

PURAVANKARA

PURAVANKARA LIMITED

Regd. Office: #130/1, Ulsoor Road, Bengaluru 560 042
Telephone: +91 80 25599000/ 43439999 Fax No.: +918025599350
Website: www.puravankara.com Email: investors@puravankara.com,
CIN: L45200KA1986PLC051571

NOTICE OF THE 33RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Thirty third Annual General Meeting (AGM)** of the Members of **PURAVANKARA LIMITED** will be held on Friday, September 27, 2019 at 11.30 a.m., at The Taj West End Hotel, # 25, Race Course Road, Bengaluru – 560 001, India, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the standalone and consolidated financial statements of the Company which includes the Audited Balance Sheet as on March 31, 2019, the Statement of Profit and Loss for the financial year ended as on that date and the Cash Flow Statement together with reports of the Board of Directors and the Statutory Auditors thereon.
2. To declare Dividend of ₹1.00/- (Rupee One only) per Equity Share.
3. To appoint a Director in place of Mr. Nani R. Choksey (DIN: 00504555), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To fix remuneration payable to the Cost Auditor for the financial year 2019-20 and in this regard 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 148 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. GNV & Associates, Cost Accountants, (Firm Registration No. 000150), who were appointed by the Board of Directors of the Company to conduct the audit of the cost records maintained by the Company for the financial year 2019-20, be paid remuneration of ₹75,000/- (Rupees Seventy Five Thousand only) plus GST as applicable and re-imbursment of out-of-pocket expenses incurred by them in connection with the aforesaid audit.”

“RESOLVED FURTHER THAT the Board of Directors of the Company or the Company Secretary of the company, be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To issue non-convertible debentures on a private placement basis and in this regard to consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT in accordance with the provisions of Section 42, 71 and other applicable provisions, if any, of the Companies

Act, 2013, (including any amendments thereto or re-enactment thereof, for the time being in force) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, if any, Securities and Exchange Board of India (“SEBI”) (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the guidelines issued by the SEBI, Foreign Exchange Management Act, 1999 and any other law for the time being in force and the provisions in the Memorandum and Articles of Association of the Company, agreements entered into by the Company with the respective stock exchanges and subject to the approval, permissions and sanctions of the lenders of the Company, SEBI, stock exchanges, Reserve Bank of India (“RBI”), the Foreign Investment Promotion Board (“FIPB”), Government of India and other concerned authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company to offer or invite subscription for secured redeemable Non-convertible Debentures in one or more series or tranches, aggregating up to ₹1,500 Crores (Rupees One Thousand Five Hundred Crores Only), during a period of 1(One) Year from the date of passing of this Resolution and within the overall borrowing limits of the Company, as approved by the Members, from time to time, on a Private Placement basis, on such terms and conditions as the Board of Directors may, from time to time, determine and consider proper and beneficial to the Company.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Members hereby severally authorise the Board of Directors to do all such acts, deeds, matters and things, settle all question, difficulties or doubts that may arise in regard to the issue or allotment of such Debentures, utilisation of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit without being required to seek any further consent or approval of the Members or otherwise.”

6. To appoint Ms. Sonali Rastogi (DIN: 00371091) as Non-Executive Independent Director and in this regard 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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and

Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Sonali Rastogi (DIN:00371091), who holds office as a Non-Executive Independent Director upto the conclusion of the 33rd Annual General Meeting and who is eligible for appointment be and is hereby appointed as Non-Executive Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a period of 5 (five) consecutive years up to October 25, 2023 or the conclusion of the 37th Annual General Meeting whichever is earlier."

"RESOLVED FURTHER THAT any of the Directors or the Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, things and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

7. To appoint Mr. Anup Sanmukh Shah (DIN: 00317300) as Non-Executive Independent Director and in this regard 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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Anup Shah Sanmukh (DIN: 00317300), who holds office as a Non-Executive Independent Director upto the conclusion of the 33rd Annual General Meeting, and who is eligible for appointment be and is hereby appointed as Non-Executive Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a period of 5 (five) consecutive years up to July 22, 2024 or the conclusion of the 38th Annual General Meeting whichever is earlier."

"RESOLVED FURTHER THAT any of the Directors or the Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, things and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

8. To re-appoint Mr. Pradeep Guha (DIN: 00180427) as Non-Executive Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to Sections 149, 150, 152 read with schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force and Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr Pradeep Guha (DIN: 00180427), who holds office as a Non-Executive Independent Director upto the conclusion of the 33rd Annual General Meeting, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, whose term shall not be subject to

retirement by rotation, for a second term and a period of 5 (five) consecutive years up to September 21, 2024 or the conclusion of the 38th Annual General Meeting whichever is earlier."

"RESOLVED FURTHER THAT any of the Directors or the Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, things and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

9. To approve payment of remuneration to Non-Executive Directors and if thought fit, to pass with or without modification, the following resolution as **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company be and is hereby authorised to pay remuneration in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof, an amount, by way of Commission, either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, to any one or more or all of the existing Non-Executive Directors / Non-Executive Independent Directors to be appointed now in this meeting (or) in future, as the Board of Directors may from time to time, determine, and that such remuneration (computed in the manner provided in Section 198 of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof) shall not exceed 1% of the net profits of the Company, for each of the financial year of the Company, commencing from September 27, 2019, in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including, Nomination & Remuneration Committee) be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including payment of such remuneration for any period or periods."

10. To approve revision of limit of remuneration payable to Mr. Nani R. Choksey, Joint Managing Director (DIN: 00504555) and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT further to the recommendation of the Nomination & Remuneration Committee and the approval by the Board of Directors of the Company, the shareholders be and hereby approve the revision in the limit of remuneration payable to Mr. Nani R. Choksey (DIN: 00504555) for the remaining period of his tenure till 31 March, 2021 as the Joint Managing Director of the Company as specified herein below with an absolute liberty to the Board of Directors of the Company to further revise the remuneration and terms and conditions thereof within the overall limit in such manner as may be mutually agreed by the Board and Mr. Nani R. Choksey:

- i. Annual salary of up to a maximum of ₹3,50,00,000 (Rupees

Three Crore Fifty Lakhs only) per annum which inter alia includes:

a) Basic Salary and Variable Pay; b) House Rent Allowance / Company Leased Accommodation; c) Conveyance; d) Food Coupons; e) Special Allowance, if any; or ex-gratia not exceeding a sum of ₹15,00,000 per annum; f) Corporate Bonus; g) Reimbursement of Medical Expenses for Self and Family as per Company's policy / Medical Allowance ("Family" means the spouse, the dependent children and dependent parents.); h) Reimbursement of Leave Travel Expenses for Self and Family as per Company's policy / Leave Travel Allowance.

The allowances mentioned above which are not fully utilized by the Director would be paid as taxable salary.

- ii. Car: Use of Company's car with driver including fuel and maintenance expenses as per Company's policy.
- iii. Medical Insurance: As per Company's policy.
- iv. Provident Fund Contribution: As per Company's policy.
- v. Gratuity: As per Company's policies
- vi. Encashment of Leave: As per Company Rules.
- vii. Pension: As decided by the Board from time to time.

In addition to this:

- viii. Relocation Expenses: If the Director needs to relocate outside Bangalore, he shall be entitled for expenses incurred for self and family relocating from Bangalore to such other place/s.
- ix. Entitlement under any Performance Incentive Scheme – As may be decided by the Board from time to time

Office facilities: Use of telephones, fax, internet, hand phones, computers, laptops, printers and other electronic gadgets for official purposes as per Company's policy shall not be considered as perquisites.

The perquisites would be valued as per the applicable provisions of the Income Tax Act, 1961 read with the Rules made there under.

The Board of Directors may from time to time grant / include any other allowances (in point (i)) and/or perquisites as per the applicable statutory provisions including the Act."

"RESOLVED FURTHER THAT notwithstanding anything mentioned herein above about the remuneration, in the absence of profits or inadequate profits, Mr. Nani R. Choksey:

- i. pursuant to Article 128 of the Articles of Association of the Company and the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Act, and subject to the approval of Central Government be paid aforementioned remuneration, otherwise such other remuneration as approved by the Central Government; or
- ii. be paid minimum remuneration as stipulated in Schedule V of the Act, without the approval of the Central Government, and further, the Board of Directors do all acts, deeds and things including the power to delegate for seeking and procuring the Central Government approval."

RESOLVED FURTHER THAT notwithstanding anything mentioned herein above about the term of appointment either the Board of Directors on behalf of the Company or Mr. Nani R. Choksey may terminate this appointment by serving 3 (three) months' prior written notice to the other party or payment of 3 (three) months' remuneration (as specified in point (i) herein above) to the other party."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to increase the remuneration (as specified herein above), sign agreement or any other documents from time to time on behalf of the Board of Directors."

BY ORDER OF THE BOARD OF DIRECTORS
FOR PURAVANKARA LIMITED

Bengaluru
August 21, 2019

NANI R. CHOKSEY
JOINT MANAGING DIRECTOR
DIN : 00504555

NOTES:

Director:

1. Mr. RVS. Rao, Non-Executive Independent Director has been a member of the Board of Directors of the Company since December 2006. On account of pre-occupations Mr. RVS Rao has resigned as Director of the Company w.e.f. August 21, 2019. Mr. RVS Rao has confirmed that there are no other material reasons for his resignation. The Board of Directors place on record their sincere appreciation for the services rendered by Mr. RVS Rao during his tenure. Mr. RVS Rao has attained the age of 75 years and during his tenure as Director he was the Chairman of the Audit Committee, Chairman of the Stakeholders' Relationship Committee, Member of the Nomination & Remuneration Committee, Member of the Corporate Social Responsibility Committee, Member of the Risk Management Committee.

Mr. Anup Shah Sanmukh has been appointed as Chairman of Audit Committee w.e.f. August 22, 2019.

Attendance & Proxy:

2. A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy(ies) to attend and vote instead of himself/herself and such proxy need not be a member of the Company. The Proxies in order to be effective must be received by the Company at its Registered Office not less than 48 hours before the commencement of the Meeting.
3. Members/Proxies are requested to kindly take note of the following:
 - (i) Attendance Slip, as sent herewith, is required to be produced at the venue duly filled-in and signed, for attending the meeting;
 - (ii) 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.
4. The Members who hold shares in electronic form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio No. in the attendance slip for attending the meeting.
5. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the Company a 'certified copy of the Board resolution' authorising their representative to attend and vote on their behalf at the Meeting.
6. According to the provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company, may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
7. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

Dividend:

8. The Register of Members and the Share Transfer Books of the Company will remain closed from
September 20, 2019 to September 27, 2019 (both days inclusive).
Subject to the provisions of the Companies Act, 2013, the dividend on equity shares, if declared at the Annual General Meeting, would be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on September 19, 2019.
9. Members holding shares in electronic form may please note that dividend in respect of the shares held by them will be credited to their bank account as per the details furnished by the respective Depositories to the Company as per the applicable regulations of the Depositories and the Company will not be in a position to entertain any direct request from such Members for change / deletion in such bank details. Further, instructions, if any, already given by Members in respect of shares held in Physical form will not be automatically applicable to the dividend paid on shares held in electronic form. Members may therefore give instructions regarding bank accounts in which they wish to receive dividend, to their Depository Participants (DP).

The Company proposes the payment of dividend, if declared, through National Electronic Fund Transfer (NEFT), National Electronic Clearing Services (NECS) or by way of dispatch of physical dividend warrants with bank details as furnished by the Members. Members holding shares in Physical form are advised to submit the NECS Mandate Form to the Company's Registrar and Transfer Agent - Link Intime India Private Limited (Link Intime) or notify the changes in their address and bank particulars, if any, to them. Members holding the shares in Electronic form are advised to submit the NECS Mandate Form to notify the changes in their address and bank particulars, if any, to their respective Depository Participants (DP).

NECS Mandate Form is being sent to the shareholders holding shares in physical form, along with the Annual Report so as to enable the shareholders to update their address and bank details particulars and ensure timely and faster credit of dividend to their bank account.

Share Transfer & Nomination:

10. Shareholders holding shares in the form of Share Certificates i.e. in physical mode are advised that the said shares may be converted to Demat (electronic) mode, and that Securities and Exchange Board of India (SEBI) vide notification no. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 has amended the sub-regulation (1) of Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Thereby SEBI has stated that w.e.f December 05, 2018 "requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository". To provide for the future transmission or transposition of securities it is advised that the shares held in physical mode be held in demat/ electronic mode by converting into demat mode.
11. Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained from Link Intime.

12. The Securities and Exchange Board of India (SEBI) vide its Circular No. MRD/DoP/CIR-05/2007 dated 27 April 2007, had made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN Card to the Company / Link Intime for registration of transfer.
13. Non-resident Indian shareholders are requested to inform about the following to the Company / Link Intime or the concerned Depository Participant, as the case may be, of:
- The change in the residential status on return to India for permanent settlement.
 - The particulars of the NRE Account with a Bank in India, if not furnished earlier.
14. The Annual Report of the Company, circulated to the Members of the Company, is available on the Company's website - www.puravankara.com/investors. Members are requested to visit the same for more information about the Company.
15. The Investor related queries may also be addressed to the Company, at investors@puravankara.com or to the Registrar & Share Transfer Agent, Link Intime India Private Limited at the following address:
C 101, 247 Park, L.B.S. Marg, Vikhroli (West),
Mumbai - 400083
19. Due dates for Transfer to IEPF and the balance in the Unpaid Dividend Account

Sl. No.	Financial Ended	Year	Type of Dividend	Date of Declaration of Dividend	Date by which required to be transferred to the Investor Education and Protection Fund of the Central Government	Unpaid/ Unclaimed Amount (in ₹)	Bank Account No. with HDFC Bank Ltd.
1.	March 31, 2012		Final	August 21, 2012	August 20, 2019	163,048	05232300000451
2.	March 31, 2013		Interim	April 17, 2013	April 16, 2020	248,143	50200000825255
3.	March 31, 2013		Final	September 24, 2013	September 23, 2020	95,531	50200001773080
4.	March 31, 2014		Final	September 22, 2014	September 21, 2021	166,899	50200007011092
5.	March 31, 2015		Final	September 24, 2015	September 23, 2022	129,297	50200012884998
6.	March 31, 2016		Final	September 27, 2016	October 26, 2023	255,607	50200021485454
7.	March 31, 2017		Final	August 29, 2017	September 28, 2024	420,581	50200026672305
8.	March 31, 2018		Final	September 26, 2018	October 25, 2025	4,20,524	50200033319608

Further, Members who wish to claim the dividend, which remains unclaimed are requested to make their claims immediately from the Company by corresponding with the Company's Registrar & Transfer Agents - Link Intime, for issuance of duplicate I revalidated dividend warrant(s) or the Company Secretary, at the Registered Office of the Company.

20. Pursuant to the provisions of Investor Education and Protection Fund (uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 26, 2018 (date of the last Annual General Meeting) on the website of the Company (www.puravankara.com) / the website of the Ministry of Corporate Affairs.

Contact Person: Udaya Rao

Telephone No.: +91 22 49186000 Fax No.: +91 22 49186060

Email id: rnt.helpdesk@linkintime.co.in

Further, in all correspondences with the Company and/or Link Intime, Client ID. & DP ID. or Folio No., as the case may be, must be quoted.

16. All documents mentioned in the Notice will be available for inspection at the Company's Registered Office during normal Business hours on working days upto the date of the Annual General Meeting.
17. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting. Further, the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
18. Unpaid Dividend Account & Investor Education and Protection Fund:
Members are requested to note that a dividend not encashed or claimed within 7 years from the date of declaration, needs to be transferred from the Company's Unpaid Dividend Account to the Investor Education and Protection Fund (IEPF) of the Central Government, pursuant to the provisions of Section 124 of the Companies Act, 2013.

21. Go Green Initiative in Corporate Governance:
The Ministry of Corporate Affairs (MCA), vide Circular Nos. 17/2011 dt. 21 April 2011 and 18/2011 dt. 29 April 2011 respectively, has undertaken a 'Green Initiative' and allowed companies to share documents with its shareholders through electronic mode.
Further, pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository.
Members who have not registered their e-mail addresses so far are requested to support this green initiative by registering/ updating their e-mail addresses, as specified hereunder, so that

they can receive the Annual Report and other communication from the Company electronically:

- in respect of shares held in Electronic form - with their Depository Participants and

- in respect of shares held in Physical form- with the Registrar & Share Transfer Agent.

22. Details of Directors seeking appointment/ re-appointment at the Annual General Meeting of the Company to be held on September 27, 2019, as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in ANNEXURE -A of this Notice.
23. Company will be disclosing to the Stock Exchanges, as per Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of results of voting on each of the resolutions proposed in this Notice.
24. Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed to the notice convening the Annual General Meeting.
25. In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), listed companies are required to provide members with the facility to exercise their votes at General Meetings through electronic means. The Company has availed the Services of National Securities Depository Limited (NSDL) for providing the necessary e-voting platform to the members of the Company. The detailed Instructions for e-voting including the process and manner for voting by electronic means, time schedule for casting the vote, Login ID etc. is Annexed to the Notice convening the Annual General Meeting, which forms an integral part of the Notice of the Annual General Meeting.
26. The e-voting period shall commence on September 24, 2019 [9:00 AM] and end on September 26, 2019 [5:00 PM]. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, it cannot be changed subsequently.
27. In terms of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company will conduct a poll on the day of the meeting and members who have not cast their vote through remote e-voting, shall be able to exercise their right by voting in the poll.
28. Members of the Company, holding shares either in physical form or dematerialised form, as on the cut-off date i.e. September 19, 2019, will be eligible to cast their vote electronically or by way of poll.
29. The Board of Directors has appointed Mr. Nagendra D. Rao, Practising Company Secretary (Membership No. 5553, COP No. 7731) as the Scrutinizer for conducting the remote e-voting and poll process in accordance with law and in a fair and transparent manner. The Scrutinizer shall within a period not exceeding two days from the conclusion of the annual general meeting prepare a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and submit it forthwith to the Chairman of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company and on the website of NSDL.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Resolution No. 4

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. GNV & Associates, Cost Accountants, to conduct the audit of the cost records maintained by the Company in respect of Construction Industry for the financial year 2019-20.

According to Section 148 of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be approved by the members of the Company. Hence approval is being sought for the remuneration to be paid for the financial year 2019-20.

None of the directors / key managerial personnel or their relatives, are directly or indirectly concerned or interested, financial or otherwise, in the resolutions set out at item No. 4 of the accompanying Notice.

The Board of Directors recommends passing of the Ordinary Resolution set out in item No.4 of the notice.

Resolution No. 5

The Company in order to execute various projects has to borrow money from banks and other financial institutions as a means of finance.

The Company has currently availed project specific or general purpose borrowings from various Banks and Financial Institutions to finance the execution of the projects of the Company. The Board of Directors envisages a need for the funding requirements of the Company to be met with various Instruments, viz. equity, project loans, general purpose corporate loans, borrowings from Banks and financial institutions, non-convertible debentures, a mix of these instruments would result in optimum utilization of funds at optimum cost and help to meet the various business requirements of the Company.

The Board of Directors of the Company are contemplating the feasibility of borrowing money through the issue of non-convertible debentures, subject to the approval of the Members of the Company by passing a Special Resolution and such approval shall be valid for all private placements made during a period of one year.

Pursuant to Rule 14 of The Companies (Prospectus and Allotment of Securities) Rules 2014, issue of any non-convertible debentures on a private placement basis requires a prior approval of the members of the Company by way of a Special Resolution and such approval shall be valid for all private placements made during the year.

Accordingly consent of the members is being sought to enable the Board of Directors to offer or invite subscriptions for redeemable non-convertible debentures in one or more series or tranches as may be required, aggregating up to Rs. 1500,00,00,000 (Rupees One Thousand Five Hundred Crores Only), during a period of 1 (One) Year from the date of passing of this Resolution and within the overall Borrowing Limits of the Company, as approved by the Members, from time to time.

None of the Directors or the Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise in the resolutions set out at item No. 5 of the accompanying Notice except to the extent of their Shareholding, if any in the Company.

The Directors recommend the resolution for approval by the members as Special Resolution.

Resolution No.6

Consequent to the resignation of Dr. Suchitra Kaul Misra as a Director of

the Company with effect from 27.07.2018, the Company was required to appoint a Non-Executive Independent and Woman Director, pursuant to Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure) Regulations, 2015.

The Board of Directors have appointed Ms. Sonali Rastogi (DIN: 00371091) w.e.f. October 26, 2018, as an Additional Director in the capacity of Non – Executive Independent Director of the Company.

Ms. Sonali Rastogi graduated from the School of Planning and Architecture (New Delhi) and The Architectural Association (London) with a graduate diploma in Housing and Urbanism and a second graduate diploma in Graduate Design, Sonali is Founder Partner of Morphogenesis. Sonali has recently been awarded Laureate of the SIA Getz Award for Emergent Architecture in Asia, Singapore 2014, which seeks to bring recognition to Asian architects, who through their vision and commitment have made a significant contribution in shaping the changing landscape of Asia.

Ms. Sonali Rastogi is a member of the Delhi Urban Arts Commission (DUAC), a Fellow of the IIA (Indian Institute of Architects) and the RSA (Royal Society of Arts, UK). She has been responsible for a number of nationally and internationally acclaimed projects. Issues related to the environment and sustainability are at the core of Ms. Sonali's design attitude and her experience and expertise in Architecture/ Interior Design has been recognized by way of numerous awards and accolades. Ms. Sonali has recently been listed among the 10 icons of the design world by the celebrated Platform Magazine. She lectures globally, has been a part of various academic and design juries, and been a speaker at events such as The Design Leadership Summit 2014 (New York), GRIHA Conference 2014, India Design ID 2013 Symposium, Women Leaders in India Conference & Awards, Pecha Kucha (Sydney and New Delhi). Ms. Sonali Rastogi is also a founder member of Manthan, a cross-cultural platform for creative exchange, aiming to be the voice of the Indian creative community.

Ms. Sonali Rastogi's expertise and advice help the company in matters relating to technology, inventory management, audit mechanisms, design, etc.

Ms. Rastogi is a member of the Audit Committee, Nomination & Remuneration Committee and Risk Management Committee of the Company.

Ms. Sonali Rastogi has given her consent to act as a Non-Executive Independent Director of the Company and has furnished necessary declarations to the Board of Directors that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further as per the declarations received by the Company, she is not disqualified under Section 164 of the Companies Act, 2013). In terms of Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties with an objective independent judgement and without any external influence.

Except Ms. Sonali Rastogi, Non-Executive Independent Director, none of the directors /key managerial personnel or their relatives, is/ are directly or indirectly concerned or interested, financial or otherwise, in the resolutions set out at item No. 6 of the accompanying Notice.

The Board of Directors recommends passing of the Ordinary Resolution set out in item No.6 of the notice.

Resolution No.7

With a view to strengthen the Board, Mr. Anup Shah Sanmukh was appointed w.e.f. July 23, 2019 as Additional director in the capacity of Non-Executive Independent Director, pursuant to Section 149 of the Companies Act, 2013.

Mr. Anup Shah Sanmukh holds a bachelor's degree in commerce from HR College, Mumbai and a degree in law from Government Law College, Mumbai. He has over 35 years of experience in the field of law, specifically real estate law. Since founding his own firm in 1993, he has advised developers, builders and foreign and domestic investors in structuring real estate transactions, leases, development agreements and joint ventures. He specialises in commercial and property documentation, corporate and commercial litigation, property related issues, land laws and arbitration and alternative dispute resolutions. He is the Founder Partner of Anup S Shah Law Firm in Bangalore.

Mr. Anup Shah's expertise and advice benefit the company in matters relating to development agreements, land acquisition inputs, litigation, etc.

He is the Chairman of the Audit Committee and Stakeholders Relationship Committee w.e.f. August 22, 2019 and member of the Nomination & Remuneration Committee, Corporate Social Responsibility Committee and Risk Management Committee of the Company. Mr. Anup Shah Sanmukh was appointed as member of the said Committees w.e.f. July 23, 2019.

Mr. Anup Shah Sanmukh has given his consent to act as a Non-Executive Independent Director of the Company and has furnished necessary declarations to the Board of Directors that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further as per the declarations received by the Company, he is not disqualified under Section 164 of the Companies Act, 2013). In terms of Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence.

The Board of directors seek approval to his appointment for a period of 5 years.

Except Mr. Anup Shah Sanmukh, Non-Executive Independent Director, none of the directors/key managerial personnel or their relatives, is/ are directly or indirectly concerned or interested, financial or otherwise, in the resolutions set out at item No. 7 of the accompanying Notice except to the extent of their Shareholding, if any in the Company.

The Board of Directors recommends passing of the Ordinary Resolution set out in item No.7 of the notice.

Resolution No. 8

The present term of Mr. Pradeep Guha as Non-Executive Independent Director on the Board of the Company ceases on September 21, 2019. Further to the recommendation of the Nomination & Remuneration Committee, the Board of Directors passed a resolution on August 21, 2019 and appointed Mr. Pradeep Guha as Additional Director in the

capacity of Non-Executive Independent Director w.e.f. September 22, 2019, to hold office upto the conclusion of the 33rd Annual General Meeting and for a period of 5 years during his second term, subject to approval of the shareholders at the ensuing Annual General Meeting.

Mr. Pradeep Guha has given his consent to act as Non-Executive Independent Director of the Company and has furnished necessary declarations to the Board of Directors that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further as per the declarations received by the Company, he is not disqualified under Section 164 of the Companies Act, 2013). In terms of Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence.

Mr. Pradeep Guha's expertise and advice benefit the company in matters relating to corporate communication, marketing, brand-building, strategic insights.

He is the Chairman of the Nomination & Remuneration Committee and member of the Audit Committee, Corporate Social Responsibility Committee and Risk Management Committee of the Company.

Except Mr. Pradeep Guha, Non-Executive Independent Director, none of the directors /key managerial personnel or their relatives, is/ are directly or indirectly concerned or interested, financial or otherwise, in the resolutions set out at item No. 8 of the accompanying Notice.

The Board of Directors recommends passing of the Special Resolution set out in item No.8 of the notice.

Resolution No. 9

Pursuant to Section 197 of the Companies Act, 2013, the remuneration payable to Directors who are neither Managing Directors nor Whole-time Directors shall not exceed:

- (A) 1% per cent of the net profits of the Company, if there is a managing or whole-time director or manager;
- (B) 3% per cent of the net profits in any other case.

Non-Executive Directors (NED) of the Company play an important role as a part of the Board. They bring in external and wider perspective to the decision-making by the board and provide leadership and strategic guidance, while maintaining objective judgment.

The responsibilities and obligations imposed on the Non-Executive Directors have increased manifold in the recent years on account of a number of factors, including the growth in the activities of the Company and the rapid evolution arising out of legal and regulatory provisions and requirements.

Non-Executive Independent Directors (NED) of the Company are entitled to:

- a) Sitting Fees for the meetings of the Board of Directors attended by them.
- b) Commission on an annual basis, within the ceiling specified under the Companies Act, 1956 / Companies Act, 2013, based on the necessary approval of the Shareholders.

- c) Reimbursement of Travelling Expenses for their attending the Board and Committee Meetings. No payment by way of Bonus, Pension, Incentives etc. is made to any of the Non-Executive Independent Directors.
- d) The Company presently has no Stock Option Plans.

At the AGM held during September 2014 the shareholders passed a resolution and approved remuneration (computed in the manner provided in Section 198 of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof) for a period of 5 years, payable to Non-Executive Independent Director shall not exceed 1% of the net profits of the Company, for each of the financial year of the Company. The approval of the shareholders is required to continue the same. Further to the recommendation of the Nomination & Remuneration Committee the Board of Directors herewith request the approval of the shareholders to continue the current limit of remuneration payable to NED.

Except the Non-Executive Independent Directors of the Company none of the executive directors /key managerial personnel or their relatives, is/ are directly or indirectly concerned or interested, financial or otherwise, in the resolutions set out at item No. 9 of the accompanying Notice except to the extent of their Shareholding, if any in the Company.

The Board recommends passing of the Ordinary Resolution set out in item No.9 of the notice. The shareholders are requested to consider the same.

Resolution No. 10

In recognition of the efforts of Mr. Nani R. Choksey, Joint Managing Director and his contributions to the company over a period of three decades it is proposed to increase the limit of his current remuneration from Rs.2.5 crores to Rs.3.5 crores per annum, for the remaining

period of his tenure till 31 March 2021. Nomination & Remuneration Committee and the Board of Directors have recommended the same.

MR. NANI R. CHOKSEY

Mr. Nani R. Choksey possesses over four decades of rich experience in the real estate development, construction and finance sectors, thriving on his strong business instincts. He has played an instrumental role in the growth of the Group since its inception in 1975.

In the early days, Mr. Choksey was a one-man team, overseeing most departments, from legal to CRM. Even today, he is actively involved in all of the Company's projects, bringing his rich industry experience, attention to detail and an appetite for growth to the business.

His presence has added value to strategic and technical insights, commercial and legal expertise.

Except Mr. Nani R. Choksey None of the directors/key managerial personnel or their relatives, is/are directly or indirectly concerned or interested, financial or otherwise, in the resolutions set out at item No. 11 of the accompanying Notice except to the extent of their Shareholding, if any in the Company.

The Board of Directors recommends passing of the Ordinary Resolution set out in item No.10 of the notice.

BY ORDER OF THE BOARD OF DIRECTORS
FOR PURAVANKARA LIMITED

Bengaluru
August 21, 2019

NANI R. CHOKSEY
JOINT MANAGING DIRECTOR
DIN : 00504555

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING.

(Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of the Director	NANI R. CHOKSEY
Date of birth	August 18, 1951
Date of appointment	03-06-1986
Relationship with directors	---
Expertise in specific functional areas	Has 40 years of experience in Real Estate Development, Construction and Finance Sector, and he has been with the Group since its inception in 1975, is a Founder Director.
Qualification	Bachelor's degree in Commerce
Board membership of all companies as on March 31, 2019 *	Puravankara Limited Provident Housing Limited. Starworth Infrastructure & Construction Limited. Vaigai Developers Private Limited Centurions Housing & Constructions Private Limited Prudential Housing & Infrastructure Development Private Limited Propmart Technologies Limited Handiman Services Limited Uniquepark Constructions Private Limited Dealwel Estates Private Limited
Chairman/ member of the committee of the board of directors of Puravankara Limited, as on March 31, 2019	Stakeholders' Relationship Committee - Member Corporate Social Responsibility Committee - Member Management Sub Committee - Member Risk Management Committee - Member
Number of shares held in the company as on March 31, 2019	1,920 equity shares

CHAIRMAN/MEMBER OF THE COMMITTEE OF DIRECTORS OF OTHER COMPANIES IN WHICH HE/SHE IS A DIRECTOR AS ON MARCH 31, 2019.

Audit Committee	---
Nomination & Remuneration Committee	Provident Housing Limited; Starworth Infrastructure & Construction Limited
Corporate Social Responsibility Committee	Provident Housing Limited; Starworth Infrastructure & Construction Limited; Centurions Housing & Constructions Private Limited

Name of the director	SONALI RASTOGI	ANUP SHAH SANMUKH
Date of birth	November 2, 1967	June 25, 1957
Date of appointment	October 26, 2018	July 23, 2019
Relationship with directors	----	---
Expertise in specific functional areas	<p>Ms. Sonali Rastogi Graduated from the School of Planning and Architecture (New Delhi) and The Architectural Association (London) with a graduate diploma in Housing and Urbanism and a second graduate diploma in Graduate Design, Sonali is Founder Partner of Morphogenesis. Sonali has recently been awarded Laureate of the SIA Getz Award for Emergent Architecture in Asia, Singapore 2014, which seeks to bring recognition to Asian architects, who through their vision and commitment have made a significant contribution in shaping the changing landscape of Asia.</p> <p>Ms. Sonali Rastogi is a member of the Delhi Urban Arts Commission (DUAC), a Fellow of the IIA (Indian Institute of Architects) and the RSA (Royal Society of Arts, UK). She has been responsible for a number of nationally and internationally acclaimed projects. Issues related to the environment and sustainability are at the core of Ms. Sonali's design attitude and her experience and expertise in Architecture/ Interior Design has been recognized by way of numerous awards and accolades. Ms. Sonali has recently been listed among the 10 icons of the design world by the celebrated Platform Magazine. She lectures globally, has been a part of various academic and design juries, and been a speaker at events such as The Design Leadership Summit 2014 (New York), GRIHA Conference 2014, India Design ID 2013 Symposium, Women Leaders in India Conference & Awards, Pecha Kucha (Sydney and New Delhi). Sonali is also a founder member of Manthan, a cross-cultural platform for creative exchange, aiming to be the voice of the Indian creative community.</p>	<p>Mr. Anup Shah holds a bachelor's degree in commerce from HR College, Mumbai and a degree in law from Government Law College, Mumbai. He has over 35 years of experience in the field of law, specifically real estate law. Since founding his own firm in 1993, he has advised developers, builders and foreign and domestic investors in structuring real estate transactions, leases, development agreements and joint ventures. He specialises in commercial and property documentation, corporate and commercial litigation, property related issues, land laws and arbitration and alternative dispute resolutions. He is the Founder Partner of Anup S Shah Law Firm in Bangalore.</p>

Name of the director	SONALI RASTOGI	ANUP SHAH SANMUKH
Qualification	Bachelor of Science Degree in Business from Virginia Polytechnic Institute and State University and Degree of Master of Business Administration for Business, Government and Not-for-Profit Management from Willamette University in Salem, Oregon.	
Board membership of all companies as on March 31, 2019 *	Puravankara Limited Provident Housing Limited Morphogenesis Realty Private Limited	Puravankara Limited Provident Housing Limited Sobha Limited Bhoruka Power Corporation Limited
Chairman/ member of the committee of the board of directors of Puravankara Limited, as on March 31, 2019	Audit committee Nomination & Remuneration Committee	Audit Committee -Chairman** Stakeholders' Relationship Committee -Chairman** Corporate Social Responsibility Committee -Member Nomination & Remuneration Committee- Member Risk Management Committee -Member
Number of shares held in the company as on March 31, 2019	-----	-----

CHAIRMAN/MEMBER OF THE COMMITTEE OF DIRECTORS OF OTHER COMPANIES IN WHICH HE/ SHE IS A DIRECTOR AS ON MARCH 31, 2019.

Name of the director	SONALI RASTOGI	ANUP SHAH SANMUKH
A) Audit Committee	--	Sobha Limited*
B) Nomination & Remuneration Committee	--	Sobha Limited*
C) Corporate Social Responsibility Committee	--	Sobha Limited*
D) Risk Management Committee	--	Sobha Limited*

*Mr. Anup Shah Sanmukh has been appointed as Director of Puravankara Limited and as member of the said committees of Puravankara Limited w.e.f. July 23, 2019. The company has received his disclosure of interest in other companies during his appointment.

**Mr. Anup Shah Sanmukh has been appointed as Chairman of the Audit committee and the Stakeholders' Relationship Committee w.e.f. 22.08.2019.

Name of the director	PRADEEP GUHA
Date of birth	June 06, 1952
Date of appointment	December 26, 2006
Relationship with directors	----
Expertise in specific functional areas	Mr. Pradeep Guha holds a Bachelor's degree in Arts from Mumbai University and an EDP Diploma from Asian Institute of Management, Manila. He has over 42 years of strong experience in the fields of media, advertising, marketing and branding. Mr. Guha was the President of The Times of India Group and was also on its Board of Directors. He also completed a successful stint as the CEO of Zee Entertainment Enterprises Ltd. In his previous stints, he was the Vice-President and Area Director of the International Advertising Association, Asia Pacific region, as well as the Chairman of the Asian Federation of Advertising Association.
Qualification	Bachelor's degree in Arts from Mumbai University and an EDP Diploma from Asian Institute of Management, Manila
Board membership of all companies as on March 31, 2019 *	Puravankara Ltd. Provident Housing Ltd. Raymond Ltd. Whistling Woods Intl. Ltd. Culture Company (India) P. Ltd. Culture Brandz P. Ltd. Culture Management Service P. Ltd Paul Entertainments P. Ltd. Celebutante Talent Management Co. P. Ltd. INX Music P. Ltd. 9X Media P. Ltd 9X Telefilms P. Ltd. Pritish Nandy Communications Limited Credencys Solutions Pvt. Ltd Bigthinx Software Pvt. Ltd

Name of the director	PRADEEP GUHA
Chairman/ member of the committee of the board of directors of Puravankara Limited, as on March 31, 2019	Audit committee - Member Corporate Social Responsibility Committee - Member Nomination & Remuneration Committee - Chairman Risk Management Committee - Member
Number of shares held in the company as on March 31, 2019	NIL

CHAIRMAN/MEMBER OF THE COMMITTEE OF DIRECTORS OF OTHER COMPANIES IN WHICH HE/ SHE IS A DIRECTOR AS ON MARCH 31, 2019.

Name of the director	PRADEEP GUHA
A) Audit Committee	Provident Housing Limited – Chairman of the Committee Raymond Limited – Member of the Committee Whistling Woods Intl. Limited – Member of the Committee
B) Nomination & Remuneration Committee	Provident Housing Limited – Member of the Committee Raymond Limited; Whistling Woods Intl. Limited – Member of the Committee
C) Corporate Social Responsibility Committee	Provident Housing Limited; Raymond Limited - Member of the Committee
D) Stakeholders’ Relationship Committee	Raymond Limited – Member of the Committee

PURAVANKARA

PURAVANKARA LIMITED

Regd. Office: #130/1, Ulsoor Road, Bengaluru 560 042
Telephone: +91 80 25599000/ 43439999 Fax No.: +918025599350
Website: www.puravankara.com Email: investors@puravankara.com,
CIN: L45200KA1986PLC051571

ATTENDANCE SLIP

Venue of the Meeting: The Taj West End Hotel, # 25, Race Course Road, Bengaluru – 560 001, India.

Date & Time: September 27, 2019 at 11.30 A.M.

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name & Address of Shareholder	Client ID.* & DP ID./Folio No.	No. of Shares held

**Applicable for investors holding shares in Electronic form.*

I certify that I am the registered Shareholder(s)/Proxy for the registered Shareholder of the Company.

I hereby record my presence at the 33rd Annual General Meeting of the Company held on **September 27, 2019 at 11.30 A.M. at The Taj West End Hotel, # 25, Race Course Road, Bengaluru – 560 001, India**

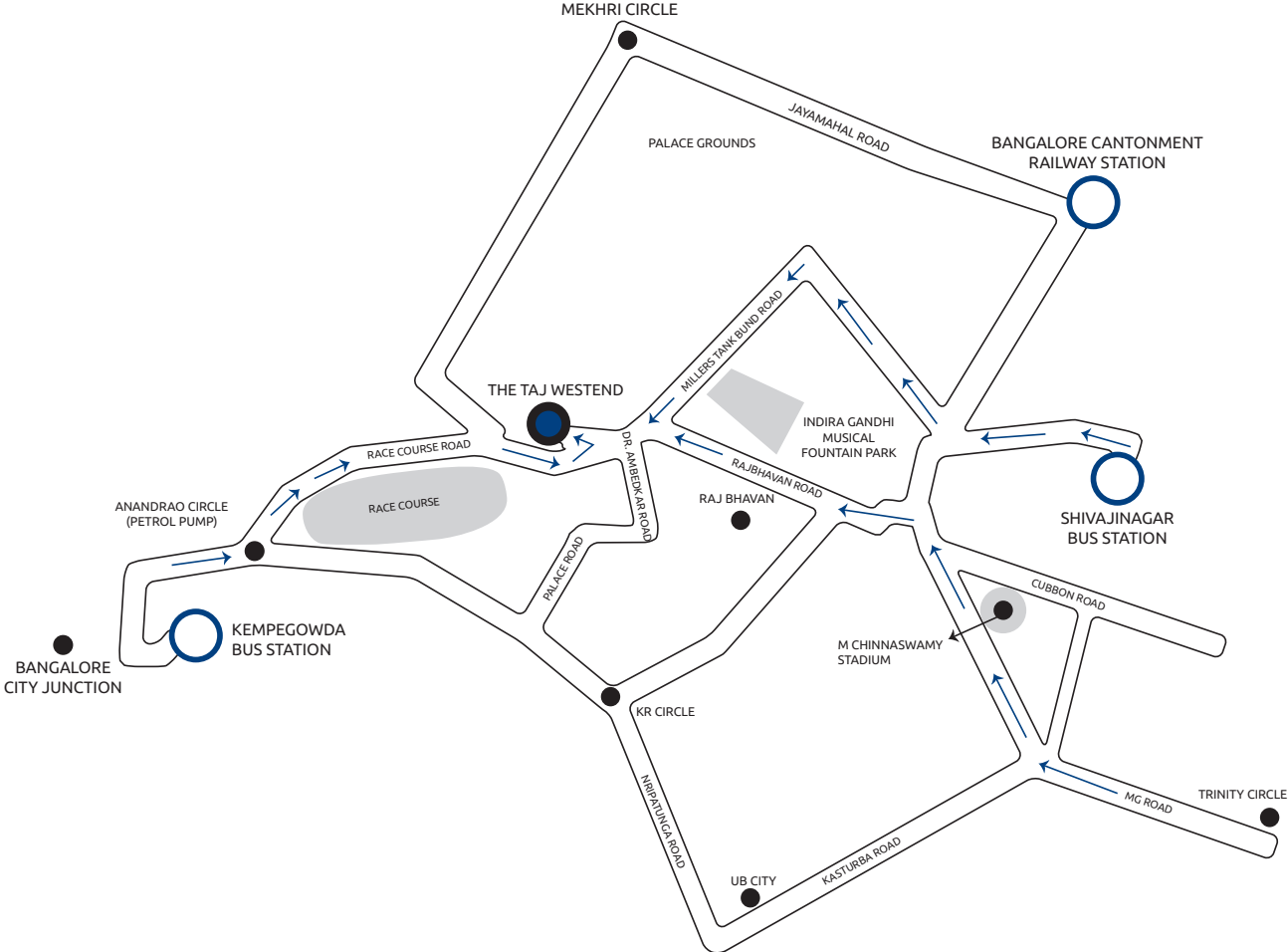
Signature of Member/Proxy

NOTE:

1. Shareholders/Proxies are requested to fill up the Attendance Slip and hand it over at the venue.
2. Shareholders/Proxies are also requested to bring their copy of AGM Notice to the meeting as no copies will be distributed at the venue.



ROUTE MAP TO "THE TAJ WESTEND" BANGALORE



PURAVANKARA

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FORM NO. MGT -11 PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014.)

Venue of the meeting: The Taj West End Hotel, # 25, Race Course Road, Bengaluru – 560 001, India.

Date & Time: September 27, 2019 at 11.30 A.M.

Name	
Registered Address	
E-mail Id	
DP Id*	
Client Id*	
Folio No.	
No. of Shares held	

I/We _____ of _____ being a member/members of Puravankara Limited, hereby appoint the following as my/our Proxy to attend vote for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company to be held on **September 27, 2019 at 11.30 A.M.** and at any adjournment thereof.

1. Mr./Mrs. _____
(Name & Signature of the Proxy) or failing him/her
2. Mr./Mrs. _____
(Name & Signature of the Proxy) or failing him/her
3. Mr./Mrs. _____
(Name & Signature of the Proxy) or failing him/her

*Applicable for investors holding shares in Electronic form.

SL. NO.	RESOLUTION	FOR	AGAINST
ORDINARY BUSINESS:			
1	Adoption of audited Financial Statements for the year ended 31 March, 2019 and reports of the Directors and Auditors thereon		
2	Approval of the Dividend of Re. 1.00/- per Equity Share		
3	Re-appointment of Mr. Nani R. Choksey, Director, who retires by rotation		



SL. NO.	RESOLUTION	FOR	AGAINST
SPECIAL BUSINESS:			
4	Ordinary Resolution, pursuant to Section 148 of the Companies Act, 2013, to fix the remuneration payable to the Cost Auditor for the financial year 2018-19.		
5	Special Resolution, pursuant to Section 42, 71 of the Companies Act, 2013, to issue non-convertible debentures on a private placement basis.		
6	Ordinary Resolution to appoint Ms.Sonali Rastogi (DIN:00371091) as a Non-Executive Independent Director.		
7	Ordinary Resolution to appoint Mr. Anup Shah Sanmukh (DIN:00317300) as a Non-Executive Independent Director.		
8	Speical Resolution to re-appoint Mr. Pradeep Guha (DIN:00180427) as a Non-Executive Independent Director.		
9	Ordinary Resolution to approve remuneration to Non- Executive Directors.		
10	Ordinary Resolution to approve revision of limit of remuneration payable to Mr. Nani R. Choksey, Joint Managing Director.		

Please put a tick mark (✓) in the appropriate column against the Resolutions indicated in the box. If a member leaves the "For" (or) "Against" column blank, against any or all the Resolutions, the Proxy will be entitled to vote in the manner he/she thinks appropriate.

If a member wishes to abstain from voting on a particular Resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signed this..... Date of....., 2019

.....
Signature of the Member(s)

.....
Signature of the Proxy holder(s)

Affix ₹1 Revenue Stamp

NOTES:

1. The Proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. The Proxy need not be a member of the Company.
2. Appointment of a Proxy will not preclude a Member from attending the Meeting.
3. In the case of a Body Corporate, the Proxy Form should be executed under its Common Seal or be signed on its behalf by an officer or an Attorney duly authorised by it.
4. Where there are joint registered holders of any share, any one of such persons may vote at the Meeting either personally or by proxy in respect of such share as if he was solely entitled thereto; and if more than one of such joint holders be present at the Meeting either personally or by proxy, then one of the said persons so present whose name stands first on the Register of Members in respect of such share shall alone be entitled to vote in respect thereof.

PURAVANKARA

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CIN: L45200KA1986PLC051571

E – VOTING FORM

ADDRESS:

Registered Folio No. / DP ID No. / Client ID No.:

Number of Shares held:

Dear Member,

SUB: INSTRUCTIONS FOR E-VOTING

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 SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members the facility to exercise their right to vote on all resolutions, set forth in the Notice convening the Annual General Meeting (AGM) to be held on Friday, September 27, 2019, at 11.30 A.M., by electronic means and the business may be transacted through e-voting Services.

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. 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 National Securities Depository Limited (NSDL).

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The e-voting facility is available at the link <https://www.evoting.nsdl.com>. The electronic voting particulars are set out as follows:

EVEN (e-voting event number)	User ID	Password
111440		

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
September 24, 2019 @ 9.00 A.M. IST	September 26, 2019 @ 05.00 P.M. IST

Please read the following instructions to exercise your vote:

THESE DETAILS AND THE INSTRUCTIONS FORM AN INTEGRAL PART OF THE NOTICE OF THE ANNUAL GENERAL MEETING (AGM) TO BE HELD ON SEPTEMBER 27, 2019.

STEPS FOR E-VOTING

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:

Step 1:

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - c) Members can also use the One Time Password (OTP) based login for casting the votes on the e-voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2:

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 3. Select "EVEN" of Puravankara Limited.
 4. Now you are ready for e-voting as the Voting page opens.
 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy] the following instruction may be followed:
- i. The initial password is provided in the e-voting particulars section of this document
 - ii. Please follow all steps at Step 1 and Step 2 mentioned above, in order to successfully cast your vote.

- C. If you are already registered with NSDL for remote e-voting, then you can use your existing User ID and Password/ PIN for casting your vote.

1. Other information:

- o Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot User Details/ Password' or "Physical User Reset Password" option available on the site to reset the same.
 - o In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).
 - o In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
 - o Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
 - o It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
 - o 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 only shall be entitled to avail the facility of remote e-voting / voting at the AGM through ballot paper.
 - o Institutional shareholders (i.e. members other than individuals, HUF, NRIs, etc.) are required to send a scanned copy (PDF / JPG format) of the relevant board resolution / authority letter, etc., together with the attested specimen signature(s) of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer via email at : nagendradrao@gmail.com, with a copy marked to evoting@nsdl.co.in.
2. In case of any queries, please refer to the Frequently Asked Questions (FAQs) for members and the e-voting user manual for members available in the 'Downloads' section of <https://www.evoting.nsdl.com>. You can also mail your queries to NSDL by sending an email to evoting@nsdl.co.in, or call on toll free no.:1800-222-990.

GENERAL INSTRUCTIONS

- a. The e-voting period commences on September 24, 2019 (9:00 a.m. IST) and ends on September 26, 2019 (05.00 p.m. IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of September 19, 2019, may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- b. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 19, 2019, and not casting their vote electronically, may only cast their vote at the Annual General Meeting through Ballot Paper which will be provided at the AGM.
- c. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be

allowed to vote again at the AGM.

- d. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on September 19, 2019.
 - e. Any person who acquire shares of the company and become member of the company after dispatch of the notice and holding shares as of the cut-off date i.e. September 19, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/ RTA.
- However if you have already registered with NSDL, for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot your Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.1800-222-990.
- f. Mr. Nagendra D Rao, Practising Company Secretary (Membership No. FCS 5553), has been appointed as the Scrutinizer to scrutinize the e-voting process and ballot paper at AGM in a fair and transparent manner.
 - g. At the AGM at the end of the discussion on the resolutions on which voting is to be held, the Chairman with the assistance of Scrutinizer, order voting through ballot paper for all those members who are present but have not cast their votes electronically.
 - h. The Scrutinizer shall immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through e-voting in the presence of at least 2 (two) witnesses, not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the votes cast in favour of or against, if any within a period of not exceeding 2 (two) working days from the conclusion of the AGM to the Chairman or any person authorised by the Chairman, shall declare the results of the voting forthwith.
 - i. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.puravankara.com and on the website of NSDL within 2 (Two) days of the passing of the resolutions at the Annual General Meeting of the Company and communicated to the BSE Limited, National Stock Exchange of India Limited.

All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013, will be available for inspection at the registered office of the Company during business hours on all working days up to the date of declaration of the result of the Annual General Meeting of the Company.

By Order of the Board of Directors
FOR PURAVANKARA LIMITED

NANI R. CHOKSEY
Joint Managing Director
DIN: 00504555

Bengaluru
August 21, 2019



PURAVANKARA

PURAVANKARA LIMITED

Regd. Office: #130/1, Ulsoor Road, Bengaluru 560 042
Telephone: +91 80 25599000/ 43439999 Fax No.: +918025599350
Website: www.puravankara.com Email: investors@puravankara.com,
CIN: L45200KA1986PLC051571

SHAREHOLDERS' SATISFACTION SURVEY - 2019

Name of the Shareholder:

Address:

Folio /DP. ID & Client ID.: No. of Shares held:.....

Sl. No.	Services	Excellent	Good	Needs Improvement
1	Timely receipt of:			
	a. Annual Reports			
	b. Dividend			
	c. Correspondence/ Other documents			
2	Response time and satisfaction level you have experienced in:			
	a. Re-validation of Dividend warrants			
	b. Change in address			
	c. Replies to your queries/ complaints			
	d. Transfer/ Transmission of shares			
3	Quality of Information:			
	a. Annual Report			
	b. Investor Section of Company's website: www.puravankara.com			
4	Interaction with Registrar and Transfer Agents (Link Intime)			
	a. Attitude / Behaviour			
	b. Speed of response			
	c. Solution to Problems/ queries			
5	Overall rating			

In Case of any pending grievance(s), if yes, please provide details:

In Case of any pending grievance(s), if yes, please provide details: