

## NOTICE

Notice is hereby given that the 31st Annual General Meeting (AGM) of the members of Nagreeka Exports Limited will be held on Monday, 28th September, 2020 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 at 31<sup>st</sup> March, 2020, the statement of Profit and Loss for the year ended on that date and reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Sunil Ishwarlal Patwari (DIN00024007), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

#### 3. RE APPOINTMENT OF MS.SURABHI SANGANERIA AS AN INDEPENDENT DIRECTOR

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 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 applicable provisions of SEBI (LODR) Regulation, 2015 as amended, Ms. Surabhi Sanganeria (DIN06987772) who was appointed as an independent Director and who holds office as an independent Director upto 27th September, 2020 , being eligible, be and is hereby re-appointed as an independent Director of the Company to hold office for a further period of 5 (five) consecutive years commencing from 28th September, 2020 till 27th September, 2025 and shall not be 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."

#### 4. APPOINTMENT OF MR. TUSHAR JHUNJHUNWALA AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A FIRST TERM OF FIVE YEARS

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

**"RESOLVED THAT** Mr. Tushar Jhunjhunwala (DIN 00025078), who was appointed as an Additional Director by the Board of Directors of the Company, with effect from November 14, 2019, under section 161(1) of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules 2014, who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Mr. Tushar Jhunjhunwala for the office of Director, in the forth coming Annual General Meeting, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014, (including any statutory modifications or re-enactment(s) thereof for the time being in force), Mr. Tushar Jhunjhunwala (DIN 00025078), who has submitted a declaration that he meets the criteria of independence as per section 149(6) of the Companies Act, 2013, and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, to hold office for 5 consecutive years upto 27th September, 2025, not being 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."

#### 5. 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 (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 in respect of all applicable products of the Company for the financial year ending 31st March, 2021, 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**

Sd/-  
**Gopal Sharma**  
Company Secretary

**Date : 31/07/2020**

**Place : Kolkata**



**NOTE:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since, the AGM is being conducted through VC/OAVM pursuant to MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional/Corporate members are requested to send a duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013/Power of Attorney authorizing their representative(s) to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [gk.sons@hotmail.com](mailto:gk.sons@hotmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
4. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.nagreeka.com](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).

8. GM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
9. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
10. Statement pursuant to section 102(1) of the Companies Act, 2013 is annexed and forms part of this Notice
11. Brief details of the Directors, who are seeking appointment/re-appointment, are 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.
12. SEBI has amended Regulation 40 of SEBI Listing Regulation, 2015. Pursuant to this amendment with effect from 1 April 2019, transfer of securities (except transmission or transposition of shares) cannot be processed unless securities are in dematerialized form. Accordingly, the Company has sent letters to members holding shares in physical form advising them to dematerialize their holding. In addition to transferability, dematerialization provides other benefits including easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of certificates and bad deliveries.
13. Pursuant to Section 124 and 125 of the Companies Act, 2013, dividend which remain unpaid/unclaimed for a period of 7 years from the date of transfer of the same to the Company's unpaid dividend account will be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. The following are the details of dividends paid by the Company and respective due dates for claim by the shareholders:

<b>Financial year Ended</b>	<b>Date of declaration of Dividend</b>	<b>Last date for claiming unpaid</b>	<b>Due date for transfer to IEPF</b>
31/03/2013	24/09/2013	23/09/2020	22/10/2020
31/03/2014	10/09/2014	09/09/2021	08/10/2021

Members who have not encashed their Dividend Warrants for any one or more of the said financial years are requested to make their claims to the Company or to the Registrar & Transfer Agents, Maheshwari Datamatics (P) Ltd., 23, R.N. Mukherjee Road, 5th Floor, Kolkata - 700 001. Phone Nos. 2248-2248, 2243-5809.

Pursuant to SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, Members are hereby requested to update their PAN and Bank details with M/s. Maheshwari Datamatics Pvt. Ltd., Registrar and Share Transfer Agent of the Company for the purpose of payment of Dividend.

14. 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 21<sup>st</sup> September, 2020 to 28<sup>th</sup> September, 2020, both days inclusive.
15. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in their address as soon as possible. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Shareholders/ Depositories for depositing of dividends.
16. Members holding shares in electronic form are, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members



holding shares in physical form can submit their PAN details to the Company or M/s. Maheshwari Datamatics Pvt. Ltd., Registrar and Share Transfer Agents of the Company.

17. 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.
18. It is observed that few members have still not claimed their new certificate for Equity Shares of Rs. 5/- each. They are once again requested to claim the new certificates for Equity Shares at the Registered Office of the Company or to Maheshwari Datamatics Pvt. Ltd., who are the Company's Registrar and Share Transfer Agent, so as to enable the Company to do the needful.
19. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12 May 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail address are registered with the Company/Depositories/Share Transfer Agent of the Company. For members who have not registered their email address, are requested to register their email IDs with the Company/Depositories/Share Transfer Agent of the Company.
20. To receive shareholders' communications through electronic means, including annual reports and notices, members are requested to kindly register/ update their email address with their respective depository participant, where shares are held in electronic form. If, however shares are held in physical form, members are advised to register their email address with Maheshwari Datamatics Pvt. Ltd, Registrar and share Transfer agents of the Company.
21. 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.
22. **Voting through Electronic means**

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

The remote e-voting period begins on 25th September, 2020 at 9 A.M. and ends on 27th September, 2020 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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

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

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

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

**Details on Step 1 is mentioned below:**

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

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

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

4. Your User ID details are given below :

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

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
  - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open

the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](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.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

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

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

In case of any query / grievance with respect to Remote E-voting or voting by electronic means during the meeting, members may refer to the Frequently Asked Questions (FAQs) for Shareholders and Remote E-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website or contact Mr. Amit Vishal, Senior Manager / Ms. Pallavi Mhatre, Manager, NSDL, Trade World, "A" Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai 400 013 at telephone no. 022 – 24994360 / 022 – 24994545 or toll free no. 1800 – 222 – 990 or at E-mail ID : [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

3. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 21st September, 2020.
  - i. Mr. Hari Ram Agarwal, Practicing Chartered Accountant (Membership No. 057625) has been appointed as the Scrutinizer to scrutinize the e-voting and poll process in a fair and transparent manner.
  - ii. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, 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, forthwith to the Chairman of the Company or Director authorized by him in writing who shall countersign the same and declare the results of the voting forthwith.
  - iii. The results shall be declared on or after the AGM of the Company. The results along with the Scrutinizer's Report will be placed on the website of Company i.e [www.nagreeka.com](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. The resolution shall be deemed to be passed at the AGM of the Company, scheduled to be held on Friday, 28th September 2020.
- 23.** Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :
  1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [compsect.nel@nagreeka.com](mailto:compsect.nel@nagreeka.com)



In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [compsect.nel@nagreeka.com](mailto:compsect.nel@nagreeka.com)

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

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. 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.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. For ease of conduct, Shareholders who would like to ask questions/express their views may register themselves as a speaker by sending their request from their registered email address and their questions in advance at least 48 hours before AGM mentioning their name, DP ID and Client ID/folio number, PAN, email id, mobile number at [compsect.nel@nagreeka.com](mailto:compsect.nel@nagreeka.com). The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

Name of Director	1.Mr. Sunil Ishwarlal Patwari	2.Ms. Surabhi Sanganeria	3.Mr.Tushar Jhunjunwala
DIN	000024007	06987772	00025078
Date of Birth	15.11.1960	12.10.1977	09.08.1979
Date of appointment	02.05.1989	13.11.2014	14.11.2019
Qualification	B. Com., FCA, PGDM (IIMA)	B. Com., ACS,ACA	Bachelor of Science in Engineering (Industrial and Operations)
Expertise in specific Functional area	Industrialist having rich business experience of over 30 years, a renowned personality in his field.	Having rich experience in Industrial and Corporate Laws.	Having rich experience in Real Estate, Finance and Logistics Business.
List of other Directorship held excluding foreign companies, companies under section 8 of the Companies Act, 2013 and Private Companies.	1. Nagreeka Capital & Infrastructure Ltd. 2. GPT Infraprojects Ltd.	1.Nagreeka Capital & Infrastructure Ltd	1.Peekey Dreampark Ltd 2.Transways (Agents) Ltd
Chairman / Member of the committees of the Board of other Companies in which he is a Director	<b>AUDIT COMMITTEE</b> Nagreeka Capital & Infrastructure Ltd. <b>(Member)</b> <b>NOMINATION &amp; REMUNERATION COMMITTEE</b> GPT Infraprojects Ltd. <b>(Chairman)</b>	<b>AUDIT COMMITTEE</b> Nagreeka Capital & Infrastructure Ltd. <b>(Member)</b> <b>NOMINATION &amp; REMUNERATION COMMITTEE</b> Nagreeka Capital & Infrastructure Ltd <b>(Member)</b>	<b>Nil</b>
Shareholding in the Company	934900	Nil	Nil

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

**ITEM NO. 3**

The Members of the Company at their 26th Annual General Meeting held on 28th September, 2015 had appointed Ms. Surabhi Sanganeria (DIN: 06987772), as an Independent Director on the Board of the Company for a term of 5 years pursuant to the provisions of Section 149, 152 of the Act and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and schedule IV of the act and SEBI (LODR) Regulations, 2015, as amended. She holds office as an Independent Directors of the Company up to the 27th September, 2020.

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

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

Ms. Surabhi Sanganeria has given a declaration to the Board of Directors that she meets the criteria of Independence as prescribed under section 149 of the Act and SEBI Listing Regulations and also she is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given her consent to act as a Director in accordance with Section 152 of the Act.

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

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

Details of Ms. Surabhi Sanganeria whose re-appointment as an Independent Director is proposed at Item Nos. 3 is provided in the "Note No.26" to the Notice pursuant to the provisions of the Listing Regulations.

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

#### **ITEM NO. 4**

Mr. Tushar Jhunjhunwala (DIN 00025078), was appointed by the Board of Directors of the Company at its meeting held on 14th November, 2019, on the recommendation of Nomination and Remuneration Committee, as an additional director in the capacity of non-executive independent director with effect from 14th November, 2019. He holds office until the ensuing AGM under section 161(1) of the Companies Act, 2013. He has accorded his consent to act as director and has submitted the declaration of independence, pursuant to section 149(7) of the Companies Act, 2013 stating that he meets the criteria of independence as provided in section 149(6) and regulation 16 of SEBI Listing Regulations, 2015. He is not disqualified from being appointed as a director in terms of section 164 of the Act. In respect of his appointment, a notice in writing in the prescribed manner, as required under section 160 of the Act and Rules made thereunder, has been received by the Company, regarding his candidature for the office of director. According to section 152 of the Companies Act, 2013, read with Schedule IV to the Act, in the opinion of the Board, his appointment as an independent director fulfills the conditions specified in the Act and the Rules made thereunder as also the SEBI Listing

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

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

Details of Mr.Tushar Jhunjhunwala whose appointment as an Independent Director is proposed at Item Nos. 4 is provided in the "Note No.26" to the Notice pursuant to the provisions of the Listing Regulations.

Save and except Mr.Tushar Jhunjhunwala, no Director or Key Managerial Personnel of the Company and their relatives are concerned or interested directly or indirectly in the resolution set out under Item no. 4.

**ITEM NO. 5**

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 Auditors of the Company, to conduct the audit of the cost records of the Company relating to Textile for the financial year ending 31st March, 2020 at recommended remuneration of Rs.75000/- 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. 5 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: 31/07/2020**  
**Place: Kolkata**

Sd/-  
**Gopal Sharma**  
**Company secretary**