



BIGBLOC CONSTRUCTION LIMITED

CIN NO. : L45200GJ2015PLC083577

Regd. Off. : 601-B, 'A' Wing, International Trade Centre, Majura Gate, Ring Road, Surat-395 002.

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(E) : contact@nxtbloc.in Visit us : www.nxtbloc.in



NXTBLOC
Autoclaved Aerated Concrete Blocks

April 13, 2018

To,
The Secretary,
Deptt. Of Corporate Service,
BSE Limited,
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001
Script Code: 540061

The Manager
Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, c-1 Block G
Bandra- Kurla Complex, Bandra (E)
Mumbai- 400050
Script Code: BIGBLOC

Sub: Postal Ballot Notice- Disclosure under Regulations 30 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015

Dear Sir,

Further to our letter dated April 03, 2018, informed about approval of the Board of Directors of the company for issue of upto 800,000 warrants convertible into equity shares ("Convertible warrants") to Promoter Group on preferential basis in accordance with SEBI (ICDR) Regulations, 2009, subject to approval of shareholders.

Pursuant to Regulations 30 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, we are hereby enclose copy of Postal Ballot Notice along with the Explanatory Statement and the Postal Ballot Form. The above said documents are also being placed on the website of the company i.e. www.bigbloconstruction.com

The Postal Ballot Notice, along with the other documents as required, is being sent to all the Members, whose names appear on the Register of Members / Beneficial Owners received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on Friday, 06th April, 2018 (Cut off date), for seeking approval of the members by way of Special resolution via Postal Ballot (including e-voting service of NSDL) for Issue of Convertible Warrants on Preferential Allotment Basis to Promoter Group. The voting shall be reckoned in proportion to the paid-up equity share capital held by the Members as on Friday, 06th April, 2018.

In this connection Please note that the e-voting and voting through Postal ballot period shall commences on Sunday, 15th April, 2018 at 9.00 A.M and ends on Monday, 14th May, 2018 at 5.00 P.M.

The Postal Ballot Result would be announced on the Tuesday 15th May, 2018 after voting ends.

This is for your information and record.

Thanking You.

Yours faithfully
FOR BIGBLOC CONSTRUCTION LIMITED

S.N. Das
SUMIT NIRMAL DAS
COMPANY SECRETARY



BIGBLOC CONSTRUCTION LIMITED

CIN: L45200GJ2015PLC083577

Regd. office: A-601/B, International Trade Centre, Majura Gate Ring Road, Surat 395002 Gujarat India

Phone: +91-261-2463261, 2463262, 2463263 Fax: +91-261-2463264

Email: Contact@nxtbloc.in or cs_sumit@nxtbloc.in

Website: www.bigbloconstruction.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014)

Dear Members,

Notice is hereby given to the Members of Bigbloc Construction Limited ("the Company"), pursuant to the provisions of Section 110 and all other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or reenactment thereof), it is proposed to transact the Special Business as set out hereunder by passing Special Resolution through Postal Ballot (including e-voting). The proposed Special Resolution and the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out all the material facts with respect to Special Business are annexed hereto along with a Postal Ballot Form for seeking consent of the Members.

The Board of Directors of the Company has appointed Mr. Dhiren R. Dave, (COP No. 2496) Practising Company Secretary, as the Scrutinizer ('Scrutinizer') for conducting the postal ballot (physical & e-voting) process in a fair and transparent manner.

The business of the Postal Ballot shall, in addition to physical voting, also be transacted through electronic voting system. Accordingly, in compliance with Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the provisions of Section 108 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the company is pleased to provide to the Members, (whether holding shares in physical or dematerialized form) the facility to exercise their right to vote on the matters included in the notice of the Postal Ballot by electronic means i.e. through e-voting services provided by the National Securities Depository Limited ("NSDL"). **The e-voting period commences on Sunday, 15th April, 2018 (9.00 a.m. IST) and ends on Monday, 14th May, 2018 (5.00 p.m. IST).** The Members are requested to read carefully and follow the instructions on e-voting as printed in this notice.

Those Members, who do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot Form attached herewith. **Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the attached self-addressed, pre-paid postage envelope, so as to reach the Scrutinizer before 5:00 PM IST on Monday, 14th May, 2018.** Please note that any Postal Ballot Form(s) received after closing hours of the said date will be treated as not having been received.

The Scrutinizer will submit his Report to the Chairman or in his absence to any Director/any other person authorized by the Board, after the completion of the scrutiny of the voting done through the Postal Ballot Forms received in physical form and through e-voting process and the consolidated results thereof will be announced by the Chairman of the Company or any Director/ any other person authorized by the Board, on Tuesday, 15th May, 2018, at the Registered Office of the Company situated at A-601/B, International Trade Centre, Majura Gate, Ring Road, Surat 395002 and will be displayed on the notice board at the Registered Office of the Company. The resolution will be taken as passed as on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting i.e. Monday, 14th May, 2018 ("deemed date of passing of the resolution"), if the result of the Postal Ballot indicates that the requisite majority of the Members had assented to the resolution. The results of the Postal Ballot will also be posted on the Company's website: www.bigbloconstruction.com and on the website of NSDL www.evoting.nsdl.com and the results will also be intimated to the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"), where the Equity shares of the Company are listed. The results of the postal ballot shall also be announced through an advertisement in newspaper.

The said notice of Postal ballot and ballot form has also been placed on the Company's website www.bigbloconstruction.com for perusal by the Members.

SPECIAL BUSINESS:

(1) ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL ALLOTMENT BASIS TO PROMOTER GROUP

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

"RESOLVED THAT in accordance with the provisions of Section 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009, as amended ("**SEBI (ICDR) Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the Securities and Exchange Board of India (Substantial Acquisition of shares and Takeover) Regulations 2011 ("**SEBI SAST Regulations**") as amended from time to time, and

subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange(s), SEBI, institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board' which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution), the consent of the members of the company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, upto 8,00,000 (Eight Lakhs) convertible warrants ("**Warrants**") on a preferential basis to the persons/entities (as described below) belonging to the Promoter Group ("**Proposed Warrant Allottees**"), entitling the Proposed Warrant Allottees to apply for and get allotted one equity share of the face value of Rs. 10/- each fully paid-up against every Warrant held, in one or more tranches within a period of 18 (eighteen) months from the date of allotment of Warrants, in such manner, at such price not being less than the price as may be arrived at in accordance with SEBI (ICDR) Regulations and to issue fresh Equity Shares on the conversion of Warrants on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations or other applicable laws in this respect to the following persons/entities as mentioned below:

Sr. No.	Name of the Proposed Warrant Allottees	No. of Convertible Warrants proposed to be allotted
1.	NARESH SITARAM SABOO	3,00,000
2.	NARAYAN SITARAM SABOO HUF	1,50,000
3.	SITARAM NANDLAL SABOO HUF	1,50,000
4.	MOHIT YARNS LIMITED	2,00,000
	Total	8,00,000

RESOLVED FURTHER THAT the Relevant Date, as per the SEBI (ICDR) Regulations, for the determination of issue price for Equity Shares to be issued and allotted pursuant to the exercise of option attached to Warrants is **Saturday, 14th April, 2018** being the date which is 30 (thirty) days prior to the deemed date of passing of this Resolution through Postal Ballot i.e. on Monday, 14th May, 2018.

RESOLVED FURTHER THAT the issue of Warrants shall be on the following terms:

- The tenure of Warrants shall not exceed eighteen (18) months from the date of allotment of Warrants.
- Each Warrant held by the Proposed Warrant Allottees (each, a "**Warrant Holder**") shall entitle each of them to apply for and obtain allotment of one Equity Share of the face value of Rs. 10/- each fully paid-up against every Warrant held, in one or more tranches, at any time after the date of allotment of warrant but on or before the expiry of 18 (eighteen) months from the date of allotment of warrant (the "**Warrant Exercise Period**") by way of a written notice to the Company, specifying the number of warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the members prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of equity shares to the Warrant Holder.
- The Proposed Warrant Allottees shall, on or before date of allotment of Warrants, pay an amount equivalent to 25% of the issue price per Warrant in terms of Regulation 77 of the SEBI (ICDR) Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of resultant Equity Shares and the balance 75% of the issue price shall be payable by the Warrant Holder(s) at the time of allotment of equity shares pursuant to exercise of option against each such Warrant.
- The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such option of Convertible Warrants shall be paid to the Company from the bank accounts of the respective Proposed Warrant Allottees.
- If the entitlement against the Warrants to apply for the equity shares is not exercised within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such Warrants shall stand forfeited.
- Upon exercise by Warrant Holder of the Warrants, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required to give effect to such issue, including but not limited to delivering to Warrant Holder, evidence of the credit of the Equity Shares to the depository account of Warrant Holder and entering the name of Warrant Holder in the records of the Company (including in the Register of Members of the Company) as the registered owner of such Equity Shares.
- Allotment shall only be made in dematerialized form.
- The pre-issue shareholding of the Proposed Warrant Allottees, the Warrants allotted in terms of this Resolution and the Equity Shares allotted pursuant to exercise of option attached to such Warrants shall be subject to lock-in requirements as per the provisions of Chapter VII of the SEBI (ICDR) Regulations.
- Warrants to be allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder.

- j) The issue of Convertible Warrants as well as Equity Shares arising from the exercise of the Convertible Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- k) The Warrants by itself until exercised and equity shares allotted, does not give to the Warrant Holder thereof any rights with respect to that of a shareholder of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of equity shares, in one or more tranches, as may be required to be issued and allotted upon exercise of option by the Warrant Holders and the Equity Shares issued on conversion of said Warrants shall be subject to the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Equity Shares to be allotted on exercise of Warrants shall rank pari passu in all respect (including as to entitlement to voting powers and dividend) with the existing fully paid up Equity Shares of face value of Rs. 10/- (Rupees Ten only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of convertible warrants, and also shall be entitled to vary, modify or alter any of the terms and conditions, including the issue price, reduction of the size of the issue as it may deem expedient, without being required to seek any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Warrants shall be issued and allotted by the Company to the Warrant Holders within a period of 15 days from the date of passing of this resolution, provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT in the event of the Company making a bonus issue of shares or making rights issue of shares / convertible debentures or any other securities in whatever proportion or any corporate action prior to the exercise of the rights attached to the warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequences of such bonus/rights issues or any corporate action and that the exercise price of the warrant be adjusted accordingly, subject to such approvals as may be required.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors/Committee(s) of the Board be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the members of the company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any duly constituted and authorized Committee of Directors or any one or more Directors/officials of the Company to give effect to this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

**By Order of the Board of Directors
For Bigbloc Construction Limited
Sd/-
Sumit Das
(Company Secretary)**

Date: 03rd April, 2018

Place: Surat

NOTES:

1. The Explanatory Statement as required for the proposed Resolution pursuant to Section 102 of the Companies Act, 2013 ("the Act") and in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations"), setting out all material facts is annexed to this Notice.
2. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
3. The Postal Ballot Notice is being sent to all the Members by courier (and electronically by email to those Members who have registered their email IDs with the Company/DP), whose name appear in the Register of Members/Record of Depositories as on Friday, 06th April, 2018. **The voting shall be reckoned in proportion to the paid up equity share capital held by the Members as on Friday, 06th April, 2018.** For Members whose e-mail IDs are not registered, physical copies of the Postal Ballot Notice and Postal Ballot Forms are being sent by courier along with postage prepaid self-addressed envelope.

4. The Company has appointed Mr. Dhiren R Dave, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
5. Members desiring to exercise their vote through the physical Postal Ballot Form are requested to read carefully the instructions printed on the Postal Ballot Form.
6. The Members who are voting through the physical Postal Ballot form must return the same duly completed and signed in the enclosed postage prepaid self-addressed envelope. An unsigned Postal Ballot Form will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) can also be deposited personally at the Registered Office of the Company. The Postal Ballot Forms(s) duly completed should reach the Scrutinizer not later than the close of working hours i.e. 05.00 p.m. on Monday, 14th May, 2018 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
7. In compliance with the provisions of Sections 108, 110 of Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to Members, facility to exercise their votes through electronic means and vote on the resolution through e-voting services provided by National Securities Depository Limited (NSDL).
8. **Voting through electronic means:** The details of the process and manner of e-voting are explained herein below:
 - I. **In case a Member receives an e-mail from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:**
 - (i) Open the e-mail containing the PDF file viz; "BIGBLOC_E-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/ PIN for e-voting. Please note that the password is an initial password. Note: Shareholders already registered with NSDL for e-voting will not receive the PDF file "BIGBLOC_E-voting."
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
 - (iii) Click on "Shareholder Login"
 - (iv) Put user ID and password as initial password/ PIN noted in step (i) above. Click Login. In case you are already registered with NSDL, you can use your existing User ID and Password for casting your vote. You can also update your mobile/ phone number and e-mail id in the user profile details of the folio.
 - (v) If you are logging in for the first time, Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of BIGBLOC CONSTRUCTION LIMITED.
 - (viii) Now you are ready for E-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail drd@drdcs.net with a copy marked to evoting@nsdl.co.in.
 - II. **In case a Member receives physical copy of the Postal Ballot Notice [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:**
 - (i) Initial password along with user ID and EVEN is provided at the bottom of the Postal Ballot Form.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) Above, to cast your vote.
 - III. **The e-voting period commences on Sunday, 15th April, 2018 (9.00 a.m. IST) and ends on Monday, 14th May, 2018 (5.00 p.m. IST). During this period, the Members of the Company holding shares either in physical form or in dematerialized form as on Friday, 06th April, 2018, may cast their vote through e-voting. The e-voting module shall be disabled/blocked by NSDL for voting, thereafter. Once the vote on a resolution is cast by the Member, he/ she shall not be allowed to change it subsequently.**
 - IV. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e- voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or through email at evoting@nsdl.co.in.

9. In case, shares are jointly held, for the Members voting through physical Postal Ballot Form, the said form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member and for the Members voting through electronic means, e-voting to be done by the first named member and in his/her absence by the next named member.
10. The vote (through physical Postal Ballot Form/e-voting) in this Postal Ballot Process cannot be exercised through proxy.
11. **Kindly note that Members can opt for only one mode of voting i.e. either by Postal Ballot Form or e-voting. In case of receipt of vote by both the modes, voting through e-voting shall prevail and voting by Postal Ballot Form shall be treated as invalid.**
12. Any query in relation to the resolution proposed to be passed by Postal Ballot or in relation to e-voting may be sent to the Company Secretary, Bigbloc Construction Limited., at the Registered Office of the Company at, A-601/B, International Trade Centre, Majura Gate, Ring Road, Surat 395002 Gujarat or at e-mail id cs_sumit@nxtbloc.in.
13. The Scrutinizer will submit his Report to the Chairman or in his absence to any Director/any other person authorized by the Board, after the completion of the scrutiny of the voting done through the Postal Ballot Forms received in physical form and through e-voting process and the consolidated results thereof will be announced by the Chairman of the Company or any Director/ any other person authorized by the Board, on Tuesday, 15th May, 2018, at the Registered Office of the Company situated at A-601/B, International Trade Centre, Majura Gate, Ring Road, Surat 395002. The resolution will be taken as passed as on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting i.e. Monday, 14th May, 2018 (“deemed date of passing of the resolution”), if the result of the Postal Ballot indicates that the requisite majority of the Members had assented to the resolution. Members, who wish to be present at the venue at the time of declaration of the result, may do so. The result of the voting by Postal Ballot shall also be announced through newspaper advertisement and shall be posted on the website of the Company i.e. www.bigbloconstruction.com besides communicating to National Stock Exchange of India Ltd and BSE Ltd.
14. The Scrutinizer’s decision on the validity or otherwise of the Postal Ballot will be final.
15. All relevant documents referred in the Postal Ballot Notice and in accompanying Explanatory Statement is open for inspection at the Registered Office of the Company during office hours on all working days till the last date of receiving Postal Ballots by Scrutinizer i.e Monday, 14th May, 2018.
16. In case a Member has not received the Postal Ballot Form or is otherwise desirous of obtaining a printed postal ballot form or a duplicate copy, he/she may send an e-mail to the Company at: cs_sumit@nxtbloc.in or download from the link www.evoting.nsdl.com or from the ‘Investor Relations’ page on the website of the Company www.bigbloconstruction.com.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No.1

In order to meet funding requirements for Company’s and its business expansion plans and for other general corporate purposes, the Board of Directors of the Company, at its meeting held on Tuesday, 03rd April, 2018, approved the issue upto 8,00,000 (Eight Lakh) warrants, convertible into equivalent number of equity shares of Rs. 10/- each to the persons/entities belonging to the Promoter Group (“**Proposed Warrant Allottees**”), on preferential basis, in one or more tranches, at a price which shall not be less than the minimum price as may be arrived at in accordance with the provisions of Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 “SEBI (ICDR) Regulations”, as amended from time to time.

Pursuant to the provisions of Sections 62(1) (c) and 42 of Companies Act, 2013 (the “Act”) any preferential allotment of Securities needs to be approved by the Members of the Company by way of a Special Resolution. Further, in terms of Regulation 73 of the SEBI (ICDR) Regulations, certain disclosures are required to be made to the Members of the Company, which forms part of this Explanatory Statement to the Notice of Postal Ballot. The Company proposes to increase its capital base by making a preferential allotment of convertible Warrants to the Promoter group.

The proposed issue and allotment of the Warrants and the exercise thereof will be governed by the applicable provisions of the Companies Act, 2013, rules made thereunder, the Memorandum and Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the SEBI (ICDR) Regulations or any other laws applicable in this respect.

The allotment of the Warrants is subject to the Proposed Warrant Allottees not having sold any Equity Shares of the Company during the 6 (six) months preceding the ‘relevant date’. The Proposed Warrant Allottees has represented that they have not sold any equity shares of the Company during the 6 (six) months preceding the relevant date.

The necessary information and relevant disclosures pertaining to the proposed convertible warrants on preferential allotment basis in terms of Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 73(1) of SEBI (ICDR) Regulations, 2009, are set out as below:

(1) Objects of the issue

The object of the issue is to meet funding requirements for Company's and its business expansion plans and for other general corporate purpose.

(2) The total number of securities to be issued

The resolution set out in the accompanying Notice authorizes the Board to issue upto 800,000 (Eight Lakhs) convertible warrants on preferential basis to promoter group. The number of convertible warrants to be issued will depend on the price calculated as per the SEBI (ICDR) Regulations.

(3) Proposal of the Promoters/ Directors/ Entities/Key Management Persons to subscribe to the offer

None of Director/ Key managerial personnel/ Entities except Mr. Naresh Saboo (Managing Director), Narayan Saboo HUF, Sitaram Saboo HUF, Mohit Yarns Ltd., belongs to promoter group intends to subscribe to any equity shares pursuant to this preferential issue of Convertible Warrants. The preferential issue of Warrants is being made to persons/entities belonging to the promoter group as they have shown their interest in subscribing to Warrant.

(4) Shareholding Pattern of the company before and after the Preferential Issue

The shareholding pattern before and after the allotment of 800,000 convertible warrants would be as under:

S. No.	Category	Pre- Issue As on 31 st March 2018		Post – Issue #	
		No of shares	Percentage of Holding	No of shares	Percentage of Holding
(A)	Shareholding of Promoter/ Promoter Group				
1	Indian				
a)	Individuals/ Hindu Undivided Family	-	0.00	-	0.00
b)	Bodies Corporate	57,65,010	40.72	59,65,010	39.88
	Mask Investments Ltd	15,02,706	10.61	15,02,706	10.05
	Mohit Overseas Ltd	15,98,622	11.29	15,98,622	10.69
	Mohit Yarns Ltd	20,40,609	14.41	22,40,609	14.98
	Mohit Exim Pvt Ltd	6,00,000	4.24	6,00,000	4.01
	Mohit Industries Ltd.	23,073	0.16	23,073	0.15
c)	Financial Institutions/ Banks	-	0.00	-	
d)	Any Others				
	Director's Relatives	23,08,702	16.31	26,08,702	17.44
	Madhu Narayan Saboo	9,35,815	6.61	9,35,815	6.26
	Sonia Naresh Saboo	2,00,000	1.41	2,00,000	1.34
	Sitaram Nandlal Saboo	5,50,021	3.88	5,50,021	3.68
	Ayushi Manish Saboo	2,00,000	1.41	2,00,000	1.34
	Narayan Sitaram Saboo HUF	2,72,866	1.93	4,22,866	2.83
	Sitaram Nandlal Saboo HUF	1,50,000	1.06	3,00,000	2.01
	Directors	19,07,376	13.47	22,07,376	14.76
	Narayan Sitaram Saboo	10,70,676	7.56	10,70,676	7.16
	Manish Narayan Saboo	2,65,440	1.87	2,65,440	1.77
	Mohit Narayan Saboo	3,02,836	2.14	3,02,836	2.02
	Naresh Sitaram Saboo	2,68,424	1.90	5,68,424	3.80
	Sub Total(A)(1)	99,81,088	70.50	1,07,81,088	72.08
2	Foreign				
a)	Individuals (NRI/ Foreign Individuals)	-	0.00	0	0
b)	Bodies Corporate	-	0.00	-	0.00
c)	Institutions	-	0.00	-	0.00
d)	Any Other	-	0.00	-	0.00
	Sub Total(A)(2)	-	0.00	-	0.00
Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)		99,81,088	70.50	1,07,81,088	72.08
(B)	Public shareholding				
B 1	Institutional Investors				
a)	Mutual Funds	-	0.00	-	0.00
b)	Venture Capital Funds	-	0.00	-	0.00
c)	Alternate Investments Funds	-	0.00	-	0.00

d)	Foreign Venture Capital Investors	-	0.00	-	0.00
e)	Foreign Portfolio Investors	95,048	0.67	95,048	0.64
f)	Financial Institutions/Banks	5000	0.04	5,000	0.03
g)	Insurance Companies	-	0.00	-	0.00
h)	Provident Funds / Pension Funds	-	0.00	-	0.00
i)	Any Other	-	0.00	-	0.00
	Sub-Total (B)(1)	1,00,048	0.71	1,00,048	0.67
B 2	Non-institutional Investors				
a)	Indian Bodies Corporate	18,75,959	13.25	18,75,959	12.54
b)	Resident Individuals	20,94,002	14.79	20,94,002	14.00
c)	Clearing Member	19,032	0.13	19,032	0.13
d)	NRI	82,445	0.58	82,445	0.55
e)	Trust	5,001	0.04	5,001	0.03
	Sub-Total (B)(2)	40,76,439	28.79	40,76,439	27.25
	Total Public Shareholding (B)= (B)(1)+(B)(2)	41,76,487	29.50	41,76,487	27.92
	TOTAL (A)+(B)	1,41,57,575	100.00	1,49,57,575	100.00

#The above post-issue shareholding is prepared assuming the full conversion of 800,000 convertible warrants to be issued pursuant to resolution at item No.1 into equity shares.

(5) Proposed time within which the preferential shall be completed

As required under the SEBI (ICDR) Regulations, the allotment of the Warrants on preferential basis will be completed within a period of 15 days from the date of passing of the Special Resolution. Provided that where any approval or permission by any regulatory or statutory authority for allotment is pending, the allotment of the Warrants shall be completed within 15 days from the date of receipt of such approval or permission.

(6) Identity of the natural persons/entities who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee, the percentage of post-preferential issued capital that may be held by the said allottee and change in control, if any, in the Company consequent to the preferential issue

Name of Proposed Warrant Allottees	Category	Pre Issue Shareholding		Proposed Allotment	Post issue *		Details of Ultimate Beneficial Owners
		No. of Equity Shares	%		No. of Equity Shares	%	
Naresh Sitaram Saboo	Promoter	2,68,424	1.90	3,00,000	5,68,424	3.80	Naresh Saboo
Narayan Sitaram Saboo HUF	Promoter Group	2,72,866	1.93	1,50,000	4,22,866	2.83	Narayan Saboo (Karta of HUF)
Sitaram Nandlal Saboo HUF	Promoter Group	1,50,000	1.06	1,50,000	3,00,000	2.01	Sitaram Saboo (Karta of HUF)
Mohit Yarns Limited	Promoter Group	20,40,609	14.41	2,00,000	22,40,609	14.98	Mohit Industries Limited (Listed On BSE & NSE) holding 46.69% of the Equity Share Capital of Mohit Yarns Limited

**Assuming full exercise of Warrants by the proposed allottees.

(7) Consequential Changes in the Voting Rights and Change in Management

The proposed preferential allotment of convertible warrants and equity shares arising from conversion of warrants will not result in any change in the management and control of the Company. Voting right shall change according to the change in shareholding pattern mentioned above.

(8) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

There were no allotment on preferential basis have been made by the Company during the year.

(9) Lock in Period

The Warrants allotted on preferential basis and the equity shares to be allotted pursuant to exercise of options attached to Warrants issued on preferential basis will be subject to lock-in as provided in the SEBI (ICDR)

Regulations. The entire pre-preferential allotment shareholding of the Proposed Warrant Allottee, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval granted by the Stock Exchange(s).

(10) Pricing of the issue and Relevant Date

The issue price will be determined in accordance with Regulation 76 of the SEBI (ICDR) Regulations. Since the equity shares of Company are listed on BSE Limited and National Stock Exchange of India Limited, the trading volume of Securities of the Company on both the Stock Exchanges will be considered to determine the higher trading volume for computation of issue price. The issue of equity shares arising out of exercise of Warrants issued on preferential basis shall be made at a price not less than higher of the following or as per the law prevailing at the time of allotment of Warrants:

- i. the average of the weekly high and low of the volume weighted average price of the related equity shares quoted on a recognized Stock Exchange during the 26 weeks preceding the Relevant Date; or
- ii. the average of the weekly high and low of the volume weighted average price of the related equity shares quoted on a recognized Stock Exchange during the 2 weeks preceding the Relevant Date.

The 'Recognized Stock Exchange' referred to above means any of the recognized Stock Exchanges in which the equity shares of the Company are listed and in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding 26 weeks prior to the Relevant Date.

The "**Relevant Date**" as per the SEBI (ICDR) Regulations, for the determination of issue price for Equity Shares to be issued and allotted pursuant to the exercise of option attached to Warrants is **Saturday, 14th April, 2018** being the date which is 30 (thirty) days prior to the deemed date of passing of this Resolution through Postal Ballot i.e. on Monday, 14th May, 2018.

(11) Auditor's Certificate

A copy of the certificate from RKM & Co., Chartered Accountant, the statutory Auditor of the Company, certifying that the proposed preferential issue of Warrants is being made in accordance with the requirements contained in Chapter VII of the SEBI (ICDR) Regulations, 2009, shall be available for inspection at the Registered Office of the Company during office hours on all working days upto the last date for voting under Postal ballot i.e. 14th May, 2018.

(12) Payment and Conversion Terms

25% (Twenty Five per cent) of the value of the warrant is to be paid against each warrant on or before date of allotment of warrants. The balance 75% (Seventy Five percent) is payable at the time of allotment of Equity shares pursuant to exercise of the option for conversion of the warrant. Each warrant will be converted at the option of the allottees, into one equity share of Face value of Rs.10/- each at a price which would be determined in accordance with the SEBI (ICDR) Regulations at any time within 18 (eighteen) months from the date of allotment of warrant. In case the option is not exercised within a period of 18 (eighteen) months from the date of allotment of warrant, the aforesaid 25% (Twenty Five cent) amount paid on the date of allotment shall be forfeited. Further, the proposed allotment is for cash consideration.

(13) Undertakings

- (i) The Issuer Company undertakes that it shall re-compute the price of the Equity shares in terms of the provisions of SEBI (ICDR) Regulations as amended where it is required to do so.
- (ii) The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the proposed allottees.
- (iii) The entire pre-preferential holding of the proposed allottees will be locked in for a period commencing from the relevant date to a period of six months from the date of trading approval granted by Stock Exchanges, where securities of the company are listed.

The Board at its meeting held on 03rd April, 2018 has approved the issue of Warrants on preferential basis and of Equity Shares on conversion of such Warrants on a Preferential Basis in the manner stated above subject to approval of members by way of Special Resolution.

None of the directors, Key managerial personnel or any relative of any of the directors or key managerial personnel of the Company or entities is, in anyway, concerned or interested in the above resolution except Mr. Naresh Saboo, Narayan Saboo HUF, Sitaram Saboo HUF and their relatives, Mohit Yarns Limited who are deemed to be concerned to the extent of their shareholding in the company as the proposed resolution pertains to the preferential issue of Warrants to Promoter Group.

The Board recommends the Special Resolution set out at Item No. 01 of the Postal Ballot Notice for approval of Members.

By Order of the Board of Directors
For Bigbloc Construction Limited
Sd/-
Sumit Das
(Company Secretary)

Date: 03rd April, 2018
Place: Surat

BIGBLOC CONSTRUCTION LIMITED

CIN: L45200GJ2015PLC083577

Regd. office: A-601/B, International Trade Centre, Majura Gate Ring Road, Surat 395002 Gujarat India

Phone: +91-261-2463261, 2463262, 2463263 Fax: +91-261-2463264

Email: Contact@nxtbloc.in or cs_sumit@nxtbloc.in

Website: www.bigbloconstruction.com**POSTAL BALLOT FORM****Serial No.**

1. Name (s) of the Sole/ First named Shareholder(s) Including Joint holder(s) if any	
2. Registered Address of the sole/ first named shareholder(s) :	
3. Registered Folio No/ DP ID* & Client ID No.* (*Applicable to Shareholder(s) holding shares in electronic form)	
4. No. of Equity Share(s) held	

I/We hereby exercise my/our vote in respect of the following Special Resolutions to be passed through Postal Ballot, for the business stated in the Postal Ballot Notice of the Company dated 03rd April, 2018 by sending my/our assent (FOR) or dissent (AGAINST) to the said Resolutions by placing a tick (✓) mark in the appropriate column below:-

Item No.	Brief Particulars of the Resolutions	No. of Shares for which votes cast	I /we assent to the Resolution (FOR)	I /we dissent to the Resolution (AGAINST)
1.	Special Resolution for Issue upto 8,00,000 Convertible Warrants on Preferential Allotment Basis to Promoter Group			

Place:

Date:

Signature of the Shareholder
/Authorised Representatives

⌘ ----- ⌘ ----- ⌘ ----- ⌘ ----- ⌘ -----

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD

Notes: 1) Each equity share of the Company carries one vote.

2) Please read carefully the instructions printed overleaf before exercising the vote.

3) The last date for the receipt of Postal Ballot Form is Monday, 14th May, 2018 upto 05.00 P.M IST**The e-voting facility will be available during the following voting period.**

Commencement of E-voting	End of E-voting
Sunday, 15 th April, 2018 at 9:00 a.m.	Monday, 14 th May, 2018 at 5:00 p.m.

INSTRUCTIONS FOR VOTING IN PHYSICAL FORM

1. The Postal Ballot Notice is being sent to all the Members, whose names appear on the Register of Members and list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on Friday, 06th April, 2018. The voting shall be reckoned in proportion to the paid-up equity share capital held by the Members as on Friday, Friday, 06th April, 2018.
2. A Member desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
3. The Self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company, and the address to which the same needs to be dispatched.
4. The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the Form invalid.
5. The Postal Ballot Form should be signed by the Members as per specimen signature registered with the Registrar/ Depository. In case the Equity Shares are jointly held, this Form should be completed and signed (as per specimen signature registered with Registrar/ Depository) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
6. The voting in this Postal Ballot cannot be exercised through proxy.
7. There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
8. **The envelope containing duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on Monday, 14th May, 2018.** All Postal Ballot Forms received after this date will be strictly treated as if the reply from the Members (s) has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
9. Postal Ballot Form received by fax will be rejected as if reply from Member has not been received unless the original Postal Ballot Form is received within prescribed time period.
10. A Member may request for a duplicate Postal Ballot Form, if so required or can download the Postal Ballot Form from the Company's website (www.bigbloconstruction.com) and the same duly completed should reach the Scrutinizer not later than the last date for voting mentioned above.
11. In case of shares held by Companies, Trusts, Societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authorization together with specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
12. Incomplete, unsigned or incorrectly ticked Postal Ballot Form will be rejected.
13. Members are requested to fill in the Postal Ballot Form in indelible ink and not in any erasable writing mode.
14. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed Postage Prepaid self-addressed envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer as well as no extra comments to be written on the Postal Ballot Form as otherwise the same will be considered as invalid.
15. **The Company is also offering e-voting facility as an alternate for all the Members of the Company to enable them to cast their vote(s) electronically, instead of dispatching Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.**
16. **The last date specified by the Company for the receipt of the duly completed Postal Ballot Forms or e-voting i.e. Monday, 14th May, 2018 shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.**
17. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.