

# SATRA PROPERTIES (INDIA) LIMITED

Registered Office: Dev Plaza, 2<sup>nd</sup> Floor, Opp. Andheri Fire Station, S.V. Road, Andheri (West), Mumbai - 400 058  
Tel.: 022 - 2671 9999 Fax: 022 - 2620 3999 Email: info@satraproperties.in CIN: L65910MH1983PLC030083  
Website: www.satraproperties.in



## NOTICE

Notice is hereby given that the thirty third Annual General Meeting of the members of **Satra Properties (India) Limited** will be held on **Friday, 30 September 2016 at 11.30 a.m.** at **Navinbhai Thakkar Hall, Ground Floor, Shradhdhanand Road, Vile Parle (East), Mumbai – 400 057**, to transact the following business:

### ORDINARY BUSINESS:

- To receive, consider and adopt
  - the standalone financial statements of the Company for the financial year ended 31 March 2016, including the audited Balance Sheet as at 31 March 2016, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon; and
  - the consolidated financial statements of the Company for the financial year ended 31 March 2016 including the report of the Auditors thereon.
- To declare Dividend on Equity Shares for the financial year 2015-16.
- To appoint a director in place of Mr. Rajan P. Shah (DIN: 00053917), who retires by rotation and being eligible, offers himself for re-appointment.
- To ratify the appointment of Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and all other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time), pursuant to the recommendations of the Audit Committee of the Board of Directors and pursuant to the resolution passed by the members at the Annual General Meeting held on 27 September 2014, the appointment of GMJ & Co., Chartered Accountants, (Firm Registration No.: 103429W) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the thirty sixth Annual General Meeting to be held in the calendar year 2019, be and is hereby ratified and that the Board of Directors be and are hereby authorized to fix the remuneration payable to them for the financial year ending 31 March 2017 as may be determined by the Audit Committee in consultation with the Auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the Auditors and the Board of Directors”.

### SPECIAL BUSINESS:

- Re-appointment of Mr. Praful N. Satra (DIN: 00053900) as Managing Director of the Company:  
To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) read with Part I of Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modifications or re-enactment thereof for the time being in force as amended from time to time) and subject to such other requisite approvals, as may be required in this regard, consent of the members be and is hereby accorded for re-appointment of Mr. Praful N. Satra (DIN: 00053900) as Managing Director of the Company, liable to be retire by rotation, for a period of 5 (five) years, with effect from 13 May 2016 till 12 May 2021, on such terms and conditions as laid down in the Agreement entered between the Company and Mr. Praful N. Satra as the Managing Director of the Company as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and as set out in the explanatory statement.

**RESOLVED FURTHER THAT** Mr. Praful N. Satra shall not draw remuneration (including perquisites, commission and sitting fees) in consideration of the services rendered by him as Managing Director of the Company. However, he shall be reimbursed with the expenses incurred by him during discharging his duties as the Managing Director of the Company.

**RESOLVED FURTHER THAT** the Board of Directors shall have absolute power to decide, amend, alter and vary the terms and conditions including but not limited to the said re-appointment and/or the agreement or any amendments thereto, as may be agreed between the Company and Mr. Praful N. Satra subject to the applicable provisions of the Act (including any statutory modifications or re-enactment thereof for the time being in force as amended from time to time) and with the approval of the Central Government, if required and pursuant to the provisions of the Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution.”

- Approval of existing material related party transactions:  
To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and relevant rules made thereunder, Regulation 23(4) read with Regulation 23(8) and other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 (hereinafter referred to as the SEBI (LODR) Regulations, 2015) (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time) and pursuant to the approval of the Audit Committee and the Board of Directors, consent of the members be and is hereby accorded to approve all existing material contracts/ arrangements/ agreement/ transactions entered / to be entered into with Satra Buildcon Private Limited, being a subsidiary company, a related party as defined under section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time) with respect to the rendering of services of works contract for an amount not exceeding in aggregate ₹ 400 Crores on such terms and conditions as may be mutually agreed upon between the Company and Satra Buildcon Private Limited.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

7. Approval of existing related party transactions:

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and relevant rules made thereunder, Regulation 23 and other applicable regulations, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the SEBI (LODR) Regulations, 2015) (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time), and pursuant to the approval of the Audit Committee and the Board of Directors, consent of the members be and is hereby accorded to approve all existing contracts/ arrangements/ agreements/ transactions entered/ to be entered into with Mr. Praful N. Satra, being

a Managing Director of the Company, a related party as defined under section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time) with respect to the Leasing of property for an amount not exceeding in aggregate ₹ 8 Crores on such terms and conditions as may be mutually agreed upon between the Company and Mr. Praful N. Satra.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized on behalf of the Company to execute agreements, deeds, applications or any other necessary and related documents as may be required and to do all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution.”

8. Approval of transactions with related parties being wholly owned subsidiaries/step down wholly owned subsidiary:

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and relevant rules made thereunder and the Companies (Amendment) Act, 2015, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the SEBI (LODR) Regulations, 2015) (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time), and pursuant to the approval of the Audit Committee and the Board of Directors, consent of the members be and is hereby accorded to approve all existing contracts/ agreements/ arrangements/ transactions already entered, whether material or not, and approve all the contracts/ agreements/ arrangements/ transactions to be entered into by the Company from the financial year 2016-17 onwards with the following parties being related parties as defined under the Act and the SEBI (LODR) Regulations, 2015 upto maximum amount as per details provided hereunder:

**Transactions as defined under Section 188(1) of the Companies Act, 2013 and Regulation 2(1)(zc) of the SEBI (LODR) Regulations, 2015:**

Name/Category of Related Parties	Nature of Transactions	Amount
Satra Property Developers Private Limited- Wholly Owned Subsidiary	1. Providing Loans/ interest income, giving/ taking of advances 2. Making investment in securities 3. Providing corporate guarantees/collaterals and securities to the lenders 4. Selling, leasing or otherwise disposing of or buying property of any kind, directly or through appointment of agent 5. Availing or rendering of any services, directly or through appointment of agent including works contracts, labour contracts and other contracts	₹ 1,000 Crores



Name/Category of Related Parties	Nature of Transactions	Amount
Satra Realty and Builders Limited- Step Down Wholly Owned Subsidiary	<ol style="list-style-type: none"> <li>1. Providing Loans/ interest income, giving/ taking of advances</li> <li>2. Making investment in securities</li> <li>3. Providing corporate guarantees/collaterals and securities to the lenders</li> <li>4. Selling, leasing or otherwise disposing of or buying property of any kind, directly or through appointment of agent</li> <li>5. Availing or rendering of any services, directly or through appointment of agent including works contracts, labour contracts and other contracts</li> </ol>	₹ 600 Crores
Satra Estate Development Private Limited- Wholly Owned Subsidiary	<ol style="list-style-type: none"> <li>1. Providing Loans/ interest income, giving/ taking of advances</li> <li>2. Making investment in securities</li> <li>3. Providing corporate guarantees/collaterals and securities to the lenders</li> <li>4. Selling, leasing or otherwise disposing of or buying property of any kind, directly or through appointment of agent</li> <li>5. Availing or rendering of any services, directly or through appointment of agent including works contracts, labour contracts and other contracts</li> </ol>	₹ 250 Crores
Satra Infrastructure and Land Developers Private Limited- Wholly Owned Subsidiary	<ol style="list-style-type: none"> <li>1. Providing Loans/ interest income, giving/ taking of advances</li> <li>2. Making investment in securities</li> <li>3. Providing corporate guarantees/collaterals and securities to the lenders</li> <li>4. Selling, leasing or otherwise disposing of or buying property of any kind, directly or through appointment of agent</li> <li>5. Availing or rendering of any services, directly or through appointment of agent including works contracts, labour contracts and other contracts</li> </ol>	₹ 250 Crores
Satra Lifestyles Private Limited- Wholly Owned Subsidiary	<ol style="list-style-type: none"> <li>1. Providing Loans/ interest income, giving/ taking of advances</li> <li>2. Making investment in securities</li> <li>3. Providing corporate guarantees/collaterals and securities to the lenders</li> <li>4. Selling, leasing or otherwise disposing of or buying property of any kind, directly or through appointment of agent</li> <li>5. Availing or rendering of any services, directly or through appointment of agent including works contracts, labour contracts and other contracts</li> </ol>	₹ 100 Crores
Satra International Realtors Limited - Wholly Owned Subsidiary incorporated in Dubai	<ol style="list-style-type: none"> <li>1. Providing Loans/ interest income, giving/ taking of advances</li> <li>2. Making investment in securities</li> <li>3. Providing corporate guarantees/collaterals and securities to the lenders</li> <li>4. Selling, leasing or otherwise disposing of or buying property of any kind, directly or through appointment of agent</li> <li>5. Availing or rendering of any services, directly or through appointment of agent including works contracts, labour contracts and other contracts</li> </ol>	₹ 100 Crores

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized on behalf of the Company to execute agreements, deeds, applications or any other necessary and related documents as may be required and to do all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution.”

9. Approval of proposed transactions with related parties:

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and relevant rules made thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI (LODR) Regulations, 2015) (including any statutory modification(s) or re-enactment thereof

for the time being in force as amended from time to time), and pursuant to the approval of the Audit Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded to enter into proposed contracts/ agreements/ arrangements/ transactions, whether material or not, and to approve all the proposed contracts/ agreements/ arrangements/ transactions to be entered into by the Company from the financial year 2016-17 onwards with the following related parties as defined under the Act upto maximum amount as per details provided hereunder:

**Transactions as defined under Section 188(1) of the Companies Act, 2013 and Regulation 2(1)(zc) of the SEBI (LODR) Regulations, 2015:**

<b>Name/Category of Related Parties</b>	<b>Nature of Transactions</b>	<b>Amount</b>
Satra Property Development Private Limited - Company in which Directors are interested	<ol style="list-style-type: none"> <li>Giving/Taking of advances</li> <li>Making investment in securities</li> <li>Providing corporate guarantees/collaterals and securities to the lenders</li> <li>Selling, leasing or otherwise disposing of or buying property of any kind, directly or through appointment of agent</li> <li>Availing or rendering of any services, directly or through appointment of agent including Works Contracts, Labour Contracts and Other Contracts</li> </ol>	₹ 250 Crores
Satra Buildcon Private Limited - Subsidiary Company	<ol style="list-style-type: none"> <li>Giving/Taking of advances</li> <li>Making investment in securities</li> <li>Providing corporate guarantees/collaterals and securities to the lenders</li> <li>Selling, leasing or otherwise disposing of or buying property of any kind, directly or through appointment of agent</li> <li>Availing or rendering of any services, directly or through appointment of agent including Works Contracts, Labour Contracts and Other Contracts</li> </ol>	₹ 600 Crores
RRB Realtors Private Limited - Step Down Subsidiary	<ol style="list-style-type: none"> <li>Giving/Taking of advances</li> <li>Making investment in securities</li> <li>Providing corporate guarantees/collaterals and securities to the lenders</li> <li>Selling, leasing or otherwise disposing of or buying property of any kind, directly or through appointment of agent</li> <li>Availing or rendering of any services, directly or through appointment of agent including Works Contracts, Labour Contracts and Other Contracts</li> </ol>	₹ 150 Crores

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized on behalf of the Company to execute agreements, deeds, applications or any other necessary and related documents as may be required and to do all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution.”

**By Order of the Board of Directors**  
**For Satra Properties (India) Limited**

**Manan Y. Udani**  
**Company Secretary**  
 Mumbai, 12 August 2016

**Registered Office:**  
 Dev Plaza, 2<sup>nd</sup> Floor,  
 Opp. Andheri Fire Station,  
 S.V. Road, Andheri (West),  
 Mumbai – 400 058



## NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts in respect of business at Item Nos. 5 to 9 is appended hereto. Additional information pursuant to the Regulation 26 and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the SEBI (LODR) Regulations, 2015) and the details as required under SS-2 (Secretarial Standard-2 on General Meetings) of persons seeking appointment/re-appointment as Directors are furnished and forms part of Notice.
2. **A Member entitled to attend and vote at the thirty third Annual General Meeting** (hereinafter referred to as 'AGM') **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 the Proxy, duly completed and signed, must be deposited at the Company's Registered Office, not less than 48 hours before the commencement of AGM. Proxies submitted on behalf of the Limited Companies, Corporate Members, Societies, etc., must be supported by an appropriate resolution/authority, as applicable. A person can act as proxy on behalf 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. 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 a proxy for any other person or member.
3. Every member entitled to vote at the meeting, or on any resolution to be moved thereat, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided that not less than three days notice in writing of the intention so to inspect is given to the company.
4. Route map and prominent land mark for easy location of venue of the AGM is provided in the Annual Report and the same shall also be available on the Company's website [www.satraproperties.in](http://www.satraproperties.in)
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.  
  
The Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
6. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting"). The Company has made necessary arrangements with Central Depository Services (India) Limited (hereinafter referred to as 'CDSL') to facilitate the members to cast their votes from a place other than venue of the AGM. Instruction and other information relating to remote e-voting are given in this Notice under Note No. 23. The facility for voting through polling paper would also be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 24 September 2016 to Friday 30 September 2016 (both days inclusive). If the final dividend as recommended by the Board of Directors is approved at the AGM, payment of such dividend will be made on or after 6 October 2016 as under:
  - a. To all the Beneficial Owners in respect of Equity Shares held in dematerialised form as per the data made available by the National Securities Depository Limited (hereinafter referred to as 'NSDL') and CDSL as of the close of the business hours on Friday, 23 September 2016 (Record date).
  - b. To all Members in respect of Equity Shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of the business hours on Friday, 23 September 2016 (Record date).
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
9. Members are requested to bring their copies of Annual report.
10. Corporate members intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with their specimen signatures authorizing their representative(s) to attend and vote at the AGM.
11. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details/ update E-mail ID/ mandates/ nominations/ power of attorney/ change of name/ change of address/ contact numbers etc. to their Depository Participants (hereinafter referred to as 'DP') with whom they are maintaining their demat accounts. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Share Transfer Agent, Adroit Corporate Services Private Limited (hereinafter referred to as 'ACSPL') to provide efficient and better services. Members holding shares in physical form are requested to advise such changes to ACSPL.
12. Members holding shares in physical form and desirous of making a nomination or cancellation/ variation in nomination already made in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit to



ACSPL the prescribed Form SH-13 for nomination and Form SH-14 for cancellation/ variation, as the case may be. The Forms can be downloaded from Company's website [www.satraproperties.in](http://www.satraproperties.in) Members holding shares in demat mode may contact their respective DP for availing this facility.

13. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or ACSPL for assistance in this regard.
14. Kindly note that as per the SEBI (LODR) Regulations, 2015 it is mandatory for the company to print the bank account details of the investors on dividend payment instrument. Hence, you are requested to register/ update your correct bank account details with the Company/ACSPL/DP, as the case may be.
15. The Securities and Exchange Board of India has made it mandatory for all companies to use the Bank Account details furnished by the Depositories for crediting dividend. The Company has made arrangements for crediting the dividends through National Electronic Clearing Services (hereinafter referred to as 'NECS'), Electronic Clearing Services (hereinafter referred to as 'ECS'), National Automated Clearing House (hereinafter referred to as 'NACH') to investors holding shares in electronic and physical forms. Shareholders holding shares in physical form who wish to avail NECS/ECS/NACH facility, may authorize the Company with their NECS/ECS/NACH mandate in the prescribed form, which can be obtained from ACSPL. Members holding shares in electronic form may kindly note that their Bank details registered against their respective Depository Account as furnished by the respective DP to ACSPL will be used by the Company for payment of dividend and that the Company/ACSPL will not entertain any direct request from such Members for deletion of/change in such Bank details. Further, instructions if any, already given by the Members in respect of Shares held in physical form will not be automatically applicable to dividend paid on shares held in electronic form. Members may, therefore, give instructions regarding Bank Accounts in which they wish to receive dividend, directly to their DP.
16. As per SEBI (LODR) Regulations, 2015, for securities market transactions and/or for off-market or private transactions involving transfer of shares in physical form, the transferee(s) as well as transferor(s) (including joint holders) shall furnish copy of PAN card to the Company for registration of such transfer of securities. Accordingly, all the members/transferor(s) / transferee(s) of shares (including joint holders) in physical form are requested to furnish a certified copy of their PAN Card to the Company/ACSPL while transacting in the securities market including transfer, transmission, transposition or any other corporate action.
17. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/DP, 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.

18. Members may also note that the Notice of the AGM and the Annual Report 2015-16 will be available on the website of the Company - [www.satraproperties.in](http://www.satraproperties.in) and website of BSE Limited - [www.bseindia.com](http://www.bseindia.com). Notice of the AGM will also be available on the website of CDSL - [www.cdslindia.com](http://www.cdslindia.com). Members who require communication in physical form in addition to e-communication, may write to us at : [info@satraproperties.in](mailto:info@satraproperties.in)
19. The Members who are holding shares in physical form and have not registered their e-mail addresses are requested to register the same on the e-mail address - [info@adroitcorporate.com](mailto:info@adroitcorporate.com) for receiving all communications including Annual Report, Notices, Circulars etc. electronically, in order to support the 'Green Initiative'.
20. All documents referred to in the Notice and Explanatory Statement will be available for inspection at the Registered Office of the Company during the business hours on any working days between 11.00 a.m. and 1.00 p.m. upto the date of the AGM.
21. Queries on accounts of the Company, if any, may be sent to the Company, at an early date so as to enable the Management to keep the information ready at the meeting.
22. In terms of Sections 205A and 205C of the Companies Act, 1956, the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account have been transferred to the Investors Education and Protection Fund (hereinafter referred to as 'IEPF') established by the Central Government.

In accordance with the following schedule, the dividend for the following years, if unclaimed within a period of seven years, will be transferred to the IEPF:

Financial year ended	Date of declaration of dividend	Due date for transfer to IEPF	Type of dividend declared
31.03.2010	29.09.2010	28.11.2017	Final Dividend
31.03.2011	29.09.2011	28.11.2018	Final Dividend
31.03.2012	28.09.2012	27.11.2019	Final Dividend
31.03.2013	28.09.2013	27.11.2020	Final Dividend
31.03.2014	27.09.2014	26.11.2021	Final Dividend
31.03.2015	28.09.2015	27.11.2022	Final Dividend

Members who wish to claim the aforesaid unclaimed dividends, are requested to make their claims directly to the Company or to ACSPL before expiry of seven years from the date it is lying in the unpaid dividend account, without any delay for revalidation and encash them before the due dates and after complying with the prescribed procedure. The details of unclaimed dividends are available on the Company's website at [www.satraproperties.in](http://www.satraproperties.in). Members are requested to note that the dividend remaining unclaimed for a period of seven years from the date of transfer to the Companies unpaid dividend account shall be transferred to IEPF. Members whose amounts have been transferred to IEPF, shall be entitled to get refund of the dividend from IEPF after complying with the prescribed procedure under the Companies Act, 1956 or after complying with the prescribed procedure under the Companies Act, 2013 as and when notified.



23. Information and other instruction relating to remote e-voting are as under:

In compliance with Regulation 44(1) of SEBI (LODR) Regulations, 2015, provisions of Section 108 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and amendments made thereto and SS-2, Company is pleased to offer remote e-voting facility as an option to all the Members of the Company to enable them to cast their votes electronically on all resolutions set forth in this Notice.

- (A) The facility for voting, either through ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be entitled to exercise their right to vote at the meeting.
- (B) The members, who have already exercised their votes through remote e-voting, may attend the Meeting but are prohibited to vote at the Meeting and their votes, if any, cast at the Meeting shall be treated as invalid.
- (C) Voting rights of the members shall be reckoned on the paid-up value of shares registered in the register of members/beneficial owners (in case of electronic shareholding) as on the cut-off date i.e. Friday, 23 September 2016.
- (D) Person who is not a member as on the cut-off date should treat this notice for information purposes only.
- (E) Members having any grievances connected with the remote e-voting can contact Adroit Corporate Services Private Limited, Registrar and Share Transfer Agent, 17/20, Jaferbhoy Industrial Estate, 1<sup>st</sup> Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai - 400 059. Contact Person: Mr. Ganesh Salian. Telephone No. 022- 42270400; Email: ganeshs@adroitcorporate.com
- (F) Mr. Dharmesh Zaveri, Proprietor of D.M. Zaveri & Co., Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and ballot voting at the venue of AGM in a fair and transparent manner.
- (G) The Scrutinizer shall, within a period not exceeding 2 (two) days from the conclusion of the remote e-voting period, unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (H) The resolution shall be deemed to be passed on the date of the AGM, subject to receipt of sufficient votes in favour of the resolution through a compilation of remote e-voting results and voting held at the AGM.

The result shall be declared by Chairman or a person authorized by him in writing within 48 hours of conclusion of AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website viz. www.satraproperties.in, on the agency's website i.e. CDSL viz. www.cdslindia.com and on the Registrar and Share Transfer Agent's website i.e. Adroit Corporate Services Private

Limited viz. www.adroitcorporate.com and communicated to BSE Limited, where shares of the Company are listed.

**(I) The process and manner for remote e-voting:  
The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Tuesday 27 September 2016 at 9.00 a.m. and ends on Thursday 29 September 2016 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 23 September 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (Mentioned in name and address sticker) in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for SATRA PROPERTIES (INDIA) LIMITED.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Friday, 23 September 2016 may obtain login details by sending a request to Registrar and Share Transfer Agent, Adroit Corporate Services Private Limited.
- (xxii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**By Order of the Board of Directors  
For Satra Properties (India) Limited**

**Manan Y. Udani**  
**Company Secretary**  
Mumbai, 12 August 2016

**Registered Office:**  
Dev Plaza, 2<sup>nd</sup> Floor,  
Opp. Andheri Fire Station,  
S.V. Road, Andheri (West),  
Mumbai – 400 058





## EXPLANATORY STATEMENT (PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

### Item No. 5:

Pursuant to the recommendation made by the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 12 February 2016 had approved the re-appointment of Mr. Praful N. Satra as the Managing Director of the Company for a further period of 5 (five) years with effect from 13 May 2016 till 12 May 2021, without remuneration, subject to approval of the shareholders on such terms and conditions as laid down in the Agreement entered between the Company and Mr. Praful N. Satra as the Managing Director of the Company. He shall be liable to retire by rotation in accordance with Section 152 of the Companies Act, 2013.

#### Principal terms of the Agreement are as follows:

**Duration of the Agreement:** 5 (Five) years with effect from 13 May 2016

**Remuneration:** Mr. Praful Nanji Satra shall not draw remuneration (including perquisites, commission and sitting fees) in consideration of the services rendered by him as Managing Director of the Company. However, he shall be reimbursed with the expenses incurred by him during discharging his duties as the Managing Director of the Company.

#### Powers of the Board to decide/ amend/ alter/ vary the Terms and Conditions of Re-Appointment/Agreement:

The Board of Directors shall have absolute power to decide, amend, alter and vary the terms and conditions including but not limited to the said re-appointment and/or the agreement or any amendments thereto, as may be agreed to between the Company and Mr. Praful N. Satra subject to the applicable provisions of Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force as amended from time to time) and with the approval of Central Government, if required and pursuant to the provisions of the Articles of Association of the Company.

#### Duties and responsibilities:

Subject to the superintendence, control and direction of the Board of Directors, Mr. Praful N. Satra is entrusted with substantial powers of management and shall be responsible for the general conduct and management of the business and affairs of the Company as enumerated in the Agreement and shall exercise the powers conferred on him by the Agreement or such other powers as may be delegated to him by the Board from time to time, subject to such restrictions and limitations as the Board may impose.

The Agreement with Mr. Praful N. Satra may be terminated earlier by either party giving to the other party one month notice of such termination.

Considering the significant contribution made by Mr. Praful N. Satra towards the growth of the Company, the Board recommends the resolution as set out in Item No. 5 of the accompanying notice for the approval of the shareholders of the Company as an Ordinary Resolution.

Except Mr. Praful N. Satra, none of the Promoters, Directors, Manager, Key Managerial Personnel of the Company or his relatives are in any way, financially or otherwise concerned or interested in the said resolution except to the extent of their shareholding, if any. The proposed resolutions do not relate to or affect any other Company.

### Item No. 6:

The Company vide Postal Ballot Notice dated 21 July 2015 sought approval of the shareholders by passing Special Resolution dated 7 September 2015 under Clause 49(VII) of the erstwhile Listing Agreement pertaining to existing material related party transactions with Satra Buildcon Private Limited, being a subsidiary company, a related party within the meaning of Section 2(76) of the Companies Act, 2013 and pursuant to Section 188 of the Companies Act, 2013 read with relevant rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time) with respect to the rendering of services of works contract.

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI (LODR) Regulations, 2015) came into force w.e.f. 1 December 2015 and with it the Listing Agreement stands rescinded. Regulation 23(8) of the SEBI (LODR) Regulations, 2015, requires that all existing material related party transactions entered prior to the date of notification of the said regulations and which may continue beyond such date shall be placed for approval of the shareholders in the first General Meeting subsequent to the notification of the said regulations. In terms of Regulation 23(1) of SEBI (LODR) Regulations, 2015, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the Company.

Accordingly, the approval of the shareholders is re-sought in terms of Regulation 23(4) read with Regulation 23(8) of the SEBI (LODR) Regulations, 2015 for existing material related party transactions entered / to be entered into and all the prescribed disclosure as required to be given pursuant to the Companies Act,

2013 read with relevant rules are stated herein below for the perusal of the shareholders:

Sr. no	Particulars	Details
1	Name of the Related Party	Satra Buildcon Private Limited
2	Name of Director or Key Managerial Personnel who is related, if any	<b>Directors:</b> 1. Mr. Praful N. Satra 2. Mr. Rajan P. Shah
3	Nature of Relationship	Satra Properties (India) Limited, holds 51% equity shares in Satra Buildcon Private Limited, its subsidiary company
4	Nature, Particulars of the contract or arrangement and Material Terms	The existing material transactions involves rendering of services of works contract on such terms and conditions as may be mutually agreed upon between the Company and Satra Buildcon Private Limited.
5	Monetary Value	₹ 400 Crores
6	Any other relevant information or is important for the members to make decision on the proposed transaction	-

The Audit Committee and the Board of Directors of the Company in their respective meetings, while approving the limits have ascertained, after considering the relevant facts and circumstances with respect to the transactions (as mentioned in resolution stated at Item No. 6 of the Notice) that they are in ordinary course of business and on arm's length basis.

The Board of Directors of your Company recommends the Resolution as set out in Item No. 6 of the accompanying Notice for the approval of shareholders of the Company as an Ordinary Resolution.

Except Mr. Praful N. Satra and Mr. Rajan P. Shah, none of the Promoters, Directors, Manager, Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said resolution except to the extent of their shareholding, if any. The proposed resolutions do not relate to or affect any other Company.

### ITEM No. 7:

The Company vide Postal Ballot Notice dated 21 July 2015 sought approval of the shareholders by passing Special Resolution dated 7 September 2015 under Clause 49(VII) of the erstwhile Listing Agreement pertaining to existing related party transactions between Company and Mr. Praful N Satra, being a Managing Director of the company, a related party within the meaning of Section 2(76) of the Companies Act, 2013 and pursuant to Section 188 of the Companies Act, 2013 read with relevant rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time), with respect to the Leasing of property. The aforesaid transaction was / is also not a material related party transaction as defined in Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI (LODR) Regulations, 2015.)

Accordingly, the approval of the shareholders is re-sought for all existing contracts/ arrangements/ agreements/ transactions entered/ to be entered into as a matter of abundant precaution and as a matter of good corporate governance and all the prescribed disclosure as required to be given pursuant to the Companies Act, 2013 read with relevant rules are stated herein below for the perusal of the shareholders:

Sr. no	Particulars	Details
1	Name of the Related Party	Mr. Praful N. Satra
2	Name of Director or Key Managerial Personnel who is related, if any	Mr. Praful N. Satra
3	Nature of Relationship	Managing Director
4	Nature, Particulars of the contract or arrangement and Material Terms	The existing contracts/ arrangements/ agreements/ transactions entered/ to be entered pertains to Leasing of property
5	Monetary Value	₹ 8 Crores
6	Any other relevant information or is important for the members to make decision on the proposed transaction	The Board of Directors have proposed to obtain approval of members in this regard as a matter of abundant precaution and as a matter of good corporate governance.

The Audit Committee and the Board of Directors of the Company in their respective meetings, while approving the limits have ascertained, after considering the relevant facts and circumstances with respect to the transactions (as mentioned in resolution stated at Item No. 7 of the Notice) that they are in ordinary course of business and on arm's length basis.

The Board of Directors of your Company recommends the Resolution as set out in Item No. 7 of the accompanying Notice for the approval of shareholders of the Company as an Ordinary Resolution.



Except Mr. Praful N. Satra, none of the Promoters, Directors, Manager, Key Managerial Personnel of the Company or his relatives are in any way, financially or otherwise concerned or interested in the said resolution except to the extent of their shareholding, if any. The proposed resolutions do not relate to or affect any other Company.

**ITEM No. 8:**

The Company vide Postal Ballot Notice dated 21 July 2015 sought approval of the shareholders by passing Special Resolution dated 7 September 2015 under Clause 49(VII) of the erstwhile Listing Agreement pertaining to approval of transactions with related parties being Satra Property Developers Private Limited, Satra Estate Development Private Limited, Satra Infrastructure and Land Developers Private Limited, Satra Lifestyles Private Limited and Satra International Realtors Limited, being wholly owned subsidiaries and Satra Realty and Builders Limited, being step down wholly owned subsidiary, being related parties within the meaning of Section 2(76) of the Companies Act, 2013 and pursuant to Section 188 of the Companies Act, 2013 read with relevant rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time) and pursuant to the Companies (Amendment) Act, 2015 notified with effect from 26 May 2015, the requirement of passing the resolution shall not apply for transactions entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval with respect to the transactions with the respective companies as mentioned in the resolution as set out in Item No. 8 of the notice. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI (LODR) Regulations, 2015) came into force w.e.f. 1 December 2015 and with it the Listing Agreement stand rescinded. Regulation 23(8) of the SEBI (LODR) Regulations, 2015, requires that all existing material related party transactions entered prior to the date of notification of the said regulations and which may continue beyond such date shall be placed for approval of the shareholders

in the first General Meeting subsequent to the notification of Listing Regulations. In terms of Regulation 23(1) of SEBI (LODR) Regulations, 2015, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the Company.

Regulation 23(4) of the SEBI (LODR) Regulations, 2015 provides that all material Related Party Transactions shall require approval of the shareholders through resolution and the related parties shall abstain from voting on such resolutions whether the entity is a related party to the particular transaction or not. Further, Regulation 23(5) of the SEBI (LODR) Regulations, 2015 provides that Regulation 23(4) of the SEBI (LODR) Regulations, 2015 shall not apply for the transactions entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.

In view of the above, the Audit Committee and the Board of Directors in their respective meetings, while approving the aforesaid limits have ascertained, after considering the relevant facts and circumstances with respect to each of the related parties, being wholly owned subsidiaries / step down wholly owned subsidiary, that all the aforesaid transactions that the Company proposes to enter into with the related parties as mentioned above are in ordinary course of business and on arm's length basis. The Board of Directors have proposed to obtain approval of shareholders in this regard as a matter of abundant precaution and as a matter of good corporate governance.

Accordingly, the approval of the shareholders is re-sought in terms of Regulation 23(4) read with Regulation 23(8) of the SEBI (LODR) Regulations, 2015 for existing material related party transactions entered / to be entered into and all the prescribed disclosure as required to be given pursuant to the Companies Act, 2013 read with relevant rules are stated herein below for the perusal of the shareholders:

Sr. no	Particulars	Details
1	Name of the Related Party	1. Satra Property Developers Private Limited 2. Satra Realty and Builders Limited 3. Satra Estate Development Private Limited 4. Satra Infrastructure and Land Developers Private Limited 5. Satra Lifestyles Private Limited 6. Satra International Realtors Limited
2	Name of Director or Key Managerial Personnel who is related, if any	<b>Directors:</b> Mr. Praful N. Satra holds directorship in all above mentioned Companies Mr. Rajan P. Shah holds directorship in all above mentioned Companies except Satra International Realtors Limited

Sr. no	Particulars	Details
3	Nature of Relationship	1. Satra Property Developers Private Limited- Wholly Owned Subsidiary 2. Satra Realty and Builders Limited- Step Down Wholly Owned subsidiary 3. Satra Estate Development Private Limited- Wholly Owned Subsidiary 4. Satra Infrastructure and Land Developers Private Limited- Wholly Owned Subsidiary 5. Satra Lifestyles Private Limited- Wholly Owned Subsidiary 6. Satra International Realtors Limited- Wholly Owned Subsidiary incorporated in Dubai
4	Nature, Particulars of the contract or arrangement and Material Terms	1. Providing Loans/ interest income, giving/ taking advances 2. Making investment in securities 3. Providing corporate guarantees/collaterals and securities to the lenders 4. Selling, leasing or otherwise disposing of or buying property of any kind, directly or through appointment of agent 5. Availing or rendering of any services, directly or through appointment of agent including works contracts, labour contracts and other contracts
5	Monetary Value	1. Satra Property Developers Private Limited - ₹ 1000 Crores 2. Satra Realty and Builders Limited - ₹ 600 Crores 3. Satra Estate Development Private Limited - ₹ 250 Crores 4. Satra Infrastructure and Land Developers Private Limited - ₹ 250 Crores 5. Satra Lifestyles Private Limited - ₹ 100 Crores 6. Satra International Realtors Limited - ₹ 100 Crores
6	Any other relevant information or is important for the members to make decision on the proposed transaction	The Board of Directors have proposed to obtain approval of members in this regard as a matter of abundant precaution and as a matter of good corporate governance.

The Board of Directors of your Company recommends the Resolution as set out in Item No.8 of the accompanying Notice for the approval of shareholders of the Company as an Ordinary Resolution.

Except Mr. Praful N. Satra and Mr. Rajan P. Shah, none of the Promoters, Directors, Manager, Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said resolution except to the extent of their shareholding, if any. The proposed resolutions do not relate to or affect any other Company.

#### ITEM No. 9:

Satra Property Development Private Limited - Company in which Directors are interested, Satra Buildcon Private Limited-Subsidiary Company and RRB Realtors Private Limited - Step Down Subsidiary are related parties within the meaning of Section 2(76) of the Companies Act, 2013 and pursuant to Section 188 of the Companies Act, 2013 read with relevant rules framed thereunder and Regulation 2 (1) (zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI (LODR) Regulations, 2015) (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time), the requirement of the approval of the Company by passing a resolution shall apply with respect to the proposed contracts/ agreements/ arrangements/ transactions to be entered into by the Company with the aforesaid related parties upto maximum amount as per the details as mentioned in resolution as set out in Item No. 9 of the notice.

Pursuant to the proviso of Regulation 23(1) of the SEBI (LODR) Regulations, 2015, a transaction with a related party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company.

Regulation 23(4) of the SEBI (LODR) Regulations, 2015 provides that all material Related Party Transactions shall require approval of the shareholders through resolution and the related parties shall abstain from voting on such resolutions whether the entity is a related party to the particular transaction or not.

In view of the above, the Audit Committee and the Board of Directors in their respective meetings, while approving the aforesaid limits have ascertained, after considering the relevant facts and circumstances with respect to each of the related parties, that all the transactions as mentioned in resolution as set out in Item No. 9 of the notice which the Company proposes to enter into with the related parties as mentioned above are in ordinary course of business and on arm's length basis.





Accordingly, the aforesaid related party transactions to be entered into and all the prescribed disclosure as required to be given pursuant to the Companies Act, 2013 read with relevant rules are stated herein below for the perusal of the shareholders:

Sr. no	Particulars	Details
1	Name of the Related Party	1.Satra Property Development Private Limited 2.Satra Buildcon Private Limited 3. RRB Realtors Private Limited
2	Name of Director or Key Managerial Personnel who is related, if any	<b>Directors:</b> Mr. Praful N. Satra Mr. Rajan P. Shah
3	Nature of Relationship	1.Satra Property Development Private Limited- Company in which Directors are interested 2.Satra Buildcon Private Limited- Subsidiary Company 3. RRB Realtors Private Limited- Step Down Subsidiary Company
4	Nature, Particulars of the contract or arrangement and Material Terms	1. Giving / Taking of advances 2. Making investment in securities 3. Providing corporate guarantees / collaterals and securities to the lenders 4. Selling, leasing or otherwise disposing of or buying property of any kind, directly or through appointment of agent 5. Availing or rendering of any services, directly or through appointment of agent including Works Contracts, Labour Contracts and Other Contracts
5	Monetary Value	1.Satra Property Development Private Limited – ₹ 250 Crores 2.Satra Buildcon Private Limited - ₹ 600 Crores 3. RRB Realtors Private Limited - ₹ 150 Crores
6	Any other relevant information or is important for the members to make decision on the proposed transaction	-

The Board of Directors of your Company recommends the Resolution as set out in Item No. 9 of the accompanying Notice for the approval of shareholders of the Company as an Ordinary Resolution.

Except Mr. Praful N. Satra and Mr. Rajan P. Shah, none of the Promoters, Directors, Manager, Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said resolution except to the extent of their shareholding, if any. The proposed resolutions do not relate to or affect any other Company. Mr. Praful N. Satra, Promoter and Managing Director and Mrs. Minaxi P. Satra, Promoter (also relative of Mr. Praful N. Satra, Director) of the Company are Directors of Satra Property Development Private Limited and hold together 100% shareholding in Satra Property Development Private Limited. Mrs. Minaxi P. Satra, Promoter (also relative of Mr. Praful N. Satra, Promoter and Managing Director) of the Company is a Managing Director in RRB Realtors Private Limited which is a Step down Subsidiary Company.

**ADDITIONAL INFORMATION/ DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING:**

Name of Directors	Mr. Praful N. Satra	Mr. Rajan P. Shah
Date of Birth	18.09.1964	09.08.1970
First Date of Appointment as Director	01.06.2005	01.06.2005
Qualifications	HSC	S.Y. B.Com.
A brief resume of the directors/ Experience	Mr. Praful N. Satra, aged 51 years has a total experience of over 31 years in domestic and international business which includes 16 years of experience in Real Estate Development. He has been the visionary behind the growth and success of the Company. He has a vast experience in execution and management of wide variety of construction and development of projects. His core area of operations includes identification of land / properties and formulation of finance and business strategies.	Mr. Rajan P. Shah, aged 46 years has over 24 years of experience in the Real Estate Industry and construction activities in the execution and management of a wide variety of construction projects. He is guiding the Company in matters concerned with Project Execution, liasoning and legal matters relating to the Company.
Nature of expertise in specific functional areas	Wide experience in the Real estate Industry	Wide experience in the Real estate Industry
Names of companies in which the person also holds the directorship and membership and Chairmanship of Committees of the Board	<p><b>A. Directorships:</b></p> <ol style="list-style-type: none"> <li>Satra Properties (India) Limited</li> <li>Satra Property Developers Private Limited</li> <li>Satra Buildcon Private Limited</li> <li>Satra Estate Development Private Limited</li> <li>Satra Lifestyles Private Limited</li> <li>Satra Infrastructure and Land Developers Private Limited</li> <li>Satra International Realtors Limited</li> <li>Satra Realty and Builders Limited</li> <li>RRB Realtors Private Limited</li> <li>Satra Re-Development Company Limited</li> <li>Satra Property Development Private Limited</li> <li>Shravan Developers Private Limited</li> <li>Savla Realtors and Developers Private Limited</li> <li>Satra Retail Private Limited</li> <li>C. Bhansali Developers Private Limited</li> </ol> <p><b>Chairmanship of Committees:</b></p> <ol style="list-style-type: none"> <li><b>Satra Properties (India) Limited-</b> <ol style="list-style-type: none"> <li>Corporate Social Responsibility Committee</li> </ol> </li> <li><b>Satra Property Developers Private Limited-</b> <ol style="list-style-type: none"> <li>Corporate Social Responsibility Committee</li> </ol> </li> </ol>	<p><b>A. Directorships:</b></p> <ol style="list-style-type: none"> <li>Satra Properties (India) Limited</li> <li>Satra Property Developers Private Limited</li> <li>Satra Buildcon Private Limited</li> <li>Satra Estate Development Private Limited</li> <li>Satra Lifestyles Private Limited</li> <li>Satra Infrastructure and Land Developers Private Limited</li> <li>Satra Realty and Builders Limited</li> <li>RRB Realtors Private Limited</li> <li>Satra Re-Development Company Limited</li> <li>Satra Property Development Private Limited</li> <li>Shravan Developers Private Limited</li> </ol> <p><b>Membership of Committees:</b></p> <ol style="list-style-type: none"> <li><b>Satra Properties (India) Limited-</b> <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination and Remuneration Committee</li> <li>Stakeholders Relationship Committee</li> <li>Corporate Social Responsibility Committee</li> </ol> </li> <li><b>Satra Property Developers Private Limited-</b> <ol style="list-style-type: none"> <li>Corporate Social Responsibility Committee</li> </ol> </li> </ol> <p><b>Chairmanship of Committees:</b></p> <ol style="list-style-type: none"> <li>Satra Property Developers Private Limited- <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination and Remuneration Committee</li> </ol> </li> </ol>
Shareholding details held in the Company	7,37,98,106 Equity Shares	NIL



Name of Directors	Mr. Praful N. Satra	Mr. Rajan P. Shah
Disclosure of relationships between directors inter-se and Manager and other Key Managerial Personnel of the company	None	None
Terms and conditions of appointment or re-appointment	Subject to the superintendence, control and direction of the Board of Directors, Mr. Praful N. Satra, Managing Director shall carry out the job assigned to him from time to time in respect of the ongoing as well as future projects of the Company and shall exercise the powers conferred on him / delegated to him by the Board from time to time, subject to such restrictions and limitations as the Board may impose. He shall also inform about the progress of the aforesaid project(s) periodically to the Board.	Non-Executive, Non-Independent Director-liable to retire by rotation
Details of remuneration sought to be paid and the remuneration last drawn by such person	Remuneration sought to be paid: NIL Remuneration last drawn by such person: NIL (During the Financial Year 2015-16)	Remuneration sought to be paid: NIL Remuneration last drawn by such person: NIL (During the Financial Year 2015-16)
Number of Meetings of the Board attended during the financial year 2015-16	5	4

**By Order of the Board of Directors  
For Satra Properties (India) Limited**

**Manan Y. Udani**  
**Company Secretary**  
Mumbai, 12 August 2016

**Registered Office:**  
Dev Plaza, 2<sup>nd</sup> Floor,  
Opp. Andheri Fire Station,  
S.V. Road, Andheri (West),  
Mumbai – 400 058



## SATRA PROPERTIES (INDIA) LIMITED

Registered Office: Dev Plaza, 2<sup>nd</sup> Floor, Opp. Andheri Fire Station, S.V. Road, Andheri (West), Mumbai - 400 058  
Tel.: 022 - 2671 9999 Fax: 022 - 2620 3999 Email: info@satraproperties.in CIN: L65910MH1983PLC030083  
Website: www.satraproperties.in

### ATTENDANCE SLIP

DP ID\*

Regd. Folio No.:

Client ID\*

No. of Shares held:

Full Name of the Member (in Block letters) \_\_\_\_\_

Name of the Proxy \_\_\_\_\_

(To be filled-in if the Proxy Form has been duly deposited with the Company)

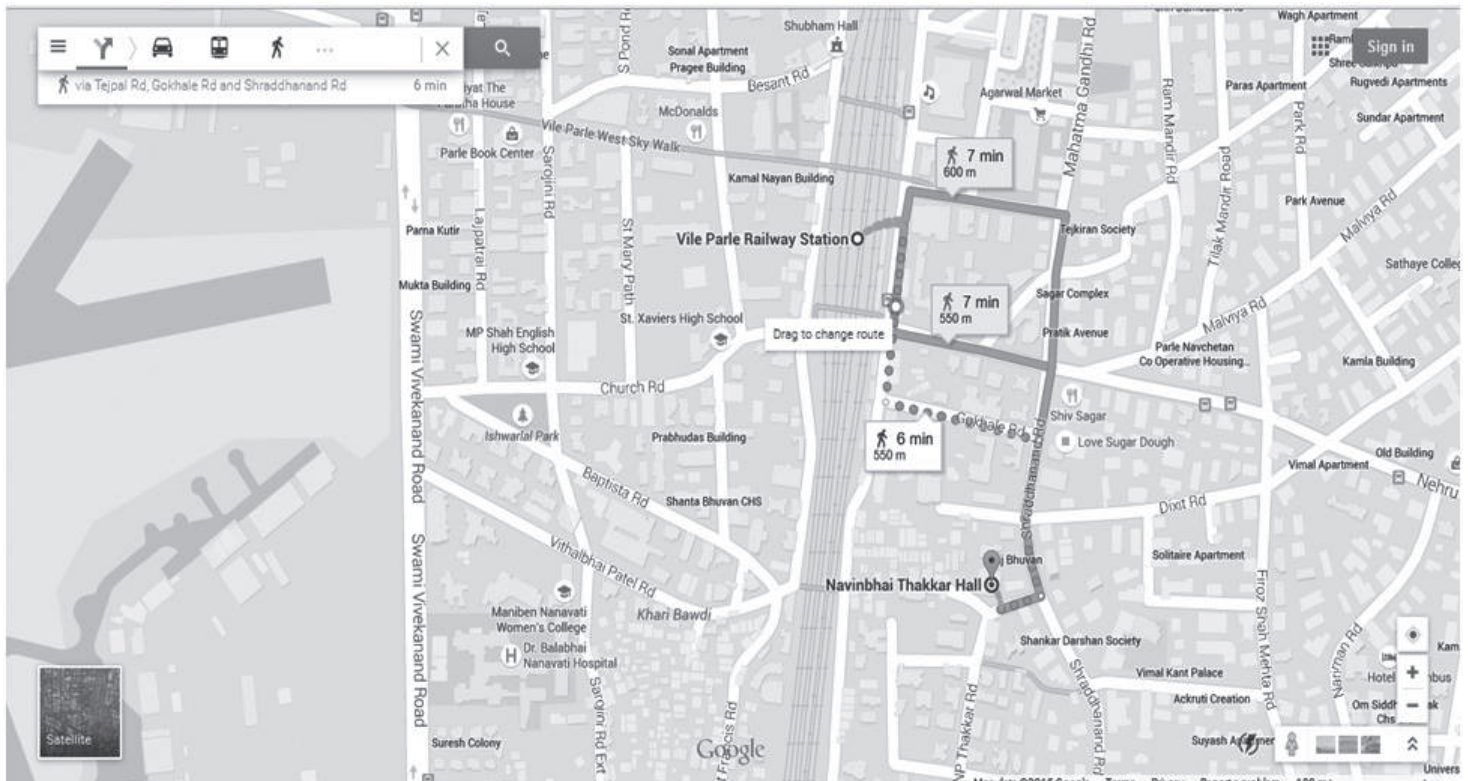
I hereby record my presence at the **33<sup>rd</sup> Annual General Meeting** of the Company at Navinbhai Thakkar Hall, Ground Floor, Shradhanand Road, Vile Parle (East), Mumbai – 400 057 on Friday, 30 September 2016 at 11.30 a.m.

\_\_\_\_\_  
Signature of Shareholder / Proxy

\* Applicable for members holding shares in electronic form.

*Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the Annual General Meeting.*

### ROUTE MAP







## SATRA PROPERTIES (INDIA) LIMITED

**Registered Office:** Dev Plaza, 2<sup>nd</sup> Floor, Opp. Andheri Fire Station, S.V. Road, Andheri (West), Mumbai - 400 058  
**Tel.:** 022 - 2671 9999 **Fax:** 022 - 2620 3999 **Email:** info@satraproperties.in **CIN:** L65910MH1983PLC030083  
**Website:** www.satraproperties.in

### PROXY FORM (MGT- 11)

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

CIN : L65910MH1983PLC030083

Name of the Company : Satra Properties (India) Limited

**Registered Office :** Dev Plaza, 2<sup>nd</sup> Floor, Opp. Andheri Fire Station, S.V. Road, Andheri (West), Mumbai - 400 058.

Name of the Member (s) :  
Registered address :  
E-mail Id :  
Folio No. / Client Id :  
DP ID :

I / We, being the member (s) of \_\_\_\_\_ Shares of the above named Company, hereby appoint:

- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email Id: \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him
- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email Id: \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him
- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email Id: \_\_\_\_\_  
Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **33<sup>rd</sup> Annual General Meeting** of the Company, to be held on Friday, 30 September 2016 at 11.30 a.m. at Navinbhai Thakkar Hall, Ground Floor, Shraddhanand Road, Vile Parle (East), Mumbai – 400 057 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	For*	Against*
<b>ORDINARY BUSINESS</b>			
1	To receive, consider and adopt (a) the standalone financial statements of the Company for the financial year ended 31 March 2016, including the audited Balance Sheet as at 31 March 2016, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon; and (b) the consolidated financial statements of the Company for the financial year ended 31 March 2016 including the report of the Auditors thereon		
2.	To declare Dividend on Equity Shares for the financial year 2015-16		
3.	To appoint a director in place of Mr. Rajan P. Shah (DIN: 00053917), who retires by rotation and being eligible, offers himself for re-appointment		
4.	To ratify the appointment of Statutory Auditors and fix their remuneration		
<b>SPECIAL BUSINESS</b>			
5.	Re-appointment of Mr. Praful N. Satra (DIN: 00053917), as Managing Director of the Company		
6.	Approval of existing material related party transactions		
7.	Approval of existing related party transactions		
8.	Approval of transactions with related parties being wholly owned subsidiaries/step down wholly owned subsidiary		
9.	Approval of proposed transactions with related parties		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of first Proxy holder(s)

Affix  
Revenue  
Stamp of not  
less than ₹ 1

#### Note:

- 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.**
- A proxy need not be a member of the Company. A person can act as a proxy on behalf 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. 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 for his entire shareholding and such person shall not act as a proxy for any other person or shareholder.
- Please put a '√' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.