

## CORPORATE GOVERNANCE REPORT

Date:- 21.04.2022

In terms of SEBI (LODR) Regulations, 2015, Corporate Governance Report of Nakoda Group of Industries Limited for the Quarter Ended 31<sup>st</sup> March, 2022 is as under:

I. Composition of Board of Directors												
Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non-Executive/ independent / Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure (in Months)	Date of Birth	No. Of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in Listed entities Including This Listed entity [in reference to Provision To regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post Of Chairperson in Audit/ Stakeholder Committee held in listed entities Including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Pravin Navalchand Choudhary	PAN: ABCPC7450K DIN: 01918804	Executive Director	22.10.2013	10.02.2017	N.A.	60 Months	17.05.1962	01	N.A.	N.A.	N.A.
Mr.	Jayesh Pravin Choudhary	PAN: AHWPC0938Q DIN: 02426233	Executive Director	22.10.2013	06.06.2017	N.A.	60 Months	23.05.1987	01	N.A.	N.A.	N.A.
Mr.	Sandeep Dharamchand Jain	PAN: ACBPJ8519Q DIN: 01620138	Independent Director	06.01.2020	06.11.2020	N.A.	60 Months	11.01.1970	01	01	03	00
Mrs.	Neeta Ajay Jain	PAN: AJRPJ2109B DIN: 08890824	Non Executive Director	29.09.2020	06.11.2020	02.02.2022	12 Months	01.07.1980	01	00	00	00
Mrs.	Kokila Ashok Jha	PAN: AKXPJ2048L DIN: 09485610	Non Executive Director	02.02.2022	-	N.A.	12 Months	09.06.1956	01	00	00	00
Mr.	Rahul Mahadeorao Mohadikar	PAN: BIKPM8109F DIN: 08373443	Independent Director	08.03.2019	26.11.2019	N.A.	60 Months	28.02.1990	01	01	03	03
Mr.	Vijay Krishnarao Giradkar	PAN: AORPG4075J DIN: 09126682	Independent Director	30.03.2021	15.09.2021	N.A.	60 Months	13.02.1963	01	01	03	00
Whether Regular chairperson appointed - Yes												
Whether Chairperson is related to managing director or CEO - Yes												

<b>II. Composition of Committees</b>						
<b>Name of Committee</b>	<b>Whether Regular chairperson appointed</b>	<b>Name of Committee member</b>	<b>Category (Chairperson/Executive/Non Executive/ Independent/Nominee) \$</b>	<b>Chairman/ Member</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1. Audit Committee	Yes	Rahul M. Mohadikar	Independent Director	Chairman	08.03.2019	N.A.
		Vijay K. Giradkar	Independent Director	Member	30.03.2021	N.A.
		Sandeep D. Jain	Independent Director	Member	06.01.2020	N.A.
2. Nomination & Remuneration Committee	Yes	Rahul M. Mohadikar	Independent Director	Chairman	08.03.2019	N.A.
		Vijay K. Giradkar	Independent Director	Member	30.03.2021	N.A.
		Sandeep D. Jain	Independent Director	Member	06.01.2020	N.A.
3. Right Issue Committee	Yes	Pravin Choudhary	Executive Director	Chairman	04.02.2022	N.A.
		Jayesh Choudhary	Executive Director	Member	04.02.2022	N.A.
		Vijay Giradkar	Independent Director	Member	04.02.2022	N.A.
4. Stakeholders Relationship Committee	Yes	Rahul M. Mohadikar	Independent Director	Chairman	08.03.2019	N.A.
		Vijay K. Giradkar	Independent Director	Member	30.03.2021	N.A.
		Sandeep D. Jain	Independent Director	Member	06.01.2020	N.A.

### **III. Meeting of Board of Directors**

<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of Quorum met</b>	<b>Number of Directors present</b>	<b>Number of Independent Directors present</b>
02-Nov-2021	15-Jan-2022	Yes	6	3
13-Nov-2021	21-Jan-2022	Yes	6	3
06-Dec-2021	02-Feb-2022	Yes	6	3
	04-Feb-2022	Yes	6	3
	14-Feb-2022	Yes	6	3
	07-Mar-2022	Yes	6	3
Company Remarks				
Maximum gap between any two consecutive (in number of days)		39		

### **IV. Meeting Of Committees**

<b>Name of the Committee</b>	<b>Date(s) of meeting during of the committee in the previous quarter</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (Yes/No)</b>	<b>Number of Directors present</b>	<b>Number of independent directors present</b>
Audit Committee	02-Nov-2021		Yes	6	6
Audit Committee	13-Nov-2021		Yes	6	6
Audit Committee		21-Jan-2022	Yes	6	6

Nomination & Remuneration Committee	06-Dec-2021		Yes	6	6
Nomination & Remuneration Committee		02-Feb-2022	Yes	6	6
Stakeholders Relationship Committee	30-Dec-2021		Yes	6	6
Stakeholders Relationship Committee		25-Mar-2022	Yes	6	6

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	68

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes

VI. Affirmations
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. :- Yes</p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:- Yes</p> <p>a. Audit Committee :- Yes</p> <p>b. Nomination &amp; Remuneration Committee :- Yes</p> <p>c. Stakeholders Relationship Committee :- Yes</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. :- Yes</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. :- Yes</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here. :- Yes</p>
<p><b>Pravin Choudhary</b></p> <p>Sd/-</p> <p>_____</p> <p><b>Managing Director</b></p>

## ANNEXURE II

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status (Yes/No/NA)	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.nakodas.com
Terms and conditions of appointment of independent	Yes		www.nakodas.com
Composition of various committees of board of directors	Yes		www.nakodas.com
Code of conduct of board of directors and senior	Yes		www.nakodas.com
Details of establishment of vigil mechanism/ Whistle	Yes		www.nakodas.com
Criteria of making payments to non-executive directors	Yes		www.nakodas.com
Policy on dealing with related party transactions	Yes		www.nakodas.com
Policy for determining 'material' subsidiaries	Yes		www.nakodas.com
Details of familiarization programs imparted to	Yes		www.nakodas.com
Email address for grievance redressal and other relevant details entity who are responsible for assisting and	Yes		www.nakodas.com

Contact information of the designated officials of the listed	Yes		www.nakodas.com
Financial results	Yes		www.nakodas.com
Shareholding pattern	Yes		www.nakodas.com
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or	Not Applicable		
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		www.nakodas.com
Credit rating or revision in credit rating obtained by the	Not Applicable		
Separate audited financial statements of each subsidiary	Not Applicable		
<b>As per other regulations of the LODR:</b>			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.nakodas.com
Materiality Policy as per Regulation 30	Yes		www.nakodas.com
Dividend Distribution policy as per Regulation 43A (as	Not Applicable		
It is certified that these contents on the website of the	Yes		www.nakodas.com
<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Company Remark</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
Board composition	17(1), 17(1A) & 17(1B)	Yes	
Meeting of Board of directors	17(2)	Yes	
Quorum of Board meeting	17(2A)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Recommendation of Board	17(11)	Yes	
Maximum number of directorship	17A	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
Meeting of nomination & remuneration committee	19(3A)	Yes	
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
Meeting of stakeholder relationship committee	20(3A)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable	
Meeting of Risk Management Committee	22	Not Applicable	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(5),(6)	Yes	
Prior or Omnibus approval of Audit Committee for all related party	23(2), (3)	Yes	

Approval for material related party transactions	23(4)	Yes	
Disclosure of related party transactions on consolidated basis	23(9)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Not Applicable	
Annual Secretarial Compliance Report	24(A)	Yes	
Alternate Director to Independent Director	25(1)	Not Applicable	
Maximum Tenure	25(2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Declaration from Independent Director	25(8) & (9)	Yes	
D & O Insurance for Independent Directors	25(10)	Not Applicable	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

### III Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied. :- N.A.

**Pravin Choudhary**

Sd/-

**Managing Director**

### ANNEXURE IV

#### (A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them	Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them
0	0	0	0	0	0	0	0

#### (B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other	0	0	0

entity controlled by them			
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

**(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

**(D) If the Listed Entity would like to provide any other information the same may be indicated here**

**Affirmations**

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company

**Name:** Sakshi Tiwari

**Designation:** Chief Financial Officer

**Place:** Nagpur

**Date:** 21-Apr-2022