

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 34th Annual General Meeting of the Members of Sunteck Realty Limited will be held on Tuesday, 26th September, 2017 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 2017 together with the Reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as Ordinary Resolution:

“RESOLVED THAT the Audited Balance Sheet (Standalone and Consolidated) as at 31st March 2017 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, 2017 and in this regard, pass the following resolution as on 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, 2017 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 20th September, 2017 and in case of shares held in dematerialised form to the beneficiaries as of the close of business hours on 20th September, 2017 as per details furnished by the depositories for this purpose.”

3. To appoint a Director in place of Mr. Atul Poopal (DIN: 07295878), who retires by rotation and being eligible offers himself for re-appointment as a Director and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Atul Poopal (DIN: 07295878), 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.”

4. To ratify the appointment of M/s. Lodha & Co., Chartered Accountants (Firm registration No. 301051E) as Statutory Auditors of the Company for financial year 2017-2018 and to fix their remuneration and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to the resolution passed by the members at the 32nd Annual General Meeting (AGM) of the Company held on September 29, 2015 in respect of the appointment of the auditors, M/s Lodha & Co., Chartered Accountants, Mumbai (Registration No.: 301051E) till the Conclusion of the AGM to be held on 2020, the Company do hereby ratify and confirm the appointment of M/s Lodha & Co., as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at a remuneration to be mutually decided.”

SPECIAL BUSINESS:

5. To approve “Sunteck Realty Limited Employees’ Stock Option Scheme 2017” (“ESOS 2017”) for employees of the Company and in this regard, 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 2017**’ (“**ESOS 2017**”), 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 12,50,000 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 2017 and in due compliance with the SBEB Regulations and other applicable laws, rules and regulations;

RESOLVED FURTHER THAT outstanding Options granted under ESOS 2017 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 2017 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 2017, 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 2017 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 2017 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 2017;

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 2017 and to take all such steps and do all acts as may be incidental or ancillary thereto.”

6. To approve “Sunteck Realty Limited Employees’ Stock Option Scheme 2017” (“ESOS 2017”) for employees of the Subsidiaries of the Company and in this regard, 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 2017**’ (“ESOS 2017”), referred to in the Special Resolution No. 5, 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 2017 to the Eligible Employees of the subsidiary shall be subsumed in the aggregate limit of 12,50,000 equity shares of the face value of Re. 1/- (Rupee One only) each set out in the Special Resolution No. 5;

RESOLVED FURTHER THAT the Board be and is hereby authorized to devise, formulate, evolve, decide upon and bring into effect ESOS 2017 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 2017, 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 2017 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 2017 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 2017;

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 2017 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**

**Sd/-
Rachana Hingarajia
Company Secretary**

Mumbai, August 10, 2017

Registered Office:

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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. 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 Thursday, 21st September, 2017 to Tuesday, 26th September, 2017 (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 Wednesday, 20th September, 2017.
8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents i.e. LINK INTIME INDIA PRIVATE LIMITED ("**LINK INTIME**") to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to LINK INTIME.

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

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

10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or LINK INTIME, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
11. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
12. Members are requested to send their queries to the Company, if any, on accounts and operations of the Company at least seven days before the meeting so that the same could be suitably answered at the meeting.
13. Members are requested to quote their Registered Folio Number or their Client ID number with DP ID on all correspondence with the Company as the case may be.
14. The Notice of the AGM along with the Annual Report 2016-17 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 2016-17 will also be available on the Company's website viz. www.sunteckindia.com
15. The physical copies of notice of 34th (thirty fourth) AGM and the Annual Report 2016-17 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.
16. The shares of the Company are compulsorily traded in dematerialised form and therefore, the Members are requested to dematerialise their shares to facilitate trading in the shares of the Company.
17. As per the provisions of the Companies Act, 2013, Members are entitled to make nomination in respect of shares held by them in physical form. Physical Shareholders may contact the Registrar and Transfer Agent (LINK INTIME) and Demat shareholders may contact their depository participants for nomination.
18. A statement giving details as required under regulation 36(3) of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 in respect of the directors seeking appointment/re-appointment at the AGM, is separately annexed hereto.
19. The route map showing directions to reach the venue of the Thirty-Fourth 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, 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 34th 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 Thursday, 21st September, 2017 at 9.00 a.m. and will end on Monday, 25th September, 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 Tuesday, 19th September, 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 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 Tuesday, 19th September, 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 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**

Sd/-
Rachana Hingarajia
Company Secretary

Mumbai, August 10, 2017

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

Item Nos. 5 and 6:

The members of the Company vide Special Resolution passed through Postal Ballot on March 15, 2013 had authorized the Board to issue up to 6,00,000 equity shares of the Company in terms of employees stock option scheme (“the existing Scheme”) 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 Rs. 2/- each against exercise of the options granted.

In terms of the existing Scheme:-

- (a) The Company has allotted 26,528 equity shares of Rs. 2/- each till August 10, 2017;
- (b) 4,92,298 options (2,46,149 options prior to sub-division) are outstanding to be granted and 1,39,312 options (69,656 options prior to sub-division of shares) are yet to be exercised by the employees and equal number of shares of Re. 1/- each will be allotted if all the outstanding options vest and are exercised.

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 2017’ (“**ESOS 2017**”). 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 2017 will be limited to 12,50,000 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 2017 are set out as per SEBI circular and are as under:

a. Brief description of the scheme - ESOS 2017

ESOS 2017 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 2017 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 2017, 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 2017, 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 2017

Following classes of employees are entitled to participate in ESOS 2017:

- (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 2017:

- 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 2017

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 2017

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 2017 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. 5 and 6 of this Notice is proposed for approval by members.

The Options to be granted under ESOS 2017 shall not be treated as an offer or invitation made to public for subscription of securities of the Company. The ESOS 2017 conforms to the SBEB Regulations.

Directors / Key Managerial Personnel of the Company / their relatives who may be granted Options under ESOS 2017 may be deemed to be concerned or interested in the Special Resolutions at Item Nos. 5 and 6 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 commends the Special Resolutions set out at Item Nos. 5 and 6 of this Notice for approval by the members.

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

**Sd/-
Rachana Hingarajia
Company Secretary**

Mumbai, August 10, 2017

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

**34th 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 **34th ANNUAL GENERAL MEETING** of the Company being held on Tuesday, 26th September, 2017 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 34th 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

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34th 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 34th Annual General Meeting, to be held on Tuesday, 26th September, 2017 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 Standalone and Consolidated Financial Statements as at 31 st March, 2017, the Statement of Profit & Loss for the financial year ended 31 st March, 2017, the Report of the Board of Directors' and Auditors' thereon.		
2.	Declaration of Dividend on the Equity Share Capital		
3.	Re-appointment of Mr. Atul Poopal (DIN: 07295878), Director retiring by rotation.		
4.	Re-appointment of M/s Lodha & Co., Chartered Accountants, Mumbai, Statutory Auditors of the Company.		
Special Business			
5.	Approval of "Sunteck Realty Limited Employees' Stock Option Scheme 2017" ("ESOS 2017") for employees of the Company.		
6.	Approval of "Sunteck Realty Limited Employees' Stock Option Scheme 2017" ("ESOS 2017") for employees of the Subsidiaries of the Company.		

Signed this _____ day of _____ 2017.

Affix Rs. 1 Revenue Stamp

Signature of shareholder

Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a Member of the Company.
3. A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
4. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
5. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
6. * This is optional. Please put a tick mark (√) in the appropriate column against the resolutions indicated above. In case a member wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns 'For', 'Against'. In case the member leaves the 'For' and 'Against' column(s) blank, the proxy will be entitled to vote in the manner he/she thinks appropriate.

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

Name of Director & DIN	Atul Poopal (DIN: 07295878)
Date of Birth	4 th January, 1961
Date of Appointment on the Board	29 th September, 2015
Qualifications	Diploma in Civil Engineering
Expertise	Civil Engineering and Regulatory Affairs
Directorship in other Public Limited Companies as on March 31, 2017	NIL
Chairmanship/Membership of the Committees (Audit and Stakeholders' Relationship Committee) of the other Companies	NIL
No. of Shares held in the Company as on March 31, 2017	NIL
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

