

# **TERRAFORM REALSTATE LIMITED**

(Formerly known as Everest Fintrade Ltd)

Corporate Identity Number: L27200MH1985PLC035841

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## **NOTICE**

Notice is hereby given that the 31<sup>st</sup> Annual General Meeting of the Members of **TERRAFORM REALSTATE LIMITED** will be held on Friday, 30<sup>th</sup> September, 2016 at 10.00 A.M. at the Registered Office of the Company at Samruddhi, Office Floor, Plot No. 157, 18<sup>th</sup> 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 31<sup>st</sup> March, 2016 including audited Balance Sheet as at 31<sup>st</sup> March, 2016 and the Statement of Profit and Loss Account for the year ended on that date and the Reports of Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Mr. Kishor N. Shah (DIN: 00715505), who retires by rotation, and being eligible offers himself for re-appointment.
3. Appointment of Auditors.

To consider and if thought fit to pass 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) having Peer Review Certificate as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Thirty Second Annual General Meeting of the Company to be held in the year 2017 at such remuneration plus service tax as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

**SPECIAL BUSINESS:**

**4. APPOINTMENT OF MRS. NAILY LAHA (DIN: 07432533) AS A DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to Article 28 of Articles of Association of the Company and the provisions of section 149 (1), 152 and 161 (1) of the Companies Act, 2013 and the Companies (appointment and qualifications of Directors) Rules, 2014, Mrs. Naily Laha (07432533) who was appointed by the Board of Directors as an Additional Director 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 from a Member proposing her candidature for the office of Director of the Company in the category of woman Director, be and is hereby appointed, liable to retire by rotation."

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



**RAJESHREE CHOUGULE  
COMPANY SECRETARY**

**PLACE: MUMBAI**

**DATE: AUGUST 11, 2016**

**NOTES:**

- (1)** THE **RELATIVE EXPLANATORY STATEMENTS, PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013, IN RESPECT OF THE BUSINESS UNDER ITEM NUMBERS 4 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 Thursday, September 29, 2016 to Friday, September 30, 2016 (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 Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 (Listing Regulations), the Company is pleased to provide members a facility to exercise their right to vote on resolutions proposed to be considered at the 31<sup>st</sup> 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 Annual General Meeting ("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 Annual General Meeting 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 Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 27<sup>th</sup> September, 2016 (9:00 a.m.) and ends on 29<sup>th</sup> September, 2016 (5:00 p.m.). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 24<sup>th</sup> September, 2016, 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](mailto:bvdholakia@mrugacsl.com) or [secretarial@terraformrealty.com](mailto:secretarial@terraformrealty.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

B. In case a Member receives physical copy of the Notice of Annual General Meeting [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 Annual General Meeting:

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

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

- VI. In case of any query, 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](http://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 24<sup>th</sup> September 2016.
- 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. 24<sup>th</sup> September 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [secretarial@terraformrealty.com](mailto: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](http://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 Annual General Meeting 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 Annual General Meeting 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 Annual General Meeting 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 Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  - 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 and Company's website i.e. [www.terraformrealstate.com](http://www.terraformrealstate.com)
- (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 A.M. to 6.30 P.M.) 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.**

**Details of the Director seeking appointment / re-appointment at the Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are as under:**



**ITEM NO. 2:**

<b>Name of the Director</b>	Mr. Kishor N. Shah
<b>Date of Birth</b>	17.09.1946
<b>Experience in specific functional areas</b>	Real Estate Business
<b>Directorships in other Companies</b>	Yes (As Per Annexure No.1)
<b>Chairman/ Member of the Committees of the Board of Directors of the Company</b>	No
<b>Chairman/Member of the Committees of the Board of Directors of the other Companies in which he is a Director</b>	No
<b>No. of Shares held in the Company</b>	<b>33010</b>
<b>Inter-se Relationship between Directors</b>	Yes, He is a father of Mr. Vimal K. Shah & Mr. Nainesh K. Shah, Directors of the Company
<b>Director Identification Number</b>	00715505

**ITEM NO. 4**

<b>Name of the Director</b>	MRS. NAILY LAHA
<b>Date of Birth</b>	17.09.1973
<b>Date of Appointment</b>	11.03.2016
<b>Qualification</b>	Master in Social Worker (MSW)
<b>Experience in specific functional areas</b>	Human Resources (HR) Department
<b>Directorships in other Companies</b>	Terraform Magnum Limited
<b>Chairman/ Member of the Committees of the Board of Directors of the Company</b>	No
<b>Chairman/Member of the Committees of the Board of Directors of the other Companies in which She is a Director</b>	No
<b>No. of Shares held in the Company</b>	No
<b>Inter-se Relationship between Directors</b>	No
<b>Director Identification Number</b>	07432533

**ANNEXURE TO THE NOTICE EXPLANATORY STATEMENT**

The Following Explanatory Statements, as required under section 102 of the Companies Act, 2013, sets out all material facts relating to the business under Item No. 4 of the accompanying Notice dated 11<sup>th</sup> August 2016.

**ITEM NO. 4:- APPOINTMENT OF MRS. NAILY LAHA (DIN: 07432533) AS AN DIRECTOR OF THE COMPANY  
IN THE CATEGORY OF WOMEN DIRECTOR**

Mrs. Naily Laha (DIN: 07432533) was appointed as an Additional Director of the Company in the category of an Women Director at the Board Meeting held on March 11, 2016.

In terms of provisions of Section 161 (1) of the Companies Act, 2013 ("The Act"), Mrs. Naily Laha 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 Mrs. Naily Laha for the office of Director of the Company.

Mrs. Naily Laha is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Mrs. Naily Laha possesses requisite skill and experience.

Save and except that in the Appointment Mrs. Naily Laha, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 4 of the Notice.

The Board commends the Resolution set-out under Item No.4 of the Notice for approval by the shareholders.

By order of the Board  
For TERRAFORM REALSTATE LIMITED

PLACE: MUMBAI  
DATE: AUGUST 11, 2016



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RAJESHREE CHOUGULE  
COMPANY SECRETARY



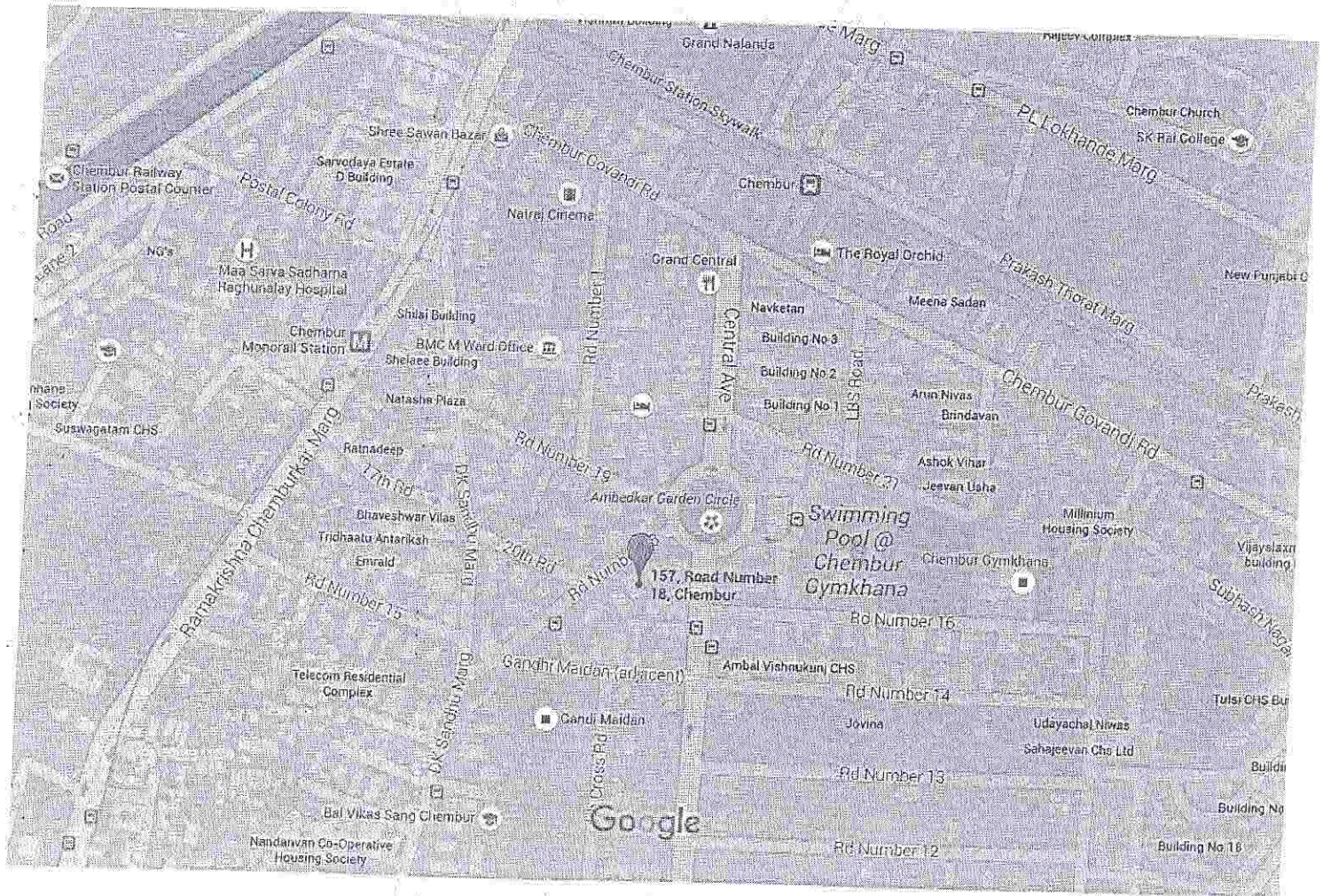
**Director Master Data- Annexure 1**

	<b>DIN</b>	00715505	
	<b>Name</b>	KISHOR NANDLAL SHAH	
	<b>List of Companies</b>		
<b>Sr.No.</b>	<b>CIN/FCRN</b>	<b>Company Name</b>	<b>Begin Date</b>
1	U45202MH2008PTC178819	TERRAFIRM CONSTRUCTION PRIVATE LIMITED	12/02/2008
2	U45200MH2008PTC180806	TERRAFIRM NEST PRIVATE LIMITED	03/04/2008
3	U65990MH1983PTC030706	MUGDHA CREATION PRIVATE LIMITED	05/09/1988
4	U45200MH2007PTC171831	VENGAS REALTORS PRIVATE LIMITED	28/11/2008
5	U70102MH2007PTC171816	SUPERNAL REALTORS PRIVATE LIMITED	28/11/2008
6	U45200MH2008PTC180807	TERRAFORM MANSHILA CONSTRUCTION PRIVATE LIMITED	03/04/2008
7	U45400MH2007PTC171818	JOYCE REALTORS PRIVATE LIMITED	28/11/2008
8	L27200MH1985PLC035841	TERRAFORM REALSTATE LIMITED	31/03/2015
9	U65923MH1996PTC100417	MONEY MAGNUM NEST PRIVATE LIMITED	20/04/2015
10	U70102MH2008PTC182444	MEGAVIEW MANJIL CONSTRUCTION PRIVATE LIMITED	19/05/2008
11	U45400MH2008PTC184160	TERRAFORM TVISHA PRIVATE LIMITED	01/07/2008
12	U45400MH2008PTC184159	TERRAFORM MANJIL PRIVATE LIMITED	01/07/2008
13	U45200MH2000PTC124312	MANSI NEST PRIVATE LIMITED	27/02/2000
14	U70102MH2008PTC182375	MEGABUILD TOSHA REALTOR PRIVATE LIMITED	21/07/2015
15	U45400MH2009PTC189435	MEGAVIEW KUTIR COMPANY PRIVATE LIMITED	21/07/2015
16	L65990MH1982PLC040684	TERRAFORM MAGNUM LIMITED	30/08/1982
	<b>List of LLP</b>		
	<b>LLPIN/FLLPIN</b>	<b>LLP Name</b>	<b>Begin Date</b>
	AAE-8778	MEGAVIEW INTERMEDIARIES LLP	07/10/2015
	AAF-8552	MUGDHA CREATION LLP	04/03/2016



157, Rd Number 18

Map route of venue for the 31<sup>st</sup> Annual General Meeting at "Samruddhi", Office Floor, Plot No. 157, 18th Road, Near Ambedkar Garden, Chembur (East), Mumbai - 400 071.



157, Rd Number 18

Chembur Gaothan, Chembur  
Mumbai, Maharashtra 400071