

TERRAFORM REALSTATE LIMITED

(Formerly known as Everest Fintrade Ltd)

Corporate Identity Number: L27200MH1985PLC035841

NOTICE

Notice is hereby given that the 30th Annual General Meeting of the Members of **TERRAFORM REALSTATE LIMITED** will be held on Wednesday, 30th September, 2015 at 12.00 Noon at the Registered Office of the Company at Samruddhi, Office Floor, Plot No. 157, 18th Road, Near Ambedkar Road, Chembur (East), Mumbai – 400071 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2015 including audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss Account for the year ended on that date and the Report of Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Mr. Vimal K. Shah (DIN: 00716040), who retires by rotation, and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Nainesh K. Shah (DIN: 00166112), who retires by rotation, and being eligible offers himself for re-appointment.
4. Appointment of Auditors.

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 ("The Act") and the Companies (Audit and Auditors) Rules 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the Company hereby ratifies the appointment of M/s. J. D. Zatakia & Co., Chartered Accountants, Mumbai, (Registration No. 111777W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Thirty First Annual General Meeting of the Company to be held in the year 2016 at such remuneration plus service tax as may be mutually agreed between the Board of Directors of the Company and the Auditors."



SPECIAL BUSINESS:

5. APPOINTMENT OF MR. GAUTAM RAJAN (DIN: 00060730) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (appointment and qualifications of Directors) Rules, 2014, Mr. Gautam Rajan (DIN: 00060730) who was appointed by the Board of Directors as an Additional Director of the Company pursuant to provisions of Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as Independent Director of the Company, to hold office for a term of 5 (Five) years with effect from March 31, 2015, liable to retire by rotation."

6. APPOINTMENT OF MR. HEMAL R. HARIA (DIN: 03644544) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (appointment and qualifications of Directors) Rules, 2014, Mr. Hemal R. Haria (DIN: 03644544) who was appointed by the Board of Directors as an Additional Director of the Company pursuant to provisions of Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as Independent Director of the Company, to hold office for a term of 5 (Five) years with effect from March 31, 2015, liable to retire by rotation."

7. APPOINTMENT OF MR. KISHOR N. SHAH (DIN: 00715505) AS A MANAGING DIRECTOR OF THE COMPANY

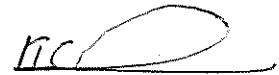
To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("The Act"), as amended or re-enacted from time to time, read with Schedule V to the Act, the Company hereby approves the appointment of Mr. Kishor N. Shah (DIN 00715505) as a Managing Director of the Company with effect from March

31, 2015 for a period of 5 (Five) years i.e. up to March 30, 2020, without remuneration to look after day to day affairs of the Company .

"RESOLVED FURTHER that the Board or a Committee thereof be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

By order of the Board
For **TERRAFORM REALSTATE LIMITED**



KISHOR N. SHAH
MANAGING DIRECTOR
(DIN 00715505)

PLACE: MUMBAI
DATE: AUGUST 13, 2015

NOTES:

- (1) The relative explanatory statements, pursuant to section 102 of the Companies Act 2013, in respect of the business under item numbers 5, 6 & 7 of the accompanying Notice are annexed hereto.
- (2) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.**
- (3) **PURSUANT TO THE PROVISION OF SECTION 105 OF THE COMPANIES ACT, 2013. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.**
- (4) **THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST FORTY EIGHT HOURS BEFORE THE TIME OF THE MEETING.**
- (5) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
- (6) The Register of Members of the Company shall remain closed from Tuesday, September 29, 2015 to Wednesday, September 30, 2015 (both days inclusive).



- (7) Pursuant to Section 72 of the Companies Act, 2013, Members holding shares in physical form may file nomination in the prescribed Form SH-13 prescribed under the Companies Act 2013.
- (8) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible.
- (9) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market to the Company in case shares are in physical form.
- (10) Member who is desirous of getting any information as regard to the business to be transacted at the meeting are requested to write to the Company their queries at least seven days in advance of the Meeting in order to keep the information required readily available at the Meeting.
- (11) Members who have not registered their email addresses so far are requested to register their email address for receiving all communication including Annual Report, Notices, Circulars, etc from the Company electronically.
- (12) **PROCESS FOR MEMBERS OPTING FOR E-VOTING**

VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM) ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 27th September, 2015 (9:00 am) and ends on 29th September, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 24th September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:



A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company :

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "REVEN" of "TERRAFORM REALSTATE LIMITED".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to bvdholakia@mrugacsl.com or secretarial@terraformrealty.com with a copy marked to evoting@nsdl.co.in

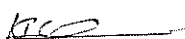
B. In case a Member receives physical copy of the Notice of AGM) [for members whose email IDs are not registered with the Company or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

REVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

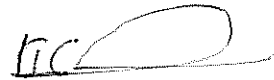
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 24th September 2015.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 24th September 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or secretarial@terraformrealty.com.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A person, whose name is recorded in the register of members as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. Mr. B. V. Dholakia, of Dholakia & Associates LLP, Company Secretaries (Membership No. FCS 977 and CP No. 507), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.



- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
- (13) All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the register office of the Company during normal business hours (10.00 AM to 6.30 PM) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

The route map of the venue of the Meeting is appended along with the notice pursuant to para 1.2.4 of the Secretarial Standard -2 on General Meetings.

By order of the Board
For TERRAFORM REALSTATE LIMITED



KISHOR N. SHAH
MANAGING DIRECTOR
(DIN 00715505)

PLACE: MUMBAI
DATE: AUGUST 13, 2015

ANNEXURE TO THE NOTICE EXPLANATORY STATEMENT

The Following Explanatory Statements, as required under section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item No. 5, 6 & 7 of the accompanying Notice dated 13th August 2015.

ITEM NO. 5:- APPOINTMENT OF MR. GAUTAM RAJAN (DIN: 00060730) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Mr. Gautam Rajan (DIN: 00060730) was appointed as an Additional Director of the Company in the category of an Independent Director at the Board Meeting held on March 31, 2015.

In terms of provisions of Section 161 (1) of the Companies Act, 2013 ("The Act"), Mr. Gautam Rajan would hold office up to the date of ensuing Annual General Meeting. The Company has received notice in writing from members along with a deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Gautam Rajan for the office of Director of the Company.

It is proposed to appoint Mr. Gautam Rajan as an Independent Director under Section 149 of the Act for a term of 5 (Five) years with effect from March 31, 2015, liable to retire by rotation.

Mr. Gautam Rajan is not disqualified from being appointed as Independent Director in terms of Section 164 & Section 149 (6) of the Act and have given his consent to act as Independent Director.

The Board commends the Resolution set-out under Item No.5 of the Notice for approval by the shareholders.

None of the Directors of the Company are concerned or interested, financially or otherwise, in this resolution except Mr. Gautam Rajan as it concerns him.



ITEM NO. 6:- APPOINTMENT OF MR. HEMAL R. HARIA (DIN: 03644544) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Mr. Hemal R. Haria (DIN: 03644544) was appointed as an Additional Director of the Company in the category of an Independent Director at the Board Meeting held on March 31, 2015.

In terms of provisions of Section 161 (1) of the Companies Act, 2013 ("The Act"), Mr. Hemal R. Haria would hold office up to the date of ensuing Annual General Meeting. The Company has received notice in writing from members along with a deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Hemal R. Haria for the office of Director of the Company.

It is proposed to appoint Mr. Hemal R. Haria as an Independent Director under Section 149 of the Act for a term of 5 (Five) years with effect from March 31, 2015, liable to retire by rotation.

Mr. Hemal R. Haria is not disqualified from being appointed as Independent Director in terms of Section 164 & Section 149 (6) of the Act and have given his consent to act as Independent Director.

The Board commends the Resolution set-out under Item No.6 of the Notice for approval by the shareholders.

None of the Directors of the Company are concerned or interested, financially or otherwise, in this resolution except Mr. Hemal R. Haria as it concerns him.

ITEM NO. 7:- APPOINTMENT OF MR. KISHOR N. SHAH (DIN: 00715505) AS A MANAGING DIRECTOR OF THE COMPANY

As per the provisions of Sections 196 and 203 of the Companies Act, 2013 ("The Act"), Board of Directors of the Company has been appointed Mr. Kishor N. Shah (DIN: 00715505) director of the Company as a Managing Director of the Company with effect from March 31, 2015 for a period of 5 (Five) years i.e. up to March 30, 2020, without remuneration. The said appointment was subject to the approval of the members at a General Meeting.

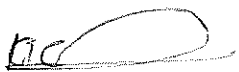


The Board commends the Resolution set-out under Item No.7 of the Notice for approval by the shareholders.

The Relatives and Directors of Mr. Kishor N. Shah may be deemed to be interested in this resolution set-out under Item No. 7 of the Notice, to the extent of their shareholding interest, if any, in the Company and Mr. Vimal K. Shah, Mr. Nainesh K. Shah and Mrs. Richa Ruchika are a relative of Mr. Kishor N. Shah. Save and except the above, none of the other Directors of the Company / his relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

By order of the Board
For **TERRAFORM REALSTATE LIMITED**

PLACE: MUMBAI
DATE: AUGUST 13, 2015



KISHOR N. SHAH
MANAGING DIRECTOR
(DIN 00715505)