



BIGBLOC CONSTRUCTION LIMITED

CIN NO. : L45200GJ2015PLC083577

908, 9th Floor, Rajhans Montessa, Dumas Road, Magdalla, Surat-395 007.

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Date: 22/08/2023

To,
All Directors,
Bigbloc Construction Limited,
Surat, Gujarat, India

Dear Board Members,

Sub: NOTICE FOR BOARD MEETING SERIAL NO. 03/2023-24 OF BIGBLOC CONSTRUCTION LIMITED TO BE HELD ON TUESDAY, AUGUST 29, 2023

Notice is hereby given that Board Meeting Serial No. 03/2023-24 Meeting of the Board of Directors of the Company will be held on August 29, 2023 at 10:00 A.M. at the Registered Office of the Company situated at Office No. 908, 9th Floor, Rajhans Montessa, Dumas Road, Magdalla, Surat – 395007, Gujarat.

The agenda of the business and Notes to Agenda for the Meeting are enclosed herewith.

Further, if any Director intends to attend the Board Meeting through video conferencing/Audio Visual means, the same may be communicated to Mr. Narayan Saboo, Chairman & Executive Director at E-mail: Narayansaboo@mohitindustries.com or to Mr. Alpesh Makwana, Company Secretary at E-Mail: compliancesecretary@nxtbloc.in .

Kindly make it convenient to attend the meeting.

In case due to any unavoidable circumstance you are not able to attend the meeting, kindly inform us about the leave from meeting at least 24 hours in advance.

**FOR AND ON BEHALF OF
BIGBLOC CONSTRUCTION LIMITED**



**ALPESH MAKWANA
(Company Secretary and Compliance Officer)
ACS-46284**



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AGENDA OF BOARD MEETING SERIAL NO. 03/2023-24

DATE : 29th August, 2023
DAY : Tuesday
TIME : 10:00 A.M.
VENUE : Office No. 908, 9th Floor, Rajhans Montessa, Dumas Road, Magdalla, Surat-395007

Sr. No.	Agenda items
1	Chairman of the Meeting
2	To grant leave of Absence
3	To confirm the Quorum of the Meeting
4	To take note of the signed Minutes of the previous: (a) Board Meeting held on Wednesday, 2 nd August, 2023 (b) Audit Committee Meeting held on Wednesday, 2 nd August, 2023 (c) Nomination and Remuneration Committee meeting held on Wednesday, 2 nd August, 2023 (d) Stakeholders Relationship Committee meeting held on Wednesday, 2 nd August, 2023 (e) Risk Management Committee meeting held on Wednesday, 2 nd August, 2023
5	(a) To consider and approve Directors' Report and annexures thereon for the Financial Year ended on 31 st March, 2023. (b) To consider and approve Management Discussion and Analysis Report for the Financial Year ended on 31 st March, 2023. (c) To consider and approve Corporate Governance Report for the Financial Year ended on 31 st March, 2023. (d) To consider and adopt Secretarial Audit Report issued by Secretarial Auditor of the Company for the Financial Year ended on 31 st March, 2023.
6	To Review the Business Operations Carried out during the period since last Board Meeting
7	To recommend the reappointment of Mr. Sachit Jayesh Gandhi (DIN: 03408683) as an Independent Director of the Company
8	To consider and recommend for giving loan or guarantee or providing security in connection with loan availed by any of the Company's subsidiary(ies) or any other person specified under section 185 of the companies act, 2013
9	To consider and recommend for authorization to the Board under Section 186 of the Companies Act, 2013
10	To consider and approve to open a Dividend Account with HDFC bank Limited for the purpose of payment of Dividend for the Financial year 2022-2023.
11	(a) To fix day, date, time and venue of 8 th Annual General Meeting of the Company and approve the draft Notice for convening the Annual General Meeting. (b) To provide facility for remote e-voting for 8 th Annual General Meeting of the Company. (c) To fix record date and period of Book Closure for the purpose of 8 th Annual General



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	Meeting of the Company. (d) To appoint Scrutinizer for 8 th Annual General Meeting of the Company.
12	To take note of the receipt of waiver of Final Dividend for the Financial year 2022-2023
13	Any other business with the permission of the Chair
14	Vote of Thanks



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NOTES TO AGENDA OF BOARD MEETING SERIAL NO. 03/ 2023-24

Item No. 1: Chairman of the Meeting:

Mr. Narayan Saboo shall occupy the chair and welcome all members of the Board and Invitees. If he will unable to attend the Board Meeting, the directors present may elect any one of themselves to be the chairman of the meeting.

Item No. 2: To grant Leave of Absence, if any:

The Board is requested to grant Leave of Absence to the absentee Director(s), if any from attending the meeting of the Board.

Item No. 3: To confirm the Quorum of the Meeting:

Upon confirmation of valid Quorum being present, the Chairman shall declare the meeting to be in order and initiate proceedings of the meeting.

Item No. 4: To take note of the signed Minutes of the previous

a) Board Meeting held on Wednesday, 2nd August, 2023

The minutes of the Board Meeting held on Wednesday, 2nd August, 2023 shall be placed before the Board at the venue of the meeting. The Board is requested to take note of the same at the ensuing Board Meeting.

b) Audit Committee Meeting held on Wednesday, 2nd August, 2023

The minutes of the Audit Committee Meeting held on Wednesday, 2nd August, 2023 shall be placed before the Board at the venue of the meeting. The Board is requested to take note of the same at the ensuing Board Meeting.

c) Nomination and Remuneration Committee meeting held on Wednesday, 2nd August, 2023

The minutes of the Nomination and Remuneration Committee Meeting held on Wednesday, 2nd August, 2023 shall be placed before the Board at the venue of the meeting. The Board is requested to take note of the same at the ensuing Board Meeting.

d) Stakeholders Relationship Committee meeting held on Wednesday, 2nd August, 2023

The minutes of the Stakeholders Relationship Committee Meeting held on Wednesday, 2nd August, 2023 shall be placed before the Board at the venue of the meeting. The Board is requested to take note of the same at the ensuing Board Meeting.

e) Risk Management Committee Committee meeting held on Wednesday, 2nd August, 2023

The minutes of the Risk Management Committee Meeting held on Wednesday, 2nd August, 2023 shall be placed before the Board at the venue of the meeting. The Board is requested to take note of the same at the ensuing Board Meeting.

Item No. 5 (a): To consider and approve the Directors' Report and annexures thereon for the Financial Year ended on 31st March, 2023.

Draft Directors' Report and Annexure thereon for the Financial Year ended on 31st March, 2023 shall be placed before the Board for their approval and adoption. The Board, after necessary discussion, is requested to pass the following resolution with or without modification(s):



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“RESOLVED THAT the draft of the Directors’ Report along with its Annexures for the Financial Year ended 31st March, 2023 as placed before the Board be and is hereby considered and approved by the Board and pursuant to the provisions of the Section 134(6) of the Companies Act, 2013, Mr. Narayan Sitaram Saboo, Chairman of the Company be and is hereby authorized to sign the same on behalf of the Board of Directors of the Company and the same be issued to the members of the Company together with Audited Accounts and Auditors’ Report thereon.”

“RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and is hereby severally authorized to file a certified true copy of this resolution with the concerned authorities within the stipulated time and to do all things, deeds and acts as may be necessary in this regard to give effect to this resolution.”

Item No. 5(b): To consider and approve the draft Management Discussion and Analysis Report for the Financial Year ended on 31st March, 2023.

Draft Management Discussion & Analysis report for the Financial Year ended on 31st March, 2023 shall be placed before the board for their consideration. The Board members be and are requested to consider the same for approval and to pass the following resolution with or without modification(s):

“RESOLVED THAT the draft Management Discussion & Analysis report for Financial Year ended on 31st March, 2023 as laid down on the table be and is hereby considered and approved by the board.”

Item No. 5(c): To consider and approve Corporate Governance Report for the Financial Year ended on 31st March, 2023.

The Corporate Governance Report for the Financial Year ended on 31st March, 2023 shall be placed before the Board for their consideration. The Board members be and are requested to consider the same and pass the following resolution with or without modification(s):

“RESOLVED THAT the draft Corporate Governance Report for Financial Year ended on 31st March, 2023 as laid down on the table be and is hereby considered and approved by the board.”

Item No. 5(d): To consider and adopt Secretarial Audit Report issued by Secretarial Auditor of the Company for the Financial Year ended on 31st March, 2023.

The Secretarial Audit Report for the Financial Year 31st March, 2023 issued by M/s. Dhirren R. Dave, Practicing Company Secretaries, Surat shall be placed before the Board for their consideration. The Board after necessary discussion shall adopt the same.

Item No. 6: To Review the Business Operations carried out during the period since last Board Meeting:

The Chairman shall brief about the business operations since last Board Meeting; the Board members are requested to take note of the same.

Item No. 7: To recommend the reappointment of Mr. Sachit Jayesh Gandhi (DIN: 03408683) as an Independent Director of the Company

The Board members be and are informed that Mr. Sachit Jayesh Gandhi (DIN: 03408683), Independent Director shall complete the term of 5 years at the ensuing Annual General Meeting to



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be held for the Financial Year ended 31st March, 2023. The Board Members are requested to consider his reappointment for next 5 years and to pass the following resolution with or without modifications:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Mr. Sachit Jayesh Gandhi (DIN: 03408683), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years from the conclusion of Third (03rd) Annual General Meeting up to the conclusion of Eighth (8th) Annual General Meeting of the Company to be held for the financial year 2022 - 2023 ending 31st March 2023 and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby recommended for re-appointment as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from the conclusion of Eighth Annual General Meeting up to the conclusion of Thirteenth (13th) Annual General Meeting of the Company to be held for the financial year 2027 - 2028 ending 31st March 2028.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

Item No. 8: To consider and recommend for giving loan or guarantee or providing security in connection with loan availed by any of the Company's subsidiary(ies) or any other person specified under section 185 of the companies act, 2013

The Board members be and are informed that it is proposed to consider to support group companies in which Directors are interested and for that purpose, it is required to grant loan, give guarantee or provide security and for that purpose Members approval is required to set up certain threshold; the Board members be and are requested to pass the following resolution for approval of members:

“RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other



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person in which any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), up to a sum not exceeding Rs.200 Crores [Rupees Two Hundred Crores Only] at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company."

"RESOLVED FURTHER THAT the powers be delegated to the Board of the Company and the Board is hereby authorised to negotiate, finalise, agree the terms and conditions of the aforesaid loan/guarantee/security and to do all such acts, deeds and things as may be necessary and incidental including signing and/or execution of any deeds/documents/undertakings/agreements/papers/writings for giving effect to this Resolution."

Item No. 9: To consider and recommend for authorization to the Board under Section 186 of the Companies Act, 2013

The Board members be and are informed that from time to time loan and investment by companies may exceed the specified limit as per Section 186 of the Companies Act, 2013 and therefore, members approval by way of Special Resolution is required; the Board members are requested to consider the same and recommend the following resolution for members approval:

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs.250 Crores (Rupees Two Hundred and Fifty Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Executive Directors and Company Secretary of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

Item No. 10: To consider and approve to open a Dividend Account with HDFC bank Limited for the purpose of payment of Dividend for the Financial year 2022-2023.

The Board members be and are informed that if Shareholders approve the final dividend for the Financial year ended 31st March, 2023, it would be required to transfer the approved Dividend amount in a Specified Account opened for such purpose. The Board members are requested to



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consider the opening of such account with HDFC Bank Limited and pass the following resolution with or without modification:

“RESOLVED THAT a current account in name and style of **BIGBLOC CONSTRUCTION LIMITED - DIVIDEND ACCOUNT 2022-23** be opened with HDFC Bank Limited (“the Bank”) at its address HDFC Bank Ltd, Wholesale Banking Operations, 12th Floor, D Wing, Swastik Universsal, Next to Valentine Cinema, Piplod - 395007, Surat or such other branch as may be approved by the Board of Directors and the Bank be and is hereby authorized to pay the amount of dividend as per the statement/ information of Equity shareholders of the company, to be furnished to the Bank and the same be paid to through ECS/NECS/RTGS facility and/or by issuing printed Dividend warrants/DDs, duly signed by the Authorized Signatory of the Company.

RESOLVED FURTHER THAT the Bank be and is hereby authorized to make payment against such dividend warrants/DDs having the printed facsimile signature of Mr. Naresh Saboo (Managing Director) or Mr. Narayan Saboo (Director) or Mr. Mohit Saboo (Director & CFO) as Authorized signatory of the Company from the captioned Dividend payment account as referred to in above without any restriction for amount of Dividend.

RESOLVED FURTHER THAT all the Dividend warrants/DDs shall initially be valid for payment for a period of three months from the date of issue, with such extension of time as may be permitted by the Bank.

RESOLVED FURTHER THAT the bank be and is hereby requested to honour the Dividend Warrants payable at par at the specified branches of HDFC Bank Limited or other facilitating bank in India.

RESOLVED FURTHER THAT the Company do give such indemnity as may be required by the Bank for the operation of the above account and if necessary the common seal of the company be affixed to the Indemnity Bond in the presence of any one Director and Company Secretary of the company or any two Directors of the company or any one Directors and any person authorized by the Board who do sign the same in token thereof.

RESOLVED FURTHER THAT the company be and is hereby authorized to transfer the necessary funds to the aforesaid **“BIGBLOC CONSTRUCTION LIMITED - DIVIDEND ACCOUNT 2022-23** with HDFC Bank Limited for effecting the payment of Dividend within 5 days from the date of approval by the shareholders as per the statement /information to be furnished to the Bank.

RESOLVED FURTHER THAT in compliance of relevant provision of the Companies Act, 2013 a special current account in name and styled as **“BIGBLOC CONSTRUCTION LIMITED - UNPAID DIVIDEND ACCOUNT 2022-23** be opened with the said bank within the statutory time prescribed thereof under the Companies Act, 2013 or rules made thereunder and the bank be and is hereby requested and authorized to transfer the balance amount from **“BIGBLOC CONSTRUCTION LIMITED - DIVIDEND ACCOUNT 2022-23”** to the aforesaid special current account on such date as per the statutory requirements.

RESOLVED FURTHER THAT the Bank be and is hereby requested that the Dividend Warrants/DDs which would be issued by the Company be honoured for payment from the said **“BIGBLOC CONSTRUCTION LIMITED - DIVIDEND ACCOUNT 2022-23”** until the date of validity of the Dividend warrant/DDs i.e. for period of three months from the date of issue or such extension of time as may be agreed by and between the company and the Bank”



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RESOLVED FURTHER THAT after the expiry of the validity period of three months from the date of issue of Dividend Warrants/DDs, or any extension thereof the Bank be and is hereby authorized to make payment against cheques/demand drafts issued from the captioned **BIGBLOC CONSTRUCTION LIMITED - UNPAID DIVIDEND ACCOUNT 2022-23** above duly signed for and on behalf of the company by any one of the following directors of the company (“Authorized Signatories”) without any restrictions for amount of cheque:

Name of Director	Designation
Naresh Sitaram Saboo	Managing Director
Narayan Sitaram Saboo	Director
Mohit Narayan Saboo	Director & CFO

RESOLVED FURTHER THAT the authorized signatories, be and are hereby severally authorized to execute on behalf of the company any writing, deeds, documents etc. of whatsoever nature including the indemnity Bond to implement the decision of the company for payment of dividend to the Equity shareholders through HDFC Bank Limited and they are also severally authorized to give any instructions in connection therewith to the said Bank and to authenticate any corrections on the Dividend warrants.

RESOLVED FURTHER THAT the company does make arrangements to obtain the paid and discharged Dividend Warrants/DDs from time to time from the Bank and to give such writing or execute such documents as may be required by the said Bank for the purpose.

RESOLVED FURTHER THAT the Authorized signatories, be and are hereby severally authorized to transfer unpaid dividend in the aforesaid account of the company to Investor Education Protection Fund of Central Government upon completion of seven years or any other period prescribed by the Government from time to time from the date of dividend warrants by closing the said Bank account.

RESOLVED FURTHER THAT a copy of foregoing resolutions be furnished to the said Bank duly certified by any Director or Company Secretary of the company and the said bank be requested to act thereon.

ITEM NO. 11 (a): To fix day, date, time and venue of 8th Annual General Meeting of the Company and approve the draft Notice for convening the Annual General Meeting.

It is proposed that 8th Annual General Meeting of the Company be held on Day, Date time to transact the business as mentioned in the draft notice as placed before the Board. It is proposed to hold the Annual General Meeting through Video Conferencing / Other Audio Visual Means (OAVM). The board is requested to consider and approve the notice of 8th Annual General Meeting and pass the following resolution with or without modification(s):

“RESOLVED THAT the 8th Annual General Meeting of the members of the Company be convened on , the Day and Date at Time through Video Conferencing / Other Audio Visual Means (OAVM).

“RESOLVED FURTHER THAT the draft Notice calling the 8th Annual General Meeting of the Company on Day, the Date at Time through Video Conferencing / Other Audio Visual Means (OAVM), duly initialed by the Company Secretary for the purpose of identification and placed before the Board be and is hereby approved and that Mr. Narayan Sitaram Saboo (DIN: 00223324) Chairman or Mr. Alpesh Makwana, Company Secretary of the Company be and is hereby severally



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authorized to sign and issue the said notice of the 8th Annual General Meeting to the members of the Company and to the Stock Exchanges.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is hereby authorized to do all things, deed and acts as may be necessary to give effect to this resolution.”

Item No. 11(b): To avail facility for remote E-voting for 8th Annual General Meeting of the Company.

As per Section 108 of the Companies Act, 2013, it is mandatory for every Listed Company to provide its members facility to exercise their right to vote at general meetings by electronic means. The Board is requested to consider the same and pass the following resolution with or without modification(s).

“**RESOLVED THAT** pursuant to the provisions of Section 108 of the Companies Act, 2013 and other applicable provisions if any, consent of the Board be and is hereby accorded to enter into an Agreement with one of the depository participants namely National Security Depository Limited (NSDL) for providing E-voting facility to the shareholders of the Company at the 8th Annual General Meeting and to carry out voting through electronic mode as per the provisions of Companies Act, 2013 and the Rules made there under.”

“**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company be and is hereby authorized to do all things, deeds and acts as may be required to give effect to this resolution.”

Item No. 11(c): To fix record date and period of Book Closure for the purpose of 8th Annual General Meeting of the Company.

Pursuant to the provisions of section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board is required to fix the Record date and Period of Book Closure during which the Register of members and Share Transfer Book shall remain closed for the purpose of deciding eligible shareholder for e-voting for 8th Annual General Meeting of the company. The Board Board members are requested to consider the same and passe the following resolution with or without modification(s):

“**RESOLVED THAT** pursuant to provisions of section 91 of the Companies Act, 2013 and rules made thereunder including any re-enactment, amendments and modification thereof and regulation 42 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), **DAY, DATE** be and is hereby fixed as Record date for the purpose of ascertaining the eligible Shareholders who can vote at the 8th Annual General Meeting of the Company.

FURTHER RESOLVED THAT the Register of the Members and Transfer Book of the Company be closed for the period from **DAY, DATE to DAY, DATE (Both days inclusive)** for the purpose of 33rd Annual General Meeting of the Company.”

Item No. 11(d): To appoint the Scrutinizer for 8th Annual General Meeting of the Company.

It is informed to the Board that, in order to provide E-voting facilities to the shareholders in the ensuing 8th Annual General Meeting, it is necessary to appoint scrutinizer to conduct the e-voting



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process. The Board is requested to consider the same and to pass the following resolution with or without modification(s).

“RESOLVED THAT M/s. Dhirren R. Dave, Practicing Company Secretaries, Surat be and is hereby appointed as scrutinizer for 8th Annual General Meeting of the Company as per the provisions of Sec. 108 of the Companies Act, 2013 and rules made thereunder to scrutinize the e-Voting process and to submit the Scrutinizer report to the Chairman of the Company.”

ITEM NO. 12: To take note of the receipt of waiver of Final Dividend for the Financial year 2022-2023

The Board member be and are hereby informed that the Company has received waiver letter to receive Final Dividend to be considered in the ensuing Annual General Meeting; the Board members are requested to take note of the same.

Item No. 13: Any other business matter with permission of Chair:

With the permission of the Chair, any other business items, if required, shall be placed before the Board for consideration.

Item No. 14: Vote of Thanks:

Meeting shall be concluded with the Vote of thanks.