

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-Ordinary General Meeting of the Members of Sunteck Realty Limited will be held on Wednesday, 22nd November, 2017 at 5.30 p.m. at Hotel Planet Residency, Sapphire Hall, Subhash Road, Adjacent to Garware House, Vile Parle (East), Mumbai 400057, to transact the following business as a Special Business:

Item No 1: Issue of Equity Shares of the Company on Preferential Basis to certain Promoter & Promoter Group Entities:

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

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 including Section 23, 42, 62(1)(c) and all other applicable provisions, if any, 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) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (“ICDR Regulations”), and any other Rules / Regulations / Guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and/or any other statutory / regulatory authority whether in India or abroad, the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board to create, offer, issue and allot, from time to time and in one or more tranches, upto 46,67,697 Equity Shares of a face value of Re. 1/- each to the proposed allottees as mentioned below, by way of a Preferential Issue, through offer letter and/or circular and/or information memorandum and/or private placement memorandum and/or such other documents / writings, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion; provided that each such Equity share of the face value of Re. 1/- of the Company (the “Equity Share”), shall be allotted at a minimum exercise price of Rs. 323.50/- (including a premium of Rs.322.50/-) per Equity Share or such other higher price as may be arrived at in accordance with the ICDR Regulations (“Issue Price”).

Name of the Proposed Allotees	No of Shares proposed to be allotted
Astha Trust	26,55,641
Eskay Infrastructure Development Private Limited	7,61,051
Glint Infraprojects Private Limited	9,36,631
Stardeck Infraprojects private Limited	3,14,374
Total	46,67,697

RESOLVED FURTHER THAT in accordance with the provisions of ICDR Regulations, the “Relevant Date” for the purpose of calculating the price of Equity Shares to be issued in terms hereof shall be 23rd October 2017, being the date 30 days prior to the date of this Extraordinary General Meeting scheduled to be held on Wednesday, 22nd November, 2017.

RESOLVED FURTHER THAT the entire pre-preferential allotment shareholding of the above allottees, the aforesaid equity shares shall be subject to lock-in as per the provisions of Chapter VII of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the equity shares allotted in terms of this resolution shall rank pari passu in all respects (including entitlement to voting powers and dividend) with the then existing fully paid-up equity shares of face-up equity shares of face value of Re. 1 each of the Company, subject to the relevant provisions contained in the articles of association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, to issue and allot Equity Shares , issuing certificates / clarifications, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by above resolutions to any Director or to any Committee of Directors or any other executive(s) / officer(s) of the Company or any other person as the Board at its discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution.”

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

**Rachana Hingarajia
Company Secretary**

Mumbai, October 27, 2017

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. 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.** The instrument appointing a proxy in order to be valid must be duly filled in all respects and should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Extra-Ordinary General 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 are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote on their behalf at the Extra-Ordinary General Meeting ('EGM').**
- 4. Members/Proxy holders/Authorised Representatives are requested to bring the attendance slip duly filled and signed to the Meeting.**
- 5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of special business to be transacted at the meeting, is annexed hereto.**
- 6. 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.

- 7. 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.**

8. 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.
9. In case of joint holders attending the EGM, 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.
10. 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.
11. The Notice of the EGM 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 will also be available on the Company's website viz. www.sunteckindia.com
12. The physical copies of notice of EGM 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 EGM.
13. 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.
14. 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.
15. The route map showing directions to reach the venue of the EGM is annexed.
16. **Voting through electronic means**
 - I. The Ministry of Corporate Affairs ('MCA') has taken a "Green Initiative" in Corporate Governance in 2011 by allowing companies to service the documents to its Members through electronic mode to the registered e-mail address of the Members. Accordingly, the Company sends all communication including the Notice in electronic form to all Members whose e-mail Id's are registered with the Company/Depository Participant(s) unless a specific request for hard copy has been requested. Members are requested to update their e-mail Id's with the Company for receiving the notices and other documents at their e-mail addresses.
 - 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 Company is pleased to provide Members facility to exercise their right to votes on the business detailed in the Notice of the EGM by electronic means through the e-voting services provided by NSDL. 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 EGM.
 - 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 EGM and the Members attending the EGM 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 EGM may also attend the EGM but shall not be entitled to cast their vote again.
 - VI. In case of Members casting their vote both by Ballot Form and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot shall be treated as invalid.
 - VII. The remote e-voting period shall commence from Friday, 17th November, 2017 at 9.00 a.m. and will end on Tuesday, 21st November, 2017 at 5.00 p.m. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, 15th November, 2017 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any member, he/she shall not be allowed to change it subsequently.

VIII. 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) Launch 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 enter the Image Verification as displayed 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 ‘Cast Vote’ page opens.
- (ix) Cast your vote by selecting appropriate option and click on ‘Submit’. A confirmation box will be displayed. Click on Confirm. Upon confirmation, the message ‘Vote cast successfully’ will be displayed.
- (x) If Demat Account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (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 with a copy marked to evoting@nsdl.co.in.
- (xiii) You can update your mobile number and e-mail Id in the user profile details of the folio which may be used for sending communication(s) regarding NSDL e-voting system in future.
- (xiv) 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 Extra-Ordinary General Meeting (EGM (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.16 VIII.A (ii) to Sr. No. (ix) above, to cast vote.
- (iii) If you are already registered with NSDL for e-voting then you can use your existing User ID and password for casting your 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 Wednesday, 15th November, 2017. 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 Extra-Ordinary 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 EGM, 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 48 hours of the conclusion of the meeting, 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 and on the website of NSDL www.evotingnsdl.com immediately after the results are declared by the Chairman or any person authorized by him and the same shall be communicated to the stock exchanges, where the shares of the Company are listed.

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

**Rachana Hingarajia
Company Secretary**

Mumbai, October 27, 2017

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013.

Item No. 1:

In order to augment additional capital requirements of the Company for new acquisitions, general corporate purpose, repayment of debt, or any other purpose, it is necessary for the Company to raise funds on the basis of preferential issue. The Company has accordingly proposed to enhance its equity base by:

(a) Issue of upto 1, 55, 27, 950 Equity Shares by way of a Qualified Institutional Placement (QIP). Pursuant to the authority granted by the Members at the vide postal ballot on 4th July 2017, the Company has closed issue of QIP by filing the Placement Document with the Stock Exchanges on 27th October 2017. The floor price for the QIP, based on the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations") is Rs 336.33/- per Equity Share. The offer price of QIP is fixed at Rs. 322/- per Equity Share, which is at 4.26 per cent discount to the floor price.

b) Issue of upto 46, 67,697 Equity Shares by way of a Preferential Issue to Promoters, at an issue price of Rs. 323.50 per Equity Share, subject to approval by the Members at the proposed Extraordinary General Meeting.

In light of the above, the Board of the Company, at its meeting held on 27th October, 2017 approved the proposal to issue and allot on preferential basis Equity Shares to certain Promoter & Promoter Group Entities as mentioned below of the face value of Re. 1/- which shall be allotted at a minimum exercise price of Rs. 323.50/- (including a premium of Rs.322.50/-) per Equity Share or such other higher price as may be arrived at in accordance with the ICDR Regulations ("Issue Price").

Pursuant to the provisions of Section 62 and 42 of the Companies Act, 2013 and Regulation 72(1) (a) of SEBI ICDR Regulations any preferential allotment of securities needs to be approved by the members of the Company by way of Special Resolution. Further, in terms of regulation 73 of SEBI ICDR Regulations, certain disclosures in accordance with the Companies Act, 2013, the ICDR Regulations and the other applicable provisions of law, in relation to the Special Resolution set out in the accompanying Notice are as follows:

- The Objects of the Preferential Issue:** To augment capital requirements of the Company for New acquisitions, general corporate purpose, repayment of debt, and for any other purpose as may be approved by the Board.
- The proposal of the promoters / directors or key management personnel to subscribe to the offer:** The following Promoter Group entities registered in India:

Name of the Proposed Allottee	No of Shares proposed to be allotted
Astha Trust	26,55,641
Eskay Infrastructure Development Private Limited	7,61,051
Glint Infraprojects Private Limited	9,36,631
Starteck Infraprojects private Limited	3,14,374
TOTAL	46,67,697

* No shares are being offered to Directors, KMPS, or relatives of Directors or KMPS of the Company.

In the event, any of the Equity Shares remaining unsubscribed by the aforesaid proposed allottees, for any reason whatsoever, the same may be offered and allotted by the Board at its absolute discretion to any other person / entity / investor within the same category / class, on the same terms and conditions.

3. **The Shareholding pattern before and after the Issue:** The shareholding pattern of the Company pre and post the preferential allotment, as also based on the fully diluted capital of the Company considering the issue of upto 1,55,27,950 Equity Shares under the proposed QIP, is given below:

Sr. No.	Category	Pre Issue		Post Preferential Issue & post proposed QIP (Fully diluted)	
		No of shares	% of Shareholding	No of shares	% of Shareholding
A	Promoter Holding				
1	Indian :				
	Individual	55,81,182	4.43	55,81,182	3.82
	Bodies Corporate	60,00,200	4.76	80,12,256	5.48
	Trusts	8,14,17,550	64.62	84073191	57.51
	Sub Total	9,29,98,932	73.82	9,76,66,629	66.81
2	Foreign Promoters	NIL			
	Sub Total (A)	9,29,98,932	73.82	9,76,66,629	66.81
B	Non Promoter Holding:				
1	Institutional Investor	1,27,20,093	10.09	1,27,20,093	8.70
	Qualified Institutional Placement(QIP)	NIL	0.00	1,55,27,950	10.62
2.	Non Institution				
	Individual	42,54,224	3.37	42,54,224	2.91
	Bodies Corporate	50,93,414	4.04	50,93,414	3.48
	Trusts	53,75,013	4.27	53,75,013	3.68
	Mutual Funds	49,76,531	3.95	49,76,531	3.40
	Others	5,67,263	0.45	5,67,263	0.39
	Sub Total (B)	32986538	26.18	4,85,14,488	33.19
	Grand Total	125985470	100	146181117	100

*** Shareholding as on 30th September 2017**

- Notes: a.) The Company had also proposed an issue of 1,55,27,950 Equity Shares by way of QIP which closed on 27th October 2017.
b.) The Company is in process of completing the same. The above shareholding Pattern based on fully diluted capital shall stand changed to the extent of Equity Shares that may finally be subscribed and allotted under the said QIP.

4. **Proposed time within which the Preferential Issue shall be completed:** The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.
5. **Relevant date and pricing of the issue:** In accordance with the provisions of SEBI ICDR Regulations, the “Relevant Date” for the purpose of calculating the price of Equity Shares shall be 23rd October, 2017, being the date 30 days prior to the date of this Extraordinary General Meeting to be held on 22nd November, 2017. The price so calculated is Rs. 323.46 (Rupees Three Hundred and Twenty Three and Forty Six Paise only) per Equity Share. The issue price of each Equity Share is fixed at Rs. 323.50 (Rupees Three Hundred and Twenty Three and Fifty Paise only).

6. **Auditors' Certificate:** A copy of certificate from the Statutory Auditors of the Company certifying that the above issue of the Equity Shares is being made in accordance with the SEBI ICDR Regulations, shall be placed before the shareholders of the Company at the Extraordinary General Meeting and will also be open for inspection by the Members.
7. **Particulars of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue:**

Name of Proposed allottees	Natural persons who are the Ultimate Beneficial Owner	Pre Issue Equity Holding		Post Pref. and Post QIP Equity holding (fully diluted)	
		No of Shares	Percentage	No of Shares	Percentage
Astha Trust	Manisha Khetan, Akur Khetan, Anupma Khetan	1,59,61,846	12.67	1,86,17,487	12.73
Eskay Infrastructure Development Pvt Ltd	Manisha Khetan, Kamal Khetan, Anupma Khetan, Akur Khetan	0	0	7,61,051	0.52
Glint Infraprojects Private Limited	Kamal Khetan, Manisha Khetan, Akur Khetan, Anupma Khetan	0	0	9,36,631	0.64
Starteck Infraprojects Private Limited	Kamal Khetan, Manisha Khetan	0	0	3,14,374	0.22

There will be no change in the control or composition of the Board of the Company consequent to the said Preferential Issue. Save and except the Issue under QIP as mentioned above and Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

8. **Lock-in:** i) The Equity Shares allotted shall be subject to 'lock-in' as per the ICDR Regulations. Such shares may however be transferred to and amongst the Promoters / Promoter Group subject to the provisions of ICDR Regulations.
ii) The entire pre-preferential allotment shareholding of the above allottees, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval as per Regulation 78(6) of the ICDR Regulations.
9. **General:** The Equity Shares to be issued and allotted by the Company shall be in dematerialised form and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company and be listed on stock exchanges where the Equity Shares of the Company are listed
10. **Re-computation:** The Company undertakes that if required, the price shall be recomputed in terms of the provision of the ICDR Regulations. If the amount payable upon the re-computation is not paid within the stipulated time as mentioned in the ICDR Regulations, the Equity shares shall continue to be locked in till such amount is paid by the allottees. The Board at its meeting held on 27th October, 2017 has approved the issue and allotment of Equity Shares on preferential basis in the manner stated hereinabove. Pursuant to the provisions of Section 23, 42 and 62 of the Companies Act, 2013 and Regulation 72(1) (a) of the ICDR Regulations, the above Preferential Issue requires approval of its shareholders by way of a Special Resolution. The Board, therefore, recommends the above mentioned resolution to be passed as a Special Resolution.
11. **Disclosure under schedule VIII Part G Of ICDR Regulations:** Neither our Company, nor our Directors or Promoters have been identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI.

However, The name of Kishore Vussonji, one of our Independent Directors, appears in the list of wilful defaulters issued by TransUnion CIBIL Limited (formerly Credit Information Bureau (India) Limited) (“CIBIL”) in relation to a default of payment by Lloyds Finance Limited (“LFL”) of loan(s) taken by LFL from the State Bank of Mysore (now merged with State Bank of India (“SBI”). As per the information available on CIBIL’s website, the said default appears for the period from March 31, 2002 till June 30, 2005. The outstanding amount as of June 30, 2005 was Rs. 890.00 lakhs. However, Kishore Vussonji, who was an independent director on the board of directors of LFL, resigned from its board in Fiscal 2000. Kishore Vussonji has informed SBI that he resigned from the board of Lloyds Finance Limited in Fiscal 2000 (“Letter”) and requested SBI to issue a letter taking this information on record. Mr. Vussonji has also sent a copy of the Letter to CIBIL requesting them to remove his name from the list of wilful defaulters

Mr. Kamal Khetan, Chairman & Managing Director, along with his relatives being Promoters of the Company may be deemed to be concerned or interested in the proposed Resolution. Save and except the above, none of the other Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution.

The Board recommends the Special Resolution set out at Item No. 1 of this Notice for approval by the members.

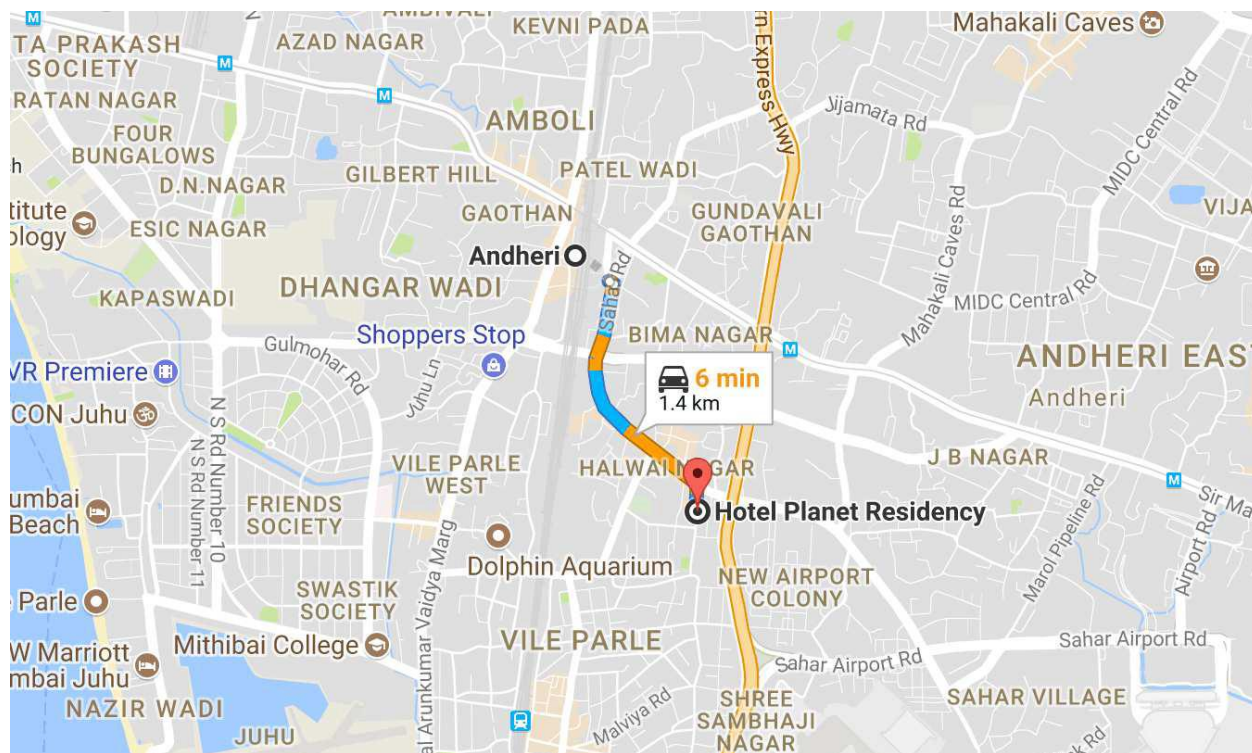
**By Order of the Board of Directors
For Sunteck Realty Limited**

Mumbai, October 27, 2017

**Rachana Hingarajia
Company Secretary**

ROUTE MAP TO THE EGM VENUE

VENUE: Hotel Planet Residency, Sapphire Hall, Subhash Road, Adjacent to Garware House, Vile Parle (East), Mumbai 400057



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

EXTRA-ORDINARY 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 EXTRA-ORDINARY GENERAL MEETING of the Company being held on Wednesday, 22nd November, 2017 at 5.30 p.m. at Hotel Planet Residency, Sapphire Hall, Subhash Road, Adjacent to Garware House, Vile Parle (East), Mumbai 400057.

Name of the member

Signature of the shareholder

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.

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

ELECTRONIC VOTING PARTICULARS

Electronic Voting Event Number (EVEN)	User ID	Password

Note: Please read instructions given at Note no. 16 of the Notice of the Extra-Ordinary General Meeting carefully before voting electronically.

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

EXTRA-ORDINARY 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 Extra-Ordinary General Meeting, to be held on Wednesday, 22nd November, 2017 at 5.30 p.m. at Hotel Planet Residency, Sapphire Hall, Subhash Road, Adjacent to Garware House, Vile Parle (East), Mumbai 400057, Maharashtra and at any adjournment(s) thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.	Resolution	For*	Against*
Special Business			
1.	Approval of Preferential Issue of Equity Shares		

Signed this _____ day of _____ 2017.

Signature of shareholder

Signature of Proxy holder(s)

Affix Rs. 1 Revenue Stamp

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 (v) 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.