

**Secretarial Compliance Report of Nakoda Group of Industries Limited
for the Financial year ended 31st March, 2023**

(Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015 and circular dated 08th February, 2019 issued by SEBI)

I, Mrs. Rachana Daga Proprietor of R.A. Daga & Co., have examined:

(a) all the documents and records made available to us and explanation provided by **Nakoda Group of Industries Limited (CIN:- L15510MH2013PLC249458)** ("the listed entity"),

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March , 2023 ("Review Period") in respect of compliance with the provisions of :

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

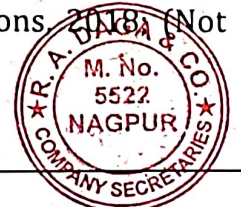
The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not Applicable to the Company for the period under review).



(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not Applicable to the Company for the period under review).

(f) Securities and Exchange Board of India (Issue and Listing of Non Convertible Securities) Regulations, 2021; (Not Applicable to the Company for the period under review).

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Any other regulation as applicable : Not Applicable

We hereby report that, during the Review period the compliance status of the Listed Entity is appended as below:-

Sr. No.	Particulars	Compliance status (Yes/No/N/A)	Observations/Remarks by PCS*
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	-
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes Yes	-
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes Yes Yes	-





4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	-
5.	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	N.A. N.A.	-
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	-
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes NA	-
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations,	Yes	-



11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued	No	Refer below Observations.
1. There was an instance of appropriate prior intimation was not given regarding considering the Final Dividend for the financial year 31.03.2022 in the Board meeting. The company has paid the fine and provided necessary clarifications to both the			
12.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	-

Based on the above examination, we hereby report that, during the period under review:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action Eg: Fine, Warning, SCN etc.	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Listing Regulation	29	Appropriate prior intimation was not given regarding considering the Final	BSE And NSE	Fine	Appropriate prior intimation was not given regarding considering the Final	Rs. 10,000/ by each Stock Exchange	-	-	-



			Dividend for the financial year 31.03.2022 in the Board meeting.			Dividend for the financial year 31.03.2022 in the Board meeting.				
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action Eg: Fine, Warning, SCN etc.	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable										

During the financial year, the company has announced Rights Issue of Equity Shares of the company but the said Rights issue was withdrawn by the Rights Issue Committee of the company due to not meeting the minimum eligibility criteria. The company has provided necessary documents and clarifications to both the exchanges and RE holders that Rights issue of the company have been withdrawn due to poor market conditions, and market volatility and hence does not receive minimum subscription during the offer period. As per the norms framed by SEBI, the company shall not be able to issue its new securities in further 12 months from the date of withdrawn of Rights Issue.

Place: Nagpur

Date: 24/05/2023



For R.A. Daga & Co.,
Company Secretaries

RACHANA ANAND DAGA
Digitally signed by RACHANA ANAND DAGA
Date: 2023.05.24 13:37:48 +05'30'

Rachana Daga
Proprietor
Membership No: 5522
C.P. No: 5073
PR NO.: 1568/2021
UDIN: F005522E000366168