

August 28, 2018

To

The General Manager – DCS, Listing Operations-Corporate Services Dept. BSE Ltd. 1 st Floor, New Trading Ring, Rotunda Building, 'P J. Towers, Dalal Street, Fort, Mumbai 400 001. corp.relations@bseindia.com Stock Code: 532891	The Manager, Listing Department, National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai cc_nse@nse.co.in Stock Code: PURVA
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Dear Sir / Madam,

[Sub: Intimation of date of 32nd Annual General Meeting \(AGM\) and book-closure and declaration](#)

[Ref: Regulation 30 \(2\) ; Regulation 42 of Securities and Exchange Board of India \(Listing Obligations and Disclosure Requirements\) Regulations, 2015 \('Listing Regulations'\)](#)

We herewith intimate that the 32nd Annual General Meeting ('AGM') of Puravankara Limited (formerly Puravankara Projects Limited) ('Company') for the year ended March 31, 2018, will be held on Wednesday, September 26, 2018, at 11.30 a.m., at The Taj West End Hotel, # 25, Race Course Road, Bengaluru – 560 001.

In this regard please find attached the Notice of the 32nd Annual General Meeting of the Company.

The Book Closure for the purpose of AGM and payment of Final Dividend of Rs.1.60/- (Rupees One point six zero only) (32%) per equity share to the shareholders is fixed as September 19, 2018 to September 26, 2018.

The cut-off date for voting entitlement is September 18, 2018.

As per the requirements of Regulation 42 of Listing Regulations, we hereby confirm that the Company will accept request for registration of transfers that are lodged with the Company upto the date of closure of the transfer books and save as provided in Regulation 40 of Listing Agreement will register such transfers forthwith; and unless the Exchange agrees otherwise, the Company will defer, until the transfer books have reopened, registration of any transfer which may be received after the closure of transfer books.

Kindly take this intimation on record.

Thanking you,

Yours sincerely

FOR PURAVANKARA LIMITED

Bindu D
Company Secretary
M.N. 23290

PURAVANKARA LIMITED (formerly Puravankara Projects Limited)

PURAVANKARA®

PURAVANKARA LIMITED

(formerly Puravankara Projects Limited)

Regd. office: #130/1, Ulsoor Road, Bengaluru 560 042.

Telephone: +91 80 25599000/43439999, Fax No.: +91 80 25599350

Website: www.puravankara.com, Email: investors@puravankara.com

CIN: L45200KA1986PLC051571

NOTICE OF THE 32nd ANNUAL GENERAL MEETING

NOTICE is hereby given that the **32nd Annual General Meeting (AGM)** of the Members of **PURAVANKARA LIMITED** will be held on **Wednesday, September 26, 2018 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 at March 31, 2018, 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 ₹ 1.60/- (Rupees One point six zero only) per Equity Share.
3. To appoint a Director in place of Mr. Ashish Ravi Puravankara (DIN: 00504524), 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 2018-19 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 2018-19, be paid remuneration of ₹ 75,000/- (Rupees Seventy Five Thousand only) plus GST as applicable and re-imbursalment 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 and Compliance Officer of the Company, be and are hereby 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 fix the borrowing powers of the Board upto ₹ 4,500 crores and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT in supersession of the resolution passed in this regard on October 28, 2016, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as 'Board' which term shall include any committee duly constituted by the Board of Directors thereof authorised for the purpose), in terms of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, and subject to such approvals, consents, sanctions and permissions, as may be necessary, to borrow from Bank(s), Financial Institution(s), Companies, Trust(s), Mutual Fund(s), Other investing agencies and Trustee(s) for the holders of debentures/bonds/other instruments, Body Corporate(s), Agent(s), Partnerships, Hindu Undivided Families, Association of Persons, Individuals and any other lender(s), ['Lending Entities'], any sum or sums or monies from time to time, notwithstanding that the monies so borrowed together with the monies already borrowed by the Company, if any, (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), may exceed the aggregate of the Paid-up Capital of the Company, its Free Reserves, that is to say, Reserves not set apart for any specific purposes and securities premium,

provided however that the total amount of monies so borrowed shall not exceed ₹ 4,500 Crores (Rupees Four Thousand Five hundred Crores only), at any one time.”

6. To grant approval for creation of charge/mortgage on the assets of the Company and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION**:

RESOLVED THAT in supersession of the resolution passed in this regard, on October 28, 2016, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as 'Board' which term shall include any committee duly constituted by the Board of Directors thereof authorised for the purpose), in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, and subject to such approvals, consents, sanctions and permissions, as may be necessary, to create Mortgage and/or Charge and/or Hypothecation and/or other Encumbrances, on the immovable and movable properties of the Company, if any (in addition to the existing Mortgage, Charge, Hypothecations created by the Company), on such immovable and movable properties of the Company, wheresoever situated, present and future and/or conferring power to enter upon and take possession of the assets of the Company in certain events, to or in favour of Bank(s), Financial Institution(s), Companies, Trust(s), Mutual Fund(s), Other investing agencies and Trustee(s) for the holders of debentures/bonds/ other instruments, Body Corporate(s), Agent(s), Partnerships, Hindu Undivided Families, Association of Persons, Individuals and any other lender(s), ['Lending Entities'], for securing against the borrowings upto ₹ 4,500 Crores (Rupees Four Thousand Five Hundred Crores Only), lent and advanced/agreed to be lent and advanced by such Lending Entities to the Company/ its wholly-owned Subsidiaries/Associate Companies, subject to the limits approved under Section 180(1) (c) of the Companies Act, 2013, together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption guarantee commission, remuneration payable with regards to such borrowings.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise with Lending Entities, such documents as may be required for creating aforesaid Mortgage and/or Charge, or any other Encumbrances and to execute the

Documents, Letters, Papers, Undertakings and such other Agreements including amendments thereto from time to time, as it may, in its absolute discretion, consider necessary, expedient including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company.”

7. To issue non-convertible debentures on a private placement basis and in this regard to consider and if thought fit, to pass with or without modification(s) 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, and any other law for the time being in force and the provisions in the Memorandum and Articles of Association of the Company, the guidelines issued by the Securities and Exchange Board of India (“SEBI”), the Listing 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 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.”

8. To approve the continuation of current term of Mr. RVS Rao, 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 a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the

Members be and is hereby accorded for Mr. RVS Rao (DIN: 00061599) (who attains the age of 75 years on March 15, 2019) to continue as Non-Executive Independent Director, under the current tenure of appointment, which ends on September 21, 2019, without any change in the applicable terms of his appointment.”

By order of the Board of Directors
For **Puravankara Limited**

Nani R. Choksey

Joint Managing Director

DIN: 00504555

Bengaluru

August 24, 2018

NOTES:

Attendance & Proxy:

1. 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.
2. 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.
3. 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.
4. 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.
5. According to provisions of Section 105 of the Companies Act, 2013, (“Act”) 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.

6. 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.
7. M/s S R Batliboi & Associates LLP, Chartered Accountants, FRN 101049W/E300004, were appointed as Statutory Auditors for a period of 5 (five) years from the conclusion of the 31st Annual General Meeting until the conclusion of the 36th Annual General Meeting, subject to ratification of their appointment by the Members at every Annual General Meeting (AGM). Pursuant to the Amendment of the Act, vide notification by the Ministry of Corporate Affairs, dated May 7, 2018, the requirement of ratification of the appointment of Statutory Auditors at every AGM has ceased. Hence, a resolution for the ratification of appointment of Statutory Auditors has not been proposed.

Dividend:

8. The Register of Members and the Share Transfer Books of the Company will remain closed from September 19, 2018 to September 26, 2018 (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 18, 2018.

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 a copy of the 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. Members are requested to visit the same for more information about the Company.
15. 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
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.

19. Due dates for Transfer to IEPF and the balance in the Unpaid Dividend Account

Sl. No.	Financial Year Ended	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, 2011	Final	September 24, 2011	September 23, 2018	92,976	00762300001033
2.	March 31, 2012	Final	August 21, 2012	August 20, 2019	1,62,253	05232300000451
3.	March 31, 2013	Interim	April 17, 2013	April 16, 2020	247,530.5	50200000825255
4.	March 31, 2013	Final	September 24, 2013	September 23, 2020	95,436	50200001773080
5.	March 31, 2014	Final	September 22, 2014	September 21, 2021	166,191.36	50200007011092
6.	March 31, 2015	Final	September 24, 2015	September 23, 2022	129,111.90	50200012884998
7.	March 31, 2016	Final	September 27, 2016	October 26, 2023	255,747.50	50200021485454
8.	March 31, 2017	Final	August 29, 2017	September 28, 2024	431,559.00	50200026672305

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/ re-validated 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 August 29, 2017 (date of the last Annual General Meeting) on the website of the Company (www.puravankara.com)/ the website of the Ministry of Corporate Affairs.

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 26, 2018, 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. The 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 23, 2018 [9:00 AM] and end on September 25, 2018 [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 18, 2018, 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 the 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 2018-19.

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 2018-19.

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

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

Resolution No. 5 & 6

The Members, on October 28, 2016, passed resolutions through Postal Ballot, authorising the Board of Directors to borrow monies upto a sum of ₹ 3,500 Crores (Rupees

Three Thousand Five Hundred Crores only) as well as to create Charge/Mortgage on the Assets of the Company under Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013.

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, approval of the members by way of a Special Resolution is required for fixing the borrowing limit as aforesaid as well as to create Charge/ Mortgage on the Assets of the Company

Section 180(1)(a) of the Companies Act, 2013 provides, inter alia, that the Board of Directors of the Company shall not without the consent of such company by a Special Resolution in General Meeting, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company (where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings). Since the mortgaging by the Company of its immovable and movable properties as aforesaid may be regarded as disposal of the Company's properties/ undertakings, it is necessary for the members to pass a Special Resolution for creation of the said Mortgage and/or Charge and/or Hypothecation and/or other Encumbrances of the Company's assets.

The Company proposes to increase borrowing limits to ₹ 4,500 crores by addition of ₹ 1,000 crores to the current limit of ₹ 3,500 crores of Borrowing Powers and Powers to Create Mortgage and/or Charge and/or Hypothecation and/or other Encumbrances on the assets of the Company.

The increase in the borrowing powers is an enabling resolution and is intended to meet the Business/ long-term funds requirements of the Company. Further, it is proposed to provide the immovable and movable properties (as aforesaid), belonging to the Company, as security(ties), including borrowings of the Wholly-Owned Subsidiaries/ Associate Companies.

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

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

Resolution No. 7

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 ₹ 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 this Resolution except to the extent of their shareholding in the Company.

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

Resolution No. 8

Mr. RVS Rao, Independent Director was appointed on September 22, 2014 in terms of Section 149 (4) of Companies Act, 2013. SEBI has amended the LODR, Regulations, 2015 vide circular dated 9th May 2018 which requires that w.e.f. April 1, 2019, reappointment/ continuance of any Non-Executive Director who has attained the age of 75 years should be approved by the shareholders by way of a Special Resolution.

In compliance of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2018, and as Mr. RVS Rao, Non-Executive Independent Director, attains the age of seventy five years during the financial year 2018-19, the Board of Directors recommend to the members the proposal to pass a special resolution to enable continuation of Mr. RVS Rao, Independent Director in his current term.

Except Mr. RVS Rao, Non-Executive Independent Director, none of the other Director/ Key Managerial Personnel, is/ are directly or indirectly concerned or interested, financial or otherwise in the resolution.

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

By order of the Board of Directors
For **Puravankara Limited**

Nani R. Choksey

Joint Managing Director

DIN: 00504555

Bengaluru
August 24, 2018

ANNEXURE - A

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

NAME OF THE DIRECTOR	ASHISH RAVI PURAVANKARA
DATE OF BIRTH	March 27, 1979
DATE OF APPOINTMENT	July 14, 2000
RELATIONSHIP WITH DIRECTORS	Son of Mr. Ravi Puravankara, Chairman of the Company
EXPERTISE IN SPECIFIC FUNCTIONAL AREAS	Mr. Ashish Ravi Puravankara has 18 years of experience in the field. Leading the organization as Director since the year 2000, as Joint Managing Director in 2011, and in the current position as Managing Director since 2015. Value addition through strategic leadership, stakeholder relations, marketing innovation, operational integration, sustainability best practices
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, 2018*	Puravankara Limited Provident Housing Limited Purva Star Properties Private Limited Starworth Infrastructure & Construction Limited Purva Good Earth Properties Private Limited Varishtha Property Developers Private Limited Vagishwari Land Developers Private Limited Propmart Technologies Limited Keppel Puravankara Development Private Limited Handiman Services Limited Dealwel Estates Private Limited Welworth Lanka (P) Limited Welworth Lanka Holdings (P) Limited
CHAIRMAN/ MEMBER OF THE COMMITTEE OF THE BOARD OF DIRECTORS OF PURAVANKARA LIMITED, AS ON MARCH 31, 2018	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, 2018	4,800

CHAIRMAN/ MEMBER OF THE COMMITTEE OF DIRECTORS OF OTHER COMPANIES IN WHICH HE/ SHE IS A DIRECTOR AS ON MARCH 31, 2018.

A)	AUDIT COMMITTEE	Provident Housing Limited Starworth Infrastructure & Construction Limited
B)	STAKEHOLDERS' RELATIONSHIP COMMITTEE	-
C)	NOMINATION AND REMUNERATION COMMITTEE	Provident Housing Limited Starworth Infrastructure & Construction Limited
D)	CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	Provident Housing Limited Starworth Infrastructure & Construction Limited Purva Star Properties Private Limited

Note:

*This Includes Directorship in Foreign Companies, alternate directorships, Directorships in Private Companies but does not include any membership in governing councils, chambers and other Bodies.

PURAVANKARA[®]

PURAVANKARA LIMITED

(formerly Puravankara Projects Limited)

Regd. office: #130/1, Ulsoor Road, Bengaluru 560 042.

Telephone: +91 80 25599000/43439999, Fax No.: +91 80 25599350

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 26, 2018 at 11.30 A.M.**

PLEASE FILL THE 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 **32nd Annual General Meeting** of the Company held on **September 26, 2018 at 11.30 A.M. at The Taj West End Hotel, # 25, Race Course Road, Bengaluru – 560 001, India.**

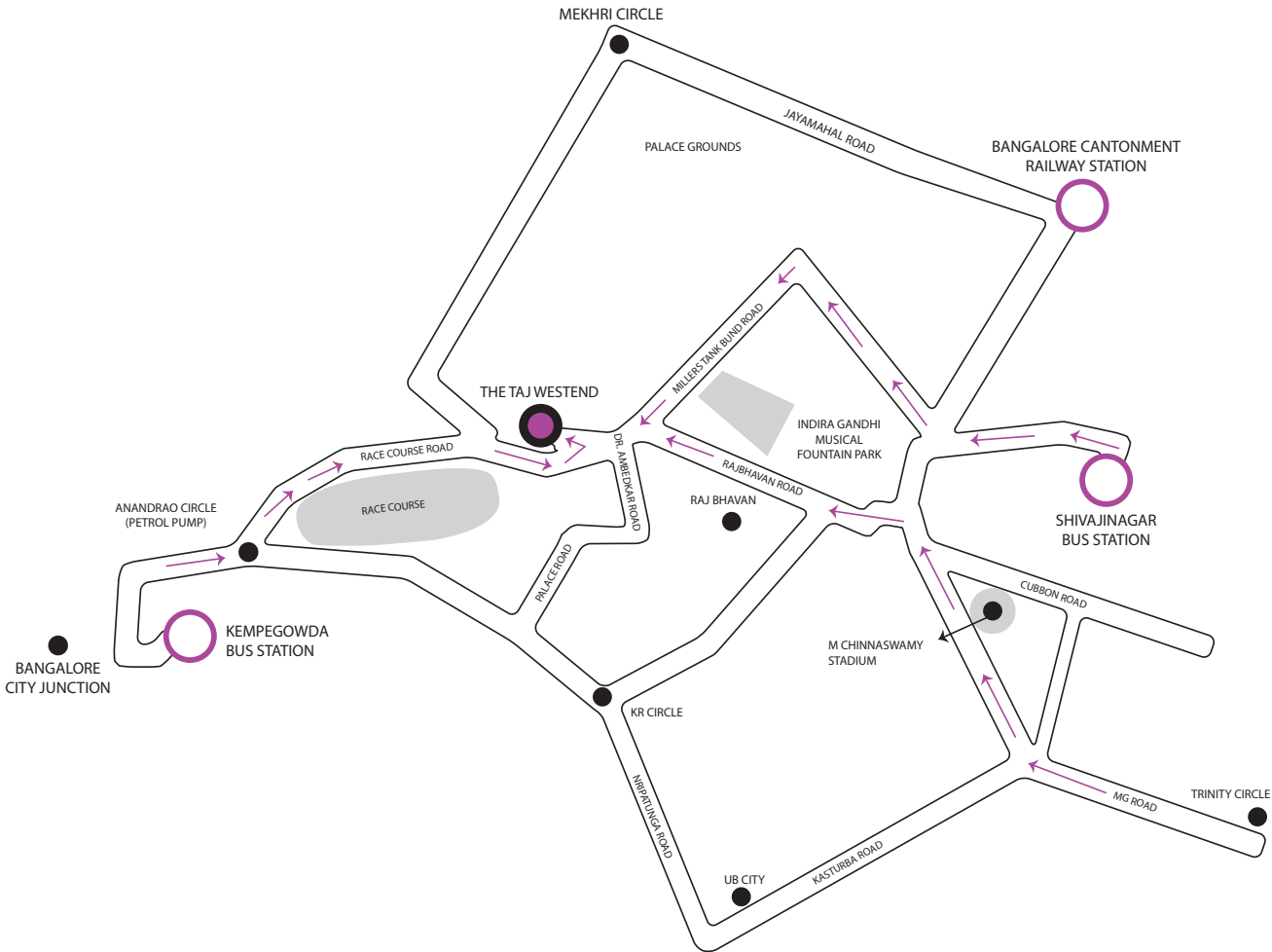
Signature of Member / Proxy

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 the AGM Notice to the meeting as no copies will be distributed at the venue.



ROUTE MAP TO "THE TAJ WESTEND" BANGALORE



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FORM OF PROXY

(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 26, 2018 at 11.30 A.M.**

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

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 **32nd Annual General Meeting of the Company to be held on **September 26, 2018 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.*

*** This is optional*

SL. NO.	RESOLUTION	FOR	AGAINST
ORDINARY BUSINESS:			
1.	Adoption of audited Financial Statements for the year ended 31 March 2018 and reports of the Directors and Auditors thereon		
2.	Approval of the Dividend of ₹ 1.60/- per Equity Share		
3.	Re-appointment of Mr. Ashish Ravi Puravankara , 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 180(1)(c) of the Companies Act, 2013, to fix the borrowing powers of the Board up to ₹ 4,500 crores		
6.	Special Resolution , pursuant to Section 180(1)(a) of the Companies Act, 2013, to grant approval for creation of charge / mortgage on the assets of the company		
7.	Special Resolution , pursuant to Section 42, 71 of the Companies Act, 2013, to issue non-convertible debentures on a private placement basis		
8.	Special Resolution , pursuant to regulation 17(1A) of SEBI (LODR), 2015, to approve the continuation of current term of Mr. RVS Rao, Non-Executive Independent 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..... 2018.

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

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

Affix Re. 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.

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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 Wednesday, September 26, 2018, 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

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

Commencement of e-voting	End of e-voting
September 23, 2018 @ 9.00 A.M. IST	September 25, 2018 @ 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 26, 2018.

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 Participants(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 e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services 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.
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 Participants(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:
 - 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.
 - In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+Client ID).
 - In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
 - 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.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
 - 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.
 - 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 23, 2018 (9:00 a.m. IST)** and ends on **September 25, 2018 (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 18, 2018**, 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 18, 2018**, 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. 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 18, 2018**.
- d. **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 18, 2018, 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

- e. **Mr. Nagendra D. Rao, Practicing 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.
- f. 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.
- g. 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.
- h. 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.
- i. 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.

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 24, 2018

PURAVANKARA®

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SHAREHOLDERS' SATISFACTION SURVEY - 2018

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: