

## **NOTICE TO THE MEMBERS**

**NOTICE** is hereby given that the Annual General Meeting of the Members of **ASSAM ROOFING LIMITED** will be held on **MONDAY** the **25TH** day of **SEPTEMBER, 2017** at **10.00 AM** at Bonda Narangi Guwahati – 781026, Assam to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2017, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sajan Kumar Pasari, who retires by rotation, and being eligible offers himself for reappointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s. Jitendra K Agarwal & Associates., Chartered Accountants, Kolkata (FRN: 318086E), be and are hereby appointed as Statutory Auditors of the Company in place of retiring auditors M/S. Singhi & Co., Chartered Accountants (FRN: 302049E), to hold office from the conclusion of this meeting for five years until the conclusion of the Annual General Meeting to be held for the financial year ending 31<sup>st</sup> March, 2022 , subject to ratification by the shareholders annually at a remuneration to be decided by the Audit Committee of the Board in consultation with the Auditors in addition to the Goods and Service Tax and actual out of pocket expenses incurred in connection with the audit of the accounts of the Company.

### **SPECIAL BUSINESS**

4. To consider and, if thought fit, to pass with or without modification, if any, the following resolution as Special Resolution to approve the revision in the terms and condition of re-appointment of Sri Bhagirath Pasari, as Managing Director of the Company.

**“RESOLVED THAT** in partial modification of the earlier resolution passed by the Members in their meeting held on 30<sup>th</sup> January 2017, the consent of the Company be and is hereby accorded on the recommendation of Nomination and Remuneration Committee and in accordance with provisions of Section 196, 197, 198, 203 read with Schedule V and provisions of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions, rules if any, of the Companies Act, 2013, and any other laws, regulations prevailing for the time being in force, and other statutory approvals, as may be required, to modify the term of re- appointment of Sri Bhagirath Pasari, (holding DIN 00084852) Managing Director of the Company, for a period of 3 years, with effect from 25.09.2017 up to 31.08.2018, other terms and conditions remaining the same.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter or vary the above terms and conditions so as not to exceed the limits specified in schedule V to the Companies Act, 2013 in case the Company has inadequate profits”.

**“RESOLVED FURTHER THAT** the Board of Directors, the Chairman of the Board and the Nomination and Remuneration Committee of the Board be and is hereby severally authorized to take such a steps as may be necessary or expedient in their entire discretion and for matters connected herewith or incidental thereto.”

5. To consider and, if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution for Ratification of Remuneration of Cost Auditor -:

**“RESOLVED THAT,** subject to such guidelines and approval as may be required from the Central Government the re - appointment of M/s. M Chakraborty & Co., Cost Accountant, of C/13, Bapujinagar , Jadavpur, Kolkata - 700092, as Cost Auditor to audit the Cost Accounts maintained by the Company for the year ending 31st March, 2018 on a remuneration of Rs 15,000/- (Rupees fifteen thousand) only plus reimbursement of travelling and other incidental expenses incurred by him, be and is hereby ratified”.

**Registered Office:**

Bonda Narangi ,  
Guwahati- 781026, Assam.

**By Order of the Board  
For ASSAM ROOFING LIMITED**

**SAJAN KUMAR PASARI  
(DIRECTOR)  
DIN: 00370738**

(Date: 01/09/2017)

**Notes:**

**1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The proxy form duly completed and signed, should be deposited with the company, at its registered office at least 48 hours before the time of the meeting. Proxies submitted on behalf of the Companies. A proxy form for the Annual General Meeting is enclosed.

A person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or members.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf in the meeting.

3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in relation to the Special Business of the Meeting is annexed hereto and forms part of this notice.
4. Pursuant to the provisions of Section 91 of the Companies act, 2013, the Register of Members and Share Transfer Books of the Company shall remain closed from **Wednesday, 20<sup>th</sup> September, 2017 to Monday, 25<sup>th</sup> September, 2017** (both days inclusive).
5. Members are requested to bring their copy of Annual Report at the Meeting and produce the enclosed attendance slip at the entrance to the place of the meeting.
6. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company on weekdays (3.00 p.m. to 5 p.m.) up to and including the date of the Annual General Meeting of the Company.
7. Members/proxies are requested to bring the attendance slips sent herewith duly signed for attending the meeting.
8. The Company has appointed Ms. Amber Ahmad, Practising Company Secretary, Kolkata, as the Scrutinizer for conducting the E-Voting process in a fair and transparent manner.
9. Copies of the Annual Report will not be distributed at the meeting. Members/proxies are requested to bring their copies of the same to the meeting.
10. The business set out in the Notice will be transacted through remote e-voting and ballot paper at the venue of the meeting and the Company is providing facility for the same. The complete details of the instructions for remote e- voting and voting at the venue of the AGM are annexed to this notice.

#### **11. VOTING THROUGH ELECTRONIC MEANS**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

#### **III.) The instructions for shareholders voting electronically are as under:**

- (i) The remote e-voting period commences on 22<sup>nd</sup> September, 2017 (10:00 am) and ends on 24<sup>th</sup> September, 2017 (5:00 pm). During this period members' of the Company, holding

shares either in physical form or in dematerialized form, as on the cut-off date of 19<sup>th</sup> September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (iii) Click on “Shareholders” tab.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. - Sequence number is communicated in the Attendance Slip/ Covering Letter.</li> </ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. **ASSAM ROOFING LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

12. Institutional Members / Bodies Corporate (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 through e-mail at [cs.amberahmad@gmail.com](mailto:cs.amberahmad@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 24<sup>th</sup> September, 2017 upto 5:00 pm without which the vote shall not be treated as valid.
13. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19<sup>th</sup> September, 2017.
14. The shareholders shall have one vote per equity share held by them as on the cut-off date of 19<sup>th</sup> September, 2017. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
15. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19<sup>th</sup> September, 2017 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
16. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
17. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 19<sup>th</sup> September, 2017 are requested to send the written / email communication to the Company at [Infocal@assamroof.com](mailto:Infocal@assamroof.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
18. Ms. Amber Ahmad, Company Secretary in whole time practice (Certificate of Practice Number 8581 ) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 AND UNDER SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2):**

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item Nos. 3, 4 & 5 of the accompanying Notice dated 01-09-2017.

**ITEM NO. 3**

Though not mandatory, this statement is provided for reference.

As per the provisions of Companies Act, 2013 read with rules made thereunder no listed Company shall appoint an audit firm as auditor for more than two consecutive terms of five years and an audit firm which has completed its term shall not be eligible for reappointment as auditor in the same company. Accordingly, the term of the existing Statutory Auditors, M/S. Singhi & Co., Chartered Accountants (FRN 302049E), Kolkata, is coming to end. The Board of Directors have recommended appointment of M/s. Jitendra K Agarwal & Associates, Chartered Accountants (FRN 318086E), kolkata as the Statutory Auditors of the Company in place of M/S. Singhi & Co, Chartered Accountants, Kolkata, existing Statutory Auditors of the Company, to hold Office from the conclusion of the ensuing Annual General Meeting till the conclusion of the Annual General Meeting to be held for the financial year ending 31st March, 2022.

M/s. Jitendra K Agarwal & Associates, Chartered Accountants (FRN 318086E), have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution set out at item no. 3 of the notice.

The Board recommends the resolution set forth in item No.3 of the notice for approval of the members.

**ITEM NO. 4**

The Board of Directors at its meeting held on 28.07.2015 appointed Sri Bhagirath Pasari as a Managing Director of the Company for a period of 5 years from 01.09.2015 to 31.08.2020 on the terms and conditions set out in the agreement dated 01.09.2015 which was approved by the shareholders at the Extra-ordinary General Meeting of the Company held on 29.08.2015. Further, in terms of the notification no. SO 2922(E) [F.NO.1/5/2013 CL-V], dated 12-09-2016, the remuneration of Mr. Pasari, was revised in accordance with Schedule V, which was approved by members at the extra ordinary general meeting held on 30.01.2017. As per provisions of Schedule V, approval of shareholders should be accorded for a period not exceeding 3 years. Hence, the original term of appointment of Mr. Pasari, be modified by reducing the term of appointment to 3 years, i.e. from 25.09.2017 to 24.9.2018.

Further resolution was passed in the Extra- ordinary General Meeting of the company held on 30th of January, 2017 to revise the remuneration of Mr. Bhagirath Pasari, Managing Director of the company in accordance with the provision of section 197 read with Schedule V and the applicable provisions of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions, rules if any, of the Companies Act, 2013.

In terms of the Provision of Schedule V the Remuneration and term of appointment of Mr. Bhagirath Pasari as Managing Director of the company is restricted to 3 years from the date of appointment.

Sri Bhagirath Pasari, aged 72 years, is a well known industrialist in North East India and has experience in industries such as automobiles, tea, steel and asbestos cement. Sri Pasari is having several years of experience in business.

The Board of Directors shall be authorized to revise the remuneration from time to time, provided that the remuneration package shall be within the maximum limits laid down under Section 197, Schedule V and all other applicable provisions of the Act, as amended form time to time. The statement showing revised remuneration of Sri Bhagirath Pasari Managing Director of the company is annexed hereto and marked as "Annexure A".

He shall not be entitled to sitting fee for attending Board Meetings.

He will, subject to the superintendence, control and directions of the Board of Directors, carry out such duties as may be entrusted to him by the Board and will undertake to the best of his skill, ability and utmost endeavors to promote the interest and welfare of the Company.

All other terms and conditions as approved at the General Meeting held on 29th August, 2015 remain unchanged.

The nomination and Remuneration Committee at its meeting held on 26th December 2016 has already approved the revision of Managing Director Remuneration.

The Board of Directors recommend passing of the said Resolution as Special business.

The copy of agreement are open for inspection at the Registered Office of the Company from 11.00 A.M. to 1.00 P.M. on any working day.

Sri Bhagirath Pasari and his relatives are interested in the resolution. No other Director and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in respect of the said resolution.

#### **ITEM NO. 5**

The Board on the recommendations of the Audit Committee, has appointed Shri M Chakraborty, Cost Accountant as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018 on a remuneration of Rs 15000/- (Rupees Fifteen Thousand only) plus reimbursement of out of pocket expenses and conveyance.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration as mentioned above, payable to the Cost Auditor is required to be ratified by the shareholders of the Company. The Board recommends the aforesaid resolution for approval of the shareholders.



The proposed Resolution set out in Item No. 5 of the convening Notice has to be considered accordingly and the Board recommends the same.

None of the Directors of the Company, the Key Managerial Personnel of the Company or their relatives are concerned or interested, in the aforesaid resolution.

By Order of the Board  
**ASSAM ROOFING LIMITED**

**Sajan Kumar Pasari**  
**Director**  
**Din: 00370738**

**Registered Office: -**

Bonda Narangi,  
Guwahati - 781026, Assam.

**(DATE : 01/09/2017)**

## ANNEXURE TO ITEMS 2 OF THE NOTICE

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING [Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	<b>SAJAN KUMAR PASARI</b>
Director Identification Number (DIN)	<b>00370738</b>
Date of Birth	<b>21-02-1947</b>
Nationality	<b>INDIAN</b>
Date of Appointment on Board	<b>29-09-1992</b>
Qualification	<b>Graduate</b>
Shareholding in Assam Roofing Limited	<b>50 shares</b>
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	The Chamong Tea Co Ltd
	Assam Roofing Limited
	Cera Sanitaryware Limited
	Regent Estates Ltd.
	India Automobiles 1960 Ltd
Indian Chamber Of Commerce Calcutta	
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	Assam Roofing Limited

There are no inter-se relationships between the Board Members.

**Form No. MGT-11****Proxy form**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID
I/We, being the member(s) of _____ shares of the above named company. Hereby appoint		
Name :	E-mail Id:	
Address:		
Signature , or failing him		

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote( on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on the 25<sup>th</sup> day of September, 2017 at 10.00 a.m. at Bonda Narangi Guwahati – 781026, Assam and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.**

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2017.		
2.	Re-appointment of Mr. Sajan Kumar Pasari, who retires by rotation.		
3.	Appointment of M/s. Jitendra K Agarwal & Associates., Chartered Accountants as Statutory Auditors for .		
4.	Modification in the terms of appointment of Mr. Bhagirath Pasari as Managing Director of the company.		
5.	Ratification of Remuneration of Mr. M Chakraborty as Cost Auditor for Year ending 31 <sup>st</sup> March, 2018.		

\* Applicable for investors holding shares in Electronic form.

Signed this \_\_\_\_ day of \_\_\_\_ 2017

Affix Revenue Stamps
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Signature of Shareholder      Signature of Proxy holder

Signature of the shareholder  
across Revenue Stamp

**Note:**

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company

**ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting hall)

1. I hereby record my presence at the Annual General Meeting of the Company, to be held on Monday, 25th day of September, 2017 at Bonda Narangi Guwahati - 781026, Assam at 10.00 a.m.

Full Name of the member (in BLOCK LETTERS):	
Registered Folio/DP ID & Client ID	

Full Name of the Proxy (in BLOCK LETTERS):	
Signature of the Member/ Proxy Present.	