



Nagreeka CAPITAL AND INFRASTRUCTURE LTD

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Ref.: NCIL/SE/2020/

Date: 27/10/2020

To Listing Compliance Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 Scrip Code: 532895	To Listing Compliance National Stock Exchange of India Limited Exchange Plaza BandraKurla Complex Bandra (E) Mumbai 400 051 Scrip Code: NAGREEKCAP
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Dear Sir/Mam,

Sub: Submission of Minutes of the 26th Annual General Meeting of Nagreeka Capital & Infrastructure Ltd. in accordance to 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 26th Annual General Meeting of the Members of the Company held on Monday, September, 2020 at 1.00 p.m. through Video Conferencing (VC).

Kindly take a note of the same in your record.

Thanking you,
Yours truly,

For Nagreeka Capital & Infrastructure Limited

Shruti Murarka
Company Secretary

MINUTES OF THE 26th ANNUAL GENERAL MEETING OF THE MEMBERS OF NAGREEKA CAPITAL & INFRASTRUCTURE LIMITED HELD ON MONDAY, THE 28TH DAY OF SEPTEMBER, 2020, AT 1.00 P.M. THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO VISUAL MEANS (OAVM) FACILITY

DIRECTORS PRESENT THROUGH VIDEO CONFERENCE :

1. Mr. Sushil Patwari, Chairman
2. Mr. Sunil Ishwarlal Patwari, Managing Director
3. Mr. Manish Kr. Bansal, Non-Executive Non-Independent Director
4. Mr. Amitava Mazumdar, Non-Executive Independent Director
5. Ms. Surabhi Sanganeria, Non-Executive Independent Director,
Chairperson of the Audit Committee
Chairperson of Nomination and Remuneration Committee
6. Mr. Santosh Harakhchand Somani, Non-Executive Independent Director

IN ATTENDANCE PRESENT THROUGH VIDEO CONFERENCE:

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

BY INVITATION THROUGH VIDEO CONFERENCE:

1. Mr. Hari Ram Agarwal Practicing Chartered Accountants, Scrutinizer
2. Mr. Vivek Mishra of M/s. Vivek Mishra & Co., New Secretarial Auditor

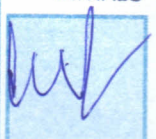
39 Members (including corporate representatives) participated in the Annual General Meeting through VC/OAVM facility as per the record of the attendance register of NSDL

1. Mr. Sushil Patwari, Chairman of the Company, took the Chair and welcomed all the Members present at the 26th Annual General Meeting of the Company.

The Chairman informed that in view of the restrictions due to outbreak of COVID-19 and considering the social distancing norms, the AGM was conducted through the VC /OAVM facility. The AGM was convened and conducted in accordance with General Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMDI/CIR/P/2020/79 dated 12th May, 2020 issued by the Securities and Exchange Board of India in view of the continuing COVID-19 pandemic.

2. The Chairman thereafter, informed the members about the sudden and sad demise of Mr. Mohan Kishen Ogra, Independent Director of the Company, on Sunday, 19th July, 2020. He also said that his sudden death will be an irreparable loss to the Company as well as to his family and also extended condolences to his family. He also extended condolences to those who have lost their loved one due to COVID-19 pandemic.

CHAIRMAN'S
INITIALS



3. The Chairman further informed that the Company had taken all steps to ensure that the shareholders were able to attend and vote at this AGM in a seamless manner. He also stated that the Company had tied up with NSDL to provide facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM.
4. 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.
5. The Chairman delivered his speech and highlighted the economic Scenario, performance of the Company, impact of COVID-19, reasons for not considering dividend, Future Scenario of NBFC Sector in India and company's financial figures.
6. The notice & its addendum dated 31st July, 2020 & 24th August, 2020 respectively convening 26th 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.

The Statutory Auditors' Report & Secretarial Auditors' Report did not contain any qualification, observation and comment, so in terms of Section 145 of the Companies Act, 2013 the Statutory Auditors' Report and Secretarial Auditors Report were not required to be read at the Annual General Meeting. The Chairman briefly covered the items of business of the Annual General Meeting

7. The Chairman briefly covered the items of business of the Annual General Meeting.
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 25th September, 2020 (09.00 a.m) to 27th September, 2020 (5.00 p.m).

Further the Members who were participating in the AGM and who had not casted their votes by remote e-voting were given the facility to cast their votes during the AGM through the e-voting facility provided by NSDL. The voting during the AGM remained open till 1.35 P. M. and the meeting was declared as closed thereafter.

As the resolutions for the items included in the Notice & its addendum had already been put to vote through remote E-voting and were also being put for e-Voting during the AGM, therefore, no resolution was required to be proposed or seconded by the Members at the AGM.

The Chairman concluded by stating that the results of the voting process and Scrutinizers' Report shall be submitted to the stock Exchanges within 48 hours from the conclusion of this meeting and the same will be uploaded on the website of NSDL and also of the Company

Ms. Shruti Murarka thanked the Members, on behalf of the Board of Directors and the Management Team for their continued support and goodwill.

CHAIRMAN'S
INITIALS

The Chairman also informed that:

- a. The Company had published the requisite Newspaper advertisements, on 29th August, 2020, 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, as amended and other details.
- b. The e-voting period commenced on Friday, September 25, 2020 at 9.00 a.m. and ended on Sunday, September 27, 2020 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. Monday, September 21, 2020. 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 through remote e-voting and e-voting at the AGM in the presence of at least two witnesses not in the employment of the company and make, not later than two days of 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.
- 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, 2020, the Statement of Profit & Loss 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.”

CHAIRMAN'S
INITIALS

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

SPECIAL BUSINESS : SPECIAL RESOLUTION**ITEM No 3 : RE-APPOINTMENT OF MR. SUNIL ISHWARLAL PATWARI (DIN : 00024007) AS MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS WITH EFFECT FROM 1ST JUNE, 2020****Resolution as under**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rules made there under and Schedule V thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on the recommendations of the Nomination & Remuneration Committee and the appointment made by the Board of Directors, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Sunil Ishwarlal Patwari (DIN : 00024007) as Managing Director of the Company for a further period of 5 years with effect from 01/06/2020 to 31/05/2025, upon such terms and conditions including remuneration as set out in the relevant explanatory statement annexed to the Notice convening this Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of the appointment and /or remuneration based on the recommendation of the Nomination and Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force).

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.”

CHAIRMAN'S
INITIALS

SPECIAL BUISNESS : SPECIAL RESOLUTION

ITEM No 4: RE-APPOINTMENT OF MS SURABHI SANBAGERIA (DIN : 06987772) AS AN 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 Ms. Surabhi Sangneria (DIN : 06987772) as an Independent Director on the Board of the Company for 2nd Consecutive term of 5 years effective from 28th September, 2020 till 27th September, 2025 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."

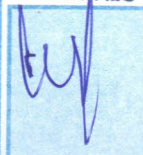
SPECIAL BUISNESS : ORDINARY RESOLUTION

ITEM No 5 : APPOINTMENT OF MR. SANTOSH HARA KHCHAND SOMANI (HOLDING DIN : 02894841) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

Resolution as under:-

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules 2014 ("the Rules") made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws Mr. Santosh Harakhchand Somani (holding DIN : 02894841), who was appointed as an Additional Director of the Company with effect from April 1, 2020, by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee in terms of Section 161(1) of the Act and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160(1) of the Act from a member proposing his candidature for the office of the Director, be and is hereby appointed as the Non-Executive Independent Director of the Company with effect from April 1, 2020 for a term of five consecutive years and shall not be liable to retirement by rotation.

CHAIRMAN'S
INITIALS



RESOLVED FURTHER THAT the Board of Directors or any Key Managerial Personnel of the Company for the time being are severally authorized to do all acts, deeds, matters and things and take such steps as may be necessary, expedient as desirable in this regard."

SPECIAL BUISNESS : ORDINARY RESOLUTION

ITEM No 6: APPOINTMENT OF MR. AMITAVA MAZUMDAR (HOLDING DIN : 06441635) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

Resolution as under:-

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules 2014 ('the Rules') made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws Mr. Amitava Mazumdar (holding DIN : 06441635), who was appointed as an Additional Director of the Company with effect from April 1, 2020, by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee in terms of Section 161(1) of the Act and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160(1) of the Act from a member proposing his candidature for the office of the Director, be and is hereby appointed as the Non-Executive Independent Director of the Company with effect from April 1, 2020 for a term of five consecutive years and shall not be liable to retirement by rotation."

RESOLVED FURTHER THAT the Board of Directors or any Key Managerial Personnel of the Company for the time being are severally authorized to do all acts, deeds, matters and things and take such steps as may be necessary, expedient as desirable in this regard."

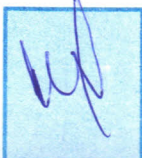
SPECIAL BUISNESS : ORDINARY RESOLUTION

ITEM No 7: APPOINTMENT OF MR. MANISH KUMAR BANSAL (HOLDING DIN : 01227489) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY:

Resolution as under

"RESOLVED THAT pursuant to the provisions of Section 156 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules 2014 ('the Rules') made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws Mr. Manish Kumar Bansal (holding DIN : 01227489), who was appointed as an Additional Director of the Company with effect from April 1, 2020, by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee in terms of Section 161(1) of the Act and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160(1) of the Act from a member proposing his candidature for the office of the Director, be and is hereby appointed as the Non-Executive Non-Independent Director of the Company with effect from April 1, 2020 for a term of five consecutive years and shall not be liable to retirement by rotation."

CHAIRMAN'S
INITIALS



RESOLVED FURTHER THAT the Board of Directors or any Key Managerial Personnel of the Company for the time being are severally authorized to do all acts, deeds, matters and things and take such steps as may be necessary, expedient as desirable in this regard."

VOTE OF THANKS:

Since all Items, as per Notice & its addendum dated 31/07/2020 & 24/08/2020 respectively convening this Annual General Meeting, were transacted and there being no other business, the meeting as closed with vote of thanks to the Chair.

The resolutions as set out in the Notice of the 26th Annual General Meeting, duly approved by the members with requisite majority, are recorded hereunder as part of the proceedings of the AGM.

COMMENCEMENT AND CONCLUSION OF ANNUAL GENERAL MEETING:

The Annual General meeting commenced at 1.00 p.m. and concluded at 1.35 p.m.

DECLARATION OF RESULTS:

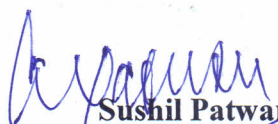
Based on the Scrutinizer's consolidated report dated 29th September, 2020, the Chairman declared the result of e-voting on 30th September, 2020 and declared that all resolutions as per notice & its addendum dated 31st July, 2020 & 24th August, 2020 were passed with requisite majority.

The summary of the results of voting are as under:

Resolution No.	Resolution Type	For		Against	
		No. of Equity Shares	Percentage	No. of Equity Shares	Percentage
1.	Ordinary	81,90,552	99.9999	6	0.0001
2.	Ordinary	81,90,552	99.9999	6	0.0001
3.	Special	81,90,552	99.9999	6	0.0001
4.	Special	81,90,552	99.9999	6	0.0001
5.	Ordinary	81,90,552	99.9999	6	0.0001
6.	Ordinary	81,90,552	99.9999	6	0.0001
7.	Ordinary	81,90,552	99.9999	6	0.0001

Place: Kolkata

Date: 27.10.2020


Sushil Patwari
Chairman


CHAIRMAN'S
INITIALS

