★★★ EXPORT HOUSE
Oeko-Tex

M/S Nagreeka EXPORTS LIMITED
(STAR TRADING HOUSE RECOGNISED BY GOVT. OF INDIA)
REGD. OFFICE : 18, R. N. MUKHERJEE ROAD, KOLKATA - 700 001, INDIA
Ph. : 2210-8828, 2248-4922/4943, Fax : 91-33-22481693, E-mail : sushil@nagreeka.com

ISOQAR QUALITY ASSURED FIRM ISO 9001
UKAS QUALITY MANAGEMENT 026
7167

Ref: NEL/SE /2018-19/25.08 Date: 25.08.2018

To	To
Listing Compliance **National Stock Exchange of India Limited** Exchange Plaza, C-1, Block-G Bandra Kurla Complex Bandra (E) Mumbai - 400 051	Listing Compliance **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 29th Annual General Meeting (AGM) and intimation of Cut Off date

Pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015, we are enclosing herewith Notice of 29th 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 ballot paper voting at the 29th AGM is Thursday, 13th September, 2018.

ii) The Company has appointed National Securities Depository Limited (NSDL) for providing remote e-voting facility at the 29th AGM of the Company.

iii) The Company has appointed Mr. Hari Ram Agarwal, Chartered Accountants, as a Scrutinizer for conducting e-voting and ballot paper voting at the 29th AGM of the Company.

This is for your information and record.

Thanking you,

Yours truly,
For Nagreeka Exports Limited

Nagreeka Exports Ltd. Kolkata-1 18, R. N. Mukherjee Road

Jitendra Tiwari
Company Secretary

Encl: As above.

Nagreeka
EXPORTS LIMITED

★★★ EXPORT HOUSE

NOTICE

Notice is hereby given that the 29th 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 Thursday, the 20th day of September, 2018 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, 2018, 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. Debabrata Das Choudhary (DIN 07479334), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS'

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 of the Companies Act,2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder ,(including any statutory modifications or re-enactment thereof for the time being in force) the remuneration of M/s V. J. Talati & Co., Cost Accountants (Firm Regn No.ROO213) appointed by the Board of Directors as cost Auditors of the Company to conduct the audit of the cost records maintained by the Company for the financial year ending 31st March, 2019, at a remuneration of Rs.75000/-plus taxes and reimbursement of out-of-pocket expenses , be and is hereby approved."

"RESOLVED FURTHER THAT any Directors or the 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."

4. RE APPOINTMENT OF MR. SUNIL PATWARI AS MANAGING DIRECTOR OF THE COMPANY

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 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 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 Patwari (DIN: 00024007) as Managing Director of the Company for a further period of 5 years with effect from 01/09/2018 to 31/08/2023, 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."

5. RE APPOINTMENT OF MR. BIBHUTI CHARAN TALUKDAR AS INDEPENDENT DIRECTOR

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 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 Mr. Bibhuti Charan Talukdar (DIN 00024015) above the age of 75 years, as Independent Director on the Board of the Company for 2nd Consecutive term of 5 years effective from 1st April, 2019 till 31st March, 2024 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."

6. RE APPOINTMENT OF MR. MAHABIR PRASAD PERIWAL AS INDEPENDENT DIRECTOR

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 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 Mr. Mahabir Prasad Periwal (DIN 00008112) who will become 75 years in August,2018, as Independent Director on the Board of the Company for 2nd Consecutive term of 5 years effective from 1st April, 2019 till 31st March, 2024 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."

7. RE APPOINTMENT OF MR. MOHAN KISHEN OGRA AS INDEPENDENT DIRECTOR

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 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 Mr. Mohan Kishen Ogra (DIN 01081215) above the age of 75 years ,as Independent Director on the Board of the Company for 2nd Consecutive term of 5 years effective from 1st April, 2019 till 31st March, 2024 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."

8. RE APPOINTMENT OF MR. RAJENDRA MAHAVIR PRASAD RUIA AS INDEPENDENT DIRECTOR

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

"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 Mr. Rajendra Mahavir Prasad Ruia (DIN 01300823), as Independent Director on the Board of the Company for 2nd Consecutive term of 5 years effective from 1st April, 2019 till 31st March, 2024 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."

By order of the Board of Directors

Date: 26.05.2018
Place: Kolkata

JITENDRA TIWARI
COMPANY SECRETARY

NOTICE (Contd.)

NOTE:

1. **IN TERMS OF THE PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013, READ WITH RULE 19 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) 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 authorized 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 124 of the Companies Act, 2013 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 Dividend	Last date for claiming unpaid Dividend	Due date for transfer to IEPF
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.

Pursuant to SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, Members are hereby requested to update their PAN and Bank details with M/s. Maheshwari Datamatics Pvt. Ltd., Registrar and Share Transfer Agent of the Company for the purpose of payment of Dividend.

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 **14th September, 2018 to 20th, September 2018, 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.

NOTICE (Contd.)

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 **M/s. Maheshwari Datamatics Pvt. Ltd.,** Registrar and Share Transfer Agents of the Company.

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 claimed their new certificate for Equity Shares of Rs. 5/- each. They are once again requested to claimed the new certificates for Equity Shares at the Registered Office of the Company or to Maheshwari Datamatics Pvt. Ltd., who are the Company's Registrar and Share 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, Registrar and share Transfer agents of the Company.

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

16. Voting through Electronic means

i. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2015, as amended from time to time and Regulation 42 of SEBI (LODR) Regulations, 2015 and secretarial Standards on General Meeting SS-2 issued by the Institute of Company Secretaries of India, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the members to cast their vote electronically on the resolutions mentioned in the Notice of 29th Annual General Meeting of the Company.

ii. 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.

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

iv. The remote e-voting period commences on 17th September, 2018 (9:00 am) and ends on 19th September, 2018 (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 13th September, 2018, 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.

v. Members whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e 13th September, 2018 only shall be entitled to avail the facility of e-voting and attend/vote at the AGM.

vi. Any person who acquires shares of the Company and become member of the Company after dispatch of Notice of AGM and holding shares as of the cut-off date i.e 13th September, 2018 can obtain the login ID and password by sending a request at evoting@nsdl.co.in or compsect.nel@nagreeka.com . However, if you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

vii. The instructions for e-voting are as under:

Step 1 : Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 to Login to NSDL e-Voting system is given below:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. **Your User ID details are given below :**

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who holdshares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

NOTICE (Contd.)

b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 to cast your vote electronically on NSDL e-Voting system is given below:

1. After successful login at Step 1, you will be able to see the Home page of e-Voting.Click on e-Voting. Then,click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to gk.sons@hotmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

viii. 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.13th September, 2018.**

ix. Mr. Hari Ram Agarwal, Practicing Chartered Accountant (Membership No. 057625) has been appointed as the Scrutinizer to scrutinize the e-voting and poll process in a fair and transparent manner.

x. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held , allow voting with the assistance of scrutinizer, by use of ballot paper for all those Members who are present at the AGM but have not cast their votes by availing the e-voting facility.

xi. The Scrutinizer 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 AGM, a consolidated Scrutinizer's Report of the total votes casted in favour or against, if any, forthwith to the Chairman of the Company or Director authorized by him in writing who shall countersign the same and declare the results of the voting forthwith.

xii. The results shall be declared on or after the AGM of the Company. The results along with the Scrutinizer's Report will be placed on the website of Company i.e www.nagreeka.com and on the website of NSDL i.e www.evoting.nsdl.com immediately after the declaration of results by the Chairman or a person authorized by him in writing and shall be communicated to the BSE Limited and National Stock Exchange of India Limited.

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

Name of Director & DIN	**1) Mr. Debabrata Das Choudhary (DIN 07479334)**	**2) Mr. Sunil Patwari (DIN 00024007)**
Date of Birth	14.02.1953	15.11.1960
Date of appointment	25.05.2016	02.05.1989
Qualification	B.Sc (Tech) in Textile Technology, PGDCM, FIE (India), Chartered Engineer	B. Com., FCA, PGDM (IIMA)
Expertise in specific Functional area	Eminent personality in the field of Textile Technology with more than 42 years of expertise	Industrialist having rich business experience of over 30 years, a renowned personality in his field
List of other Directorship held excluding foreign companies, companies under section 8 of the Companies Act, 2013 and Private Companies.	NIL	1. Nagreeka Capital & Infrastructure Ltd. 2. GPT Infraprojects Ltd.
Chairman / Member of the committees of the Board of other Companies in which he is a Director	NIL	**AUDIT COMMITTEE** Nagreeka Capital & Infrastructure Ltd. (Member) **NOMINATION & REMUNERATION COMMITTEE** GPT Infraprojects Ltd. (Chairman)
Shareholding in the Company	Nil	934900

Name of Director & DIN	**1) Mr. B. C Talukdar (DIN 00024015)**	**2) Mr. M P Periwal (DIN 00008112)**	**3) Mr. M.K. Ogra (DIN 01081215)**	**4) Mr. R.M.Ruia (DIN 01300823)**
Date of Birth	01.03.1936	12.08.1944	15.09.1930	09.01.1957
Date of appointment	30.06.2005	07.08.2008	30.06.2001	31.07.2008
Qualification	B.Com., PGDBM.	B.COM	Graduate in Maths & Statistics and Diploma in statistics & Quality Control	B.Sc., MBA
Expertise in specific Functional area	Having rich experience in Industrial and Corporate Laws	Industrialist having rich business experience	Industrialist having rich business experience	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.	1.Nagreeka Capital & Infrastructure Ltd. 2. H.P. Cotton Textile Mills Ltd.	1. Poineer Protec Ltd 2. JSM Investments Ltd 3. Poineer Plastic Industries Ltd 4. Sarda Housing Development Ltd	1. Nicco Financial Services Ltd 2. Nagreeka Capital & Infrastructure Ltd. 3. Nicco Engineering Services Ltd. 4. Ne Cables Ltd.	1. Arco Leasing Ltd.

NOTICE (Contd.)

Chairman / Member of the committees of the Board of other Companies in which he/she is a Director	**AUDIT COMMITTEE** Nagreeka Capital & Infrastructure Ltd. (Member) H.P. Cotton Textile Mills Ltd. (Member) **NOMINATION & REMUNERATION COMMITTEE** H.P. Cotton Textile Mills Ltd.(Chairman) Nagreeka Capital & Infrastructure Ltd. (Member) **STAKEHOLDERS RELATIONSHIP COMMITTEE** H.P. Cotton Textile Mills ltd.(Chairman) Nagreeka Capital & Infrastructure Ltd. (Member)	Nil	**AUDIT COMMITTEE** Nagreeka Capital & Infrastructure Ltd. (Chairman) **STAKEHOLDERS RELATIONSHIP COMMITTEE** Nagreeka Capital & Infrastructure Ltd (Chairman) **NOMINATION & REMUNERATION COMMITTEE** Nagreeka Capital & Infrastructure Ltd. (Chairman)	Nil
Shareholding in the Company	NIL	NIL	NIL	18034

NOTICE (Contd.)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 3

The Board, on recommendation of the Audit Committee, approved the appointment of M/s. V J Talati & Co., Cost Accountants (Firm Registration No.:R00213) as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company relating to Textile for the financial year ending 31st March, 2019 at recommended remuneration of Rs. 75000/- plus taxes, as applicable. In accordance with the provisions of Section 148 of the Companies Act, 2013 (as amended) read with the Companies (Audit and Auditors) Rules, 2014 (as amended), the remuneration payable to the Cost Auditors has to be approved by the Shareholders of the Company in the forthcoming Annual General Meeting.

The Board recommends the Resolution, as set out in Item No. 3 of the Notice convening the forth coming Annual General Meeting, for approval of the Members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 4

Based on the recommendations of the Nomination & Remuneration Committee, the Board of Directors (the "Board") at its meeting held on 26.05.2018 re-appointed Mr. Sunil Patwari as Managing Director of the Company for a period of 5 years with effect from 01.09.2018 till 31.08.2023 upon the terms and conditions including remuneration herein given below subject, however, to approval of the members of the Company in the forthcoming Annual General Meeting.:

1) Name of the Appointee : Mr. Sunil Patwari
2) Designation : Managing Director
3) DIN : 00024007
4) Tenure : Five (5) Years from 01.09.2018

a) Salary:

Rs. 3,00,000/- per month in the scale of Rs. 3,00,000/- to Rs. 5,00,000/- per month with effect from 01.09.2018 with such increments as may be decided by the Board of Directors/ Remuneration Committee of the Board of Directors, from time to time, subject to maximum salary of Rs. 5,00,000/- per month.

b) Perquisites:

i) Housing

Residential accommodation or house rent allowance at the rate of 60% of Salary.

Expenses pertaining to electricity will be reimbursed by the Company.

Company Shall provide such furniture, fixtures and furnishings as approved by the Board of Directors (which includes Remuneration Committee of the Board of Directors) from time to time.

ii) Medical Expenses:

Reimbursement of actual medical expenses incurred for self and family.

iii) Leave Travel allowance:

Leave travel allowance subject to maximum one month salary. The entitlement for any one year to the extent not availed shall be allowed to be accumulated upto next two years.

iv) Personal Accident Insurance

Personal Accident Insurance policy of such amount as may be decided by the Board, the premium of which shall not exceed Rs. 35,000/- per annum.

v) Contributions to Provident fund:

Company's contribution to provident fund shall be as per the rules of the Company and the same shall not exceed 30% of salary in aggregate.

NOTICE (Contd.)

vi) Gratuity:

Gratuity shall be as per the rules of the Company and Gratuity Act, 1972.

vii) Leave:

Leave with full pay or encashment thereof as per the Rules of the Company subject to a maximum of one month leave for every Twelve months service.

viii) Car with Driver:

The Company will provide Car with Driver for Company's business and this will not be considered as perquisites.

ix) Telephone:

Telephone and internet facilities at residence for company's business and will not be considered as perquisites.

x) Ex-gratia:

Based on the performance of the profitability of the Company subject to maximum one month salary.

xi) Sitting Fee:

No sitting fee shall be paid to Mr. Patwari for attending the meetings of the Board of Directors of the Company or any Committee thereof.

In the event of inadequacy or absence of profits in any financial year during his tenure, Mr. Sunil Patwari will be entitled to the above remuneration along with perquisites / benefits mentioned subject to the provisions of Schedule V to the Companies Act, 2013.The Board of Directors may vary or increase the remuneration including salary and perquisites within such prescribed limits without any further reference to the Company in General Meeting on recommendation of Nomination and Remuneration Committee.

Brief resume of Mr. Sunil Patwari as required under Regulation 36 of SEBI (LODR) Regulations, 2015 forms part of Note No.16 to the Notice of the Annual General Meeting of the Company.

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

The draft service agreement between Mr. Sunil Patwari and the Company is available for inspection of the members at registered office of the Company during normal working hours except Saturdays, Sundays, and notified holiday till the 20th September, 2018.

The Board recommends the resolution, as set out in item no. 4 of notice convening the forthcoming Annual General Meeting, for approval of the members as Special Resolution.

Except Mr. Sunil Patwari, Mr. Sushil Patwari and Mr. Mahendra Patwari, no other Directors and KMP of the Company and their relatives are in any way concerned or interested, financially or otherwise in proposed Resolution.

ITEM NO. 5

Mr. Bibhuti Charan Talukdar (DIN: 00024015), was appointed as Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 corresponding to erstwhile Clause 49 of the listing Agreement with the stock exchanges. He holds office as Independent Directors of the Company up to the 31st March, 2019.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Bibhuti Charan Talukdar (DIN: 00024015), as Independent Director for second consecutive term of 5 (five) years on the Board of the Company w.e.f 01.04.2019 to 31/03/2024.

The Board as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contribution made by him during his tenure, the continued association of Mr. Bibhuti Charan Talukdar would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, it is proposed to re-appoint Mr. Bibhuti Charan Talukdar as Independent Director of the Company, not liable to retire by rotation , and to hold office for a second consecutive term of 5 (five) years on the Board of the Company.

NOTICE (Contd.)

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), inter alia, prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Mr. Talukdar meets the criteria. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing of a special resolution by the company for another term of five years and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director shall not hold office for up to more than two consecutive terms.

Mr. Bibhuti Charan Talukdar is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from him that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Mr. Bibhuti Charan Talukdar fulfills the conditions for appointment as Independent Director, as specified in the Act, and the Listing Regulations and he is independent of the management.

Details of Mr. Bibhuti Charan Talukdar whose re-appointment as Independent Director is proposed at Item Nos. 5 is provided in the "Note No.16" to the Notice pursuant to the provisions of the Listing Regulations.

In view of introduction of Regulation 17(1a) of SEBI (LODR) Regulations 2015 which will be effective from 01.04.2019, the Company seeks prior approval of the members of the company by way of special resolution for 2nd consecutive term of appointment of Mr. Bibhuti Charan Talukdar as Independent Director, who is above the age of 75 years.

The Board recommends the resolution, as set out in item no. 5 of notice convening the forthcoming Annual General Meeting, for approval of the members as Special Resolution.

Except Mr. Bibhuti Charan Talukdar, no other Directors and KMP of the Company and their relatives are in any way concerned or interested, financially or otherwise in Resolution no. 5 of the notice.

ITEM NO. 6

Mr. Mahabir Prasad Periwal (DIN: 00008112), was appointed as Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the listing Agreement with the stock exchanges. He holds office as Independent Directors of the Company up to the 31st March, 2019.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Mahabir Prasad Periwal (DIN: 00008112), as Independent Director for second consecutive term of 5 (five) years on the Board of the Company w.e.f 01.04.2019 to 31/03/2024.

The Board as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contribution made by him during his tenure, the continued association of Mr. Mahabir Prasad Periwal would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, it is proposed to re-appoint Mr. Mahabir Prasad Periwal as Independent Director of the Company, not liable to retire by rotation, and to hold office for a second consecutive term of 5 (five) years on the Board of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), inter alia, prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Mr. Periwal meets the criteria. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing of a special resolution by the company for another term of five years and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director shall not hold office for up to more than two consecutive terms.

Mr. Mahabir Prasad Periwal is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from him that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Mr. Mahabir Prasad Periwal fulfills the conditions for appointment as Independent Director as specified in the Act, and the Listing Regulations and he is independent of the management.

Details of Mr. Mahabir Prasad Periwal, whose re-appointment as Independent Director is proposed at Item Nos.6 is provided in the "Note No.16" to the Notice pursuant to the provisions of the Listing Regulations.

NOTICE (Contd.)

In view of introduction of Regulation 17(1a) of SEBI (LODR) Regulations 2015 which will be effective from 01.04.2019, the Company seeks prior approval of the members of the company by way of special resolution for 2nd consecutive term of appointment of Mr. Mahabir Prasad periwal as Independent Director, who would turn 75 years in August, 2018.

The Board recommends the resolution, as set out in item no. 6 of notice convening the forthcoming Annual General Meeting, for approval of the members as Special Resolution.

Except Mr. Mahabir Prasad Periwal, no other Directors and KMP of the Company and their relatives are in any way concerned or interested, financially or otherwise in Resolution no. 6 of the notice.

ITEM NO.7

Mr. Mohan Kishen Ogra (DIN: 01081215) was appointed as Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the listing Agreement with the stock exchanges. He holds office as Independent Directors of the Company up to the 31st March, 2019.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Mohan Kishen Ogra (DIN: 01081215), as Independent Director for second consecutive term of 5 (five) years on the Board of the Company w.e.f 01.04.2019 to 31/03/2024.

The Board as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contribution made by him during his tenure, the continued association of Mr. Mohan Kishen Ogra would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, it is proposed to re-appoint Mr. Mohan Kishen Ogra as Independent Director of the Company, not liable to retire by rotation , and to hold office for a second consecutive term of 5 (five) years on the Board of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Mr. Ogra meets the criteria. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing of a special resolution by the company for another term of five years and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director shall not hold office for up to more than two consecutive terms.

Mr. Mohan Kishen Ogra is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from him that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Mr. Mohan Kishen Ogra fulfills the conditions for appointment as Independent Director, as specified in the Act, and the Listing Regulations and he is independent of the management.

Details of Mr. Mohan Kishen Ogra, whose re-appointment as Independent Director is proposed at Item Nos. 7 is provided in the "Note No.16" to the Notice pursuant to the provisions of the Listing Regulations.

In view of introduction of Regulation 17(1a) of SEBI (LODR) Regulations 2015 which will be effective from 01.04.2019, the Company seeks prior approval of the members of the company by way of special resolution for 2nd consecutive term of appointment of Mr. Mohan Kishen Ogra as Independent Director, who is above the age of 75 years.

The Board recommends the resolution, as set out in item no. 7 of notice convening the forthcoming Annual General Meeting, for approval of the members as Special Resolution.

Except Mr. Mohan Kishen Ogra, no other Directors and KMP of the Company and their relatives are in any way concerned or interested, financially or otherwise in Resolution no. 7 of the notice.

ITEM NO. 8

Mr. Rajendra Mahavir Prasad Ruia (DIN: 01300823) was appointed as Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the listing Agreement with the stock exchanges. He holds office as Independent Directors of the Company up to the 31st March, 2019.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of

NOTICE (Contd.)

Independent Directors, has recommended re-appointment of Mr. Rajendra, Mahavir Prasad Ruia (DIN: 01300823), as Independent Director for second consecutive term of 5 (five) years on the Board of the Company w.e.f 01.04.2019 to 31/03/2024.

The Board as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contribution made by him during his tenure, the continued association of Mr. Rajendra, Mahavir Prasad Ruia would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, it is proposed to re-appoint Mr. Rajendra, Mahavir Prasad Ruia as Independent Director of the Company, not liable to retire by rotation, and to hold office for a second consecutive term of 5 (five) years on the Board of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), inter alia, prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Mr. Ruia meets the criteria. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing of a special resolution by the company for another term of five years and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director shall not hold office for up to more than two consecutive terms.

Mr. Rajendra Mahavir Prasad Ruia is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from him that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Mr. Rajendra Mahavir Prasad Ruia fulfills the conditions for appointment as Independent Director, as specified in the Act, and the Listing Regulations and he is independent of the management.

Details of Mr. Rajendra Mahavir Prasad Ruia, whose re-appointment as Independent Director is proposed at Item Nos. 8 are provided in the "Note No.16" to the Notice pursuant to the provisions of the Listing Regulations.

The Board recommends the resolution, as set out in item no. 8 of notice convening the forthcoming Annual General Meeting, for approval of the members as Special Resolution.

Except Mr. Rajendra Mahavir Prasad Ruia, no other Directors and KMP of the Company and their relatives are in any way concerned or interested, financially or otherwise in Resolution no.8 of the notice.

By order of the Board of Directors

Date: 26.05.2018
Place: Kolkata

JITENDRA TIWARI
COMPANY SECRETARY

NAGREEKA EXPORTS LIMITED

REGISTERED OFFICE: 18, R.N. MUKHERJEE ROAD, KOLKATA - 700 001, INDIA
Phone : 2210-8828, 2248-4922/4943, Email: sushil@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	

Memberss are requested to provide their Email Id :

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 certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I hereby authorise Nagreeka Exports Limited to send me all Notices, Annual report and other communications at the aforesaid email id.

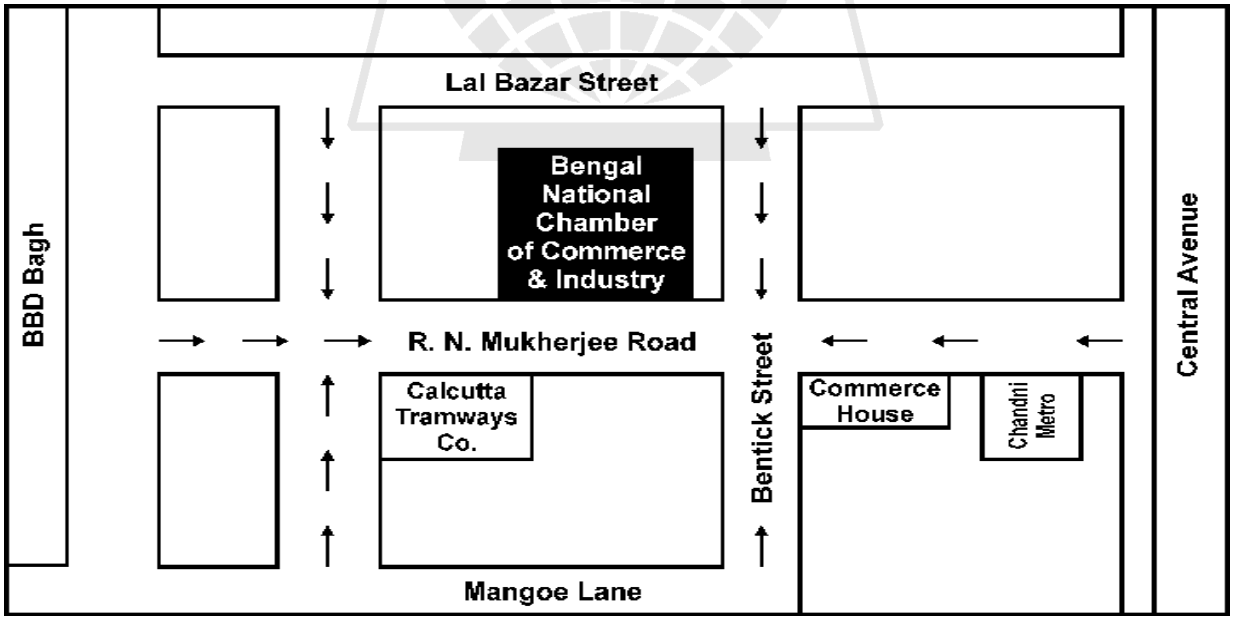
I / We hereby record my/our presence at the **29th Annual General Meeting of the Company held at Bengal National Chamber of Commerce and Industry,** 23, R.N. Mukherjee Road, Kolkata-700 001, on Thursday, the 20th day of September, 2018 at 10.30 a.m.

(Signature of the First holder / Proxy) (To be signed at the time of handing over this slip)	**(Signature of the 1st Jointholder)**	**(Signature of the 2nd Jointholder)**

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

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

Route map of AGM Venue



NAGREEKA EXPORTS LIMITED

REGISTERED OFFICE: 18, R.N. MUKHERJEE ROAD, KOLKATA - 700 001, INDIA
Phone : 2210-8828, 2248-4922/4943, Email: sushil@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 : NAGREEKA EXPORTS LIMITED
Registered office : 18, R.N. Mukherjee Road, Kolkata- 700 001.

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

And whose signature(s) are appended in this form, as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company, to be held on Thursday, the **20th day of September, 2018** 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	For	Against
Ordinary Business :			
1.	Adoption of Audited Financial statements for the year ended 31/03/2018, reports of Board of Directors' and Auditors' thereon.		
2.	Re-appointment of Mr. Debabrata Das Choudhary, who retires by rotation and being eligible, offers himself for re-appointment.		
Special Business :			
3.	Approval and Ratification of Remuneration payable to Cost Auditor for the Financial Year 2018-19.		
4.	Re-appointment of Mr. Sunil Patwari as Managing Director of the Company for a period of 5 years w.e.f 01/09/2018.		
5.	Re-appointment of Mr. Bibhuti Charan Talukdar as Independent Director for a period of 5 years w.e.f 01/04/2019.		
6.	Reappointment of Mr. Mahabir Prasad Periwal as Independent Director for a period of 5 years w.e.f 01/04/2019.		
7.	Re-appointment of Mr. Mohan Kishen Ogra as Independent Director for a period of 5 years w.e.f 01/04/2019.		
8.	Re-appointment of Mr. Rajnedra Mahavir Prasad Ruia as Independent Director for a period of 5 years w.e.f 01/04/2019.		

Signed this_____day of_____2018

Affix Revenue Stamp

_____ _____ _____
Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder

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.