Sunteck Realty Ltd.

Sunteck

SRL/SE/12/16-17

Date: 7th September, 2016

To
Corporate Relation Department
BSE Limited
P. J. Tower, Dalal Street,
Mumbai – 400 001
Scrip Code: 512179

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

To
Metropolitian Stock Exchange of India Limited
(Formerly known as MCX Stock Exchange Limited)
Vigbyor Towers, 4th Floor,
Plot No.C 62, G Block,
Opp.Trident Hotel, BKC,
Bandra (East),
Mumbai – 400 098
Scrip Code: 512179

Sub: Notice of Annual General Meeting to be held on Thursday, 29th September, 2016.

Dear Sir/Madam,

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of Annual General Meeting of the members of the Company to be held on Thursday, 29th September, 2016.

Kindly take the same on record and acknowledge the receipt of the same.

Thanking you,

Yours Faithfully,
For Sunteck Realty Limited

Company Secretary
Encl: a/a

SUNTECK REALTY LIMITED

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 33rd Annual General Meeting of the members of Sunteck Realty Limited will be held at 5.30 p.m. on Thursday, 29th September, 2016 at MIG Club, M.I.G Colony, Bandra (East), Mumbai 400051, to transact the following businesses.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2016 together with the Reports of the Board of Directors and Auditors thereon.

2. To declare Dividend on Equity Share Capital for the year ended 31st March, 2016.

3. To appoint a Director in place of Ms. Rachana Hingarajia (DIN: 07145358), who retires by rotation and being eligible offers herself for re-appointment.

4. To ratify the appointment of M/s. Lodha & Co., Chartered Accountants (Firm registration No. 301051E) as Statutory Auditors of the Company for financial year 2016-2017 and to fix their remuneration.

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, ("**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. 2000/- Crores (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. 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 (DIN: 00017527), Managing Director of the Company be paid a remuneration of Rupees 1,50,00,000/- (Rupees One Crore Fifty Lakhs Only) p.a. or 2% of the Net profits of the Company whichever is higher with effect from 1st April, 2016.

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, matters and things, which may be usual, expedient or proper to give effect to the above resolution."

7. APPROVAL OF REMUNERATION OF EXECUTIVE DIRECTOR

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

"RESOLVED 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 (DIN: 07295878), Executive Director be paid a remuneration of Rs. 1,00,00,000/- (Rupees One Crore Only) p.a. or 0.5% of the Net Profit whichever is higher with effect from 1st April, 2016.

RESOLVED FURTHER THAT all other terms and conditions of appointment of Mr. Atul Poopal as approved earlier by the Members at the time of his 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 Executive Director.

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

8. RE-APPOINTMENT OF MR. MAHADEVAN KALAHASTHI (DIN: 01246519) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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 Sections 149, 152 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") as amended from time to time and relevant Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, including any modification or amendment thereof, Mr. Mahadevan Kalahasthi (DIN: 01246519) who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as Independent Director of the Company to hold office for a term of 5 (Five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the calendar year 2021, not liable to retire by rotation.

9. RE-APPOINTMENT OF MR. KISHORE VUSSONJI (DIN: 00444408) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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 Sections 149, 152 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") as amended from time to time and relevant Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, including any modification or amendment thereof, Mr. Kishore Vussonji (DIN: 00444408) who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as Independent Director of the Company to hold office for a term of 5 (Five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the calendar year 2021, not liable to retire by rotation.

10. RE-APPOINTMENT OF MR. RAMAKANT NAYAK (DIN: 00129854) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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 Sections 149, 152 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") as amended from time to time and relevant

Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, including any modification or amendment thereof, Mr. Ramakant Nayak (DIN: 00129854) who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as Independent Director of the Company to hold office for a term of 5 (Five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the calendar year 2021, not liable to retire by rotation.

By Order of the Board of Directors
For Sunteck Realty Limited

Mumbai, 30th May, 2016

Sd/-
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies in order to be effective must be received at the Company's Registered Office not later than 48 hours before the commencement of the meeting.

2. A person can act as proxy on behalf of member's upto and not exceeding fifty and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital carrying voting rights may appoint a single person as Proxy and such person cannot act as proxy for any other member.

3. 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, certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.

4. Members/Proxy holders/Authorised Representatives are requested to bring the attendance slip duly filled and signed along with copy of Annual Report to the Meeting.

5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of special businesses to be transacted at the meeting, is annexed hereto.

6. Regulation 12 read with Schedule I of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for distribution of dividends to the investors, electronic mode of payments like NECS, ECS, RTGS, NEFT shall be used. In cases where the details like MICR no., IFSC no.etc. required for effecting electronic payments are not available, physical payment instrument like dividend warrants or cheques will be used.

Accordingly, we recommend you to avail the facility of direct electronic credit of your dividend through electronic mode and in all cases keep your bank account details updated in demat account /physical folio.

7. The Register of Members and Share Transfer Books will remain closed from Monday, 26th September, 2016 to Thursday, 29th September, 2016 (both days inclusive) for the purpose of ascertaining the eligibility of members for payment of dividend. The dividend payable on equity shares if approved by the members, will be paid to those members whose name appear on the Register of members and as per the beneficial owners' position received from NSDL and CDSL as at the close of the working hours on Friday, 23rd September, 2016.

8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents i.e. LINK INTIME INDIA PRIVATE LIMITED ("**LINK INTIME**") to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to LINK INTIME.

   The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to LINK INTIME.

9. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or LINK INTIME for assistance in this regard.

10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or LINK INTIME, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

11. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

12. 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.

13. 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.

14. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2015-16 will also be available on the Company's website viz. www.sunteckindia.com

15. The physical copies of notice of 33rd (thirty third) Annual General Meeting and the Annual Report 2015-16 shall be open for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm except on holidays, upto the date of the Annual General Meeting.

16. The shares of the Company are compulsorily traded in dematerialised form and therefore, the members are requested to dematerialise their shares to facilitate trading in the shares of the Company.

17. As per the provisions of the Companies Act, 2013, members are entitled to make nomination in respect of shares held by them in physical form. Physical Shareholders may contact the Registrar and Transfer Agent (LINK INTIME) and Demat shareholders may contact their depository participants for nomination.

18. A statement giving details as required under regulation 36(3) of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 in respect of the directors seeking appointment/re-appointment at the Annual General Meeting, is separately annexed hereto.

19. The route map showing directions to reach the venue of the thirty-third AGM is annexed.

20. **Voting through electronic means**

    I. 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 notice 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).

    II. In compliance with the provisions of Section 108 of the Companies Act, the Rules framed thereunder, as amended from time to time, Regulation 44 of the SEBI Listing Regulations, 2015, and Secretarial Standard 2, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The Instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

III. Mr. Veeraraghavan N. (Membership No.A6911), 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.

IV. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

V. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

VI. The remote e-voting period begins on 26th September, 2016 (9.00 a.m.) and ends on 28th September, 2016 (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) of 23rd September, 2016 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

VII. The Process and manner for e –voting are as under:

A. In case of Members receiving an e-mail from NSDL (for Members whose email addresses are registered with the Company/ Depository Participants):

(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) Open the internet browser by typing the following URL: https://www.evoting.nsdl.com

(iii) Click on Shareholder – Login

(iv) If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.

(v) Insert User ID and Initial Password as noted in step (i) above and click 'Login'

(vi) 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.

(vii) Home page of e-voting will open. Click on e-voting >Active Voting cycles.

(viii) Select EVEN of Sunteck Realty Limited. Now you are ready for e-voting as 'Çast Vote' page opens.

(ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on Confirm when prompted. Upon confirmation, the message 'Vote cast successfully' will be displayed.

(x) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xi) 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 with a copy marked to evoting@nsdl.co.in.

(xii) 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.

B. In case of Members receiving physical copy of the Notice of Annual General Meeting (AGM (for Members whose e- mail addresses are not registered with the Company / Depositories):

(i) Initial password is provided in the enclosed attendance slip: EVEN (E-voting Event Number)+USER ID and PASSWORD

(ii) Please follow all steps from Sr. No.20.VII.A (ii) to Sr. No. (xi) above, to cast vote.

C. Other instructions

a. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut –off date of 23rd September, 2016. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

b. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting vote. If you forget your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com.Member(s) can opt for only one mode of voting i.e. either physically voting at the Annual General Meeting by 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.

c. The Scrutinizer shall after the conclusion of voting at the AGM, 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 consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman

or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

d. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.sunteckindia.com within 3 (three) days of conclusion of the annual general meeting and will be communicated to BSE Limited. The same shall also be placed on the website of NSDL.

By Order of the Board of Directors
For Sunteck Realty Limited

Sd/-
Company Secretary

Mumbai, 30th May, 2016

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

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

Item No. 5

In order to augment additional capital requirements of the Company for its growth and expansion over the next few years, it is necessary for the Company to have funds as and when the window of opportunity arises. The Company, therefore, proposes to raise further capital from the domestic and international markets in one or more tranches from time to time. The Board shall utilize the proceeds to exploit the 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.

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. 2000 Crores 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 Board of Directors of the Company believes that the proposed issue is in the interest of the Company and hence, recommends the resolution for the approval of the Shareholders by way of Special Resolution.

Item No. 6

At the Annual General Meeting held on 29th September, 2015, it was agreed 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. Pursuant to the recommendation received from Nomination and Remuneration Committee, it is proposed to increase the limit of remuneration being paid to Managing Director w.e.f. 1st April, 2016 for the financial year 2016-17 i.e. Rs. 1,50,00,000/- (One Crore and Fifty Lakhs Only) p.a. or 2% of the Net Profits of the Company

whichever is higher. 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 relatives shall be deemed to be concerned or interested in this resolution. None of the other Directors or Key Managerial Personnel are interested in this resolution.

The resolutions as set out in Item no. 6 of this Notice are accordingly recommended for the approval by the members as Special Resolution.

Item No. 7

At the Annual General Meeting held on 29th September, 2015, Mr. Atul Poopal was appointed as an Executive Director of the Company for a remuneration of Rs. 75,00,000 /- (Rupees Seventy Five Lakhs) per annum or 0.5% of the Net Profit whichever is higher. Pursuant to the recommendation received from Nomination and Remuneration Committee, it is proposed to increase the limit of remuneration being paid to Mr. Atul Poopal w.e.f. 1st April, 2016 for the financial year 2016-17 i.e. Rs. 1,00,00,000/- (One Crore Only) p.a. or 0.5% of the Net Profits of the Company whichever is higher. 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 Executive Director.

Mr. Atul Poopal and his relatives shall be deemed to be concerned or interested in this resolution. None of the other Directors or Key Managerial Personnel are interested in this resolution.

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

Item Nos. 8-10

Pursuant to Sections 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Mahadevan Kalahasthi, Mr. Kishore Vussonji and Mr. Ramakant Nayak, being Independent Directors of the Company, are proposed to be re-appointed as Independent Directors pursuant to the requirement of the Companies Act, 2013, for a term of 5 years, upto the conclusion of the Annual General Meeting to be held in the calendar year 2021 and during this term they shall not be liable to retire by rotation.

The Company has received declarations from all the Independent Directors stating that they meet with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013. In the opinion of the Board, they fulfill the conditions specified in the said Act for appointment as Independent Directors.

The Company has also received notice pursuant to Section 160 of the Companies Act, 2013 from members proposing the candidature for appointment of aforesaid Independent Directors.

The brief profile of all the Directors is mentioned in the Notes forming part of this Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Directors for their respective appointment, are in any way concerned or interested in the Resolutions, as set out at item nos. 8, 9 & 10 of the Notice. The Board recommends the Resolutions as set out at item nos. 8, 9 & 10 of the Notice for approval of the Members.

By Order of the Board of Directors
For Sunteck Realty Limited

Sd/-
Company Secretary

Mumbai, 30th May, 2016

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

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

Name of Director & DIN	**Mrs. Rachana Hingarajia (DIN: 07145358)**	**Mr. Mahadevan Kalahasthi (DIN: 01246519)**	**Mr. Ramakant Nayak (DIN: 00129854)**	**Mr. Kishore Vussonji (DIN: 00444408)**
Date of Birth	04/09/1979	06/07/1959	30/06/1945	18/09/1946
Date of Appointment on the Board	31st March,2015	22nd September, 2014	22nd September, 2014	22nd September, 2014
Qualifications	CS & L.L.B.	B. Com., F.C.A.	Bachelor of Science, L. L. B and Certified Associate of Indian Institute of Banking (I)	L.L.B.
Expertise	Corporate Law, Legal and Compliance matters	Finance and Accounts	Commercial Banking	Advocate and Solicitor
Directorship in other Public Limited Companies as on March 31, 2016	NIL	SW Investments Ltd	1. Nitin Fire Protection Industries Ltd 2. Poddar Housing and Development Ltd 3. Shree Pushkar Chemical & Fertilisers Ltd 4. Ashapura Intimates Fashions Ltd	1. Goldcrest Corporation Limited 2. Krishna Ventures Limited 3. Karma Energy Limited 4. Weizmann Forex Limited
Chairmanship/ Membership of the Committees (Audit and Stakeholders' Relationship Committee) of the other Companies	NIL	SW Investments Ltd Chairman - Audit Committee Member - Stakeholders Relationship Committee	1. Nitin Fire Protection Industries Ltd Chairman – Audit Committee Member – Stakeholders Relationship Committee 2. Poddar Housing and Development Ltd Member – Audit Committee	1. Goldcrest Corporation Limited Chairman – Audit Committee Member – Stakeholder Relationship Committee 2. Krishna Ventures Limited Member – Audit Committee Chairman – Stakeholder

			3. Shree Pushkar Chemical & Fertilisers Ltd Chairman – Audit Committee Member – Shareholders Grievance Committee 4. Ashapura Intimates Fashions Ltd Member – Audit Committee Chairman – Investor Grievance Committee	Relationship Committee 3. Karma Energy Limited Member – Audit Committee Chairman – Stakeholder Relationship Committee 4. Weizmann Forex Limited Member – Audit Committee Member – Stakeholder Realtionship Committee
No. of Shares held in the Company as on March 31, 2016	NIL	NIL	NIL	NIL
Relationship between Directors Inter-se	NIL	NIL	NIL	NIL

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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

33RD ANNUAL GENERAL MEETING

ATTENDANCE SLIP

Registered Folio No. / DP ID No./ Client ID No.	
Name and Address of the Shareholder(s) **Joint Holder(s)**	
No. of Shares held	

I/We hereby record my presence at the **33RD ANNUAL GENERAL MEETING** of the Company being held on Thursday, 29th September, 2016 at 5.30 p.m. at MIG Cricket Club, MIG Colony, Bandra (East), Mumbai - 400051.

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Name of the member Signature of the shareholder

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Name of the proxy Signature of the proxy

Notes:

1. Kindly sign and hand over the attendance slip at the entrance of the meeting hall.
2. Members/Proxy holders are requested to bring their copy of the Annual Report for reference at the meeting.

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

ELECTRONIC VOTING PARTICULARS

Electronic Voting Event Number (EVEN)	User ID	Password

Note: Please read instructions given at Note no. 20 of the Notice of the 33rd Annual General Meeting carefully before voting electronically.

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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

33RD ANNUAL GENERAL MEETING

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	
Email 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: :_____
   Address :_____
   E-mail ID : _____
   Signature :_____,or failing him/her

2. Name: :_____
   Address :_____
   E-mail ID : _____
   Signature :_____,or failing him/her

3. Name: :_____
   Address :_____
   E-mail ID : _____
   Signature :_____,or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting, to be held on Thursday, 29th September, 2016 at 5.30 p.m. at MIG Cricket Club, MIG Colony, Bandra (East), Mumbai – 400051 and at any adjournment(s) thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.	Resolution	For*	Against*
Ordinary Business			
1.	Adoption of the Audited Balance Sheet as at 31st March, 2016, the Statement of Profit & Loss for the financial year ended 31st March, 2016, the Report of the Board of Directors' and Auditors' thereon.		
2.	Declaration of Dividend		
3.	Re-appointment of Ms. Rachana Hingarajia, Director retiring by rotation.		
4.	Re-appointment of M/s Lodha & Co., Chartered Accountants, Mumbai, Statutory Auditors of the Company.		
Special Business			
5.	Further issue of Capital		
6.	Approval of remuneration of Managing Director		
7.	Approval of remuneration of Executive Director		
8.	Re-appointment of Mr. Mahadevan Kalahasthi (DIN: 01246519) as an Independent Director of the Company		
9.	Re-appointment of Mr. Kishore Vussonji (DIN: 00444408) as an Independent Director of the Company		
10.	Re-appointment of Mr. Ramakant Nayak (DIN: 00129854) as an Independent Director of the Company		

Signed this _____day of _____ 2016.

Affix Rs. 1 Revenue Stamp

_____

Signature of shareholder

_____

Signature of Proxy holder(s)

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. 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.

4. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.

5. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

6. * This is optional. Please put a tick mark (√) in the appropriate column against the resolutions indicated above. In case a member wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns 'For' , 'Against'. In case the member leaves the 'For' and 'Against' column(s) blank, the proxy will be entitled to vote in the manner he/she thinks appropriate.

ROUTE MAP TO THE AGM VENUE

VENUE: MIG Club, M.I.G Colony, Bandra (East), Mumbai 400051.

Location Map of the AGM Venue: MIG Club

