

# TERRAFORM REALSTATE LIMITED

Corporate Identity Number: L27200MH1985PLC035841

Regd. Off.: Godrej Coliseum, A-Wing 1301, 13<sup>th</sup> Floor, behind Everard Nagar,  
Off Eastern Express Highway, Sion (East), Mumbai 400 022. Tel: +91(22) 62704900.  
Web: [www.terraformrealstate.com](http://www.terraformrealstate.com) E-mail: [secretarial@terraformrealty.com](mailto:secretarial@terraformrealty.com)

## NOTICE

Notice is hereby given that the 39<sup>th</sup> Annual General Meeting of the Members of **TERRAFORM REALSTATE LIMITED** will be held on Friday, September 27, 2024 at 4.00 P.M. at the Registered Office of the Company at Godrej Coliseum, A-Wing 1301, 13<sup>th</sup> Floor, behind Everard Nagar, Off Eastern Express Highway, Sion (East), Mumbai 400 022 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2024 including audited Balance Sheet as at 31st March, 2024 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. Nainesh Shah (DIN: 00166112), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.
3. To appoint M/s. J. D . Zatakia & Co., Chartered Accountants, (Firm Registration No. 111777W) as Statutory Auditors of the Company to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 39<sup>th</sup> Annual General Meeting of the Company until the conclusion of the 44<sup>th</sup> Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration.

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 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), M/s. J. D . Zatakia & Co., Chartered Accountants, (Firm Registration No. 111777W) be and is hereby appointed as Statutory Auditor of the Company in place of M/s. DMKH & Co. Chartered Accountants (Firm's Registration No. 116886W). M/s. J. D . Zatakia & Co., Chartered Accountants will hold office from the conclusion of forthcoming Annual General Meeting to be held on 27th September, 2024 (i.e 39<sup>th</sup> Annual General Meeting) until the conclusion of the 44<sup>th</sup> AGM of the Company to be held in the year 2029 at such remuneration plus taxes and reimbursement of out-of-pocket,



travelling and living expenses in connection with the Audit as may be mutually agreed between the Board of Directors of the Company and the Auditors."

**SPECIAL BUSINESS:**

4. **TO APPOINT MS. BHAVISHA DEDHIA (DIN: 09471104), AS MANAGING DIRECTOR OF THE COMPANY:**

To consider and, if thought fit, to pass the following resolution as ordinary resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 196 and 203 of the Companies Act 2013 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force the approval of members be and is hereby accorded for appointment of **MS. BHAVISHA DEDHIA** (DIN: 09471104), as Managing Director of the Company, on the recommendation of Nomination & Remuneration Committee in its Meeting held on 03<sup>th</sup> September 2024 and further confirmed and recommend by the Board of Director in its meeting held on 3<sup>th</sup> September 2024 for a term of Five (5) years with effect from 39<sup>th</sup> Annual General Meeting upto 44<sup>th</sup> Annual General Meeting to be held for the Financial Year 2029, without remuneration to look after day to day affairs of the Company & who is subject to liable to retire by rotation"

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby severally authorized to file all necessary forms and documents with the Registrar of Companies and do all the acts, deeds and things which are necessary to give effect to this resolution."



By order of the Board of Directors  
For TERRAFORM REALSTATE LIMITED

A handwritten signature in blue ink, appearing to read "Ankit".

**Mrs. Ankita Gupta**  
**Company Secretary**  
**Membership No. F6905**

**Place: Mumbai**  
**Date: September 03, 2024**

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIM/ HER AND THAT PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ANNEXED TO THIS NOTICE.**
2. 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 (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 and such person shall not act as proxy for any other person or shareholder.
3. 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.
- 4. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, September 21, 2024 to Friday, September 27, 2024 (both days inclusive).**
5. As per the provision of the Companies Act, 2013, facility for making nomination is available to the members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrars and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
6. A brief resume of each of the Directors proposed to be appointed/ re-appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership/ chairmanships of Board Committees, shareholding and relationship between directors inter se as stipulated under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other requisite information as per Clause 1.2.5 of Secretarial Standard-2 on General Meetings, are provided in the explanatory statement.
7. Section 20 of the Companies Act, 2013 permits service of documents on members by a Company through electronic mode. Hence, in accordance with the Companies Act, 2013 read with the Rules framed there under, the Annual Report 2023-24 is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participant unless any Member has requested for a physical copy of the Report. For Members who have not registered their e-mail addresses, physical copies of the Annual Report 2023-24 are being sent by the permitted modes. Members may note that the Annual Report 2023-24 will also be available on the Company's website [www.terraformrealstate.com](http://www.terraformrealstate.com) and 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.

8. Members holding shares in physical mode are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares for ease of portfolio management. Members may contact the Company or Satellite Corporate Services Private Limited (Share Transfer Agent) for assistance in this regard. **As per Notification notified by Securities Exchange Board of India (SEBI) on 8<sup>th</sup> June, 2018 vide Notification No. SEBI/LAD-NRO/ GN/ 2018/ 24 by issuing under SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) (FOURTH AMENDMENT) REGULATIONS, 2018 that except in case of transmission or transposition of securities, requests for effecting the transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. In other words, there will not be any transfer of physical share from April 01, 2019 onwards. So, please note the same.**
9. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with Satellite Corporate Services Private Limited/ Depository Participant.
10. 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.
11. 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.

**12. UPDATION OF MEMBERS DETAILS:**

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/ Registrars and Transfer Agents to record additional details of Members, including their permanent Account Number details (PAN), E-mail address, Bank details for payment of dividend, if any etc. Further, the Securities and Exchange Board of India has mandated the submission of PAN by every participant in the securities market. Therefore, request to all members who hold the shares in Physical mode and still not provided their PAN details to the Company or Registrar and Transfer Agent please provide the same as soon as possible.

A form for capturing the above details is appended in the Annual Report 2023-24. Members holding shares in physical form are requested to submit the filled in form to the Company or its Registrars and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.



### **13. PROCESS FOR MEMBERS OPTING FOR E-VOTING**

#### **VOTING THROUGH ELECTRONIC MEANS**

1. 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 39th 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).
2. 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.
3. 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.
4. The remote e-voting period commences on Tuesday, September 24, 2024 (10.00 a.m. IST) and ends on Thursday, September 26, 2024 (5.00 p.m. IST). During this period, Members of the Company holding shares either in physical form or in dematerialised Form, as on the cut-off date of Friday, September 20, 2024 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 members, the Member shall not be allowed to change the vote subsequently.

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AS UNDER:**

##### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

##### **Step 1: Access to NSDL e-Voting system**

##### **A. Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote



through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual Shareholders holding securities in demat mode is given below:

| Type of shareholders                                                | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|---------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> <li>1.If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “Login” which is available under “<b>IDeAS</b>” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</li> <li>2.If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3.Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol> |
| Individual Shareholders holding securities in demat mode with CDSL  | <ol style="list-style-type: none"> <li>1.Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="https://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2.After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on NSDL to cast your vote.</li> <li>3.If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |



|                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|--------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                                        | 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., NSDL where the e-Voting is in progress.                                                                                                                            |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |

**Important note:**

*Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.*

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

| Login type                                                         | Helpdesk details                                                                                                                                                                                                                |
|--------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30              |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43 |

**B. Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.



Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

| Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical | Your User ID is:                                                                                                                                           |
|-----------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|
| a) For Members who hold shares in demat account with NSDL.      | 8 Character DP ID followed by 8 Digit Client ID<br>For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.   |
| b) For Members who hold shares in demat account with CDSL.      | 16 Digit Beneficiary ID<br>For example, if your Beneficiary ID is 12***** then your user ID is 12*****.                                                    |
| c) For Members holding shares in Physical Form.                 | EVEN Number followed by Folio Number registered with the company<br>For example, if folio number is 001*** and EVEN is 130518 then user ID is 130518001*** |

4. Your User ID details are given below:

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).



- b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.

After you click on the “Login” button, Home page of e-Voting will open.

### **Step 2: How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN: 130518” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **14. General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly Authorized Signatory(ies) who are authorized to vote, to the Scrutinizer by email to [nrupang@mrugacsl.com](mailto:nrupang@mrugacsl.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an



event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free No.1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. 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.
5. 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 September 20, 2024.
6. 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. September 20, 2024, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [service@satellitecorporate.com](mailto:service@satellitecorporate.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.

7. 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.
8. Mr. Nrupang B. Dholakia, of Dholakia & Associates LLP, Company Secretaries (Membership No. FCS 10032 and CP No. 12884), 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.
9. 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.
10. 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 Two 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.
11. The Results declared along with 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)

12. 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 5.00 P.M.) on all working days (except Saturdays, Sundays and public holiday) up to and including the date of the Annual General Meeting of the Company.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF ORDINARY BUSINESS SET OUT IN THE NOTICE.**

**ITEM NO. 2:**

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, as per SS-2 and other applicable provisions are as under:

|                                                                                                                                               |                                                                                                                                                                                                                                                                                                                            |
|-----------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Name of the Director</b>                                                                                                                   | Mr. Nainesh Shah                                                                                                                                                                                                                                                                                                           |
| <b>Date of Birth</b>                                                                                                                          | 26.10.1976                                                                                                                                                                                                                                                                                                                 |
| <b>Qualification</b>                                                                                                                          | B. E (Civil Eng)                                                                                                                                                                                                                                                                                                           |
| <b>Experience in specific functional areas</b>                                                                                                | He is a qualified B. E (Civil Eng) from prestigious college VJTI, Mumbai. He has the outstanding contribution to real estate Industry, and he is actively involved with various real estate industry bodies such as "CREDAI & MCHI". He is associated with the Company since 1996 as a director & Promoter of the Company. |
| <b>Directorships in other Companies</b>                                                                                                       | Yes (As Per Annexure No.1)                                                                                                                                                                                                                                                                                                 |
| <b>List of Membership / Chairmanship of Committee of other Board</b>                                                                          | NA                                                                                                                                                                                                                                                                                                                         |
| <b>Terms and conditions of Appointment or Re-appointment along with details of remuneration sought to be paid and remuneration last drawn</b> | Terms of Re-Appointment: As per Nomination & Remuneration Policy of the Company<br><br>Details of Remuneration: Not Applicable                                                                                                                                                                                             |
| <b>No. of Shares held in the Company</b>                                                                                                      | 17800 Equity Shares                                                                                                                                                                                                                                                                                                        |
| <b>Inter-se Relationship between Directors</b>                                                                                                | Brother: Mr. Vimal K. Shah Director of the Company.                                                                                                                                                                                                                                                                        |
| <b>Director Identification Number</b>                                                                                                         | 00166112                                                                                                                                                                                                                                                                                                                   |



**ANNEXURE 1:****DIRECTORSHIP IN OTHER COMPANIES/LLP****Name of Director: NAINESH SHAH****DIN: 00166112****DETAILS OF INTEREST IN COMPANIES**

| Sr. No. | Names of the Companies                          | Nature of interest or concern | Shareholding (No. of Shares) | % of Holding | Date on which interest or concern arose |
|---------|-------------------------------------------------|-------------------------------|------------------------------|--------------|-----------------------------------------|
| 1.      | Terraform Softech Private Limited               | Director                      | 245                          | 18.01        | 06.03.1996                              |
| 2.      | Terraform Realstate Limited                     | Managing Director             | 37000                        | 07.40        | 01.04.1996                              |
| 3.      | Terraform Nest Private Limited                  | Director                      | 3333                         | 08.33        | 03.04.2008                              |
| 4.      | Terraform Nest Private Limited                  | Director                      | 3334                         | 08.34        | 12.02.2008                              |
| 5.      | Terraform Meet Private Limited                  | Director                      | 3334                         | 08.34        | 10.01.2008                              |
| 6.      | Terraform Construction Private Limited          | Director                      | 3334                         | 08.34        | 11.01.2008                              |
| 7.      | Terraform Construction Private Limited          | Director                      | 3334                         | 08.34        | 12.02.2008                              |
| 8.      | Terraform Manshila Construction Private Limited | Director                      | 3333                         | 08.33        | 03.04.2008                              |
| 9.      | Terraform Manjil Private Limited                | Director                      | 3300                         | 33.00        | 01.07.2008                              |
| 10.     | Joyce Realtors Private Limited                  | Director                      | 333333                       | 16.66        | 26.10.2007                              |
| 11.     | Supernal Realtors Private Limited               | Director                      | 333333                       | 16.66        | 20.12.2007                              |
| 12.     | Vengas Realtors Private Limited                 | Director                      | 333334                       | 17.01        | 20.06.2008                              |
| 13.     | Money Magnum Nest Private Limited               | Director                      | 2500                         | 05.00        | 06.03.2000                              |



**DETAILS OF INTEREST IN LLP:**

| Sr. No. | Name of the Limited Liability Partnership | Nature of Interest or concern | % Holding | Date on which Interest |
|---------|-------------------------------------------|-------------------------------|-----------|------------------------|
| 1.      | Megaview Intermediaries LLP               | Designated Partner            | 33.33     | 07.10.2015             |
| 2       | Mugdha Creation LLP                       | Designated Partner            | 3.75      | 04.03.2016             |

**DETAILS OF INTEREST IN PARTNERSHIP FIRMS:**

| Sr. No. | Name of the Partnership Firms | Nature of Interest or concern | % of Holding | Date on which Interest or Concern |
|---------|-------------------------------|-------------------------------|--------------|-----------------------------------|
| 1.      | Money Magnum Constructions    | Partner                       | 19%          | 01.04.1990                        |
| 2.      | Forum Construction            | Partner                       | 15%          | 01.04.1996                        |
| 3.      | Terraform Spaces              | Partner                       | 20%          | 01.04.1996                        |
| 4.      | Merit Magnum Construction     | Partner                       | 19%          | 01.04.1996                        |
| 5.      | Megabuild Spaces              | Partner                       | 19%          | 01.04.2002                        |
| 6.      | Megaview Spaces               | Partner                       | 18%          | 19.04.2002                        |
| 7.      | Megaview Magnum Company       | Partner                       | 40%          | 01.04.2009                        |

**DETAILS OF INTEREST IN TRUSTS:**

| Sr. No. | Name of the Trusts  | Nature of Interest or concern | Date on which Interest or Concern |
|---------|---------------------|-------------------------------|-----------------------------------|
| 1.      | Kaydee Family Trust | Beneficiary                   | 06.04.1983                        |



**ITEM NO. 4:**

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, as per SS-2 and other applicable provisions are as under:

|                                                                                                                                               |                                                                                                                         |
|-----------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|
| <b>Name of the Director</b>                                                                                                                   | Ms. Bhavisha Dedhia                                                                                                     |
| <b>Date of Birth</b>                                                                                                                          | 19/01/1985                                                                                                              |
| <b>Qualification</b>                                                                                                                          | M.B.A                                                                                                                   |
| <b>Experience in specific functional areas</b>                                                                                                | Five years experience in the field of Human Resources and Administration.                                               |
| <b>Directorships in other Companies</b>                                                                                                       | Yes (As Per Annexure No.2)                                                                                              |
| <b>List of Membership / Chairmanship of Committee of other Board</b>                                                                          | NA                                                                                                                      |
| <b>Terms and conditions of Appointment or Re-appointment along with details of remuneration sought to be paid and remuneration last drawn</b> | Terms of Appointment: As per Nomination & Remuneration Policy of the Company<br>Details of Remuneration: Not Applicable |
| <b>No. of Shares held in the Company</b>                                                                                                      | NA                                                                                                                      |
| <b>Inter-se Relationship between Directors</b>                                                                                                | NA                                                                                                                      |
| <b>Director Identification Number</b>                                                                                                         | 09471104                                                                                                                |

**ANNEXURE 1:****DIRECTORSHIP IN OTHER COMPANIES/LLP**

**Name of Director: BHAVISHA DEDHIA**

**DIN: 09471104**

| <b>Sr. No</b> | <b>Name of the Companies</b> | <b>Nature of Interest or concern</b> | <b>% of Holding</b> | <b>Date on which interest or</b> |
|---------------|------------------------------|--------------------------------------|---------------------|----------------------------------|
| 1.            | Terraform Magnum Limited     | Director                             | Nil                 | 14.02.2022                       |



**DETAILS OF INTEREST IN LLP:**

| Sr. No. | Name of the Limited Liability Partnership | Nature of Interest                                 | % Holding | Date on which |
|---------|-------------------------------------------|----------------------------------------------------|-----------|---------------|
| 1.      | Mugdha Creation LLP                       | Nominee Partner of Megaview Realty Private Limited | -         | 06.08.2024    |

**ANNEXURE TO THE NOTICE**

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:**

**ITEM NO. 4:**

In line with the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 3<sup>rd</sup> September, 2024 has recommended appointment of Ms. Bhavisha Dedhia, having DIN: 09471104 as the Managing Director of the Company for the term period of Five Years with effect from 39<sup>th</sup> Annual General Meeting upto 44<sup>th</sup> Annual General Meeting to be held for the Financial Year 2029 by virtue of Section Sections 196, 197 and 203 of the Companies Act, 2013, or any amendment thereto or modification thereof. The said appointment is subject to the approval of the shareholders at the ensuing Annual General Meeting of the Company on the basis of the recommendation of Nomination and Remuneration Committee.

None of the Directors or their relatives is concerned or interested financially or otherwise in the said resolution.

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



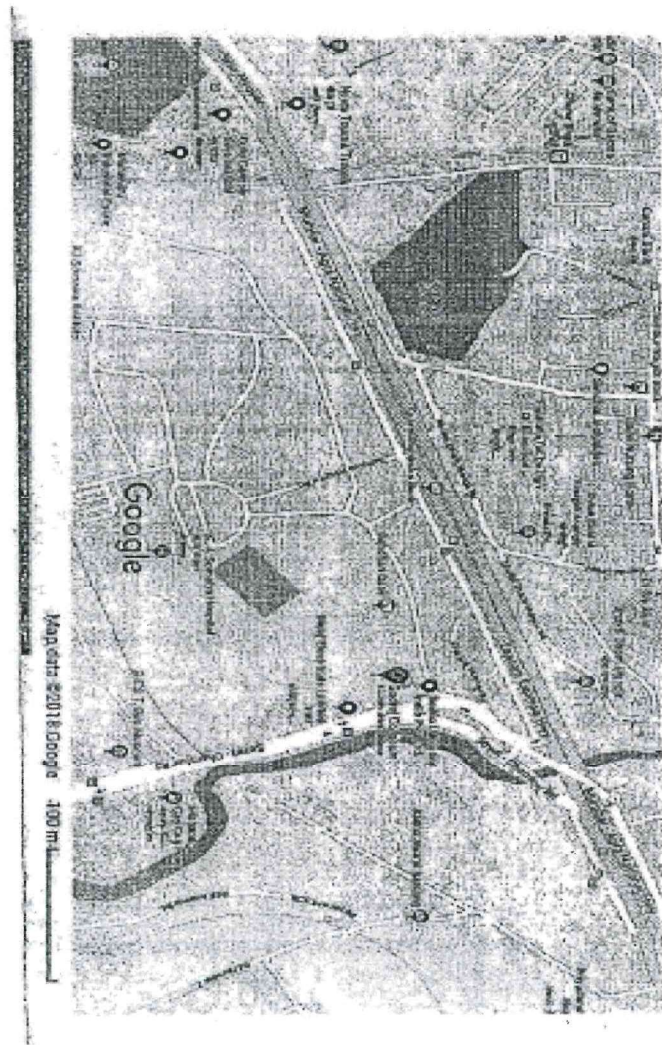
A handwritten signature in blue ink that appears to read "Ankita".

**Mrs. Ankita Gupta  
Company Secretary  
Membership No. F6905**

**Place: Mumbai  
Date: September 03, 2024**

**Route Map of the AGM Venue**

**Godrej Coliseum, A-Wing 1301, 13<sup>th</sup> Floor, behind Everard Nagar,  
Off Eastern Express Highway, Sion (East),  
Mumbai 400022.**



**UPDATION OF MEMBERS DETAILS:**

**To,**  
**Satellite Corporate Services Private Limited/ Depository Participant**

\_\_\_\_\_

\_\_\_\_\_

**Updation of Shareholders Information**

I/ we you to record the following information against my/ our Folio No/ DP ID

**General Information**

|                         |  |
|-------------------------|--|
| Folio No./ DP ID        |  |
| Name of the Shareholder |  |
| PAN*                    |  |
| Tel No. With STD Code:  |  |
| Mobile No.              |  |
| E-mail id:              |  |

\*Self attested copy of the document(s) enclosed.

**Bank Details:**

|                      |  |
|----------------------|--|
| IFSC (11 digit)      |  |
| MICR (9 digit)       |  |
| Bank A/c Type:       |  |
| Bank A/c No.:*       |  |
| Name of the Bank     |  |
| Bank Branch Address: |  |

\*A blank cancelled cheque is enclosed to enable verification of bank details.

I/we hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/We would not hold the Company /RTA responsible. I/We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/We understand that the above details shall be maintained till I/we hold the securities under the above mentioned Folio No.

Place:

Date:

\_\_\_\_\_  
**Signature of Share holder**

Note: Shareholders holding shares in physical in physical mode and having Folio No(s) should provide the above information to our RTA, Satellite Corporate Services Private Limited. Shareholders holding Demat Shares are required to update their details with the Depository Participant.

**TERRAFORM REALSTATE LIMITED**

**CIN: L27200MH1985PLC035841**

**Regd. Off.:** Godrej Coliseum, A-Wing 1301, 13<sup>th</sup> Floor, behind Everard Nagar, Off Eastern Express Highway, Sion (East), Mumbai 400 022.

**Website:** [www.terraformrealstate.com](http://www.terraformrealstate.com). **E-mail:** [secretarial@terraformrealty.com](mailto:secretarial@terraformrealty.com)

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**ATTENDANCE SLIP**

**39<sup>th</sup> ANNUAL GENERAL MEETING ON FRIDAY, SEPTEMBER 27, 2024,  
AT 4.00 P.M. (IST) AT REGISTERED OFFICE**

Please fill Attendance Slip and handover it at Entrance of the Meeting Venue:

|                          |  |                      |  |
|--------------------------|--|----------------------|--|
| Name of Shareholder      |  |                      |  |
| Name of the Proxy holder |  |                      |  |
| DP ID No.                |  | Client ID            |  |
| Folio No.*               |  | No. of Equity Shares |  |

I hereby record my/our presence at the 39<sup>th</sup> Annual General Meeting of the Members of the Company held on Friday, September 27, 2024 at 4.00 P.M. IST at the Registered Office of the Company.

\*Applicable for the investors holding shares in Physical Form

Login ID .....

Password.....

-----  
Signature of Shareholder/Proxy holder

**FORM MGT-11**  
**PROXY FORM**

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

CIN: **L27200MH1985PLC035841**  
Name of the company: **TERRAFORM REALSTATE LIMITED**  
Registered office: **Godrej Coliseum, A-Wing 1301, 13<sup>th</sup> Floor, behind Everar Nagar, Off Eastern Express Highway, Sion (East), Mumbai 400 022.**

|                                  |  |
|----------------------------------|--|
| Name of the member(s):           |  |
| Registered Address:              |  |
| E-mail ID:                       |  |
| Folio No./ DP ID - Client ID No. |  |
| No. of Shares held:              |  |

I/We, being the members holding Equity shares of Terraform Realstate Limited, hereby appoint

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him

2. Name : \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him

3. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39<sup>th</sup> Annual General Meeting of the Company to be held on Friday, September 27, 2024 at 4.00 p.m. at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No.           | Resolution                                                                                                                                                                                                                                                                                                                                                                                                              | For | Against |
|--------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|---------|
| <b>Ordinary Business</b> |                                                                                                                                                                                                                                                                                                                                                                                                                         |     |         |
| 1                        | To as at 31st March, 2024 Consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2024 including audited Balance Sheet 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. Nainesh Shah (DIN: 00166112), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment                                                                                                                                                                                                                  |     |         |
| 3                        | To appoint M/s. J. D . Zatakia & Co., Chartered Accountants, (Firm Registration No. 111777W) as Statutory Auditors of the Company to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 39th Annual General Meeting of the Company until the conclusion of the 44th Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix their |     |         |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024

Signature of shareholder \_\_\_\_\_

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

Affix  
Revenue  
Stamp of  
Re.1/-

**Note:**

1. 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.
2. This is only optional. Please put a tick in the appropriate column against the Resolutions indicated in the Box. If you leave '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.