

NOTICE

Notice is hereby given that the 30th Annual General Meeting (AGM) of the members of Nagreeka Capital & Infrastructure Limited will be held on Tuesday, 17th September, 2024 at 11:30 A.M at the registered office of the Company 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 31st March, 2024, 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 (DIN: 00024007), who retires by rotation and being eligible, offers himself for re-appointment.
3. To Approve Re-appointment of M/s Das & Prasad, Chartered Accountants (FRN: 303054E) as Statutory Auditors.

SPECIAL BUSINESS

4. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH PROMOTER ENTITIES

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

“**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 do hereby approve 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 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, 2025 and upto the date of the Annual General Meeting of the Company to be held in 2025, 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 2024-25 and for the next financial year (until the holding of 31st 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 do hereby approve 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, do hereby 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.”

5. TO CONSIDER AND APPROVE THE CONTINUATION OF TERM OF MR. SUSHIL PATWARI AS WHOLETIME DIRECTOR OF THE COMPANY AFTER ATTAINING THE AGE OF 70 YEARS:

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 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 Members of Company be and is hereby accorded for the continuation of the appointment of Mr. Sushil Patwari (DIN: 00023980) as a Whole-time Director of the Company on attaining the age of 70 years on 20.09.2024 , for his remaining term of office on the same terms of appointment and remuneration as approved by the shareholders at the 28th Annual General Meeting of the Company held on 28th day of September, 2022.

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.

6. 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 an Ordinary 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 the period of five years from 1st June, 2025 till 31st May 2030, 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 the re-appointment and /or remuneration based on the recommendation of the 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 Directors 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.”

7. TO CONSIDER AND APPROVE RE-APPOINTMENT OF MR SANTOSH HARKCHAND SOMANI AS NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A FURTHER PERIOD OF 5 YEARS.

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

“**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(1C) of SEBI (LODR),2015,as amended, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Santosh Harkchand Somani (DIN 02894841), as Non-Executive Independent Director on the Board of the Company for 2nd Consecutive term of 5 years effective from 1st April, 2025 till 31st March, 2030 and he is 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 considered necessary, proper or expedient to give effect to the aforesaid resolution.

8. TO CONSIDER AND APPROVE RE-APPOINTMENT OF MR. AMITAVA MAZUMDER AS NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A FURTHER PERIOD OF 5 YEARS.

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

“**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(1C) of SEBI (LODR),2015 ,as amended, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Amitava Mazumder (DIN 06441635), as Non-Executive Independent Director on the Board of the Company for 2nd Consecutive term of 5 years effective from 1st April, 2025 till 31st March, 2030 and he is 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 considered necessary, proper or expedient to give effect to the aforesaid resolution.

9. TO CONSIDER AND APPROVE APPOINTMENT OF MR RAJENDRA MAHAVIRPRASAD RUIA AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 YEARS

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

“**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), Regulation 17(1C) of SEBI LODR Regulations, 2015 and applicable provisions of SEBI LODR Regulations, 2015 ,as amended, Mr. Rajendra Mahavirprasad Ruia (DIN: 01300823), who was appointed as an Additional Director and also a Non-Executive Independent Director of the Company by the Board of Directors with effect from 12th August, 2024 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 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 Non-Executive Independent Director of the Company, 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 considered necessary, proper or expedient to give effect to the aforesaid resolution.

By order of the Board of Directors

Sd/-

Date: 12.08.2024
Place: Kolkata

Sushil Patwari
Chairman



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 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
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 11th September, 2024 to 17th September, 2024, both days inclusive.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.

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 & compsect.ncil@nagreeka.com respectively with a copy marked to evoting@nsdl.co.in.

4. 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 EGM/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 EGM/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, 2024 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. 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. 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 and 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.

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.ncil@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 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.
9. 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.
10. Since the AGM will be held through VC/OAVM, the Route Map is not annexed with this Notice.
11. AGM 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, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021 and MCA General Circular No. 09/2023 dated September 25, 2023.
12. 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 Aadhar 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. 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
13. 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.
14. 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.
15. 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 and on the website of the RTA www.mdpl.in. In respect of shares held in Electronic/Demat form, members may please contact their respective Depository Participants.
16. 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.
17. 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.

18. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) setting out material facts concerning the business under Item No. 4 to 9 of the accompanying Notice, is annexed hereto and forms part of the notice.
19. Brief details of the Director, for whose continuation of office as Wholetime Director after attaining the age of 70 years, approval of shareholders is being sought, 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.
20. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

The remote e-voting period begins on Saturday, 14th September, 2024 at 09.00 A.M. and ends on Monday, 16th September, 2024 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. 10th September, 2024, 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 10th September, 2024.

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"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL 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 & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

	<ol style="list-style-type: none"> 3. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is 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 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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 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.</p>
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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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>

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***

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.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on 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.com 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 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 with a copy marked to evoting@nsdl.com. 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 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 or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

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.ncil@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.ncil@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.com 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 EGM/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.

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

Member will 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 General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General 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. Members are encouraged to join the Meeting through Laptops for better experience.
- iii. Further Members 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.ncil@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 30th 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 at least 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 and on the website of NSDL i.e. 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 – 1

Name of Director	Mr. Sushil Patwari (DIN: 00023980)	Mr. Amitava Mazumder (DIN 06441635)	Mr Santosh Harkachand Somani (DIN: 02894841)	Mr Sunil Ishwarlal Patwari (DIN: 00024007)	Mr Rajendra Mahavirprasad Ruia (DIN: 01300823)
Date of Birth Age	20.09.1954 69 Years	01.04.1948 76 Years	04.03.1954 70 years	15.11.1960 64	09.01.1957 67
Date of appointment	31.10.1994	01.04.2020	01.04.2020	30.01.2006	13.08.2024
Qualification	B.Com.	B.Sc.	B.com	B. Com., FCA, PGDM (IIMA)	B.Sc., MBA
Number of Board Meetings attended during the financial year 2023-24	4/4	3/4	4/4	4/4	-
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	Mr. Amitava Mazumder has done Bachelor of Science. He is having 49 years of experience in logistic field and other industrial activities and finance.	Mr. Santosh Harkachand Somani has done B.Com. He is having rich business experience of more than 10 years in this field.	He is a Fellow Chartered Accountant 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.	Mr. Rajendra Mahavirprasad Ruia has done B.Sc. He has also done MBA. He is an industrialist having rich business experience.
Expertise in specific Functional area	Industrialist having rich business experience	Having experience in finance and Logistics	Having many years of experience in finance field and other industrial activities.	His knowledge and understanding of 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 finance field and other industrial activities.
Relationship with other Directors or Key Managerial Personnel	1. Mr. Sunil Ishwarlal Patwari - Executive Director – Brother 2. Ms. Surabhi Sanganeria –	1. Mr. Sushil Patwari- Executive Director- No relationship 2. Mr. Sunil	1. Mr. Sushil Patwari- Executive Director- No relationship 2. Mr. Sunil Ishwarlal Patwari-	1. Mr. Sushil Patwari - Executive Director - Brother 2. Ms. Surabhi Sanganeria-	1. Mr. Sushil Patwari- Executive Director- No relationship 2. Mr. Sunil Ishwarlal

	<p>Independent Director –No relationship</p> <p>3. Mr. Manish Kumar Bansal - Non Independent Director- No relationship</p> <p>4. Mr. Amitava Mazumder – Independent Director –No relationship</p> <p>5. Mr. Santosh Harakhchand Somani - Independent Director –No relationship</p> <p>6. Monika Kedia - Company Secretary - No relationship</p> <p>7. Mr. Sanjeev Agarwal – Chief Financial Officer – No relationship</p>	<p>Ishwarlal Patwari- Managing Director- No relationship</p> <p>3. Ms. Surabhi Sanganeria- Independent Director- No relationship</p> <p>4. Mr. Manish Kumar Bansal- Non-Independent Director- No relationship</p> <p>5. Mr. Santosh Harakhchand Somani- Independent Director- No relationship</p> <p>6. Monika Kedia - Company Secretary - No relationship</p> <p>7. Mr. Sanjeev Agarwal – Chief Financial Officer- No relationship</p>	<p>Managing Director- No relationship</p> <p>3. Ms. Surabhi Sanganeria- Independent Director- No relationship</p> <p>4. Mr. Manish Kumar Bansal- Non Independent Director- No relationship</p> <p>5. Mr. Amitava Mazumder - Independent Director - No relationship</p> <p>6. Monika Kedia - Company Secretary - No relationship</p> <p>7. Mr. Sanjeev Agarwal – Chief Financial Officer-No relationship</p>	<p>Independent Director- No relationship</p> <p>3. Mr. Manish Kumar Bansal- Non Independent Director- No relationship</p> <p>4. Mr. Santosh Harakhchand Somani- Independent Director - No relationship</p> <p>5. Mr. Amitava Mazumder - Independent Director - No relationship</p> <p>6. Monika Kedia - Company Secretary - No relationship</p> <p>7. Mr. Sanjeev Agarwal - Chief Financial Officer-No relationship</p>	<p>Patwari- Managing Director- No relationship</p> <p>3. Ms. Surabhi Sanganeria- Independent Director- No relationship</p> <p>4. Mr. Manish Kumar Bansal- Non Independent Director- No relationship</p> <p>5. Mr. Santosh Harakhchand Somani- Company Secretary - No relationship</p> <p>6. Monika Kedia -Company Secretary - No relationship</p> <p>7. Mr. Sanjeev Agarwal – Chief Financial Officer-No relationship</p>
<p>List of other Directorship held excluding foreign companies, companies under section 8 of the Companies Act, 2013 and Private Companies.</p>	<p>1. Nagreeka Exports Ltd.</p> <p>2. Rupa & Co. Ltd.</p> <p>3. Reliance Processors Ltd.</p> <p>4. Jaidka Motor Co. Ltd.</p> <p>5. Shrishyamniketan Projects Pvt. Ltd.</p> <p>6. Kolkata Hotels Pvt. Ltd.</p> <p>7. Ranisati Realty Pvt. Ltd.</p> <p>8. Smart Grain</p>	<p>1. Nagreeka Exports Limited</p> <p>2. Nagreeka Hydrocarbons Pvt Ltd.</p>		<p>1. Nagreeka Capital & Infrastructure Limited</p> <p>2. GPT Infraprojects Limited</p> <p>3. Shrishyamniketan Projects Pvt. Ltd.</p> <p>4. Yasoda Infracon Private Limited</p> <p>5. Sree Shyam Procon Private Limited.</p> <p>6. Sulabh Realcon Private Limited</p>	<p>1. Bodhesh Trade-Invest Pvt Ltd.</p> <p>2. AET Technologies Pvt. Ltd.</p> <p>3. Schori Blasting and Metal Spraying Pvt Ltd.</p> <p>4. Ramvallabh Trade Invest Pvt Ltd.</p> <p>5. Harrison Glass Seal Pvt Ltd.</p> <p>6. Arco Electro Technologies Pvt Ltd.</p> <p>7. Arco Leasing Limited</p> <p>8. Arco Holdings and Trading</p>

	Foods Pvt. Ltd. 9. Salsar Projects Pvt. Ltd. 10. Shantiniketan Infrastructure Pvt. Ltd. 11. Shivangini Builders Pvt. Ltd.			7. Nagreeka Integrated Textile Park Private Limited	Pvt Ltd.
Chairman / Member of the committees of the Board of other Companies in which he / she is a Director	Rupa & Co. Ltd. -Audit Committee-Member Nagreeka Exports Ltd. – Stakeholders Relationship Committee-Chairperson	NIL	NIL	GPT Infraprojects Ltd. – Nomination & Remuneration Committee – Member Nagreeka Exports Limited – Stakeholder’s Relationship Committee Audit Committee Corporate Social Responsibility Committee - Member	NIL
Shareholding in the Company	831473	NIL	NIL	934900	NIL

By order of the Board of Directors

Sd/-

Sushil Patwari
Chairman

Date: 12.08.2024
Place: Kolkata

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

Item No: 4

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with the Company's Policy on Related Party Transactions, effective 1st April, 2022, provides that entering into material related party transactions which, either individually or taken together with previous transaction(s) during a financial year, exceed Rs 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower, requires approval of the Members of the Company. The Company, in order to furtherance its business interests, enters into various transactions with its related parties. Amongst these transactions, the estimated value of transactions with the related parties under Regulation 2(1) (zb) of the Listing Regulations, during the financial year 2024-25 is expected to exceed the materiality threshold as stated above. Accordingly, the Board of Directors of the Company ('the Board') at the meeting held on 29th May, 2024, on the recommendation of the Audit Committee, recommended for the approval of the Members, entering into material related party transactions with the related parties, during the financial year 2024-25, as set out in the Resolution. These transactions will be entered in the ordinary course of business and on arm's length basis. Other details of the transactions, pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021, are given hereunder.

Sl. No.	Description	Details
1.	Name of the related party(ies) and relationship	a) Anita Patwari (Wife of Mahendra Ishwarlal Patwari) b) Ishwarlal Mahendra Kumar (Karta-Mr.Sushil Patwari) c) Ishwarlal Satish Kumar (Karta –Mr. Sushil Patwari) d) Mahendra Ishwarlal Patwari e) Rahul Patwari – (Son of Mr. Sushil Patwari) f) Sunil Ishwarlal Patwari g) Sunil Patwari HUF- (Karta – Mr. Sunil Ishwarlal Patwari) h) Sushil Patwari i) Sushil Patwari HUF (Karta-Mr. Sushil Patwari) j) Usha Sunil Patwari (Wife of Mr.Sunil Ishwarlal Patwari)
2.	Name of the director or key managerial personnel who is related, if any	1. Mr. Sushil Patwari - Elder Brother of Mr. Mahendra Ishwarlal Patwari and Mr. Sunil Ishwarlal Patwari - Father of Mr. Rahul Patwari Brother-in-law of Mrs. Anita Patwari and Mrs. Usha Patwari - Mr. Sushil Patwari is Karta of Ishwarlal Mahendra Kumar(HUF), Ishwarlal Satish

		Kumar (HUF) and Sushil Patwari (HUF) 2. Mr. Sunil Ishwarlal Patwari - Elder Brother of Mr. Mahendra Ishwarlal Patwari and Younger Brother of Mr. Sushil Patwari - Uncle of Mr. Rahul Patwari - Husband of Mrs. Usha Patwari - Brother-in-law of Mrs. Anita Patwari - Mr. Sunil Ishwarlal Patwari is Karta of Sunil Patwari(HUF)
3.	Nature and material terms of the transaction	Unsecured Loan from Directors and Relatives
4.	Tenure of the transaction	Financial year 2024-25
5.	Nature of concern or interest	Financial
6.	Value of transaction	Exceed Rs 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower
7.	Details of Valuation or other external party report, if such report has been relied upon	Not applicable
8.	Any other information that may be relevant	Nil

The Board recommends the resolution, as set out in item no. 4 of notice convening the forthcoming Annual General Meeting, for approval of the members as Special resolution.

Except Mr. Sushil Patwari and Mr. Sunil Ishwarlal Patwari, none of the other Directors of Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in Resolution No. 4.

Item No: 5

Mr. Sushil Patwari whose period of office was liable to retirement by rotation and who had expressed his consent for re-appointment, in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, had been re-appointed Mr. Sushil Patwari as Wholetime Director at the 28th Annual General Meeting of the Company. Mr. Sushil Patwari, Wholetime Director of the Company will attain the age of 70 years on 20th September, 2024. Therefore, the Company seeks consent of the members by way of Special resolution for continuation of his holding of existing office after the age of 70 years during the currency of his term of appointment under the provisions of Section 196 of the Companies Act, 2013. The Board therefore recommends the Special Resolution for your approval.

Mr. Sushil Patwari is a B.Com graduate. He is an industrialist having rich business experience of over 35 years, a renowned personality in his field. Accordingly, looking at his expertise and long experience of business, the Board of Directors recommend the Special resolution set out in item no. 5 of the accompanying notice for the approval of the members. The Board is of the view that continued association of Mr. Sushil Patwari would benefit the Company, given the knowledge, experience and performance of Mr. Sushil Patwari and contribution to Board

processes by him. In the opinion of the Board, Mr. Sushil Patwari fulfills the conditions specified in the Act, the Rules thereunder and the Listing Regulations, 2015 for appointment as an Wholetime Director.

The details required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 is enclosed as Annexure to the notice.

The Board recommends the resolution, as set out in item no. 5 of notice convening the forthcoming Annual General Meeting, for approval of the members as Special resolution.

Except Mr. Sushil Patwari and Mr. Sunil Ishwarlal Patwari, none of the other Directors of Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in Resolution No. 5.

Item No: 6

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 Monday 12th August, 2024, approved his re-appointment as Managing Director of the Company, for a period of 5 years, i.e. w.e.f. 1st June 2025, subject to approval of the Members on the following terms and conditions including remuneration:

Remuneration:

(a) Salary:

As Managing Director of the Company, Mr. Patwari shall not draw any remuneration, directly or indirectly, whatsoever, from the Company.

(b) Perquisites:

i) Reimbursement of Entertainment/Travelling Expenses

Reimbursement of all entertainment, travelling, hotel and other expenses incurred by Mr. Sunil Ishwarlal Patwari during the course of his employment in connection with the business of the Company.

ii) Sitting Fee

Sitting fee shall not be paid to Mr. Sunil Ishwarlal Patwari for attending the meetings of the Board of Directors of the Company or any Committee thereof.

Mr. Sunil Ishwarlal Patwari is a Director by profession and has more than 35 years of experience in the industry. Moreover he has been associated with the Company since inception. His contribution to the growth of the Company has been immense.

Brief resume of Mr. Sunil Ishwarlal Patwari as required under Regulation 36 of SEBI (LODR) Regulations, 2015 forms part of Annexure to the Notice of the Annual General Meeting of the Company.

The above may be treated as extract of the terms of reappointment of Mr. Sunil Ishwarlal Patwari as Managing Director of the Company as per Section 190 of the Companies Act, 2013.

The draft service agreement between Mr. Sunil Ishwarlal Patwari and the Company is available for inspection of the members at the registered office of the Company during normal working hours except Saturdays, Sundays and notified holiday till 17th September, 2024.

The Board recommends the resolution, as set out in item no. 6 of notice convening the forthcoming Annual General Meeting, for approval of the members as Special resolution.

Except Mr. Sunil Ishwarlal Patwari and Mr. Sushil Patwari, no other directors or KMP of the Company and their relatives are in any way concerned or interested, financially or otherwise in proposed resolution.

Item no: 7

Mr. Santosh Harkchand Somani (DIN: 02894841), was appointed as Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and relevant regulations of SEBI (LODR) Regulations, 2015. He holds office as Independent Directors of the Company up to the 31st March, 2025. The Nomination and Remuneration Committee of the Board of Directors at their meeting held on 12th August, 2024, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Santosh Harkchand Somani (DIN: 02894841), as Independent Director for second consecutive term of 5 (five) years on the Board of the Company w.e.f 01.04.2025 to 31.03.2030.

The Board as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contribution made by him during his tenure, the continued association of Mr. Santosh Harkchand Somani would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, it is proposed to re-appoint Mr. Santosh Harkchand Somani 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.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), inter alia, prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Mr. Somani meets the criteria. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing of a special resolution by the company for another term of five years and disclosure of such appointment in its Board’s report. Section 149(11) provides that an independent director shall not hold office for up to more than two consecutive terms. Mr. Santosh Harkchand Somani is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from him that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Mr. Santosh Harkchand Somani fulfills the conditions for appointment as Independent Director, as specified in the Act, and the Listing Regulations and he is independent of the management. Details of Santosh Harkchand Somani whose re-appointment as Independent Director is proposed at Item Nos. 7 is provided in the notes under the heading ‘Annexure to the Notice’ pursuant to the provisions of the Listing Regulations. In view of introduction of Regulation 17(1a) of SEBI (LODR) Regulations 2015, the Company seeks prior approval of the members of the company by way of special resolution for 2nd consecutive term of appointment of Mr Santosh Harkchand Somani as Independent Director, The Board recommends the resolution, as set out in item no. 7 of notice convening the forthcoming Annual General Meeting, for approval of the members as Special Resolution.

Except Mr. Santosh Harkchand Somani, no other Directors and KMP of the Company and their relatives are in any way concerned or interested, financially or otherwise in Resolution no. 7 of the notice.

Item No: 8

Mr. Amitava Mazumder (holding DIN 06441635), was appointed as Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 corresponding to erstwhile Clause 49 of the listing Agreement with the stock exchanges. He holds office as Independent Directors of the Company up to the 31st March, 2025. The Nomination and Remuneration Committee of the Board of Directors at their meeting held on 12th August, 2024, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Amitava Mazumder (DIN: 06441635), as Independent Director for second consecutive term of 5 (five) years on the Board of the Company w.e.f 01.04.2025 to 31.03.2030.

The Board as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contribution made by him during his tenure, the continued association of Mr. Amitava Mazumder would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, it is proposed to re-appoint Mr. Amitava Mazumder 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.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), inter alia, prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Mr. Amitava Mazumder meets the criteria. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing of a special resolution by the company for another term of five years and disclosure of such appointment in its Board’s report. Section 149(11) provides that an independent director shall not hold office for up to more than two consecutive terms. Mr. Amitava Mazumder is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from him that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Mr. Amitava Mazumder fulfills the conditions for appointment as Independent Director, as specified in the Act, and the Listing Regulations and he is independent of the management. Details of Mr. Amitava Mazumder whose re-appointment as Independent Director is proposed at Item Nos. 8 is provided in the notes under the heading ‘Annexure to the Notice’ pursuant to the provisions of the Listing Regulations. In view of introduction of Regulation 17(1a) of SEBI (LODR) Regulations 2015, the Company seeks prior approval of the members of the company by way of special resolution for 2nd consecutive term of appointment of Mr. Amitava Mazumder as Independent Director. The Board recommends the resolution, as set out in item no. 8 of notice convening the forthcoming Annual General Meeting, for approval of the members as Special Resolution.

Except Mr. Amitava Mazumder, no other Directors and KMP of the Company and their relatives are in any way concerned or interested, financially or otherwise in Resolution no. 8 of the notice.

Item No: 9

Mr. Rajendra Mahavirprasad Ruia (holding DIN: 01300823), was appointed as an Additional Independent Director by the Board at its meeting held on 12th August, 2024, on the recommendation of Nomination and Remuneration Committee. As per the provisions of Section 161(1) of the Companies Act, 2013, Mr. Rajendra Mahavirprasad Ruia can hold office only up to the date of ensuing Annual General Meeting of the Company. 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 25(8) of SEBI LODR 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 fulfils 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 Special Resolution. Details of Mr. Rajendra Mahavirprasad Ruia (holding DIN: 01300823) whose appointment as an Independent Director is proposed at Item Nos. 9 is provided in the notes under the heading 'Annexure to the Notice' pursuant to the provisions of the Listing Regulations.

Save and except Mr. Rajendra Mahavirprasad Ruia, 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. 9.

By order of the Board of Directors

Date: 12.08.2024
Place: Kolkata

Sushil Patwari
Chairman