

Notice

Notice is hereby given that the Thirty Fifth Annual General Meeting of the members of **Satra Properties (India) Limited** will be held on **Friday, 28 September 2018 at 11.30 a.m.** at Chatwani Baug, 7, Gokhale Road, Near Vile Parle Station, Vile Parle (East), Mumbai – 400057, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt
 - (a) the standalone financial statements of the Company for the financial year ended 31 March 2018, including the audited Balance Sheet as at 31 March 2018, 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 2018 including the report of the Auditors thereon.
2. 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.

Special Business:

3. Sale / transfer / disposal of Investment held in wholly owned material subsidiary of the Company - Satra Estate Development Private Limited:

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

“RESOLVED THAT pursuant to Regulation 24(5) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions 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 approval of the Audit Committee and the Board of Directors and subject to the Memorandum and Articles of Association of the Company and necessary approvals, consents, permissions and sanctions required, if any by any appropriate authorities and subject to such terms, conditions, amendments or modifications as may be prescribed by any such appropriate authorities, the consent of the members of the Company be and is hereby accorded for divestment of the entire shareholding comprising of 40,000 no. of equity shares of ₹ 10/- each held and owned by the Company in its wholly owned material subsidiary - Satra Estate Development Private Limited to Mr. Praful N. Satra and Mr. Rushabh P. Satra, being related parties as defined under section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by way of sale / transfer / disposal either in whole or in part or in one or more tranches for an aggregate consideration of ₹ 4 Lacs on such terms and conditions and with

such modifications as may be required as the Board of Directors (which shall deem to include any Committee which the Board of Directors may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) may deem fit and appropriate in the interest of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized on behalf of the Company to negotiate, finalize, vary and settle the terms and conditions of the proposed divestment, and execute the share purchase agreement and such other agreements, deeds, applications and related documents as may be required and subsequent modifications thereto 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 the power to sub-delegate and take all necessary steps as it may in its absolute discretion and in the best interest of the Company deem necessary, desirable or expedient from time to time in order to give effect to the aforesaid resolution.”

4. Sale / transfer / disposal of Investment held in wholly owned material subsidiary of the Company - Satra Lifestyles Private Limited:

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

“RESOLVED THAT pursuant to Regulation 24(5) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions 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 approval of the Audit Committee and the Board of Directors and subject to the Memorandum and Articles of Association of the Company and necessary approvals, consents, permissions and sanctions required, if any by any appropriate authorities and subject to such terms, conditions, amendments or modifications as may be prescribed by any such appropriate authorities, the consent of the members of the Company be and is hereby accorded for divestment of the entire shareholding comprising of 40,000 no. of equity shares of ₹ 10/- each held and owned by the Company in its wholly owned material subsidiary - Satra Lifestyles Private Limited to Mr. Praful N. Satra and Mr. Rushabh P. Satra, being related parties as defined under section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by way of sale / transfer / disposal either in whole or in part or in one or more tranches for an aggregate consideration of ₹ 4 Lacs on such terms and conditions and with such modifications as may be required as the Board of Directors (which shall deem to include any Committee which the Board of Directors may have constituted or hereinafter constitute to exercise its powers

including the power conferred by this resolution) may deem fit and appropriate in the interest of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized on behalf of the Company to negotiate, finalize, vary and settle the terms and conditions of the proposed divestment, and execute the share purchase agreement and such other agreements, deeds, applications and related documents as may be required and subsequent modifications thereto 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 the power to sub-delegate and take all necessary steps as it may in its absolute discretion and in the best interest of the Company deem necessary, desirable or expedient from time to time in order to give effect to the aforesaid resolution.”

5. Approval of transactions with related parties being a Director and his relatives:

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 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and relevant rules made thereunder and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 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 contracts/ agreements/ arrangements/ transactions, whether material or not, and to approve all the contracts/ agreements/ arrangements/ transactions to be entered into by the Company from the financial year 2018-19 onwards with the following related parties as defined under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name/Category of Related Parties	Nature of Transactions	Amount
Mr. Praful N. Satra - Director	<ol style="list-style-type: none"> Giving/Taking of advances Sale, purchase or supply of any goods or materials directly or through appointment of agent Selling, leasing or otherwise disposing of or buying property of any kind, directly or through appointment of agent Availing or rendering of any services, directly or through appointment of agent including Works Contracts, Labour Contracts and Other Contracts Appointment to any office or place of profit in the Company, its subsidiary Company or associate Company 	₹ 100 Crores
Mrs. Minaxi P. Satra - relative of Mr. Praful N. Satra, Director	<ol style="list-style-type: none"> Giving/Taking of advances Sale, purchase or supply of any goods or materials directly or through appointment of agent Selling, leasing or otherwise disposing of or buying property of any kind, directly or through appointment of agent Availing or rendering of any services, directly or through appointment of agent including Works Contracts, Labour Contracts and Other Contracts Appointment to any office or place of profit in the Company, its subsidiary Company or associate Company 	₹ 50 Crores
Mr. Rushabh P. Satra - relative of Mr. Praful N. Satra, Director	<ol style="list-style-type: none"> Giving/Taking of advances Sale, purchase or supply of any goods or materials directly or through appointment of agent Selling, leasing or otherwise disposing of or buying property of any kind, directly or through appointment of agent Availing or rendering of any services, directly or through appointment of agent including Works Contracts, Labour Contracts and Other Contracts Appointment to any office or place of profit in the Company, its subsidiary Company or associate Company 	₹ 50 Crores

Name/Category of Related Parties	Nature of Transactions	Amount
Ms. Vrutika P. Satra - relative of Mr. Praful N. Satra, Director	<ol style="list-style-type: none"> Giving/Taking of advances Sale, purchase or supply of any goods or materials directly or through appointment of agent Selling, leasing or otherwise disposing of or buying property of any kind, directly or through appointment of agent Availing or rendering of any services, directly or through appointment of agent including Works Contracts, Labour Contracts and Other Contracts Appointment to any office or place of profit in the Company, its subsidiary Company or associate Company 	₹ 50 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 subsequent modifications thereto 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 the power to sub-delegate and take all necessary steps as it may in its absolute discretion and in the best interest of the Company deem necessary, desirable or expedient from time to time in order to give effect to the aforesaid resolution.”

6. Approval of 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 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and relevant rules made thereunder and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 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 contracts/ agreements/ arrangements/ transactions, whether material or not, and to approve all the contracts/ agreements/ arrangements/ transactions to be entered into by the Company from the financial year 2018-19 onwards with the following related parties as defined under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name/Category of Related Parties	Nature of Transactions	Amount
C. Bhansali Developers Private Limited - Associate Company	<ol style="list-style-type: none"> Giving/Taking of advances Sale, purchase or supply of any goods or materials directly or through appointment of agent Selling, leasing or otherwise disposing of or buying property of any kind, directly or through appointment of agent Availing or rendering of any services, directly or through appointment of agent including Works Contracts, Labour Contracts and Other Contracts 	₹ 100 Crores
Satra Retail Private Limited – Company in which Director or his relatives are interested	<ol style="list-style-type: none"> Giving/Taking of advances Sale, purchase or supply of any goods or materials directly or through appointment of agent Selling, leasing or otherwise disposing of or buying property of any kind, directly or through appointment of agent Availing or rendering of any services, directly or through appointment of agent including Works Contracts, Labour Contracts and Other Contracts 	₹ 100 Crores



Name/Category of Related Parties	Nature of Transactions	Amount
Satra Land Development Private Limited - Company in which Director or his relatives are interested	<ol style="list-style-type: none"> Giving/Taking of advances Sale, purchase or supply of any goods or materials directly or through appointment of agent Selling, leasing or otherwise disposing of or buying property of any kind, directly or through appointment of agent Availing or rendering of any services, directly or through appointment of agent including Works Contracts, Labour Contracts and Other Contracts 	₹ 100 Crores
Satra Infrastructure Development Private Limited - Company in which Director or his relatives are interested	<ol style="list-style-type: none"> Giving/Taking of advances Sale, purchase or supply of any goods or materials directly or through appointment of agent Selling, leasing or otherwise disposing of or buying property of any kind, directly or through appointment of agent Availing or rendering of any services, directly or through appointment of agent including Works Contracts, Labour Contracts and Other Contracts 	₹ 50 Crores
Satra Re-Development Company Limited - Company in which Director along with his relatives are interested	<ol style="list-style-type: none"> Giving/Taking of advances Sale, purchase or supply of any goods or materials directly or through appointment of agent Selling, leasing or otherwise disposing of or buying property of any kind, directly or through appointment of agent Availing or rendering of any services, directly or through appointment of agent including Works Contracts, Labour Contracts and Other Contracts 	₹ 50 Crores
Prime Developers - A firm in which a Director or his relatives are interested	<ol style="list-style-type: none"> Giving/Taking of advances Sale, purchase or supply of any goods or materials directly or through appointment of agent Selling, leasing or otherwise disposing of or buying property of any kind, directly or through appointment of agent Availing or rendering of any services, directly or through appointment of agent including Works Contracts, Labour Contracts and Other Contracts 	₹ 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 subsequent modifications thereto 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 the power to sub-delegate and take all necessary steps as it may in its absolute discretion and in the best interest of the Company deem necessary, desirable or expedient from time to time in order to give effect to the aforesaid resolution.”

7. Ratification of Remuneration payable to Mr. Prasad Krishna Sawant, Cost Auditor for the Financial Year 2018-19:

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

“RESOLVED THAT pursuant to the provisions of Section 148 and 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 Cost Auditor to conduct the audit of cost records for the financial year 2018-19.

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.”

8. Appointment of Mrs. Rubina K. Kalyani (DIN: 08197171) 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 and 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), Mrs. Rubina K. Kalyani (DIN: 08197171) who was appointed as an Additional Director (Non-Executive category) of the Company by the Board of Directors with effect from 13 August 2018 pursuant to provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who being eligible offers herself for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing her 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 Non-Executive Director of the Company and whose term of office shall be liable to retire by rotation.”

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

Manan Y. Udani

Company Secretary
Mumbai, 13 August 2018

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. 3 to 8 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) Regulation, 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. The requirement to place the matter relating to appointment of Statutory Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated 7 May 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution

is proposed for ratification of appointment of Statutory Auditors, who were appointed in the Annual General Meeting held on 27 September 2014.

3. **A Member entitled to attend and vote at the thirty fifth 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.
4. 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.
5. 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
6. 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.

7. 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. 22. 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.

8. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 21 September 2018 to Friday, 28 September 2018 (both days inclusive) for the purpose of AGM.
9. 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.
10. Members are requested to bring their copies of Annual report.
11. 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.
12. 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.
Non-Resident Indian members are requested to inform ACSPL immediately on:
 - a) the change in residential status on return to India for permanent settlement; and
 - b) the particulars of the bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank, if not furnished earlier.
13. 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.
14. Securities and Exchange Board of India (SEBI) had notified amendments dated 8 June 2018 to Regulation 40 of SEBI (LODR) Regulations, 2015 effective from 5 December 2018 instructing that shares held in physical form will not be transferred to any other person unless the shares are held in dematerialized form. Only transmission or transposition of securities would be carried out if the shares are held in physical form. In view of the above and to avail various benefits of dematerialization, members holding shares in physical form are requested to approach DP and get their shares converted into dematerialized form. Members can contact the Company or ACSPL for assistance in this regard.
15. SEBI has also mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DP with whom they are maintaining their demat accounts. Members holding the shares in physical form can submit their PAN details (along with self attested copy of PAN Card) to the Company/ACSPL.
Further shareholders whose ledger folios / have incomplete details with respect to PAN and Bank particulars are mandatory required to furnish these details to the Company/ ACSPL for registration in the folio.
16. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose email 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 email addresses, physical copies are being sent by the permitted mode.
17. Members may also note that the Notice of the AGM and the Annual Report 2017-18 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
18. Members who are holding shares in physical form and have not registered their email addresses are requested to register the same on the email address - info@adroitcorporate.com for receiving all communication including Annual Report, Notices, Circulars etc. electronically, in order to support the 'Green Initiative'.
19. 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 to the date of declaration of results of the AGM.
20. 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.
21. Pursuant to Section 123 and 124, and other applicable provisions, if any, of the Companies Act, 2013, all

dividend remaining unclaimed/unpaid for a period of seven years from the date they become due for payment, are required to be transferred to Investor Education and Protection Fund (IEPF). 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 this regard, the Company informs the concerned Members through letter(s) and subsequently through publication of Notice(s) in Newspapers advising them to claim their unclaimed/unpaid dividend from the Company within the stipulated time period. The Company also uploads on its website, i.e. www.satraproperties.in, the complete list of members alongwith relevant details pertaining to unclaimed / unpaid dividend for seven consecutive years or more. Members may view the aforesaid details on www.satraproperties.in under the 'Investor Relationship' category. Accordingly, all unclaimed/unpaid dividend for a period of seven years from the date they become due for payment, have been transferred to the IEPF Authority.

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
31.03.2011	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
31.03.2017	28.09.2017	27.11.2024	Final Dividend

Members are being informed that once the unclaimed/unpaid dividend is transferred to the account of IEPF and shares are transferred to the Demat account of IEPF authority, they would be entitled to claim such unclaimed/unpaid dividend and shares including all subsequent corporate benefits, if any, accruing on such shares from the IEPF Authority by making an application in the prescribed Form IEPF 5 online and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with the requisite documents to the Registered Office of the Company for verification of their claim. 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 Ministry of Corporate Affairs at www.iepf.gov.in

22. 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, 21 September 2018.
- (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. Sandeep Holam. Telephone No. 022-42270400; Email: sandeeph@adroitcorporate.com.
- (F) Mr. Dharmesh Zaveri, Practicing Company Secretary of D. M. Zaveri & Co., Mumbai 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 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. 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 Tuesday, 25 September 2018 at 9.00 a.m. and ends on Thursday, 27 September 2018 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, 21 September 2018 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"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number (Mentioned in name and address sticker) in the PAN field.
Dividend Bank Details OR 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"> • If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details filed 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 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 be 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. Friday, 21 September 2018 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 or call 1800225533.
- (xxiii) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.
- By Order of the Board of Directors
For Satra Properties (India) Limited**
- Manan Y. Udani**
Company Secretary
Mumbai, 13 August 2018
- 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. 3:

Satra Estate Development Private Limited (**SEDPL**) is a Wholly Owned Material Subsidiary of Satra Properties (India) Limited (**SPIL**). The paid up capital of SEDPL consists of 40,000 no. of equity shares of ₹ 10/- each wherein SPIL holds entire equity shareholding. As a part of restructuring of subsidiaries and looking into prospects in overall interest of the Company, the Board of Directors (hereinafter referred to as “**the Board**” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers) at their meeting held on 13 August 2018 decided to divest its entire shareholding of SPIL held in SEDPL.

Pursuant to Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 no Company can dispose of shares in its material subsidiary resulting in reduction of its shareholding to less than fifty percent or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting. Further, the Company had vide Postal Ballot on 27 August 2014 obtained approval of the shareholders pertaining to Section 180(1)(a) of the Companies Act, 2013 to sell, lease or otherwise dispose of whole or substantially the whole of any undertaking of the Company. The Special resolution set out above further enables the Board to sell / transfer / dispose shareholding of SPIL held in SEDPL.

Mr. Praful N. Satra and Mr. Rushabh P. Satra, being related parties as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time) have indicated interest to acquire the entire shareholding held by SPIL for an aggregate consideration of ₹ 4 Lacs. Subsequent to the shareholders approval and on such terms and conditions and with such modifications as may be required as the Board of SPIL may deem fit and appropriate in the interest of the Company, execution of the aforesaid sale / transfer / disposal by SPIL will result in ceasing of exercising any ownership over SEDPL.

The Board recommends the passing of the resolution as set out in item No. 3 of the accompanying notice for the approval of shareholders of the Company as a Special Resolution.

Mr. Praful N. Satra, Chairman and Managing Director and Key Managerial Personnel of SPIL and Mr. Rushabh P. Satra, relative of Mr. Praful N. Satra are Directors of SEDPL. Apart from that, none of the Promoters, 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 resolution do not relate to or affect any other Company.

Item No. 4:

Satra Lifestyles Private Limited (**SLPL**) is a Wholly Owned Material Subsidiary of Satra Properties (India) Limited (**SPIL**). The paid up capital of SLPL consists of 40,000 no. of equity shares of ₹ 10/- each wherein SPIL holds entire equity shareholding. As a part of restructuring of subsidiaries and looking into prospects in overall interest of the Company, the Board of Directors (hereinafter referred to as “**the Board**” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers) at their meeting held on 13 August 2018 decided to divest its entire shareholding of SPIL held in SLPL.

Pursuant to Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 no Company can dispose of shares in its material subsidiary resulting in reduction of its shareholding to less than fifty percent or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting. Further, the Company had vide Postal Ballot on 27 August 2014 obtained approval of the shareholders pertaining to Section 180(1)(a) of the Companies Act, 2013 to sell, lease or otherwise dispose of whole or substantially the whole of any undertaking of the Company. The Special resolution set out above further enables the Board to sell / transfer / dispose shareholding of SPIL held in SLPL.

Mr. Praful N. Satra and Mr. Rushabh P. Satra, being related parties as defined under section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time) have indicated interest to acquire the entire shareholding held by SPIL for an aggregate consideration of ₹ 4 Lacs. Subsequent to the shareholders approval and on such terms and conditions and with such modifications as may be required as the Board of SPIL may deem fit and appropriate in the interest of the Company, execution of the aforesaid sale / transfer / disposal by SPIL will result in ceasing of exercising any ownership over SLPL.

The Board recommends the passing of the resolution as set out in Item No. 4 of the accompanying notice for the approval of shareholders of the Company as a Special Resolution.

Mr. Praful N. Satra, Chairman and Managing Director and Key Managerial Personnel of SPIL and Mr. Rushabh P. Satra, relative of Mr. Praful N. Satra are Directors of SLPL. Apart from that, none of the Promoters, 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 resolution do not relate to or affect any other Company.

Item No. 5:

In terms of Regulation 23(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 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. Accordingly, the approval of the shareholders is sought for all contracts/ arrangements/ agreements/ transactions to be entered into with 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), as per details mentioned in resolution as set out in Item no. 5 of the accompanying Notice.

Going forward and in the ordinary course of business, the Company may enter into new transactions as mentioned in the resolution as set out in Item no. 5 which may exceed the threshold limits for material related party transactions and 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. 5 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 disclosures 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. Mr. Praful N. Satra 2. Mrs. Minaxi P. Satra 3. Mr. Rushabh P. Satra 4. Ms. Vrutika P. Satra
2	Name of Director or Key Managerial Personnel who is related, if any	Mr. Praful N. Satra
3	Nature of Relationship	1. Mr. Praful N. Satra – Managing Director 2. Mrs. Minaxi P. Satra – Wife of Mr. Praful N. Satra 3. Mr. Rushabh P. Satra – Son of Mr. Praful N. Satra 4. Ms. Vrutika P. Satra – Daughter of Mr. Praful N. Satra
4	Nature, Particulars of the contract or arrangement and Material Terms	1. Giving/Taking of advances 2. Sale, purchase or supply of any goods or materials directly or through appointment of agent 3. Selling, leasing or otherwise disposing of or buying property of any kind, directly or through appointment of agent 4. Availing or rendering of any services, directly or through appointment of agent including Works Contracts, Labour Contracts and Other Contracts 5. Appointment to any office or place of profit in the Company, its subsidiary Company or associate Company
5	Monetary Value	1. Mr. Praful N. Satra - ₹ 100 Crores 2. Mrs. Minaxi P. Satra - ₹ 50 Crores 3. Mr. Rushabh P. Satra - ₹ 50 Crores 4. Ms. Vrutika P. Satra - ₹ 50 Crores
6	Any other relevant information or is important for the members to make decision on the proposed transaction	-

The Board recommends the passing of the resolution as set out in Item No. 5 of the accompanying notice for the approval of shareholders of the Company as an Ordinary Resolution.

Except Mr. Praful N. Satra, Managing Director and Key Managerial Personnel and his relatives, none of the Other Promoters, 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 resolution do not relate to or affect any other Company.

Item No. 6:

In terms of Regulation 23(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 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. Accordingly, the approval of the shareholders is sought for all contracts/ arrangements/ agreements/ transactions to be entered into with 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), as per details mentioned in resolution as set out in Item no. 6 of the accompanying Notice.

Going forward and in the ordinary course of business, the Company may enter into new transactions as mentioned in the resolution as set out in Item no. 6 which may exceed the threshold limits for material related party transactions and 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. 6 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	<ol style="list-style-type: none"> 1. C. Bhansali Developers Private Limited 2. Satra Retail Private Limited 3. Satra Land Development Private Limited 4. Satra Infrastructure Development Private Limited 5. Satra Re-Development Company Limited 6. Prime Developers
2	Name of Director or Key Managerial Personnel who is related, if any	Mr. Praful N. Satra
3	Nature of Relationship	<ol style="list-style-type: none"> 1. C. Bhansali Developers Private Limited - Associate Company 2. Satra Retail Private Limited - Company in which Director or his relatives are interested 3. Satra Land Development Private Limited - Company in which Director or his relatives are interested 4. Satra Infrastructure Development Private Limited - Company in which Director or his relatives are interested 5. Satra Re-Development Company Limited - Company in which Director along with his relatives are interested 6. Prime Developers - A firm in which a Director or his relatives are interested

Sr. no	Particulars	Details
4	Nature, Particulars of the contract or arrangement and Material Terms	<ol style="list-style-type: none"> Giving/Taking of advances Sale, purchase or supply of any goods or materials directly or through appointment of agent Selling, leasing or otherwise disposing of or buying property of any kind, directly or through appointment of agent Availing or rendering of any services, directly or through appointment of agent including Works Contracts, Labour Contracts and Other Contracts
5	Monetary Value	<ol style="list-style-type: none"> C. Bhansali Developers Private Limited - ₹ 100 Crores Satra Retail Private Limited - ₹ 100 Crores Satra Land Development Private Limited - ₹ 100 Crores Satra Infrastructure Development Private Limited - ₹ 50 Crores Satra Re-Development Company Limited - ₹ 50 Crores Prime Developers - ₹ 100 Crores
6	Any other relevant information or is important for the members to make decision on the proposed transaction	-

The Board recommends the passing of 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, Managing Director and Key Managerial Personnel and his relatives, none of the other Promoters, 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 resolution do not relate to or effect any other Company. Mr. Praful N. Satra, Promoter and Managing Director of the Company is Director of C. Bhansali Developers Pvt. Ltd. Mr. Praful N. Satra alongwith his relative are Members holding 100% shareholding in Satra Retail Private Limited. Relatives of Mr. Praful N. Satra are Directors and members holding 100% shareholding in Satra Land Development Private Limited and Satra Infrastructure Development Private Limited. Mr. Praful N. Satra is a Director and holds alongwith his relatives 99.20% shareholding in Satra Re-Development Company Limited. Mr. Praful N. Satra alongwith his relatives are partners of Prime Developers, a partnership firm.

Item No. 7:

Pursuant to the recommendation made by the Audit Committee, the Board of Directors of the Company in its meeting held on 13 August 2018 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 2018-19 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 2018-19.

The Board recommends the passing of 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.

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 resolution do not relate to or affect any other Company.

Item No. 8:

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 read with Articles of Association of the Company, appointed Mrs. Rubina K. Kalyani (DIN: 08197171) as an Additional Director of the Company with effect from 13 August 2018 to hold office upto the date of this Annual General Meeting.

The Company has received a notice in writing under the provision of Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, whose term of office shall be liable to retire by rotation, to be appointed as such under the provision of Section 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014. The Company has received inter alia the following from Mrs. Rubina K. Kalyani:

- (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 she is not disqualified under section 164(2) of the Companies Act, 2013, confirming her eligibility for such appointment

Mrs. Rubina K. Kalyani holds a degree of Bachelor of Arts. She has a basic experience and knowledge of Real estate sector. She is not related to any Directors of the Company. Additional information pursuant to Regulation 26 and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 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 recommends the passing of 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 Mrs. Rubina K. Kalyani, 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 resolution 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	Mrs. Rubina K. Kalyani
Date of Birth	18.09.1964	25.03.1982
First Date of Appointment as Director	01.06.2005	13.08.2018
Qualifications	HSC	B.A
A brief resume of the directors/ Experience	Mr. Praful N. Satra, aged 53 years has a total experience of over 33 years in domestic and international business which includes 18 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.	Mrs. Rubina K. Kalyani, aged 36 Years holds a degree of Bachelor of Arts. She has a basic experience and knowledge of Real estate sector.
Nature of expertise in specific functional areas	Wide experience in the Real estate Industry	Basic experience and knowledge of 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 2018	A. Directorships: <ol style="list-style-type: none"> 1. Satra Properties (India) Limited 2. Satra Property Developers Private Limited 3. Satra Buildcon Private Limited 4. Satra Estate Development Private Limited 5. Satra Lifestyles Private Limited 6. Satra Infrastructure and Land Developers Private Limited 7. Satra International Realtors Limited 8. Satra Realty and Builders Limited 9. Satra Re-Development Company Limited 	NIL

Name of Directors	Mr. Praful N. Satra	Mrs. Rubina K. Kalyani
	10. Satra Property Development Private Limited 11. Savla Realtors and Developers Private Limited 12. C. Bhansali Developers Private Limited 13. Prarush Finvest Private Limited B. Membership of Committees: Satra Properties (India) Limited a. Audit Committee C Chairmanship of Committees: 1 Satra Properties (India) Limited a. Corporate Social Responsibility Committee 2. Satra Property Developers Private Limited a. Audit Committee b. Corporate Social Responsibility Committee 3. Satra Realty and Builders Limited a. Audit Committee b. Nomination and Remuneration Committee	
Shareholding details held in the Company as at 31 March 2018	5,27,98,106 Equity Shares	NIL
Disclosure of relationships between directors inter-se and Manager and other Key Managerial Personnel of the Company as at 31 March 2018	None	None
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 2017-18)	Remuneration sought to be paid: NIL Remuneration last drawn by such person: N.A. (During the Financial Year 2017-18)
Number of Meetings of the Board attended during the financial year 2017-18	7	N.A.

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

Manan Y. Udani

Company Secretary

Mumbai, 13 August 2018

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 **35th Annual General Meeting** of the Company at Chatwani Baug, 7, Gokhale Road, Near Vile Parle Station, Vile Parle (East), Mumbai – 400 057 on Friday, 28 September, 2018 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 TO THE ANNUAL GENERAL MEETING VENUE

Venue: Chatwani Baug, 7, Gokhale Road, Near Vile Parle Station, Vile Parle (East), Mumbai – 400057

Landmark: Near Hotel Ramkrishna

Distance From Vile Parle Station: 0.25 km

Day, Date and Time: Friday, 28 September, 2018 at 11.30 a.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 **35th Annual General Meeting** of the Company, to be held on Friday, 28 September, 2018 at 11.30 a.m. at Chatwani Baug, 7, Gokhale Road, Near Vile Parle Station, 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 2018, including the audited Balance Sheet as at 31 March 2018, 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 2018 including the report of the Auditors thereon.		
2.	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.		
SPECIAL BUSINESS			
3.	Sale / transfer / disposal of Investment held in wholly owned material subsidiary of the Company - Satra Estate Development Private Limited.		
4.	Sale / transfer / disposal of Investment held in wholly owned material subsidiary of the Company - Satra Lifestyles Private Limited.		
5.	Approval of transactions with related parties being a Director and his relatives.		
6.	Approval of transactions with related parties.		
7.	Ratification of Remuneration payable to Mr. Prasad Krishna Sawant, Cost Auditor for the Financial Year 2018-19.		
8.	Appointment of Mrs. Rubina K. Kalyani (DIN: 08197171) as a Non-Executive Director of the Company.		

Signed this _____ day of _____ 2018

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

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.
- 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.