



August 30, 2018

To
The Asst. General Manager,
Department of Corporate Services,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai-400001

Scrip Code: 530841.
SUB: Outcome of Board meeting

Dear Sir,

The Board of Directors of the Company have transacted following business at their meeting held on Thursday, 30th August, 2018 at 11.00 A.M (Meeting concluded at 04:15 P.M.) for approval of members of the Company at the 45th AGM of the Company to be held on 29th day of September, 2018.

1. Calling the 45th Annual General meeting of the Company on Saturday, 29th day of September, 2018 at 11.30 am at the registered office of the Company at G.T. Road, Kachhawan, Varanasi-221313, Uttar Pradesh.
2. Considered and approved notice of 45th AGM of the Company.
3. Considered and approved Annual Report for adoption by members in ensuing AGM of the Company.
4. Appointed M/s. Ajay Jaiswal & Co., Company Secretary, as Secretarial Auditor of the Company for the financial year 2018-19.
5. Appointed M/s. Ajay Jaiswal & Co., Company Secretary, as Scrutinizer for the purpose of E-Voting for the ensuing AGM of the Company.
6. Appointed M/s. Shah Mukul Kumar & Associates as internal auditor of the Company for the financial year 2018-19.
7. Decided to close the register of members and share transfer books of the Company from 23rd September, 2018 to 29th September, 2018 (Inclusive of both days) for purpose of holding 45th AGM for the financial year ended on 31st March, 2018.
8. Decided the Cut of date for E-Voting is 21.09.2018 for the purpose of ensuing 45th AGM.

We Carpet The World

Registered Office

G.T. Road, Kachhawan, Varanasi, Uttar Pradesh, India- 221307

Phone: +91-542-26 20 221, Fax: +91-542-26 20 090

Email: info@bholanath.biz , Website: www.bholanath.biz

CIN: L17226UP1973PLC003746



9. The Board of Directors transacted some other business items which not required any specific notice with the permission of chair.

We request you to take this in your record.

Thanks & Regards,

FOR SHRI BHOLANATH CARPETS LIMITED

Niraj Tripathi
Company Secretary

Niraj Tripathi
(Company Secretary)

Place: Varanasi

Encl. /-: Notice of AGM

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SHRI BHOLANATH CARPETS LIMITED

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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 45th 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, U.P.- 221313, on Saturday, the 29th Day of September, 2018 at 11.30 A.M. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Financial Statements of the Company for the year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon and Consolidated Financial Statements of the Company for the year ended March 31, 2018 and the Report of Auditors thereon.
2. To reappoint Shri Vivek Baranwal (DIN: 02076746), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013, Shri (CA) Shrinarayan Khemka (DIN: 08207158) who has the age of 81 years as on August 01, 2018 and who was appointed as an Independent-cum- Additional Director of the Company under Section 161 of the Companies Act, 2013 with effect from August 14, 2018 by the Board of Directors 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 of the Company, be and is hereby regularized/appointed as an Independent Director of the Company for a period of five years with effect from August 14, 2018 and whose office shall not be liable to determination by retirement of Directors by rotation.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 197 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Shri (CA) Shrinarayan Khemka (DIN: 08207158) be paid such fees and commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time”.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013, Smt. Nisha Tripathi (DIN: 08151050) who was appointed as an Independent-cum- Additional Director of the Company under Section 161 of the Companies Act, 2013 with effect from June 06, 2018 by the Board of Directors 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 her candidature for the office of Director of the Company, be and is hereby regularized/appointed as an Independent Director of the Company for a period of five years with effect from June 06, 2018 and whose office shall not be liable to determination by retirement of Directors by rotation.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 197 and any other applicable provisions of the Companies Act, 2013 and rules made

thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Smt. Nisha Tripathi be paid such fees and commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time”.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**For & On Behalf of the Board
Shri Bholanath Carpets Limited**

**Sd/-
Bholanath Baranwal
(Chairman & Managing Director)
DIN: 00306086**

Date: 30.08.2018

Place: Varanasi

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

IMPORTANT NOTES:

1. MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('AGM') 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.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten per cent 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 a proxy for any other person or shareholder. 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 AGM. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), which sets out details relating to Special Business at the meeting, is annexed hereto. Details under **SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015** (hereinafter referred as 'LODR Regulations') and under **Secretarial Standard -2** issued by **Institute of Company Secretaries of India**, in respect of the Directors seeking appointment/re-appointment at the AGM, also contained in Explanatory Statement pursuant to Section 102 of the Act. The Directors have furnished the requisite declarations for their Appointment / reappointment.

3. The register of members and the share transfer books of the company will remain closed from September 23, 2018 to September 29, 2018 (Both days inclusive) in accordance with the provisions of the Companies Act, 2013 and the LODR Regulations, for the purpose of AGM and determining names of the shareholders eligible for dividend on equity shares, if declared. The dividend, if declared at the AGM, will be paid:

a. For equity shares held in physical form - those shareholders whose names will appear in the Register of Members on the close of the day on September 21, 2018.

b. For equity shares held in dematerialized form – those beneficiaries, whose names are furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owner on close of day on September 21, 2018.

4. Members holding shares in dematerialized form are requested to ensure that addresses furnished by them to their respective Depository Participants are correct and up-to-date, so that the correspondence from company could reach them promptly. However, the Members holding shares in physical form may notify the same to the Registrar and Share Transfer Agent of the Company.

5. The Securities and Exchange Board of India (SEBI) has **mandated the submission of PAN by every participant in securities market.** Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. SEBI has by its **Circular dated 20th April, 2018** mandated that the Companies through their Registrar and Transfer Agents (RTA) take special efforts for collecting copies of PAN and Bank Account details for the holders holding securities in Physical Form. Those security holders whose folio(s) do not have complete details relating to their Permanent Account Number (PAN) and Bank Account, or where there is any change in the bank account details provided earlier, have to compulsorily furnish the details to RTA/ Company for registration/ updation.

6. Members who are holding shares in physical form are hereby informed that SEBI has amended regulation 40 of SEBI (LODR) Regulations, 2015 vide Notification dated June 08, 2018 and in terms of said notification except in case of transmission or transposition of securities, **requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository after December 05, 2018.**

7. Electronic copy of the Annual Report for 2017-18 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes. For members who have not registered their email address,

physical copies of the Annual Report for 2017-18 is being sent in the permitted mode.

8. Members may also note that the Notice of the 45th AGM and the Annual Report for 2017-18 will also be available on the Company's website www.bholanath.biz for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.
9. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting. Corporate members intending to send their authorized representatives to attend and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send, a certified true copy of the board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
10. Members desirous of having any information as regards accounts are requested to write to the company at least Seven days in advance so as to enable the Management to keep the information ready.
11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days Annual Report 2017-18/ 3 except Saturdays and Sundays, up to and including the date of the AGM of the Company. The details of above offices are given in this Annual Report.
12. Members of the Company had approved the appointment of M/s. O.P.Tulsyan & Co., Chartered Accountants, as the Statutory Auditors at the AGM held in the year 2014 of the Company which is valid till AGM which will be held in the year 2019 of the Company. In accordance with the Companies (Amendment) Act, 2017, enforced on May 7, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM.

13. Pursuant to Section 108 of Act read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members' facility to exercise their right to vote at the 45th AGM by electronic means (remote e-voting) and the business may be transacted through remote e-voting services provided by e-voting services provided by NSDL. The Members, whose names appear in the Register of Members / list of Beneficial Owners on the close of the day on Friday, September 21, 2018 (cut-off date), i.e. the date 2 days prior to the commencement of book closure, are entitled to vote on the Resolutions set forth in this Notice. The voting rights of Members for e-voting and for physical voting at the meeting shall be in proportion to the paid up value of their shares in the equity share capital of the Company as on cut-off date i.e. Friday, September 21, 2018. The remote e-voting facility will be available at the link <https://www.evoting.nsdl.com> during the following voting period: Commencement of remote e-voting: FROM 9.00 A.M. on Wednesday, September 26, 2018 End of remote e-voting: TO 5.00 P.M. on Friday, September 28, 2018. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of aforesaid period.

In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM. The facility for ballot / polling paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot/polling paper. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through physical ballot will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting.

The login ID and password for e-voting along with process and manner for generating or receiving the password and for casting of vote in a secure manner (remote e-voting instructions), is being sent along with this notice through permitted mode. Any person, who becomes member of the Company after dispatch of

the Notice of the meeting and holding shares as on the cutoff date, may obtain the User Id and password in the manner as mentioned remote e-voting instructions. The persons, who have received this notice and e-voting details, ceased to be a Member as on the cut-off date should treat this and e-voting details Notice for information purposes only. The remote e-voting instructions are also available on the website of the company at www.bholanath.biz.

The Company has appointed Shri Ajay Jaiswal & Co., Practicing Company Secretary (C.P. No. 3486), as Scrutinizer to scrutinize the physical voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose. He has also confirmed that in case of any emergency and he could not attend AGM, he shall be represented by CS Ajay Jaiswal, who shall act as Scrutinizer for e-voting and polling on resolutions to be passed at the forthcoming AGM of the Company. After the conclusion of voting at

the general meeting, the scrutinizer shall, immediately first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses (who shall not be in the employment of the company). Thereafter, Scrutinizer shall give a consolidated report, specifying the total votes cast in favor or against, if any, within forty eight hours of conclusion of the meeting, to the Chairman or a person authorized by him in writing who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith. The results declared shall be available on the website of the Company (www.bholanath.biz) and on the website of the NSDL (<https://www.evoting.nsdl.com>). The results shall simultaneously be communicated to the Bombay Stock Exchange. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favor of the resolutions.

On Behalf of the Board

**Sd/-
Bholanath Baranwal
(Chairman & Managing Director)
DIN: 00306086**

Date: 30.08.2018

Place: Varanasi

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item no.3

Shri Shrinarayan Khemka, (DIN: 08207158) who has been appointed as an Independent cum Additional Director of the Company pursuant to the provision of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company effective from 14th August, 2018 holds office upto the date of this Annual General Meeting and is eligible for appointment as a Director. Shri Shrinarayan Khemka, (DIN: 08207158) is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Shrinarayan Khemka as Independent Director, for the approval by the shareholders of the Company. Except Shri Shrinarayan Khemka, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

Item no.4

Smt. Nisha Tripathi, (DIN: 08151050) who has been appointed as an Independent cum Additional Director of the Company pursuant to the provision of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company effective from 06th June, 2018 holds office upto the date of this Annual General Meeting and is eligible for appointment as a Director. Smt. Nisha Tripathi, (DIN: 08151050) is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director. Accordingly, the Board recommends the resolution in relation to appointment of Smt. Nisha Tripathi as Independent Director, for the approval by the shareholders of the Company. Except Smt. Nisha Tripathi, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

**For & On Behalf of the Board
Shri Bholanath Carpets Limited**

**Sd/-
Bholanath Baranwal
(Chairman & Managing Director)
DIN: 00306086**