

TERRAFORM REALSTATE LIMITED

Corporate Identity Number: L27200MH1985PLC035841

NOTICE

Notice is hereby given that the 35th Annual General Meeting of the Members of **TERRAFORM REALSTATE LIMITED** will be held on Wednesday, 30th September, 2020 at 4.00 P.M. at the Registered Office of the Company at Godrej Coliseum, A-Wing 1301, 13th Floor, behind Everard Nagar, Off Eastern Express Highway, Sion (East), Mumbai 400 022 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2020 including audited Balance Sheet as at 31st March, 2020 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. Vimal K. Shah (DIN: 00716040), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.

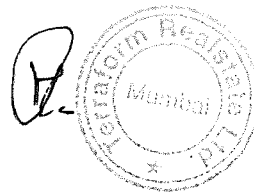
SPECIAL BUSINESS:

3. **TO APPOINT OF MR. UDAY MOTA (DIN: 08635338) AS A DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Section 161 of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Article 28 of Articles of Association of the Company, Mr. Uday Mota, having DIN: 08635338 who was appointed as an Additional Director by the Board of Directors effective from 03rd January, 2020 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company subject to liable by retirement 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."



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

4. **TO APPOINT MR. NAINESH K. SHAH (DIN: 00166112), 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 Mr. Nainesh K. Shah (DIN: 00166112), as Managing Director of the Company, on the recommendation of Nomination & Remuneration Committee in its Meeting held on 5th September 2020 and further confirmed and recommend by the Board of Director in its meeting held on 5th September 2020 for a term of Five (5) years with effect from 05th September, 2020 up to 04th September, 2025, without remuneration to look after day to day affairs of the Company & who is subject to liable to retire by rotation"

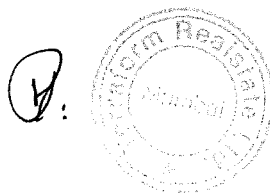
RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorized to file all necessary forms and documents with the Registrar of Companies and do all the acts, deeds and things which are necessary to give effect to this resolution."

5. **TO RE-APPOINT MR. GAUTAM RAJAN (DIN:00060730) AS INDEPENDENT DIRECTOR OF THE COMPANY FOR THE SECOND TERM OF FIVE YEARS:**

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

RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Mr. Gautam Rajan (DIN 00060730), who was appointed as an Independent Director, whose period of office expires on 31st March, 2020, has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013. On the recommendation of Nomination and Remuneration committee and who is eligible for re-appointment in its board meeting held on 13th February, 2020 for the next term of five consecutive years under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 be and is hereby re-appointed as an Independent Director of the Company, not subject to retirement by rotation, for second term of 5 (Five) consecutive years effective from 01st April 2020 upto 31st March, 2025.

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."



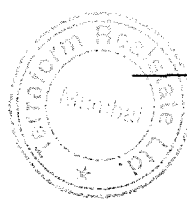
6. **TO RE-APPOINT MR. HEMAL HARIA (DIN:03644544) AS INDEPENDENT DIRECTOR OF THE COMPANY FOR SECOND TERM OF FIVE YEARS :**

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

RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Mr. Hemal Haria (DIN: 03644544), who was appointed as an Independent Director, whose period of office expires on 31st March, 2020, has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013. On the recommendation of Nomination and Remuneration committee and who is eligible for re-appointment in its board meeting held on 13th February, 2020 for the next term of five consecutive years under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company, not subject to retirement by rotation, for second term of 5 (Five) consecutive years effective from 01st April 2020 upto 31st March, 2025.

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



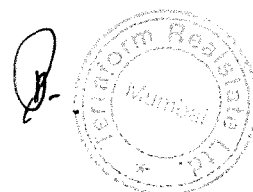
Harsha

Harsha Prakash Ahuja
Company Secretary
Membership No. A56537

PLACE : Mumbai
DATE : 05.09.2020

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 Tuesday, September 29, 2020 to Wednesday, September 30, 2020.**
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. 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 thereunder, the Annual Report 2019-20 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 2019-20 are being sent by the permitted modes. Members may note that the Annual Report 2019-20 will also be available on the Company's website www.terraformrealstate.com and Members who have not registered their email addresses

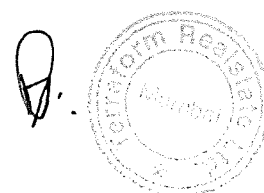


so far are requested to register their email address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

7. 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 8th 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 after 5th December, 2018. So, please note the same.**
8. 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.
9. 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.
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. **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, 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 2019-20. 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.

A handwritten signature is written over a circular official stamp. The stamp contains the text "Registrar of Companies" and "Mumbai" around the perimeter.

12. PROCESS FOR MEMBERS OPTING FOR E-VOTING

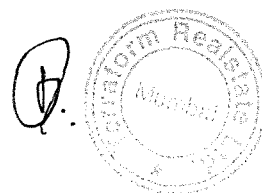
VOTING THROUGH ELECTRONIC MEANS

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 35th 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 Saturday, September 26, 2020 (10.00 a.m. IST) and ends on Tuesday, September 29, 2020 (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 Wednesday, September 23rd, 2020, 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.
5. 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 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.



Details on Step 1 is mentioned below:

How to Log into NSDL e-Voting website?

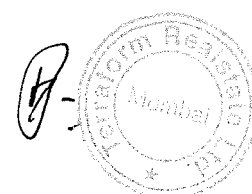
- I. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal Computer or on a mobile.
- II. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- III. A new screen will open. You will have to enter your user ID, your Password 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.

- IV. Your User ID details are given below

Manner of holding shares i.e. Demat (NSDL) or physical	Your USER ID is:
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 113792 then user ID is 113792001***

- V. Your Password details 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 or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) In case a Member receives physical copy of the Notice of Annual General Meeting (for members whose email ID is not registered with the Company or requesting physical copy) then 'initial password' provided as below on the attendance Sheet of the Annual General Meeting.

VI. 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) option available on www.evoting.nsdl.com
- b) **Physical User Rest Password?"** (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address.

VII. After entering your password, tick on Agree to "Terms and Conditions" by Selecting on the check box.

VIII. Now, you will have to click on "Login" button.

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

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- I. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- II. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" (In that, Terraform Realstate Limited: EVEN No. **113792**) and whose voting cycle is in active status.



A handwritten signature in black ink, appearing to be "B. J."

- III. Select “EVEN” of company for which you wish to cast your vote.
- IV. Now you are ready for e-Voting as the Voting page opens.
- V. 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.
- VI. Upon confirmation, the message “Vote cast successfully” will be displayed.
- VII. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- VIII. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

13. General Guidelines for shareholders

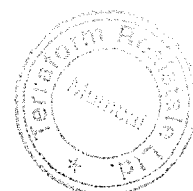
1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. with attested specimen signature of the duly authorized Signatory(ies) who are authorized to vote, to the Scrutinizer by email to bvdholakia@mrugacsl.com with a copy marked to 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 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 or call on toll free No.1800-222-990 or send a request at evoting@nsdl.co.in.
14. 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.
15. 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 23rd September 2020.



16. 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. 23rd September 2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or service@satellitecorporate.com.

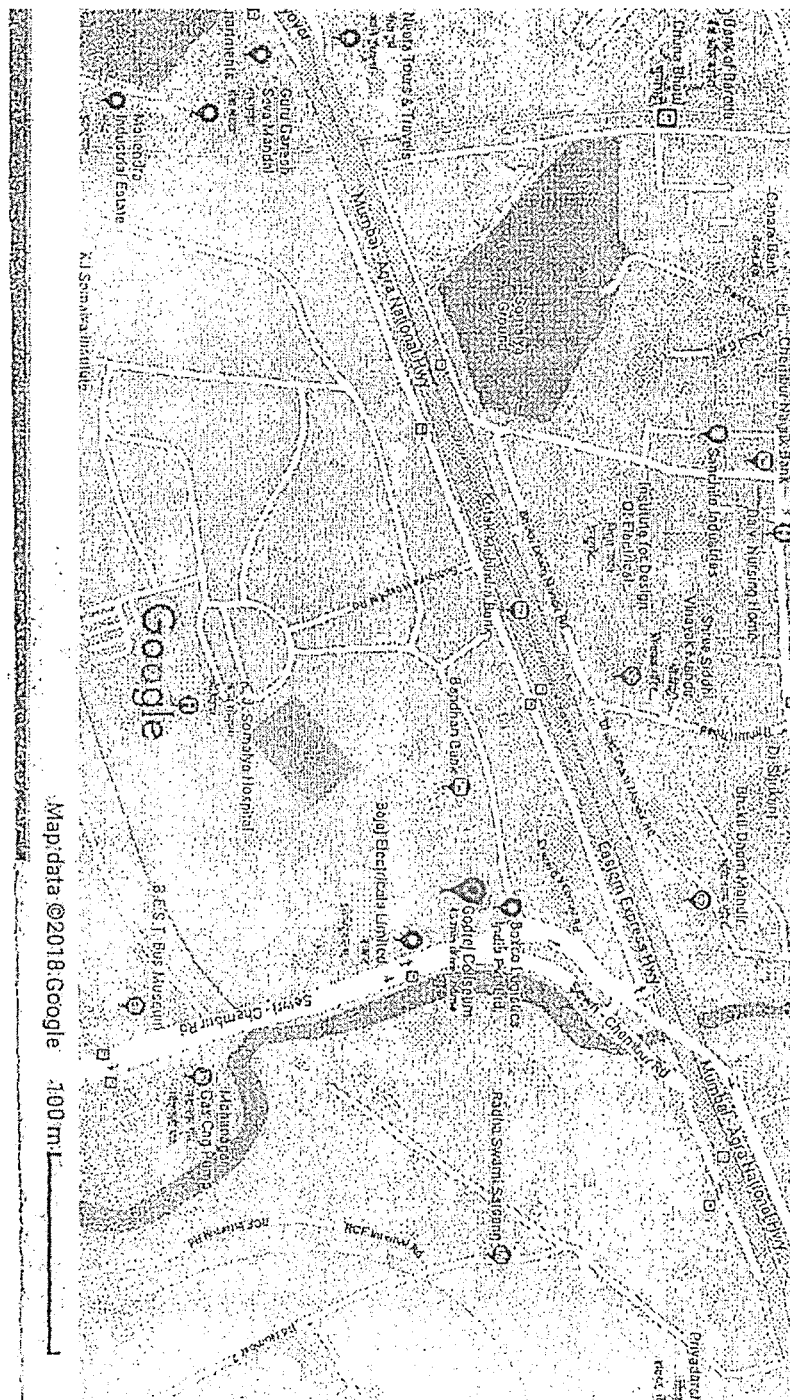
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free No.: 1800-222-990.

17. 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.
18. Mr. Bhumitra 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.
19. 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.
20. 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.
21. 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
22. 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, up to and including the date of the Annual General Meeting of the Company.



Route Map of the AGM Venue

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



(Handwritten signature/initials)

ITEM NO. 3:

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:

Name of the Director	Mr. Uday Mota
Date of Birth	05.01.1974
Date of Appointment	03.01.2020
Experience in specific functional areas	18 Years of Experience in the Field of Realstate Business
Directorships in other Companies	Yes (As Per Annexure No.2)
Chairman/ Member of the Committees of the Board of Directors of the Company	No
Chairman/Member of the Committees of the Board of Directors of the other Companies in which he is a Director	No
No. of Shares held in the Company	Nil
Inter-se Relationship between Directors	No
Director Identification Number	08635338



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:

Name of the Director	Mr. Nainesh K.Shah
Date of Birth	26.10.1976
Date of Appointment	05.09.2020
Experience in specific functional areas	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.
Directorships in other Companies	Yes (As Per Annexure No.3)
Chairman/ Member of the Committees of the Board of Directors of the Company	No
Chairman/Member of the Committees of the Board of Directors of the other Companies in which he is a Director	No
No. of Shares held in the Company	37000
Inter-se Relationship between Directors	Yes, He is the Son of Kishor N. Shah & Brother of Mr. Vimal K. Shah
Director Identification Number	00166112



ITEM NO. 5:

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:

Name of the Director	Mr. Gautam Rajan
Date of Birth	01.07.1972
Date of Appointment	13.02.2020
Experience in specific functional areas	He is a qualified in Bachelor & Masters of Science (B.Sc) & (M. Sc.) & also a MBA from USA. He has a professional Experience in Business Strategy & Finance. He is associated with the Company since last 5 Years.
Directorships in other Companies	Yes (As Per Annexure No.4)
Chairman/ Member of the Committees of the Board of Directors of the Company	Yes
Chairman/Member of the Committees of the Board of Directors of the other Companies in which he is a Director	Yes
No. of Shares held in the Company	Nil
Inter-se Relationship between Directors	No
Director Identification Number	00060730

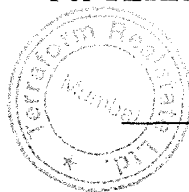


ITEM NO. 6:

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:

Name of the Director	Mr. Hemal Haria
Date of Birth	22.07.1971
Date of Appointment	13.02.2020
Experience in specific functional areas	He is Bachelor in Commerce with vide years of experience in the Business of various industries. He is associated with the Company since last 5 years.
Directorships in other Companies	Yes (As Per Annexure No.5)
Chairman/ Member of the Committees of the Board of Directors of the Company	Yes
Chairman/Member of the Committees of the Board of Directors of the other Companies in which he is a Director	Yes
No. of Shares held in the Company	Nil
Inter-se Relationship between Directors	No
Director Identification Number	03644544

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



Harsha

Harsha Prakash Ahuja
Company Secretary
Membership No.:A56537

PLACE : Mumbai
DATE : 05.09.2020

Registered Office:

Godrej Coliseum, A-Wing 1301, 13th Floor, behind Everard Nagar,
Off Eastern Express Highway, Sion (East),
Mumbai 400022

B.

ANNEXURE 1:**DIRECTORSHIP IN OTHER COMPANIES/LLP****Name of Director: VIMAL K. SHAH****DIN: 00716040**

Sr. No.	CIN	Name of the Company
1.	L65990MH1982PLC040684	Terraform Magnum Limited
2.	U67120MH1983PTC030707	Terraform Softtech Private Limited
3.	U45203MH2008PTC184671	Megaview Tosha Construction Private Limited
4.	U65923MH1996PTC100417	Money Magnum Nest Private Limited
5.	U45200MH2000PTC124312	Mansi Nest Private Limited
6.	U45400MH2007PTC171818	Joyce Realtors Private Limited
7.	U70102MH2007PTC171816	Supernal Realtors Private Limited
8.	U45202MH2008PTC177659	Terraform Meet Private Limited
9.	U45400MH2008PTC177747	Terraform Construction Private Limited
10.	U45202MH2008PTC178819	Terraform Construction Private Limited
11.	U45202MH2008PTC178818	Terraform Nest Private Limited
12.	U70102MH2008PTC182444	Megaview Manjil Construction Private Limited
13.	U45200MH2007PTC171831	Vengas Realtors Private Limited
14.	U45400MH2008PTC184160	Terraform Tvisha Private Limited
Sr. No.	LLPIN	Name Of LLP
1.	AAE-8778	Megaview Intermediaries Llp
2.	AAF-8552	Mugdha Creation Llp



ANNEXURE 2:**DIRECTORSHIP IN OTHER COMPANIES/LLP****Name of Director: UDAY MOTA****DIN: 08654605**

Sr. No	CIN	Name of the Companies
1.	L65990MH1982PLC040684	Terraform Magnum Limited
2.	U45202MH2008PTC186524	Megaview Tvisha Construction Private Limited
3.	U65923MH1996PTC100417	Money Magnum Nest Private Limited

ANNEXURE 3:**DIRECTORSHIP IN OTHER COMPANIES/LLP****Name of Director: NAINESH K. SHAH****DIN: 00166112**

Sr. No.	CIN	Name of the Company
1.	L65990MH1982PLC040684	Terraform Magnum Limited
2.	U67120MH1983PTC030707	Terraform Softtech Private Limited
3.	U65923MH1996PTC100417	Money Magnum Nest Private Limited
4.	U45400MH2007PTC171818	Joyce Realtors Private Limited
5.	U70102MH2007PTC171816	Supernal Realtors Private Limited
6.	U45202MH2008PTC177659	Terraform Meet Private Limited
7.	U45400MH2008PTC177747	Terraform Construction Private Limited
8.	U45202MH2008PTC178819	Terraform Construction Private Limited
9.	U45202MH2008PTC178818	Terraform Nest Private Limited
10.	U45200MH2008PTC180806	Terraform Nest Private Limited
11.	U45200MH2008PTC180807	Terraform Manshila Construction Private Limited
12.	U45200MH2007PTC171831	Vengas Realtors Private Limited



13.	U45400MH2008PTC184159	Terraform Manjil Private Limited
Sr. No.	LLPIN	NAME OF LLP
1.	AAE-8778	Megaview Intermediaries LLP
2.	AAF-8552	Mugdha Creation LLP

ANNEXURE 4

DIRECTORSHIP IN OTHER COMPANIES/LLP

Name of Director: GAUTAM RAJAN

DIN: 00060730

Sr. No	CIN	Name of the Companies
1.	L65990MH1982PLC040684	Terraform Magnum Limited
2.	U33130MH1985PTC035950	Anamed Instruments Pvt Ltd
3.	U51900MH1987PTC045642	Marsap Services Private Limited
4.	U33111MH2012PTC228761	Iworx Systems India Private Limited
5.	U51909KA2017PTC102121	Pamas Particle Counters India Private Limited

ANNEXURE 5

DIRECTORSHIP IN OTHER COMPANIES/LLP

Name of Director: HEMAL HARIA

DIN: 03644544

Sr. No	CIN	Name of the Companies
1.	L65990MH1982PLC040684	Terraform Magnum Limited



ANNEXURE TO THE NOTICE

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

ITEM NO. 3:

In line with the recommendation of Nomination and Remuneration Committee, Mr. Uday Mota, having DIN: 08635338 was appointed as an Additional Director of the Company by the Board of Directors with effect from 03rd January, 2020 by virtue of Section 161(1) of the Companies Act, 2013. Mr. Uday Mota holds office up to the date of this Annual General Meeting and is eligible for appointment as a Director as set out in the Resolution at Item No.3 of the Notice of the Meeting. The said appointment is subject to the approval of the shareholders at the Annual General Meeting of the Company.

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

ITEM NO 4:

In line with the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 05th September, 2020 has appointed Mr. Nainesh K. Shah, having DIN: 00166112 as the Managing Director of the Company for a period of Five Years with effect from 05th September, 2020 to 04th September, 2025 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.

Except Mr. Kishor N. Shah, Father & Mr. Vimal K. Shah, Brother of the Managing Director Mr. Nainesh K. Shah may be deemed to be interested in the respective resolutions to the extent of shareholding interest & relationship with each another.

Save & except the above, none of the Directors or their relatives is concerned or interested financially or otherwise in the said resolution.

ITEM NO. 5:

Mr. Gautam Rajan, having DIN: 00060730 is Re-appointed as an Independent Director of the Company by the Board of Directors with effect from 01st April, 2020 to 31st March, 2025 by virtue of Section 149, 152 and Schedule IV of the Companies Act, 2013 read with applicable Rules framed there under. This Resolution shall come into effect from 13.02.2020. The said Re-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.

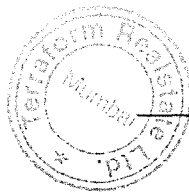


ITEM NO. 6:

Mr. Hemal Haria, having DIN: 03644544 is Re-appointed as an Independent Director of the Company by the Board of Directors with effect from 01st April, 2020 to 31st March, 2025 by virtue of Section 149, 152 and Schedule IV of the Companies Act, 2013 read with applicable Rules framed there under. This Resolution shall come into effect from 13.02.2020. The said Re-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
For **TERRAFORM REALSTATE LIMITED**



Harsha

Harsha Prakash Ahuja
Company Secretary
Membership No.:A56537

PLACE : Mumbai

DATE : 05.09.2020

Registered Office:

Godrej Coliseum, A-Wing 1301, 13th 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

Corporate Identity Number: L27200MH1985PLC035841

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

Website: www.terraformrealstate.com. E-mail: secretarial@terraformrealty.com

ATTENDANCE SLIP

**35th ANNUAL GENERAL MEETING ON WEDNESDAY, SEPTEMBER 30, 2020,
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 presence at the 35th Annual General Meeting of the Members of the Company held on Wednesday 30th September, 2020 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



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, 13th Floor, behind Everard 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.: _____

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 35th Annual general meeting of the company, to be held on the Wednesday of 30th September, 2020 at 4.00 p.m. at Registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:



** I wish my above proxy to vote in the manner as indicated in the box below:

Resolution No.	Resolution	For	Against
Ordinary Business			
1	To Consider and adopt the Financial Statements of the Company for the financial year ended 31 st March, 2020 including audited Balance Sheet as at 31 st March, 2020 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. Vimal K. Shah (DIN: 00716040), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.		
Special Business			
3	To Appoint of Mr. Uday Mota (DIN: 08635338) as Director.		
4	To Appoint of Mr. Nainesh K. Shah (DIN: 00166112) as Managing Director of the Company		
5	To Re-Appoint of Mr. Gautam Rajan (DIN: 00060730) as Independent Director of the Company		
6	To Re-Appoint of Mr. Hemal Haria (DIN: 03644544) as Independent Director of the Company		

Signed this _____ day of 2020

Signature of shareholder _____

Signature of Proxy holder(s) _____

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.



[Handwritten signature]