Oeko-Tex

Nagreeka® EXPORTS LIMITED

(TRADING HOUSE RECOGNISED BY GOVT. OF INDIA)

ISOQAR QUALITY ASSURED FIRM ISO 9001 — UKAS QUALITY MANAGEMENT 026

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

Ref: NEL/SE /2017-18/21.08 Date: 21.08.2017

To	To
Market Operation Dept. **National Stock Exchange of India Limited** Exchange Plaza Bandra Kurla Complex Bandra (E) Mumbai - 400 051	The General Manager Market Operations **Bombay Stock Exchange Limited** 1st Floor, New Trading Ring Rotunda Building, P.J. Towers, Dalal Street Fort, Mumbai - 400 001
Scrip Name: NAGREEKEXP	**Scrip Code - 521109**

Dear Sir

Sub: Notice of 28th Annual General Meeting (AGM) and intimation of Cut Off Date

Pursuant to Regulation 30 of the SEBI Listing Regulations, we are enclosing herewith Notice of 28th Annual General Meeting of the Company.

Further, we wish to inform you the followings:

i) The Cut Off date for reckoning the voting rights of the members for remote e-voting and voting at the 28th AGM is Monday, 11th September, 2017.

ii) The Company has appointed National Securities Depository Limited (NSDL) for providing remote e-voting facility at the 28th AGM of the Company.

iii) The Company has appointed M/s. H. R Agarwal & Associates as a Scrutinizer for conducting e-voting and ballot paper voting at the 28th AGM.

This is for your information and record.

Thanking you,

Yours faithfully,
For Nagreeka Exports Limited

Jitendra Tiwari
Company Secretary

Nagreeka Exports Ltd. Kolkata-1

Encl: As above.

MUMBAI OFFICE : 7, KALA BHAWAN, 3, MATHEW ROAD, MUMBAI - 400 004, INDIA
Phone : 91-22-61447500, Fax : 91-22-23630475, E-mail : info@nagreeka.com, Website : www.nagreeka.com
WORKS : LAXMI TEKADI, VILLAGE : YAVLUJ, TALUKA : PANHALA, DIST. : KOLHAPUR - 416 205, INDIA
Phone : 0231-2420637/639, 02328-237226, Fax : 0231-2420638, E-mail : klp_nagreeka@sancharnet.in
CIN : L18101WB1989PLC046387

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NOTICE

Notice is hereby given that the **28th 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 Monday, the 18th day of September, 2017 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, 2017, the statement of Profit and Loss 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. Mahendra Patwari (DIN 00024002), who retires by rotation and being eligible, offers himself for re-appointment.

3. To Appoint Auditors and to fix their remuneration and in this connection to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s B Nath & Co, Chartered Accountants (FRN 307057E), be and are hereby appointed as the Statutory Auditors of the Company to hold office for a period of five years from the conclusion of this Annual General Meeting till 33rd Annual General Meeting subject to ratification of their appointment at every Annual General Meeting of the Company and at a remuneration as may be determined by the Board of Directors 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 pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule V of the Companies Act, 2013(including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and subject to such other approvals, as may be necessary, consent of the members of the Company be and is hereby accorded to the reappointment of Mr. Mahendra Patwari (DIN – 00024007), as a Whole-time Director of the Company for a period of 5 (five) years with effect from 1st July, 2017 till 30th June, 2022,whose office shall be liable to retire by rotation, upon such terms and conditions 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 the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be considered necessary, proper or expedient to give effect to the aforesaid resolution."

5. 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 the Board of Directors of the Company to conduct the cost audit for the financial year ending 31st March, 2018, be paid

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 do all such acts, deeds and things as may be considered necessary, proper or expedient to give effect to the aforesaid 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 the provisions of Section 13(1), 61, 64 and other applicable provision(s), if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded for reclassification of the Authorised Share Capital of the Company from Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) comprising 3,00,00,000 (Three Crore) Equity Shares of Rs. 5/-(Rupees Five) each to Rs. 12,00,00,000/- (Rupees Twelve Crore Only) comprising 2,40,00,000 (Two Crore Forty Lakh) Equity Shares of Rs. 5/- (Rupees Five) each and 30,00,000 (Thirty Lakh) Preference Shares of Rs. 10/- (Rupees Ten) each and consequently the existing Clause V of the Memorandum of Association of the Company be and is hereby amended and be substituted by the following –

> The Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 2,40,00,000 (Two Crore Forty Lakh) Equity Shares of Rs. 5/- each and 30,00,000 (Thirty Lakh) Preference Shares of Rs. 10/ each with the rights, privileges and conditions attaching thereto as are provided by the Articles of Association of the Company with power to increase and reduce the Capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or provided by the Articles of Association of the Company for the time being."

"RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the 'Board') be and are hereby authorised to take all such steps and actions as it may deem necessary, proper or expedient for the purpose of giving effect to the abovesaid resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 42, 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the regulations/guidelines, if any, issued/prescribed by the Government of India, the Securities and Exchange Board of India ("SEBI") and the Reserve Bank of India, the Foreign Exchange Management Act, 2000, and subject to the relevant provisions of the Articles of Association of the Company, approval of the members be and is hereby accorded to the Board of Directors of the Company to create, offer, issue, and allot 25,00,000 (Twenty Five lakh) Redeemable Preference Shares of Rs. 40/- (Rupees Forty) each including a premium of Rs. 30/- (Rupees Thirty) per Redeemable Preference Share, on preferential basis to the following promoter of the Company:

Sl. No.	Name	Number of Redeemable Preference Shares to be issued
a)	Sri Sushil Patwari	25,00,000

in one or more tranches out of the conversion of unsecured loans obtained from them, with the liberty to the Board or Committee thereof to issue and allot the said Redeemable Preference Shares, as and when required and that such Redeemable Preference Shares shall be redeemable at a premium (to be decided later by the Board or a Committee thereof) not later than the expiry of 20 years from the date of their issue, as may be decided by the Board or Committee thereof and entitle the holder for dividend at the rate of 15%, subject to the provisions of the Companies Act, 2013 and on such other terms and conditions as the Board of Directors, in its absolute discretion, may deem fit or proper for such purpose, including to sign all deeds, documents, share certificates and writings, etc. and to settle any questions or difficulties that may arise in

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regard to the issue, as it may, in its absolute discretion, deem fit and proper and that all or any of the powers conferred on the Board vide this Special resolution may be exercised by a committee of the Board of Directors.

FURTHER RESOLVED THAT the above Redeemable Preference Shares shall be subject to the following conditions:

a. The said Redeemable Preference Shares shall rank for dividend in priority to the allotted equity shares of the Company. The dividend will be calculated pro rata i.e. from the date of allotment of such Preference Shares.

b. The said Redeemable Preference Shares will have priority for repayment of capital and arrears of dividend, whether declared or not, up to the commencement of the winding up, in priority to the allotted equity shares but shall not be entitled to any further participation in profits or assets.

c. The payment of dividend shall be on cumulative basis.

d. The voting rights of the said Redeemable Preference Shares shall be in accordance with the provisions of Section 47 of the Companies Act, 2013.

e. The Redeemable Preference Shares will not be listed on any Stock Exchange. However, they shall be transferable inter-se the Promoter Group of the Company.

f. In the event of further creation and allotment of Preference Shares, the same shall rank pari-passu to the aforesaid Preference Shares.

g. The issuer will have an option to redeem the preference shares at any time, in one or more tranches but, not later than 20 years from the date of issue thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution(s), the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose."

By order of the Board
For **NAGREEKA EXPORTS LTD**

Sd/-
JITENDRA TIWARI
COMPANY SECRETARY

Place: Kolkata
Date: 14/08/2017

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 provisions of Section 113 of the Companies Act, 2013, along with 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 is annexed and 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 clause 1.2.5 of 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, 2009 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., 23, R.N. Mukherjee Road 5th Floor, Kolkata - 700 001.Phone Nos. 2248-2248, 2243-5809.

8. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (LODR) Regulations, 2015, the register of members and share transfer books of the Company will remain closed from **Monday, 11th September, 2017 to Monday, 18th September 2017, both days inclusive.**

9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in their 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. Members holding shares in electronic form are, 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 Share Transfer Agents.

11. Members holding shares in same name under different folios are requested to apply for the consolidation of such Folios and send the relevant share certificates to Maheshwari Datamatics Pvt. Ltd, Registrar and Share Transfer Agent of the Company.

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 Agent, 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 Registrar and 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 Electronic means**

    1. 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 28th 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.

    The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

    The remote e-voting period commences on 14th September, 2017 (9:00 am) and ends on 17th September, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 11th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

TheInstructionsformembersforvotingelectronicallyareasunder:-

A. 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 User 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)**.
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 message "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.**

B. 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:

EVEN (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 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 i.e. 11th September, 2017.**

The voting period begins on **14th September, 2017 (9.00 AM)** and ends on **17th September, 2017 (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 i.e **Monday, 11th September, 2017**, 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 i.e **Monday, 11th September, 2017.** 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. Monday, 11th September, 2017, may obtain the login ID and password by sending a request at **evoting@nsdl.co.in or compsect.nel@nagreeka.com** .

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

C. **Hari Ram Agarwal of M/s. H. R. Agarwal & Associates,** Practicing Chartered Accountant (Membership No. 057625) has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

D. 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 (Forty 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.

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

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

Details of the Directors

Name of Director	**Sri Mahendra Patwari**
Date of Birth	15.03.1963
Date of appointment	01.07.2004
Qualification(s)	B.E. from IIT Powai, Mumbai
Expertise in specific Functional area	Industrialist having rich business experience
List of other Directorship held excluding foreign companies, Companies under section 8 of the Companies Act, 2013 and Private Companies.	NIL
Chairman / Member of the committees of the Board of other Companies in which he is a Director	NOT APPLICABLE
Shareholding in the Company	534900

By order of the Board

For Nagreeka Exports Ltd.

Sd/-

Jitendra Tiwari

Company Secretary

Place: Kolkata
Date: 14/08/2017

Explanatory Statement PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 4

Keeping in view the vast experience and knowledge of Mr. Mahendra Patwari and on recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 24/05/2017, subject to approval of the members of the Company, re-appointed him as a Whole-time Director of the Company for a further period of 5 (Five) years with effect from 1st July, 2017 till 30th June, 2022 on the following terms and conditions including remuneration:

General Terms & Conditions

(i) Mr. Mahendra Patwari shall perform such functions and duties as may be assigned to him, from time to time, by the Board.

(ii) Mr. Mahendra Patwari shall also visit such places from time to time, which may be necessary for the purpose of the business of the Company. He shall be entitled to reimbursement of all travelling, boarding, lodging and incidental expenses , which he may incur for performing his duties.

Remuneration

Rs. 3,00,000/- per month with effect from 01/07/2017.

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

Perquisites

1) Housing

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

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

iii) The 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.

2) 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.

3) Holiday Travel Expenses

Reimbursement of Holiday Travel expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred on one occasion in a year whether in India or abroad in respect of himself and family, as per Company rules.

4) Club Fees

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

5) Personal Accident Insurance

Personal Accident Insurance Policy of such amount as may be decided by the Board of Directors (which includes Nomination and Remuneration Committee), the premium of which shall not exceed Rs. 1,00,000/- per annum.

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

The Company's contribution to Provident Fund, Superannuation and Annuity Fund as per Rules of the Company.

7) **Gratuity**
As per Gratuity Act, 972.

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

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

10) **Telephone**
Free telephone and fax facilities at residence. The Company will also pay the mobile expenses pertaining to his mobile.

11) **Reimbursement of Entertainment/ Travelling Expenses**
Reimbursement of all entertainment, traveling, hotel and other expenses incurred by Mr. Mahendra Patwari during the course of his employment in connection with the business of the Company.

12) **Sitting Fee**
No sitting fee shall be paid to Mr. Mahendra Patwari for attending the meetings of the Board of Directors of the Company or any Committee thereof.

13) **Minimum Remuneration**
In the event of inadequacy or absence of profits in any financial year during his tenure, Mr. Mahendra Patwari will be entitled to the above remuneration alongwith perquisites / benefits mentioned above as minimum remuneration.

Brief resume of Mr. Mahendra Patwari 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 28th Annual General Meeting of the Company.

The above may be treated as extract of the terms of reappointment of Mr. Mahendra Patwari as a Whole-time Director of the Company as per Section 190 of the Companies Act, 2013.

The Draft Service Agreement between the Company and Mr. Mahendra 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 proposed Resolution being item No. 4 in the Notice convening this AGM is intended for the purpose. The Board of Directors recommends the resolutions as set out at Item No. 4 for approval of the shareholders as an Ordinary Resolution.

Save and except Mr. Mahendra Patwari, Mr. Sunil Patwari and Mr. Sushil Patwari none of the Directors and the Key Managerial Personnel of the Company including their relatives, is concerned or interested in aforesaid Ordinary Resolution.

ITEM NO. 5

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 24th May, 2017, 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 on 31st March, 2018, at a remuneration to be decided by the Board in consultation with the Cost Auditors.

The proposed Resolution being item No. 5 in the Notice convening this AGM is intended for the purpose. The Board of Directors recommends the resolutions set out at Item No. 5 for approval of the shareholders as an Ordinary Resolution.

None of the Directors and the Key Managerial Personnel of the Company including their relatives, is concerned or interested in aforesaid Ordinary Resolution.

Item No- 6

In light of the above referred proposed allotment of preference shares, it is proposed to reclassify the existing Authorised Share Capital of the Company from Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) comprising 3,00,00,000 (Three Crore) Equity Shares of Rs. 5/- (Rupees Five) each to Rs. 12,00,00,000/- (Rupees Eight Crore Only) comprising 2,40,00,000 (Two Crore Forty Lakh) Equity Shares of Rs. 5/- each and 30,00,000 (Thirty Lakh) Preference Shares of Rs. 10/- (Rupees Ten) each.

Consequently, it is proposed to make appropriate alterations in the Memorandum of Association of the Company, by substituting the existing Clause V by the proposed one, to reflect the changes in the Authorised Share Capital of the Company.

The proposed resolution being item No. 6 in the Notice convening this AGM is intended for the purpose.

The Board of Directors believes that the proposed issue of Preference Shares is in the best interest of the Company and recommends the resolutions set out at Item No. 6 for approval of the Members of the Company as an Ordinary Resolution.

Save and except Mr. Sushil Patwari, Mr. Sunil Patwari and Mr. Mahendra Patwari, none of the Directors and the Key Managerial Personnel of the Company including their relatives, are in any way concerned or interested, financially or otherwise in the proposed Ordinary resolution, set out at item no. 6 of the Notice.

Item No- 7

The Company is pursuing several growth opportunities in its existing scale of business. Your company is trying to maximize the shareholders value by accelerating the growth in pace with the opportunities. To augment the long term resources of the company and in order to meet the growth opportunities and as per the stipulation of lenders, your board intends to mobilize funds through issue of preference shares by way of preferential allotment out of conversion of unsecured loan. The 25,00,000 (Twenty Five Lakh) Redeemable Preference Shares proposed to be issued to the proposed promoters of the Company and their relative on preferential basis.

Disclosure as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014, are as under:

1. **The Size of Issue:** 25,00,000 Preference Shares of Rs. 40/- (Rupees Forty) each including a premium of Rs. 30/- (Rupees Thirty) per Redeemable Preference Shares
2. **Nature of such Shares:** Cumulative Non - Convertible Redeemable Preference Shares.
3. **Object of the issue:** Object of this issue to convert partly unsecured loan into capital to improve debt equity ratio of the Company and to meet long term capital requirements.
4. **Manner of the issue/Securities to be issued:** The resolution set out in the notice at item no. 7, entitling the Board to issue and allot preference shares on preferential basis entitling to apply for preference shares as may be deemed appropriate in the best interest of the Company.
5. **Pricing:** The said Redeemable Preference Shares of Rs. 10/- (Rupees Ten) each shall be issued at a premium of Rs. 30/- (Rupees Thirty) each.
6. **Basis on which the price has been arrived:** Price has been determined on the basis of valuation report.
7. **Terms of issue:** Preference shares shall be issued out of conversion of unsecured loan which will carry 15% dividend.

8. **Manner, Mode and Terms of Redemption:** Preference Shares shall be redeemable not later than 20 years from the date of issue thereof out of profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purposes of the redemption as the case may be in one or more tranches.

9. **Relevant Date:** Not Applicable.

10. **The class or classes of person to whom the allotment is proposed to be made**: Allotment is being made to existing shareholder of the Company belonging to Promoter/Promoter group.

11. **The names of the proposed offerees and the percentage of post preferential offer capital that may be held by them, are as under**: -

	Name of Offerees	Number of preference Shares to be offered	% holding post preferential offer
a)	Sri Sushil Patwari	25,00,000	100 %

12. **Completion of Allotment:** The proposed time limit within which the allotment shall be completed is 12 (Twelve) months from the date of passing the Special Resolution by the Members of the Company, approving the issue.

13. **Expected Dilution in Equity Share Capital/Change in Control:** The subject Redeemable Preference Shares shall not be converted into equity shares and therefore there is no question of any change in the Shareholding pattern, resulting from this subject issue of Redeemable Preference shares.

14. **The number of persons to whom allotments on preferential basis have already been made during the year, in terms of number of securities as well as price:** No allotment has been made during the year.

15. **Shareholding Pattern:** Percentage of pre and post preferential offer capital that may be held by the offerees, as per special resolution under item No. 7 of the Notice, are as under :

		Pre-Preferential Offer of Redeemable Preference Shares		Post-Preferential offer of Redeemable Preference Shares			
Sr. No.	Category & Name of the Shareholders	No. of fully paid up equity shares held	Shareholding as a % of total no. of equity shares	No. of fully paid up equity shares held	Shareholding as a % of total no. of equity shares	No. of Redeemable Preference Share	Shareholding as a % of total no. of Redeemable Preference shares
A	**Promoters' Holding**						
(1)	**Indian**						
(a)	Individuals / Hindu undivided Family	4472800	35.78	4472800	35.78	2500000	100
(b)	Other Body Corporates	2105186	16.84	2105186	16.84		
(2)	**Foreign Promoters**						
Total Shareholding of Promoter and Promoter Group (A)		6577986	52.63	6577986	52.63	2500000	100
B	**Non- Promoters' Holding**						
(1)	Institutional Investors						
(a)	Mutual Funds	3300	0.03	3300	0.03	-	-
(b)	Financial Institutions/ Banks	300	0.00	300	0.00	-	-
(c)	Any Other (specify)	300	0.00	300	0.00	-	-
	Sub-Total (B)(1)	3900	0.03	3900	0.03	-	-

(2)	**Non-** Institutional Investors						
a(i)	Individuals - i.Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	2875486	23.00	2875486	23.00	-	-
a(ii)	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	387124	3.10	387124	3.10	-	-
(b)	Others (Including NRIs)	2655204	21.24	2655204	21.24	-	-
	Sub-Total (B)(2)	5917814	47.34	5917814	47.34	-	-
	Total Public Shareholding (B)=(B)(1)+(B)(2)	5921714	47.37	5921714	47.37	-	-
	Total (A+B)	**12499700**	**100.00**	**12499700**	**100.00**	**2500000**	**100**

16. **Lock-in:** The preference shares issued under the above Preferential Issue shall not be listed on the stock exchange (s) and do not require lock-in requirement.

The proposed Resolution being item No. 7 in the Notice convening this AGM is intended for the purpose. The Board of Directors recommends the resolutions set out at Item No. 7 for approval of the shareholders as a Special Resolutions.

Save and except Mr. Sushil Patwari, Mr. Sunil Patwari and Mr. Mahendra Patwari, none of the Directors and the Key Managerial Personnel of the Company including their relatives, is concerned or interested in aforesaid resolution.

By order of the Board

For Nagreeka Exports Ltd.

Sd/-
Jitendra Tiwari
Company Secretary

Place: Kolkata
Date: 14/08/2017

NAGREEKA EXPORTS LIMITED

REGISTERED OFFICE: 18, R.N. MUKHERJEE ROAD, KOLKATA - 700 001, INDIA
Phone: 2210-8828, 2248-4922/4943, Email: compsect.nel@nagreeka.com, Website: www.nagreeka.com
CIN: L18101WB1989PLC046387

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

D.P.ID*	
Client ID*	

Ledger Folio No.	
No.of Shares held	

Full Name of the Member (IN BLOCK LETTERS) : _____

Full Name of Proxy (IN BLOCK LETTERS) : _____ (to be filled in if Proxy attends instead of the Member)

I / We hereby record my/our presence at the **28th Annual General Meeting of the Company held at Bengal National Chamber of Commerce and Industry,** 23, R.N. Mukherjee Road, Kolkata-700 001, on Monday, the 18th day of September, 2017 at 10.30 a.m.

_____

(Signature of the Member/ Proxy)
(To be signed at the time of handing over this slip)

***Applicable to Members holding shares in electronic form.**

Note: Members are requested to bring their copies of the Annual Report to the Meeting.

NAGREEKA EXPORTS LIMITED

REGISTERED OFFICE: 18, R.N. MUKHERJEE ROAD, 6TH FLOOR, KOLKATA - 700 001, INDIA
Phone: 2210-8828, 2248-4922/4943, Email: compsect.nel@nagreeka.com, Website : www.nagreeka.com
CIN: L18101WB1989PLC046387

PROXY FORM
FORM NO. MGT-11
(Pursuant to section 105 (6) of the companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN : L18101WB1989PLC046387
Name of the Company : NAGREKA EXPORTS LIMITED
Registered office : 18, R.N. Mukherjee Road, 6th Floor, Kolkata- 700 001.

Name of member(s)	
Registered Address	
E-mail ID	
Folio No./ Client ID/ DP ID	
DP ID	

I/We, being the member(s) of _____ shares of the above named company, here by appoint:

(1) Name : _____ Address : _____
E-mail Id : _____ Signature: _____ or falling him;
(2) Name : _____ Address : _____
E-mail Id : _____ Signature: _____ or falling him;
(3) Name : _____ Address : _____
E-mail Id : _____ Signature: _____ or falling him;

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Eighth Annual General Meeting of the Company, to be held on **Monday, the 18th day of September, 2017** at 10.30 a.m. at Bengal National Chamber of Commerce and Industry, 23, R.N. Mukherjee Road, Kolkata-700 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
Ordinary Business :	
1.	Adoption of Financial statements for the year ended 31st March, 2017 and the Directors' and Auditors' Report thereon.
2.	To appoint a Director in place of Mr. Mahendra Patwari, who retires by rotation and being eligible, offers himself for re-appointment.
3.	Appointment of M/s, B. Nath & Co, Chartered Accountants, as Statutory Auditors of the Company.
Special Business :	
4.	Re-appointment of Mr, Mahendra Patwari as a Whole-time Director of the Company for a period of 5 years w.e.f 01/07/2017.
5.	Approval of the terms of Appointment of the Cost Auditors.
6.	Reclassification of Authorised Share Capital of the Company.
7.	Issue of Non - Convertible Redeemable Preference Shares

Signed this_____ day of_____ 2017

Affix Revenue Stamp

_____ _____ _____
Signature of first proxy holder of Proxy Holder | Signature of second proxy holder | Signature

Note:
1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.