

## SANATHNAGAR ENTERPRISES LIMITED

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Notice is hereby given that the Sixty-Ninth Annual General Meeting of the Members of Sanathnagar Enterprises Limited will be held on Thursday, 29<sup>th</sup> September, 2016 at 04.30 p.m. at Lodha Excelus, 6<sup>th</sup> floor , Apollo Mills Compound, N M Joshi Marg, Mahalaxmi, Mumbai 400 011 to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016 and the Reports of the Board of Directors' and Auditors' thereon and in this regard, pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon laid before this Meeting, be and are hereby considered and adopted.”

2. To appoint a Director in place of Ms. Purnima Pavle (DIN: 06705133), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Purnima Pavle (DIN:06705133), who retires by rotation at this Meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

### SPECIAL BUSINESS:

3. **Appointment of Statutory Auditor to fill casual vacancy:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, M/s. MZSK & Associates, Chartered Accountants (Firm Registration No: 105047W) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Shanker and Kapani, Chartered Accountants, (Firm Registration No: 117761W).

“**RESOLVED FURTHER THAT** that M/s. MZSK & Associates, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold the office from 3<sup>rd</sup> September 2016 until the conclusion of the 69<sup>th</sup> Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as shall be fixed by the Board of Directors of the Company.”

4. **Appointment of Statutory Auditor:**

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

“**RESOLVED THAT** pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, M/s MZSK & Associates, Chartered Accountants (Firm Registration No: 105047W, be and are hereby appointed as Statutory Auditors of the Company to hold office for five years, from the conclusion of the 69<sup>th</sup> Annual General Meeting till the conclusion of the 74<sup>th</sup> Annual General Meeting of the Company to be held in the year 2021 (subject to ratification of the appointment by the Members at every Annual General Meeting held after the 69<sup>th</sup> Annual General Meeting of the Company), at such remuneration plus applicable taxes and out of pocket expenses, as shall be fixed by the Board of Directors of the Company.”

5. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read alongwith Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment thereof, for the time being in force), Mr. Umashankar Hegde (DIN: 06797098), who was appointed as an Additional Director w.e.f November 5, 2015 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, along with the deposit of Rs.1 lakh, proposing his candidature for the office of Director of the Company, be and

is hereby appointed as an Independent Director on the Board of the Company to hold office upto November 4, 2020, not liable to retire by rotation.”

6. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read alongwith Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment thereof, for the time being in force), Mr. Bhushan Shah (DIN: 07484485), who was appointed as an Additional Director w.e.f July 7, 2016 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, alongwith the deposit of Rs.1 lakh, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director on the Board of the Company to hold office upto July 6, 2021, not liable to retire by rotation.”

7. To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:"

“**RESOLVED THAT** pursuant to the provisions of Section 196, 203 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “Act”) and the relevant rules made thereunder (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) read with Schedule V of the Act, the consent of the members be and is hereby accorded for appointment of Mr. Maninder Chhabra as the Manager of the Company for a period of 5 years with effect from February 05, 2016 till February 04, 2021 on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as the “Board” and shall include duly constituted Committee(s) thereof) to alter and vary the terms and conditions of the said appointment as it may deem fit.

**RESOLVED FURTHER THAT** all actions taken by the Board of Directors (including any Committee thereof) and all matters related thereto are specifically approved and ratified.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) and Company Secretary of the Company, be and are hereby severally authorised to complete all the formalities, file necessary forms and to do all such acts, deeds and things as may be necessary in this regard and necessary entries be made in the statutory registers to that effect.”

**Date : 3<sup>rd</sup> September, 2016**  
**Place : Mumbai**

**By Order of the Board**  
**For Sanathnagar Enterprises Limited**

**Sharatkumar Shetty**  
**Company Secretary**  
**ACS: 31888**

**Registered Office:**

412, Floor-4, 17G, Vardhaman Chamber,  
Cawasji Patel Road, Horniman Circle,  
Fort, Mumbai-400001  
CIN L99999MH1947PLC252768  
Telephone No. :+9122-23024400  
Fax No. : +9122-23024550  
Website : www.sanathnagar.in  
E-mail : investors.sel@lodhagroup.com

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### Notes:

- 1) **A Member entitled to attend and vote at the 69<sup>th</sup> Annual General Meeting (“the Meeting”) is entitled to appoint proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The instrument of proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not later than 48 hours before the commencement of the meeting.**

**A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company 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.**

- 2) A proxy form is annexed to this notice of the Meeting. The holder of the proxy shall prove his identity at the time of attending the Meeting.
- 3) Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the normal business hours of the Company during the period beginning twenty-four (24) hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than three (3) days in writing of the intention to inspect the proxies lodged shall be required to be provided to the Company.
- 4) Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representatives authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
- 5) A Statement pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Meeting is annexed hereto.
- 6) This Notice is also being sent with Annual Report along with attendance slip, proxy form and route map of the venue of the Meeting.
- 7) Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report at the Meeting.
- 8) In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 9) Members who hold shares in dematerialised form are requested to write their DP ID and Client ID number(s) and those who hold share(s) in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
- 10) Members holding shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company’s Registrar and Share Transfer agent, CIL Securities Ltd., 214, Raghava Ratna Towers, Chirag Ali Lane, Hyderabad - 500 001, Tel No: 91 - 040 - 23203155, Email Id: rta@cilsecurities.in enclosing their original share certificate to enable them to consolidate the holdings into one folio.
- 11) The Register of Members and Share Transfer Books of the Company would remain closed from Saturday, 24<sup>th</sup> September, 2016 to Thursday, 29<sup>th</sup> September, 2016 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.
- 12) The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
- 13) Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office /Corporate Office of the Company on all working days, excluding Saturday, Sunday and public holidays between 11.00 a.m. and 1.00 p.m. The aforesaid documents will also be available for inspection at the Meeting.
- 14) In terms of Rule 18 of the Companies (Management and Administration) Rules, 2014, a Company may give notice through electronic mode addressing to the person entitled to receive such e-mail as per the records of the Company or as provided by the depository, provided that the Company shall provide an advance opportunity atleast once in a

financial year, to the member to register his e-mail address and changes therein and such request may be made by only those members who have not got their email id recorded or to update a fresh email id and not from the members whose e-mail ids are already registered. In view of the above, the Company hereby requests members who have not updated their email IDs to update the same with their respective Depository Participant(s) or the CIL Securities Limited, Registrar and Transfer Agent (R&T) of the Company. Further, Members holding shares in electronic mode are also requested to ensure to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the R & T of the Company quoting their folio number(s).

- 15) Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS) and Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's record which will help the Company and the Company's Registrars and Transfer Agents, CIL Securities Limited (RTA) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes either to the Company or to RTA.
- 16) The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to CIL Securities Limited, Registrar and Share Transfer Agent of the Company.
- 17) Members desiring any information relating to the financial statements are requested to write to the Company well in advance so as to enable the management to keep the information ready.
- 18) Members holding shares of the Company as on Friday, 23<sup>rd</sup> September, 2016, shall be entitled to vote at the Annual General Meeting of the Company. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
- 19) In terms of Section 152 of the Act, Ms. Purnima Pavle, retire by rotation at the Meeting and being eligible, offers herself for re-appointment. The Nomination and Remuneration Committee of the Board and the Board of Directors of the Company recommend her re-appointment.

The additional information in respect of re-appointment of Ms. Purnima Pavle as Director liable to retire by rotation, pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, are provided as Annexure 1 to the Explanatory Statement.

- 20) Ms. Purnima Pavle is interested in Ordinary Resolution as set out at Item No. 2 of the Notice with respect to her re-appointment. The relatives of Ms. Purnima Pavle may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their Relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out under Item No. 2.
- 21) The Company is providing facility for voting by electronic means (E-voting) through an electronic voting system which will include remote E-voting as prescribed by the Companies (Management and Administration) Rules, 2014 as presently in force and the business set out in the Notice will be transacted through such voting. Information and instructions including details of User ID and password relating to such e-voting are provided in the Notice under Note No. 22.
- 22) **Information and instructions relating to E-voting are as under:-**
  - 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 Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members a facility to exercise their right to vote on business proposed to be transacted at the Annual General Meeting (AGM) by electronic means and the business may be transacted through E-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM, ("remote E-voting") will be provided by Central Depository Services (India) Limited (CDSL).

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- 2) The facility for voting through ballot paper shall be made available at the AGM premises 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 AGM through ballot paper.
- 3) The members who have cast their vote by remote E-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- 4) The remote E-voting period commences on Monday, 26<sup>th</sup> September, 2016 (9:00 am) and ends on Wednesday, 28<sup>th</sup> September, 2016 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 23<sup>rd</sup> September, 2016, may cast their vote by remote E-voting. The remote e-voting module shall be forthwith blocked by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- 5) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- 6) 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 i.e. Friday, 23<sup>rd</sup> September, 2016.
- 7) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. Friday, 23<sup>rd</sup> September, 2016, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote E-voting than you can use your existing user ID and password for casting your vote.
- 8) A member can opt for only one mode of voting i.e. either through remote e-voting or by Ballot process to be done at the AGM. If a member casts vote by both modes, then voting done through remote E-voting shall prevail and the Ballot form shall be treated as invalid.
- 9) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Friday, 23<sup>rd</sup> September, 2016 only shall be entitled to avail the facility of remote E-voting as well as voting at the AGM through ballot paper.
- 10) The Company has appointed Ms. Payal Purohit, Practising Company Secretary, as scrutinizer (the 'Scrutinizer') for scrutinizing the Remote E-voting process as well as voting at the AGM in a fair and transparent manner.
- 11) The Chairman shall, at the Annual General Meeting, at the end of discussion on the business matters on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- 12) The Scrutinizer shall after the conclusion of voting at the Annual 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 atleast two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report on the total votes cast in favour or against, if any, to the Chairman/ Director or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
- 13) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.sanathnagar.in and on the website of the CDSL immediately after the declaration of result by the Chairman/ Director or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchange (BSE Limited).
- 14) This notice has been updated with the instructions for voting through electronic means as per the Amended Companies (Management and Administration) Rules, 2015.

### THE PROCESS AND MANNER FOR REMOTE E-VOTING ARE AS UNDER:

- 15) The voting period begins on Monday, 26<sup>th</sup> September, 2016 (9:00 am) and ends on Wednesday, 28<sup>th</sup> September, 2016 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 23<sup>rd</sup> September, 2016 may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter.

- a. Shareholders who have already voted prior to the AGM date would not be entitled to vote at the meeting venue.
- b. The shareholders should log on to the E-voting website [www.evotingindia.com](http://www.evotingindia.com)
- c. Click on Shareholders.
- d. Now Enter your User ID
  - i. For CDSL: 16 digits beneficiary ID,
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- e. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- f. Next enter the Image Verification as displayed and Click on Login.
- g. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- h. If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>

- i. After entering these details appropriately, click on "SUBMIT" tab.
- j. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that that company opts for E-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- k. For Members holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.
- l. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- m. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- n. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- o. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- q. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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- r. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The M-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

### NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

- a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- d. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

### EXPLANATORY STATEMENT ANNEXED TO THE NOTICE PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF THE BUSINESSES MENTIONED IN THE NOTICE OF THE SIXTY NINTH ANNUAL GENERAL MEETING OF THE COMPANY

#### ITEM NO. 3

The Members of the Company at the 67<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2014 had appointed M/s. Shanker and Kapani, Chartered Accountants, (Firm Registration No: 117761W) as the Statutory Auditors of the Company to hold office from the conclusion of 67<sup>th</sup> Annual General Meeting till the conclusion of 72<sup>nd</sup> Annual General Meeting of the Company to be held in the year 2019 subject to ratification of the appointment by the Members at every Annual General Meeting held after the 67<sup>th</sup> Annual General Meeting of the Company.

M/s Shanker and Kapani Chartered Accountants, expressed their intention to step down and resigned from the position as Statutory Auditors of the Company on 03<sup>rd</sup> September, 2016 resulting in a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013. The Board of Directors at its meeting held on 3<sup>rd</sup> September 2016, as per the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) under Companies Act, 2013, appointed M/s MZSK & Associates, Chartered Accountants, (Firm Registration No: 105047W) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Shanker and Kapani, Chartered Accountants, subject to the approval by the members in the 69<sup>th</sup> Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as shall be fixed by the Board of Directors of the Company.

MZSK & Associates is a leading Chartered Accountancy Firm in India and is the Member Firm of BDO International, which has presence in 6 cities in India viz. Mumbai, Pune, New Delhi - Gurgaon, Bengaluru, Hyderabad and Aurangabad with a team of 13 Partners and over 280 Employees which includes Chartered Accountant's, Advocates, Company Secretaries and Articles.

The firm serves several Multinational Companies and Indian Corporates across all industries in Technology, Services, Real Estate, Manufacturing & Distribution Segments providing integrated advice and support.

The Company has received consent and eligibility certificate from M/s MZSK & Associates, Chartered Accountants, to act as Statutory Auditors of the Company in place of M/s Shanker and Kapani, Chartered Accountants, along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 3 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the resolution at Item No.3.

The Board recommends the Resolution at Item No. 3 for approval of the Members.

**ITEM NO. 4**

The Board of Directors at its meeting held on 3<sup>rd</sup> September 2016, as per the recommendation of the Audit Committee and pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the appointment of M/s MZSK & Associates, Chartered Accountants, (Firm Registration No: 105047W) as Statutory Auditors of the Company to hold office for five years, from the conclusion of the 69<sup>th</sup> Annual General Meeting, till the conclusion of the 74<sup>th</sup> Annual General Meeting of the Company to be held in the year 2021 (subject to ratification of the appointment by the Members at every Annual General Meeting held after the 69<sup>th</sup> Annual General Meeting), at such remuneration plus applicable taxes, and out of pocket expenses, as shall be fixed by the Board of Directors of the Company.

The brief profile of M/s MZSK & Associates, Chartered Accountants has been given under the explanatory statement provided for Item No. 3.

The Company has received consent and eligibility certificate from M/s MZSK & Associates, Chartered Accountants to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 4 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the resolution at Item No. 4.

The Board recommends the resolution at Item No. 4 for approval of the Members.

**ITEM NO.5**

The Board of Directors of the Company on 05<sup>th</sup> November, 2015, had appointed Mr. Umashankar Hedge (DIN: 06797098) as an Additional Director of the Company, categorised as Independent, in terms of Section 161 of the Companies Act, 2013 ("Act").

Mr. Umashankar K. Hegde is an expert on Legal and Secretarial matters. He is an Associate member of ICSI and holds bachelor's degree in Law from Mumbai University and has varied experience of over 8 years.

The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act, proposing the candidature of Mr. Umashankar Hedge for the office of Independent Director of the Company, to be appointed as such under the provisions of Section 149 and 152 of the Companies Act, 2013.

Mr. Umashankar Hedge is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Mr. Umashankar Hedge that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

The Nomination & Remuneration Committee has recommended the appointment of Mr. Umashankar Hegde as an Independent Director for a term of 5 years effective from November 5, 2015 till November 4, 2020.

Based on the recommendation of the Nomination and Remuneration Committee and after reviewing the declaration submitted by Mr. Umashankar Hegde, the Board of Directors of the Company has formed an opinion that Mr. Umashankar Hegde meets with the criteria of independence as per the provisions of Section 149(6) of the Companies Act, 2013 and rules made thereunder and also meets with the requirements of Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and accordingly has proposed his appointment as an Independent Director of the Company and who is also independent of the management and possesses appropriate skills, experience and knowledge.

A copy of the draft letter of appointment, setting out the terms and conditions of appointment of Mr. Umashankar Hedge, is available for inspection, without any fee, by the members at the Company's registered office on all working days, excluding Saturday, Sunday and public holidays between 11.00 a.m. and 1.00 p.m.

The additional information in respect of appointment of Mr. Umashankar Hegde as Independent Director pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is provided as Annexure 1 to the Explanatory Statement.



## **SANATHNAGAR ENTERPRISES LIMITED**

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Except Mr. Umashankar K. Hegde and his relatives, none of the other Directors /Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the notice.

The Board recommends the resolution set forth in Item No. 5 of the notice for approval of the members.

### **ITEM NO.6**

The Board of Directors of the Company on 07<sup>th</sup> July, 2016, has appointed Mr. Bhushan Shah (DIN: 07484485) as an Additional Director of the Company, categorised as Independent, in terms of Section 161 of the Companies Act, 2013 ("Act").

Mr. Bhushan Shah holds Bachelors' degree in Commerce and is presently heading Private Client Group, Ventura Securities Limited.

The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act, proposing the candidature of Mr. Bhushan Shah for the office of Independent Director of the Company, to be appointed as such under the provisions of Section 149 and 152 of the Companies Act, 2013.

Mr. Bhushan Shah is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Mr. Bhushan Shah that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

The Nomination & Remuneration Committee has recommended the appointment of Mr. Bhushan Shah as an Independent Director for a term of 5 years effective from July 7, 2016 till July 6, 2021.

Based on the recommendation of the Nomination and Remuneration Committee and after reviewing the declaration submitted by Mr. Bhushan Shah, the Board of Directors of the Company has formed an opinion that Mr. Bhushan Shah meets with the criteria of independence as per the provisions of Section 149(6) of the Companies Act, 2013 and rules made thereunder and also meets with the requirements of Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and accordingly has proposed his appointment as an Independent Director of the Company and who is also independent of the management and possesses appropriate skills, experience and knowledge.

A copy of the draft letter of appointment, setting out the terms and conditions of appointment of Mr. Bhushan Shah, is available for inspection, without any fee, by the members at the Company's registered office on all working days, excluding Saturday, Sunday and public holidays between 11.00 a.m. and 1.00 p.m.

The additional information in respect of appointment of Mr. Bhushan Shah as Independent Director pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is provided in Annexure 1 to the Explanatory Statement.

Except Mr. Bhushan Shah and his relatives, none of the other Directors /Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the notice.

The Board recommends the resolution set forth in Item No. 6 of the notice for approval of the members.

### **ITEM NO.7**

Mr. Maninder Chhabra was appointed as Manager of the Company with effect from 05<sup>th</sup> February, 2016 for a period of 5 years subject to approval of the shareholders at the ensuing Annual General Meeting.

Mr. Maninder Chhabra is a Gold Medallist in B.E. (Production engineering) from C.B.I.T, Osmania University, Hyderabad followed by PGDM from IIM Bangalore. He has diverse experience in the field of marketing & customer service, across industries including the real estate industry. He has been associated with organizations like Britannia, Essar Group & Aliens Group in the past.

In view of the past experiences, it is now proposed to appoint Mr. Maninder Chhabra as Manager of the Company for the period of 5 years till 04<sup>th</sup> February, 2021. The Board of Directors at its meeting held on 05<sup>th</sup> February, 2016 has approved the appointment of Mr. Maninder Chhabra as Manager of the Company.

This appointment as Manager is subject to the approval of the members at the AGM of the Company and any other regulatory approvals, if applicable.

As required under Section 196(4) of the Companies Act, 2013, the terms and conditions of the appointment entered with Mr. Maninder Chhabra are as under:

**1. Tenure of Appointment:**

For a period of 5 years with effect from 05<sup>th</sup> February, 2016 till 04<sup>th</sup> February, 2021.

**2. Nature of Duties:**

The Manager shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in the best interest of the Company.

**3. Remuneration:**

The Manager shall not receive any remuneration from the Company during the currency of his tenure as a Manager.

**4. Other terms of Appointment:**

The Manager shall not become interested or otherwise concerned, directly or through his spouse and / or children, in any of the businesses of the Company.

The terms and conditions of the appointment of the Manager may be altered and varied from time to time by the Board as it may, in its discretion deem fit, in such manner as may be agreed to between the Board and the Manager, subject to such approvals as may be required.

The Company shall be entitled to terminate employment of the Manager, at any time by giving two months prior notice in writing in that regard without assigning any reason, save and except as may be mutually agreed between the Manager and the Company.

The Manager shall be entitled to terminate his employment at any time by giving to the Company two months prior notice in writing in that regard without assigning any reason.

Upon the termination by whatever means of the Manager employment, he shall not, without the consent of the Company, at any time thereafter represent himself as connected with the Company or any of the subsidiaries or associated companies.

During the period of employment of Manager with the Company or at any time thereafter, except in the course of performance of his duties, he shall not use, divulge or disclose any information to any person, association, agency or Company, any of the information/secrets concerning the affairs of and / or the business of the Company, which he may have acquired incidental to or in the course of his employment in the Company.

If and when the Agreement expires or is terminated for any reason whatsoever, he will be ceased as Manager of the Company.

The Company has received the necessary consent and disclosures from Mr. Maninder Chhabra in terms of provisions of the Companies Act, 2013.

Except Mr. Maninder Chhabra and his relatives, none of the other Directors /Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the notice.

The additional information in respect of appointment of Mr. Maninder Chhabra as Manager pursuant to the Secretarial Standard on General Meetings, is provided as Annexure 1 to the Explanatory Statement.

The Board recommends the Special Resolution as set out at Item No. 7 of the Notice for your approval.

**Date : 3<sup>rd</sup> September, 2016**  
**Place : Mumbai**

**By Order of the Board**  
**For Sanathnagar Enterprises Limited**

**Sharatkumar Shetty**  
**Company Secretary**  
**ACS: 31888**

**Registered Office:**

412, Floor-4, 17G, Vardhaman Chamber,  
Cawasji Patel Road, Horniman Circle,  
Fort, Mumbai-400001  
CIN L99999MH1947PLC252768  
Telephone No. :+9122-23024400  
Fax No. : +9122-23024550  
Website : www.sanathnagar.in  
E-mail : investors.sel@lodhagroup.com

## SANATHNAGAR ENTERPRISES LIMITED

### ANNEXURE I - DISCLOSURE RELATING TO DIRECTORS/MANAGER PURSUANT TO LISTING REGULATIONS AND SECRETARIAL STANDARDS

Name of the Director / Manager	Purnima Pavle	Umashankar Hegde	Bhushan Shah	Maninder Chhabra (Manager)
Date of Birth	03 <sup>rd</sup> August, 1974	19 <sup>th</sup> June, 1982	08 <sup>th</sup> November, 1964	26 <sup>th</sup> September, 1978
Qualification	Chartered Accountant	Company Secretary	Bachelors' degree in Commerce	Bachelors in Production Engineering
Experience	Ms. Purnima Pavle has overall 17 years of experience in the field of Accounting and Finance. Prior to joining the Lodha Group, she was associated with Grauer & Weil (I) Ltd and HCC Ltd.	Mr. Umashankar K. Hegde is an expert on Legal and Secretarial matters. He is an Associate member of ICSI and holds bachelor's degree in Law from Mumbai University and have varied experience of over 8 years.	Mr. Bhushan Shah has over 25 years of experience in the field of finance and is presently heading Private Client Group, Ventura Securities Limited.	Mr. Maninder Chhabra is a Gold Medallist in B.E. (Production engineering) from C.B.I.T, Osmania University, Hyderabad followed by PGDM from IIM Bangalore. He has diverse experience in the field of marketing & customer service, across industries including the real estate industry. He has been associated with organizations like Britannia, Essar Group & Aliens Group in the past.
Terms & Conditions of appointment	As per the provisions of the Companies Act, 2013	Appointed as Independent Director on terms and conditions as mentioned in the letter of appointment as placed before the meeting.	Appointed as Independent Director on terms and conditions as mentioned in the letter of appointment as placed before the meeting.	Appointed as Manager on terms and conditions as mentioned in the letter of appointment as placed before the meeting.
Remuneration last drawn & Sought to be paid	Nil	No remuneration except the sitting fee as permitted under the Companies Act, 2013	No remuneration except the sitting fee as permitted under the Companies Act, 2013	Nil
Date of Appointment	08 <sup>th</sup> August, 2014	05 <sup>th</sup> November, 2015	07 <sup>th</sup> July, 2016	05 <sup>th</sup> February, 2016

<b>Directorships held in other companies as on 31<sup>st</sup> March, 2016</b>	<ol style="list-style-type: none"> <li>1. Roselabs Finance Limited</li> <li>2. Sarvavasa Buildtech &amp; Farms Private Limited</li> <li>3. Adinath Builders Private Limited</li> <li>4. Anantnath Construction and Farms Private Limited</li> <li>5. Shreeniwas Cotton Mills Limited</li> <li>6. Siddhnath Residential Paradise Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. National Standard (India) Limited</li> <li>2. Capacity Projects Private Limited</li> <li>3. New Consolidation Projects &amp; Constructions Private limited</li> <li>4. Capacity Constructions &amp; Infrastructures Private Limited</li> </ol>	<p align="center">Nil</p>	<ol style="list-style-type: none"> <li>1. National Standard (India) Limited</li> <li>2. Arihant Premises Private Limited</li> <li>3. Aanant Developers Private Limited</li> </ol>
<b>Membership of Committees across Companies (include only Audit and stakeholders relationship committee) as on 31<sup>st</sup> March 2016.</b>	<ol style="list-style-type: none"> <li>1. Member of Audit Committee of Sanathnagar Enterprises Limited &amp; Roselabs Finance Limited</li> <li>2. Member of Stakeholder Relationship Committee of Sanathnagar Enterprises Limited</li> <li>3. Chairperson of Stakeholder Relationship Committee of Roselabs Finance Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Chairman of Audit Committee of Sanathnagar Enterprises Limited &amp; National Standard (India) Limited</li> <li>2. Chairman of Stakeholder Relationship Committee of Sanathnagar Enterprises Limited &amp; National Standard (India) Limited</li> </ol>	<p align="center">Nil</p>	<p align="center">Nil</p>
<b>Shareholding in the Company (Equity)</b>	<p align="center">Nil</p>	<p align="center">Nil</p>	<p align="center">Nil</p>	<p align="center">Nil</p>
<b>Relationship with other Directors/ Manager/Key Managerial Personnel</b>	<p align="center">None</p>	<p align="center">None</p>	<p align="center">None</p>	<p align="center">None</p>
<b>Number of Board meetings attended during the year 2015-16</b>	<p align="center">8</p>	<p align="center">2</p>	<p align="center">Nil</p>	<p align="center">1</p>

# **ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING**

**Address** : Lodha Excelus, 6<sup>th</sup> floor, Apollo Mills Compound, N M Joshi Marg, Mahalaxmi, Mumbai 400 011

**Landmark** : Apollo Mills Compound

