

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 32nd Annual General Meeting of the members of Sunteck Realty Limited will be held at:

Venue : MIG Club, M.I.G Colony, Bandra (East), Mumbai 400051
Day and Date : Tuesday, 29th September, 2015
Time : 5.30 p.m.

AGENDA

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2015 and the Profit and Loss Account for the year ended on that date together with the Schedules thereon, the Cash Flow Statement, along with the Reports of the Directors and Auditors thereon.
2. To declare Dividend on Equity Share Capital for the year ended 31st March, 2015
3. To appoint Mr. Atul Poopal as Director in place of Mr. Jignesh Sanghavi who retires by rotation;

To consider and if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to Section 152 of the Companies Act 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and articles of association of the Company, Mr. Atul Poopal whose candidature has been received by the Company, be and is hereby appointed as an Executive Director of the Company with immediate effect;

RESOLVED FURTHER THAT pursuant to provisions of Section 196, 197 and 203 read with schedule V and all other applicable provisions, if any, of the Companies Act 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in terms of the recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors, Mr. Atul Poopal, be paid a remuneration of Rs. 75,00,000 /- (Rupees Seventy Five Lakhs) per annum or 0.5% of the Net Profit whichever is higher.

RESOLVED ALSO THAT Mr. Atul Poopal be entitled for provident fund, gratuity, company car, telephone, leave travel benefit and such other benefits as per the rules of the Company and that the Board(which may include a Committee thereof) may alter and vary from time to time the amount and type of perquisites, allowances and benefits to be provided to Mr. Atul Poopal for services rendered by him as a Director of the Company.

RESOLVED FURTHER THAT Mr. Atul Poopal shall be subject to retirement by rotation;

RESOLVED FURTHER THAT the Board of Directors are hereby authorized to do all such the deeds, things and acts as may required to give effect the above Resolution.”

4. To appoint M/S. Lodha & Co., Chartered Accountants, the retiring Statutory Auditors of the Company, as Statutory Auditors of the Company and to authorize the Board of Directors to fix their remuneration.

To consider and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/S Lodha & Co., Chartered Accountants, Mumbai (Registration No.: 301051E) be and are hereby appointed as the Statutory Auditors of the Company for a second term of Five (5) years to hold office from the conclusion of this Annual General Meeting onwards at such remuneration as may be fixed by the Board of Directors.”

SPECIAL BUSINESS:

5. FURTHER ISSUE OF CAPITAL

To consider and if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT in accordance with the provisions of Section 42, 62(1)(C) and all other provisions applicable, if any, of the Companies Act, 2013, as amended (“the Act”) including any amendments or re-enactment thereof for the time being in force, the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Listing Agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, the provisions of Foreign Exchange Management Act, 1999, as amended and guidelines, rules and regulations framed thereunder and subject to the applicable statutes, guidelines, regulations, approvals, consents, permissions or sanctions of the Government of India, the Securities and Exchange Board of India, the Reserve Bank of India and any other appropriate authorities, institutions or bodies and such conditions as may be prescribed by any of the concerned authorities while granting any such Approvals, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter called the “Board” which term shall be deemed to include any Committee thereof), the consent, authority and approval of the Company be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and / or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), on such occasion(s), in the course of one or more tranches, as may be determined by the Board in the course of one or more public or private offerings in domestic and/or one or more international offering(s)/markets, with or without a green shoe option, equity shares and/or equity shares through depository receipts including American Depository Receipts (“ADRs”), Global Depository Receipts (“GDRs”), Foreign Currency Convertible Bonds (“FCCBs”), Foreign Currency Exchangeable Bonds (“FCEBs”), and/or convertible bonds, convertible debentures/preference shares, fully, partly or optionally, and/or other securities convertible into equity shares at the option of the Company and/or the holder(s) of such securities, and/or securities linked to equity shares and/or securities including non-convertible debentures with or without detachable/non-detachable warrants and/or warrants with a right exercisable by the warrant-holder to subscribe for equity shares and/or any instruments or securities representing either equity shares, secured premium notes, and/or any other financial instruments in equity shares which would be converted into/exchanged with equity shares at a later date, preference shares convertible or non-convertible and partly or fully paid-up equity/ debt instrument (all of which are hereinafter collectively referred to as “Securities”) the relevant date for which shall be either a) date of issuance, or b) date of conversion as allowed under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the “SEBI Regulations”) as the Board at its sole discretion or wherever necessary in consultation with underwriters, merchant bankers, financial advisors or legal advisors may at any time decide, for cash, to any eligible person, including Qualified Institutional Buyers, Foreign/Resident Investors, Institutions/Banks, incorporated bodies, individuals and/or trustees, Foreign Institutional Investors, Mutual Funds, Venture Capital Funds, existing Shareholders or otherwise, whether residents or non-residents and whether or not such investors are members of the Company (collectively referred to as “Investors”), by

way of Follow On Public Offer or private placement or issued/allotted through a Qualified Institutional Placement under the SEBI Regulations, or by any one or more or a combination of the above model/methods or otherwise and at such time or times and in one or more tranches, secured or unsecured upto an amount of Rs. 2,000/- (Rupees Two Thousand Crores only) in one or more foreign currency(ies), and on such terms and conditions including the number of Securities to be issued, the face value, rate of interest, redemption period, manner of redemption, amount of premium on redemption, the number of equity share to be allotted on redemption/conversion, the ratio, period of conversion, fixing of record date or book closure, in consultation with the Book Running Lead Managers and/or other Advisors or otherwise, as the Board at its sole discretion may decide (“Issue”);

RESOLVED FURTHER THAT such of these Securities to be issued as are not subscribed may be disposed of by the Board thereof in its absolute discretion, in such manner and/or on such terms as it may deem fit including offering or placing them with banks/financial institutions/mutual funds or otherwise, as the Board may in its absolute discretion, may deem fit and proper;

RESOLVED FURTHER THAT in case of QIP, pursuant to Chapter VIII of the ICDR Regulations, 2009, the allotment of Equity Shares/Securities shall only be made to Qualified Institutional Buyers within the meaning of Chapter VIII of ICDR Regulations and such securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of this Resolution and the QIP Securities shall not be eligible to be sold for a period of one year from the date of allotment except on a recognized stock exchange or except as may be permitted from time to time by the SEBI Regulations;

RESOLVED FURTHER THAT the Company and/or any agency or body authorized by the Company, may issue receipts/certificates representing the underlying securities and/or Equity Shares issued by the Company with such features and attributes as are prevalent in International Capital Markets for instruments of this nature and provide for the tradability or free transferability thereof as per the domestic/international practices, norms and regulations, and under the norms and practices prevalent in the International Markets;

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot from time to time, such number of Equity Shares at such premium as may be decided by the Board in its absolute discretion, upon conversion of such Securities or as may be necessary in accordance with the terms of the offering, including additional Equity Shares, and all such shares shall rank pari- passu with the existing Equity Shares of the Company in all respects including rights to receive dividend;

RESOLVED FURTHER THAT for the purposes of giving effect to any issue and/or allotment of Equity Shares in the Company or Securities or instruments or Securities representing or convertible into Equity Shares in the Company, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion, deem necessary, appropriate or desirable for such purpose, including, without limitation, determining the form and manner of the issue, the class of investors to whom the Equity Shares/Securities are to be issued and allotted, number of Equity Shares/Securities to be allotted in each tranche, issue price, face value, premium amount on issue/conversion of Securities/exercise of warrants/redemption of Securities, rate of interest, redemption period, to appoint Lead Managers, Merchant Bankers, Global Business Coordinators, Book Runners, Underwriters, Guarantors, Financial and/or Legal Advisors, Depositories, Custodians, Registrars, Trustees, Bankers and all other agencies, to enter into or execute all such agreements/arrangements /MOUs/documents with any such agencies, as may be necessary, to list the Securities and the Equity Shares to be issued on conversion of the said Securities on any Indian and/or Foreign Stock Exchange(s), as it may in its absolute discretion deem fit;

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares or Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise, with the intent that the members shall be deemed to have given their approval thereto expressly by the authority of the aforesaid Resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or Whole-time Director(s) or any Director(s) or any other Officer(s) of the Company to implement the aforesaid Resolution.”

6. APPOINTMENT OF MRS. RACHANA HINGARAJIA AS DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification, the following resolution as a **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 161 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Rachana Hingarajia (DIN: 07145358) who was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on 31st March, 2015, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary and think fit to give effect to this resolution.”

7. APPROVAL FOR REMUNERATION OF MANAGING DIRECTOR

To consider and if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with schedule V and all other applicable provisions, if any, of the Companies Act 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in terms of the recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors, Mr. Kamal Khetan, Managing Director of the Company be paid a remuneration of Rupees 1,00,00,000/- (Rupees One Crore only) p.a. or 2% of the Net profits of the Company whichever is higher with effect from 1st April, 2015;

RESOLVED FURTHER THAT all other terms and conditions of appointment of Mr. Kamal Khetan as approved earlier by the Members at the time of his re - appointment, shall remain unchanged.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the remuneration shall be governed by Section II of Part II of Schedule V of the Act or any statutory modification thereof and the same shall be treated as the minimum remuneration payable to the Managing Director.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

**By Order of the Board of Directors
FOR SUNTECK REALTY LIMITED**

Mumbai: 13th August, 2015

**Sd/-
Company Secretary**

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY, IN ORDER TO BE EFFECTIVE, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Corporate members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
4. The Register of Members and Share Transfer Books will remain closed from 25th September, 2015 to 29th September, 2015 (both days inclusive).
5. The information required to be provided under the Listing Agreement entered into by the Company with the Stock Exchange regarding the Directors who are proposed to be reappointed is given in the annexure to the Notice.
6. Members whose shareholding(s) are in electronic mode are requested to inform any changes relating to address, bank mandate and Electronic Clearing Services (ECS) details to their respective Depository Participants and in case of physical shares, to the Company's Registrar & Share Transfer Agent **LINK INTIME INDIA PRIVATE LIMITED**, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai 400078 together with a valid proof of address.
7. Members are requested to quote their Registered Folio Number or their Client ID number with DP ID on all correspondence with the Company as the case may be.
8. Members/Proxy holders are requested to bring Attendance Slip sent herewith duly filled alongwith their copies of the Annual Report to the Meeting
9. Members are requested to send their queries to the Company, if any, on accounts and operations of the Company at least seven days before the meeting so that the same could be suitably answered at the meeting.
10. In line with measures of Green Initiative taken by the Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively) and Companies Act, 2013 also provides for sending of the meeting and other shareholder correspondences through electronic mode. Members holding shares in physical mode are requested to register their e-mail ID's with Link Intime India Private Limited and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs).

Instructions for E-Voting

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to physical voting to all the Members of the Company. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Members to cast their votes electronically. E-voting is optional for the Members.

The instructions to Members for e-voting are as under:

(a) In case of Members receiving an e-mail from NSDL:

- (i) Open the PDF file attached to the e-mail, using your Client ID/Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login
- (iv) Insert User ID and Initial Password as noted in step (i) above and click 'Login'
- (v) Password change menu will appear. Change the Password with a new Password of your choice. Please keep a note of the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.
- (vi) Home page of e-voting will open. Click on e-voting – Active Voting cycles.
- (vii) Select EVEN of Sunteck Realty Limited.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on Confirm when prompted.
- (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail nvr54@ymail.com or cosec@sunteckindia.com with a copy marked to evoting@nsdl.co.in.

(b) In case of Members receiving physical copy of the Notice of Annual General Meeting (AGM) and Attendance Slip

- (i) Initial Password is provided, as follows, at the bottom of the Attendance Slip.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xi) above, to cast vote.
- (iii) In case of any queries, please refer to the Frequently Asked Questions (FAQs) for members and the e-voting user manual for members available in the 'Downloads' section of <http://www.evoting.nsdl.com>. You can also contact NSDL via email at evoting@nsdl.co.in

General Instructions:

- (i) If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.
- (ii) The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on Wednesday, 23rd September, 2015.
- (iii) In terms of Clause 35B of the Listing Agreement entered into with the stock exchange, the Company has provided an option to their Members who do not have access to the e-voting facility, to cast their votes by way of a ballot. The ballot form is enclosed with this Notice.
- (iv) The facility of e-voting shall commence from Tuesday, 25th September, 2015 and shall remain open upto 5.00 p.m. on Friday, 28th September, 2015. Members will not be able to cast their votes after 5.00 p.m. on Friday, 28th September, 2015.
- (v) Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail nvr54@ymail.com or cosec@sunteckindia.com with a copy marked to evoting@nsdl.co.in.

(vi) Member(s) can opt for only one mode of voting i.e. either physically voting at the Annual General Meeting, voting through ballot or e-voting. In case a member has cast multiple votes, then voting done by e-voting will be treated as valid.

(vii) Mr. Veeraraghvan N., Practicing Company Secretary, Mumbai has been appointed as the Scrutinizer to scrutinize the e-voting process (including the ballot form received from the Member(s) who do not have access to the e-voting process) in a fair and transparent manner.

(viii) The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of atleast two witnesses, not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour of, or against, if any, forthwith to the Chairman of the Company.

(ix) Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Notice of AGM) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Veeraraghvan N., Practicing Company Secretary not later than 5.30 p.m. on Monday, 28th September, 2015. Ballot Form received thereafter will be treated as invalid.

(x) The results declared along with the Scrutinizer's report shall be placed on the Company's website www.sunteckindia.com within two working days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

Explanatory Statement Pursuant to section 102 of the Companies Act, 2013, in respect of Special Business set out in Notice:

Item Nos. 5

The real estate sector is one of the key growth sectors of the Indian economy, which has witnessed a robust growth in the recent past and is expected to sustain reasonable growth momentum on the back of a sustained economic growth.

The Company is one of the leading real estate companies in India having presence in residential, commercial and retail real estate segments either directly or through its subsidiaries/ associates/ joint ventures/ associates and intends to further capitalize on its potential. All these initiatives will require significant outlay of funds over the next 3 –4 years. In order to exploit opportunities in existing businesses and/or explore the scope of any new business opportunities including business acquisitions, capital expenditures, financing new business initiatives, meeting additional working capital requirements arising out of growth in operations, investment in/ loans/ advances to subsidiaries/ joint ventures/ associates and for other corporate purposes, it is necessary for the Company to have access to external funds at different point of times in the future. The Company, therefore, proposes to raise further capital from the domestic or international markets in one or more tranches at an appropriate time.

The resolution in accompanying Notice proposes to create, issue, offer and allot equity shares, Fully / Partly / Optionally Convertible Debentures/Preference shares and/or securities linked to equity shares and/or convertible securities including but not limited to Global Depository Receipts (GDRs) and/or American Depository Receipts (ADRs), Foreign Currency Convertible Bonds (FCCBs), partly or fully paid-up equity/debt instruments as allowed under SEBI (ICDR) Regulations, (hereinafter referred to as “Securities”) upto an amount not exceeding Rs. 2,000 Crore inclusive of premium in the course of domestic/ international offerings. Such securities are proposed to be issued to eligible person including but not limited to resident investors and foreign investors (whether individuals, mutual funds, incorporated bodies, institutions or otherwise), Foreign Financial Institutions and other Qualified Institutional Buyers etc.

The proposed Special Resolution seeks the enabling authorization of the Members to the Board of Directors without the need of any further approval from the Members to undertake to issue securities in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements), Regulation, 2009 as amended from time to time (the “SEBI Regulations”). Pursuant to the above, the Board may, in one or more tranches, issue and allot Equity Shares in the form of Follow-On Public Offer (FPO), Global Depository Receipts (GDRs), and/or American Depository Receipts (ADRs), and/ or External Commercial Borrowings (ECBs) with rights of conversion into shares, and/ or Foreign Currency Convertible Bonds (FCCBs) and/or Optionally or Compulsorily Convertible Redeemable Preference Shares (OCPS/CCPS) convertible into Equity Shares of the Company with voting rights or with differential rights as to voting, dividend or otherwise.

The said allotment by the Board of Directors (‘Board’) shall be subject to the provisions of the SEBI Regulations (as amended from time to time) including the pricing, which shall be calculated in accordance with the provisions of the SEBI Regulations in consultation with the Merchant Banker.

The relevant date for the determination of applicable price for the issue of the Securities shall be as per the SEBI Regulation which in case of allotment of equity shares will be the date of the meeting in which the board of directors or the committee of directors decides to open the proposed issue and in case of securities which are convertible into or exchangeable with equity shares at a later date will be either the date of the meeting in which the board of directors or the committee of directors decides to open the proposed issue of convertible securities or date on which the holder of such securities becomes entitled to apply for the said equity shares as the case may be. For reasons aforesaid, an enabling resolution is therefore proposed to be passed to give adequate flexibility and

discretion to the Board to finalize the terms of the issue. The securities issued pursuant to the offering would be listed on the Stock Exchanges on which the Company is listed.

The offerings of the Securities may require appointment of Merchant Bankers, Underwriters, Legal Advisors and Experts or such other Authority or Authorities to advise the Company especially in relation to the pricing of the Securities. The detailed terms and conditions of the Issue as and when made will be determined in consultation with the Merchant Bankers, Lead Managers, Advisors, Underwriters and other Experts in accordance with the terms of approval of the Government of India, Reserve Bank of India, SEBI and such other authorities as may be required.

Section 42, 62(1)(c) of the Companies Act, 2013, provides, inter alia, that where it is proposed to increase the Subscribed Share Capital of the Company by allotment of further shares, such further shares shall be offered to the persons who at the date of the offer are holders of the Equity Shares of the Company, in proportion to the capital paid up on those shares as of that date unless the shareholders decide otherwise by way of a Special Resolution. The Listing Agreements executed by the Company with various Stock Exchanges also provide that the Company shall issue or offer in the first instance all Securities to the existing equity shareholders of the Company unless the shareholders decide otherwise.

The proposed Special Resolution gives (a) adequate flexibility and discretion to the Board to finalise the terms of the issue, in consultation with the Lead Managers, Underwriters, Legal Advisors and Experts or such other authority or authorities as required to be consulted including in relation to the pricing of the issue in accordance with the normal practice and (b) powers to issue and market any securities issued including the power to issue such Securities in such tranche or tranches.

Accordingly, the consent of the Members is being sought, pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013, and SEBI (ICDR) Regulations, and in terms of the provisions of the Listing Agreements, to issue and allot securities as stated in the Special Resolution.

The proposed issue of Securities is in the interest of the Company and your Directors recommend the passing of the resolution under this item as a Special Resolution.

Item No. 6

The Board of Directors of the Company had appointed Mrs. Rachana Hingarajia, as an Additional Director under section 161(1) of the Companies Act, 2013 (the Act) by passing a resolution by circulation on 31st March, 2015 to hold office till the ensuing Annual General Meeting. The Company has received a notice u/s 160 of the Act from a member proposing Ms. Hingarajia, to be appointed as a Director of the Company. Mrs. Rachana Hingarajia, CS, LLB, is a Company Secretary of the Company and has a work experience of more than 10 years in legal and Compliance Field. Prior to Sunteck, she was working with a legal firm. None of the Directors, Key Managerial Personnel and their relatives thereof other than Ms. Hingarajia and their relatives are concerned or interested in the resolution for her appointment. The resolution set out in Item nos. 6 of this Notice is accordingly recommended for the approval by the members as Ordinary Resolution.

Item No. 7

At the Annual General Meeting held on 27th September, 2013, the members of the Company had approved the increase in the remuneration of the Managing Director for FY 13-14. Pursuant to the recommendation received from Nomination and Remuneration committee held on 13th August, 2015, it is proposed to continue with the existing limits of remuneration being paid to Managing Director w.e.f. 1st April, 2015, as approved in the AGM held on 27th September, 2013. Further, there are no changes in the perquisites or other allowances payable to him.

The aggregate of the remuneration as aforesaid shall be within the maximum limit as laid down under provisions of Section 197, 203 and other applicable provisions, if any, of the Companies Act 2013 ("the Act") read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, with liberty to the

Board of Directors to alter and vary the terms and conditions as may be agreed to between the Board of Directors and the Managing Director.

Mr. Kamal Khetan and his relative be treated as interested Director in this resolution. None of the other Directors or Key Managerial Personnel are interested in this resolution.

This explanation together with relevant resolution may be treated as an Abstract of terms and memorandum of interest pursuant to the provisions of Section 302 of the Companies Act 1956.

The resolutions as set out in Item nos. 7 of this Notice are accordingly recommended for the approval by the members as Ordinary Resolution.

**By Order of the Board of Directors
FOR SUNTECK REALTY LIMITED**

Mumbai: 13th August, 2015

**Sd/-
Company Secretary**

Registered Office:

5th Floor, Sunteck Centre,
37-40 Subhash Road, Vile Parle (East),
Vile Parle (East), Mumbai 400057

Details of Directors seeking appointment/re-appointment at the Annual General Meeting
(In pursuance of Clause 49 of the Listing Agreement)

Name of Director	Mr. Atul Poopal	Mrs. Rachana Hingarajia
Age	55 years	36 Years
Qualifications	Diploma in Civil Engineering from M.H. Saboo Siddik College of Engineering, Mumbai	C.S., L.L.B.
Date of Appointment	29 th September, 2015	31 st March, 2015
Expertise	More than 30 Years of experience in field of Civil Engineering, Regulatory affairs	9 years of experience in Corporate Law, Legal and Compliance matters
*Directorship in other Public Limited Companies as on March 31, 2015	Nil	NIL
Chairman/ Member of the Audit Committee as on March 31, 2015	Nil	NIL
Chairman/ Member of the Shareholders'/ Investors/ Grievance Committee as on March 31, 2015	Nil	NIL
No. of Shares held in the Company as on March 31, 2015	Nil	NIL

* Note: Excludes Directorship in Private Limited Companies, Foreign Companies and Government Bodies.

SUNTECK REALTY LIMITED

Registered Office: 5th Floor, Sunteck Centre, 37-40, Subhash Road, Vile Parle (East), Mumbai 400057 **CIN:** L32100MH1981PLC025346
Tel No.: 022-42877800, **Fax No:** 022-42877890, **website:** www.sunteckindia.com; Email add: cosec@sunteckindia.com

ATTENDANCE SLIP

Regd. Folio/DP ID & Client ID	
Name and Address of the Shareholder	

1) I hereby record my presence at the THIRTY SECOND ANNUAL GENERAL MEETING of the Company being held on Tuesday, 29th September, 2015 at 5.30 p.m. at MIG Club, M.I.G Colony, Bandra (East), Mumbai 400051

2) Signature of the Shareholder/Proxy Present

3) Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.

4) Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of the Annual Report for reference at the meeting.

Note: Please fill in this attendance slip and hand it over at ENTRANCE of the MEETING HALL.

-----TEAR HERE-----

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	User ID	Password

Note: Please read the instructions printed under the Note no. 10 to the Notice dated 13th August, 2015 of the 32nd Annual General Meeting. The Voting period starts from Friday, 25th September, 2015 and ends at 5.00 p.m. on Monday, 28th September, 2015. The voting module shall be disabled by NSDL for voting thereafter.

SUNTECK REALTY LIMITED

Registered Office: 5th Floor, Sunteck Centre, 37-40, Subhash Road, Vile Parle (East), Mumbai 400057 **CIN:** L32100MH1981PLC025346
Tel No.: 022-42877800, **Fax No:** 022-42877890, **website:** www.sunteckindia.com; Email add: cosec@sunteckindia.com

32nd ANNUAL GENERAL MEETING

Form No. MGT -11

PROXY FORM

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

Name of the Member(s):

Registered address:

E-mail ID:

Folio No. / DP ID and Client ID:.....

I/We, being the Member(s) of shares of the above named Company, hereby appoint

1. Name: E-mail ID:

Address

Signature, or failing him/her

2. Name: E-mail ID:

Address

Signature, or failing him/her

3. Name: E-mail ID:

Address

Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting, to be held on Tuesday, 29th September, 2015 at 5.30 p.m. at MIG Club, MIG colony, Bandra East, Mumbai – 400051 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

*I/We wish my above proxy(ies) to vote in the manner as indicated in the box below:

Resolution No.	Description	For	Against
1.	Adoption of the Audited Balance Sheet as at 31 st March, 2015, the Statement of Profit & Loss for the financial year ended 31 st March, 2015, the Report of the Board of Directors' and Auditors' thereon.		
2.	Declaration of Dividend.		
3.	Appointment of Mr. Atul Poopal in place of Mr. Jignesh Sanghavi, Director, who retires by rotation.		
4.	Re-appointment of M/s Lodha & Co., Chartered Accountants, Mumbai statutory auditors of the Company.		

5.	Further Issue of Capital		
6.	Appointment of Mrs. Rachana Hingarajia (DIN: 07145358) as Director of the Company		
7.	Approval of Remuneration of Managing Director		

Affix a Rs. 1/- Revenue Stamp
--

Signed this day of 2015.

.....
 Signature of shareholder

.....
 Signature of first proxy holder

.....
 Signature of second proxy holder

.....
 Signature of third proxy holder

* Please put a () in the appropriate column against the resolutions indicated in the Box. Alternatively, you may mention the number of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Notes:

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. A proxy need not be a Member of the Company.
3. In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorized by it and an authenticated copy of such authorisation should be attached to the proxy form.
4. A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
5. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
6. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

SUNTECK REALTY LIMITED

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**32nd ANNUAL GENERAL MEETING
BALLOT FORM**

(To be returned to Scrutinizer appointed by the Company)

Name(s) of the Member(s) :

Address :

.....

.....

.....

Folio No. / DPID No. and Client ID*:

Number of Equity Share(s) held :

I/We hereby exercise my/our vote in respect of the following resolution(s) to be passed at the Thirty Second Annual General Meeting of the Company, to be held on Tuesday, 29th September, 2015 at 5.30 p.m. at MIG Club, MIG Colony, Bandra (East), Mumbai – 400057 in respect of businesses as stated in the Notice dated 13th August, 2015 by conveying my/our assent or dissent to the said resolution(s) by placing the tick () mark at the box against the respective matters:

Item No.	Description	No. of equity shares held	I/We assent resolution (FOR)	I/We dissent the to the resolution (AGAINST)
1.	Adoption of the Audited Balance Sheet as at 31 st March, 2014, the Statement of Profit & Loss for the financial year ended 31 st March, 2014, the Report of the Board of Directors' and Auditors' thereon.			
2.	Declaration of Dividend.			
3.	Appointment of Mr. Atul Poopal in place of Mr. Jignesh Sanghavi, Director, who retires by rotation.			
4.	Re-appointment of M/s Lodha & Co., Chartered Accountants, Mumbai statutory auditors of the Company.			
5.	Further Issue of Capital			
6.	Appointment of Mrs. Rachana Hingarajia (DIN: 07145358) as Director of the Company			
7.	Approval of Remuneration of Managing Director			

* Applicable for investors holding shares in Electronic Form.

Place :

Date :

Signature of the Member/ Beneficial Owner

INSTRUCTIONS

1. A Member desiring to exercise vote by ballot form may complete this ballot form and send it to the Scrutinizer, appointed by the Board of Directors of the Company viz. Mr. Veeraraghvan N., Practicing Company Secretary at Sunteck Realty Limited, 5th Floor, Sunteck Centre, 37-40, Subhash Road, Vile Parle (East), Mumbai - 400 057.
2. In case of shares held by companies, trusts, societies etc., the duly completed ballot form should be accompanied by a certified true copy of Board Resolution/Authority.
3. Unsigned ballot forms will be rejected.

4. A Member need not cast all the votes in the same way.
5. Duly completed ballot form should reach the Scrutinizer not later than 5.30 p.m. on Monday, 28th September, 2015.
6. The Scrutinizer's decision on the validity of a ballot form will be final.