

NOTICE is hereby given that the 4th Annual General Meeting of the Members of the Company shall be held at shorter notice on Saturday, the 26th day of December 2020 at 5.55 PM at the Registered Office of the Company at Smart City Office, Nehru Park Campus, Indore, MP, 452003 through video conferencing to transact the following business. The meeting link is: meet.google.com/sdp-uedr-bes

I. ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet and Statement of Profit & Loss of the Company for the year ended 31st March, 2020 together with the Board's Report & Independent Auditor's Report thereon.
2. To take note of appoint the Statutory Auditors of the Company, and to fix their remuneration and 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 139, 142 and other applicable provisions, if any of the Companies Act 2013 and the rules made thereunder (including any statutory modification/s or re-enactment thereof for the time being in force), the Board be and is considered and took note of appointment of M/s Mehta & Bhorkar (having FRN: 008016C), Chartered Accountants of Indore as Statutory Auditor of Company for the Financial Year 2020-21 appointed by Comptroller and Auditor General of India through their letter No./V/COY/MADHYA PRADESH, ISCDL(1)/982 dated 26.08.2020 at remuneration of Rs. 50,000/-.”


I. SPECIAL BUSINESS:

1. To consider the appointment of Shri Nayan C. Parikh as Independent Director of the Company

Place: Indore
Date: 26.12.2020

By order of Board of Directors of
Indore Smart City Development Limited




Anurag Kumar Saxena
Company Secretary
FCS No.:8115

NOTE:

1. A member has option to attend meeting physically or through OAVM.

2. A member entitled to attend and vote is entitled to appoint a proxy and vote on a poll instead of himself and proxy need not be a member of the Company but the members who are attending the meeting through the Video Conferencing or other Audio Visual Means are not eligible to appoint the meeting through proxy.
3. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN (10) PERCENT OF THE SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT ONE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.
4. PROXIES IN ORDER TO BE EFFECTIVE MUST BE LODGED WITH THE COMPANY IN THE INSTRUMENT APPOINTING THE PROXY.
5. Members are requested to notify immediately any change in their addresses to the Company at its Registered Office.
6. Members / Proxies should bring duly filled Attendance Slip to attend the Annual General Meeting.
7. Corporate Members intending to send their authorised representative to attend the meeting are requested to send to the Company certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
8. Relevant documents referred to in the accompanying notice and the statement is open for inspection by the Members at the Registered Office of the Company on all working days, during business hours up to the date of the meeting.
9. An explanatory statement pursuant to section 102 of the Companies Act, 2013 is given below and forms part of this notice.
10. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, physical attendance of the Members to the EGM venue is optional, Members can attend and participate in the ensuing Annual General Meeting through VC/OAVM.
11. The Members can join the Annual General Meeting in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
12. The attendance of the Members attending the Annual General Meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
13. All documents referred to in the Notice calling the Annual General Meeting are attached herewith along with the notice.
14. Annual General Meeting has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and circular o. 20/2020 dated May 5, 2020.
15. During the meeting held through Video Conferencing and any other Audio Visual Facility, where a poll on any item is required, the members shall cast their vote on the resolution only by sending the email addresses which are registered with the company. The said emails shall only be sent to the designated email address circulated by the company in advance.
16. In case the counting of voted required time, the said meeting may be adjourned and called later to declare the result.

EXPLANATORY STATEMENT

Following Explanatory Statement, pursuant to the provisions of Section 102 of the Companies Act, 2013 sets out the material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. : 1

Board of directors of the Company has taken on record the appointment of Mr. Shri Nayan Chimanlal Parikh in the meeting held on 02.03.2020 as Independent Director of the Company w.e.f. 22.02.2020 for the tenure of 5 years effective from the MPUDCL Letter dated 22.02.2020 subject to consideration and approval of members of the Company in the ensuing annual General Meeting of the Company.

Therefore the appointment of Shri Nayan Chimanlal Parikh as Independent Director cum Non executive Director is hereby placed before Members for their consideration.

None of the Directors and KMP or their relative is interested in aforesaid resolution.