



# Nakoda Group of Industries Ltd.

Mfg. of Nakodas & Samrat Brand - Papaya Tutti Frutti,  
Karonda Cherry, Amla Candy, Jams, Fruit Murabba & Dry Fruits

Office: Plot No. 239, South Old Bagadganj, Small Factory Area, Nagpur - 440008

Ph: 0712-2778824, Fax: 0712-2721555

E-mail : info@nakodas.com

website : www.nakodas.com

Factory: Bidgaon, Naka No. 5 B, Tahsil: Kamptee, Dist. Nagpur

To,

Date: - 12.10.2020

**Bombay Stock Exchange Limited (BSE Ltd)**

Listing / Compliance Department,

Phiroze jeejeebhoy Towers,

Dalal Street, Mumbai – 400001

**BSE Scrip Code:-541418**

**Sub: - Notice of 7<sup>th</sup> Annual General Meeting of the Members of the Company.**

Dear Sir/Madam,

Pursuant to Regulation 30(6) and Part A of Schedule III of Securities Exchange board of India (Listing Obligations and Disclosures requirements) Regulations, 2015, we wish to inform you that the 7<sup>th</sup> Annual General Meeting of the company will be held on **Friday, 06<sup>th</sup> day of November, 2020, at 10.30 A.M.** through Video Conferencing / Other Audio Visual means. The venue of the meeting shall be deemed to be the registered office of the company at Plot No. 239, South Old Bagadganj, Small Factory Area, Nagpur - 440008.



The Notice Containing the business to be transacted at the meeting is enclosed herewith.

The register of members and share transfer book of the company will remain closed from Thursday 29<sup>th</sup> day of October, 2020 to Friday 06<sup>th</sup> day of November, 2020 (both days inclusive) for the purpose of 7<sup>th</sup> Annual General Meeting of the Company.

Please take the note of same in your record.

Yours truly,

**For Nakoda Group of Industries Limited**

**Pratul Wate**

**Company Secretary & Compliance Officer**

Encl: - As Above



## NAKODA GROUP OF INDUSTRIES LIMITED

CIN: - L15510MH2013PLC249458

Registered Office: - 239, South Old Bagadganj, Small Factory Area, Nagpur – 440008, MH

Website:- www.nakodas.com Contact:- 0712-2778824 Email:- cs@nakodas.com

### NOTICE OF 7<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **Seventh Annual General Meeting** of the Members of **Nakoda Group of Industries Limited** will be held on **Friday, 06<sup>th</sup> day of November, 2020, at 10.30 A.M.** through Video Conferencing / Other Audio Visual means to transact the following businesses. The venue of the meeting shall be deemed to be the registered office of the company at Plot No. 239, South Old Bagadganj, Small Factory Area, Nagpur – 440008.

#### ORDINARY BUSINESS:-

**Item No. 1:- To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 together with the Reports of the Board of Directors and the Auditors thereon.**

**Item No. 2:- To Appoint Mr. Haresh Kumar Prashad (DIN: - 08282123) as a Director, Who retires by rotation and being eligible offer himself for re-appointment.**

#### SPECIAL BUSINESS:-

**Item No. 3:- Appointment of Mr. Sandeep Jain as Independent Director of the company.**

To consider and, if thought fit, to pass the following resolution as on Ordinary Resolution:

**“RESOLVED THAT** in accordance with the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sandeep Jain (DIN : 01620138), who was appointed as an Non-Executive Director (Independent) of the Company with effect from 06<sup>th</sup> January, 2020 subject to the approval of members of the company, pursuant to Section 161 of the Act and Articles of Association of the Company and who has submitted the declaration that he meets the criteria for Independence as provided under the Act and the Listing Regulations and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold the office for a term of upto 5 (five) consecutive years with effect from 06<sup>th</sup> January, 2020 to 05<sup>th</sup> January, 2025.

**“RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to sign and execute deeds, application and documents that may be required on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to these resolution.”

**Item No. 4:- Appointment of Mrs. Neeta Ajay Jain as Woman Director of the company.**

To consider and, if thought fit, to pass the following resolution as on Ordinary Resolution:

**“RESOLVED THAT** in accordance with the provisions of Sections 161 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, read with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Neeta Ajay Jain (DIN : 08890824), who was appointed as an Additional Director (Woman Director) of the Company with effect from 29<sup>th</sup> September, 2020, pursuant to Section 161 of the Act and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Woman Director of the Company to hold the office from this Annual General Meeting to the Date of next Annual General Meeting and who shall liable for retire by rotation in the company.

**“RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to sign and execute deeds, application and documents that may be required on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to these resolution.”

**Item No. 5 :- Approval for Increasing Remuneration of Managing Director as well as Whole Time Director of the company.**

To consider and, if thought fit, to pass the following resolution as on Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members be and hereby accorded for Increasing Remuneration of Mr. Pravin Navalchand Choudhary (DIN: 01918804), Chairman and Managing Director as well as Mr. Jayesh Choudhary (DIN: 02426233), Whole Time Director of the Company with effect from 01<sup>st</sup> October, 2020 till the expiry of their term of appointment / employment in the company.”

**RESOLVED FURTHER THAT** the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising salary, perquisites, expenses and benefits approved herein be continued to be paid as minimum remuneration to the Chairman and Managing Director and Whole Time Director as per the limits set under Schedule V of the Act.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorized to vary and/or revise the remuneration of Mr. Pravin Choudhary as Chairman and Managing Director and Mr. Jayesh Choudhary, Whole Time Director within the overall limits under the Act and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its

powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution.”

“**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to sign and execute deeds, application and documents that may be required on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to these resolution.”

**Item No. 6:- Approval of Related Party Transactions for the financial year 2020-2021.**

To consider and, if thought fit, to pass the following resolution as on Ordinary Resolution:

“ **RESOLVED THAT** pursuant to the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirement) Regulation, 2015 and provision of Section of 188 the Companies Act 2013 and Rules made there under ( including any amendment thereto or re-enactment thereto) and all other applicable provision and sub provisions and all other applicable rules there under, if any, of the Companies Act, 2013 (the 'Act') and subject to such approval, consent, sanction and permission as may be necessary ,consent of the member of the Company be and is here by accorded, to the Board of Director of the Company to enter into contracts and / or agreement with related parties as defined under the Act up to the overall limits of 20% of the Annual Turnover as per the latest audited balance sheet of the company with respect to carry on business of hire purchase & leasing of all kinds of plant & machinery & equipments & dealing in all kinds of movable & immovable properties, Purchase and sale transactions with related parties, party to any office or a place of profit in the Company or its subsidiary or associate Company, giving and taking any advance to related parties for carrying such transaction or any other transaction of whatever nature of related parties for a period from 1<sup>st</sup> April ,2020 to 31<sup>st</sup> March ,2021.

“**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to sign and execute deeds, application and documents that may be required on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to these resolution.”

**Item No. 7:- To Consider the Appointment of M/s Manish N. Jain & Co., Chartered Accountants, Nagpur (FRN:- 138430W) as Statutory Auditor of the Company.**

To consider and, if thought fit, to pass the following resolution as on Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139 (8) and other applicable provisions if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modifications or amendments thereto or re-enactment thereof for the time being in force), M/s Manish N. Jain & Co., Chartered Accountants, Nagpur (FRN:- 138430W), who has given their consent letter along with required certificate under the applicable Sections and provisions of the Companies Act, 2013 and certificate issued by the Peer Review Board of ICAI, be and are hereby appointed as the Statutory Auditor of the Company to fill the casual vacancy caused due to the resignation of M/s Gandhi Rathi & Co., Chartered Accountants, Nagpur.

**FURTHER RESOLVED THAT** M/s Manish N. Jain & Co., Chartered Accountants, Nagpur (FRN:- 138430W), be and are hereby appointed as the Statutory Auditor of the company who shall hold the office of Statutory Auditors of the Company from the conclusion of this Annual General Meeting for a term of 5 (Five) consecutive years till the conclusion of the 12<sup>th</sup> Annual General Meeting of the Company to be held in the Calendar year 2025 on such remuneration as may be fixed by the Board of Directors of the Company plus applicable taxes and out of pocket expenses and on such other terms and conditions as may be mutually agreed.

**“RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to sign and execute deeds, application and documents that may be required on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to these resolution.”

**Registered Office:**

Plot No. 239, South Old Bagadganj,  
Small Factory Area, Nagpur – 440008  
Maharashtra, India

Place: - Nagpur  
Date: - 07.10.2020

**By Order of the Board**

**For Nakoda Group of Industries Limited**

SD/-

Pravin Choudhary  
Managing Director

## NOTES

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, 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 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at [www.nakodas.com](http://www.nakodas.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In compliance with the applicable provisions of the Companies Act, 2013 (the “Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), as amended from time to time, read with the MCA Circulars, SEBI Circular and pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) the Annual General Meeting (“AGM”) of the Company is scheduled to be held on Friday, 06<sup>th</sup> November 2020, at 10.30 A.M. through VC/OAVM and the voting for items to be transacted in the Notice to this AGM only through remote electronic voting process (“e-Voting”).
9. 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.
10. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
11. The relevant Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013 in respect of the items set out in the Notice of AGM is annexed.
12. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
13. Further, due to non-availability of postal and courier services, on account of the threat posed by COVID-19 and in terms of the MCA Circulars and the SEBI Circular, the Company is sending this AGM Notice along with the Annual Report for FY 2019-20 in electronic form only to those Members whose e-mail addresses are registered with the Company/Depositories.
14. The Register of Members and the Share Transfer books of the Company will remain closed from Thursday 29<sup>th</sup> Day of October 2020 to Friday, 06<sup>th</sup> November 2020 (both days inclusive) for Annual General Meeting.
15. A person who is not a member as on the record date should treat this Notice for information purpose only.
16. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination and power of attorney, Bank Mandate details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.

17. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
18. Members desiring inspection of statutory registers during the AGM may send their request in writing to the Company at [cs@nakodas.com](mailto:cs@nakodas.com).
19. Members who wish to inspect the relevant documents referred to in the Notice can send an e-mail to [cs@nakodas.com](mailto:cs@nakodas.com) up to the date of the AGM.
20. This AGM Notice is being sent by e-mail only to those eligible Members who have already registered their e-mail address with the Depositories/the DP/the Company's RTA/the Company.
21. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the record date i.e. Wednesday, 28<sup>th</sup> October, 2020.
22. The Cut Off date / record date for the purpose of determining the eligibility of the Members to attend the 07<sup>th</sup> Annual General Meeting of the Company is Wednesday, 28<sup>th</sup> October, 2020.
23. M/s R. A. Daga & Co, Company Secretaries, Nagpur has been appointed by the Board of Directors of the Company as Scrutinizer for scrutinizing the voting process through E-Voting at the Annual General Meeting in a fair and transparent manner.
24. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-Voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-Voting facility. The remote e-Voting shall be available by CDSL for voting 15 minutes after the conclusion of the Meeting.
25. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast during the AGM and, thereafter, unblock the votes cast through remote e-Voting and shall make, not later than 48 hours from the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
26. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website [www.nakodas.com](http://www.nakodas.com) immediately after the declaration of the result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's Equity Shares are listed viz. BSE and be made available on their respective websites viz. [www.bseindia.com](http://www.bseindia.com).



**THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on 03.11.2020 at 10.00 A.M. and ends on 05.11.2020 at 5.00 P.M., Shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date 28.10.2020) of 28.10.2020 may cast their vote electronically during this period. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on “Shareholders” module.
- (v) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL’s EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL’s EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Nakoda Group of Industries Limited on which you choose to vote. EVSN (Electronic Voting Sequence Number) of Company is 201006004.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed. **EVSN (Electronic Voting Sequence Number):- 201006004**
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@nakodas.com](mailto:cs@nakodas.com). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

## INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@nakodas.com](mailto:cs@nakodas.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual



available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**Registered Office:**

Plot No. 239, South Old Bagadganj,  
Small Factory Area, Nagpur - 440008  
Maharashtra, India

Place: - Nagpur  
Date:-07.10.2020

**By Order of the Board**

**For Nakoda Group of Industries Limited**

SD/-

Pravin Choudhary  
Managing Director

## Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

### Item No. 3:-

The Board of Directors, on the recommendation of Audit Committee and Nomination and Remuneration Committee, appointed Mr. Sandeep Jain (DIN: 01620138), who was appointed as a Non-Executive Director (Independent) of the Company with effect from 06<sup>th</sup> January, 2020 subject to the approval of members of the company, under Sections 149, 150 and 152 of the Companies Act, 2013 and Articles of Association of the Company as a Non Executive Director of the Company. Mr. Sandeep Jain shall hold office upto the date of ensuing Annual General Meeting and is eligible to be appointed as an Independent Director.

Mr. Pawan Jain as independent director of the company has resigned from the company and hence the Company has received notice under the provisions of the Companies Act, 2013 from Mr. Sandeep Jain signifying his candidature as an Independent Director of the Company to fill the vacancy. The Company has also received a declaration of independence from Mr. Sandeep Jain. In the opinion of the Board, Mr. Sandeep Jain fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and Listing Regulations, of being eligible for appointment as Independent Director. Mr. Sandeep Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. A copy of the draft Letter of Appointment for Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day. A brief profile of Mr. Sandeep Jain, including nature of his expertise, is provided of this Annual Report.

The remuneration to Mr. Sandeep Jain shall be governed by the Remuneration Policy of the Company. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Sandeep Jain as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Sandeep Jain as an Independent Director for period upto 5 (five) years with effect from 06<sup>th</sup> January, 2020 for the approval of the members of the company.

Except Mr. Sandeep Jain, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 for the approval of members.

### Item No.4:-

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mrs. Neeta Ajay Jain, as an Additional Non – Executive Director of the Company and also a Woman Director, to hold the office from this ensuing Annual General Meeting till the Conclusion of next Annual General Meeting subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, Mrs. Neeta Ajay Jain shall hold office up to the date of this AGM and is eligible to be appointed as a Director.

In the opinion of the Board, Mrs. Neeta Ajay Jain fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as Woman Director. The terms and conditions of her appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day.

The details of Mrs. Neeta Ajay Jain have been given in the Annexure to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mrs. Neeta Ajay Jain as the Woman Director is now being placed before the Members for their approval.

The Board recommends the Resolution at Item No. 4 of this Notice for approval of the Members.

Except Mrs. Neeta Ajay Jain and her relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 4 of this Notice.

#### **Item No. 5:-**

The Member of the company has appointed Mr. Pravin Choudhary (DIN: 01918804) as the Managing Director of the Company vide Extraordinary General Meeting held Dated 10<sup>th</sup> February, 2017 for a period of five years w.e.f. 10<sup>th</sup> February, 2017 to 09<sup>th</sup> February, 2022 and his remuneration was fixed by the members as Rs. 50,000/- Per month (Rupees Fifty Thousand only) for 3 years only i.e. upto 10<sup>th</sup> February, 2020. The Members has appointed Mr. Jayesh Choudhary (DIN: 02426233) as the Whole Time Director of the company through Extraordinary General Meeting held Dated 06<sup>th</sup> June, 2017 for a period of five years w.e.f. 06<sup>th</sup> June, 2017 and given authority to the Board to fix the remuneration of Mr. Jayesh Choudhary within the scope of Schedule V of the Companies Act, 2013. The approval of the Members pursuant to Section 197(1) of the Companies Act, 2013 as amended from time to time is now sought for the increased remuneration payable to Mr. Pravin Choudhary as the Chairman and Managing Director of the Company and Mr. Jayesh Choudhary Whole Time Director of the company w.e.f. 01<sup>st</sup> October, 2020 till the expiry of their term of appointment / employment in the company. The details are set out below:

#### **Remuneration proposed:**

**1)** The remuneration proposed to be payable to Mr. Pravin Choudhary for the remaining period of his term is as follows:

**a) Salary:-** Maximum salary of Rs. 1,50,000/- Per Month as the Chairman and Managing Director of the Company.

**b) Expenses:-** Travelling, Food, Hotel Stay, Conveyance and Mobile Expenses shall paid on actual basis apart from Salary only if he visits to any city of India for the companies work.

**c) Performance Bonus:-** Apart from Salary and Expenses, the specific amount payable to Mr. Pravin Choudhary will be based on certain performance criteria and such other parameters as may be considered appropriate from time to time, evaluated by the Board or a committee thereof duly authorized in this behalf and will be payable annually at the discretion of the Board only.

**2) The remuneration proposed to be payable to Mr. Jayesh Choudhary for the remaining period of his term is as follows:**

**a) Salary:-** Maximum salary of Rs. 1,50,000/- Per Month as the Whole Time Director of the Company.

**b) Expenses:-** Travelling, Food, Hotel Stay, Conveyance and Mobile Expenses shall be paid on actual basis apart from Salary only if he visits to any city of India for the companies work.

**c) Performance Bonus:-** Apart from Salary and Expenses, the specific amount payable to Mr. Jayesh Choudhary will be based on certain performance criteria and such other parameters as may be considered appropriate from time to time, evaluated by the Board or a committee thereof duly authorized in this behalf and will be payable annually at the discretion of the Board only.

### **3) Minimum Remuneration**

In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in any Financial Year(s) Mr. Pravin Choudhary, Chairman and Managing Director and Mr. Jayesh Choudhary shall be entitled to a minimum remuneration comprising salary, perquisites, expenses and benefits as detailed above for a period of their remaining term of employment with the company. The said minimum remuneration shall be payable in accordance with the Schedule V and other applicable provisions of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Pravin Choudhary, Mr. Jayesh Choudhary and Mrs. Manju Choudhary, who is related to Mr. Pravin Choudhary, Mr. Jayesh Choudhary, is in any way concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends the passing of Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

### **Item No. 6:-**

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") requires shareholders' approval by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and on an arm's length basis.

A transaction with a related party shall be considered material under the Listing Regulations, if the transaction(s) in a contract to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual turnover of the company as per the last audited financial statements of the company. The Board informed that some related



party transactions have to perform by the Company in the ordinary course of business but on the arm's length basis. Hence, it is recommended to the members to allow the Board of Directors to enter into contracts and / or agreement with related parties as defined under the Act up to the overall limits of 20% of the Annual Turnover as per the latest audited balance sheet of the company for F.Y. 2020-21.

Accordingly, as per Regulation 23 of the Listing Regulations and applicable provisions of Companies Act, 2013, approval of the Members is sought for ratification of the arrangements/transactions under taken whether by way of continuation/extension/renewal/modification of earlier arrangements/ transactions or otherwise so far in the financial year 2020-21.

The Board recommends passing of the ordinary resolution as set out at Item No. 6 of this Notice, for the approval of the Members. None of the other Directors or Key Managerial Personnel of the Company or their relatives, other than to the extent of their shareholding in the Company, if any, are in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 6 of this Notice.

The Members may please note that in terms of the provisions of the Listing Regulations, all related parties as defined thereunder are prohibited from voting in favour of the resolution as set out at Item No. 6 of this Notice.

**ITEM No. 7:-**

M/s Gandhi Rathi & Co., Chartered Accountants, Nagpur expressed their inability to continue due to their personal health issues as the Statutory Auditor of the Company through their resignation letter dated 05.09.2020. The Board of Director in their meeting dated 11.09.2020 has approved their resignation and relieved them with effect from 05.09.2020. As per the provisions of Section 139 of the Companies Act, 2013, any casual vacancy in the office of Statutory Auditor shall be filled by the Board of Directors within thirty days from the date of resignation of Statutory Auditor. The Board in their meeting held on 11.09.2020 has filled the casual vacancy by appointing M/s Manish N. Jain & Co., Chartered Accountants, Nagpur on the recommendations of Audit Committee.

The appointment of Statutory Auditor in casual vacancy arose due to resignation of M/s Gandhi Rathi & Co., Chartered Accountants, Nagpur. The Board of Director recommends the members to appoint M/s MANISH N. JAIN AND CO., Chartered Accountants, Nagpur (FRN: - 138430W) as the Statutory Auditor of the company who shall hold the office of Statutory Auditors of the Company from the conclusion of this Annual General Meeting for a term of 5 (Five) consecutive years till the conclusion of the 12<sup>th</sup> Annual General Meeting of the Company to be held in the Calendar year 2025.

The Board recommends the Ordinary Resolution set out at Item No. 7 for the approval of members. None of the directors and their relatives or key managerial personnel is interested in the said resolution.

**Registered Office:**

Plot No. 239, South Old Bagadganj,  
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Maharashtra, India

Place: - Nagpur  
Date:-07.10.2020

**By Order of the Board**

**For Nakoda Group of Industries Limited**

SD/-

Pravin Choudhary  
Managing Director

## ANNEXURE TO NOTICE

### Details of the Director seeking re-appointment at the 7<sup>th</sup> Annual General Meeting:

#### ANNEXURE OF ITEM NO: 01

<b>NAME OF DIRECTOR</b>	Mrs. Neeta Ajay Jain	Mr. Haresh Kumar Prashad
<b>DIN</b>	08890824	08282123
<b>DATE OF BIRTH</b>	01.07.1980	18.05.1981
<b>DATE OF FIRST APPOINTMENT</b>	29.09.2020	27.11.2018
<b>QUALIFICATION</b>	Bachelor of Arts	Bachelor of Science
<b>EXPERTISE IN SPECIFIC FUNCTIONAL AREA AND EXPERIENCE</b>	She has been Director of your Company. She has wide experience in the field of Marketing.	He has been Director of your Company. He looks after the Factory Operation of your Company.
<b>DIRECTORSHIP HELD IN OTHER COMPANIES</b>	Nil	Nakoda Fruit Products Pvt. Ltd., Nakoda Agro Commodities Pvt. Ltd.
<b>DISCLOSURE OF RELATIONSHIP BETWEEN DIRECTORS INTER SE</b>	Nil	Nil
<b>NAMES OF LISTED ENTITIES IN WHICH HE/ SHE IS A DIRECTOR AND HOLDS COMMITTEE POSITIONS</b>	Nil	Nil
<b>NO. OF EQUITY SHARES HELD IN THE COMPANY AS ON 31/03/2020</b>	Nil	Nil

#### **Brief Profile of Mr. Sandeep Dharamchand Jain**

Shri. Sandeep Dharamchand Jain (DIN: - 01620138) is Chartered Accountant by profession and designated as Non-Executive Director in Nakoda group of industries limited. He is Proprietor of Sandeep D Jain And Company (Chartered Accountant Firm).

Mr. Sandeep D. Jain fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and Listing Regulations, of being eligible for appointment as Independent Director. Mr. Sandeep Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as an Independent Director.