

ANNUAL REPORT 2020-2021

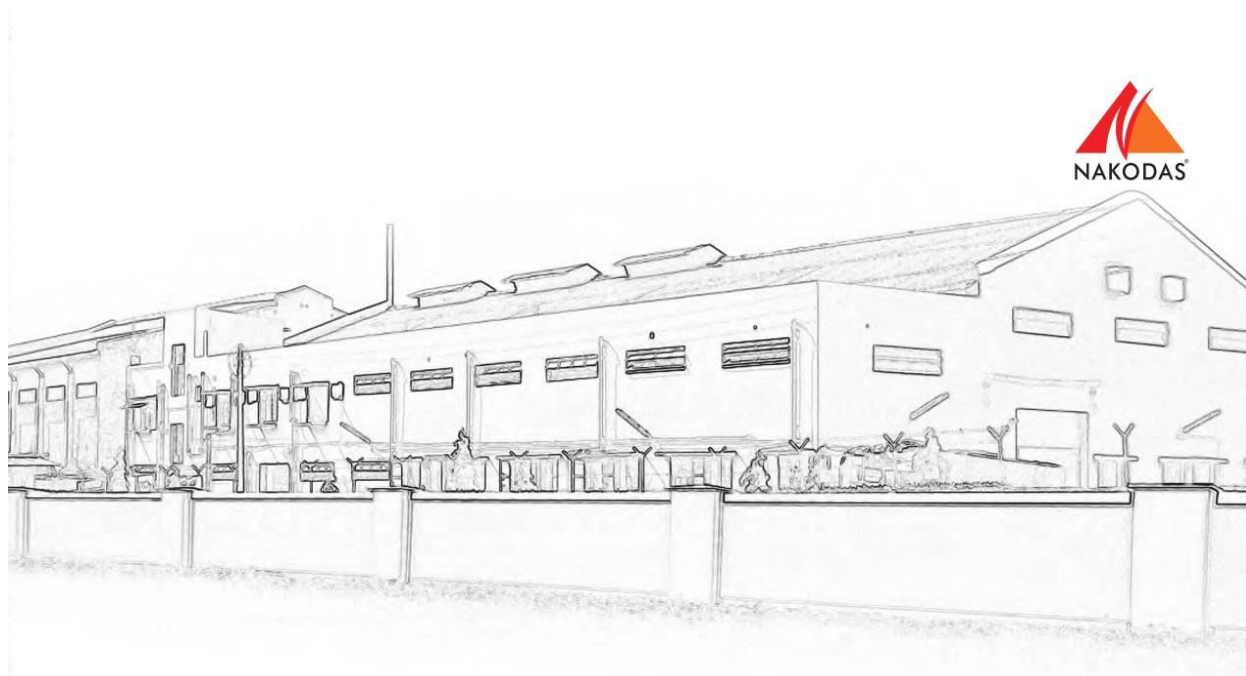


NAKODA GROUP OF
INDUSTRIES LIMITED



NAKODA GROUP OF INDUSTRIES LIMITED

ANNUAL REPORT 2020-21



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.

TABLE OF CONTENTS

| | |
|---|----------------|
| CORPORATE INFORMATION ----- | 01 |
| MESSAGE FROM MANAGING DIRECTOR ----- | 02 |
| NOTICE OF AGM ----- | 03-05 |
| NOTES ----- | 06-09 |
| INSTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING, INSTRUCTIONS FOR JOINING AGM ----- | 09-14 |
| EXPLANATORY STATEMENTS ----- | 15-17 |
| ANNEXTURE TO NOTICE ----- | 18 |
| DIRECTOR'S REPORT ----- | 19-34 |
| FORM NO. MGT-9 (ANNEXURE-1) ----- | 35-47 |
| SECRETARIAL AUDIT REPORT (ANNEXURE II) ----- | 48-51 |
| CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO (ANNEXURE III) ----- | 52 |
| AUDIT REPORT AND FINANCIAL STATEMENTS ----- | 53-103 |
| MANAGEMENT DISCUSSION AND ANALYSIS ----- | 104-108 |

CORPORATE INFORMATION

BOARD OF DIRECTORS:

| | |
|----------------------|----------------------|
| Mr. Pravin Choudhary | Managing Director |
| Mr. Jayesh Choudhary | Whole Time Director |
| Mr. Vijay Giradkar | Independent Director |
| Mr. Rahul Mohadikar | Independent Director |
| Mr. Sandeep Jain | Independent Director |
| Mrs. Neeta Jain | Women Director |

AUDIT COMMITTEE:

| | |
|---------------------|----------|
| Mr. Rahul Mohadikar | Chairman |
| Mr. Sandeep Jain | Member |
| Mr. Vijay Giradkar | Member |

NOMINATION & REMUNERATION

COMMITTEE:

| | |
|---------------------|----------|
| Mr. Rahul Mohadikar | Chairman |
| Mr. Sandeep Jain | Member |
| Mr. Vijay Giradkar | Member |

COMPANY SECRETARY & COMPLIANCE OFFICER:

Mr. Pratul Wate

CHIEF FINANCIAL OFFICER:

Ms. Sakshi Tiwari

STATUTORY AUDITOR:

M/s. Manish N. Jain & Co.
507, 6th Floor, Madhu Madhav Tower,
Laxmi Bhawan Square, Dharampeth,
Nagpur - 440010

SECRETARIAL AUDITOR:

R. A. Daga & Co. Practicing Company Secretaries
Daga Mansion, 17/2, Tikekar Road, Dhantoli
Nagpur – 440012

STAKEHOLDER RELATIONSHIP COMMITTEE:

| | |
|---------------------|----------|
| Mr. Rahul Mohadikar | Chairman |
| Mr. Sandeep Jain | Member |
| Mr. Vijay Giradkar | Member |

REGISTERED OFFICE:

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

Note: - Mr. Ajay Lodha Independent Director has resigned from the Board Dated 30.03.2021.
Board has appointed Mr. Vijay Giradkar as Additional Director in the company. Mr. Haresh Kumar Prashad has resigned from the Board Dated 14.06.2021.

Message From Managing Director:-

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.

The Standalone Revenue of the Company is Rs. 30,83,64,777.88/- as compared to Rs. 25,08,76,841.57/- in the previous year. The EBIDTA is Rs. 4,44,90,311.45/- in the financial year 2020-21 as compared to Rs. 3,51,41,035.20/- in the previous year.

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 in spite of facing huge challenges / issues due to COVID – 19 Pandemic.

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,

SD/-

Pravin Choudhary
Managing Director

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 8TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **Eight Annual General Meeting** of the Members of **Nakoda Group of Industries Limited** will be held on **Wednesday, 15th day of September, 2021, 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 31st March, 2021 together with the Reports of the Board of Directors and the Auditors thereon and to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT the audited financial statements of the company for financial year ended 31st March, 2021 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

Item No. 2:- To declare final dividend @ 1% i.e. Rs. 0.10/- (Rupees Ten Paisa Only) per Share of Face Value of Rs. 10/- each on 1,11,34,500 Nos. of Fully Paid up Equity Shares for the Financial Year ended 31st March, 2021 and to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT final dividend @ 1% i.e. Rs. 0.10/- (Rupees Ten Paisa Only) per Share of Face Value of Rs. 10/- each on 1,11,34,500 Nos. of Fully Paid Equity Shares of the company be and is hereby confirmed and declared for the Financial Year ended 31st March, 2021 and the same be paid as recommended by the Board of Directors of the Company.”

Item No. 3:- To Appoint Mrs. Neeta Ajay Jain (DIN: - 08890824) as a Women Director, Who retires by rotation and being eligible offer himself for re-appointment and to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of the Companies Act, 2013 Mrs. Neeta Ajay Jain (DIN:- 08890824), who retires by rotation at this meeting be and is hereby appointed as director of the company liable to retire by rotation.”

SPECIAL BUSINESS:-

Item No. 4:- Appointment of Mr. Vijay Giradkar (DIN: 09126682) as Independent Director of the company.

To consider and, if thought fit, to pass the following resolution as an 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 Annual Report 2020-21

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. Vijay Giradkar (DIN : 09126682), who was appointed as a Non-Executive Director (Independent) of the Company with effect from 30th March, 2021 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 30th March, 2021 to 29th March, 2026.

“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 of Related Party Transactions for the financial year 2021-2022.

To consider and, if thought fit, to pass the following resolution as an 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 1st April ,2021 to 31st March ,2022.

“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:-To Increase the Authorized Share Capital of the company and alteration / amendment of Memorandum of Association.

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

“RESOLVED THAT pursuant to the provisions of Section 13, Section 61 and other applicable provisions of the Companies Act, 2013 (including any statutory modification (s) and reenactment (s) thereof for the time being in force) and the rules framed thereunder and further subject to any other laws and regulations, as may be applicable and the enabling Annual Report 2020-21

provisions of Articles of Associations of the Company and on recommendation of the Board of Directors of the Company and applicable permissions, sanctions and approvals as may be required in this regard, consent and approval of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present 12,00,00,000/- (Rupees Twelve Crores only) divided into 1,20,00,000 (One Crores Twenty Lakhs only) Equity Shares having face value of Rs. 10/- each share to 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crores Fifty Lakhs only) Equity Shares having face value of Rs. 10/- each share and consequently Clause V of the Memorandum of Association of the Company be and is here by substituted.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the **existing Clause V** thereof by the following **new Clause V** as under:

V. The Authorised Share Capital of the Company is 15, 00, 00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT new shares shall rank pari passu to the existing shares in all respect and that all the provisions contained in the Articles of Association of the company with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer, transmission, voting etc., will be applicable to the new shares as they are applicable to the already issued equity shares.

RESOLVED FURTHER THAT Board of Directors of the Company or the Company Secretary or such other person as authorized by the Board, be and are hereby authorized severally to do all such acts, deeds, matters, filing e forms and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office:

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

Place: - Nagpur
Date: - 19.08.2021

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 atleast 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. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at 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.
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 Wednesday, 15th September 2021 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. In continuation of this Ministry’s General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021
10. 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.
11. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
12. 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.
13. 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.
14. 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 2020-21 in electronic form only to those Members whose e-mail addresses are registered with the Company/Depositories.
15. The Register of Members and the Share Transfer books of the Company will remain closed from Tuesday 07th Day of September 2021 to Wednesday, 15th September 2021 (both days inclusive) for Annual General Meeting.
16. A person who is not a member as on the record date should treat this Notice for information purpose only.
17. 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.
18. 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.

19. Members desiring inspection of statutory registers during the AGM may send their request in writing to the Company at cs@nakodas.com.
20. Members who wish to inspect the relevant documents referred to in the Notice can send an e-mail to cs@nakodas.com up to the date of the AGM.
21. 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.
22. 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. Monday, 06th September, 2021.
23. The Cut Off date / record date for the purpose of determining the eligibility of the Members to attend & vote in the 08th Annual General Meeting of the Company is Monday, 06th September, 2021. Record date the purpose of determining the eligibility of the Members to receive dividend shall be Monday, 06th September, 2021.
24. The Dividend, if declared will be payable to those Equity Shareholders whose names stand on the Register of Members as at the close business on 15th September, 2021 and in respect of shares held in the electronic form, the dividend will be payable to the beneficial owners as at the close of business on 06th September, 2021 as per details furnished by the Depositories for this purpose.

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders with effect from 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates and slab. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with Bigshare Services Private Limited (in case of shares held in physical mode) and DPs (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to cs@nakodas.com latest by 07th September, 2021. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Final Dividend, if approved by the Shareholders at the AGM, will be paid electronically through various online transfer modes to those Shareholders who have updated their bank account details with the Company's Registrar and Share Transfer Agent / Depository Participants. For Shareholders who have not updated their bank account details, Dividend Warrants / Demand Drafts will be sent to their registered addresses through postal facility as per the availability. To avoid delay in receiving dividend and to receive the dividend directly into their bank account on the payout date, Shareholders are requested to update their Bank details (e.g. name of the bank and the branch, bank account number, 9 digits MICR number, 11 digit IFS Code and the nature of account) along with a copy of cancelled cheque with the Shareholder's name, to Bigshare Services Private Limited ("Bigshare"), the Company's Registrar and Share Transfer Agent.

25. 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.
26. 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.
27. 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.
28. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website 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.

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

- (i) The voting period begins on 12.09.2021 at 10.00 A.M. and ends on 14.09.2021 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 06.09.2021) of 06.09.2021 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> 1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM. |

| | |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider’s website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43. |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

(v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.

- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

| | |
|--|--|
| | For Shareholders holding shares in Demat Form other than individual and Physical Form |
| PAN | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>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.</p> <ul style="list-style-type: none"> • 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). |

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) 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 **210816040**.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.

- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) Facility for Non – Individual Shareholders and Custodians –Remote Voting
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
 - 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 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

The procedure for attending meeting & e-Voting on the day of the AGM/EGM is same as the instructions mentioned above for Remote e-voting. **EVSN (Electronic Voting Sequence Number):- 210816040.**

1. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
2. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
3. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. 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.

6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their requesting advance at least 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@nakodas.com. 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 (company email id). These queries will be replied to by the company suitably by email.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. Only those shareholders, who are present in the AGM/EGM 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.
9. 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.

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.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

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 or call on 022-23058542/43.

Registered Office:

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

Place: - Nagpur
Date:-19.08.2021

Annual Report 2020-21

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. 4:-

The Board of Directors, on the recommendation of Audit Committee and Nomination and Remuneration Committee, appointed Mr. Vijay Giradkar (DIN: 09126682), who was appointed as an Non-Executive Director (Independent) of the Company with effect from 30th March, 2021 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 an Non Executive Director of the Company. Mr. Vijay Giradkar shall hold office upto the date of ensuing Annual General Meeting and is eligible to be appointed as an Independent Director.

Mr. Ajay Lodha 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. Mr. Vijay Giradkar 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. Vijay Giradkar. In the opinion of the Board, Mr. Vijay Giradkar 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. Vijay Giradkar 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. Vijay Giradkar, including nature of his expertise, is provided of this Annual Report.

The remuneration to Mr. Vijay Giradkar 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. Vijay Giradkar as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Vijay Giradkar as an Independent Director for period upto 5 (five) years with effect from 30th March, 2021 for the approval of the members of the company.

Except Mr. Vijay Giradkar, 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. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 for the approval of members.

Item No. 5:-

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 for F.Y. 2021-22 up to the overall limits of 20% of the Annual Turnover as per the latest audited balance sheet of the company.

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 2021-22.

The Board recommends passing of the ordinary resolution as set out at Item No. 5 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. 5 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. 5 of this Notice.

Item No.6:-

The present Authorized Capital of the company is 12,00,00,000/- (Rupees Twelve Crores only) divided into 1,20,00,000 (One Crore Twenty Lakh only) Equity Shares having face value of Rs. 10/- each.

Board found it is necessary to increase the Authorized Share Capital of the Company and alter the Memorandum of Association of the company for the future business prospects of the company. Hence, the Board has proposed to increase the Authorised share capital of the company from the present 12,00,00,000/- (Rupees Twelve Crores only) divided into 1,20,00,000 (One Crore Twenty Lakh only) Equity Shares having face value of Rs. 10/- each share to 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lakhs only) Equity Shares having face value of Rs. 10/- each share.

Pursuant to section 13 and 61 of the Companies Act, 2013, the proposed increase in Authorised Capital and the consequential changes in Clause V of the Memorandum of Association will require the approval of the Members of the Company. New Clause V of MOA is as under:

V. The Authorised Share Capital of the Company is 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.

The Ordinary resolution is therefore proposed for member's approval as mentioned at Item No. 6 of the Notice to increase the Authorised Share Capital and Alteration / Amendment of the Memorandum of Association of the Company. None of the Directors and Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this resolution except to the extent of their shareholding in the Company.

A copy of the existing Memorandum of Association of the Company along with the draft of the proposed amendments, will be available for inspection by the Members at the Registered Office of the Company on all working days from 10 AM to 5 PM, except on Holidays, upto the date of Annual General Meeting.

The Board of Directors recommends the resolution at Item No. 6 of the Notice for the approval of the Members of the Company.

Registered Office:

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

Place: - Nagpur
Date:-19.08.2021

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 8th Annual General Meeting:

ANNEXURE OF ITEM NO: 01

| | |
|--|---|
| NAME OF DIRECTOR | Mrs. Neeta Ajay Jain |
| DIN | 08890824 |
| DATE OF BIRTH | 01.07.1980 |
| DATE OF FIRST APPOINTMENT | 29.09.2020 |
| QUALIFICATION | Bachelor of Arts |
| EXPERTISE IN SPECIFIC FUNCTIONAL AREA AND EXPERIENCE | She has been Director of your Company. She has wide experience in the field of Marketing. |
| DIRECTORSHIP HELD IN OTHER COMPANIES | Nil |
| DISCLOSURE OF RELATIONSHIP BETWEEN DIRECTORS INTER SE | Nil |
| NAMES OF LISTED ENTITIES IN WHICH HE/ SHE IS A DIRECTOR AND HOLDS COMMITTEE POSITIONS | Nil |
| NO. OF EQUITY SHARES HELD IN THE COMPANY AS ON 31/03/2021 | Nil |

Brief Profile of Mr. Vijay Krishnarao Giradkar (DIN: - 09126682)

Shri. Vijay Krishnarao Giradkar (DIN: - 09126682) is designated as Non-Executive Independent Director in Nakoda group of industries limited. He is having more than 20 years experience in the field of Govt. Liasoning, Project Handling and Management etc.

Mr. Vijay K. Giradkar 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. Vijay K. Giradkar 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.

DIRECTOR'S REPORT

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

Your Directors are pleased to present the **08th Annual Report** on the business and operations of the Company and the financial results for the year ended 31st March, 2021.

1. FINANCIAL PERFORMANCE OF THE COMPANY:

| Particulars | 31.03.2021 In Rs | 31.03.2020 In Rs |
|-----------------------------------|------------------------|------------------------|
| Income from Operations | 30,83,64,777.88 | 25,08,76,841.57 |
| Other Income | 4,60,008.60 | 51,45,665.03 |
| Total Revenue | 30,88,24,786.48 | 25,60,22,506.60 |
| Total Expenditure | 26,43,34,475.03 | 22,08,81,471.40 |
| Financial Costs | 2,15,31,502.31 | 2,42,12,892.48 |
| Depreciation | 1,04,79,039.80 | 97,94,559.24 |
| Profit Before Tax | 1,24,79,769.34 | 11,33,583.48 |
| Tax | 5,20,130.02 | 8,81,775.74 |
| Profit After Tax (Net Tax) | 1,19,59,639.32 | 2,51,807.74 |

Your Company has achieved a turnover of Rs. 30.83 Cr. in F.Y. 2020-21 as against the turnover of Rs. 25.08 Cr. in the previous year. Net profit for the F.Y. 2020-21 stood at Rs. 1.19 Cr. as against Rs. 2.51 Lakhs in F.Y. 2019-20.

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, 2021 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:

The Board of Directors has approved Final Dividend @ 1% i.e. Rs. 0.10/- (Rupees Ten Paise Only) per Share of Face Value of Rs. 10/- each on 1,11,34,500 Nos. of Equity Shares for the Financial Year ended 31st March, 2021. The Final Dividend on 1,11,34,500 Nos. of Equity Shares

of Rs. 10/- each @ @ 1% i.e. Rs. 0.10/- (Rupees Ten Paise Only) per Share shall be Rs. 11,13,450/-.

5. RESERVES AND SURPLUS:

Entire profit of Rs. 1,19,59,639.32/-has been transferred to the Balance sheet under the head of Reserves and Surplus in F.Y. 2020-21.

6. MEETINGS:

(i) BOARD MEETINGS:-

During the year, 12 Board Meetings were held the details are as mentioned below:

| Sr. No. | Date of Meeting | Total No of Directors as on Meeting | Attendance |
|----------------|------------------------|--|-------------------|
| 1 | 29.07.2020 | 7 | 7 |
| 2 | 07.09.2020 | 7 | 6 |
| 3 | 11.09.2020 | 7 | 6 |
| 4 | 29.09.2020 | 7 | 7 |
| 5 | 07.10.2020 | 7 | 7 |
| 6 | 06.11.2020 | 7 | 7 |
| 7 | 12.11.2020 | 7 | 7 |
| 8 | 21.01.2021 | 7 | 7 |
| 9 | 15.02.2021 | 7 | 7 |
| 10 | 16.02.2021 | 7 | 7 |
| 11 | 27.02.2021 | 7 | 7 |
| 12 | 30.03.2021 | 7 | 6 |

(ii) COMMITTEE MEETINGS:

❖ AUDIT COMMITTEE MEETINGS

During the year, Six 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 | 29.07.2020 | 3 | 3 |

| | | | |
|---|------------|---|---|
| 2 | 11.09.2020 | 3 | 3 |
| 3 | 07.10.2020 | 3 | 3 |
| 4 | 12.11.2020 | 3 | 3 |
| 5 | 21.01.2021 | 3 | 3 |
| 6 | 30.03.2021 | 3 | 2 |

❖ **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 | 19.06.2020 | 3 | 3 |
| 2 | 11.09.2020 | 3 | 2 |
| 3 | 29.09.2020 | 3 | 3 |
| 4 | 18.12.2020 | 3 | 3 |
| 5 | 30.03.2021 | 3 | 2 |

❖ **STAKEHOLDERS RELATIONSHIP COMMITTEE MEETINGS**

During the year, Five 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 | 18.05.2020 | 3 | 2 |
| 2 | 06.08.2020 | 3 | 3 |
| 3 | 24.11.2020 | 3 | 3 |
| 4 | 27.02.2021 | 3 | 3 |
| 5 | 30.03.2021 | 3 | 2 |

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, 2021:

| Name of Directors | Status | Nature of Directorship | Number of Meetings held during the Financial Year 2020-21 | |
|---------------------|-----------------|-------------------------------|---|----------|
| | | | Held | Attended |
| Mr. Sandeep Jain | Member | Independent Director | 6 | 5 |
| Mr. Rahul Mohadikar | Chairman | Independent Director | 6 | 6 |
| Mr. Vijay Giradkar | Member | Independent Director | 6 | 1 |
| Mr. Ajay Lodha | Previous Member | Previous Independent Director | 6 | 5 |

Note: - Mr. Ajay Lodha has resigned on 30.03.2021 and Mr. Vijay Giradkar was appointed as Non - Executive Director W.e.f. 30.03.2021 in the company.

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 2020-21 | |
|---------------------|----------|------------------------|---|----------|
| | | | Held | Attended |
| Mr. Rahul Mohadikar | Chairman | Independent Director | 5 | 5 |
| Mr. Sandeep Jain | Member | Independent Director | 5 | 3 |

| | | | | |
|--------------------|-----------------|-------------------------------|---|---|
| Mr. Vijay Giradkar | Member | Independent Director | 5 | 1 |
| Mr. Ajay Lodha | Previous Member | Previous Independent Director | 5 | 4 |

Note: - Mr. Ajay Lodha has resigned on 30.03.2021 and Mr. Vijay Giradkar was appointed as Non - Executive Director W.e.f. 30.03.2021 in the company.

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, Performance Bonus etc. 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

Your Company has paid sitting fees to them for attending the meeting of the Board 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, 2021:

| Name of Directors | Status | Nature of Directorship | Number of Meetings held during the Financial Year 2020-21 | |
|---------------------|-----------------|-------------------------------|---|----------|
| | | | Held | Attended |
| Mr. Rahul Mohadikar | Chairman | Independent Director | 5 | 5 |
| Mr. Sandeep Jain | Member | Independent Director | 5 | 3 |
| Mr. Vijay Giradkar | Member | Independent Director | 5 | 1 |
| Mr. Ajay Lodha | Previous Member | Previous Independent Director | 5 | 4 |

Note: - Mr. Ajay Lodha has resigned on 30.03.2021 and Mr. Vijay Giradkar was appointed as Non - Executive Director W.e.f. 30.03.2021 in the company.

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. Neeta A. Jain | Woman Director | 29.09.2020 | N.A. |
| 3. | Mr. Jayesh P. Choudhary | Whole Time Director | 06.06.2017 | N.A. |
| 4. | Mr. Vijay K. Giradkar | Independent Director | 30.03.2021 | N.A. |
| 5. | Mr. Sandeep Jain | Independent Director | 06.01.2020 | N.A. |
| 6. | Mr. Ajay Lodha | Independent Director | 10.02.2017 | 30.03.2021 |
| 7. | Mr. Haresh Kumar Prashad | Additional Director | 27.11.2018 | 14.06.2021 |
| 8. | Mr. Rahul Mohadikar | Independent Director | 08.03.2019 | N.A. |

-Retirement by Rotation

Pursuant to provisions of the Companies Act, 2013, Mrs. Neeta Ajay Jain is appointed as Additional director w. e. f. 29.09.2020 who shall hold the office upto this ensuing Annual General Meeting and eligible for appointed as the Woman Director in the ensuing AGM with the permission of Members of the Company. She will hold the office from the ensuing Annual

General Meeting till the conclusion of next Annual General Meeting and being eligible 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. | Ms. 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 2020-21 are placed before the Audit Committee for the review and approval. Prior omnibus approval is obtained for related party transactions which are repetitive in nature. All the related party transactions entered into by the company with related parties during the financial year 2020-21 under review were in the ordinary course of business and on an arm's length pricing Basis and the same are disclosed in financial statements and the same were in compliance with the applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder and the Listing regulations. Appropriate approvals have been taken for related party transactions from the Board and Audit Committee. Members are requested to check all the related party transactions done during the financial year 2020-21, which mentioned in the audit report and the same are placed before the members for their confirmation. 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 2021, which were not at arm's length basis.

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

| Nature of Contract | Name of related party | Nature of relationship | Amount (In Rs.) |
|-----------------------------|-----------------------------------|---------------------------------|------------------------|
| Business Advance to Parties | Manju Choudhary | Director's Relative | 30,000.00 |
| Business Advance to Parties | Jayesh Choudhary HUF | Director's HUF | 21,600.00 |
| Business Advance to Parties | Parshv Industries LLP | Common Management | 74,68,696.00 |
| Business Advance to Parties | Nakoda Fruit Products Pvt Ltd | Common Promoters | 3,60,814.00 |
| Rent | Pravin Choudhary | Director | 6,00,000.00 |
| Sale | Parshv Industries LLP | Common Management | 78,31,415.00 |
| Purchase | Nakoda Fruit Products Pvt Ltd | Common Promoters | 23,452.00 |
| Business Advance to Parties | Parshvanath Overseas | Proprietary Concern of Director | 2,10,402.00 |
| Business Advance to | Nakoda Agro Commodities Pvt. Ltd. | Common Promoters | 1,09,312.00 |
| Director's Remuneration | Pravin Choudhary | Director | 12,00,000.00 |
| Director's Remuneration | Jayesh Choudhary | Director | 15,00,000.00 |

| | | | |
|------------------|----------------------------|---------------------|-------------|
| Salary | Pooja Choudhary | Director's Relative | 6,00,000.00 |
| Expenses paid of | BIZERP Solutions Pvt. Ltd. | Common Management | 2,56,780.00 |

11. CHANGES IN SHARE CAPITAL

The Paid up Share Capital as at March 31, 2021 stood at Rs. 11,13,45,000/-. 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 | 22,63,283 | 2,26,32,830 |
|------------|-----------|----|----|-----------------|--|-----------|-------------|

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 | 50,00,000 | 5,00,00,000 |
|------------|-----------|----|----|------|-------------|-----------|-------------|

The Company has listed its Equity Shares on BSE SME Exchange in Financial Year 2018-19.

| | | | | | | | |
|------------|-----------|----|----|------|--------------|-----------|-------------|
| 04.06.2018 | 18,52,000 | 10 | 35 | Cash | Public Issue | 68,52,000 | 6,85,20,000 |
|------------|-----------|----|----|------|--------------|-----------|-------------|

Pursuant to the section 32 and other applicable provisions, if any of the Companies Act, 2013 and other applicable rules made there under, the Initial Public Offering ("IPO") of the Company, vide Prospectus filed with the Registrar of Companies, Mumbai on May 15, 2018 and the in-principle approval of BSE Limited (BSE) being the Designated Stock Exchange, vide letter dated February 06, 2018 which opened for subscription on May 23, 2018 and closed on May 29, 2018 for, Retail Individual Investors, Non-Institutional Investor and Market Maker, 18,52,000 Equity Shares of face value of Rs. 10/- each fully paid ("Equity Shares") at an Issue Price of Rs. 35.00/- per Equity Share, including Rs. 25/- each as premium, of distinctive number from 50,00,001-68,52,000 be and are hereby allotted to the respective successful applicants in various categories as detailed in the statement placed before the meeting and initialed by the Managing

Director of the Company for the purpose of identification and summarized herein below, where such Allottees shall receive credit for the Equity Shares directly into their depository account.

| 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.) |
|-------------------|-------------------------------|------------------|-------------------|-------------------------|---------------------|------------------------------|----------------------------------|
| 27.02.2021 | 42,82,500 | 10 | 10 | Other Than Cash | Bonus Issue | 1,11,34,500 | 11,13,45,000 |

Board found necessary to increase the Authorized Share Capital of the Company and alter the Memorandum of Association of the company for the future business prospects of the company. Hence, the Board has proposed to increase the Authorised share capital of the company from the present 8,00,00,000/- (Rupees Eight Crores only) divided into 80,00,000 (Eighty Lakhs) Equity Shares having face value of Rs. 10/- each share to 12,00,00,000/- (Rupees Twelve Crores only) divided into 1,20,00,000 (One Crores Twenty Lakhs only) Equity Shares having face value of Rs. 10/- each share.

Pursuant to section 13 and 61 of the Companies Act, 2013, the proposed increase in Authorised Capital and the consequential changes in Clause V of the Memorandum of Association will require the approval of the Members of the Company. New Clause V of MOA is as under:

V. The Authorised Share Capital of the Company is 12,00,00,000/- (Rupees Twelve Crores only) divided into 1,20,00,000 (One Crores Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.

The Board and members have considered and approved the bonus issue as 5:8 i.e. 5 (Five) new fully paid-up Equity shares for every 8 (Eight) existing equity shares held as on the record date to be determined by the Company. Further, on allotment of bonus shares, the Company's paid up share capital will be increased from Rs. 6,85,20,000/- (Rupees Six Crores Eighty Five Lakhs Twenty Thousand only) divided into 68,52,000 (Sixty Eight Lakhs Fifty Two Thousand) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 11,13,45,000/- (Rupees Eleven Crores Thirteen Lakhs Forty Five Thousand only) divided into 1,11,34,500 (One Crores Eleven Lakhs Thirty Four Thousand and Five Hundred) equity shares of Rs. 10/- (Rupees Ten only).

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, 2020 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, 2020 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, 2020 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 MANISH N. JAIN AND CO., Chartered Accountants, Nagpur (FRN: - 138430W) is 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 12th Annual General Meeting of the Company to be held in the Calendar year 2025.

AUDITOR'S REPORT:

The Report given by the Auditors M/s MANISH N. JAIN AND CO., Chartered Accountants, Nagpur on the financial statements of the Company for the Financial Year 2020-21 is self explanatory.

B. SECRETARIAL AUDITOR AND SCRUTINIZER:

The Board has appointed M/s. R. A. Daga & Co., (Mem. No. 5522) Practicing Company Secretaries, Nagpur to conduct Secretarial Audit of the Company for the financial year ended 31st March, 2021 in compliance with the provisions of Section 204 of the Companies Act, 2013. The Board has re-appointed M/s. R. A. Daga & Co. (Mem. No. 5522) Practicing Company Secretaries, Nagpur to conduct Secretarial Audit of the Company for the financial year 2021-22.

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

The Board has also appointed M/s. R. A. Daga & Co., Practicing Company Secretaries, to Scrutinize the voting process in the AGM and provide a fair report accordingly. Mrs. Rachana Daga, Company Secretary has been appointed by the Board of Directors of the Company as Scrutinizer for scrutinizing the voting process through E-Voting at the Meeting, in a fair and transparent manner. 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.

C. INTERNAL AUDITOR:

The Board has appointed M/s Rajesh S. Rathi & Co., Chartered Accountants, Nagpur Membership No.:- 402833, to conduct Internal Audit of the Company for the financial year ended 31st March, 2021 in compliance with the provisions of Section 138 and other applicable sections of the Companies Act, 2013.

The Board has re-appointed M/s Rajesh S. Rathi & Co., Chartered Accountants, Nagpur Membership No.:- 402833 as the Internal Auditor of the company for the F.Y. 2021-22.

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, 2021 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 guarantee or Security 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 has 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

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 as the equity share of the company are listed in SME platform for the financial year ended 31st March 2021.

The Company is in the process of Migration from SME Platform of BSE Ltd. to Main Board of BSE Ltd. and NSE Ltd. As soon as the company migrates from SME to Main Board of any Stock Exchange and provisions of Corporate Governance become applicable to the company, the company will ensure the compliance of applicable provisions of Corporate Governance of SEBI (LODR) Regulation, 2015 after Migration to respective exchanges.

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.

31. COMPANY AFFIRMATION OF READINESS TOWARDS COVID-19

India is going through a tough phase of a global pandemic–Novel Corona virus disease (COVID-19). The Indian government is taking all possible measures to keep a check on the spread of this disease within the country.

Accordingly, as a responsible establishment, your Company also took part in the mission of social distancing by:

- Putting in place Work from Home Policy (WFH) for the employees of the Company;
- Conducting less meetings in order to minimize the physical interaction with customers, vendors etc.
- Strictly adhering to the “Do’s and Don’ts” advised by the Public Health Authorities;
- Only essential staff are being called on duty with staggered timings to be followed in order to minimize physical interaction in all the Offices, Factory and at various locations; and
- To follow other preventive measures prescribed by the local authorities from time to time.

Your Company has filed the web based form – Company Affirmation of Readiness towards COVID-19 (CAR) and affirmed to its requirements.

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/-

SD/-

Pravin Choudhary

Jayesh Choudhary

Place: - Nagpur

(Managing Director)

(Whole Time Director)

Date: - 19.08.2021

(Din: - 01918804)

(Din: - 02426233)

ANNEXURE-1

**FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31.03.2021**

[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** L15510MH2013PLC249458
- 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**
- 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 products and other eatable bakery products. | 1030 & 4630 | 100% |

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 | 4347500 | 0 | 4347500 | 63.45 | 7064690 | 0 | 7064690 | 63.45 | 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.... | 700300 | 0 | 700300 | 10.22 | 1137986 | 0 | 1137986 | 10.22 | 0 |
| Sub-total (A) (1):- | 5047800 | 0 | 5047800 | 73.67 | 8202676 | 0 | 8202676 | 73.67 | 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) | 5047800 | 0 | 5047800 | 73.67 | 8202676 | 0 | 8202676 | 73.67 | 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) FIIs | 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 | 4000 | 0 | 4000 | 0.06 | 130000 | 0 | 130000 | 1.168 | 1.108 |
| ii) Overseas | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | 215259 | 0 | 215259 | 3.14 | 324 | 0 | 324 | 0.003 | 3.137 |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 1504000 | 0 | 1504000 | 21.95 | 2762500 | 0 | 2762500 | 24.81 | 2.86 |
| c) Others (HUF) | 12000 | 0 | 12000 | 0.17 | 19500 | 0 | 19500 | 0.17 | 0.00 |
| 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 | 68941 | 0 | 68941 | 1.006 1 | 19500 | 0 | 19500 | 0.17 | 0.84 |

| | | | | | | | | | |
|---|---------|---|---------|-------|----------|---|----------|-------|---|
| 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):- | 1804200 | 0 | 1804200 | 26.33 | 2931824 | 0 | 2931824 | 26.33 | 0 |
| Total Public Shareholding (B)=(B)(1)+ (B)(2) | 1804200 | 0 | 1804200 | 26.33 | 2931824 | 0 | 2931824 | 26.33 | 0 |
| C. Shares held by Custodian for GDRs & ADRs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Grand Total (A+B+C) | 6852000 | 0 | 6852000 | 100 | 11134500 | 0 | 11134500 | 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 | 49.54% | 0 | 55,16,553 | 49.54% | 0 | 0 |
| 2 | Mr. Jayesh Choudhary | 9,52,700 | 13.90% | 9,00,000 | 15,48,137 | 13.90% | 14,62,500 | 0 |
| 3 | Mrs. Manju Choudhary | 7,00,000 | 10.21% | 0 | 11,37,500 | 10.21% | 0 | 0 |
| 4 | Mr. Ashok Bardia | 100 | 0.0015 % | 0 | 162 | 0.0015 % | 0 | 0 |
| 5 | Mr. Kishore Bardia | 100 | 0.0015 % | 0 | 162 | 0.0015 % | 0 | 0 |

| | | | | | | | | |
|---|-----------------|------------------|---------------|----------|------------------|---------------|----------|----------|
| 6 | Mrs. Vidhi Jain | 100 | 0.0015 % | 0 | 162 | 0.0015 % | 0 | 0 |
| | Total | 50,47,800 | 73.67% | 0 | 82,02,676 | 73.67% | 0 | 0 |

iii) Change in Promoters' Shareholding

| Sl. No. | Particulars | 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 | 33,94,800 | 49.54% | 33,94,800 | 49.54% |
| 2 | Promoters Shares increase because of Allotment of Bonus Shares on Dt. 27.02.2021 But no change in their Percentage (%) of Shareholding. | 21,21,753 | 0 | 21,21,753 | 0 |
| 3 | At the End of the year | 55,16,553 | 49.54% | 55,16,553 | 49.54% |

| Sl. No. | Particulars | 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 | 9,52,700 | 13.90% | 9,52,700 | 13.90% |
| 2 | Promoters Shares increase because of Allotment of Bonus Shares on Dt. 27.02.2021 But no change in their Percentage (%) of Shareholding. | 5,95,437 | 0 | 5,95,437 | 0 |
| 3 | At the End of the year | 15,48,137 | 13.90% | 15,48,137 | 13.90% |

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) – (Public Shareholding)

| 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 |
| | For Each of the Top 10 Shareholders | | | | |
| 1) | Pradeep Panjwani | | | | |
| | At the beginning of the year | 5,60,000 | 8.17 | 5,60,000 | 8.17 |

| | | | | | |
|--|--|----------|------|----------|------|
| | Increase in Shares because of Allotment of Bonus Shares on Dt. 27.02.2021 But no change in their Percentage (%) of Shareholding. | 3,50,000 | 0 | 3,50,000 | 0 |
| | At the End of the year (or on the date of separation, if separated during the year) | 9,10,000 | 8.17 | 9,10,000 | 8.17 |

| 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 |
| | For Each of the Top 10 Shareholders | | | | |
| 2) | Roshan Jain | | | | |
| | At the beginning of the year | 5,44,000 | 7.93 | 5,44,000 | 7.93 |
| | Increase in Net Shares because of Allotment of Bonus Shares on Dt. 27.02.2021 & open market transactions | 3,33,500 | 0.05 | 3,33,500 | 0.05 |
| | At the End of the year (or on the date of separation, if separated during the year) | 8,77,500 | 7.88 | 8,77,500 | 7.88 |

| 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 |
| | For Each of the Top 10 Shareholders | | | | |
| 3) | Bhavik Panjwani | | | | |
| | At the beginning of the year | 2,84,000 | 4.14 | 2,84,000 | 4.14 |
| | Increase in Shares because of Allotment of Bonus Shares on Dt. 27.02.2021 | 1,77,500 | 0 | 1,77,500 | 0 |
| | At the End of the year (or on the date of separation, if separated during the year) | 4,61,500 | 4.14 | 4,61,500 | 4.14 |

| 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 |
| | For Each of the Top 10 Shareholders | | | | |
| 4) | Rikhab Jain | | | | |
| | At the beginning of the year | 88,000 | 1.28 | 88,000 | 1.28 |

| | | | | | |
|--|---|----------|-------|----------|-------|
| | Increase in Net Shares because of Allotment of Bonus Shares on Dt. 27.02.2021& open market transactions | 16,000 | 0.346 | 16,000 | 0.346 |
| | At the End of the year (or on the date of separation, if separated during the year) | 1,04,000 | 0.934 | 1,04,000 | 0.934 |

| 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 |
| | For Each of the Top 10 Shareholders | | | | |
| 5) | Pantomath Stock Broker Pvt Ltd. | | | | |
| | At the beginning of the year | 68,000 | 0.99 | 68,000 | 0.99 |
| | Increase in Net Shares because of Allotment of Bonus Shares on Dt. 27.02.2021& open market transactions | 36,000 | 0.056 | 36,000 | 0.056 |
| | At the End of the year (or on the date of separation, if separated during the year) | 1,04,000 | 0.934 | 1,04,000 | 0.934 |

| 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 |
| | For Each of the Top 10 Shareholders | | | | |
| 6) | Priyanka Ashish Bhutda | | | | |
| | At the beginning of the year | 0 | 0 | 0 | 0 |
| | Increase in Shares because of Open Market Purchase and Allotment of Bonus Shares on Dt. 27.02.2021 | 32,500 | 0.29 | 32,500 | 0.29 |
| | At the End of the year (or on the date of separation, if separated during the year) | 32,500 | 0.29 | 32,500 | 0.29 |

| 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 |
| | For Each of the Top 10 Shareholders | | | | |
| 7) | Soni Bipin Oza | | | | |
| | At the beginning of the year | 0 | 0 | 0 | 0 |
| | Increase in Shares because of Open Market Purchase and Allotment of Bonus Shares on Dt. 27.02.2021 | 32,500 | 0.29 | 32,500 | 0.29 |
| | At the End of the year (or on the date of separation, if separated during the year) | 32,500 | 0.29 | 32,500 | 0.29 |

| 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 |
| | For Each of the Top 10 Shareholders | | | | |
| 8) | H & N Advisory Services LLP | | | | |
| | At the beginning of the year | 0 | 0 | 0 | 0 |
| | Increase in Shares because of Open Market Purchase and Allotment of Bonus Shares on Dt. 27.02.2021 | 26,000 | 0.23 | 26,000 | 0.23 |
| | At the End of the year (or on the date of separation, if separated during the year) | 26,000 | 0.23 | 26,000 | 0.23 |

| 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 |
| | For Each of the Top 10 Shareholders | | | | |
| 9) | Mayuri Agrawal | | | | |
| | At the beginning of the year | 12000 | 0.18 | 12000 | 0.18 |
| | Increase in Shares because of Open Market Purchase and Allotment of Bonus Shares on Dt. 27.02.2021 | 7500 | 0.18 | 7500 | 0.18 |

| | | | | | |
|--|--|--------|------|--------|------|
| | At the End of the year (or on the date of separation, if separated during the year) | 19,500 | 0.18 | 19,500 | 0.18 |
|--|--|--------|------|--------|------|

| 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 |
| | For Each of the Top 10 Shareholders | | | | |
| 10) | Anand Agrawal | | | | |
| | At the beginning of the year | 28000 | 0.41 | 28000 | 0.41 |
| | Decrease in Net Shares because of Allotment of Bonus Shares on Dt. 27.02.2021 & open market transactions | -8,500 | 0.23 | -8,500 | 0.23 |
| | At the End of the year (or on the date of separation, if separated during the year) | 19,500 | 0.18 | 19,500 | 0.18 |

(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 | 49.54 | 33,94,800 | 49.54 |
| 2 | Increase in Shares because of Allotment of Bonus Shares on Dt. 27.02.2021 | 21,21,753 | 0 | 21,21,753 | 0 |
| 3 | At the End of the year | 55,16,553 | 49.54 | 55,16,553 | 49.54 |

| 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 | 9,52,700 | 13.90 | 9,52,700 | 13.90 |
| 2 | Increase in Shares because of Allotment of Bonus Shares on Dt. 27.02.2021 | 5,95,437 | 0 | 5,95,437 | 0 |
| 3 | At the End of the year | 15,48,137 | 13.90 | 15,48,137 | 13.90 |

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 | 19,90,40,653.04 | 1,84,32,783.10 | - | 21,74,73,436.14 |
| ii) | Interest due but not Paid | - | - | - | - |
| iii) | Interest accrued but not due | - | - | - | - |
| | Total (i+ii+iii) | 19,90,40,653.00 | 1,84,32,783.10 | - | 21,74,73,436.14 |
| | Change in Indebtedness during the financial year | - | - | - | - |
| | * Addition | 2,74,20,955.70 | - | - | 2,74,20,955.70 |
| | * Reduction | - | (5,33,304.09) | - | (5,33,304.09) |
| | Net Change | 2,74,20,955.70 | (5,33,304.09) | - | 2,68,87,651.61 |
| | Indebtedness at the end of the financial year | - | - | - | - |
| | Principal Amount | 22,64,61,608.70 | 1,78,99,479.01 | - | 24,43,61,087.71 |
| | Interest due but not Paid | - | - | - | - |
| | Interest accrued but not due | - | - | - | - |
| | Total (i+ii+iii) | 22,64,61,608.70 | 1,78,99,479.01 | - | 24,43,61,087.71 |

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 | Mr. Pravin Choudhary (Managing Director) | 12,00,000.00 |
| | (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. Jayesh Choudhary (Whole Time Director) | 15,00,000.00 |
| 2 | Stock Option | - | 0 |
| 3 | Sweat Equity | - | 0 |
| 4 | Commission | - | |
| | -as % of profit | | 0 |
| | - others, specify... | | 0 |
| 5 | Others, Please specify | - | 0 |
| | Total (A) | | 27,00,000.00 |
| | Ceiling as per the Act | - | - |

B. Remuneration to other directors: Nil

| Sr. no. | Particulars of Remuneration | Name of Directors | Total Amount |
|---------|--|-------------------|---------------------|
| | 3. Independent Directors | | |
| | • Fee for attending board committee meetings | | NIL |
| | • Commission | | |
| | • Others, please specify | | |
| | Total (1) | | |
| | 4. Other Non-Executive Directors | | |
| | • Fee for attending board / committee meetings | | NIL |
| | • Commission | | |
| | • Others, please specify | | |
| | Total (2) | | |
| | Total (B)=(1+2) | | |
| | Total Managerial Remuneration | | 27,00,000.00 |
| | 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 | 3,88,270/- + 2,37,694/- = 6,25,964/- | | | |
| 2 | Stock Option | | | | |
| 3 | Sweat Equity | | | | |
| 4 | Commission - as % of profit - others, specify... | | | | |
| 5 | Others, please specify | | | | |
| | Total | 3,88,270/- + 2,37,694/- = 6,25,964/- | | | |

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 | | | | | |
| Punishment | | | NIL | | |
| Compounding | | | | | |
| B. DIRECTORS | | | | | |
| Penalty | | | | | |
| Punishment | | | NIL | | |
| Compounding | | | | | |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | | | | | |
| Punishment | | | NIL | | |
| Compounding | | | | | |

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: - 19.08.2021

(Din: - 01918804)

(Din: - 02426233)

ANNEXURE II - SECRETARIAL AUDIT REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2021

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
NAKODA GROUP OF INDUSTRIES LIMITED
CIN:- L15510MH2013PLC249458

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by NAKODA GROUP OF INDUSTRIES LIMITED having CIN- L15510MH2013PLC249458 (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information, representation and reports provided by the Company, its Board of Directors, its designated officers, and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

- A. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2021 according to the provisions of:
- (i) The Companies Act, 2013 ("the Act") and the rules made thereunder;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. There were no such transactions in the Company during the period under audit.
 - (v) The following Regulations and Guidelines prescribed under Securities and Exchange Board of India Act, 1992 (SEBI Act):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (vi) Though the following laws are prescribed in the format of Secretarial Audit Report by the Government, the same were not applicable to the Company during the audit period for the financial year ended 31st March, 2021:
- The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
- The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (vii) For the other applicable laws:

We have examined the framework, processes and procedures of compliance of laws applicable on the Company. We have examined reports, compliances with respect to applicable laws on test basis.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards with regard to the Meeting of Board of Directors (SS-1), General Meetings (SS-2) and Report of the Board of Directors (SS-4) issued by the Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We report that, during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above

B. We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors including Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Companies Act, 2013 and the Listing Regulations.
- Adequate Notice is given to all Directors to schedule the Board Meetings, Agenda and detailed notes on Agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the Agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members' views if any are captured and recorded as part of the minutes.

- The Company has obtained all necessary approvals under the various provisions of the Act; and
- C.** We further report that, there are prima facie adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- D.** We further report that, during the audit period, there were no other specific events/actions in pursuance of the above referred laws, rules, regulations, guidelines etc., having major bearing on the Company's affairs.

Place: Nagpur
Date:- 19.08.2021

R.A. DAGA & Co.
Company Secretaries

SD/-
Rachana Daga
Proprietor
Membership No: 5522
C. P. No: 5073
UDIN:- F005522C000803858

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE I forms an integral part of this report.

ANNEXURE I

**To,
The Members,
NAKODA GROUP OF INDUSTRIES LIMITED
CIN: L15510MH2013PLC249458**

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
7. Due to prevailing circumstance of COVID-19 pandemic, the audit was conducted based on the verification of the Company's books, papers, minutes books, forms and returns filed, documents and other records furnished by / obtained from the Company electronically and also the information provided by the Company and its officers by audio and visual means.

**Place: Nagpur
Date:- 19.08.2021**

**R.A. DAGA & Co.
Company Secretaries**

**SD/-
Rachana Daga
Proprietor
Membership No: 5522
C. P. No: 5073
UDIN:- F005522C000803858**

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, 2021.

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. 1,33,76,163.26/- on energy, Power and Fuel consumption during the financial year 2020-21.

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 not done any foreign expenditure during the year.

The company has Recorded Foreign income Rs. 315.80 Lakhs CIF Basis INR (426947.14 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: -19.08.2021

(Din: - 01918804)

(Din: - 02426233)

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF,

NAKODA GROUP OF INDUSTRIES LIMITED

Report on the Audit of Financial Statements

Opinion

We have audited the accompanying financial statements of **NAKODA GROUP OF INDUSTRIES LIMITED** ("the Company"), which comprise the Balance Sheet as at, March 31, 2021, the Statement of Profit and Loss and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and its profits, and its cash flows for the year ended on that date.

Basis of Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were most of significance in or audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated to our report.

| The Key Audit Matters | How was the matter addressed in our Audit |
|---|---|
| Revenue Recognition | |
| Revenue is one of the key profit drivers and is therefore susceptible to misstatements. Cut - off is the key assertion in so far as revenue recognition is concerned, since an inappropriate cut -off can results in material misstatement of results for the years. | Our audit procedures with regards to revenue recognition included testing controls, automated and manual, around dispatches / deliveries, inventory reconciliations and circularization of receivable balances, substantive testing for cut - off and analytical review procedures. |
| Recoverability of Indirect Tax Receivables | |
| As at March 31, 2021, Balances with Revenue Authorities under the head of “Short Term Loans and Advances” in respect of GST Refund Receivables amounting to ` 4,564,489, which are pending for assessments processes. | We have involved our internal experts to review the nature of the amount recoverable, the sustainability and the likelihood of recoverability upon the final resolution. |
| Appropriateness of Current and Non - Current Classifications | |
| <p>For the purpose of, Current / Non - Current classification of the assets and liabilities, the Company has ascertained its normal operating cycle as twelve months. This is based on the nature of services and the time between the acquisition of assets or inventories for processing and their presentation in cash and cash equivalents.</p> <p>The classification of assets and liabilities has been done on the basis of the documentary evidence. Where conclusive evidence is not available, the classification has been done on the basis of management’s best estimates of the period in which the assets would be realized, or the liabilities would be settled. We have evaluated the reasonability of the management’s estimates.</p> | |

Information other than the Financial Statements and Auditor’s Report Thereon

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management discussion and Analysis, Board’s Report including Annexure to Board’s Report, Business Responsibility Report, Corporate Governance and Shareholder’s Information, but does not include the consolidated financial statements, standalone financial statements, and our auditor’s report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we

conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principle generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentations of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has

adequate internal financial controls system with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub - section (11) of section 143 of the Act, we give in the Annexure "A", a statement on the matters specified in paragraph 3 and paragraph 4 of the said Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flows comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e. On the basis of the written representation received from the directors as on March 31, 2021 taken on the record by the Board of Directors, none of directors is disqualified as on March 31, 2021 from being appointed as a director in term of Section 164(2) of the Act.
- f. With respect to adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such control, refer to our separate report in Annexure "B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended;

In our opinion and to the best of our information and explanations given to us, the remuneration paid by the Company to its directors during the reporting period is in accordance with the provision of Section 197 of the Act.

- h. With respect to the other matters to be included in the Independent Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;

(i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements, if any.

(ii) The provision has been made in financial statements, as required under the applicable law or Accounting Standards, for material foreseeable losses, if any, on long - term contracts including the derivative contracts.

(iii) There has been no delay in transferring amounts, required to be transferred, to Investor Education and Protection Fund by the Company.

For MANISH N JAIN & CO.

Chartered Accountants

FRN No. 138430W

SD/-

MANISH JAIN

Partner

Place: Nagpur

Dated: May 01, 2021

UDIN No.: 21118548AAAAEG8265

Membership No. 118548

ANNEXURE “A” TO THE INDEPENDENT AUDITORS’ REPORT

(Referred to in Paragraph 1 under ‘Report on the Other Legal and Regulatory Requirements’ section of our report of even date)

Report on Companies (Auditor’s Report) Order, 2016 (“the Order”) issued by the Central Government of India in term of Section 143(11) of the Companies Act, 2013 (“the Act”) of NAKODA GROUP OF INDUSTRIES LIMITED (“the Company”).

1. In respect of the Company’s fixed assets:
 - i) The Company has maintained proper records in the electronic mode showing full particulars, including quantitative details and situation of fixed assets.
 - ii) The fixed assets were physically verified by the management in accordance with regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such physical verification. In our opinion, this periodicity of physical verification is reasonable having regards to the size of the Company and the nature of its assets.
 - iii) According to the information and explanation given to us and on the basis of our examination of the records of the Company produced and verified by us, we report that, the title deeds of immovable properties of land and building which are freehold, are held in the name of the Company as at the Balance Sheet date.
2. In respect of the Company’s Inventories:

As explained to us, inventories except goods in transits and the stock lying with third parties were physically verified during the year by the management at reasonable intervals. In our opinion, in respect of stock lying with the third parties at the end of the year, written confirmations have been obtained. In our opinion, the frequency such verification is reasonable. As explained to us, there was no material discrepancies noticed on such physical verification of inventories as compared to the book records. However, the discrepancies if any, noticed on such physical verification have been properly dealt with in the books of accounts.
3. In respect of the loan, secured or unsecured, granted by the Company to companies, firms, limited liabilities partnerships or other parties covered in the register maintained under section 189 of Companies Act, 2013.

According to the information and explanation given to us, there are no such companies, firms, limited liabilities partnership and other parties covered in the registered maintained under section 189 of the Companies Act, 2013.
4. In our opinion and according to information and explanations given to us, the Company has complied with all the provisions of section 185 and section 186 of the Act, in respect to grant of loans, making investments and providing guarantees and securities, as applicable.

5. The Company has not accepted any deposits from public within the meaning of the directives issued by the Reserve Bank of India, provision of Section 73 to Section 76 of the Act, any other relevant provisions and rules made thereunder, during the year and does not have any unclaimed deposits as at March 31, 2021 and therefore, reporting under Clause 3(v) of the Order are not applicable to the Company.
6. Reporting under clause 3(vi) of the Order is not applicable as the Company's business activities are not covered by the Companies (Cost Records and Audit) Rule, 2014.
7. According to the information and explanations given to us and on the basis of our examination of the records of the Company, in respect of Statutory Dues, we report that:
 - (a) The Company has generally been regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, value added tax, service tax, duties of custom, duties of excise, goods and service tax, cess and other material statutory dues applicable to it with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, value added tax, service tax, duties of custom, duties of excise, goods and service tax, cess and other material statutory dues were in arrears as at March 31, 2021 for a period of more than six months from the date they became payable.
 - (b) According to the information and explanation given to us, there are no material dues of duties of custom income tax, sales tax, value added tax, duties of excise, service tax and goods and service tax which have not been deposited with the appropriate authorities on account of dispute.
8. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanation given to us, we are of the opinion that the Company has not defaulted in repayment of dues of any loans or borrowings from the banks, financial institution. The Company does not have any loans and borrowings from the Governments and had not issued any debentures during the reporting period.
9. The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the reporting period. The Company has taken the term loans during the period and the term loan raised have been applied for the purpose for which the loans were obtained expect the funds deployed temporarily elsewhere.
10. According to the information and explanation given to us and on the basis of examination of records of Company, we report that no fraud by the Company or material fraud on the Company by its officers or employees has been noticed or reported during the period.
11. The Company has paid or provided the Managerial Remuneration during the year in accordance with the requisite approvals mandated by the provisions of Section 197 read with the Schedule - V of the Companies Act, 2013.
12. The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable to the Company.

13. According to information and explanations given to us and based on our examination of the records of the Company, all transactions with the related parties are in compliance with section 177 and section 188 of the Act where applicable and details of such transactions have been disclosed in the "Note No. - 33" of financial statements, under "the transaction with the Related Parties" as required by the Accounting Standard (AS) - 18, "Related Party Disclosure" specified under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.
14. During the reporting period, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause 3(xiv) of the said Order is not applicable to Company.
15. In our opinion and according to the information and explanation given to us, during the period, the Company has not entered into any non - cash transactions with any of its directors or persons connected with him and hence provisions of section 192 of Act, are not applicable. Thus, reporting under clause 3 (xv) of the Order is not applicable to the Company.
16. The Company is not required to be registered under Section 45 - IA of the Reserve Bank of India Act, 1934, therefore, the reporting under clause 3(xvi) of the Order is not applicable to the Company.

For MANISH N JAIN & CO.

Chartered Accountants

FRN No. 138430W

SD/-

MANISH JAIN

Partner

Place: Nagpur

Dated: May 01, 2021

UDIN No.: 21118548AAAAEG8265

Membership No. 118548

ANNEXURE “B” TO THE INDEPENDENT AUDITORS’ REPORT

(Referred to in Paragraph 2(f) under “Report on the Other Regulatory Requirements” Section of our report of even date)

Report on the Internal Financial Controls over the Financial Reporting under Clause (i) of Sub - Section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the Internal Financial Controls over the Financial Reporting of “**NAKODA GROUP OF INDUSTRIES LIMITED**” (“the Company”) as of March 31, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both, issued by the Institute of Chartered Accountants of India. Those standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting includes obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors’ judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over the Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanation given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of internal financial controls over financial reporting issued by the Institute of Chartered Accountants of India.

For **MANISH N JAIN & CO.**

Chartered Accountants

FRN No. 138430W

SD/-

MANISH JAIN

Partner

Membership No. 118548

Place: Nagpur

Dated: **May 01, 2021**

UDIN No.: **21118548AAAAEG8265**

NAKODA GROUP OF INDUSTRIES LIMITED

Balance Sheet as at March 31, 2021

| S. No. | Particulars | Notes | 31.03.2021 | 31.03.2020 |
|------------|--|-------|-----------------------|-----------------------|
| | | | Rs. | Rs. |
| I. | <u>EQUITY & LIABILITIES</u> | | | |
| 1 | Shareholders' Funds | | | |
| | Share Capital | 2 | 111,345,000.00 | 68,520,000.00 |
| | Reserves and Surplus | 3 | 39,526,148.45 | 70,391,509.13 |
| | | | 150,871,148.45 | 138,911,509.13 |
| 2 | Non - Current Liabilities | | | |
| | Long - Term Borrowings | 4 | 113,523,294.20 | 89,718,156.87 |
| | Deferred Tax Liabilities (Net) | 5 | 7,927,693.48 | 7,987,563.46 |
| | Other Long Term Liabilities | 6 | 120,242.00 | 128,201.00 |
| | Long - Term Provisions | 7 | 319,450.00 | 166,438.00 |
| | | | 121,890,679.68 | 98,000,359.33 |
| 3 | Current Liabilities | | | |
| | Short - Term Borrowings | 8 | 106,449,102.72 | 118,051,394.27 |
| | Trade Payables | 9 | 6,701,196.26 | 11,690,157.87 |
| | Other Current Liabilities | 10 | 29,450,320.32 | 16,828,099.86 |
| | Short - Term Provisions | 11 | 544,306.96 | 83,396.00 |
| | | | 143,144,926.26 | 146,653,048.00 |
| | Total...(Rs.) | | 415,906,754.39 | 383,564,916.46 |
| II. | <u>ASSETS</u> | | | |
| 1 | Non - Current Assets | | | |
| | <u>Property, Plants and Equipments</u> | | | |
| | Tangible Assets | 12 | 134,548,592.95 | 144,473,834.94 |

| | | | | |
|----------|---------------------------------|-----------------------|-----------------------|-----------------------|
| 2 | Intangible Assets | 13 | 66,819.00 | 76,509.00 |
| | | | 134,615,411.95 | 144,550,343.94 |
| | Long - Term Loans and Advances | 14 | 1,182,348.00 | 1,043,308.17 |
| | Other Non - Current Assets | 15 | 4,528,342.00 | 4,528,342.00 |
| | Current Assets | | 140,326,101.95 | 150,121,994.11 |
| | Inventories | 16 | 157,519,110.73 | 124,142,192.04 |
| | Trade Receivables | 17 | 79,170,986.27 | 55,683,335.68 |
| | Cash and Bank Balances | 18 | 943,971.39 | 3,373,591.91 |
| | Short - Term Loans and Advances | 19 | 11,706,165.15 | 12,484,699.04 |
| | Other Current Assets | 20 | 26,240,418.90 | 37,759,103.68 |
| | | 275,580,652.44 | 233,442,922.35 | |
| | Total...(Rs.) | | 415,906,754.39 | 383,564,916.46 |

SIGNIFICANT ACCOUNTING POLICIES
1

**THE ACCOMPANYING NOTES ARE FORMING INTEGRAL PART OF FINANCIAL STATEMENTS
AS PER OUR REPORT OF EVEN DATE
ATTACHED**

FOR AND ON BEHALF OF THE BOARD
SD/-
SD/-

For **MANISH N JAIN & CO.**
Chartered Accountants

FRN No.: 138430W

SD/-

MANISH JAIN

Partner

Membership No. 118548

Place: Nagpur

Dated: **May 01, 2021**

UDIN No.: **21118548AAAAEG8265**
**PRAVIN
CHOUDHARY**

Director

DIN No. 01918804

SD/-
SAKSHI TIWARI

Chief Financial
Officer

**JAYESH
CHOUDHARY**

Director

DIN No. 02426233

SD/-
PRATUL WATE

Company Secretary

NAKODA GROUP OF INDUSTRIES LIMITED

Statement of Profit and Loss for the year then ended on March 31, 2021

| S. No. | Particulars | Notes | 2020 - 2021 | 2019 - 2020 |
|--------|--|-------|-----------------------|-----------------------|
| | | | Rs. | Rs. |
| I. | Revenue from Operations (Gross) | 21 | 308,364,777.88 | 250,876,841.57 |
| II. | Revenue from Operations (Net) | | 308,364,777.88 | 250,876,841.57 |
| III. | Other Income | 22 | 460,008.60 | 5,145,665.03 |
| IV. | Total Revenue (II + III) | | 308,824,786.48 | 256,022,506.60 |
| V. | Expenses | | | |
| | Cost of Materials Consumed | 23 | 153,777,044.73 | 102,240,155.07 |
| | Purchase of Trading Stock | | 105,538,602.68 | 34,382,943.85 |
| | Changes in Inventories of Finished Goods, Work-in-Progress and Trading Stock | 23 | (41,051,086.97) | 46,290,281.18 |
| | Employee Benefits Expense | 25 | 12,782,083.00 | 8,695,066.00 |
| | Other Expenses | 26 | 33,287,831.59 | 29,273,025.30 |
| VI. | Total Expenses (Total of V) | | 264,334,475.03 | 220,881,471.40 |
| VII. | Earnings Before Interest, Tax, Depreciation and Amortization (EBITDA) (IV - VI) | | 44,490,311.45 | 35,141,035.20 |
| | Finance Costs | 27 | 21,531,502.31 | 24,212,892.48 |
| | Depreciation and Amortization Expenses | 28 | 10,479,039.80 | 9,794,559.24 |
| VIII. | Profit Before Exceptional, Extraordinary Item and Tax | | 12,479,769.34 | 1,133,583.48 |
| | Exceptional and Extraordinary Items | | - | - |
| IX. | Profit Before Tax (PBT) | | 12,479,769.34 | 1,133,583.48 |
| X. | <u>Tax Expenses</u> | | | |
| | Current tax | | 580,000.00 | - |
| | Deferred tax | | (59,869.98) | 881,775.74 |
| XI. | Total of Tax Expenses (Total of X) | | 520,130.02 | 881,775.74 |

| | | | | |
|--------------|--|-----------|----------------------|-------------------|
| XII. | Profit After Tax (PAT) (IX - XI) | | 11,959,639.32 | 251,807.74 |
| XIII. | Earnings Per Equity Share Basic and Diluted | 37 | 1.07 | 0.02 |

SIGNIFICANT ACCOUNTING POLICIES
1
THE ACCOMPANYING NOTES ARE FORMING INTEGRAL PART OF FINANCIAL STATEMENTS
**AS PER OUR REPORT OF EVEN DATE
ATTACHED**
FOR AND ON BEHALF OF THE BOARD

For **MANISH N JAIN & CO.**
Chartered Accountants

FRN No.: 138430W

SD/-

MANISH JAIN

Partner

Membership No. 118548

Place: Nagpur

Dated: **May 01, 2021**

UDIN No.: **21118548AAAAEG8265**

SD/-

**PRAVIN
CHOUDHARY**

Director

DIN No. 01918804

SD/-

SAKSHI TIWARI

Chief Financial Officer

SD/-

**JAYESH
CHOUDHARY**

Director

DIN No. 02426233

SD/-

PRATUL WATE

Company Secretary

NAKODA GROUP OF INDUSTRIES LIMITED

Statement of Cash Flows for the year ended March 31, 2021

| S. No . | Particulars | 31.03.2021 | 31.03.2020 |
|---------------|--|------------------------|-----------------------|
| | | Rs. | Rs. |
| A | Cash Flows from Operating Activities | | |
| | Net Profit Before Tax as per Statement of Profit and Loss | 12,479,769.34 | 1,133,583.48 |
| | <u>Adjusted For:</u> | | |
| | Depreciation and Amortization Expenses | 10,479,039.80 | 9,794,559.24 |
| | Finance Costs | 21,531,502.31 | 24,212,892.48 |
| | Interest Income | (212,753.89) | (112,253.00) |
| | Preliminary Expenses to the extent written off | 1,137,201.00 | 1,137,202.00 |
| | | 32,934,989.22 | 35,032,400.72 |
| | Operating Profit Before Working Capital Changes | 45,414,758.56 | 36,165,984.20 |
| | <u>Adjusted For:</u> | | |
| | Increase / (Decrease) in Trade Payables | (4,988,961.61) | (7,274,465.00) |
| | Increase / (Decrease) in Other Current Liabilities | 12,622,220.46 | (4,783,700.00) |
| | Increase / (Decrease) in Provisions | 181,543.00 | 13,542.00 |
| | (Increase) / Decrease in Inventories | (33,376,918.69) | 34,226,226.00 |
| | (Increase) / Decrease in Trade Receivables | (23,487,650.59) | (12,829,932.00) |
| | (Increase) / Decrease in Short Term Loans and Advances | 778,533.89 | 55,791.00 |
| | (Increase) / Decrease in Other Current Assets | 10,381,483.78 | (11,275,993.00) |
| | | (37,889,749.76) | (1,868,531.00) |
| | Cash Generated from Operating Activities | 7,525,008.80 | 34,297,453.20 |
| | Direct Taxes (Net) | (147,620.04) | - |
| | Net Cash From / (Used) in Operating Activities | 7,377,388.76 | 34,297,453.20 |

| | | | |
|----------|---|-----------------------|------------------------|
| | | | |
| B | Cash Flows from Investing Activities | | |
| | Investment in Property, Plants and Equipments | (544,107.79) | (25,316,389.23) |
| | (Investment) / Proceeds from Term Deposits | - | - |
| | Interest Income | 212,753.89 | 112,253.00 |
| | Net Cash From / (Used) in Investing Activities | (331,353.90) | (25,204,136.23) |
| C | Cash Flow from Financing Activities | | |
| | Increase / (Decrease) in Long Term Borrowings | 23,805,137.33 | 16,485,126.00 |
| | Increase / (Decrease) in Other Long Term Liabilities | (7,959.00) | (686,912.00) |
| | Increase / (Decrease) in Short Term Borrowings | (11,602,291.55) | (80,634.00) |
| | (Increase) / Decrease in Long Term Loan and Advances | (139,039.86) | 30,000.00 |
| | Finance Costs | (21,531,502.31) | (24,212,892.48) |
| | Net Cash From / (Used) in Financing Activities | (9,475,655.39) | (8,465,312.48) |
| D | Increase / (Decrease) in Cash and Cash Equivalents (A + B + C) | (2,429,620.53) | 628,004.49 |
| E | Cash and Cash Equivalents at the beginning of the period | 3,373,591.92 | 2,745,587.43 |
| F | Cash and Cash Equivalents at the end of the period | 943,971.39 | 3,373,591.92 |
| G | Net Increase / (Decrease) in Cash and Cash Equivalents (E - F) | (2,429,620.53) | 628,004.49 |

Note:

a) The above Statement of Cash Flows has been prepared under the "Indirect Method" as set out in the Accounting Standard (AS) - 3, "**Cash Flow Statements**".

b) Cash and Cash Equivalents Comprises of:

| | 31.03.2021 | 31.03.2020 |
|--|-------------------|---------------------|
| | Rs. | Rs. |
| Cash and Cash Equivalents Comprises: | | |
| <u>Cash in Hand</u> | 928,606.64 | 1,118,152.64 |
| <u>Balances with Banks</u> | | |
| In Current Accounts | 15,364.75 | 2,255,439.28 |
| In Term Deposits | - | - |
| Cash and Cash Equivalents (Refer Note No. 18)...(Rs.) | 943,971.39 | 3,373,591.92 |

c) Previous Year's figures have been regrouped / re casted / rearranged, wherever necessary.

d) Figures in the Brackets represent outflows.

SIGNIFICANT ACCOUNTING POLICIES

1

THE ACCOMPANYING NOTES ARE FORMING INTEGRAL PART OF FINANCIAL STATEMENTS

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR AND ON BEHALF OF THE BOARD

SD/-

SD/-

For **MANISH N JAIN & CO.**

**PRAVIN
CHOUDHARY**

**JAYESH
CHOUDHARY**

Chartered Accountants

Director

Director

FRN No.: 138430W

DIN No. 01918804

DIN No. 02426233

SD/-

SD/-

SD/-

MANISH JAIN

SAKSHI TIWARI

PRATUL WATE

Partner

Chief Financial
Officer

Company Secretary

Membership No. 118548

Place: Nagpur

Dated: **May 01, 2021**

UDIN No.: **21118548AAAAEG8265**

Notes to the Financial Statements for the year ended on March 31, 2021.

1. Corporate Information

NAKODA GROUP OF INDUSTRIES LIMITED is a Public Limited Company, domiciled and incorporated under the provisions of Companies Act, 2013. The Registered office of the Company is situated at “239, Bagad Ganj, Nagpur (M. S.) – 440008.” Its share is listed on Bombay Stock Exchange – SME Platform.

The Company is mainly engaged in the business of manufacturing and trading of Tatty Fruity and Dry Fruits. The Company is also engaged in the business of trading of Grains and Pluses.

2. BASIS OF PREPARATION

a) Accounting Convention

These financial statements of the Company have been prepared in accordance with Generally Accepted Accounting Principles in India (“Indian GAAP”). Indian GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 (“the Act”) read with the Rule 7 of the Companies (Accounts) Rules, 2014, the financial statements have been prepared on an accrual basis and under the historical cost convention.

Accounting policies adopted in the preparation of financial statements are consistent with those of the previous year except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

b) Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of financial statements and reported amounts of income and expenses during the reporting period. Examples of such estimates include computation of percentage of completion which requires the Company to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended, provisions for doubtful debts, future obligations under employee retirement benefit plans, income taxes, post - sales customer support and the useful lives of fixed tangible assets and intangible assets.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in the estimates are made as the management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the “Notes to the Financial Statements”.

c) Current and Non- Current Classification

An asset or a liability is classified as current when it satisfies any of the following criteria:

- i) It is expected to be realized / settled, or is intended for sales or consumptions, in the Company’s normal operating cycle;
- ii) It is held primarily for the purpose of being traded.

iii) It is expected to be realized / due to be settled within twelve months after the end of reporting date;

iv) The Company does not have an unconditional right to defer the settlement of the liabilities for at least twelve months after the reporting date.
All other assets and liabilities are classified as Non - Current.

For the purpose of Current / Non - Current classification of assets and liabilities, the Company has ascertained its operating cycle as twelve months. This is based on the nature of services and the time between the acquisition of the assets or liabilities for processing and their realization in Cash and Cash Equivalents.

1.2 Summary of Significant Accounting Policies

a) Presentation and Disclosure of Financial Statements

These financial statements have been prepared as per “*Schedule - III*” notified under the Companies Act, 2013. The Company has also reclassified / regrouped / restated the previous year figures in accordance with the requirements applicable in the current year.

b) Property, Plants and Equipments

Tangible

Tangible property, plants and equipments are stated at cost of acquisition or construction, net of recoverable taxes less accumulated depreciation / amortization and impairment losses, if any. The cost of property, plants and equipments comprises of its purchase price, including import duties and other non – refundable taxes or levies and directly attributable to the costs of bringing the asset to its present working condition for its intended use.

All the costs, including administrative, financing and general overhead expenses, as are specifically attributable to the construction of a particular project or to the acquisition of any property, plants and equipments or bringing it to its present working condition, is included as a part of the cost of construction of the project or as a part of the cost of property, plants and equipments, till the date of commencement of the commercial production. Adjustments, if any, arising from exchange rate variations attributable to the property, plants and equipments are capitalized as aforementioned.

Pursuant to the requirements under “*Schedule – II*” of the Companies Act, 2013, the Company has identified and determined the cost of each component of assets separately when the component has a cost which is significant to the total cost of the property, plants and equipments and has useful life that is materially different from that of the remaining assets.

Any subsequent expenditure related to an item of tangible property, plants and equipments is added to its book value only, if it increases the future economic benefits from the existing property, plants and equipments beyond its previously assessed standard of performance.

Profit or Loss on disposal of tangible property, plants and equipments is recognized in the Statement of Profit and Loss. Tangible property, plants and equipments retired from its active use and held for disposal are stated at the lower of their net book value and the net realizable value and are disclosed separately under “*Other Current Assets*”. Any expected loss is recognized immediately in the Statement of Profit and Loss.

Intangible

Any intangible assets acquired separately are measured on initial recognition at cost. Any intangible assets arising on acquisition of business are measured at fair value as at the date of acquisition. Following the initial recognition, Intangible assets are carried at its cost, less accumulated amortization and impairment losses, if any. All the costs, including financing costs relating to the development of the intangible property, plants and equipments which takes the substantial period of time to get ready for its intend use are also included to the extent they are incurred, till the commencement of the commercial production. Intangible assets are recognized if it is probable that the expected future economic benefits that are attributable to the assets will flow to the Company and its cost can be measured reliably. Intangible assets having finite useful lives are amortized on a straight-line basis over their estimated useful lives.

Capital Work-in-Progress

Projects / Property, Plants and Equipments under installation including other capital work-in-progress are carried at cost, comprising direct cost, related to the incidental expenses and directly attributable to the cost. Advances for capital work-in-progress are shown under “*Non - Current Assets*”.

c) Impairment of Property, Plants and Equipments

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists based on internal or external factors, or when annual impairment testing for an asset is required, the Company estimates the asset’s recoverable amount. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The recoverable amount is the greater of the net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor. After the impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

Reversal of impairment losses recognized in prior years is recorded when there is an indication that the impairment losses recognized for the asset no longer exists or has decreased. However, the increase in the carrying amount of an asset due to the reversal of an impairment loss is recognized to the extent it does exceed the carrying amount that would have been determined (net of depreciation) had no Impairment Loss been recognized for the asset in prior years.

d) Depreciation / Amortization

Depreciation on the tangible property, plants and equipments is provided to the extent of depreciable amount using the “**Straight Line Method**” on the useful life of the tangible property, plants and equipments as estimated by the management and is charged to the Statement of Profit and Loss as per the requirement of “*Schedule - II*” of the Companies Act, 2013. The estimate of the useful life of the assets has been assessed based on the technical advice which considered the nature of the assets, the usage of the assets, expected physical wear or tear, the operating conditions of the assets, anticipated technological changes, manufactures warranties and maintenance support, etc.

Significant components of the assets identified separately pursuant to the requirements under “Schedule – II” of the Companies Act, 2013 are depreciated separately over the useful life of such components.

The residual value, useful life and the method of depreciation of an asset is reviewed at each financial year end and adjusted prospectively.

The useful life of the assets is mentioned below:

| S. No. | Name of Property, Plants and Equipments | Useful Life (In Years) |
|--------|---|------------------------|
| 1. | Factory Building | 30 Years |
| 2. | Building (Other than Factory Building) | 60 Years |
| 3. | Plant and Machineries (Including Continuous Process Plants) | 10 - 15 Years |
| 4. | Furniture and Fixtures | 10 Years |
| 5. | Office Equipments | 10 Years |
| 6. | Computer and Other Data Processing units | 03 Years |
| 7. | Motor Vehicles | 08 - 10 Years |

Intangible assets are amortized over the technical useful life of the asset using “**Straight Line Method of Amortization**” over the useful life of the assets as estimated by the management.

e) **Lease**

A lease is classified at the inception date as finance lease or an operating lease. A lease that transfers substantially all the risk and rewards incidental to the ownership to the Company is classified as a finance lease.

The Company as a lessee:

- a) **Operating Lease:** Rental payable under the operating lease is charged to the Statement of Profit and Loss on a straight-line basis over the term of the relevant lease.
- b) **Finance Lease:** Finance lease are capitalized at the commencement of the lease, at the lower of the fair value of the property or the present value of the minimum lease payments. The corresponding liability to the lessor is included in the Balance Sheet as a finance lease obligation. Lease payments are apportioned between finance charges and the reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly against the income over the period of the lease.

The Company has not provided any of its assets on the basis of operating lease or finance lease to others.

f) Investments

Investments are classified into current or long-term investments. Investments that are readily realizable and intended to be held for not more than a year from the date of acquisition are classified as current investments. All other investments are classified as long-term investments. However, that part of long-term investments which are expected to be realized within twelve months from the Balance Sheet date is also presented under “*Current Investments*” under “*Current portion of Long-Term Investments*” in consonance classification of Current / Non – Current classification of “*Schedule – III*” of the Act.

On the initial recognition, all investments are measured at the cost. The cost comprises purchases price and any other expenses i.e. directly attributable to the acquisition charges such as brokerage, fees and duties of such investments.

Current investments are stated at the lower of Cost and fair value at each Balance Sheet date. The comparison of cost or fair value is done separately in respect of each category of investments.

Long term investments are carried at cost. A provision for diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the management. Reversal of such provision for diminution is made when there is rise in the value of long-term investments, or if the reasons for the decline no longer exist.

On the disposal of the Investments, the difference between its carrying value and the net disposal proceeds are recognized in the Statement of Profit and Loss.

g) Valuation of Inventories

Raw Materials, Work-in-Progress, Finished Goods, Packing Materials, Stores and Spares, Components, Consumables and Stock in trade are carried at the lower of Cost or Net Realizable Value. However, materials and other items held for use in production of inventories are not written down below cost if the finished goods in which they will be incorporated are expected to be sold at or above cost. The comparison of cost or net realizable value is made on an item by item basis. Damaged, unserviceable and inert stocks are valued at net realizable value.

In determining the cost of raw materials, packing materials, stock in trade, stores, spares, components and consumables, *First in First Out (FIFO) method* is used. Cost of the inventories comprises all costs of purchases, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in the bringing the inventories to the present location and conditions.

Cost of finished goods and work-in-progress includes the cost of raw materials, packing materials, an appropriate share of fixed and variable production overhead, excise duty as applicable and other costs incurred in bringing the inventories to their present location and conditions. Fixed production overheads are allocated on the basis of normal capacity of production facilities.

By Products are valued at Net Realizable Value.

“*Net Realizable Value*” is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sales.

h) Borrowing Costs

Borrowing costs includes the interest, commitments charges on bank borrowings, amortization of ancillary costs incurred in connection with the arrangement of borrowings.

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalized as a part of cost of that asset. The amount of borrowing costs eligible for capitalization is determined in accordance with the Accounting Standards – 16, “*Borrowing Costs*”. Other borrowing costs are recognized as expenses in the period in which they are incurred.

In accordance with the Accounting Standard – 16, exchange differences arising from foreign currency borrowings to the extent that they are regarded as adjustments to interest costs are recognized as borrowing cost and are capitalized as a part of cost of such property, plants and equipments if they are directly attributable to their acquisition or charged to the Statement of Profit and Loss.

i) Employee Benefits

Short - Term Employee Benefits

All the employee benefits payable wholly within twelve months of rendering the services are classified as short-term employee benefits and they are recognized in the period in which the employee renders the related services. The Company recognizes the undiscounted amount of short-term employee benefits expected to be paid in the exchange for services are rendered as a liability (accrued expense) after deducting any amount already paid.

Post-Employment Benefits

a) Defined Contribution Plans

Defined contribution plans are employee state insurance scheme and Government administrated pension fund scheme for all the applicable employees and superannuation scheme for all eligible employees. The Company’s contribution to defined contribution plans is recognized in the Statement of Profit and Loss in the financial year to which they relate.

b) Defined Benefits Plans

i) Provident Fund Scheme

The Company makes specified monthly contribution towards employee provident fund scheme to a separate trust administrated by the Company. The minimum interest rate payable by the trust to the beneficiaries is being notified by the Government every year. The Company has an obligation to make good the shortfall, if any, between the return on investments of the trusts and the notified interest rate.

ii) Gratuity Scheme

The Company operates a defined benefit gratuity plan for employees. The Company contributes to a separate entity (a fund), towards meeting the gratuity obligation.

iii) Pension Scheme

The Company operates a defined benefit pension plans for certain specified employee satisfying certain conditions, as approved by the Board of Directors.

iv) Post-Retirement Medical Benefit Plan

The Company operates a defined post-retirement medical benefit plan for certain specified employees and payable upon the employee satisfying certain conditions.

The cost of providing defined benefits is determined using the projected unit cash credit method with actuarial valuations being carried out at each Balance Sheet date. Past service cost is recognized immediately to the extent that the benefits are already vested, else is amortized on a straight-line basis over the average period until the amended benefits become vested. Actuarial gain or losses in respect of the defined benefit plans are recognized in the Statement of Profit and Loss in the year in which they arise.

The defined benefits obligations recognized in the Balance Sheet represent the present value of the defined benefit obligation as reduced by the fair value of plan assets, if applicable. Any defined benefit assets (negative defined benefit obligations resulting from this calculation) are recognized representing the present value of available refunds and reductions in the future contributions to the plans.

The Company present the above liability as current and non -current in the Balance Sheet as per the actuarial valuation by the independent actuary; however, the entire liability towards gratuity is considered as current as the Company will contribute this amount to the gratuity fund within next twelve months.

c) Other Long-Term Employee Benefits

Entitlement to annual leave and sick leave are recognized when they accrue to employees, Sick leave can only be availed while annual leave can either be availed or encashed subject to the restriction on the maximum number of the accumulation of leave. The Company determines the liability for such accumulated leaves using the projected accrued benefits method with the actuarial valuation being carried out at each Balance Sheet date.

The Company presents this liability as current and non -current in the Balance Sheet as per the actuarial valuation by the independent actuary.

j) Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flows to the Company and the revenue can be reliably measured.

Sale of Goods

Revenue from sales of goods is recognized, when all the significant risks and rewards of the ownership of the goods is passed to the buyer, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing effective control or managerial involvement with the goods and amount of revenue can be measured reliably, which is generally considered on dispatch of goods to the customers except in case of the consignment sales. Sales (Gross) includes excise duties but excludes VAT and goods and service tax (GST) and is net of discounts and incentives to the customers. Excise duties to the extent included in the gross turnover is deducted to arrive at the net turnover.

Sale of Services

Revenue from sale of services is recognized as per the completed service contract method of revenue recognition except in the few cases when the revenue from sale of services is recognized on accrual basis as per the contractual agreement basis.

Dividend

Revenue is recognized when the Company's right to receive the payment is established at the end of the reporting date.

Interest

Revenue from interest is recognized on a time proportion basis, taking into account the amount outstanding and the rate applicable. Interest income is included under the head "Other Income" in the Statement of Profit and Loss.

Other Income

Any other revenue is recognized when the Company's received the payments.

k) Government Grants and Subsidies

The Company is entitled to receive any subsidy from the Government authorities or any other authorities in respect of manufacturing or other facilities are dealt as follows:

- i) Grants in the nature of subsidies which are non - refundable are credited to the respective accounts to which the grants relate, on accrual basis, where there is reasonable assurance that the Company will comply with all the necessary conditions attached to them.
- ii) Grants in the nature of Subsidy which are Refundable are shown as Liabilities in the Balance Sheet at the Reporting date.

l) Foreign Currency Transactions

a) Initial Recognition

Transactions in the foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction. Any exchange difference arising on foreign exchange transactions settled during the reporting period are recognized in the Statement of Profit and Loss.

b) Conversion of Foreign Currency Items at Reporting Date

Foreign currency monetary items of the Company are restated at the end of the reporting date by using the closing exchange rate as prescribed by the Reserve Bank of India, RBI Reference Rate. Non - monetary items are recorded at the exchange rate prevailing on the date of the transactions. Exchange differences arising out of these translations are recognized in the Statement of Profit and Loss.

All the other exchange differences including the make to market losses / gain are dealt with in the Statement of Profit and Loss as income or expenses in the period in which they arise except to the extent that they are regarded as an adjustment to the Finance Costs and capitalized to the property, plants and equipments or charged to the Statement of Profit and Loss as per the Accounting Standard - 16, "Borrowing Costs".

c) Forward Exchange Contracts

The Company enters into the forward exchange contracts to hedge against its foreign currency exposure relating to the underlying transactions and the firm commitments. The Company does not enter into any derivative instruments for trading or speculative purposes.

The premium or discount arising at the inception of forward exchange contract is amortized and recognized as an expense / income over the life of the contracts. Exchange differences on such contract are recognized in the Statement of Profit and Loss in the period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such forward exchange contract is also recognized as income or expenses for the period.

m) Measurement of EBITDA

The Company has opted to present Earnings before Interest (Finance Cost), Depreciation and Amortization (EBITDA) as separate line items on the face of the Statement of Profit and Loss for the year. The Company measures EBITDA on the basis of Profit / (Loss) from Continuing operations.

n) Taxes on Income

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act. Deferred income taxes reflect, the impact of current period timing differences between taxable income and accounting income for the period and reversal of timing differences of the earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In the situations where the Company has unabsorbed depreciation or carry forward taxable losses, all the deferred tax assets are recognized only if there is the virtual certainty supported by the convincing evidence that they can be realized against future taxable profits. At reporting date, the Company re-assesses the unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Company write - down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write - down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Minimum alternative tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountant of India, the said asset is created by the way of a credit to the Statement of Profit and Loss and shown as MAT credit entitlement. The Company reviews the same at each reporting period and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

o) Earnings per Share

The Company reports the basic and diluted Earnings per Share (EPS) in accordance with Accounting Standard 20, "Earnings per Share". Basic EPS is computed by dividing the Net Profit or Loss attributable to the Equity Shareholders for the year by the weighted average number of equity shares outstanding during the year. Diluted EPS is computed by dividing the Net Profit or Loss attributable to the Equity Shareholders for the year by the weighted average number of Equity Shares outstanding during the year as adjusted for the effects of all potential Equity Shares, except where the results are anti - dilutive.

The weighted average number of Equity Shares outstanding during the period is adjusted for events such a Bonus Issue, Bonus elements in right issue, share splits, and reverse share split (consolidation of shares) that have changed the number of Equity Shares outstanding, without a corresponding change in resources.

p) Provisions and Contingencies

A provision is recognized if, as a result of a past event, the Company has a present legal obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability.

A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Possible obligation that arises from the past events whose existence will be confirmed by the occurrence or non - occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation is reported as contingent liability. In the rare cases, when a liability cannot be measures reliable, it is classified as contingent liability. The Company does not recognize a contingent liability but disclosed its existence in the financial statements.

q) Cash Flow Statements

Cash Flows Statements are reported using the "Indirect Method" set out in the Accounting Standard - 3 "Cash Flow Statements", whereby the Net Profit / (Loss) before tax is adjusted for the effects of the transactions of a non - cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

r) Cash and Cash Equivalentents

Cash and Cash Equivalentents include cash and cheques in hand, balances with banks, and demand deposits with banks and other short term highly liquid investments where the original maturity is less than three months or less.

2 Share Capital

| | 31.03.2021 | | 31.03.2020 | |
|--|-------------------|-----------------------|------------------|----------------------|
| | Nos. | Rs. | Nos. | Rs. |
| <u>Authorized</u> | | | | |
| Equity Shares of ` 10 each | 12,000,000 | 120,000,000.00 | 8,000,000 | 80,000,000.00 |
| | 12,000,000 | 120,000,000.00 | 8,000,000 | 80,000,000.00 |
| <u>Issued, Subscribed and Fully Paid Up</u> | | | | |
| Equity Shares of ` 10 each | 11,134,500 | 111,345,000.00 | 6,852,000 | 68,520,000.00 |
| Total...(Rs.) | 11,134,500 | 111,345,000.00 | 6,852,000 | 68,520,000.00 |

a) Reconciliation of the Equity Shares outstanding at the beginning and at the end of the Reporting Period

| | 31.03.2021 | | 31.03.2020 | |
|---|-------------------|-----------------------|------------------|----------------------|
| | Nos. | Rs. | Nos. | Rs. |
| Shares outstanding at the beginning of the period...(Rs.) | 6,852,000 | 68,520,000.00 | 6,852,000 | 68,520,000.00 |
| Shares issued during the period | 4,282,500 | 42,825,000.00 | - | - |
| Shares bought back during the period | - | - | - | - |
| Shares outstanding at the end of the period...(Rs.) | 11,134,500 | 111,345,000.00 | 6,852,000 | 68,520,000.00 |

* The Company has allotted 42,82,500 Fully Paid Up Shares of the Face Value of ` 10 each during the reporting period, pursuant to the Bonus Issue as approved by the Shareholders in their ensuing meetings.

* For the Bonus Issues, a Bonus Share of Five Equity Share of Every Eight Equity Shares held, have been allotted. Consequently the Ratio of Equity Holders remain unchanged.

b) Terms / Rights attached to Equity Shares

The Company has issued only one class of shares - referred as - Equity Shares issued at a par value of ` 10 per Shares. Each holder of Equity Shares is also entitled to one vote per shares.

The Company declares and pays the Dividend in Indian Rupees.

In the event of liquidation of the Company, the holders of the Equity Shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the Shareholders.

**d Details of Shareholders holding more than 5% Equity Shares in the
) Company ****

| Name of Shareholders | 31.03.2021 | | 31.03.2020 | |
|---|---------------------|-----------------------|---------------------|-----------------------|
| | Nos. of Shares held | Percentage of Holding | Nos. of Shares held | Percentage of Holding |
| Equity Shares of ` 10 each Fully Paid Up | | | | |
| Shri Pravin Choudhary | 5,516,553 | 49.54% | 3,394,800 | 49.54% |
| Shri Jayesh Choudhary | 1,548,137 | 13.90% | 952,700 | 13.90% |
| Smt. Manju Pravin Choudhary | 1,137,500 | 10.22% | 700,000 | 10.22% |
| Shri Pradeep Omprakash Panjwani | 910,000 | 8.17% | 560,000 | 8.17% |
| Shri Roshan Jain | 884,000 | 7.94% | 544,000 | 7.94% |
| Total | 9,996,190 | 89.78% | 6,151,500 | 89.78% |

** As per the records of the Company, including its Register of Members.

3 Reserves and Surplus

| | 31.03.2021 | 31.03.2020 |
|---|----------------------|----------------------|
| | Rs. | Rs. |
| <u>Securities Premium</u> | | |
| Balance as per last financial statements | 46,300,000.00 | 46,300,000.00 |
| <u>Add</u> : Addition made during the period | - | - |
| <u>Less</u> : Fresh Issue of Bonus Share during the period | (42,825,000.00) | - |
| Closing Balance | 3,475,000.00 | 46,300,000.00 |
| <u>Surplus / (Deficit) in the Statement of Profit and Loss</u> | | |
| Balance as per last financial statements | 24,091,509.13 | 23,839,701.39 |
| <u>Add</u> : Net Profit / (Loss) for the period | 11,959,639.32 | 251,807.74 |
| Closing Balance | 36,051,148.45 | 24,091,509.13 |
| Total...(Rs.) | 39,526,148.45 | 70,391,509.13 |

4 Long - Term Borrowings

| | Non - Current Portion | | Current Maturities * | |
|--|-----------------------|----------------------|----------------------|---------------------|
| | 31.03.2021 | 31.03.2020 | 31.03.2021 | 31.03.2020 |
| | Rs. | Rs. | Rs. | Rs. |
| Secured | | | | |
| Term Loan | | | | |
| <i>From Banks and Financial Institutions</i> | | | | |
| Foreign Currency Loans | - | - | - | - |
| Indian Rupee Loans | 100,150,734.98 | 79,084,468.77 | 19,861,771.00 | 1,904,790.00 |
| | 100,150,734.98 | 79,084,468.77 | 19,861,771.00 | 1,904,790.00 |
| Unsecured | | | | |
| Term Loan | | | | |
| From Bank and Financial Institutions | 13,372,559.22 | 10,620,871.10 | 4,526,919.79 | 7,799,095.00 |
| From Related and Other Parties | - | 12,817.00 | - | - |
| | 13,372,559.22 | 10,633,688.10 | 4,526,919.79 | 7,799,095.00 |
| | | | | |
| Total...(Rs.) | 113,523,294.20 | 89,718,156.87 | 24,388,690.79 | 9,703,885.00 |

* Current Maturities covered under the head of "Other Current Liabilities". (Refer Note No. 10)

Terms of Repayment

a) Indian Rupee Term Loan of ` 8,09,89,259 from HDFC Bank Limited is repayable in 18 Quarterly Installment of ` 53,28,647. Repayments of the loan has started from August 2021.

b) Indian Rupee Term Loan of ` 4,01,34,000 from HDFC Bank Limited is repayable in 36 Monthly Installment of ` 12,62,288. Repayments of the loan has started from September 2021.

c) Indian Rupee Term Loan of ` 30,00,000 from Aditya Birla Capital Finance Limited is repayable in 48 Monthly Installment of ` 88,885. Repayments of the loan has started from January 2022.

d) Indian Rupee Term Loan of ` 30,00,000 from Capital Float Financial Service Private Limited is repayable in 48 Monthly Installment of ` 68,767. Repayments of the loan has started from January 2021.

e) Indian Rupee Term Loan of ` 20,00,000 from HDFC Bank Limited is repayable in 44 Monthly Installment of ` 70,809. Repayments of the loan has started from May 2019.

f) Indian Rupee Term Loan of ` 20,00,000 from ICICI Bank Limited is repayable in 28 Monthly Installment of ` 70,969. Repayments of the loan has started from July 2019.

g) Indian Rupee Term Loan of ` 33,00,000 from IDFC First Bank Limited is repayable in 48 Monthly Installment of ` 67,312. Repayments of the loan has started from March 2021.

- h) Indian Rupee Term Loan of ` 5,28,000 from IDFC First Bank Limited is repayable in 48 Monthly Installment of ` 15,960. Repayments of the loan has started from October 2021.
- i) Indian Rupee Term Loan of ` 35,00,000 from Indusind Bank Limited is repayable in 48 Monthly Installment of ` 98,233. Repayments of the loan has started from September 2021.
- j) Indian Rupee Term Loan of ` 22,60,000 from Kotak Mahindra Bank Limited is repayable in 32 Monthly Installment of ` 90,005. Repayments of the loan has started from March 2021.
- k) Indian Rupee Term Loan of ` 5,91,000 from Kotak Mahindra Bank Limited is repayable in 48 Monthly Installment of ` 18,520. Repayments of the loan has started from August 2021.
- l) Indian Rupee Term Loan of ` 30,00,000 from Magma Fincorp Limited is repayable in 60 Monthly Installment of ` 58,602. Repayments of the loan has started from January 2021.
- m) Indian Rupee Term Loan of ` 4,95,171 from Magma Fincorp Limited is repayable in 48 Monthly Installment of ` 16,924. Repayments of the loan has started from September 2021.
- n)) Unsecured Loans from other parties and related parties are repayable on demand basis.

Nature of Securities

- a) Indian Rupee Term Loan from HDFC Bank Limited of ` 8,09,89,259 and ` 4,01,34,000 for Plant and Machineries are secured by first pari - passu charge by the way of hypothecation of Factory Land and Building situated at Khasra No. 83, Gram Panchayat Bidgaon, Kamptee and the entire movable and immovable properties, plants and equipments of the Company presently held and held in near future by the Company.
- b) All the Indian Rupee Term Loan except HDFC Bank Limited are unsecured business loan.
- c) All the Indian Rupee Term Loan are also further secured by the unconditional and irrevocable personal guarantees of two of the Directors, Shree Pravin Navalchand Choudhary and Shri Jayesh Pravin Choudhary.

5

Deferred Tax Liabilities (Net)

| | 31.03.2021 | 31.03.2020 |
|---|---------------------|---------------------|
| | Rs. | Rs. |
| Deferred Tax Liabilities (Net) | | |
| Deferred tax liabilities at the beginning of the period...(Rs.) | 7,987,563.46 | 7,105,787.72 |
| Adjustment on account of Accelerated Depreciation | (59,869.98) | 881,775.74 |
| Deferred tax liabilities at the end of the period...(Rs.) | 7,927,693.48 | 7,987,563.46 |

6 Other Long Term Liabilities

| | 31.03.2021 | 31.03.2020 |
|---|-------------------|-------------------|
| | Rs. | Rs. |
| Others | | |
| Retention Money related to Capital Expenditures | 120,242.00 | 128,201.00 |
| Total...(Rs.) | 120,242.00 | 128,201.00 |

7
Long - Term Provisions

| | 31.03.2021 | 31.03.2020 |
|-----------------------------------|-------------------|-------------------|
| | Rs. | Rs. |
| Others | | |
| Provision for Gratuity (Unfunded) | 319,450.00 | 166,438.00 |
| Total...(Rs.) | 319,450.00 | 166,438.00 |

8 Short - Term Borrowings

| | 31.03.2021 | 31.03.2020 |
|---|-----------------------|-----------------------|
| | Rs. | Rs. |
| Secured | | |
| Loans repayable on demand | | |
| <i>From Banks and Financial Institutions</i> | | |
| Foreign Currency Loans | - | - |
| Indian Rupees Loans - HDFC Bank Limited | 94,394,499.78 | 118,051,394.27 |
| Indian Rupees Loans - HDFC Bank Limited (EPC) | 12,054,602.94 | - |
| Total...(Rs.) | 106,449,102.72 | 118,051,394.27 |

Nature of Securities

a) Working Capital Loans from the Banks and Financial Institution are secured by way of first pari - passu charges on the hypothecation of entire inventories and book debts related with the Company presently held and held in the near future by the Company.

b) All the Indian Rupee Term Loans are also further secured by the unconditional and irrevocable personal guarantees of two of the Directors, Shree Pravin Navalchand Choudhary and Shree Jayesh Pravin Choudhary.

9

Trade Payables

| | 31.03.2021 | 31.03.2020 |
|--|---------------------|----------------------|
| | Rs. | Rs. |
| Trade Payables (Including Acceptance) | | |
| Due to Micro, Small and Medium Enterprises* | 871,715.59 | 3,829,247.59 |
| Due to Others | 5,829,480.67 | 7,860,910.28 |
| Total...(Rs.) | 6,701,196.26 | 11,690,157.87 |

* The Company has certain dues to the suppliers of Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act 2006"). The disclosure pursuant to the said MSMED Act, 2006 are as follows:

| | 31.03.2021 | 31.03.2020 |
|--|-------------------|---------------------|
| | Rs. | Rs. |
| Principal amount due to the suppliers registered under the MSMED Act, 2006 and remaining amount unpaid at the end of the year | 871,715.59 | 3,829,247.59 |
| Interest due to the suppliers registered under the MSMED Act, 2006 and remaining unpaid at the end of the year | - | - |
| Principal amount paid to the suppliers registered under the MSMED Act, 2006 beyond the stipulated day during the year | - | - |
| Interest paid, under Section 16 of MSMED Act, 2006 to the suppliers registered under the Act, beyond the "Appointed Day" during the year | - | - |
| Interest due or payable towards the suppliers registered under the MSMED Act, 2006 for the payments already made | - | - |
| Further interest remaining due and payable for the earlier year | - | - |

10 Other Current Liabilities

| | 31.03.2021 | 31.03.2020 |
|---|----------------------|----------------------|
| | Rs. | Rs. |
| - | | |
| <u>Current Maturities</u> | | |
| Current Maturities of Long Term Borrowings (Refer Note No. 4) | 24,388,690.79 | 9,703,885.00 |
| <u>Others</u> | | |
| Advances from Customers | 1,550,076.65 | 1,365,277.11 |
| Audit Fees Payable | 69,375.00 | 63,000.00 |
| Indirect Tax Payable | 50,833.91 | 29,909.64 |
| Interest Accrued but not yet due | - | 871,108.74 |
| Liabilities for Expenses | 2,156,753.72 | 4,152,910.02 |
| Payable to Employees | 935,285.64 | 335,932.00 |
| Withholding Tax Payable | 299,304.61 | 306,077.35 |
| Total...(Rs.) | 29,450,320.32 | 16,828,099.86 |

11 Short - Term Provisions

| | 31.03.2021 | 31.03.2020 |
|--|-------------------|------------------|
| | Rs. | Rs. |
| - | | |
| <u>Other Provisions</u> | | |
| Statutory Dues Payable | 111,927.00 | 83,396.00 |
| <u>Provision for Income Tax (Net)</u> | | |
| Income Tax Provision (Net of Advance Income Tax and TDS) | 432,379.96 | - |
| Total...(Rs.) | 544,306.96 | 83,396.00 |

12 Property, Plants and Equipments
Tangible Assets

| S · N o · | Particulars | Gross Block | | | Depreciation | | | | Net Block | | |
|-----------------------|---------------------------|-------------------------|---|-----------------------------------|-------------------------|------------------------|---|-----------------------------------|------------------------|-------------------------|-------------------------|
| | | As On 01.04. 2020 | Additi on during the period | Sale s/ Tran sferr ed | As On 31.03. 2021 | Upto 01.04. 2020 | Deprec iation during the period | Sale s/ Tran sferr ed | Upto 31.03. 2021 | As On 31.03. 2021 | As On 31.03. 2020 |
| 1 | Factory Building | 41,580,021.00 | - | - | 41,580,021.00 | 3,571,813.68 | 1,316,700.68 | - | 4,888,514.36 | 36,691,506.64 | 38,008,207.32 |
| 2 | Plant and Machineryes | 120,914,835.45 | 459,970.00 | - | 121,374,805.45 | 19,967,777.94 | 8,261,774.43 | - | 28,229,552.37 | 93,145,253.08 | 100,947,057.51 |
| 3 | Office Equipments | 1,196,049.72 | 45,677.95 | - | 1,241,727.67 | 440,170.99 | 185,186.43 | - | 625,357.42 | 616,370.25 | 755,878.73 |
| 4 | Motor Vehicles | 974,977.97 | - | - | 974,977.97 | 625,958.80 | 164,488.80 | - | 790,447.60 | 184,530.37 | 349,019.17 |
| 5 | Electrical Installation | 5,435,967.00 | - | - | 5,435,967.00 | 1,076,323.80 | 516,416.80 | - | 1,592,740.60 | 3,843,226.40 | 4,359,643.20 |
| 6 | Computers and Peripherals | 130,527.06 | 38,459.84 | - | 168,986.90 | 76,498.03 | 24,782.66 | - | 101,280.69 | 67,706.21 | 54,029.01 |
| | Total...() | 170,232,378.20 | 544,107.79 | - | 170,776,485.99 | 25,758,543.24 | 10,469,349.80 | - | 36,227,893.04 | 134,548,592.95 | 144,473,834.94 |

| | | | | | | | | | | |
|---------------------------|-----------------------|----------------------|----------|-----------------------|----------------------|---------------------|----------|----------------------|-----------------------|-----------------------|
| Previous Year...() | 144,915,988.97 | 25,316,389.23 | - | 170,232,378.20 | 15,973,674.00 | 9,784,869.24 | - | 25,758,543.24 | 144,473,835.40 | 128,942,314.97 |
|---------------------------|-----------------------|----------------------|----------|-----------------------|----------------------|---------------------|----------|----------------------|-----------------------|-----------------------|

1 Property, Plants and
3 Equipments
Intangible
Assets

| S · N o · | Particulars | Gross Block | | | Amortization | | | | Net Block | | |
|-----------------------|-------------------------------|-------------------------|---|-----------------------------------|-------------------------|------------------------|---|-----------------------------------|------------------------|-------------------------|-------------------------|
| | | As On 01.04. 2020 | Additi on during the period | Sale s/ Tran sferr ed | As On 31.03. 2021 | Upto 01.04. 2020 | Deprec iation during the period | Sale s/ Tran sferr ed | Upto 31.03. 2021 | As On 31.03. 2021 | As On 31.03. 2020 |
| 1 | Software | 102,00 0.00 | - | - | 102,00 0.00 | 25,491. 00 | 9,690.0 0 | - | 35,181. 00 | 66,819. 00 | 76,509. 00 |
| | Total...() | 102,00 0.00 | - | - | 102,00 0.00 | 25,491 .00 | 9,690. 00 | - | 35,181 .00 | 66,819 .00 | 76,509 .00 |
| | Previous Year...() | 102,00 0.00 | - | - | 102,00 0.00 | 15,801 .00 | 9,690. 00 | - | 25,491 .00 | 76,509 .00 | 86,199 .00 |

14 Long - Term Loans and Advances

| | 31.03.2021 | 31.03.2020 |
|---|---------------------|---------------------|
| | Rs. | Rs. |
| <u>Security Deposits</u> | | |
| Unsecured, Considered Good | 1,182,348.00 | 879,110.00 |
| <u>Others</u> | | |
| Capital Advances | - | 154,871.57 |
| Advance Income Tax (Net of Provision for Income Tax) | - | 9,326.60 |
| Total...(Rs.) | 1,182,348.00 | 1,043,308.17 |

15 Other Non - Current Assets

| | 31.03.2021 | 31.03.2020 |
|------------------------|---------------------|---------------------|
| | Rs. | Rs. |
| <u>Others</u> | | |
| MAT Credit Entitlement | 4,528,342.00 | 4,528,342.00 |
| Total...(Rs.) | 4,528,342.00 | 4,528,342.00 |

16 Inventories

| | 31.03.2021 | 31.03.2020 |
|--|-----------------------|-----------------------|
| | Rs. | Rs. |
| - | | |
| <u>Inventories</u> <u>(Valued at lower of Cost and Net Realizable Value)</u> | | |
| Raw Material and Packing Material | 16,017,247.50 | 23,691,415.78 |
| Work-in-Progress | 119,305,278.25 | 82,646,884.87 |
| Finished Goods | 19,299,081.18 | 16,322,388.79 |
| Trading Stock | 2,897,503.81 | 1,481,502.60 |
| Total...(Rs.) | 157,519,110.73 | 124,142,192.04 |

17
Trade Receivables

| | 31.03.2021 | 31.03.2020 |
|---|----------------------|----------------------|
| | Rs. | Rs. |
| - | | |
| <u>Trade Receivables</u> | | |
| Trade Receivables outstanding for a period exceeding Six Months from the date they are due for payments (Unsecured, Considered Good) | 25,089,429.60 | 48,663,727.00 |
| Trade Receivables outstanding for a period less than Six Months from the date they are due for payments (Unsecured, Considered Good) | 54,081,556.67 | 7,019,608.68 |
| Total...(Rs.) | 79,170,986.27 | 55,683,335.68 |

18 Cash and Bank Balances

| | 31.03.2021 | 31.03.2020 |
|-----------------------------------|-------------------|---------------------|
| | Rs. | Rs. |
| - | | |
| <u>Balances with Banks</u> | | |
| In Current Accounts | 15,364.75 | 2,255,439.27 |
| <u>Cash in Hand</u> | 928,606.64 | 1,118,152.64 |
| | - | |
| Total...(Rs.) | 943,971.39 | 3,373,591.91 |

19 Short - Term Loans and Advances

| | 31.03.2021 | 31.03.2020 |
|--|----------------------|----------------------|
| | Rs. | Rs. |
| Others | | |
| Advances to Staff | 104,267.00 | 45,509.00 |
| Advances for Suppliers | 3,170,622.16 | 3,638,756.95 |
| Deposits and Balances with Govt. Authorities | 8,431,275.99 | 8,800,433.09 |
| Total...(Rs.) | 11,706,165.15 | 12,484,699.04 |

20 Other Current Assets

| | 31.03.2021 | 31.03.2020 |
|---|----------------------|----------------------|
| | Rs. | Rs. |
| Others | | |
| Coal Cess Receivable | 732,033.00 | 732,033.00 |
| Misc. Expenditure to the extent not written off | 3,274,643.73 | 4,431,844.73 |
| Other Receivables | 95,612.17 | 110,095.95 |
| Subsidy or Grant Receivables | 22,138,130.00 | 32,485,130.00 |
| Total...(Rs.) | 26,240,418.90 | 37,759,103.68 |

21 Revenue from Operations (Gross)

| | 2020 - 2021 | 2019 - 2020 |
|--------------------------------|-----------------------|-----------------------|
| | Rs. | Rs. |
| Sales of Product | | |
| Domestic Sales | 259,929,256.11 | 189,632,842.68 |
| Export Sales | 37,307,649.66 | 48,716,516.59 |
| Sales of Service | | |
| Domestic Sales | 680,590.74 | 637,405.50 |
| Other Operating Revenue | | |
| Duty Draw Back Entitlement | 46,176.38 | 41,317.00 |
| MEIS Incentives | 1,486,104.99 | 2,933,759.80 |
| Subsidy or Grants (DIC) | 8,915,000.00 | 8,915,000.00 |
| Total...(Rs.) | 308,364,777.88 | 250,876,841.57 |

22 Other Income

| | 2020 - 2021 | 2019 - 2020 |
|---|-------------------|---------------------|
| | Rs. | Rs. |
| <u>Interest Income</u> | | |
| Interest Income (Net) | 212,753.89 | 112,253.00 |
| <u>Other Non - Operating Revenue</u> | | |
| Exchange Rate Difference (Net) | 141,183.27 | - |
| Misc Income | 24,228.05 | 12,516.01 |
| Subsidy or Grants (Agriculture) | - | 5,000,000.00 |
| Sundry Balances Written Off (Net) | 81,843.39 | 20,896.02 |
| Total...(Rs.) | 460,008.60 | 5,145,665.03 |

23 Cost of Materials Consumed

| | 2020 - 2021 | 2019 - 2020 |
|---|-----------------------|-----------------------|
| | Rs. | Rs. |
| <u>Consumptions of Raw Materials</u> | | |
| Stock at the beginning of the period | 23,691,415.78 | 11,627,360.36 |
| <u>Add</u> : Purchases made during the period | 146,102,876.45 | 114,304,210.49 |
| <u>Less</u> : Stock at the end of the period | (16,017,247.50) | (23,691,415.78) |
| Consumption of Raw Materials | 153,777,044.73 | 102,240,155.07 |
| Total...(Rs.) | 153,777,044.73 | 102,240,155.07 |

24 Changes in Inventories of Finished Goods, Work-in-Progress and Trading Stock

| | 2020 - 2021 | 2019 - 2020 |
|--|-----------------------|-----------------------|
| | Rs. | Rs. |
| <u>Changes in Inventories</u> | | |
| <i><u>Inventories at the end of the period</u></i> | | |
| Finished Goods | 19,299,081.18 | 16,322,388.79 |
| Trading Stock | 2,897,503.81 | 1,481,502.60 |
| Work-in-Progress | 119,305,278.25 | 82,646,884.87 |
| | 141,501,863.23 | 100,450,776.26 |
| <i><u>Inventories at the beginning of the period</u></i> | | |

| | | |
|--|------------------------|-----------------------|
| Finished Goods | 16,322,388.79 | 65,642,577.00 |
| Trading Stock | 1,481,502.60 | - |
| Work-in-Progress | 82,646,884.87 | 81,098,480.44 |
| | 100,450,776.26 | 146,741,057.44 |
| | | |
| (Increase) / Decrease in Inventories...(Rs.) | (41,051,086.97) | 46,290,281.18 |

25 Employee Benefits Expense

| | 2020 - 2021 | 2019 - 2020 |
|---|----------------------|---------------------|
| | Rs. | Rs. |
| <u>Employee Benefits Expense</u> | | |
| Salary, Incentives and Director Remunerations | 12,436,822.00 | 8,443,147.00 |
| Allowances to Staff | 150,780.00 | 16,915.00 |
| <u>Contribution to various fund:</u> | | |
| Provident Fund | 116,577.00 | 140,544.00 |
| ESIC | 77,904.00 | 94,460.00 |
| Total...(Rs.) | 12,782,083.00 | 8,695,066.00 |

26 Other Expenses

| | 2020 - 2021 | 2019 - 2020 |
|--|---------------|---------------|
| | Rs. | Rs. |
| <u>Others</u> | | |
| Administration and Other Expenses | 623,907.48 | 587,024.51 |
| Conveyance and Travelling Expenses | 1,082,023.00 | 1,475,861.70 |
| Commission and Brokerage | 59,536.63 | 538,425.62 |
| Director Sitting Fees | 7,500.00 | 157,500.00 |
| Exchange Rate Difference (Net) | - | 137,298.38 |
| Expenses on Live Stock | 89,494.00 | 106,610.00 |
| Factory Expenses | 445,952.84 | 440,955.29 |
| Fees and Subscription | - | 25,010.00 |
| Insurance Charges | 296,476.80 | 291,988.00 |
| Legal Fees | 1,367,541.33 | 911,821.00 |
| Payments to the Auditor (Refer Note No. 26.1) | 75,000.00 | 70,000.00 |
| Power and Fuel | 13,376,163.26 | 11,466,282.66 |
| Preliminary Expenses to the extent written off | 1,137,201.00 | 1,137,202.00 |
| Printing and Stationery Expenses | 53,576.04 | 70,935.24 |
| Rates and Taxes | 323,120.17 | 753,447.05 |

| | | |
|-----------------------------------|----------------------|----------------------|
| Rent | 643,240.00 | 687,240.00 |
| Repairs and Maintenance Expenses | 2,578,465.91 | 1,987,502.09 |
| Sampling and Analysis Expenses | 64,392.16 | 181,842.02 |
| Selling and Distribution Expenses | 10,853,717.18 | 7,973,352.38 |
| Telephone and Mobile Expenses | 210,523.79 | 272,727.36 |
| Total...(Rs.) | 33,287,831.59 | 29,273,025.30 |

26.1 Payments to the Auditor

| | 2020 - 2021 | 2019 - 2020 |
|---------------------------|------------------|------------------|
| | Rs. | Rs. |
| <u>As Auditor:</u> | | |
| Audit Fees | 75,000.00 | 70,000.00 |
| Tax Audit Fees | - | - |
| Other Services | - | - |
| Total...(Rs.) | 75,000.00 | 70,000.00 |

27 Finance Costs

| | 2020 - 2021 | 2019 - 2020 |
|---------------------------------|----------------------|----------------------|
| | Rs. | Rs. |
| <u>Interest Expenses</u> | | |
| Interest Expenses (Net) | 20,783,909.25 | 22,169,946.41 |
| Other Borrowing Costs | 747,593.06 | 2,042,946.07 |
| Total...(Rs.) | 21,531,502.31 | 24,212,892.48 |

28 Depreciation and Amortization Expenses

| | 2020 - 2021 | 2019 - 2020 |
|---|----------------------|---------------------|
| | Rs. | Rs. |
| <u>Depreciation and Amortization</u> | | |
| Depreciation Expenses | 10,469,349.80 | 9,784,869.24 |
| Amortization Expenses | 9,690.00 | 9,690.00 |
| Total...(Rs.) | 10,479,039.80 | 9,794,559.24 |

29 Capital and Other Commitment

The Company has estimated the " NIL" (Previous Year: " NIL") amount of Contracts to be executed under the Capital and Other Commitments.

30 Corporate Social Responsibilities

As per the Section 135 of the Companies Act, 2013, A Company, meeting its applicability threshold, needs to spend at least 2% of its Average Net Profit for the immediately preceding three financial years on Corporate Social Responsibilities (CSR) Activities. The area of CSR Activity are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects. The Company does not meet the eligibility criteria under this Section; hence this clause will not be applicable to the Company.

31 Earning in Foreign Currency

(Amount of ` in Lakhs)

| | 31.03.2021 | 31.03.2020 |
|--|---------------|---------------|
| | Rs. | Rs. |
| <u>Value of Export calculated on F.O.B. Basis</u> | | |
| Export of Goods on FOB Value (Direct) | 315.80 | 487.16 |
| Total...(Rs.) | 315.80 | 487.16 |

32 Segment Reporting

During the Reporting Period, the Company has been operates only under one Segment. Hence, the Reporting under Accounting Standard - 17 (AS - 17), "Segment Reporting", is not applicable to the Company.

34 Due to the outbreak of COVID - 19 globally and in India, the Company's Management has made the initial assessment of likely adverse impact on the business and financial risks, and believes that the impact is likely to be in short term in nature. The Management does not see any medium to long - term risks in the Company's ability to continue as Going Concern and meeting its liabilities as and when it becomes due.

35 Earnings Per Share (EPS)

| | 31.03.2021 | 31.03.2020 |
|---|----------------------|-------------------|
| | Rs. | Rs. |
| <u>Earnings Per Share</u> | | |
| Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (Rs.) | 11,959,639.32 | 251,807.74 |
| Nominal Value of Equity Shares (Rs.) | 100.00 | 100.00 |
| Weighted Average Number of Equity Shares used as denominator for calculating EPS * | 11,134,500 | 11,134,500 |
| Basic and Diluted Earnings Per Share...(Rs.) | 1.07 | 0.02 |

Notes * For Calculation of Weighted Average Number of Equity Shares 42,82,500, Bonus Shares issued and allotted during the Reporting period has been adjusted.

36 Previous year's figures have been recasted / regrouped / restated, wherever necessary to make them comparable.

SIGNATURE TO NOTES "1" TO NOTES "36"

AS PER OUR REPORT OF EVEN DATE ATTACHED

For **MANISH N JAIN & CO.**

Chartered Accountants

FRN No.: 138430W

SD/-

MANISH JAIN

Partner

Membership No. 118548

Place: Nagpur

Dated: **May 01, 2021**

UDIN No.: **21118548AAAAEG8265**

FOR AND ON BEHALF OF THE BOARD

SD/-

PRAVIN CHOUDHARY

Director

DIN No. 01918804

SD/-

SAKSHI TIWARI

Chief Financial Officer

SD/-

JAYESH CHOUDHARY

Director

DIN No. 02426233

SD/-

PRATUL WATE

Company Secretary

“Note No. 33”:- Information on Related Party Transaction as required by Accounting Standards- 18 - “RELATED PARTY DISCLOSURES” for the year ended March 31, 2021.

The Company’s material related party transactions and their outstanding balances with whom the Company had entered into the transactions in the ordinary course of business are as follows:

Related Parties are as follows:

1. Related Parties where significant influences exists

- a) Shri Jayesh Choudhary(HUF)
- b) Shri Pravin Choudhary (HUF)
- c) Nakoda Agro Commodities Private Limited
- d) Nakoda Food Industries
- e) Nakoda Fruit Products Private Limited
- f) Navkar Processor
- g) Parshv Food International
- h) Parshvanath Overseas
- i) Indian Trading Company
- j) Bizerp Solutions Private Limited

2. Key Managerial Person Name and their Designation

| S. No. | Name of the Persons | Designation |
|--------|------------------------------------|-------------------------|
| a) | Shri Pravin Choudhary | Managing Director |
| b) | Shri Jayesh Choudhary | Whole Time Director |
| c) | Shri Sandeep Jain | Independent Director |
| d) | Shri Harshkumar Rana Ranjit Prasad | Non Executive Director |
| e) | Shri Rahul Mahadeorao Mohadikar | Independent Director |
| f) | Smt. Neeta Ajay Jain | Women Director |
| g) | Shri Vijay Krishnrao Giradkar | Independent Director |
| h) | Ms. Sakshi Tiwari | Chief Financial Officer |
| i) | Shri Pratul Wate | Company Secretary |

3. Relatives of Key Managerial Person

| S. No. | Name of the Persons | Relations |
|--------|----------------------|---------------------|
| a) | Smt. Manju Choudhary | Wife of Director |
| b) | Shri Navin Choudhary | Brother of Director |
| c) | Smt. Pooja Choudhary | Wife of Director |

Terms and Conditions with the transactions with related parties as under:

- a) The Sales to and Purchases from the related parties are made on the terms equivalents to those that prevails in the arm's length transactions.
- b) Outstanding balances of the related parties at the end of the Reporting Period are unsecured, interest free and will be settled in the cash.

Transaction with Related Parties is as under:

| S. No. | Particulars | Related Parties Where Significant Influence Exists | Key Managerial Persons | Relatives of Key Managerial Persons |
|-----------|---------------------------------------|--|--|-------------------------------------|
| 1. | Remuneration | | | |
| | Shri Pravin Choudhary | -- | Rs.12,00,000 (P. Y. Rs. 6,00,000) | -- |
| | Shri Jayesh Choudhary | -- | Rs. 15,00,000 (P. Y. Rs. 12,00,000) | -- |
| 2. | Staff Salary | | | |
| | Smt. Pooja Choudhary | -- | -- | Rs. 6,00,000 (P. Y. ` NIL) |
| | Ms. Sakshi Tiwari | -- | ` NIL (P. Y. ` NIL) | -- |
| | Shri Pratul Wate | -- | ` NIL (P. Y. ` NIL) | -- |
| 3. | Payment of Rent | | | |
| | Shri Pravin Choudhary | -- | Rs. 6,00,000 (P. Y. Rs. 6,00,000) | -- |
| 4. | Purchase of Goods | | | |
| | Nakoda Fruit Products Private Limited | Rs.23,452 (P. Y. Rs. 3,00,522) | -- | -- |
| | Shri Jayesh Choudhary (HUF) | ` NIL (P. Y. Rs.3,10,728) | -- | -- |
| | Nakoda Agro | ` NIL | -- | -- |

| | | | | |
|-----------|---------------------------------------|----------------------------------|-----------------------------|-----------------------------|
| | Commodities Private Limited | (P. Y. Rs.39,19,234) | | |
| | Indian Trading Company | ` NIL (P. Y. Rs. 9,47,330) | -- | -- |
| | Parshva Industries LLP | ` NIL (P. Y. Rs. 2,44,90,000) | -- | -- |
| 5. | Sale of Goods | | | |
| | Parshva Industries LLP | Rs. 78,31,415 (P. Y. ` NIL) | -- | -- |
| | Indian Trading Company | ` NIL (P. Y. Rs.8,36,361) | -- | -- |
| | Nakoda Fruit Products Private Limited | ` NIL (P. Y. Rs.9,22,097) | -- | -- |
| | Parshva Food International | ` NIL (P. Y. Rs. 1,04,35,700) | -- | -- |
| | Shri Navin Choudhary | -- | -- | ` NIL (P. Y. Rs.77,189) |
| 6. | Director Sitting Fees | | | |
| | Shri Pravin Choudhary | -- | ` NIL (P. Y. ` 22,500) | -- |
| | Shri Jayesh Choudhary | -- | ` NIL (P. Y. Rs. 22,500) | -- |
| | Shri Manju Choudhary | -- | -- | ` NIL (P. Y. Rs. 22,500) |
| 7. | Receipts from Job Works | | | |
| | Nakoda Fruit Products Private Limited | ` NIL (P. Y. Rs.3,06,180) | -- | -- |

| | | | | |
|------------|---|--------------------------------|-------------------------------|---------------------------------|
| 8. | Software Expenses | | | |
| | Bizerp Solutions Private Limited | Rs.2,56,780 (P. Y. ` NIL) | -- | -- |
| 9. | Reimbursement of Expenses | | | |
| | Parshva Food International | ` NIL (P. Y. Rs.1,51,532) | -- | -- |
| 10. | Loans and Advances to Parties | | | |
| | Parshva Food International | ` NIL (P. Y. Rs. 47,27,290) | -- | -- |
| | Smt. Manju Choudhary | -- | -- | Rs.30,000 (P. Y. ` 9,05,334) |
| | Shri Pravin Choudhary | -- | ` NIL (P. Y. Rs. 4,03,493) | -- |
| | Shri Jayesh Choudhary (HUF) | Rs. 21,600 (P. Y. ` NIL) | -- | -- |
| | Parshva Industries LLP | Rs.74,68,696 (P. Y. ` NIL) | -- | -- |
| | Nakoda Fruit Products Private Limited | Rs. 3,60,814 (P. Y. ` NIL) | -- | -- |
| | Parshvnath Overseas | Rs. 2,10,402 (P. Y. ` NIL) | -- | -- |
| | Nakoda Agro Commodities Private Limited | Rs.1,09,312 (P. Y. ` NIL) | -- | -- |
| 11. | Repayment of Loans and Advances | | | |
| | Parshva Food | ` NIL | -- | -- |

| | | | | |
|------------|---|--------------------------------|-------------------------------|----------------------------------|
| | International | (P. Y. Rs.47,27,290) | | |
| | Smt. Manju Choudhary | -- | -- | Rs.30,000 (P. Y. Rs.9,05,334) |
| | Shri Pravin Choudhary | -- | ` NIL (P. Y. Rs.4,03,493) | -- |
| | Shri Jayesh Choudhary (HUF) | Rs. 21,600 (P. Y. ` NIL) | -- | -- |
| | Parshva Industries LLP | Rs. 74,68,696 (P. Y. ` NIL) | -- | -- |
| | Nakoda Fruit Products Private Limited | Rs.3,60,814 (P. Y. ` NIL) | -- | -- |
| | Parshvnath Overseas | Rs.2,10,402 (P. Y. ` NIL) | -- | -- |
| | Nakoda Agro Commodities Private Limited | Rs. 1,09,312 (P. Y. ` NIL) | -- | -- |
| 12. | Receipts of Unsecured Loans | | | |
| | Shri Pravin Choudhary (HUF) | ` NIL (P. Y. Rs.29,50,000) | -- | -- |
| | Shri Jayesh Choudhary (HUF) | ` NIL (P. Y. Rs.8,45,000) | -- | -- |
| | Shri Jayesh Choudhary | -- | ` NIL (P. Y. Rs. 8,39,173) | -- |
| | Parshavanath Overseas | ` NIL (P. Y. Rs.15,25,000) | -- | -- |
| | Parshva Food International | ` NIL (P. Y. Rs. 50,000) | -- | -- |
| 13. | Repayments of Unsecured Loans | | | |

| | | | |
|-----------------------------|-------------------------------|------------------------------|----|
| Shri Pravin Choudhary (HUF) | ` NIL (P. Y. Rs.29,50,000) | -- | -- |
| Shri Jayesh Choudhary (HUF) | ` NIL (P. Y. Rs.8,45,000) | -- | -- |
| Shri Jayesh Choudhary | -- | ` NIL (P. Y. Rs.8,39,173) | -- |
| Parshavanath Overseas | ` NIL (P. Y. Rs.15,25,000) | -- | -- |
| Parshva Food International | ` NIL (P. Y. Rs. 50,000) | -- | -- |

Balances Payable to Related Parties as on March 31, 2021

| S. No. | Particulars | Related Parties Where Significant Influence Exists | Key Managerial Persons | Relatives of Key Managerial Persons |
|-----------|--|--|------------------------|-------------------------------------|
| 1. | Staff Salary | | | |
| | Smt. Pooja Choudhary | -- | -- | Rs.112 (Dr.) (P. Y. ` NIL) |
| | Ms. Sakshi Tiwari | -- | ` NIL (P. Y. ` NIL) | -- |
| | Shri Pratul Wate | -- | ` NIL (P. Y. ` NIL) | -- |
| 2. | Trade Payable (On Account of Purchases) | | | |
| | Nakoda Agro Commodities Private Limited | ` NIL (P. Y. Rs.21,65,427) | -- | -- |
| | Indian Trading Company | ` NIL {P. Y. Rs.28,182(Dr.)} | -- | -- |

| | | | | |
|-----------|---|---|----|---------------------------------|
| | Parshva Industries LLP | ` NIL (P. Y. Rs.12,817) | -- | -- |
| | Parshavnath Overseas | ` NIL {P. Y. Rs. 22,91,289 (Dr.)} | -- | -- |
| 3. | Trade Receivable (On Account of Sales) | | | |
| | Parshva Industries LLP | Rs.2,124 (P. Y. ` NIL) | -- | -- |
| | Indian Trading Company | ` NIL (P. Y. Rs.28,182) | -- | -- |
| | Nakoda Fruit Products Private Limited | ` NIL {P. Y. Rs. 10,08,765 (Cr.)} | -- | -- |
| | Parshva Food International | ` NIL (P. Y. Rs.52,91,806) | -- | -- |
| | Shri Navin Choudhary | -- | -- | ` NIL {P. Y. Rs.35,015(Cr.)} |
| 4. | Director Sitting Fees | | | |
| | Smt. Manju Choudhary | -- | -- | ` NIL (P. Y. Rs.5,000) |
| 5. | Software Expenses Payable | | | |
| | Bizerp Solutions Private Limited | ` NIL {P. Y. Rs.8,10,251(Dr.)} | -- | -- |

"Annexure - 3"

**Particulars of Depreciation Allowable
as per Income Tax Act 1961**

| S · N o · | Particulars | Rate of Dep reci atio n | W. D. V. As On 01.04 .2020 | Additions | | Sales / Trans ferre d | Total | Depreciation | | | W. D. V. As On 31.03 .2021 |
|-----------------------|--------------------------------------|--|--|--------------------------------|------------------------|-----------------------------------|--------------------------------|--------------------------------|-----------------------|--------------------------------|--|
| | | | | Befor e | After | | | For Full Year | For Half Year | Total Depre ciatio n | |
| | | | | 30.09 .2020 | 30.09 .2020 | | | | | | |
| 1 | Factory Building | 10% | 21,36 2,093. 42 | - | - | 2,418, 797.0 0 | 18,94 3,296. 42 | 1,894, 329.6 4 | - | 1,894, 329.6 4 | 17,04 8,966. 78 |
| 2 | Electrical Installation and Fittings | 10% | 4,212, 364.5 0 | - | - | - | 4,672, 334.5 0 | 467,2 33.45 | - | 467,2 33.45 | 4,205, 101.0 5 |
| 3 | Plant and Machineries | 15% | 57,37 2,520. 39 | 459,9 70.00 | - | 6,496, 203.0 0 | 50,92 1,995. 34 | 7,638, 299.3 0 | - | 7,638, 299.3 0 | 43,28 3,696. 03 |
| 4 | Office Equipments | 15% | 710,2 05.61 | 45,67 7.95 | - | - | 755,8 83.56 | 113,3 82.53 | - | 113,3 82.53 | 642,5 01.03 |
| 5 | Motor Vehicles | 15% | 508,9 43.45 | - | - | - | 508,9 43.45 | 76,34 1.52 | - | 76,34 1.52 | 432,6 01.93 |
| 6 | Software (Intangible Assets) | 25% | 43,03 1.25 | - | - | - | 43,03 1.25 | 10,75 7.81 | - | 10,75 7.81 | 32,27 3.44 |
| 7 | Computers and Peripherals | 40% | 20,17 6.20 | - | 38,45 9.84 | - | 58,63 6.04 | 23,45 4.42 | 7,691. 97 | 31,14 6.38 | 27,48 9.66 |
| 8 | Solar Systems | 40% | 43,20 0.00 | - | - | - | 43,20 0.00 | 17,28 0.00 | - | 17,28 0.00 | 25,92 0.00 |
| | Total...() | | 84,27 2,534 .82 | 505,6 47.95 | 38,45 9.84 | 8,915 ,000. 00 | 75,94 7,320 .56 | 10,24 1,078 .67 | 7,691 .97 | 10,24 8,770 .64 | 65,69 8,549 .92 |
| | Previous Year...() | | 81,05 9,426 .00 | 24,75 3,922 .28 | 562,4 66.95 | 8,915 ,000. 00 | 97,46 0,815 .23 | 13,14 3,819 .39 | 44,46 1.02 | 13,18 8,280 .41 | 84,27 2,534 .82 |

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, 2021.

ECONOMY OVERVIEW

The India’s Economic performance in 2020-21 has moderated as shown in the Economic Survey. The Economic growth is expected to revive in upcoming years 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 2020-21 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.

IMPACT OF COVID-19

COVID – 19 has spread globally and during the last quarter of F.Y. 2019-20 in India. This has an impact on the business operations of the Company and all the available resources as well. Your company has taken all the necessary precautions measures at office as well as factory premises to ensure personal safety along with continuity of business such as temperature monitoring, compulsory use of face mask, frequent use of hand sanitizers. Sanitization of work places, frequent use of hand wash, work from home facility, working with alternate employee facility

etc. we have provided Emergency leaves to the employees to take care of health issues which they may face while working.

Your company also rapidly adopted the guidelines announced by the Central and State Government as well as by the Local Authorities. The same guidelines are placed in the work place for the employees and workers so that personal safety can be ensured.

The business operations faced several challenges including:

- a) Limited working Time at work place.
- b) Reduced employee attendance due to local transport restriction.
- c) Temporary stoppage of some activities at work place.
- d) Lack of Raw Material due to non availability of Transport.
- e) Delay in supply of Finished Products due Transport issues.
- f) Non availability of Workers due to migration.
- g) Cancellation of Export Orders.
- h) Reduced demand of the finished products.
- i) Working with the limited work force as per the guidelines of local authorities.

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

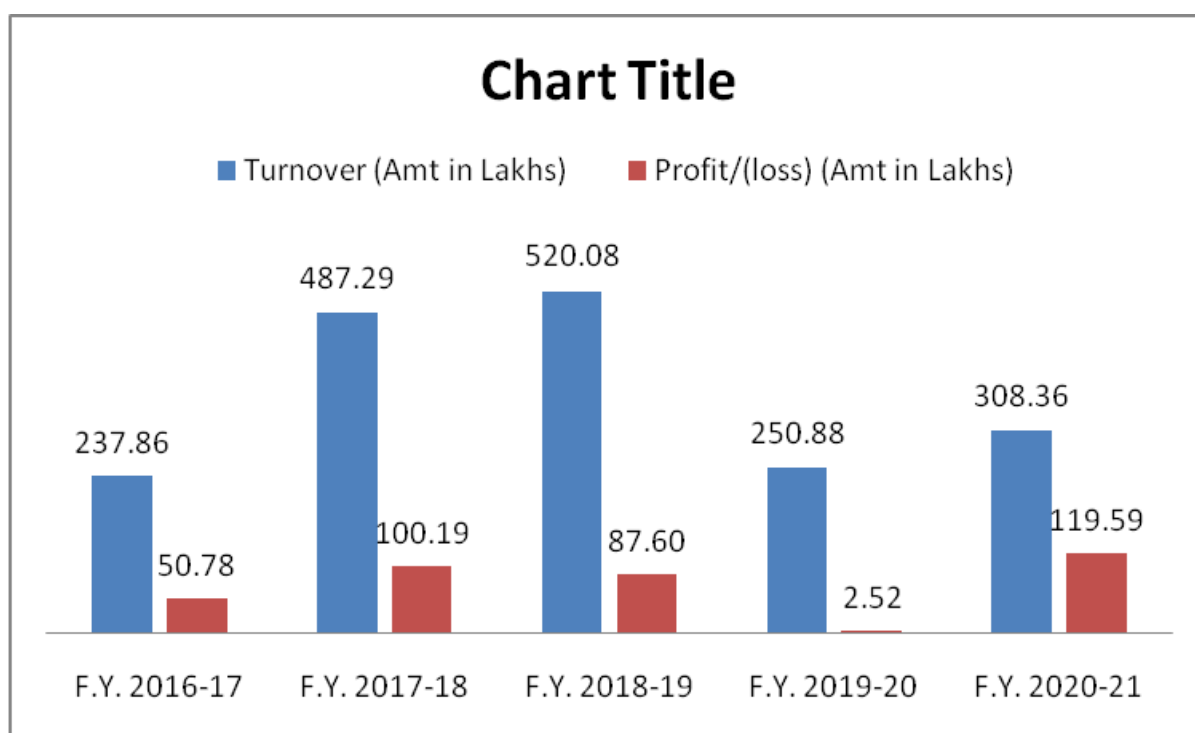
1. Poor Monsoon
2. Low Work Productivity from Labor
3. Political Interference in Government Policies
4. International Business Policy Changes
5. Economy Policy Changes

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 for 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 achieved overall turnover of Rs. 30.83 Cr. in Financial Year 2020-21 as against the turnover of Rs. 25.08 Cr. in the previous year. The EBIDTA is Rs. 4,44,90,311/- in the financial year 2020-21 as compared to Rs. 3,51,41,035/- in the previous year.

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/-

SD/-

Pravin Choudhary

Jayesh Choudhary

Place: - Nagpur

(Managing Director)

(Whole Time Director)

Date: -19.08.2021

(Din: - 01918804)

(Din: - 02426233)



NAKODA GROUP OF INDUSTRIES LIMITED

Registered Address :

239 South Old Bagadganj Small
Factory Area, Nagpur – 440008

Tel. : 0712- 2778824 / 2721555

Email : cs@nakodas.com

Web : www.nakodas.com