

SHRI BHOLANATH CARPETS LIMITED

CIN: L17226UP1973PLC003746

Regd. Office: G.T. Road, Kachhawan Varanasi UP 221307 IN

Phone: +91-542- 2620221; Email: info@bholanath.biz ; Website: www.bholanath.biz

NOTICE

NOTICE IS HEREBY GIVEN THAT 44th ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY M/S. SHRI BHOLANATH CARPETS LIMITED WILL BE HELD AT REGISTERED OFFICE OF THE COMPANY AT G. T. ROAD, KACHHAWAN, VARANASI - 221313, U. P. ON FRIDAY, THE 29TH DAY OF SEPTEMBER, 2017 AT 11.30 A.M. TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st day of March, 2017 and Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To reappoint Shri Bholanath Baranwal (DIN: 00306086), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s. O. P. Tulsyan & Co., Chartered Accountants as Statutory Auditors, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the appointment of M/s. O. P. Tulsyan & Co., Chartered Accountants (ICAI Firm Registration No. 500028N) as the Statutory Auditor of the Company be and hereby ratified, who was appointed as such up to the AGM to be held in year 2018, in the last AGM held in year 2014, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.”

The Board passed the text of above resolution.

On Behalf of the Board

Sd/-

Bholanath Baranwal
(Chairman & Managing Director)

DIN: 00306086

Date: 31.08.2017

Place: Varanasi

Registered Office: G. T. Road, Kachhawan, Varanasi-221313, U. P.

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NOTES TO THE NOTICE:

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and such a proxy need not be a member. The instrument appointing proxy should, however, be deposited at the Registered Office/Corporate office of the Company not less than forty eight hours before the commencement of the meeting.
2. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting Shareholders are requested to kindly bring their copies of Annual Report to the meeting.
3. Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 23rd day of September, 2017 to Friday, 29th day of September, 2017 (Both days inclusive).
4. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company during office hours on all working days, except Saturdays and holidays, between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.
5. The members, who have not registered their e-mail addresses so far, are requested to register the same in respect of electronic holdings with the depository through their depository participants. Members who are holding shares in physical form are requested to get their e-mail addresses registered with the Registrar and Share Transfer Agent.
6. Please quote your folio number in all correspondence for each type of query/complaint.
7. Any queries relating to Accounts must be sent to the Company at least 10 days before the date of the meeting.
8. Members / Proxies are requested to bring the Attendance Slip, duly filled in, along with copy of the Annual Report to the meeting for attending the meeting. Members are requested to write their folio number in the attendance slip for attending the meeting.
9. Members holding shares in physical form are advised to make nomination in respect of their shareholding under section 72 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014.
10. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to its members the facility to exercise their right to vote at the 44th AGM of the Company by electronic means on all resolutions set forth in this Notice, through the e-voting services provided by NSDL. The Members, whose name appear in the Register of Members, holding shares in physical or in dematerialized form, as on 21st September, 2017 (End of Day), are entitled to cast their votes electronically on the resolutions set forth in this Notice. The e-voting will commence at 9.00 a.m. on Tuesday, 26th day of September, 2017 and will end at 5.00 p.m. on Thursday, 28th day of September, 2017.

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PROCESS AND MANNER FOR E-VOTING:

The instructions for e-voting are as under:

A. In case of members receiving e-mail from RTA/NSDL (for Members whose e-mail ids are registered with the Company/Depositories):

1. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
2. Log on to the e-voting website www.evotingindia.com.
3. Click on “Shareholders” tab.
4. Now, select the “Electronic Voting Sequence Number (EVSN) – “107518” along with “Company Name – Shri Bholanath Carpets Limited” from the drop down menu and click on “Submit”.
5. Now, fill up the following details in the appropriate boxes:

	FOR MEMBERS HOLDING SHARES IN DEMAT FORM	FOR MEMBERS HOLDING SHARES IN PHYSICAL FORM
User ID	For NSDL: 8 character DP ID followed by 8 digits Client ID	Folio Number registered with the Company
	For CDSL: 16 digits beneficiary ID	
PAN*	Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department when prompted by the system while e-voting (Applicable for both demat shareholders as well as physical shareholders): <ul style="list-style-type: none">- Members holding shares in physical form who have not updated their PAN with the Company are requested to use the first two letters of their name in ‘Capital Letter’ followed by 8 digit folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0’s before the folio number. For example: If your name is Suresh Kumar with folio number 1234 then enter SU00001234 in the PAN Field.- Members holding shares in Demat form who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in ‘Capital Letter’ followed by 8 digit CDSL/NSDL Client ID. <p>FOR EXAMPLE: If your name is Suresh Kumar and your CDSL Demat A/c. No. is 12058700 00001234 then enter SU00001234 or if your NSDL DPIDCLID is IN300100-10001234 then enter SU10001234 in the PAN field.</p>	
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.	

6. After entering these details appropriately, click on “SUBMIT” tab.

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7. Members holding shares in physical form will then reach directly to the EVSN selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password, in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@#\$%&* _). 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.
8. Click on the **EVSN– 107518** for Shri Bholanath Carpets Limited to vote.
9. 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.
10. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
11. 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.
12. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

B. In case a Members receiving the physical copy of Notice of AGM (for Members whose e-mail ids are not registered with the Company/Depositories):

Please follow all steps from Sl. No. (ii) To Sl. No. (xii) Above, to cast vote.

C. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.

GENERAL INSTRUCTIONS:

Voting through electronic means

- I. In compliance with provisions of **Section 108 of the Companies Act, 2013, 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 SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) Regulations, 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 National Securities Depository Limited (NSDL).

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- 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.
- III. 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.
- IV. The remote e-voting period commences on 26th September, 2017 (09:00 am) and ends on 28th September, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date of 21st September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - 01) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - 02) Launch internet browser by typing the following URL:<https://www.evoting.nsdl.com/>
 - 03) Click on Shareholder - Login
 - 04) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - 05) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - 06) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - 07) Select "EVSN" of "**Shri Bholanath Carpets Ltd**".
 - 08) Now you are ready for remote e-voting as Cast Vote page opens.
 - 09) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - 10) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - 11) Once you have voted on the resolution, you will not be allowed to modify your vote.

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12) Institutional shareholders (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, to the Scrutinizer through e-mail to scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) Above, to cast vote.
- (iii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- (iv) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- (v) You can also 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).
- (vi) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st September, 2017.
- (vii) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- (viii) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- (ix) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

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- (x) The Company has appointed Mr. Ajay Jaiswal, Practicing Company Secretary (Membership No. FCS – 5112) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xi) 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 “remote e-voting” or “Ballot Paper” or “Poling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (xii) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in 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.
- (xiii) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <http://www.bholanath.biz/> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

On Behalf of the Board

Sd/-

Bhola Nath Baranwal
(Chairman & Managing Director)
DIN: 00306086

Date: 31.08.2017

Place: Varanasi

Registered Office: G. T. Road, Kachhawan,
Varanasi - 221313, U. P.

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PROXY FORM

MGT 11

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member(s):	Folio No.
Registered address:	Folio No/*Client Id:
E-mail ID:	*DP Id:

*Applicable for investors holding shares in electronic form.

I/We, being the member(s) ofshares of SHRI BHOLANATH CARPETS LIMITED, hereby appoint:

- 1) Name: E-mail Id:
Address:or failing him
- 2) Name: E-mail Id:
Address:or failing him
- 3) Name: E-mail Id:
Address:

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the **44th Annual General Meeting** of the Company, to be held at Registered Office of the Company at G. T. Road, Kachhawan, Varanasi - 221313, U. P. on Friday, the 29th day of September, 2017 at 11.30 A.M. and at any adjournment thereof in respect to such resolutions as are indicated below:

** I wish my/our above Proxy to vote in the manner as indicated in the box below:

Resolutions	For	Against
1) Consideration and adoption of Standalone and Consolidated Audited Balance Sheet, Statement of Profit and Loss with the Report of Board of Directors and the Auditors thereon for the financial year ended 31 st March, 2017.		
2) Re-appointment of Shri Bhol Nath Barnwal (DIN- 00306086) as a Director who retires by rotation in ensuing AGM.		
3) Appointment of Auditors and fixing their remuneration.		

Signed this day of 2017

Signature of shareholder

Affix ` 1
Revenue
Stamp
Here

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

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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. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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 a proxy for any other person or shareholder.
4. **This is only optional. Please put a `X` in the appropriate column against the resolutions indicated in the Box. If you leave the `For` or `Against` column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

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ATTENDANCE SLIP

44th ANNUAL GENERAL MEETING ON FRIDAY, 29th SEPTEMBER, 2017 AT 11.30 A.M. AT
SHRI BHOLANATH CARPETS LIMITED, G.T. ROAD, KACHHAWAN, VARANASI-221313.

Registered Folio No./ DP ID No./ Client ID No.	
Name and address of the Member(s)	
Joint Holder 1	
Joint Holder 2	
Number of Shares held:	

I/ We hereby record my/ our presence at the 44th Annual General Meeting of the Company to be held on Friday, 29th September, 2017 at 11.30 A.M. at Shri Bholanath Carpets Limited, G.T. Road, Kachhawan, Varanasi-221313.

Name of the member/ proxy

Signature of member/ proxy

Note:

Please fill the proxy form and submit at the entrance of the Meeting Hall.