

SOUTH INDIA PROJECTS LIMITED

CIN No.: L45209WB1981PLC034342

Registered Office: 5 & 6, Fancy Lane, 8th Floor, Kolkata- 700 001, Tel No.: (033) 4006 9740;

Fax No.: (033) 4006 9762; E-mail: southindiaprojectslimited@gmail.com; Website: www.southindiaprojectslimited.in.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Third Annual General Meeting of the Members of **SOUTH INDIA PROJECTS LIMITED** will be held at 5 & 6, Fancy Lane, Kolkata- 700 001, on Monday, 29th September, 2014 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To consider, approve and adopt the Audited Balance Sheet as at 31st March, 2014 and the Profit and Loss Account for the year ended 31st March, 2014 and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Jai Prakash Tantia who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint Auditors and to fix their remuneration. In this regard to consider, and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, and pursuant to the recommendations of Audit Committee of the Board of Directors, M/s. S. K. Soni & Co. (Firm Registration No. 307168E), Chartered Accountants, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a period of 3 years from conclusion of this Annual General Meeting up to the conclusion of the Thirty Sixth Annual General Meeting of the Company, subject to ratification by the Members annually, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the relevant provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, and the rules made there under (“the Act”) read with Schedule IV to the Act, Mr. Premjeet Singh (holding DIN 06760652), who was appointed as Additional Director of the Company under Section 161 of the Companies Act, 2013 to hold office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as Independent Director of the Company to hold office for a term of 5 consecutive years up to the conclusion of the Thirty Eighth Annual General Meeting of the Company and whose office shall not be liable to determination by retirement of Directors by rotation.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Mr. Premjeet Singh be paid such fees and commission as the

Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions 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] read with Schedule IV to the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Pradeep Chhotaria (holding DIN 00227236), whose period of office was liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office of an Independent Director for a term of five consecutive years up to the Thirty Eighth Annual General Meeting of the Company and whose office shall, henceforth, not be liable to determination by retirement of Directors by rotation.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Mr. Pradeep Chhotaria be paid such fees and commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time”.

6. To consider, review, and if thought fit, pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions 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] read with Schedule IV to the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Amitabh Kejriwal (holding DIN 00242341), whose period of office was liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office of an Independent Director for a term of five consecutive years up to the Thirty Eighth Annual General Meeting of the Company and whose office shall, henceforth, not be liable to determination by retirement of Directors by rotation.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Mr. Amitabh Kejriwal be paid such fees and commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

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

“**RESOLVED THAT** the consent of the Company be and is hereby granted, in accordance with Section 180(1) (c) read with 180(1) (a) and other applicable provisions 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), to the Board of

Directors to borrow any sum or sums of money from time to time from any one or more bankers and or from anyone or more other persons, firms, bodies corporate or financial institutions whether by way of cash credit, advance or deposits, loans or bills discounting, issue of debentures or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties, whether immovable or moveable or stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress and all or any of the undertaking(s) of the Company notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, so that the total amount upto which the moneys may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 20,00,00,000/- (Rupees Twenty Crores Only) exclusive of interest, and the Board of Directors is hereby further authorised to execute such debenture trust deeds or mortgage, charge, hypothecation, lien, promissory notes, deposit receipts and other deeds and instruments or writings containing such conditions and covenants as the Board may think fit."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate."

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

"RESOLVED THAT consent of the Members of the company be and is hereby accorded pursuant to the provisions of Section 186 read with Rule 11 of Companies (meetings of Board and its Powers), Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, {including any statutory modification(s) or re-enactment(s) thereof and any rules there under for the time being in force}, to the Board of Directors of the Company to make any loans or investments and to give any guarantees or to provide security in connection with a loan made by any other person to, or to any other person by, a body corporate as the Board of Directors may think fit, for an amount not exceeding Rs. 15,00,00,000/- (Rupees Fifteen Crores only) as detailed in the attached explanatory statement, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of Companies Act, 2013 as in their absolute discretion deem beneficial and in the interest of the Company."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to agree, make, accept and finalize all such terms, conditions, modifications and alterations, as it may deem fit, including the power to dispose of the investments so made, from time to time."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company be and is hereby authorized to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans made or guarantees given or securities to be provided and further to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

Date: 14th August, 2014
Place: Kolkata

By order of the Board
For **South India Projects Limited**
Sd/-
Akash Tantia
Director

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The instrument appointing a proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of this meeting. A proxy shall not vote except on a poll. A proxy form is appended with the admission slip.
3. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 a proxy for any other person or shareholder.
5. Pursuant to the provisions of Section 91 of the Companies Act, 2013 (corresponding to Section 154 of the Companies Act, 1956) the The Register of Members and the Share Transfer Registers of the Company will remain closed from 25th September, 2014 to 29th September, 2014 (both days inclusive).
6. The Explanatory Statement setting out all material facts relating to business contained in Item No.4 to 8 as required under section 102 (1) of the Companies Act, 2013 is annexed hereto.
7. All documents referred to in accompanying notice and the statement and other statutory registers are available for inspection by members at the Registered Office of the Company during office hours on all working days except Saturdays, Sundays and Holidays between 11.00 A.M and 1.00 P.M. upto the date of AGM.
8. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting["AGM"]; members are requested to bring their copies at the meeting and are requested to bring attendance slip alongwith their copy of Annual Report in the AGM. Members who are holding shares in dematerialized form are requested to bring their DP ID and Client ID Numbers for easy identification of members at the AGM.
9. 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 their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company's RTA.
10. Members who are holding shares in physical form are requested to notify change in address, if any, to the Company's RTA quoting their Folio Number. Members holding shares in dematerialized form, should intimate change of their address, if any, to their Depository Participant.
11. The Company is concerned about the environment and utilization of natural resources in eco-friendly and sustainable manner. We thus request you to update your email address with your Depository Participant to enable us to send you the communication(s) via email.
12. Copies of the Annual Report 2013-14 are being send via electronic mode, only to the Members whose email address are available with the Company / Depository Participants for communication purpose unless any Member has requested for a hard copy of the same. For members who have not provided their email address, physical copies of the Annual Report 2013-14 are being sent by permitted mode.
13. The information as required to be provided in terms of the Listing Agreement with the Stock Exchanges regarding the Directors who are proposed to be appointed/re-appointed is annexed.
14. Members may also note that the Annual Report of the Company for the Financial Year 2013-14 and the Notice of the AGM to be held on 29th September, 2014, will be available on the Company's website i.e. www.southindiaprojectslimited.in.

15. Members are requested to send their queries, if any, relating to the accounts of the Company, well in advance, so that necessary can be made available in the AGM.
16. Additional information pursuant to clause 49 of the Listing Agreement with the Stock Exchanges in respect of Directors seeking appointment at the AGM are furnished and forms part of the Notice of AGM. The Directors have furnished their requisite consents or declarations for their appointment

17. Instructions for e-voting:

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means. As an alternative to vote physically at the AGM, and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited ("CDSL").

Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall be only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid. The instructions for e-voting are as under, Members are requested to follow the instruction below to cast their vote through e-voting:

A. The instructions for members voting electronically are as under:

- (i) The voting period begins on 24th September, 2014 at 10:00 A.M. and ends on 25th September, 2014 at 6:00 P.M. During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on "Members " tab to cast your votes.
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on login.
- (vi) If you are holding shares in Demat form and have already voted earlier on www.evotingindia.com for a voting of any other Company, then your existing login id and password are to be used. If you are first time user follow the steps given below:
- (vii) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr. / Mrs. / Smt. / Miss / Ms. / M/s. etc. <p>Example:</p> <p>(1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245</p> <p>(2) M/s. 4-square Company Ltd. and Folio Number is C-0052, the PAN will be 4S000C0052.</p>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> Please Enter the DOB or Bank Account Number in order to Login.

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| | <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company then please enter in the Dividend Bank Details field the Number of Shares Held by you as on Cut Off date (record date) of 22nd August, 2014. |
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- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on EVSN for the SOUTH INDIA PROJECTS LIMITED on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolutions.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and image verification code, click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Notes for Institutional Shareholders:**
- Institutional shareholders (i.e. other than Individuals, H U F, and NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to heldeske.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Authorised Person/Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

- (xix) 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 under help section or write an email to helpdesk.evoting@cdslindia.com.
18. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 22nd August, 2014.
19. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on Friday, 22nd August, 2014.
20. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 22nd August, 2014. The facility of e-voting would be provided once for every FOLIO/ CLIENT ID, irrespective of the number of joint holders.
21. Mr. Tanmay Kumar Saha, a Practicing Company Secretary, C.P. No. 11918, Membership No. A27396, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
22. The results shall be declared on or after the AGM of the Company. The results declared alongwith the Scrutinizer's Report shall be placed on the website of CDSL and website of South India Projects Limited within two (2) days of passing of the resolution at the AGM of the Company and will be communicated to the Calcutta Stock Exchange Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 4:

The Board of Directors at its meeting held on 26.03.2014 appointed Mr. Premjeet Singh was appointed as an Additional Director w.e.f. 26.03.2014 pursuant to section 161(1) of the Companies Act, 2013 and holds office upto the date of the ensuing AGM. Mr. Premjeet Singh is an Independent Director under clause 49 of the Listing Agreement with Stock Exchanges. It is proposed to appoint him as an Independent Director for a term of 5 consecutive years from the date of AGM.

The Company has received the requisite consent and disclosure and forms from him. The Company has also received a Notice under section 160 of the Act along with the deposit of Rs. 1,00,000/- from a member in respect of Mr. Premjeet Singh's appointment.

In the opinion of the Board Mr. Premjeet Singh fulfils the conditions specified in the Act for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter of appointment of the above Director as an Independent Director setting out the terms and conditions of the appointment would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day upto the date of the AGM. His profile is provided in the Annual Report and the information under clause 49 of the Listing Agreement is provided in the annexure. The Board considers that his continued association would be of immense benefit to the Company and hence it is desirable to continue to avail his services as an Independent Director. Accordingly the Board recommends his appointment for approval by the Members of the Company.

Except Mr. Premjeet Singh, the appointee himself, none of the other Directors or Key Managerial Personnel of the Company or their relatives is interested or concerned, financially or otherwise in this resolution.

ITEM NO. 5 & 6:

In terms of section 149, 150, 152 schedule IV and other applicable provisions of the Companies Act, 2013 and revised clause 49 of the Listing Agreement with the Stock Exchanges the Independent Directors are proposed to be appointed as

Independent Directors of the Company by the shareholders of the Company at the AGM of the Company for a term not exceeding 5 years and they shall be non retiring Directors.

In compliance with aforesaid provisions the Board of Directors of the Company at its meeting held on 14th August, 2014 has proposed the appointment of Mr. Amitabh Kejriwal and Mr. Pradeep Chhotaria Independent Directors of the Company for a term of five consecutive years upto the Thirty Eight AGM of the Company and his office shall not henceforth be liable to retire by rotation. Notices have been received from members proposing their candidature for the office of the Directors of the Company.

Mr. Amitabh Kejriwal:

Mr. Amitabh Kejriwal, aged about 50 years, is a Commerce Graduate, and an independent director of the Company. He has experience of more than 30 years in the field of commerce, finance, audit and taxation. In compliance with Corporate governance and clause 49 of the Listing Agreement, he is acting as the Chairman of the Audit Committee and Remuneration Committee, etc.

Mr. Pradeep Chhotaria:

Mr. Pradeep Chhotaria, aged about 53 years, is a Commerce Graduate, and an independent director of the Company. He has experience of more than 15 years in the field of accounts, finance and other allied activities. In compliance with Corporate governance and clause 49 of the Listing Agreement, he is acting as the Chairman of the Investors Grievance Committee.

In the opinion of the Board, all the above Independent Directors fulfil the conditions specified in the Companies Act, 2013 and rules made there under for their appointment as an Independent Directors of the Company. The Company has received declarations to this effect that they meet the criteria of Independent Director as provided under section 149 (6) of the Companies Act, 2013.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of all the above Independent Directors. Accordingly, the Board recommends the resolutions in relation to appointment of all the above persons as an Independent Directors, for the approval by the shareholders of the Company.

None of the Directors other than the Independent Directors (the appointees under these Resolutions) or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in these Resolutions.

Copy of the draft letters for appointment of all the above persons as an Independent Directors would be available for inspection without any fee by the members at the Registered Office of the Company between 11:00 am and 1:00 pm on all working days except Saturdays, Sundays and Holidays between 11.00 A.M and 1.00 P.M. upto the date of AGM.

ITEM NO. 7:

Section 180(1)(c) of the Companies Act, 2013, effective from September 12, 2013, requires that the Board of Directors shall not borrow money in excess of the company's paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the company accorded by way of a special resolution.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 7 of the Notice of AGM, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company and to pledge/ charge to secure borrowings over assets/ securities of the Company. Keeping in view the Company's business needs, it is considered desirable to increase the borrowings limits upto Rs. 20,00,00,000/- (Rupees Twenty Crores Only) and to

authorize the Board of Directors of the Company to make lien, create pledge/ charge to secure borrowings over assets/ securities of the Company.

The Board recommends the approval of the above special resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

ITEM NO. 8:

Pursuant to Sec on 186 and other applicable provisions if any of the Companies Act, 2013, the Company can make loans, give guarantees, provide securities and make investments in the securities of any other person/other bodies corporate to the extent of 60% of its paid-up share capital and free reserves and security premium or 100% of its free reserves and security premium account, whichever is higher, with the approval of the Board of Directors. Where the aggregate of loans and investments made, guarantees given and securities provided exceeds the aforesaid limits, prior approval of the members is required by way of a special resolution.

The Company is constantly reviewing opportunities for expansion of its business operations either directly or through its associate companies/other bodies corporate or persons and would, therefore, be required to provide financial support by way of loan(s)/ and/or guarantee(s) and or security(ies) /investment in securities of any other person /associate companies/other bodies corporate or otherwise, in order to achieve greater financial flexibility and to enable optimal financial utilization of resources.

It is, therefore, proposed that the Board of Directors of the Company be authorized to invest by way of subscription and/or purchase of securities, grant of loan(s), giving of guarantee(s) and/or providing of security (ies) for an amount not exceeding Rs. 15 crores from time to time in/to one or more of the person/entities i.e. associate companies/other bodies corporate. Since the above investments, loans, guarantees and/or securities proposed together with the aggregate of loans made, guarantees given, securities provided and investments made from me to me by the Company may exceed the limits prescribed, approval of the members is required for the same.

The Board recommends the approval of the above special resolution.

None of the Directors, Key Managerial Persons of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

Date: 14th August, 2014
Place: Kolkata

By order of the Board
For **South India Projects Limited**
Sd/-
Akash Tantia
Director

Disclosure pursuant to Clause 49 of the Listing Agreement with respect to the Directors seeking appointment at the ensuing Annual General Meeting convened on 29th September, 2014 (pursuant to clause 49 of the Listing Agreement)

1. Mr. Jai Prakash Tantia

Mr. Jai Prakash Tantia, aged about 66 years, is a Chemical Engineer from Jadavpur University. He has versatile experience in finance and accounts and is a proven industrialist. His forte lies in handling finance and business development. He has over two decades of experience in trading in shares/ securities.

Directorship held in other Companies:

1. Century Business Ltd.
2. Aki Investments Pvt. Ltd.
3. Kailash Soap Pvt. Ltd.

Membership in Committees in other Companies: Nil

Shareholding in the Company: 3,74,619 equity shares

2. Mr. Premjeet Singh:

Mr. Premjeet Singh, aged about 27 years, is a member of Institute of Company Secretaries of India and a law graduate. He is associated with the Company as an Independent Director and has more than three (3) years of experience in Companies Act, NBFC Guidelines and other allied fields.

Directorship held in other Companies:- Dei Gratia Auction House Pvt. Ltd.

Membership in committees in other Companies: Nil

Shareholding in the Company: Nil

3. Mr. Amitabh Kejriwal

Mr. Amitabh Kejriwal, aged about 50 years, is a Commerce Graduate, and an Independent Director of the Company. He has experience of more than 30 years in the field of commerce, finance, audit and taxation. He is also the member of the Audit Committee, Remuneration Committee, etc.

Directorship held in other Companies:

1. Gautam Trade Links & Credit Pvt. Ltd.
2. Madhumalti Capital Pvt. Ltd.
3. Pooja Threads Pvt. Ltd.
4. Swastik Township Pvt. Ltd.
5. Jamirah Tea Co Ltd.
6. Neha Housing Pvt. Ltd.
7. The Cambay Investment Corporation Ltd.

Membership in committees in other Companies: Nil

Shareholding in the Company: Nil

4. Mr. Pradeep Chhotaria

Mr. Pradeep Chhotaria, aged about 53 years, is a Commerce Graduate, and an Independent Director of the Company. He has experience of more than 15 years in the field of accounts, finance and other allied activities. He is also the member of the Investors Grievance Committee.

Directorship held in other Companies:

1. Globe (India) Ltd.
2. Ajanta Commerce Ltd.

Membership in committees in other Companies: Nil

Shareholding in the Company: Nil

Note: Mr. Akash Tantia is a son of Jai Prakash Tantia. Except this, there are no inter-relationships amongst the Board of Directors of the Company.

SOUTH INDIA PROJECTS LIMITED

CIN No.: L45209WB1981PLC034342

Registered Office: 5 & 6, Fancy Lane, 8th Floor, Kolkata- 700 001, Tel No.: (033) 4006 9740;

Fax No.: (033) 4006 9762; E-mail: southindiaprojectslimited@gmail.com; Website: www.southindiaprojectslimited.in,

PROXY FORM

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

CIN: L45209WB1981PLC034342

Name of the Company: South India Projects Limited

Registered Office: 5 & 6, Fancy Lane, 8th Floor, Kolkata- 700 001

Name of the Member(s):
Registered Address:
E- mail Id:
Folio No./ Client ID:
DP ID:

I/We being the Member(s) of of South India Projects Limited, hereby appoint:

1) Name: _____
Address: _____
E- mail Id: _____

Signature: _____ or failing him

2) Name: _____
Address: _____
E- mail Id: _____

Signature: _____ or failing him

3) Name: _____
Address: _____
E- mail Id: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty Third Annual General Meeting of the Company, to be held on Monday, 29th September, 2014 at 5 & 6, Fancy Lane, 8th Floor, Kolkata- 700 001 at 11:00 am and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Vote (Optional)	
		For	Against
Ordinary Resolution:			
1.	To receive, consider and adopt the Audited Statement of Profit and Loss for the Year ended March 31, 2014 and the Balance Sheet as that date together with the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Mr. Jai Prakash Tantia, who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Appointment of Auditors.		
4.	Appointment of Mr. Premjeet Singh as an Independent Director of the Company upto 38 th Annual General Meeting.		
5.	Appointment of Mr. Pradeep Chhotaria as an Independent Director of the Company upto 38 th Annual General Meeting.		
6.	Appointment of Mr. Amitabh Kejriwal as an Independent Director of the Company upto 38 th Annual General Meeting.		
Special Resolution:			
7.	Authority to the Board to borrow upto Rs. 20 crores.		
8.	Authority to the Board to invest/ acquire shares upto Rs. 15 crores.		

Signed this _____ day of _____, 2014

Signature of Shareholder: _____

Affix
Revenue
Stamp

Signature of First Proxy holder

Signature of Second Proxy holder

Signature of Third Proxy holder

NOTE: (i) THIS FORM OF PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY 5 & 6, Fancy Lane, 8th Floor, Kolkata- 700 001 NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING. (II). FOR THE RESOLUTIONS, EXPLANATORY STATEMENT AND NOTES, PLEASE REFER TO THE NOTICE OF THE ANNUAL GENERAL MEETING.

SOUTH INDIA PROJECTS LIMITED

CIN No.: L45209WB1981PLC034342

Registered Office: 5 & 6, Fancy Lane, 8th Floor, Kolkata- 700 001, Tel No.: (033) 4006 9740;

Fax No.: (033) 4006 9762; E-mail: southindiaprojectslimited@gmail.com; Website: www.southindiaprojectslimited.in,

ATTENDANCE SLIP

THIRTY THIRD ANNUAL GENERAL MEETING ON MONDAY, 29TH SEPTEMBER, 2014 AT 11:00 AM

Member's Folio No. /DPID & CLID No. _____ No. of Shares _____

Mr. / Ms. / M/s.: _____
(Member's/Proxy's Name in **BLOCK LETTERS**)

I, We..... hereby record my/ our presence at the Thirty Third Annual General Meeting of the Company to be held on Monday, 29th September, 2014 at 11:00 am at 5 & 6, Fancy Lane, 8th Floor, Kolkata- 700 001

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the Annual General meeting of the Company at 5 & 6, Fancy Lane, Kolkata- 700 001 on Monday, 29th day of September, 2014 at 11.00 a.m.

Member's/Proxy's Name in BLOCK Letters

Member's/Proxy's signature

- NOTE: 1) Please fill in this attendance slip and hand it over at the ENTRANCE OF THE HALL.
2) Members/Proxy holders desiring to attend the meeting are requested to bring their copy of the Annual Report with them for the Meeting.



ELECTRONIC VOTING PARTICULARS

EVSN	User ID	Password
140903074	Please refer to Note No. 17 - A in the Notice of the AGM	