

ASSAM ROOFING LIMITED

CIN: L26953AS1972PLC001381

Regd. Office: Bonda, Narangi, Guwahati-781026

Tel: (033) 2248 0016 (3 lines); **Fax:** (033) 2248 7604; **Email:** infocal@assamroof.com; **Website:** www.assamroof.com

NOTICE TO THE MEMBERS

Notice is hereby given that the 46th Annual General Meeting of the Members of Assam Roofing Limited will be held on Saturday the 29th day of September, 2018 at 04.30 pm 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 31st March 2018, 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 Mrs. Indu Adukia, who retires by rotation, and being eligible offers herself for reappointment.

SPECIAL BUSINESS

3. 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 pursuant to the provision of Section 196, 197, 203 of the Companies Act, 2013 and the Rules made there under and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members of the Company be and is hereby accorded to re-appoint Shri Bhagirath Pasari (holding DIN: 00084852) as a Managing Director of the Company for a further period of 3 (Three) years from the expiry of his present tenure, that is, with effect from 1st September 2018 to 31st August 2021, on the following terms and conditions including remuneration recommended by the Nomination and Remuneration Committee, as set out below:

| Sr. No. | Particulars | Details |
|---------|--------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Basic Salary | Rs. 7,00,000 (Rupees Seven Lakh only) per month |
| 2 | Bonus | As decided by the Board of Directors |
| 3 | Perquisites | <ol style="list-style-type: none">a. Free furnished accommodation, if available, to be provided by the Company, at a cost of not more than 30% of salary. In case accommodation, as above, is not provided by the Company, Shri Bhagirath Pasari will be paid House Rent Allowance @ 30% of basic salary per month.b. Medical Reimbursement - Reimbursement of actual expenses for himself, his wife and dependent children.c. Leave - Thirty days for every completed year of service as per Company's Rules in force from time to time. Unavailed leave may be accumulated upto 180 days, encashed at the end of the tenure.d. Leave Travel Concession for self, wife and dependent children once in a year incurred in accordance with the Company's Rules in force from time to time.e. Club Fees - Fees of Clubs, subject to a maximum of two Clubs.f. Motor Car and Driver - A car with driver to be provided for use on Company's business.g. Company's contribution towards Provident Fund and Pension/Superannuation Fund – As per the rules of the Company."h. Gratuity - One half month's salary for each completed year of service. Service in excess of six months in any year will be treated as one year's service.i. Telephone - Free telephone facility (excluding personal long distance calls) at the residence. |

“Resolved Further That the Board of Directors be and is hereby authorised to make such changes in the terms and conditions of reappointment of Shri Bhagirath Pasari and to increase the remuneration payable to him as it deems fit in the interest of the Company subject to the provisions of the Companies Act, 2013.”

“Resolved Further That in the event of absence or inadequacy of profits in any year or part thereof comprised in the tenure of service of Shri Bhagirath Pasari as Managing Director of the Company, remuneration payable to Shri Bhagirath Pasari will be in accordance with the provisions of Part-II of Schedule V of the Companies Act, 2013.”

4. 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 pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to M/s. M Chakraborty & Co., (FRN 100742) the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019 amounting to 15,000/- (Rupees fifteen thousand) only plus taxes as applicable and reimbursement of actual travel and out-of-pocket expenses be and is hereby ratified and confirmed.”

**By Order of the Board
For Assam Roofing Limited**

Registered Office:

Bonda Narangi,
Guwahati- 781026, Assam

**Sajan Kumar Pasari
(Director)**

DIN: 00370738

Date: 30/08/2018

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. 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 Tuesday, 25th September, 2018 to Saturday, 29th September, 2018 (both days inclusive).

4. 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.

5. 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 5.00 p.m.) up to and including the date of the Annual General Meeting of the Company.

6. Members/proxies are requested to bring the attendance slips sent herewith duly signed for attending the meeting.

7. 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.

8. 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.

9. VOTING THROUGH ELECTRONIC MEANS

I. In compliance with provision 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 Regulation 44 of SEBI Listing Obligations & Disclosure Requirements Regulations, 2015, 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 26th September, 2018 (10:00 am) and ends on 28th September, 2018 (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 24th September, 2018, 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 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 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:

| For Members holding shares in Demat Form and Physical Form | |
|-------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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. • 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. |
| DOB | 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. |
| Bank Account Number | Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none"> • Please Enter the DOB or Bank Account Number in order to Login. |

| | |
|-------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (DBD) | <ul style="list-style-type: none"> If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv). |
|-------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

- (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.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.
 - 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 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 under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533.

10. 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 24th September, 2018. A person who is not a member as on cut off date should treat this notice for information purpose only.

11. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficial owners position list provided by depositories as at closing hours of business, on 30th August, 2018.

12. 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 24th September, 2018 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

13. 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.

14. 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. 24th September, 2018 are requested to send the written / email communication to the Company at infocal@assamroof.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.

15. M/s. Amber Ahmad & Associates, Company Secretaries, proprietor CS Amber Ahmad, (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 48 hours of the 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.

16. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.assamroof.com and on the website of CDSL. The same will be communicated to the stock exchange viz. Calcutta Stock Exchange Limited where the shares of the company are listed.

17. Additional Information Pursuant to Regulation 36 of SEBI, Listing Regulations and Disclosure Requirements Regulations, 2015 in respect of Directors seeking appointment/reappointment at AGM forms part of the Notice.

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. 4 & 5 of the accompanying Notice dated 01-09-2018.

ITEM NO. 3

Mr. Bhagirath Pasari (DIN: 00084852) was appointed as the Managing Director of the Company for a term of 5 years with effect from 01st September, 2010 to 31st August, 2015. During the continuation of his tenure, he attained the age of seventy years in the month of April, 2015. In terms of Section 196(3) (a) and Schedule V Part I (c) of the Companies Act, 2013, approval of members were obtained by way of special resolution at the Extra-Ordinary General Meeting (EGM) held on 29th August, 2015 for his re-appointment, upon attaining the age of seventy years, for a further period of 5 years viz. from 01st September, 2015 to 31st August, 2020.

With the Board's recommendation and members approval, by way of special resolution passed at the EGM held on 31st January, 2017, Shri Pasari's remuneration was revised pursuant to notification no. SO 2922(E) [F.NO.1/5/2013 CL-V], dated 12-09-2016, which inter alia provided for doubling the limits of remuneration allowable under provisions of Section II of Part II of Schedule V of the Companies Act, 2013.

Further, as per the provisions of Schedule V (amended vide above mentioned notification), stipulated passing for such special resolution for a period not exceeding 3 years, it was proposed by the Board and subsequently approved by members at the AGM held on 25th September, 2017 to modify the term of appointment by reducing the period of office from 5 to 3 years, i.e. upto 31st August, 2018.

As the tenure of Shri Bhagirath Pasari shall expire on 31st August, 2018, the Board at its meeting held on 30th August, 2018 re-appointed him, subject to the approval of shareholders, for a further period of 3 years with effect from 01st September, 2018 to 31st August, 2021 on the terms and conditions set out in the resolution.

Sri Bhagirath Pasari, aged 73 years, is a well known industrialist in North East India and has experience in industries such as automobiles, tea, steel and asbestos cement. Shri Pasari is having several years of experience in business. He has also furnished his consent to the Company to act as Managing Director upon being re-appointed.

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 from time to time.

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.

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

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 are concerned or interested, financial or otherwise, in respect of the said resolution.

ITEM NO. 4

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, 2019, 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
For Assam Roofing Limited**

Registered Office:

Bonda Narangi,
Guwahati- 781026, Assam

**Sajan Kumar Pasari
(Director)**

DIN: 00370738

Date: 30/08/2018

ANNEXURE TO ITEMS 2 OF THE NOTICE

Information pursuant to Regulation 36(3) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard - 2 on General Meetings on Directors recommended for reappointment at the 46th Annual General Meeting Vide Item No.2 of the Notice as follows:

| | |
|--------------------------------------------------------------------------------------------------------|------------------------------------------------------------|
| Name of the Director | Indu Adukia |
| Director Identification Number (DIN) | 00512827 |
| Date of Birth | 16-02-1957 |
| Nationality | Indian |
| Date of Appointment on Board | 30-03-2015 |
| Qualification | Graduate |
| Experience | More than 3 Years of Experience |
| Shareholding in Assam Roofing Limited | Nil |
| List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies) | P. K. Enterprises (Assam) Limited Assam Roofing Limited |
| Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies | Nil |

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 29th day of September, 2018 at 04.30 p.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, 2018. | | |
| 2. | Re-appointment of Mrs. Indu Adukia, who retires by rotation. | | |
| 3. | Reappointment of Mr. Bhagirath Pasari as Managing Director of the Company. | | |
| 4. | Ratification of Remuneration of Mr. M Chakraborty as Cost Auditor for Year ending 31 st March, 2019. | | |

* Applicable for investors holding shares in Electronic form.

Signed this ____ day of ____ 2018

Signature of Shareholder

Signature of Proxy holder

| |
|----------------------------------------------------------------------------------|
| Affix Revenue Stamps & Signature of the shareholder across the 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 Saturday, 29th day of September, 2018 at Bonda Narangi Guwahati – 781026, Assam at 04.30 p.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. | |