



Nagreeka[®] CAPITAL & INFRASTRUCTURE LTD.

REGD. OFFICE : 18, R. N. MUKHERJEE ROAD, KOLKATA - 700 001, INDIA
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Ref: NCIL/ AGM/ 2017-18/ 06.11

Date: 06/11/2017

To
The Deputy General Manager
Corporate Relationship Dept.
National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (E)
Mumbai 400 051

Scrip Name: NAGREEKCAP

To
The Deputy General Manager
Corporate Relationship Dept.
The Bombay Stock Exchange Limited
1st Floor, New Trading Ring
Rotunda Building, P.J. Towers
Dalal Street Fort
Mumbai 400 001

Scrip Code: 532895

Dear Sir,

Sub: Minutes of the 23rd Annual General Meeting of Nagreeka Capital & Infrastructure Ltd.

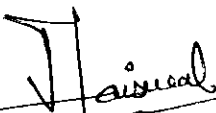
We are enclosing herewith a certified true copy of the Minutes of the 23rd Annual General Meeting of the Members of the Company held on 18th September, 2017.

We request you to kindly take it on record.

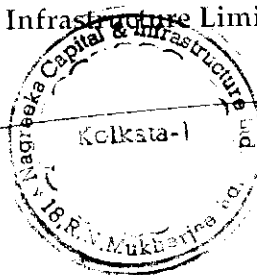
Thanking you,

Yours truly,

For Nagreeka Capital & Infrastructure Limited



Vivek Jaiswal
Company Secretary



Encl: Stated as above

MINUTES OF THE 23rd ANNUAL GENERAL MEETING OF THE MEMBERS OF NAGREEKA CAPITAL & INFRASTRUCTURE LTD 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, FROM 11.30 AM TO 12.10 NOON.

DIRECTORS PRESENT

- | | |
|------------------------|---|
| (1) Mr. Sushil Patwari | - Chairman |
| (2) Mr. M.K.Ogra | - Independent Director & Chairman of Audit Committee, Stakeholders' Relationship Committee and Nomination & Remuneration Committee. |
| (3) Mr. B.C.Talukdar | - Independent Director |

IN ATTENDANCE

- | | |
|-------------------------|---------------------------|
| (1) Mr. Vivek Jaiswal | - Company Secretary |
| (2) Mr. Sanjeev Agarwal | - Chief Financial Officer |

ALSO PRESENT

- | | |
|----------------------------|--|
| (a) Mr. Shyam S. Agarwal | - Representative of H. R. Agarwal & Associates, Chartered Accountants, Statutory Auditors. |
| (b) Mr. Manoj Kumar Sharma | - Secretarial Auditor. |
| (c) Mr. Hari Ram Agarwal | - Practicing Chartered Accountants, Scrutiniser. |

45 Members representing 9,99,896 Equity shares and 10 Corporate Representatives representing 42,12,914 equity shares were present at the meeting. Total numbers of members present were 55. No Proxy Form was received by the Company.

1. Mr. Sushil Patwari, Chairman of the Company, took the chair and welcomed all members present at the 23rd Annual General Meeting of the Company.
2. The Chairman, thereafter, introduced all the Directors on dais, to those present at the Annual General Meeting. Mr. Sunil Patwari and Ms. Surabhi Sanganeria could not attend the Annual General Meeting due to pre- occupation.
3. The Chairman informed that the requisite quorum was present and declared the Meeting to order. Hence, the business of the Annual General Meeting was taken up. The quorum was present throughout the meeting.

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CERTIFIED TRUE COPY
Nagreeka Capital & Infrastructure Limited

4. The following documents / Registers of the company remained open and accessible for inspection during the continuance of the Annual General Meeting to any member :-

(a) Audited balance sheet as at 31st March, 2017, the profit & loss account for the year ended as on that date and the reports of Directors and the Auditors thereon.

(b) Register of Directors and Key Managerial Personnel and their shareholding.

(c) Register of Directors or arrangement in which Directors are interested.

(d) Secretarial Auditors' Report.

(e) Register of Proxies

5. The Chairman delivered his speech and highlighted the economic and financial scenario, performance of the Company, current position and future projection of the Capital Market in India, projections over proposed GST and company's operational financial figures.

6. The notice dated 14th August, 2017, convening 23rd Annual General Meeting and reports of Directors and Auditors thereon, circulated to the members, were taken as read, with the consent of the members present.

In terms of Section 145 of the Companies Act, 2013 only the clarifications, observations or comments, mentioned in the Auditors' Report and also Secretarial Audit Report, were required to be read at the Annual General Meeting. Since there was no clarification, observation or adverse remark, the Statutory Auditors' Report and the Secretarial Audit Report were not read.

7. The Chairman briefly covered the items of business of the Annual General Meeting and enquired from the members present if they required any clarifications on them, particularly on the financial statements of the Company. A few queries were raised which were replied to by the Chairman.
8. The Chairman informed that the Company had in accordance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 all the members were provided facility of e-voting which was available from 14th September, 2017 (09.00 am) to 17th September, 2017 (5.00 p.m).
9. The Chairman informed that the Company would also provide facility of voting at Annual General Meeting through ballot to those members who had not exercised e-voting option. He said that after the 5 (five) resolutions, as per Notice dated 14th August, 2017 convening the Annual General Meeting, were proposed and seconded, the facility of ballot voting would commence and that the scrutinizer Mr. Hari Ram Aggarwal,

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Practicing Chartered Accountant, with the assistance of the RTA would facilitate ballot voting.

Mr. Sushil Patwari thanked the Members, on behalf of the Board of Directors and the Management Team for their continued support and goodwill.

The Chairman also informed that:-

- a. The Company had published the requisite Newspaper advertisements, on 25th August, 2017, intimating the shareholders about e-voting as per provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other details.
- b. The e-voting period commenced on Thursday, September 14, 2017 at 9.00 a.m. and ended on Sunday, September 17, 2017 at 5.00 p.m. During this period, Shareholders of the Company, holding shares either in physical form or dematerialized form, cast their vote electronically.
- c. The voting rights of the shareholders was in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Monday, September 11, 2017. CA Hari Ram Agarwal, Practicing Chartered Accountant (Certificate of Practice Number 057625) was appointed as the Scrutiniser.
- d. The scrutinizer would, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than two days of conclusion of the meeting, consolidated scrutinizer's report of total votes cast in favor or against, if any, to the Chairman and the Chairman would declare the results of the voting forthwith, which would not be later than 48 hours from the conclusion of this meeting.
- e. The results declared along with the Scrutinizer's Report would also be placed on the Company's website www.nagreeka.com under the investors section and would also be communicated to the Stock Exchanges on which the Company's shares are listed.

The Chairman, thereafter, proposed to transact the business of the meeting in terms of the Notice convening the AGM, as follows:-

ORDINARY BUSINESS:

ITEM No 1: ADOPTION OF ANNUAL ACCOUNTS AND REPORTS THEREON:

Ordinary Resolution as under:-

"RESOLVED THAT, the audited Balance Sheet of the Company as at 31st March, 2017, and the audited Profit & Loss Account for the year

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ended as on that date, together with the reports of the Auditors and the Directors thereon as laid before the Shareholders at this Meeting be and are hereby received, considered, approved and adopted."

The aforesaid Resolution was proposed by Mr. Raghu Nandan Mondal, Authorised Representative of Shree Viniyog Pvt. Ltd a member of the Company and seconded by Ms. Rashi Saraf, a member of the Company.

The Chairman informed that the Resolution had been duly proposed and seconded and had already been put to vote through remote e-voting. The Chairman invited the Members present to share their views/ comments/ suggestions, if any, on the Reports and Accounts of the Company for the period ended March 31, 2017. The questions raised by Members of the Company were satisfactorily replied by the Chairman.

ITEM No 2: APPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION (MR. SUNIL PATWARI -DIN-00024007):

Since Mr. Sushil Patwari, Chairman was related to Mr. Sunil Patwari who was retiring by rotation, he (Mr. Sushil Patwari) entrusted, the proceeding in regards to Item no.2 of the notice convening this AGM, to Mr. B.C. Talukdar, Independent Director.

Ordinary Resolution as under:-

"RESOLVED THAT, Mr. Sunil Patwari (DIN-00024007), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, whose directorship will be liable to determination by retirement of directors by rotation."

The aforesaid Resolution was proposed by Mr. Raghu Nandan Mondal, Authorised Representative of Shree Viniyog Pvt. Ltd a member of the Company and seconded by Mr. Gopal Sharma, Authorised Representative of Sri Krishna Viniyog Pvt. Ltd a member of the Company.

Mr. B.C. Talukdar informed that the Resolution had been duly proposed and seconded and had already been put to vote through remote e-voting. He invited the Members present to share their views/ comments/ suggestions, if any, on the Appointment of Director liable to retire by rotation. The questions raised by Members of the Company were satisfactorily replied by Mr. B.C. Talukdar who conducted the proceeding relating to Item No.2 of the Notice convening this AGM.

At this stage, Mr. Sushil Patwari again started conducting the proceeding of the AGM.

ITEM No 3: APPOINTMENT OF M/S. P.K. PACHISIA & CO., CHARTERED ACCOUNTANT AS STATUTORY AUDITORS OF THE COMPANY AND TO APPROVE THEIR REMUNERATION:

Ordinary Resolution as under:-

"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

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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."

The aforesaid Resolution was proposed by Ms. Rashi Saraf, a member of the Company and seconded by Mr. Raghu Nandan Mondal, Authorised Representative of Shree Viniyog Pvt. Ltd a member of the Company.

The Chairman informed that the Resolution had been duly proposed and seconded and had already been put to vote through remote e-voting. The Chairman invited the Members present to share their views/ comments/ suggestions, if any, on the Appointment of New Statutory Auditors of the Company and to approve their remuneration. The questions raised by Members of the Company were satisfactorily replied by the Chairman.

SPECIAL BUISNESS:

ITEM No 4: INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY:

Ordinary Resolution as under:-

"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 Fourty 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 Fourty 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 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

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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."

The aforesaid Resolution was proposed by Mr. Gopal Sharma, Authorised Representative of Sri Krishna Viniyog Pvt. Ltd. a member of the Company and seconded by Mr. Shakoor Chobdar, Authorised Representative of Dadra Eximp Pvt. Ltd. a member of the Company.

The Chairman informed that the Resolution had been duly proposed and seconded and had already been put to vote through remote e-voting. The Chairman invited the Members present to share their views/ comments/ suggestions, if any, on the matter relating to Increase the Authorised Share Capital of the Company. The questions raised by Members of the Company were satisfactorily replied by the Chairman.

ITEM No 5: ISSUE OF NON CONVERTIBLE REDEEMABLE PREFERENCE SHARES:

Since Mr. Sushil Patwari, Chairman was Interested in the said Special Resolution, he (Mr. Sushil Patwari) entrusted, the proceeding in regards to Item no.5 of the notice convening this AGM, to Mr. B.C. Talukdar, Independent Director.

Special Resolution as under:-

"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

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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."

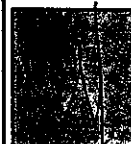
"FURTHER RESOLVED THAT the above Redeemable Preference Shares shall be subject to the following conditions:

- 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."

The aforesaid Resolution was proposed by Mr. Shakoor Chobdar, Authorised Representative of Dadra Eximp Pvt. Ltd. a member of the Company and seconded by Mr. Gopal Sharma, Authorised

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Representative of Sri Krishna Viniyog Pvt. Ltd. a member of the Company.

Mr. B. C. Talukdar informed that the Resolution had been duly proposed and seconded and had already been put to vote through remote e-voting. He invited the Members present to share their views/ comments/ suggestions, if any, on the matter relating Issue of Non Convertible Redeemable Preference Shares. The questions raised by Members of the Company were satisfactorily replied by Mr. B.C. Talukdar who conducted the proceeding relating to Item No.5 of the Notice convening this AGM.

At this stage, Mr. Sushil Patwari again started conducting the further proceeding of the AGM.

BALLOT PAPER VOTING:

Mr. Hari Ram Agarwal, Practicing Chartered Accountants, appointed as scrutinizer, distributed Ballot papers to members present at the AGM, who had not cast their E- Voting. He requested the concerned members to fill up the Ballot paper and put it in the Ballot box which was under locked.

The Concerned Members exercised their voting rights through Ballot Paper.

VOTE OF THANKS:

Since all Items, as per Notice dated 14/08/2017 convening this AGM, were transacted, the meeting concluded with vote of thanks to the Chair proposed by Mr. Shakoor Chobdar, Authorised Representative of Dadra Eximp Pvt. Ltd. a member of the Company and seconded by Mr. Sanjay Sharma, Authorised Representative of Lakecity Ventures Pvt. Ltd. a member of the Company.

DECLARATION OF RESULTS:

Based on the Scrutiniser's consolidated report dated 20th September, 2017, on the results of the resolutions as per the Notice dated 14/08/2017 convening this Annual General Meeting the Chairman declared the result on 20th September, 2017 at 11.30 a.m. that all resolutions were passed with requisite majority.

The summary of the results of voting are as under:

Resolution No.	Resolution Type	FOR		AGAINST	
		No. of Equity Shares	Percentage	No. of Equity Shares	Percentage
1.	Ordinary	88,81,592	99.99%	100	0.01%
2.	Ordinary	88,81,592	100%	0	0
3.	Ordinary	88,81,592	100%	0	0
4.	Ordinary	88,81,692	100%	0	0
5.	Special	88,81,512	99.99%	180	0.01%

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Place: Kolkata
Date: 9th October, 2017


Sushil Patwari
Chairman