



Nagreeka[®] CAPITAL & INFRASTRUCTURE LTD.

REGD. OFFICE : 18, R. N. MUKHERJEE ROAD, 6TH FLOOR, KOLKATA - 700 001, INDIA
Phone : 2210 8828, 2248 4922/4943, Fax : 91-33-22481693, E-mail : sushil@nagreeka.com

CIN : L65999WB1994PLC065725

NOTICE

Notice is hereby given that the 22nd Annual General Meeting of the Members of Nagreeka Capital & Infrastructure Limited, will be held at Bengal National Chamber of Commerce and Industry, 23, R.N. Mukherjee Road, Kolkata-700 001, on Thursday, the 29th September, 2016 at 11.30 a.m. to transact the following business:

Annual Report and Accounts for the Year 2015-16 are being sent separately by Post/ e-mail as per Companies Act, 2013

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016, the Profit and Loss Account 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. Sushil Patwari (DIN 0023980), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s. H.R. Agarwal & Associates, Chartered Accountants (FRN 323029E) as Statutory Auditors of the Company and to fix their remuneration and in this connection to pass with or without modification the following Resolution :

"RESOLVED that pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and rules made there-under, as amended from time to time, pursuant to the recommendation of the Audit Committee of the Board and pursuant to the resolution passed by the Members at the 21st AGM of the Company, the appointment of M/s. H.R. Agarwal & Associates, Chartered Accountants (FRN 323029E), as Statutory Auditors of the Company be and is hereby ratified to hold office till the conclusion of the 23rd Annual General Meeting of the Company to be held in year 2017 at a remuneration to be fixed by the Board of Directors based on the recommendations of the Audit Committee in consultation with the Auditors."

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 Section 20 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules prescribed there-under, upon receipt of a request from a member for delivery of any document through a particular mode an amount of Rs. 100/- (Rupees One Hundred only) for each such document, over and above reimbursement of actual expenses incurred by the Company, be levied as and by way of fees for sending document to the member in the desired particular mode.

RESOLVED FURTHER that the estimated fees for delivery of documents shall be paid by the member in advance to the Company, before dispatch of such document.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters or things as may be in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty or doubt as may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance."

By order of the Board
For NAGREEKA CAPITAL & INFRASTRUCTURE LTD

Place : Kolkata
Date : 25.05.2016

S. CHATTOPADHYAY
(Company Secretary)



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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 authorised representative are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend the Annual General Meeting, pursuant to the requirements of Sec. 113 of the Companies Act, 2013, alongwith 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 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 Secretarial Standard 2 issued by ICSI.
6. Pursuant to the provisions of section 91 of the Companies Act, 2013, the register of members and share transfer books of the Company will remain closed from Thursday, 22nd September, 2016 to Thursday, 29th September 2016, both days inclusive.
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in 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.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, 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 Transfer Agents.
9. Members holding shares in same name under different folios are requested to apply for the consolidation of such Folios and sent the relevant share certificates to Maheshwari Datamatics Pvt. Ltd.

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10. 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 share transfer agent of the Company.
11. **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.**
12. **Voting through electronics 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 the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically on the resolutions mentioned in the notice of 22nd 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 Instructions for members for voting electronically are as under:-

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 used 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.

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7. Select "EVEN" of (Nagreeka Capital & Infrastructure Limited). Members can cast their vote online from 24th September, 2016 (9:30 am) till 28th September, 2016 (5:00 pm).

Note: e-Voting shall not be allowed beyond said time.

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.
- A. 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 : REVEN (Remote 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 the 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 of 22nd September, 2016.

The voting period begins on 24th September, 2016 (9.30 AM) and ends, on 28th September, 2016 (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 on Thursday, 22nd September, 2016, may cast their vote 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.

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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 of Thursday, 22nd September, 2016. 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. Thursday, 22nd September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or compsect.nel@nagreeka.com.

- 2 A copy of this notice has been placed on the website of the company and the website of NSDL.
 - 3 CA Hari Ram Agarwal, Practicing Chartered Accountant (Membership No. 057625) has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
 - 4 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 at least 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.
 - 5 The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.nagreeka.com and on the website of NSDL within two(2) days of receiving of the Scrutiniser's Report and shall be communicated to the BSE Limited and National Stock Exchange of India Limited.
13. Brief details of Directors seeking appointment/Re-appointment at the Annual General Meeting pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015.

Details of the Directors

Name of Director	Sri Sushil Patwari
Date of Birth	20.09.1954
Date of appointment	30.10.1994
Qualification	B. Com., FCA, PGDM (IIM-A)
Expertise in specific Functional area	Industrialist having rich business
List of other Directorship held excluding foreign companies, companies under section 8 of the Companies Act, 2013 and Private	1. Nagreeka Exports Ltd. 2. Rupa & Co. Ltd. 3. Reliance Processors Ltd. 4. Jadika Motor Co. Ltd.
Chairman / Member of the committees of the Board of other Companies in which he / she is a Director	Nagreeka Exports Limited Stakeholders' Relationship Committee Rupa & Co. Limited Nomination & Remuneration Committee
Shareholding in the Company	791900



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

ITEM NUMBER 4:

As per the provisions of section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the company in its Annual General Meeting. Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting, the Directors accordingly commend the Ordinary Resolution at item no. 4 of the accompanying notice, for the approval of the members of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no.4 of the accompanying Notice.

By order of the Board

For NAGREEKA CAPITAL & INFRASTRUCTURE LTD.

Place : Kolkata

Date:25.05.2016

S. CHATTOPADHYAY

(Company Secretary)

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