ASSAM ROOFING LIMITED

CIN: L26953AS1972PLC001381

Regd. Office: Bonda Narangi, Guwahati - 781026, Assam

Tel: (033) 2248 0016 (3 lines); Fax: (033) 2248 7604; E-mail: infocal@assamroof.com; Website: www.assamroof.com

NOTICE TO THE MEMBERS

Notice is hereby given that the 47th Annual General Meeting of the Members of Assam Roofing Limited will be held on Monday, the 30th day of September, 2019 at 10.30 am at Bonda Narangi, Guwahati - 781026, Assam to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.
- To appoint a director in place of Mr. Sajan Kumar Pasari (DIN: 00370738), who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (as amended) (the "Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) (the "Rules"), Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the "Listing Regulations") and the Company's Policy on Related Party Transactions and subject to the approval / consent of such appropriate authorities, as may be required under any statute for time being in force, approval of the Shareholders be and is hereby accorded to the Board of Directors of the Company for entering into contract(s) / arrangement(s) / transaction(s) with Afflatus Trading Private Limited, the related parties of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for purchase of raw materials and stores items, on such terms and conditions as the Board of Directors may deem fit, upto a maximum aggregate value of Rs. 200.00 Crore for the financial year 2019-20, provided that the said contract(s) / arrangement(s) / transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company.

ESOLVED FURTHER THAT the Board of Directors be and is hereby also authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable to give effect to this Resolution."

To consider and, if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 (as amended) 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 on the recommendation of the Audit Committee to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2020 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

Bonda Narangi, Guwahati - 781026, Assam

Date: 30th May, 2019 Place: Guwahati

Registered Office:

Company Secretary

Bhavik Sheth

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 47TH 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.
- A Pursuant to the provisions of Section 91 of the Companies Act, 2013 (as amended), the Register of Members and Share Lansfer Books of the Company shall remain closed from Tuesday, 24th September, 2019 to Monday, 30th September, 2019 (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 (AGM) 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 the provision of Section 108 of the Companies Act, 2013 (as amended), Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), 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 Friday, 27th September, 2019 (10:00 am) and ends on Sunday, 29th September, 2019 (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, i.e., Monday, 23rd September, 2019, 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 <u>www.evotingindia.com</u> 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 <u>www.evotingindia.com</u> 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	
Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)	
 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.	
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.	
 Enter the Bank Account Number as recorded in your demat account with the depository or in the Company records for your folio. Please Enter the DOB or Bank Account Number in order to Login. 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, i.e., Monday, 23rd September, 2019. A person who is not a member as on cut-off date should treat this notice for information purpose only.
- _1. The notice of AGM 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 23rd August, 2019.
- **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, i.e. Monday, 23rd September, 2019 and not casting their vote electronically, may only cast their vote at the AGM.
- 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 / E-mail and holds the shares as on the cut-off date, i.e., Monday, 23rd September, 2019 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. CS Amber Ahmad, Proprietor of M/s. Amber Ahmad & Associates, Company Secretaries (FCS No.: 9312, CP No.: 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. The Calcutta Stock Exchange Limited, where the shares of the Company are listed.
- 17. Additional information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) 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 Statement as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item No. 3 of the accompanying Notice dated 30th May, 2019.

As a part of its regular business, the Company makes purchases from Afflatus Trading Private Limited at an arm's length basis and in the ordinary course of business from time to time.

Section 188 of the Companies Act, 2013 (as amended) (the "Act"), the applicable Rules framed thereunder and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the "Listing Regulations") provide that any Related Party Transaction will require prior approval of the Shareholders through Ordinary Resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited Financial Statements of the Company.

Hence, approval of the Shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with Afflatus Trading Private Limited during the financial year 2019-20.

The following disclosure(s) for entering into transactions with the related parties are made in accordance with the provisions of Section 188 of the Act and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014:

Sr. No.	Particulars	Details
1.	Name of the Related Party	Afflatus Trading Private Limited
2.	Nature of Relationship	Subsidiary
3	Nature, Duration of the Contract and Particulars of the contract or arrangement	Contract for purchase of raw materials and stores items and same shall be on a continuous basis.
4.	Material terms, monetary value and particulars of the contract or arrangement	Contract for purchase of raw materials and stores items and same shall be on a continuous basis. Value of proposed aggregate transactions during financial year 2019-20 is expected to be Rs. 200.00 Crore.
5.	Any advance paid or received for the contract or arrangement, if any	As per industry norms, custom and usages
6.	Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	The pricing is commensurate with the general trend in the industry and is at the rates prevalent in the market for such material.
7.	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Yes
~ q .	Any other information relevant or important for the members to take a decision on the proposed resolution	The material contracts with Related Party have been approved by the Board of Directors and recommended the same to the Shareholders for their approval.

The above contract(s) / arrangement(s) / transactions were approved by the Audit Committee at its meeting held on 17th May, 2019 and recommended by the Board of Directors to the Shareholders of the Company for their approval.

The Board of Directors recommends passing of the resolution as set out at Item No. 3 of this Notice as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Bhagirath Pasari, Managing Director of the Company is concerned or interested in the aforesaid resolution.

ITEM NO. 4

The Board on the recommendations of the Audit Committee has appointed M/s. M. Chakraborty & Co., (FRN: 100742), the Cost Auditors, as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2020, 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 (as amended) 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. 4 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.

Registered Office:

Bonda Narangi, Guwahati – 781026, Assam

Date: 30th May, 2019 Place: Guwahati By order of the Board For Assam Roofing Limited

Bhavik Sheth Company Secretary

ANNEXURE TO ITEM 2 OF THE NOTICE

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and Secretarial Standard - 2 on General Meetings, on Director recommended for reappointment at the 47th Annual General Meeting vide Item No. 2 of the Notice as follows:

Name of the Director	Sajan Kumar Pasari
Director Identification Number (DIN)	00370738
Date of Birth	21st February, 1947
Nationality	Indian
Date of Appointment on Board	29th September, 1992
Qualification	Graduate
Experience	More than 30 Years of Experience
Shareholding in Assam Roofing Limited	50 shares
List of Directorships held in other Companies (excluding foreign, private	The Chamong Tea Co Ltd
and Section 8 Companies)	Cera Sanitaryware Limited
	Regent Estates Ltd.
	India Automobiles 1960 Ltd
	Indian Chamber Of Commerce Calcutta
Memberships / Chairmanships of Audit and Stakeholders' Relationship	Assam Roofing Limited
Committees across Public Companies	

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]

ASSAM ROOFING LIMITED CIN: L26953AS1972PLC001381

Regd. Office: Bonda Narangi, Guwahati - 781026, Assam

AT MEETING MONDAY 30TH SEPTEMBER 2010)

(47 TH A)	NNUAL GENERAL MEETING, MONDAY, 30 th September,	2019)	
Name of the Member(s):		<u> </u>	
Registered Address:	E-lie No. / Client ID: DP		
E-mail ID:	FORD NO. / CHERT ID.		
I/We, being the member(s) of	shares of the above named Company, hereby appo	1111	
Name:	E-mail ID:		
Address:			
Signature, or failing him			
	7 1TD		
Name :	E-mail ID:		
1dress:			
Signature, or failing him			
	7 2 17.	<u> </u>	1
Name:	E-mail ID:		
Address:			
Signature, or failing him	1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1	h Annual Ge	oneral Meeting of
	and vote (on a poll) for me/us and on my / our behalf at the 47	Marangi Gr	ıwahati – 781026.
The second secon	the Manday alm day of appletinger, Zory we reverse		, , , , , , , , , , , , , , , , , , , ,
Assam and at any adjournment	ent thereof in respect of such resolutions as are indicated below:		
			Vote
SI. Resolution(S)		For	Against
No.	t the man and ad 31		
1. Adoption of Audited	d Financial Statements of the Company for the year ended 31	ŀ	1
Mauril 2010 and Ren	port of the Board of Directors and Auditors thereon.		
2. Re-appointment of M	1r. Sajan Kumar Pasari (DIN: 00370738), who retires by rotation.		
3. Approval for Related	Party Transactions (TRN) 199743) as the Co	et .	
4. Ratification of remur	neration of M/s. M. Chakraborty & Co., (FRN: 100742) as the Co.)1	
Auditor for year end	ling 31st March, 2020.		
* Applicable for investors ho	olding shares in Electronic form.		
- r 1			x Revenue nps &
Signed thisday of2019			nature of the
			reholder
		acro	oss the Stamp
		<u> </u>	
Signature of Shareholder	Signature of Proxy holder		
	مصمد لا من المناسب و	ted at the R	egistered Office o
Note: 1) This form of proxy	y in order to be effective should be duly completed and deposi	icu ai iiic iv	-0
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)

ASSAM ROOFING LIMITED

CIN: L26953AS1972PLC001381

Regd. Office: Bonda Narangi, Guwahati – 781026, Assam

I / We hereby record my / our presence at the 47^{th} Annual General Meeting of the Company, to be held on Monday, 30^{th} day of September, 2019 at Bonda Narangi, Guwahati – 781026, Assam at 10.30 am.

Full Name of the member (in BLOCK LETTERS)	
Registered Folio No. / DP ID & Client ID	
Full Name of the Proxy (in BLOCK LETTERS)	

ASSAM ROOFING LIMITED

- CIN: L26953AS1972PLC001381

Regd. Office: Bonda Narangi, Guwahati - 781026, Assam

(ANNEXURE TO THE NOTICE FOR THE 47TH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 30TH SEPTEMBER, 2019)

Name & Registered Address
of Sole / First named Member:

Name of Joint Holders (if any):

Folio No. / DP ID & Client ID:

No. of Equity Shares Held:

Subject: Process and manner for availing E-voting facility

Dear Shareholder.

in compliance with the provisions of Section 108 of the Companies Act, 2013 (as amended) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the Company is pleased to provide to the members facility of voting by electronic means through remote e-voting (i.e. voting electronically from a place other than the venue of the general meeting) in respect of businesses to be transacted at the 47th Annual General Meeting (AGM) of the Company scheduled to be held on Monday, 30th September, 2019, at 10.30 a.m. at Bonda Narangi, Guwahati – 781026, Assam and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link https://www.evotingindia.com.

The e-voting particulars are set out below:

EVSN	User ID	Password
(Electronic Voting Sequence Number)		

The e-voting facility will be available during the following period:

	1 CONTROL
Commencement of Remote E-Voting	End of Remote e-Voting
27th September, 2019 at 10.00 A.M. (IST)	29th September, 2019 at 5.00 P.M. (IST)

Please read the instructions mentioned in the Notes of the AGM Notice before exercising your vote.

Registered Office:

Bonda Narangi, Guwahati – 781026, Assam

Date: 30th May, 2019 Place: Guwahati By order of the Board For Assam Roofing Limited

Bhavik Sheth Company Secretary