MINUTES OF THE 26TH ANNUAL GENERAL MEETING OF THE MEMBERS OF NAGREEKA EXPORTS LTD HELD AT BENGAL NATIONAL CHAMBER OF COMMERCE AND INDUSTRY, KOLKATA-700 001 ON MONDAY, THE 28TH SEPTEMBER, 2015 FROM 10.30 AM TO 11.15 AM.

Directors Present

(1) Mr. Sushil Patwari - Chairman

(2) Mr. M.K.Ogra - Independent Director & Chairman, Audit Committee, Stakeholders' Relationship Committee and Nomination & Remuneration Committee.

(3) Mr. B.C.Talukdar - Independent Director

In Attendance

(1) Mr. J. Tiwari - Company Secretary

(2) Mr. K.N. Bansal – Chief Financial Officer

(3) Mr. Sumit Rajharia - Representing Das & Prasad, Chartered Accountants – Statutory Auditors.

(4) Ms. Saheli Banerjee - Representing M. K. Sharma & Associates – Secretarial Auditors.

52 Members representing 3922 equity shares, 6 Corporate Representatives and 13 proxies representing 3,086,926 equity shares were present.

1. Mr. Sushil Patwari, Chairman of the Company, took the chair and welcomed all those present at the 26th 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 business before the Annual General Meeting was taken up as quorum was present. Quorum was also 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 :-

   (a) Audited balance sheet as at 31st March, 2015, 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 company's operational financial figures.

6. The notice dated 28th May, 2015, 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.

   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 Clause 35B of the listing agreement, all the members were provided facility of e-voting which was available from 23rd September, 2015 (09.30 am) to 27th September, 2015(05.00 p.m).

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 6 number of resolutions, as per notice dated 28th May, 2015 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:

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 sixth Annual General Meeting through electronic voting system or through poll 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 advertisements required on 5th September, 2015 intimating the shareholders about e-voting amongst other matters as per the requirement of the Companies Act and Rules made thereunder.

c. The e-voting period commenced on Wednesday, September 23, 2015 at 09.30 a.m. and ended on Sunday, September 27, 2015 at 05.00 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 Monday, September 21, 2015. 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 scrutiniser 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 5.00 P.M., 1st October, 2015.

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 shares of the Company is 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 recommended the following Resolution as an Ordinary Resolution:

"RESOLVED THAT, the audited financial statements of the Company as on March 31, 2015 and the audited financial statements of the Company for the financial year 2014-15 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. Sukumar Roy, a member of the Company and seconded by Mr. Tapas Kumar Das, 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 poll 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 31,2015. 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)

The Chairman recommended the following Resolution 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. Pardip Dey, representing India Overseas Export Pvt. Ltd., 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 poll 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.

AGENDA NO 3: APPOINTMENT OF STATUTORY AUDITORS AND TO APPROVE THEIR REMUNERATION

The Chairman recommended the following Resolution 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, M/s Das & Prasad, Chartered Accountants (FRN 303054E), be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 28th Annual General Meeting of the Company to be held in year 2017 (subject to ratification of their appointment at each Annual General Meeting) at a remuneration to be fixed by the Board of Directors based on the recommendations of the Audit Committee."

The aforesaid Resolution was proposed by Mr. Pardip Dey, representing India Overseas Export Pvt. Ltd., 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 poll 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 BUISNESS:

AGENDA NO 4: APPOINTMENT OF MS. SURABHI SANGANERIA(DIN-06987772) AS AN INDEPENDENT DIRECTOR

The Chairman recommended the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Ms. Surabhi Sanganeria (DIN 06987772), who was appointed as an Additional Director by the Board of Directors of the Company, with effect from November 13, 2014, under section 161(1) of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules 2014, who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Ms. Surabhi Sanganeria for the office of Director, in the forth coming Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014, (including any statutory modifications or re-enactment(s) thereof for the time being in force), Ms. Surabhi Sanganeria (DIN 06987772), who has submitted a declaration that she meets the criteria of independence as per section 149(6) of the Companies Act, 2013, and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, to hold office for 5 consecutive years upto 27th September, 2020, not being liable to retire by rotation."

The aforesaid Resolution was proposed by Mr. Shakoor Chobdar, representing Nagreeka Foils Ltd., 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 poll 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.

AGENDA NO 5: REDESIGNATING SRI SUSHIL PATWARI (DIN-00023980) AS EXECUTIVE CHAIRMAN-

The Chairman recommended the following Resolution as an Ordinary Resolution:

"RESOLVED THAT, in supersession of the resolution passed by the Members at the Twenty Third Annual General Meeting held on September 27, 2012 and as amended by the members at the 25th Annual General Meeting held on 10th September, 2014 and pursuant to provisions of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof for the time being in force), the consent of the members' of the Company be and is hereby accorded to the appointment of Sri Sushil Patwari, as Executive Chairman of the Company, with effect from June 1, 2015 till September 30, 2017, on the terms and conditions, as contained in the statement annexed to the notice convening this Annual General Meeting, with liberty to the Board of Directors including Nomination and Remuneration Committee, to alter and vary the terms and conditions, as referred above, as it may deem fit and proper and acceptable to Sri Sushil Patwari, subject to the fact that the total remuneration will not exceed the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof and further that he will be liable to retire by rotation in accordance with Section 152 of the Companies Act, 2013.

RESOLVED FURTHER THAT, the Board of Directors of the Company is authorized to do all such acts, deeds, things and matters which are connected therewith or incidental thereto."

The aforesaid Resolution was proposed by Mr. Sukumar Roy, a member of the Company and seconded by Mr. Mrinal Baran Mukherjee, 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 poll 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.

AGENDA NO 6: APPOINTMENT OF COST AUDITORS AND TO APPROVE THEIR REMUNERATION

The Chairman recommended 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 Board of Directors of the Company to conduct the cost audit for the financial year ending 31st March, 2016, be paid remuneration as set out in statement annexed to the notice convening the meeting.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

The aforesaid Resolution was proposed by Mr. Rahul Patwari, 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 poll 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 on Monday, October 1, 2015 at 5.00 p.m. and the same would be uploaded in the Company website

VOTE OF THANKS

The voting commenced and continued till 11.15 a.m. The Meeting concluded with a vote of thanks to the Chair proposed by Mr. Anup Kumar Das, Member.

DECLARATION OF RESULTS

Based on the Scrutiniser's combined report on the results of the proposed resolutions as per the Notice dated 28/05/2015 and transacted in the 26th Annual General Meeting of the Company, the Chairman declared on 1st October at 5.00 p.m. all resolutions were carried with required majority.

The summary of the results of voting are as under:
Participating Shares : Total 86,47,841

Resolution No.	FOR		AGAINST	
	No. of Equity Shares	Percentage	No. of Equity Shares	Percentage
Resolution No. 1	85,35,992	98.7066%	1,11,849	1.2934%
Resolution No. 2	85,35,992	98.7066%	1,11,849	1.2934%
Resolution No. 3	85,35,992	98.7066%	1,11,849	1.2934%
Resolution No. 4	85,35,992	98.7066%	1,11,849	1.2934%
Resolution No. 5	85,35,992	98.7066%	1,11,849	1.2934%
Resolution No. 6	85,35,992	98.7066%	1,11,849	1.2934%

Sushil Patwari
Chairman

Place: Kolkata
Date: October 27, 2015