



# BIGBLOC CONSTRUCTION LIMITED

CIN NO. : L45200GJ2015PLC083577

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To,  
All Directors,  
Bigbloc Construction Limited

**Sub: NOTICE OF BOARD MEETING ON 13/08/2018**

**NOTICE** is hereby given that 07/2018-19 meeting of the Board of Directors of the Company will be held on the Monday, 13<sup>th</sup> August, 2018 at 12:00 Noon 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 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 31<sup>st</sup> March, 2018.
7. To reappoint Mr. Narayan 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. Sachit Gandhi as an Independent Director at the ensuing AGM.
10. To consider and approve the appointment of Mrs. Anjana Parwal as an internal auditor of the Company.
11. To consider and approve the appointment of Mr. Dhiren Dave as a Secretarial Auditor of the Company.
12. To approve the Corporate Governance Report and Management Discussion Analysis Report for the financial year ended on 31<sup>st</sup> march, 2018.
13. To Fix the Book Closure date for purpose of 03<sup>rd</sup> Annual General Meeting and Dividend.
14. To fix the date, time and venue of the 03<sup>rd</sup> Annual general Meeting.
15. To avail E-voting facility and fixing of cut-off date.
16. To approve draft notice of 03<sup>rd</sup> Annual General Meeting of the company.
17. To grant loans or give guarantee or provide security in respect of loans
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.

**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 10<sup>th</sup> July, 2018 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 03<sup>rd</sup> August, 2018 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 31<sup>st</sup> March 2018:

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 2018 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. 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. 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 01<sup>st</sup> AGM until the conclusion of 05<sup>th</sup> 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 01<sup>st</sup> 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 31<sup>st</sup> 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. Sachit Gandhi as an Independent Director at the ensuing AGM:**

The Board of Directors of the Company appointed Mr. Sachi Gandhi, as an Additional Director w.e.f. 01.03.2018 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. Sachit Gandhi, as a Independent director whose office shall be liable to retire by rotation.

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

**“RESOLVED THAT** Shri Sachit Gandhi (holding DIN: 03408683), who was appointed as an additional Director of the Company by the Board of Directors with effect from 01.03.2018 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 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, 2018 to 31<sup>st</sup> March, 2019 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 01<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2019 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. 11: 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 2018-19.

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 2018-19 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. 12: To approve the Corporate Governance Report and Management Discussion Analysis Report for the financial year ended on 31st march, 2018:**

The draft Corporate Governance Report & Management Discussion & Analysis Report for the Financial Year 2018 is attach below. The Board is request to consider and approve the same.

**ITEM NO. 13: 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 03<sup>rd</sup> AGM of the company to pass the necessary resolutions.



**ITEM NO. 14: FIXING THE DATE TIME AND VENUE OF 03<sup>rd</sup> ANNUAL GENERAL MEETING:**

It is please to inform that 03<sup>rd</sup> Annual General Meeting of the Members of the Company is to be held on completion of another landmark financial year 2017-18. Therefore, the board is requested to decide date, Time and venue of 03<sup>rd</sup> Annual General Meeting ("AGM") of the company and to pass necessary resolutions.

**ITEM NO. 15: E-VOTING FACILITY & FIXATION OF CUTOFF DATE:**

In order to facilitate remote e-voting facility to the shareholders at 03<sup>rd</sup> AGM of the company. The board has to decide cutoff date and e-voting period for 03<sup>rd</sup> AGM. The Board is requested to consider the same and to pass the necessary resolutions

**ITEM NO. 16: To approve draft notice of 03<sup>rd</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 03<sup>rd</sup> Annual General Meeting and authorize a Director to issue Notice of 03<sup>rd</sup> AGM to the Shareholders of the Company.

**ITEM NO. 17: 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. 18: 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. 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**

