

**DOSTI REALTY LIMITED**  
Registered Office:- LAWRENCY & MAYO HOUSE 1ST FLOOR,276 DR.D.N.ROAD, FORT MUMBAI  
Maharashtra 400001 India  
E-mail ID: info@dostirealty.com, Contact No.: 022-22198500  
CIN: U70102MH2008PLC178101

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**NOTICE**

**NOTICE** is hereby given that the 14th Annual General Meeting of the Members of DOSTI REALTY LIMITED will be held on Thursday, 29 September, 2022 at 5:30 PM at Lawrence & Mayo House 1st Floor,276 Dr.D.N.Road, Fort Mumbai 400001 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Financial Statements of the company for the period ended 31st March 2022 together with Report of the Board of Directors and Auditors thereon:

2. To appoint a director in place of Mr. Deepak Goradia, (DIN 00376019), who retires by rotation and being eligible, offers his for reappointment.

**3.To appoint the Statutory Auditors and to fix their remuneration:**

To consider and, if thought fit, to pass with or without modification the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force, the Company be and hereby appoints **M/s. Natvarlal Vepari & Co.** having **Firms’ Registration No.: 106971W** in place of **M/s. Nayan Parikh & Co.** having **Firms’ Registration No.: 107023W**, existing statutory auditors who are retiring at this Annual General Meeting of the Company and Board of Directors recommended for appointing **M/s. Natvarlal Vepari & Co.** having **Firms’ Registration No.: 106971W** as statutory auditor of the Company for a term of 5 years from the conclusion of this meeting till the conclusion of the annual general Meeting to be held for the Financial Year 2026-27, on such remuneration as may be fixed mutually by the Board of Directors of the Company in consultation with the Auditors.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to do all such acts, deeds, things which are necessary to give effect to above such resolution.”

**SPECIAL BUSINESS:**

**4. To approve borrowings powers under section 180(1)(c) and authorization limit to secure the borrowings under section 180(1)(a) of the companies act, 2013.**

To consider and, if thought fit, to pass with or without modification the following Resolution as a Special Resolution:

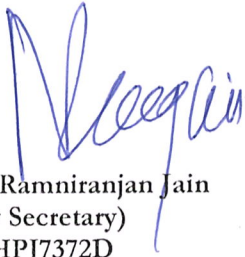
“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force; the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow money from time to time as they may think fit, any sum or sums of monies not exceeding Rs. 2,500 Crores Only (Rupees Two Thousand Five Hundred Crores Only) [including the money already borrowed by the Company] or the aggregate of the paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time, whichever is higher.”

“**RESOLVED FURTHER THAT** in terms of section 180(1)(a) and other applicable provisions, if any, of the Companies Act 2013 consent of the Company be and is hereby accorded to the Board of Directors of the Company to create such charges, mortgages and hypothecations on such movable and immovable properties, both present and future,

and in such manner as the Board may deem fit, together with the power to take over the management and concern of the Company in certain events in favour of Banks/ Financial Institutions, other investing agencies and trustees for the holders of debentures/ bonds/ other instruments to secure rupee/foreign currency loans and/ or the issue of debentures whether partly/ fully/ non-convertible and / or securities linked to Ordinary shares and/ or bonds with share warrants attached or any other borrowings.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf.”

By Order of the Board of Directors  
For DOSTI REALTY LIMITED

NS  
  
Narendra Ramniranjan Jain  
(Company Secretary)  
PAN: AAHPJ7372D

Date: 27/09/2022  
Place: Mumbai

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**NOTES:**

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 is enclosed hereto in Annexure A.
2. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. Proxy Form is attached with this notice separately as Annexure B.
3. Members are requested to notify immediately any change of address to the Company at its Registered Office, quoting their folio number.
4. Members are requested to bring their attendance slip attached along with their copy of Notice to the Meeting.
5. With reference to SS-2 for the easy convenience of recipients of notice, Route Map to the venue of the Annual General Meeting of the company is annexed separately as Annexure C.
6. The required Statutory Register maintained under the Companies Act, 2013 and all other documents referred to in the notice and explanatory statement, will be available for inspection by the members of the Company at Registered office of the Company during business hours 10:00 A.M. to 06:00 P.M. (except Saturday and Sunday) up to the date of Annual General Meeting and will also be available during the Annual General Meeting.

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**ANNEXURE A**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No.3 To appoint the Statutory Auditors and to fix their remuneration:**

M/s. Natvarlal Vepari & Co., Chartered Accountants (Firms' Registration No.: 106971W) were appointed as statutory Auditors of the Company for a period of 5 (five) years from 2013-2014 to 2016-2017. However, in order to serve the cooling period as mentioned under section 139(2) of the Companies Act, 2013, M/s. Nayan Parikh & Co (Firms' Registration No.: 107023W), Chartered Accountants, were appointed for a period of 5 years i.e. from 2017-2018 to 2021-2022 in place of M/s. Natvarlal Vepari & Co.

In addition to the above, M/s. Natvarlal Vepari & Co., Chartered Accountants (Firms' Registration No.: 106971W), is eligible to be appointed as Statutory auditors under section 139 (2) of Companies Act, 2013, for a term of 5 years from 2022-2023 to 2026-2027. In view of the same, the Board have received an eligibility certificate from the Auditors. The Board recommends their appointment to the members of the company

The Board commends the passing of the resolution set out in Item No. 4 for the approval of the members of the Company by a special resolution.

None of the Directors and Key Managerial Personnel of the company, including their respective relatives, is concerned or interested, financially or otherwise, in the foregoing resolution.


**Item No.4 - To approve borrowings powers under section 180(1)(c) and authorization limit to secure the borrowings under section 180(1)(a) of the companies act, 2013:**

Under the provisions of Section 180(1) (c) of the Companies Act, 2013, the power to borrow beyond the limits prescribed under section 180(1)(c) can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. Therefore, it is necessary to obtain approval of the shareholders by means of Special Resolution(s) to enable the Board of Directors of the Company under Section 180(1)(c) of the said Act to borrow monies, provided that the total amount so borrowed by the Board shall not to exceed Rs. 2,500 Crores Only (Rupees Two Thousand Five Hundred Crores only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher, and also to enable the Company under Section 180(1)(a) of the Companies Act, 2013 for creation of charges/mortgages/hypothecations for the said purpose.

The Board has recommended resolution to be passed as a Special Resolution for the approval of members.

None of the Directors, Key Managerial Persons or relatives, are in any way, concerned or interested in the said resolution

By Order of the Board of Directors  
For DOSTI REALTY LIMITED

PNJ   
Narendra Ramniranjan Jain  
(Company Secretary)  
PAN: AAHPJ7372D

Date: 27/09/2022  
Place: Mumbai

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**ANNEXURE B**

**Form No. MGT-11**

**Proxy form**

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

CIN: U70102MH2008PLC178101

Name of the Company: DOSTI REALTY LIMITED

Registered office: Lawrency & Mayo House 1st Floor,276 Dr.D.N.Road, Fort Mumbai 400001

Name of the Member(s):	
Registered address:	
Email address:-	
No. of shares held:-	
Folio No/ Client Id:-	
DP ID:-	

I/We, being the member of Dosti Realty Limited holding {No of Share} shares of the above named company, hereby appoint

Name:	
Address:	
Email address:-	
Signature:-	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Annual General Meeting of the Company, to be held on the 29th day of September, 2022 at 5:30 PM at Lawrence & Mayo House 1st Floor,276 Dr.D.N.Road, Fort Mumbai 400001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. To receive, consider and adopt the audited Financial Statements of the company for the period ended 31st March, 2022 together with Report of the Board of Directors and Auditors thereon.
2. To appoint the Statutory Auditors and to fix their remuneration:
3. To approve borrowings powers under section 180(1)(c) and authorization limit to secure the borrowings under section 180(1)(a) of the companies act, 2013.
4. To appoint a director in place of Mr. Deepak Goradia, (DIN 00376019), who retires by rotation and being eligible, offers his for reappointment.

Signed on this \_\_\_ day of \_\_\_\_\_

Signature of Shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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Attendance Slip

**14th Annual General Meeting, Thursday, 29 September, 2022 AT 5:30 PM**

Registered Folio No	
No. of shares held	

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company and hereby record my presence at the 14th Annual General Meeting of the Company on Thursday, 29 September, 2022 at 5:30 PM at Lawrence & Mayo House 1st Floor,276 Dr.D.N.Road, Fort Mumbai 400001

Member's/Proxy's name in Block Letters

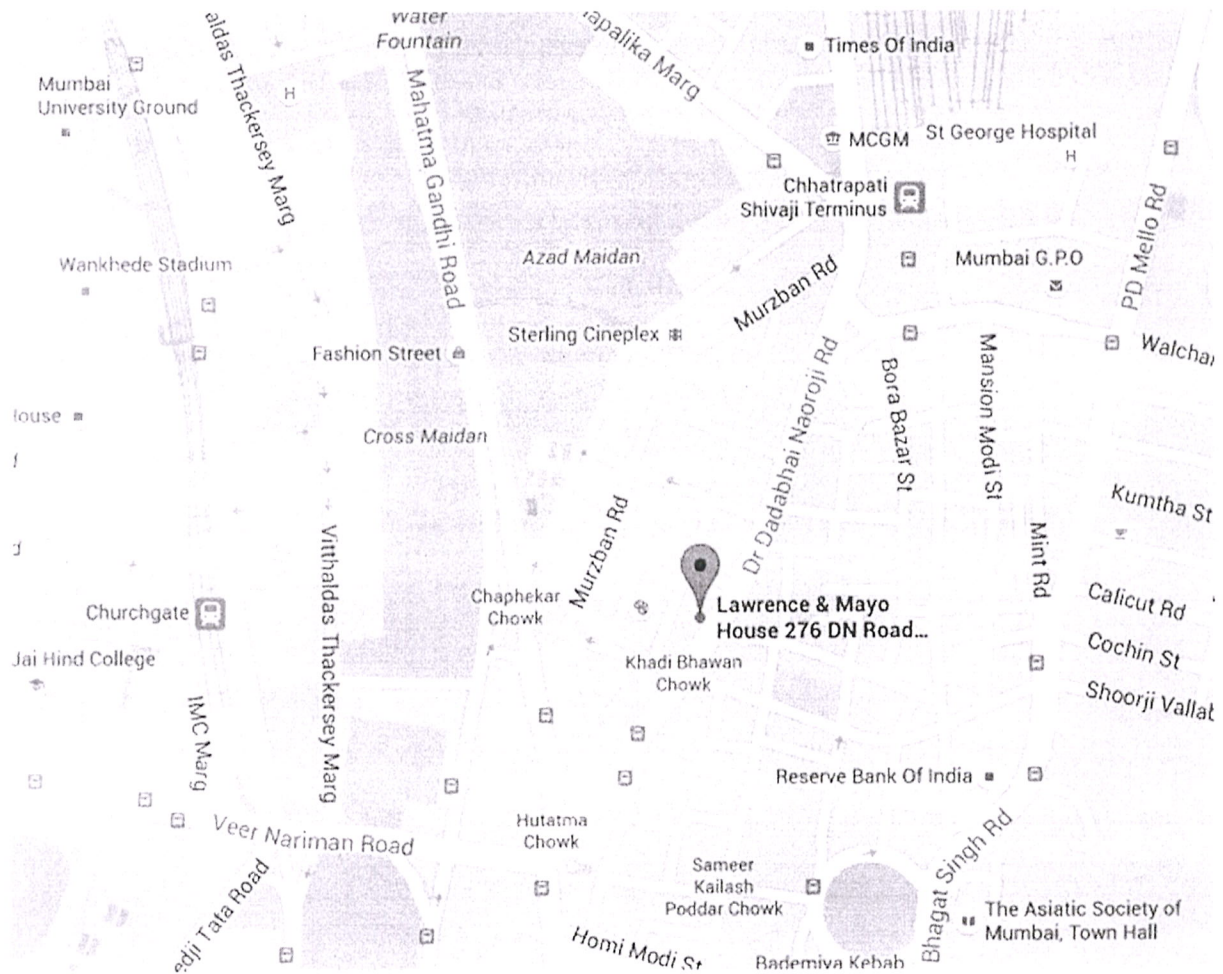
Member's/Proxy's Signature

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ANNEXURE C

Route Map

**DOSTI REALTY LIMITED**  
Lawrence & Mayo House 1st Floor,276 Dr.D.N.Road, Fort Mumbai 400001



KS  
*[Handwritten Signature]*