

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 35th Annual General Meeting of the Members of Sunteck Realty Limited will be held on Thursday, 27th September, 2018 at 5.30 p.m. 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 2018 together with the Reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Balance Sheet (Standalone and Consolidated) as at 31st March 2018 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, be and are hereby received and adopted.”

2. To declare Dividend on Equity Share Capital for the year ended 31st March, 2018 and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Company do hereby approve and declare a dividend of Rs. 1.5/- per share (150%) recommended by the Board of Directors on the equity shares of Re. 1/- each of the Company for the year ended 31st March, 2018 and the same be paid to those shareholders, in case of shares held in physical form, whose names appear in the register of members as of the close of business hours on Saturday, 22nd September, 2018 and in case of shares held in dematerialised form to the beneficiaries as of the close of business hours on Saturday, 22nd September, 2018 as per details furnished by the depositories for this purpose.”

3. To appoint a Director in place of Mrs. Rachana Hingarajia (DIN: 07145358) who retires by rotation and being eligible offers herself for re-appointment as a Director and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mrs. Rachana Hingarajia (DIN: 07145358) who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

SPECIAL BUSINESS:

4. APPROVAL FOR RAISING OF FUNDS BY WAY OF FURTHER ISSUE OF SECURITIES:

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

“RESOLVED THAT pursuant to the provisions of Section 23, Section 42, Section 62(1)(c), Section 71 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendments thereto or re-enactment thereof, for the time being in force, the “Act”), the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Act), the Companies (Share Capital and Debentures) Rules, 2014, as amended and other applicable rules notified by the Central Government under the Act, the Foreign Exchange Management Act, 2000 (the “FEMA”), as amended, and the rules and regulations made thereunder as amended from time to time including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipt Scheme, 2014, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Government of India (the “GoI”), the Reserve Bank of India (the “RBI”), the Foreign Investment Promotion Board (“FIPB”), and the Securities and Exchange Board of India (“SEBI”), the stock exchanges and/or any other competent governmental or regulatory authorities, whether in India or abroad, and including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “SEBI ICDR Regulations”), Securities and Exchange

Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**Listing Regulations**”), the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the listing agreements entered into by the Company with the stock exchanges on which the Company’s shares are listed (the “**Listing Agreements**”) and subject to necessary approvals, permissions, consents and sanctions as may be necessary from SEBI, Stock Exchanges, RBI, GoI or of concerned statutory and any other governmental or regulatory authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and sanctions, 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 thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company be and is hereby accorded 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) , with or without a green shoe option, such number of equity shares of the Company of face value of Re. 1/- each (“**Equity Shares**”), Global Depository Receipts (“**GDRs**”), American Depository Receipts (“**ADRs**”), Foreign Currency Convertible Bonds (“**FCCBs**”), Foreign Currency Exchangeable Bonds (“**FCEBs**”), fully convertible debentures/ partly convertible debentures, preference shares convertible into Equity Shares and/or any other financial instruments convertible into Equity Shares (including warrants, or otherwise, in registered or bearer form) and/or any security convertible into Equity Shares with or without voting/ special rights and/or securities linked to Equity Shares and/or securities including Non-Convertible Debentures with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as “**Securities**”) or any combination of Securities, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in the course of international and/or domestic offering(s) in one or more foreign markets and/or domestic market, by way of one or more public and/or private offerings, and/or on preferential allotment basis and/or private placement basis or any combination thereof including qualified institutions placement (“**QIP**”), through issue of prospectus and/or placement document/ or other permissible/requisite offer document to any eligible person, including Qualified Institutional Buyers (“**QIBs**”) as defined in the SEBI ICDR Regulations in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, public financial institutions, qualified foreign investors, scheduled commercial banks, Indian and/or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds, insurance funds and/or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the “**Investors**”) as may be decided by the Board in its discretion and permitted under applicable laws and regulations, for an aggregate amount not exceeding Rs. 2,000 Crores (Rupees Two Thousand Crores Only) or equivalent thereof, wherein an amount not exceeding Rs. 1500 Crores (Rupees One Thousand Five Hundred Crores only) shall be for issue of Non- Convertible Debentures, at such price and terms or at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) appointed or to be appointed by the Company, in foreign currency and/or equivalent Indian Rupees as may be determined by the Board, in any convertible foreign currency, as the Board at its absolute discretion may deem fit and appropriate (the “**Issue**”).

“RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- (b) the Equity Shares, including any Equity Shares issued upon conversion of any convertible Securities, that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects; and

(c) the Equity Shares to be issued consequent to above resolution or upon conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split/sub-division, consolidation of stock, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate re-organization or restructuring.”

“RESOLVED FURTHER THAT if any issue of Securities is made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as **“Eligible Securities”** within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within twelve months from the date of the shareholders’ resolution approving such issuance of Securities, or such other time as may be allowed under the SEBI ICDR Regulations from time to time.”

“RESOLVED FURTHER THAT any issue of Eligible Securities made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations (the **“QIP Floor Price”**). with the authority to the board to offer a discount of not more than 5% (five percent) on the price calculated for the QIP or such other discount as may be permitted under SEBI ICDR Regulations, as amended from time to time.”

“RESOLVED FURTHER THAT in the event that Eligible Securities are issued to QIBs by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board (including any Committee of the Board) decides to open the proposed issue of such Eligible Securities.”

“RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as ADRs, GDRs or FCCBs the relevant date for the purpose of pricing the Securities shall be determined in accordance with the Depository Receipts Scheme, 2014 and Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme, 1993, (including any amendments thereto or re-enactment thereof, for the time being in force), as applicable and other applicable pricing provisions issued by the Ministry of Finance.”

“RESOLVED FURTHER THAT in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued simultaneously with non-convertible debentures to QIBs under Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of such Securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures or the date on which holder of Eligible Securities become eligible to apply for Equity Shares, as may be determined by the Board and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, *inter alia*, subject to the following terms and conditions:

(a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted to the holders of such Securities at the relevant time, shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced *pro tanto*;

(b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;

(c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of equity shares and the price as aforesaid shall be suitably adjusted; and

(d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of equity shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares and/or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, debenture trustees and all such agencies as are or may be required to be appointed, involved or concerned in the Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc., with such agencies.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board in consultation with the merchant banker(s), advisors and/or other intermediaries as may be appointed in relation to the issue of Securities, is authorized to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the issue and allotment of Securities (including upon conversion of any Securities) and listing thereof with the stock exchanges or otherwise as may be required in relation to the issue and to resolve and settle all questions and difficulties that may arise in the issue, offer and allotment of Securities, including finalization of the number of Securities to be issued in each tranche thereof, form, terms and timing of the issue of Securities including for each tranche of such issue of Securities, identification of the investors to whom Securities are to be offered, utilization of the proceeds and other related, incidental or ancillary matters as the Board may deem fit at its absolute discretion, to make such other applications to concerned statutory or regulatory authorities as may be required in relation to the issue of Securities and to agree to such conditions or modifications that may be imposed by any relevant authority or that may otherwise be deemed fit or proper by the Board and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit and to settle any questions, difficulties or doubts that may arise in relation to the any of the aforesaid or otherwise in relation to the issue of Securities.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to constitute or form a committee or delegate all or any of its powers to any Director(s) or Committee of Directors/Company Secretary/ [Chief Financial Officer] or other persons authorized by the Board for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Securities.”

5. RE-APPOINTMENT OF MR. KAMAL KHETAN (DIN: 00017527) AS MANAGING DIRECTOR OF THE COMPANY AND REVISION IN THE REMUNERATION PAYABLE THEREOF

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

“RESOLVED THAT pursuant to the provisions of Sections 2(54), 2(78), 196, 197, 198 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), Articles of Association (AOA) of the Company, the Company hereby approves re-appointment of Mr. Kamal Khetan (DIN: 00017527) as the Managing Director of the Company for a further period of five years with effect from 30th May, 2018 to 29th May, 2023 upon the terms and conditions as set out in explanatory statement annexed hereto, including minimum remuneration to be paid in the event of loss 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 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.”

6. REVISION IN REMUNERATION PAYABLE TO MR. ATUL POOPAL (DIN: 07295878), EXECUTIVE DIRECTOR OF THE COMPANY:

To consider, and if thought fit, to pass the following resolution as an Ordinary 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), Mr. Atul Poopal, Executive Director (DIN: 07295878) of the Company be paid a remuneration of Rs. 1,45,00,000/- (Rupees One Crore Forty Five Lakhs Only) p.a. or 0.5% of the Net Profit whichever is higher with effect from 1st April, 2018;

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.”

7. REVISION IN THE REMUNERATION PAYABLE TO MS. RACHANA HINGARAJIA (ACS NO.: 23202), COMPANY SECRETARY AND WOMAN DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the applicable provisions, if any, of the Companies Act 2013 (“the Act”) (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms. Rachana Hingarajia, Company Secretary (ACS: 23202) also a Woman Director (DIN: 07145358) be paid a remuneration of Rs. 35,00,000/- (Rupees Thirty Five Lakhs Only) p.a. with effect from 1st April, 2018.

RESOLVED FURTHER THAT all other terms and conditions of appointment of Ms. Hingarajia as approved earlier at the time of her appointment, shall remain unchanged.

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 this resolution.”

8. RATIFICATION OF REMUNERATION PAYABLE TO M/S. KEJRIWAL & ASSOCIATES APPOINTED AS COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2018-19

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Kejriwal & Associates, Cost Accountants appointed as the Cost Auditors by the Board of Directors of the Company to audit the cost records of the Company for the financial year 2018-19, be paid a remuneration of Rs. 30,000 per annum plus applicable taxes and out-of-pocket expenses that may be incurred.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

9. APPROVAL OF “SUNTECK REALTY LIMITED EMPLOYEES’ STOCK OPTION SCHEME 2018” (“ESOS 2018”) FOR EMPLOYEES OF THE COMPANY

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Securities and Exchange Board of India (“SEBI”) (Share Based Employee Benefits) Regulations, 2014 (“SBEB Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with circulars / guidelines issued by SEBI, the Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable regulations, rules and circulars / guidelines in force, from time to time and subject to any approval(s) of any authorities as may be required, and subject to any such condition(s) or modification(s), if any, as may be prescribed or imposed by such authorities while granting such approval(s) and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include Nomination and Remuneration Committee constituted by the Board shall constitute to act as the “Compensation Committee” under the SBEB Regulations or their delegated authority and 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 grant, vest and allot, from time to time and in one or more tranches, Options under the ‘Sunteck Realty Limited Employees’ Stock Option Scheme 2018’ (“ESOS 2018”), the salient features of which are set out in the Statement annexed to this Postal Ballot Notice, to or to the benefit of such person(s) who are permanent employees of the Company, whether working in India or outside India, and/or to the directors of the Company, whether whole-time or not but excluding independent director(s) and to such other persons as may be decided by the Board and / or permitted under SBEB Regulations (hereinafter referred to as “Eligible Employees”) but does not include an employee who is a promoter or a person belonging to the promoter group or a director(s) who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, to subscribe to such number of equity shares and / or equity linked instruments which would give rise to issue of equity shares (hereinafter collectively referred to as “Securities”) of the Company but not exceeding 14,00,000 equity shares of the face value of Re. 1/- (Rupee One Only) each at such price or prices, and on such terms and conditions, as may be determined by the Board in accordance with the provisions of ESOS 2018 and in due compliance with the SBEB Regulations and other applicable laws, rules and regulations;

RESOLVED FURTHER THAT outstanding Options granted under ESOS 2018 before any issue of bonus shares or stock splits or consolidation of shares shall be suitably adjusted for the number as well as the exercise price as applicable and such outstanding Options may be further adjusted at the discretion of the Board for any corporate action(s);

RESOLVED FURTHER THAT the Board be and is hereby authorized to devise, formulate, evolve, decide upon and bring into effect ESOS 2018 as per the terms approved in this resolution read with the Statement annexed to this Notice and at any time to modify, alter or amend the said terms or suspend, withdraw or terminate ESOS 2018, subject to compliance with the SBEB Regulations and other applicable laws, rules and regulations, as may be prevailing at that time;

RESOLVED FURTHER THAT the equity shares so issued and allotted under ESOS 2018 shall rank *pari passu* with the then existing equity shares of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Securities allotted under ESOS 2018 on the Stock Exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Regulations and other applicable laws, rules and regulations;

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to ESOS 2018;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of ESOS 2018 and to take all such steps and do all acts as may be incidental or ancillary thereto.”

10. APPROVAL OF “SUNTECK REALTY LIMITED EMPLOYEES’ STOCK OPTION SCHEME 2018” (“ESOS 2018”) FOR EMPLOYEES OF THE SUBSIDIARIES OF THE COMPANY

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Securities and Exchange Board of India (“SEBI”) (Share Based Employee Benefits) Regulations, 2014 (“SBEB Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with circulars / guidelines issued by SEBI, the Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable regulations, rules and circulars / guidelines in force, from time to time and subject to any approval(s) of any authorities as may be required, and subject to any such condition(s) or modification(s), if any, as may be prescribed or imposed by such authorities while granting such approval(s) and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include the Nomination and Remuneration Committee constituted by the Board shall constitute to act as the “Compensation Committee” under the SBEB Regulations or their delegated authority and 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 extend the benefits of the ‘Sunteck Realty Limited Employees’ Stock Option Scheme 2018’ (“ESOS 2018”), referred to in the Special Resolution No. 9, also to or to the benefit of such person(s) who are permanent employees of subsidiary of the Company, whether working in India or outside India, and / or to the directors of the subsidiary of the Company, whether whole-time or not but excluding independent director(s) of the subsidiary and to such other persons as may be decided by the Board and / or permitted under SBEB

Regulations (hereinafter referred to as “Eligible Employees”) but excluding employees who are promoters or persons belonging to the promoter group and director(s) who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, to the intent that the number of Securities offered under ESOS 2018 to the Eligible Employees of the subsidiary shall be subsumed in the aggregate limit of 14,00,000 equity shares of the face value of Re. 1/- (Rupee One Only) each set out in the Special Resolution No. 9;

RESOLVED FURTHER THAT the Board be and is hereby authorized to devise, formulate, evolve, decide upon and bring into effect ESOS 2018 as per the terms approved in this resolution read with the Statement annexed to the Notice and at any time to modify, alter or amend the said terms or suspend, withdraw or terminate ESOS 2018, subject to compliance with the SBEB Regulations and other applicable laws, rules and regulations, as may be prevailing at that time;

RESOLVED FURTHER THAT the equity shares so issued and allotted under ESOS 2018 shall rank *pari passu* with the then existing equity shares of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Securities allotted under ESOS 2018 on the Stock Exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Regulations and other applicable laws, rules and regulations;

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to ESOS 2018;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of ESOS 2018 and to take all such steps and do all acts as may be incidental or ancillary thereto.”

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

**Rachana Hingarajia
Company Secretary**

Mumbai, August 13, 2018

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 Annual 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 Annual General Meeting ('AGM').
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. As per 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, 24th September, 2018 to Thursday, 27th September, 2018 (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 Saturday, 22nd September, 2018
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, 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.

10. Pursuant to amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018, SEBI has mandated that with effect from December 5, 2018 transfer of securities would be carried out in dematerialized form only. Shareholders, holding shares in physical form are requested to arrange the dematerialization of the said shares at earliest to avoid any inconvenience in future for transferring those shares.

11. Pursuant to SEBI circular SEBI/HO/MIRSD/DOP1/CIR/2018/73 dated 20th April, 2018, members whose folios do not have or have incomplete details of PAN and/ or Bank Account, are required to compulsorily furnish these details for updating the same against their folio number.

A form for capturing the above details is appended in the Annual Report 2017-18. Members holding shares in physical form are requested to submit the filled-in form to the Company or its Registrars and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

12. 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.

13. 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.

14. 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.

15. The Notice of the AGM along with the Annual Report 2017-18 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 2017-18 will also be available on the Company's website viz. www.sunteckindia.com

16. The physical copies of notice of 35th (Thirty Fifth) AGM and the Annual Report 2017-18 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 AGM.

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 AGM, is separately annexed hereto.

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

20. **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 along with the Annual

Report 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, 2013 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 all businesses detailed in the Notice of the 35th AGM 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 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 AGM 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. 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 Monday 24th September, 2018 at 9.00 a.m. and will end on Wednesday, 26th September, 2018 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 Friday, 21st September, 2018 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 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.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 Friday, 21st September, 2018. 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 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, August 13, 2018

Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 (“the Act”)

Item No. 4:

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 general 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”) for an aggregate amount not exceeding Rs. 2,000 Crore (Rupees Two Thousand Crore Only) or equivalent thereof, wherein amount not exceeding Rs. 1500 Crores (Rupees One Thousand Five Hundred Crore only) shall be for issue of Non- Convertible Debentures 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, as amended from time to time, 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.

None of the Directors or Key Managerial Personnel are interested in this resolution.

The Board recommends the resolution for the approval of the Shareholders by way of Special Resolution.

Item No. 5

The term of Mr. Kamal Khetan as Managing Director of the Company ended on May 29, 2018 and the Nomination and Remuneration Committee of the Company has recommended his re-appointment as Managing Director of the Company with effect from 30th May, 2018 for a term of 5 years at the following terms and conditions-

- 1) The remuneration of Managing Director be revised to Rs. 2,25,00,000/- p.a. (Rupees Two Crores and Twenty Five Lakhs Only) or 2% of the Net profits of the Company whichever is higher with effect from 1st April, 2018. The annual merit-based increments which will be effective 1st April each year will be decided by the Board, taking into account the Company's performance as well.
- 2) In addition to above he shall be entitled to following :
 - a) Rent free furnished accommodation.
 - b) Membership of clubs (if any as per Company's rules).
 - c) Use of Car, Telephone and Mobile as per the Company's rule.
 - d) Medical Reimbursement: Medical expenses incurred for self and Family.
- 3) Following perquisites as per rules of the Company which shall not be included in the Computation of the ceiling on remuneration specified above:
 - Gratuity payable at a rate not exceeding half a month's salary for each completed year of service;
 - Encashment of leave at the end of the tenure in accordance with the rules of the Company.

- Contribution to Provident Fund, Superannuation Fund or Annuity Fund or any Premium towards Insurance Policies to the extent these either singly or put together are not taxable under the Income Tax Act, 1961

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 Board recommends the resolution for the approval of the Shareholders by way of Ordinary Resolution.

Item No. 6

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, 2018 i.e. for the financial year 2018-19 i.e. Rs.1,45,00,000/- (Rupees One Crore Forty Five Lakhs 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 Board recommends the resolution for the approval of the Shareholders by way of Ordinary Resolution.

Item No. 7

As per the recommendation of Nomination and Remuneration Committee, it is proposed to increase the remuneration being paid to Ms. Rachana Hingarajia, Company Secretary also a Woman Director to Rs. 35,00,000/- (Rupees Thirty Five Lakhs Only) p.a. with effect from 1st April, 2018.

Ms. Rachana Hingarajia and her 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 Board recommends the resolution for the approval of the Shareholders by way of Ordinary Resolution.

Item No. 8

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, cost audit is applicable to the Companies having an overall turnover from all its products and services of Rs. 100 Crore or more during the immediately preceding financial year and the aggregate turnover of the individual product(s) or service(s) for which cost records are required to be maintained is Rs. 35 Cr or more. Hence, our Company is required to appoint a cost auditor to audit the cost records of the applicable products of the Company.

Therefore, in accordance with the provisions of section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the shareholders of the Company.

On the recommendation of the Audit Committee at its meeting held on May 23, 2018, the Board has, considered and approved the appointment of M/s. Kejriwal & Associates, Cost Accountants as the cost auditor for the financial year 2018-19 at a remuneration of Rs. 30,000/- per annum plus applicable taxes and reimbursement of out of pocket expenses.

None of the Directors and key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the above resolution.

The Board recommends the resolution for the approval of the Shareholders by way of Ordinary Resolution.

Item No. 9 & 10:

The members of the Company vide Special Resolution passed through Postal Ballot on March 15, 2013 had authorized the Board to issue up to 12,00,000 (prior to sub-division 6,00,000) equity shares of the Company in terms of Employees Stock Option Scheme 2013 (“the existing Scheme of 2013”) formulated and approved by the Board. The Board had granted options to the employees of the Company and its subsidiary under the **Sunteck Realty Limited Employees’ Stock Option Scheme 2013’ (“ESOP 2013”)**, and had issued and allotted equity shares of Re. 1/- each against exercise of the options granted.

In terms of the existing Scheme of 2013:-

- (a) The Company has allotted 1,86,966 equity shares of Re. 1/- each till August 13, 2018;
- (b) 4,92,298 options are outstanding to be granted and 2414 options are yet to be exercised by the employees of Re. 1/- each will be allotted if all the outstanding options vest and are exercised.
- (c) The Board has decided to withdraw the existing Scheme of 2013 and cancel 4,92,298 options which are yet to be granted and accordingly, the existing Scheme stands cancelled. However, options granted and which are in force under (b) above will continue to be governed by the existing Scheme.

Further, the members of the Company vide Special Resolution passed at AGM of the Company on September 26, 2017 had authorized the Board to issue up to 12,50,000 equity shares of the Company in terms of Employees Stock Option Scheme 2017 (“the existing Scheme 2017”) formulated and approved by the Board. The Board had granted options to the employees of the Company and its subsidiary under the **Sunteck Realty Limited Employees’ Stock Option Scheme 2017’ (“ESOP 2017”)**.

In terms of the existing Scheme of 2017:-

- (a) The Company has not allotted any equity share till August 13, 2018;
- (b) However, the Company has granted 4,36,555 options of Re. 1/- each and 8,13,445 options are outstanding which are yet to be granted.
- (c) The options granted and which are in force under (b) above will continue to be governed by the existing Scheme.

With a view to encourage value creation and value sharing with the employees, the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include the Nomination and Remuneration Committee constituted by the Board shall constitute to act as the Compensation Committee under the SBEB Regulations or their delegated authority) has proposed ‘Sunteck Realty Limited Employees’ Stock Option Scheme 2018’ (“**ESOS 2018**”). As members are aware, employee stock option schemes are considered as an effective tool to attract and retain the best talent and also serves to attract, incentivize and motivate professionals and reward exceptional performance.

The number of equity shares to be issued and allotted under ESOS 2018 will be limited to 14,00,000 equity shares of the Company representing approximately 1% of the paid-up equity share capital of the Company.

This ceiling will be adjusted for any future bonus issue of shares or stock splits or consolidation of shares and also may further be adjusted at the discretion of the Board for any corporate action(s).

The salient features of ESOS 2018 are set out as per SEBI circular and are as under:

a. Brief description of the scheme - ESOS 2018

ESOS 2018 is intended to reward the Eligible Employees, for their performance and to motivate them to contribute to the growth and profitability of the Company. ESOS 2018 will help to retain talent in the organization as the Company views stock options as an instrument that would enable the Eligible Employees to share the value they create for the Company and align individual objectives with the objectives of the Company in the years to come.

b. Total number of Options to be granted

The Options to be granted to the Eligible Employees under ESOS 2018, in one or more tranches, shall not result in issue of equity shares in excess of the limit stated above. This ceiling will be adjusted for any future bonus issue of shares or stock splits or consolidation of shares and also may further be adjusted at the discretion of the Board for any corporate action(s). The Options which do not vest or have lapsed, would be available for being re-granted at a future date. The Board is authorized to re-grant such Options as per the provisions of ESOS 2018, within the overall limit as stated above, subject to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SBEB Regulations”).

c. Identification of class of employees entitled to participate in ESOS 2018

Following classes of employees are entitled to participate in ESOS 2018:

- (i) Permanent employee of the Company who has been working in India or outside India; or
- (ii) Director of the Company, whether whole-time or not but excluding independent director; or
- (iii) Employee as defined in (i) or (ii) above of subsidiary, in India or outside India.

Following persons are not entitled to participate in ESOS 2018:

- a) an employee who is a promoter or a person belonging to the promoter group; or
- b) a director who either by himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

d. Requirements of vesting, period of vesting and maximum period within which the Options shall be vested

The Options granted can vest only to the Eligible Employees. The Board may, at its discretion, lay down certain performance matrix on the achievement of which such Options can vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options granted can vest, subject to the minimum vesting period of one year between grant of Options and vesting of Options. The maximum vesting period may be decided by the Board.

e. Exercise price or pricing formula

The Board will determine the exercise price in case of each grant subject to the same not being less than the face value of the equity shares of the Company and not more than the ‘market price’ on the date immediately prior to the grant date (that is, latest available closing price on a recognized stock exchange, having highest trading volume, on which the equity shares of the Company are listed) of the equity shares at the time of grant.

f. Exercise period and the process of Exercise

The option shall be exercised at such time or times and during such period as may be decided by the Board. However, no options may be exercised prior to completion of 1 year period from option grant date. No option shall have term in excess of 7 years.

The vested Options are exercisable by the Eligible Employees by a written application to the Company expressing his/her desire to exercise such Options in such manner and on execution of such documents, as may be prescribed by the Board from time to time. The Options shall lapse if not exercised within the Exercise Period.

g. Appraisal process for determining the eligibility under ESOS 2018

The Eligible Employees as per the criteria determined by the Board can be granted Options based on performance linked parameters such as work performance, company performance, business performance and such other parameters as may be decided by the Board from time to time.

h. Maximum quantum of benefits to be provided per employee under ESOS 2018

The maximum quantum of benefits underlying the Options granted to an Eligible Employee shall be equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of Options, on the basis of difference between the Option Exercise Price and the Market Price of the equity shares on the exercise date.

i. Accounting and Disclosure Policies

The Company shall follow the relevant Indian Accounting Standards (Ind-AS), prescribed from time to time, including the disclosure requirements.

j. Method of valuation of Options

The Company shall use the relevant method for valuation of the Options granted, to calculate the employee compensation cost.

Regulation 6(1) of SBEB Regulations requires that every employee stock option scheme shall be approved by the members of the company by passing a special resolution in a general meeting.

Further, as ESOS 2018 will entail further issue of shares, consent of the members is required by way of a special resolution pursuant to Section 62(1) (b) of the Companies Act, 2013. As per Regulation 6(3) of SBEB Regulations, a separate special resolution is required to be passed if the benefits of an employee stock option scheme are to be extended to employees of the subsidiary. Accordingly, the Special Resolution set out at Item Nos. 9 and 10 of this Notice is proposed for approval by members.

The Options to be granted under ESOS 2018 shall not be treated as an offer or invitation made to public for subscription of securities of the Company. The ESOS 2018 conforms to the SBEB Regulations.

Directors / Key Managerial Personnel of the Company / their relatives who may be granted Options under ESOS 2018 may be deemed to be concerned or interested in the Special Resolutions at Item Nos. 9 and 10 of this Notice. Save as aforesaid, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolutions.

The Board recommends the resolutions for the approval of the Shareholders by way of Special Resolutions.

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

Mumbai, August 13, 2018

**Rachana Hingarajia
Company Secretary**

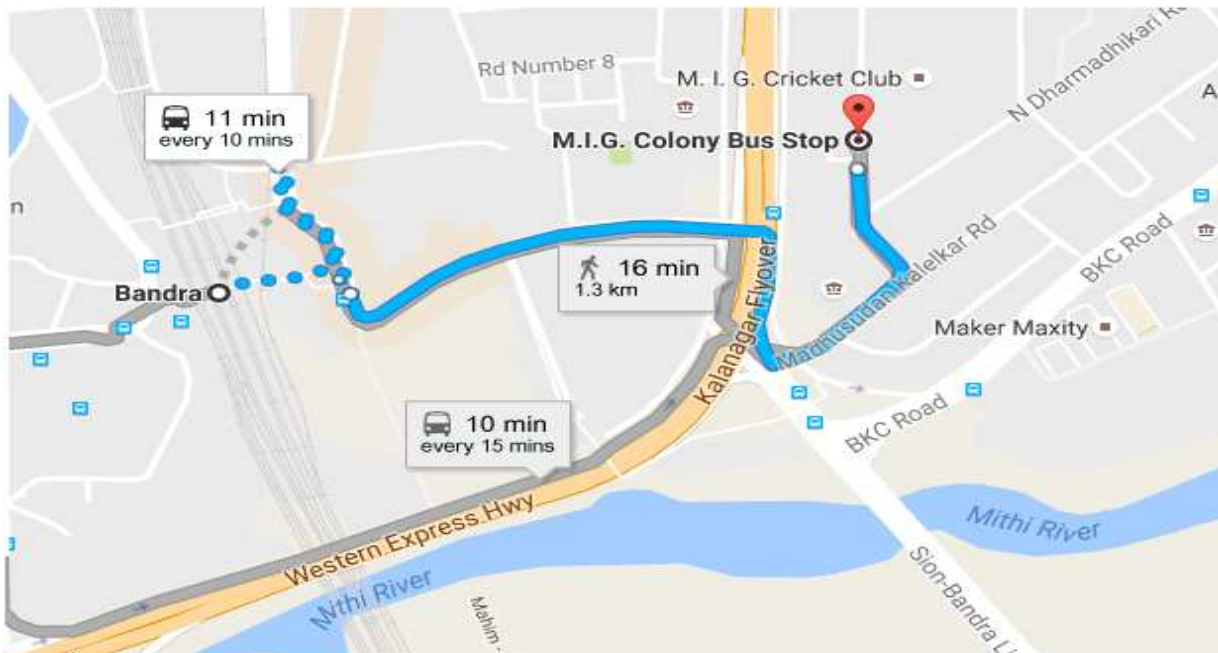
Brief Profile of Director seeking appointment/re appointment in the forthcoming Annual General Meeting of the Company:

Name of Director & DIN	Rachana Hingarajia (DIN: 07145358)
Date of Birth	4 th September, 1979
Date of Appointment on the Board	31 st March, 2015
Qualifications	CS and LLB
Expertise	Corporate Law, Legal and Compliance matters
Directorship in other Listed entities as on March 31, 2018	Nil
Chairmanship/Membership of the Committees (Audit and Stakeholders' Relationship Committee) of the other Listed Companies	Nil
No. of Shares held in the Company as on March 31, 2018	8200
Relationship between Directors Inter-se	Nil

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



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

35th 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 **35th ANNUAL GENERAL MEETING** of the Company being held on Thursday, 27th September, 2018 at 5.30 p.m. at MIG Cricket Club, MIG Colony, Bandra (East), Mumbai - 400051.

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.
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 35th Annual 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

35th 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 35th Annual General Meeting, to be held on Thursday, 27th September, 2018 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 Financial Statements (Standalone and Consolidated) as at 31 st March, 2018, the Statement of Profit & Loss for the financial year ended 31 st March, 2018, the Report of the Board of Directors' and Auditors' thereon.		
2.	Declaration of Dividend on Equity Share Capital for the year ended 31 st March, 2018.		
3.	Re-appointment of Mrs. Rachana Hingarajia (DIN: 07145358), Director retiring by rotation.		
Special Business			
4.	Approval for raising of funds by way of further issue of Securities.		
5.	Approval for re-appointment of Mr. Kamal Khetan (DIN: 00017527) as Managing Director of the Company and revision in remuneration thereof.		
6.	Approval for revision in remuneration payable to Mr. Atul Poopal (DIN: 07295878), Executive Director of the Company.		
7.	Approval for revision in remuneration payable to Mrs. Rachana Hingarajia (ACS No. 23202), Company Secretary and Woman Director of the Company.		
8.	Approval of remuneration of M/s. Kejriwal & Associates, Cost Accountants as the Cost Auditors of the Company for the Financial Year 2018-19.		
9.	Approval of "Sunteck Realty Limited Employees' Stock Option Scheme 2018" ("ESOS 2018") for employees of the Company.		
10.	Approval of "Sunteck Realty Limited Employees' Stock Option Scheme 2018" ("ESOS 2018") for employees of the Subsidiaries of the Company.		

Signed this _____ day of _____ 2018.

Signature of shareholder

Signature of Proxy holder(s)

<p>Affix Rs. 1 Revenue Stamp</p>
--

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.