

## NOTICE TO MEMBERS

**NOTICE IS HEREBY GIVEN THAT THE 23<sup>RD</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF SOUTH CITY PROJECTS (KOLKATA) LIMITED WILL BE HELD ON THURSDAY, THE 27<sup>TH</sup> DAY OF SEPTEMBER, 2018 AT 5.00 P.M. AT 375, PRINCE ANWAR SHAH ROAD, KOLKATA-700068 TO TRANSACT THE FOLLOWING BUSINESSES:**

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2018 together with the Reports of the Board of Directors and Auditors thereon and the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2018.
2. To appoint a director in place of Mr. Jugal Kishore Khetawat, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a director in place of Mr. Rajendra Kumar Bachhawat who retires by rotation and being eligible offers himself for re-appointment.

### **SPECIAL BUSINESSES:**

4. To consider and if thought fit, to pass the following resolution as Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 185, as amended by the Companies (Amendment) Act, 2017 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, and subject to such approvals, consents, sanctions and permissions, as may be necessary, provisions of the Articles of Association of the Company, approval of shareholders of the Company be and is hereby accorded for granting of loan including loan represented by book debt and/or giving guarantee and/or providing security(ies) in connection with the loan taken by M/s South City Anmol Infra Park LLP, being an entity under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to Sub-section 2(b) of the said Section, of an aggregate outstanding amount not exceeding Rs.100,00,00,000 (Rupees One Hundred Crore only) from time to time in one or more tranches for its Principal Business Activities on such terms and conditions as the Board of Directors in discussion with M/s South City Anmol Infra Park LLP may finalize.”



**South City Projects (Kolkata) Limited**

“SOUTH CITY MALL” GROUND FLOOR, 375, Prince Anwar Shah Road, Kolkata - 700 068, India

Tel : +91-33-4001 2639 / 40 • Fax : +91-33-4001 2621 • Website : [www.southcityprojects.com](http://www.southcityprojects.com)

CIN No. U21019WB1995PLC071252

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors including Committee of Directors of the Company be and is hereby authorized to negotiate, finalise and agree the terms and conditions of the aforesaid loan and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board or Committee thereof, may think fit and suitable.”

5. 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 Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of T. Mallik & Associates, Cost Accountants appointed by the Board of Directors as Cost Auditor to conduct audit of cost records maintained by the Company for the financial year 2018-19 at a remuneration of Rs.25,000/-(Rupees Twenty five thousand only) plus applicable taxes and out of pocket expenses be and is hereby ratified.”

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

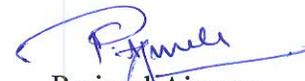
**“RESOLVED THAT** Mr. R K Agarwal, independent Directors be given a sum of Rs. 30,00,000 (exclusive of Service Tax and out of pocket expenses) as profit related commission for the year 2017-2018”.

7. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 161 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, Mr. Sentu Sardar (DIN: 07483541), who was appointed as an Additional Director by the Board of Directors of the Company and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company.”

Registered Office:  
375, Prince Anwar Shah Road  
Kolkata - 70068

By Order of the Board

  
Parimal Ajmera  
Company Secretary

Date: 27<sup>th</sup> June, 2018

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

### ITEM NO. 2 & 3

#### ADDITIONAL INFORMATION REGARDING THE DIRECTORS BEING RE-APPOINTED

NAME	JUGAL KISHORE KHETAWAT	RAJENDRA KUMAR BACHHAWAT
AGE	78 YEARS	62 YEARS
QUALIFICATIONS	SENIOR CAMBRIDGE	B.COM
EXPERIENCE	MORE THAN 37 YEARS OF EXPERIENCE IN REAL ESTATE SECTOR	HAVING WIDE EXPERIENCE IN REAL ESTATE, LEASING, RENTING AND TEA PLANTATION SECTORS
TERMS AND CONDITIONS OF APPOINTMENT	AS MAY BE DECIDED BY THE BOARD FROM TIME TO TIME	AS MAY BE DECIDED BY THE BOARD FROM TIME TO TIME
DETAILS OF REMUNERATION TO BE PAID	NIL	NIL
REMUNERATION LAST DRAWN	NIL	NIL
DATE OF FIRST APPOINTMENT ON THE BOARD	24TH NOVEMBER, 2001	24TH NOVEMBER, 2001
SHAREHOLDING IN THE COMPANY	8.58%	3.29%
THE NUMBER OF BOARD MEETINGS ATTENDED	2	2
DIRECTORSHIP IN OTHER COMPANIES	HOLDS DIRECTORSHIP IN 17 OTHER COMPANIES	HOLDS DIRECTORSHIP IN 8 OTHER COMPANIES

### ITEM NO. 4

Pursuant to the provisions of Section 185 of the Companies Act, 2013 as amended by Companies Amendment Act, 2017, the Company may advance any Loan including any Loan represented by a Book debt or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested subject to condition that Members approve the same by way of Special Resolution.

Members are hereby informed that M/s South City Anmol Infra Park LLP is a Related Party as Mr. Jugal Kishore Khetawat, Mr Sushil Kumar Mohta, Mr Pradeep Kumar Sureka and Mr Rajendra Kumar Bachhawat, Non Executive Directors of the Company are partners in the said LLP and exercise not less than 25% of its total voting powers.

M/s South City Anmol Infra Park LLP engaged in the real estate business is in requirement of funds for running its business in a more efficient manner. Therefore, the Board of Directors of the

Company at their meeting held on 27th June, 2018 have proposed to grant loan or give guarantee or provide security in connection with any loan(s) granted to the borrowing companies for their principal business activities.

The matter is subject to approval of Members by way of Special Resolution. This loan shall be utilized by M/s South City Anmol Infra Park LLP for its principal business activities only and not for granting of further loan or investment purpose.

Following are the brief particulars of Loan proposed to be given or guarantee to be given or security to be provided by your Company to M/s South City Anmol Infra Park LLP:

<b>Name of the LLP</b>	<b>Particulars of loans to be given, or guarantee to be given or security to be provided</b>	<b>Purpose</b>
M/s South City Anmol Infra Park LLP	Upto Rs. 100 Crores at arms length basis	Principal business activities

None of the Directors / KMP other than above is any way concerned or interested in this resolution.

The Board hereby recommends the resolution as set out at Item No. 4 for consideration and approval of Members of the Company by way of Special Resolution.

#### **ITEM NO. 5**

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. T. Mallik & Associates, Cost Accountants to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2019 as per the following details:

M/s. T.Malik & Associates Cost Accountants,7A Bentick Street, 4th Floor room No 403 Kolkata - 700001 Rs 25,000/- (rupees twenty five thousand only) plus service tax as applicable and reimbursement of out-of pocket expenses.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is being sought for passing the resolution as set out in item no. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2019.

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

The resolution as set out in item no. 5 of this Notice is accordingly commended for your approval.

#### **ITEM NO. 6**

The Nomination & Remuneration Committee has appreciated the efforts made by Mr. R.K Agarwal in the implementation of new Policies & Procedures. The Board accepted the Recommendation of Nomination & Remuneration Committee and thereby recommends a profit related commission of Rs.30,00,000/- (Thirty Lakh rupees) plus service tax as applicable for the Financial year 2017-18.

Mr. R.K Agarwal is not related to any other director or Key Managerial Personnel of the Company.

None of the directors, Key Managerial Personnel and their relatives other than Mr. R.K Agarwal and his relatives is in way concerned or interested in the said resolution.

The resolution set out in the item number 6 of this notice is accordingly commended for your approval.

#### **ITEM NO. 7**

Mr. Sentu Sardar was appointed as an Additional Director by the Board with effect from 27th June, 2018.

In terms of Section 161(1) of the Companies Act, 2013 Mr. Sentu Sardar holds office as Director only till the date of the forthcoming Annual General Meeting, but is eligible for appointment. Notice has been received from a member as required by Section 160 of the Act, signifying its intention to propose the candidature of Mr. Sentu Sardar for the office of Director.

The resolution as set out in item no. 7 of this Notice is accordingly commended for your approval.

#### **ADDITIONAL INFORMATION**

Mr. Sentu Sardar was appointed as additional director on 27<sup>th</sup> June, 2018 to deal in the environmental related issues.

## NOTES

1. A member entitled to attend and vote is entitled to appoint proxy to attend and vote instead of himself and the proxy need not be a member. The Proxy as per the format is attached herewith. PROXIES IN ORDER TO BE VALID AND EFFECTIVE MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. The Corporate Member intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of the Board Resolution and Power of Attorney, if any.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to Special Businesses at the meeting is annexed hereto.
4. Members desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the meeting.

Place: Kolkata  
Date: 27th June, 2018

By the Order of the Board

  
Parimal Ajmera  
Company Secretary

# **SOUTH CITY PROJECTS (KOLKATA) LIMITED**

**Registered office: 375, PRINCE ANWAR SHAH ROAD KOLKATA – 700 068**

Tel:03340012639. Corporate Identity No.U21019WB1995PLC071252 .Website:www.southcityprojects.com

## **Attendance Slip** (To be presented at the entrance)

23<sup>rd</sup> ANNUAL GENERAL MEETING ON THURSDAY, THE 27<sup>TH</sup> DAY OF SEPTEMBER,  
2018 AT 5.00 P.M at 375, Prince Anwar Shah Road,Kolkata-700068

Folio No. \_\_\_\_\_ Dp ID No. \_\_\_\_\_ Client ID No. \_\_\_\_\_

Name of the Member: \_\_\_\_\_ Signature: \_\_\_\_\_

Name of the Proxyholder: \_\_\_\_\_ Signature: \_\_\_\_\_

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting

# ROUTE MAP TO THE VENUE

