

NOTICE

Notice is hereby given that the 21st 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 28th September, 2015 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, 2015, 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. Sunil Patwari (DIN 00024007), who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint 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, M/s H.R. Agarwal & Associates, Chartered Accountants (FRN 323029E), be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 23rd Annual General Meeting of the Company to be held in year 2017 (subject to ratification of their appointment at each Annual General Meeting) at a remuneration to be fixed by the Board of Directors based on the recommendations of the Audit Committee.”

SPECIAL BUSINESS

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

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

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

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT**, in accordance to the provisions of 196, 197 and 203 of the Companies Act, 2013 read with Schedule V to the Act, approval of the company be and is hereby accorded to the appoint of Mr. Sunil Patwari, DIN 00024007, as the Managing Director of the Company, with effect from 1st June, 2015 for a period of 5 years, i.e. till 31st May, 2020, subject to retirement by rotation, on the terms and conditions including remuneration as set out in the statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the appointment as it may deem fit and as may be acceptable by Mr. Sunil Patwari, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modifications or re-enactment thereof.

RESOLVED further that the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board
For **NAGREEKA CAPITAL & INFRASTRUCTURE LTD.**

Place : Kolkata
Date :28.05.2015

S. CHATTOPADHYAY
(COMPANY SECRETARY)

NOTE:

1. **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.**
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.
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. Pursuant to Section 205C of the erstwhile Companies Act, 1956 all unclaimed or unpaid dividends (if any) upto the financial year ended 31st March, 2007 have been transferred to the Investors Education and Protection Fund established by the Central Government.
6. Brief details of the directors, who are seeking appointment/ re-appointment, are annexed hereto as per requirements of Clause 49 of the listing agreement.
7. 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 **Monday, 21st September, 2015 to Monday, 28th September 2015**, both days inclusive.
8. 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.
9. 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 M/s. Maheshwari Datamatics Pvt. Ltd., who are the Company's Registrar and Transfer Agents.
10. In terms of sections 101 and 136 of the Companies Act, 2013, read together 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 21st Annual General Meeting of the Company.

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

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) Now, select “NAGREEKA EXPORTS LIMITED” from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your User ID : For CDSL – 16 digits beneficiary ID, For NSDL – 8 Characters DP ID followed by 8 digits Client ID, Members holding shares in Physical. Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

	For Members holding Shares in Demat Form	For Members holding Shares in Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. – Sequence number is communicated in the Attendance Slip/ Covering Letter. 	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field. 	

- (vii) After entering these details appropriately, click on ‘SUBMIT’ tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that these password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- (x) Click on the EVSN for the relevant “NAGREEKA CAPITAL & INFRASTRUCTURE LIMITED” on which you choose to vote.

- (xi) On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting, Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “Resolution File Link” If you wish to view the entire Resolution.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK” else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

- **In case of members receiving the physical copy:**

Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote

- (xvii) The voting period begins on **23rd September, 2015 (9.30 AM)** and ends, on **27th September, 2015 (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, 21st September, 2015**, may cast their vote electronically. The e-voting module shall be disabled by **CDSL** for voting thereafter.
- (xviii) In case you have any queries or issues regarding e-voting you may refer the frequently Asked Question (“FAQs”) on e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

- 2 The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date on **Monday, 21st September, 2015**.
- 3 A copy of this notice has been placed on the website of the company and the website of **CDSL**.
- 4 **CA Hari Ram Agarwal**, Practicing Chartered Accountants (Certificate of Practice Number 057625) has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- 5 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 three(3) working days of conclusion of the meeting, a consolidated Scrutiniser’s Report of the total votes cast in favour or against, if any, to the Chairman.
- 6 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 **CDSL** 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 clause 49 of the Listing Agreement.

Details of the Directors

Name of Director	Sri Sunil Patwari	Ms. Surabhi Sanganeria
Date of Birth	15/11/1960	12/10/1977

Date of appointment	30/01/2006	13/11/2014
Qualification	B. Com., ACA, PGDM (IIM-A)	B.Com, ACA, ACS
Expertise in specific Functional area	Industrialist having rich business experience	Having rich experience in Industrial and Corporate Laws
List of other Directorship held excluding foreign companies, companies under section 8 of the Companies Act, 2013 and Private Companies.	1. Nagreeka Exports Ltd. 2. GPT Infraprojects Ltd.	1. Nagreeka Exports Ltd.
Chairman / Member of the committees of the Board of other Companies in which he / she is a Director	Nagreeka Exports Limited Audit Committee Stakeholders' Relationship Committee GPT Infraprojects Limited Nomination & Remuneration Committee	NONE
Shareholding in the Company	712000	NIL

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

ITEM NUMBER 4:

Ms. Surabhi Sanganeria, DIN 06987772, was appointed as an Additional Director in the Board Meeting held on November 13, 2014, pursuant to the provisions of section 161(1) of the Companies Act, 2013 and Article 82(1) of the Articles of Association of the Company. In terms of section 161(1) of the Companies Act, 2013, Ms. Surabhi Sanganeria will hold office upto the date of the forthcoming Annual General Meeting.

Under section 160 of the Companies Act, 2013, a notice in writing has been received from a member signifying his intentions to propose Ms. Surabhi Sanganeria, as a Director of the Company.

As per the provisions of section 149(1) of the Companies Act, 2013 and amended Clause 49 of the Listing Agreement, the company should have at least one Women Director on the Board of Directors of the Company. The said legal requirement is fulfilled by the appointment of Ms. Surabhi Sanganeria, as a Director of the Company.

It is also proposed to appoint Ms. Surabhi Sanganeria as an Independent Director for 5 consecutive years upto 27th September, 2020, not liable to retire by rotation.

Ms. Surabhi Sanganeria is a Practicing Company Secretary and has more than 10 years of experience in the field of Company and allied laws.

The Ordinary Resolution being Item No.4 in the Notice is intended for the purpose.

In the opinion of the Board Ms. Surabhi Sanganeria fulfills the conditions for her appointment as an Independent Director.

The Company has received a declaration from Ms. Surabhi Sanganeria that she meets the criteria of Independence as provided under section 149 (6) of the Companies Act, 2013 and clause 49 of the Listing Agreement.

The Board of Directors recommends the resolution for the approval of the members.

Save and except Ms. Surabhi Sanganeria, no Director or Key Managerial Personnel of the Company and their relatives are concerned or interested directly or indirectly in the resolution set out under Item no. 4.

ITEM NUMBER 5 :

Mr. Sunil Patwari has been appointed as Managing Director of the Company, for a period of five years, with effect from 1st June, 2015, in the Board Meeting held on 28th May, 2015. The Remuneration Committee of the Board of Directors at its Committee Meeting held on 12th March, 2015 unanimously recommended for his reappointment. The brief terms and conditions for his reappointment are as under:-

Remuneration:

(a) Salary:

As Managing Director of the Company, Mr. Patwari shall not draw any remuneration, directly or indirectly, whatsoever, from the Company.

(b) Perquisites:

i) Reimbursement of Entertainment/ Travelling Expenses

Reimbursement of all entertainment, traveling, hotel and other expenses incurred by Mr. Sunil Patwari during the course of his employment in connection with the business of the Company.

ii) Sitting Fee

Sitting fee shall be paid to Mr. Sunil Patwari for attending the meetings of the Board of Directors of the Company or any Committee thereof.

Mr. Sunil Patwari is a Director by profession and has more than 20 years of experience in the industry. Moreover he has been associated with the Company since inception. His contribution to the growth of the Company has been immense.

The Board of Directors recommends the resolution for approval of the Members.

Save and except Mr. Sunil Patwari and Mr. Sushil Patwari, no Director of the Company is concerned or interested in the ordinary resolution being item number 5 of the Notice.

For NAGREEKA CAPITAL & INFRASTRUCTURE LTD

Place : Kolkata
Date :28.05.2015

S. CHATTOPADHYAY
(COMPANY SECRETARY)

NAGREEKA CAPITAL & INFRASTRUCTURE LIMITED

REGISTERED OFFICE: 18, R.N. MUKHERJEE ROAD, 6TH FLOOR, KOLKATA – 700 001, INDIA
Phone : 2210-8828, 2248-4922/4943, **Email:** sushil@nagreeka.com, **Website :** www.nagreeka.com

CIN: L65999WB1994PLC065725

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	

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 **21st 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 28th September, 2015 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 LIMITED

REGISTERED OFFICE: 18, R.N. MUKHERJEE ROAD, 6TH FLOOR, KOLKATA – 700 001, INDIA
Phone : 2210-8828, 2248-4922/4943, **Email:** sushil@nagreeka.com, **Website :** www.nagreeka.com

CIN: 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, 6th Floor, 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 FIRST Annual General Meeting of the Company, to be held on the **Monday, the 28th September, 2015 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 31 March 2015 and the Directors' and Auditors' Report thereon.
2.	To appoint a Director in place of Sunil Patwari, who retires by rotation and being eligible, offers himself for re-appointment.
3.	Appointment of M/s. H.R. Agarwal & Associates, Chartered Accountants, as Auditors of the Company and fixing their remuneration.
Special Business :	
4.	Appointment of Ms. Surabhi Sangneria as an Independent Director.
5.	To appoint Mr. Sunil Patwari as Managing Director of the Company.

Signed this ____ day of _____ 2015

(Signature of member)

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.