



Nagreeka CAPITAL AND INFRASTRUCTURE LTD

REGD. OFFICE : 18, R. N. MUKHERJEE ROAD, KOLKATA - 700 001, INDIA
Ph. : 2210-8828, 2248-4922/4943, Fax : 91-33-22481693, E-mail : sushil@nagreeka.com

Ref.: NCIL/SE/2018-19/20.10

Date - 20/10/2018

To The Deputy General Manager Corporate Relationship Department Bombay Stock Exchange Ltd. 1st Floor, New Trading Ring Rotunda Building, P.J. Towers Dalal Street Fort Mumbai - 400 001 Scrip code : - 532895	To The Deputy General Manager Corporate Relationship Department National Stock Exchange of India Ltd. Exchange Plaza Bandra Kurla Complex Bandra (E) Mumbai - 400 051 Scrip Code : NAGREEKCAP
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Sub. : Submission of Minutes of the 24th Annual General Meeting of Nagreeka Capital and Infrastructure Ltd under Regulation 30 of the SEBI (LODR) Regulations, 2015.

Sir / Madam,

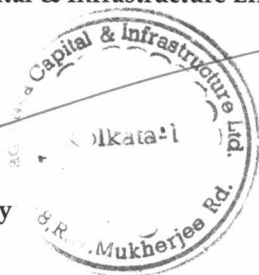
Pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015, we are enclosing herewith a certified true copy of the Minutes of the 24th Annual General Meeting of the Members of the Company held at Bengal National Chamber of Commerce and Industry, 23, R.N. Mukherjee Road, Kolkata- 700 001, on Thursday, the 20th day of September, 2018, at 11.30 A.M.

Kindly take a note of the same in your record.

Thanking you.

Yours truly,
For Nagreeka Capital & Infrastructure Limited


Vivek Jaiswal
Company Secretary



Encl: - Stated as above

MINUTES OF THE 24TH ANNUAL GENERAL MEETING OF THE MEMBERS OF NAGREEKA CAPITAL AND INFRASTRUCTURE LIMITED HELD AT BENGAL NATIONAL CHAMBER OF COMMERCE AND INDUSTRY, 23, R. N. MUKHERJEE ROAD, KOLKATA 700 001 ON THURSDAY, THE 20TH DAY OF SEPTEMBER, 2018, AT 11.30 A.M.

DIRECTORS PRESENT:

- | | |
|---------------------------|---|
| 1. Mr. Sushil Patwari | Chairman |
| 2. Mr. Mohan Kishen Ogra | Independent Director & Chairman of Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee. |
| 3. Ms. Surabhi Sanganeria | Independent Director |

IN ATTENDANCE:

- | | |
|------------------------------|-------------------------|
| 1. Mr. Vivek Jaiswal | Company Secretary |
| 2. Mr. Sanjeev Kumar Agarwal | Chief Financial Officer |

BY INVITATION:

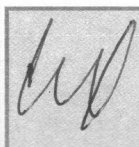
- | | |
|-----------------------------|---|
| 1. Mr. Pawan Kumar Pachisia | M/s. P.K. Pachisia & Co., Chartered Accountants, Statutory Auditors |
| 2. Ms. Neha Kapoor | Authorized Representative of M/s. M.K. Sharma & Associates, Secretarial Auditor |
| 3. Mr. Hari Ram Agarwal | Practicing Chartered Accountants, Scrutinizer |

93 Members in person representing 16,03,306 Equity shares, 12 Corporate Representatives representing 42,12,914 equity shares and 1 proxy representing 70,000 equity shares were present at the meeting as per the record of the attendance register kept at the Meeting by the Company.

Mr. Sushil Patwari, Chairman of the Company, took the Chair and welcomed all the Members present at the 24th Annual General Meeting by the Company.

1. The Chairman thereafter, introduced all the Directors on dais, to those present at the Annual General Meeting. Mr. Sunil Patwari and Mr. Bibhuti Charan Talukdar could not attend the Annual General Meeting due to Pre-occupation.
2. The Chairman informed that the requisite quorum was present and declared the Meeting to order. Hence, the business of the Annual General Meeting was taken up. The quorum was present throughout the meeting.
3. The following documents / Registers of the company remained open and accessible for inspection during the continuance of the Annual General Meeting to any member :-
 - (a) Audited balance sheet for the year ended 31st March, 2018, the Statement of profit & loss account as on that date and the reports of Directors and the Auditors thereon.
 - (b) Register of Directors and Key Managerial Personnel and their shareholding.

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(c) Register of Directors or arrangement in which Directors are interested.

(d) Secretarial Auditors' Report.

(e) Register of Proxies

4. The Chairman delivered his Speech and highlighted the economic and financial scenario, Performance of the Company, current position and future projection of the Capital Market in India, Impact of GST and Company's financial figure.
5. The notice dated 26th May, 2018, convening 24th Annual General Meeting and reports of Directors and Auditors thereon, circulated to the members, were taken as read, with the consent of the members present.

In terms of Section 145 of the Companies Act, 2013 only the qualifications, observations or comments, mentioned in the Statutory Auditors' Report and also Secretarial Audit Report, were required to be read at the Annual General Meeting. Since Statutory Auditors' Report & Secretarial Auditors' Report did not contain any qualifications, observation or comment, the said reports were not read.

6. The Chairman briefly covered the items of business of the Annual General Meeting and enquired from the members present if they required any clarifications on them, particularly on the financial statements of the company. A few queries were raised which were replied to by the Chairman.
7. The Chairman informed that the Company had in accordance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended had provided facility of e-voting to members, which was available from 17th September, 2018 (09.00 a.m) to 19th September, 2018 (5.00 p.m).
8. The Chairman informed that the Company would also provide facility of voting at Annual General Meeting through ballot papers to those members who had not exercised e-voting option. He said that after the 4 (four) resolutions, as per Notice dated 26th May, 2018, convening the Annual General Meeting, were proposed and seconded, the facility of ballot voting would commence and that the scrutinizer Mr. Hari Ram Agarwal, Practicing Chartered Accountant, with the assistance of the RTA would facilitate ballot voting.

Mr. Sushil Patwari thanked the Members, on behalf of the Board of Directors and the Management Team for their continued support and goodwill.

The Chairman also informed that:

- a. The Company had published the requisite Newspaper advertisements, on 31st August, 2018, intimating the shareholders about e-voting as per the requirement of provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other details.
- b. The e-voting period commenced on Monday, September 17, 2018 at 9.00 a.m. and ended on Wednesday, September 19, 2018 at 5.00 p.m. During this period, Shareholders of the Company, holding shares either in physical form or dematerialized form, cast their vote electronically.
- c. The voting rights of the Shareholders was in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Thursday,

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- d. September 13, 2018. Mr. Hari Ram Agarwal, Practicing Chartered Accountant (Certificate of Practice Number 057625) was appointed as the Scrutinizer.
- e. The scrutinizer would, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than 48 hours from the conclusion of the meeting, consolidated scrutinizer's report of total votes cast in favor or against, if any, to the Chairman and the Chairman would declare the results of the voting forthwith, which would not be later than 48 hours from the conclusion of this meeting.
- f. The results declared along with the Scrutinizer's Report would also be placed on the Company's website www.nagreeka.com under the investors section and would also be communicated to the Stock Exchanges on which the Company's shares are listed and also to the NSDL. The Results would also be put up on the Company's Notice Board at Registered Office.

The Chairman, thereafter, proposed to transact the business of the meeting in terms of the Notice convening the AGM, as follows:-

ORDINARY BUSINESS: ORDINARY RESOLUTION

ITEM No 1: ADOPTION OF ANNUAL ACCOUNTS AND REPORTS THEREON:

Resolution as under:-

"RESOLVED THAT, the audited Balance Sheet of the Company for the year ended 31st March, 2018, the Statement of Profit & Loss Account as on that date, together with the reports of the Auditors and the Directors thereon as laid before the Shareholders at this Meeting be and are hereby received, considered, approved and adopted."

The aforesaid Resolution was proposed by Mr. Rajesh Sharma, Authorised Representative of Dadra Eximp Pvt. Ltd a member of the Company and seconded by Mr. Bharat Lal Bansal, a member of the Company.

The Chairman informed that the Resolution had been duly proposed and seconded and had already been put to vote through remote e-voting. The Chairman invited the Members present to share their views/ comments/ suggestions, if any, on the Reports and Accounts of the Company for the year ended March 31, 2018. The questions raised by Members of the Company were satisfactorily replied by the Chairman.

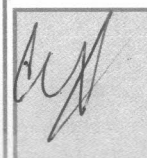
ITEM No 2: APPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION (MR. SUSHIL PATWARI -DIN-00023980):

Since, Mr. Sushil Patwari, Chairman, as he was re-appointed as Director liable to retire by rotation, entrusted the conduct of the proceedings in respect of item no.-2 of the Notice convening this AGM to Ms. Surabhi Sanganerla, Non Interested Director with the consent of the Members present at the AGM.

Resolution as under:-

"RESOLVED THAT, Mr. Sushil Patwari (DIN-00023980), who retires by rotation and being eligible, for re-appointment, be and is hereby re-appointed as a Director of the Company, whose directorship will be liable to determination by retirement of directors by rotation."

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The aforesaid Resolution was proposed by Mr. Abhijit Saha, Authorised Representative of Alps Viniyog Pvt. Ltd a member of the Company and seconded by Mr. Gopal Sharma, Authorised Representative of Sri Krishna Viniyog Pvt. Ltd a member of the Company.

The Chairman informed that the Resolution had been duly proposed and seconded and had already been put to vote through remote e-voting. The Chairman invited the Members present to share their views/ comments/ suggestions, if any, on the re-appointment of Director liable to retire by rotation. The questions raised by Members of the Company were satisfactorily replied by the Chairman.

At this stage, Mr. Sushil Patwari, Chairman, again took the Chair and started conducting the further proceeding of the notice convening this AGM.

SPECIAL BUISNESS: SPECIAL RESOLUTION

ITEM No 3: RE APPOINTMENT OF MR. BIBHUTI CHARAN TALUKDAR (DIN- 00024015) AS INDEPENDENT DIRECTOR OF THE COMPANY:

Resolution as under:-

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and other applicable provision, if any, of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Rules") and Schedule IV to the Act (including any statutory modifications or re-enactment (s) thereof for the time being in force) and Regulation 17(1a) of SEBI (LODR) Regulation, 2015 as amended, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Bibhuti Charan Talukdar (DIN 00024015) above the age of 75 years, as Independent Director on the Board of the Company for 2nd Consecutive term of 5 years effective from 1st April, 2019 till 31st March, 2024 and not liable to retire by rotation."

"RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and is hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid resolution."

The aforesaid Resolution was proposed by Mr. Raghunandan Mondal, Authorised Representative of Shree Viniyog Pvt. Ltd a member of the Company and seconded by Ms. Suman Agarwal, a member of the Company.

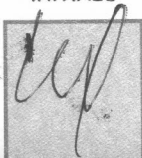
The Chairman informed that the Resolution had been duly proposed and seconded and had already been put to vote through remote e-voting. The Chairman invited the Members present to share their views/ comments/ suggestions, if any, on the Re Appointment of Mr. Bibhuti Charan Talukdar, an Independent Director of the Company. The questions raised by Members of the Company were satisfactorily replied by the Chairman.

ITEM No 4: RE APPOINTMENT OF MR. MOHAN KISHEN OGRA (DIN- 01081215) AS INDEPENDENT DIRECTOR OF THE COMPANY:

Resolution as under:-

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and other applicable provision, if any, of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Rules") and Schedule IV to the Act (including any statutory modifications or re-enactment (s) thereof for the time being in force) and Regulation 17(1a) of SEBI (LODR) Regulation, 2015 as amended, the consent of the members of the Company be and is hereby accorded to

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re-appoint Mr. Mohan Kishen Ogra (DIN 01081215) above the age of 75 years, as Independent Director on the Board of the Company for 2nd Consecutive term of 5 years effective from 1st April, 2019 till 31st March, 2024 and not liable to retire by rotation."

"RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and is hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid resolution."

The aforesaid Resolution was proposed by Mr. Dhanpat Rai Nahata, a member of the Company and seconded by Mr. Aloke Periwal, a member of the Company.

The Chairman informed that the Resolution had been duly proposed and seconded and had already been put to vote through remote e-voting. The Chairman invited the Members present to share their views/ comments/ suggestions, if any, on the Re Appointment of Mr. Mohan Kishen Ogra, an Independent Director of the Company. The questions raised by Members of the Company were satisfactorily replied by the Chairman.

BALLOT PAPER VOTING:

At this stage, Mr. Hari Ram Agarwal, Practicing Chartered Accountants, appointed as scrutiner, distributed Ballot papers to members present at the AGM, who had not cast their E- Voting. He requested the concerned members to fill up the Ballot paper and put it in the Ballot box which was under lock.

The Concerned Members exercised their voting rights through Ballot Paper.

VOTE OF THANKS:

Since all Items, as per Notice dated 26/05/2018 convening this Annual General Meeting, were transacted, the meeting concluded with vote of thanks to the Chair. The vote of thanks was proposed by Mr. Gopal Sharma, Authorised Representative of Sri Krishna Viniyog Pvt. Ltd. a member of the Company and seconded by Mr. Abhijit Saha, Authorised Representative of Alps Viniyog Pvt. Ltd. a member of the Company.

COMMENCEMENT AND CONCLUSION OF ANNUAL GENERAL MEETING:

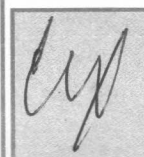
The Annual General meeting commenced at 11.30 a.m. and concluded at 12.15 noon

DECLARATION OF RESULTS:

Based on the Scrutiniser's consolidated report dated 21st September, 2018, on the voting results (i.e. E-voting & Ballot voting) of the resolutions as per the Notice dated 26/05/2018 convening this Annual General Meeting, the Chairman declared the result on 21st September, 2018 at 19.45 p.m. that all resolutions were passed with requisite majority.

The summary of the results of voting are as under:

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Resolution No.	Resolution Type	For		Against	
		No. of Equity Shares	Percentage	No. of Equity Shares	Percentage
1.	Ordinary	88,47,027	99.51	43203	0.49
2.	Ordinary	88,45,997	99.51	43233	0.49
3.	Special	88,46,997	99.56	39286	0.44
4.	Special	88,46,997	99.56	39286	0.44

Place: Kolkata

Date: 15/10/2018



Sushil Patwari
Chairman

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