

Sundew Properties Limited



NOTICE

Notice is hereby given that the 16th (Sixteenth) Annual General Meeting of the Members of Sundew Properties Limited will be held on Thursday, June 23, 2022 at 03.15 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 Standalone Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and Statutory Auditors thereon;
2. To appoint a Director in place of Mr. Ravi Chandru Raheja (DIN: 00028044), 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 Chirag Trilok Shah & Co., Cost Accountants, (Membership No. 23277), Firm Registration No. 004442, appointed as Cost Auditor by the Board of Directors of the Company for the financial year 2022-2023 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 the Board of Directors of the Company, be and are hereby severally 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,

Pooja Karia
Company Secretary
Membership No.: A21076

Date: May 11, 2022
Place: Mumbai

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: <https://sundewproperties.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-

Sundew Properties Limited



ADDITIONAL INFORMATION RELATING TO THE ORDINARY BUSINESS

Item no. 2

Mr. Ravi Chandru 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	Ravi Chandru Raheja
DIN	00028044
Age	50 years
Qualification	MBA from London 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. Ravi C. Raheja shall be paid sitting fees)
Date of first appointment on the Board	August 11, 2006
Shareholding in the company	1 share held jointly with Mindspace Business Parks REIT, in the capacity of nominee of Mindspace Business Parks REIT
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Ravi Raheja and Mr. Neel Raheja are brothers.
The number of Meetings of the Board attended during the year	6 (Six)
Other Directorships, Membership / Chairmanship of Committees of other Boards	As tabulated below

1) Directorships on other Board:

Sr. 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	2.52	Date on which interest arose: 04/09/1995 Date on which interest was last changed: 29/09/2021
2.	Genext Hardware & Parks Pvt. Ltd.	Director	29.48	03/03/2006
3.	Inorbit Malls (India)	Director	0.07	27/05/2004

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	Pvt. Ltd.			
4.	Intime Properties Ltd.	Nominee Director	0.00	Date on which interest arose: 22/08/2006 Date on which interest was last changed: 25/09/2020
5.	Ivory Properties And Hotels Pvt. Ltd.	Director	6.00	12/12/1996
6.	K. Raheja Corp Pvt. Ltd.	Director	9.05	12/12/1996
7.	K.Raheja IT Park (Hyderabad) Ltd.	Nominee Director	0.00	Date on which interest arose: 02/06/2003 Date on which interest was last changed: 25/09/2020
8.	K. Raheja Pvt. Ltd.	Director	8.13	02/02/1993
9.	Shoppers Stop Ltd.	Director	1.15	Date on which interest arose: 16/06/1997 Date on which interest was last changed: 23/12/2021
10.	Sundew Properties Ltd.	Nominee Director	0.00	Date on which interest arose: 11/08/2006 Date on which interest was last changed: 25/09/2020
11.	Support Properties Private Limited	Director	0.00	Date on which interest arose: 18/12/2015 Date on which interest was last changed: 27/12/2021
12.	Trion Properties Pvt. Ltd.	Director	0.04*	23/01/2020
13.	Whispering Heights Real Estate Private Limited	Director	19.00	13/10/2016

* holding as a nominee of Inorbit Malls (India) Private Limited

2) Memberships/Chairmanships in Committees:

Sr. No.	Name of the Company	Name of the Committee	Position Held (Chairman / Member)
1	Shoppers Stop Ltd.	<ul style="list-style-type: none"> Stakeholders Relationship Committee Audit & Risk Management Committee Corporate Social Responsibility (CSR) Committee 	<ul style="list-style-type: none"> Chairman Member Chairman
2	K. Raheja IT Park (Hyderabad) Ltd.	<ul style="list-style-type: none"> Audit Committee Nomination and Remuneration Committee 	<ul style="list-style-type: none"> Member Member

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3	Sundew Properties Ltd.	<ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee 	<ul style="list-style-type: none"> • Member • Member
4	Intime Properties Ltd.	<ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee 	<ul style="list-style-type: none"> • Member • Member
5	Chalet Hotels Ltd.	<ul style="list-style-type: none"> • Stakeholder's Relationship Committee • Audit Committee 	<ul style="list-style-type: none"> • Member • Member
6	Inorbit Malls (India) Pvt Ltd.	<ul style="list-style-type: none"> • Corporate Social Responsibility (CSR) Committee 	<ul style="list-style-type: none"> • Member
7	Ivory Properties And Hotels Private Ltd.	<ul style="list-style-type: none"> • Corporate Social Responsibility (CSR) Committee 	<ul style="list-style-type: none"> • Member
8	Trion Properties Pvt. Ltd.	<ul style="list-style-type: none"> • Corporate Social Responsibility (CSR) Committee 	<ul style="list-style-type: none"> • Member
9.	Genext Hardware & Parks Pvt. Ltd.	<ul style="list-style-type: none"> • Corporate Social Responsibility (CSR) Committee 	<ul style="list-style-type: none"> • Member
10.	K. Raheja Corp Pvt. Ltd.	<ul style="list-style-type: none"> • Corporate Social Responsibility (CSR) Committee 	<ul style="list-style-type: none"> • Member
11.	K Raheja Corp Investment Manager LLP (acting as Investment Manager of Mindspace Business Parks REIT)	<ul style="list-style-type: none"> • Stakeholders Relationship Committee • Nomination And Remuneration Committee 	<ul style="list-style-type: none"> • Member • Member
12.	K. Raheja Private Limited	<ul style="list-style-type: none"> • Corporate Social Responsibility (CSR) Committee 	<ul style="list-style-type: none"> • Member

Except Mr. Neel Raheja, by virtue of being related to Mr. Ravi 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 Resolution at Item No. 2 of the accompanying Notice, in respect of re-appointment of Mr. Ravi Raheja, Director of the Company, who is liable to retire by rotation and being eligible, offers himself for re-appointment, for approval of the members of the Company, **as an Ordinary Resolution.**

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EXPLANATORY 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 have approved the appointment of 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 2022-2023, at a remuneration not exceeding Rs 60,000/- (Rupees Sixty Thousand Only), excluding any out-of-pocket expenses and applicable taxes. Mr. Chirag 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 Resolution at Item No. 3 of the accompanying Notice in respect of Cost Auditors' remuneration for FY 2022-2023, for approval by the members of the Company, **as an Ordinary Resolution.**

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



Pooja Karia
Company Secretary
Membership No.: A21076

Date: May 11, 2022

Place: Mumbai

CIN: U70102TG2006PLC050883

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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

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

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me/us and on my/our behalf at the 16th Annual General Meeting of the Members of Sundew Properties Limited will be held on Thursday, June 23, 2022 at 03.15 p.m. 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 Standalone Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and Statutory Auditors thereon
2.	To appoint a Director in place of Mr. Ravi 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 2022-2023

Signed this _____, 2022

Signature of Shareholder _____

Affix
Revenue
Stamp

Signature of the 1st Proxy
holder

Signature of the 2nd Proxy
holder

Signature of the 3rd Proxy
holder

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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Hyderabad – 500081

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 16th Annual General Meeting of the Members of Sundew Properties Limited being held on **Thursday, June 23, 2022 at 03.15 p.m.** at the Registered Office of the Company.

MEMBER'S NAME (in block capital) _____

PROXY'S NAME (in block capital) _____

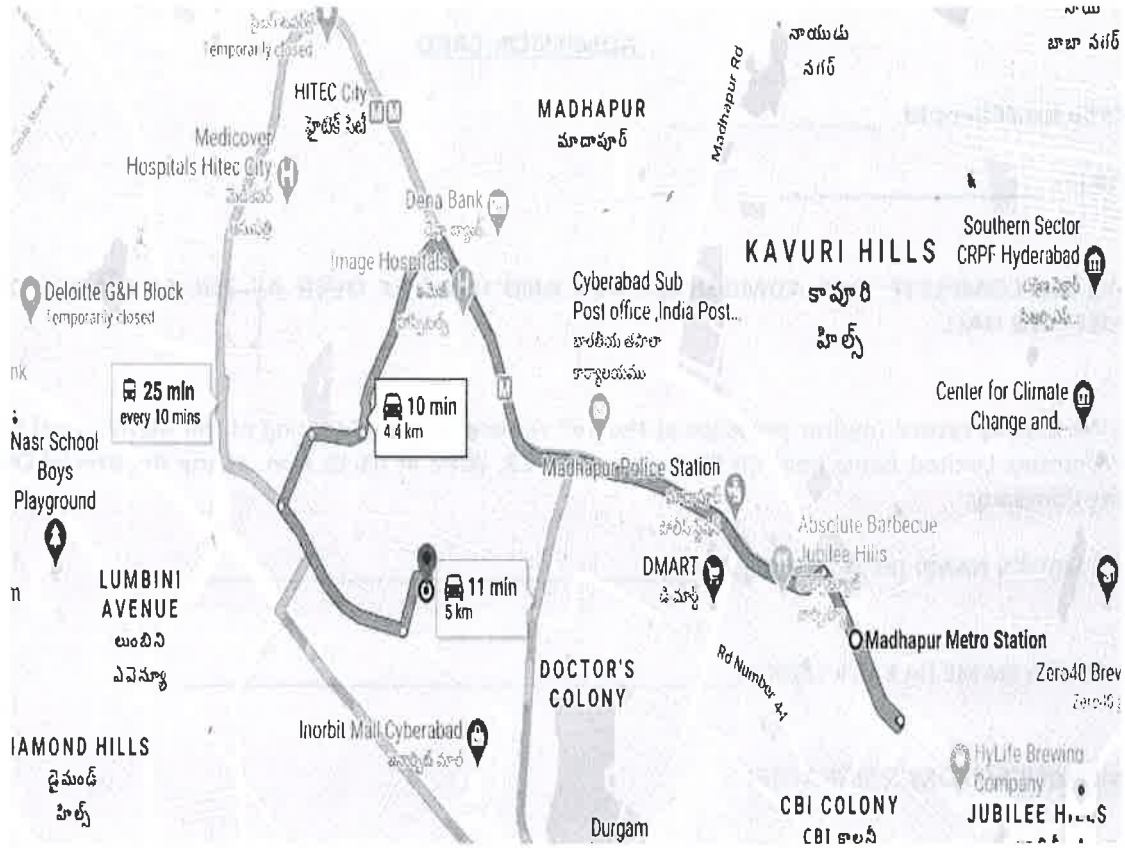
MEMBER'S/PROXY'S SIGNATURE:

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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