

## NOTICE OF 12<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 12<sup>th</sup> Annual General Meeting of the members of **BRONZE INFRA-TECH LIMITED** will be held on Friday, 30<sup>th</sup> September, 2016 at 2.00 p.m., at Unit No. 3/A Imax Lohia Square 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 31<sup>st</sup> March, 2016 and the Report of the Board of Directors and the Auditors thereon.
2. To ratify the appointment of the Auditors of the Company, and to fix their remuneration and to pass 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 resolution passed by the Members at 10<sup>th</sup> AGM of the Company held on 30<sup>th</sup> September, 2014, the appointment of M/s. Surana Singh Rathi & Co, Chartered Accountants, (FRN: 317119E) as the Statutory Auditor of the Company to hold office till the conclusion of the AGM to be held on the year 2019 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the Financial year ending 31<sup>st</sup> March, 2017 in consultation with the Auditors.”

### SPECIAL BUSINESS

3. 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 of 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 Mr. Shyama Charan Kumar (DIN: 00494297) 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.”

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

“**RESOLVED THAT** pursuant to the provisions of section 197, 203 read with Section 2(19) of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory Modifications or re-enactment(s) thereof for the time being in force) read with schedule V of the Companies Act, 2013 and subject to the approval of the Shareholders, Mr. Shyama Charan Kumar (DIN: 00494297) as a Chief Financial Officer (CFO) of the Company in 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.”

5. To consider and, if thought fit, to pass with or without modification, the following resolution as a **Ordinary Resolution:**

“**RESOLVED THAT** Mr. Pijush Kundu (DIN: 07600473) who was appointed as an Additional Director of the Company w.e.f 27<sup>th</sup> August, 2016 by the Board of Directors and who hold office till the conclusion of the ensuing Annual General meeting be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force read with Schedule IV to the said Act and Sebi (Listing Obligations and Disclosure Requirements) Regulation, 2015, Mr. Pijush Kundu (DIN: 07600473) be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years.”

6. **Adoption of new set of Articles of Association:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions if any of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the exiting Articles of Association of the Company with immediate effect.”

“**RESOLVED FUTHER THAT** any Director/or the Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds and things and execute all such documents, instruments, and writing as may be required to give effect the aforesaid resolutions.”

**Registered Office:**

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

Place: Kolkata

Date: 29.08.2016

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

Sd/-  
**Shilpi Agarwal**  
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 Saturday the 24<sup>th</sup> day of September, 2016 to Friday the 30<sup>th</sup> day of September, 2016 (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, 4 & 5 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](mailto: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 6, Mangoe Lane, 2<sup>nd</sup> 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 2015-2016 will be available on Company's website [www.bronzeinftratech.com](http://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 2016-2017 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 2016- 2017 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 27<sup>th</sup> September, 2016 at 9:00 a.m. and ends on 29<sup>th</sup> September, 2016 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 23<sup>rd</sup> September, 2016, 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](http://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
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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](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.
- 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 27<sup>th</sup> September, 2016, 9 a.m to 29<sup>th</sup> September, 2016, 5 p.m. Please follow the instructions as prompted by the mobile app while voting on your mobile.
21. 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](mailto:cs.sa.associates@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 29<sup>th</sup> September, 2016 upto 5:00 pm without which the vote shall not be treated as valid.
22. 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 23<sup>rd</sup> September, 2016. A person who is not a member as on Cut Off date should treat this notice for information purpose only.

23. The shareholders shall have one vote per equity share held by them as on the cut-off date of 23<sup>rd</sup> September, 2016. The facility of e-voting would be provided once for every folio /client id, irrespective of the number of joint holders.
24. 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 23<sup>rd</sup> September, 2016 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
25. 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.
26. 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. 23<sup>rd</sup> September, 2016 are requested to send the written/email communication to the Company at [www.bronzeinftratech.com](http://www.bronzeinftratech.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
27. 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.
28. 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.
29. 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.
30. 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. 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: 29.08.2016

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

Sd/-  
**Shilpi Agarwal**  
Company Secretary

## EXPLANATORY STATEMENT

### **Item No. 3 & 4:**

#### **To appoint Mr. Shyama Charan Kumar as a Managing Director Cum Chief Financial Officer:**

The Board of Directors of the Company, at its meeting held on 27<sup>th</sup> August, 2016, subject to the approval of members, has appointed Mr. Shyama Charan Kumar as a Managing Director Cum Chief Financial Officer, for a period of 5 (Five) years w.e.f. 27<sup>th</sup> August, 2016 at the remuneration recommended and approved by the Board. Mr. Shyama Charan Kumar 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 Mr. Shyama Charan Kumar as Managing Director Cum Chief Financial Offer, 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. 27<sup>th</sup> August, 2016.
2. Salary, Allowances and Commission (hereinafter referred to as "Remuneration"):
  - a) Basic Salary : Rs. 15,000/- 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, Mr. Shyama Charan Kumar 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 cum CFO, the Company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals, pay Mr. Shyama Charan Kumar 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 Mr. Shyama Charan Kumar.

#### 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 endeavors 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, Mr. Shyama Charan Kumar will cease to be the Managing Director cum CFO and also cease to be a Director. If at any time, Mr. Shyama Charan Kumar, 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. 3 and Item No. 4 of the Notice for approval by the Shareholders.

Except Mr. Shyama Charan Kumar, 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. 3 and Item no. 4 of the Notice.

**Item No. 5:**

**To Appoint Mr. Pijush Kundu as an Independent Director of the Company:**

Mr. Pijush Kundu, who was appointed as an Additional Director of the Company effective from 27<sup>th</sup> August, 2016, by the Board of Directors and who holds office until the date of the Annual General Meeting, 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. Pijush Kundu has given requisite declaration that he 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. Pijush Kundu is also not disqualified from being appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board, Mr. Pijush Kundu fulfils the conditions specified in the Act and rules made thereunder and the Listing Regulations, in respect of his appointment as an Independent Director of the Company and he is Independent of the Management. The Board of Directors recommends the resolution set out in Item no. 5 of the accompanying Notice for approval of the Members.

None of the Directors of the Company, except Mr. Pijush Kundu, to whom this resolution is relates, is interested or concerned in this resolution.

**Item No. 6:**

**Adoption of new set of Articles of Association:**

Bronze Infra Tech Limited was incorporated on 12<sup>th</sup> October, 2004 under the provisions of the Companies Act, 1956. The existing Articles of Association (AOA) was based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 which are no longer in force. The existing regulations of the Articles of Association are replaced by the new set of regulations and adopted as new set of Articles of Association as per the requirements of Table F of First Schedule in the Companies Act, 2013. The modification in Articles of Association is carried out to give effect to the provisions of the Companies Act, 2013. The consent of the shareholders by way of a Special Resolution is required in this regard.

None of the Directors of the Company, Key Managerial Personnel and their relatives are in any way concerned or interested in this resolution.

The Board of Directors recommends the resolution set out in Item no. 6 of the accompanying Notice for approval of the Members as Special Resolution.

**Registered Office:**

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

Place: Kolkata

Date: 29.08.2016

**By Order of the Board of Directors**

For Bronze Infra-Tech Limited

Sd/-

**Shilpi Agarwal**

Company Secretary

**ANNEXURE TO ITEMS 3, 4 & 5 OF THE NOTICE**

**Details of Directors seeking re-appointment/appointment at the forthcoming Annual General Meeting  
 [in pursuance of the SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015]**

**(Annexure as referred to in note no. 4 on notice and Item No. 3, 4 & 5 of the notice)**

<b>Name of Director</b>	<b>Mr. Pijush Kundu (DIN: 07600473)</b>	<b>Mr. Shyama Charan Kumar (DIN: 00494297)</b>
<b>Date of Birth</b>	<b>01/04/1964</b>	<b>11/10/1971</b>
<b>Date of Appointment</b>	<b>27/08/2016</b>	<b>27/08/2016</b>
<b>Nationality</b>	<b>Indian</b>	<b>Indian</b>
<b>Designation</b>	<b>Independent Director</b>	<b>Managing Director cum CFO</b>
<b>Qualification</b>	<b>Higher Secondary</b>	<b>B.Com</b>
<b>Expertise</b>	<b>Finance</b>	<b>Finance</b>
<b>Present Status of Directorship in this Company</b>	<b>Additional Director</b>	<b>Managing Director cum CFO</b>
<b>Shares held in the Company</b>	<b>Nil</b>	<b>Nil</b>
<b>Seeking Appointment/re- appointment</b>	<b>Re-appointment</b>	<b>Appointment</b>
<b>Rotational Status</b>	<b>N.A</b>	<b>N.A</b>

**BRONZE INFRA-TECH LIMITED**

**CIN: L74990WB2004PLC100116**

**REGD. OFFICE: UNIT NO. 3/A IMAX LOHIA S, 23 GANGADHAR BABU LANE, KOLKATA - 700 012**

**12<sup>TH</sup> 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 12<sup>th</sup> Annual General Meeting of the Company being held on Friday, the 30<sup>th</sup> day of September, 2016 at 2.00 p.m. at Unit No. 3/A Imax Lohia Square 23, Gangadhar Babu Lane, 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 S, 23 Gangadhar Babu Lane, Kolkata - 700012

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, 30<sup>th</sup> September, 2016 at 2:00 p.m. at Unit No. 3/A Imax Lohia Square 23, Gangadhar Babu Lane, Kolkata - 700 012, West bengal and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Description of Resolutions:
1.	To receive consider and adopt the Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2016 and the Report of the Board of Directors and the Auditors thereon.
2.	To ratify the appointment of Statutory Auditors.
3.	To appoint Mr. Shyama Charan Kumar (DIN: 00494297) as a Managing Director of the Company
4.	To appoint Mr. Shyama Charan Kumar (DIN: 00494297) as a Chief financial Officer of the Company
5.	To appoint Mr. Pijush Kundu (DIN: 07600473) as an Independent Director of the Company
6.	To adopt new set of Articles of Association.

Formerly- Shivpujan Agencies Private Limited, CIN No: L74990WB2004PLC100116

UNIT NO. 3/A, IMAX LOHIA SQUARE, 23, GANGADHAR BABU LANE, 3RD FLOOR, KOLKATA - 700 012

Tele: +91 40069205 | Email: info@bronzefratech.com

www.bronzefratech.com

Signed this ..... day of ..... 2016

Affix Revenue Stamp
---------------------------

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.

**Form No. MGT- 12**

**Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

<b>Name of the Company:</b> BRONZE INFRA-TECH LIMITED	
<b>Registered Office:</b> UNIT NO.3/A IMAX LOHIA S, 23 GANGADHAR BABU LANE, KOLKATA-700012	
<b>CIN:</b> L74990WB2004PLC100116	

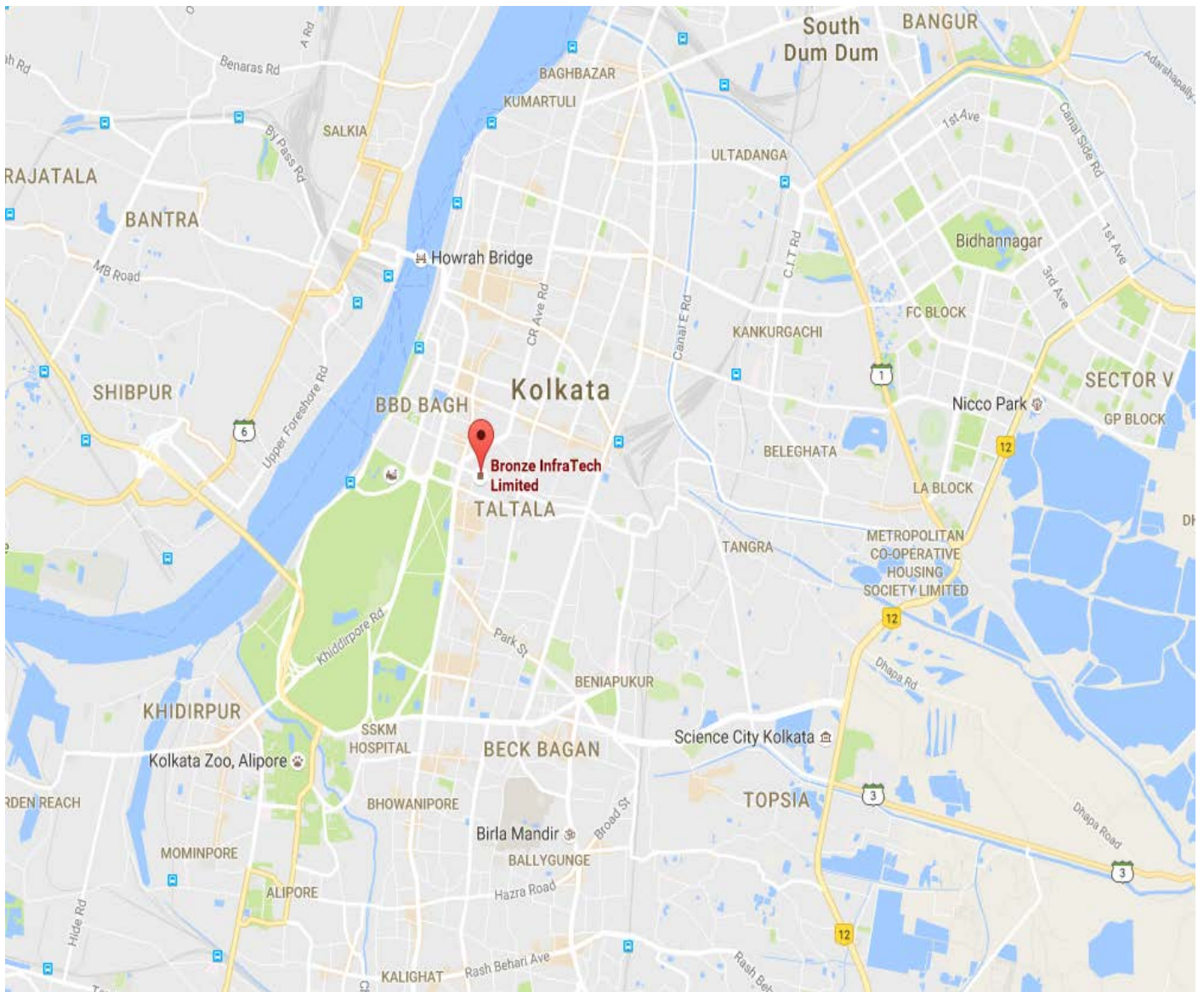
<b>BALLOT PAPER</b>		
S No	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	To receive, consider and adopt the Audited Profit & Loss Statement for the year ended 31st March, 2016, the Balance Sheet as on that date and the Reports of the Board of Directors and the Auditors thereon.			
2.	To ratify the appointment of Statutory Auditor			
3.	To appoint Mr. Shyama Charan Kumar as a Managing Director of the Company.			
4.	To appoint Mr. Shyama Charan Kumar as a Chief Financial Officer of the Company.			
5.	To Appoint Mr. Pijush Kundu as an Independent Director of the Company.			
6.	To adopt new set of Articles of Association.			

<b>Place:</b>  <b>Date:</b>	<b>(Signature of the shareholder*)</b>
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(\*as per Company records)



Formerly- Shivpujan Agencies Private Limited, CIN No: L74990WB2004PLC100116  
UNIT NO. 3/A, IMAX LOHIA SQUARE, 23, GANGADHAR BABU LANE, 3RD FLOOR, KOLKATA - 700 012  
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[www.bronzeinftratech.com](http://www.bronzeinftratech.com)