

BOARD OF DIRECTORS

Mr. Sushil Patwari	- Chairman
Mr. Sunil Ishwarlal Patwari	- Managing Director
Mr. Mahendra Ishwarlal Patwari	- Whole Time Director
Mr. D. Das Choudhary	- Whole Time Director
Ms. Surabhi Sangneria	- Director
Mr. Tushar Jhunjhunwala	- Director
Mr. Rajendra M. Ruia	- Director
Mr. Pawan Kishore Harlalka	- Director

CHIEF FINANCIAL OFFICER

: Mr. Manoj Agarwal

COMPANY SECRETARY

: Ms. Akansha Agarwal

CORPORATE IDENTIFICATION NUMBER

: L18101WB1989PLC046387

BANKERS

1. Canara Bank, Overseas Branch, Mumbai
2. Canara Bank, Mid Corporate Branch, Kolkata
3. Punjab National Bank, Mid Corporate Branch, Kolkata
4. State Bank of India, Overseas Branch, World Trade Centre, Mumbai
5. Indian Bank Mission Row Branch, Kolkata
6. Karnataka Bank, Overseas Branch, Kolkata

AUDITORS

: M/s. B Nath & Co.
Chartered Accountants
Shantiniketan Building
8, Camac Street, 2nd Floor, Room No. 4, Kolkata – 700017

TRANSFER AGENT

: M/s. Maheshwari Datamatics Pvt. Ltd
23, R. N Mukherjee Road, 5th Floor, Kolkata-700001
Ph no. 22482248, 22435029; Email: accounts@mdpl.in

REGISTERED OFFICE

: 18, R.N. Mukherjee Road, 3rd Floor, Kolkata-700001
Ph no. 22108828, 22484922/4943
Email: compsect.nel@nagreeka.com

CORPORATE OFFICE

: 7, Kala Bhawan, 3, Mathew Road, Mumbai-400004

WORKS

1. Village Yavluj, Taluka Panhala, Dist. Kolhapur (Maharashtra) – 416205
2. Plot No. T-48, MIDC, Kagal-Hatkanangale, Five Star Industrial Area, Village-Talandage, Taluka Hatkanangale, Dist. Kolhapur (Maharashtra)– 416236

Contents	Page No.
Notice	2
Directors' Report	26
Report on Corporate Governance	36
Auditor's Report	55
Balance Sheet	67
Statement of Profit & Loss	68
Cash Flow Statement	69
Statement of Change in Equity	70
Notes to the Financial Statements	71

NOTICE

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

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2023, the statement of Profit and Loss for the year ended on that date and reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Sushil Patwari (DIN: 00023980), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. TO RE- APPOINT MR. SUNIL ISHWARLAL PATWARI (DIN: 00024007) AS MANAGING DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read along with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the members be and is hereby accorded for the re-appointment and terms of remuneration of Mr. Sunil Ishwarlal Patwari (DIN: 00024007) as the Managing Director of the Company for a period of five year w.e.f. 1st September, 2023 till 31st August, 2028, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, upon the terms and conditions including remuneration set out in the Explanatory Statement annexed to the Notice convening this meeting.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of re-appointment and /or remuneration based on the recommendation of the Nomination and Remuneration Committee and acceptable to Mr. Sunil Ishwarlal Patwari, from time to time, provided further that the remuneration after the alteration/ variation shall be in accordance with section 197, 198, Schedule V of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any amendment thereto for the time being in force.”

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

12. RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS

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

“RESOLVED THAT in terms of Section 148 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof for the time being in force) the remuneration of M/s. V. J. Talati & Co., Cost Accountants, a Partnership Firm (Firm Registration No. R00213) appointed by the Board of Directors as Cost Auditor of the Company to conduct the audit of the cost records maintained in respect of all applicable products of the Company for the financial year ending on 31st March, 2024, at a remuneration of Rs.75,000/- plus taxes and reimbursement of out-of-pocket expenses, be and is hereby ratified.”

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

By order of the Board of Directors

Date: 28/08/2023

Place: Kolkata

Sushil Patwari

Chairman

NOTES:

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

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

4. The Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
5. In continuation with the MCA General Circulars No. 20/2020 dated May 5, 2020 & MCA General Circular No. 02/2022 dated May 5, 2022, SEBI Circular Nos. SEBI/ HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/DDHS/P/ CIR/2022/0063 dated May 13, 2022 and in accordance with the General Circular No. 10/2022 and General Circular No. 11/2022 dated 28.12.2022 & SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 the financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for the Financial Year ended March 31, 2023 pursuant to Section 136 of the Act and Notice calling the AGM pursuant to Section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company / Maheshwari Datamatics Pvt Ltd (RTA) or the Depository Participant(s). The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request for the same.
6. The Notice calling the AGM has been uploaded on the website of the Company at www.nagreeka.com. 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.nel@nagreeka.com clearly mentioning their Folio number / DP and Client ID
8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
9. A member logging-in to the VC facility using the remote e-voting credentials shall be considered for the record of attendance of such member at the AGM and such member attending the AGM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. Since the AGM will be held through VC/OAVM, the Route Map is not annexed with this Notice.
11. SEBI vide circular dated March 16, 2023 has mandated shareholders holding securities in physical form to furnish/ update their PAN, Nomination Details, Contact Details (Address with PIN, mobile number, email address), bank account details and specimen signature for availing any investor service. Folios wherein any of the above information is not available by October 01, 2023, shall be frozen. PAN to be furnished should be mandatorily linked with Aadhaar number of the holder by June 30, 2023 or any other date as may be specified

by Central Board of Direct Taxes. The folios in which PANs are not linked within the specified date shall also be frozen. Further w.e.f. April 01, 2024, dividend in respect of such frozen folios shall be paid electronically only, upon complying with the aforesaid requirements. Further w.e.f. December 31, 2025, the frozen folios shall be referred by the RTA/ the Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/ or Prevention of Money Laundering Act, 2002 The relevant forms prescribed by SEBI for furnishing the above information are available on the website of the Company www.nagreeka.com. The concerned shareholders are requested to update the above details by submitting the prescribed forms to the RTA of the Company i.e. M/s. Maheshwari Datamatics Private Limited having its office at 23 R. N. Mukherjee Road, 5th Floor, Kolkata – 700001.
12. Members holding shares in same name under different folios are requested to apply for the consolidation of such Folios and send the relevant share certificates to Maheshwari Datamatics Pvt. Ltd, Registrar and Share Transfer Agent of the Company.
13. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
14. Pursuant to Section 72 of the Act, members holding shares in physical form are advised to file nomination in prescribed Form SH-13 with the Company's Registrar i.e. M/s. Maheshwari Datamatics Private Limited, having its office at 23 R. N. Mukherjee Road, 5th Floor, Kolkata – 700001. The prescribed form in this regard is available on Company's website www.nagreeka.com 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.
15. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in their address or demise of any Member as soon as possible.
16. Pursuant to Regulation 40 of the Listing Regulations, the securities of listed companies can be transferred only in the dematerialized mode w.e.f. April 01, 2019. An investor is not prohibited from holding the shares in physical mode even after the said date, however, any investor desirous of transferring shares (which are held in physical mode) can do so only after the shares are dematerialized. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.

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

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

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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