

NOTICE

NOTICE is hereby given that the **26th Annual General Meeting (“AGM”)** of the Members of **Nagreeka Capital & Infrastructure Limited** will be held on Monday, the 28th day of September, 2020 at 1:00 p.m. through video conferencing (‘VC’)/Other Audio Visual Means (‘OAVM’) facility to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2020, 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. Sushil Patwari (DIN 00023980), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. RE-APPOINTMENT OF MR. SUNIL ISHWARLAL PATWARI (DIN : 00024007) AS MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS WITH EFFECT FROM 1ST JUNE, 2020

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rules made there under and Schedule V thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on the recommendations of the Nomination & Remuneration Committee and the appointment made by the Board of Directors, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Sunil Ishwarlal Patwari (DIN : 00024007) as Managing Director of the Company for a further period of 5 years with effect from 01/06/2020 to 31/05/2025, upon such terms and conditions including remuneration as set out in the relevant explanatory statement annexed to the Notice convening this Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of the appointment and /or remuneration based on the recommendation of the Nomination and Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and is hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid resolution."

4. RE-APPOINTMENT OF MS. SURABHI SANGANERIA AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS WITH EFFECT FROM 28TH SEPTEMBER, 2020

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and other applicable provision, if any, of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Rules”) and Schedule IV to the Act (including any statutory modifications or re-enactment (s) thereof for the time being in force) and Regulation 17(1a) of SEBI (LODR) Regulation, 2015 as amended, the consent of the members of the Company be and is hereby accorded to re-appoint Ms. Surabhi Sanganeria (DIN : 06987772) as an Independent Director on the Board of the Company for 2nd Consecutive term of 5 years effective from 28th September, 2020 till 27th September, 2025 and not liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and is hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid resolution."

For and on behalf of the Board of Directors

Sd/-

Place : Kolkata
Date : 31/07/2020

Shruti Murarka
Company Secretary

NOTE:

- i) In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- ii) The Statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, with respect to Special Business set out in the Notice is annexed hereto and forms part of the notice. In terms of the aforesaid circulars, the businesses set out in the Notice shall be transacted only through remote e-voting or through the e-voting system provided during the meeting while participating through VC facility.
- iii) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since, the AGM is being

conducted through VC/OAVM pursuant to MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

- iv) Institutional/Corporate members are requested to send a duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013/Power of Attorney authorizing their representative(s) to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to gk.sons@hotmail.com with a copy marked to evoting@nsdl.co.in.
- v) It is observed that few members have still not claimed their new certificate for Equity Shares of Rs. 5/- each. They are once again requested to claim their new certificates for Equity Shares at the Registered Office of the Company or to Maheshwari Datamatics Pvt. Ltd., who are the Company's Registrar and Share Transfer Agent, so as to enable the Company to do the needful.
- vi) 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 physical form are requested to intimate change in their registered address or bank particulars, mentioning full address in block letters with Pin code of the Post Office, mandate, bank particulars and Permanent Account Number (PAN) to the to the Company or Maheshwari Datamatics Pvt. Ltd., Registrar and Share Transfer Agents of the Company and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately with whom they are maintaining their Demat accounts.

As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, 1 April 2019, except in case of request received for transmission or transposition of securities. In addition to transferability, dematerialization provides other benefits including easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of certificates and bad deliveries. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Share Transfer Agents, M/s. Maheshwari Datamatics Pvt. Ltd., for assistance in this regard.

- vii) Brief details of the Directors, who are seeking re-appointment, are annexed hereto as per the requirements of Regulation 36(3) of the SEBI (LODR) Regulations, 2015, the Companies Act, 2013 and Secretarial Standard 2 issued by ICSI.
- viii) 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 the share transfer books of the Company will remain closed from **21st September, 2020 (Monday) to 28th September, 2020, (Monday)** both days inclusive.
- ix) 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.
- x) 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**, Registrar and Share Transfer Agents of the Company.
- xi) In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12 May 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail address are registered with the Company/Depositories/Share Transfer Agent of the Company. For members who have not registered their email address, are requested to register their email IDs with the Company/Depositories/Share Transfer Agent of the Company.
- xii) To receive shareholders' communications through electronic means, including annual reports and notices, members are requested to kindly register/ update their email address with their respective depository participant, where shares are held in electronic form. If, however shares are held in physical form, members are advised to register their email address with Maheshwari Datamatics Pvt. Ltd, Registrar and share Transfer Agents of the Company.
- xiii) The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- xiv) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

- xv) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- xvi) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.nagreeka.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- xvii) AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
- xviii) Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
- xix) In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

Voting through electronic means :

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 25th September, 2020 at 9:00 A.M. and ends on 27th September, 2020 at 5 : 00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

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

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

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

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

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

4. Your User ID details are given below :

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

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and

- the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to gk.sons@hotmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any query / grievance with respect to Remote E-voting or voting by electronic means during the meeting, members may refer to the Frequently Asked Questions (FAQs) for Shareholders and Remote E-voting User Manual for Shareholders available under the Downloads section of NSDL’s e-voting website or contact Mr. Amit Vishal, Senior Manager / Ms. Pallavi Mhatre, Manager, NSDL, Trade World, “A” Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai 400 013 at telephone no. 022 – 24994360 / 022 – 24994545 or toll free no. 1800 – 222 – 990 or at E-mail ID : evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compsect.ncil@nagreeka.com
In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compsect.ncil@nagreeka.com

2. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by providing the details mentioned in Point (1) or (2) as the case may be.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. In case of any query / grievance with respect to Remote E-voting or voting by electronic means during the meeting, members may refer to the Frequently Asked Questions (FAQs) for Shareholders and Remote E-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website or contact Mr. Amit Vishal, Senior Manager / Ms. Pallavi Mhatre, Manager, NSDL, Trade World, "A" Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai 400 013 at telephone no. 022 – 24994360 / 022 – 24994545 or toll free no. 1800 – 222 – 990 or at E-mail ID : evoting@nsdl.co.in

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. For ease of conduct, Shareholders who would like to ask questions/express their views may register themselves as a speaker by sending their request from their registered email address and their questions in advance at least 48 hours before AGM mentioning their name, DP ID and Client ID/folio number, PAN, email id, mobile number at compsect.ncil@nagreeka.com. The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
7. Members who need assistance before or during the AGM with regard to use of technology, can send a request at evoting@nsdl.co.in or use toll free no.: 1800-222-990 or contact Mr. Amit Vishal, Senior Manager / Ms. Pallavi Mhatre, Manager, NSDL, Trade World, “A” Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai 400 013 at the designated email id : evoting@nsdl.co.in or at telephone no.022 – 24994360 / 022 – 24994545

xx) 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 close of working hours on **Monday, 21st September, 2020 (cut-off date)**.

xxi) Mr. Hari Ram Agarwal, Practicing Chartered Accountant (Membership No. 057625) who have consented to act as the Scrutinizer and are available for the purpose of ascertaining the requisite majority, have been appointed as the Scrutinizer to scrutinize the remote e-voting and e-voting system provided in the meeting in a fair and transparent manner.

xxii) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the Meeting and 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 within a period not exceeding 48 (Forty Eight hours) from the conclusion of the AGM make a consolidated Scrutinizer’s Report of the total votes casted in favor or against, if any, to the Chairman of the Company or any other person authorized by him in writing, who shall counter sign the same and declare the results of the voting forthwith in accordance with applicable law.

xxiii) The results shall be declared on or after the AGM of the Company. The results along with the Scrutinizer’s Report will be placed on the website of Company i.e www.nagreeka.com and on the website of NSDL i.e www.evoting.nsdl.com immediately

after the declaration of results by the Chairman or any other person authorized by him in writing and shall be communicated to the BSE Limited and National Stock Exchange of India Limited. The resolution shall be deemed to be passed at the AGM of the Company, scheduled to be held on Monday, 28th September 2020.

xxiv) Brief details of Directors seeking Re-appointment at the Annual General Meeting pursuant to the Companies Act, 2013 and the Regulation 36(3) of the SEBI (LODR) Regulations, 2015.

Name of Director	Mr. Sushil Patwari (DIN : 00023980)	Mr. Sunil Ishwarlal Patwari (DIN : 00024007)	Ms. Surabhi Sanganeria (DIN : 0698772)
Date of Birth	20.09.1954	15.11.1960	12.10.1977
Date of appointment	31.10.1994	30.01.2006	13.11.2014
Qualification	B. Com.	B. Com., FCA, PGDM (IIMA)	B. Com., ACS, ACA
Expertise in specific Functional area	Industrialist having rich business experience	Industrialist having rich business experience	Having rich experience in 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. Rupa & Co. Ltd. 3. Reliance Processors Ltd. 4..Jaidka Motor Co. Ltd.	1 Nagreeka Exports Ltd. 2 GPT Infraprojects Ltd .	1.Nagreeka Exports Limited
Chairman / Member of the committees of the Board of other Companies in which he / she is a Director	Rupa & Co. Ltd. - Audit Committee - Stakeholders Relationship Committee Nagreeka Exports Ltd. - Stakeholders Relationship Committee	Nagreeka Exports Ltd. - Audit Committee - Stakeholders Relationship Committee GPT Infraprojects Limited - Nomination & Remuneration	Nagreeka Exports Ltd. - Audit Committee - Nomination & Remuneration Committee

		Committee	
Shareholding in the Company	831473	934900	Nil

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

ITEM NO. 3

Based on the recommendations of the Nomination & Remuneration Committee, the Board of Directors (the “Board”) at its meeting held on 31.07.2020 re-appointed Mr. Sunil Ishwarlal Patwari as Managing Director of the Company for a period of 5 years with effect from 01.06.2020 till 31.05.2025 upon the terms and conditions including remuneration herein given below subject, however, to approval of the members of the Company in the forthcoming Annual General Meeting.:

- 1) Name of the Appointee : Mr. Sunil Ishwarlal Patwari
- 2) Designation : Managing Director
- 3) DIN : 00024007
- 4) Tenure : Five (5) Years from 01.06.2020

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 Ishwarlal Patwari during the course of his employment in connection with the business of the Company.
 - ii) **Sitting Fee**
Sitting fee shall not be paid to Mr. Sunil Ishwarlal Patwari for attending the meetings of the Board of Directors of the Company or any Committee thereof.

Mr. Sunil Ishwarlal Patwari is a Director by profession and has more than 35 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.

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

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

The draft service agreement between Mr. Sunil Ishwarlal Patwari and the Company is available for inspection of the members at registered office of the Company during normal working hours except Saturdays, Sundays, and notified holiday till the 28th September, 2020.

The Board recommends the resolution, as set out in item no.3 of notice convening the forthcoming Annual General Meeting, for approval of the members as Special Resolution.

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

ITEM NO. 4

The Members of the Company at their 21st Annual General Meeting held on 28th September, 2015 had appointed Ms. Surabhi Sanganeria (DIN: 06987772), as an Independent Director on the Board of the Company for a term of 5 years pursuant to the provisions of Section 149,152 of the Act and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and schedule IV of the act and SEBI (LODR) Regulations, 2015, as amended. She holds office as an Independent Directors of the Company up to the 27th September, 2020.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Ms. Surabhi Sanganeria (DIN: 06987772), as an Independent Director for second consecutive term of 5 (five) years on the Board of the Company w.e.f 28.09.2020 to 27.09.2025.

The Board is of view that continued association of Ms. Surabhi Sanganeria would be beneficial to the Company, given the knowledge, experience and contribution during her tenure as a Director of the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, it is proposed to re-appoint Ms. Surabhi Sanganeria as an Independent Director of the Company, not liable to retire by rotation, and to hold office for a second consecutive term of 5 (five) years on the Board of the Company.

Ms. Surabhi Sanganeria has given a declaration to the Board of Directors that she meets the criteria of Independence as prescribed under section 149 of the Act and SEBI Listing

Regulations and also she is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given her consent to act as a Director in accordance with Section 152 of the Act.

In the opinion of the Board, Ms. Surabhi Sanganeria fulfills the conditions for appointment as an Independent Director, as specified section 149 of the Act, and the Listing Regulations and she is independent of the management of the Company.

Details of Ms. Surabhi Sanganeria whose re-appointment as an Independent Director is proposed at Item Nos. 4 is provided in the “Note No.xxiv” to the Notice pursuant to the provisions of the Listing Regulations.

Save and except Ms. Surabhi Sanganeria, none of the Directors and the Key Managerial Personnel of the Company including their relatives, is concerned or interested financial or otherwise in aforesaid Ordinary Resolution

The Board of Directors recommends the above resolution for the approval of the members as a Special Resolution.

For and on behalf of the Board of Directors

Sd/-

Place : Kolkata
Date : 31/07/2020

Shruti Murarka
Company Secretary

Addendum to the Notice of the 26th Annual General Meeting of Nagreeka Capital & Infrastructure Limited

Nagreeka Capital & Infrastructure Limited (“The Company”) has issued a Notice (hereinafter referred as “Original Notice”), dated 31st July, 2020 for the 26th Annual General Meeting (AGM) to be held on Monday, 28th September, 2020 at 1.00 p.m.. through video conferencing (‘VC’)/Other Audio Visual Means (‘OAVM’) facility to transact the two special business items as specified in the Notice.

Notice is hereby given that the following item of business is added in the aforesaid Notice as Item No. 5, 6 and 7 as a Special Business:

SPECIAL BUSINESS:

Item No. 5

To approve the appointment of Mr. Santosh Harakhchand Somani (holding DIN : 02894841) as Non-Executive Independent Director of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules 2014 (‘the Rules’) made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws Mr. Santosh Harakhchand Somani (holding DIN : 02894841), who was appointed as an Additional Director of the Company with effect from April 1, 2020, by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee in terms of Section 161(1) of the Act and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160(1) of the Act from a member proposing his candidature for the office of the Director, be and is hereby appointed as the Non-Executive Independent Director of the Company with effect from April 1, 2020 for a term of five consecutive years and shall not be liable to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors or any Key Managerial Personnel of the Company for the time being are severally authorized to do all acts, deeds, matters and things and take such steps as may be necessary, expedient as desirable in this regard.”

Item No. 6

To approve the appointment of Mr. Amitava Mazumdar (holding DIN : 06441635) as Non-Executive Independent Director of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules 2014 (‘the Rules’) made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws Mr. Amitava Mazumdar (holding DIN : 06441635), who was appointed as an Additional Director of the Company with effect from April 1, 2020, by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee in terms of Section 161(1) of the Act and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160(1) of the Act from a member proposing his candidature for the office of the Director, be and is hereby appointed as the Non-Executive Independent Director of the Company with effect from April 1, 2020 for a term of five consecutive years and shall not be liable to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors or any Key Managerial Personnel of the Company for the time being are severally authorized to do all acts, deeds, matters and things and take such steps as may be necessary, expedient as desirable in this regard.”

Item No. 7

To approve the appointment of Mr. Manish Kumar Bansal (holding DIN : 01227489) as Non-Executive Non-Independent Director of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Section 156 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules 2014 (‘the Rules’) made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws Mr. Manish Kumar Bansal (holding DIN : 01227489), who was appointed as an Additional Director of the Company with effect from April 1, 2020, by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee in terms of Section 161(1) of the Act and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160(1) of the Act from a member proposing his candidature for the office of the Director, be and is hereby appointed as the Non-Executive Non-Independent Director of the Company with effect from April 1, 2020 for a term of five consecutive years and shall not be liable to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors or any Key Managerial Personnel of the Company for the time being are severally authorized to do all acts, deeds, matters and things and take such steps as may be necessary, expedient as desirable in this regard.”

For and on behalf of the Board of Directors

Place: Kolkata
Date : 24/08/2020

Shruti Murarka
Company Secretary

NOTE:

- i. An explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 (the ‘Act’) relating to the Special Business as proposed above to be transacted at the AGM is annexed hereto.
- ii. This addendum to the Notice of 26th AGM is also available on the website of the Company www.nagreeka.com.
- iii. All the processes, notes and instructions relating to e-voting set out for and applicable to the ensuing 26th AGM shall mutatis-munadis apply to the e-voting for the Resolution proposed in this Addendum to the Notice. Furthermore, Scrutinizer appointed for the ensuing 26th AGM will act as a Scrutinizer for the Resolution proposed in this Addendum to the Notice.

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

Name of Director	1.Mr. Manish Kumar Bansal	2.Mr.Amitava Mazumdar	3.Mr.Santosh Harakhchand Somani
DIN	01227489	06441635	02894841
Date of Birth	20.05.1976	09.09.1949	04.03.1954
Date of appointment	01.04.2020	01.04.2020	01.04.2020
Qualification	M. Com., FCA,	B. Sc.	B.com
Expertise in specific Functional area	Having more than 20 years of experience in conceptualizing and implementing financial policies and procedures including working capital management, internal financial controls, project financing and costing.	Having about 50 years of experience in logistic field and other industrial activities.	Having many years of experience in finance field and other industrial activities.
List of other Directorship held excluding foreign companies, companies under section 8 of the Companies Act, 2013 and Private Companies.	Nil	Nil	Bombay Yarn Merchants Association and Exchange Ltd.
Chairman / Member of the committees of the Board of other Companies in which he is a Director	Nil	Nil	Nil
Shareholding in the Company	Nil	Nil	2825

Explanatory Statement pursuant to 102(1) of the Companies Act, 2013

ITEM NO. 5

Mr. Santosh Harakhchand Somani (holding DIN : 02894841)

Mr. Santosh Harakhchand Somani (holding DIN : 02894841). was appointed as an additional Director by the Board w.e.f 01.04.2020 at its meeting held on 24th August, 2020, on the recommendation of Nomination and Remuneration Committee. He holds office until the ensuing AGM under section 161(1) of the Companies Act, 2013. He has accorded his consent to act as director and has submitted the declaration of independence, pursuant to section 149(7) of the Companies Act, 2013 stating that he meets the criteria of independence as provided in section 149(6) and regulation 16 of SEBI Listing Regulations, 2015. He is not disqualified from being appointed as a director in terms of section 164 of the Act. In respect of his appointment, a notice in writing in the prescribed manner, as required under section 160 of the Act and Rules made thereunder, has been received by the Company, regarding his candidature for the office of director. According to section 152 of the Companies Act, 2013, read with Schedule IV to the Act, in the opinion of the Board, his appointment as an independent director fulfils the conditions specified in the Act and the Rules made thereunder as also the SEBI Listing Regulations, 2015 and that the said appointment is independent of the Management. The terms and conditions of his appointment shall be open for inspection at the registered office of the Company by any member during normal business hours and the same shall also be available at the Company's website.

The Board of Directors recommends the above resolution for the approval of the members as Special Resolution.

Details of Mr. Santosh Harakhchand Somani whose appointment as an Independent Director is proposed at Item Nos. 5 is provided in the "Note No. (iv) to this Notice pursuant to the provisions of the Listing Regulations.

Save and except Mr. Santosh Harakhchand Somani, 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. 5.

ITEM NO.6

Mr. Amitava Mazumdar (holding DIN 06441635) :

Mr. Amitava Mazumdar (holding DIN 06441635), was appointed as an Additional Independent Director by the Board w.e.f 01.04.2020 at its meeting held on 24th August, 2020, on the recommendation of Nomination and Remuneration Committee. He holds office until the ensuing AGM under section 161(1) of the Companies Act, 2013. He has accorded his consent to act as director and has submitted the declaration of independence, pursuant to section 149(7) of the Companies Act, 2013 stating that he meets the criteria of independence as provided in section 149(6) and regulation 16 of SEBI Listing Regulations, 2015. He is not disqualified from being appointed as a director in terms of section 164 of the Act. In respect of his appointment, a notice in writing in the prescribed manner, as required under section 160 of the Act and Rules made thereunder, has been received by the Company, regarding his candidature for the office of director. According to section 152 of the Companies Act, 2013, read with Schedule IV to the Act, in the opinion of the Board, his appointment as an independent director fulfils the conditions

specified in the Act and the Rules made thereunder as also the SEBI Listing Regulations, 2015 and that the said appointment is independent of the Management. The terms and conditions of his appointment shall be open for inspection at the registered office of the Company by any member during normal business hours and the same shall also be available at the Company's website.

The Board of Directors recommends the above resolution for the approval of the members as Special Resolution.

Details of Mr. Amitava Mazumdar (holding DIN : 06441635) whose appointment as an Independent Director is proposed at Item Nos. 6 is provided in the "Note No. (iv) to this Notice pursuant to the provisions of the Listing Regulations.

Save and except Mr. Amitava Mazumdar, 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. 6.

ITEM NO.7

Mr. Manish Kumar Bansal (holding DIN 01227489) :

Mr. Manish Kumar Bansal (holding DIN : 01227489), was appointed as an Additional Non-Independent Director by the Board w.e.f 01.04.2020 at its meeting held on 24th August, 2020, on the recommendation of Nomination and Remuneration Committee. He holds office until the ensuing AGM under section 161(1) of the Companies Act, 2013. He has accorded his consent to act as director. He is not disqualified from being appointed as a director in terms of section 164 of the Act. In respect of his appointment, a notice in writing in the prescribed manner, as required under section 160 of the Act and Rules made thereunder, has been received by the Company, regarding his candidature for the office of director. According to section 156 of the Companies Act, 2013, read with Schedule IV to the Act, in the opinion of the Board, his appointment as a Non-Independent director fulfils the conditions specified in the Act and the Rules made thereunder as also the SEBI Listing Regulations, 2015. The terms and conditions of his appointment shall be open for inspection at the registered office of the Company by any member during normal business hours and the same shall also be available at the Company's website.

The Board of Directors recommends the above resolution for the approval of the members as a Special Resolution.

Details of Mr. Manish Kumar Bansal (holding DIN : 01227489) whose appointment as a Non-Independent Director is proposed at Item Nos. 7 is provided in the "Note No. (iv) to the Notice pursuant to the provisions of the Listing Regulations.

Save and except Mr. Manish Kumar Bansal, 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. 7.

For and on behalf of the Board of Directors

Sd/-

Place : Kolkata
Date : 24/08/2020

Shruti Murarka
Company Secretary