



SMART CITY AHMEDABAD DEVELOPMENT LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 8TH ANNUAL GENERAL MEETING OF SMART CITY AHMEDABAD DEVELOPMENT LIMITED WILL BE HELD ON SATURDAY, 21 SEPTEMBER, 2024 AT 12.00 P.M. AT 2ND FLOOR, "RIVERFRONT HOUSE" B/H. H.K. ARTS COLLEGE, BETWEEN GANDHI & NEHRU BRIDGE, PUJYA PRAMUKH SWAMI MARG (RIVER FRONT ROAD – WEST), AHMEDABAD – 380009, GUJARAT, TO TRANSACT THE FOLLOWING BUSINESSES:-

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the audited Balance Sheet as at 31st March, 2024 and the Profit and Loss Account for the year ended on that date together with the Report of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Malaiyappan Thennarasan, IAS (DIN: 06418776), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Smt. Praveena D.K., IAS (DIN: 06871801), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4 TO REGULARIZE APPOINTMENT OF SMT. PRATIBHA JAIN (DIN: 10345158) AS A DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT Smt. Pratibha Jain (DIN: 10345158), who was appointed as an Additional Director with effect from 10/10/2023 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of ensuing Annual General Meeting, her appointment be and is hereby regularized as a Director of the company."

"RESOLVED FURTHER THAT any Director of the Company be and are hereby severally authorized to file necessary forms with the Ministry of Corporate Affairs and to do all such acts, deeds, matters and things that may be necessary, desirable or expedient for giving effect to the above resolution."

5 TO REGULARIZE APPOINTMENT OF SHRI DEVANG DANI (DIN: 10334619) AS A DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT Shri Devang Dani (DIN: 10334619), who was appointed as an Additional Director with effect from 10/10/2023 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of ensuing Annual General Meeting, his appointment be and is hereby regularized as a Director of the company."

"RESOLVED FURTHER THAT any Director of the Company be and are hereby severally authorized to file necessary forms with the Ministry of Corporate Affairs and to do all such acts, deeds, matters and things that may be necessary, desirable or expedient for giving effect to the above resolution."





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6. TO REGULARIZE APPOINTMENT OF SHRI MIRANT PARIKH, IAS (DIN: 10705113) AS A DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT Shri Mirant Parikh, IAS (DIN: 10705113), who was appointed as an Additional Director with effect from 15/07/2024 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of ensuing Annual General Meeting, his appointment be and is hereby regularized as a Director of the company.”

“RESOLVED FURTHER THAT any Director of the Company be and are hereby severally authorized to file necessary forms with the Ministry of Corporate Affairs and to do all such acts, deeds, matters and things that may be necessary, desirable or expedient for giving effect to the above resolution.”

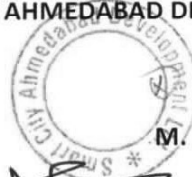
7. TO RE-APPOINT SHRI H. M. SHIVANAND SWAMY AS AN INDEPENDENT DIRECTOR:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provisions of section 149, 152 and 161(1) of the Companies Act, 2013, read with corresponding applicable rules and regulations of the Act (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the company, Shri H. M. Shivanand Swamy (DIN>>>>) who was re-appointed by the Board of Directors as an Independent Director on the Board of the company with effect from 26 December, 2023 for a term of five years subject to approval at the upcoming General meeting of the company. His re-appointment as an Independent Director of the company is hereby confirmed by the members of the company not liable to retire by rotation, for a term of five (05) years, with effect from 26 December, 2023 till December, 25, 2028.”

“RESOLVED FURTHER THAT any Director of the Company be and are hereby severally authorized to file necessary forms with the Ministry of Corporate Affairs and to do all such acts, deeds, matters and things that may be necessary, desirable or expedient for giving effect to the above resolution.”

BY ORDER OF BOARD OF DIRECTORS,
SMART CITY AHMEDABAD DEVELOPMENT LIMITED



M. THENNARASAN (IAS)
CHAIRMAN
(DIN: 06418776)

DATE: 06/09/2024
PLACE: Ahmedabad
Registered Office:
Command and Control Centre,
Opp. Divan Ballubhai School, Nr. Sanskar Kendra,
Paldi, Ahmedabad – 380007
(CIN: U74140GJ2016PLC086577)



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NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting ("Meeting / AGM") is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the company. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10 percent of the total share capital of the company. However, 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 proxy for any other person or member. The instrument appointing proxy in order to be valid and effective should be lodged / deposited with the company at its Registered Office at least 48 (Forty-Eight) hours before the commencement of the Meeting.
2. Members/proxies should bring their copy of the Annual Reports and Accounts along with Attendance Slip (duly completed) when attending the Meeting.
3. Corporate members intending to send their authorized representatives to attend the Annual General Meeting, pursuant to section 113 of the Companies Act, 2013, are requested to send to the company, a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representatives authorized under the said resolution to attend and vote on their behalf at the meeting.
4. 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 who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses.
5. Shareholders desiring any information as regards the Accounts are required to write to the Company at least seven days in advance of the meeting so that the information, to the extent practicable, can be made available at the meeting.





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EXPLANATORY STATEMENT

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

ITEM NO. 4

Smt. Pratibha Jain was appointed as an Additional Director of the company with effect from 10/10/2023 in accordance with the provisions of section 161 of the Companies Act, 2013 and Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the Directors holds office up to the date of the ensuing Annual General Meeting.

Smt. Pratibha Jain is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013.

None of the Directors / Key Managerial Personnels or their relatives, except Smt. Pratibha Jain is in any way concerned or interested in the said resolution.

The Board recommend to pass this resolution as an ordinary resolution.

ITEM NO. 5

Shri Devang Dani was appointed as an Additional Director of the company with effect from 10/10/2023 in accordance with the provisions of section 161 of the Companies Act, 2013 and Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the Directors holds office up to the date of the ensuing Annual General Meeting.

Shri Devang Dani is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013.

None of the Directors / Key Managerial Personnels or their relatives, except Shri Devang Dani is in any way concerned or interested in the said resolution.

The Board recommend to pass this resolution as an ordinary resolution.





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ITEM NO. 6

Shri Mirant Parikh (IAS) was appointed as an Additional Director of the company with effect from 10/10/2023 in accordance with the provisions of section 161 of the Companies Act, 2013 and Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the Directors holds office up to the date of the ensuing Annual General Meeting.

Shri Mirant Parikh (IAS) is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013.

None of the Directors / Key Managerial Personnels or their relatives, except Shri Mirant Parikh (IAS) is in any way concerned or interested in the said resolution.

The Board recommend to pass this resolution as an ordinary resolution.

ITEM NO. 7

Board of Directors of the company at its meeting held on 06th September, 2024 recommended for the approval of members, the re-appointment of Shri Handihal Matadha Shivananda Swamy (DIN: 01755537) as an Independent Director on the Board of the company in terms of section 149 read with schedule IV of the Companies Act, 2013 or any amendment thereto or modification thereof, as set out in the resolution relating to his re-appointment.

The Board has re-appointed Shri Handihal Matadha Shivananda Swamy (DIN: 01755537) as an Independent Director of the company with effect from 26 December, 2023. Shri H. M. Shivananda Swamy (DIN: 01755537) will vacate office at the ensuing Annual General Meeting of the company. Your Board considers that expertise and association of Shri H. M. Shivananda Swamy (DIN: 01755537) as an Independent Director would benefit the company. Also, a declaration has been received from Shri H. M. Shivananda Swamy (DIN: 01755537) confirming that he meets the criteria of Independent Director prescribed under section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014.

Your Board is also of the opinion that Shri H. M. Shivananda Swamy (DIN: 01755537) fulfills the conditions specified in the Act and corresponding rules thereunder for his re-appointment as Independent Director for second term and that he is independent of the management of the company.

None of the Directors and Key Managerial Personnels of the company or their relatives except Shri H. M. Shivananda Swamy is interested in this resolution.

The Board recommend to pass this resolution as a special resolution.





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ANNEXURE TO NOTICE:

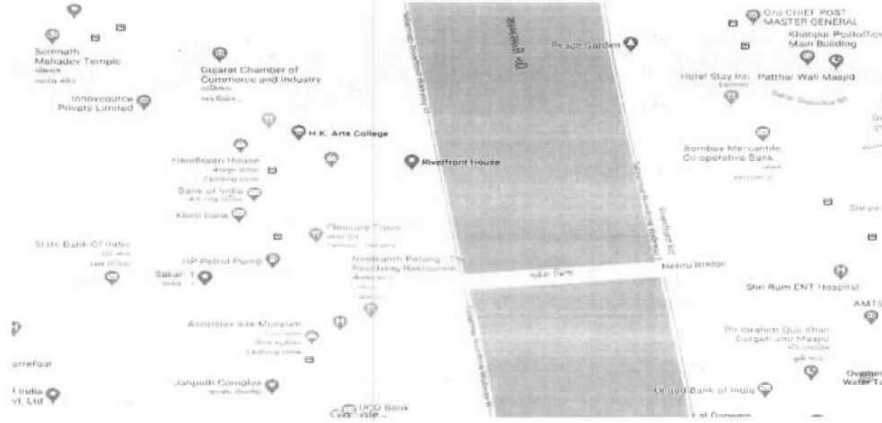
| NAME OF DIRECTORS | Smt. Pratibha Jain | Shri Devang Dani | Shri Mirant Parikh (IAS) | Shri H. M. Shivananda Swamy |
|--|---|--|---|--|
| Director Identification Number (DIN) | 10345158 | 10334619 | 10705113 | 01755537 |
| Date of Birth | 21/09/1971 | 17/01/1967 | 31/07/1992 | 01/11/1957 |
| Address | B-202, Platinum Heights, Behind Rajasthan Hospital, Shahibaug, Ahmedabad – 380004, Gujarat, India | B-201, Sansarya Tower, Vastrapur, Bodakdev, Ahmedabad – 380015, Gujarat, India | Flat – E/1, 402, Samarpan Flats, Gulbai Tekra, Ahmedabad – 380015, Gujarat, India | 302, Pruthvi Appts., Judges Bunglow Road, Bodakdev, Ahmedabad – 380015, Gujarat, India |
| Details of Remuneration | NIL | NIL | NIL | NIL |
| Date of First appointment | 10/10/2023 | 10/10/2023 | 15/07/2024 | 26/12/2018 |
| Shareholding in Company | NIL | NIL | NIL | NIL |
| No. of Board meeting attended during the last year | 02 | 02 | NA | 02 |
| In case of Independent Director justification for choosing the appointee | NA | NA | NA | Details mentioned in Explanatory Statement (Item no. 7) |
| Other Directorship | 1) Sabarmati River Front Development Corporation Limited 2) Ahmedabad Janmarg Limited | 1) Sabarmati River Front Development Corporation Limited 2) Ahmedabad Janmarg Limited | NIL | 1) Capital Region Urban Transport 2) Gwalior Smart City Development Corporation Limited 3) Jabalpur Smart City Limited |





SMART CITY AHMEDABAD DEVELOPMENT LIMITED

A ROUTE MAP SHOWING DIRECTIONS TO REACH THE VENUE OF THE 8TH ANNUAL GENERAL MEETING



BY ORDER OF BOARD OF DIRECTORS,
SMART CITY AHMEDABAD DEVELOPMENT LIMITED




M. THENNARASAN (IAS)
CHAIRMAN
(DIN: 06418776)

DATE: 06/09/2024
PLACE: Ahmedabad
Registered Office:
Command and Control Centre,
Opp. Divan Ballubhai School, Nr. Sanskar Kendra,
Paldi, Ahmedabad - 380007
(CIN: U74140GJ2016PLC086577)