



SABARMATI RIVER FRONT DEVELOPMENT CORPORATION LIMITED (SRFDCL)

C.I.N. No. : U73100GJ1997PLC032419

Regd. Office : 2nd Floor, "Riverfront House", Behind H. K. Arts college, Between Gandhi & Nehru Bridge, Pujya Pramukh Swami Maharaj Marg (Riverfront - West), Ahmedabad - 380 009

P. : +91-79-26580430 | E. : office@srfcdl.com | W. : www.sabarmatiriverfront.com

NOTICE

NOTICE is hereby given that the **28th** Annual General Meeting of the Members of the Company will be held on **30th** day of **September, 2025** at **1:00 p.m.** at Board Room of the Registered Office of the company situated at 2nd Floor, "Riverfront House", Behind H. K. Arts College, Between Gandhi & Nehru Bridge, Pujya Pramukh Swami Maharaj Marg (River front – West), Ahmedabad – 380 009 to transact the following business:

ORDINARY BUSINESS

1. Adoption of Audited Financial Statements along with the Reports of the Board of Directors and the Auditors' thereon.

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended on 31st March, 2025, together with the Reports of the Board of Directors for the F.Y. 2024-25 and the Auditors' thereon.

2. Appointment of Director who retires by Rotation as per Section 152(6) of the Companies Act, 2013.

To appoint a Director in place of Smt. Pratibha Rakeshkumar Jain (DIN: 10345158) as the Director of the company, who retires by rotation, and is eligible for reappointment.

3. Appointment of Director who retires by Rotation as per Section 152(6) of the Companies Act, 2013.

To appoint a Director in place of Shri Devang Jitendrabhai Dani (DIN: 10334619) as the Director of the Company, who retires by rotation, and is eligible for reappointment.

4. Approval of Related Party Transactions

To pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date and the Company's policy on Related Party transaction(s),



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approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Smart City Ahmedabad Development Limited (SCADL), a related party within the meaning of Section 2(76) of the Act for transferring Multi level Parking & Sports Complex Projects from SRFDCL, approve the related party transaction as mentioned in the Form AOC-2 (a part of Director's Report F.Y. 2024-25), provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company. For the said matter, Form AOC-2 has already been approved by the Directors.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any of the Directors (whole-time) of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

5. **Re-appointment of M/s. SGD & Associates LLP, Chartered Accountants Statutory Auditors of the Company for two years from the F.Y. 2025-26 to F.Y. 2026-27.**

To pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Shareholders hereby approves the re-appointment of M/s. SGD & Associates LLP, Chartered Accountants, Ahmedabad as the Statutory Auditor of the Company and to examine and audit the accounts of the Company for two years from the F.Y. 2025-26 to F.Y. 2026-27."

RESOLVED FURTHER THAT Managing Director of the company, be and is hereby authorized to decide about the remuneration plus applicable taxes, out-of-pocket expenses etc., of the Statutory Auditors.

RESOLVED FURTHER THAT any Director of the company be and is hereby authorized to file the required form with the Office of the Registrar of Companies, Gujarat in e-mode and to do all other acts and deeds as may be considered necessary and expedient in the regard."



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SPECIAL BUSINESS

6. To convert 0.0001% Convertible Non-Cumulative Preference Shares of Rs. 220 Crores into Equity Shares.

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

"RESOLVED THAT in terms of the provisions of the Companies Act, 2013 read with rules made thereunder and as per the terms of the original issue, 22,00,00,000 (Twenty-two Crores) 0.001 % Convertible Non-cumulative Preference Shares of Rs. 10/- be and are hereby cancelled and converted into 22,00,00,000 (Twenty-two Crores) Equity shares of Rs. 10/- each.

RESOLVED FURTHER THAT each of the Preference Shareholders be and are hereby allotted 22,00,00,000 (Twenty-two Crores) Equity Shares for 22,00,00,000 (Twenty-two Crores) 0.001 % Convertible Non-cumulative Preference Shares held by them.

RESOLVED FURTHER THAT the paid-up capital of the Company be and is hereby increased from 2,00,00,000 (Two Crores) Equity Shares of Rs. 10/- each amounting to Rs. 20,00,00,000/- (Twenty Crores rupees) to 24,00,00,000 (Twenty-Four Crores) Equity Shares of Rs. 10 /- each amounting to Rs 240,00,00,000/- (Two Hundred and Forty Crores rupees only).

Date: 11.09.2025

Place: Ahmedabad

For and on behalf of the Board of Directors


Company Secretary
SRFDCL


Executive Director
SRFDCL
DIN: 08322112



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NOTES

1. **An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 is annexed hereto.**
2. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company.
3. The instrument appointing the proxy must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
4. The Register of Directors' and Key Managerial Person, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.



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ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item no. 6

The Board of Directors at its meeting held on 10.09.2025 took note of 0.0001% Convertible Non-Cumulative Preference Shares of Rs. 220 Crores into Equity Shares.

Pursuant to provisions of the Companies Act, 2013 and read with rules made thereunder and as per the terms of the original issue, 22,00,00,000 (Twenty-two Crores) 0.001 % Convertible Non-cumulative Preference Shares of Rs. 10/- be and are hereby cancelled and converted into 22,00,00,000 (Twenty-two Crores) Equity shares of Rs. 10/- each. The Board Members proposes to convert 22,00,00,000 (Twenty-two Crores) 0.001% Convertible Non-Cumulative Preference Shares of Rs. 10/- into 22,00,00,000 (Twenty-two Crores) Equity shares of Rs. 10/- each.

Your directors recommend the resolution at item no. 6 for your approval.

For and on behalf of the Board of Directors

Date: 11.09.2025

Place: Ahmedabad


Company Secretary
SRFDCL


Executive Director
SRFDCL
DIN: 08322112