

To,
All Directors,
Bigbloc Construction Limited

Sub: NOTICE OF BOARD MEETING ON 07/07/2017

NOTICE is hereby given that 03/2017-18 meeting of the Board of Directors of the Company will be held on the Friday, 07th July, 2017 at 11:00 AM at the Registered Office of the Company situated at 6th Floor, A-601/B, International Trade Centre, Majura Gate, Ring Road, Surat 395002, Gujarat to transact the following business:

AGENDA:


1. To Appoint Chairman of the meeting.
2. To Grant Leave of Absence, if Any.
3. To take note of the Minutes of the previous Board Meeting.
4. To take note of Committee Meeting minutes.
5. To review the business operation since last board meeting.
6. To approve the Directors report for the Financial Year ended on 31st March, 2017.
7. To reappoint Mr. Mohit Saboo, liable to retire by rotation.
8. To recommend the ratification of appointment of Auditor in the ensuing Annual General Meeting.
9. To regularize the appointment of Mr. Manish Saboo as an Non-Executive Director at the ensuing AGM.
10. To consider the appointment of Mr. Premil Shah as an Independent Director and recommend the same in the ensuing AGM.
11. To consider and approve the appointment of Mrs. Anjana Parwal as an internal auditor of the Company.
12. To consider and approve the appointment of Mr. Dhiren Dave as a Secretarial Auditor of the Company.
13. To approve the Corporate Governance Report and Management Discussion Analysis Report for the financial year ended on 31st march, 2017.
14. To Fix the Book Closure date for purpose of 02nd Annual General Meeting and Dividend.
15. To fix the date, time and venue of the 02nd Annual general Meeting.
16. To avail E-voting facility and fixing of cut-off date.
17. To approve draft notice of the AGM.
18. To grant authority to file E-Form with ROC.
19. To review the Register of Contract.
20. Any other business with the permission of the chair, which is incidental and ancillary to the business.

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 about the leave from meeting at least 24 hours in an advance.

Date: 30/06/2017
Place: Surat

FOR BIGBLOC CONSTRUCTION LIMITED




ANJANA SANGHAVI
COMPANY SECRETARY

Note: Notes to agenda is attached below

NOTES TO AGENDA

ITEM NO. 1: To Appoint Chairman of the meeting:

Mr. Narayan Saboo shall be the Chairman of the meeting. If he will unable to attend the board meeting, the directors may elect any one of themselves to be chairman for this 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 take note of the Minutes of the previous Board Meeting:

The minutes of the board meeting held on 17th May, 2017 as circulated earlier 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. 4: To take note of the Minutes of the Committee Meetings.

The meeting of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee meeting was held on 17th May, 2017 at the registered office of the Company. The minutes shall be made available at the venue of the meeting.

Item No. 5: To review the business operations carried out during the period:

The detail report on the operation of the company since last board meeting will be presented by the Chairman at the venue of the meeting.

ITEM NO. 6: Approval of the Director's Report for the year ended on 31st march 2017:

The draft Directors Report is attach below for the consideration and approval of the Board. The Board shall pass the following resolution with or without modification:

"RESOLVED THAT the Directors' Report of the Company for the Financial year ending 31st March 2017 be and is hereby approved and Mr. Narayan Saboo, Chairman of the company be and is hereby authorized in terms of Section 134(6) of the Companies Act, 2013 to sign the same on behalf of Board of Directors of the Company."

"RESOLVED FURTHER THAT Mr. Narayan Saboo, Director or Naresh Saboo, Managing Director or Mr. Mohit Saboo Director & CFO of Company be and is/are hereby severally / jointly authorized to take necessary steps and action as they may think expedient."

"RESOLVED FURTHER THAT any Director of the company be and is hereby authorized to file E-form MGT-14 with the Registrar of Companies, with in such time and period as may be prescribed and to do all other acts, deeds and things as may be necessary to give effect to this resolution"

ITEM NO. 7: Reappointment of Director, liable to retire by rotation:

Mr. Mohit Narayan Saboo, director who retires by rotation and being eligible, offers himself for re-appointment. The Board of Directors shall pass the following resolution with or without modification:



“**RESOLVED THAT** subject to the approval of shareholders of the company Mr. Mohit Narayan Saboo be and is hereby re-appointed as director of the company who liable to retire by rotation.”

ITEM NO. 8: To recommend ratification of Statutory Auditors of the Company:

M/s R.K.M & CO, Chartered Accountants, (Firm Registration No. 108553W), were appointed by the members at the First AGM of the company as Statutory Auditors of the Company for the period of four years from the conclusion of 01st AGM until the conclusion of 05th AGM, subject to ratification of appointment at every AGM. The Board recommend the ratification of M/s. R.K.M & Co., Chartered Accountants, as the statutory auditors from the conclusion of these Annual General Meeting until the conclusion of the next Annual General Meeting of the Company.

The board shall pass the following resolution, recommending statutory auditor to the members, with or without modification:

“**RESOLVED THAT** pursuant to Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Audit and Auditors) Rules, 2014 (“Rules”) (including any statutory modification or re-enactment thereof, for the time being in force), the appointment of **M/s R.K.M & CO**, Chartered Accountants, (Firm Registration No. 108553W) who were appointed as Statutory Auditors of the Company by the Members at the First Annual General Meeting to hold office for a term of Four years from the Conclusion of 01st Annual General Meeting till the Conclusion of Fifth Annual General Meeting subject to ratification of appointment at every Annual General Meeting, be and is hereby by ratified for the financial year ended 31st March, 2018 and the Board of Directors / audit Committee of the Company be and is hereby authorized to fix the remuneration plus out of pocket expenses (if any) as may be mutually agreed between the Board of Directors of the company and the Auditor”

ITEM NO. 9: To regularize the appointment of Mr. Manish Saboo as an Non-Executive Director at the ensuing AGM:

The Board of Directors of the Company appointed Shri Manish Narayan Saboo, as an Additional Director w.e.f. 11.04.2017 in accordance with the provisions of Section 161 of the Companies Act, 2013 to hold office up to this Annual General Meeting. Notice has been received from a member proposing his candidature for the office of Director of the Company. The board is requested to recommend the member, the appointment of Mr. Manish Saboo, as a Non-Executive director whose office shall be liable to retire by rotation.

The board shall pass the following resolution, recommending the appointment of Mr. Manish Saboo to the members, with or without modification:

“**RESOLVED THAT** Shri Manish Narayan Saboo (holding DIN: 01576187), who was appointed as an additional Director of the Company by the Board of Directors with effect from 11.04.2017 in terms of Section 161 (1) of the Companies Act, 2013 and Article 134 of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as Non-Executive Director of the Company, liable to retire by rotation.

ITEM NO. 10: To consider the appointment of Mr. Premil Shah as an Independent Director and recommend the same in the ensuing AGM:

The Company has received notice under section 160 of the Companies Act, 2013 from a member proposing candidature of Mr. Premil Jatinkumar Shah as an Independent Director of the Company in ensuing Annual General Meeting of the Company. Accordingly, the Board is requested to consider and approve the same.



ITEM NO. 11:

The Audit Committee recommended Mrs. Anjana Parwal, Chartered Accountant, as Internal Auditors for the Financial Year Period from 01st April, 2017 to 31st March, 2018 at Remuneration mutually decided by the Board.

The Board is requested to consider and pass the following resolution:

“RESOLVED THAT pursuant to the provisions of Section 138 (1) of the Companies Act 2013, read with rule 13 (1) (a) of the Companies (Accounts) Rules, 2014, Mrs. Anjana Parwal, Chartered Accountant be and is hereby appointed as internal auditor of the Company for the Financial Year Period from 01st April, 2017 to 31st March, 2018 at remuneration to be decided mutually between the Internal Auditor and the Managing Director of the Company.

“RESOLVED FURTHER THAT any director of the Company be and are hereby authorized to file E-form MGT-14 with the Registrar of Companies, with in such time and period as may be prescribed and to do all other acts, deeds and things as may be necessary to give effect to this resolution”

ITEM NO. 12:

Pursuant to **section 204** of the companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, our company is required to obtain **“Secretarial Audit Report”** from an independent practicing company secretary.

Thus the chairman proposed the board Mr. Dhiren Dave, Company Secretary in practice to conduct Secretarial Audit of our company for the financial year 2017-18.

The Board is requested to consider and pass the following resolution:

“RESOLVED THAT pursuant to Section 204(1) of the Companies Act, 2013, Mr. Dhiren R Dave, Company Secretaries in Practice be and is hereby appointed as Secretarial Auditor to conduct Secretarial Audit of the company for the Financial Year 2017-18 at such remuneration to be decided mutually between the Secretarial Auditor and the Managing Director of the Company.”

“RESOLVED FURTHER THAT any director of the Company be and are hereby authorized to file E-form MGT-14 with the Registrar of Companies, with in such time and period as may be prescribed and to do all other acts, deeds and things as may be necessary to give effect to this resolution”

ITEM NO. 13: To approve the Corporate Governance Report and Management Discussion Analysis Report for the financial year ended on 31st march, 2017:

The draft Corporate Governance Report & Management Discussion & Analysis Report for the Financial Year 2017 is attach below. The Board is request to consider and approve the same.

ITEM NO. 14: Fixation of Book closure date:

The Chairman proposed the board that in pursuant to the section 91 of the Companies Act, 2013 the register of the members and Share Transfer book be closed from Tuesday, the 22nd August, 2017 to Monday, the 28th August, 2017 both days inclusive. The board shall consider and approve the same.

ITEM NO. 15: FIXING THE DATE TIME AND VENUE OF 02nd ANNUAL GENERAL MEETING:

Mr. Narayan Saboo, appraise the Board that the 02nd Annual General Meeting of the Members of the Company is to be held, therefore he propose the time, date and venue of the AGM. The board shall consider and approve the same.



“RESOLVED THAT 02nd Annual General Meeting of the Company be called on 28th August, 2017 at 11.30 a.m. at the Registered Office of the Company situated at A-601/B, International Trade Centre, Majura Gate, Ring Road, Surat - 395002”.

ITEM NO. 16: E-VOTING FACILITY & FIXATION OF CUTOFF DATE:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company shall provide its member's facility to exercise their right to vote on resolutions proposed to be consider at the General Meeting by electronic means and the business may be transacted through e voting Services.

The Board shall pass the following resolution with or without modification:

“RESOLVED THAT pursuant to Provision of Section 108 of the Companies Act, 2013, the e-voting period be commenced on Thursday, 24th August, 2017 (09.00 a.m) and ends on Sunday, 27th August, 2017 (05.00 p.m). During this period shareholders' of the company holding shares either in physical form or in dematerialized form as on the cutoff date (record date) of 21st August, 2017, may cast their vote electronically for resolution set out in 02nd Annual General Meeting Notice.”

“RESOLVED FURTHER THAT the Board of director of the company has appointed Mr. Dhiren R Dave, Practicing Company Secretaries, as the Scrutinizer for conducting the e-voting in a fair and transparent manner”

“RESOLVED FURTHER THAT the Board of Directors of the company shall be and hereby authorized to avail the E-voting service provided by National Securities Depository Limited (NSDL) and any of the Director of the company be and is hereby authorized to do all such act or things as may be required to give effect to the said resolution.”

ITEM NO. 17: To approve draft notice of the AGM:

As per provision of Section 96 Company need to hold AGM therefore, Board of Directors will approve the Draft Notice of 02nd Annual General Meeting and authorize a Director to issue Notice of 02nd AGM to the Shareholders of the Company.

ITEM NO. 18: Authority to file E-Form with ROC:

The board shall consider and approve the following resolution with or without modification:

“RESOLVED THAT Mr. Narayan Saboo (Director) or Mr. Naresh Saboo (Managing Director) or Mr. Mohit Saboo (Director & CFO) or the Company Secretary of the company be and are hereby severally authorized to sign and file various forms/returns and other documents as and when required to be filed under the provisions of the Companies Act, 2013 with the Registrar of Companies, and Department of Company Affairs and to do all such acts, deeds, matters and things as may be required in this regard”

ITEM NO. 19: To review the Register of Contract:

Register of contracts maintained pursuant to section 189 of the Companies Act, 2013 shall be produce before the board at the venue of the meeting.

ITEM NO. 20: Any other business with the permission of the chair/ Board

