

**Notice is hereby given that the 70<sup>th</sup> Annual General Meeting of the Members of Sanathnagar Enterprises Limited will be held on Wednesday 23<sup>rd</sup> August, 2017 at 03.30 p.m. at 6<sup>th</sup> Floor, Lodha Excellus, Apollo Mills Compound, N M Joshi Marg, Mahalaxmi, Mumbai 400 011 to transact the following business:**

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 together with the Reports of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Ms. Purnima Pavle (DIN 06705133), who retires by rotation and is eligible, offers herself for re-appointment.

To consider and, if thought fit, to 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 reappointed as a Director of the Company, liable to retire by rotation.”

3. Ratification of the appointment of Statutory Auditors

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

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read along with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s), amendment(s) thereto or re-enactment thereof, for the time being in force), the appointment of M/s. MSKA & Associates (formerly Known as M/s. MZSK & Associates), Chartered Accountants, Mumbai having firm registration no. 105047W, as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 71<sup>th</sup> AGM of the Company to be held in the year 2018 to examine and audit the accounts of the Company for the financial year 2017-18, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, be and is hereby ratified.

**SPECIAL BUSINESS**

4. To consider ratification of the remuneration of the Cost Auditor for the financial year ending 31<sup>st</sup> March, 2017 and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, the aggregate remuneration of 50,000/- (Rupees Fifty Thousand only) excluding out of pocket expenses and taxes, payable to the Cost Auditor, M/s Dushyant C. Dave & Co., Cost Accountant (Firm Registration No. 100990), appointed by the Board of Directors of the Company on 23<sup>rd</sup> May, 2017, to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2018 be and is hereby ratified.”

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. Vinod Shah (DIN: 00127085), who was appointed as an Additional Director w.e.f. 7<sup>th</sup> February, 2017 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 6<sup>th</sup> February, 2022, not liable to retire by rotation.”

**For and on behalf of Board  
Sanathnagar Enterprises Limited**

Sd/-  
**Jitendra Prasad  
Company Secretary  
Membership No. : A27231**

**Date: 23<sup>rd</sup> May, 2017**

**Place: Mumbai**

**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](http://www.sanathnagar.in)

E-mail : [investors.sel@lodhagroup.com](mailto:investors.sel@lodhagroup.com)

**Notes:**

1) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in regard to the business as set out in Item Nos. 4 & 5 above and the relevant details of the Directors seeking re-appointment/appointment under Item Nos. 5 above as required by Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and as required under Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed hereto.

2) A MEMBER ENTITLED TO ATTEND AND VOTE AT 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.

3) 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.

4) 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.

5) 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.

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 Thursday, 17<sup>th</sup> August, 2017 to Wednesday, 23<sup>rd</sup> August, 2017 (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.

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 Thursday, 17<sup>th</sup> August, 2017, 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) 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.
- 20) **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).
  - 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 Sunday, 20<sup>th</sup> August, 2017 (9:00 am) and ends on Tuesday, 22<sup>nd</sup> August, 2017 (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. Thursday, 17<sup>th</sup> August, 2017, 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. Thursday, 17<sup>th</sup> August, 2017.

- 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. Thursday, 17<sup>th</sup> August, 2017, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto: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. Thursday, 17<sup>th</sup> August, 2017 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 Mr. Sharatkumar Shetty, 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](http://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 Sunday, 20<sup>th</sup> August, 2017 (9:00 am) and ends on Tuesday, 22<sup>nd</sup> August, 2017 (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 Thursday, 17<sup>th</sup> August, 2017 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.
- 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@cslindia.com](mailto:helpdesk.evoting@cslindia.com).

**EXPLANATORY STATEMENT**

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 3 to Item No. 5 of the accompanying Notice dated 23<sup>rd</sup> May, 2017.

**ITEM NO. 3:**

The Members of the Company at the 69<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2016 had appointed M/s. MZSK & Associates, Chartered Accountants, (Firm Registration No: 105047W) as the Statutory Auditors of the Company to hold office from the conclusion of 69<sup>th</sup> Annual General Meeting till the conclusion of 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.

As per provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by members at every AGM.

The Company has received consent and eligibility certificate from M/s. MSKA & Associates (Formerly known as 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, the consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 2 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 of the Company on the recommendation of the Audit Committee appointed and approved the aggregate remuneration of 50,000/- (Rupees Fifty Thousand only) excluding out of pocket expenses and taxes, payable to of the Cost Auditor, M/s Dushyant C. Dave & Co., Cost Accountant ( Firm Registration No. 10100990) for the financial year ending March 31, 2018 in the meeting held on 23<sup>rd</sup> May, 2017 for auditing the cost records of the Company.

The Company has received consent from M/s Dushyant C. Dave & Co., Cost Accountant to act as the Cost Auditor of the Company, along with a confirmation, that their appointment, if made, would be in within the limits prescribed under the Companies Act, 2013.

In terms of the provisions of Section 148 of the Companies Act, 2013 read along with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to Cost Auditor is required to be ratified by the members of the Company. Accordingly, the consent of the members is sought on the Ordinary Resolution as set out in Item No. 4 of the Notice.

The remuneration to be paid to the Cost Auditor of the Company is placed for the ratification by the members based on the recommendation of the Audit Committee.

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 on the recommendation of the Nomination and Remuneration Committee had appointed Mr. Vinod Shah as an Independent Director in its meeting held on 7<sup>th</sup> February 2017, subject to ratification by the members of the Company.

Based on the recommendation of the Nomination and Remuneration Committee and after reviewing the declaration submitted by Mr. Vinod Shah, the Board of Directors of the Company has formed an opinion that Mr. Vinod 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.



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**SANATHNAGAR ENTERPRISES LIMITED**

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A copy of the draft letter of appointment, setting out the terms and conditions of appointment of Mr. Vinod 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. Vinod 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 as Annexure 1 to the Explanatory Statement.

Except Mr. Vinod 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. 5 of the notice.

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

**For and on behalf of Board  
Sanathnagar Enterprises Limited**

**Sd/-  
Jitendra Prasad  
Company Secretary  
Membership No. : A27231**

**Date: 23<sup>rd</sup> May, 2017**

**Place: Mumbai**

**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

## Annexure 1

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

<b>Name of the Director / Manager</b>	Mr. Vinod Shah (DIN: 00127085)
<b>Date of Birth</b>	2 <sup>nd</sup> April, 1960
<b>Qualification</b>	Chartered Accountant
<b>Experience</b>	Mr. Vinod Shah has more than 36 years of experience in the field of Accounting, Taxation, Project Evaluation and Finance. He has an expert knowledge in various fields like Strategic & Tactical Planning, Cost Planning & Management, Internal Control & Budgetary Control, Risk Management, Fund Sourcing & Management.
<b>Terms &amp; Conditions of appointment</b>	Appointed as Independent Director on terms and conditions as mentioned in the letter of appointment as placed before the meeting.
<b>Remuneration last drawn &amp; Sought to be paid</b>	No remuneration except the sitting fee as permitted under the Companies Act, 2013.
<b>Date of Appointment on the Board</b>	7 <sup>th</sup> February, 2017
<b>Directorships held in other companies as on 31 March, 2016</b>	1. Soumag Electronics Limited 2. Payvin Financial Services Limited 3. Capitalistic View Securities Private Limited 4. Payvin Realtors Private Limited 5. Shreeniwas Cotton Mills Limited
<b>Memberships of committees across companies (includes only Audit &amp; Stakeholders Relationship Committee) as on 31 March, 2017</b>	Member of Audit Committee of Shreeniwas Cotton Mills Limited
<b>Shareholding in the Company (Equity)</b>	Nil
<b>Relationship with other Directors/ Manager/Key Managerial Personnel</b>	None
<b>Number of Board meetings attended during the year 2016-17</b>	1

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

