NOTICE

Notice is hereby given that the Ninth Annual General Meeting of the Members of **E-City Projects Construction Private Limited** will be held on Tuesday, September 30, 2014 at 03.00 P.M. at the Registered Office of the Company at Plot No.844/4, Shah Industrial Estate, Off New Link Road, Andheri (West), Mumbai – 400053 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

2. To appoint Auditors and to fix their remuneration and 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** M/s. MGB & Co. LLP, Chartered Accountants (Firm Registration No.101169W/W-100035), be and are hereby appointed as the Statutory Auditors of the Company for a period of 5 years to hold office from the conclusion of this 9th Annual General Meeting to the conclusion of 14th Annual General Meeting of the Company, subject to ratification of the appointment by the Members at every AGM held after this AGM, on such remuneration as may be determined by the Board of Directors in consultation with the Statutory Auditors of the Company."

SPECIAL BUSINESS

3. **Regularisation of Mr. Manish Berwal as Director:**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 160 & 161 of the Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, Mr. Manish Berwal (holding DIN: 06923065) who was appointed as an Additional Director in the meeting of the Board of Directors held on 11.07.2014 and whose term expires at the ensuing Annual General Meeting of the company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the Director be and is hereby appointed as Director of the Company."

By Order of the Board of Directors
For E-City Projects Construction Private Limited

Girish Pande
Director
DIN: 00478028

Place: Mumbai
Date: 25.09.2014

Registered office:
Plot No. 844/4, Shah Industrial Estate,
Off New Link Road, Andheri (West),
Mumbai – 400053

NOTES:

1. A member entitled to attend and vote at the annual general meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company on his behalf.

2. A proxy need not be a member of the Company.

3. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

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

Item No. 3:

Mr. Manish Berwal, who was appointed as Additional Director of the Company on 11.07.2014, vacates his office at the ensuing Annual General Meeting of the Company, has offered himself for re-appointment.

Under Section 160 of the Companies Act 2013, a notice in writing has been received from him signifying his intention to act as a Director of the Company.

None of the Directors or their relatives are concerned or interested in the resolution.

Your Directors recommend the resolution for your approval.

By Order of the Board of Directors
For E-City Projects Construction Private Limited

Girish Pande
Director
DIN: 00478028

Place: Mumbai
Date: 25.09.2014

Registered office:
Plot No. 844/4, Shah Industrial Estate,
Off New Link Road, Andheri (West),
Mumbai – 400053

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in submitting the Ninth Annual Report along with the Audited Accounts for the year ended March 31, 2014.

Financial Results

(Amount in Rupees)

Particulars	2013-2014	2012-2013
Total Revenue	157,031,197	161,959,106
Total Expenses excluding finance costs, depreciation and taxes	115,284,315	72,984,943
Profit before deducting finance costs, depreciation and taxes	41,746,882	88,974,163
Finance Costs	91,588,380	97,434,982
Depreciation and Amortisation Expense	39,137,642	39,386,444
(Loss) Before Tax	(88,979,141)	(47,847,263)
Tax Expense		
Current Tax	-	-
Deferred Tax (Credit)	(4,038,993)	(13,839,893)
(Loss) For the Year	(84,940,148)	(34,007,370)

Dividend

In view of the losses during the year, your Directors have not recommended any dividend on Equity Shares for the year under review.

Share Capital

During the financial year under review, there is no change in the Share Capital of the Company.

Public Deposits

During the year under review, your Company has not accepted any deposits within the meaning of Section 58 A of the Companies Act, 1956 and rules made there under.

Auditors and Auditors' Report

M/s. Deloitte Haskins & Sells, Chartered Accountants, Statutory Auditors of the Company having Firm Registration No. 117366W, hold office until the conclusion of the ensuing Annual General Meeting. The Auditors have expressed their unwillingness to continue as Auditors of the Company.

Hence, the Company has approached M/s. MGB & Co. LLP, Chartered Accountants (Firm Registration No.101169W/W-100035) to act as the Auditors of the Company. The Company has received the Certificate of Eligibility from the Auditors to the effect that their appointment, if made, would be in accordance with the limits prescribed under Section 139(1) and such other provisions of the Companies Act, 2013, as may be applicable and the rules thereunder.

Auditors' Report

The Auditors' Report to the Shareholders does not contain any qualifications. The Notes in the Auditors' Report are self explanatory and do not call for any further comments.

Directors

Mr. Girish Pande continued to act as Director on the Board of the Company. Mr. Pratik Mehta was appointed as Director of the Company w.e.f. 15.07.2013.

Mr. Srijit Mullick resigned as Director of the Company w.e.f 16.09.2013. The Board places on record appreciation for services rendered by Mr. Srijit Mullick during his tenure as Director of the Company.

Mr. Manish Berwal was appointed as Director of the Company w.e.f 11.07.2014 and Mr. Pratik Mehta resigned as Director of the Company w.e.f 11.07.2014. The Board places on record appreciation for services rendered by him during his tenure as Director on the Board of the Company

Directors Responsibility Statement

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956, with respect to Directors Responsibility Statement, it is hereby confirmed that:

(i) in the preparation of the annual accounts for the year ended March 31, 2014, the applicable accounting standards read with requirements set out under Schedule VI to the Companies Act, 1956 have been followed and there has been no material departure from the same;

(ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2014 and of the profits of the Company for that year ended on that date;

(iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; and

(iv) the Directors have prepared the annual accounts of the Company on a 'going concern' basis.

Particulars of Employees

Your Company does not have any employee in respect of whom information is required to be furnished pursuant to the provisions of Section 217 (2A) read with the Companies (Particular of Employees) Rules, 1975.

Energy, Technology and Foreign Exchange

The information required to be provided under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 on Conservation of Energy and Technology Absorption is not applicable to your Company since the activities of the Company does not involve any manufacturing activity.

During the year under review, the foreign exchange earnings and outgo were nil.

Internal Control Systems and their adequacy:

Your Company has adequate Internal Control System to ensure safeguarding of assets against unauthorized use and to ensure that all transactions are duly authorized, recorded and reported correctly. The Company has an Internal Audit System carried out periodically.

Disclosures

There are no materially significant related party transactions, i.e. transaction material in nature, between the Company and its promoters, Directors or management or their relatives etc having any potential conflict with interest of the Company at large. Transactions with related parties are disclosed in the Notes of Accounts.

Acknowledgements

Your Board takes this opportunity to thank the shareholders, customers, suppliers, Banks & Financial Institutions, Government bodies and other business associates for their support and looks forward to their continued co-operation.

By Order of the Board of Directors
For E-City Projects Construction Private Limited

Girish Pande	**Manish Berwal**
Director	**Director**
DIN: 00478028	**DIN: 06923065**

Place: Mumbai
Date: 25.09.2014