

Share Exchange Ratio of

Morabia Creations Limited

To

**Globe Enterprises (India) Limited
Earlier known as Globe Textiles (India) Limited**

**Prepared by:
3Dimensions Capital Services Limited
(SEBI Registered Category-1 Merchant Banker)
Registration No: INM000012528**

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New Delhi-110048**

Valuation Date: 30th November 2025





3DIMENSION CAPITAL SERVICES LIMITED

SEBI Registered (Category - I) Merchant Banker
SEBI Registration No. INM000012528

GSTIN: 07AAICS6488H1ZS
CIN: U65923DL2001PLC113191

Date: 2nd February 2026

The Board of Directors,
Globe Enterprises (India) Limited,
Plot No. 38 & 41, Ahmedabad Apparel Park, GIDC Khokhra, Ahmedabad, Gujarat-380008 IN

Dear Sir,

Subject:- Report on recommendation of Swap Ratio between Morabia Creations Limited and Globe Enterprises (India) Limited.

We, 3Dimension Capital Services Limited, SEBI Registered Category-1 Merchant Banker and having its SEBI Regn. No. INM000012528 (hereinafter referred to as (“Merchant Banker”) has been mandate by the Board of Directors of aforementioned companies for valuation of Equity Shares to carry out the calculation of swap ratio for the Proposed demerger (hereinafter referred to as “Proposed Transaction” or “Proposed Demerger”) of Indigenx and Orijean division of Globe Enterprises (India) Limited (hereinafter referred to as “GEL” or “Demerged Company”) into Morabia Creations Limited (hereinafter referred to as “MCL” or “Resulting Company”) under the provisions of Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 Notification No. S.O 3732(E) [F.NO.1/14/EM/2015], Dated 17-10-2019.

The scope of services is for conducting the valuation analysis and recommend Swap ratio for the proposed transaction as on **30th November, 2025** considering various data as stated in Source of Information in accordance with Valuation Standards for the limited purpose of compliance under the FEMA and may not be used for any other purpose.

Based on the Discussion with the management & proposed transaction, we have considered the valuation cut- off date as the appointed date i.e., closure of business hours of 30th November 2025 for both the entities.



Purpose of the Report:

1. We have been informed that the Board of Directors of the Companies are considering the proposed transaction of **Globe Enterprises (India) Limited**. In consideration of the Proposed Demerger, equity shares of **Morabia Creations Limited** are proposed to be issued to the shareholders of **Globe Enterprises (India) Limited**.
2. For this purpose, we have carried out valuation of **Morabia Creations Limited (“MCL”)** and **Globe Enterprises (India) Limited (“GEL”)**, with a view to recommend number of equity shares of MCL to be issued to the shareholders of GEL.
3. The information contained herein, and our report is absolutely confidential. It is intended for the sole use and information of the Companies, and only in connection with the Proposed transaction. Any person/ party intending to provide finance/ invest in the shares/ businesses of any of the Companies shall do so after seeking professional advice from their advisors and after carrying out their own due diligence procedures to ensure that they are making an informed decision. It is hereby notified that any reproduction, copying or otherwise quoting of this report or any part thereof, other than in connection with the Proposed transaction as aforesaid, can be done only with our prior permission in writing.

BACKGROUND INFORMATION:

Morabia Creations Limited

Morabia Creations Limited, incorporated on 6 October 2016, is a public, non-government company engaged in the trading and distribution of textile goods in India. The Company operates primarily in the retail and wholesale segments of textiles, clothing, footwear, leather goods, and related accessories, catering to a diverse customer base through its established business operations. Leveraging deep industry expertise and an advanced distribution network, Morabia Creations Limited has positioned itself as a leading trader in the Indian textile sector. The Company is registered with the Registrar of Companies, Ahmedabad (CIN: U52320GJ2016PLC094016), and has an authorized and paid-up share capital of ₹2.00 crore each. Its registered office is located at Flat No. 14, Saryu Apartments, Navrangpura, Ahmedabad, Gujarat - 380009.

Globe Enterprises (India) Limited

Globe Enterprises (India) Limited, established in 1995, is a pioneering leader in the Indian textile industry, offering a comprehensive range of innovative and tailor-made products. With a focus on sustainability and customer satisfaction, the Company delivers a diverse



portfolio spanning yarns, fabrics, home textiles, and garments, covering the entire spectrum from fiber to fashion.

Globe Denwash Private Limited, a subsidiary of Globe Enterprises, is dedicated to serving leading fashion brands while prioritizing environmental sustainability. Utilizing only natural dyes and chemicals, the Company combines an in-house lab and R&D department with automated, system-driven processes to achieve advanced washing and processing techniques. Its state-of-the-art Zero Liquid Discharge system recycles 97% of water used, enabling high-end, eco-conscious production while minimizing energy consumption and maximizing resource reuse.

SOURCES OF INFORMATION:

For the purposes of the valuation exercise, we have relied upon the following sources of information:

- (a) Discussion with management of GEL;
- (b) Audited Financial Statements of MCL and GEL for the period ended 30th November ,2025;
- (c) Brief overview of MCL, GEL and their past and current operations;
- (d) Other information provided as well as discussions held with the management and other personnel of the Companies; and
- (e) Published and secondary sources of data whether or not made available by the Companies.
- (f) Certificate of Incorporation of both the entities.

PROCEDURE ADOPTED AND VALUATION METHOD(S) FOLLOWED FOR THE ASSIGNMENT:

I. APPROACH CONSIDERED IN OUR VALUE ANALYSIS:

General Principle for Valuation

There is no single definition of the term 'Value' that is suitable for all purposes or at all times. The value of a particular asset may vary according to different valuation methodologies that are adopted to ascertain the value for a specific purpose. Valuation of securities is an inexact science. It may sometimes involve a set of judgments and assumptions that may be subject to certain uncertainties.

Selection of Valuation Methodology

The objective of the valuation process is to make a best reasonable judgment of the value of the shares of the Company. There are a number of valuation methodologies to value companies / businesses using historical and forecast financials of the company. Commonly used valuation methodologies are as follows:



Net Asset Value (NAV) Method

The **Asset-based method** views a business as a collection of assets and liabilities that form the foundation of its overall value. Under this approach, the business value is calculated as the difference between the value of its assets and liabilities, which can be measured on a **Book Value, Realizable Value, or Replacement Cost** basis. However, this methodology primarily considers the historical cost of net assets and does not account for the company's current earnings, comparative financial performance of peers, or prevailing market enterprise values. Consequently, the **Net Asset Value (NAV)** typically represents a **conservative, minimum proxy value** of the company.

In the present case, the **NAV method** has been employed. The asset-based approach, including NAV, is commonly applied in scenarios such as mergers, demergers, acquisitions, or restructuring, where the asset base plays a critical role in valuation. Considering the proposed **transfer and share issuance under the Scheme of Arrangement**, the NAV method was deemed appropriate for determining the **fair value** of the companies involved.

Discounted Cash Flow (DCF) Method

The **Discounted Free Cash Flow (DFCF) method** determines the present value of a business based on its future cash-earning capacity. This approach operates on the premise that the value of a business is derived from its expected future cash flows, which are discounted to present value using an appropriate discount rate. Under this methodology, the **Free Cash Flows (FCF) to the Firm** are estimated after accounting for all operating expenses, taxes, and required investments in working capital and capital expenditure, and then discounted using the **Weighted Average Cost of Capital (WACC)**. The DFCF method is widely regarded as the most appropriate approach for assessing the earning potential of a business.

In the present case, the DCF methodology has **not been applied**, as preparing reliable and defensible future cash flow projections for the Resulting and Demerged Companies involves significant uncertainty. The companies' future performance is subject to uncertainties arising from **business restructuring, operational realignment, and changes in scale and strategy**, which materially affect the reliability of long-term forecasts. Accordingly, the **Net Asset Value (NAV) method**, which reflects the fair value of the underlying assets and liabilities based on current financial information, has been considered more appropriate and reasonable for determining the **share exchange ratio**.

Market Price Method



The market price of equity share quoted on a stock exchange is normally considered as the value of equity share of the Company, if such shares are frequently traded subject to speculative support that may be inbuilt in the value of such shares. Equity Shares of the Companies are not traded on any stock exchanges and therefore, Market Price Method is not relevant for the present valuation exercise. Hence, we have not considered this method for the valuation.

✚ Comparable Company Multiples (CCM) Method.

The **Market/Comparable Companies Methodology** relies on valuation multiples of publicly traded companies and applies them to the company being valued. These valuation multiples typically relate a company's value to a measure of financial performance or book value, such as **Revenue, EBITDA, EBIT, Earnings per Share, or Book Value.**

In the present case, this methodology has **not been applied**, as there are no truly comparable listed or unlisted companies with a similar **business model, scale of operations, asset base, risk profile, and earnings characteristics** as the Resulting and Demerged Companies. Moreover, significant differences in **size, revenue mix, capital structure, growth stage, and operational geography** materially affect valuation multiples, rendering any comparison **unreliable**

II. Basis for arriving at desired Swap ratio:

Based on the discussions in the preceding paragraphs w.r.t valuation methodologies as well as regulatory requirements, we have determined appropriate value of the equity shares of MCL and GEL based on Net Asset Value method which is an internationally accepted pricing methodology on arm's length basis.

III. VALUATION OF EQUITY SHARES

The valuation summary of MPL and GEL as per Net Asset Value method is as under:

Morabia Creation Limited (MCL)

The valuation has been done on the basis of the audited Financial Statement of MCL for the period ended 30th November ,2025.

The value per equity share of MCL using Net Assets Value method is determined at Rs. 11.27 per Equity share.

Refer Annexure -I for details.



Globe Enterprises (India) Limited (GEL)

The valuation has been done on the basis of the audited Financial Statement of GEL for the financial year ended 30th November, 2025.

The value per equity share of GEL using Net Assets Value method is determined at Rs. 0.03130 per Equity Share.

Refer Annexure -II for details.

SWAP RATIO AND SWAP SHARES.

To the best of our knowledge and on the basis of valuation of shares of MCL and GEL, on the basis of information and explanations provided to us, we are of the opinion that:

- **Based on the swap ratio derived from the value per equity share of MCL & GTL (Annexure III), 1 fully paid equity share of MCL to be issued for every 360 fully paid equity shares of GTL.**

DISCLAIMER/LIMITATIONS ON THE RECOMMENDATION OF SWAP RATIO.

- Our report is subject to the scope and limitations detailed hereinafter. As such the report is to be read in totality, and not in parts.
- Our work did not constitute an audit, a due diligence, an independent validation of the financial statements for any of the businesses and accordingly, we do not express any opinion on the same.
- Valuation analysis and results are also specific to the date of this report. A valuation of this nature involves consideration of various factors including those impacted by prevailing stock market trends in general and industry trends in particular. This report is issued on the understanding that the Companies have drawn our attention to the relevant material information, which they are aware of concerning the financial position and any other matter, which may have an impact on our recommendation.
- In the course of the valuation, we were provided with both written and verbal information. The terms of our engagement were such that we were entitled to rely upon the information provided by the Companies without detailed inquiry. Our conclusions are based on these assumptions, forecasts and other information given by/on behalf of the Companies. The management of the Companies have indicated to us that they have understood that any omissions, inaccuracies or misstatements may materially affect our valuation analysis/results. Accordingly, we assume no responsibility for any errors in the above information furnished by the Companies and their impact on the present exercise.
- The determination of valuation, 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 judgment. Given the same set of facts and using the same assumptions, expert

opinion may differ due to a number of separate judgments and decisions, which have to be made. There can therefore be no standard formulae to establish an undisputable no. of shares. The final responsibility for the determination of no. of equity shares at which the Proposed transaction shall take place, will be with the Board of Directors of all the Companies.

- This report is prepared for the Clients and must be used only for the specific engagement and regulatory reporting purposes and must not be copied, disclosed or circulated or referred to in correspondence or discussion with any person. The report is confidential to the Clients and it is given on the express undertaking that it is not communicated, in whole or in part, to any third party without our prior written consent. Neither this report nor its contents may be used for any other purpose without our prior written consent.
- Whilst all reasonable care has been taken to ensure that the facts stated in the report are accurate and the opinions given are fair and reasonable, neither ourselves, nor any of our partners, officers or employees shall in any way be responsible for the contents stated herein. Accordingly, we make no representation or warranty, express or implied, in respect of completeness, authenticity or accuracy of such statements. We expressly disclaim any and all liabilities which may arise based upon the information used in this report. We are not liable to any third party in relation to the issue of this report. In no event we shall be liable for any loss, damage, cost or expense arising in any way from fraudulent acts, misrepresentations or willful default on the part of the Companies, their management, directors, employees or agents.
- Our report 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 company law and taxation law or as regards any legal implications or issues arising from such Proposed transaction.
- We have no obligation to update this report because of events or transactions occurring subsequent to the date of this report.
- This report is based on the information provided to us by the management. This report has been prepared solely for the aforesaid purpose and should not be used for any other purpose.

3Dimensions Capital Services Limited



Rhydham Kapoor
Executive Vice President

Annexure I : Morabia Creation Limited

MORABIA CREATION LIMITED		
Computation of the Net Worth as on 30.11.2025		
No.	Particulars	Amount in INR
A	Book value of all the assets in the balance sheet	
	Non Current Assets :	
	1 Property, Plant & Equipment	10,05,944.00
	2 Capital Work in Progress	-
	3 Non- Current Investment	1,04,91,500.00
	4 Long Term Loans & Advances	52,16,285.00
	5 Deferred Tax Assets	11,289.00
	6 Other Non- Current assets	7,07,303.00
	Total Non Current Assets	1,74,32,321.00
	Current Assets:	
	1 Inventories	32,35,000.00
	2 Trade Receivables	6,81,415.00
	3 Cash & Cash Equivalents	18,06,596.00
	4 Short-term loans and advances	-
	5 Other current assets	10,02,226.00
	Total Current Assets	67,25,237.00
A	Book Value of all the assets	2,41,57,558.00
B	Book value of all the Liabilities in the balance sheet	
	Non Current Liabilities:	
	1 Long-term borrowings	1,60,269.00
	2 Other Non-current liability	4,28,726.00
	3 Unsecured Loans	-
	Total Non Current Liabilities	5,88,995.00
	Current Liabilities:	
	1 Short-term borrowings	-
	2 Trade Payable	9,73,034.00
	3 Other Current Liabilities	62,500.00
	4 Short Term Provisions	-
	Total Current Liabilities	10,35,534.00
B	Book Value of all the Liabilities	16,24,529.00
	Net Worth [A-B]	2,25,33,029.00
	Number of shares outstanding as on Date of Valuation	20,00,000
	Value per share	11.27



Annexure II: Globe Textiles Limited

GLOBE TEXTILES LIMITED		
COMPUTATION OF THE NET WORTH OF INDIGENX AND ORIJEAN AS ON 30.11.2025		
No.	Particulars	Amount in INR
A	Book value of all the assets in the balance sheet	
	Non Current Assets :	
	1 Property, Plant & Equipment	-
	2 Intangible Assets	-
	3 Right of use assets	-
	4 Non Current Investments	-
	5 Other Financial Assets	-
	6 Income Tax Asset (Net)	-
	7 Other Non Current Assets	-
	Total Non Current Assets	0.00
	Current Assets:	
	1 Inventories	1,09,52,458.72
	2 Trade Receivables	31,43,795.06
	3 Cash & Cash Equivalents	-
	4 Short-term loans and advances	-
	5 Other Financial Assets	-
	6 Other Current assets	-
	Total Current Assets	1,40,96,253.78
A	Book Value of all the assets	1,40,96,253.78
B	Book value of all the Liabilities in the balance sheet	
	Non Current Liabilities:	
	1 Long-term borrowings	-
	2 Long Term Provisions	-
	3 Deferred Tax Liabilities (Net)	-
	Total Non Current Liabilities	-
	Current Liabilities:	
	1 Short-term borrowings	-
	2 Trade Payable	-
	3 Other Current Liabilities	-
	4 Short Term Provisions	-
	Total Current Liabilities	-
B	Book Value of all the Liabilities	-
	Net Worth [A-B]	1,40,96,253.78
	Number of shares outstanding as on Date of Valuation	45,04,18,788
	Value per share	0.03130



Annexure III

Demerger of INDIGENX and ORIJEAN of Globe Textiles (India) Limited into Morabia Creation Private Limited			Amt in Rs.
Particulars	Demerged Unit	Resulting Co	
	INDIGENX and ORIJEAN of Global Textiles Limited	MORABIA CREATION LIMITED	
Share Capital	-		2,00,00,000
Reserves & Surplus	1,40,96,254		25,33,035
Total Net-worth	1,40,96,254		2,25,33,035
Number of Shares			20,00,000
BV per share			11.27
Total consideration to be issued	1,40,96,254		2,25,33,035
BV per share of Transferee Company / Issue price per share	11.27		
Number of shares to be issued	12,51,163		
Existing Number of Shares	45,04,18,788		
Swap Ratio	0.0027778		
Inverse Swap Ratio	360		

