



Nakoda
LIMITED

**Annual Report
2017**

CORPORATE INFORMATION		
Board of Directors		Registered office
Babulal Gumanmal Jain	Chairman and Managing Director	Block No 1 & 12 To 16 Village-Karanj,
Devendra Babulal Jain	Joint Managing Director	Tal Mandvi, Dist-Surat, Surat 394110
Raj Kumar Gupta	Independent Director	
Ashok Kumar Jain	Independent Director	
Poonam Nandkishor Khandelwal	Independent Director	
Registrar and Share Transfer Agent		Listed at
MCS Share Transfer Agent Limited		BSE Ltd.
10, Aaram Apartment,		National Stock Exchange of India Ltd.
12, Sampatrao Colony,		
Alkapuri, Vadodara 390007		
Key Managerial Personnel		Statutory Auditors
Devendra Babulal Jain	Chief Financial Officer	Bipinchandra J. Modi & Co. , Surat

NOTICE

Notice is hereby given that the 32nd Annual General Meeting of members of **NAKODA LIMITED (CIN: L17111GJ1984PLC045995)** will be held at Block No 1 & 12 to 16 Village-Karanj, Tal Mandvi, Dist-Surat 394110 on Thursday, 14th December, 2017 at 03.00 p.m. to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution:**

RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted

2. To appoint a Director in place of Shri Babulal Gumanmal Jain (DIN: 00695644), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri Babulal Gumanmal Jain (DIN: 00695644), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

3. To appoint statutory auditors and fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of section 139, 142 of the Companies Act, 2013 and rules made thereunder, M/s Bipinchandra J. Modi & Co., Chartered Accountants, Surat be and are hereby appointed as Statutory Auditors of the company from the conclusion of this Annual General until the conclusion of the Annual General Meeting of the company to be held in 2022 on such remuneration as may be mutually agreed upon by the Board of Directors and the Auditors, plus service tax and out-of-pocket expenses incurred by them for the purpose of audit of the accounts of the company.

Resolved further that the members approves the appointment of M/s Bipinchandra J. Modi & Co. made by Board of Directors as statutory auditors for the financial year ended 31.03.2017 to fill up causal vacancy on account of Resignation of the auditors appointed at last Annual General Meeting.

By Order of the Board of Directors
For Nakoda Limited

Place: Surat
Date: 01/11/2017

sd/-
Raj Kumar Gupta
(DIN: 01149510)
Chairman of
meeting

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

In order that the appointment of a proxy is effective, the instrument appointing a proxy must be received at the registered office of the company not later than forty-eight hours before the commencement of the meeting.

2. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A Member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other Member.
3. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the relevant board resolution together with the representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
4. In case of joint holders attending the meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting.
5. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the members at the Company's registered office on all working days of the Company, during business hours up to the date of the meeting.
6. The Register of Members and Share Transfer Books of the company will be closed from Friday, 08th December, 2017 to Thursday, 14th December, 2017, both days inclusive.

7. Members are requested to send all communications relating to shares to the Registrar & Share Transfer Agent of the Company at the following address:

MCS Share Transfer Agent Limited

10, Aaram Apartment, 12, Sampatrao Colony, Alkapuri, Vadodara 390007

If the shares are held in electronic form, then change of address and change in the Bank Accounts, etc. should be furnished to the respective Depository Participants (DPs).

8. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

9. **Information and instructions relating to e-voting are as under:**

- a. Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended from time to time and sub clause (1) & (2) of clause 44 SEBI (LODR) Regulations, 2015, the Company is pleased to provide members' facility to exercise their right to vote at the 32nd Annual General Meeting ("AGM") by electronic means and the business may be transacted through e-voting services provided by CDSL. It may be noted that this e-voting facility is optional. In order to facilitate those Members, who do not wish to use the e-voting facility, the company is enclosing a Ballot form, resolution passed by members through e-voting or ballot forms are deemed to have been passed as if they have been passed at Annual General Meeting. The e-voting facility will be available at the link <https://www.evotingindia.com> during the following voting period: Commencement of e-voting: From 9.00 a.m. on Monday, 11th December, 2017 to 5.00 p.m. on Wednesday, 13th December, 2017.
- b. E-voting shall not be allowed beyond 5.00 p.m. on Wednesday, 13th December, 2017. During the e-voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 08th December, 2017 may cast their vote electronically.
- c. Members can opt for only one mode of voting i.e. either by Ballot Form or e-voting. In case members cast their votes through both modes, voting done by e-voting shall prevail and vote casted through Ballot Form shall be treated as invalid.
- d. In case a member is desirous of obtaining a duplicate Ballot Form, he/she may send an e-mail to secretarialnakoda@gmail.com by mentioning their Folio No. / DP ID and Client ID No. However the duly completed Ballot Form Should

reaches the scrutinizer, Mr. Kunjal Dalal C/o Nakoda Limited, Block No 1 & 12 to 16 Village-Karanj, Tal Mandvi, Dist-Surat 394110 not later than (5.00 p.m.) on Wednesday, 13th December, 2017. Ballot Forms received after this date will be treated as invalid.

- e. The members who have casted their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- f. The Company has appointed Mr. Kunjal Dalal, Proprietor K. Dalal & Co., Practicing Company Secretaries, as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.

10. **Shareholder Instructions For E-Voting**

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday, 11th December, 2017 at 09.00 a.m. and ends on Wednesday, 13th December, 2017 at 05.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 08th December, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax

	<p>Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
<p>Dividend Bank Details</p> <p>OR Date of Birth (DOB)</p>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Nakoda Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.

- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

By Order of the Board of Directors
For Nakoda Limited

Place: Surat
Date: 01/11/2017

sd/-
Raj Kumar Gupta
(DIN: 01149510)
Chairman of
meeting

Information in respect of appointment / re-appointment of directors at Annual General Meeting Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	
Name of director	Shri Babulal Gumanmal Jain
Age	62 Years
Qualifications	Graduate
Experience	35 Years
Nature of Expertise	Management and Finance
Inter-se Relationship	Shri Babulal Gumanmal Jain is the father of Mr. Devendra Babulal Jain, the Managing Director of the company.
Name of the listed entity in which person holds directorship and membership of committee of board	Nil
Shareholding of non- executive directors	Not Applicable since the appointee is executive director

By Order of the Board of Directors
For Nakoda Limited

Place: Surat
Date: 01/11/2017

sd/-
Raj Kumar Gupta
(DIN: 01149510)
Chairman of
meeting

BOARD OF DIRECTOR'S REPORT

To
The Members,
Nakoda Limited

Your directors present Annual report on the business and operations of the company to gather with Audited Statement of Accounts of the company for the year ending 31st March 2017.

The particulars pursuant to sub section 3 of section 134 of the companies act, 2013 are given below.

a) The extract of annual return as provided under sub-section (3) of section 92 of the Companies Act, 2013:

The extract of Annual return is in format MGT-9 for the financial year ended 31/03/2017 is enclosed as "Annexure A" with this report.

b) Number of meetings of the Board:

During the year 2016-17, 4 meetings of Board of Directors were held on 06/05/2016, 15/08/2016, 14/11/2016 & 10/02/2017.

c) Directors' Responsibility Statements:

The directors' state that

- i) In the preparation of annual accounts for the financial year ended 31st March 2017, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March and of the profit / loss of the company for that period;
- iii) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) The director had prepared the annual accounts on a going concern basis;
- v) The director had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) The director had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.