

To,  
All Directors,  
Bigbloc Construction Limited

**Sub: NOTICE OF BOARD MEETING ON 14/08/2019**

**NOTICE** is hereby given that 04/2019-20 meeting of the Board of Directors of the Company will be held on the Wednesday, 14<sup>th</sup> August, 2019 at 11:00 AM at the Registered Office of the Company situated at 6<sup>th</sup> 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 review the business operation since last board meeting.
5. To consider and approve the Un-Audited Financial Results along with Limited Review Report for the First Quarter ended 30<sup>th</sup> June, 2019 as per Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.
6. To place before the Board Quarterly Statement of Grievances Redressal Mechanism and Corporate Governance Report for the Quarter ended on 30<sup>th</sup> June, 2019 in Compliance of SEBI (LODR) Regulation, 2015.
7. To approve the Directors report for the Financial Year ended on 31<sup>st</sup> March, 2019.
8. To reappoint Mr. Mohit Saboo, liable to retire by rotation.
9. To consider and approve the appointment of Mrs. Anjana Parwal as an internal auditor of the Company.
10. To consider and approve the appointment of Mr. Dhiren Dave as a Secretarial Auditor of the Company.
11. To approve the Corporate Governance Report and Management Discussion Analysis Report for the financial year ended on 31<sup>st</sup> March, 2019.
12. To Fix the Book Closure date for purpose of 04<sup>th</sup> Annual General Meeting.
13. To fix the date, time and venue of the 04<sup>th</sup> Annual general Meeting.
14. To avail E-voting facility and fixing of cut-off date.
15. To approve draft notice of 04<sup>th</sup> Annual General Meeting of the company.
16. To grant loans or give guarantee or provide security in respect of loans
17. To grant authority to file E-Form with ROC.
18. To review the Register of Contract.
19. 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.

**NOTES OF AGENDA FOR THE MEETING ARE ENCLOSED.**

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

  
**SUMIT NIRMAL DAS  
COMPANY SECRETARY**



## 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 26<sup>th</sup> July, 2019 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 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. 5: To consider and approve the Un-audited Financial Results along with Limited Review Report for the First Quarter ended on 30<sup>th</sup> June, 2019 as per Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The Chairman of the Company is requested to place before the Board the Unaudited Financial Results for the first quarter ended on 30<sup>th</sup> June, 2019 as per Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 to be submitted to the Stock Exchange. The approval of the Board is to be accorded and to pass the following resolution with or without modifications:

### DRAFT RESOLUTION

**“RESOLVED THAT** the Unaudited Financial Results for the first quarter ended on 30<sup>th</sup> June, 2019 as placed before the meeting be and are hereby approved and taken on record.

**RESOLVED FURTHER THAT** Mr. Naresh Saboo, Managing Director of the Company be and is hereby authorized to sign the same and furnish the same to the Stock Exchanges where the shares of the Company are listed and to publish the same in the newspapers as required under the listing regulations.

**RESOLVED FURTHER THAT** the Limited Review Report of Auditors on Unaudited Financial Results for first quarter ended 30<sup>th</sup> June, 2019 be submitted to the Stock Exchanges where the shares of the Company are listed pursuant to regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

**RESOLVED FURTHER THAT** director of the Company be and are hereby authorized to do all such acts and deeds as may be required to give effect to the above resolution.”



**Item No. 6: To place before the Board Quarterly Statement of Grievances Redressal Mechanism and Corporate Governance Report for the Quarter ended on 30<sup>th</sup> June, 2019 in Compliance of SEBI (LODR) Regulation, 2015.**

**DRAFT RESOLUTION**

“RESOLVED THAT quarterly statement of grievances redressal mechanism and corporate governance report for the quarter ended on 30<sup>th</sup> June, 2019 submitted with stock exchanges in compliance of SEBI (LODR) regulation, 2015, as placed before the meeting, be and are hereby noted and taken on record by the Board.

**ITEM NO. 7: Approval of the Director’s Report for the year ended on 31<sup>st</sup> March 2019:**

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 31<sup>st</sup> March 2019 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. 8: Reappointment of Director, liable to retire by rotation:**

Mr. Mohit 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 Saboo be and is hereby re-appointed as director of the company who liable to retire by rotation.”

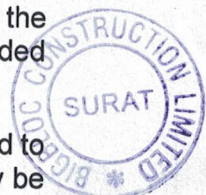
**ITEM NO. 9: To consider and approve the appointment of Mrs. Anjana Parwal as an internal auditor of the Company**

The Audit Committee recommended Mrs. Anjana Parwal, Chartered Accountant, as Internal Auditors for the Financial Year Period from 01<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2020 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 rule13 (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 01<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2020 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. 10: To consider and approve the appointment of Mr. Dhiren Dave as a Secretarial Auditor of the Company:**

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 2019-20.

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 2019-20 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. 11: To approve the Corporate Governance Report and Management Discussion Analysis Report for the financial year ended on 31<sup>st</sup> March, 2019:**

The draft Corporate Governance Report & Management Discussion & Analysis Report for the Financial Year 2019 is attach below. The Board is request to consider and approve the same.

**ITEM NO. 12: Fixation of Book closure date:**

Pursuant to the section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the board is requested to fix date of closure of register of the members and Share Transfer book for purpose of 04<sup>th</sup> AGM of the company to pass the necessary resolutions.

**ITEM NO. 13: FIXING THE DATE TIME AND VENUE OF 04<sup>th</sup> ANNUAL GENERAL MEETING:**

It is please to inform that 04<sup>th</sup> Annual General Meeting of the Members of the Company is to be held on completion of another landmark financial year 2018-19. Therefore, the board is requested to decide date, Time and venue of 04<sup>th</sup> Annual General Meeting (“AGM”) of the company and to pass necessary resolutions.

**ITEM NO. 14: E-VOTING FACILITY & FIXATION OF CUTOFF DATE:**

In order to facilitate remote e-voting facility to the shareholders at 04<sup>th</sup> AGM of the company. The board has to decide cutoff date and e-voting period for 04<sup>th</sup> AGM. The Board is requested to consider the same and to pass the necessary resolutions

**ITEM NO. 15: To approve draft notice of 04<sup>th</sup> Annual General Meeting of the company:**

As per provision of Section 96 Company need to hold AGM therefore, Board of Directors will approve the Draft Notice of 04<sup>th</sup> Annual General Meeting and authorize a Director to issue Notice of 04<sup>th</sup> AGM to the Shareholders of the Company.



**ITEM NO. 16: To grant loans or give guarantee or provide security in respect of loans**

The Chairperson informed the Board that pursuant to the provisions of section 179 (3)(f) and other applicable provisions if any of the Companies Act 2013, (including any statutory modification or re-enactment thereof for the time being enforce) and subject to such approvals, consents, sanctions and permissions of the appropriate authorities, departments or bodies as may be necessary, the Company may grant loan to any person or other body corporate or employee and to give any guarantee or provide security in connection with a loan to any other body corporate or person within limits prescribed under Section 186 of the companies Act, 2013 . The approval of the Board is to be accorded in accordance with section 179(3) of Companies Act, 2013.

**DRAFT RESOLUTION**

“RESOLVED THAT pursuant to the provisions of section 179 (3) (f) and other applicable provisions if any of the Companies act 2013, (including any statutory modification or re-enactment thereof for the time being enforce) and subject to limit envisaged under Section 186 read with rule 11 of companies (Meetings of Board and its Powers) Rules, 2014 of the Companies Act, 2013 the Company be and is hereby authorized to grant loan to any person or other body corporate or employee and to give any guarantee or provide security in connection with a loan to any other body corporate or person on such terms and conditions as may be decided from time to time.”

“RESOLVED FURTHER Mr. Narayan Saboo, Director or Mr. Naresh Saboo, Managing Director or Mr. Manish Narayan Saboo, Director or Mr. Mohit Saboo, Director &CFO of the Company either jointly or severally be and are hereby authorized do take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, things etc. as may be required to comply with all formalities in this regard for the purpose of giving effect to the aforesaid Resolution.”

**ITEM NO. 17: Authority to file E-Form with ROC:**

The board is requested to authorize directors or any other authorized person to obtain the necessary digital signature and sign/ e-file all the necessary annual e-forms, eforms in relation to AGM, returns and documents under the Companies Act, 2013 with Ministry of Corporate Affairs/ or any other prescribed authority.

**ITEM NO. 18: 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. 19: Any other business with the permission of the chair/ Board**

