



Nagreeka[®] CAPITAL & INFRASTRUCTURE LTD.

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

NCIL/ /2016

Date: 26.10.2016

To The Deputy General Manager Corporate Relationship Dept. National Stock Exchange of India Limited Exchange Plaza Bandra Kurla Complex Bandra (E) Mumbai 400 051	To The Deputy General Manager Corporate Relationship Dept. The Bombay Stock Exchange Limited 1 st Floor, New Trading Ring Rotunda Building, P.J. Towers Dalal Street Fort Mumbai 400 001
---	---

Dear Sir,

Sub: Minutes of the 22nd Annual General Meeting of Nagreeka Capital & Infrastructure Ltd.

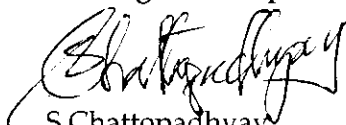
We are pleased to enclose herewith copy of Minutes of the 22nd Annual General Meeting of the Members of the Company held on 29th September, 2016.

We request you to kindly take it on record.

Thanking you,

Yours faithfully,

For Nagreeka Capital & Infrastructure Limited


S.Chattopadhyay
(Company Secretary)

MINUTES OF THE 22ND ANNUAL GENERAL MEETING OF THE MEMBERS OF NAGREEKA CAPITAL & INFRASTRUCTURE LIMITED HELD ON THURSDAY, THE 29TH SEPTEMBER, 2016 AT BENGAL NATIONAL CHAMBERS OF COMMERCE AND INDUSTRY, 23, R.N. MUKHERJEE ROAD, KOLKATA - 700 001 FROM 11.30 AM TO 12.20 PM.

Directors Present

- (1) Mr. Sushil Patwari - Chairman
- (2) Mr. M.K.Ogra - Independent Director & Chairman of Audit Committee, Stakeholders' Relationship Committee and Nomination & Remuneration Committee.
- (3) Mr. B.C.Talukdar - Independent Director

Also present

- (1) Mr. S. Chattopadhyay - Company Secretary
- (2) Mr. Sanjeev Agarwal - Chief Financial Officer

In Attendance

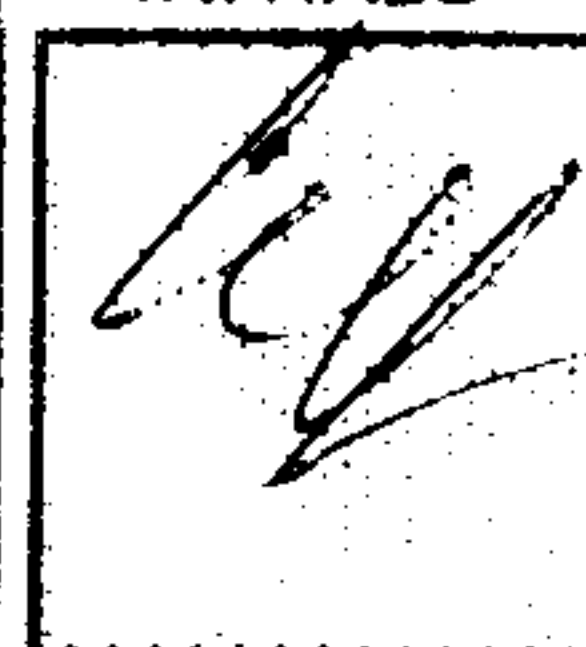
- (1) Mr. H.R. Agarwal - Representing H.R. Agarwal & Associates, Chartered Accountants, Statutory Auditors.
- (2) Ms. Richa Goenka - Representing M. K. Sharma & Associates, -Secretarial Auditors.
- (3) Mr. Hari Ram Agarwal - Practicing Chartered Accountant, Scrutiniser.

38 Members representing 20,436 Equity shares, 5 Corporate Representatives and 14 proxies representing 4,272,997 equity shares were present at the meeting.

The Chairman of Audit Committee, Stakeholders' Relationship Committee and Nomination & Remuneration Committee was present in the meeting.

- 1. Mr. Sushil Patwari, Chairman of the Company, took the chair and welcomed all members present at the 22nd Annual General Meeting of the Company.
- 2. The Chairman thereafter introduced all the Directors on dais to those present at the Annual General Meeting.
- 3. The Chairman informed that the requisite quorum was present and declared the Meeting to order. Hence the businesses before the Annual General Meeting was taken up, as requisite quorum was present till the close of the Meeting.
- 4. The following documents / Registers of the company remained open and accessible for inspection during the continuance of the Annual General Meeting :-

CHAIRMAN'S
INITIALS



- (a) Audited balance sheet as at 31st March, 2016, the profit & loss account for the year ended as on that date and the reports of Directors and the Auditors.
 - (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.
- 5. The Chairman delivered his speech and highlighted the economic and industrial scenario, performance of the Company, current position and future projection of the Capital Market in India, projections over proposed GST and company's operational financial figures.
 - 6. The notice dated 25th May, 2016, convening 22nd Annual General Meeting and reports of Directors and Auditors thereon, circulated to the members, were taken as read, with the consent of the members.

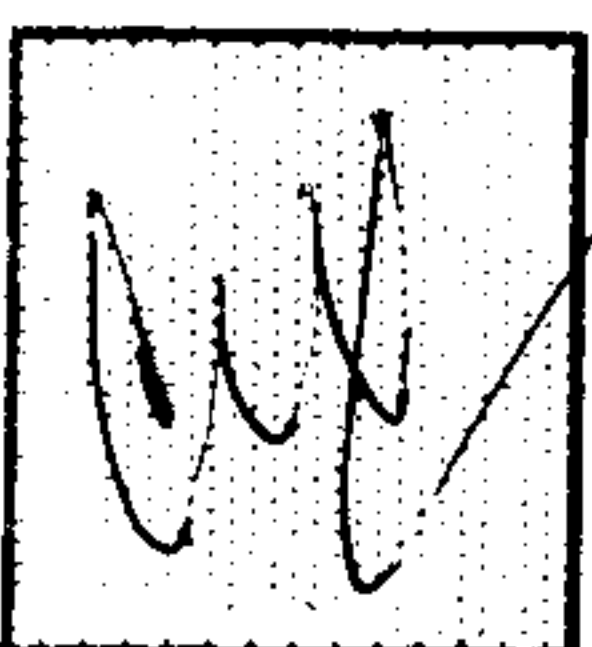
In terms of Section 145 of the Companies Act, 2013 only the clarifications, observations or comments, mentioned in the Auditors' Report and also secretarial Audit Report, were required to be read at the Annual General Meeting. Since there was no clarification, observation or comment, the Statutory Auditors' Report and the Secretarial Audit Report were not required to be read.

- 7. The Chairman briefly covered the items of business before 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, Rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of the SEBI Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015 all the members were provided facility of e-voting which was available from 24rd September, 2016 (9.30 am) to 28th September, 2016 (5.00 pm).
- 9. The Chairman informed that the Company had also provided facility of voting at Annual General Meeting through ballot to those members who had not exercised e-voting option. He said that after the 4 (four) resolutions, as per Notice dated 25th May, 2016 convening the Annual General Meeting, were proposed and seconded, the facility of ballot voting would commence and that the scrutinizer Mr. Hari Ram Agarwal, 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 brought to attention of the Members the following:

CHAIRMAN'S
INITIALS



- a. That in compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has made arrangements for the Members to cast their votes in the proposed resolutions to be passed at the Twenty Seventh Annual General Meeting through electronic voting system or through ballot and any member who has exercised his right to vote through remote e-voting, will not be entitled to vote again at the meeting.
- b. Company has published the required advertisements on 9th September, 2016 intimating the shareholders about e-voting amongst other matters as per the requirement of the Companies Act, 2013 and Rules made there-under.
- c. The e-voting period commenced on Saturday, September 24, 2016 at 9.30 a.m. and ended on Wednesday, September 28, 2016 at 5.00 p.m. During this period, Shareholders of the Company, holding shares either in physical form or dematerialized form, casted their vote electronically.
- d. 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 of Thursday, September 22, 2016. CA Hari Ram Agarwal, Practicing Chartered Accountant (Certificate of Practice Number 057625) was appointed as the Scrutiniser to scrutinize the e-voting process in a fair and transparent manner.
- e. The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the company and make not later than three 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 shall declare the results of the voting forthwith, which shall not be later than 48 hours from the conclusion of this meeting.
- f. The results declared along with the Scrutinizer's Report shall also be placed on the Company's website www.nagreeka.com under the investors section and shall also be communicated to the Stock Exchanges on which the Company's shares are listed.

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

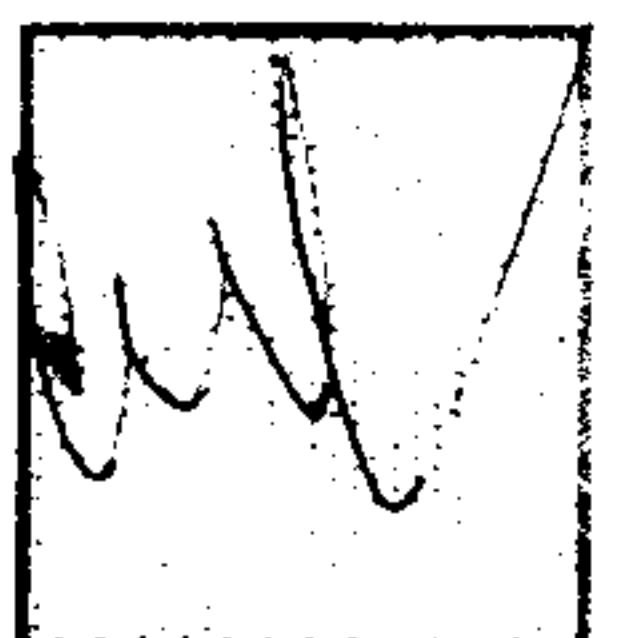
AS ORDINARY BUISNESS:

AGENDA No 1: ADOPTION OF ACCOUNTS AND REPORTS THEREON

The Chairman informed the members that the following Resolution was recommended as an Ordinary Resolution:

"RESOLVED THAT, the audited financial statements of the Company as on March 31, 2016 and the audited financial statements of the Company for the financial year 2015-16 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



The aforesaid Resolution was proposed by Mr. Debraj Chatterjee, a member of the Company and seconded by Mr. Chandidas Ghosh, 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. Before putting the Resolution to vote through ballot papers, the Chairman invited the Members present to share their views/ comments/ suggestions, if any, on the Reports and Accounts of the Company for the period ended March 31, 2016. The questions raised by Members of the Company were satisfactorily replied by the Chairman

AGENDA No 2: APPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION-SRI SUSHIL PATWARI (DIN-00023980)

At this stage Mr. Sushil Patwari temporarily stepped down from the Chairmanship and requested Mr. B.C. Talukdar, Director present on dais, to take the Chair.

The Chairman informed the members that the following Resolution was recommended as an Ordinary Resolution:

"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, liable to retire by rotation."

The aforesaid Resolution was proposed by Mr. Sunil Kr. Paul, a member of the Company and seconded by Mr. Sukumar Roy, 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 physical voting through ballot paper for this item of business would commence once the remaining items of business as mentioned in the notice convening this Annual General Meeting were transacted.

After the Resolution was moved, Mr. Sushil Patwari, again took the Chair.

AGENDA No 3: RATIFICATION OF THE APPOINTMENT OF STATUTORY AUDITORS AND TO APPROVE THEIR REMUNERATION

The Chairman informed the members that the following Resolution was recommended as an Ordinary 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 21st AGM of the Company, the appointment of M/s. H.R. Agarwal & Associates, Chartered Accountants (FRN 323029E), as Statutory Auditors of the Company be and is hereby ratified to hold office till the conclusion of the 23rd 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."

CHAIRMAN'S
INITIALS



The aforesaid Resolution was proposed by Mr. Rajesh Kumar Shaw, a member of the Company and seconded by Mr. Rahul Patwari, 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 physical voting through ballot paper for this item of business would commence once the remaining items of business as mentioned in the notice convening this Annual General Meeting were transacted.

AS SPECIAL BUSINESS:

AGENDA No 4: DETERMINATION OF FEES TO BE CHARGED FOR SERVICE OF DOCUMENTS IN A PARTICULAR MODE

The Chairman informed the members that the following Resolution was recommended 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.

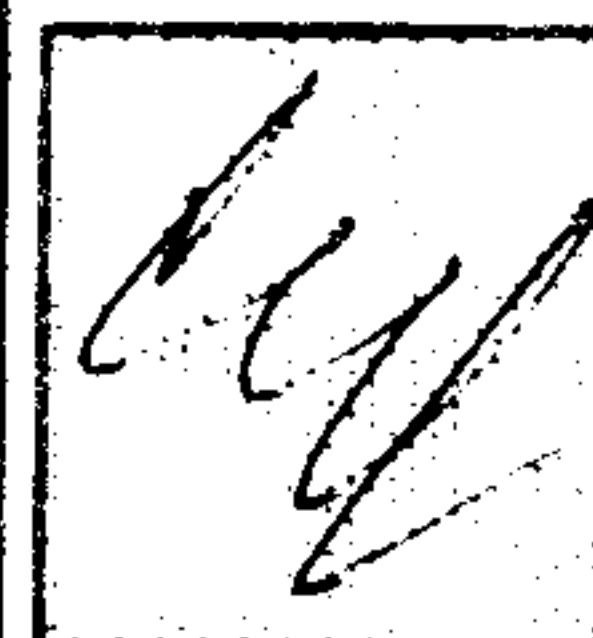
RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters or things as may be in their absolute discretion deem necessary, proper, desirable or expedient and to settle any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

The aforesaid Resolution was proposed by Mr. Rahul Patwari, a member of the Company and seconded by Mr. Apurba Mitra, 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 physical voting through ballot paper for this item of business would commence once the remaining items of business as mentioned in the notice convening this Annual General Meeting were transacted.

Thereafter the Chairman advised Mr. H.R. Agarwal, Scrutiniser to felicitate voting by the eligible members present through ballot papers at the AGM and authorised Mr. H.R. Agarwal to submit the Scrutiniser's report, based on combined voting results. The Chairman informed the Members present that the combined result of voting would be announced within 48 hours from the conclusion of the meeting and the same would be uploaded in the Company website

CHAIRMAN'S
INITIALS



VOTE OF THANKS

The voting commenced and continued till 12.20 p.m. The Meeting concluded with a vote of thanks to the Chair proposed by Mr. Sukumar Roy, Member.

DECLARATION OF RESULTS

Based on the Scrutiniser's combined report on the results of the proposed resolutions as per the Notice dated 25/05/2016 and transacted in the 22nd Annual General Meeting of the Company, the Chairman declared on 1st October, 2016 at 11.30 a.m. all resolutions were carried with required majority.

The summary of the results of voting are as under:
Participating Shares : Total 65,70,420

Resolution No.	FOR		AGAINST	
	No. of Equity Shares	Percentage	No. of Equity Shares	Percentage
Resolution No. 1	65,70,320	99.99%	100	0.01%
Resolution No. 2	65,70,320	99.99%	100	0.01%
Resolution No. 3	65,70,320	99.99%	100	0.01%
Resolution No. 4	65,70,320	99.99%	100	0.01%

Place: Kolkata
Date: October 18, 2016


Sushil Patwari
Chairman


CHAIRMAN'S
INITIALS

