

**NAKODA GROUP OF INDUSTRIES LIMITED**

Plot No. 239, South Old Bagadganj, Small Factory Area, Nagpur 440 008. Maharashtra, INDIA. CIN Number : L15510MH2013PLC249458

+91 712 2778824  
+91 712 2721555

info@nakodas.com  
www.nakodas.com



Date: - 05.03.2025

To,

**National Stock Exchange of India Ltd. (NSE Ltd)**  
Exchange Plaza, 05<sup>th</sup> Floor,  
Plot No. C-1, Block G,  
Bandra Kurla complex, Bandra (E) Mumbai – 400051

**Bombay Stock Exchange Limited (BSE Ltd)**  
Listing / Compliance Department,  
Phiroze jeejeebhoy Towers,  
Dalal Street, Mumbai – 400001

**NSE Scrip Code: - NGIL**

**BSE Scrip Code:-541418**

**Sub: -** Intimation of Extraordinary General Meeting, Notice, Book Closure Cut-off date .

Dear Sir/Madam,

The Extraordinary General Meeting of the Company will be held on Thursday, 27<sup>th</sup> March, 2025 at 12.30 P.M. through 'Vide Conferencing' or 'Other Audio Visual Means'. In compliance with section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company has arranged e-voting facility for its members to participate in the business to be transacted at the Extraordinary General Meeting.

Further, in terms of section 91 of the Companies Act, 2013 and rules made thereunder, the Register of Members and Share Transfer Book will remain closed from, March 21st, 2025 to March 27th, 2025 (both days inclusive) for the purpose of Extraordinary General Meeting. Pursuant to provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the cut-off date for determining the eligibility to vote by electronic means or in the general meeting has been fixed as March 20th, 2025.

Further, pursuant to provisions of Regulation 30(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, read with Para A of Part A of Schedule III of said Regulation, please find attached herewith copy of Notice of Extraordinary General Meeting of the Company. This is for the information of the Exchange and Members thereof.

Thanking you.

Yours faithfully,

**For Nakoda Group of Industries Limited**

**Jayesh Choudhary**  
**Whole Time Director**  
**DIN: 02426233**

Encl: - As Above



## 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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **Extraordinary General Meeting** of the Members of **Nakoda Group of Industries Limited** will be held on **Thursday, 27<sup>th</sup> day of March, 2025, at 12.30 P.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.

#### **SPECIAL BUSINESS:-**

#### **ITEM: 01**

#### **TO APPROVE THE ADDITION IN OBJECT CLAUSE OF THE COMPANY IN ACCORDANCE WITH SECTION 13 OF COMPANIES ACT, 2013**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with applicable Rules and Regulations made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals, permissions and sanctions of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and is hereby accorded for addition in the existing Object Clause of Memorandum of Association (“The MOA”) of the Company in the following manner:-

#### **Clause III of the MOA be altered by addition of the following in PART A be added:**

“Mineral water, Aerated water drinks flavoured and un-flavoured, sparkling water drinks flavoured and un-flavoured, Non-alcoholic beverages drinks flavoured and un-flavoured, Carbonated Water drinks flavoured and un-flavoured, soda water, soft drinks flavoured and un-flavoured, and other fruit and non-fruit base drinks and beverages”.

**Note:** PART B containing objects incidental or ancillary to the attainment of the main object will be altered accordingly.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested

by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company.”

**RESOLVED FURTHER THAT** any of the Directors and Company Secretary of the Company be and are hereby authorized jointly/severally to do all such acts, deeds and things as may be necessary or incidental in this regard to give effect to the foregoing resolution including filing of all the necessary e-forms with the office of the Registrar of Companies, Mumbai.”

**ITEM: 02**

**TO CONSIDER AND APPROVE RELATED PARTY TRANSACTION WITH MR. JAYESH CHOUDHARY (DIN: 02426233) WHOLE TIME DIRECTOR AND PROMOTER OF THE COMPANY FOR LICENSE USE OF TRADE MARK “NOCTRL”**

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 with respect to license use of the Trade Mark “NOCTRL” for a period from 1<sup>st</sup> April ,2025 to 31<sup>st</sup> March ,2032.

“**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.”

**Registered Office:**

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

Place: - Nagpur  
Date: - 14.02.2025

**By Order of the Board**

**For Nakoda Group of Industries Limited**

SD/-

Pravin Choudhary  
Managing Director

## NOTES

1. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 2/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, May 5, 2022 and December 28, 2022, respectively, ("MCA Circulars") and Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, ("SEBI Circulars") has permitted the companies to conduct the Annual General Meeting AND Extraordinary General Meeting through Video Conferencing facility/ Other Audio Visual Means ("VC/OAVM"). In compliance with the provision of the Companies Act, 2013 ("the Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA/SEBI Circulars, the EGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the EGM.
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, May 05, 2020 and May 05, 2022 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 made an arrangement with National Securities Depository Limited (NSDL) 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 will be provided by NSDL.
3. The Members can join the EGM 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 through VC/OAVM will be made available to at least 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 without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning 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 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 EGM through VC/OAVM and cast their votes through e-voting.

6. In compliance with the MCA Circulars and SEBI Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose e-mail address is registered with the Depository Participants/RTA, unless any member has requested for a physical copy of the same. Members may note that the Notice will also be available on the Company's website at [www.nakodas.in](http://www.nakodas.in), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively. The EGM Notice is also available on the website of NSDL (agency for providing the Remote e- Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. Generally, a Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. Since this EGM is being held through VC/OAVM pursuant to the MCA and SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence, the Proxy Form, Attendance Slip, and Route Map of EGM Venue are not annexed hereto. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
8. 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 EGM is annexed.
9. In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.
10. Further in terms of the MCA Circulars and the SEBI Circular, the Company is sending this EGM Notice in electronic form only to those Members whose e-mail addresses are registered with the Company/Depositories.
11. The Register of Members and the Share Transfer books of the Company will remain closed from Friday 21<sup>st</sup> Day of March, 2025 to Thursday, 27<sup>th</sup> March 2025 (both days inclusive) for EGM.
12. A person who is not a member as on the record date should treat this Notice for information purpose only.
13. 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.
14. 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.
15. Members desiring inspection of statutory registers during the EGM may send their request in

writing to the Company at [cs@nakodas.com](mailto:cs@nakodas.com).

16. Members who wish to inspect the relevant documents referred to in the Notice can send an e-mail to [cs@nakodas.com](mailto:cs@nakodas.com) up to the date of the EGM.
17. This EGM 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.
18. 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 i.e. Thursday, 20<sup>th</sup> March, 2025.
19. The Cut Off date for the purpose of determining the eligibility of the Members to attend & vote in the EGM of the Company is Thursday, 20<sup>th</sup> March, 2025.
20. 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 for the EGM in a fair and transparent manner.
21. The Chairman shall, at the EGM, 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 EGM through VC/OAVM but have not cast their votes by availing the remote e-Voting facility. The remote e-Voting shall be available by NSDL for voting 15 minutes after the conclusion of the Meeting.
22. The Scrutinizer shall, after the conclusion of voting at the EGM, first count the votes cast during the EGM and, thereafter, unblock the votes cast through remote e-Voting and shall make, not later than 48 hours from the conclusion of the EGM, 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.
23. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website [www.nakodas.com](http://www.nakodas.com) immediately after the declaration of the result by the Chairman or a person authorised by him. The results shall also be immediately forwarded to the Stock Exchanges where the Company's Equity Shares are listed viz. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Monday, 24<sup>th</sup> March, 2025 at 09:00 A.M. and ends on Wednesday, 26<sup>th</sup> March, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the (cut-off date) i.e. Thursday 20<sup>th</sup> March, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday 20<sup>th</sup> March, 2025.

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**





**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of



	<p>NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="673 1234 1177 1543" data-label="Complex-Block"> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>       <b>Google Play</b></p> <div style="display: flex; justify-content: space-around;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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 users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p>



	<p>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**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. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**”(If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csradaga@yahoo.in](mailto:csradaga@yahoo.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request Ms. Veena Suvarna at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for**

**procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [cs@nakodas.com](mailto:cs@nakodas.com) .
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 [cs@nakodas.com](mailto:cs@nakodas.com) .If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM 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 in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID

and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@nakodas.com](mailto:cs@nakodas.com) The same will be replied by the company suitably.
6. Members who have questions on the proposals as contained in this Notice are requested to send e-mail to the Company on [cs@nakodas.com](mailto:cs@nakodas.com) on or before Thursday, 20<sup>th</sup> March, 2025. This would enable the company to compile the information and provide the replies at the meeting. The Company will allot time for members to express their views or give comments during the meeting. The members who wish to speak at the meeting need to register themselves as a speaker by sending an e-mail from their registered e-mail ID mentioning their name, DP ID and Client ID/Folio number and mobile number, on e-mail ID [cs@nakodas.com](mailto:cs@nakodas.com) on or before Thursday, 20<sup>th</sup> March, 2025. Depending on the availability of time, the Company reserves the right to restrict the number of speakers at the meeting.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**Registered Office:**

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

Place: - Nagpur  
Date: 14.02.2025

**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**

#### **TO APPROVE THE ADDITION IN OBJECT CLAUSE OF THE COMPANY IN ACCORDANCE WITH SECTION 13 OF COMPANIES ACT, 2013**

The existing Memorandum of Association (MOA) is altered to include the following products in the product range of the company:

“Mineral water, Aerated water drinks flavoured and un-flavoured, sparkling water drinks flavoured and un-flavoured, Non-alcoholic beverages drinks flavoured and un-flavoured, Carbonated Water drinks flavoured and un-flavoured, soda water, soft drinks flavoured and un-flavoured, and other fruit and non-fruit base drinks and beverages”.

Since the Management of the Company is planning to enter into new product market as mentioned above there is need to add the abovementioned products in the object clause of the company accordingly, the members are requested to adopt change in Object clause.

A copy of the proposed set of new Memorandum of Association of the Company would be available for inspection at the registered office of the Company during the business hours on any working day between 11:00 AM to 1:30 PM up to the date of the Extraordinary General Meeting.

None of the Directors and Key Managerial Personnel of the Company, including their respective relatives, is concerned or interested, financially or otherwise, in the foregoing resolution.

### **Item No: 2**

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.



Accordingly, as per Regulation 23 of the Listing Regulations and applicable provisions of Companies Act, 2013, approval of the Members is sought with respect to license use of the Trade Mark “NOCTRL” for a period from 1<sup>st</sup> April ,2025 to 31<sup>st</sup> March ,2032. The Board recommends passing of the ordinary resolution as set out at Item No. 2 of this Notice, for the approval of the Members. Mr. Jayesh Choudhary Whole Time Director (DIN: 02426233) of the Company is interested in the above transaction and Mr. Pravin Navalchand Choudhary Managing Director (DIN:01918804) being Father of Mr. Jayesh Choudhary is indirectly interested in the resolution.

Pursuant to Regulation 30 and regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with section 188 of Companies Act, 2013 we hereby submit the following details: -

The Board of directors of the Company in its Board Meeting held on 14.02.2025 have approved for entering into related party transaction with Mr. Jayesh Choudhary (DIN: 02426233) Whole Time Director and promoter of the Company the details are as follows.

Name of the Related party	Mr. Jayesh Choudhary
Its relationship with Listed Entity	Promoter and Director of the listed entity
Nature and particulars of Transaction	Royalty for license use of Trade Mark “NOCTRL” for domestic market in India specifically for Non-Alcoholic Drinks and Beverages.
Tenure of Transaction	For 7 years Financial Year 2025-26 to 2031-32. The said transaction will be an ongoing business transaction in ordinary course of business and on arm’s length basis and approved by audit committee subjected to omnibus approval of Board of Directors annually.
Tentative amount of the proposed transaction	Rs. 100.00/- per annum. The royalty shall be paid only if the product segment under the Trade Mark “NOCTRL” and the Company Both are in profit.
If the transaction relates to any loan s, Intercorporate Deposit, advances or investment made or given by the listed entity or its subsidiary	Not Applicable
Manner of determining the price	On arm’s length basis
The percentage of listed entities annual consolidated turnover for immediately preceding financial year that is represented by the value of the proposed transaction	0.00% The tentative amount payable by the company is Rs. 100.00/- which is not even 0.00 of annual consolidated turnover for immediately preceding financial year that is 47.12 Crore
Justification to why RPT is in interest of the company	The company will get the use the Trademark at negligible cost of Rs. 100.00/- per annum and there is no need to undergo for registration compliance of trade mark which will significantly reduce the pre- traction period.