

Date: 27/05/2021

To,
Dear All Directors,
Bigbloc Construction Limited
Surat.

Sub: NOTICE FOR 02/2021-22 MEETING OF BOARD OF DIRECTORS OF BIGBLOC CONSTRUCTION LIMITED ON 02/06/2021

Notice is hereby given that 02/2021-22 Meeting of the Board of Directors of the Company will be held on the Wednesday, 02/06/2021 at 1.00 P.M. at the Registered Office of the Company situated at 6th 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 and Compliance Officer
ACS - 55158



To,
All Directors,
Bigbloc Construction Limited

Sub: NOTICE OF BOARD MEETING ON 02/06/2021

NOTICE is hereby given that 02/2021-22 meeting of the Board of Directors of the Company will be held on Wednesday, 02/06/2021 at 1.00 P.M. at the Registered Office of the Company situated at 6th Floor, A-601/B, International Trade Centre, Majura Gate, Ring Road, Surat-395002, Gujarat to transact the following business:

AGENDA:

1. To Appoint Chairman of the meeting;
2. To Grant Leave of Absence, if any;
3. To take note of the Minutes of the previous Board Meeting;
4. To take note of the Minutes of the previous committee Meetings;
5. To Review the Business Operations Carried Out during the Period;
6. To consider and approve the Audited Standalone and Consolidated Financial Results of the Company for the quarter and financial year ended 31st March, 2021 as per Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015;
7. To approve the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2021;
8. To adopt the Independent Auditors Report on the Standalone and Consolidated Financial Statements for the financial year ended on 31st March, 2021;
9. To consider and recommend final dividend (if any) on equity shares of the Company for the Financial Year 2020-21.
10. To consider re-appointment of Mr. Naresh Sitaram Saboo (DIN: 00223350) as Managing Director of the Company for a period w.e.f. 11/04/2021 to 30/09/2025 not liable to retire by rotation.
11. To re-appoint Mr. Dishant Kaushikbhai Jariwala (DIN: 07482806) as an Independent Director of the Company for a period w.e.f. 11/04/2021 to 30/09/2025 not liable to retire by rotation.
12. To place before the Board Quarterly Statement of Grievances Redressal Mechanism and Corporate Governance Report for the Quarter ended on 31st March, 2021 in Compliance of SEBI (LODR) Regulation, 2015;
13. To take on record the Shareholding Pattern for the Quarter ended 31st March, 2021;
14. To take on record the Reconciliation of Share Capital Audit Report for the Quarter ended 31st March, 2021;
15. To take on record the Compliance Certificate under Regulation 7(3) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015;
16. To take on record Practicing Company Secretary Certificate under Regulation 40(9) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 regarding Transfer or Transmission of Shares of the Company for the Quarter ended 31st March, 2021;
17. To take note of Transfer / Transmission / Demat / Re-Mate done by R&T Agent;
18. 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 31st March, 2021;



19. To take on record Disclosures received from Promoter or PAC under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
20. To take note of Non-Applicability of SEBI CIRCULAR SEBI/HO/DDHS/CIR/P/2018/144 dated as on 26th NOVEMBER, 2018 - Fund raising by issuance of Debt Securities by Large Entities;
21. To authorize any Director or KMP to file various e-forms with ROC;
22. To give Authority to Mr. Naresh Sitaram Saboo, Managing Director, Mr. Narayan Sitaram Saboo, Director, Mr. Mohit Narayan Saboo, Director & CFO and/or Mr. Shyam Kapadia, Company Secretary & Compliance Officer of the Company to give invitation to the invitee for attending the Board and Committee Meetings;
23. To authorize any Director or KMP to maintain and update Minutes and Statutory Registers of the Company;
24. To take note of waiver of sending Signed Minutes of Board/Committee Meetings to the Directors/KMP/Invitees of the Company;
25. To Consider And Review the Compliance Report Pertaining to Various Applicable Laws;
26. Any other Business with the permission of the Chair/ Board;
27. 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 and Compliance Officer
ACS - 55158



AGENDA NOTES FOR THE BOARD MEETING NO. 02/2021-22 TO BE HELD ON WEDNESDAY, 02/06/2021.

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 10th April, 2021 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 10th April, 2021 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 AUDITED STANDALONE AND CONSOLIDATED FINANCIAL RESULTS OF THE COMPANY FOR THE QUARTER AND FINANCIAL YEAR ENDED 31ST MARCH, 2021 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 Statement of Audited Standalone and Consolidated Financial Results for the quarter and year ended on 31st March, 2021 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 Audited Standalone and Consolidated Financial Results for the quarter and year ended on 31st March, 2021 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.

RESOLVED FURTHER THAT the report of Auditors on Audited Standalone and Consolidated Financial Results 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 Mr. Naresh Saboo, Managing Director of the Company be and is here by Authorized to file the Form No. MGT-14 with the Register of Companies and to do all such acts and deeds as may be required to give effect to the above resolution."

ITEM NO. 7: TO APPROVE THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 31ST MARCH, 2021;

The Chairman of the Company is requested to place before the Board the draft Standalone and Consolidated Financial Statements for the financial year ended 31st March, 2021 along with Schedule and notes to account and the Statement giving the prescribed information in respect of the Subsidiary/Associates Companies. The approval of the Board is to be accorded and to pass the following resolution with or without modifications:

DRAFT RESOLUTION

"RESOLVED THAT the Standalone and Consolidated Audited Financial Statements of the company for the financial year 31st March, 2021 including the Balance Sheet as on 31st March 2021, the statement of Profit & Loss for the year ended 31st March 2021 and the Cash Flow Statement for the year ended 31st March, 2021 along with schedules, annexure and notes appended thereto as placed before the Board initialed by the Chairman for the purpose of identification be and is hereby considered, approved, take on record and thereafter be sent to the members for adoption in the forthcoming ensuing Annual General Meeting.

RESOLVED FURTHER THAT Mr. Narayan Saboo (Chairman), Mr. Naresh Saboo (Managing Director), Mr. Mohit Saboo (CFO & Director), Mr. Shyam Kapadia (Company Secretary) of Company be and are hereby severally authorized to sign the said Standalone and Consolidated Audited Financial Statements of the company for the financial year 31st March, 2021 on behalf of the Board of Directors and also authorized to take such steps as may be necessary in relation to the above and file such documents with the Registrar of Companies, Ahmedabad.

RESOLVED FURTHER THAT Mr. Naresh Saboo, Managing Director of the Company be and is here by Authorized to file the Form No. MGT-14, Form AOC-4 XBRL, Form MGT-7 and any other necessary e-forms with the Register of Companies and to do all such acts and deeds as may be required to give effect to the above resolution."

ITEM NO. 8: TO ADOPT THE INDEPENDENT AUDITORS REPORT ON THE STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2021;



The Chairman is requested to place before the Board a copy of the Report received from the Statutory Auditors, RKM & CO., Chartered Accountants, on the Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2021, for the consideration of the Board. The approval of the Board is to be accorded and to pass the following resolution with or without modifications:

DRAFT RESOLUTION

"RESOLVED THAT the Independent Auditors Report on the Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2021 including the balance sheet as on 31st March, 2021 and the Statement of Profit & Loss for the year ended 31st March, 2021 and the Cash Flow Statement for the year ended 31st March, 2021 along with schedules, annexure and notes appended thereto as placed before the Board and initialed by the Chairman for the purpose of identification be and is hereby considered, approved, take on record and thereafter be sent to the members for adoption in the forthcoming ensuing Annual General Meeting.

RESOLVED FURTHER THAT Mr. Narayan Saboo (Chairman), Mr. Naresh Saboo (Managing Director) Mr. Manish Saboo (Director) and Mr. Mohit Saboo (CFO & Director) of Company be and are hereby authorized severally to take such steps as may be necessary in relation to the above and file such documents with the Registrar of Companies, Ahmedabad."

ITEM NO. 9: TO CONSIDER AND RECOMMEND FINAL DIVIDEND (IF ANY) ON EQUITY SHARES OF THE COMPANY FOR THE FINANCIAL YEAR 2020-2021.

The Board is requested to consider proposal for final dividend, after considering the surplus in the statement of Profit & Loss account of the Company for the financial year 2020-21.

ITEM NO. 10: TO CONSIDER RE-APPOINTMENT OF MR. NARESH SITARAM SABOO (DIN: 00223350) AS MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD W.E.F. 11/04/2021 TO 30/09/2025 NOT LIABLE TO RETIRE BY ROTATION.

DRAFT RESOLUTION

The Chairman informed to the Board that Mr. Naresh Sitaram Saboo appointed as Managing Director of the Company on 11th April, 2016 and holds office upto the 10th April, 2021. Taking into consideration his expertise and experience and member proposing his candidature for the office of Managing director for the another term w.e.f. 11/04/2021 to 30/09/2025, the board of Directors consented to put the following Resolution, with and without modification in the ensuing Annual General Meeting of the Company, for approval of the Shareholders of the Company:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Naresh Sitaram Saboo as Managing Director of the Company for a

period with effect from 11/04/2021 to 30/09/2025 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Naresh Sitaram Saboo.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

ITEM NO. 11: TO RE-APPOINT MR. DISHANT KAUSHIKBHAI JARIWALA (DIN: 07482806) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD W.E.F. 11/04/2021 TO 30/09/2025 NOT LIABLE TO RETIRE BY ROTATION.

The Chairman informed to the Board that Mr. Dishant Kaushikbhai Jariwala appointed as Independent Director of the Company on 11th April, 2016 and holds office upto the 10th April, 2021. Taking into consideration his expertise and experience and member proposing his candidature for the office of Independent director for the second term w.e.f. 11/04/2021 to 30/09/2025, the board of Directors consented to put the following Resolution, with and without modification in ensuing Annual General Meeting of the Company, for approval of the Shareholders of the Company:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), re-appointment of Mr. Dishant Kaushikbhai Jariwala (DIN: 07482806) and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office w.e.f. 11/04/2021 to 30/09/2025.

RESOLVED FURTHER THAT Mr. Naresh Saboo, Managing Directors, 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. 12: TO PLACE BEFORE THE BOARD QUARTERLY STATEMENT OF GRIEVANCES REDRESSAL MECHANISM AND CORPORATE GOVERNANCE REPORT



FOR THE QUARTER ENDED ON 31ST MARCH, 2021 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 31st March, 2021 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. 13: TO TAKE ON RECORD THE SHAREHOLDING PATTERN FOR THE QUARTER ENDED 31st March, 2021.

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. 14: TO TAKE ON RECORD THE RECONCILIATION OF SHARE CAPITAL AUDIT REPORT FOR THE QUARTER ENDED 31st March, 2021.

Pursuant to the Regulation 74 (5) 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 31st March, 2021. The Report is enclosed herewith as for your kind consideration. The Directors are requested to take note of the same.

ITEM NO. 15: TO TAKE ON RECORD THE COMPLIANCE CERTIFICATE UNDER REGULATION 7(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

It is proposed to take on record Compliance Certificate Pursuant to the Regulation 7(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended 31st March, 2021. The Directors are requested to take note of the same.

ITEM NO. 16: TO TAKE ON RECORD PRACTICING COMPANY SECRETARY CERTIFICATE UNDER REGULATION 40(9) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING TRANSFER OR TRANSMISSION OF SHARES OF THE COMPANY FOR THE QUARTER ENDED 31ST MARCH, 2021:

Pursuant to the Regulation 40(9) of SEBI (LODR) Regulations, 2015, it is proposed to take on record the Certificate provided by PCS regarding Transfer or Transmission of Shares of the Company for the Quarter ended 31st March, 2021. The Directors are requested to take note of the same.

ITEM NO. 17: TO TAKE NOTE OF TRANSFER / TRANSMISSION / DEMAT / RE-MATE DONE BY R&T AGENT:



The Chairman shall place before the Board a report on Transfer/ Transmission/ Demat/ Remate received from the Registrar and Share Transfer Agent of the Company. The Board shall take note of the same.

ITEM NO. 18: 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 31ST MARCH, 2021;

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 31st March, 2021.

ITEM NO. 19: TO TAKE ON RECORD DISCLOSURES RECEIVED FROM PROMOTER OR PAC UNDER REGULATION 30(1) AND 30(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011;

In terms of Regulation 30 (1) & 30 (2) read with Regulation 30(3) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011, the disclosure of shareholding/voting rights on behalf of each promoter and promoter group persons of **BIGBLOC CONSTRUCTION LIMITED** together with persons acting in Concert as of 31st March, 2021 in the prescribed format. The Directors are requested to take note of the same.

ITEM NO. 20: TO TAKE NOTE OF NON-APPLICABILITY OF SEBI CIRCULAR SEBI/HO/DDHS/CIR/P/2018/144 DATED AS ON 26TH NOVEMBER, 2018 - FUND RAISING BY ISSUANCE OF DEBT SECURITIES BY LARGE ENTITIES;

With reference to the SEBI Circular SEBI/HO/DDHS/CIR/P/2018/144 dated 26th November, 2018 in respect of fund raising by issuance of Debt Securities by Large Entity and disclosures and compliances thereof by such Large Corporate (LC).

In this connection, the Company **BIGBLOC CONSTRUCTION LIMITED** does not fall under the Large Corporate (LC) category as per framework provided in the aforesaid Circular. The Directors are requested to take note of the same.

ITEM NO. 21: TO AUTHORIZE ANY DIRECTOR OR KMP TO FILE VARIOUS E-FORMS WITH ROC

It is proposed to authorize any Director or KMP of the Company having Digital Signature to file various e-forms with the Registrar of Companies, Gujarat for the Financial Year 2021-22.

ITEM NO. 22: TO GIVE AUTHORITY TO MR. NARESH SITARAM SABOO MANAGING DIRECTOR, MR. NARAYAN SITARAM SABOO, DIRECTOR, MR. MOHIT NARAYAN SABOO, DIRECTOR & CFO AND/OR MR. SHYAM KAPADIA, COMPANY SECRETARY & COMPLIANCE OFFICER OF THE COMPANY TO GIVE INVITATION TO THE INVITEE FOR ATTENDING THE BOARD AND COMMITTEE MEETINGS.



It is proposed to give authority to Mr. Naresh Sitaram Saboo Managing Director, Mr. Narayan Sitaram Saboo, Director, Mr. Mohit Narayan Saboo, Director & CFO and/or Mr. Shyam Kapadia, Company Secretary & Compliance Officer of the Company for give invitation to the Invitee for attending the Board and Committee meetings.

ITEM NO. 23: TO AUTHORIZE ANY DIRECTOR OR KMP TO MAINTAIN AND UPDATE MINUTES AND STATUTORY REGISTERS OF THE COMPANY.

It is proposed to authorize any Director or KMP of the Company to maintain and update the minutes of Board Meeting, General Meeting and Various Committee Meetings as well as Statutory Registers of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 118 of the Companies Act, 2013 read with rules framed thereunder and Secretarial Standards issued by the Institute of Company Secretary of India, Mr. Shyam Kapadia, Company Secretary & Compliance Officer be and is hereby authorised to maintain and update the minutes of Board Meeting, General Meeting and Various Committee Meetings as well as Statutory Registers of the Company."

ITEM NO. 24: TO TAKEN NOTE OF WAIVER OF SENDING SIGNED MINUTES OF BOARD/ COMMITTEE MEETINGS TO THE DIRECTORS OF THE COMPANY.

It is proposed to take note of the Oral Waiver received from Directors for sending the signed minutes of Board / Committee Meetings.

ITEM NO. 25: 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 31.03.2021 submitted to Stock Exchanges.

ITEM NO. 26: 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. 27: VOTE OF THANKS BY CHAIRMAN

Meeting will concluded with the Vote of thanks by Chairman.

