

AUTUMN BUILDERS LIMITED
29A, WESTON STREET, 2ND FLOOR, ROOM NO. B3, KOLKATA – 700 012.

NOTICE TO MEMBERS

NOTICE is hereby given that the **9th Annual General Meeting** of the Shareholders of **Autumn Builders Limited** will be held on **Friday, 7th day of September, 2017** at 3:00 PM at 29A, Weston Street, 2nd Floor, Room No. B3, Kolkata-700 012, West Bengal to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 including the Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss for the year ended on that date together with the Report of the Board of Directors and Auditors thereon.
2. To appoint the Statutory Auditors and fix their remuneration. The Auditor of the Company M/s. Alfa Daga & Associates, Chartered Accountants, who retires at the ensuing Annual General Meeting. M/s. Rakesh Kumar Agrawal, Chartered Accountant has been recommended by the Directors of the Company to be appointed as the Auditor of the Company till the conclusion of the 12th Annual General Meeting. To consider and, if though fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. Rakesh Kumar Agrawal, Chartered Accountant (Membership No. 062149), be appointed as statutory auditor of the Company, in place of retiring auditors M/s. Alfa Daga & Associates, Chartered Accountants (Firm Registration No. 326733E), to hold office from the conclusion of this 09th Annual General Meeting (AGM) until the conclusion of the 12th AGM, subject to ratification by members every year, as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS

3. As an Ordinary Resolution:

To Approve re-appointment and remuneration of Mr. Deepak Kumar Singh (DIN: 03053786) as, Managing Director.

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 196, 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013, the relevant rules made there under read with Schedule V of the said Act (including any statutory modifications and reenactment thereof, for the time being in force), consent of the members of the Company be and is hereby accorded for the reappointment of Mr. Deepak Kumar Singh (DIN: 03053786) as, Managing Director of the Company for a further period of two years with effect from 1st January 2017 to 31st December 2018, liable to retire by rotation, on the terms & conditions and remuneration as set out below:

(A) SALARY: Rs.3,00,000 per annum.

“RESOLVED FURTHER THAT in event of no profits or inadequacy of profits, in any financial year, during the currency of term of Mr. Deepak Kumar Singh, the Company shall pay Mr. Deepak Kumar Singh, the existing remuneration as minimum remuneration by way of salary, perquisites and / or allowance, performance based rewards/ incentives exceeding the limit laid down in Schedule V to the Companies Act, 2013, as applicable to the Company or such other limits, as may be prescribed by the Central Government from time to time as to minimum remuneration and in compliance with provisions stipulated therein subject to the prior approval of the Central Government if and to the extent necessary”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

Regd. Office:
29A, Weston Street, 2nd Floor
Kolkata, West Bengal
India – 700 012
Date: 11th August, 2017

By Order of the Board of Directors

Deepak Kumar Singh
(Director)

Notes:

- a) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the item of Special Business is annexed hereto.
- b) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him and a proxy need not be a member of the company.
- c) Proxy form duly stamped and executed in order to be effective, must reach the Registered Office of the Company not less than 48 hours before the time of commencement of the Annual General Meeting.
- d) Corporate Members are requested to send to the Registered Office of the Company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
- e) Members / proxy holders are requested to bring their attendance slip duly signed so as to avoid inconvenience.
- f) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- g) Additional details in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting are annexed hereto. The Directors seeking appointment/re-appointment have furnished the requisite consent and/or declaration for their appointment/re-appointment.
- h) The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 01st September 2017 to Thursday, 07th September 2017(both days inclusive).
- i) Members desiring any information on the Accounts of the Company are requested to write to the Company at least 10 days in advance so as to enable the Company to keep the information ready.
- j) Members are requested to notify immediately any change in their address to the Company to Registrar & Share Transfer Agent of the Company, M/s. Bigshare Services Pvt. Ltd. At 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400 059 their Folio Numbers, Shareholders holding shares in dematerialized form are requested to address all their correspondence to their respective Depository Participants.
- k) Shareholders are requested to quote Registered Folio Number in all the Correspondence with the Company.

- l) 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 (record date) of **September 01, 2017**.
- m) The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on or before **13th August, 2017**.
- n) A copy of this notice has been placed on the website of the Company.
- o) The notice of the General Meeting and Annual Report of the Company is uploaded on the website of the company www.autumnbuilders.in.

p) Voting through electronic means

Pursuant to provisions of Section 108 of the Companies Act, 2013 and 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 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 National Securities Depository Limited (NSDL).**

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or www.autumnbuilders.in .

The e-voting period commences on 04th September, 2017 (9:00 am) and ends on 06th September, 2017 (5:00 pm). During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of 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 **01st September, 2017**. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **31st August, 2017**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or autumnbuilders2009@yahoo.in .

The facility for voting through ballot paper shall be made available at the AGM/EGM 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 procedure to login to e-Voting website is given below:

1. Open the attached PDF file “**e-Voting.pdf**” giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your “User ID” and “Password for e-voting”. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on “Shareholder - Login”.
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of remote “e-Voting” opens. Click on e-Voting: Active Voting Cycles.
7. Select “EVEN” of (**Autumn Builders Limited**). Members can cast their vote online from **September 04, 2017 (9:00 am)** till **September 06, 2017 (5:00 pm)**.

Note: e-Voting shall not be allowed beyond said time.

8. Now you are ready for “e-Voting” as “Cast Vote” page opens.
9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also 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, to the Scrutinizer through e-mail sharmasmitacs@gmail.com with a copy marked to evoting@nsdl.co.in.

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and 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 shall make, not later than three days 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 or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

Other information:

- Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; www.icicidirect.com for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website www.icicidirect.com. Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the evoting system of NSDL.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT,2013

ITEM NO. 3

- I. Pursuant to the provisions of Section 196, 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013, the relevant rules made there under read with Schedule V of the said Act (including any statutory modifications and reenactment thereof, for the time being in force) and Listing Agreements, it is required to appoint Mr. Deepak Kumar Singh as the Managing Director for a term of two years which further requires the approval of members by way of a special resolution. Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a special resolution. Part 1 of Schedule V to the Act contains a similar relaxation.
- II. Mr. Deepak Kumar Singh does not hold any shares by himself or for any other person on a beneficial basis in the Company.
- III. Mr. Deepak Kumar Singh has given a declaration that he satisfies the criteria of independence as provided under Section 149(6) of the Companies Act, 2013.
- IV. In the opinion of the Board, Mr. Deepak Kumar Singh fulfils the conditions specified in the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 for his appointment in the capacity of Managing Director of the Company.
- V. The Board considers that his association and guidance would be of immense benefit to the Company. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Deepak Kumar Singh as the Managing Director for two consecutive years for a term from 01st January 2017 up to 31st December 2018, for the approval by the shareholders of the Company.
- VI. Except Mr. Deepak Kumar Singh, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

Regd. Office:
29A, Weston Street, 2nd Floor
Kolkata, West Bengal
India – 700 012
Date: 11th August, 2017

By Order of the Board of Directors

Deepak Kumar Singh
(Director)

FORM NO. MGT-11

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

CIN: L14299WB2009PLC133130

NAME OF THE COMPANY: AUTUMN BUILDERS LIMITED

REGD OFFICE: 29A, WESTON STREET, 2ND FLOOR, ROOM NO. B-3, KOLKATA – 700 012.

NAME OF THE MEMBER(s):

REGISTERED ADDRESS:

EMAIL-ID:

FOLIO NO. / CLIENT ID:

DP ID:

I/We, being members of.....shares of the above named company, hereby
appoint

1. Name:.....Address:.....
Email-id.....Signature.....or failing him
2. Name:.....Address:.....
Email-id.....Signature.....or failing him
3. Name:.....Address:.....
Email-id.....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 Thursday, 07th day of September, 2017 at
3.00 PM at 29A, Weston Street, 2nd Floor, Room No. B-3, Kolkata – 700 012 and at any
adjournment thereof in respect of such resolutions as are indicated below:

P.T.O.

Resolution No.	Resolution	Optional	
		For	Against
Ordinary Business:			
1.	Consider and adopt Audited Financial Statements, Reports of the Board of Directors and Auditors for the financial year ended March, 2017.		
2.	Appointment of Auditors and to fix their remuneration.		
Special Business:			
3.	Appointment of Mr. Deepak Kumar Singh as the Managing Director of the Company		

Signed this Day of 2017

Signature of the Shareholder(s) Signature of Proxy(s)

Affix Revenue Stamp

Note: 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.

AUTUMN BUILDERS LIMITED

CIN: L14299WB2009PLC 133130

29A, WESTON STREET, 2ND FLOOR, ROOM NO. B3, KOLKATA – 700 012.

Email: autumnbuilders2009@yahoo.in Website: www.autumnbuilders.in

ATTENDANCE SLIP

(TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

(ANNUAL GENERAL MEETING – 07th SEPTEMBER, 2017)

I/We hereby record my/our presence at the Annual General Meeting of “Autumn Builders Limited” to be held at 29A Weston Street, 2nd Floor, Room No.B3, Kolkata-700 012 on Thursday, to be held on 07th September, 2017 at 3.00 PM.

Full Name of the Member (IN BLOCK LETTER):

Folio No.: DP ID: Client ID:

Full Name of the Proxy (IN BLOCK LETTER):

Member/Proxy(s) Signature:

(Please cut here and bring the Attendance Slip duly Signed, to the meeting and hand it over at the entrance. Duplicate Slip will not be issued at the venue of the meeting)