

**NOTICE**

**NOTICE** is hereby given that **26<sup>TH</sup> ANNUAL GENERAL MEETING** of the members of Suvidha Infraestate Corporation Limited (the Company) will be held on Saturday, **22<sup>nd</sup> Day of September, 2018 at 11.30 a.m.** at the Registered office of the company at A-305,306 Krishna Complex, Opp. Devashish School, Bodakdev, Ahmedabad-380054, to transact the following business:

**ORDINARY BUSINESS:**

1. To consider and adopt the audited financial statements of the Company for the financial year March 31, 2018 together with the Reports of Directors and the Auditor's thereon.
2. To appoint a Director in place of Mr. Ashokkumar K. Goswami(DIN:00289515), who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS****3. Reappointment of Mr. Ashokkumar K Goswami as Whole Time Director**

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 196,197,198 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification from time to time or any re-enactment thereof for the time being in force) (the “Act”) read with Schedule V to the said Act, and pursuant to Articles of Association of the Company, the recommendation and approval of the Nomination and Remuneration Committee, the consent of the Members of the company be and is hereby accorded to appointment of Mr. Ashokkumar K. Goswami as the Whole Time Director (Holding Din No 00289515) of the Company for a period of four years i.e. from 1<sup>st</sup> October, 2018 to 30<sup>th</sup> September, 2022, upon the principal terms and conditions set out in the explanatory statement annexed hereto including the remuneration to be paid in the event of inadequacy of profits in any financial year, with liberty to the Board of Directors of the Company to increase, alter and vary, without further reference to the shareholders, the terms and conditions of the said re-appointment including the remuneration, in such manner, as may be agreed to between the Board of Directors and Mr. Ashokkumar K. Goswami.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/ or as approved by the Central Government or such other competent authority.

**RESOLVED FURTHER THAT** in the event in any financial year during the tenure of the Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the remuneration shall be governed as provided under Section II of Part II of Schedule V to the Companies Act, 2013 and any excess payment, if any given, in this regard will be recovered by the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do and perform or cause to be done and performed, all such acts and deeds necessary to give effect to the foregoing resolution, including inter alia, approving on behalf of the Company, any changes or modifications in the aforesaid Agreement from time to time.”

4. **Reappointment of Mr. Anupkumar K Goswami as Whole Time Director**

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 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification from time to time or any re-enactment thereof for the time being in force) (the “Act”) read with Schedule V to the said Act, and pursuant to Articles of Association of the Company, the recommendation and approval of the Nomination and Remuneration Committee, the consent of the Members of the company be and is hereby accorded to appointment of Mr. Anupkumar K. Goswami as the Whole Time Director and CFO (Holding Din No 00289603) of the Company for a period of five years i.e. from 1<sup>st</sup> October, 2018 to 30<sup>th</sup> September, 2023, upon the principal terms and conditions set out in the explanatory statement annexed hereto including the remuneration to be paid in the event of inadequacy of profits in any financial year, with liberty to the Board of Directors of the Company to increase, alter and vary, without further reference to the shareholders, the terms and conditions of the said re-appointment including the remuneration, in such manner, as may be agreed to between the Board of Directors and Mr. Anupkumar K. Goswami.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/ or as approved by the Central Government or such other competent authority.

**RESOLVED FURTHER THAT** in the event in any financial year during the tenure of the Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the remuneration shall be governed as provided under Section II of Part II of Schedule V to the Companies Act, 2013 and any excess payment, if any given, in this regard will be recovered by the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do and perform or cause to be done and performed, all such acts and deeds necessary to give effect to the foregoing resolution, including inter alia, approving on behalf of the Company, any changes or modifications in the aforesaid Agreement from time to time.”

5. **Approval for Related Party Transactions**

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 188 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the “Act”) read with the Rule 15 of the Companies (Meetings of Board and its Powers)

Rules, 2014 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, sanction, permission or approval as the case may be of the members of the company be and is hereby accorded to the Board of Directors of the Company ('the Board' which expression shall also include any committee thereof) to enter into any contract or arrangements with related parties as per below details

Name of Related Parties	Interested	Nature of Transaction	Maximum Amount (In Rs.)
D.K Properties	Kishore K. Goswami Dushyant K. Goswami	*	50 Crore Per Annum
D.K. Infra Venture LLP	Kishore K. Goswami Dushyant K. Goswami Niyati K. Goswami Dolly K. Goswami Prachi D. Goswami	*	50 Crore Per Annum
Suvidha Projects Private Limited	Ashokkumar K. Goswami Kishore K. Goswami	*	50 Crore Per Annum

\*Nature of Transaction: Civil Construction, Real Estate Development Contract and Infrastructure Development Contract or Direct Ventures of any kind and for sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or Associate Company or reimbursement of any transaction or any other transaction of whatever nature

**RESOLVED FURTHER THAT** the board of directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as maybe necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect."

By Order of the Board of Directors  
For, Suvidha Infraestate Corporation Limited

Place : Ahmedabad  
Date : 13-08-2018

Nikita Barbhaya  
Company Secretary

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE 'MEETING') IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE TIME FOR HOLDING THE MEETING.**
2. Proxy/Proxies submitted on behalf of limited Companies, etc., must be supported by appropriate resolutions / authority, as applicable. A person shall act as proxy for only fifty (50) members and holding in aggregate not more than ten (10) per cent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than ten (10) percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. If a Person is appointed as Proxy for more than 50 Members, he shall choose any 50 Members and confirm the same to the Company 24 hours before the commencement of the Meeting. In case, the Proxy fails to do so, the Company shall consider only the first 50 proxies received in respect of such person as valid.
4. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 of the Companies Act, 2013 with respect to item nos. 3 to 5 of the Notice is annexed hereto and forms part of this Notice.
5. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
6. ***The Register of Members and Share Transfer Registers of the Company will remain closed from Thursday, 20<sup>th</sup> September, 2018 to Saturday, 22<sup>nd</sup> September, 2018 (both days inclusive).***
7. 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 at the Meeting.
8. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours upto the date of the Meeting.
9. Members seeking any information with regard to 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. The members are requested to get their shares dematerialized. ***The company's ISIN Code No. INE936N01010.***
10. Website of the company was hacked by some hacker therefore the Company has changed website name from [www.suvidha-group.com](http://www.suvidha-group.com) to [www.sicl.in](http://www.sicl.in) and hence due to the maintenance purpose the website was underconstruction for the time being and we strongly regret the inconvenience caused to the investors.
11. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the following:

**[info@suvidhaprojects.com](mailto:info@suvidhaprojects.com)**

The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.

13. In the general interest of the Members, it is requested of them to update their bank mandate / NECS / Direct credit details / name / address / power of attorney and update their Core Banking Solutions enabled account number:

For shares held in physical form: with the Registrar and Transfer Agent of the Company.

For shares held in dematerialized form: with the depository participant with whom they maintain their demat account.

14. Members holding shares in single name and in physical form are advised to make a nomination in respect of their shareholding in the Company and those Members who hold shares singly in dematerialized form are advised to make a nomination through their Depository Participants.

15. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meeting, the relevant details of Director seeking re-appointment are provided as below:

Brief Resume of Director proposed to be reappointed, in term of Regulation 36(3) of the listing Regulation

Name	Mr. Ashokkumar K Goswami	Mr. Anupkumar K Goswami
Date of Birth	23.11.1952	31.01.1961
Directors Identification Number (DIN)	00289515	00289603
Age	66 Years	55 Years
Qualification	B.Com	B.Com
Expertise in Specific Area	35 Years	Finance
Date of first Appointment on board of the Company	21.01.1992	31.10.2002
Shareholding in Company	95440 shares held	125360 shares held
List of Directorship held in other companies	(1) Oasis Investment Pvt. Limited (2) Vishal Capital Trust Pvt. Ltd. (3) Suvidha Project Private Limited (4) Srushthi Sagar Township Private Limited	(1) Envy Capital Trust Pvt. Limited (2) Suvidha Enterprises Private Limited (3) Optimus Lifestyle Private Limited
Membership/Chairmanships of Audit and stakeholder relationship committees	NIL	1. Stakeholders relationship Committee 2. Nomination and Remuneration Committee

16. A rout map showing directions to reach the venue of Annual General Meeting is given on Pg. No. 71 of this annual report as per the requirement of the Secretarial Standards-2 on “General Meeting.”

**17. Voting through electronic means**

- I. In Compliance with the provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management & Administration) Amendment Rules, 2015('Amendment Rules') and the regulation 44 of Listing Regulations and Secretarial Standard, on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 26<sup>th</sup> 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.
- 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.

*Commencement of e-voting*

*From (09.00 a.m.) on 19.09.2018*

*End of e-voting*

*Upto (05.00 p.m.) on 21.09.2018*

*Cut-off Date*

*15.09.2018*

- IV. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- V. The company has engaged the services of Central Depository Services (India) Limited (CDSL) as the Authorized Agency to provide e-voting facilities.
- VI. The company has appointed M/s Anish Gupta & Associates, Company Secretaries (CP NO. 4092), as 'Scrutinizer' for conducting and scrutinizing the e-voting process in a fair and transparent manner.
- VII. The login ID and password for e-voting are being sent to the members, who have not registered their e-mail IDs with the company, along with a physical copy of the notice. Those members who have registered their e-mail IDs with the company / their respective Depository Participants are being forwarded the login ID and password for e-voting by e-mail.
- VIII. “Voting by electronic means” or “electronic voting system” means a 'secured system' based process of display of electronic ballots, recording of votes of the members and the number of votes polled in favour or against, such that the entire voting exercise by way of electronic means gets registered and counted in an electronic registry in the centralized server with adequate 'cyber security'. It also helps the shareholders to cast their vote from anywhere and at any time during E-voting period. A separate communication containing all necessary instructions and relevant information is enclosed separately in the Annual Report.
- IX. Instruction for remote e-voting
  - (i) The voting period begins on Wednesday, 19.09.2018 (09.00 A.M. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) on 15.09.2018 may cast their vote electronically.  
The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).



- (iv) Click on Shareholders.
- (v) Now Enter your User ID
- a. For CDSL: 16 digits beneficiary ID.
- b. 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.

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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 in the PAN field.</li> <li>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 sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (viii) If you are a first time user follow the steps given below:
- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach 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 <SUVIDHA INFRAESTATE CORPORATION 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login 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) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login 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.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded 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).
- (xxi) The Board of Directors has appointed Mr. Anish Gupta, Practising Company Secretary (FCS 5733, CP 4092) as Scrutinizer for conducting the remote electronic voting process in a fair and transparent manner.
- (xxii) The Scrutinizer shall submit his report, to the Chairman, on the votes cast in favour or against, if any, within a period of three working days from the date of conclusion of the e-voting period.
- (xxiii) The results declared along with the Consolidated Scrutinizer's report shall be placed on the website of the Company [www.sicl.in](http://www.sicl.in). The results shall simultaneously be communicated to the Stock Exchanges.
- (xxiv) Route map giving directions to the venue of the meeting is annexed to the Notice.



**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following statement sets out all material facts relating to all Special Businesses mentioned in the accompanying Notice:

**Item No. 3****Reappointment of Mr. Ashokkumar K Goswami as Whole Time Director**

The Board of Directors, in its meeting held on 13.08.2018 approved the re-appointment of Mr. Ashokkumar K Goswami as the Whole Time Director for further period of four years i.e. from 1<sup>st</sup> October, 2018 to 30<sup>th</sup> September, 2022 on terms and conditions as set out below, based on the recommendation of Nomination and Remuneration Committee and subject to the approval by the Shareholders of the Company. Disclosure as required Schedule V to the Companies Act, 2013 is given hereunder and Annexure to this Notice.

The Board has also, subject to approval of the shareholders, has proposed the remuneration/ perquisites/ benefits payable to the aforesaid Mr. Ashokkumar K Goswami, Whole Time Director from 1<sup>st</sup> October, 2018 shall be as under:

1. Name of the appointee : Mr. Ashokkumar K Goswami
2. Designation : Whole Time Director
4. Salary : Rs. 12,00,000/- per annum plus perquisites
5. Term : Four years from 1<sup>st</sup> October, 2018 to 30<sup>th</sup> September, 2022
6. Perquisites includes
  - I. House Rent Allowance, Car, Electricity, Medical Expenses reimbursement for self and family, Leave Travel Concession for self and family, club fees, medical insurance etc., limited to actual or the Annual Salary whichever is less.
  - II. Provision of car for use on Company's business and telephone at residence will not be considered perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company.
  - III. Company's Contribution to the Provident Fund, Gratuity and encashment of leave as per the rules of the Company and the same shall not be in the perquisites as aforesaid.

In the event of absence of or inadequacy of Profit in any Financial Year during the tenure, the remuneration shall be governed as provided under Section II of Part II of Schedule V to the Companies Act, 2013.

Mr. Ashokkumar K. Goswami is the Promoter and Whole Time Director of the company, He is efficient and devoting his time and energy for expanding the business of the company. To compensate his efforts, your directors are of the view that he may be paid a remuneration as permitted under the provisions of the Companies Act, 2013. However, such payment of remuneration requires the approval of the members under the various provisions of the Companies Act, 2013.

The Board of Director recommends the relevant resolution for your consideration and approval as a Ordinary Resolution.

Mr. Ashokkumar K Goswami and his relatives shall be deemed to be concerned or interested in the resolution to the extent of remuneration payable to Mr. Ashokkumar K Goswami.

No director, except the director and his relatives to whom the remuneration to be sanctioned, and Key Managerial Personnel or their relatives are interested in or concerned with the said resolution.

**Item No. 4****Reappointment of Mr. Anupkumar K Goswami as Whole Time Director**

The Board of Directors, in its meeting held on 13.08.2018 approved the re-appointment of Mr. Anupkumar K Goswami as the Whole Time Director and CFO for further period of five years i.e. from 1<sup>st</sup> October, 2018 to 30<sup>th</sup> September, 2023 on terms and conditions as set out below, based on the recommendation of Nomination and Remuneration Committee and subject to the approval by the Shareholders of the Company. Disclosure as required Schedule V to the Companies Act, 2013 is given hereunder and Annexure to this Notice.

The Board has also, subject to approval of the shareholders, has proposed the remuneration/ perquisites/ benefits payable to the aforesaid Mr. Anupkumar K. Goswami, Whole Time Director from 1<sup>st</sup> October, 2018 shall be as under:

1. Name of the appointee : Mr. Anupkumar K. Goswami
2. Designation : Whole Time Director
4. Salary : Rs. 12,00,000/- per annum plus perquisites
5. Term : Five years from 1<sup>st</sup> October, 2018 to 30<sup>th</sup> September, 2023
6. Perquisites includes
  - I. House Rent Allowance, Car, Electricity, Medical Expenses reimbursement for self and family, Leave Travel Concession for self and family, club fees, medical insurance etc., limited to actuals or the Annual Salary whichever is less.
  - II. Provision of car for use on Company's business and telephone at residence will not be considered perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company.
  - III. Company's Contribution to the Provident Fund, Gratuity and encashment of leave as per the rules of the Company and the same shall not be in the perquisites as aforesaid.

In the event of absence of or inadequacy of Profit in any Financial Year during the tenure, the remuneration shall be governed as provided under Section II of Part II of Schedule V to the Companies Act, 2013.

All the members are aware that Mr. Anupkumar K. Goswami is the Promoter and Whole Time Director of the company. He is efficient and devoting his time and energy for expanding the business of the company. To compensate his efforts, your directors are of the view that he may be paid a remuneration on monthly basis as permitted under the different provisions of the Companies Act, 2013. However, such payment of remuneration requires the approval of the members under the various different provisions of the Companies Act, 2013. Hence, your directors commend to pass the proposed resolution as an ordinary resolution.

The Board of Director recommends the relevant resolution for your consideration and approval as a Ordinary Resolution.

Mr. Anupkumar K. Goswami and his relatives shall be deemed to be concerned or interested in the resolution to the extent of remuneration payable to Mr. Anupkumar K Goswami.

No director, except the director and his relatives to whom the remuneration to be sanctioned, and Key Managerial Personnel or their relatives are interested in or concerned with the said resolution.

#### **Item no. 5**

#### **Approval of Related Party Transaction-**

As per Section 188(1) of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules') and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['SEBI (LODR)'], transaction entered or to be entered into between related parties exceeding the threshold limit mentioned in the 'Rule' and 'SEBI (LODR)' to be approved by the members of the Company by way of an Special Resolution.

Since the amount for agreement for related party transactions may exceeds the threshold limit provided under Section 188(1) of the Act read with Rule 15(3)(a)(ii) of the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules') and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['SEBI (LODR)'], consent of the members would be required by way of an Special Resolution to enter into the related party transactions.

The Company has proposed to enter into arrangements with related parties D.K Properties, D.K. Infra Venture LLP & Suvidha Projects Private Limited as defined under the Act with respect to Civil Construction, Real Estate Development Contract and Infrastructure Development Contract or direct ventures of any kind and for sale, purchase or supply of any goods or materials, selling or otherwise disposing of or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or associate Company or reimbursement of any transaction or any other transaction of whatever nature with related parties all the transactions are material in nature and require the approval of the unrelated shareholders of the Company.

The provisions of the LODR Guidelines consider a transaction with a related party material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company. Further, the Listing Agreement requires all material related party transactions to be approved by the shareholders through a special resolution and the related parties shall abstain from voting on such resolutions.

The Company envisages that the transaction(s) entered into with related parties whether individually and/or in aggregate may exceed the stipulated threshold of ten percent of the annual consolidated turnover of the Company as per the last audited and financial statements of the Company during a financial year of the Company. The Company therefore requires approval of the shareholders through a special resolution for entering into contract(s)/ arrangement (s)/ transaction(s) with SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 up to a maximum amount as mentioned in the respective resolutions from the financial year 2018-2019 and onward and includes the transactions carried, if any, with its related parties during the previous financial year.

The disclosures required to be provided under the provisions of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 The particulars of the transaction which is proposed to be entered into by the Company, are provided in brief, herein below: -

1	Name of Related Parties	1. D. K. Properties 2. D. K. InfraVenture LLP 3. Suvidha Projects Private Limited
2	Name of Director or KMP who are related	1. Anupkumar K. Goswami 2. Kishore K. Goswami 3. Ashokkumar K. Goswami
3	Nature of relationship	Promoters, relatives and associates companies and firms in which the directors and relatives are concerned or interested.
4	Monetary value	The estimated aggregate contract value for the matters proposed in the resolution shall not exceed Rs. 50 crores with each of the related party individually.
5	Nature, Material terms and particulars of arrangement	All related party transactions with related parties will depend on the requirement of the Company for its products or services from time to time and ability of supply of specified material or services by relatd parties. However, such transactions would at all times be on arm's lengths basis and in the ordinary course of the Company's business.
6	Any other information relevant or important for the members to take a decision on the proposed resolution	All important information forms part of the Statement setting out Material Facts pursuant to Section 102(1) of the Companies Act, 2013 which have been mentioned in the foregoing paragraphs.

Pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all entities falling under the definition "Related Party" shall abstain from voting in respect of the resolution proposed at item no.5 of the notice, irrespective of whether the entity is a party to the particular transaction or not

The Audit committee and the Board of the Directors of the Company have considered these proposed arrangements and limits at their meeting held on 28<sup>th</sup> May, 2018 and have approved the proposed arrangements with the Related Party(ies) ( i.e D.K Properties, D.K. InfraVenture LLP & Suvidha Projects Private Limited) and have also decided to seek approval of shareholders by way of special resolution pursuant to section 188 of the Companies Act 2013 read with the Companies ( Meeting of Board and its Powers) Rules , 2014 and Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

A copy of the draft of Agreement are available for inspection by the Shareholders of the Company at the Registered Office during the office hours on any working day except Saturdays between 11.00 am to 01.00 pm upto Saturday, September, 2018. As on the date of proposing these resolutions, the holding of the Company and its associates companies and firms are as below

Related Parties	Holding in the Company (SICL)	Holding in Suvidha Projects Pvt Ltd	Holding in D.K. Properties	Holding in DK Infraventure LLP
Kishore K. Goswami	1.28%	22%	50%	35%
Anupkumar K. Goswami	1.41%	22%	0%	0%
Ashokkumar K. Goswami	1.07%	22%	0%	0%

Accordingly the directors, key managerial personnel and/or their relatives may be deemed to be concerned or interested in the resolution at item no. 5 of the notice, directly or indirectly to the extent of respective shareholding of the Company and/or the promoter group, associate Companies and firms.

Except as above none of the directors and/or key managerial personnel of the Company and/or their relatives are concerned or interested in these resolutions.

The Board of Directors recommends the above Special Resolutions for your approval.

By Order of the Board of Directors  
For, **Suvidha Infraestate Corporation Limited**

**Place : Ahmedabad**  
**Date : 13-08-2018**

**Nikita Barbhaya**  
Company Secretary

**ATTENDANCE SLIP**

**SUVIDHA INFRAESTATE CORPORATION LIMITED**  
**CIN : L70102GJ1992PLC016978**  
**Regd Office: A-305,306, Krishna Complex, Opp. Devashish School,**  
**Bodakdev, Ahmedabad-380054**  
**Phone: 07926872845, 07926872946 website : www.sicl.in**

<b>DP ID.*</b>	<b>Client ID*</b>	<b>Folio No.</b>	<b>No. of Share(s) held</b>

\* Applicable for members who are holding shares in dematerialized form

I hereby record my presence at the 26<sup>th</sup> Annual General Meeting of the Company on Saturday, 22<sup>nd</sup> September, 2018 at 11:30 a.m at A-305,306 Krishna Complex, Opp. Devashish School, Bodakdev, Ahmedabad-380054

<b>Name of the Member(s)</b>	
<b>Signature of the Member</b>	
<b>Name of the Proxy</b>	
<b>Signature of the Proxy</b>	

*Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.*

## PROXY FORM NO. MGT -11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies Management and Administration) Rules, 2014]

## SUVIDHA INFRAESTATE CORPORATION LIMITED

CIN : L70102GJ1992PLC016978

Regd Office: A-305,306, Krishna Complex, Opp. Devashish School,  
Bodakdev, Ahmedabad-380054

Phone: 07926872845, 07926872946 website : www.sicl.in

Name of the Member(s)		
Registered Address:		
Email Id:		
ClientID/Folio No.		DP ID:

I/We , being the member(s) of .....shares of the above named company, hereby appoint:

1.Name:.....Address:.....  
Email Id:.....,or failing him

2.Name:.....Address:.....  
Email Id:.....,or failing him

3.Name:.....Address:.....  
Email Id:.....,or failing him

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 26<sup>th</sup>Annual General Meeting of the company to be held on Saturday, 22<sup>nd</sup> September, 2018 at 11:30 a.m. at A-305,306 Krishna Complex, Opp. Devashish School, Bodakdev, Ahmedabad-380054 or at any adjournment thereof in respect of such resolutions as are indicated below.

Resolution No.	Resolutions
1	To receive, consider and adopt the Audited Financial Statement of the Company for the financial year March 31, 2018 together Reports of Directors and Auditors thereon.
2	To appoint a Director in place of Mr. Ashokkumar K. Goswami (DIN: 00289515), who retires by rotation and being eligible offers himself for re-appointment
3	Reappointment of Mr. Ashokkumar K. Goswami as Whole Time Director (DIN: 00289515)
4	Reappointment of Mr. Anupkumar K. Goswami as Whole Time Director(DIN:00289603)
5	Approval of Related Party Transaction

Signed this.....day of.....2018.

Signature of Shareholder:.....

Signature of the Proxy Holder(s) (1) .....(2).....(3).....

Rs. 1/-  
Revenue  
Stamp

Note: The proxy form must be deposited at the Registered office of the company not less than 48 hours before the time of the holding the meeting. The proxy need not be a member of the company.



**SUVIDHA INFRAESTATE CORPORATION LIMITED**  
**CIN : L70102GJ1992PLC016978**  
**Regd Office: A-305,306, Krishna Complex, Opp. Devashish School,**  
**Bodakdev, Ahmedabad-380054**  
**Phone: 07926872845, 07926872946 website : www.sicl.in**

**BALLOT FORM**  
**(To be returned to Scrutinizer appointed by the Company)**

Name and Registered Address of the sole / First named Member	:	
Name (s) of the Joint Holder (s) (if any)	:	
Registered Folio No./ DP ID No. and Client ID No.	:	
Number of share(s) held	:	
EVSN (Electronic Voting Sequence Number)	:	
User ID & Password	:	If you are registered with CDSL on e-voting system, please use your existing used ID and password. If you are a first time user follow the steps given in Note No. 17 to the AGM Notice.

I / We hereby exercise my / our vote(s) in respect of the Resolutions set out in the Notice of the 26<sup>th</sup> Annual General Meeting (AGM) of the Company to be held on Saturday, September 22, 2018 at 11:30 a.m. and at any adjournment thereof by sending my / our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Resolution	Type of Resolution	No. of Shares	For	Against
1.	To receive, consider and adopt the Audited Financial Statement of the Company for the financial year March 31, 2018 together Reports of Directors and Auditors thereon.	Ordinary			
2.	To appoint a Director in place of Mr. Ashokkumar K. Goswami (DIN:00289515), who retires by rotation and being eligible offers himself for re-appointment.	Ordinary			
3.	Reappointment of Mr. Ashokkumar K. Goswami as Whole Time Director (DIN: 00289515)	Ordinary			
4.	Reappointment of Mr. Anupkumar K. Goswami as Whole Time Director(DIN:00289603)	Ordinary			
5	Approval of Related Party Transaction	Special			

**Place:**

**Date:**

**INSTRUCTIONS**

1. Unsigned ballot forms will be rejected.
2. A member need not cast all the votes in the same manner.
3. The Scrutiniser's decision on the validity of the ballot form will be final.

(Signature of Member)

