NOTICE

Notice is hereby given that the Adjourned 28th Annual General Meeting of the members of **NAKODA LIMITED** will be held on Friday 13th September 2013 at 11.30 A. M. at the Company's Registered Office at Block No. 1 &12 to 16, Village - Karanj, Taluka -Mandvi, Dist.- Surat – 394110 to consider and transact the following businesses.

ORDINARY BUSINESS:

To declare dividend.

SPECIAL BUSINESS:

To consider and if thought fit, to pass with or without modification(s), the following resolutions as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 198,269, 309, 310, Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof, approval of the members be and is hereby accorded to the re-appointment of Shri D. B. Jain as Joint Managing Director of the Company, for a period of 5(five) years with effect from July 01, 2013 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified under Schedule XIII to the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors of
Nakoda Limited
Rashmi Bhatt
Company Secretary

Place: Mumbai
Date : 10.08.2013

NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote thereat and the proxy need not be a member of the Company. Proxies in order to be effective must be received at the registered office of the Company not less than 48 hours before the annual general meeting.
2. The register of Members and Share transfer books of the Company which remained closed from Tuesday, 18th June 2013 to Tuesday, 25th June 2013 (Both Days inclusive) shall continue to be applicable for the purpose of ascertaining dividend entitlement.
3. The Board of Directors at its meeting held on 10th August 2013 has recommended increase in the rate of dividend from Rs. 0.25 per equity share of Rs. 5/- each to Rs. 0.30 per equity share of Rs. 5/- each to the non promoter shareholders, and maintained the rate of dividend of Rs. 0.25 per equity share of Rs. 5/- each to the promoter shareholders for the financial year ended 31st December 2012. Dividend, if declared, at the Annual General Meeting, will be paid by the Company on or before 28th September 2013 to the shareholders holding shares on 18th June 2013.
4. Members are requested:
   a) to bring their copies of Notice and Attendance Slip at the time of the meeting.
   b) to quote their Folio No.(s) in all correspondence.
   c) to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting, in case they hold shares in dematerialized form.
5. The members are requested to intimate immediately, any change in their address or bank mandates to their depository participants with whom they are maintaining their demat accounts or to the company's Share Transfer Agent, MCS Ltd., if the shares are held by them in physical form.

EXPLANATORY STATEMENT
(Pursuant to Section 173(2) of the Companies Act, 1956)

The Board of Directors of the Company (the 'Board'), at its meeting held on 11th May 2013 has, subject to the approval of Members, re-appointed Sh. D. B. Jain as Joint Managing director, for a further period of 5(Five) years from the expiry of their present term, which will expire on June 30, 2013 on the remuneration approved by the Board.

It is proposed to seek Members' approval for the re-appointment of and remuneration payable to, Shri D. B. Jain, as Joint Managing Director, in terms of the applicable provisions of the Companies Act, 1956("the Act").

Broad particulars of the terms of re-appointment of and remuneration payable to Shri D. B. Jain are as under:

(a) Salary, Perquisites and Allowances per annum

(Rs. In Lacs)

Name	Salary	Perquisites & Allowances
Sh. D. B. Jain	3,50,000/-	* Perquisites restricted to an amount equal to the annual salary

The perquisites and allowances, as aforesaid, shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and / or allowances for utilization of gas, electricity, water, furnishing and repairs; medical reimbursement; leave travel concession for self and family including dependents; medical insurance and such other perquisites and / or allowances. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost. The Company's contribution to Provident Fund, Superannuation or Annuity Fund, to the extent these singly or together are not taxable under the Income Tax Law, gratuity payable and encashment of leave shall not be included for the purpose of computation of the overall ceiling of remuneration.

(b) Reimbursement of Expenses

Reimbursement of expenses incurred for travelling, boarding and lodging including for their respective spouses and attendant(s) during business trips; provision of car for use on the Company's business; telephone expenses at residence and club membership shall be reimbursed and not considered as perquisites.

(c) General

The Joint Managing Director will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and confirm to and comply with all such directions and regulations as may from time to time be given and made by the Board and his functions will be under the overall authority of the Chairman & Managing Director.

The Joint Managing Director shall adhere to the Company's Code of Business Conduct and Ethics for Directors and Management personnel.

Shri D. B. Jain satisfies all the conditions set out in Part – 1 of Schedule XIII to the Act for being eligible for the re-appointment. He is not disqualified from being appointed as director in terms of Section 274(1)(g) of the Act.

The above may be treated as an abstract of the terms of re-appointment of Shri D. B. Jain under Section 302 of the Act.

Shri D. B. Jain is interested in the resolution as set out in the Notice which pertains to his re-appointment and remuneration payable to him. Further, Shri B. G. Jain, Chairman & Managing Director and Smt. P. B. Jain, Director may be deemed to be concerned or interested in the resolution pertaining to the re-appointment of, and remuneration payable to Shri D. B. Jain as they are related to each other. Save and except the above, none of the other Directors of the Company is in any way, concerned or interested in the resolution.

The Board recommends the resolution as set out in the Notice for your approval.

By Order of the Board of Directors of
Nakoda Limited
Rashmi Bhatt
Company Secretary

Place: Mumbai
Date : 10.08.2013

NAKODA LIMITED

Registered Office: Block No. 1&12 to 16, Village - Karanj, Taluka -Mandvi, Dist.- Surat-394 110.

PROXY FORM

Folio No. / Client ID_____

I/We _____of

_____ being a member/members of the above named Company, hereby appoint _____

of _____

or failing him _____ of _____

as my/our proxy to vote for me/our behalf at the Adjourned 28th Annual General Meeting of the Company, to be held at Block No. 1 & 12 to 16, Village - Karanj, Taluka -Mandvi, Dist.- Surat – 394110.

Signed this day of 2013.

1 Rupee Revenue Stamp

Signature:

Note: Proxy Forms must reach the Company's Registered Office not less than 48 hours before the meeting.

----------(TEAR HERE)----------

(TEAR HERE)

NAKODA LIMITED

Registered Office: Block No. 1&12 to 16, Village - Karanj, Taluka -Mandvi, Dist.- Surat-394 110

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

Name of the attending Member (In Block Letters)	Folio No. / Client ID
Name of Proxy (In Block Letters) (To be filled in if the Proxy attends instead of the Member)	

No. of Shares held:

I hereby record my presence at the Adjourned 28th Annual General Meeting of the Company held on Friday 13th September 2013 at 11.30 A. M. at Block No. 1 & 12 to 16, Village - Karanj, Taluka -Mandvi, Dist.- Surat – 394110.

Member's/Proxy's Signature

(To be signed at the time of handling over this slip)

BOOK-POST

If undelivered, Please return to :

NAKODA LIMITED
A-701, International Trade Centre,
Majura Gate, Ring Road, Surat 395 002