

NOTICE TO MEMBERS

NOTICE IS HERBY GIVEN THAT THE 20TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SOUTH CITY PROJECTS (KOLKATA) LIMITED WILL BE HELD ON WEDNESDAY, THE 30TH DAY OF SEPTEMBER, 2015 AT 11.00 A.M. AT 375, PRINCE ANWAR SHAH ROAD, KOLKATA-700068 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the company for the financial year ended 31st March, 2015 alongwith consolidated Financial Statements of the Company as on March 31, 2015 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Shrawan Kumar Todi, who retires by rotation and being eligible offers himself for reappointment.
4. To appoint Director in place of Mr. Sushil Kumar Mohta, who retires by rotation and being eligible offers himself for reappointment.
5. To appoint M/s. S K Agrawal & Co., Chartered Accountants (Registration No.306033E) as statutory auditors of the Company and fix their remuneration.

SPECIAL BUSINESS:

ITEM NO. 1

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 consent of the Company be and is hereby given for payment of remuneration of Rs. 15000/- (Rupees fifteen thousand only) plus applicable taxes and out of pocket expenses for conducting audit of the cost records of the Company for the year 2015-16 as may be applicable to the Company under Section 148 of the Companies Act, 2013 and rules made there under, to M/s. T. Mallik & Associates, Cost Accountants who were re-appointed as Cost Auditors of the Company by the Board of Directors at its meeting held on 28.08.2015”

ITEM NO. 2

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 Director be given a sum of Rs. 13,50,000/- exclusive of Service tax and out of pocket expenses as profit related commission for the year 2014-15.”

Registered Office:
375, Prince Anwar Shah Road,
Kolkata - 700068

By Order of the Board

Date: 28th August 2015

Parimal Ajmera
Company Secretary

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.**
2. 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

By the Order of the Board

Date: 28th August 2015

Parimal Ajmera

Company Secretary

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

ITEM NO. 1

The Board of Directors in its meeting held on 28th August, 2015, had re appointed M/s. T. Mallik & Associates., Cost Accountants at a remuneration of 15000/- (Rupees fifteen thousand only) plus applicable taxes and out of pocket expenses for conducting audit of the cost records of the Company as applicable to the Company for the year 2015-16. As per the provisions of Section 148 of the Companies Act, 2013 and the Rules made thereunder, the remuneration to be paid to the cost auditors is subject to ratification by the members of the Company. The Board therefore recommends the resolution under Section 148 of the Companies Act, 2013 as an ordinary resolution for your approval.

None of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in this resolution.

ITEM NO. 2

The Board decided to pay Mr. R K Agarwal who was appointed as an Independent Director on 7th July, 2014, a sum of Rs. 13,50,000/- exclusive of Service tax and out of pocket expenses as profit related commission for the year 2014-15. for his appreciable service rendered. The said profit related commission is within over all limit of 3% of the Net Profit as calculated as per the provisions of the Companies Act, 2013.

The Board therefore recommends the resolution as an ordinary resolution for your approval.

None of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in this resolution except Mr. R. K. Agarwal.

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: U21019WB1995PLC071252

Name of the Company: South City Projects (Kolkata) Limited

Registered office: 375, Prince Anwar Shah Road, Kolkata-700068

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

2. Name:

Address:

E-mail Id:

Signature:..... or failing him

3. Name:

Address:

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual general meeting of the company, to be held on the 30st day of September, 2015 at 11.00 A.M. at 375, Prince Anwar Shah Road, Kolkata-700068 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1.....

2.....

3.....

Signed this..... day of.....20.....

Signature of shareholder

Signature of Proxy holder(s)

Note: 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.