



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

Ref: NCIL/SE/2017/21.08

Date: 21.08.2017

To Market Operation Dept. National Stock Exchange of India Limited Exchange Plaza Bandra Kurla Complex Bandra (E) Mumbai - 400 051	To The General Manager Market Operations Bombay Stock Exchange Limited 1 st Floor, New Trading Ring Rotunda Building, P.J. Towers, Dalal Street Fort, Mumbai - 400 001
Scrip Name: NAGREEKCAP	Scrip Code - 532895

Dear Sir

Sub: Notice of 23rd 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 23rd Annual General Meeting of the Company.

Further, we wish to inform you the followings:

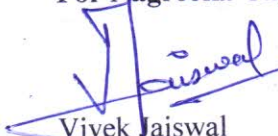
- The Cut Off date for reckoning the voting rights of the members for remote e-voting and voting at the 23rd AGM is Monday, 11th September, 2017.
- The Company has appointed National Securities Depository Limited (NSDL) for providing remote e-voting facility at the 23rd AGM of the Company.
- The Company has appointed M/s. H. R Agarwal & Associates as a Scrutinizer for conducting e-voting and ballot paper voting at the 23rd AGM.

This is for your information and record.

Thanking you,

Yours faithfully,

For Nagreeka Capital & Infrastructure Limited


Vivek Jaiswal
Company Secretary

Encl: As above.





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 23rd 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 Monday, the 18th day of September, 2017 at 11.30 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. Sunil Patwari (DIN 00024007), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s P. K. PACHISIA & CO., Chartered Accountants (FRN 318129E) as the Statutory Auditors of the Company for a block of 5 years and to fix their remuneration and in this connection to pass, with or without modification, the following Resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 139, 141 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, as amended from time to time, pursuant to the recommendation of the Audit Committee of the Board **M/s P. K. Pachisia & Co.**, Chartered Accountants, (FRN 318129E), Kolkata be and are hereby appointed as the Statutory Auditors of the Company, for a block of 5 years, subject to ratification in every intervening Annual General Meeting, to hold office till the conclusion of the 28th Annual General Meeting of the Company to be held in the year 2022 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 the provisions of Section 13 (1), 61, 64 and other applicable provision(s), if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) the Authorised Share Capital of the Company be and is hereby increased from the existing Rs. 7,00,00,000/- (Rupees Seven Crores only) divided into 1,40,00,000 (One Crore Forty Lakhs) Equity Shares of Rs. 5/- (Rupees Five) each to Rs. 19,00,00,000/- (Rupees Nineteen Crores only) divided into 1,40,00,000 (One Crore Forty Lakhs) Equity Shares of Rs. 5/- (Rupees Five) each and 1,20,00,000 (One Crore Twenty lakhs) Redeemable Preference Shares of Rs. 10/- (Rupees Ten) each, by creation of 1,20,00,000 (One Crore Twenty lakhs) Redeemable Preference Shares of Rs. 10/- (Rupees Ten) each, and that 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. 19,00,00,000/- (Rupees Nineteen Crores) divided into 1,40,00,000 (One Crore Forty Lakhs) Equity Shares of Rs. 5/- (Rupees Five) each and 1,20,00,000 (One Crore Twenty lakhs) Redeemable Preference Shares of Rs. 10/- (Rupees Ten) 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 the several classes and



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

to attach thereto respectively such preferential 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 any other law relating to companies for the time being in force."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (hereinafter referred to as the 'Board') be and are hereby authorised to take all such steps and actions and give such directions and delegate such authorities, as it may, in its absolute discretion, deem fit and necessary."

5. 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 1,20,00,000 (One Crore Twenty lakh) Redeemable Preference Shares of Rs. 40/- (Rupees Forty) each including a premium of Rs. 30/- (Rupees Thirty) each, on preferential basis to the following promoters of the Company:

Sl. No.	Name	Number of Redeemable Preference Shares to be issued
1)	Sri Sushil Patwari	50,00,000
2)	Sri Sunil Patwari	31,00,000
3)	Sri Mahendra Patwari	39,00,000
TOTAL		1,20,00,000

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 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:



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

- 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 Capital & Infrastructure Limited**

Place: Kolkata
Dated: 14/08/2017

Sd/-
Sushil Patwari
Chairman



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

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, 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 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 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.**
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.**
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



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

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 the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, Regulation 42 of the 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 votes electronically on the resolutions mentioned in the notice of 23rd 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.

The Instructions for members for voting electronically are as under:-

- 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 "remote 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 "remote 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



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

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 Capital & Infrastructure 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:

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
---	----------------	---------------------

- (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 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 on Monday, 11th September, 2017, 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.



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

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 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.ncil@nagreeka.com.

- 2 A copy of this notice has been placed on the website of the company and the website of NSDL.
 - 3 **Mr. 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.
 - 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 Director

Name of Director	Sri Sunil Patwari
Date of Birth	15.11.1960
Date of appointment	02.05.1989
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. GPT Infraprojects Limited
Chairman / Member of the committees of the Board of other Companies in which he is a Director	Nagreeka Exports Limited Stakeholders' Relationship Committee Audit Committee
	GPT Infraprojects Limited Nomination & Remuneration Committee
Shareholding in the Company	934900

By Order of the Board
For Nagreeka Capital & Infrastructure Limited

Sd/-
Sushil Patwari
Chairman

Place: Kolkata
Dated: 14/08/2017



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

Item No- 4:

In light of the above referred proposed allotment of preference shares to the allottees it is proposed to increase the Authorised Share Capital of the Company from existing Rs. 7,00,00,000/- (Rupees Seven Crores) divided into 1,40,00,000 (One Crore Forty Lakhs) Equity Shares of Rs. 5/- (Rupees Five) each to Rs. 19,00,00,000/- (Rupees Nineteen Crores) divided into 1,40,00,000 (One Crore Forty Lakhs) Equity Shares of Rs. 5/- (Rupees Five) each and 1,20,00,000/- (One Crore Twenty Lakhs) Redeemable 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. 4 in the Notice convening this AGM is intended for the purpose. The Board of Directors recommends the Resolution for approval by the Members.

The Board of Directors believes that the proposed issue of Preference Shares is in the best interest of the Company. The Board of Directors recommends the resolutions set out at Item No. 4 for approval of the shareholders as an Ordinary Resolutions.

None of the Directors and the Key Managerial Personnel of the Company and their relatives except Mr. Sushil Patwari and Mr. Sunil Patwari are concerned or interested in the aforesaid resolution.

Item No- 5

The performance of the Company, during few previous financial years, was not encouraging due to several reasons. One of such reasons is acute shortage of working capital, resulting in restricting the Company to utilize its operational potential to its full extent.

Further, the Net Owned Fund has turned negative. As such, it has been decided that the outstanding loans of some of the Promoters/ Promoter Group be converted into Redeemable Preference Shares.

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

1. **The Size of Issue:** 1, 20, 00,000 Preference Shares of Rs. 40/- (Rupees Forty) each including a premium of Rs. 30/- (Rupees Thirty) each.
2. **Nature of such Shares:** Cumulative Non Convertible Redeemable Preference Shares.
3. **Object of the issue:** Convert unsecured loan obtained from proposed allottees/promoters into capital to strengthen the Net Owned Fund of the Company.
4. **Manner of the issue/Securities to be issued:** The resolution set out in the notice at item no. 5, 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 already lying with the Company 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



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

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 shareholders of the Company belonging to Promoters/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
1) Sri Sushil Patwari	50,00,000	41.67%
2) Sri. Sunil Patwari	31,00,000	25.83%
3) Sri Mahendra Patwari	39,00,000	32.50%
TOTAL	1, 20, 00,000	100%

12. **Completion of Allotment:** The proposed time limit within which the allotment shall be completed is twelve months (12) 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. 5 of the Notice, are as under :

Sr. No.	Category & Name of the Shareholders	Pre-Preferential Offer of Redeemable Preference Shares		Post-Preferential offer of Redeemable Preference Shares			
		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)	<u>Individuals / Hindu undivided Family</u>	4493000	35.61	4493000	35.61	12000000	100
(b)	<u>Other Body Corporates</u>	2220786	17.60	2220786	17.60	-	-
(2)	Foreign Promoters						
Total Shareholding of Promoter and Promoter Group (A)		6713786	53.22	6713786	53.22	12000000	100
B	Non- Promoters' Holding						
(1)	Institutional Investors						
(a)	<u>Mutual Funds</u>	3300	0.03	3300	0.03	-	-



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

(b)	Financial Institutions/ Banks	400	0.00	400	0.00	-	-
(c)	Any Other (specify)	300	0.00	300	0.00	-	-
Sub-Total (B)(1)		4000	0.03	4000	0.03	-	-
(2)	Non- Institutional Investors						
a(i)	Individuals - i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	3065870	24.30	3065870	24.30	-	-
a(ii)	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	318136	2.52	318136	2.52	-	-
(b)	Others (Including NRIs)	2513508	19.92	2513508	19.92	-	-
Sub-Total (B)(2)		5897514	46.75	5897514	46.75	-	-
Total Public Shareholding (B)=(B)(1)+(B)(2)		5901514	46.78	5901514	46.78	-	-
Total (A+B)		12615300	100.00	12615300	100.00	12000000	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. 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 a Special Resolutions.

Save and except Mr. Sushil Patwari and Mr. Sunil 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 Capital & Infrastructure Limited

Sd/-

Sushil Patwari
Chairman

Place: Kolkata
Dated: 14/08/2017



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

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

D.P.ID*		Ledger Folio No.	
Client ID*		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 **23rd 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 September, 2017 at 11.30 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[®] 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

L65999WB1994PLC065725

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 : L65999WB1994PLC065725
Name of the Company : NAGREEKA CAPITAL & INFRASTRUCTURE 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	
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 Third Annual General Meeting of the Company, to be held on the **Monday, the 18th September, 2017** at 11.30 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. Sunil Patwari, who retires by rotation and being eligible, offers himself for re-appointment.
3.	Appointment of New Statutory Auditors of the Company and fixing their remuneration.
Special Business :	
4.	Increase in the Authorised Share Capital of the Company.
5.	Issue of Preference Share on Preferential basis to the Promoters of the Company.

Signed this _____ day of _____ 2017

Signature of first proxy holder

Signature of second proxy holder

Signature of 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.