

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

C I N : L 6 5 9 9 9 D L 1 9 8 5 P L C 0 1 9 8 4 6

## 35TH ANNUAL REPORT 2018-19

### NOTICE

**NOTICE** is hereby given that the 35<sup>th</sup> (Thirty Fifth) Annual General Meeting of Sidh Management Corporate Services Limited will be held on Monday, 30<sup>th</sup> day of September, 2019 at 11:30 A.M at E - 253, Saraswati Kunj Apartments, 25, I.P. Extension, Patparganj, New Delhi - 110092 to transact the following business:

#### **Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon.

#### **Special Business:-**

2. Re-appointment of Mr. Biswajit Barua (DIN: 06992250), as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.

To consider, and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Biswajit Barua (DIN: 06992250), who was appointed as an Independent Director of the Company by the members at 30<sup>th</sup> AGM of the Company for a term of five years, whose term of office expires at the ensuing Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director for a term of 5 (Five) consecutive year for the period from 25.08.2019 to 24.08.2024 of the Company, not liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this Resolution and/or to make modification as may be deemed to be in the best interest of the Company.”

3. Re-appointment of Mrs. Bela Garg (DIN:03422782), as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.

To consider, and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mrs. Bela Garg (DIN: 03422782), who was appointed as an Independent Director of the Company by the members at 30<sup>th</sup> AGM of the Company for a term of five years, whose term of office expires at the ensuing Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director for a term of 5 (Five) consecutive year for the period from 25.08.2019 to 24.08.2024 of the Company, not liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this Resolution and/or to make modification as may be deemed to be in the best interest of the Company.”

# **SIDH MANAGEMENT CORPORATE SERVICES LIMITED**

C I N : L 6 5 9 9 9 D L 1 9 8 5 P L C 0 1 9 8 4 6

## **35TH ANNUAL REPORT 2018-19**

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4. Re-appointment of Mrs. Sunita Hanuman Singhi (DIN: 06992243), as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.

To consider, and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mrs. Sunita Hanuman Singhi (DIN: 06992243), who was appointed as an Independent Director of the Company by the members at 30<sup>th</sup> AGM of the Company for a term of five years, whose term of office expires at the ensuing Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director for a term of 5 (Five) consecutive year for the period from 25.08.2019 to 24.08.2024 of the Company, not liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this Resolution and/or to make modification as may be deemed to be in the best interest of the Company.”

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**By Order of the Board  
For Sidh Management Corporate Services Limited**

**Dinesh Sharma  
(Whole-Time Director)  
(DIN: 07526355)**

**Place: Delhi**

**Date: 10<sup>th</sup> Day of August, 2019**

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

C I N : L 6 5 9 9 9 D L 1 9 8 5 P L C 0 1 9 8 4 6

## 35TH ANNUAL REPORT 2018-19

### NOTES

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint one or more proxies to attend and vote on a poll instead of himself/ herself and such proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than forty-eight hours before the commencement of AGM. The Instrument of Proxy in Form MGT 11 to be used in this AGM is enclosed.

Pursuant to Section 105 of the Companies Act, 2013 read with clause 6 & 7 of the Secretarial Standard- 2, issued by the Institute of Company Secretaries of India, a person can act as proxy on behalf of Members not exceeding Fifty (50) and holding in the aggregate not more than 10% (Ten) of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% (Ten) of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. Corporate Members/ Societies intending to send their authorized representatives to attend the AGM are requested to send to the Company a duly certified copy of the Board of Directors / Governing Board Resolution together with the specimen signature(s) for authorizing their representative(s) to attend and vote on their behalf at the AGM.
3. The requirement to place the matter relating to appointment of Auditors for ratification by members at every AGM is done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed at the 33<sup>rd</sup> AGM held on 28th September, 2017.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Pursuant to the provision of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books shall remain closed from 24/09/2019 to 30/09/2019 (both days inclusive).
6. Members who are holding shares in identical order of names in more than one Folio in physical form are requested to write to the Company / the Registrars to consolidate their holdings in one Folio.
7. Members/ Proxies/ Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy(ies) of their Annual Report. In case of joint holders attending the Meeting jointly, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
8. Members holding shares in dematerialized mode are requested to intimate changes with respect to the Bank details, mandate, nomination, power of Attorney, change of address, change in name etc. to their Depository Participants (DP) with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to kindly notify immediately change, if any, in their address to the Company or its Registrars and Transfer Agents. These changes will be automatically reflected in company's records, which will help the company to provide efficient and better service to the members.
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 details to their respective Depository

Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its Registrars and Transfer Agents , M/s. Adroit Corporate Services Pvt. Ltd. 19/20

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

C I N : L 6 5 9 9 9 D L 1 9 8 5 P L C 0 1 9 8 4 6

## 35TH ANNUAL REPORT 2018-19

Jaferbhoy Ind. Estate, 1st floor, Makwana Road, Marol, Andheri (E), Mumbai – 400059, Ph -022-4227 0400 / 2859 4060, Fax - 022-28503748, Email – [info@adroitcorporate.com](mailto:info@adroitcorporate.com).

10. The Equity Shares of the Company are compulsorily required to be held under DEMAT mode for trading on the Stock Exchanges, where such Equity Shares are listed. These can be held in electronic form with any Depository Participant (DP) with whom the members have their Depository Account. All the Members, holding Equity Shares of the Company in the physical form, are advised to get the same dematerialized. The Members may contact the Registrars and Share Transfer Agents of the Company at their address mentioned above in case of any query difficulty in the matter or at the Registered Office of the Company.
11. SEBI has decided that securities of listed companies can be transferred only in dematerialized form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.
12. The relative Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business set out in item no. 2, 3, 4 above, is annexed thereto. All documents referred to in the Notice and explanatory statements are open for inspection at the registered office of the Company on all working days, except Sunday during the business hours up to the date of the Annual General Meeting.
13. Profile(s) of the Director(s) seeking appointment / re-appointment, as required by Regulation 26(4) & 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and clause 1.2.5 of Secretarial Standards - 2 on General Meeting is annexed to this Notice.
14. Pursuant to Section 101 and 136 of the Act, read with Rule 11 of the Companies (Accounts) Rules, 2014, Electronic copy of the Annual Report for the Financial year 2018-19 inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members who hold shares in dematerialized mode and whose e-mail IDs are registered with their respective DPs, unless any Member has requested for a physical copy of the same. For those members who have not registered their e-mail address, physical copies of the said Annual Report is being sent in the permitted mode.
15. A person who is not a member as on cut-off date should treat this Notice for information purpose only.
16. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.
17. The Annual Report for F.Y. 2018-19 of the Company circulated to the Members of the Company, shall be made available on the Company's website at [www.sidhmanagement.in](http://www.sidhmanagement.in)
18. Members who wish to obtain information concerning the Annual Report of the Company may send their queries at least 7 days before the date of Meeting, to the Company Secretary, at the registered office of the Company.
19. Pursuant to Section 72 of the Companies Act, 2013, Shareholders holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Share Transfer Agents. In respect of shares held in Demat / Electronic form, the nomination form may be filed with the respective Depository Participant.
20. The Members are requested to contact the Company's Registrars and Share Transfer Agents, Adroit Corporate Service Private Limited, Mumbai, for all their queries, transfer requests, or any other matters relating to their shareholding in the Company and quote their Registered Folio Numbers / Client ID Nos. in all correspondences with the Company / with the Registrars.

# **SIDH MANAGEMENT CORPORATE SERVICES LIMITED**

C I N : L 6 5 9 9 9 D L 1 9 8 5 P L C 0 1 9 8 4 6

## **35TH ANNUAL REPORT 2018-19**

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21. 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 or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.

22. Attendance slip, proxy form and the route map of the venue of the Meeting is annexed hereto.

23. **Voting through electronic means:**

A remote e-voting facility is provided in terms of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-voting facility to its Members in respect of the business to be transacted at the Annual General Meeting (AGM) scheduled to be held on Monday, 30th day of September, 2019 at 11:30 A.M. with request to follow the instructions for voting electronically as under:-

Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e. September 23, 2019, may obtain the login ID and password by sending a request at [info.@sidhmanagement.in](mailto:info.@sidhmanagement.in)

The voting rights of shareholders shall be in proportion to their shares of the paid up equity shares capital of the Company.

**The instructions for shareholders voting electronically are as under:**

- (i) The e-voting period begins on Thursday, September 26, 2019 (09.00 A.M.) and ends on Sunday, September 29, 2019 (5.00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. September 23, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

C I N : L 6 5 9 9 9 D L 1 9 8 5 P L C 0 1 9 8 4 6

## 35TH ANNUAL REPORT 2018-19

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach 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, provide 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (xii) Click on the EVSN for the <**SIDH MANAGEMENT CORPORATE SERVICES LIMITED**> on which you choose to vote.
- (xiii) 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 Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

# **SIDH MANAGEMENT CORPORATE SERVICES LIMITED**

C I N : L 6 5 9 9 9 D L 1 9 8 5 P L C 0 1 9 8 4 6

## **35TH ANNUAL REPORT 2018-19**

---

- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non-Individuals Shareholders and Custodians
- Non-Individuals Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account (s) for which they wish to vote on.
  - The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

### **In case of Members receiving the physical copy:-**

Please follow all steps from sl. no. (i) to sl. no. (xxi) above to cast vote.

### **For members who wish to vote using ballot form:-**

In addition to the remote e-voting facility as described above, the Company shall make a voting facility available at the venue of the Annual General Meeting, through polling paper as provided in Section 107 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting.

Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again.

### **General Instructions**

The Board of Director has appointed M/s. Vishwas Jain & Co., Prop. Mr. Vishwas Jain Practicing Company Secretary (Membership No. ACS 47859, CP No. 17558) as Scrutinizer to the e-voting process, (including voting through Ballot forms received from Members) and remote e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or to a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.

# **SIDH MANAGEMENT CORPORATE SERVICES LIMITED**

C I N : L 6 5 9 9 9 D L 1 9 8 5 P L C 0 1 9 8 4 6

## **35TH ANNUAL REPORT 2018-19**

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The result declared along with the Scrutinizer Report shall be placed on the website of the Company [www.sidhmanagement.in](http://www.sidhmanagement.in) and on the website of CDSL immediately after the declaration of result by the

Chairman or by a person duly authorized by him in writing. The results shall also be forwarded to MSEI Limited where the equity shares of the Company are listed.

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**By Order of the Board  
For Sidh Management Corporate Services Limited**

**Dinesh Sharma  
(Whole-Time Director)  
(DIN: 07526355)**

**Place: Delhi**

**Date: 10<sup>th</sup> Day of August, 2019**



# **SIDH MANAGEMENT CORPORATE SERVICES LIMITED**

C I N : L 6 5 9 9 9 D L 1 9 8 5 P L C 0 1 9 8 4 6

## **35TH ANNUAL REPORT 2018-19**

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

As required by Section 102 of the Companies Act, 2013 (Act), the following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

#### **Item No. 2:**

Mr. Biswajit Barua, was appointed as an Independent Director on the Board of the Company, In terms of Section 149 and other applicable provisions of the Companies Act, 2013, by the members of the Company at the 30<sup>th</sup> AGM with effect from 26.08.2014, whose term of office expires at the ensuing Annual General Meeting.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five consecutive years, on passing of a special resolution by shareholders.

The Company has received declaration in Form DIR-8 from Mr. Biswajit Barua, that he is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act, and he meets the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI Listing Regulations and his consent to continue as an Independent Director.

The resolution seeks the approval of members for the re-appointment of Mr. Biswajit Barua, as an Independent Director of the Company for the second term of 5 (Five) years, commencing from 25.08.2019 to 24.08.2024, in terms of Section 149 and other applicable provisions of the Act and Rules made there under. He is not liable to retire by rotation.

The Nomination & Remuneration Committee and the Board evaluated the performance of Mr. Biswajit Barua, rated his satisfactory on all parameters and recommended his re-appointment.

In the opinion of the Board, Mr. Biswajit Barua, fulfils the conditions for his re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mr. Biswajit Barua, the Board of Directors at its meeting held on 10.08.2019 approved the continuance of office of Mr. Biswajit Barua, as mentioned in the resolution.

The Board of Directors believes that the association of the aforementioned Directors with company will be in the Interest and smooth operations of the Company and hence the Board recommends the appointment of aforementioned Directors as Independent Directors.

Accordingly, the Board recommends the resolution at item No. 2 in relation to his appointment as an Independent Director for approval of members.

Copy of the draft letter for re-appointment of Mr. Biswajit Barua, as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Accordingly, the Board recommends passing of the resolution at item No. 2 of the Notice as a Special Resolution in relation to his appointment as an Independent Director for approval of members.

Except Mr. Biswajit Barua, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise in the Resolution set out at Item no. 2 of the accompanying notice.

# **SIDH MANAGEMENT CORPORATE SERVICES LIMITED**

C I N : L 6 5 9 9 9 D L 1 9 8 5 P L C 0 1 9 8 4 6

## **35TH ANNUAL REPORT 2018-19**

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### **Item No. 3:**

Mrs. Bela Garg, was appointed as an Independent Director on the Board of the Company, In terms of Section 149 and other applicable provisions of the Companies Act, 2013, by the members of the Company at the 30<sup>th</sup> AGM with effect from 26.08.2014, whose term of office expires at the ensuing Annual General Meeting.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five consecutive years, on passing of a special resolution by shareholders.

The Company has received declaration in Form DIR-8 from Mrs. Bela Garg, that she is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act, and she meets the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI Listing Regulations and her consent to continue as an Independent Director.

The resolution seeks the approval of members for the re-appointment of Mrs. Bela Garg, as an Independent Director of the Company for the second term of 5 (Five) years, commencing from 25.08.2019 to 24.08.2024, in terms of Section 149 and other applicable provisions of the Act and Rules made there under. She is not liable to retire by rotation.

The Nomination & Remuneration Committee and the Board evaluated the performance of Mrs. Bela Garg, rated her satisfactory on all parameters and recommended her re-appointment.

In the opinion of the Board, Mrs. Bela Garg, fulfills the conditions for her re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mrs. Bela Garg, the Board of Directors at its meeting held on 10.08.2019 approved the continuance of office of Mrs. Bela Garg, as mentioned in the resolution.

The Board of Directors believes that the association of the aforementioned Directors with company will be in the Interest and smooth operations of the Company and hence the Board recommends the appointment of aforementioned Directors as Independent Directors.

Accordingly, the Board recommends the resolution at item No. 3 in relation to her appointment as an Independent Director for approval of members.

Copy of the draft letter for re-appointment of Mrs. Bela Garg,, as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Accordingly, the Board recommends passing of the resolution at item No. 3 of the Notice as a Special Resolution in relation to his appointment as an Independent Director for approval of members.

Except Mrs. Bela Garg, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise in the Resolution set out at Item no. 3 of the accompanying notice.

### **Item No. 4:**

Mrs. Sunita Hanuman Singhi, was appointed as an Independent Director on the Board of the Company, In terms of Section 149 and other applicable provisions of the Companies Act, 2013, by the members of the Company at the 30<sup>th</sup> AGM with effect from 26.08.2014, whose term of office expires at the ensuing Annual General Meeting.

# **SIDH MANAGEMENT CORPORATE SERVICES LIMITED**

C I N : L 6 5 9 9 9 D L 1 9 8 5 P L C 0 1 9 8 4 6

## **35TH ANNUAL REPORT 2018-19**

---

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five consecutive years, on passing of a special resolution by shareholders.

The Company has received declaration in Form DIR-8 from Mrs. Sunita Hanuman Singhi, that she is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act, and she meets the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI Listing Regulations and her consent to continue as an Independent Director.

The resolution seeks the approval of members for the re-appointment of Mrs. Sunita Hanuman Singhi, as an Independent Director of the Company for the second term of 5 (Five) years, commencing from 25.08.2019 to 24.08.2024, in terms of Section 149 and other applicable provisions of the Act and Rules made there under. She is not liable to retire by rotation.

The Nomination & Remuneration Committee and the Board evaluated the performance of Mrs. Sunita Hanuman Singhi, rated her satisfactory on all parameters and recommended her re-appointment.

In the opinion of the Board, Mrs. Sunita Hanuman Singhi, fulfills the conditions for her re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mrs. Sunita Hanuman Singhi, the Board of Directors at its meeting held on 10.08.2019 approved the continuance of office of Mrs. Sunita Hanuman Singhi, as mentioned in the resolution.

The Board of Directors believes that the association of the aforementioned Directors with company will be in the Interest and smooth operations of the Company and hence the Board recommends the appointment of aforementioned Directors as Independent Directors.

Accordingly, the Board recommends the resolution at item No. 4 in relation to her appointment as an Independent Director for approval of members.

Copy of the draft letter for re-appointment of Mrs. Sunita Hanuman Singhi, as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Accordingly, the Board recommends passing of the resolution at item No. 4 of the Notice as a Special Resolution in relation to his appointment as an Independent Director for approval of members.

Except Mrs. Sunita Hanuman Singhi, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise in the Resolution set out at Item no. 4 of the accompanying notice.

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**By Order of the Board**  
**For Sidh Management Corporate Services Limited**

**Dinesh Sharma**  
**(Whole-Time Director)**  
**(DIN: 07526355)**

**Place: Delhi**

**Date: 10<sup>th</sup> Day of August, 2019**

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

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## 35TH ANNUAL REPORT 2018-19

### DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

(Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards on General Meetings notified on April 23, 2015)

Name of the Director	Mr. Biswajit Barua	Mrs. Bela Garg	Mrs. Sunita Hanuman Singhi
Date of Birth	25/01/1977	19/07/1967	25/02/1968
DIN	06992250	03422782	06992243
Date of Appointment / Re-appointment in the Current Designation	26/08/2014	26/08/2014	26/08/2014
Qualifications	Graduate	Graduate	Graduate
Expertise in specific functional areas and years	He is having wide experience in the field of Accounts, and Administration.	She is having wide experience in the field of Accounts and Finance.	She is having wide experience in the field of Accounts, Finance and Taxation.
List of Other Directorship held	1. Bill finance corporation Ltd. 2. Zerry Exim Pvt. Ltd. 3. Odessy Trade & Leasing Pvt. Ltd.	1. Sarvada Enterprises Ltd. 2. Shree Bhikshu Education & Health Care Ltd. 3. Jaihind Marmo Pvt. Ltd. 4. Affinity Financial Services Pvt. Ltd. 5. Vaani Realty Pvt. Ltd. 6. Global Tiger India Pvt. Ltd.	1. Sarvada Enterprises Ltd. 2. Shree Tulsi Online.Com Ltd.
Chairman/Member of the Audit Committee of the Board of Directors of the other Companies in which he/she is a Director	Nil	Nil	Member of Audit Committee in Shree Tulsi Online.Com Ltd.
Chairman/Member of the Stakeholders Relationship Committee of the Board of Directors of the other Companies in which he/ she is a Director	Nil	Nil	Member of Stakeholders Relationship Committee in Shree Tulsi Online.Com Ltd.
Shareholding in the Company	NIL	NIL	NIL
Disclosure of relationships between Directors inter-se;	NIL	NIL	NIL
No of Board Meeting Attended during the Financial year	6	6	6
Terms & Conditions of Appointment/ Re-appointment	As per the resolution at Item No. 2 of the Notice convening this Meeting.	As per the resolution at Item No. 3 of the Notice convening this Meeting.	As per the resolution at Item No. 4 of the Notice convening this Meeting.

**SIDH MANAGEMENT CORPORATE SERVICES LIMITED**

CIN: L65999DL1985PLC019846

Regd. Office: E - 253, Saraswati Kunj Apartments, 25, I. P. Extension, Patparganj, New Delhi - 110092

Email: [info@sidhmanagement.in](mailto:info@sidhmanagement.in) Website: [www.sidhmanagement.in](http://www.sidhmanagement.in)**ATTENDANCE SLIP**

(TO BE SIGNED AND HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

DP Id*/Client Id*/Folio No.		No. of Shares	
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**NAME AND ADDRESS OF THE MEMBER(S)**

I/We hereby record my/our presence at the 35<sup>th</sup> Annual General Meeting to be held on Monday, 30<sup>th</sup> September, 2019 at 11.30 A.M. at E - 253, Saraswati Kunj Apartments, 25, I. P. Extension, Patparganj, New Delhi - 110092.

\_\_\_\_\_  
Member's / Proxy's name in Block Letters\_\_\_\_\_  
Member's / Proxy's Signature

Note: Please complete this slip and hand it over at the entrance of the Meeting venue.

**Form No. MGT-11****FORM OF PROXY**

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

**SIDH MANAGEMENT CORPORATE SERVICES LIMITED**

CIN: L65999DL1985PLC019846

Regd. Office: E - 253, Saraswati Kunj Apartments, 25, I. P. Extension, Patparganj, New Delhi - 110092

Email: [info@sidhmanagement.in](mailto:info@sidhmanagement.in) Website: [www.sidhmanagement.in](http://www.sidhmanagement.in)

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

I/We, being the member(s) of \_\_\_\_\_ shares of **Sidh Management Corporate Services Limited** hereby appoint:

- 1) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him/her
- 2) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him/her
- 3) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him/her

as my / our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 35<sup>th</sup> Annual General Meeting of the Company to be held on Monday, 30<sup>th</sup> September, 2019 at 11.30 A.M. at E - 253, Saraswati Kunj Apartments, 25, I. P. Extension, Patparganj, New Delhi - 110092 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

\_\_\_\_\_  
Signature of the proxy holder\_\_\_\_\_  
Signature of the Shareholder

Affix a revenue stamp
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**ELECTRONIC VOTING PARTICULARS**

<b>EVSN (E-voting sequence number)</b>	<b>User ID :</b>	<b>Password:</b>

\*\*I /We direct my/our proxy to vote on the Resolutions in the manner as indicated in the box below:

Resolutions	For	Against
<b>Ordinary Business</b>		
1. Adoption of Audited Financial Statement for the year ended 31/03/2019 together with the reports of Board of Directors and Auditors Report thereon (Ordinary Resolution)		
<b>Special Business</b>		
2. Re-appointment of Mr. Biswajit Barua (DIN: 06992250), as an Independent Director for a second term of five consecutive years. (Special Resolution)		
3. Re-appointment of Mrs. Bela Garg (DIN:03422782), as an Independent Director for a second term of five consecutive years (Special Resolution)		
4. Re-appointment of Mrs. Sunita Hanuman Singhi (DIN: 06992243), as an Independent Director for a second term of five consecutive years (Special Resolution)		

*\*Applicable for investor holding shares in electronic form***Note:**

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- (2) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice the 35<sup>th</sup> Annual General Meeting.
- (3) \*\*This is only optional. Please put a tick in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (4) Please complete all details including details of Shareholder (s) in above box before submission.
- (5) The proxy should carry its identity proof.

# ROUTE MAP TO VENUE OF AGM

