

Date: 31/07/2020

To,  
Dear All Directors,  
Bigbloc Construction Limited  
Surat.

**Sub: NOTICE FOR 03/2020-21 MEETING OF BOARD OF DIRECTORS OF BIGBLOC CONSTRUCTION LIMITED ON 07/08/2020**

Notice is hereby given that 03/2020-21 Meeting of the Board of Directors of the Company will be held on the Friday, 07/08/2020 at 3.00 P.M. 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.

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

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.

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

*S. B. Kapadia*  
Shyam Kapadia  
Company Secretary & Compliance Officer  
ACS No. - 55158



To,  
All Directors,  
Bigbloc Construction Limited

**Sub: NOTICE OF BOARD MEETING ON 07/08/2020**

**NOTICE** is hereby given that 03/2020-21 meeting of the Board of Directors of the Company will be held on Friday, 07/08/2020 at 3:00 P.M. 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 the Minutes of the previous Committee Meetings;
5. To Review the Business Operations Carried Out during the Period;
6. To consider and approve the Un-Audited Financial Results along with Limited Review Report for the First Quarter ended 30<sup>th</sup> June, 2020 as per Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015;
7. To appoint Ms. Samiksha Nandwani, as an Additional Director (DIN: 08815491) of the Company in the capacity of Independence;
8. To accept Resignation of Ms. Payal Loya (DIN: 07482861) from the post of Directorship & Committee Membership of the Company;
9. To Reconstitute Nomination & Remuneration Committee Pursuant to The Provisions Of Companies Act, 2013 & Regulation 19 of The SEBI (LODR) Regulations, 2015;
10. To appoint a Director in place of Director who retires by rotation;
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. Re-appointment of Statutory Auditors of The Company And Fix Their Remuneration;
14. To increase the overall limit of managerial remuneration payable by the Company in respect of any financial year;
15. To Fix the Book Closure date for purpose of 5<sup>th</sup> Annual General Meeting;
16. To fix the date, time and venue to call & convene the 5<sup>th</sup> Annual general Meeting;
17. To avail E-voting facility and fixing of cut-off date;
18. To approve draft notice of 5<sup>th</sup> Annual General Meeting of the company;
19. To approve the Directors report for the Financial Year ended on 31<sup>st</sup> March, 2020;
20. To approve the Corporate Governance Report and Management Discussion Analysis Report for the financial year ended on 31<sup>st</sup> March, 2020;
21. To appoint Scrutinizer to ascertain Voting process of 5<sup>th</sup> Annual General Meeting of the Company;
22. 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, 2020 in Compliance of SEBI (LODR) Regulation, 2015;
23. To take on record the Shareholding Pattern for the Quarter ended 30<sup>th</sup> June, 2020;
24. To take on record the Reconciliation of Share Capital Audit Report for the Quarter ended 30<sup>th</sup> June, 2020;
25. To take on record Certificate in the matter of Regulation 74(5) of Securities and Exchange Board of India (Depositories and participants) Regulations, 2018 for the Quarter ended 30<sup>th</sup> June, 2020;
26. To review the Register of Contract;





27. to borrow funds from directors, Promoter and Promoter group and other bodies corporate, financial institutions/banks;
28. to invest surplus funds of the company by way of subscription, purchase or otherwise in the securities of any other body corporate
29. To grant loans or give guarantee or provide security in respect of loans;
30. To authorize any Director or KMP to file various e-forms with ROC;
31. To Consider And Review the Compliance Report Pertaining to Various Applicable Laws;
32. Any other Business with the permission of the Chair/ Board;
33. Vote of thanks by Chairman.

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**

*S.B. Kapadia*

**Shyam Kapadia  
Company Secretary & Compliance Officer  
ACS No. - 55158**



**AGENDA NOTES FOR THE BOARD MEETING NO. 03/2020-21 TO BE HELD ON FRIDAY, 07/08/2020.**

**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 29<sup>th</sup> June, 2020 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 PREVIOUS COMMITTEE MEETINGS:**

The minutes of the committee meeting held on 29<sup>th</sup> June, 2020 placed before the committee at the venue of the meeting. The board is requested to take note of the same at the ensuing board 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: TO CONSIDER AND APPROVE THE UN-AUDITED FINANCIAL RESULTS ALONG WITH LIMITED REVIEW REPORT FOR THE FIRST QUARTER ENDED 30<sup>TH</sup> JUNE, 2020 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, 2020 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, 2020 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, 2020 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. 7: TO APPOINT MS. SAMIKSHA NANDWANI, AS AN ADDITIONAL DIRECTOR OF THE COMPANY IN THE CAPACITY OF INDEPENDENCE**

Pursuant to the provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013, it is proposed to appoint Ms. Samiksha Nandwani as an Additional Director of the Company in the Capacity of Independence w.e.f. 07/08/2020.

The Directors are requested to approve agenda item and pass following Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 161, 149 and any other applicable provisions, if any, of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) subject to Schedule IV of the Companies Act, 2013, Ms. Samiksha Nandwani (DIN: 08815491) be and is hereby appointed as an Additional Director of the Company in the Capacity of Independence w.e.f. 07/08/2020 to hold office for the period of 5 years and that she will not be liable to retire by rotation.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution Mr. Naresh Saboo (Managing Director) of the Company be and is hereby authorised to file necessary e-forms and do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns along with filing of necessary e-form with the Registrar of Companies.

**RESOLVED FURTHER THAT** Mr. Dhiren R. Dave, Company Secretary in whole time practice be and is hereby authorized to certify necessary e-forms under his digital signature."

**ITEM NO. 8: TO ACCEPT RESIGNATION OF MS. PAYAL LOYA (DIN: 07482861) FROM THE POST OF DIRECTORSHIP & COMMITTEE MEMBERSHIP OF THE COMPANY**

The Company has received Resignation Letter from Ms. Payal Loya from the Directorship of the Company. Pursuant to the provisions of Section 168 of the Companies Act, 2013, it is proposed to accept her resignation. The Resignation Letter shall be available for Inspection at the Registered Office of the Company during working hours.

The Directors are requested to approve agenda item and pass following Resolution:

**"RESOLVED THAT** the resignation of Ms. Payal Loya from the Directorship of the Company be and is hereby accepted from the closure of working hours of 07/08/2020.

**RESOLVED FURTHER THAT** the Board places on record its feelings of appreciation for the valuable services render by her during her tenure of Directorship in the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution Mr. Naresh Saboo (Managing Director) of the Company be and is hereby authorised to file necessary e-forms and do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all





necessary documents, applications and returns along with filing of necessary e-form with the Registrar of Companies.

**RESOLVED FURTHER THAT** Mr. Dhiren R. Dave, Company Secretary in whole time practice be and is hereby authorized to certify necessary e-forms under his digital signature."

**ITEM NO. 9: TO RECONSTITUTE NOMINATION & REMUNERATION COMMITTEE PURSUANT TO THE PROVISIONS OF COMPANIES ACT, 2013 & REGULATION 19 OF THE SEBI (LODR) REGULATIONS, 2015**

Due to change in Board structure as mentioned in the above agenda item, further, pursuant to the provisions of Companies Act, 2013 read with Rules enacted thereunder and Regulation 19 of the SEBI (LODR) Regulations, 2015, it is required to appoint new Director as Member of the Nomination & Remuneration Committee and reconstitute the Committee.

The Directors are requested to approve agenda item and pass following Resolution:

**"RESOLVED THAT** pursuant to the provisions of Companies Act, 2013 read with Rules enacted thereunder and Regulation 19 of the SEBI (LODR) Regulations, 2015, consent of the Board be and is hereby accorded to re-constitute a Committee, named as 'Nomination & Remuneration Committee' consisting of the following members of the Board:

Sr. No.	Name of Directors	Designation	Position in Committee
1	Mr. Premil Shah	Non-Executive Independent Director	Chairman & Member
2	Mr. Dishant Jariwala	Non-Executive Independent Director	Member
3	Ms. Samiksha Nandwani	Additional Director in the Capacity of Independence	Member

**RESOLVED FURTHER THAT** the Nomination & Remuneration Committee shall act in accordance with the provisions of Section 178 of the Companies Act, 2013 and rules made thereunder."

**ITEM NO. 10: TO APPOINT A DIRECTOR IN PLACE OF DIRECTOR WHO RETIRES 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. 11: 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, 2020 to 31<sup>st</sup> March, 2021 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 1<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2021 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: 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 R Dave, Company Secretary in practice to conduct Secretarial Audit of our company for the financial year 2020-2021.

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 2020-2021 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: RE-APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY AND FIX THEIR REMUNERATION**

The Audit Committee recommended M/s. RKM & Co., Chartered Accountants (Firm Registration No. 108553W), as Statutory Auditors of the Company to hold office for their second term from the conclusion the 5<sup>th</sup> Annual General Meeting till the conclusion of 10<sup>th</sup> Annual General Meeting to be held in the year 2025, subject to approval of members in ensuing AGM.

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

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) re-enactment(s)/amendment(s) thereof, for the time being in force), M/s. RKM & Co., Chartered Accountants (Firm Registration No. 108553W) be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for their second term from the conclusion the 5<sup>th</sup> Annual General Meeting till the conclusion of 10<sup>th</sup> Annual General Meeting to be held in the year 2025, subject to the ratification by members at every Annual General Meeting to be held after this 5<sup>th</sup> Annual General Meeting on such remuneration and terms and conditions as may be mutually agreed upon by the Board of Directors and the Statutory Auditors subject to their eligibility under Section 141 of the Companies Act, 2013.





**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.

**RESOLVED FURTHER THAT** any director of the Company be and are hereby authorized to file necessary e-forms 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. 14: TO INCREASE THE OVERALL LIMIT OF MANAGERIAL REMUNERATION PAYABLE BY THE COMPANY IN RESPECT OF ANY FINANCIAL YEAR**

The Nomination and Remuneration Committee recommended to increase the overall managerial remuneration, subject to approval of members in ensuing AGM.

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

**"RESOLVED THAT** in accordance with the provisions of Section 197 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee, approval of the members of the Company be and is here by accorded to increase the overall limit of managerial remuneration payable by the Company in respect of any financial year from 11 % (eleven per cent) to 40% (Forty per cent) of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps and to do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution."

**ITEM NO. 15: TO FIX THE BOOK CLOSURE DATE FOR PURPOSE OF 5<sup>TH</sup> ANNUAL GENERAL MEETING**

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 5<sup>th</sup> AGM of the company to pass the necessary resolutions.

**ITEM NO. 16: TO FIX THE DATE, TIME AND VENUE TO CALL & CONVENE THE 5<sup>TH</sup> ANNUAL GENERAL MEETING**

It is please to inform that 5<sup>th</sup> Annual General Meeting of the Members of the Company is to be held on completion of another landmark financial year 2019-2020. Therefore, the board is requested to decide date, Time and venue of 5<sup>th</sup> Annual General Meeting ("AGM") of the company and to pass necessary resolutions.

**ITEM NO. 17: TO AVAIL E-VOTING FACILITY AND FIXING OF CUT-OFF DATE**

In order to facilitate remote e-voting facility to the shareholders at 5<sup>th</sup> AGM of the company. The board has to decide cutoff date and e-voting period for 5<sup>th</sup> AGM. The Board is requested to consider the same and to pass the necessary resolutions.





**ITEM NO. 18: TO APPROVE DRAFT NOTICE OF 5TH ANNUAL GENERAL MEETING OF THE COMPANY**

It is please to inform that 5<sup>th</sup> Annual General Meeting of the Members of the Company is to be held on completion of another landmark financial year 2019-2020. Therefore, the board is requested to decide date, Time and venue of 5<sup>th</sup> Annual General Meeting ("AGM") of the company and to pass necessary resolutions.

**ITEM NO. 19: TO APPROVE THE DIRECTORS REPORT FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2020**

Pursuant to the provisions of Section 134 and other applicable provisions, if any, of the Companies Act, 2013, it is proposed to consider and approve Directors' Report along with Annexures for the Financial Year ended 31.03.2020.

The Directors are requested to approve agenda item and pass the following Resolution:

**"RESOLVED THAT** the draft of the Directors' Report including annexures thereon, for the Financial Year ended 31<sup>st</sup> March, 2020, as submitted before the meeting, duly initialed by the Chairman for the purpose of identification, be and is hereby approved by the Board and that the same be signed on behalf of the Board of Directors of the Company by the Chairman of the Company."

**ITEM NO. 20: TO APPROVE THE CORPORATE GOVERNANCE REPORT AND MANAGEMENT DISCUSSION ANALYSIS REPORT FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2020**

The draft Corporate Governance Report & Management Discussion & Analysis Report for the Financial Year 2019-2020 is attach below. The Board is request to consider and approve the same.

**ITEM NO. 21: TO APPOINT SCRUTINIZER TO ASCERTAIN VOTING PROCESS OF 5<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY**

It is proposed to appoint Scrutinizer of the Company to ascertain the voting process for the agenda items to be passed in 5<sup>th</sup> Annual General Meeting of the Company.

The Directors are requested to approve agenda item and pass the following Resolution:

**"RESOLVED THAT** Mr. Dhiren R Dave, Company Secretary in practice be and is hereby appointed as a Scrutinizer of the Company to ascertain Voting process of 5<sup>th</sup> Annual General Meeting of the Company and to do all such acts, deeds and things as it may consider necessary in this regard with a remuneration as may be mutually decided between Mr. Dhiren R Dave, Company Secretary in practice and the Board of Directors of the Company."

**ITEM NO. 22: 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, 2020 IN COMPLIANCE OF SEBI (LODR) REGULATION, 2015;**

**DRAFT RESOLUTION**

**"RESOLVED THAT** the Quarterly statement of grievances redressal mechanism and the corporate governance report for the quarter ended on 30<sup>th</sup> June, 2020 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. 23: TO TAKE ON RECORD THE SHAREHOLDING PATTERN FOR THE QUARTER ENDED 30<sup>TH</sup> JUNE, 2020**

It is proposed to take on record the Shareholding pattern as per Regulation 31(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Shareholding pattern is enclosed herewith for your kind consideration. The Directors are requested to take note of the same.

**ITEM NO. 24: TO TAKE ON RECORD THE RECONCILIATION OF SHARE CAPITAL AUDIT REPORT FOR THE QUARTER ENDED 30<sup>TH</sup> JUNE, 2020**

Pursuant to the Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018, it is proposed to take on record the Reconciliation of Share Capital Audit Report of the Company submitted to Stock Exchanges for the Quarter Ended 30<sup>th</sup> June, 2020. The Report is enclosed herewith as for your kind consideration. The Directors are requested to take note of the same.

**ITEM NO. 25: TO TAKE ON RECORD CERTIFICATE IN THE MATTER OF REGULATION 74(5) OF SECURITIES AND EXCHANGE BOARD OF INDIA (DEPOSITORIES AND PARTICIPANTS) REGULATIONS, 2018 FOR THE QUARTER ENDED 30<sup>TH</sup> JUNE, 2020**

Pursuant to Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018, it is proposed to take on record the certificate received from Adroit Corporate Services Private Limited, Registrar and Share Transfer Agent of the Company for the Quarter ended 30<sup>th</sup> June, 2020.

**ITEM NO. 26: 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. 27: TO BORROW FUNDS FROM DIRECTORS, PROMOTER AND PROMOTER GROUP AND OTHER BODIES CORPORATE, FINANCIAL INSTITUTIONS/BANKS**

The Chairman informed the Board that the company may borrow money for the business operation of the Company within the limits prescribed under section 180 of Companies Act, 2013 from Directors, Promoters & Promoter Group and Other Bodies Corporate, financial institutions/banks. The approval of the Board is accorded in accordance with section 179(3) of Companies Act, 2013 and after discussion, the following resolutions was unanimously passed by the Board:

**"RESOLVED THAT** pursuant to Section 179 (3) (d) and other applicable provisions, if any, of the Companies Act, 2013 or subject to such modification and re-enactment thereof, consent of the Board of directors of the Company be and is accorded to borrow funds from directors, Promoter and Promoter group and other bodies corporate, financial institutions/banks as when required within the limits and restrictions prescribed under the Companies Act, 2013 and rules made there under and/or within borrowing limits whenever approved by the members of the company.

**RESOLVED FURTHER THAT** Mr. Naresh Saboo, Managing Directors or Mr. Mohit Narayan Saboo, Director & CFO, Mr. Narayan Saboo, Directors of the Company either jointly or severally be and are hereby authorized to do all such other things, acts and deeds etc. as may be required to comply with





all formalities in this regard."

**ITEM NO. 28: TO INVEST SURPLUS FUNDS OF THE COMPANY BY WAY OF SUBSCRIPTION, PURCHASE OR OTHERWISE IN THE SECURITIES OF ANY OTHER BODY CORPORATE**

The Chairman informed the Board that the company may invests its surplus funds time to time for different purposes within the 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 approval of the Board is accorded in accordance with section 179(3) (e) of Companies Act, 2013 and after discussion, the following resolutions was unanimously passed by the Board:

**"RESOLVED THAT** pursuant to the provisions of section 179 (3) (e) 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 consent of the Board be and is accorded to invest surplus funds of the company by way of subscription, purchase or otherwise in the securities of any other body corporate.

**RESOLVED FURTHER THAT** Mr. Naresh Saboo, Managing Directors or Mr. Mohit Narayan Saboo, Director & CFO or Mr. Narayan Saboo, Directors of the Company either jointly or severally be and are hereby authorized to do all such other things, acts and deeds etc. as may be required to comply with all formalities in this regard."

**ITEM NO. 29: TO GRANT LOANS OR GIVE GUARANTEE OR PROVIDE SECURITY IN RESPECT OF LOANS**

The Chairman 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 accorded in accordance with section 179(3) of Companies Act, 2013 and after discussion, the following resolutions was unanimously passed by the Board:

**"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 THAT** Mr. Naresh Saboo, Managing Directors or Mr. Mohit Narayan Saboo, Director & CFO or Mr. Narayan Saboo, Director 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. 30: TO AUTHORIZE ANY DIRECTOR OR KMP TO FILE VARIOUS E-FORMS 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, e-forms in relation to AGM, returns and documents under the Companies Act, 2013 with Ministry of Corporate Affairs/ or any other prescribed authority.

**ITEM NO. 31: TO CONSIDER AND REVIEW THE COMPLIANCE REPORT PERTAINING TO VARIOUS APPLICABLE LAWS**

It is proposed to consider and review the compliance of various applicable laws by the Board of Directors of the Company. The Status of compliance of various applicable laws is enclosed herewith for your kind consideration.

Directors are requested to review, consider and take on record the Status of compliance of various applicable laws for the quarter ended 30.06.2020 submitted to Stock Exchanges.

**ITEM NO. 32: ANY OTHER BUSINESS WITH THE PERMISSION OF THE CHAIR/ BOARD**

It is proposed to discuss any other business with the permission of the Chairman.

**ITEM NO. 33: VOTE OF THANKS BY CHAIRMAN**

Meeting will concluded with the Vote of thanks by Chairman.

\*\*\*\*\*

