



Nagreeka CAPITAL AND INFRASTRUCTURE LTD

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Ref.: NCIL/SE/2022/

Date: 17/10/2022

To Listing Compliance Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 Script Code: 532895	To Listing Compliance National Stock Exchange of India Limited Exchange Plaza BandraKurla Complex Bandra (E) Mumbai 400 051 Script Code: NAGREEKCAP
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Dear Sir/Mam,

Sub: Submission of Minutes of the 28th Annual General Meeting of Nagreeka Capital & Infrastructure 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 28th Annual General Meeting of the Members of the Company held on Wednesday, 28th 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 Capital & Infrastructure Limited

Sushil Patwari
Chairman
(DIN-00023980)

MINUTES OF THE 28th ANNUAL GENERAL MEETING OF THE MEMBERS OF NAGREEKA CAPITAL & INFRASTRUCTURE LIMITED HELD ON WEDNESDAY, THE 28TH 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 of the meeting
2. Mr. Sunil Ishwarlal Patwari, Managing Director
3. Mr. Manish Kr. Bansal, Non-Executive Non-Independent Director
4. Mr. Amitava Mazumdar, Non-Executive Independent Director
5. Ms. Surabhi Sanganeria, Non-Executive Independent Director,
Chairperson of the Audit Committee
Chairperson of Nomination and Remuneration Committee
6. Mr. Santosh Harakhchand Somani, Non-Executive Independent Director

IN ATTENDANCE PRESENT THROUGH VIDEO CONFERENCE:

1. Mr. Sanjeev Kumar Agarwal Chief Financial Officer
2. Ms. Anita Kumari Gupta Company Secretary

BY INVITATION THROUGH VIDEO CONFERENCE:

1. Ms. Sweta Shah Authorised Representative of M/s. Das & Prasad,
Statutory Auditors of the Company
2. Mr. Vivek Mishra Proprietor of 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) took the Chair and extended warm welcome to each one participating in the Annual General Meeting of the Company through Video Conferencing.

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.

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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.
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, impact of COVID-19, reasons for not considering dividend, Future Scenario of NBFC Sector in India and company's financial figures.
5. The notice dated 30th June, 2022 respectively convening 28th 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.
6. 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.
7. The Chairman briefly covered the items of business of the Annual General Meeting.
8. The Chairman informed that the Company had in accordance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, had provided facility of e-voting to members which was available from 25th September, 2022 (09.00 a.m.) to 27th 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 12.15 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

Ms. Anita Kumari Gupta 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:

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- 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 Sunday, September 25, 2022 at 9.00 a.m. and ended on Tuesday, September 27, 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.
- 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. Wednesday, September 21, 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 as at 31/03/2022 and the audited statement of Profit & Loss for the year ended as on that date, together with the reports of the Auditors and the Directors thereon as laid before the shareholders at this meeting be and are hereby received, considered, approved and adopted.”

Since Mr. Sushil Patwari was interested in the Resolution No. 2, so he gave his Chair to Mr. Manish Kumar Bansal (holding DIN: 01227489), director of the Company to read out the next resolution. Thereafter, Mr. Manish Kumar Bansal proceeded to transact the Resolution no. 2 set out in the Agenda of the meeting.

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ORDINARY BUISNESS: ORDINARY RESOLUTION**ITEM No 2: APPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION (MR. SUSHIL PATWARI -DIN-00023980) :****Resolution as under:-**

“RESOLVED THAT, Mr. Sushil Patwari (DIN-00023980) who retires by rotation and being eligible, for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Thereafter, Mr. Manish Kumar Bansal Director handed over the chair back to Mr. Sushil Patwari and thereafter Mr. Sushil Patwari took the chair.

SPECIAL BUISNESS: SPECIAL RESOLUTION**ITEM No 3: CONTINUATION OF MR. AMITAVA MAZUMDAR (DIN-06441635) AS INDEPENDENT DIRECTOR OF THE COMPANY UPON ATTAINING THE AGE OF 75 YEARS ON 01/04/2023****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. Amitava Mazumdar (DIN: 06441635) as Independent Director of the Company on attaining the age of 75 years on 1st April, 2023, upon such terms and conditions as set out in the explanatory statement annexed to the Notice.”

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

Item No. 4: APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH PROMOTER ENTITIES**Resolution as under:-**

RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with relevant rules made thereunder, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI LODR’) and other applicable laws [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], the ‘Policy on dealing with Related Party Transactions’ and Memorandum and Articles of Association of Nagreeka Capital & Infrastructure Ltd (the ‘Company’), and pursuant to the approval and recommendations of the Audit Committee and the Board of Directors of the Company, Members of the Company approved and accord approval to the Board of Directors of the Company (hereinafter referred to as ‘Board’, which term shall be deemed to include Audit Committee empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and/or carrying out and/ or continuing with

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contracts/arrangements/transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with each of the promoter entities, i.e., Anita Patwari, Ishwarlal Mahendra Kumar, Ishwarlal Satish Kumar, Mahendra Ishwarlal Patwari, Rahul Patwari, Sunil Ishwarlal Patwari, Sunil Patwari Huf, Sushil Patwari, Sushil Patwari Huf, Usha Sunil Patwari, being Related Party(ies) within the meaning of Regulation 2(1)(zb) of the SEBI LODR, during the financial year ending on March 31, 2023 and upto the date of the 29th Annual General Meeting of the Company to be held in 2023, with respect to deposits (in any form and by whatever name called), from promoter entities, whether by way of fresh deposit(s) or renewal(s) or extension(s) or any modification(s) of earlier arrangements / transactions or otherwise including the payment of interest or levy of charges for any services provided by the Company, from time to time, notwithstanding the fact that the maximum balance at any day during the financial year 2022-23 and for the next financial year (until the holding of 29th Annual General Meeting of the Company), may exceed or have exceeded ₹ 1,000 crore or 10 per cent. of the annual consolidated turnover of the Company for the relevant financial year, whichever is lower, as prescribed under SEBI LODR or any other materiality threshold, as may be applicable from time to time, for each such Party, provided however, that the said contracts/arrangements/transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Members of the Company approved and accord approval to the Board, to sign and execute all such documents, deeds and writings, including filing the said documents, etc., and do all such acts, deeds, matters and things and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Members of the Company, also accord approval to the Board of Directors of the Company, to delegate all or any of its powers herein conferred to any Director(s)/ Officer(s) of the Company, in accordance with applicable laws, to do all such acts, deeds, matters and things and also to execute such documents, writings, etc., as may be considered necessary or expedient to give effect to the aforesaid resolution.”

VOTE OF THANKS:

Since all Items, as per Notice dated 30/06/2022 respectively 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 28th Annual General Meeting, duly approved by the members with requisite majority, are recorded hereunder as part of the proceedings of the AGM.

COMMENCEMENT AND CONCLUSION OF ANNUAL GENERAL MEETING:

The Annual General meeting commenced at 11.30 a.m. and concluded at 12.15p.m.

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DECLARATION OF RESULTS:

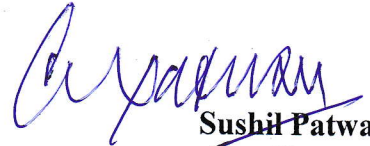
Based on the Scrutinizer's consolidated report dated 29th September, 2022, the Chairman declared the result of e-voting & uploaded on Stock Exchange on 30th September, 2022 and declared that all resolutions as per notice dated 30th June, 2022 were passed with requisite majority.

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	79,73,353	99.4666	42,760	0.5334
2.	Ordinary	44,89,480	99.0565	42,760	0.9435
3.	Special	7973353	99.4666	42760	0.5334
4.	Special	3715980	98.8624	42760	1.1376

Place: Kolkata

Date:



Sushil Patwari
Chairman
(DIN-00023980)



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