

## Notice

Notice is hereby given that the **TENTH Annual General Meeting (AGM)** of the Shareholders of **Bronze Infra-Tech Limited** will be held on (Tuesday, 30th September, 2014 at 11.30 A.M. at Sakuntala Multiplex, 808 Ho-Chi Minh Sarni, Near Sakuntala Park, Kolkata - 700 061) , to transact the following business:

### ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
- 1. To appoint a Director in place of Mr. Puneet Sureka, Director of the Company who retires by rotation and being eligible offers himself for re - appointment.
- 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 the provisions of Sections 139 of the Companies Act, 2013 and other applicable provisions of the Act, if any and the Rules framed there under, as amended from time to time and pursuant to the recommendations from Audit committee, **M/s. Surana Singh Rathi & Co., Chartered Accountants (Registration no. 317119E)** who are not disqualified as per section 141 of C. A. 2013 and has expressed their willingness to accept office, if re - appointed, be and are hereby reappointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General meeting until the conclusion of the 18<sup>th</sup> Annual General Meeting of the company subject to ratification of the appointment by the shareholders at every Annual General Meeting, at a remuneration to be fixed by the Board of Directors in consultation with the Auditor from time to time in addition to reimbursement of all out-of pocket expenses as may be incurred in connection with the audit of the accounts of the Company plus applicable service tax.”

## SPECIAL BUSINESS

### 4. REGULARISATION OF MR. AMIT BANSAL AS AN INDEPENDENT DIRECTOR.

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

**"RESOLVE THAT** Mr. Amit Bansal (DIN : 06913749) who was appointed as Additional Director of the Company with effect from 22<sup>nd</sup> July, 2014, Pursuant to the provisions of Section 161 of the Companies Act, 2013, and who holds office upto the date of ensuing Annual General Meeting and in respect of whom the company has received a notice in writing from one of its member proposing his candidature for the office of the Director of the Company pursuant to section 160 of Companies Act, 2013, be and is hereby appointed as a Director of the Company.

**"RESOLVED that** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Amit Bansal (DIN 06913749), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing 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 five consecutive years for a term up to 31st March, 2019."

### 3. REGULARISATION OF MR. NIRAJ JEWRAJKA AS AN INDEPENDENT DIRECTOR

**"RESOLVED THAT** pursuant to section 149, 150, 152, read with Schedule IV and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of Listing Agreement, with the Stock Exchanges, Mr. Niraj Jewrajka (DIN : 05318153), director of the company whose period of office is liable to determination by retirement of Directors by Rotation and in respect of whom the company has received a notice in writing from a member proposing his candidature, be and is hereby appointed as an Independent Director of the company to hold office for a period of 5 (five) consecutive years for a term upto 31st March, 2019 not liable to retire by rotation."

### 4. "RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with rules framed thereunder and schedules thereto (including any statutory modification(s) or re-enactment thereof, for the time being in force), as may be amended from time to time, the consent of members be and is hereby accorded to amend & alter the following Articles of the existing Articles of Association of the company, in the following manner:

1) Insertion of Article 101 (A) after the existing Article 100

A member may exercise his vote at a meeting by electronic means in accordance with section 108 of the Companies Act, 2013 and shall vote only once.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such Steps as may be necessary, proper or expedient to give effect to this Resolution."

Date:- 05.09.2014

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

Registered Office  
158, Lenin Sarani, Room No. 7B  
3rd Floor Kolkata - 700 013

Sd/  
Goutam Gupta  
Chairman & Managing Director

**Notes:**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and to vote on a poll instead of himself and such proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company not later 48 hours before 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.
2. The Register of Member and the Share Transfer Books of the Company will remain closed from 23.09.2014 to 29.09.2014 (both days inclusive).
3. A copy of all the documents referred to in the accompanying explanatory statement are open to inspection at the Registered Office of the Company on all working days between 11:00 am to 2:00 pm except holidays up to the date of AGM and at AGM.
4. Members desirous of getting any information about the accounts of the Company, are requested to send their queries so as to reach at-least ten days before the meeting at the Registered Office of the Company, so that the information required can be made readily available at the meeting.
5. Members are requested to intimate change in their address immediately to M/s Maheswari Datamatics Pvt. Ltd., the Company's Registrar and Share Transfer Agents, at their office at No. 6, Mangoe lane, 2nd Floor, Kolkata - 700 001.
6. 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.
7. Members are requested to bring copies of Annual Report to the Annual General Meeting.
8. Members/Proxies should bring the attendance slip duly filed in and signed for attending the meeting.
9. Members are requested to quote their Registered Folio Nos. on all correspondence with the Company.

10. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agent, M/s. Maheswari Datamatics Pvt. Ltd cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants of the members.
11. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/Registrar and Transfer Agent.
12. Electronic copies of the Annual Report for the FY 2013-14 are being sent to all the members whose e-mail IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014 are being sent in the permitted mode.
13. Electronic copy 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 to all the members whose e-mail IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. 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 2013-14 will be available on Company's website [www.bronzeinftratech.com](http://www.bronzeinftratech.com) for their download.
14. 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.

**15. Voting through electronic means:**

- I. In Compliance with provision of section 108 of the Companies Act, 2013 and 20 of the Companies (Management and Administration) Rules, 2014, the company is pleased to provide member facility to exercise their right to vote at 10<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by Central Depository Services Limited(CDSL):

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

- A) In case of members receiving e-mail:
  - I. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - II. Click on "Shareholders" tab

- III. Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- IV. Now Enter your User ID
- a) For CDSL : 16 digits beneficiary ID,
- b) 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 and voted on an earlier voting of any company, then your existing password is to be used.
- VII. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>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 sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
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. Use default DOB 29/08/2014,if your DOB is not uploaded.
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. <ul style="list-style-type: none"> <li>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.</li> </ul>

- VIII. After entering these details appropriately, click on “SUBMIT” tab
- IX. 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.
- X. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XI. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- XII. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- XIII. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- XIV. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- XV. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XVI. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- XVII. If Demat account holder has forgotten the 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.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> 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](mailto: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](mailto: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.

**B) In case of members receiving the physical copy:**

Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

- C) The e-voting period commences on 22nd Sept, 2014 (9.00 am) and ends on 24th Sept. 2014 (6.00 pm). During this period share holder of the Company, holding shares either in physical form or in dematerialization form, as on the cut-off date on 10<sup>th</sup> September, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- D) In case you have any queries or issued regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- II. You can update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(S).
- III. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date of 29<sup>th</sup> August, 2014.
- IV. Mr. Anurag Fatehpuria a practicing Company Secretary, (Membership No.A34471) Kolkata, has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- V. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e - voting period unblock the votes in the presence of at least 2(two) witness not in the Employment of the Company and make a scrutinizer's report of the votes in accordance with the procedure set out in Companies (Management & Administration) Rules, 2014.
- VI. The Results shall be declared on and after the AGM of the Company. The Results declared along with the scrutinizer's Report shall be placed on the Company's website [www.bronzeinftratech.com](http://www.bronzeinftratech.com) and on the website of CDSL within 2 (two) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

## ANNEXURE TO NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### ITEM NO. 4

Mr. Amit Bansal was appointed as an additional Director of the Company in terms of section 161 of the Companies Act, 2013 with effect from 22nd July, 2014. In terms of section 161 of the Companies Act, 2013, Mr. Amit Bansal holds office upto the date of the next Annual General Meeting. The Company has received a notice under section 160 of the Companies Act, 2013 alongwith the deposit from a member proposing a candidature of Mr. Amit Bansal as a Director of the Company. Requisite consent pursuant to the provision of section 160 of the Companies Act, 2013 has been filed by Mr. Amit Bansal to act as such Director, if appointed.

Mr. Amit Bansal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Board considers it desirable to have the benefit of his advice and guidance and recommends the resolution at Item No. 4 for approval of the members as an Ordinary Resolution.

Save and except Mr. Amit Bansal as an appointee and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 4 of the Notice.

**Registered Office:**

158, Lenin Sarani,  
3<sup>rd</sup> Floor, Room No. 7B,  
Kolkata, West Bengal - 700 013

**Date: 5<sup>TH</sup> September, 2014**

**By order of the Board of Directors**

**Sd/-**

**Mr. Goutam Gupta  
Managing Director**

Details of the Director seeking re-appointment at the forthcoming Annual General Meeting  
(In pursuance of Clause 52 of the Model SME Equity Listing Agreement)

Name of the Director	Punit Sureka
Date of Birth	22.07.1979
Date of Appointment	06.12.2011
Qualification	Commerce Graduate
Expertise	He has more than ten years of experience in the field of accounts and finance
Directorship held in other Public Companies as on 31st March, 2014	Nil
Chairmanship/Membership of the Committee of Directors of other Public Companies as on 31st March, 2014	Nil
Number of shares held	Nil