



SMCC CONSTRUCTION INDIA PRIVATE LIMITED

(Formerly known as SMCC Construction India Limited)

Registered & Corporate Address :

201, 2ND FLOOR, PLOT NO. D-1, RASVILAS
SAKET DISTRICT CENTRE, SAKET, NEW DELHI-110017, INDIA
TEL. : +91-11-41392800, FAX : +91-11-41652592

E-mail : smci@smcon.co.in, Website : www.smcon.co.in, CIN : U65991DL1996PTC083806



NOTICE OF 28TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 28th Annual General Meeting of the Members of SMCC Construction India Private Limited (Formerly known as SMCC Construction India Limited) will be held on **Friday, 27th June, 2025 at 10.30 A.M. (IST)** at its registered office at 201, 2nd Floor, Plot No. D-1, Rasvilas, Saket District Centre, Saket, New Delhi 110017 through Video Conferencing (“VC”) / Other Audio-Visual Means (“OVAM”) facility to transact the following business:

ORDINARY BUSINESS

Item No. 1 - Adoption of financial statements

To receive, consider and adopt the Audited Balance Sheet as at 31st December 2024, Statement of Profit and Loss for the financial year ended on that date, 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 as at 31st December 2024, the Statement of Profit & Loss for the financial year ended on that date, together with the Directors’ Report and the Auditors’ Report thereon, be and are hereby received, approved, and adopted.”

SPECIAL BUSINESS

Item No. 2 - Appointment of Cost Auditor and fixing their remuneration

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 the Cost Auditors of the Company for the financial year 1st January, 2025 to 31st December, 2025 at a remuneration of Rs. 200,000/- (Rupees Two lacs) plus GST & reimbursement of out-of-pocket expenses be and is hereby ratified by the members.

Chennai Regional Office : A Wing, Level 8, No. 554/555/1, Capitale Towers, Anna Salai, Teynampet, Chennai, Tamil Nadu - 600 018, Tel. : +91-44-45082381, E-mail : smcc.chennai@smcon.co.in

Ahmedabad Regional Office : 305, Third Floor, Pinnacle Business Park, Corporate Road, Prahlad Nagar, Ahmedabad, Gujarat - 380 015, Tel. : +91-79-40320854, E-mail : smcc.ahmd@smcon.co.in

Neemrana Regional Office : Office No. 1, G.F., Neemrana Plaza, CP No. 9, RIICO, Japanese Zone, Neemrana, Rajasthan - 301 705, Tel. : +91-149-4294900, E-mail : smcc.neemrana@smcon.co.in

Bengaluru Regional Office : 1st Floor, No. 1673/847/1 & 2, Ward No. 15 B M Road, Bidadi, Ramanagara Taluk & Dist., Bengaluru - 562 109,

Aurangabad Regional Office : Office Unit No. 406, ABC East, Plot No. D5/1-A, B&C, Chikkalthana MIDC Area, Aurangabad, Maharashtra - 431006,

SUMITOMO MITSUI CONSTRUCTION CO. GROUP, JAPAN

Item No. 3 - Appointment of Mr. Motoyuki Kitazawa as Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (*including any statutory modification(s) or re-enactment thereof for the time being in force*), Mr. Motoyuki Kitazawa (DIN: 10683154) who was appointed as the Additional Director of the Company w.e.f. 1st July, 2024 and who holds office up to this 28th Annual General Meeting of the Company, be and is hereby appointed as the Director of the Company.

Item No. 4- Appointment of Mr. Hideaki Maki as Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (*including any statutory modification(s) or re-enactment thereof for the time being in force*), Mr. Hideaki Maki (DIN: 10683148) who was appointed as the Additional Director of the Company w.e.f. 1st July, 2024 and who holds office up to this 28th Annual General Meeting of the Company, be and is hereby appointed as the Director of the Company.

Item No. 5 - Appointment of Mr. Shoji Nobukuni as Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (*including any statutory modification(s) or re-enactment thereof for the time being in force*), Mr. Shoji Nobukuni (DIN: 10683059) who was appointed as the Additional Director of the Company w.e.f. 1st July, 2024 and who holds office up to this 28th Annual General Meeting of the Company, be and is hereby appointed as the Director of the Company.

Item No. 6 – Appointment of Mr. Dharmendra Singh as Whole-time Director of the Company

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

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 read with the rules framed thereunder (*including any statutory modification(s) or re-enactment thereof for the time being in force*), Mr. Dharmendra Singh (DIN: 11103123), who was appointed as an Additional Director and subsequently as a Whole Time Director by the Board of Directors of the Company w.e.f. 13th May, 2025, be and is hereby appointed as Whole Time Director of the Company for a period of three(3) years commencing from 13th May, 2025 on such terms and conditions, including remuneration, as may be mutually agreed between him and the Board of Directors..

By Order of the Board of Directors



Toshiyuki Shimizu

Managing Director

DIN: 09577922

Address: Flat No 1501, 15th Floor, Tower A, Platinum Towers, Sector 28, Gurgaon, Haryana- 122002, India

Date: 17th June, 2025

Place: New Delhi

Registered Office: 201, 2nd Floor,

Plot No. D-1, Rasvilas,

Saket District Centre, Saket,

New Delhi 110017

IMPORTANT NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item Nos. 2 to 6 of the accompanying Notice, is annexed hereto.
2. **General instructions for accessing and participating in the 28th AGM through VC/OAVM Facility**
 - a. Pursuant to the General Circular No- 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022, 9/2023 and 09/2024 dated 8th April 2020, 13th April 2020, 5th May, 2020, 13th January, 2021, 8th December, 2021, 14th December, 2021, 5th May, 2022, 28th December, 2022, 25th September, 2023 and 19th September, 2024 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the 28th AGM of the Company is being held through VC.
 - b. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available.
 - c. In line with the MCA Circulars, notice along with the financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith (Collectively referred to as Notice) is being sent only to those members whose e- mail ids are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participants(s) through electronic means and no physical copy of the Notice has been sent by the Company to any member. The Notice has also been hosted on the website of the Company at www.smcon.co.in.
 - d. Corporate member(s) is/are required to send a scanned copy of the Authorisation Letter, authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote.

The said authorization shall be sent by email through its registered email address to sohna@smcon.co.jp & dsingh@smcon.co.in.

- e. Attendance of the Members participating in the 28th AGM through VC/ OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 - f. Members may join the 28th AGM through VC/ OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 10.15 a.m. IST i.e. 15 minutes before the time scheduled to start the 28th AGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the 28th AGM.
3. Instructions for Members for participating in the 28th AGM through VC/OAVM are as under:
 - a. Members will be able to attend the 28th AGM through VC/OAVM Facility through Zoom by entering the meeting id: 815 2686 8644.
 - b. Further, Members will be required to use the Internet with a good speed to avoid any disturbance during the meeting.
 - c. Queries on the accounts and operations of the Company or the businesses covered under the Notice may be sent to sohna@smcon.co.jp & dsingh@smcon.co.in at least one day in advance of the meeting so that the answers may be made readily available at the meeting;
 - d. Members who need technical assistance before or during the AGM to access and participate in the Meeting may contact Mr. Shinichi Ona at sohna@smcon.co.jp and Mr. Dharmendra Singh at dsingh@smcon.co.in/ +91 9810328038.
4. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available only in electronic form for inspection during the Meeting through VC.
5. All other relevant documents referred to in the accompanying notice/explanatory statement shall be made open for inspection by the members only in electronic form at the Meeting on all working days, except Saturdays, from 11:00 a.m. to 1:00 p.m. up to the date of the ensuing Meeting.
6. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

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

Item No. 2

The Board of Directors, pursuant to provisions of section 148(3) of the Companies Act, 2013 has appointed M/s R. J. Goel & Co., Cost Accountants (Registration Number-000026) as the Cost auditors of the Company for Financial Year commencing from 1st January, 2025 to 31st December, 2025 at a remuneration of Rs. 200,000/- (Rupees Two lacs) plus GST & reimbursement of out-of-pocket expenses.

As per section 148(3) of the Companies Act, 2013 and rules made there under, the remuneration payable to cost requires the approval of the shareholders in the ensuing Annual General Meeting, subsequent to the approval granted by the Board of Directors.

The documents related to this appointment and remuneration are available for inspection by the members till the date of Annual General Meeting on all working days during business hours at the registered office of the Company and will also be made available in electronic form during the Annual General Meeting.

The Board recommends the resolution set out at Item No. 2 of the Notice for approval by the members.

None of the Directors /Key Managerial Personnel of the Company/ their relatives is, in any way, financially or otherwise concerned or interested, in this resolution.

Item No. 3

The Board of Directors appointed Mr. Motoyuki Kitazawa as an Additional Director of the Company with effect from 1st July, 2024. In terms of Section 161 of the Companies Act, 2013, Mr. Kitazawa holds office as an Additional Director only up to the date of this Annual General Meeting and is eligible for appointment as a Director of the Company.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval by the members.

The particulars of Mr. Motoyuki Kitazawa, as required under the Companies Act, 2013 are as follows:

1.	Name	Mr. Motoyuki Kitazawa
2.	Age	56 Years
3.	Qualification	Bachelor of Faculty of Engineering, Shinshu University

4.	Experience	32 Years
5.	Terms & Conditions of appointment/reappointment, along with Remuneration sought to be paid	Extracts are available for inspection on demand
6.	Last drawn remuneration	N.A.
7.	Date of First appointment on the Board	1 st July, 2024
8.	Shareholding in the Company	NIL
9.	Relationship with Manager, others Directors and other KMPs of the Company	None
10.	Number of Meetings of the Board attended during the year (Jan'2024 to Dec'2024)	None
11.	Directorship, Membership/Chairmanship of Committees of other Boards	NIL

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Motoyuki Kitazawa, is interested or concerned in the resolution relating to his appointment.

Item No. 4

The Board of Directors appointed Mr. Hideaki Maki as an Additional Director of the Company with effect from 1st July, 2024. In terms of Section 161 of the Companies Act, 2013, Mr. Maki holds office as an Additional Director only up to the date of this Annual General Meeting and is eligible for appointment as a Director of the Company.

The Board recommends the resolution set out at Item No. 4 of the Notice for approval by the members.

The particulars of Mr. Hideaki Maki, as required under the Companies Act, 2013 are as follows:

1.	Name	Mr. Hideaki Maki
2.	Age	53 Years
3.	Qualification	Bachelor of School of Law, Waseda University
4.	Experience	30 Years
5.	Terms & Conditions of appointment/reappointment, along with Remuneration sought to be paid	Extracts are available for inspection on demand
6.	Last drawn remuneration	N.A.

7.	Date of First appointment on the Board	1 st July, 2024
8.	Shareholding in the Company	NIL
9.	Relationship with Manager, others Directors and other KMPs of the Company	None
10.	Number of Meetings of the Board attended during the year (Jan'2024 to Dec'2024)	1 (One)
11.	Directorship, Membership/Chairmanship of Committees of other Boards	NIL

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Hideaki Maki, is interested or concerned in the resolution relating to his appointment.

Item No. 5

The Board of Directors appointed Mr. Shoji Nobukuni as an Additional Director of the Company with effect from 1st July, 2024. In terms of Section 161 of the Companies Act, 2013, Mr. Nobukuni holds office as an Additional Director only up to the date of this Annual General Meeting and is eligible for appointment as a Director of the Company.

The Board recommends the resolution set out at Item No. 5 of the Notice for approval by the members.

The particulars of Mr. Shoji Nobukuni, as required under the Companies Act, 2013 are as follows:

1.	Name	Mr. Shoji Nobukuni
2.	Age	60 Years
3.	Qualification	Bachelor of Faculty of Law, Konan University
4.	Experience	37 Years
5.	Terms & Conditions of appointment/reappointment, along with Remuneration sought to be paid	Extracts are available for inspection on demand
6.	Last drawn remuneration	N.A.
7.	Date of First appointment on the Board	1 st July, 2024
8.	Shareholding in the Company	NIL

9.	Relationship with Manager, others Directors and other KMPs of the Company	None
10.	Number of Meetings of the Board attended during the year (Jan'2024 to Dec'2024)	1 (One)
11.	Directorship, Membership/Chairmanship of Committees of other Boards	NIL

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Shoji Nobukuni, is interested or concerned in the resolution relating to his appointment.

Item No. 6

The Board of Directors, at its meeting held on 13th May, 2025, appointed Mr. Dharmendra Singh as an Additional Director of the Company with effect from the same date, pursuant to the provisions of Section 161 of the Companies Act, 2013.

Subsequently, the Board also approved his appointment as a Whole-Time Director of the Company for a period of three (3) years commencing from 13th May, 2025, on such terms and conditions, including remuneration, as may be mutually agreed upon between him and the Board of Directors, subject to the approval of the members of the Company.

The Company has received from Mr. Dharmendra Singh:

- His consent to act as Whole-Time Director, and
- A declaration confirming that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013.

Accordingly, the Board recommends the resolution set out at Item No. 6 of the Notice for approval of the members as an Ordinary Resolution.

The particulars of Mr. Dharmendra Singh, as required under the Companies Act, 2013 are as follows:

1.	Name	Mr. Dharmendra Singh
2.	Age	57 years
3.	Qualification	MBA-Finance and Degree in Law
4.	Experience	27 years
5.	Terms & Conditions of appointment/reappointment along with	Extracts are available for inspection on demand

	Remuneration sought to be paid	
6.	Last drawn remuneration	NA
7.	Date of First appointment on the Board	13 th May, 2025
8.	Shareholding in the Company	NIL
9.	Relationship with Manager, others Directors and other KMPs of the Company	None
10.	Number of Meetings of the Board attended during the year (Jan 2024 to Dec 2024)	N.A
11.	Directorship, Membership/Chairmanship of Committees of other Boards	NA

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Dharmendra Singh, is interested or concerned in the resolution relating to his appointment.

Toshiyuki Shimizu
Managing Director

DIN: 09577922

Address: Flat No 1501, 15th Floor, Tower A, Platinum Towers, Sector 28, Gurgaon, Haryana- 122002, India

Date: 17th June, 2025

Place: New Delhi

Registered Office: 201, 2nd Floor,

Plot No. D-1, Rasvilas,

Saket District Centre, Saket,

New Delhi 110017