

VALUATION REPORT

on

Fair Value of Equity Shares

Nakoda Group of Industries Limited

Valuation / Relevant Date – 13th April 2026

Report Date – 16th April 2026



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Valuation Analysis

We refer to our Engagement Letter dated April 10, 2026, as independent valuers of **Nakoda Group of Industries Limited** (the “Company”). In the following paragraphs, we have summarized our valuation Analysis (the “Analysis”) of the business of the Company as informed by the management and detailed herein, together with the description of the methodologies used and limitation on our scope of work.

1 Context and Purpose

Based on discussion with the management, we understand that the Company is evaluating the possibility of **Fair Value of Equity shares under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018**. In the context of the proposed transaction, the management requires our assistance in determining the **Fair Value of Equity shares** of the Company.

Proposed Transaction:

During the Financial Year 2026-27, Company is evaluating the possibility of issuing Equity Shares to Promoter and Non-Promoters. In this context, the management of **Nakoda Group of Industries Limited** (the “Management”) has requested us to estimate the fair value of the Equity Shares. - “Proposed Transaction”.

2 Conditions and major assumptions

Conditions

The historical financial information about the Company presented in this report is included solely for the purpose to arrive at value conclusion presented in this report and it should not be used by anyone to obtain credit or for any other unintended purpose. Because of the limited purpose as mentioned in the report, it may be incomplete and may contain departures from generally accepted accounting principles prevailing in the country. We have not audited, reviewed or compiled the financial statements and express no assurance on them.

Readers of this report should be aware that a business valuation is based on future earnings potential that may or may not be materialised.

This report is only to be used in its entirety, and for the purpose stated in the report. No third parties should rely on the information or data contained in this report without the advice of their lawyer, attorney or accountant.

We acknowledge that we have no present or contemplated financial interest in the Company. Our fees for this valuation are based upon our normal billing rates, and not contingent upon the results or

the value of the business or in any other manner. We have no responsibility to modify this report for events and circumstances occurring subsequent to the date of this report.

We have, however, used conceptually sound and generally accepted methods, principles and procedures of valuation in determining the value estimate included in this report. The valuation analyst, by reason of performing this valuation and preparing this report, is not to require to give expert testimony nor to be in attendance in court or at any government hearing with reference to the matters contained herein, unless prior arrangements have been made with the analyst regarding such additional engagement.

Assumptions

The opinion of value given in this report is based on information provided by the management of the Company and other sources as listed in the report. This information is assumed to be accurate and complete.

We have relied upon the representations contained in the public and other documents in our possession and any other assets or liabilities except as specifically stated to the contrary in this report.

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

We have also assumed that the business will be operated prudently and that there are no unforeseen adverse changes in the economic conditions affecting the business, the market, or the industry. This report presumes that the management of the Company will maintain the character and integrity of the Company.

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

3 Background of the Company

The company is engaged in the business of manufacturing, selling, distribution and trading of tatty fruity, cotton bales and other agriculture commodities.

Company URL: - <https://nakodas.com/>

Further data of the company is as under:

CIN	L15510MH2013PLC249458
Company Name	NAKODA GROUP OF INDUSTRIES LIMITED
ROC Name	ROC Nagpur
Registration Number	249458
Date of Incorporation	22/10/2013
Email Id	nakodas@nakodas.com
Registered Address	239, BAGAD GANJ, NAGPUR, Maharashtra, India, 440008
Address at which the books of account are to be maintained	-
Listed in Stock Exchange(s) (Y/N)	Yes
Category of Company	Company limited by shares
Subcategory of the Company	Non-government company
Class of Company	Public
ACTIVE compliance	ACTIVE Compliant
Authorised Capital (Rs)	30,00,00,000
Paid up Capital (Rs)	17,81,51,980
Date of last AGM	16/09/2025
Date of Balance Sheet	31/03/2025
Company Status	Active

Shareholding Details as on Valuation Date

Particulars	No. of Shares	% Holding
Promoter & Promoter Group		
Pravin Navalchand Choudhary	53,00,209	30.22%
Jayesh Choudhary	9,00,000	5.13%
Pooja Choudhary	27,00,000	15.40%
Manju Pravin Choudhary	11,47,500	6.54%
Ashok Hemraj Bardia	162	0.00%
Kishore Hemraj Bardia	162	0.00%
Vidhi Rajesh Jain	162	0.00%
Public	74,89,857	42.71%
Total	1,75,38,052	100.00%

Face Value Per Share is Rs. 10.00/-

Directors and Key Managerial Persons:

DIN/PAN	Name	Begin date	Designation
02426233	Jayesh Choudhary	Whole-time director	22/10/2013
01620138	Sandeep Jain	Director	06/01/2020
01918804	Pravin Navalchand Choudhary	Managing Director	22/10/2013
09485610	Kokila Ashok Kumar Jha	Director	02/02/2022
****4964A	Sakshi Tiwari	CFO	10/02/2017
10719506	Kapil Kisanlal Agrawal	Director	14/08/2024
10240572	Hemraj Tiju Dekate	Director	29/07/2023

4 Valuation Premise

The premise of value for our analyses is going concern value as there is neither a planned or contemplated discontinuance of any line of business nor any liquidation of the Company.

5 Valuation Date

The Analysis of the Fair Value of Equity share of **Nakoda Group of Industries Limited** as on **13th April 2026** being the relevant date.

6 Declaration of Independence of valuer and Financial Interest

I hereby declare that I am independent of the subject firms for valuation and have not been under any direct or indirect influence, which may affect the valuation exercise. I also state that I have no financial interest in the subject company for Valuation.

7 Valuation Standards

The Report has been prepared in compliance with the internationally accepted valuation standards and valuation standard adopted by ICAI Registered Valuers Organisation.

8 Valuation Methodology and Approach

The standard of value used in the Analysis is "Fair Value", which is often defined as the price, in terms of cash or equivalent, that a buyer could reasonably be expected to pay, and a seller could reasonably be expected to accept, if the business were exposed for sale on the open market for a reasonable period of time, with both buyer and seller being In possession of the pertinent facts and neither being under any compulsion to act.

Valuation of a business is not an exact science and ultimately depends upon what it is worth to a serious investor or buyer who may be prepared to pay a substantial goodwill. This exercise may be carried out using various methodologies, the relative emphasis of each often varying with:

- whether the entity is listed on a stock exchange
- industry to which the Company belongs.
- past track record of the business and the ease with which the growth rate in cash flows to perpetuity can be estimated.
- Extent to which industry and comparable Company information is available.

The results of this exercise could vary significantly depending upon the basis used, the specific circumstances and professional judgment of the valuer. In respect of going concerns, certain valuation techniques have evolved over time and are commonly in vogue. These can be broadly categorised as follows:

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 in 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

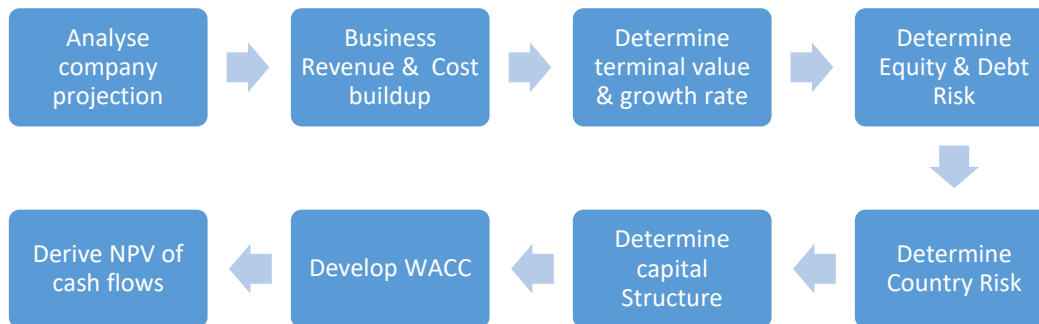
Discounted Cash Flows - "DCF"

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



Valuation Methodology

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose.

In this case, the Company being a listed Company, we have considered valuation regulations applicable to preferential issue of Equity Shares as defined in Securities and Exchange Board of India (Issue of Capital & Disclosure) Regulations, 2018, the requirements of the Articles of Association of the Company and the provisions of the Companies (Share Capital and Debentures) Rules, 2014 (as amended).

SEBI Regulations for requirement of Valuation:

SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED

The relevant Regulations under SEBI (ICDR) are reproduced as under:

Regulation 164(1) - Pricing of frequently traded shares

If the equity shares of the issuer have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or*
- the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.*

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

....

Regulation 166A (1): Other conditions for pricing

Any preferential issue, which may result in a change in control or allotment of more than five per cent. of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price:

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub-regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer, or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

Provided further that if any proposed preferential issue is likely to result in a change in control of the issuer, the valuation report from the registered valuer shall also cover guidance on control premium, which shall be computed over and above the price determined in terms of the first proviso.

....

Regulation 161: "relevant date" means: a) in case of preferential issue of equity shares, the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue:

Explanation: Where the relevant date falls on a weekend or a holiday, the day preceding the weekend, or the holiday will be reckoned to be the relevant date.

In the instant case, the shares are listed and frequently traded on the Bombay Stock Exchange and National Stock Exchange, the traded turnover on national stock exchange during the 240 trading days is higher than traded turnover on Bombay stock exchange during the 240 trading days therefore we have considered the National stock Exchange (NSE). (Refer below Table)

Number of Equity Shares traded. (A)	Total no. of Equity Shares of the Target Company during the Relevant Period (B)	Trading Turnover (as a % of Total Equity Shares listed during the Relevant Period) (A/B)
National Stock Exchange (NSE)		
1,58,47,194.00	1,75,38,052	90.36 %
Bombay Stock Exchange (BSE)		
31,74,609	1,75,38,052	18.10 %

Our choice of methodology and valuation has been arrived using usual and conventional methodologies adopted for purposes of a similar nature and our reasonable judgment, in an independent and bona fide manner based on our previous experience of assignments of similar nature.

9 Source of Information

The Analysis is based on trading prices and volumes as available in the public domain. Specifically, the sources of information include:

- Historical Data of Trading Price and Volume traded of the stock on Bombay Stock Exchange & National stock Exchange.

Further, we have also been informed by the Company that.

1. The Equity Shares of the Company are listed on the Bombay Stock Exchange & National Stock Exchange.
2. The Equity Shares are frequently traded on the Bombay Stock Exchange and National stock Exchange meet the definition of Frequently traded shares as per Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
3. The Company is proposing to hold Extraordinary General Meeting of Members on 13th May 2026 to approve the proposed preferential issue and hence, the relevant date is 13th April 2026.
4. The present issue of Equity Shares shall not result in change in control of the Company.

10 Caveats

Provision of valuation recommendations and considerations of the issues described herein are areas of our regular corporate advisory practice. The services do not represent accounting, assurance, financial due diligence review, consulting, transfer pricing or domestic/international tax-related services that may otherwise be provided by us.

We have relied on data from Recognized Stock Exchange. This source is considered to be reliable and therefore, we assume no liability for the accuracy of the data.

The valuation worksheets prepared for the exercise are proprietary to the Valuer and cannot be shared. Any clarifications on the workings will be provided on request, prior to finalizing the Report, as per the terms of our engagement.

The scope of our work has been limited both in terms of the areas of the business and operations which we have reviewed and the extent to which we have reviewed them.

The Valuation Analysis contained herein represents the value only on the date that is specifically Stated in this Report.

We have no present or planned future interest in the Company and the fee for this Report is not contingent upon the values reported herein.

Our Valuation analysis should not be construed as investment advice; specifically, we do not express any opinion on the suitability or otherwise of entering into any transaction with the Company.

Our Report is not nor should it be construed as our opining or certifying the compliance with the provisions of any law / standards including company, foreign exchange regulatory, accounting and taxation (including transfer pricing) laws / standards or as regards any legal, accounting or taxation implications or issues.

Our Report and the opinion / valuation analysis contained herein is not nor should it be construed as advice relating to investing in, purchasing, selling or otherwise dealing in securities. This report does not in any manner address, opine on or recommend the prices at which the securities of the Company could or should transact.

11 Distribution of Report

The Analysis is confidential and has been prepared exclusively for **Nakoda Group of Industries Limited**. It should not be used, reproduced or circulated to any other person or for any purpose other than as mentioned above, in whole or in part, without the prior written consent of the valuer. Such consent will only be given after full consideration of the circumstances at the time. However, we do understand that the report will be shared according to the terms of SEBI ICDR Regulation, 2018.

12 Opinion on Fair Value of Equity Shares

Based on our valuation exercise Fair Value of the Equity Shares as on 13th April 2026 is as under:

Method	in INR
Price determined from the independent registered valuer	27.68

Method	Value per share (*)	Weight	Product
Asset Approach	18.99	0%	0.00
Market Approach	27.68	100%	27.68
Income Approach	-8.29	0%	0.00
Weighted Average Value per share (in INR)			27.68

(*) Refer Annexure for Working

Approach	Method	Selection	Rationale for selection
Asset Approach	NAV Method	-	Net Asset Method under Asset approach shall not capture the future cashflow of the company. It serves as a valuation floor since most companies have a greater value as a going concern than they would if they were liquidated. Considering this, no weightage is considered for asset approach for current valuation exercise.
Income Approach	PECV Method	-	This method provides a straightforward approach to estimate value by capitalizing the future or past earning potential of the entity or asset. The Value per share as per PECV method does not reflect the true potential of the company and it is below the floor price of the company. Accordingly, no weightage is assigned to the PECV Method for the present valuation exercise.
Market Approach	Market Price	Selected	As the company's equity shares are frequently traded on the NSE, the total trading turnover during the review period (240 trading days) exceeds the threshold prescribed under Regulation 164 of the SEBI (ICDR), regulations for determining a security as 'frequently traded'. Accordingly, 100% weightage is considered for Market Approach for current valuation exercise.

Control Premium

The present issue of Equity Shares shall not result in change in control of the Company. Hence guidance on control premium is not considered under Regulation 166A.

We trust the above meets your requirements. Please feel free to contact us in case you require any additional information or clarifications.

Yours faithfully

Bhavesh M Rathod
Chartered Accountants
M No: 119158
Registered Valuer - Securities or Financial Assets
(Reg No: IBBI/RV/06/2019/10708)

Date: _____
Place: Mumbai

UDIN:

13 Annexure 1

As per Regulation 164 SEBI, ICDR

Method		NSE
90 trading days' volume weighted average price (*)	A	27.68
10 trading days' volume weighted average price (*)	B	25.39
Higher of A & B	C	27.68

Volume Weighted Average Price for 90 trading Days.

Date	No. of Shares Traded	Total Turnover (Rs.)
10-Apr-26	89,712	25,11,930
09-Apr-26	20,671	5,48,700
08-Apr-26	30,463	8,10,437
07-Apr-26	3,731	96,976
06-Apr-26	57,365	14,36,424
02-Apr-26	15,591	3,99,403
01-Apr-26	63,298	15,97,251
30-Mar-26	61,795	14,47,789
27-Mar-26	55,708	12,70,606
25-Mar-26	4,956	1,18,214
24-Mar-26	9,461	2,26,035
23-Mar-26	8,221	1,89,046
20-Mar-26	5,524	1,34,255
19-Mar-26	16,282	3,98,575
18-Mar-26	8,989	2,24,328
17-Mar-26	4,221	1,03,810
16-Mar-26	19,079	4,72,455
13-Mar-26	6,226	1,50,670
12-Mar-26	34,571	8,63,102
11-Mar-26	54,239	13,09,448
10-Mar-26	28,214	6,87,914
09-Mar-26	13,365	3,22,588
06-Mar-26	25,704	6,46,760
05-Mar-26	6,490	1,66,507
04-Mar-26	21,658	5,23,718
02-Mar-26	5,383	1,32,832
27-Feb-26	3,165	81,256
26-Feb-26	94,355	25,17,220
25-Feb-26	19,344	4,81,843
24-Feb-26	17,947	4,54,976
23-Feb-26	4,336	1,14,533

20-Feb-26	26,300	6,95,994
19-Feb-26	8,659	2,30,475
18-Feb-26	2,355	62,893
17-Feb-26	7,448	1,97,189
16-Feb-26	24,544	6,58,610
13-Feb-26	4,743	1,24,980
12-Feb-26	4,113	1,09,131
11-Feb-26	3,183	85,785
10-Feb-26	7,616	2,05,359
09-Feb-26	7,597	2,04,555
06-Feb-26	11,225	2,99,789
05-Feb-26	2,296	63,693
04-Feb-26	865	23,870
03-Feb-26	11,045	2,99,742
02-Feb-26	1,072	28,891
01-Feb-26	4,851	1,29,553
30-Jan-26	8,969	2,41,818
29-Jan-26	25,412	6,85,450
28-Jan-26	32,330	8,72,454
27-Jan-26	2,829	77,302
23-Jan-26	3,766	1,03,735
22-Jan-26	16,653	4,53,298
21-Jan-26	4,051	1,10,919
20-Jan-26	1,58,958	44,80,511
19-Jan-26	24,543	6,85,997
16-Jan-26	41,441	11,94,873
14-Jan-26	2,033	58,579
13-Jan-26	2,468	71,071
12-Jan-26	11,499	3,35,188
09-Jan-26	1,36,760	41,26,082
08-Jan-26	23,273	7,00,431
07-Jan-26	1,226	36,302
06-Jan-26	18,298	5,48,326
05-Jan-26	18,578	5,62,145
02-Jan-26	14,611	4,39,313
01-Jan-26	3,853	1,16,812
31-Dec-25	23,539	7,25,201
30-Dec-25	27,495	8,69,962
29-Dec-25	4,194	1,24,966
26-Dec-25	2,951	92,218
24-Dec-25	11,565	3,64,456
23-Dec-25	49,807	15,30,145
22-Dec-25	32,316	9,81,805
19-Dec-25	29,672	8,71,384
18-Dec-25	13,842	4,10,580
17-Dec-25	10,227	3,00,097

16-Dec-25	41,584	12,22,559
15-Dec-25	42,325	12,62,995
12-Dec-25	33,246	9,78,368
11-Dec-25	24,453	7,06,938
10-Dec-25	8,486	2,40,139
09-Dec-25	19,445	5,57,362
08-Dec-25	4,67,784	1,41,40,479
05-Dec-25	18,940	5,20,642
04-Dec-25	1,740	46,211
03-Dec-25	4,513	1,20,151
02-Dec-25	7,889	2,08,625
01-Dec-25	29,039	7,83,554
28-Nov-25	1,67,469	41,09,641
Total	25,62,048	7,09,29,193

Traded Turnover	7,09,29,193
No. of Share Traded	25,62,048
Volume Weighted Average Price for 90 Trading Days	27.68

Volume Weighted Average Price for 10 trading Days.

Date	No. of Trades	Total Turnover (Rs.)
10-Apr-26	89,712	25,11,930
09-Apr-26	20,671	5,48,700
08-Apr-26	30,463	8,10,437
07-Apr-26	3,731	96,976
06-Apr-26	57,365	14,36,424
02-Apr-26	15,591	3,99,403
01-Apr-26	63,298	15,97,251
30-Mar-26	61,795	14,47,789
27-Mar-26	55,708	12,70,606
25-Mar-26	4,956	1,18,214
Total	4,03,290	1,02,37,731

Traded Turnover	1,02,37,731
No. of Share Traded	4,03,290
Volume Weighted Average Price for 10 Trading Days	25.39

14 Annexure 2

NAV Method as on 31st December 2025

(INR Lakhs)

Particulars		Amount
Assets		
Non-current assets		
Fixed Assets		
-Tangible Assets		1,432.32
-Intangible Assets		0.23
-CWIP		29.81
Deferred tax assets (net)		11.17
Other Non-Current Assets		22.12
Current assets		
Inventories		1,490.90
Trade receivables		937.26
Cash and bank balances		90.89
Other Current Assets		1,141.48
Total Assets	A	5,156.18
Liabilities		
Non-Current Liabilities		
Long Term Borrowings		63.44
Long-Term Provisions		12.53
Current liabilities		
Short Term Borrowings		1,319.15
Trade payables		196.81
Other current liabilities		268.22
Short-Term Provisions		0.89
Total Liabilities	B	1,861.04
Net-Worth as on 30 Sep 25	(A - B)	3,295.14
Add: Profit for Quarter ended Dec25	C	35.23
Net-Worth as on 31 Dec 25	D = (A - B) + C	3,330.37
No. of Equity Shares	E	1,75,38,052
Value Per Share	D / E	18.99

Profit Earning Capitalization Value Method (PECV Method)

(INR Lakhs)

Particulars		FY23	FY24	FY25	
Reported Profit Before Tax		118.23	-285.96	-486.25	
Average Profit of Past 3 Years					-217.99
Less: Tax	25.17%				0.00
Average Profit After Tax					-217.99
Capitalization	15.70%				-1,453.29
No. of Equity Shares					1,75,38,052
Value per share (Rs.)					-8.29

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