

# M/S Nagreeka EXPORTS LIMITED

(STAR TRADING HOUSE RECOGNISED BY GOVT. OF INDIA)

REGD. OFFICE : 18, R. N. MUKHERJEE ROAD, KOLKATA - 700 001, INDIA  
Ph. 2210-8828, 2248-4922/4943, Fax: 91-33-22481693, E-mail : sushil@nagreeka.com



7167

Ref.: NEL/SE/2018-19/20.10

Date - 20/10/2018

To The Deputy General Manager Corporate Relationship Department <b>Bombay Stock Exchange Ltd.</b> 1 <sup>st</sup> Floor, New Trading Ring Rotunda Building, P.J. Towers Dalal Street Fort <u>Mumbai - 400 001</u>  Scrip code : - 521109	To The Deputy General Manager Corporate Relationship Department <b>National Stock Exchange of India Ltd.</b> Exchange Plaza Bandra Kurla Complex Bandra (E) <u>Mumbai - 400 051</u>  Scrip Code : NAGREEKEXP
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**Sub. : Submission of Minutes of the 29<sup>th</sup> Annual General Meeting of Nagreeka Exports Limited under Regulation 30 of the SEBI (LODR) Regulations, 2015.**

Sir / Madam,

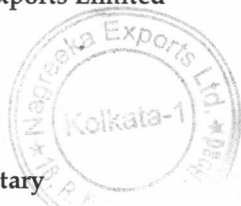
Pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015, we are enclosing herewith a certified true copy of the Minutes of the 29<sup>th</sup> Annual General Meeting of the Members of the Company held at Bengal National Chamber of Commerce and Industry, 23, R.N. Mukherjee Road, Kolkata- 700 001, on Thursday, the 20<sup>th</sup> day of September, 2018, at 10.30 A.M.

Kindly take a note of the same in your record.

Thanking you.

Yours truly,  
For Nagreeka Exports Limited

  
Jitendra Tiwari  
Company Secretary



Encl: - Stated as above

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Phone : 91-22-61447500, Fax : 91-22-23630475, E-mail : info@nagreeka.com, Website : www.nagreeka.com  
WORKS : LAXMI TEKADI, VILLAGE : YAVLUJ, TALUKA : PANHALA, DIST. : KOLHAPUR - 416 205, INDIA  
Phone : 0231-2444539, 7507778703, E-mail : kolhapurmills@nagreeka.com

CIN : L18101WB1989PLC046387

**MINUTES OF THE 29<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF NAGREEKA EXPORTS LIMITED HELD AT BENGAL NATIONAL CHAMBER OF COMMERCE AND INDUSTRY, 23, R. N. MUKHERJEE ROAD, KOLKATA 700 001 ON THURSDAY, THE 20<sup>TH</sup> DAY OF SEPTEMBER, 2018, AT 10.30 A.M.**

**DIRECTORS PRESENT:**

- |                               |   |
|-------------------------------|---|
| 1. Mr. Sushil Patwari         | Chairman  |
| 2. Mr. Mohan Kishen Ogra      | Independent Director & Chairman of Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee. |
| 3. Mr. Mahabir Prasad Periwal | Independent Director  |
| 4. Ms. Surabhi Sangarneria    | Independent Director  |

**IN ATTENDANCE:**

- |                          |                         |
|--------------------------|-------------------------|
| 1. Mr. Jitendra Tiwari   | Company Secretary       |
| 2. Mr. Kedar Nath Bansal | Chief Financial Officer |

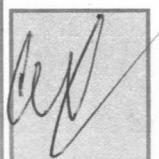
**BY INVITATION:**

- |                         |  |
|-------------------------|--|
| 1. Mr. Nitin Satnalika  | Authorized Representative of M/s. B.Nath & Co., Chartered Accountant, Statutory Auditors |
| 2. Ms. Neha Kapoor      | Authorized Representative of M/s. M.K. Sharma & Associates, Secretarial Auditor          |
| 3. Mr. Hari Ram Agarwal | Practicing Chartered Accountants, Scrutinizer  |

90 Members in person representing 17,38,321 Equity shares, 11 Corporate Representatives representing 41,44,751 equity shares and 14 proxy representing 11, 58,008 equity shares were present at the meeting as per the record of the attendance register kept at the Meeting by the Company.

1. Mr. Sushil Patwari, Chairman of the Company, took the Chair and welcomed all the Members present at the 29<sup>th</sup> Annual General Meeting of the Company.
2. The Chairman thereafter, introduced all the Directors on dais, to those present at the Annual General Meeting. Mr. Sunil Patwari, Mr. Mahendra Patwari, Mr. Debabrata Das Choudhary, Mr. Bibhuti Charan Talukdar and Mr. Rajendra Mahavir Prasad Ruia could not attend the Annual General Meeting due to Pre-occupation.
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 following documents / Registers of the company remained open and accessible for inspection during the continuance of the Annual General Meeting to any member :-
  - (a) Audited balance sheet as at 31<sup>st</sup> March, 2018, the Statement of profit & loss account for the year ended as on that date and the reports of Directors and Auditors thereon.
  - (b) Register of Directors and Key Managerial Personnel and their shareholding.

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(c) Register of Directors or arrangement in which Directors are interested.

(d) Secretarial Auditors' Report.

(e) Register of Proxies

5. The Chairman delivered his speech and highlighted the economic and industrial scenario, performance of the Company, reasons for not considering dividend, Future Scenario of Yarn & Textile Sector in India and company's financial figures.
6. The notice dated 26<sup>th</sup> May, 2018, convening 29<sup>th</sup> 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.

In terms of Section 145 of the Companies Act, 2013 only the qualifications, observations or comments, mentioned in the Statutory Auditors' Report and also secretarial Audit Report, were required to be read at the Annual General Meeting. Since Statutory Auditors' Report & Secretarial Auditors' Report did not contain any qualification, observation and comment, the said reports were not read.

7. The Chairman briefly covered the items of business of the Annual General Meeting and enquired from the members present if they required any clarifications on them, particularly on the financial statements of the company. A few queries were raised which were replied to by the Chairman.
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 17<sup>th</sup> September, 2018 (09.00 a.m) to 19<sup>th</sup> September, 2018 (5.00 p.m).
9. The Chairman informed that the Company would also provide facility of voting at Annual General Meeting through ballot papers to those members who had not exercised e-voting option. He said that after the 8 (eight) resolutions, as per Notice dated 26<sup>th</sup> May, 2018, convening the Annual General Meeting, were proposed and seconded, the facility of ballot voting would commence and that the scrutinizer Mr. Hari Ram Agarwal, Practicing Chartered Accountant, with the assistance of the RTA would facilitate ballot voting.

Mr. Sushil Patwari thanked the Members, on behalf of the Board of Directors and the Management Team for their continued support and goodwill.

The Chairman also informed that:

- a. The Company had published the requisite Newspaper advertisements, on 31<sup>st</sup> August, 2018, intimating the shareholders about e-voting as per the requirement of provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other details.
- b. The e-voting period commenced on Monday, September 17, 2018 at 9.00 a.m. and ended on Wednesday, September 19, 2018 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. Thursday, September 13, 2018. Mr. Hari Ram Agarwal, Practicing Chartered Accountant (Certificate of Practice Number 057625) was appointed as the Scrutinizer.

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- d. The scrutinizer would, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than two 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 48 hours 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](http://www.nagreeka.com) under the investors section and would also be communicated to the Stock Exchanges on which the Company's shares are listed and also to the NSDL. The Results would also be put up on the Company's Notice Board at Registered Office.

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

**ORDINARY BUSINESS: ORDINARY RESOLUTION**

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

**Resolution as under:-**

**"RESOLVED THAT**, the audited Balance Sheet of the Company for the year ended 31<sup>st</sup> March, 2018, the Statement of Profit & Loss Account 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."

The aforesaid Resolution was proposed by Mr. Shakoor Chobdar, Authorised Representative of Dadra Eximp Pvt. Ltd a member of the Company and seconded by Ms. Suman Agarwal, a member of the Company.

The Chairman informed that the Resolution had been duly proposed and seconded and had already been put to vote through remote e-voting. The Chairman invited the Members present to share their views/ comments/ suggestions, if any, on the Reports and Accounts of the Company for the period ended March 31, 2018. The questions raised by Members of the Company were satisfactorily replied by the Chairman.

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

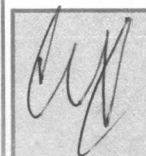
**Resolution as under:-**

**"RESOLVED THAT**, Mr. Debabrata Das Chowdhury (DIN-07479334), who retires by rotation and being eligible, for re-appointment, be and is hereby re-appointed as a Director of the Company, whose directorship will be liable to determination by retirement of Directors by rotation."

The aforesaid Resolution was proposed by Mr. Sanjeev Agarwal, Authorised Representative of Alps Viniyog Pvt. Ltd a member of the Company and seconded by Mr. Rajib Sadhu, Authorised Representative of Shree Viniyog Pvt. Ltd a member of the Company.

The Chairman informed that the Resolution had been duly proposed and seconded and had already been put to vote through remote e-voting. The Chairman invited the Members present to share their views/ comments/ suggestions, if any, on the Appointment of Director liable to retire by rotation. The questions raised by Members of the Company were satisfactorily replied by the Chairman.

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**SPECIAL BUISNESS: ORDINARY RESOLUTION**

**ITEM No 3: RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS:**

**Resolution as under:-**

"**RESOLVED THAT** in terms of Section 148 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof for the time being in force) the remuneration of M/s V. J. Talati & Co., Cost Accountants (Firm Regn No. ROO213) appointed by the Board of Directors as cost Auditors of the Company to conduct the audit of the cost records maintained by the Company for the financial year ending 31<sup>st</sup> March, 2019, at a remuneration of Rs.75000/-plus taxes and reimbursement of out-of-pocket expenses, be and is hereby approved."

"**RESOLVED FURTHER THAT** any Director 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."

The aforesaid Resolution was proposed by Mr. Gopal Jhunjhunwala a member of the Company and seconded by Mr. Rajib Sadhu, Authorised Representative of Shree Viniyog Pvt. Ltd a member of the Company.

The Chairman informed that the Resolution had been duly proposed and seconded and had already been put to vote through remote e-voting. The Chairman invited the Members present to share their views/ comments/ suggestions, if any, on the Remuneration payable to Cost Auditors of the Company. The questions raised by Members of the Company were satisfactorily replied by the Chairman.

**SPECIAL BUISNESS: SPECIAL RESOLUTION**

**ITEM No 4: RE APPOINTMENT OF MR. SUNIL PATWARI (DIN-00024007) AS MANAGING DIRECTOR OF THE COMPANY:**


At this stage, Mr. Sushil Patwari temporarily stepped down from the Chairmanship as he was related to Mr. Sunil Patwari, who was re appointed as Managing Director of the Company, he (Mr. Sushil Patwari) requested Ms. Surabhi Sanganeria, Independent Director present on dais to proceed in regards to Item No.4 of the notice convening this AGM.

**Resolution as under:-**

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rules made there under and Schedule V thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the recommendations of the Nomination & Remuneration Committee and the appointment made by the Board of Directors, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Sunil Patwari (DIN: 00024007) as Managing Director of the Company for a further period of 5 years with effect from 01/09/2018 to 31/08/2023, upon such terms and conditions including remuneration as set out in the relevant explanatory statement annexed to the Notice convening this Annual General Meeting."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of the appointment and /or remuneration based on the recommendation of the

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Nomination and Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force)."

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

The aforesaid Resolution was proposed by Mr. Tapas Das, Authorised Representative of Sri Krishna Viniyog Private Ltd. a member of the Company and seconded by Mr. Rajib Sadhu, Authorised Representative of Shree Viniyog Pvt. Ltd a member of the Company.

Ms. Surabhi Sangneria informed that the Resolution had been duly proposed and seconded and had already been put to vote through remote e-voting. She invited the Members present to share their views/ comments/ suggestions, if any, on the Appointment of Mr. Sunil Patwari, Managing Director of the Company. The questions raised by Members of the Company were satisfactorily replied by Ms. Surabhi Sangneria who conducted the proceeding relating to Item No.4 of the Notice convening this AGM

After the Resolution was moved, Mr. Sushil Patwari, Chairman, again took the Chair and started conducting the further proceeding of the notice convening this AGM.

**ITEM No 5: RE APPOINTMENT OF MR. BIBHUTI CHARAN TALUKDAR (DIN- 00024015) AS INDEPENDENT DIRECTOR OF THE COMPANY:**

**Resolution as under:-**

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150 and other applicable provision, if any, of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Rules") and Schedule IV to the Act (including any statutory modifications or re-enactment (s) thereof for the time being in force) and Regulation 17(1a) of SEBI (LODR) Regulation,2015 as amended, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Bibhuti Charan Talukdar (DIN 00024015) above the age of 75 years, as Independent Director on the Board of the Company for 2<sup>nd</sup> Consecutive term of 5 years effective from 1<sup>st</sup> April, 2019 till 31<sup>st</sup> March, 2024 and not liable to retire by rotation."

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

The aforesaid Resolution was proposed by Mr. Shakoor Chobdar, Authorised Representative of Dadra Eximp Pvt. Ltd a member of the Company and seconded by Ms. Neena Bansal, a member of the Company.

The Chairman informed that the Resolution had been duly proposed and seconded and had already been put to vote through remote e-voting. The Chairman invited the Members present to share their views/ comments/ suggestions, if any, on the Re Appointment of Mr. Bibhuti Charan Talukdar, an Independent Director of the Company. The questions raised by Members of the Company were satisfactorily replied by the Chairman.

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**ITEM No 6: RE APPOINTMENT OF MR. MAHABIR PRASAD PERIHAL (DIN- 00008112) AS INDEPENDENT DIRECTOR OF THE COMPANY:**

**Resolution as under:-**

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150 and other applicable provision, if any, of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Rules") and Schedule IV to the Act (including any statutory modifications or re-enactment (s) thereof for the time being in force) and Regulation 17(1a) of SEBI (LODR) Regulation,2015 as amended, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Mahabir Prasad Perihal (DIN 00008112) became 75 years in August, 2018 as Independent Director on the Board of the Company for 2<sup>nd</sup> Consecutive term of 5 years effective from 1<sup>st</sup> April, 2019 till 31<sup>st</sup> March, 2024 and not liable to retire by rotation."

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

The aforesaid Resolution was proposed by Mr. Ujjala Debnath, a member of the Company and seconded by Mr. Biswa Nath Saha, a member of the Company.

The Chairman informed that the Resolution had been duly proposed and seconded and had already been put to vote through remote e-voting. The Chairman invited the Members present to share their views/ comments/ suggestions, if any, on the Re Appointment of Mr. M.P. Perihal, an Independent Director of the Company. The questions raised by Members of the Company were satisfactorily replied by the Chairman.

**ITEM No 7: RE APPOINTMENT OF MR. MOHAN KISHEN OGRA (01081215) AS INDEPENDENT DIRECTOR OF THE COMPANY:**

**Resolution as under:-**

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150 and other applicable provision, if any, of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Rules") and Schedule IV to the Act (including any statutory modifications or re-enactment (s) thereof for the time being in force) and Regulation 17(1a) of SEBI (LODR) Regulation,2015 as amended, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Mohan Kishen Ogra (DIN 01081215) above the age of 75 years, as Independent Director on the Board of the Company for 2<sup>nd</sup> Consecutive term of 5 years effective from 1<sup>st</sup> April, 2019 till 31<sup>st</sup> March, 2024 and not liable to retire by rotation."

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

The aforesaid Resolution was proposed by Mr. Gopal Misra, a member of the Company and seconded by Mr. Taranath Banerjee, a member of the Company.

The Chairman informed that the Resolution had been duly proposed and seconded and had already been put to vote through remote e-voting. The Chairman invited the Members present to share their views/ comments/ suggestions, if any, on the Re Appointment of Mr. M.K.Ogra, an Independent

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Director of the Company. The questions raised by Members of the Company were satisfactorily replied by the Chairman.

**ITEM No 8: RE APPOINTMENT OF MR. RAJENDRA MAHAVIR PRASAD RUIA (DIN- 01300823) AS INDEPENDENT DIRECTOR OF THE COMPANY:**

**Resolution as under:-**

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150 and other applicable provision, if any, of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Rules") and Schedule IV to the Act (including any statutory modifications or re-enactment (s) thereof for the time being in force) and Regulation 17(1a) of SEBI (LODR) Regulation, 2015 as amended, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Rajendra Mahavir Prasad Ruia (DIN 01300823), as Independent Director on the Board of the Company for 2<sup>nd</sup> Consecutive term of 5 years effective from 1<sup>st</sup> April, 2019 till 31<sup>st</sup> March, 2024 and not liable to retire by rotation."

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

The aforesaid Resolution was proposed by Mr. Shakoor Chobdar, Authorised Representative of Dadra Eximp Pvt. Ltd a member of the Company and seconded by Ms. Neena Bansal, a member of the Company.

The Chairman informed that the Resolution had been duly proposed and seconded and had already been put to vote through remote e-voting. The Chairman invited the Members present to share their views/ comments/ suggestions, if any, on the Re Appointment of Mr. Rajendra Mahavir Prasad Ruia, an Independent Director of the Company. The questions raised by Members of the Company were satisfactorily replied by the Chairman.

**BALLOT PAPER VOTING:**

At this stage, Mr. Hari Ram Agarwal, Practicing Chartered Accountants, appointed as scrutiner, distributed Ballot papers to members present at the AGM, who had not cast their E- Voting. He requested the concerned members to fill up the Ballot paper and put it in the Ballot box which was under lock.

The Concerned Members exercised their voting rights through Ballot Paper.

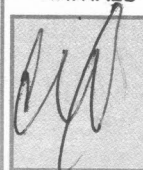
**VOTE OF THANKS:**

Since all Items, as per Notice dated 26/05/2018 convening this Annual General Meeting, were transacted, the meeting concluded with vote of thanks to the Chair. The vote of thanks was proposed by Mr. Shakoor Chobdar, Authorised Representative of Dadra Eximp Pvt. Ltd. a member of the Company and seconded by Mr. Rajib Sadhu, Authorised Representative of Shree Viniyog Pvt. Ltd. a member of the Company.

**COMMENCEMENT AND CONCLUSION OF ANNUAL GENERAL MEETING:**

The Annual General meeting commenced at 10.30 a.m. and concluded at 11.20 a.m.

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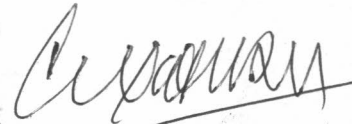
**DECLARATION OF RESULTS:**

Based on the Scrutiniser's consolidated report dated 21<sup>st</sup> September, 2018, on the results of the resolutions / special resolution as per the Notice dated 26/05/2018 convening this Annual General Meeting, the Chairman declared the result on 21<sup>st</sup> September, 2018 at 19.00 p.m. that all resolutions 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	87,98,162	99.95	3983	0.05
2.	Ordinary	87,98,165	99.95	3980	0.05
3.	Ordinary	87,98,165	99.95	3980	0.05
4.	Special	87,98,165	99.95	3980	0.05
5.	Special	87,98,165	99.95	3980	0.05
6.	Special	87,98,165	99.95	3980	0.05
7.	Special	87,98,165	99.95	3980	0.05
8.	Special	87,98,165	99.95	3980	0.05

Place: Kolkata  
Date: 15/10/2018



Sushil Patwari  
Chairman

CHAIRMAN'S  
INITIALS

