



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 POSTAL BALLOT / E-VOTING

(Pursuant to Section 108 and 110 of the Companies Act, 2013 ("the Act") read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Notice is hereby given that pursuant to the provisions of Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") read with General Circular No.14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 issued by Ministry of Corporate Affairs ("the MCA Circulars") in relation to "Clarification on passing ordinary and special resolution by Companies Act, 2013 and rules made there under on account of the threat posed by COVID-19" for holding general meetings / conducting postal ballot through e-voting, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), (including any statutory modifications, amendments or re-enactments thereof, for the time being in force) the Resolutions appended below are proposed to be passed by the Members of the Company by way of special resolution for the businesses set out here under through Postal Ballot Forms along with electronic means i.e. ("remote e-voting").

The Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons for proposing the same is annexed for your consideration and approval. The resolution for the purpose as stated herein below is proposed to be passed by Postal Ballot/e-voting:

The Members are requested to consider and, if thought fit, pass the following resolutions:

SPECIAL BUSINESS:-

ITEM NO. 1:- RE-APPOINTMENT OF MR. PRAVIN CHOUDHARY (DIN - 01918804) AS MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF FURTHER 5 YEARS:-

To consider and, if thought fit, to pass with or without modification(s) the following resolution as **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the members be and is hereby accorded for the re appointment of Mr. Pravin Choudhary (Din - 01918804) as the Managing Director and Chairman of the Company for a period of 5 (five) years with effect from 10th February 2022 upto 09th February, 2027 on the below mentioned terms & conditions of his appointment including the payment of remuneration with liberty and authority to the Board of Directors (including its Committee thereof) to alter and vary the terms & conditions of the said appointment in such manner as may be agreed between the Board of Directors and Mr. Pravin Choudhary.

a) Remuneration:- Maximum Rs. 1,50,000/- (Rs. One Lakh Fifty Thousand Only) Per Month as the Managing Director of the Company i.e. no incremental change in his present remuneration structure.

b) Expenses:- Travelling, Food, Hotel Stay, Conveyance, Travel Insurance and Mobile Expenses shall be paid on actual basis apart from remuneration if he visits to any city of India as well as Outside India for the company's work.

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

d) Minimum Remuneration:- Where in any financial year during the currency of the tenure of the Managing Director, the Company has made no profits or its profits are inadequate, the Company shall pay to the Managing Director, the above salary / remuneration and perquisites not exceeding the ceiling limits prescribed in Schedule V of the Companies Act, 2013 as Minimum Remuneration.

e) Other Benefits:- Apart from the aforesaid remuneration, the Managing Director shall be entitled to reimbursement of expenses incurred in connection with the business of the Company. The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

f) Other Terms:- Subject to the control, supervision and directions of the Board of Directors and subject to the provisions of the Act, the Managing Director shall have the general conduct and management of the business and affairs of the Company but not limited to what is stated in the Agreement between the Managing Director and the Company.

RESOLVED FURTHER THAT pursuant to the limit prescribed under Section V of Part II of Schedule V of the Companies Act, 2013, Mr. Pravin Choudhary shall be entitled to draw Managerial remuneration from the Company but there is no incremental change in his present remuneration structure."

"RESOLVED FURTHER THAT the Board of Directors, Company Secretary and other designated officers of the company be and are hereby authorized to do all such acts, deeds, matters, filing e forms and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto."

SPECIAL BUSINESS:-

ITEM NO. 2:- RE-APPOINTMENT OF MR. JAYESH CHOUDHARY (DIN - 02426233) AS THE WHOLE TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF FURTHER 5 YEARS:-

To consider and, if thought fit, to pass with or without modification(s) the following resolution as **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the members be and is hereby accorded for the re appointment of Mr. Jayesh Choudhary (Din - 02426233) as the Whole Time Director of the Company for a period of 5 (five) years with effect from 07th June 2022 upto 6th June, 2027 whose office shall be liable to retire by rotation, upon the terms & conditions of his appointment including the payment of remuneration as set out in the Explanatory Statement annexed to the Notice of Postal Ballot, with liberty and authority to the Board of Directors

(including its Committee thereof) to alter and vary the terms & conditions of the said appointment in such manner as may be agreed between the Board of Directors and Mr. Jayesh Choudhary.

a) Remuneration:- Maximum Rs. 1,50,000/- (Rs. One Lakh Fifty Thousand Only) Per Month as the Whole Time Director of the Company i.e. no incremental change in his present remuneration structure.

b) Expenses:- Travelling, Food, Hotel Stay, Conveyance, Travel Insurance and Mobile Expenses shall paid on actual basis apart from remuneration if he visits to any city of India as well as Outside India for the company's work.

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

d) Minimum Remuneration:- Where in any financial year during the currency of the tenure of the Whole Time Director, the Company has made no profits or its profits are inadequate, the Company shall pay to the Whole Time Director, the above salary / remuneration and perquisites not exceeding the ceiling limits prescribed in Schedule V of the Companies Act, 2013 as Minimum Remuneration.

e) Other Benefits: - Apart from the aforesaid remuneration, the Whole Time Director shall be entitled to reimbursement of expenses incurred in connection with the business of the Company. The Whole Time Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

f) Other Terms:- Subject to the control, supervision and directions of the Board of Directors and subject to the provisions of the Act, the Whole Time Director shall have the general conduct and day to day management of the business and affairs of the Company but not limited to what is stated in the Agreement between the Whole Time Director and the Company.

"RESOLVED FURTHER THAT pursuant to the limit prescribed under Section V of Part II of Schedule V of the Companies Act, 2013, Mr. Jayesh Choudhary shall be entitled to draw remuneration from the Company but there is no change in his present remuneration structure."

"RESOLVED FURTHER THAT the Board of Directors, Company Secretary and other designated officers of the company be and are hereby authorized to do all such acts, deeds, matters, filing e forms and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto."

SPECIAL BUSINESS:-

ITEM NO. 3:- AMENDMENT / ALTERATION OF THE OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY.

To consider and, if thought fit, to pass with or without modification(s) the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section(s) 4, 13 and 15 and all other applicable provisions, if any, of the Companies Act 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in

force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s), consent of the members of the Company be and is hereby accorded for the amendment / alteration of the object clause of the Memorandum of Association of the Company ("MOA"). The Main Object clause III (A) (1) of the Memorandum of Association of the company be and is hereby altered and amended is as follows:-

1. To carry on the business of manufacturing, preserving, reigning, packing, bottling, prepare, manipulate, treat, market, import, export, improve, produce, process, prepare, buy, sell, deal and also work as trader, buyer, seller, importer, exporter, agent, dealer, consultants, processor, producer, packer and Repacker for all types of food stuffs, feeds, and all kinds of varieties of fruits, dry - fruits, foods, health foods, protein foods, food products and other eatables, bakery products and confectionery items such as breads, biscuits, sweets, pizza, papad, cakes, pastries, cookies, wafers, foodstuffs, canned fruits, sweeteners, all types of Vegetables, all types of Agricultural and Semi Agricultural products, cash crops, food grains, seeds, pulses, herbal products, Horticultural, Cotton, Cotton Bales and all other agro products, Dairy Products, Dehydrated Fruits, Roasted & Flavored Nuts, other edible nuts, Fruit Jams, Fruit Pulp, Chocolates, Crystallized and Glazed Fruits, Popcorns, Candied Fruits & Vegetables, Inverted sugar syrup.

"RESOLVED FURTHER THAT the Board of Directors, Company Secretary and other designated officers of the company be and are hereby authorized to do all such acts, deeds, matters, filing e forms and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto."

Registered Office:

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

Place: - Nagpur

Date: - 06.12.2021

By Order of the Board

For Nakoda Group of Industries Limited

SD/-

Pravin Choudhary
Managing Director

NOTES

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 stating all material facts and the reasons for the proposals is annexed herewith.
2. Members holding Equity Shares shall have one vote per share as shown against their holding. The Member need not use all his/ her/ its votes, nor does he/ she/ it need to cast all his/ her/ its votes in the same way.
3. Mrs. Rachana Daga Proprietor of M/s R. A. Daga & Co. (Mem. No. 5522) Practicing Company Secretaries, Nagpur has been appointed by the Board of Directors of the Company in their meeting dated 06.12.2021 as Scrutinizer for conducting the Postal Ballot process/ e-voting in accordance with the Act and in a fair and transparent manner.
4. The Postal Ballot Notice along with the Postal Ballot Form is being sent in electronic form to the members who have registered their e-mail addresses with the Registrars and Share Transfer Agents of the Company and whose name appears on the Register of Members / List of Beneficial owners on Cut Off Date 03.12.2021.
5. On account of the threat posed by COVID-19 and in terms of the MCA Circulars, the company will send this postal ballot notice in electronic form. Members can opt for only one mode of voting, that is, either by physical Postal Ballot/e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot by the same member will be treated as "INVALID".
6. The voting period begins from Thursday, 09th December 2021 at 09.00 A.M. (IST) to Friday, 07th January 2022, 5.00 P.M. (IST) both days inclusive. During this period, shareholders of the company, holding shares either in physical form or in dematerialized form as on the cut off date 03.12.2021 (including those members who may not receive this postal ballot notice due to non-registration of their email address) can cast their votes electronically, in respect of the resolution set out in the postal ballot notice only through the remote e-voting. Members are requested to follow the procedure as stated in the said notice for remote e-voting for casting their vote(s).
7. Members have the option to vote either by means of physical Postal Ballot or e-voting. Postal Ballot form is sent by Email and also available on company's website i.e. at www.nakodas.com for those Members desiring to exercise their vote by means of Postal Ballot forms. Members are requested to please download the postal ballot form from the Email / Website and send the Postal Ballot Form duly completed in all respects at the company's registered office address. Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also providing e-voting facility for voting electronically on the resolutions proposed in this Postal Ballot Notice. Members desiring to opt for the e-voting facility are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder.
8. Voting rights in e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representative with proof of their authorization.

9. The results of the Postal Ballot will be declared on Saturday, 08th January, 2022. The results of the Postal Ballot will be hosted on the website of the company viz. www.nakodas.com and also will be communicated to the Stock Exchange where the equity shares of the company are listed. The results of the Postal Ballot will be declared by the Chairman, or in his absence by the Managing Director or Company Secretary, or any other person so authorised by the Chairman and it will be displayed at Company's Registered Office. The resolutions will be taken as passed if the results of the Postal Ballots / e-voting indicate that if the votes cast by shareholders other than promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.
10. The resolutions shall be deemed to have been passed on the last date specified by the Company for e – voting i.e. 07th January 2022, 5.00 P.M. (IST) and as if they have been passed at a General Meeting of the Members.
11. 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 cut – off date of 03.12.2021 i.e. members on this cut off date shall be eligible to exercise their voting right.
12. Shareholders who have registered their e-mail ID's with their Depository Participants/Company are being sent Notice of Postal ballot by e-mail and Shareholders who have not registered their e-mail id will request to please register their mail ids with the Company.
13. The Scrutinizer's decision on the validity of the Postal Ballot / e-voting will be final.
14. Documents referred to in this notice and explanatory statement are open for inspection by the shareholders at the Registered Office of the Company on all working days (except Saturday & Sunday) from 11:00 am to 4:00 pm till from the date of dispatch of the Postal Ballot Notice up to the completion of Postal Ballot i.e. 07th January 2022.
15. In compliance with Regulation 44 of the Listing Regulations and provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting in order to enable the members to cast their votes electronically instead of dispatching postal ballot form.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING.

- (i) The voting period begins on Thursday, 09th December 2021 at 09.00 A.M. (IST) to Friday, 07th January 2022, 5.00 P.M. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 03.12.2021 of 03.12.2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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.

- (iii) 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 CDSL/NSDL 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 who have opted for CDSL 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 URL 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 option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website 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 e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLoginThe system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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 Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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 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

(iv) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 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 Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> 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	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> 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.

- (v) After entering these details appropriately, click on “SUBMIT” tab.

- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the Nakoda Group of Industries Limited on which you choose to vote. **EVSN of the Company is 211202006.**
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) 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.
- (xv) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
 - 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 (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL /MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES.

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 update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding 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, Sr. 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:-06.12.2021

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.1:-

Shri. Pravin N. Choudhary (59) (B.Com, LL.B.) is the Managing Director of the Company. He is sought to be appointed as Director of the Company who are not subject to retire by rotation within the meaning of Sec. 152 of the Companies Act, 2013 till he is Managing Director of the Company.

Shri. Pravin N. Choudhary is a Director of the Company since 2013. He has been Managing Director of the Company since 2017. He has extensive experience of over 30 years in Food & Agro industry. His tenure as the Managing Director of the Company ends on 09th February, 2022. Considering his rich and vast experience and exceptional managerial skills, the Board of Directors felt that it would be in the best interest of the Company to re-appoint him as Managing Director and chairman of the Company. On approval and recommendations of Nomination & remuneration committee, Board of Directors in its meeting held on 06th December, 2021 re-appointed him as Managing Director and chairman of the company w.e.f. 10th February, 2022 and as per the approval of the Remuneration Committee has fixed the terms and conditions as to the Remuneration payable to him. There is no incremental change in his present remuneration structure. An agreement has been executed between the Managing Director and the Company containing all the terms and conditions of his re-appointment. The approval of the Members is now sought for the reappointment of Mr. Pravin Choudhary as the Managing Director for a period of 5 (five) years with effect from 10th February 2022 upto 9th February, 2027.

In terms of Schedule V to the Companies Act, 2013, Shri. Pravin Choudhary is eligible for re-appointment as Managing Director. The total remuneration shall be payable in terms of Sec. 196, 197 and 198 of the Companies Act, 2013, during the financial years.

None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned in the proposed Special resolution except to the extent of their shareholding.

Hence the Board of Directors recommends the resolution at Item No. 1 of the Notice for the approval of the Members of the Company through Postal Ballot/E-Voting under Section 110 & 108 of the Companies Act, 2013.

Item No.2:-

Shri. Jayesh P. Choudhary (34) (B.Com, M.B.A.) is the Whole Time Director of the Company. He is sought to be appointed as Director of the Company whose office shall be liable to retire by rotation.

Shri. Jayesh P. Choudhary is a Director of the Company since 2013. He has been Whole Time Director of the Company since 2017. He has extensive experience of over 15 years in Food & Agro industry as well as in Modern Technology. His tenure as the Whole Time Director of the Company ends on 06th June, 2022. Considering his rich and vast experience and exceptional managerial skills, the Board of Directors felt that it would be in the best interest of the Company to re-appoint him as Whole Time Director of the Company. On approval and recommendations of Nomination & remuneration committee, Board of Directors in its meeting held on 06th December, 2021 re-appointed him as Whole Time Director w.e.f. 07th June, 2022 and as per the approval of the Remuneration Committee has fixed the terms and conditions as to the Remuneration payable to him. There is no incremental change in his present remuneration structure. An agreement has been executed between the Whole Time Director and the Company containing all the terms and conditions of his re-appointment. The approval of the Members is now sought for the reappointment

of Mr. Jayesh Choudhary as the Whole Time Director for a period of 5 (five) years with effect from 7th June 2022 upto 6th June, 2027.

In terms of Schedule V to the Companies Act, 2013, Shri. Jayesh Choudhary is eligible for re-appointment as Whole Time Director. The total remuneration shall be payable in terms of Sec. 196, 197 and 198 of the Companies Act, 2013, during the financial years.

None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned in the proposed Special resolution except to the extent of their shareholding.

Hence the Board of Directors recommends the resolution at Item No. 2 of the Notice for the approval of the Members of the Company through Postal Ballot/E-Voting under Section 110 & 108 of the Companies Act, 2013.

Item No.3:-

Your Company is presently engaged in the business of supplying of various food and agro products to the society at large from retail to Institutional through various activities like manufacturing, processing, packing, repacking, import, export etc. Considering the huge opportunities in the present Indian market of food and agro industry, your Board of Directors felt it necessary to add some more food and agro products as well as the activities in the present product list which leads to increase in more business opportunities in this present competitive market.

The Companies Act, 2013 requires the Company to obtain the approval of members by way of Special Resolution for the alteration of the Memorandum of Association of the Company in respect of amend / alter the object clause. Such amendment / alteration in the Main Objects would require the approval of members by passing Special Resolution through Postal Ballot under Section 13 and other applicable provisions of Companies Act, 2013 read with Rule 22 of Companies (Management & Administration) Rules 2014.

The draft copy of the proposed Memorandum of Association of the Company is available for inspection at the Registered Office of the Company on all working days (except Sundays).

None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned in the proposed Special resolution except to the extent of their shareholding.

Hence the Board of Directors recommends the resolution at Item No. 3 of the Notice for the approval of the Members of the Company through Postal Ballot/E-Voting under Section 110 & 108 of the Companies Act, 2013.

Registered Office:

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

Place: - Nagpur
Date:-06.12.2021

By Order of the Board

For Nakoda Group of Industries Limited

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

POSTAL BALLOT FORM

1. Name and Registered Address of the :
sole/ first named member
2. Name(s) of the joint-holder(s), if any :
3. Folio No. / DP ID* / Client ID* :
(*applicable only to members
holding equity shares in
dematerialised form)
4. Number of equity share(s) held :
5. I / we hereby exercise my / our vote(s) in respect of the following resolution to be passed by means of Postal Ballot for the business stated in the Postal Ballot Notice dated December 06, 2021, issued by the Company, by conveying my / our assent or dissent to the said resolution(s) by placing a tick mark (✓) in the appropriate box below:

No.	Description of Resolution	No. of Shares Held	I/ We assent (favor) to the resolution	I / We dissent (against) to the resolution
1.	<u>Special Resolution:</u> Re-appointment of Mr. Pravin Choudhary (DIN - 01918804) as Managing Director of the Company for a period of further 5 years.			
2.	<u>Special Resolution:</u> Re-appointment of Mr. Jayesh Choudhary (DIN - 02426233) as Whole Time Director of the Company for a period of further 5 years.			
3.	<u>Special Resolution:</u> Amendment / Alteration of the Object Clause of Memorandum of Association (MOA) of the Company.			

Date:

Place:

Signature of the Member

INSTRUCTIONS:

1. If a member exercises voting rights through voting by electronic means ("e-voting"), the Postal Ballot Form need not be sent to the Company.
 2. Postal Ballot forms are also sent to the members whose Email address are registered with Depositories, RTA and Company. A member desirous for exercising vote by physical Postal Ballot may download the Postal Ballot Form from Email or Company's website www.nakodas.com, complete the Postal Ballot Form in all respect and send it to the company at company's registered office address.
 3. A member may vote through e-voting also as per "Information and Instructions relating to e-voting" provided in the Postal Ballot Notice sent herewith.
 4. The Postal Ballot Form should be completed and signed by the member as per the specimen signature registered with the Company. In case of joint holding, the same should be completed and signed by the first-named member and in his / her absence, by the next-named member.
 5. Corporate / Institutional Members (that is, other than Individuals, HUF, NRI, etc.) opting for physical PostalBallot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer along with the Postal Ballot Form.
 6. The consent must be accorded by recording the assent in the column "**FOR**" and dissent in the column "**AGAINST**" by placing a tick mark (✓) in the appropriate box.
 7. The vote(s) of a member will be considered invalid inter alia on any of the following grounds:
 - a. Postal Ballot Form other than one issued by the Company is used;
 - b. if the member's signature does not tally;
 - c. if the member has put a tick mark (✓) in both the columns, that is, for "**Assent**" and also for "**Dissent**" to the resolution in such manner that the aggregate shares voted for "**Assent**" and "**Dissent**" exceed the total number of shares held;
 - d. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - e. if the member has made any amendment to the resolution or imposed any condition while exercising his vote;
 - f. if the Postal Ballot Form is received torn or defaced or mutilated;
 - g. any competent authority has given directions in writing to the Company to freeze the voting rights of the member.
 8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member / beneficial owner (in case of electronic shareholding) as on **Friday, December 03, 2021**.
 9. A member may request for a duplicate Postal Ballot Form, if so required, from Central Depository Services(India) Limited having its address at: Unit no. A-2501, A Wing, Marathon Futurex, 25th Floor, Mafatlal Mill Compound, N M Joshi Marg, Lower Parel (E), Mumbai – 440013 or at Company's Registered Office Address. However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer not later than 5:00 p.m. (IST) January 07, 2022.
 10. Members are requested NOT to send any other paper along with the Postal Ballot Form.
- * **For any other assistance or clarification, members may contact Mr. Pratul Wate, Company Secretary and Compliance Officer of the Company at cs@nakodas.com**