Nagreeka® EXPORTS LIMITED
(GOLDEN TRADING HOUSE RECOGNISED BY GOVT. OF INDIA)
REGD. OFFICE : 18, R. N. MUKHERJEE ROAD, 6TH FLOOR, KOLKATA-700 001, INDIA
Phone : 2210 8828, 2248 4922/4943, Fax : 91-33-22481693, E-mail : sushil@nagreeka.com
CIN : L18101WB1989PLC046387

NOTICE

Annual Report and Accounts for the Year 2015-16 are being sent separately by Post/ e- mail as per Companies Act, 2013

Notice is hereby given that the 27th Annual General Meeting of the Members of Nagreeka Exports Limited, will be held at Bengal National Chamber of Commerce and Industry, 23, R.N. Mukherjee Road, Kolkata-700 001, on Thursday, the 29th September, 2016 at 10.30 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016, the Profit and Loss Account for the year ended on that date and reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Sunil Patwari (DIN 00024007), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s Das & Prasad, Chartered Accountants (FRN 303054E) as Statutory Auditors of the Company and to fix their remuneration and in this connection to pass with or without modification the following Resolution :

   "RESOLVED that pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and rules made there-under, as amended from time to time, pursuant to the recommendation of the Audit Committee of the Board and pursuant to the resolution passed by the Members at the 26th AGM of the Company, the appointment of M/s Das & Prasad, Chartered Accountants (FRN 303054E), as Statutory Auditors of the Company be and is hereby ratified to hold office till the conclusion of the 28th Annual General Meeting of the Company to be held in year 2017 at a remuneration to be fixed by the Board of Directors based on the recommendations of the Audit Committee in consultation with the Auditors."

SPECIAL BUSINESS

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

   "RESOLVED THAT Mr. Debabrata Das Choudhary (DIN 07479334), who was appointed as an Additional Director by the Board of Directors of the Company, with effect from May 25, 2016, under section 161(1) of the Companies Act, 2013, and the relevant provisions of the Companies (Appointment and Qualification of Directors) Rules 2014, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Mr. Debabrata Das Choudhary for the office of Director, in the forthcoming Annual General Meeting, be and is hereby appointed as a Director of the Company."
5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

   RESOLVED THAT as per the recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Section 196 and 197 of the Companies Act, 2013 read with Schedule V to the Act and any other applicable provisions, if any, of the Act and Rules made thereunder, including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014,(including any statutory modifications or re-enactment(s) thereof, for the time being in force), and the Articles of Association of the Company and subject to such other approvals as may be necessary and as are agreed to by the Board of Directors (hereinafter referred to as "the Board", which term shall include any Committee constituted or to be constituted by the Board and any person authorised by the Board in this behalf), the consent of the Members of the Company, be and is hereby accorded to the appointment of Mr. Debabrata Das Choudhary (DIN 07479334), as a Whole-Time Director of the Company, to hold office for 5 consecutive years with effect from 26th May, 2016, upon the terms and conditions as set out in the statement hereto.

   RESOLVED FURTHER that the Board of the Company shall, in accordance with the statutory limits/ approval as may be applicable for the time being in force, be at full liberty to revise/ alter/ modify/ amend/ change, the terms and conditions of

the appointment and remuneration, from time to time, as may be agreed to by the Board and Mr. Debabrata Das Choudhary, subject to the approval of the Nomination and Remuneration Committee, provided however, that the remuneration payable to Mr. D. Das Choudhary shall be within the limit set out in the Companies Act, 2013 and Schedule V to the Act (including any statutory modifications or re-enactment(s) thereof, and/or any regulation framed there-under), in such manner as may be agreed to between the Board and Mr. D. Das Choudhary.

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

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

"**RESOLVED** that pursuant to sections 196 and 197 of the Companies Act, 2013 read with Schedule V to the Act and any other applicable provisions, if any, of the Act and Rules made thereunder, the Company hereby approves the reappointment and the terms of remuneration of Mr. Sushil Patwari as Executive Chairman of the Company, for a period of 5 years, with effect from 1st October, 2016 upon the terms and conditions as set out in the Relevant Statement and also in the Agreement between the Company and Mr. Patwari and placed before this meeting, which agreement is hereby specifically sanctioned with liberty to the Board of Directors (herein after referred to as Board which term shall deemed to include the Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said reappointment and/ or Draft Agreement, subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013, in such form and manner or with such modification as the Board may deem fit and agreed to Mr. Sushil Patwari".

"**RESOLVED FURTHER** that where in any financial year, the Company has no profits or its profits are inadequate, during the term of office of Mr. Sushil Patwari, the remuneration as mentioned in the Relevant Explanatory Statement and the Agreement shall be the minimum remuneration"

"**RESOLVED FURTHER** that the Board be and is hereby authorized to do all acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolutions."

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

"**RESOLVED** THAT in terms of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules 2014, including any statutory modifications or re-enactment thereof for the time being in force. M/s V.J. Talati& Co., Cost Accountants in practice, Mumbai, being cost auditors appointed by Board of Directors of the Company to conduct the cost audit for the financial year ending 31st March, 2017, be paid remuneration as set out in statement annexed to the notice convening the meeting.

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

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

"**RESOLVED** that pursuant to Section 20 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules prescribed there-under, upon receipt of a request from a member for delivery of any document through a particular mode an amount of Rs. 100/- (Rupees One Hundred only) for each such document, over and above reimbursement of actual expenses incurred by the Company, be levied as and by way of fees for sending document to the member in the desired particular mode.

RESOLVED FURTHER that the estimated fees for delivery of documents shall be paid by the member in advance to the Company, before dispatch of such document.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters or things as may be in their absolute discretion

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deem necessary, proper, desirable or expedient and to settle any question, difficulty or doubt as may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance."

By order of the Board
For NAGREEKA EXPORTS LTD

Place : Kolkata
Date : 25.05.2016

J. TIWARI
(Company Secretary)

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NOTE:

1. **IN TERMS OF THE PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013, READ WITH RULE 19 OF THE COMPANIES (MANAGEMENT AND ADMINISRTATION) RULES, 2014, A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING. A proxy form for the meeting is enclosed.**
2. Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend the Annual General Meeting, pursuant to the requirements of Section 113 of the Companies Act, 2013, alongwith their respective specimen signature authorizing the representative on their behalf at the Meeting.
3. Members are requested to bring their Attendance Slips together with their copies of Annual Report to the Meeting. Copies of the Annual Report will not be provided at the Meeting venue.
4. Statement pursuant to section 102(1) of the Companies Act, 2013 forms part of this Notice.
5. Brief details of the directors, who are seeking appointment/ re-appointment, are annexed hereto as per the requirements of Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard 2 issued by ICSI.
6. Pursuant to Section 205C of the erstwhile Companies Act, 1956 all unclaimed or unpaid dividends (if any) upto the financial year ended 31st March, 2008 have been transferred to the Investors Education and Protection Fund established by the Central Government.
7. Pursuant to Section 124 and 125 of the Companies Act, 2013, dividend which remain unpaid/unclaimed for a period of 7 years from the date of transfer of the same to the Company's unpaid dividend account will be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. The following are the details of dividends paid by the Company and respective due dates for claim by the shareholders:

Financial year Ended	Date of declaration of	Last date for claiming unpaid	Due date for transfer to
31/03/2011	28/09/2011	27/09/2018	26/10/2018
31/03/2013	24/09/2013	23/09/2020	22/10/2020
31/03/2014	10/09/2014	09/09/2021	08/10/2021

Members who have not encashed their Dividend Warrants for any one or more of the said financial years are requested to make their claims to the Company or to the Registrar & Transfer Agents, Maheshwari Datamatics (P) Ltd., 2nd Floor, 6, Mangoe Lane, Kolkata - 700 001.Phone Nos. 2248-2248, 2243-5809.

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8. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the register of members and share transfer books of the Company will remain closed from Thursday, 22nd September, 2016 to Thursday, 29th September 2016, both days inclusive.

9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address as soon as possible. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Shareholders/ Depositories for depositing of dividends.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Maheshwari Datamatics Pvt. Ltd., who are the Company's Registrar and Transfer Agents.

11. Members holding shares in same name under different folios are requested to apply for the consolidation of such Folios and sent the relevant share certificates to Maheshwari Datamatics Pvt. Ltd.

12. It is observed that few members have still not surrendered their old certificate for Equity Shares of Rs. 10/- each. They are once again requested to surrender the old certificates for Equity Shares at the Registered Office of the Company or to Maheshwari Datamatics Pvt. Ltd., who are the Company's Registrar and Transfer Agents, so as to enable the Company to do the needful.

13. In terms of sections 101 and 136 of the Companies Act, 2013, read with the rules made thereunder, the listed companies may send the notice of Annual General Meeting and the Annual Report, including Financial Statements, Board Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.

14. **To receive shareholders' communications through electronic means, including annual reports and notices, members are requested to kindly register/ update their email address with their respective depository participant, where shares are held in electronic form. If, however shares are held in physical form, members are advised to register their email address with Maheshwari Datamatics Pvt. Ltd.**

15. **Voting through electronics means**

In compliance with 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 (LODR) Regulations,2015, the Company is pleased to provide to the members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-voting services. The facility of casting votes as an alternative mode of voting which will enable the Members to cast their votes electronically on the resolutions mentioned in the Notice of 27th Annual General Meeting of the Company.

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

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The Instructions for members for voting electronically are as under:-

Members whose shareholding is in Dematerialised form and whose e-mail address is registered with the Company/ Depository

Participant will receive an E-mail from NSDL informing used ID and Password:

1. Open the attached PDF file **"e-Voting.pdf"** giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
2. Launch internet browser by typing the URL https://www.evoting.nsdl.com/
3. Click on "Shareholder - Login".
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on **www.evoting.nsdl.com**
5. Password change Menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof.
6. Home page of remote "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
7. Select "EVEN" of **(Nagreeka Exports Limited)**. Members can cast their vote online from **24th September, 2016 (9:00 am) till 28th September, 2016 (5:00 pm).**

   Note: e-Voting shall not be allowed beyond said time.
8. Now you are ready for "e-Voting" as "Cast Vote" page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
10. Upon confirmation, the Massage "Vote cast successfully" will be displayed.
11. Once you have voted on a Resolution, you will not be allowed to modify your vote.
12. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail **gk.sons@hotmail.com** with a copy marked to **evoting@nsdl.co.in.**

A. For Members whose shareholding is in Dematerialised form and whose e-mail address are not registered with the Company. Depository Participants and Members holding physical shares as well as those Members who have requested for physical copy of the Notice and Annual Report, the following instruction may be noted:

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

REVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (2) to Sl. No. (12) above, to cast vote.

I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.:1800-222-990.

II. If you are already registered with NSDL for remote e-voting then you can use your existing User ID and Password/ PIN for casting your vote.

III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IV. 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 22nd September, 2016.**

The voting period begins on **24thSeptember, 2016 (9.00 AM)** and ends, on **28thSeptember, 2016 (5.00 PM).** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on **Thursday, 22nd September, 2016**, may cast their votes electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. 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 **Thursday, 22nd September, 2016.** Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Thursday, 22nd September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or compsect.nel@nagreeka.com .

2 A copy of this notice has been placed on the website of the company and the website of NSDL.

3 **CA Hari Ram Agarwal,** Practicing Chartered Accountant (Membership No. 057625) has been appointed as the
Scrutinizer for conducting the e-voting process in a fair and transparent manner.

4 The Scrutiniser shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast two (2) witnesses not in the employment of the company and make, within a period not exceeding 48 (Fourty eight hours) of conclusion of the meeting, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman.

5 The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.nagreeka.com and on the website of NSDL within two (2) days of receiving of the Scrutiniser's Report and shall be communicated to the BSE Limited and National Stock Exchange of India Limited.

13. Brief details of Directors seeking appointment/Re-appointment at the Annual General Meeting pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015.

Details of the Directors

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Name of Director	Sri Sunil Patwari	Mr. Debabrata Das	Sri Sushil Patwari
Date of Birth	15.11.1960	14.02.1953	20.09.1954
Date of appointment	30.01.2006	25.05.2016	06.03.1989
Qualification	B. Com., FCA, PGDM (IIM-A)	B.Sc (Tech) in Textile Technology, PGDCM, FIE (India), Chartered Engineer	B. Com.,
Expertise in specific Functional area	Industrialist having rich business experience of over 30 years, a renowned personality in his field	Eminent personality in the field of Textile Technology with more than 41 years of expertise.	Industrialist having rich business experience of over 30 years, a renowned personality in his field
List of other Directorship held excluding foreign companies, companies under section 8 of the	1. Nagreeka Capital & Infrastructure Ltd. 2. GPT Infraprojects Ltd.	NIL	1. Nagreeka Capital & Infrastructure Ltd. 2. Rupa & Co. Ltd. 3. Reliance Processors Ltd. 4. Jaidka Motor Co. Ltd.
Chairman / Member of the committees of the Board of other Companies in which he / she is a Director	**Nagreeka Capital & Infrastructure Limited** Audit Committee **GPT Infraprojects Limited** Nomination & Remuneration Committee	**NIL**	**Nagreeka Capital & Infrastructure Limited** Stakeholders' Relationship Committee Nomination and Remuneration Committee **Rupa & Co. Limited** Nomination & Remuneration Committee
Shareholding in the Company	1004900	NIL	791900

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ITEM NUMBER 4:

Mr. Debabrata Das Choudhary, DIN 07479334, was appointed as an Additional Director in the Board Meeting held on May 25, 2016, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Article 82(1) of the Articles of Association of the Company. In terms of Section 161(1) of the Companies Act, 2013, Mr. Debabrata Das Choudhary will hold office upto the date of the forthcoming Annual General Meeting.

Under Section 160 of the Companies Act, 2013, a notice in writing has been received from a member signifying his intentions to propose Mr. Debabrata Das Choudhary, as a Director of the Company.

Mr. D. Das Choudhary is eligible to be appointed as a Director of the Company and the Nomination and Remuneration Committee has also recommended his appointment.

The Ordinary Resolution being Item No.4 in the Notice is intended for the purpose. The Board of Directors recommends the resolution for the approval of the members.

Save and except, Mr. Debabrata Das Choudhary, no Director or Key Managerial Personnel of the Company and their relatives are concerned or interested directly or indirectly in the resolution set out under Item no. 4.

ITEM NUMBER 5:

On recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its' meeting held on 25/05/2016 appointed Mr. Debabrata Das Choudhary (DIN 07479334) as a Whole-Time Director of the Company for a period of 5 years w.e.f. 26/05/2016 on the following terms and conditions:

Remuneration	Per Month (Rs.)	Per Annunm (Rs.)
Basic Salary	65,000	
Allowance in lieu of Bonus & PF	13,200	
House Rent Allowance	39,000	
Conveyance Allowance	1,600	
Temporary Special Allowance	20,000	
Gross	138,800	16,65,600
Medical Allowance		15,000
LTA Reimbursement		1,38,800
Leave Salary		1,40,600
Total CTC per annum		19,60,000/-

Subject to revision from time-to-time by the Board of Directors subject to maximum Rs. 25.00 Lakhs per annumn.

Notice period :
Notice period will be three (3) months from either side, or salary in lieu thereof.

Duties & Power:
He shall perform such duties and exercise such powers as are entrusted to him, from time to time, by the Managing Director/ Board.

Brief resume of Mr. D.D. Choudhary as required under Regulation 36 of SEBI (LODR) Regulations, 2015 is set out at Item No.16 under the head Notes to the Notice convening the 27th Annual General Meeting of the Company.

The Ordinary Resolution being Item No.5 in the Notice is intended for the purpose. The Board of Directors recommends the resolution for the approval of the members.

Save and except, Mr. Debabrata Das Choudhary, no Director or Key Managerial Personnel of the Company and their relatives are concerned or interested directly or indirectly in the resolution set out under Item no.5.

ITEM NUMBER 6:

Mr. Sushil Patwari has been re-appointed as Executive Chairman of the Company, for a period of five years, with effect from 1st October, 2016, in the Board Meeting held on the 25th May, 2016. The Remuneration Committee of the Board of Directors at its Committee Meeting held on 25th May, 2016 unanimously recommended for his reappointment. The brief terms and conditions for his reappointment are as under:-

(a) Salary:

Rs. 3,00,000/- per month with effect from 01.10.2016.

With such increments as may be decided by the Board of Directors/ Remuneration Committee of the Board of Directors, from time to time, subject to maximum salary of Rs 5,00,000/- per month.

(b) Perquisites:

i) Housing

1) Residential accommodation or house rent allowance at the rate of 60% of salary.

2) Expenses pertaining to electricity will be borne / reimbursed by the Company.

3) Company shall provide such furniture, fixture and furnishings as approved by the Board of Directors (which includes Remuneration Committee of the Board of Directors) from time to time.

ii) Medical Expenses

Reimbursement of actual medical expenses incurred in India and/ or abroad and including hospitalization, nursing home and surgical charges for himself and family.

iii) Leave/ Holiday Travel Expenses

Reimbursement of Leave/ Holiday Travel expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred on or more occasions in a year whether in India or abroad in respect of himself and family subject to the condition that total reimbursement shall not exceed one- month's basic salary per annum. The entitlement for any year to the extent not availed shall be allowed to be accumulated upto next two years.

iv) Club Fees

Reimbursement of membership fee upto maximum of two clubs in India including admission and life membership fee.

v) Personal Accident Insurance

Personal Accident Insurance Policy of such amount as may be decided by the Managing Director/ Board, the premium of which shall not exceed Rs. 10,000/- per annum.

vi) Contribution to Provident Fund, Superannuation Fund and Annuity Fund

Company's contribution to Provident Fund, Superannuation and Annuity Fund not exceeding 30% of salary in aggregate.

vii) Gratuity

As per Gratuity Act, 972.

viii) Leave

Leave with full pay or encashment thereof as per the Rules of the Company.

ix) Car with Driver

The Company will provide Car with Driver for Company's business.

x) Telephone

Free telephone and fax facilities at residence.

xi) Reimbursement of Entertainment/ Travelling Expenses

Reimbursement of all entertainment, traveling, hotel and other expenses incurred by Mr. Sushil Patwari during the course of his employment in connection with the business of the Company.

xii) Sitting Fee

No sitting fee shall be paid to Mr. Sushil Patwari for attending the meetings of the Board of Directors of the Company or any Committee thereof.

xiii) Minimum Remuneration

In the event of inadequacy or absence of profits in any financial year during his tenure, Mr. Sushil Patwari will be entitled to the above remuneration alongwith perquisites / benefits mentioned above as and by way of minimum remuneration.

Explanation

Provision of Car for use of the Company's business and telephone at residence will not be considered in computing value of perquisites. Personal long distance calls of telephone shall be billed to Mr. Sushil Patwari.

The above may be treated as extract of the terms of reappointment of Mr. Sushil Patwari as Executive Chairman as per Section 190 of the Companies Act, 2013.

The Draft Service Agreement between the Company and Mr. Sushil Patwari is available for inspection by the Member of the Company at its Registered Office between 11.00 A.M. and 1.00 P.M. on any working day of the Company. The Board of Directors recommends the resolution for approval of the Members.

Save and except Mr. Sushil Patwari, Mr. Sunil Patwari and Mr. Mahendra Patwari, no Director of the Company is concerned or interested in the Ordinary Resolution being item number 6 of the Notice.

ITEM NUMBER 7:

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual Cost Accountant in practice or a firm of Cost Accountants in practice, as Cost Auditor on the recommendation of the Audit Committee. The remuneration, recommended by Audit Committee and approved by the Board of Directors is required to be ratified by the members.

On recommendation of the Audit Committee at its meeting held on 25th May, 2016 at 10.30 A.M., the Board approved the re- appointment of M/s V.J. Talati & Co., Cost Accountants in practice, Mumbai, to conduct the Cost Audit for the financial year ending as on 31/03/2017, at a remuneration to be decided by the Board in consultation with the Cost Auditors.

The Ordinary Resolution being item no.7 in the notice, is intended for the purpose.

No Director or Key Managerial Personnel, of the Company and their relatives are concerned or interested directly or indirectly in the
Ordinary resolution set out under item no.7.

ITEM NUMBER 8:

As per the provisions of Section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the company in its Annual General Meeting. Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

Nagreeka® EXPORTS LIMITED
(GOLDEN TRADING HOUSE RECOGNISED BY GOVT. OF INDIA)
REGD. OFFICE : 18, R. N. MUKHERJEE ROAD, 6TH FLOOR, KOLKATA-700 001, INDIA
Phone : 2210 8828, 2248 4922/4943, Fax : 91-33-22481693, E-mail : sushil@nagreeka.com
CIN : L18101WB1989PLC046387

Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting, the Directors accordingly commend the Ordinary Resolution at item no. 8 of the accompanying notice, for the approval of the members of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no.8 of the accompanying Notice.

By order of the Board

For NAGREEKA EXPORTS LTD.

Place : Kolkata

Date:25.05.2016

J. TIWARI

(Company Secretary)