

## NOTICE FOR ANNUAL GENERAL MEETING

NOTICE is hereby given that the 24<sup>th</sup> Annual General Meeting of the Members of Navkar Builders Limited will be held on Tuesday, 13<sup>th</sup> September, 2016 at 11.30 A.M at 304, Circle P, Near Prahlad Nagar, S.G. Highway, Ahmedabad – 380051 to transact the following business:-

### **ORDINARY BUSINESS:**

1. To receive and adopt the audited balance sheet as 31<sup>st</sup> March, 2016 and profit & loss account of the company for the year ended on 31<sup>st</sup> March, 2016 and the Report of the Directors' and Auditors.
2. To re-appoint Director in place of Mr. Rameshchandra Patel who retires by rotation and being eligible offers himself for reappointment.
3. To Declare dividend @ of 5%
4. To appoint M/s. S V K & Associates, Chartered Accountants, Ahmedabad, as Statutory Auditors of the Company in place of M/s. J.B. Shah & Co, the retiring Statutory Auditors, to hold office from the conclusion of this Annual General Meeting, until the conclusion of Annual General Meeting to be held in the year 2022, subject to ratification at every Annual General Meeting and to fix their remuneration for the financial year ending 31<sup>st</sup> March, 2017.

### **SPECIAL BUSINESS:**

5. **Appointment of Mr. Shaileshbhai Shah (DIN: 02231177), as an Independent Director of the Company:**

To consider and if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:-

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time, Mr. Shaileshbhai Shah (DIN: 02231177), a non-executive Director of the Company, who has submitted declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for the term of five years, with effect from 13<sup>th</sup> September, 2016 to 12<sup>th</sup> September, 2021.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”

6. **Appointment of Mr. Rameshchandra Patel (DIN: 02423697), as an Independent Director of the Company:**

To consider and if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:-

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time, Mr. Rameshchandra Patel (Din: 02423697), a non-executive Director of the Company, who has submitted declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for the term of five years, with effect from 13<sup>th</sup> September, 2016 to 12<sup>th</sup> September, 2021.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”

**7. Appointment of Mr. Sunil Bohara (DIN: 02232219), as an Independent Director of the Company:**

To consider and if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:-

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time, Mr. Sunil Bohara (DIN: 02232219), a non-executive Director of the Company, who has submitted declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for the term of five years, with effect from 13<sup>th</sup> September, 2016 to 12<sup>th</sup> September, 2021.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”

**By Order of the Board of Directors**

**Place : Ahmedabad**

**Date : 12/08/2016**

**Sd/-  
(Samir Patel)  
Managing Director  
DIN: 01852150**

**Sd/-  
(Dakshesh Shah)  
Managing Director  
DIN: 00561666**

**Sd/-  
(Shailesh Shah)  
Director & CFO  
DIN: 02231177**

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

2. The Register of Members and Share Transfer Books of the Company will remain closed from 05<sup>th</sup> September, 2016 to 13<sup>th</sup> September, 2016 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges.
3. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in demate form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
4. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
5. Voting through Electronic means:

Pursuant to Section 108 of the Companies Act, 2013, read with the Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014 in pursuance with the directions issued by SEBI vide Circular No. CIR/CFD/DIL/6/2012 dated 13<sup>th</sup> July, 2014, the Company is pleased to provide the facility to Members to exercise their right at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL)

**A. The instructions for members for voting electronically are as under:-**

- (i) The remote e-voting period begins on 08<sup>th</sup> September, 2016 (10.00 a.m.) and ends on 12<sup>th</sup> September, 2016 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 02<sup>nd</sup> September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (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.
- (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 Demat account holder has forgotten his/ her existing password then enter the User ID and the image verification code and click on 'Forgot Password' and enter the details as prompted by the system
- (viii) 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)
	Members who have not updated their PAN with the Company/ their Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.
	In case the folio 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. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.  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 member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then reach directly 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (xii) Click on the EVSN for 'Navkar Builders Limited'.
  - (xiii) 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.
  - (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
  - (xv) 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.
  - (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  - (xviii) Note for Non-Individual Shareholders & Custodians:
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate and Custodians respectively.
    - 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 should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
    - 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).
- B. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 04<sup>th</sup> September, 2016.
  - C. A copy of this notice has been/ shall be placed on the website of the Company and the website of CDSL.
  - D. Ms. Rupal Patel, Practicing Company Secretary (Membership No. FCS 6275) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
  - E. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make not later than three days of conclusion of the meeting, 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.
- F. In terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is sent along with this Notice. A member desiring to exercise vote by Ballot shall complete the said Ballot Form with assent (for) or dissent (against) and send it to Ms. Rupal Patel, Scrutinizer, having office address at 303, Prasad Aprt., Opp. Jain Derasar, S.M. Road, Nehrunagar Cross Road, Ahmedabad-380015, Tel. No: 079-26420603, E-mail: [roopalcs2001@gmail.com](mailto:roopalcs2001@gmail.com) so as to reach her on or before 12<sup>th</sup> September, 2016 by 5.00 p.m. Any Ballot Form received after the said date and time shall be treated as if the reply from the Members has not been received.
- G. The facility for voting through ballot shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting/ ballot shall be able to exercise their voting right at the meeting.
- H. The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- I. The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.navkarbuilders.com](http://www.navkarbuilders.com) within 48 (Forty Eight) hours of conclusion of the annual general meeting and will be communicated to BSE Limited, who are required to place them on their website. The same shall also be placed on the website of CDSL.
6. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.
7. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participant(s), with whom they maintain their demat accounts; will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change in bank particulars. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their Depository Participants immediately.
8. Corporate members intending to send their authorised representative to attend the meeting pursuant to the section 113 of the Companies Act, 2013 are requested to send to the company a certified true copy of the relevant board resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the meeting.
9. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. MCS Share Transfer Agent Limited - Registrar and Share Transfer agent of the Company immediately.
10. Members are requested to note that as per Section 205A of the Companies Act, 1956, dividends not encashed / claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF). After transfer

of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.

11. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. MCS Share Transfer Agent Limited, Ahmedabad, Registrar and Share Transfer agent of the Company.
12. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
13. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

**By Order of the Board of Directors**

**Place : Ahmedabad**

**Date : 12/08/2016**

**Sd/-  
(Samir Patel)  
Managing Director  
DIN: 01852150**

**Sd/-  
(Dakshesh Shah)  
Managing Director  
DIN: 00561666**

**Sd/-  
(Shailesh Shah)  
Director & CFO  
DIN: 02231177**

**ANNEXURE TO THE NOTICE  
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE  
COMPANIES ACT, 2013**

**Item No. 2**

**Details of Director seeking reappointment at Annual General Meeting:**

Name	Mr. Rameshchandra Patel
Date of Birth	04/01/1962
Directorship in other Public limited Companies	Nil
Membership of Committees of other Public Limited Companies	Nil
Director of Company since	01/10/2007
No. of Shares Held	Nil

**Item No. 4**

The Company had received Notice of Resignation dated 12/08/2016 under Section 140(4) of the Companies Act, 2013 from M/s. J.B. Shah & Co., Chartered Accountants, Ahmedabad in its capacity as a Statutory Auditors of the Company and the Board have recommended appointment of M/s. S V K & Associates, Chartered Accountants, Ahmedabad, as Statutory Auditors in place M/s. J.B. Shah & Co., Chartered Accountants, Ahmedabad, the retiring Statutory Auditors.

The change in the Statutory Auditors is proposed in order to remain at the forefront of good governance and in recognition of regulatory changes under the Companies Act, 2013. The Copy of the special notice for the appointment of new auditors is not required to be given in this report as provided under sub-section (2) of section 139 of the Companies Act, 2013.

**Item No. 5**

Mr. Shaileshbhai Shah, Director of the Company, has given a declaration to the Board that he met the criteria of independence as provided under Section 149(6) of the Act, In the opinion of the Board, The Director fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and He is independent of the management.

Mr. Shaileshbhai Shah is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as a Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, his appointment as Independent Director is now being placed before the members for their approval.

The terms and conditions of appointment of the above Director shall be open for inspection by the members at the registered office of the company during normal business hours on any working day, excluding Saturday.



Brief resume and other details of the Independent Director whose appointment is proposed, is provided in the annexure to the Explanatory statement attached herewith.

Mr. Shaileshbhai Shah is deemed to be interested in the resolutions set out respectively at Item No. 5 of the Notice with regard to his respective appointment.

The Board recommends the said resolution for your approval.

Save and except the above, none of the other Director or any key managerial personnel or any relative of any of the Director of the Company or the relative of any of the Director of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolutions.

Profile of the Directors:

<b>Name</b>	:	Mr. Shaileshbhai Shah
<b>Date of birth</b>	:	27/05/1962
<b>Qualification</b>	:	B.com (SY)
<b>Expertise</b>	:	Accounts and administration
<b>Director of the Company since</b>	:	01/10/2007
<b>Directorship in other public limited companies</b>	:	Nil
<b>Membership of Committees of other public limited companies</b>	:	Nil
<b>No. of Shares held in the Company</b>	:	Nil

#### **Item No. 6**

Mr. Rameshchandra Patel, Director of the Company, has given a declaration to the Board that he met the criteria of independence as provided under Section 149(6) of the Act, In the opinion of the Board, The Director fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management.

Mr. Rameshchandra Patel is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as a Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, his appointment as Independent Director is now being placed before the members for their approval.

The terms and conditions of appointment of the above Director shall be open for inspection by the members at the registered office of the company during normal business hours on any working day, excluding Saturday.

Brief resume and other details of the Independent Director whose appointment is proposed, is provided in the annexure to the Explanatory statement attached herewith.

Mr. Rameshchandra Patel is deemed to be interested in the resolutions set out respectively at Item No. 6 of the Notice with regard to his respective appointment.

The Board recommends the said resolution for your approval.

Save and except the above, none of the other Director or any key managerial personnel or any relative of any of the Director of the Company or the relative of any of the Director of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolutions.

**Profile of the Directors:**

<b>Name</b>	:	Mr. Rameshchandra Patel
<b>Date of birth</b>	:	04/01/1962
<b>Qualification</b>	:	B.Com
<b>Expertise</b>	:	Administration
<b>Director of the Company since</b>	:	01/10/2007
<b>Directorship in other public limited companies</b>	:	Nil
<b>Membership of Committees of other public limited companies</b>	:	Nil
<b>No. of Shares held in the Company</b>	:	Nil

**Item No. 7**

Mr. Sunil Bohara, Director of the Company, has given a declaration to the Board that he met the criteria of independence as provided under Section 149(6) of the Act, In the opinion of the Board, The Director fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management.

Mr. Sunil Bohara is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as a Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, his appointment as Independent Director is now being placed before the members for their approval.

The terms and conditions of appointment of the above Director shall be open for inspection by the members at the registered office of the company during normal business hours on any working day, excluding Saturday.

Brief resume and other details of the Independent Director whose appointment is proposed, is provided in the annexure to the Explanatory statement attached herewith.

Mr. Sunil Bohara is deemed to be interested in the resolutions set out respectively at Item No. 7 of the Notice with regard to his respective appointment.

The Board recommends the said resolution for your approval.

Save and except the above, none of the other Director or any key managerial personnel or any relative of any of the Director of the Company or the relative of any of the Director of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolutions.

**Profile of the Directors:**

<b>Name</b>	:	Mr. Sunil Bohara
<b>Date of birth</b>	:	01/12/1975
<b>Qualification</b>	:	Chartered Accountant
<b>Expertise</b>	:	Administration
<b>Director of the Company since</b>	:	11/06/2007
<b>Directorship in other public limited companies</b>	:	Nil
<b>Membership of Committees of other public limited companies</b>	:	Nil
<b>No. of Shares held in the Company</b>	:	Nil

**By Order of the Board of Directors**

**Place : Ahmedabad**

**Date : 12/08/2016**

**Sd/-**  
**(Samir Patel)**  
**Managing Director**  
**DIN: 01852150**

**Sd/-**  
**(Dakshesh Shah)**  
**Managing Director**  
**DIN: 00561666**

**Sd/-**  
**(Shailesh Shah)**  
**Director & CFO**  
**DIN: 02231177**

**Registered Office:**

M/s. Navkar Builders Limited,  
304, Circle P, Near Prahlad Nagar,  
S.G. Highway, Ahmedabad – 380051  
Phone : 079-40064095  
CIN : L45200GJ1992PLC017761  
Email : [navkarbuilders@yahoo.co.in](mailto:navkarbuilders@yahoo.co.in)  
Website : [www.navkarbuilders.com](http://www.navkarbuilders.com)

**Important Communication to Members**

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respects of electronics holding with the Depository through their concerned Depository Participants.