



NAKODA GROUP OF INDUSTRIES LIMITED

ANNUAL REPORT 2017-18



Nakodas Group has kept its legacy to make people fall in love with their most delicious, healthy and natural products. Nakodas Group brings you the finest natural ingredients from all around the world to satisfy your heart with its delightful taste.

Nakodas group is a Leading manufacturer of Tutti Fruity (Diced Chelory) also called as “Papaya Preserve”, Karonda Cherries (Indian Cherries), Sweet lime peels, Orange Cut Peels, Sesame Seeds Hulled Auto dry, All Variety of Jams, Sauces, Spices, Chikkis (Fruity Bars), Pickles, Papads, Canned Vegetables and Frozen Fruits & Vegetables.

Since 1998 we are existing exporter of all above items in Middle East & European Countries. Our Company has around 80% export oriented business and rest is on domestic market of India. Our factory is situated in heart of Nagpur which is also known as the heart of India as it is located centrally to all the conveniences. Hence, we are very conveniently making supplies of the above products very promptly & regularly with less loss of time to the states of India. Our Major Clients are Ice-Cream Factories, Bakeries, Sweets & Namkeens Factories, Airline Companies, Railway Catering & Indian Military.

Managing Director's Message

Dear Shareholders,

It is my pleasure to write to you as Managing Director of Nakoda Group of Industries Limited and I feel privileged to accept the responsibility to lead the Leading manufacturer company in India.

With continued cooperation and goodwill from all of you, our union has been able to continue its stride and conquer further heights in overall development, quality and production during the year. It is a matter of pride for all of us.

I am very happy to announce that we had an outstanding performance on financial parameters for the Financial Year 2017-18. The Standalone Revenue of the Company increased to Rs. 48, 74, 88,775/- as compared to Rs. 23, 78, 62,187/- in the previous year. The net profit after tax also increased exponentially from Rs. 50, 77,795/- to Rs. 1, 00, 19,000/- in the financial year 2017-18.

The initial performance has exceeded our expectations and we look forward in financial year 2018-19. This Year, efficiency improvement was our main focus area for improving the production quality.

Change and adaptability are the key to become a meaningful Player in the global Food Industry. We remain committed to stay on our chosen path of operational excellence in the coming financial year.

Finally, I take this opportunity to thank you, the shareholders of the company, for your continuous support and motivation to the company. I would also like to thank the Government, Customers, Suppliers as well as Lenders for their continued support to the company and finally to all the Employees and the Management Team for their deep level of commitments to the Company.

I look forward to your continued support in the future.

Yours Sincerely,

Pravin Choudhary
Managing Director

Participations & Awards



- ❖ Participated in Various Food Festivals organized in the World and represented our country “India” and also got BOI SME Award.





Corporate Information

CIN:

U15510MH2013PLC249458

MANAGING DIRECTOR:

Mr. Pravin Choudhary

INDEPENDENT DIRECTORS:

Mr. Pawan Kumar Jain

Mr. Vinod Jain

Mr. Ajay Lodha

EXECUTIVE DIRECTOR:

Mr. Jayesh Choudhary

NON-EXECUTIVE DIRECTOR:

Mrs. Manju Choudhary

CHIEF FINANCIAL OFFICER:

Ms. Sakshi Tiwari

COMPANY SECRETARY & COMPLIANCE OFFICER:

Ms. Pooja Trivedi
(Up to 30.06.2017)

Mr. Pratul Wate
(w.e.f. 01.07.2017)

AUDITORS:**STATUTORY AUDITOR:**

Gandhi Rathi & Co.
Chartered Accountants, Nagpur

SECRETARIAL AUDITOR:

R .A. Daga & Co. Company Secretaries

Daga Mension, 17/2, Tikekar Road,

Dhantoli Nagpur

BANKER:

Bank of India

REGISTERED OFFICE:

Plot. No. 239, South Old Bagadganj,

Small Factory Area, Nagpur - 440008

[Tel:- 0712- 2778824](tel:0712-2778824)

Email:- nakodas@nakodas.com

REGISTRAR & TRANSFER AGENT:

Bigshare Services Pvt. Ltd

1st Floor, Bharat Tin Works

Building, Opp. Vasant Oasis, Makwana

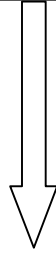
Road, Marol, Andheri East, Mumbai,

Maharashtra 400059

Tel:- 022 6263 8200

Web: www.bigshareonline.com

COMMITTEES



Audit Committee

Name of Directors	Status	Nature of Directorship
Mr. Pawan Jain	Chairman	Independent Director
Mr. Vinod Jain	Member	Independent Director
Mr. Ajay Lodha	Member	Independent Director

Stakeholder's Relationship Committee

Name of Directors	Status	Nature of Directorship
Mr. Ajay Lodha	Chairman	Independent Director
Mr. Pawan Jain	Member	Non-Executive Director
Mr. Vinod Jain	Member	Independent Director

Nomination & Remuneration Committee

Name of Directors	Status	Nature of Directorship
Mr. Ajay Lodha	Chairman	Independent Director
Mr. Vinod Jain	Member	Independent Director
Mr. Pawan Jain	Member	Independent Director

CONTENTS

NOTICE OF AGM.....	01
NOTES.....	02-03
ANNEXTURE TO NOTICE.....	04
DIRECTOR'S REPORT	05
1. FINANCIAL PERFORMANCE.....	05
2. EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS.....	05
3. CHANGE IN THE NATURE OF BUSINESS, IF ANY.....	06
4. DIVIDEND.....	06
5. RESERVES NAD SURPLUS.....	06
6. MEETINGS.....	06-08
7. COMPOSITION OF COMMITTEES.....	08-11
8. DIRECTORS AND KEY MANAGERIAL PERSONS.....	12
9. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS.....	12-13
10. RELATED PARTY TRANSACTIONS.....	13-14
11. CHANGES IN SHARE CAPITAL.....	14-15
12. VIGIL MECHANISM.....	15
13. DIRECTORS RESPONSIBILITY STATEMENT.....	15-16
14. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES.....	16
15. EXTRACT OF ANNUAL RETURN.....	16
16. PARTICULARS OF EMPLOYEES.....	16
17. REGISTRAR AND TRANSFER AGENT.....	16
18. AUDITORS.....	16-17
19. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO.....	17
20. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS.....	17
21. THE DETAILS OF SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE.....	17
22. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY.....	18
23. PARTICULARS OF LOANS GIVEN, INVESTMENT MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED.....	18
24. RISK MANAGEMENT.....	18

25. FORMAL ANNUAL EVALUATION.....	18
26. DECLARATION WITH THE COMPLIANCE WITH THE CODE OF CONDUCT BY MEMBERS OF THE BOARD AND SENIOR MANAGEMENT PERSONNEL.....	18
27. MECHANISM FOR BOARD EVALUATION.....	18-19
28. CORPORATE GOVERNANCE.....	19
29. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 (SHWWA).....	19
30. SECRETARIAL STANDARDS.....	19-20
ANNEXURE INDEX.....	21
ANNEXURE-1.....	22
FORM NO. MGT-9.....	22-32
ANNEXURE II.....	33
SECRETARIAL AUDIT REPORT	34-39
ANNEXURE III.....	40
CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO.....	40
MANAGEMENT DISCUSSION AND ANALYSIS	41-44
AUDIT REPORT AND FINANCIAL STATEMENTS.....	45-75
PROXY FORM.....	76-77
ATTENDANCE SLIP.....	78
AGM VENUE ROUTE MAP.....	79



NAKODA GROUP OF INDUSTRIES LIMITED

CIN: - U15510MH2013PLC249458

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

NOTICE OF 5TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **Fifth Annual General Meeting** of the Members of **Nakoda Group of Industries Limited** will be held at Plot No. 239, South Old Bagadganj, Small Factory Area, Nagpur – 440008 , on **Tuesday, the 25th day of September, 2018, at 10.00 A.M.** for the transaction of the following businesses:-

ORDINARY BUSINESS:-

1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint Mrs. Manju Choudhary as a Director, who retires by rotation and being eligible, offer herself for re-appointment.

Registered Office:

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

Place: - Nagpur

Date: - 17.08.2018

By Order of the Board

For Nakoda Group of Industries Limited

SD/-

Pravin Choudhary

Managing Director

NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself. The proxy need not be a member of the company. A blank form of proxy is enclosed herewith and, if intended to be used, it should be returned duly completed at the registered office of the company not less than forty eight hours before the scheduled time of the commencement of the 5th Annual General Meeting.
2. Route-map of the AGM venue, pursuant to the Secretarial Standard on General Meetings, is also annexed.
3. Members may visit the Company's corporate website to view the Financial Statements or access information pertaining to the Company. Queries, if any, should be sent at least 10 days before the AGM to the Whole Time Director & Company Secretary at the Registered Office of the Company.
4. Members are required to bring their admission slips to the AGM. It will not be possible to provide duplicate admission slips or copies of the Report and Accounts at the AGM venue.
5. The Register of Members and the Share Transfer books of the Company will remain closed from Wednesday 19th Day of September 2018 to Tuesday 25th Day of September 2018 (both days inclusive) for Annual General Meeting.
6. 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 not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
8. Electronic copy of the Annual Report being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report being sent in the permitted mode.
9. Electronic copy of the Notice of the 5th Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 5th Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent in the permitted mode.



10. Members may also note that the Notice of the 5th Annual General Meeting, Attendance Slip, Proxy Form, Ballot Paper and Annual Report will also available on the Company's website www.nakodas.com in for their download.
11. Corporate Members are required a certified copy of the Board Resolution, authorizing their representatives to attend and vote at the AGM.
12. In case of joint holders attending the meeting, only such holder who is higher in the order of names will be entitled to vote.
13. The facility for voting through ballot paper shall be made available at the AGM. The members attending the meeting shall be able to exercise their right of demanding poll.
14. The voting rights of members, in case poll is demanded, shall be in proportion to their shares of the paid up equity share capital of the Company as on the record date i.e. Tuesday, 18th September, 2018.
15. The record date for the purpose of determining the eligibility of the Members to attend the 05th Annual General Meeting of the Company is Tuesday, 18th September, 2018.
16. A person who is not a member as on the record date should treat this Notice for information purpose only.
17. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the record date i.e. Tuesday, 18th September, 2018 can also attend the meeting.
18. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9:00 am to 5:00 p.m.) on all working days except second Saturday, up to and including the date of the Annual General Meeting of the Company.

Registered Office:

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

Place: - Nagpur

Date:-17.08.2018

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 5th Annual General Meeting:

ANNEXURE OF ITEM NO: 01

NAME OF DIRECTOR	MRS. MANJU PRAVIN CHOUDHARY
DIN	01918805
DATE OF BIRTH	29.06.1967
DATE OF FIRST APPOINTMENT	05.12.2016
QUALIFICATION	Bachelor of Arts
EXPERTISE IN SPECIFIC FUNCTIONAL AREA AND EXPERIENCE	She has been Director of your Company. She looks after the day to day affairs/ management of the Company.
DIRECTORSHIP HELD IN OTHER COMPANIES	Nakoda Fruit Products Private Limited
DISCLOSURE OF RELATIONSHIP BETWEEN DIRECTORS INTER SE	Mr. Pravin Choudhary - Spouse
	Mr. Jayesh Choudhary - Son
NAMES OF LISTED ENTITIES IN WHICH SHE IS A DIRECTOR AND HOLDS COMMITTEE POSITIONS	Nil
NO. OF EQUITY SHARES HELD IN THE COMPANY AS ON 31/03/2018	7,00,000 Shares i.e. 14 %

DIRECTOR'S REPORT



To,
The Members,
Nakoda Group of Industries Limited,
Nagpur

Your Directors are pleased to present the **05th Annual Report** on the business and operations of the Company and the financial results for the year ended 31st March, 2018.

1. FINANCIAL PERFORMANCE OF THE COMPANY:

Particulars	31.03.2018	31.03.2017
	In Rs	In Rs
Income from Operations	48,74,21,570.00	23,78,34,260.00
Other Income	67,205.00	27,927.00
Total Revenue	48,74,88,775.00	23,78,62,187.00
Total Expenditure	44,84,32,272.00	21,85,51,915.00
Financial Costs	1,87,59,795.00	1,09,36,618.00
Depreciation	61,55,173.00	11,33,109.00
Profit Before Tax	1,41,41,535.00	72,40,546.00
Tax	41,22,535.00	21,62,751.00
Profit After Tax (Net Tax)	1,00,19,000.00	50,77,795.00

Your Company has seen an overall growth in business. During the F.Y. 2017-18 the Company has achieved a turnover of Rs. 48.74 Cr. as against the turnover of Rs. 23.78 Cr. in the previous year. Net profit for the F.Y. 2017-18 stood at Rs. 100.19 Lakhs. as against Rs. 50.77 Lakhs in F.Y. 2016-17.

2. EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

There are no significant material changes and commitments affecting financial position of the company between 31st March, 2018 and the date of Board's Report.

3. CHANGE IN NATURE OF BUSINESS:

The company has not changed the nature of business during the financial year under review.

4. DIVIDEND:

With a view to conserve the resources of the Company, Your Directors do not propose to recommend any dividend. These retained earnings can be utilized in future for financing expansion programmes and for meeting the fixed or working capital needs of the Company.

5. RESERVES AND SURPLUS:

Your directors do not recommend transfer of any amount out of profit to the reserves. Entire profit of Rs. 1,00,19,000/- has been transferred to the Balance sheet under the head of Reserves and Surplus in F.Y. 2017-18.

6. MEETINGS:

(i) BOARD MEETINGS:-

During the year, Eighteen Board Meetings were held the details are as mentioned below:

Sr. No.	Date of Meeting	Total No of Directors as on Meeting	Attendance
1	05.04.2017	6	6
2.	11.05.2017	6	6
3	15.05.2017	6	6
4	17.05.2017	6	6
5	31.05.2017	6	6
6	12.06.2017	6	6
7	30.06.2017	6	6
8	01.07.2017	6	6
9	21.08.2017	6	6
10	08.09.2017	6	6
11	25.09.2017	6	6
12	25.10.2017	6	6
13	29.11.2017	6	6

14	07.12.2017	6	6
15	14.12.2017	6	6
16	31.01.2018	6	6
17	06.02.2018	6	6
18	29.03.2018	6	6

(ii) COMMITTEE MEETINGS:

❖ **AUDIT COMMITTEE MEETINGS**

During the year, Five Audit Committee Meetings were held the details are given as under:

Sr. No.	Date of Meeting	Total No of Directors as on Meeting	Attendance
1	06.04.2017	3	3
2.	01.08.2017	3	3
3	24.11.2017	3	3
4	28.12.2017	3	3
5	30.03.2018	3	3

❖ **NOMINATION & REMUNERATION COMMITTEE MEETINGS**

During the year, Five Nomination & Remuneration Committee Meetings were held the details are given as under:

Sr. No.	Date of Meeting	Total No of Directors as on Meeting	Attendance
1	10.04.2017	3	3
2.	07.06.2017	3	3
3	03.08.2017	3	3
4	01.12.2017	3	3
5	29.03.2018	3	3

❖ STAKEHOLDERS RELATIONSHIP COMMITTEE MEETINGS

During the year, Four Stakeholders Relationship Committee Meetings were held the details are given as under:

Sr. No.	Date of Meeting	Total No of Directors as on Meeting	Attendance
1	03.04.2017	3	3
2.	01.08.2017	3	3
3	30.11.2017	3	3
4	24.03.2018	3	3

7. COMPOSITION OF COMMITTEES:

During the year, your directors have constituted following committees of the Board in accordance with the requirements of the Companies Act, 2013. The composition, terms of reference and other details of all Board level committees have been elaborated below:

A. AUDIT COMMITTEE

BRIEF DESCRIPTION AND TERMS OF REFERENCE

The role and terms of reference of the Audit Committee have been updated to be in line with Section 177 of the Companies Act, 2013 besides other terms as may be referred by the Board of Directors. The said Committee reviews reports of the Statutory Auditors and Internal Auditors periodically to discuss their findings and suggestions, internal control system, scope of audit, observations of the auditors and other related matters and reviews major Accounting policies followed by the Company.

COMPOSITION AND MEETING:

Composition of Audit Committee as on 31st March, 2018:

Name of Directors	Status	Nature of Directorship	Number of Meetings held during the Financial Year 2017-18	
			Held	Attended
Mr. Pawan Jain	Chairman	Independent Director	5	5
Mr. Vinod Jain	Member	Independent Director	5	5
Mr. Ajay Lodha	Member	Independent Director	5	5

B. NOMINATION AND REMUNERATION COMMITTEE

BRIEF DESCRIPTION AND TERMS OF REFERENCE

The objective of Nomination and Remuneration Committee is to assess the remuneration payable to the Managing Director/Whole Time Directors; sitting fee payable to the Non-Executive Directors; remuneration policy covering policies on remuneration payable to the senior Executives

COMPOSITION:

Name of Directors	Status	Nature of Directorship	Number of Meetings held during the Financial Year 2017-18	
			Held	Attended
Mr. Ajay Lodha	Chairman	Independent Director	5	5
Mr. Pawan Jain	Member	Independent Director	5	5
Mr. Vinod Jain	Member	Independent Director	5	5

NOMINATION AND REMUNERATION POLICY

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The policy also lays down criteria for selection and appointment of Board Members. The details of this policy are given below:-

Criteria and Qualification for Nomination & Appointment

The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.

- A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient/ satisfactory for the concerned position.
- The Company shall not appoint or continue the employment of any person as Whole time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

Policy on Remuneration

The Company's Remuneration policy considers human resources as its invaluable assets. The Remuneration policy for all the employees are designed in a way to attract talented executives and remunerate them fairly and responsibly, this being a continuous ongoing exercise at each level in the organization.

The Remuneration of Directors should be in accordance with the provisions of the Companies Act, 2013 read with Schedule-V of the companies Act, 2013 as amended from time to time.

- To ensure that the level and components of remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and other employees of the quality required to run the Company successfully.
- No director/KMP/other employee are involved in deciding his or her own remuneration.
- The trend prevalent in the similar industry, nature and size of business are kept in view and given due weight age to arrive at a competitive quantum of remuneration.
- It is to be ensured that relationship of remuneration to the performance is clear & meets appropriate performance bench marks which are unambiguously laid down and communicated.
- Improved performance should be rewarded by increase in remuneration and suitable authority for value addition in future.
- Provisions of all applicable laws with regard to making payment of remuneration to the Board of Directors, KMP and Senior Management, as maybe applicable from time to time, shall be complied.
- Whenever, there is any deviation from the Policy, the justification/reasons should also be indicated/ disclosed adequately.

Managing Director and Executive Directors

The Company remunerates its Managing Director and Executive Director's by way of salary, perquisites and allowances. Remuneration is paid within the limits recommended by the Nomination & Remuneration Committee and the Board and as approved by the shareholders within the stipulated limits of the Companies Act, 2013 and the Rules made there under. The remuneration paid to the Managing Director and the Executive Director's is determined keeping in view the industry benchmark and the relative performance of the Company to the industry performance.

Non-executive Directors

Non-executive Directors are presently not paid any remuneration. Your Company has not paid any sitting fees for attending the meeting of the Board and its Committees as per the provisions of the Companies Act, 2013 and the rules made there under. The Company, however, reimburses the expenses incurred by the Non –Executive Directors to attend the meetings.

Key Managerial Personnel and other senior employees

The remuneration of KMP and other employees largely consists of basic salary, perquisites, and allowances. Perquisites and retirement benefits are paid according to the Company policy. The components of the total remuneration vary for different grades and are governed by the industry pattern, qualification & experience/merits, performance of each employee. The Company while deciding the remuneration package takes into consideration current employment scenario and remuneration package of the industry and its peer group.

C. STAKEHOLDER’S RELATIONSHIP COMMITTEE

BRIEF DESCRIPTION AND TERMS OF REFERENCE

The Board has delegated the powers to a committee to approve transfer/transmission of shares, considering and resolving the grievances, to oversee the performance of the Registrar & Share Transfer Agent, Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading and to attend all other matters related thereto:

COMPOSITION:

Composition of Stakeholder’s Relationship Committee as on 31st March, 2018:

Name of Directors	Status	Nature of Directorship	Number of Meetings held during the Financial Year 2017-18	
			Held	Attended
Mr. Ajay Lodha	Chairman	Independent Director	4	4
Mr. Pawan Jain	Member	Independent Director	4	4
Mr. Vinod Jain	Member	Independent Director	4	4

D. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The company has not crossed the threshold limit as prescribed under section 135 of the Companies Act, 2013, hence has not been constituted the Corporate Social Responsibility Committee for the year.

8. DIRECTORS AND KEY MANAGERIAL PERSONS:

A. COMPOSITION OF THE BOARD:

Sr. No.	Name of Director	Designation	Date of Appointment	Date of Resignation
1.	Mr. Pravin N. Choudhary	Managing Director	10.02.2017	N.A.
2.	Mrs. Manju P. Choudhary	Women Director	05.12.2016	N.A.
3.	Mr. Jayesh P. Choudhary	Whole Time Director	06.06.2017	N.A.
4.	Mr. Pawan Jain	Independent Director	10.02.2017	N.A.
5.	Mr. Vinod Jain	Independent Director	10.02.2017	N.A.
6.	Mr. Ajay Lodha	Independent Director	10.02.2017	N.A.

-Retirement by Rotation

Pursuant to provisions of the Companies Act, 2013, Mrs. Manju Choudhary (DIN: 01918805), Executive Director will retire at the ensuing Annual General Meeting and being eligible, offers herself for reappointment. The Board recommends her re-appointment.

A. COMPOSITION OF KEY MANAGERIAL PERSONNEL:

The details of the Key Managerial personnel of the Company are as tabled below:

Sr. No.	Name of Director	Designation	Date of Appointment	Date of Resignation
1.	Mr. Pratul B. Wate	Company Secretary & Compliance Officer	01.07.2017	N.A.
2.	Mr. Sakshi Tiwari	Chief Financial Officer	10.02.2017	N.A.

9. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS:

The Company has received declarations from all the Independent Directors of the Company as per the provisions of Section 149 subsection (7) of the Companies Act, 2013, confirming that they meet the criteria of independence as prescribed both under Section 149 sub-section (6) of the Companies Act, 2013 read with the Rule 4 of Companies (Appointment and Qualification

of Directors) Rule, 2014 and the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015.

10. RELATED PARTY TRANSACTIONS:

All transactions entered into with related parties as defined under the Companies Act, 2013 during the financial year were in the ordinary course of business and on an arm's length pricing Basis and the same are disclosed in financial statements. Appropriate approvals have been taken for related party transactions. Form AOC-2 is also attached below. Suitable disclosure as required by the Accounting Standard (AS 18) has been made in the notes to the Financial Statements.

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis -

There were no contracts or arrangements or transactions entered in to during the year ended 31st March 2018, which were not at arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis-

Nature of Contract	Name of related party	Nature of relationship	Amount (In Rs.)
Purchase	Pravin Choudhary (Huf)	Director's Huf	5,94,201.00
Sales	Nakoda Agro Commodities Pvt Ltd	Common Management	6,14,74,984.00
Purchase	Parshvanath Overseas	Directors Proprietary Concern	16,07,57,416.00
Sales Of License	Parshvanath Overseas	Directors Proprietary Concern	27,36,823.00
Sales	Indian Trading Company	Proprietary Concern of Relative of Director	6,12,19,154.00

Rent	Pravin Choudhary	Director	6,00,000.00
Purchase	Pravin Choudhary	Director	42,138.00
Sale	Nakoda Fruit Products Pvt Ltd	Common Management	8,59,43,819.00
Purchase	Nakoda Fruit Products Pvt Ltd	Common Management	6,24,56,660.00
Purchase	Parshva Food International	Directors Proprietary Concern	7,93,32,283.00
Purchase	Manju Choudhary	Director	1,25,140.00
Job work Receipts	Nakoda Agro Commodities Pvt Ltd	Common Management	25,25,985.00
Job work Receipts	Nakoda Fruit Products Pvt Ltd	Common Management	23,47,065.00
Remuneration	Pravin Choudhary	Director	6,00,000.00
Sales	Parshv Food International	Directors Proprietary Concern	1,77,32,057.00
Telephone Expenses Paid	Nakoda Food Industries	Directors Proprietary Concern	4,319.00

11. CHANGES IN SHARE CAPITAL

The Paid up Share Capital as at March 31, 2018 stood at Rs. 50,00,000/-. Paid up Share Capital structure of the Company is mentioned below:

Date of Allotment	No. of Equity Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Nature of Consideration	Nature of Allotment	Cumulative No. of Eq. Shares	Cumulative Paid up Capital (Rs.)
On Incorporation 22.10.2013	10,000	10	10	Cash	Subscriber's to MOA	10000	1,00,000



Allotment of 22, 53,283 Equity Shares of face value of Rs. 10/- each against acquisition of proprietorship firm namely, M/s. Navkar Processors vide Business Takeover Agreement dated July 18, 2016 as per the details given below:

18.07.2016	22,53,283	10	10	Other Than Cash	Consideration against Purchase of business of M/s. Navkar Processors	22,53,283	2,25,32,830
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Right Issue of 27, 36,717 Equity Shares of face value of Rs. 10/- each fully paid on March 21, 2017 as per the details given below:

21.03.2017	27,36,717	10	10	Cash	Right Issue	27, 36,717	2,73,67,170
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The Company has listed Equity Shares on BSE SME Exchange in Financial Year 2018-19.

12. VIGIL MECHANISM

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior, the Company has adopted a Vigil mechanism/Whistle Blower Policy.

The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct policy.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

The mechanism provides for adequate safe-guards against victimization of Directors and employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

13. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134 (5) of the Companies Act, 2013, the Directors confirm that:

- a. in the preparation of the annual accounts for the year ended 31st March, 2018 the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and

fair view of the state of affairs of the company at the end of the financial year 31st March, 2018 and of the profit of the company for that period.

- c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the Directors have prepared the annual accounts for the period ended 31st March, 2018 on a going concern basis.
- e. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

14. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

Your Company has no subsidiaries, joint ventures and associate companies during the year.

15. EXTRACT OF ANNUAL RETURN

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in Form MGT-9 as a part of this Annual Report is in “ANNEXURE I”.

16. PARTICULARS OF EMPLOYEES

Pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5 (1) and 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, during the year under review, none of the employees were entitled to receive remuneration exceeding the prescribed limit set under Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

17. REGISTRAR AND TRANSFER AGENT

The Company's Registrar & Share Transfer Agents, M/s. Big Share Services Private Limited is fully equipped to carry out the transfers of shares and redress Investor complaints.

18. AUDITORS

A. STATUTORY AUDITORS:

M/s Gandhi Rathi & Co., Chartered Accountants, Nagpur were appointed as Statutory Auditors of your Company at the Annual General Meeting (AGM) held on 02nd July, 2016 for a term of 5 (Five) consecutive years to hold office till the conclusion of the 12th Annual General Meeting of

the Company to be held in the Calendar year 2021. As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors is required to be ratified by Members at every AGM.

In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting.

AUDITOR'S REPORT:

The Report given by the Auditors on the financial statements of the Company is part of the Annual Report. There is no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report. However, the Report is self-explanatory and does not require any comments or clarification.

B. SECRETARIAL AUDITOR:

The Board has appointed M/s. R. A. Daga & Co., Practicing Company Secretaries, to conduct Secretarial Audit of the Company for the financial year ended 31st March, 2018 in compliance with the provisions of Section 204 of the Companies Act, 2013.

The report of the Secretarial Audit Report in Form MR-3 is enclosed as “ANNEXURE II” to this Report.

19. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO:

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo required under the Rule 8 of the Companies (Accounts) Rules, 2014 is annexed and marked “ANNEXURE III” and forms part of this Report.

20. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Company has effective ‘internal financial controls’ that ensure an orderly and efficient conduct of its business, including adherence to Company’s policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial information.

21. THE DETAILS OF SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

No significant or material orders were passed by the regulators or courts or tribunals impacting

the going concern status and company's operations in future during the year under review.

22. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There were no material changes and commitments in the business operations of the Company from the Financial Year ended 31st March, 2018 to the date of signing of the Director's Report.

23. PARTICULARS OF LOANS GIVEN, INVESTMENT MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED:

Your Company has not given any loan or guarantee to any person or body corporate nor invested in anybody corporate during the Financial Year under review pursuant to Section 186 of Companies Act, 2013.

24. RISK MANAGEMENT

The Board has formally adopted steps for framing, implementing and monitoring the risk management plan for the Company by way of Risk Management Policy. The Board is very vigilant in working and also have proper internal control systems to minimize the operational and business risk. Company also encourages Whistle Blower system in the company.

25. FORMAL ANNUAL EVALUATION

Your Company has devised a Policy for selection of Directors, determining independence of Directors and for performance evaluation of Independent Directors, Board, Committees and other individual Directors which include criteria for performance evaluation of the non-executive directors and executive directors.

26. DECLARATION WITH THE COMPLIANCE WITH THE CODE OF CONDUCT BY MEMBERS OF THE BOARD AND SENIOR MANAGEMENT PERSONNEL

The Company has complied with the requirements about code of conduct for Board members and Sr. Management Personnel.

27. MECHANISM FOR BOARD EVALUATION

SEBI (LODR) Regulations, 2015 states that the board shall monitor and review the board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors.

The Schedule IV of the Companies act, 2013 states that the performance evaluation of the independent directors shall be done by the entire Board of Directors, excluding the Director being evaluated.

The Directors evaluation was broadly based on the parameters such as understanding of the Company's vision and objective, skills, knowledge and experience, participation and attendance in Board/ Committee meetings; governance and contribution to strategy; interpersonal skills etc. The Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as evaluation of the working of its Board Committees. A meeting of the Independent Directors was also held which reviewed the performance of Non Independent Directors, Chairman and the quality, quantity and time lines of flow of information between the Company management and Board.

28. CORPORATE GOVERNANCE

Since the Company has not listed its securities on SME platform of BSE Limited during the year under review, the provisions of Corporate Governance as specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (LODR) Regulation, 2015 are not applicable to the Company for the financial year ended 31st March 2018.

29. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 (SHWWA):

Your Company is committed to providing a work environment that is professional and mature, free from animosity and one that reinforces the value of integrity that includes respect for the individual. The Company has always believed in providing a safe and harassment free workplace for every individual working in the Company's premises through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment. All employees are treated with dignity with a view to maintain a work environment free of sexual harassment whether physical, verbal or psychological. The Policy aims to develop a harmonious and productive working environment free from sexual harassment. The Company also ensures all allegations of sexual harassment are investigated and dealt with effectively and appropriately.

30. SECRETARIAL STANDARDS

Your company has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:



1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except ESOS referred to in this Report.
4. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries as the company has no subsidiaries.
5. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

ACKNOWLEDGMENT

The Board of Directors are pleased to place on record their appreciation of the co-operation and support extended by Banks , various State and Central Government agencies, Stock Exchange and other Agencies. The Board would like to thank the Company's shareholders, Customers, Service providers for the support and the confidence, which they have reposed in its management. The Board also wishes to place on record its highest appreciation of the valuable services rendered by all the employees of the Company.

For and on behalf of the Board of Directors

Nakoda Group of Industries Limited

SD/-

Pravin Choudhary
(Managing Director)

Place: - Nagpur

Date: - 17.08.2018

(Din: - 01918804)

SD/-

Jayesh Choudhary
(Whole Time Director)

(Din: - 02426233)

ANNEXURE INDEX

Annexure Number	Details of annexure
I	ANNUAL RETURN EXTRACTS IN MGT 9
II	SECRETARIAL AUDIT REPORT
III	DETAILS OF CONVERSATION OF ENERGY

ANNEXURE-1
FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31.03.2018

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) **CIN** U15510MH2013PLC249458
- ii) **Registration Date** 249458
- iii) **Name of the Company** Nakoda Group of Industries Limited
- iv) **Category / Sub-Category of the Company** Company- Limited by Shares & having Share Capital
- v) **Address of the Registered office and contact details** 239, Bagadganj, Nagpur – 440008 MH IN
Tel. No. 0712-2778824
E-mail: nakodas@nakodas.com
- vi) **Whether listed company Yes / No** **Yes:** Shares listed on BSE SME Platform in F.Y. 2018-19
- vii) **Name, Address and Contact details of Registrar and Transfer Agent, if any** **BIGSHARES SERVICES PRIVATE LIMITED**
 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai, MH - 400059
Tel. No 022-6263 8200

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main Products/Services	NIC Code of the Product/Service	% to Total Turnover of the Company
1.	Manufacturing and Trading of sauces, jams, jellies and marmalades and Business of buy, sell, deal, all types of food stuff feeds and kind of varieties of fruits, dry fruits, foods, health foods, protein foods, food	1030 & 4630	100%

products and other eatable bakery products.		
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III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -NIL

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of Shares Held	Applicable Section
None					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	0	4299500	4299500	85.99	4299500	0	4299500	85.99	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other....	0	700300	700300	14.00	700300	0	700300	14.00	0
Sub-total (A) (1):-	0	4999800	4999800	99.99	4999800	0	4999800	99.99	0
(2) Foreign									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other - Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0

Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	0	4999800	4999800	99.99	4999800	0	4999800	99.99	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FII's	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	200	200	0.1	200	0	200	0.1	0
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	0	0	0	0	0
c) Others (specify)	0	0	0	0	0	0	0	0	0

Non Resident Indians	0	0	0	0	0	0	0	0	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	0	0	0	0	0
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
Non resident Indian Non Repatriable	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	0	0	0	0	0	0	0	0	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	0	0	0	0	0	0	0	0	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	5000000	5000000	100	5000000	0	5000000	100	0

(ii) Shareholding of Promoters and Promoter Group

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year	Share holding at the end of the year	% change in share holding during the year

		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Mr. Pravin Choudhary	33,94,800	67.89%	0	33,94,800	67.89%	0	0
2	Mr. Jayesh Choudhary	9,04,700	18.09%	0	9,04,700	18.09%	0	0
3	Mrs. Manju Choudhary	7,00,000	14%	0	7,00,000	14%	0	0
4	Mr. Ashok Bardia	100	0.002%	0	100	0.002%	0	0
5	Mr. Kishore Bardia	100	0.002%	0	100	0.002%	0	0
6	Mrs. Vidhi Jain	100	0.002%	0	100	0.002%	0	0
	Total	49,99,800	99.99%	0	49,99,800	99.99%	0	0

iii) Change in Promoters' Shareholding (please specify, if there is no change)-No Change

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	0	0	0	0
2	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
3	At the End of the year	0	0	0	0

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) – Not Applicable

Sl. No.	Shareholding at the beginning of the year	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company
	For Each of the Top 10 Shareholders	No. of shares	% of total shares of the company
	At the beginning of the year	0	0
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0
	At the End of the year (or on the date of separation, if separated during the year)	0	0

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of the Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Mr. Pravin Choudhary : Managing Director				
1	At the beginning of the year	33,94,800	67.89	33,94,800	67.89
2	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	0	0	0	0
3	At the End of the year	33,94,800	67.89	33,94,800	67.89

Sl. No.	Name of the Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Mr. Jayesh Choudhary : Whole Time Director				
1	At the beginning of the year	9,04,700	18.09	9,04,700	18.09
2	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	0	0	0	0
3	At the End of the year	9,04,700	18.09	9,04,700	18.09

Sl. No.	Name of the Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Mrs. Manju Choudhary : Director				
1	At the beginning of the year	7,00,000	14	7,00,000	14
2	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	0	0	0	0
3	At the End of the year	7,00,000	14	7,00,000	14

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

		Secured loan excluding deposits	Unsecured loan	Deposits	Total Indebtedness
	Indebtedness at the beginning of the financial year				
i)	Principal Amount	14,53,85,923.00	1,03,22,830.00	-	15,57,08,753.00
ii)	Interest due but not Paid	-	-	-	-
iii)	Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	14,53,85,923.00	1,03,22,830.00		15,57,08,753.00
	Change in Indebtedness during the financial year	-	-	-	-
	* Addition	5,06,63,904.00	2,74,37,170.00	-	7,81,01,074.00
	* Reduction	-	-	-	-
	Net Change	5,06,63,904.00	2,74,37,170.00	-	7,81,01,074.00
	Indebtedness at the end of the financial year	-	-	-	-
	Principal Amount	19,60,49,827.00	3,77,60,000.00	-	23,38,09,827.00
	Interest due but not Paid	-	-	-	-
	Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	19,60,49,827.00	3,77,60,000.00	-	23,38,09,827.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	Mr. Pravin Choudhary (Managing Director)	6,00,000.00
2	Stock Option	-	0
3	Sweat Equity	-	0
4	Commission -as % of profit - others, specify...	-	0 0
5	Others, please specify	-	
	Total (A)	Mr. Pravin Choudhary (Managing Director)	6,00,000.00
	Ceiling as per the Act	NA	NA

B. Remuneration to other directors:

Sr. no.	Particulars of Remuneration	Name of Directors	Total Amount
	3. Independent Directors • Fee for attending board committee meetings • Commission • Others, please specify	None	Nil
	Total (1)	0	0
	4. Other Non-Executive Directors • Fee for attending board / committee meetings • Commission • Others, please specify	Nil Nil 0	0
	Total (2)	0	0
	Total (B)=(1+2)	0	0
	Total Managerial Remuneration	0	0

Overall Ceiling as per the Act

NA

NA

**REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/
WTD**

Sl. no	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	1,79,941/- + 2,40,274/- = 4,20,215/-			
2	Stock Option				
3	Sweat Equity				
4	Commission - as % of profit - others, specify...				
5	Others, please specify				
	Total	1,79,941/- + 2,40,274/- = 4,20,215/-			

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					

Penalty	NIL
Punishment	
Compounding	

For and on behalf of the Board of Directors

Nakoda Group of Industries Limited

SD/-

SD/-

Pravin Choudhary

Jayesh Choudhary

(Managing Director)

(Whole Time Director)

Place: - Nagpur

Date: - 17.08.2018

(Din: - 01918804)

(Din: - 02426233)

ANNEXURE II - SECRETARIAL AUDIT REPORT

ANNEXURE III

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

A. Conservation of Energy

Conservation of energy, research and development, Technology absorption, foreign exchange earnings and outgo (Particulars pursuant to the Companies (Accounts) Rules, 2014)

Particulars required by the Section 134(3) (m) of the companies act 2013 (“the act”) read with the rule 8(3) of the companies (Accounts) Rules 2014 and forming part of directors report for the year ended March 31st, 2018.

The Company has always been a forerunner in conservation of energy and natural resources. All manufacturing processes and products are designed for minimizing carbon footprints and are being continuously upgraded to consistently achieve this goal. Measures are taken additional investments and impact on reduction of energy consumption. The pioneering effort of the Company in rainwater harvesting has started giving good results.

The steps have resulted not only in saving the energy and conserving natural resources but also in reducing our running costs of the operations. The Company has spent Rs. 1, 06, 12,626/- on energy, Power and Fuel consumption during the financial year 2017-18.

B. TECHNOLOGY ABSORPTION:

The Company has almost fully Automated manufacturing, Processing and sorting unit at its factory. The company is in process to convert it into fully automatic plant. The company has adopted upgraded technology at each and every step of progress which helps in optimization of process parameters to improve the product quality, safety, cost saving in existing manufacturing process.

C.FOREGIN EXCHANGE EARNING/OUTGO:

The company has Recorded Foreign expenditures Rs. 61, 38,012 INR (92289 USD) during the year.

The company has Recorded Foreign income Rs. 3, 85, 76,626 CIF Basis INR (605677.24 USD) during the year.

For and on behalf of the Board of Directors

Nakoda Group of Industries Limited

SD/-

SD/-

Pravin Choudhary

Jayesh Choudhary

Place: - Nagpur

(Managing Director)

(Whole Time Director)

Date: -17.08.2018

(Din: - 01918804)

(Din: - 02426233)

MANAGEMENT DISCUSSION AND ANALYSIS

CORPORATE OVERVIEW

Nakodas group is a Leading manufacturer of Tutti Fruity (Diced Chelory) also called as “Papaya Preserve”, Karonda Cherries (Indian Cherries), Sweet lime peels, Orange Cut Peels, Sesame Seeds Hulled Auto dry, All Variety of Jams, Sauces, Spices, Chikkis (Fruity Bars), Pickles, Papads, Canned Vegetables and Frozen Fruits & Vegetables.

Nakodas Group has kept its legacy to make people fall in love with their most delicious, healthy and natural products. Nakodas Group brings you the finest natural ingredients from all around the world to satisfy your heart with its delightful taste.

Since 1998 we are existing exporter of all above items in Middle East & European Countries. Our Company has around 80% export oriented business and rest is on domestic market of India. Our factory is situated in heart of Nagpur which is also known as the heart of India as it is located centrally to all the conveniences. Hence, we are very conveniently making supplies of the above products very promptly & regularly with less loss of time to the states of India. Our Major Clients are Ice-Cream Factories, Bakeries, Sweets & Namkeens Factories, Airline Companies, Railway Catering & Indian Military.

The Financial statements are prepared in accordance with accounting principles generally accepted in India, including the Accounting Standards notified under the Companies Act, 2013 (“the Act”) read with Section 133 of the Companies Act, 2013. Your Management accepts responsibility for the integrity and objectivity of the financial statements, as well as for the various estimates and judgments used therein. These estimates and judgments relating to financial statements are prudently made to reflect in a true and fair manner the form and substance of transactions. This also enables in reasonably presenting the Company’s state of affairs and profits and cash flows for the year ended March 31st, 2018.

ECONOMY OVERVIEW

The India’s Economic performance in 2017-18 has moderated as shown in the Economic Survey. The Economic growth is expected to revive in 2018-19 with the expected normalization in the economy as the cash crunch eases. This is indicative of the relative stability of the economy. There has been an improvement in the government’s fiscal management in 2017-18 aided by the buoyancy in revenue collections.

The Indian food industry is poised for huge growth, increasing its contribution to world food trade every year. In India, the food sector has emerged as a high-growth and high-profit sector due to its immense potential for value addition, particularly within the food processing industry.

SWOT ANALYSIS

STRENGTHS

1. Trained Technical Staff
2. Experienced Management
3. Advanced Technology
4. Innovative Work Techniques
5. International Business Relation
6. Quality Products

WEAKNESS

1. Taxation Structure
2. Labor Problems
3. Delayed Payment Cycle
4. Poor Infrastructure
5. Transportation Issues
6. Supply of Low Quality of Raw Material

OPPORTUNITIES

1. International Business
2. Globally Recognition of Products
3. Innovative Technology to Reduce Cost
4. High Sales & Profit Volume
5. Changes in Government Policies to Support SME

THREAT

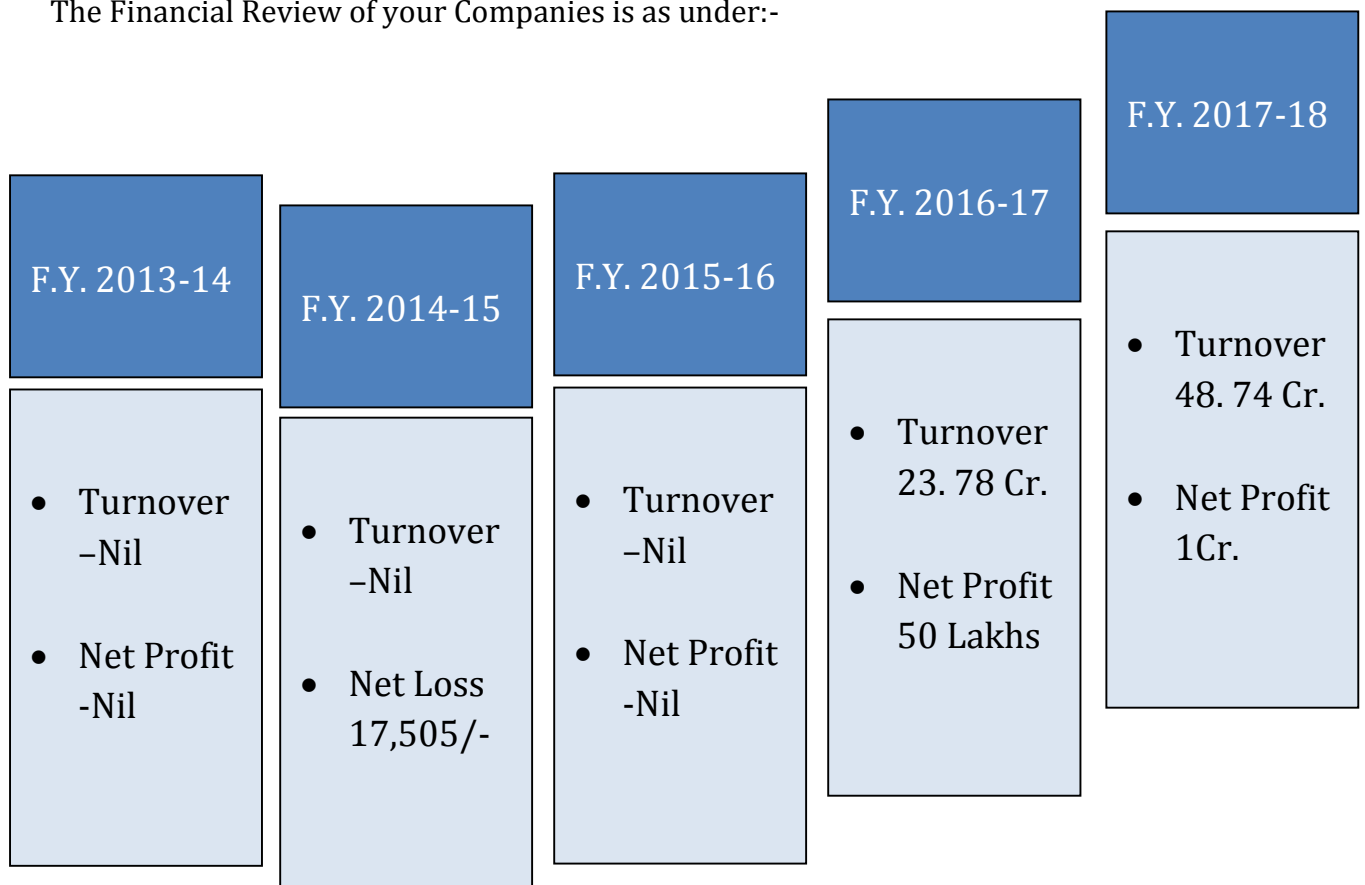
1. Poor Monsoon
2. Low Work Productivity from Labor
3. Political Interference in Government Policies
4. International Business Policy Changes
5. Economy Policy Changes

Review of Operations:

In this volatile environment, your Company believes in long term profitable and sustainable growth. Your Company maintained a forward looking approach to ensure that it is well prepared to seize new opportunities and handle new challenges with speed. Since the success of your Company depends on the ability of the business to keep understanding the changing environment and to keep adapting its responses in a seamless manner it continued to focus on realigning its initiatives internally and externally. Your Company focused on the principles of continuous excellence to drive efficiencies.

Your Company has seen an overall growth in its business during the year. During the F.Y. 2017-18 the Company has achieved a turnover of Rs. 48.74 Cr. as against the turnover of Rs. 23.78 Cr. in the previous year. Net profit for the F.Y. 2017-18 stood at Rs. 100.19 Lakhs as against Rs. 50.77 Lakhs in F.Y. 2016-17.

The Financial Review of your Companies is as under:-





FORWARD LOOKING STATEMENTS

Statements in this report describing the Company's objectives, projections, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations that involve risks and uncertainties. Such statements represent the intention of the Management and the efforts being put into place by them to achieve certain goals. Actual results might differ materially from those either expressed or implied in the statement depending on the circumstances. Therefore, the investors are requested to make their own independent assessments and judgments by considering all relevant factors before making any investment decision. The Company assumes no responsibility in respect of the forward looking statements herein, which may undergo changes in future on the basis of subsequent developments, information or events

For and on behalf of the Board of Directors

Nakoda Group of Industries Limited

SD/-

Pravin Choudhary
(Managing Director)

Place: - Nagpur

Date: -17.08.2018

(Din: - 01918804)

SD/-

Jayesh Choudhary
(Whole Time Director)

(Din: - 02426233)



Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

NAKODA GROUP OF INDUSTRIES LIMITED

CIN: - U15510MH2013PLC249458

Registered Office: - 239, South Old Bagadganj, Nagpur- 440008 MH IN

5th ANNUAL GENERAL MEETING, TUESDAY, 25TH SEPTEMBER, 2018 AT 10.00 A.M.:

Name of the Member (s):	
Registered Address :	
Contact :	E-mail Id:
Folio No/ Client ID :	DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint:

1.	Name:	Email Id
	Address:	Signature

or failing him;

2.	Name:	Email Id
	Address:	Signature

or failing him;

3.	Name:	Email Id
	Address:	Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 5thAnnual general meeting of the company, to be held on Tuesday the 25th day of September, 2018 At 10



a.m. at the Registered Office of the Company situated at Nagpur and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote	
		For	Against

ORDINARY BUSINESS:

1.	Adoption of Annual Report, Audited Financial Statements, Board Report and Report of Auditor for the year ended 31st March, 2018.		
2.	Re-Appointment of Mrs. Manju Choudhary, who retires by rotation and being eligible, seeks re-appointment.		

Signed this..... day of..... 2018

Signature of shareholder.....

Signature of Proxy holder(s).....

Affix
Revenue
Stamp of
Rs. 1/-

NOTES :

- **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
- It is optional to put a 'Tick' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' Column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.



ATTENDANCE SLIP

NAKODA GROUP OF INDUSTRIES LIMITED

CIN: U15510MH2013PLC249458

5th ANNUAL GENERAL MEETING, TUESDAY, 25TH SEPTEMBER, 2018 AT 10.00 A.M.

REGISTERED FOLIO NO. /DP ID NO./CLIENT ID NO.:	NO. OF SHARES HELD

I/we certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my/our presence at the 5th Annual General Meeting of the Company, at the registered Office of the Company Plot No. 239, South Old Bagadganj, Small Factory Area, Nagpur- 440008, MH, India, on Tuesday, 25th day of September, 2018 at 10 A.M.

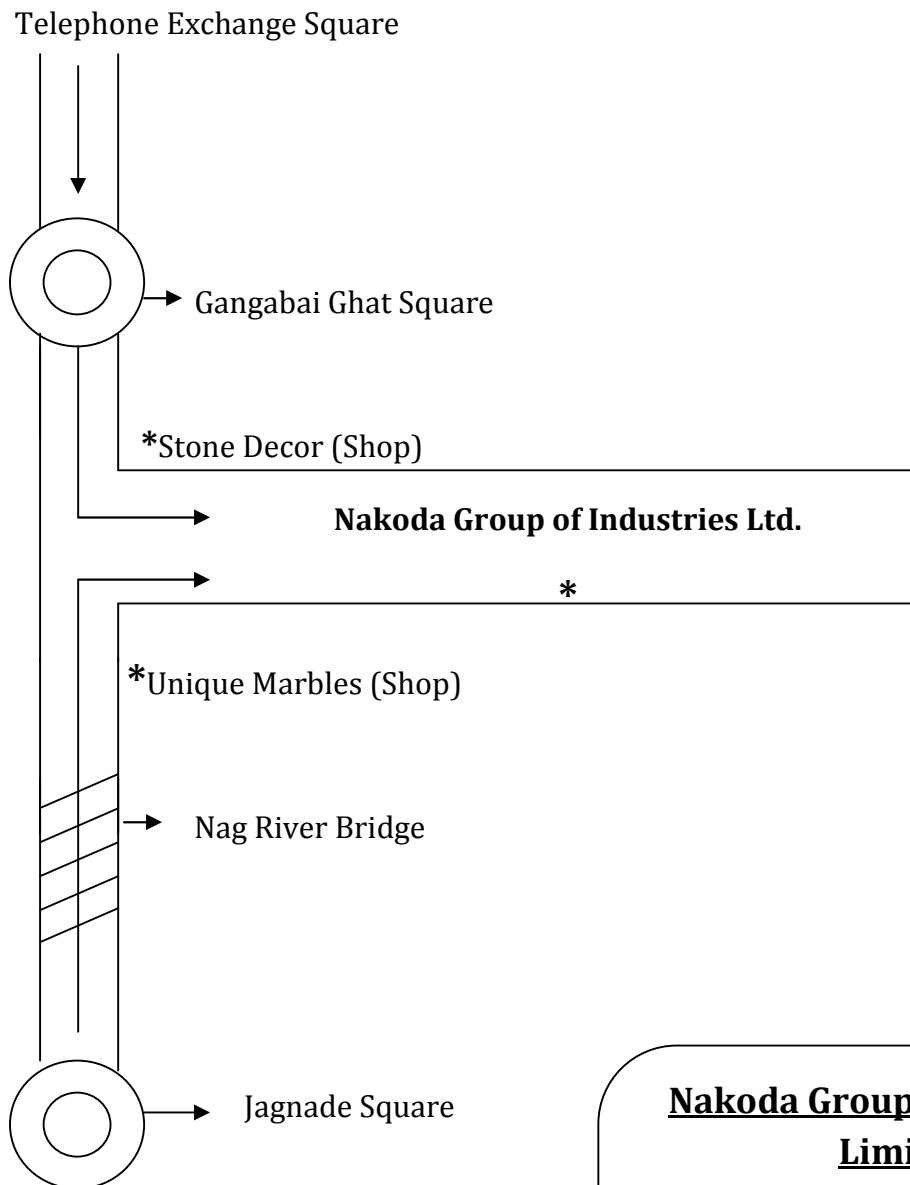
Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note:

- Please fill up the attendance slip and hand it over at the entrance of the meeting hall.
- Members are requested to bring their copies of the Annual Report to the meeting.
- The Map to reach the AGM venue is attached.

Route Map of the AGM Venue



Nakoda Group of Industries Limited

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

Telephone: - 0712-2778824