



M/S Nagreeka EXPORTS LIMITED

(STAR TRADING HOUSE RECOGNISED BY GOVT. OF INDIA)

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Ref.: NEL/SE/2022/

Date:17/10/2022

To Listing Compliance Bombay Stock Exchange Ltd. PhirozeJeejeebhoy Towers, Dalal Street, Mumbai-400001 Scrip Code: 521109	To Listing Compliance National Stock Exchange of India Limited Exchange Plaza BandraKurla Complex Bandra (E) Mumbai 400 051 Scrip Code: NAGREEKEXP
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Dear Sir/Mam,

Sub: Submission of Minutes of the 33rd Annual General Meeting of Nagreeka Exports Ltd. in accordance to Regulation 30 of the SEBI (LODR) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015, we are enclosing herewith a certified true copy of the Minutes of the 33rd Annual General Meeting of the Members of the Company held on Thursday, 29th September, 2022 at 11.30 a.m. through Video Conferencing (VC).

Kindly take a note of the same in your record.

Thanking you.
Yours truly,

For Nagreeka Exports Limited

Sushil Patwari
Chairman
(DIN-00023980)

MINUTES OF THE 33rd ANNUAL GENERAL MEETING OF THE MEMBERS OF NAGREEKA EXPORTS LIMITED HELD ON THURSDAY, THE 29TH DAY OF SEPTEMBER, 2022, AT 11.30 A.M. THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO VISUAL MEANS (OAVM) FACILITY

DIRECTORS PRESENT THROUGH VIDEO CONFERENCE :

1. Mr. Sushil Patwari, Chairman
2. Mr. Sunil Ishwarlal Patwari, Managing Director
3. Mr. Mahendra Ishwarlal Patwari, Whole Time Director.
4. Mr. Tushar Jhunjhunwala, Non-Executive Independent Director
5. Ms. Surabhi Sangneria, Non-Executive Independent Director
6. Mr. Pawan Kishore Harlalka, Non-Executive Independent Director
7. Mr. D Das Choudhary, Whole Time Director

IN ATTENDANCE PRESENT THROUGH VIDEO CONFERENCE :

- | | |
|------------------------|-------------------------|
| 1. Mr. Manoj Agarwal | Chief Financial Officer |
| 2. Ms. Akansha Agarwal | Company Secretary |

BY INVITATION THROUGH VIDEO CONFERENCE :

1. Mr. Gaurav More Partner of B.Nath & Company, Statutory Auditors of the Company
2. Mr. Vivek Mishra Proprietor M/s. Vivek Mishra & Co., Secretarial Auditor
3. Mr. Hari Ram Agarwal Practicing Chartered Accountants, Scrutinizer

38 Members (including corporate representatives) participated in the Annual General Meeting through VC/OAVM facility as per the record of the attendance register of NSDL

1. Mr. Sushil Patwari (DIN-00023980) Chairman of the Company, took the Chair and welcomed all the Members present at the 33rd Annual General Meeting of the Company.

The Chairman informed that in view of the restrictions due to outbreak of COVID-19 and considering the social distancing norms, the AGM was conducted through the VC /OAVM facility. The AGM was convened and conducted in accordance with General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021 dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021, 8th December, 2021, 14th December, 2021 and 5th May, 2022 respectively issued by the Ministry of Corporate Affairs and SEBI vide its Circular No. SEBI/HO/CFD/CMDI/CIR/P/2020/79 15th May, 2020, 15th January, 2021 and 22nd December, 2021 respectively issued by the Securities and Exchange Board of India in view of the continuing COVID-19 pandemic.

2. The Chairman further informed that the Company had taken all steps to ensure that the Shareholders were able to attend and vote at this AGM in a seamless manner. He also stated that the Company had tied up with NSDL to provide facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM.

CHAIRMAN'S
INITIALS

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.
4. The Chairman delivered his speech and highlighted the economic scenario, performance of the Company, reasons for not considering dividend, future scenario of yarn & textile Sector in India and company's financial figures.
5. The notice dated 30th June, 2022, convening 33rd 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.

The 'Statutory Auditors' Report & Secretarial Auditors' Report did not contain any qualification, observation and comment, so in terms of Section 145 of the Companies Act, 2013 the Statutory Auditors' Report and Secretarial Auditors Report were not required to be read at the Annual General Meeting. The Chairman briefly covered the items of business of the Annual General Meeting

6. 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, as amended, had provided facility of e-voting to members which was available from 26th September, 2022 (09.00 a.m.) to 28th September, 2022 (5.00 p.m.).

Further the Members who were participating in the AGM and who had not casted their votes by remote e-voting were given the facility to cast their votes during the AGM through the e-voting facility provided by NSDL. The voting during the AGM remained open till 12.05 P.M. and the meeting was declared as closed thereafter.

As the resolutions for the Items included in the Notice had already been put to vote through remote E-voting and were also being put for e-Voting during the AGM, therefore, no resolution was required to be proposed or seconded by the Members at the AGM.

The Chairman concluded by stating that the results of the voting process and Scrutinizers' Report shall be submitted to the stock Exchanges within 2 working days from the conclusion of this meeting and the same will be uploaded on the website of NSDL and also of the Company

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 01st September, 2022, intimating the shareholders about e-voting as per the requirement of 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, as amended and other details.
- b. The e-voting period commenced on Monday, September 26, 2022 at 9.00 a.m. and ended on Wednesday, September 28, 2022 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.

CHAIRMAN'S
INITIALS



- 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. Thursday, September 22, 2022. Mr. Hari Ram Agarwal, Practicing Chartered Accountant (Certificate of Practice Number 057625) was appointed as the Scrutinizer.
- d. The Scrutinizer would, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast through remote e-voting and e-voting at the AGM in the presence of at least two witnesses not in the employment of the company and make, not later than two working 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 2 working days 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, the website of Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com on which the Company's shares are listed and also to the NSDL. The Results would also be put up on the Company's Notice Board at Registered Office.

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

ORDINARY BUSINESS: ORDINARY RESOLUTION

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

Resolution as under:-

“RESOLVED THAT, the Audited Balance Sheet of the Company for the year ended 31st March, 2022, the Statement of Profit & Loss 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.”

ITEM No 2: APPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION(MR. DEBABRATA DAS CHOUDHARY -DIN-07479334):

Resolution as under:-

“RESOLVED THAT, Mr. Debabrata Das Choudhary (DIN-07479334), 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.”

ITEM No 3: APPOINTMENT OF AUDITORS AND TO FIX THEIR REMUNERATION**Resolution as under:-**

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s.B Nath & Co, Chartered Accountants (FRN 307057E), be and are hereby appointed as the Statutory Auditors of the Company to hold office for 2nd term of five years from the conclusion of this Annual General Meeting till 38th Annual General Meeting and at a remuneration as may be determined by the Board of Directors in consultation with the Auditors.”

Since, Mr. Sushil Patwari was interested in Resolution No. 4, so he gave his Chair to Mr. Tushar Jhunjhunwala (holding DIN: 00025078), Independent director of the Company to read out the next resolutions. Thereafter Mr. Tushar Jhunjhunwala proceeded to transact the Resolution no. 4 set out in the Agenda of the meeting

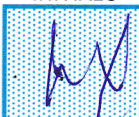
SPECIAL BUISNESS : ORDINARY RESOLUTION**ITEM No 4: RE-APPOINTMENT OF MR MAHENDRA ISHWARLAL PATWARI AS WHOLE TIME DIRECTOR OF THE COMPANY****Resolution as under**

“RESOLVED THAT in accordance to section 196, 197 and 203 of the Companies Act, 2013 read with Schedule V to the act , Mr. Mahendra Ishwarlal Patwari, (DIN-00024002), be and is hereby appointed as a Whole-Time Director of Nagreeka Exports Limited with effect from 01st July, 2022 for a period of 5 years, i.e. till 30th June, 2027.

RESOLVED FURTHER THAT Mr. Mahendra Ishwarlal Patwari, shall have power of management of the Company, as may be entrusted by the Board and further he shall be entitled to receive remuneration of upto Rs. 36 lakhs p.a. and other perquisites from the Company during his tenure as Whole-time Director.

RESOLVED FURTHER THAT his Directorship shall be subject to retirement by rotation and Mr. Sushil Patwari, Mr. Sunil Ishwarlal Patwari and Mr. Debabrata Das Choudhary, Directors be and are hereby severally authorized to file necessary forms with the MCA Portal in this relation and to do all other needful to give effect to the above resolution.”

Mr. Tushar Jhunjhunwala handed over the chair back to Mr. Sushil Patwari, Mr. Sushil Patwari took the Chair.

CHAIRMAN'S
INITIALS

SPECIAL BUISNESS : SPECIAL RESOLUTION**ITEM No 5: CONTINUATION OF MR. DEBABRATA DAS CHOUDHARY AS WHOLE TIME DIRECTOR UPON ATTAINING AGE OF (70) SEVENTY YEARS.****Resolution as under**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded for the continuation of the appointment of Mr. Debabrata Das Choudhary (DIN :07479334) as a Whole-time Director of the Company on attaining the age of 70 years on 14th February,2023, for the remaining period of his term i.e. until 26th May, 2026 on the same terms of appointment and remuneration as approved by the shareholders at the 32nd Annual General Meeting of the Company held on 25th September, 2021.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUISNESS : ORDINARY RESOLUTION**ITEM No 6 : RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS :****Resolution as under:-**

"RESOLVED THAT in terms of Section 148 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof for the time being in force) the remuneration of M/s. V. J. Talati &Co., Cost Accountants (Firm Reg. No.ROO213) appointed by the Board of Directors as cost Auditors of the Company to conduct the audit of the cost records maintained in respect of all applicable products of the Company for the financial year ending 31st March, 2023, at a remuneration of Rs.75,000/- plus taxes and reimbursement of out-of-pocket expenses, be and is hereby ratified.

RESOLVED FURTHER THAT any Directors or the 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."

VOTE OF THANKS:

Since all Items, as per Notice dated 30/06/2022 convening this Annual General Meeting, were transacted and there being no other business, the meeting as closed with vote of thanks to the Chair.

The resolutions as set out in the Notice of the 33rd Annual General Meeting, duly approved by the members with requisite majority, are recorded hereunder as part of the proceedings of the AGM.

CHAIRMAN'S
INITIALS

COMMENCEMENT AND CONCLUSION OF ANNUAL GENERAL MEETING:

The Annual General meeting commenced at 11.30 a.m. and concluded at 12.05 p.m.

DECLARATION OF RESULTS:

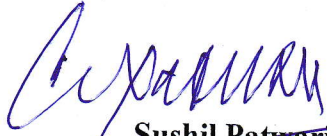
Based on the Scrutinizer's consolidated report dated 30th September, 2022, the Chairman declared the result of e-voting & uploaded on Stock Exchange on 01st October, 2022 and declared that all resolutions as per notice dated 30th June, 2022 were passed with requisite majority.

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	78,95,255	99.9277	5,709	0.0723
2.	Ordinary	78,95,254	99.9277	5,710	0.0723
3.	Ordinary	78,95,255	99.9277	5,709	0.0723
4.	Ordinary	47,82,331	99.8807	5,710	0.1193
5.	Special	78,95,254	99.9277	5710	0.0723
6.	Ordinary	78,95,255	99.9277	5709	0.0723

Place: Kolkata

Date:


Sushil Patwari
Chairman
(DIN-00023980)



