



Nagreeka[®] CAPITAL & INFRASTRUCTURE LTD.

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Ref: NCIL/SE /2019-20/

Date: 25.10.2019

To Listing Compliance National Stock Exchange of India Limited Exchange Plaza, C-1, Block-G Bandra Kurla Complex Bandra (E) Mumbai - 400 051	To Listing Compliance Bombay Stock Exchange Limited 1 st Floor, New Trading Ring Rotunda Building, P.J. Towers, Dalal Street Fort, Mumbai - 400 001
Scrip Name: NAGREEKCAP	Scrip Code - 532895

Dear Sir/Mam,

Sub: Submission of Minutes of the 25th Annual General Meeting in compliance of Regulation 30 of the SEBI (LODR) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015, we are enclosing herewith a certified true copy of the Minutes of the 25th Annual General Meeting of the Members of the Company held at Bengal National Chambers of Commerce and Industry, 23, R.N.Mukherjee Road, Kolkata – 700001, on Friday, the 27th September, 2019 at 11.30 a.m.

Kindly take a note of the same in your record.

Thanking you,

Yours truly,

For Nagreeka Capital & Infrastructure Limited

Shruti Murarka

Shruti Murarka
Company Secretary

Encl: As above.



MINUTES OF THE 25TH 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 FRIDAY, THE 27TH DAY OF SEPTEMBER, 2019, 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 Sanganerla | Independent Director |

IN ATTENDANCE:

- | | |
|------------------------------|-------------------------|
| 1. Ms. Shruti Murarka | Company Secretary |
| 2. Mr. Sanjeev Kumar Agarwal | Chief Financial Officer |

BY INVITATION:

- | | |
|--------------------------|---|
| 1. Mr. Amit Kumar Thakur | Authorized Representative of M/s. Das & Prasad, Chartered Accountants, Statutory Auditors |
| 2. Mr. Hari Ram Agarwal | Practicing Chartered Accountants, Scrutinizer |

150 Members in person representing 10,80,463 Equity shares, 11 Corporate Representatives representing 33,98,091 equity shares and 15 proxy representing 5,55,111 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 25th 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 Ishwarlal Patwari could not attend the Annual General Meeting due to Pre-occupation. Ms. Rupa Gupta, Secretarial Auditor of the Company was exempted from attending Annual General Meeting.
2. The Chairman informed about sudden and sad demise of Mr. B.C.Talukdar, ex-Independent Director of the Company, on Sunday, 15th September, 2019. He (Mr. B.C.Talukdar) was appointed on the Board of the Company in 2006 and the Company was immensely benefitted from his vision and leadership during his tenure. Further, the Chairman requested to those present to observe a minute of silence and reflection as a mark of respect for him.
3. 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.
4. The following documents / Registers of the company remained open and accessible for inspection during the continuance of the Annual General Meeting to any member :-

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(a) Audited Balance Sheet for the year ended 31st March, 2019, 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.

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

(d) Secretarial Auditors' Report.

(e) Register of Proxies

5. 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.
6. The notice & its addendum dated 27th May, 2019 & 19th August, 2019 respectively, convening 25th 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. The Statutory Auditors' Report & Secretarial Auditors' Report did not contain any qualifications, observation or comment.

7. 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.
8. 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 24th September, 2019 (09.00 a.m) to 26th September, 2019 (5.00 p.m).
9. 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 3 (three) resolutions, as per notice & its addendum dated 27th May, 2019 & 19th August, 2019 respectively, 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 2nd September, 2019, 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.

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- b. The e-voting period commenced on Tuesday, September 24, 2019 at 9.00 a.m. and ended on Thursday, September 26, 2019 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. Friday, September 20, 2019. Mr. Hari Ram Agarwal, Practicing Chartered Accountant (Certificate of Practice Number 057625) was appointed as the Scrutinizer.
- d. 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 or a person authorized by him would declare the results of the voting forthwith, which would not be later than 48 hours from the conclusion of this meeting.
- e. 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 BUISNESS: 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, 2019, 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."

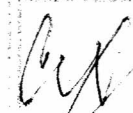
The aforesaid Resolution was proposed by Mr. Shakoor Chobdar, Authorised Representative of Dadra Eximp Pvt. Ltd a member of the Company and seconded by Mr. Rajib Sadhu, Authorised Representative of Shree Viniyog Pvt. Ltd a member of the Company.

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 Reports and Accounts of the Company for the year ended March 31, 2019. 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. SUNIL ISHWARLAL PATWARI -DIN-00024007):

Since Mr. Sushil Patwari, Chairman was related to Mr. Sunil Ishwarlal Patwari, Director who was retiring by rotation he (Sushil Patwari) entrusted, the

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proceedings in regards to item no.-2 of the Notice convening this AGM to Ms. Surabhi Sanganeria, Non Interested Director with the consent of the Members present at the AGM.

Resolution as under:-

"RESOLVED THAT, Mr. Sunil Ishwarlal Patwari (DIN-00024007), 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."

The aforesaid Resolution was proposed by Mr. Sanjeev Kumar Agarwal, Authorised Representative of Alps Viniyog Pvt. Ltd a member of the Company and seconded by Mr. Tapas Das, 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: ORDINARY RESOLUTION

ITEM No 3: APPOINTMENT OF M/S. DAS & PRASAD STATUTORY AUDITOR OF THE COMPANY FOR FIVE YEARS FROM THE CONCLUSION OF 25TH ANNUAL GENERAL MEETING TILL CONCLUSION OF 30TH ANNUAL GENERAL MEETING.

Resolution as under:-

"RESOLVED THAT pursuant to the provisions of Sections 139(8) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Das & Prasad, Chartered Accountants (Firm Registration No.303054E), be and is hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. P.K.Pachisia & Co., Chartered accountants.

RESOLVED FURTHER THAT M/s. Das & Prasad, Chartered Accountants, (Firm Registration No.303054E) be and are hereby appointed as Statutory Auditors of the Company and they shall hold the office of the Statutory Auditors of the Company for a term of 5 (five) years from the conclusion of 25th Annual General Meeting till the conclusion of 30th Annual General Meeting to be held in the year 2024 i.e. for the financial year from 2019-2020 upto 2023-2024 at such remuneration (including reimbursement of out of pocket expenses), as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of the Company."

The aforesaid Resolution was proposed by Mr. Gopal Jhunjhunwala, a member of the Company and seconded by Ms. Vandana Kajaria, 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

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Appointment of Statutory Auditor of the Company for five years from the conclusion of 25th Annual General Meeting till conclusion of 30th Annual General Meeting. 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 Scrutinizer, 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 & its addendum dated 27/05/2019 & 19/08/2019 respectively 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. Tapas Das, Authorised Representative of Sri Krishna Viniyog Pvt. Ltd. a member of the Company and seconded by Mr. Sanjeev Kumar Agarwal, 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 12.45 p.m.

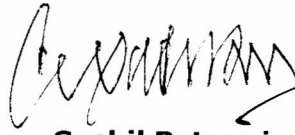
DECLARATION OF RESULTS:

Based on the Scrutiniser's consolidated report dated 28th September, 2019, on the voting results (i.e. E-voting & Ballot voting) of the resolutions as per the Notice & its addendum dated 27/05/2019 & 19/08/2019 respectively convening this Annual General Meeting, the Chairman declared the result on 28th September, 2019 at 4.00 p.m. that all resolutions were passed with requisite majority.

The summary of the results of voting are as under:

Res olu tio n No.	Resolutio n Type	For		Against	
		No. of Equity Shares	Percentage	No. of Equ ity Sha res	Percenta ge
1.	Ordinary	81,35,691	99.99994	5	0.00006
2.	Ordinary	69,75,291	99.99993	5	0.00007
3.	Ordinary	81,35,691	99.99994	5	0.00006

Place: Kolkata
Date: 25.10.19


Sushil Patwari
Chairman

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