

Sundew Properties Limited



NOTICE

Notice is hereby given that the 15th Annual General Meeting of the Members of Sundew Properties Limited will be held on Wednesday, June 23, 2021 at 02:30 p.m. at the Registered Office of the Company situated at Mindspace, Cyberabad, S. No. 64(Part), Next to VSNL Building, Hitech City, Madhapur, Hyderabad – 500081 to transact the following business:

Ordinary Business:

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Neel C. Raheja (DIN: 00029010), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:-

3. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members of the Company, be and is hereby accorded to pay remuneration to M/s Chirag Trilok Shah & Co, Cost Accountants, (Membership No. 23277), Firm Registration No. 004442, Cost Auditor appointed by the Board of the Company for the financial year 2021-22 up to an amount not exceeding Rs. 60,000/- (Rupees Sixty Thousand only) excluding out of pocket expenses and applicable taxes, if any.

RESOLVED FURTHER THAT Board of Directors of the Company, be and is hereby authorised to do all acts, deeds, matters and things as may be necessary to give effect to this resolution.”

**By Order of the Board of Directors,
For Sundew Properties Limited,**

**Saadiya Naidu
Company Secretary
Membership No: A53121**

CIN: U70102TG2006PLC050883

Regd. Office: Mindspace Cyberabad, S. No. 64(Part), Next to VSNL Building, Hitech City, Madhapur, Hyderabad, Telangana-500081.
Phone: +91-40-6628 0000, Fax No. +91-40-6628 0065 Website: krahejacorp.com

Sundew Properties Limited



Copy to:

1. Directors of the Company
2. Deloitte Haskins & Sells LLP, Statutory Auditor
3. Manish Ghia & Associates, Secretarial Auditor

Notes :-

1. A MEMBER ENTITLED TO ATTEND, VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND, AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. AN INSTRUMENT APPOINTING A PROXY IS ENCLOSED HERewith AND IT SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, RELATING TO THE SPECIAL BUSINESS IS ENCLOSED HERewith.
4. ATTENDANCE SLIP IS ENCLOSED HERewith. MEMBERS/PROXIES ARE REQUIRED TO CARRY ATTENDANCE SLIP AT THE MEETING.
5. CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVE TO ATTEND AND VOTE AT THE MEETING ARE REQUESTED TO ENSURE THAT THE AUTHORIZED REPRESENTATIVE CARRIES A DULY CERTIFIED TRUE COPY OF THE BOARD RESOLUTION, POWER OF ATTORNEY OR SUCH OTHER VALID AUTHORIZATIONS UNDER THE COMPANIES ACT, 2013, AUTHORIZING THEM TO ATTEND AND VOTE AT THE MEETING. IN TERMS OF THE PROVISIONS OF THE COMPANIES ACT, 2013, THE REPRESENTATIVES OF CORPORATE MEMBERS WITHOUT PROPER AUTHORIZATION, SUCH AS BOARD RESOLUTION OR POWER OF ATTORNEY OR SUCH OTHER VALID AUTHORIZATION, MAY NOT BE ABLE TO ATTEND THE MEETING.

-x

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ADDITIONAL INFORMATION RELATING TO THE ORDINARY BUSINESS

Item no. 2

Mr. Neel Raheja, Director of the Company is liable to retire by rotation and being eligible, offers himself for re-appointment.

Details of Director seeking re-appointment pursuant to Secretarial Standard - 2 on General Meetings:

Name	Neel C. Raheja
DIN	00029010
Age	47 years
Qualification	Graduated in Law from the Mumbai University, and is an alumnus of the Harvard Business School.
Experience	Over 20 years
Terms and conditions of re-appointment	N.A.
Details of remuneration to be paid and remuneration last drawn	N.A. (Mr. Neel C. Raheja shall be paid sitting fees)
Date of first appointment on the Board	11-08-2006
Shareholding in the company,	1 share as a nominee shareholder on behalf of Mindspace Business Parks REIT
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Neel Raheja and Mr. Ravi Raheja are brothers.
The number of Meetings of the Board attended during the year	Six (6)
Other Directorships, Membership/ Chairmanship of Committees of other Boards	As per the table below:

1) Directorships on other Board:

Sl. No.	Name of Companies/ Bodies Corporate (Indian as well as Overseas)	Nature of Interest or concern / change in interest or concern (Whether Director/ Managing Director)	% of the Paid Up Capital	Date on which interest or concern arose / changed
1.	Chalet Hotels Ltd.	Director	5.04	14-03-2007

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2.	Eternus Real Estate Private Limited	Director	2.48	23-09-2016
3.	Genext Hardware & Parks Pvt. Ltd.	Director	29.48	03-03-2006
4.	Inorbit Malls (India) Pvt. Ltd.	Director	0.07	01-01-1999
5.	Intime Properties Ltd.*	Nominee Director	0.00	25.09.2020
6.	Ivory Properties And Hotels Pvt. Ltd.	Director	6.00	19-05-2015
7.	K. Raheja Corp Pvt. Ltd.	Director	9.05	16-05-2004
8.	K.Raheja IT Park (Hyderabad) Ltd.*	Nominee Director	0.00	25.09.2020
9.	K. Raheja Pvt. Ltd.	Director	8.13	12-12-1994
10.	Shoppers Stop Ltd.	Director	2.27	16-06-1997
11.	Sundew Properties Ltd.*	Nominee Director	0.00	25.09.2020
12.	Trion Properties Pvt. Ltd.	Director	Nil	17-11-2005
13.	K. Raheja Corp Investment Managers LLP (acting as Investment Manager of Mindspace Business Parks REIT) [Mindspace Business Parks REIT - Listed on BSE Limited and National Stock Exchange of India Limited w.e.f on 07.08.2020)	Non- Independent Member of Governing Board K Raheja Corp Investment Managers LLP (acting as Investment Manager of Mindspace Business Parks REIT)	% of units held : 2.84%	18-07-2019

*holds 1 equity share jointly with Mindspace Business Parks REIT as its nominee

2) Memberships/Chairmanships in Committees:

Sr. No.	Name of the Company	Name of the Committee	Position held (Chairman/ Member)
1	Shoppers Stop Ltd.	Stakeholders Relationship Committee Nomination and Remuneration & Corporate Governance Committee	Member Member
2.	K. Raheja IT Park (Hyderabad) Ltd.	Audit Committee Corporate Social Responsibility (CSR) Committee Nomination and Remuneration Committee	Member Member Member

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Sundew Properties Limited



3.	Sundew Properties Ltd.	Audit Committee Corporate Social Responsibility (CSR) Nomination and Remuneration Committee	Member Member Member
4.	Intime Properties Ltd.	Audit Committee Corporate Social Responsibility (CSR) Committee Nomination and Remuneration Committee	Member Member Member
5.	Chalet Hotels Ltd.	Corporate Social Responsibility (CSR) Committee Stakeholder's Relationship Committee Compensation, Nomination & Remuneration Committee	Member Member Member
6.	Ivory Properties And Hotels Private Ltd.	Corporate Social Responsibility (CSR) Committee	Member
7.	Trion Properties Pvt. Ltd.	Corporate Social Responsibility (CSR) Committee	Member
8.	Genext Hardware & Parks Pvt. Ltd.	Corporate Social Responsibility (CSR) Committee	Member
9.	K. Raheja Corp Pvt. Ltd.	Corporate Social Responsibility (CSR) Committee	Member
10.	K Raheja Corp Investment Manager LLP (acting as Investment Manager of Mindspace Business Parks REIT)	Stakeholders Relationship Committee Audit Committee	Member Member
11	K. Raheja Private Limited	Corporate Social Responsibility (CSR) Committee	Member

Except Mr. Neel Raheja and Mr. Ravi Raheja, by virtue of being related to Mr. Neel Raheja, none of the other Directors, Other Key Managerial Personnel and their relatives are, in any way, concerned or interested in this resolution.

The Board recommends the Ordinary Resolution at Item No. 2 of the accompanying Notice in respect of re-appointment of Mr. Neel Raheja, Director of the Company who is liable to retire by rotation and being eligible, offers himself for re-appointment for approval by the members of the Company.

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EXPLNATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3:

Pursuant to the provisions of Section 148 of the Act, the Company is required to have the audit of its cost records conducted by a Cost Accountant in Practice. The Board of Directors has approved the appointment of M/s Chirag Trilok Shah & Co, Cost Accountants, (Membership No. 23277), Firm Registration No. 004442 as the Cost Auditor of the Company to conduct audit of cost records maintained by the Company for the Financial Year 2021-22, at a remuneration not exceeding Rs 60,000/- (Rupees Sixty Thousand Only), excluding any out-of-pocket expenses and applicable taxes. Mr. Shah has furnished a certificate regarding his eligibility for appointment as Cost Auditor of the Company.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in this resolution.

The Board recommends the Ordinary Resolution at Item No. 3 of the accompanying Notice in respect of Cost Auditors' remuneration for FY 2021-22 for approval by the members of the Company.

**By Order of the Board of Directors,
For Sundew Properties Limited,**

**Saadiya Naidu
Company Secretary
Membership No: A53121**

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PROXY FORM

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

Name of the member (s)	
Registered address	
E-mail Id	
Folio No/ Client Id:	
DP ID	

I/We, being the member (s) of _____ shares of the above named company, hereby
appoint

1. Name: _

Address: _____

Email ID: _____

Or failing him

2. Name: _

Address: _____

Email ID: _____

or failing him

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Sundew Properties Limited



3. Name: _____

Address: _____

Email ID: _____

and whose signature(s) is/are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 15th Annual General Meeting of the Members of Sundew Properties Limited will be held on Wednesday, June 23, 2021, at 02:30 p.m at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

Resolution No.	Particulars
1.	To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and Auditors thereon
2.	To appoint a Director in place of Mr. Neel C. Raheja who retires by rotation and being eligible offered himself for re-appointment

Special Business:

Resolution No.	Particulars
3.	To approve the remuneration payable to the Cost Auditors for cost audit to be conducted for the financial year 2021-22

Signed this _____, 2021
Affix
Revenue
Stamp
Signature of _____
Proxy
Holder

Signature of the 1st Proxy holder

Signature of the 2nd Proxy holder

Signature of the 3rd Proxy
holder

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Note: 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.

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ADMISSION CARD

Folio No./Client Id. _____

DP Id: _____

PLEASE COMPLETE THIS ADMISSION CARD AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

I/We hereby record my/our presence at the 15th Annual General Meeting of the Members of Sundew Properties Limited will be held on Wednesday, June 23, 2021 at 2:30 p.m at the Registered Office of the Company.

MEMBER'S NAME (in block capital)_____

PROXY'S NAME (in block capital) _____

MEMBER'S/PROXY'S SIGNATURE: _____

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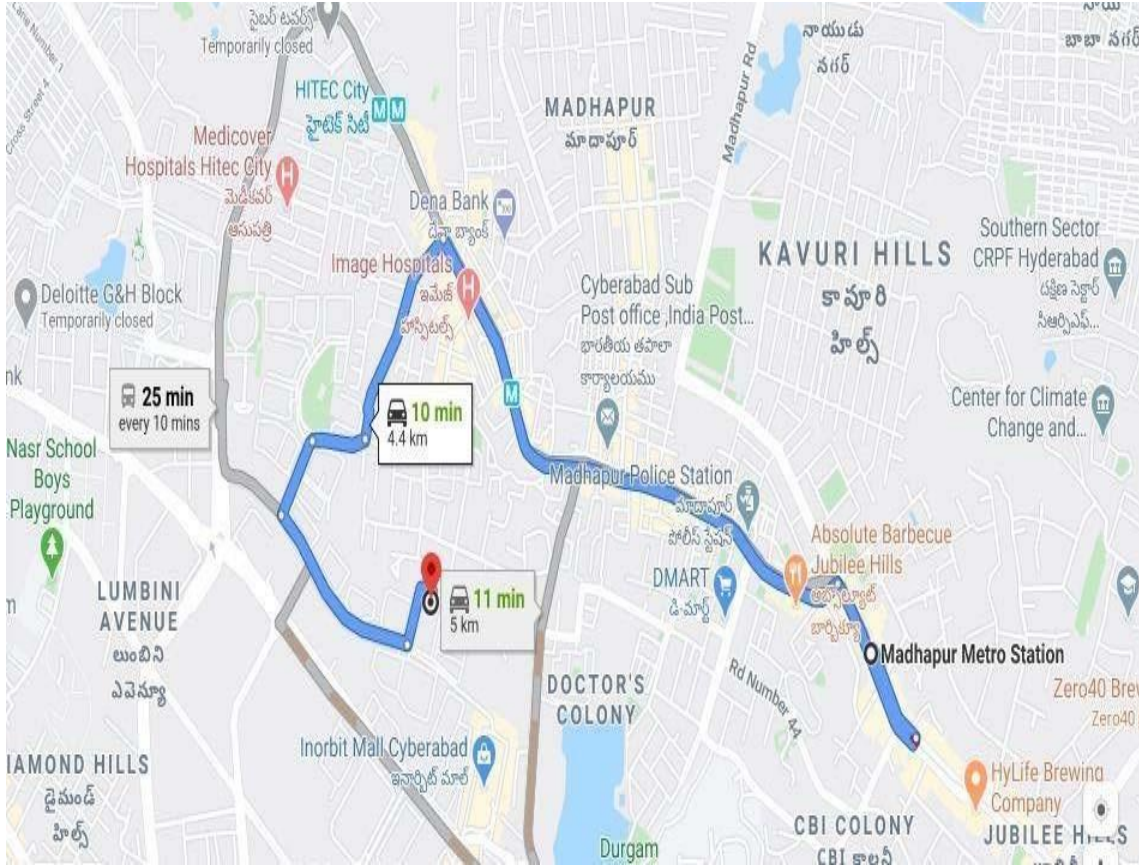
Sundew Properties Limited



THE ROUTE MAP FOR AGM VENUE

Mindspace, Cyberabad, S. No. 64(Part), Hitech City, Madhapur, Hyderabad – 500081

LANDMARK: Next to VSNL Building



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