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B. Com., F.C.S.

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SECRETARIAL AUDIT REPORT

(UNDER SECTION 204
OF COMPANIES ACT, 2013)

OF
NAKODA GROUP OF INDUSTRIES LIMITED
(FOR THE YEAR ENDED
31ST MARCH, 2025)

Form No. MR-3**SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2025****[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
239, BAGAD GANJ, NAGPUR MH 440008 IN

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 **NAKODA GROUP OF INDUSTRIES LIMITED's** 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 March 31, 2025 generally complied with the statutory provisions listed hereunder and also that the Company has 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, 2025 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, 2025:**

- (a) 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
- (b) The Securities and Exchange Board of India (Issue and listing of Non-Convertible Securities) Regulations, 2021;
- (c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and



(d) 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 issued by The Institute of Company Secretaries of India;
- ii) The Listing Agreements entered into by the Company with Stock Exchange(s);
- iii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, if Applicable;

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

1. It was observed that, M/S S.S. Gelda and Co., Chartered Accountants was re-appointed as an Internal Auditor for the Financial Year 2024-25 of the Company in compliance with Section 138 of the Companies Act, 2013;
2. It was observed that Shri. Sagar Rajkumar Darra ceases to be Company Secretary w.e.f 28th June, 2024 and further Shri. Rishi Santosh Upadhaya was appointed as Company Secretary (Key Managerial Personnel) & Compliance Officer of the Company w.e.f 14th August, 2024.
3. It was observed that Shri. Dahyalal Bansilal Prajapati (DIN: 09592327) Cessed to be an Independent Director of the Company w.e.f 7th August, 2024. And Further Shri. Kapil Kisanlal Agrawal (DIN: 10719506) appointed as an Independent Director of the Company w.e.f 14th August, 2024 for a term of 5(Five) Consecutive Years from the date of appointment.
4. It was observed that Mrs. Kokila Ashok Jha was re-appointed as Women Director of the Company.
5. The Composition of 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 provisions of Companies Act, 2013 and Listing Regulation.

6. The Company has reconstituted the committee in view of the above said appointment and resignation. New Composition of Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee is as under:

Mr. Hemraj Dekate (Independent Director):- Chairman

Mr. Sandeep Jain (Independent Director):- Member

Mr. Kapil Kisanlal Agrawal (Independent Director):- Member;

7. The Company has obtained all necessary approvals under various provisions of the Act as and where necessary;
8. The Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings and directorships in other Companies and interest in other entities;
9. The Company has complied with the requirements under the Equity Listing Agreements entered into with the National Stock Exchange of India Limited And BSE Limited;
10. There was no prosecution initiated against or show cause notice received by the Company during the financial year under review under the Companies Act, SEBI Act, Depositories Act, Listing Agreement and rules, regulations and guidelines under these Acts;
11. During the period under review, the Company paid penalties of ₹4,720 each to BSE Limited and NSE Limited under Regulation 27(2) and Regulation 31 of the SEBI (LODR) Regulations, 2015, due to a one-day delay in submission of the quarterly compliance disclosure for the quarter ended June 2024. The Company has submitted the necessary clarifications to both the stock exchanges in this regard. Apart from the above, no actions were taken against the Company, its promoters, or directors by SEBI or the Stock Exchanges, including under the Standard Operating Procedures prescribed by SEBI through various circulars issued under the applicable Acts, Regulations, or guidelines.

We further report that the Company issued and allotted 50,90,056 partly paid-up Rights Equity Shares at an issue price of Rs.25 per share pursuant to a Rights Issue approved by the Board/Rights Issue Committee to the existing shareholders of the Company The allotment was made in accordance with the basis of allotment approved by the National



Stock Exchange of India Limited on July 06th, 2024. The Company ensured credit of shares to eligible applicants in dematerialized form and processed refunds to applicants with non/partial allotment or excess payments, in compliance with the applicable provisions of the Companies Act, 2013, SEBI Regulations, and relevant stock exchange requirements.

We further report that, The Company has altered the Object Clause of its Memorandum of Association during the audit period by adding new business activities related to mineral water, aerated and non-aerated beverages, in accordance with Section 13 of the Companies Act, 2013, subject to requisite approvals in EGM held on 27Th Day of March ,2025.

We further report that, The Company has approved a Related Party Transaction with Mr. Jayesh Choudhary (DIN: 02426233), Whole Time Director and Promoter, for the licensed use of the trademark "NOCTRL" for the period from April 1, 2025 to March 31, 2032, in compliance with Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015..

We further report that, certain e-forms were filed beyond the prescribed due dates and with additional fees. The Company is advised to strengthen its internal tracking mechanism to ensure timely filing of statutory forms under the Companies Act, 2013.

We further report that the Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings and directorships in other Companies and interest in other entities and have complied with the disclosure requirements in respect to their eligibility of appointment.

We further report that,

- We rely on statutory auditor's reports in relation to the financial statements and accuracy of financial figures for Related Party Transactions, etc. as disclosed under financial statements, Accounting Standard 18 and notes during our audit period.
- Compliance with applicable financial laws, including direct and indirect taxes, has not been reviewed under this Secretarial Audit since the same is subject to review by the statutory auditors and other designated professionals.

B. We further report that:

- As per the information provided the company has prima facie given adequate notice 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 decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be and 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.
- the Company has complied with the provisions of the above regulations and circulars/guidelines issued thereunder, based on the management's undertaking and certain random checks conducted by us.

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: 28.05.2025

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



Rachana
**Rachana Daga
Proprietor**

Membership No: 5522

C.P.No:5073

PR No. 1568/2021

UDIN: F005522G000467566

Encl. ANNEXURE I

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.

Place: Nagpur
Date: 28.05.2025

R.A. DAGA & Co.
Company Secretaries



Rachana Daga
Rachana Daga
Proprietor

Membership No: 5522

C. P. No: 5073

PR No. 1568/2021