

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

NOTICE TO MEMBERS

NOTICE is hereby given that the **Extra-Ordinary General Meeting** of the Shareholders of **Autumn Builders Limited** will be held on **Monday, 15th day of January, 2018** at 3:00 PM at 29A, Weston Street, 2nd Floor, Room No. B3, Kolkata-700 012, West Bengal to transact the following business:

SPECIAL BUSINESS

Appointment of Statutory Auditors to fill casual vacancy.

1. As an Ordinary Resolution:

To approve the appointment of M/s Uttam K. Garg & Co. as the Statutory Auditor's of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Uttam K. Garg & Co., Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of Rakesh Kumar Agarwal, Chartered Accountant.

"RESOLVED FURTHER THAT M/s. Uttam K. Garg & Co., Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2018 on such remuneration as may be fixed by the Board of Directors in consultation with them."

"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: 18th December, 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 Extra-Ordinary 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 Extra-Ordinary 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 EGM.
- g) 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.
- h) 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.
- i) Shareholders are requested to quote Registered Folio Number in all the Correspondence with the Company.
- j) 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 **January 08, 2018**.
- k) The notice of Extra-Ordinary 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 **15th December, 2017**.
- l) A copy of this notice has been placed on the website of the Company.
- m) The notice of the General Meeting of the Company is uploaded on the website of the company www.autumnbuilders.in.

n) 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 Extra-Ordinary General Meeting (EGM) 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 EGM (“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 Extra-Ordinary General Meeting (EGM) 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 12th December, 2017 (9:00 am) and ends on 14th December, 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 08th January, 2018**. 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. **08th January, 2018**, 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 EGM/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 **January 12, 2018 (9:00 am)** till **January 14, 2018 (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 EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.

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 EGM through ballot paper.

The Chairman shall, at the EGM, 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 EGM 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 EGM, 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. 1

1. Rakesh Kumar Agarwal, Chartered Accountants, have tendered their resignation from the position of Statutory Auditors on personal grounds, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposes that M/s. Uttam K. Garg & Co., Chartered Accountants, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of Rakesh Kumar Agarwal, Chartered Accountants. M/s. Uttam K. Garg & Co., Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013. Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members. None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Regd. Office:
29A, Weston Street, 2nd Floor
Kolkata, West Bengal
India – 700 012
Date: 18th December, 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 Extra-Ordinary General Meeting of the company, to be held on Monday, 15th day of January, 2018 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	
Special Business:			
1.	Appointment of M/s Uttam K. Garg & Co. as the Statutory Auditor 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)

(EXTRA-ORDINARY GENERAL MEETING –15th JANUARY, 2018)

I/We hereby record my/our presence at the Extra-Ordinary General Meeting of “Autumn Builders Limited” to be held at 29A Weston Street, 2nd Floor, Room No.B3, Kolkata-700 012 on Monday, to be held on 15th January, 2018 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)

