

PURAVANKARA

Puravankara Projects Limited

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

Telephone: +91 80 25599000/ 43439999, Fax: +918025599350,

Website: www.puravankara.com, E-mail: investors@puravankara.com

CIN No. L45200KA1986PLC051571.

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the **28th Annual General Meeting (AGM)** of the Members of **PURAVANKARA PROJECTS LIMITED** will be held on Monday, the 22 September 2014 @ **12.00 Noon, at The Taj West End Hotel, # 25, Race Course Road, Bengaluru- 560 001, India**, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at **31 March 2014** and the Statement of Profit and Loss for the year ended on that date, the reports of the Directors and Auditors thereon.
2. To declare a Dividend of **₹1.92** per Equity Share.
3. To appoint a Director in place of **Mr. Ravi Puravankara** (DIN: 00707948), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration and in this regard to pass the following resolution with or without modification(s) as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of **Section 139** and other applicable provisions, if any, of the Companies Act, 2013 and read with the Companies (Audit and Auditors) Rules, 2014 made thereunder and pursuant to the recommendations of the Audit Committee of the Board of Directors, **M/S. Walker, Chandiook & Co. LLP (formerly**

Walker, Chandiook & Co), Chartered Accountants (LLP Registration No. 001076N/N500013), the retiring Statutory Auditors of the Company, be and is hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the next AGM of the Company and that the Board of Directors be and are hereby authorised to fix such remuneration as may be determined by the Audit Committee in consultation with the Statutory Auditors, and that such remuneration may be paid on a progressive billing basis to be agreed upon between the Statutory Auditors and the Audit Committee.”

SPECIAL BUSINESS:

5. To Appoint **Mr. Anup Sanmukh Shah** (DIN: 00317300) as a 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 Clause 49 of the Listing Agreement, **Mr. Anup Sanmukh Shah** (DIN: 00317300), Director of the Company whose period of office is liable to retirement

by rotation as per the Companies Act, 1956 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013., from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office up to **21 September 2019.**”

6. To Appoint **Mr. Ramachandra Venkatasubba Rao** (DIN: 00061599) as a 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 Clause 49 of the Listing Agreement, **Mr. Ramachandra Venkatasubba Rao** (DIN: 00061599), Director of the Company whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013., from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office up to **21**

September 2019.”

7. To Appoint **Mr. Pradeep Guha** (DIN: ‘00180427) as a 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 Clause 49 of the Listing Agreement, **Mr. Pradeep Guha** (DIN: ‘00180427), Director of the Company whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013., from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office up to **21 September 2019.**”

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

RESOLVED THAT in supersession to the resolution passed earlier by the Members at their meeting held on 21 August 2012, approving payment of remuneration by way of Commission to Non-Executive Directors (other than Managing Director and Whole-time

Directors), with effect from 1 April 2012, for a period of 5 (Five) Years, and 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 meet (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 22 September 2014, for a period of not exceeding 5 (Five) years (i.e, up to 21 September 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 and Remuneration Committee) be and is hereby authorised to do all 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. or expedient to give effect to this resolution including payment of such remuneration for any period or periods.

Bengaluru

7 August 2014

Registered office:

#130/1, Ulsoor Road,

Bengaluru – 560 042.

Telephone:+918025599000/43439999,

FaxNo.+918025599350,

Website:www.puravankara.com

E-mail:investors@puravankara.com

CIN: L45200KA1986PLC051571

**BY ORDER OF THE BOARD OF DIRECTORS
FOR PURAVANKARA PROJECTS LIMITED**

**V P RAGURAM
COMPANY SECRETARY
REGISTRATION NO.: A10702**

Notes:

Attendance and 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, 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.

Dividend:

7. The Register of Members and the Share Transfer Books of the Company will remain

closed from 16 September 2014 to 22 September 2014 (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 15 September 2014.

8. 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)**.

9. 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 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. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company or Link Intime, the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon. Members are requested to use the new share transfer **Form SH-4**.

11. Members holding shares in single name and 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:

- i. The change in the residential status on return to India for permanent settlement
- ii. 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. 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-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai – 400 078, Maharashtra, India,

Tel.: +91-22-25946970

Fax: +91-22-25946969

E-mail: **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.

Unpaid Dividend Account & Investor Education and Protection Fund

18. 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 (Section 205A(5) and 205C of the Companies Act, 1956). Since the period of 7 Years is yet to expire, the Company is not mandated to transfer the same.

19. Due dates for transfer to IEPF:

Sl. no.	Financial year ending	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 ₹)
1	31 March 2008	Final	16 September 2008	15 September 2015	82,374.00
2	31 March 2010	Final	29 June 2010	28 June 2017	145,200.00
3	31 March 2011	Final	24 September 2011	23 September 2018	93,436.00
4	31 March 2012	Final	21 August 2012	20 August 2019	164,234.00
5	31 March 2013	Interim	17 April 2013	16 April 2020	250,055.50
6	31 March 2013	Final	24 September 2013	23 September 2020	96,678.00

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

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 24 September 2013 (date of the last Annual General Meeting) on the website of the Company (www.puravankara.com) / the website of the Ministry of Corporate Affairs.

Go Green Initiative in Corporate Governance

21. 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 **22 September 2014**, as required under Clause 49 of the Listing Agreement entered into with the Stock Exchanges are provided in **ANNEXURE - A** of this Notice.

23. Company will be disclosing to the Stock Exchanges, as per Clause 35A of the Listing Agreement, the details of results of voting on each of the resolutions proposed in this Notice.

24. Explanatory statement in pursuance of 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 (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.

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

ITEM NO. 5 TO 7

According to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 regarding the appointment and tenure of the Independent Directors, which came into effect from 1 April 2014, the Independent Directors shall be appointed for not more than two terms of Five(5) years each and that they shall not be liable to retire by rotation. Further, the term as aforesaid shall be effective prospectively.

The Board of Directors of the Company have decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the amended Listing Agreement.

All the Directors proposed to be appointed under the said resolutions are presently Independent Directors of the Company and were liable to retire by rotation under the erstwhile provisions of the Companies Act, 1956.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Anup Sanmukh Shah, Mr. Ramachandra Venkatasubba Rao & Mr. Pradeep Guha, being eligible, offer themselves for appointment and it is proposed to be appoint them as Non-Executive Independent Directors for a term as mentioned in the respective Resolutions.

Mr. Anup Sanmukh Shah, Mr. Ramachandra Venkatasubba Rao & Mr. Pradeep Guha, Independent Directors of the Company, have given a declaration to the Board that they meet

the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, each of these Directors fulfil the conditions specified in the Companies Act, 2013 and Rules made thereunder for their appointment as Independent Directors of the Company and they are independent of the management. These Directors are not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and they have given their consent to act as Director.

Notice have been received from member(s) signifying their intention to propose appointment of these Directors along with a deposit of ₹1,00,000 (Rupees One Lakh Only) each.

Further, the Nomination and Remuneration Committee and the Board of Directors have recommended appointment of Mr. Anup Sanmukh Shah, Mr. Ramachandra Venkatasubba Rao & Mr. Pradeep Guha as Non-Executive Independent Directors of the Company.

A brief profile of Independent Directors to be appointed, including nature of their expertise and other disclosure as required under Clause 49 of the Listing Agreement, is attached as **ANNEXURE - A** & forms part of the Notice.

Except these Directors, being appointees, none of the directors/key managerial personnel, except the concerned independent director(s), is/ are directly or indirectly concerned or interested, financial or otherwise, in the respective resolutions set out at **item Nos. 5 to 7**.

The Board of Directors recommends passing of the Ordinary Resolutions set out in item Nos. 5 to 7 of the notice.

ITEM NO. 8

The members of the Company at their Annual General Meeting held on 21 August 2012, approved by way of a Special Resolution under Section 309 of the Companies Act, 1956, the payment of remuneration by way of Commission to the Non-Executive Directors of the Company, of a sum not exceeding 1% of the net profits of the Company, for each of the financial year of the Company, commencing from 1 April 2012, for a period of not exceeding 5 (Five) years, (computed in the manner provided in Section 198, 349 & 350 of the Companies Act, 1956, including statutory modification(s) or re-enactment thereof).

In view of Sections 149, 197 and any other relevant provisions of the Companies Act, 2013 coming into effect from 1 April 2014, it is proposed that the Non-Executive Independent Directors (NEID) (other than Managing Director and Whole-time Directors), be paid remuneration 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, in addition to sitting fees for attending the meetings of the Board of Directors or Committees thereof, reimbursement of expenses for participation in the Board and other meetings, as the Board of Directors may from time to time, determine, to any one or more or all of the existing Non-Executive Directors/ Non-Executive Independent Director, to be appointed now in this meet (or) in future.

Approval of the Members is sought by way of a Special Resolution under the applicable provisions of the Companies Act, 2013, for

payment of remuneration by way of Commission, to the existing Non-Executive Directors / Non-Executive Independent Director (other than Managing Director and Whole-time Directors).

The Chairman and Managing Director, Whole-time Directors and Key Managerial Personnel of the Company and their relatives are not concerned or interested financially or otherwise, in the aforesaid resolution. Non-Executive Directors may be deemed to be concerned or

interested in the said resolution, to the extent of remuneration or fees that may be received by them. The relatives of Non-Executive Directors may be deemed to be interested or concerned in the resolution set out at item No. 8 of the Notice, to the extent of their shareholding interest, if any, in the Company.

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

Bengaluru

7 August 2014

Registered office:

#130/1, Ulsoor Road,
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CIN: L45200KA1986PLC051571

**BY ORDER OF THE BOARD OF DIRECTORS
FOR PURAVANKARA PROJECTS LIMITED**

**V P RAGURAM
COMPANY SECRETARY
REGISTRATION NO.: A10702**

ANNEXURE - A

DETAILS OF DIRECTORS AS ON 31 MARCH 2014 SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL. (PURSUANT TO CLAUSE 49(IV)(E) & 49(IV)(G) (i) OF THE LISTING AGREEMENT)

NAME OF THE DIRECTOR	RAVI PURAVANKARA	ANUP SANMUKH SHAH	RAMACHANDRA VENKATASUBBA RAO	PRADEEP GUHA
DATE OF BIRTH	25 May 1952	25 June 1956	15 March 1944	6 June 1952
DATE OF APPOINTMENT	3 June 1986	1 June 2005	26 December 2006	26 December 2006
RELATIONSHIP WITH DIRECTORS	Father of Mr. Ashish Puravankara, the joint Managing Director of the Company	NIL	NIL	NIL
EXPERTISE IN SPECIFIC FUNCTIONAL AREAS	Has been in Real Estate Sector since 1975, was the President of the International Real Estate Federation, Indian Chapter, Paris.	Has 32 years of experience in the Legal field with expertise in commercial and property due diligence, corporate and commercial litigation and property-related matters.	Has over 40 years of experience in the fields of Banking and Finance.	Has over 37 years of experience in the fields of media, advertising, marketing and branding. Was the President of The Times Of India group. He is the Vice-President and Area Director of International Advertising Association, Asia Pacific Region.
QUALIFICATION		Graduate- B.Com., Graduate- LLB	Graduate- B.Com., Post Graduate - C.A.I.I.B., Graduate - LLB	Graduate- BA

NAME OF THE DIRECTOR	RAVI PURAVANKARA	ANUP SANMUKH SHAH	RAMACHANDRA VENKATASUBBA RAO	PRADEEP GUHA
BOARD MEMBERSHIP OF ALL COMPANIES AS ON 31 MARCH 2014 @	1.Puravankara Projects Ltd.	1.Puravankara Projects Ltd.	1. Puravankara Projects Ltd.	1. Puravankara Projects Ltd.
	.Prudential Housing and Infrastructure Development Ltd.	2.Sobha Developers Ltd.	2. Sobha Developers Ltd.	2. Mukta Arts Ltd.
	3.Purva Marine Properties P. Ltd.	3.Dynasty Business Park Sdn. Bhd.	3. Royal Orchid Hotels Ltd.	3. Raymond Ltd.
	4.Puravankara Hotels Ltd.	4. Provident Housing Ltd.	4. Icon Hospitality Private Ltd.	4. Whistling Woods Intl. Ltd.
	5.Starworth Infrastructure & Construction Ltd.	5. Bhoruka Power Corporation Ltd.	5. Compassites Software Solutions Private Ltd.	5. Culture Company (I) P. Ltd.
	6.Provident Housing Ltd.			6. Culture BrandZ P. Ltd.
	7.Purva Land Ltd.			7. Culture Management Service P. Ltd.
	8.Purva Corporation			8. Paul Entertainment P. Ltd.
	9.Puravankara (UK) Ltd.			9. Celebutante Talent Management Co. P. Ltd.
	10.Welworth Lanka (P) Ltd.			10. INX Music P. Ltd.
	11.Welworth Lanka Holdings (P) Ltd.			11. INX Media UK Ltd.
	12.Keppel Puravankara Development P. Ltd.			12. Fountainhead Experience P. Ltd.
	13.Sobha Puravankara Aviation P. Ltd.			13. 9 X Media P. Ltd.
	14.Dealwel Estates P. Ltd.			14. Fountain Head Entertainment P. Ltd.
				15. 9 X Telefilms P. Ltd.

NAME OF THE DIRECTOR	RAVI PURAVANKARA	ANUP SANMUKH SHAH	RAMACHANDRA VENKATASUBBA RAO	PRADEEP GUHA
CHAIRMAN/ MEMBER OF THE COMMITTEE OF THE BOARD OF DIRECTORS AS ON 31 MARCH 2014 §	1. Audit Committee - Member	1. Audit Committee - Chairman	1. Audit Committee - Member	1. Audit Committee - Member
	2. Nomination and Remuneration Committee - Chairman	2. Nomination and Remuneration Committee -Member	2. Nomination and Remuneration Committee - Member	2. Nomination and Remuneration Committee - Member
	3. Management Sub- Committee - Member		3. Stakeholders Relationship Committee - Chairman	
NUMBER OF SHARES HELD IN THE COMPANY AS ON 31 MARCH 2014	177,852,904	0	2000 #	0

CHAIRMAN/MEMBER OF THE COMMITTEE OF DIRECTORS OF OTHER COMPANIES IN WHICH HE IS A DIRECTOR AS ON 31 MARCH 2014.

A) AUDIT COMMITTEE	–	Sobha Developers Limited- Member	Sobha Developers Limited- Chairman	Whistling Woods Intl. Limited. - Member
B) STAKEHOLDERS RELATIONSHIP COMMITTEE	–	–	Royal Orchid Hotels Limited.- Member	Mukta Arts Limited- Member
C) NOMINATION AND REMUNERATION COMMITTEE	–	Sobha Developers Limited- Chairman	Sobha Developers Limited- Member Royal Orchid Hotels Limited- Member ,	Raymond Limited- Member
D) OTHER COMMITTEE	–	–	–	–

Note:

@This does not include position as an advisory board member and position in companies under Section 25 of the Companies Act, 1956 (corresponding to companies under Section 8 of Companies Act 2013), but included private limited companies and foreign companies

§ Committee mentioned above includes membership in Management Sub-Committee which is a non-mandatory committee.

Includes shares held jointly with immediate family members.

PURAVANKARA

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

CIN No.L45200KA1986PLC051571

ATTENDANCE SLIP

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

Date & Time : 22 September 2014 @ 12.00 Noon.

**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 Shareholders/Proxy for the registered Shareholder of the Company.

I hereby record my presence at the **28th Annual General Meeting** of the Company held on **22 September 2014 @ 12:00 Noon** at **The Taj West End Hotel, # 25, Race Course Road, Bengaluru – 560 001, India.**

Signature of the Member/Proxy

NOTE

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

PURAVANKARA

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CIN No.L45200KA1986PLC051571

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 : 22 September 2014 @ 12.00 Noon

**PLEASE FILL 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 Projects Limited, hereby appoint the following as my/our Proxy to
attend vote (for me/us and on my/our behalf at the **28th Annual General Meeting** of the Company
to be held on **22 September 2014 @ 12.00 Noon** and at any adjournment thereof).

1. Mr./Mrs.....
(Name and signature of the proxy) or failing him/her

2. Mr./Mrs.....
(Name and signature of the proxy) or failing him/her

3. Mr./Mrs.....
(Name and signature of the proxy) or failing him/her as indicated below:

*Applicable for investors holding shares in Electronic form.

** This is optional.

SL.NO.	RESOLUTION	FOR	AGAINST
<u>ORDINARY BUSINESS:</u>			
1.	Adoption of audited Financial Statements for the year ended 31 March 2014 and reports of the Directors and Auditors thereon		
2.	Approval of the Dividend of ₹1.92 per Equity Share		
3.	Re-appoint of Mr. Ravi Puravankara, who retires by rotation		
4.	Re-Appointment of M/S. Walker, Chandiook & Co. LLP (formerly Walker, Chandiook & Co), Chartered Accountants, as Auditors.		
<u>SPECIAL BUSINESS:</u>			
5.	Appointment of Mr. Anup Sanmukh Shah as a Non-Executive Independent Director		
6.	Appointment of Mr. Ramachandra Venkatasubba Rao as a Non-Executive Independent Director		
7.	Appointment of Mr. Pradeep Guha as a Non-Executive Independent Director		
8.	To approve payment of Remuneration to Non-Executive Independent Directors for a period of not exceeding 5 (Five) Years		

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, 2014

.....
Signature of the Member

.....
Signature of the Proxy holder

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

Puravankara Projects Limited

NATIONAL ELECTRONIC CLEARING SERVICE (CREDIT CLEARING)
MANDATE FORM

Puravankara Projects Limited

130/1, Ulsoor Road,

Bengaluru - 560 042

Dear Sir(s),

Sub: Change in mode of payments to National Electronic Clearing Service (NECS)

I/we hereby consent to have the amount of dividend on my equity shares credited through National Electronic Clearing Service (NECS). The particulars are:

1. Folio No./DP ID No. & Client ID No.:

(Folio No. given in Equity Share certificate(s)/Client ID no. given by your DP

2. Shareholder's Name:

3. Shareholder's address:

4. Particulars of the Bank

• Bank name:

• Branch and address:

• Telephone No. of Bank

• Mention the 9 digit-code number of the Bank and branch appearing on the MICR Cheque issued by the Bank

(Please attach the photocopy of a cheque or a cancelled bank cheque issued by your bank for accuracy of your code number)

• Account type (Please ✓ tick) Saving Current Cash Credit

• Account number (as appeared on the cheque book)

5. Data from which mandate should be effective

6. PAN / GIR No.:

I hereby declare that particulars given above are correct and complete. If the transaction is delayed or not effected at all for reasons of incomplete or incorrect information, I would not hold the Company/Registrar and Share Transfer Agents of the Company responsible. I also undertake to advise any change in the particulars of my account to facilitate updation of records for purposes of credit of dividend amount through NECS.

Place:

Date:.....

Signature of Sole/First Shareholder

NOTE:

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).

PURAVANKARA

Puravankara Projects 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 No.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

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to members to cast their votes electronically on all resolutions set forth in the Notice convening the Annual General Meeting to be held on **Monday, the 22 September 2014, at 12.00 Noon.**

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evoting.nsdl.com> The electronic voting particulars are set out as follows:

<u>EVEN(e-voting event number)</u>	<u>User ID</u>	<u>Password</u>

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

<u>Commencement of e-voting</u>	<u>End of e-voting</u>
16 September 2014 @ 9.00 A .M IST	18 September 2014 @ 11.00 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 TO BE HELD ON 22 SEPTEMBER 2014.

STEPS FOR E-VOTING

1. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>
2. Click on **Shareholder-Login**
3. If you are already registered with NSDL for e-voting, then you can use your existing **User ID** and **Password** for Login.
4. If you are logging in for the first time, please enter the **User ID** and **Password** provided in this document.
5. The **Password Change Menu** will appear on your screen. Change to a new Password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of the two. Please take utmost care to keep your Password confidential.
6. Once the e-Voting home page opens, click on **e-Voting > Active Voting Cycles**.
7. Select the **EVEN (E-Voting Event Number)** of Puravankara Projects Limited (the number is provided in this document). Once you enter the number, the **Cast Vote** page will open. Now you are ready for e-voting.

8. Cast your vote by selecting your favoured option and click **Submit**. Also click **Confirm** when prompted. Please note that once your vote is cast on the selected resolution, it cannot be modified.

9. 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.

10. 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.

GENERAL INSTRUCTIONS

a. The e-voting period commences on **16 September 2014 (9:00 a.m. IST)** and ends on **18 September 2014 (11.00 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 **8 August 2014**, 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 (record date) of **8 August 2014** and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

c. Mr. Nagendra, Practicing Company Secretary (Membership No. FCS 5553), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

d. The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the

Chairman of the Company.

e. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on **8 August, 2014**.

f. 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 on **22 September 2014**, 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.

Bengaluru

7 August 2014

Registered office:

#130/1, Ulsoor Road,

Bengaluru – 560 042.

Telephone: +918025599000/43439999,

FaxNo.+918025599350,

Website:www.puravankara.com

E-mail:investors@puravankara.com

CIN: L45200KA1986PLC051571

**BY ORDER OF THE BOARD OF DIRECTORS
FOR PURAVANKARA PROJECTS LIMITED**

**V P RAGURAM
COMPANY SECRETARY
REGISTRATION NO.: A10702**

PURAVANKARA

Puravankara Projects 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 No.L45200KA1986PLC051571

SHAREHOLDERS' SATISFACTION SURVEY - 2014

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. Revalidation of Dividend warrants			
	b. Change of address			
	c. Replies to your Queries/Complaints			
	d. Transfer/Transmission of shares			
3.	Quality of Information:			
	a. Annual Report			
	b. Investor Section on Company's website www.puravankara.com			
4.	Interaction with Registrar and Transfer Agents (Link InTime)			
	a. Attitude/Behavior			
	b. Speed of Response			
	c. Solution to Problems/Queries			
5.	Overall Rating			

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

Any other Comments/ Suggestions.

Signature of the Sole/ First Holder