, Annual Free Cash Flow to Equity

For our discounted cash flow analysis, we relied upon the multi-year projections, long-term growth expectations and other related information provided by the Management.

The formula for FCFE is defined as follows:



Net Income

Add: Depreciation & Amortization (and other non-cash charges)

Less: Capital Expenditures

Less: Increase in Net Working Capital

Add: Net Borrowing (Debt Issuance)

= Free Cash Flows to Equity (FCFE)

- i. The Management provided us with the projected financial statements for the period ending from April 1, 2025 to April 1, 2028 of the Company.

Determination of Discounting Factor

In determining the present value of the cash flows that are available to equity shareholder, the discount rate used is the equity discount rate. This reflects the opportunity cost of equity shareholders of the company. Normally, the cost of equity is determined by using Capital Asset Pricing model (CAPM). However, CAPM may only represent part of the required return in the cost of equity. The CAPM uses Beta (the covariance of return of a security with the overall market) to estimate risk. Beta measures the riskiness of an asset in comparison to the risk in the stock market. Some companies are subject to additional risks that are not explicitly captured by CAPM.

In line with our internal parameters, and with reference to the company's performance, the product/service it offers, and the industry in which it operates, we have considered a discount rate of 18.51% to determine the fair value of Equity Shares using the DCF Model.

The calculation of the cost of equity for the Company has been presented below.

Value indication via Discounted Cash Flow Method

Using the projected FCFE and the discount rate previously determined, we present the discounted cash flow method of valuation in on the following page. This method of valuation results in the sum of present values of cash flows of the Company as of the valuation date i.e. May 5, 2025. Total number of Equity Shares of the Company on fully diluted basis is 4,02,16,500. Based on above, the fair value of Equity Shares of the Company on a fully diluted basis as on the valuation date is computed to be INR 82.07.

Particulars	(in Crores)
Sum of Present Value - Explicit Period	63.58
PV of Terminal Value	143.84
Equity Value	207.42
Less: DLOM + DLOC (30%)	62.23
Adjusted Equity Value	145.20
Add: Cash and Cash Equivalents	37.25
Add: Fair Value of Investment	123.38
Add: Surplus Assets/(Liabilities)	26.88
Add: Deferred Tax Assets/(Liabilities)	(2.67)
Less: Debt	-
Concluded Equity Value	330.04
Total Number of Diluted Equity Shares	4,02,16,500
Concluded Value Per Share (INR)	82.07



Other Assumptions of the Valuation

For this valuation, we have relied upon the following assumptions:

1. For the purpose of this valuation, based on the availability of data and representation from the management, we have taken on March 31, 2025 as valuation date.
2. In discounting the projected FCFE we have utilized the mid end-year convention.
3. For discounting the cash flows, we have taken cost of equity (K_e).
4. Effective tax rate has been assumed at 25.17% which is the current corporate tax rate in India.

a) Conclusion Of Value

Based on our study and analytical review procedures, and subject to the limitations expressed within this report, our opinion of the Fair Value of Equity Shares proposed to be issued by HLS on a going-concern and fully diluted basis, for the purpose of issue of sweat equity shares as on March 31, 2025 is

Concluded Fair Value Per Equity Share
INR 82.07

Note: In this report, we have valued the equity shares and not valued the Sweat equity shares as we are engaged to determine the fair value of equity shares only.



IV. Annexure-1

HLS Asia Limited

Discounted Cash Flow Statement - Free Cash Flow to Firm

Valuation Date

31 March 2025

(in Crores)

Particulars	Rate	2025-26	2026-27	2027-28
Months		12	12	12
Total Operating Revenue		214.12	232.95	241.44
Y-O-Y			9%	4%
EBITDA		81.55	91.44	94.51
EBITDA Margin		38%	39%	39%
Less: Depreciation and Amortisation		(18.88)	(17.29)	(20.65)
EBT		62.67	74.15	73.86
EBT Margin		29%	32%	31%
Less: Marginal Tax	25.17%	(15.77)	(18.66)	(18.59)
NOPAT		46.90	55.49	55.27
Adjustments:				
Add: Depreciation and Amortisation		18.88	17.29	20.65
Less: Increase in Working Capital		(20.98)	(2.43)	(3.17)
Less: Change in Capex		(17.66)	(48.41)	(39.63)
Free Cash Flow to Equity		27.13	21.93	33.12
Terminal Value				
Mid Year Convention Period		0.50	1.50	2.50
Discount Factor	18.51%	0.92	0.78	0.65
Present Value of FCFF		24.92	17.00	21.66

Terminal Growth Rate	3.00%
Tax Rate	25.17%

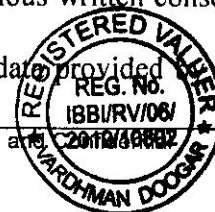
Particulars	(in Crores)
Sum of Present Value - Explicit Period	63.58
PV of Terminal Value	143.84
Equity Value	207.42
Less: DLOM + DLOC (30%)	62.23
Adjusted Equity Value	145.20
Add: Cash and Cash Equivalents	37.25
Add: Fair Value of Investment	123.38
Add: Surplus Assets/(Liabilities)	26.88
Add: Deferred Tax Assets/(Liabilities)	(2.67)
Less: Debt	-
Concluded Equity Value	330.04
Total Number of Diluted Equity Shares	4,02,16,500
Concluded Value Per Share (INR)	82.07



STATEMENT OF ASSUMPTIONS AND LIMITING CONDITIONS

This report is subject to the following assumptions and limiting conditions:

- We have no present or contemplated financial interest in the Company. Our fees for this report are based upon my normal hourly billing rates, and in no way are contingent upon the results of my findings. We have no responsibility or obligation to update this report for events or circumstances brought to our attention or occurring subsequent to the date of this report.
- Users of this report should be aware this report is based on assumptions regarding future earnings potential, and/or certain asset values that may or may not materialize. Therefore, the actual results achieved in the future will vary from the assumptions utilized in this report, and the variations may be material.
- Our report is based on historical and/or prospective financial information provided to us by the Management and other third parties. Had we audited the underlying data, matters may have come to our attention, which would have resulted in our using amounts that differ from those provided.
- The Company and its representatives warranted to us that the information they supplied was complete and accurate to the best of their knowledge and that the financial statement information reflects the Company's results of operations and financial condition, unless otherwise noted. Information supplied by the Management has been accepted as true and correct, and we express no opinion on that information.
- We have relied upon the representations of the owners, the Management and other third parties concerning the value and useful condition of all equipment, real estate investments, investment used in the business, 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 Company has good title to all assets.
- We have not ascertained and checked the ownership titles on the assets held by the Company.
- We have assumed that the Company will maintain the character and integrity of the Company through any reorganization or reduction of any owner's/manager's participation in the existing activities of the Company.
- We do not purport to be a guarantor of value. Valuation of closely-held company is an imprecise science, with value being a question of fact, and reasonable people can differ in their estimates of value. I have, however, used conceptually sound and commonly accepted methods and procedures of valuation in determining the estimate of value included in this report.
- The various estimates of value presented in this report apply to this valuation only and may not be used out of the context presented herein. This valuation is valid only for the purpose or purposes specified herein. This report is valid only for the valuation date specified herein.
- The valuation contemplates facts and conditions existing as on the Valuation Date. Events and conditions occurring after that date have not been considered, and we have no obligation to update our report for such events and conditions.
- We have assumed that there is full compliance with all applicable central and state regulation, and laws unless otherwise specified in this report.
- We have presented certain information within this report, which was taken from sources including, but not limited to, financial statements, tax returns, and corporate history. This information has been supplied by the Companies or their representatives. The historical financial information presented within is included solely to assist in the development of the value conclusion presented in this report, and it should not be used to obtain credit or for any other purpose. Because of the limited purpose of this presentation, it may be incomplete and contain departures from generally accepted accounting principles. We have not audited, reviewed, or compiled this presentation and express no assurance on it. Accordingly, this report should not be construed, or referred to, as an audit, examination, or review by me.
- 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 but the Management without our previous written consent, and, in any event, only with proper attribution.
- Any recast financial statements, forecasts, or pro forma statements are the result of data provided by the



Company, their officers, or representatives, or are based on assumptions as indicated in this report. Such recasted, forecasted, or pro forma statements may not anticipate the economic, socioeconomic, political, market, or legal factors, which may impact the operations of the subject company. Accordingly, we make no representations, expressed or implied, as to the validity of such recasted, forecasted, or pro forma statements.

- This report is neither an offer to sell, nor a solicitation to buy securities, and/or equity in, or assets of, the Company.



PROFILE – REGISTERED VALUER

CA VARDHMAN DOOGAR
Mob : +91 9999632411
vardhmandoogar@gmail.com

Professional Qualification

- Chartered Accountant (CA), November 2009 Batch
- Company Secretary from ICSI • MBA in International Business
- Registered valuer under the provisions of Section 247 of Companies Act, 2013

Educational Qualification

B.Com from Mohanlal Sukhadia University, Udaipur

Overall Experience

More than 12 years in the financial sector and holds diversified experience in the field of Corporate consultancy and Business Valuation, Advising/offering a large number of SME's and Investment Banking.

Valuation Experience

Have handled more than 120 Valuation assignments being a consultant to Category 1 – Merchant Banker.

Performed valuation assignments for a variety of purposes – Financial reporting, regulatory compliances, transaction advisory, merger & acquisition and financial restructuring.

Experience of valuing companies/ assets across industries – Power Sector, Supply Chain, E-Commerce, Start-ups, Manufacturing, Retail, E-commerce, Financial Services, Hotel, Agro Foods and Real Estate etc.

Valuation of complex instruments, intangible assets, operating businesses, ESOPs, purchase price allocation, Corporate Guarantee etc.

Performed valuation assignments for a variety of purposes – Financial reporting, regulatory compliances, transaction advisory, merger & acquisition and financial restructuring.

Selective Valuation Credentials

Music Streaming Application based in India – Valuation of CCDs for FEMA provisions

Food Ordering Company – E-commerce start up, valuation of ESOP's for reporting purposes.

Renewable Power Company – One of the India's largest renewable power group, valuation of CCDs for FEMA provisions.

Hospital - One on the renowned hospitals in Delhi, valuation of equity share for FEMA provisions.

Real Estate – Renowned real estate Company, valuation of CCDs for various purposes.

Financial Services Company – India's one of the largest NBFC, valuation of CCDs for FEMA provision.

--End of the report--

