

DHOLERA INDUSTRIAL CITY DEVELOPMENT LIMITED

CIN: U45209GJ2016SGC085839

GICC LIMITED, Block No. 1& 2, 6th Floor,
Udhyog Bhavan, Gandhinagar- 382017.

Ph: 079-23226015,

Website: www.dicdl.in, Email id: info@dicdl.in



NOTICE

Notice is hereby given that the 1st Annual General Meeting of Members of the Dholera Industrial City Development Limited will be held on Friday, 22nd December, 2017 at 1.00 P.M. at Committee Room of Principal Secretary, Industries & Mines Department, Block No. 5, 3rd Floor, Sachivalaya, Gandhinagar, Gujarat to transact following business:-

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statement (Standalone) of the Company for the financial year ended on 31st March, 2017 and the reports of Board of Directors' and Auditors' thereon for the period ended on that date.
2. To consider, and if thought fit, to pass with or without modification following resolution as an **Ordinary Resolution**:-

“RESOLVED THAT pursuant to Section 139 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder M/s. Shitin Shirish & Associates, Chartered Accountants, Ahmedabad [Firm Registration No.WR0491] nominated by Comptroller and Auditor General of India (CAG) as Statutory Auditors of the Company to conduct the audit of the company from the date of incorporation till the end of Financial Year 2017-18 vide letter No./CA. V/COY/GUJARAT, DICDL(1)/285 dated 25.07.2017 be and is hereby appointed/taken note of.”

“RESOLVED FURTHER THAT M/s. Shitin Shirish & Associates be and is hereby appointed at a remuneration of Rs. 35,000/- and on terms and conditions as decided by the Board of Directors and to hold the office till the conclusion of the Second Annual General Meeting of the Company.”

SPECIAL BUSINESSES:-

3. To consider, and if thought fit, to pass with or without modification following resolution as an **Ordinary Resolution:-**

“RESOLVED THAT pursuant to Government Resolution dated 2nd December, 2015 bearing No: SPV/112015/2499/I issued by Industries and Mines Department, GOG and Section 152 and other applicable provisions , if any, of the Companies Act (“the Act”) and Companies (Appointment and Qualification) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force) **Shri Alkesh Kumar Sharma, IAS (DIN : 02724743)** who was appointed as First Director by Board of Director of the Company be and is hereby appointed as Director of the Company.”

4. To Consider, and if thought fit, to pass with or without modification following resolution as an **Ordinary Resolution :-**

“RESOLVED THAT Pursuant to Government Resolution dated 2nd December, 2015 bearing No.: SPV/112015/2499/I issued by Industries and Mines Department, GOG and Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Qualification) Rules, 2014 (including any statutory modification or re- enactment(s) thereof for the for the time being in force) **Shri Pradeep Kumar Agarwal (DIN: 01683484)** who was appointed as First Director by Board of Directors of the Company of the Company be and is hereby appointed as Director of the Company.”

5. To Consider, and if thought fit, to pass with or without modification following resolution as an **Ordinary Resolution:-**

“RESOLVED THAT Pursuant to Government Resolution dated 2nd December, 2015 bearing No.: SPV/112015/2499/I issued by

Industries and Mines Department, GOG and Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Companies (appointment and Qualification) rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force) **Shri Abhishek Chaudhary (DIN: 06817755)** who was appointed as First Director by Board of Directors of the Company be and is hereby appointed as Director of the Company.”

6. To Consider, and if thought fit, to pass with or without modification following resolution as an **Ordinary Resolution** :-

“**RESOLVED THAT** pursuant to Section 152 and the other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder (including any statutory modification or re-enactment(s) thereof for the time being in force) and pursuant to Government Resolution dated 29th June, 2017 bearing no: SPV/112015/2499/I-1 issued by Industries and Mines Department, GOG; **Shri V. C. Pisipati Prasad (DIN: 07839976)** who was appointed as additional director by Board of Director of the Company be and is hereby appointed as Director of the Company.”

7. To Consider, and if thought fit, to pass with or without modification following resolution as an **Ordinary Resolution**:-

“**RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder (including any statutory modification or re-enactment(s) thereof for the time being in force) and pursuant to Government Resolution dated 6th September, 2017 bearing No: SPV/112015/2499/I-1 issued by Industries & Mines Department, GOG, **Shri Jai Prakash Shivhare, IAS (DIN: 07162392)** who was appointed as additional director by Board of Director of the Company be and is hereby appointed as Director of the Company.”

8. To Consider, and if thought fit, to pass with or without modification following resolution as an **Ordinary Resolution**:-

“RESOLVED THAT pursuant to Section 152 and the other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder (including any statutory modification or re-enactment(s) thereof for the time being in force) and Government Resolution dated 3rd October, 2017 bearing No: SPV/112015/2499/I-1 from Industries and Mines Department, GOG, **Shri Sanjeev Kumar, IAS (DIN:03600655)** who was appointed as Additional Director by Board of Director of the Company be and is hereby appointed as Director of the Company.”

BY ORDER OF THE BOARD

For Dholera Industrial City Development Limited

Sd/-

(Ms. Ankita Parmar)

Company Secretary

Place: Gandhinagar

Date:

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**
- 2. The enclosed proxy form, if intended to be used should reach the registered office of the company duly completed, stamped and signed not less than forty eight (48) hours before the time fixed for the meeting.**

- 3.** A person shall act as proxy for only 50 members and holding in aggregate not more than 10 percent of the total share capital of the Company carrying voting rights. Members holding more than 10 percent of the total share capital of the Company carrying voting rights may appoint single person as proxy and such person shall not act as proxy for any other member.
- 4.** Proxy Form(s) and certified copy of the Board resolution(s) authorizing representative(s) to attend and vote at the meeting shall be sent to the registered office of the Company.
- 5.** A body corporate, being a member, shall be deemed to be personally present only if it is represented in accordance with section 113 of the Companies Act, 2013.
- 6.** In conformity of provisions of section 102(1) and of the Companies Act, 2013, the Explanatory Statement setting out all the material facts relating to the aforesaid business is annexed herewith and forms part of the notice.

EXPLANATORY STATEMENTS PURSUANT TO THE PROVISIONS OF SECTION 102(1) OF COMPANIES ACT, 2013:-

ITEM NO. 2

The Comptroller and Auditor General of India (C&AG) has vide its letter no. /CA. V/COY/GUJARAT, DICDL (1)/285 dated 25.07.2017 has nominated M/s. Shitin Shirish & Associates, Chartered Accountants, [Firm Registration No.WR0491] as Statutory Auditor of Company pursuant to Section 139 read with Section 129 (4) of the Companies Act, 2013 for the Financial year 2017-18.

Hence the Resolution is proposed.

None of the Directors and KMP and their relative is concerned or interested in the Resolution set out at item No. 2 of this Notice.

ITEM NO. 3

Shri Alkesh Kumar Sharma- IAS (DIN : 02724743) was appointed as First Director of Company in pursuance of Government Resolution dated 2nd December, 2015 bearing no SPV/112015/2499/I-1 and Section 152 of the Companies Act, 2013.

Pursuant to section 152 (1) and (2) of the Companies Act, 2013, the tenure of the first Director of Company shall be considered till the first annual general meeting and every director of the Company shall be appointed by the Company in the general meeting. Hence the Resolution is proposed to regularize the appointment of **Shri Alkesh Kumar Sharma- IAS (DIN: 02724743)** as Director of Company.

None of the Directors and Key Managerial Personnel and their relative is concerned or interested in the Resolution set out at item No. 3 of this Notice.

ITEM NO. 4

Shri Pradeep Kumar Agarwal (DIN: 01683484) was appointed as First Director of Company in pursuance of Government Resolution dated 2nd December, 2015 bearing no SPV/112015/2499/I-1 and Section 152 of the Companies Act, 2013.

Pursuant to section 152 (1) and (2) of the Companies Act, 2013, the tenure of the first Director of Company shall be considered till the first annual general meeting and every director of the Company shall be appointed by the Company in the general meeting. Hence the Resolution is proposed to regularize the appointment of **Shri Pradeep Kumar Agarwal (DIN: 01683484)** as Director of Company.

None of the Directors and Key Managerial Personnel and their relative is concerned or interested in the Resolution set out at item No. 4 of this Notice.

ITEM NO. 5

Shri Abhishek Chaudhary (DIN: 06817755) was appointed as First Director of Company in pursuance of Government Resolution dated 2nd December, 2015 bearing no SPV/112015/2499/I-1 and Section 152 of the Companies Act, 2013.

Pursuant to section 152 (1) and (2) of the Companies Act, 2013, the tenure of the first Director of Company shall be considered till the first annual general meeting and every director of the Company shall be appointed by the Company in the general meeting. Hence the Resolution is proposed to regularize the appointment of **Shri Abhishek Chaudhary (DIN: 06817755)** as Director of Company.

None of the Directors and Key Managerial Personnel and their relative is concerned or interested in the Resolution set out at item No. 5 of this Notice.

ITEM NO. 6

Shri V. C. Pisipati Prasad (DIN: 07839976), Chief Town Planner, Gujarat Infrastructure Development Board was appointed as Additional Director by the Board of Director pursuant to Government Resolution dated 29th June, 2017 bearing no: SPV/112015/2499/I-1 issued by Industries and Mines Department, GOG.

Pursuant to Section 161 of the Companies Act, 2013 and other applicable provisions, the additional director shall holds office up to the date of annual general meeting and Shri V. C. Pisipati Prasad (DIN: 07839976) ceases to hold position as additional director. Hence the Resolution is proposed to regularize the appointment of Shri V. C. Pisipati Prasad (DIN: 07839976) as Director of Company.

None of the Directors and KMP and their relative is concerned or interested in the Resolution set out at item No. 6 of this Notice.

ITEM NO. 7

Shri Jai Prakash Shivahare, IAS (DIN: 07162392), Chief Executive Officer, Dholera Special Investment Regional Development Authority was appointed as additional director by the Board of Director pursuant to Government Resolution dated 6th September, 2017 bearing no: SPV/112015/2499/I-1 issued by Industries and Mines Department, GOG.

Pursuant to Section 161 of the Companies Act, 2013 and other applicable provisions, the additional director shall holds office up to the date of annual general meeting and Shri Jai Prakash Shivahare, IAS (DIN: 07162392) ceases to hold position as additional director. Hence the Resolution is proposed to regularize the appointment of Shri Jai Prakash Shivahare, IAS (DIN: 07162392) as Director of Company.

None of the Directors and KMP and their relative is concerned or interested in the Resolution set out at item No. 7 of this Notice.

ITEM NO. 8

Shri Sanjeev Kumar, IAS (DIN:03600655), Secretary Economic Affairs, Finance Department, Government of Gujarat was appointed as additional director by the Board of Director pursuant to Government Resolution dated 3rd October, 2017 bearing no: SPV/112015/2499/I-1 issued by Industries and Mines Department, GOG.

Pursuant to Section 161 of the Companies Act, 2013 and other applicable provisions, the additional director shall holds office up to the date of annual general meeting and Shri Sanjeev Kumar, IAS (DIN:03600655) ceases to hold position as additional director. Hence the Resolution is proposed to regularize the appointment of Shri Sanjeev Kumar, IAS (DIN:03600655) as Director of Company.

None of the Directors and KMP and their relative is concerned or interested in the Resolution set out at item No. 8 of this Notice.

BY ORDER OF THE BOARD

For Dholera Industrial City Development Limited

Sd/-

(Ms. Ankita Parmar)

Company Secretary

Place: Gandhinagar

Date: