

NOTICE OF 14TH ANNUAL GENERAL MEETING

Notice is hereby given that the 14th Annual General Meeting of the members of **BRONZE INFRA-TECH LIMITED** will be held on Monday, 24th September, 2018 at 2.00 p.m., at Unit No. 3/A, Imax Lohia Square 23, Office No. 4B, 4th floor, Premises No. 23, Gangadhar Babu Lane, Kolkata – 700 012, West Bengal to transact the following businesses:

ORDINARY BUSINESS

1. To receive consider and adopt the Financial Statements of the Company for the Financial year ended 31st March, 2018 and the Report of the Board of Directors and the Auditors thereon.
2. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. SSRV & Associates, Chartered Accountants (Firm Registration No. 135901W) be and are hereby appointed as Statutory Auditors of the Company in place of M/s. Doshi Maru & Associates, Chartered Accountants (FRN: 0112187W) who shall hold office for a period of 5 years (Five years), from the conclusion of this Annual general meeting until the conclusion of the Nineteenth Annual General Meeting of the Company subject to ratification by shareholders at each annual general meeting to be held hereafter at such remuneration as may be decided by the Board of Director in consultation with the Auditor’s.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

SPECIAL BUSINESS

3. 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the SEBI (LODR) Regulations, Mr. Krishnat Shripati Desai (DIN: 02422088) who was appointed as an Additional Director pursuant to the provisions of Section 149 and 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years and not liable to retire by rotation.”

4. 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the SEBI (LODR) Regulations, Mr. Shanker Lal Pancholia (DIN: 08068717) who was appointed as an Additional Director pursuant to the provisions of Section 149 and 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and

is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years and not liable to retire by rotation.”

5. 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the SEBI (LODR) Regulations, Mr. Mahesh Salvi (DIN: 08067052) who was appointed as an Additional Director pursuant to the provisions of Section 149 and 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years and not liable to retire by rotation.”

6. To consider and if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval members of the Company and by the Central Government and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications as may be imposed or prescribed by any other authority in granting such approvals, permissions and sanctions, consent of the Company be and is hereby accorded to the appointment of Mrs. Shweta Manoj Sharma (DIN: 08067048) as a Managing Director of the Company and to hold office for a term upto five consecutive years upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this Resolution and or to make modification as may be deemed to be in the best interest of the Company.”

7. Special Resolution for approval of the limits for the Loans and Investment by the Company in terms of the provisions Section 186 of the Companies Act, 2013

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, the approval of the members of the Company be and is hereby accorded to the Board to (a) give any loan to any body corporate(s) /person (s); (b) give any guarantee or provide security in connection with a loan to any body corporate(s) /person (s); and (c) acquire by way of subscription, purchase or otherwise, securities of any body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding INR 50,00,00,000 (Rupees Fifty Crores Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT in case of divestment of the investment, the Directors of the Company be and are hereby authorized to sign the necessary applications, papers, forms, documents etc. for effective implementation of decision of divestment taken by the Company from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

Registered Office:

Unit No. 3/A Imax Lohia
Square 23 Gangadhar Babu Lane
Kolkata -700 012
West Bengal

Place: Kolkata

Date: 14.08.2018

By Order of the Board of Directors
For Bronze Infra-Tech Limited

Sd/-
Shabnam Parveen
Company Secretary

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. 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 proxy for any other person or shareholders.
3. The Register of Members and Transfer Books of the Company will remain closed from Tuesday the 18th day of September, 2018 to Monday the 24th day of September, 2018 (both days inclusive).
4. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment/ re-appointment at the AGM as per Item No- 3 to 6, of the aforesaid notice, is furnished as Annexure to the Notice. The Directors have furnished consent/declaration for their appointment/ re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than 3 days of notice in writing is given to the Company.
6. The notice is being sent to all members, whose names appear on the Register of Members/List of Beneficial Owners.
7. Members may kindly take note for “Green Initiative in the Corporate Governance” in view of Circular No. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 issued by Ministry of Corporate Affairs. It is earnestly requested in view of the Circular and other statutory provisions, that the Members who have yet not registered/ updated their e-mail ids may notify the same to the Company either at the registered office or at email address info@bronzefratech.com quoting full details of Folio No./DP, Client ID and name of first/sole holder.
8. In case shares are jointly held, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member.
9. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
10. Copy of relevant documents referred to in this notice are open for inspection at the registered office of the Company on all working days , except holidays between 11.00 A.M to 2.00 P.M upto the date of declaration of the results of e-voting.
11. Any member desirous of getting any information on the accounts of the Company is required to forward his/her queries at least 7 days prior to the meeting so that the required information can be made available at the meeting. Members are requested to intimate change in their address if any immediately to Maheshwari Datamatics Pvt. Ltd., the Company’s Registrar and Share Transfer Agents, at their office at 23, R N Mukherjee Road, 5th Floor, Kolkata – 700 001, Phone : 033 22435029/22482248.
12. Members holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to M/s. Maheshwari Datamatics Pvt. Ltd., Registrar and Share Transfer Agents of the Company, at their address given above.

13. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self attested copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.
14. Members/Proxies are requested to bring their Attendance Slip for attending the meeting and bring their copy of Annual Report in the meeting.
15. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
16. For members who have not registered their e-mail address, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of Annual General Meeting and Annual report for 2017-2018 will be available on Company's website www.bronzeinftratech.com for their download.
17. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communications including annual report, notices, circulars etc. from the Company electronically.
18. At present the Company's equity shares are listed on the stock exchange at BSE and listing fees for the current financial year 2017-2018 have been paid to the aforesaid Stock Exchange. Members are informed that the scripts of the Company have been activated both in Central Depositories Services Limited (CDSL) and National Securities & Depository Limited (NSDL) and may be dematerialized under the ISIN- INE830N01015. The custodian fees for the current financial year 2017-2018 have been paid to all the aforesaid Depositories.
19. For any assistance or information about shares etc. members may contact the Company.

20. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 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 process and manner for remote e-voting are as under:**
 - i) The remote e-voting period commences on Friday 21st September, 2018 at 9:00 a.m. and ends on Sunday 23rd September, 2018 at 5:00 p.m. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 17th 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, select the “**BRONZE INFR-ATECH LIMITED**” from the drop down menu and click on “**SUBMIT**”
- v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) 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.
- 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/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) 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. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 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 the member id / folio number in the Dividend Bank details field.

- 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 the relevant “**BRONZE INFRA-TECH LIMITED**” on which you choose to vote.
- 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) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix) Notes 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.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) 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.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- xx) 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.
- xxi) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 21st September, 2018, 9 a.m to 23rd September, 2018, 5 p.m. Please follow the instructions as prompted by the mobile app while voting on your mobile.
18. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are 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 through e-mail at cs.sa.associates@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 23rd September, 2018 upto 5:00 pm without which the vote shall not be treated as valid.
19. 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 17th September, 2018. A person who is not a member as on Cut Off date should treat this notice for information purpose only.
20. The shareholders shall have one vote per equity share held by them as on the cut-off date of 17th September, 2018. The facility of e-voting would be provided once for every folio /client id, irrespective of the number of joint holders.
21. 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 17th September, 2018 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
22. 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.

23. Investors, who became members of the Company subsequent to the dispatch of the Notice/Email and hold the shares as on the cut-off date i.e. 17th September, 2018 are requested to send the written / email communication to the Company at www.bronzeinftratech.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
24. M/s. S. A & Associates, Practicing Company Secretary, (C.P No. 3173) 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 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 presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of AGM, a consolidated scrutinizer's report of the total votes cast in favor 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.
25. Since e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.
26. 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.
27. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.bronzeinftratech.com and on the website of CDSL. The same will be communicated to the stock exchanges where the Company shares are listed viz. The Bombay Stock Exchanges Ltd.

Registered Office:

Unit No. 3/A Imax Lohia
Square 23 Gangadhar Babu Lane
Kolkata -700 012
West Bengal

Place: Kolkata
Date: 14.08.2018

By Order of the Board of Directors
For Bronze Infra-Tech Limited

Sd/-
Shabnam Parveen
Company Secretary

EXPLANATORY STATEMENT

Additional Information of Directors seeking re-appointment at the 14th Annual General Meeting as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

(Annexure as referred to Item No. 3 to 6 of the Notice)

Name of Director	Krishnat Shripati Desai	Shanker Lal Pancholia
Date of Birth	15/03/1981	03/09/1949
Date of Appointment on the Board	08/03/2018	14/02/2018
Nationality	Indian	Indian
Designation	Independent Director	Independent Director
Qualification	Graduate	Graduate
Expertise in specific functional areas	He has experience of approx two decades in compliance and capital market.	Administration
Shares held in the Company	Nil	Nil
Directorship in other Companies	Nil	Nil
Seeking Appointment/re-appointment	Re-Appointment	Re-Appointment
Rotational Status	Not Applicable	Not Applicable
Relationship between Directors inter-se	Nil	Nil

Additional Information of Directors seeking re-appointment at the 14th Annual General Meeting as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

(Annexure as referred to Item No. 3 to 6 of the Notice)

Name of Director	Mahesh Salvi	Shweta Manoj Sharma
Date of Birth	17/11/1990	23/02/1990
Date of Appointment on the Board	14/02/2018	08/03/2018
Nationality	Indian	Indian
Designation	Independent Director	Managing Director
Qualification	Graduate	Graduate
Expertise in specific functional areas	Marketing	Finance & Marketing
Shares held in the Company	Nil	Nil
Directorship in other Companies	Gurudev Financial Services Private Limited	Unno Industries Limited Aneri Fincap Limited
Seeking Appointment/re-appointment	Re-appointment	Appointment
Rotational Status	Not Applicable	Not Applicable
Relationship between Directors inter-se	Nil	Nil

Registered Office:

Unit No. 3/A Imax Lohia
Square 23 Gangadhar Babu Lane
Kolkata -700 012
West Bengal

Place: Kolkata
Date: 14.08.2018

By Order of the Board of Directors
For Bronze Infra-Tech Limited

Sd/-
Shabnam Parveen
Company Secretary

EXPLANATORY STATEMENT

Item No. 3 to 5:

Mr. Krishnat Shripati Desai, Mr. Mahesh Salvi and Mr. Shanker Lal Pancholia who was appointed as an Additional Director of the Company effective from 8th March, 2018, 14th February, 2018 and 14th February, 2018, by the Board of Directors and who shall hold office until the date of the Annual General Meeting of the Company, pursuant to Section 161 of the Companies Act, 2013 and relevant Article of the Articles of Association of the Company, and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013, proposing his candidature.

Mr. Krishnat Shripati Desai, Mr. Mahesh Salvi and Mr. Shanker Lal Pancholia has given their requisite declaration that they meets the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"). Mr. Krishnat Shripati Desai, Mr. Mahesh Salvi and Mr. Shanker Lal Pancholia aren't disqualified from being appointed as a Directors in terms of Section 164 of the Act.

In the opinion of the Board, Mr. Krishnat Shripati Desai, Mr. Mahesh Salvi and Mr. Shanker Lal Pancholia fulfils the conditions specified in the Act and rules made thereunder and the Listing Regulations, in respect of their appointment as an Independent Director of the Company. The Board of Directors recommends the resolution set out in Item no. 2 to 4 of the accompanying Notice for approval of the Members.

Except Mr. Krishnat Shripati Desai, Mr. Mahesh Salvi and Mr. Shanker Lal Pancholia None of the Directors of the Company, and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item Nos. 3 to 5.

Item No. 6

The Board of Directors of the Company, at its meeting held on 8th March, 2018, subject to the approval of members, has appointed Shweta Manoj Sharma as a Managing Director, for a period of 5 (Five) years w.e.f. 8th March, 2018 at the remuneration recommended and approved by the Board. Shweta Manoj Sharma shall be appointed as Key Managerial Personnel under Section 203 of the Companies Act, 2013.

It is proposed to seek the members' approval for the appointment of and remuneration payable to Shweta Manoj Sharma as Managing Director, in terms of the applicable provisions of the Act.

The requisite information stipulated under Schedule V is furnished hereunder:

1. Tenure of Agreement For a period of 5 years w.e.f 8th March, 2018.
2. Salary, Allowances and Commission (hereinafter referred to as "Remuneration"):
 - a) Basic Salary : Rs. 60,000/- per month
 - b) Perquisites/Allowances:
 - i) Medical Expenses: Reimbursement of actual medical expenses incurred in India including hospitalization, nursing homes and surgical charges for himself & family including premium on medical insurance.
 - ii) Travel Concession/Assistance: Travel Concession/Assistance (domestic) in respect of himself and his family.
 - iii) Personal Accident Insurance: Personal Accident Insurance policy as per rules of the Company.
 - iv) Leave: Leave with full pay or encashment thereof, as per the rules of the Company.
 - v) Communication Facilities: Telephone, Tele-fax & other communication facilities at residence.

Other Perquisites: Subject to overall ceiling on remuneration, Shweta Manoj Sharma may be given other allowances & expenses including expenses incurred for business of the Company and such other perquisites and allowances in accordance with the rules of the Company.

3. **Minimum Remuneration:**

Notwithstanding anything herein contained, where in any financial year during the period of his office as Managing Director of the Company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals, pay Shweta Manoj Sharma remuneration by way of salary, perquisites not exceeding the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Shweta Manoj Sharma.

4. **Nature of Duties:**

- a. The Managing Director shall devote his whole time attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company including performing duties as assigned by the Board from time to time.
- b. The Managing Director shall not exceed the powers so delegated by the Board pursuant to Clause 2(a) above.
- c. The Managing Director undertakes to employ the best of his skill and ability to make his utmost endeavours to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

5. **Other Terms & condition:**

- a. The employment of the Managing Director may be terminated by the Company without notice or payment in lieu of notice:
- b. if the Managing Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated Company to which he is required by the Agreement to render services; or
- c. in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Managing Director of any of the stipulations contained in the Agreement to be executed between the Company and the Managing Director; or
- d. In the event the Board expresses its loss of confidence in the Managing Director.
- e. In the event the Managing Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- f. If and when the Agreement expires or is terminated for any reason whatsoever, Shweta Manoj Sharma will cease to be the Managing Director and also cease to be a Director. If at any time, Shweta Manoj Sharma, ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Managing Director and the Agreement shall forthwith terminate.

The Board commends the Resolutions set out at Item No. 5 of the Notice for approval by the Shareholders.

Except Shweta Manoj Sharma, none of the other Directors/Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 6 of the Notice.

Item No. 7

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security for an amount not exceeding Rs. 50 crores.

The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under.

These investments are proposed to be made out of own/ surplus funds/internal accruals and or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives

The Directors therefore, recommend the Special Resolution for approval of the shareholders.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except as members.

Registered Office:

Unit No. 3/A Imax Lohia
Square 23 Gangadhar Babu Lane
Kolkata -700 012
West Bengal

Place: Kolkata

Date: 14.08.2018

By Order of the Board of Directors
For Bronze Infra-Tech Limited

Sd/-
Shabnam Parveen
Company Secretary

BRONZE INFRA-TECH LIMITED

CIN: L74990WB2004PLC100116

Regd. Office: UNIT NO. 3/A, IMAX LOHIA SQUARE, 23, GANGADHAR BABU LANE, 4TH FLOOR, KOLKATA - 700 012

14TH ANNUAL GENERAL MEETING

ATTENDANCE SLIP

(Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.)

DP Id *		Client Id*	
Regd. Folio No.		No. of Shares	

*Applicable for shares held in electronic form

Name(s) and address of the shareholder / Proxy in full: _____

I/we hereby record my/our presence at the 14th Annual General Meeting of the Company being held on Monday, 24th September, 2018 at 2.00 p.m., at Unit No. 3/A, Imax Lohia Square, 23, Gangadhar Babu Lane, 4th Floor, Kolkata - 700 012, West Bengal.

Please (√) in the box

MEMBER PROXY

Signature of Shareholder / Proxy

**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]

CIN: L74990WB2004PLC100116

Name of the Company: Bronze Infra-Tech Limited

Registered Office: Unit No. 3/A, Imax Lohia Square, 23, Gangadhar Babu Lane, 4th Floor, Kolkata – 700 012

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

1. Name: _____

Address: _____

E-mail Id: _____

Signature: _____ or failing him/her

2. Name: _____

Address: _____

E-mail Id: _____

Signature: _____ or failing him/her

3. Name: _____

Address: _____

E-mail Id: _____

Signature: _____ or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 14th Annual General Meeting of the Company, to be held on Monday, 24th September, 2018 at 2.00 p.m., at Unit No. 3/A, Imax Lohia Square, 23, Gangadhar Babu Lane, 4th Floor, Kolkata – 700 012, West Bengal and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Description of Resolutions:
1.	To receive consider and adopt the Financial Statements of the Company for the financial year ended 31 st March, 2018 and the Report of the Board of Directors and the Auditors thereon.
2.	To Appoint Statutory Auditor of the Company
3.	To appoint Krishnat Shripati Desai (DIN: 02422088).
4.	To appoint Shanker Lal Pancholia (DIN: 08068717).
5.	To appoint Mahesh Salvi (DIN: 08067052).
6.	To appoint Shweta Manoj Sharma (DIN: 08067048).
7.	Approval for Loans and Investment by the Company in terms of the provisions Section 186 of the Companies Act, 2013

Affix Revenue Stamp

Signed this day of 2018

Signature of shareholder(s)

Signature of Proxy holder(s)

Notes:

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. Any alteration or correction made to this Proxy form must be initialled by the signatory / signatories.

ROUTE MAP

