

SRL/SE/35/21-22

Date: 18th September, 2021

The Manager, Listing Department
National Stock Exchange of India Ltd
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (East), Mumbai- 400 051
Scrip Code: SUNTECK

The Secretary, Listing Department,
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai – 400 001
Scrip Code: 512179

Sub: Addendum to the Notice of the 38th Annual General Meeting of the Company scheduled to be held on Thursday, 30th September, 2021

Dear Sir / Madam,

This is further to our letter dated 8th September, 2021 regarding the Notice of 38th Annual General Meeting of the Company. Addendum Notice along with its Annexure (enclosed herewith) is hereby given to the members of the Company to add item of business as Item No. 7 and 8 as a special business. The explanatory statement pursuant to the provisions of Section 102 of the Act in respect of aforesaid businesses and disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Item 3, 7 and 8 forms part of the Addendum Notice. This Addendum Notice along with its Annexure shall be deemed to be a part of the original AGM Notice dated 30th July, 2021 and the notes provided therein.

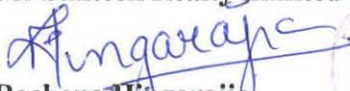
The Addendum to the Notice is also available on Company's website at <http://www.sunteckindia.com/>, on the website of NSDL www.evoting.nsdl.com and on the website of BSE Limited www.bseindia.com and National Stock Exchange of India (NSE) <https://www.nseindia.com/> where the Company's shares are listed. Members and other stakeholders are requested to read the Addendum to the AGM Notice along with the original AGM Notice dated 30th July, 2021.

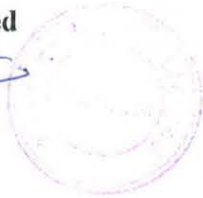
All the processes, notes and instructions relating to attending AGM through VC/OAVM and e-voting set out for and applicable for the ensuing 38th AGM shall mutatis-mutandis apply to attending AGM through VC/OAVM and e-voting for the resolutions proposed in this Addendum to the Notice of AGM.

This is for your information and dissemination.

Thanking you,

For Sunteck Realty Limited


Rachana Hingarajia
Company Secretary





ADDENDUM TO THE NOTICE OF 38th ANNUAL GENERAL MEETING

ADDENDUM TO THE NOTICE DATED 30TH JULY, 2021 CONVENING 38TH ANNUAL GENERAL MEETING OF SUNTECK REALTY LIMITED (“COMPANY”) SCHEDULED TO BE HELD ON THURSDAY, 30TH SEPTEMBER, 2021 AT 5:00 P.M. THROUGH VIDEO CONFERENCING / OTHER AUDIT VISUAL MEANS (VC/OAVM):

Notice is hereby given that the following item of businesses is added in the aforesaid Notice as Item No. 7 and Item No. 8 as Special Business and this Addendum Notice along with the Annexure shall be deemed to be a part of the original Notice dated 30th July, 2021 and the notes provided therein:

SPECIAL BUSINESS:

7. APPOINTMENT OF MR. MUKESH JAIN (DIN- 01316027) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider, and if thought fit, to pass the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“Listing Regulations”], as amended from time to time and on the basis of recommendation of Nomination and Remuneration Committee, Mr. Mukesh Jain (DIN: 01316027) who was appointed as an Additional Director in the capacity of Non-executive Independent Director on 18th September, 2021 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member, be and is hereby appointed as a Non-executive Independent Director, not liable to retire by rotation, for a term of 5 consecutive years with effect from 18th September, 2021.

RESOLVED FURTHER THAT the Board or any Committee thereof, be and are hereby authorized to do all such things, deeds, matters and acts as may be necessary to give effect to this resolution and to do all things incidental and ancillary thereto.”

8. APPOINTMENT OF MR. CHAITANYA DALAL (DIN- 00185847) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider, and if thought fit, to pass the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“Listing Regulations”], as amended from time to time and on the basis of recommendation of Board of Directors, Mr. Chaitanya Dalal (DIN: 00185847) who was appointed as an Additional Director in the capacity of Non-executive Independent Director on 18th September, 2021 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member, be and is hereby appointed as a Non-executive Independent Director, not liable to retire by rotation, for a term of 5 consecutive years with effect from 18th September, 2021.



RESOLVED FURTHER THAT the Board or any Committee thereof, be and are hereby authorized to do all such things, deeds, matters and acts as may be necessary to give effect to this resolution and to do all things incidental and ancillary thereto.”

**By Order of the Board of Directors
For Sunteck Realty Limited**

**Rachana Hingarajia
Company Secretary**

Mumbai, 18th September, 2021

Registered Office:

5th Floor, Sunteck Centre,
37-40, Subhash Road,
Vile Parle (East),
Mumbai 400057
CIN: L32100MH1981PLC025346
Tel: 91 22 4287 7800 Fax: 91 22 4287 7890
E-mail: cosec@sunteckindia.com
Website: www.sunteckindia.com

NOTES:

1. In view of the current extraordinary circumstances due to the pandemic caused by COVID-19 prevailing in India, in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with Ministry of Corporate Affairs (MCA) Circular No. No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 ('MCA Circulars') and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 ('SEBI Circular'), the 38th Annual General Meeting (AGM) of the Company is being conducted through VC/OAVM and physical attendance of Members at the AGM venue is not required. The Members can attend and participate in the AGM through VC/OAVM only.
2. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of Special Business as proposed above to be transacted at the ensuing 38th AGM and disclosure under Regulation 36 of Listing Regulations in respect of Item 3, 7 and 8 forms part of the Addendum Notice.
3. Relevant documents referred to in this Addendum to Notice of AGM are available electronically for inspection by the members on all working days during normal business hours upto the date of AGM.
4. This addendum to the Notice of AGM is also available on the website of the Company.
5. All the processes, notes and instructions relating to attending AGM through VC/OAVM and e-voting set out for and applicable for the ensuing 38th AGM shall mutatis-mutandis apply to attending AGM through VC/OAVM and e-voting for the resolution proposed in this Addendum to the Notice of AGM.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013:

Item No. 7 & 8:

The Board of Directors of the Company have approved appointment of Mr. Mukesh Jain (DIN: 01316027) and Mr. Chaitanya Dalal (DIN: 00185847) on 18th September, 2021 as Additional Directors in the capacity of Non-executive Independent Directors of the Company pursuant to the receipt of notice from member under Section 160 of the Companies Act, 2013, proposing their candidature and on recommendation by the Nomination and Remuneration Committee of the Company. The Company also received the following documents from Mr. Mukesh Jain and Mr. Chaitanya Dalal (i) consent in writing to act as Director in Form DIR-2; (ii) intimation in DIR-8 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013; (iii) Notice of Interest in Companies in Form MBP-1 pursuant to Section 184 (1) of the Companies Act, 2013 read with relevant rules; (iv) a declaration to the effect that he meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as presently applicable and he is independent of the Management. (v) That he is not debarred from holding office as Director of the Company, by virtue of any SEBI Order or any other such authority in accordance with the circular issued by Stock Exchanges dated 20th June, 2018.

The second term of the existing Independent Directors, Mr. Kishore Vussonji and Mr. Ramakant Nayak, is expiring at the ensuing Annual General Meeting. Pursuant to Listing Regulations, listed entities shall comprise of minimum of 6 (six) Directors on the Board. Therefore, the Company shall appoint two Non-executive Independent Directors on the Board.

The resolution seeks the approval of members for the appointment of Mr. Mukesh Jain (DIN: 01316027) and Mr. Chaitanya Dalal (DIN: 00185847) as Non-executive Independent Directors of the Company for a term of five consecutive years with effect from 18th September, 2021 in accordance with Section 149 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. They are not liable to retire by rotation.

As on date of this Notice, Mr. Mukesh Jain and Mr. Chaitanya Dalal does not hold by themselves or for any other person on a beneficial basis, any Equity Shares in the Company. Also, the Directors are not inter-se related to any of the Directors or Key Managerial Personnel (including relatives of Directors or Key Managerial Personnel) of the Company. None of the Directors, Key Managerial Personnel and their relatives, other than to the extent of their shareholding in the Company, are concerned / interested, financially or otherwise, in the above resolution.

Accordingly, the Board recommends the Ordinary Resolution set out in this Addendum to the Notice in relation to the appointment of Mr. Mukesh Jain and Mr. Chaitanya Dalal as Independent Directors, for approval by the Members of the Company.

The Nomination and Remuneration Committee has evaluated the skills, expertise, competencies and capabilities required for the role of Independent Director and is of the view that Mr. Mukesh Jain and Mr. Chaitanya Dalal shall make effective contribution to the Board and Committees. The profile and specific areas of expertise of Mr. Mukesh Jain and Mr. Chaitanya Dalal are as follows:

Brief Profile of Mr. Mukesh Jain:

Mr. Mukesh Jain is an alumnus of Shri Ram College of Commerce, New Delhi. He has a wide experience of nearly 45 years and started his career as a banker and is presently practicing law from his law office at Bandra Kurla Complex. He specializes in the laws relating to Banking, Real Estate & Insolvency. Over a period of years, he has developed further specialization in redevelopment projects, notably slum redevelopment sector. He is empanelled with several nationalized and other banks for legal advice. He is a regular contributor to newspapers and magazines on laws relating to banking, tenancy law, insolvency law and RERA & various facets of real estate sectors. His experience encompasses fields like banking, real estate, infrastructure, steel, hydro carbons and pharmaceuticals to name a few. He is already

on the board of directors of companies in road infrastructure and hydro carbons & advises various real estate companies at board level. Over a period of time he has developed expertise in transaction advisory.

Brief Profile of Mr. Chaitanya Dalal:

CA. Chaitanya Dalal, is practicing Chartered Accountant, from Mumbai and is Managing Partner of the firm M/s Chaitanya C Dalal & Co, established in 1984 situated at Nariman Point Mumbai.

His array of professional experience consists of Audits – Statutory, Tax, GST, Statutory Bank Branch Audit, CAG, Concurrent, Quality, Internal Audits of various PSUs, PSU Insurance Company, Listed PSU Bank, Listed Companies including G.I.C and New India Assurance Company ; Transfer Pricing Audit-International and Domestic, Income Tax Assessments & Litigation ; Business Management Consultancy, etc.

He holds a certificate for the Lead Auditor’s Course of ISO 9000 and has worked as Specialist at the ISO Audit of Reserve Bank of India, Department of Government and Bank Accounts. He also holds certificates for Valuation, Advanced International Taxation, IFRS and Audit of Co-operative Society conducted by ICAI. He was also in the teaching profession for about 25 years and was the Head of the Accountancy Department in Bhavan’s College, Chowpatty, Mumbai since 1986.

Disclosure under Regulation 36 of Listing Regulations for Item No. 3, 7 and 8:

Brief Profile of Director seeking appointment/re appointment in the forthcoming Annual General Meeting of the Company:

Name of Director & DIN	Mr. Atul Poopal (DIN: 07295878)	Mr. Mukesh Jain (DIN: 01316027)	Mr. Chaitanya Dalal (DIN: 00185847)
Date of Birth	4 th January, 1961	15 th October, 1955	24 th September, 1953
Age	60 years	65 years	67 years
First Appointment on the Board	29 th September, 2015	18 th September, 2021	18 th September, 2021
Brief Resume	Mr. Atul Poopal is the Executive Director of the Company and has around 30 years of rich experience in the field of Civil Engineering, Regulatory affairs and experience in devising system/ procedure of obtaining approvals from all the Authorities with wide exposure to different types of development in Mumbai. His specialities include assessment of project vis-à-vis prevailing regulations with profound knowledge of regulations/acts governing development, client relations & management, co-	Mr. Mukesh Jain is an alumnus of Shri Ram College of Commerce, New Delhi. He has a wide experience of nearly 45 years and started his career as a banker and is presently practicing law from his law office at Bandra Kurla Complex. He specializes in the laws relating to Banking, Real Estate & Insolvency. Over a period of years, he has developed further specialization in redevelopment projects, notably slum redevelopment sector. He is empanelled with several nationalized and other banks for legal advice. He is a regular	Mr. Chaitanya Dalal, is practicing Chartered Accountant, from Mumbai and is Managing Partner of the firm M/s Chaitanya C Dalal & Co, established in 1984 situated at Nariman Point Mumbai. His array of professional experience consists of Audits – Statutory, Tax, GST, Statutory Bank Branch Audit, CAG, Concurrent, Quality, Internal Audits of various PSUs, PSU Insurance Company, Listed PSU Bank, Listed Companies including G.I.C and New India Assurance

	ordination with various other consultants/associates, planning/streamlining approval process, inputs during conceptualization etc.	contributor to newspapers and magazines on laws relating to banking, tenancy law, insolvency law and RERA & various facets of real estate sectors. His experience encompasses fields like banking, real estate, infrastructure, steel, hydro carbons and pharmaceuticals to name a few. He is already on the board of directors of companies in road infrastructure and hydro carbons & advises various real estate companies at board level. Over a period of time he has developed expertise in transaction advisory.	Company ; Transfer Pricing Audit-International and Domestic, Income Tax Assessments & Litigation ; Business Management Consultancy, etc. He holds certificate for the Lead Auditor's Course of ISO 9000 and has worked as Specialist at the ISO Audit of Reserve Bank of India, Department of Government and Bank Accounts. He also holds certificate for Valuation, Advanced International Taxation, IFRS and Audit of Co-operative Society conducted by ICAI. He was also in the teaching profession for about 25 years and was the Head of the Accountancy Department in Bhavan's College, Chowpatty, Mumbai since 1986.
Qualifications	Diploma in Civil Engineering	Law Graduate (LLB)	Chartered Accountant (CA)
Expertise in specific functional areas	Civil Engineering and Regulatory Affairs	Banking, financial advisory services and legal practice	Statutory Audits under various laws, Transfer Pricing Audit-International and Domestic, Income Tax Assessments & Litigation, Tax Audits, Statutory Bank Branch Audit / Concurrent / Quality / Internal Audits of PSU / PSU Insurance Company / Listed PSU Bank / Listed Companies, Business Management Consultancy, Concurrent Audit of PSU banks, Audit and Fraud Investigations, Consolidation of Accounts under IFRS, etc.
Number of Board Meetings attended in FY 2020-21	4 (Four)	Not Applicable	Not Applicable
Directorships held in other Companies	NIL	Asian Energy Services Limited DBL Nadiad Modasa Tollways Ltd DBL Sardarpur Badnawar Tollways Ltd	NIL

		DBL Silwani-Sultanganj Tollways Ltd DBL Uchera - Nagod Tollways Ltd DBL Jaora-Sailana Tollways Ltd DBL Bankhlfata-Dogawa Tollways Ltd DBL Patan Rehli Tollways Ltd DBL Mundi-Sanawad Tollways Ltd Sambhaw Investments and Industries Private Limited	
*Chairmanship/Membership of the Committees of the other Listed Companies – 1. Audit Committee 2. Stakeholders Relationship Committee	NIL	Membership in Audit Committee of Asian Energy Services Limited	NIL
No. of Shares held in the Company as on March 31, 2021	NIL	NIL	NIL
Relationship between Directors Inter-se	None	None	None
Terms and conditions of appointment/re-appointment	Re-appointment as Executive Director subject to retire by rotation	Appointment as a Non-Executive Independent Director	Appointment as a Non-Executive Independent Director
Remuneration last drawn	Remuneration as disclosed in report on corporate governance forming part of	Not Applicable	Not Applicable

	Annual Report for FY 2020-21		
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** Pursuant to SEBI (Listing Regulations and Disclosures Requirement) Regulations, 2015 only two Committees viz. Audit Committee and Stakeholders' Relationship Committee are considered.*