

CIN U65991DL1996PLC083806

Nominal Capital Rs. 1 Crore

NOTICE

Notice is hereby given that the 19th Annual General Meeting of the Members of SMCC Construction India Limited will be held at its registered office at 201, 2nd Floor, Plot No. D-1, Rasvilas, Saket District Centre, Saket, New Delhi 110017 on Tuesday, 21st June, 2016 at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st December 2015, Statement of Profit and Loss for the same period together with the Reports of the Directors and Auditors thereon. In this connection, to consider, and if thought fit, to pass with or without modification(s) the following as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Balance Sheet and Statement of Profit & Loss of the Company for the year ended 31st December 2015 together with Directors Report and Auditors Report thereon be and are hereby received, approved and adopted.”

2. To re-appoint Mr. Hisashi Matsumoto, Director of the Company who retires by rotation and, being eligible, offers himself for re-appointment. In this connection, to consider, and if thought fit, to pass with or without modification(s) the following as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Hisashi Matsumoto, Director of the Company, who retires by rotation at this Meeting, being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.”

3. To re-appoint Mr. Hidenori Yanagisawa, Director of the Company who retires by rotation and, being eligible, offers himself for re-appointment. In this connection, to consider, and if thought fit, to pass with or without modification(s) the following as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Hidenori Yanagisawa, Director of the Company, who retires by rotation at this Meeting, being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.”

4. To ratify the re-appointment of S. R. Batliboi & Co. LLP (Firm Registration No. 301003E) as Statutory Auditors of the Company made in the Annual General Meeting held on 27th June, 2014 to hold office until the conclusion of the Annual General Meeting to be held for the financial year ending 31st December 2018 and to fix their remuneration. In this connection, to consider, and if thought fit, to pass with or without modification(s) the following as an **Ordinary Resolution**

“RESOLVED THAT pursuant to the provision of Section 139 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the re-appointment of S. R. Batliboi & Co. LLP (Firm Registration No. 301003E) as the Statutory auditors of the Company made in the Annual General Meeting held on 27th June, 2014 to hold office upto the conclusion of the Annual General Meeting to be held for the financial year ending 31st December, 2018 be and are hereby ratified and approved by the members of the Company at a remuneration as may be fixed by Board of Directors.”

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provision of Section 148 (3) of the Companies Act, 2013 and applicable rules made there under, that appointment of M/s R. J. Goel & Co., (Registration No. 000026) as Cost Auditors of the Company for the financial year 1 January 2016 to 31st December 2016 at remuneration of Rs. 1,75,000 plus Service Tax & re-imbusement of out-of-pocket expenses be and is hereby ratified by the members.”

By Order of the Board of Directors

Sd/-

Shigeki Ikejiri

Managing Director

DIN: 02989557

**Address: B 414, 2nd Floor, New Friends
Colony, New Delhi 110065**

Date: 18.05.2016

Place: New Delhi

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company. A proxy in order to be effective should be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
2. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the meeting is attached as an Annexure to this notice.
3. In respect of shares held by body(ies) corporate, the authorised representative should be accompanied with a duly certified true copy of Board Resolution/ Authority letter.
4. The complete particulars of the venue of the Meeting including route map and prominent land mark for easy location are enclosed herewith.

Explanatory Statement u/s 102 of the Companies Act, 2013

Item No.5

The Board of Directors pursuant to section 148(3) of the Companies Act, 2013 appointed M/s R. J. Goel & Co., Cost Accountants(Registration Number-000026) as Cost auditors of the Company for Financial Year 1st January 2016 to 31st December 2016 at a remuneration of Rs. 175,000/-.

Pursuant to section 148(3) of the Companies act, 2013 and rules made there under the remuneration payable to cost auditor needs to be approved by the shareholders subsequent to its approval by the Board of Directors.

The documents relating with these businesses are available for inspection till the date of Annual General Meeting on all working days during business hours at the registered office of the Company.

The board recommends the resolution for approval of members.

None of the Directors /Key Managerial Personnel of the Company/ their relative is in anyway, concerned or interested, financially or otherwise in resolution set out at item Number 5 of the Notice.

By Order of the Board of Directors

Sd/-

Shigeki Ikejiri

Managing Director

DIN: 02989557

**Address: B 414, 2nd Floor, New Friends
Colony, New Delhi 110065**

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