

SATRA PROPERTIES (INDIA) LIMITED

Registered Office: Dev Plaza, 2nd 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 Fourth Annual General Meeting of the members of **Satra Properties (India) Limited** will be held on **Thursday, 28 September 2017** at **4.00 p.m.** at **Navinbhai Thakkar Hall, Ground Floor, Shraddhanand 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 2017, including the audited Balance Sheet as at 31 March 2017, 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 2017 including the report of the Auditors thereon.
- To declare Dividend on Equity Shares for the financial year 2016-17.
- To appoint a director in place of Mr. Praful N. Satra (DIN: 00053900), 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 2018 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:

- Appointment of Mr. Rushabh P. Satra (DIN: 06608627) as a Non-Executive 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 Section 152 read with all other applicable provisions of the

Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time), Mr. Rushabh P. Satra (DIN: 06608627), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 24 October 2016 pursuant to Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, who being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director and who holds office upto the date of this Annual General Meeting of the Company, be and is hereby appointed as a Non-Executive Director of the Company and whose term of office shall be liable to retire by rotation."

- Ratification of Remuneration payable to Mr. Prasad Krishna Sawant, Cost Auditor for the Financial year 2017-18:

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time), the members hereby ratify the remuneration of ₹ 60,000/- (Rupees Sixty Thousand Only) plus applicable taxes and actual out of pocket expenses to Mr. Prasad Krishna Sawant, Cost Accountant [Firm Registration No. 100725], who was appointed as the Cost Auditor to conduct the audit of cost records for the financial year 2017-18.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized on behalf of the Company to do all such acts and deeds and take all such steps as may be necessary, proper or desirable in order to give effect to the aforesaid resolution."

- Approval of charges for service of documents on the shareholders:

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

"RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time) whereby a document may be served on any shareholder by the Company by sending it to him by post or by registered post or by speed post or by courier or by delivery to his office or address or by electronic or other mode as may be prescribed, the consent of the members be and is hereby accorded to charge from the shareholder, the fee in advance, equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made

by the shareholder for delivery of such document to him, through a particular mode of service mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized on behalf of the Company to do all such acts and deeds and take all such steps as may be necessary, proper or desirable 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, 9 August 2017

Registered Office:
Dev Plaza, 2nd 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 7 is appended hereto. Additional information pursuant to the Regulation 26 and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {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 fourth Annual General Meeting (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
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 (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 Friday, 22 September 2017 to Thursday, 28 September 2017 (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 4 October 2017 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 (NSDL) and CDSL as of the close of the business hours on Thursday, 21 September 2017 (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 Thursday, 21 September 2017 (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 (**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 (**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 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 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 (**NECS**), Electronic Clearing Services (**ECS**), National Automated Clearing House (**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 2016-17 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 2016-17 will be available on the website of the Company - www.satraproperties.in and website of BSE Limited - www.bseindia.com. Notice of the AGM will also be available on the website of CDSL - www.cdslindia.com. Members who require communication in physical form in addition to e-communication, may write to us at : 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 for receiving all communication 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 (**IEPF**) established by the Central Government.

Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), came into with effect from 7 September 2016, also contain similar provisions for transfer of such amounts to the IEPF. 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 |
| 31.03.2016 | 30.09.2016 | 29.11.2023 | Final Dividend |

Further, as per Section 124(6) of the Companies Act, 2013 read with the IEPF Rules as amended, all shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more are liable to be transferred to IEPF Demat Account notified by the Authority in the prescribed manner.

The Company has sent individual notices to all the shareholders whose dividends are lying unpaid/unclaimed against their name for seven consecutive years or more and also advertised on the Newspapers seeking action from the shareholders. The information on unclaimed dividend is also posted on the website of the Company - www.satraproperties.in. Shareholders are requested to claim the same as per procedure laid down in the IEPF Rules. In case the dividends are not claimed by the due date(s), necessary steps will be initiated by the Company to transfer shares held by the members to IEPF without further notice. It may also be noted that all subsequent corporate benefits that may accrue in relation to the above shares will also be credited to the said IEPF Suspense Account.

Please note that no claim shall lie against the Company in respect of the shares / dividend so transferred to the Authority. Upon transfer of your shares / dividend, you may claim from the Authority both the unclaimed dividend amount and the shares by making an application in prescribed Form IEPF-5 online and by sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents enumerated in the Form IEPF - 5.

The Rules and the application form (Form IEPF - 5), as prescribed by the Ministry of Corporate Affairs for claiming back the shares/dividend, are available on website of the Ministry of Corporate Affairs at www.iepf.gov.in.

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. Thursday, 21 September 2017.
- (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, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai - 400 059. Contact Person: Mr. Praful Shah. Telephone No. 022- 42270400; Email: prafuls@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 results 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 alongwith the Scrutinizer's Report shall be placed on the Company's website viz. www.satraproperties.in, on the agency's website i.e. Central Depository Services (India) Limited 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 Monday, 25 September 2017 at 9.00 a.m. and ends on Wednesday, 27 September 2017 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. Thursday, 21 September 2017 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 | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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. • 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. |

| | For Members holding shares in Demat Form and Physical Form |
|--|---|
| Dividend Bank Details OR Date of Birth (DOB) | <p>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.</p> <ul style="list-style-type: none"> • 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). |

- (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 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.

(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 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.
- 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 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. Thursday, 21 September 2017 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

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

Manan Y. Udani
Company Secretary
Mumbai, 9 August 2017

Registered Office:
Dev Plaza, 2nd 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 of the Company, pursuant to the provisions of Section 161 of the Companies Act, 2013 **(the Act)** read with Articles of Association of the Company, appointed Mr. Rushabh P. Satra (DIN: 06608627) as an Additional Director of the Company with effect from 24 October 2016 to hold office upto the date of this Annual General Meeting.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a member along with a deposit of ₹ 1,00,000/- proposing his candidature for the office of Director, whose term of office shall be liable to retire by rotation, to be appointed as such under the provisions of Section 152 and any other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014. The Company has received the following from Mr. Rushabh P. Satra:

- (i) Consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014.
- (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under section 164(2) of the Act confirming his eligibility for such appointment.

Mr. Rushabh P. Satra is BBA from Kingston University, London having more than 3 years of experience in Real Estate and Construction Industry. Keeping in view his expertise and knowledge, his appointment will be immensely benefit the Company.

Additional information pursuant to Regulation 26 and 36(3) of the SEBI (LODR) Regulations, 2015 and the details as required under SS-2 (Secretarial Standard-2 on "General Meetings") of persons seeking appointment as Director are furnished and forms part of Notice.

The Board of Directors of your Company recommends the Resolution set out in Item No. 5 of the accompanying Notice for the approval of shareholders of the Company as an Ordinary Resolution.

Except Mr. Rushabh P. Satra himself and his father Mr. Praful N. Satra, Chairman and Managing Director (Key Managerial Personnel), none of the Directors, 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. 6:

Pursuant to the recommendation made by the Audit Committee, the Board of Directors of the Company in its meeting held on 9 August 2017 has approved the appointment and remuneration

of Mr. Prasad Krishna Sawant, Cost Accountant (Firm Registration Number: 100725) as the Cost Auditor for conducting Cost Audit of Company for the Financial Year 2017-18 for the annual remuneration of ₹ 60,000/- (Rupees Sixty Thousand Only) plus applicable taxes and actual out of pocket expenses incurred in relation to performance of the duties.

In accordance with the provision(s) of Section 148 of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the shareholders of the Company. Accordingly, consent of the shareholders is being sought for passing an Ordinary Resolution in this regard viz. for ratification of the remuneration of ₹ 60,000/- payable to the Cost Auditor for conducting the audit of cost records of the Company for financial year 2017-18.

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

None of the Directors, 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:

As per the provisions of Section 20 of the Companies Act, 2013, a shareholder may request for any document through a particular mode, for which the shareholder shall pay such fees as may be determined by the Company in its Annual General Meeting. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., it is therefore proposed that actual expense borne by the Company for such dispatch will be paid in advance by the shareholder to the Company.

Accordingly, consent of the shareholders is sought for passing the Resolution set out in Item No. 7 of the accompanying Notice relating to service / delivery of documents to the shareholders of the Company by way of a particular mode as per request received from concerned member(s).

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

None of the Directors, 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.

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

| Name of Directors | Mr. Praful N. Satra | Mr. Rushabh P. Satra |
|---|---|--|
| Date of Birth | 18.09.1964 | 07.01.1994 |
| First Date of Appointment as Director | 01.06.2005 | 24.10.2016 |
| Qualifications | HSC | BBA from Kingston University, London |
| A brief resume of the directors/ Experience. | Mr. Praful N. Satra, aged 52 years has a total experience of over 32 years in domestic and international business which includes 17 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. Rushabh P. Satra, aged 23 years has a total experience of over 3 years in Real Estate and Construction Industry. He has been assisting the management of Satra Group in Finance functions and Project execution. |
| Nature of expertise in specific functional areas | Wide experience in the Real estate Industry | 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 as at 31 March 2017 | <p>A. Directorships:</p> <ol style="list-style-type: none"> Satra Properties (India) Limited Satra Property Developers Private Limited Satra Buildcon Private Limited Satra Estate Development Private Limited Satra Lifestyles Private Limited Satra Infrastructure and Land Developers Private Limited Satra International Realtors Limited Satra Realty and Builders Limited RRB Realtors Private Limited Satra Re-Development Company Limited Satra Property Development Private Limited Shravan Developers Private Limited Savla Realtors and Developers Private Limited Satra Retail Private Limited C. Bhansali Developers Private Limited <p>Chairmanship of Committees:</p> <ol style="list-style-type: none"> Satra Properties (India) Limited - <ol style="list-style-type: none"> Corporate Social Responsibility Committee Satra Property Developers Private Limited - <ol style="list-style-type: none"> Corporate Social Responsibility Committee Satra Realty and Builders Limited - <ol style="list-style-type: none"> Audit Committee Nomination and Remuneration Committee | <p>A. Directorships:</p> <ol style="list-style-type: none"> Satra Properties (India) Limited Satra Property Developers Private Limited Satra Estate Development Private Limited Satra Infrastructure and Land Developers Private Limited Satra Lifestyles Private Limited Satra Realty and Builders Limited Satra Re-Development Company Limited Satra Land Development Private Limited Satra Infrastructure Development Private Limited Shravan Developers Private Limited <p>Membership of Committees:</p> <p>Satra Properties (India) Limited -</p> <ol style="list-style-type: none"> Corporate Social Responsibility Committee <p>Satra Property Developers Private Limited -</p> <ol style="list-style-type: none"> Corporate Social Responsibility Committee <p>Chairmanship of Committees:</p> <p>Satra Property Developers Private Limited -</p> <ol style="list-style-type: none"> Audit Committee Nomination and Remuneration Committee |



| Name of Directors | Mr. Praful N. Satra | Mr. Rushabh P. Satra |
|--|--|---|
| Shareholding details held in the Company as at 31 March 2017 | 5,27,98,106 Equity Shares | 2,70,00,000 Equity Shares |
| Disclosure of relationships between directors inter-se and Manager and other Key Managerial Personnel of the Company | Father of Mr. Rushabh P. Satra (Additional Director) in terms of the definition of 'relative' given in the Companies Act, 2013 | Son of Mr. Praful N. Satra (Chairman and Managing Director, Key Managerial Personnel) in terms of the definition of 'relative' given in the Companies Act, 2013 |
| Terms and conditions of appointment or re-appointment | As approved by the members in the 33 rd Annual General Meeting held on 30 September 2016 and terms and conditions as laid down in the agreement entered between the Company and Mr. Praful N. Satra | 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 2016-17) | Remuneration sought to be paid: NIL Remuneration last drawn by such person: NIL (During the Financial Year 2016-17) |
| Number of Meetings of the Board attended during the financial year 2016-17 | 7 | 2 |

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

Manan Y. Udani

Company Secretary
Mumbai, 9 August 2017

Registered Office:

Dev Plaza, 2nd Floor,
Opp. Andheri Fire Station,
S.V. Road, Andheri (West),
Mumbai – 400 058.



SATRA PROPERTIES (INDIA) LIMITED

Registered Office: Dev Plaza, 2nd 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 **34th Annual General Meeting** of the Company at Navinbhai Thakkar Hall, Ground Floor, Shradhdhanand Road, Vile Parle (East), Mumbai - 400 057 on Thursday, 28 September 2017 at 4.00 p.m.

Signature of Shareholder / Proxy

* Applicable for members holding shares in electronic form.

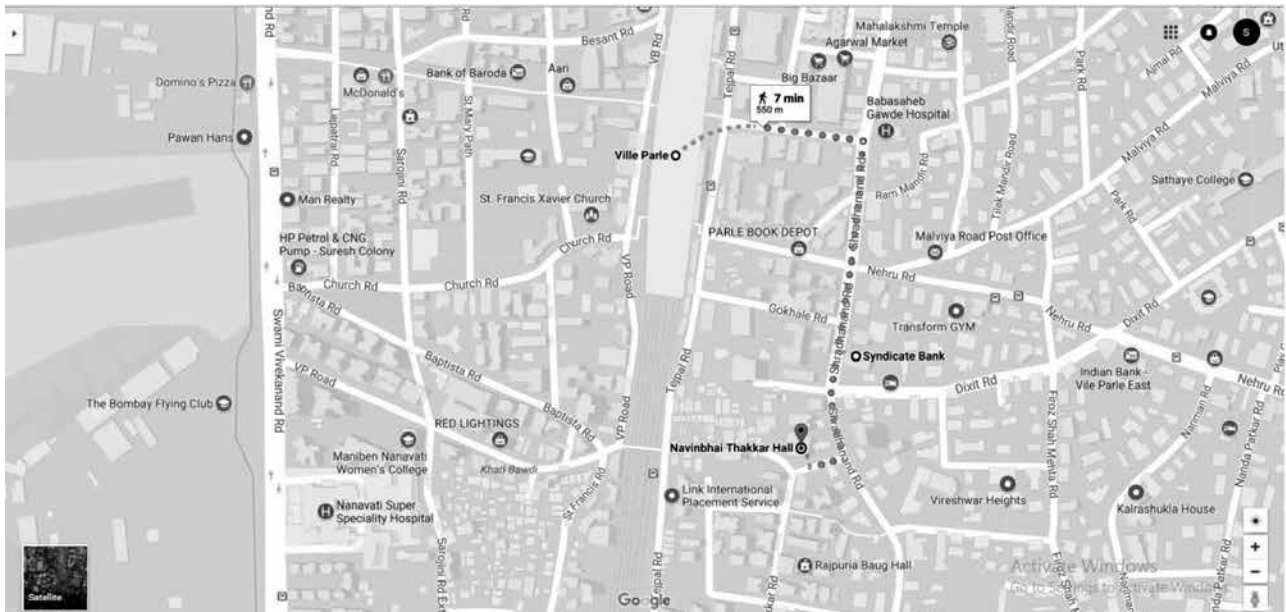
Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the Annual General Meeting.

ROUTE MAP TO THE ANNUAL GENERAL MEETING VENUE

Venue: Navinbhai Thakkar Hall, Ground Floor, Shradhdhanand Road, Vile Parle (East), Mumbai – 400 057

Landmark: Near Syndicate Bank
Distance from Vile Parle Station - 0.5 km

Day, Date and Time: Thursday, 28 September 2017 at 4.00 p.m.





SATRA PROPERTIES (INDIA) LIMITED

Registered Office: Dev Plaza, 2nd 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, 2nd 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/her
- Name: _____
Address: _____
Email Id: _____
Signature: _____, or failing him/her
- 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 **34th Annual General Meeting** of the Company, to be held on Thursday, 28 September 2017 at 4.00 p.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* |
|--------------------------|---|------|----------|
| ORDINARY BUSINESS | | | |
| 1 | To receive, consider and adopt, a) the standalone financial statements of the Company for the financial year ended 31 March 2017, including the audited Balance Sheet as at 31 March 2017, 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 2017 including the report of the Auditors thereon | | |
| 2. | To declare Dividend on Equity Shares for the financial year 2016-17 | | |
| 3. | To appoint a director in place of Mr. Praful N. Satra (DIN 00053900), who retires by rotation and being eligible, offers himself for re-appointment | | |
| 4. | To ratify the appointment of Statutory Auditors and fix their remuneration | | |
| SPECIAL BUSINESS | | | |
| 5. | To appoint Mr. Rushabh P. Satra (DIN 06608627), as a Non-Executive Director of the Company | | |
| 6. | Ratification of Remuneration payable to Mr. Prasad Krishna Sawant, Cost Auditor for the Financial year 2017-18 | | |
| 7. | Approval of charges for service of documents on the shareholders | | |

Signed this _____ day of _____ 2017

Signature of Shareholder

Signature of Proxy holder(s)

| |
|--|
| Affix Revenue Stamp of not less than ₹ 1 |
|--|

Notes:

- 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 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.
- *3. 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.