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**NOTICE**

Notice is hereby given that the 34<sup>th</sup> Annual General Meeting (AGM) of the members of Nagreeka Exports Limited will be held on Friday, 29<sup>th</sup> September, 2023 at 11:30 A.M through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) to transact the following business (es):

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as on 31<sup>st</sup> March, 2023, 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. TO RE- APPOINT MR. SUNIL ISHWARLAL PATWARI (DIN: 00024007) AS MANAGING DIRECTOR**

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) (including any statutory modification or re-enactment thereof for the time being in force) read along with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the members be and is hereby accorded for the re-appointment and terms of remuneration of Mr. Sunil Ishwarlal Patwari (DIN: 00024007) as the Managing Director of the Company for a period of five year w.e.f. 1<sup>st</sup> September, 2023 till 31<sup>st</sup> August, 2028, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, upon the terms and conditions including remuneration set out in the Explanatory Statement annexed to the Notice convening this 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 re-appointment and /or remuneration based on the recommendation of the Nomination and Remuneration Committee and acceptable to Mr. Sunil Ishwarlal Patwari, from time to time, provided further that the remuneration after the alteration/ variation shall be in accordance with section 197, 198, Schedule V of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any amendment thereto for the time being in force.”

“**RESOLVED FURTHER THAT** where in any financial year, the Company has no profit or its profits are inadequate, during the term of office of Mr. Sunil Ishwarlal Patwari, the remuneration as set out in the Relevant Explanatory Statement and the Agreement shall be the minimum remuneration”

“**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things as may be considered necessary, proper or expedient to give effect to the aforesaid resolution.”

**4. TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY: -**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 43, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from the existing Authorised Share Capital of Rs. 15,00,00,000/- (Rs. Fifteen crore) [divided into 2,40,00,000 (Two Crore Forty Lakh) Equity Shares of

Rs. 5/- (Rs. Five) each and 30,00,000 (Thirty Lakh) Preference Shares of Rs. 10/- (Rs. Ten) each] to Rs. 20,00,00,000/- (Rupees Twenty Crore) comprising of:

- a) Rs. 17,00,00,000/- (Rupees Seventeen Crore only) divided into 3,40,00,000 (Three Crore Forty Lakh) Equity Shares of Rs. 5/- (Rupee Five) each, and
- b) Rs. 3,00,00,000/- (Rupees Three Crore only) divided into 30,00,000 (Thirty Lakh) Preference Shares of Rs. 10/- (Rupees Ten) each.”

“**RESOLVED FURTHER THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following:-

*“V. The Authorised Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores only) divided into 3,40,00,000 (Three Crore Forty Lakh) Equity Shares of Rs. 5/- each and 30,00,000 (Thirty Lakh) Preference Shares of Rs. 10/- 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, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or provided by the Articles of Association of the Company for the time being.”*

“**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents as may be required and do all such things, acts and deeds which may deem necessary to give effect to the aforesaid resolution.”

#### **5. REPAYMENT OF UNSECURED LOAN OUT OF THE PROCEEDS FROM THE PROPOSED RIGHT ISSUE**

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 Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and pursuant to the provisions of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into a related party transaction for repayment of the borrowings availed in the form of Unsecured Loan from the lenders Mr. Sushil Patwari and Mr. Sunil Ishwarlal Patwari; being related parties covered under sub-section (76) of section 2 of the Companies Act, 2013 or under the applicable accounting standards, out of the proceeds from the proposed right issue.”

“**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred or contemplated herein be and are hereby ratified, approved and confirmed in all respects.”

“**RESOLVED FURTHER THAT** the consent of the members of the Company be and is hereby accorded to the Board, to negotiate, finalize, execute and register the above mentioned agreement and documents on behalf of the Company and do all such acts, matters, deeds and things and to take all steps and do all things and give such directions as may be required, necessary, expedient or desirable for giving effect to this resolution.”

“**RESOLVED FURTHER THAT** a copy of this resolution duly certified to be true by any of the Director(s) of the Company or the Company Secretary of the Company be issued as may be necessary to give effect to the above resolution.”

**6. REDEMPTION OF CUMULATIVE NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES OUT OF THE PROCEEDS FROM THE PROPOSED RIGHT ISSUE**

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 regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into a related party transaction for redemption of the outstanding cumulative non-convertible redeemable preference shares issued to Mr. Sushil Patwari, being the related party from the proceeds of the proposed Rights Issue of the Company and consideration of waiver of the dividend component accumulated on the principal amount of Rs. 2,50,00,000 on 25,00,000 15% cumulative non-convertible redeemable preference shares of face value of Rs. 10/- each issued as per terms of the subscription agreement and Special Resolution dated 14<sup>th</sup> August, 2017 & 18<sup>th</sup> September 2017 respectively, as described in the explanatory statement annexed to the Notice on such terms and conditions as agreed by the Board and Preference Shareholder.”

**“RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred or contemplated herein be and are hereby ratified, approved and confirmed in all respects.”

**“RESOLVED FURTHER THAT** the consent of the members of the Company be and is hereby accorded to the Board, to negotiate, finalize, execute and register the above mentioned agreement and documents on behalf of the Company and do all such acts, matters, deeds and things and to take all steps and do all things and give such directions as may be required, necessary, expedient or desirable for giving effect to this resolution.”

**“RESOLVED FURTHER THAT** a copy of this resolution duly certified to be true by any of the Director(s) of the Company or the Company Secretary of the Company be issued as may be necessary to give effect to the above resolution.”

**7. TO APPROVE THE APPOINTMENT OF MR. AMITAVA MAZUMDER HAVING ATTAINED THE AGE OF SEVENTY FIVE YEARS (DIN: 06441635) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

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, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure

Requirements) Regulations, 2015 and also provisions of Article 82 of Articles of Association of the Company, Shri Amitava Mazumder (DIN: 06441635), who was appointed as an Additional Director and also

as an Independent Director of the Company by the Board of Directors with effect from August 28, 2023 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting or the last date on which the Annual General Meeting for Financial Year 2022-2023 should have been held, whichever is earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation.”

**“RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and other applicable

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provisions of the Companies Act, 2013 read with Rules made thereunder (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the “Applicable Laws”) consent of the members of the Company be and is hereby accorded for appointment of Mr. Amitava Mazumder (DIN: **06441635**) as Non-executive Independent Director of the Company even after having attained the age of 75 years.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company and / or Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. **TO APPROVE CONTINUATION OF PAYMENT OF REMUNERATION TO MR. SUSHIL PATWARI, EXECUTIVE CHAIRMAN IN EXCESS OF THRESHOLD LIMITS PRESCRIBED UNDER THE COMPANIES ACT, 2013 AND SEBI (LODR) (AMENDMENT) REGULATIONS, 2018.**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof and for the time being in force), read with Schedule V of the Companies Act, 2013 and pursuant to Regulation 17(6)(e) of SEBI (LODR) (Amendment) Regulations, 2018 and as per the recommendations of the Nomination & Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for continuation of payment of remuneration to Mr. Sushil Patwari, Executive Chairman, exceeding the limits as specified in the said section and regulations which shall not exceed maximum remuneration of Rs. 5 crores at any time, as per the revised terms and conditions as placed and approved by the shareholders in this Annual General Meeting till the expiry of his term of re-appointment.”

“**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the aforesaid period, Mr. Sushil Patwari shall be entitled to receive remuneration upto the limit as approved by the members herein above, as minimum remuneration.”

“**RESOLVED FURTHER THAT** the Board of Directors (including its Nomination and Remuneration Committee thereof) of the Company be and is hereby authorized to agree to such increase or decrease or variations, modifications or amendments in the terms of remuneration set out in Explanatory Statement annexed hereto as considered reasonable by the Board based on the recommendation of Nomination and Remuneration Committee and acceptable to Mr. Sushil Patwari, from time to time, provided further that the remuneration after the alteration/ variation shall be in accordance with section 197, 198, Schedule V of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any amendment thereto for the time being in force.”

“**RESOLVED FURTHER THAT** the Board/ Company Secretary be and are hereby authorized to take all steps as may be necessary, proper and expedient to give effect to this Resolution.”

9. **TO APPROVE CONTINUATION OF PAYMENT OF REMUNERATION TO MR. SUNIL ISHWARLAL PATWARI, MANAGING DIRECTOR IN EXCESS OF THRESHOLD LIMITS PRESCRIBED UNDER THE COMPANIES ACT, 2013 AND SEBI (LODR) (AMENDMENT) REGULATIONS, 2018.**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof and for the time being in force), read with Schedule V of the Companies Act, 2013 and pursuant to Regulation 17(6)(e) of SEBI (LODR) (Amendment) Regulations, 2018 and as per the recommendations of the Nomination & Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for continuation of payment of remuneration to Mr. Sunil Ishwarlal Patwari, Managing Director, exceeding the limits as

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specified in the said section and regulations which shall not exceed maximum remuneration of Rs. 5 crores at any time, as per the revised terms and conditions as placed and approved by the shareholders in this Annual General Meeting till the expiry of his term of re-appointment effective from 1st September, 2023.”

“**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the aforesaid period, Mr. Sunil Ishwarlal Patwari shall be entitled to receive remuneration upto the limit as approved by the members herein above, as minimum remuneration.”

“**RESOLVED FURTHER THAT** the Board of Directors (including its Nomination and Remuneration Committee thereof) of the Company be and is hereby authorized to agree to such increase or decrease or variations, modifications or amendments in the terms of remuneration set out in Explanatory Statement annexed hereto as considered reasonable by the Board based on the recommendation of Nomination and Remuneration Committee and acceptable to Mr. Sunil Ishwarlal Patwari, from time to time, provided further that the remuneration after the alteration/ variation shall be in accordance with section 197, 198, Schedule V of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any amendment thereto for the time being in force.”

“**RESOLVED FURTHER THAT** the Board/ Company Secretary be and are hereby authorized to take all steps as may be necessary, proper and expedient to give effect to this Resolution.”

**10. TO APPROVE CONTINUATION OF PAYMENT OF REMUNERATION TO MR. MAHENDRA ISHWARLAL PATWARI, WHOLETIME DIRECTOR IN EXCESS OF THRESHOLD LIMITS PRESCRIBED UNDER THE COMPANIES ACT, 2013 AND SEBI (LODR) (AMENDMENT) REGULATIONS, 2018.**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof and for the time being in force), read with Schedule V of the Companies Act, 2013 and pursuant to Regulation 17(6)(e) of SEBI (LODR) (Amendment) Regulations, 2018 and as per the recommendations of the Nomination & Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for continuation of payment of remuneration to Mr. Mahendra Ishwarlal Patwari, Whole-Time Director, exceeding the limits as specified in the said section and regulations which shall not exceed maximum remuneration of Rs. 5 crores at any time, as per the revised terms and conditions as placed and approved by the shareholders in this Annual General Meeting till the expiry of his term of re-appointment.”

“**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the aforesaid period, Mr. Mahendra Ishwarlal Patwari shall be entitled to receive remuneration upto the limit as approved by the members herein above, as minimum remuneration.”

“**RESOLVED FURTHER THAT** the Board of Directors (including its Nomination and Remuneration Committee thereof) of the Company be and is hereby authorized to agree to such increase or decrease or variations, modifications or amendments in the terms of remuneration set out in Explanatory Statement annexed hereto as considered reasonable by the Board based on the recommendation of Nomination and Remuneration Committee and acceptable to Mr. Mahendra Ishwarlal Patwari, from time to time, provided further that the remuneration after the alteration/ variation shall be in accordance with section 197, 198, Schedule V of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any amendment thereto for the time being in force.”

“**RESOLVED FURTHER THAT** the Board/ Company Secretary be and are hereby authorized to take all steps as may be necessary, proper and expedient to give effect to this Resolution.”

**11. TO APPROVE CONTINUATION OF PAYMENT OF REMUNERATION TO MR. DEBABRATA DAS CHOUDHARY, WHOLETIME DIRECTOR IN EXCESS OF THRESHOLD LIMITS PRESCRIBED UNDER THE COMPANIES ACT, 2013.**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof and for the time being in force), read with Schedule V of the Companies Act, 2013 and as per the recommendations of the Nomination & Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for continuation of payment of remuneration to Mr. Debabrata Das Choudhary, Whole-Time Director, exceeding the limits as specified in the said section which shall not exceed maximum remuneration of Rs. 5 crores at any time, as per the revised terms and conditions as placed and approved by the shareholders in this Annual General Meeting till the expiry of his term of re-appointment.”

**“RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the aforesaid period, Mr. Debabrata Das Choudhary shall be entitled to receive remuneration upto the limit as approved by the members herein above, as minimum remuneration.”

**“RESOLVED FURTHER THAT** the Board of Directors (including its Nomination and Remuneration Committee thereof) of the Company be and is hereby authorized to agree to such increase or decrease or variations, modifications or amendments in the terms of remuneration set out in Explanatory Statement annexed hereto as considered reasonable by the Board based on the recommendation of Nomination and Remuneration Committee and acceptable to Mr. Debabrata Das Choudhary, from time to time, provided further that the remuneration after the alteration/ variation shall be in accordance with section 197, 198, Schedule V of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any amendment thereto for the time being in force.”

**“RESOLVED FURTHER THAT** the Board/ Company Secretary be and are hereby authorized to take all steps as may be necessary, proper and expedient to give effect to this Resolution.”

**12. RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS**

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

**“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, a Partnership Firm (Firm Registration No. R00213) appointed by the Board of Directors as Cost Auditor 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 on 31<sup>st</sup> March, 2024, 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.”

**By order of the Board of Directors**

**Date: 28/08/2023**

**Place: Kolkata**

**Sushil Patwari**

**Chairman**

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**NOTES:**

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs, Government of India ("MCA") issued General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 2/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022, respectively, ("MCA Circulars") allowing, inter-alia, conducting of AGMs through Video Conferencing / Other Audio-Visual Means ("VC / OAVM") facility on or before September 30, 2023, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020; Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022; and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 ("SEBI Circulars") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") due to the COVID-19 pandemic. In compliance with these Circulars, provisions of the Act and Listing Regulations, the 34th AGM of the Company is being conducted through VC / OAVM facility, without the physical presence of Members at a common venue. The deemed venue for the 34th AGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (LODR) Regulations, 2015, the register of members and share transfer books of the Company will remain closed from 23<sup>rd</sup> September, 2023 to 29<sup>th</sup> September, 2023, both days inclusive.
3. Pursuant to the provision of the Companies Act, 2013 a member entitled to attend and vote at the AGM is entitled to appoint proxy to attend and cast vote for on his/her behalf. Since, the AGM is being conducted through VC/OAVM, facility to appoint proxy to attend and cast vote for the members is not available for this AGM.

However, in pursuance of Section 113 of the Act and Rules framed thereunder, the Institutional/ Corporate members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the purpose of participation and voting during the AGM. In this regard, the corporate members are requested to send a certified true copy of the board resolution together with attested specimen signature of the authorized representative to the Scrutinizer and company through email at [gk.sons@hotmail.com](mailto:gk.sons@hotmail.com) & [compsect.nel@nagreeka.com](mailto:compsect.nel@nagreeka.com) respectively with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

4. 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.
5. In continuation with the MCA General Circulars No. 20/2020 dated May 5, 2020 & MCA General Circular No. 02/2022 dated May 5, 2022, SEBI Circular Nos. SEBI/ HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/DDHS/P/ CIR/2022/0063 dated May 13, 2022 and in accordance with the General Circular No. 10/2022 and General Circular No. 11/2022 dated 28.12.2022 & SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 the financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for the Financial Year ended March 31, 2023 pursuant to Section 136 of the Act and Notice calling the AGM pursuant to Section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company / Maheshwari Datamatics Pvt Ltd (RTA) or the Depository Participant(s). The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request for the same.
6. The Notice calling the AGM has been uploaded on the website of the Company at [www.nagreeka.com](http://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](http://www.bseindia.com) and [www.nseindia.com](http://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](http://www.evoting.nsdl.com).

7. Members who are desirous to have a physical copy of the Annual Report should send a request to the Company's e-mail id viz., [compsect.nel@nagreeka.com](mailto:compsect.nel@nagreeka.com) clearly mentioning their Folio number / DP and Client ID
8. The Members can join the AGM in the VC/OAVM mode 15 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 EGM/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 EGM/AGM without restriction on account of first come first served basis.
9. A member logging-in to the VC facility using the remote e-voting credentials shall be considered for the record of attendance of such member at the AGM and such member attending the AGM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. Since the AGM will be held through VC/OAVM, the Route Map is not annexed with this Notice.
11. SEBI vide circular dated March 16, 2023 has mandated shareholders holding securities in physical form to furnish/ update their PAN, Nomination Details, Contact Details (Address with PIN, mobile number, email address), bank account details and specimen signature for availing any investor service. Folios wherein any of the above information is not available by October 01, 2023, shall be frozen. PAN to be furnished should be mandatorily linked with Aadhaar number of the holder by June 30, 2023 or any other date as may be specified  
  
by Central Board of Direct Taxes. The folios in which PANs are not linked within the specified date shall also be frozen. Further w.e.f. April 01, 2024, dividend in respect of such frozen folios shall be paid electronically only, upon complying with the aforesaid requirements. Further w.e.f. December 31, 2025, the frozen folios shall be referred by the RTA/ the Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/ or Prevention of Money Laundering Act, 2002 The relevant forms prescribed by SEBI for furnishing the above information are available on the website of the Company [www.nagreeka.com](http://www.nagreeka.com). The concerned shareholders are requested to update the above details by submitting the prescribed forms to the RTA of the Company i.e. M/s. Maheshwari Datamatics Private Limited having its office at 23 R. N. Mukherjee Road, 5th Floor, Kolkata – 700001.
12. Members holding shares in same name under different folios are requested to apply for the consolidation of such Folios and send the relevant share certificates to Maheshwari Datamatics Pvt. Ltd, Registrar and Share Transfer Agent of the Company.
13. 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.
14. Pursuant to Section 72 of the Act, members holding shares in physical form are advised to file nomination in prescribed Form SH-13 with the Company's Registrar i.e. M/s. Maheshwari Datamatics Private Limited, having its office at 23 R. N. Mukherjee Road, 5th Floor, Kolkata – 700001. The prescribed form in this regard is available on Company's website [www.nagreeka.com](http://www.nagreeka.com) and on the website of the RTA [www.mdpl.in](http://www.mdpl.in). In respect of shares held in Electronic/Demat form, members may please contact their respective Depository Participants.
15. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in their address or demise of any Member as soon as possible.
16. Pursuant to Regulation 40 of the Listing Regulations, the securities of listed companies can be transferred only in the dematerialized mode w.e.f. April 01, 2019. An investor is not prohibited from holding the shares in physical mode even after the said date, however, any investor desirous of transferring shares (which are held in physical mode) can do so only after the shares are dematerialized. 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.



17. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) setting out material facts concerning the business under Item No. 3, 4, 5, 6, 7, 8, 9, 10, 11 and 12 of the accompanying Notice, is annexed hereto and forms part of the notice.
18. Brief details of the Director, who is seeking appointment/re-appointment, is annexed thereto as per the requirements of Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and clause 1.2.5 of Secretarial Standard 2 issued by ICSI.
19. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-**

**The remote e-Voting period begins on Tuesday, 26<sup>th</sup> September, 2023 at 09:00 A.M. and ends on Thursday, 28<sup>th</sup> September, 2023 at 05:00 P.M. The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22<sup>nd</sup> September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22<sup>nd</sup> September, 2023.**

**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: Access to NSDL e-Voting system**

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider</b> i.e. <b>NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is</li> </ol>

	<p>available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company's name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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***
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5. Password details for shareholders other than Individual shareholders 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](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - 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.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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](mailto:gk.sons@hotmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**20. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF EMAIL 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.nel@nagreeka.com](mailto:compsect.nel@nagreeka.com)
2. 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.nel@nagreeka.com](mailto:compsect.nel@nagreeka.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**21. 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.

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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. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

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

- i. Shareholders shall be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.
- ii. Shareholders are encouraged to join the Meeting through Laptops for better experience.
- iii. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. 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.
- v. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [compsect.nel@nagreeka.com](mailto:compsect.nel@nagreeka.com). The same will be replied by the company suitably.
- vi. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting, depending upon the availability of time. The Company/the Chairman of the Meeting reserves the right to restrict the number of questions, time allotted and number of speakers for smooth conduct of the 34th AGM.
- vii. Shareholders attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

**23. Mr. Hari Ram Agarwal, Practicing Chartered Accountant (Membership No. 057625) has been appointed as the Scrutinizer to scrutinize the e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.**

**24. The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the Meeting and thereafter unblock the votes cast through remote e-Voting in the presence of atleast two (2) witnesses not in the employment of the company and make, within a period not exceeding 48 (Forty Eight hours) of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes casted in favour or against, if any, and whether the resolution has been carried or not, and such Reports shall then be sent to the Chairman of the Company or a person authorized by him in writing who shall countersign the same and declare the results of the voting forthwith.**

**25. The results along with the Scrutinizer’s Report will be placed on the website of Company i.e. [www.nagreeka.com](http://www.nagreeka.com) and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of results by the Chairman or any person authorized by him in writing and shall be communicated to the BSE Limited and National Stock Exchange of India Limited immediately.**

### Annexure to the Notice of AGM

**Brief details of Director seeking appointment/ re-appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2)**

<b>Name of Director</b>	<b>Mr Sushil Patwari</b>	<b>Mr Sunil Ishwarlal Patwari</b>	<b>Mr. Amitava Mazumdar</b>
DIN	00023980	00024007	06441635
Date of Birth (Age)	20-09-1954 ( Age: 68)	15-11-1960 (Age: 62)	01.04.1948 (75)
Date of first appointment	06-03-1989	02-05-1989	28.08.2023
Qualification	B.Com	B.Com. ACA, IIM (Ahmedabad)	B. Sc
Number of Board Meetings attended during the financial year 2022-23	5/5	5/5	NA
Brief Resume & Experience	Mr. Sushil Patwari has done B.Com He is an industrialist having rich business experience of over 35 years, a renowned personality in his field	He is a Associate Chartered Accountants and has also done Post Graduate Diploma in Management from Indian Institute of Management, Ahmedabad. He is the Managing Director of the Company. He is an industrialist having rich business experience of more than 30 years in textile industry	Mr. Amitava Mazumdar has done Bachelor of Science. He is having 49 years of experience in logistic field and other industrial activities.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person	Re-appointment of director retiring by rotation, pursuant to Section 152 of the Companies Act, 2013. He is entitled to receive remuneration as approved by the Members at the AGM held on 25 <sup>th</sup> September, 2021, last drawn by him i.e. 3,00,000 per month.	Re-appointment Mr. Sunil Ishwarlal Patwari (DIN: 00024007) as the Managing Director of the Company for the period of five years from 1 <sup>st</sup> September, 2023 till 31 <sup>st</sup> August, 2028. He is entitled to receive remuneration as approved by the Members at the AGM held on 20 <sup>th</sup> September, 2018 and the same remuneration is also recommended for approval at the ensuing AGM, which is last drawn by him i.e. Rs. 3,00,000 per month.	Appointment of Independent Director, pursuant to Section 152 of the Companies Act, 2013 for a term of 5 years from the date of the ensuing AGM of the Company. He is entitled to receive only sitting fees same as given to other Independent Directors apart from it he would not be entitled to receive any other fees/remuneration as recommended for approval at the ensuing AGM.
Expertise in specific Functional area	Industrialist having rich business experience in textiles.	His knowledge and understanding of textiles business and related activities apart from his wisdom and rich experience in governance, leadership, strategic guidance, risk foresight is immensely beneficial to the Company.	Having experience in logistics and other industrial activities.
Relationship with other Directors or Key Managerial Personnel	Brother (Mr. Sunil Ishwarlal Patwari & Mahendra Ishwarlal Patwari)	Brother (Mr. Sushil Patwari & Mahendra Ishwarlal Patwari)	Mr. Sushil Patwari – Chairman - No relationship Mr. Sunil Ishwarlal Patwari- Managing Director - No relationship

			Mr. Mahendra Ishwarlal Patwari- Executive Director- No relationship Mr. D. Das Choudhary- Executive Director- No relationship Ms. Surabhi Sanganeria- Independent Director- No relationship Mr. Tushar Jhunjhunwala Independent Director- No relationship Mr. Pawan Kishore Harlalka Independent Director - No relationship Mr. Manoj Agarwal, CFO - No relationship			
List of other Directorship held excluding foreign companies, companies under section 8 of the Companies Act, 2013 and Private Companies.	1. Nagreeka Capital & Infrastructure Limited 2. Rupa & Company Ltd 3. Reliance Processors Ltd 4. Jaidka Motor Co Ltd	1. Nagreeka Capital & Infrastructure Limited 2. GPT Infraprojects Limited	1. Nagreeka Capital & Infrastructure Limited			
Chairman / Member of the committees of the Board of other Companies in which he is a Director	<b>Committee Chairmanship:</b>		<b>Committee Chairmanship:</b>		<b>Committee Chairmanship:</b>	
	<b>Name of the Company</b>	<b>Name(s) of Committee(s) in the Company</b>	<b>Name of the Company</b>	<b>Name(s) of Committee(s) in the Company</b>	<b>Name of the Company</b>	<b>Name(s) of Committee(s) in the Company</b>
	Nagreeka Capital & Infrastructure Limited	Stakeholders Relationship Committee	GPT Infraprojects Limited	Nomination & Remuneration Committee	-	-
	Nagreeka Capital & Infrastructure Limited	Corporate Social Responsibility Committee	-	-	-	-
	<b>Committee Membership:</b>		<b>Committee Membership:</b>		<b>Committee Membership:</b>	
	<b>Name of the Company</b>	<b>Name(s) of Committee(s) in the Company</b>	<b>Name of the Company</b>	<b>Name(s) of Committee(s) in the Company</b>	<b>Name of the Company</b>	<b>Name(s) of Committee(s) in the Company</b>
	Nagreeka Capital & Infrastructure Limited	Nomination and remuneration committee	Nagreeka Capital & Infrastructure Limited	Audit Committee	Nagreeka Capital & Infrastructure Limited	Audit Committee
	Rupa & Company Ltd	Audit Committee	-	-	Nagreeka Capital & Infrastructure Limited	Nomination and remuneration committee
-	-	-	-	-	-	
Shareholding in the Company	822623	934900	NIL			



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**Explanatory Statement pursuant to section 102(1) of the companies act, 2013**

**ITEM NO.3**

The Board on the recommendation of the Nomination and Remuneration Committee (NRC) and pursuant to the performance evaluation of Mr. Sunil Ishwarlal Patwari as a Member of the Board and considering his background, experience and contribution, which would be beneficial to the Company, at its meeting held on 14<sup>th</sup> August, 2023, approved his re-appointment as Managing Director of the Company, for a period of 5 years, i.e. w.e.f. 1<sup>st</sup> September 2023, subject to approval of the Members on the following terms and conditions including remuneration:

**General Terms & Conditions**

- (i) Mr. Sunil Ishwarlal Patwari shall perform such functions and duties as may be assigned to him, from time to time, by the Board.
- (ii) Mr. Sunil Ishwarlal Patwari shall also visit such places from time to time, which may be necessary for the purpose of the business of the Company. He shall be entitled to reimbursement of all travelling, boarding, lodging and incidental expenses, which he may incur for performing his duties.

**Remuneration**

Rs. 3, 00,000/- per month with effect from 1<sup>st</sup> September, 2023.

With such increments as may be decided by the Board of Directors/ Nomination and Remuneration Committee of the Board of Directors, from time to time, subject to maximum salary of Rs. 5,00,000/- per month.

**Perquisites**

**1) Housing**

- i) Residential accommodation or house rent allowance at the rate of 60% of salary.
- ii) Expenses pertaining to electricity will be borne / reimbursed by the Company.
- iii) The Company shall provide such furniture, fixture and furnishings as approved by the Board of Directors (which includes Nomination and Remuneration Committee of the Board of Directors) from time to time.

**2) Medical Expenses**

Reimbursement of actual medical expenses incurred in India and/ or abroad and including hospitalization, nursing home and surgical charges for himself and family.

**3) Holiday Travel Expenses**

Reimbursement of Holiday Travel expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred on one occasion in a year whether in India or abroad in respect of himself and family, as per Company rules.

**4) Club Fees**

Reimbursement of membership fee upto maximum of two clubs in India including admission and life membership fee.

**5) Personal Accident Insurance**

Personal Accident Insurance Policy of such amount as may be decided by the Board of Directors (which includes Nomination and Remuneration Committee), the premium of which shall not exceed Rs. 1,00,000/- per annum.

**6) Contribution to Provident Fund, Superannuation Fund and Annuity Fund**

The Company's contribution to Provident Fund, Superannuation and Annuity Fund as per Rules of the Company.

**7) Gratuity**

As per Gratuity Act, 1972.

**8) Leave**

Leave with full pay or encashment thereof as per the Rules of the Company.

**9) Car with Driver**

The Company will provide Car with Driver for Company's business.

**10) Telephone**

Free telephone and fax facilities at residence. The Company will also pay the expenses pertaining to his mobile phones.

**11) 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.

**12) Sitting Fee**

No sitting fee shall be paid to Mr. Sunil Ishwarlal Patwari for attending the meetings of the Board of Directors of the Company or any Committee thereof.

**13) Minimum Remuneration**

In the event of inadequacy or absence of profits in any financial year during his tenure, Mr. Sunil Ishwarlal Patwari will be entitled to the above remuneration along with perquisites / benefits mentioned above as minimum remuneration.

Brief resume of Mr. Sunil Ishwarlal Patwari as required under Regulation 36 of SEBI (LODR) Regulations, 2015 is set out at item no. 3 in the annexure to the Notice convening the 34<sup>th</sup> Annual General Meeting of the Company.

The above may be treated as extract of the terms of re-appointment 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 the Company and Mr. Sunil Ishwarlal Patwari is available for inspection by the Member of the Company at its Registered Office between 11.00 A.M. and 1.00 P.M. on any working day of the Company.

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Board recommends the Resolution, as set out in Item No. 3 of the Notice convening the forth coming Annual General Meeting, for approval of the Members as a Special Resolution.

Save and except Mr. Sunil Ishwarlal Patwari, Mr. Sushil Patwari and Mr. Mahendra Ishwarlal Patwari, none of the Directors and the Key Managerial Personnel of the Company including their relatives, is concerned or interested in aforesaid Resolution except to the extent of their shareholding, if any, in the Company.

**ITEM NO. 4**

The Company wishes to augment the capital of the Company to meet certain financial obligations. Hence, the board at its meeting held on 14<sup>th</sup> August 2023 considered to raise funds by way of Right issue of shares pursuant to section 62 (1) (a) of the Companies Act, 2013.

Therefore, it is proposed to increase the existing Authorised Share Capital to Rs. 20,00,00,000/- (Rupees Twenty Crores only) divided into 3,40,00,000 (Three Crore Forty Lakh) Equity Shares of Rs. 5/- each and 30,00,000 (Thirty Lakh) Preference Shares of Rs. 10/- each.

The aforesaid alteration of the Authorized Share Capital will also require consequential amendment to the Capital Clause V of the Memorandum of Association of the Company.

Pursuant to Section 61 of the Act, increase in Authorised Share Capital requires approval of Members through Ordinary Resolution. Accordingly, the approval of the Members is sought to increase the Authorized Share Capital as well as to consequently alter the Capital Clause V of the Memorandum of Association of the Company.

The Board recommends the Resolution, as set out in Item No. 4 of the Notice convening the forth coming Annual General Meeting, for approval of the Members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

**ITEM NO. 5**

The Company has availed borrowing(s) in the form of unsecured loans from Directors in earlier years. As on March 31, 2023, the principal amount of such outstanding borrowing is aggregating to ₹ 1,220.10 Lakhs.

Pursuant to Section 62(1)(a) and other applicable provisions of the Companies Act, 2013, the Board of Directors of the Company vide its meeting held on 14<sup>th</sup> August, 2023, approved rights issue of its Equity Shares of aggregating up to Rs. 40 crores. It is now proposed to repay the principal amount of such outstanding borrowing, out of the rights issue proceeds to (i) Mr. Sushil Patwari and Mr. Sunil Ishwarlal Patwari, considered as related parties under sub-section (76) of section 2 of the Companies Act, 2013 or under the applicable accounting standards, being the lender of the unsecured loan;

In terms of Regulation 23 and other applicable regulations of the Securities Exchange of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, a Contracts/ Arrangements/ Transactions shall be considered as material and requires shareholders' approval, if it exceeds ten percent of the turnover of the Company. Moreover, the aforesaid transaction is not exceeding ten percent (10%) of the turnover of the Company hence it is not considered as material related party transactions, for repayment of the principal amount of such outstanding

borrowing(s), out of the rights issue proceeds, therefore the company voluntarily as good governance norms is taking the approval of the Members of the Company by way of a Special Resolution.

All disclosures prescribed to be given under the regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, are provided in the table and list appended below for the perusal of the members.

Name of the Related Party	Nature of the Transaction	Period of the Transaction	Maximum expected Value of the Transaction (Rs.)
Mr. Sushil Patwari and Mr. Sunil Ishwarlal Patwari	Repayment of Loan	NA	Principal Amount of Rs. 1,220.10 Lakhs up to the date of Final Settlement.

The Board of Directors of the Company in its Board Meeting held on 19<sup>th</sup> August, 2023 has approved the above proposal and recommended to the members for passing of the proposed Special Resolution as contained in Item no. 5 of the Notice, by members of the Company.

Mr Sushil Patwari and Mr. Sunil Ishwarlal Patwari, being the promoters of the Company and party to the transaction hold 6.6% and 7.5% of the equity shares of the Company respectively.

Save and except Mr. Sushil Patwari, Mr. Sunil Ishwarlal Patwari and Mr. Mahendra Ishwarlal Patwari, none of the Directors and the Key Managerial Personnel of the Company including their relatives, is concerned or interested in aforesaid Resolution except to the extent of their shareholding, if any, in the Company.

#### **ITEM NO 6**

The Company had issued 25,00,000 15% Cumulative non-convertible redeemable preference shares of face value of Rs. 10/- each ("Preference Shares") on 18<sup>th</sup> September, 2017. The Preference Shares were to be redeemed not later than the expiry of 20 years from the date of their issue, as may be decided by the Board or Committee thereof from the date of allotment i.e. 18<sup>th</sup> September, 2017. The total cost of redemption of 25,00,000 Preference Shares amounting to Rs. 10 crores being 25,00,000 Preference Shares of Rs. 40/- (Rupees Forty) each including a premium of Rs. 30/- (Rupees Thirty) per share. The preference shareholder also has outstanding dividend component accumulated on principal amount of Rs. 2,50,00,000, on 15% Cumulative Non-Convertible Redeemable Preference Shares. However, the preference shareholder Mr Sushil Patwari has consented and issued a letter to the Company to waive off the outstanding dividend component and irrevocably waive the right to dividend component accumulated on principal amount of Rs. 2,50,00,000, on 25,00,000 Preference Shares, provided that the Company redeems the outstanding 25,00,000 Preference Shares by a date not later than 31<sup>st</sup> December, 2023 or such other date, as may be extended by the sole discretion of holder of the Outstanding Preference Shares.

Pursuant to Section 62(1)(a) and other applicable provisions of the Companies Act, 2013, the Board of Directors of the Company vide its meeting held on 14<sup>th</sup> August, 2023, approved a rights issue of its Equity Shares of aggregating up to Rs. 40 crores. It is now proposed to redeem the principal amount of such outstanding Cumulative Non-Convertible Redeemable Preference Shares, out of the rights issue proceeds to Mr. Sushil Patwari, who is a related party under sub-section (76) of section 2 of the Companies Act, 2013 or under the applicable accounting standards, being the holder of Outstanding Redeemable Preference Shares in order to give necessary accounting effect on final ascertainment of the same.

In terms of Regulation 23 and other applicable regulations of the Securities Exchange of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, a Contracts/ Arrangements/ Transactions shall be considered as material and requires shareholders’ approval, if it exceeds ten percent of the turnover of the Company. Moreover, the abovementioned transaction is not exceeding ten percent of the turnover of the Company hence it is not considered as material related party transactions, redemption of the of such outstanding Cumulative Non-Convertible Redeemable Preference Shares, out of the rights issue proceeds, therefor the company voluntarily as good governance norms taking the approval of the Members of the Company by way of a Special Resolution.

All disclosures prescribed to be given under the Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, are provided in the table and list appended below for the perusal of the members.

Name of the Related Party	Nature of the Transaction	Period of the Transaction	Maximum expected Value of the Transaction (Rs.)
Mr. Sushil Patwari	Redemption of Cumulative Non-Convertible Redeemable Preference Shares	NA	1000.00 lakhs (25,00,000 Preference Shares of Rs. 40/- (Rupees Forty) each including a premium of Rs. 30/- (Rupees Thirty)

The Board of Directors of the Company in its Board Meeting held on 19<sup>th</sup> August, 2023 has approved the above proposal and recommended passing of the proposed Special Resolution as contained in Item no. 6 of the Notice, by members of the Company.

Mr Sushil Patwari, being a promoter of the Company and party to the transaction holds 6.6% of the equity shares of the Company and hundred percent preference shares of the Company.

Save and except Mr. Sushil Patwari, Mr. Sunil Ishwarlal Patwari and Mr. Mahendra Ishwarlal Patwari, none of the Directors and the Key Managerial Personnel of the Company including their relatives, is concerned or interested in aforesaid Resolution except to the extent of their shareholding, if any, in the Company.

#### **ITEM NO 7**

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 28<sup>th</sup> August 2023, had appointed Mr. Amitava Mazumder (DIN 06441635), as an additional director to hold office as an independent director. As per the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”), Mr. Amitava Mazumder (DIN 06441635) can hold office only up to the date of this Annual General Meeting. The Company has received a notice in writing under Section 160(1) of the Act proposing his name as a Director. He also fulfills the norms of independent director and has furnished declaration pursuant to the provisions of Section 149 (7) of the Act and Regulation 25(8) Securities and the Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”).

It is proposed to appoint Mr. Amitava Mazumder as an independent director for a tenure of 5 years with the effect from 28<sup>th</sup> August 2023. Pursuant to Section 149 (10) of the Act, so long he remains an independent director, will not be liable to retirement by rotation pursuant to Section 149(13) of the Act.

The Board is of the opinion that Mr. Amitava Mazumder (DIN 06441635) fulfills the conditions specified in the Act as well as in the Listing Regulations for the appointment of an independent director. A copy of the draft letter for appointment of Mr. Amitava Mazumder (DIN 06441635) as an independent director setting out the terms and conditions specified in Schedule IV to the Act is open for inspection at the Registered Office of the Company by any member during normal business hours without payment of any fee and is also posted on the Company's website. Mr. Amitava Mazumder (DIN 06441635) is independent of the management. The Board of Directors is of the opinion that the association of Mr. Amitava Mazumder (DIN 06441635) with the Company will be beneficial to the Company and accordingly recommends the Special Resolution set out in Item No 7 of the accompanying Notice for approval of the members.

Brief resume of Mr. Amitava Mazumder as required under Regulation 36 of SEBI (LODR) Regulations, 2015 is set out at item no. 7 in the annexure to the Notice convening the 34<sup>th</sup> Annual General Meeting of the Company.

Except Mr. Amitava Mazumder, none of the Director/ Key Managerial Personnel/ their relatives is in any way, considered concerned or interested, financially or otherwise in this resolution.

### **Item No 8, 9 and 10**

Mr. Sushil Patwari was appointed as the Executive Chairman of the Company for a term of 5 years effective from 1st October, 2021 and the shareholders have approved his remuneration to be paid to him till the expiry of his term of re-appointment in the AGM held on 25th September, 2021.

Mr. Sunil Ishwarlal Patwari was appointed as Managing Director for a term of 5 years effective from 1st September, 2018 where after the shareholders have approved his remuneration up to his tenure i.e. 31st August, 2023 in the AGM held on 20th September, 2018. Further post expiry of his term, the Board at its meeting held on 14th August, 2023 has approved the re-appointment w.e.f. 1st September, 2023 along with remuneration to be paid to him till the expiry of his term of re-appointment, subject to the approval of the members in this Annual General Meeting.

Mr. Mahendra Ishwarlal Patwari was appointed as Whole Time Director for a term of 5 years effective from 1<sup>st</sup> July, 2022 and the shareholders have approved remuneration payable to him in the AGM held on 29<sup>th</sup> September, 2022.

Pursuant to the proviso of section 197(1) of the Companies Act, 2013 when the Company has more than one managing director; or whole-time director or manager then the remuneration payable to all such directors shall not exceed ten per cent (10%) of the net profits to all such directors and manager taken together except with the approval of the members of the company in general meeting, by way of special resolution.

Presently, on the Board of Directors of the Company, there are four (4) Whole-Time Directors namely Mr. Sunil Ishwarlal Patwari (DIN: 00024007), Managing Director, Mr. Sushil Patwari (DIN: 00023980), Executive Chairman, Mr. Mahendra Ishwarlal Patwari (DIN: 00024002), Whole-Time Director and Mr. Debabrata Das Choudhary (DIN: 07479334), Whole-Time Director.

Further, pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, which are effective from 1st April, 2019, approval of the members by way of special resolution in general meeting shall be required, if the annual remuneration payable to Executive Directors, who are promoters or members of the promoter group, is in excess of the limits prescribed thereunder i.e.

- (i) where there is one such Director, Rs. 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- (ii) where there is more than one such director, 5 per cent of the net profits of the listed entity. It is further prescribed that such approval once obtained shall be valid till the expiry of the term of the respective Executive Directors.

The payment of remuneration to Mr. Sushil Patwari (Executive Chairman and Promoter), Mr. Sunil Ishwarlal Patwari (Managing Director and Promoter) and Mr. Mahendra Ishwarlal Patwari (Whole-Time Director and Promoter) requires the approval of the members of the Company in General Meeting by way of Special Resolution in accordance with Section 196 and 197 of the Companies Act, 2013 read with Schedule V to the said Act and Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

Your Directors believe that the remuneration proposed to be paid to Mr. Sushil Patwari, Mr. Sunil Ishwarlal Patwari and Mr. Mahendra Ishwarlal Patwari subject to Shareholders' approval, is commensurate with the remuneration paid to similar managerial position in other companies.

The Board therefore, recommends the Special Resolution set out at Item No. 8, 9 and 10 of the Notice for approval by the Members.

Save and except Mr. Sushil Patwari, Mr. Sunil Ishwarlal Patwari and Mr. Mahendra Ishwarlal Patwari none of the Directors and the Key Managerial Personnel of the Company including their relatives, is concerned or interested in aforesaid Resolution except to the extent of their shareholding, if any, in the Company.

#### **ITEM NO. 11**

Mr. Debabrata Das Choudhary (DIN: 07479334) was appointed as the Whole-Time Director of the Company for a term of 5 years effective from 25th May, 2016 where after the shareholders have approved his remuneration up to his tenure i.e. 24th May, 2021. Further post expiry of his term, he was re-appointed as the Whole-Time Director of the Company w.e.f. 25th May, 2021 along with remuneration to be paid to him till the expiry of his term of re-appointment.

Pursuant to the proviso of section 197(1) of the Companies Act, 2013 when the Company has more than one managing director; or whole-time director or manager then the remuneration payable to all such directors shall not exceed ten per cent (10%) of the net profits to all such directors and manager taken together except with the approval of the members of the company in general meeting, by way of special resolution.

Presently, on the Board of Directors of the Company, there are four (4) Whole-Time Directors namely Mr. Sunil Ishwarlal Patwari (DIN: 00024007), Managing Director, Mr. Sushil Patwari (DIN: 00023980), Executive Chairman, Mr. Mahendra Ishwarlal Patwari (DIN: 00024002), Whole-Time Director and Mr. Debabrata Das Choudhary (DIN: 07479334), Whole-Time Director.

The payment of remuneration to Mr. Debabrata Das Choudhary (DIN: 07479334) requires the approval of the members of the Company in General Meeting by way of Special Resolution in accordance with Section 196 and 197 of the Companies Act, 2013 read with Schedule V to the said Act.

Your Directors believe that the remuneration proposed to be paid to Mr. Debabrata Das Choudhary subject to Shareholders' approval, is commensurate with the remuneration paid to similar managerial position in other companies.

The Board therefore, recommends the Special Resolution set out at Item No. 11 of the Notice for approval by the Members.

Save and except Mr. Debabrata Das Choudhary none of the Directors and the Key Managerial Personnel of the Company including their relatives, is concerned or interested in aforesaid Resolution except to the extent of their shareholding, if any, in the Company.

**ITEM NO. 12**

The Board, on recommendation of the Audit Committee, approved the appointment of M/s. V J Talati & Co., Cost Accountants (Firm Registration No: R00213) as the Cost Auditor of the Company, to conduct the audit of the cost records of the Company relating to Textile for the financial year ending 31<sup>st</sup> March, 2024 at recommended remuneration of Rs.75,000/- plus taxes, as applicable. In accordance with the provisions of Section 148 of the Companies Act, 2013 (as amended) read with the Companies (Audit and Auditors) Rules, 2014 (as amended), the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company in the forthcoming Annual General Meeting.

The Board recommends the Resolution, as set out in Item No. 12 of the Notice convening the forthcoming Annual General Meeting, for approval of the Members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

**By order of the Board of Directors**

**Date: 28/08/2023**  
**Place: Kolkata**



**Sushil Patwari**  
**Chairman**