

TERRAFORM REALSTATE LIMITED

Corporate Identity Number: L27200MH1985PLC035841

Date: 29.09.2018

To,
The Manager,
Corporate Service Department,
BSE Limited, P. J. Tower, Dalal Street, Fort,
Mumbai -400001.

Company Code: 512157

Name of the Company: Terraform Realstate Limited

E-mail id of the Company: secretarial@terraformrealty.com

Summary of proceedings of the 33rd Annual General Meeting as required under Regulations 30, Part-A of Schedule –III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

The 33rd Annual General Meeting (AGM) of the Members of Terraform Realstate Limited held on Friday, 28th September, 2018 at 4.00 p.m. at the Registered office of the Company i.e. Godrej Coliseum, A-Wing 1301, 13th Floor, behind Everard Nagar, Off Eastern Express Highway, Sion (East), Mumbai 400 022, Mr. Kishor N. Shah, Managing Director, chaired the meeting. The requisite quorum being present. The Chairman called the meeting to order. The Chairman welcomes the members and in his address briefed about the activities of Company. The Chairman informed that the Company has the Notice for the Meeting. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the end the Meeting. It was further informed that there would be no voting by show of hands. Ms. Rajeshree Chougule, Company Secretary and Compliance Officer, read the Auditors Report.

The Following items of business, as per the Notice of Annual General Meeting (AGM) dated September 28, 2018 were transacted at the Meeting.

Resolution No.	Particulars	% Votes in Favour	% Votes Against	% Votes Abstain
1.	To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31 st March, 2018 including audited Balance Sheet as at 31 st March, 2018 and the Statement of Profit and Loss	100	Nil	Nil

	Profit and Loss Account for the year ended on that date and the Reports of Board of Directors and Auditors' thereon.			
2.	To appoint Mr. Nainesh K. Shah (DIN: 00715505), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.	100	Nil	Nil
3.	Appoint Auditors and to fix their remuneration	100	Nil	Nil
4.	Appointment of Mrs. Anjali Bhagia (DIN: 07974745) as a Director of the Company	100	Nil	Nil

Clarification was provided to the queries raised by the Members.

The Board of Directors had appointed Mr.B.V. Dholakia, of Dholakia & Associates LLP, Company Secretaries (Membership No.FCS 977 and CP No. 507), 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.

The Scrutinizer's Report was received and accordingly all the resolutions as set out in the notice were declared as passed.

Results of E-Voting along with Scrutinizer Report are enclosed herewith please find the same.

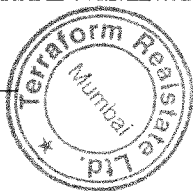
This is for your information and records.

Thanking You,

For **TERRAFORM REALSTATE LIMITED**

R Chougule

RAJESHREE CHOUGULE
COMPANY SECRETARY



Annexure I
Voting Results of AGM held on 28.09.2018 of Terraform Realstate Limited

Date of the AGM/EGM				28.09.2018				
Total number of shareholders on record date				26				
No. of shareholders present in the meeting either in person or through proxy:				7				
Promoters and Promoter Group:				4				
Public				3				
No. of Shareholders attended the meeting through Video Conferencing				Nil				
Promoters and Promoter Group:				Nil				
Public				Nil				
1. Adoption the Financial Statements of the Company for the financial year ended 31st March, 2018 including audited Balance Sheet as at 31st March, 2018 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.								
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	150010	142010	94.67	142010	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	150010	142010	94.67	142010	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	349990	70150	20.04	70150	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	349990	70150	20.04	70150	0	100	0
Total		500000	212160	42.43	212160	0	100	0



2. Re-appointment a Director in place of Mr. Nainesh K. Shah (DIN: 00715505), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.

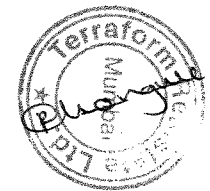
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	150010	142010	94.67	142010	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	150010	142010	94.67	142010	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	349990	70150	20.04	70150	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	349990	70150	20.04	70150	0	100	0
Total		500000	212160	42.43	212160	0	100	0



3. To Appoint Auditors and fix their Remuneration								
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	150010	142010	94.67	142010	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	150010	142010	94.67	142010	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	349990	70150	20.04	70150	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	349990	70150	20.04	70150	0	100	0
Total		500000	212160	42.43	212160	0	100	0



4. TO APPOINT OF MRS. ANJALI BHAGIA (DIN: 07974745) AS A DIRECTOR OF THE COMPANY								
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	150010	142010	94.67	142010	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	150010	142010	94.67	142010	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	349990	70150	20.04	70150	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	349990	70150	20.04	70150	0	100	0
Total		500000	212160	42.43	212160	0	100	0



Combined Report of Scrutinizer for Remote e-Voting and Poll

To,

Mr. Kishor N. Shah

The Chairperson of 33rd Annual General Meeting of Terraform Realstate Limited

Held on Friday, 28th September, 2018 at 4.00 p.m. Godrej Coliseum, A-Wing 1301, 13th Floor, behind Everard Nagar, Off Eastern Express Highway, Sion (East), Mumbai 400 022.

Dear Sir,

I, **CS Bhumitra V. Dholakia, Designated Partner of Dholakia & Associates LLP, Company Secretaries** was appointed as a Scrutinizer by the Board of Directors of **Terraform Realstate Limited ("the Company")** pursuant to Sections 108 and 109 of the Companies Act, 2013 read with Rules made thereunder to scrutinize the electronic voting (Remote e-Voting) and the Poll Process for the resolutions contained in the Notice of 33rd Annual General Meeting ("the Meeting") of the Company, submit my combined report as under:

1. The Management of the Company is responsible for the compliance of Sections 108 & 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 and my responsibility is only to the extent of making a Scrutinizer's Report for ascertaining the votes cast in favour or against for respective Resolution.
2. As confirmed by the Chairperson of the Meeting, since all the members present have cast their vote in Remote e-Voting, the Poll was not required to be conducted by the Chairperson, hence Poll voting details are not provided in the Report.
3. The Remote e-Voting commenced on September 25, 2018 (10:00 am) and was closed on September 27, 2018 (5.00 pm).
4. The Remote e-Voting Result was unblocked at Mumbai from the website of National Securities Depository Limited i.e. www.evoting.nsdl.com after the conclusion of the Meeting and the Excel File containing the Result was opened in the presence of Mr. Vidyut R. Vasavada and Mr. Lalit B. Shah who are not in the employment of the Company. **(Declaration attached)**



Scrutinizer's Report on Poll – Terraform Realstate Limited – 33rd AGM Page 1 of 10

5. The Result on Remote e-Voting is as under:

- (a) Item No. 1: To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2018 including audited Balance Sheet as at 31st March, 2018 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.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	7	2,12,160
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	7	2,12,160
B. Poll		
Total Votes received by Poll	NA	NA
Less: Total Number of Invalid Votes	NA	NA
Total Number of Valid Votes	NA	NA
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	7	2,12,160
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	7	2,12,160



(i) Voted in favour of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
7	2,12,160	100
B. Poll		
NA	NA	NA
C. Combined (A+B)		
7	2,12,160	100

(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
NIL	NIL	NIL
B. Poll		
NA	NA	NA
C. Combined (A+B)		
NIL	NIL	NIL



- (b) Item No. 2: To appoint a Director in place of Mr. Nainesh K. Shah (DIN: 00715505), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for reappointment.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	7	2,12,160
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	7	2,12,160
B. Poll		
Total Votes received by Poll	NA	NA
Less: Total Number of Invalid Votes	NA	NA
Total Number of Valid Votes	NA	NA
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	7	2,12,160
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	7	2,12,160



(i) Voted in favour of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
7	2,12,160	100
B. Poll		
NA	NA	NA
C. Combined (A+B)		
7	2,12,160	100

(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
NIL	NIL	NIL
B. Poll		
NA	NA	NA
C. Combined (A+B)		
NIL	NIL	NIL



(c) Item No 3: To appoint Auditors and to fix their remuneration.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	7	2,12,160
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	7	2,12,160
B. Poll		
Total Votes received by Poll	NA	NA
Less: Total Number of Invalid Votes	NA	NA
Total Number of Valid Votes	NA	NA
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	7	2,12,160
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	7	2,12,160



(i) Voted **in favour** of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
7	2,12,160	100
B. Poll		
NA	NA	NA
C. Combined (A+B)		
7	2,12,160	100

(ii) Voted **against** the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
NIL	NIL	NIL
B. Poll		
NA	NA	NA
C. Combined (A+B)		
NIL	NIL	NIL



(d) Item No 4: To appoint of Mrs. Anjali Bhagia(DIN: 07974745) as Director of the Company.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	7	2,12,160
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	7	2,12,160
B. Poll		
Total Votes received by Poll	NA	NA
Less: Total Number of Invalid Votes	NA	NA
Total Number of Valid Votes	NA	NA
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	7	2,12,160
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	7	2,12,160



(i) Voted in favour of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
7	2,12,160	100
B. Poll		
NA	NA	NA
C. Combined (A+B)		
7	2,12,160	100

(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
NIL	NIL	NIL
B. Poll		
NA	NA	NA
C. Combined (A+B)		
NIL	NIL	NIL

6. The aforesaid Report is tabulated on the basis of Acceptance and Rejection provided in the Annexure attached herewith which forms an integral part of this Report.
7. You may accordingly declare the result of the Remote e-Voting and Poll.
8. The Register of Remote e-Voting will be e-mailed to the Company Secretary of the Company after the Chairperson considers, approves and signs the minutes of the Annual General Meeting in compliance with Rule 20(4)(xv) of Companies (Management and Administration) Rules, 2014.

Thanking you,

Yours faithfully,



CS Bhumitra V. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
FCS: 977 CP No: 507

Place : Mumbai

Date : 29th September, 2018

ANNEXURE**A. BASIS OF ACCEPTANCE****VOTING THROUGH ELECTRONIC MODE:**

Member has voted only through Remote e-Voting i.e. electronic mode.

B. BASIS OF REJECTION**VOTING THROUGH ELECTRONIC MODE:**

1. Corporate / Institutional Members (other than Individuals, HUF, NRI etc.) who have not uploaded the scanned copy of the relevant Board Resolution / Authority Letter / Power of Attorney, etc. on the website www.evoting.nsdl.com or provided by the Company have been considered invalid.
2. Board Resolution / Authority Letter / Power of Attorney, etc. do not grant power in favour of the person who has exercised voting right.



CS Bhumitra V. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
FCS: 977 CP No: 507

Place : Mumbai

Date : 29th September, 2018

TO WHOMSOEVER IT MAY CONCERN

We, VIDYUT. R. VASAWADA and LALIT. B. SHAM..... hereby state that the Excel Sheet containing the Results of e-Voting of Terraform Realstate Limited ("the Company") for 33rd Annual General Meeting of the Company held on Friday, 28th September, 2018 at 4.00 p.m. Godrej Coliseum, A-Wing 1301, 13th Floor, behind Everard Nagar, Off Eastern Express Highway, Sion (East), Mumbai 400 022 was unblocked from the website of National Securities Depository Limited i.e. www.evoting.nsdl.com and opened in our presence as required under Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014.

Witness 1

Name: VIDYUT. R. VASAWADA

Address: C-401, KRISHNA RESIDENCY, OPP. S.R. VIDYALAYA,
SUNDER NAGAR, MALAD WEST, MUMBAI-400064.

Signature: N.R. Vasawada

Witness 2

Name: LALIT B SHAM

Address: 5 NEW KRISHNA ROAD KANDIVALI WEST
OFF- M.G ROAD MUMBAI- 400067

Signature: _____

