

Nitesh Estates Limited

CIN: L07010KA2004PLC033412

Regd. Office: Level 7, Nitesh Timesquare, # 8, M. G. Road, Bengaluru-560 001, India

Ph. +91-80-4017 4000

Website: www.niteshestates.com; email: investor@niteshestates.com

Notice

NOTICE is hereby given that the 14th Annual General Meeting of Nitesh Estates Limited will be held at “**Dr. B. R. Ambedkar Memorial Trust**” (Ambedkar Bhavana), Miller’s Road, Vasanthnagar, Bengaluru – 560 052 on Friday, the 28th September, 2018 at 9.00 a.m., to transact the following business:

ORDINARY BUSINESS:

1. To consider and if thought fit, to adopt the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Annual Financial Statements (including the balance sheet of the Company as at March 31, 2018 and the statement of profit and loss together with the notes on accounts, schedules, statement of cash flow, etc.), in the prescribed format, annexed to and forming part of the accounts for the year ended March 31, 2018, including the consolidated financial statements for the year ended as on that date, together with the report of the Director’ and Auditors’ thereon as presented to the meeting, be and are hereby approved and adopted.”

2. To ratify the appointment of statutory auditors of the Company, and to fix their remuneration and to adopt the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as per the recommendations of the Audit Committee of the Board, and as approved by the members at the Annual General Meeting held on September 26, 2014, the appointment of M/s. Ray & Ray, Chartered Accountants (Firm Regn.No.301072E), as Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, be and is hereby ratified and that the Board be and is hereby authorized to fix the remuneration payable to them for the financial year 2018-19 as may be determined by the Audit Committee in consultation with the Auditors.”

SPECIAL BUSINESS:

3. **To appoint Mr. Mahesh Bhupathi (DIN: 01603093) as an Independent Director of the Company:**

To consider and if thought fit, to adopt, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications and re-enactments thereof) read with Schedule IV of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, Mr. Mahesh Bhupathi (DIN: 01603093) be and is hereby appointed as an Independent Director of the Company to hold office for the first term of five consecutive years from the conclusion of this Annual General Meeting.”

4. **To ratify the remuneration payable to the Cost Auditors for the financial year 2018-19.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** M/s. G. S. & Associates, Practising Cost Accountants, having Firm Registration No.000301, allotted by The Institute of Cost Accountants of India, who have been appointed as Cost Auditors of the Company on a remuneration of Rs.1 Lakh per annum excluding the reimbursement of out of pocket expenses for the Financial year 2018-19 as recommended by the Audit Committee and approved by the Board of Directors of the Company, in terms of Section 148 of the Companies Act, 2013, and the rules made thereunder, be and is hereby ratified.”

Registered Office:

Level 7, Nitesh Timesquare,
8, M G Road,
Bengaluru – 560 001

Place: Bengaluru
Date: August 10, 2018

**By order of the Board
For NITESH ESTATES LIMITED**

sd/-

**Prasant Kumar
Company Secretary &
Chief Compliance Officer**

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE VALID MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE PAID UP SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. A Corporate Member entitled to attend the meeting shall along with their authorized representative(s) send a certified true copy of a resolution passed by the Board of Directors and vote on their behalf at the meeting.
3. The Statement pursuant to Section 102 of the Companies Act, 2013 for the special business is annexed to the notice as **Annexure I**.
4. All documents referred to in the accompanying Notice will be open for inspection at the Registered Office of the Company between 10.00 A.M. to 12.00 Noon. from Monday to Friday on all business days up to and including the date of the meeting.
5. Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred, under Section 124 of the Companies Act, 2013, to the Investor Education and Protection Fund ("IEPF"), established under Section 125 of the Companies Act, 2013. Further, pursuant to the provisions of Section 124 of the Act and IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs. Accordingly, the unclaimed dividends out of the dividends declared for the financial year 2010-11 on 28th September, 2011 amounting to Rs. 40,068/- (Rupees Forty Thousand and Sixty Eight only) as on the date of this notice will be transferred to IEPF on **27th October, 2018**.

The Company has sent reminders to the concerned shareholders, advising them to lodge their claims with respect to unclaimed dividends. Shareholders are cautioned that once the unclaimed dividend is transferred to the IEPF, **no claim shall lie** in respect thereof with the Company. The required notice in this regard has been sent to the eligible shareholders who have not en-cashed the dividend and also newspaper publication was made in this regard. The list of the shareholders who have not claimed the dividend is available on the website of the Company www.niteshestates.com. Members who have not yet en-cashed the dividend warrant(s) so far for the financial year ended 31st March 2011 are requested to make their claim to the Registrar and Share Transfer Agent of the Company.

6. As required under Section 91 of the Companies Act, 2013 and the provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, Securities Transfer Registers, Register of Members and Register of Debenture holders, shall remain closed from **Saturday, September 22, 2018 to Friday, September 28, 2018 (both days inclusive)**.
7. Pursuant to the applicable provisions of the Companies Act, 2013 and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, the brief details of the director seeking re-appointment at the Annual General Meeting is appended to this Notice in **Annexure - I**.
8. Members are requested to advise any changes in their communication address, register their e-mail address, PAN details and Bank details such as Bank and Branch Name, IFSC Code and MICR No. etc with Karvy Computershare Private Limited, the Registrars and Share Transfer Agents of the Company at Karvy Selenium, Tower B, Plot No. 31 & 32. Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 038, Tel: +91 040 67161510.
9. For the convenience of Members / Proxy Holders and for the proper conduct of the meeting, entry to the place of meeting will be regulated by an Attendance Slip, which is annexed to this Notice. The Members/ Proxy Holders are requested to bring the duly completed and signed Attendance Slip along with their copy of the Annual Report to the meeting. Additional copies will not be provided at the meeting.
10. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to Company's Share Transfer Agents by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the

Member printed on it. In the alternative Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.

11. The Members may note that on account of the amendment made to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on 8th June, 2018, the Company will not be in a position to entertain the request for registration of physical transfer of shares on or after 5th December, 2018. Hence, Members holding shares in physical form, in their own interest, are requested to dematerialize the shares.
12. The Notice is being sent to all the Members (electronic or physical copy), whose names appeared in the Register of Members as on **Friday, August 17, 2018**. The Notice of the meeting is posted on the website of the Company www.niteshestates.com and is also available on the websites of the Stock exchanges where the securities of the Company are listed i.e. the Bombay Stock Exchange Limited www.bseindia.com and the National Stock Exchange of India Limited www.nseindia.com.
13. **The businesses as set out in the Notice will be transacted through remote electronic voting system and the Company will provide a facility for voting by remote electronic means.** In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of remote e-voting means, as an alternate, to all its Members to enable them to cast their votes electronically. Please note that the remote voting through electronic means is optional.
14. The remote voting through electronic means will commence on **Monday, September 24, 2018 at 9.00 AM to Thursday, September 27, 2018 at 5.00 P.M.** The Members will not be able to cast their vote electronically beyond the date and time mentioned here. Once the vote on a resolution is cast by a shareholder via remote e-voting, it cannot be changed subsequently or cast the vote again. However, a member may participate in the meeting even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
15. During the period when the facility for remote e-voting is provided, the Members of the Company holding the shares either in physical or in dematerialised form as on **Friday, September 21, 2018** may opt to vote via remote electronic voting process.
16. Physical Poll/ Ballot voting will be conducted by the Company on the day of the meeting and members who have not cast their vote via remote e-voting process, shall only be entitled to exercise their right to vote by way of Poll Paper/Ballot at the meeting.
17. The Company has appointed Mr. Sudhindra K. S., Practicing Company Secretary (FCS 7909, CP No. 8190) to act as the Scrutinizer for conducting the electronic voting process and ballot voting at the meeting in a fair and transparent manner.
18. **The procedure and instructions for the voting through electronic means is, as follows:**

Open your web browser during the voting period and log on to the e-voting website <https://evoting.karvy.com>

Now, fill up the following details in the appropriate boxes:

User-ID	a) For NSDL:- 8 characters DP ID followed by 8 Digits Client ID b) For CDSL:- 16 digits beneficiary ID
Password : please refer to the cover email enclosing this Notice	
PAN* Enter your 10 digit alpha-numeric PAN issued by Income Tax Department	
* Members who have not updated their PAN with the Company are requested to use default number 'ABCDE12345' in the PAN field.	

- a) After entering the details appropriately, click on **LOGIN**.
- b) You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- c) You need to login again with the new credentials.
- d) On successful login, the system will prompt you to select the EVENT i.e., NITESH ESTATES

- e) On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click "FOR"/"AGAINST" as the case may be. You are not required to cast all your votes in the same manner.
- f) Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- g) Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- h) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail: sudhindraksfcs@gmail.com
- i) Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.
- j) The Portal will remain open for voting from: Monday, the September 24, 2018 at 9.00 AM and will end on Thursday, the September 27, 2018 at 5.00 P.M**
- k) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Mr. Rajendra Prasad, Karvy Computershare Pvt. Ltd. at 040-67161500 or at 1800-345-4001 (toll free).
- l) The results of e-voting will be announced by the Company on its website and the same shall also be informed to the stock exchanges.
- m) Kindly note that once you have cast your vote you cannot modify or vote on poll at the Annual General Meeting. However, you can attend the meeting and participate in the discussions, if any.**

Registered Office:

Level 7, Nitesh Timesquare,
8, M G Road,
Bengaluru – 560 001

Place: Bengaluru
Date: August 10, 2018

**By order of the Board
For NITESH ESTATES LIMITED**

sd/-
**Prasant Kumar
Company Secretary &
Chief Compliance Officer**

Statement pursuant to Section 102 of the Companies Act, 2013**Item No. 3:**

Pursuant to provisions of Section 149 of the Companies Act, 2013 and Rules made thereunder, appointment of independent director on the Board of the Company is required to be approved by the shareholders. Mr. Mahesh Bhupathi (DIN: 01603093) was on the Board of the Company as a non- executive and non- Independent Director since 30th June 2005. On March 20, 2018, the Board of Directors appointed Mr. Mahesh Bhupathi as an Independent Director of the Company.

The appointment of Mr. Mahesh Bhupathi if approved, will be as an Independent Director of the Company, for an initial term of 5 consecutive years, in terms of Sections 149 of the Companies Act, 2013 and the Rules made thereunder.

None of the Directors, Key Managerial Personnel and their relatives is in any way interested or concerned, in this resolution other than the appointee.

Brief particulars of the Director being appointed pursuant to the applicable provisions of the Companies Act, 2013 and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Name of Director	Mr. Mahesh Bhupathi (DIN: 01603093)
Age	44
Date of Appointment in the current designation	March 20, 2018
Expertise in specific Functional areas	He is a professional tennis player and became the first Indian to win a Grand Slam tournament in 1997 and was ranked number one in the ATP Doubles Rankings in 1999. He has over seven years of professional experience in the sports, media and entertainment industry.
Other Directorships held	i. Bhupathi Tennis Academy Private Limited ii. H.E.A.L. Institute Private Limited iii. Live Sports 365 Private Limited iv. SX Sports Private Limited v. Scentials Beautycares Brand India Private Limited vi. Esha Beautycares Brand India Private Limited vii. Paradisal Tennis League Private Limited viii. Dysre Apparel Private Limited ix. Globosport Licensing and Merchandising Private Limited x. Globosport India Private Limited xi. Swag Fashions Hub Private Limited
Membership of Committees	Nil
No. of shares held in the Company as on the date of the notice	Nil

Item No. 4:

The Board appointed M/s. G. S. & Associates, Practising Cost Accountants, holding Firm Registration No. 000301, allotted by The Institute of Cost Accountants of India, as Cost Auditors of the Company, in terms of Section 148 of the Companies Act, 2013 (the Act 2013) and fixed a sum of Rs. 1 Lakh per annum excluding reimbursement of out of pocket expenses as remuneration payable to them, for the financial year 2018-19.

The remuneration, as recommended by the audit committee and approved by the Board, is required to be ratified by the shareholders of the Company, as per the requirements of the Companies (Audit and Auditors) Rules 2014, read with Section 148 of the Act, 2013. Accordingly the resolution set in item no. 5 is submitted for the shareholders for ratification of the remuneration payable to the Cost Auditors for the financial year 2018-19.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in item no. 4

In terms of Section 148 of the Companies Act, 2013 and rules made thereunder the ordinary resolution, as set out in item no. 4, is submitted for ratification by the shareholders of the Company.

**By order of the Board
For NITESH ESTATES LIMITED**

**sd/-
Prasant Kumar
Company Secretary &
Chief Compliance Officer**

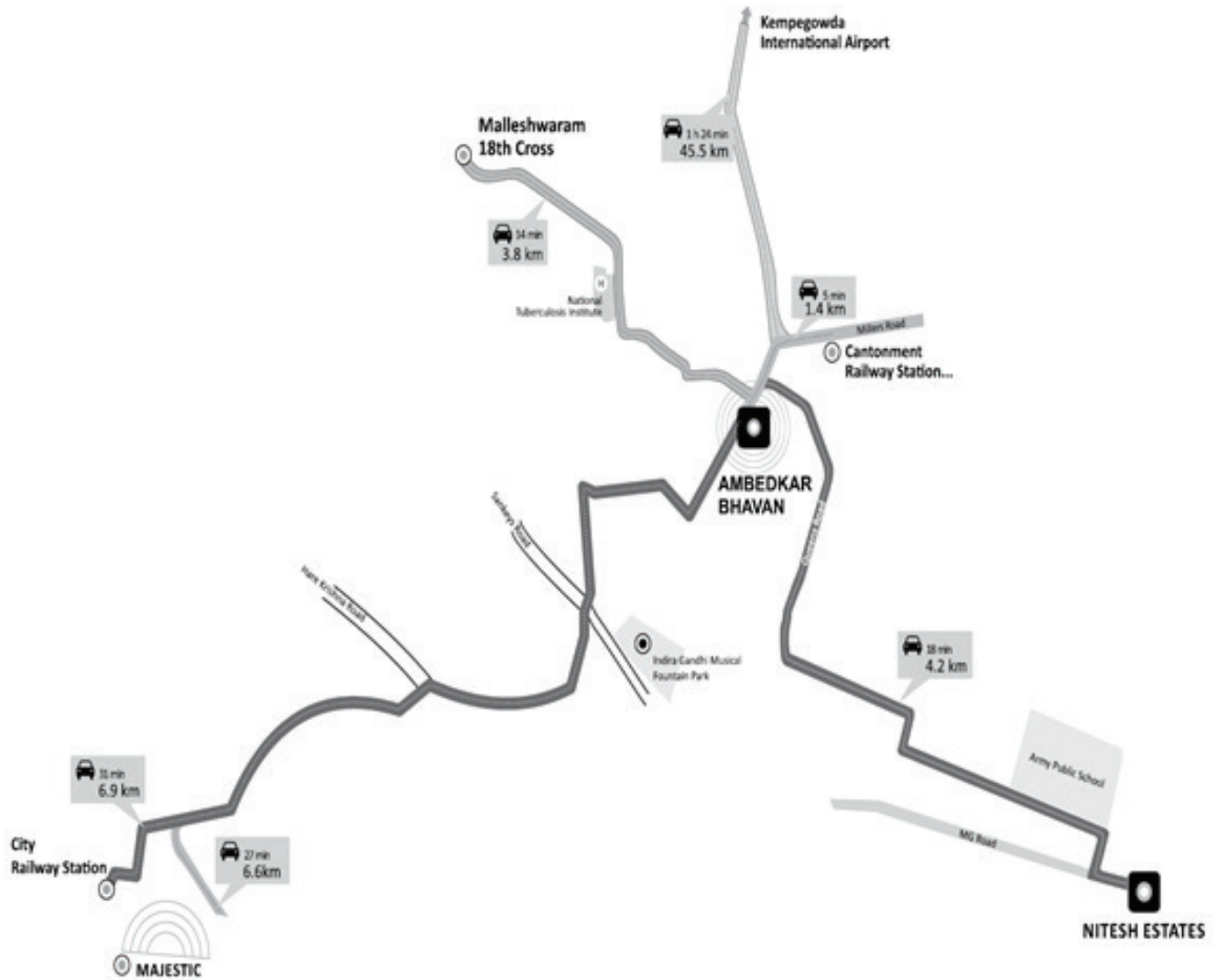
Registered Office:

Level 7, Nitesh Timesquare,
8, M G Road,
Bengaluru – 560 001

Place: Bengaluru

Date: August 10, 2018

ROUTE MAP TO THE VENUE
FOR THE 14th ANNUAL GENERAL MEETING OF THE COMPANY



NITESH ESTATES LIMITED

CIN :L07010KA2004PLC033412

Regd. Office: Level 7, 'NITESH TIMESQUARE', # 8, M.G. Road, Bengaluru 560 001
Tel: +91-80-4017 4000;; Web: www.niteshestates.com, email : investor@niteshestates.com

ATTENDANCE SLIP

(Members attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall)

I hereby record my presence at the **14th Annual General Meeting** of the Company held on Friday, September 28, 2018 at 9.00 A.M. at **"Dr. B. R. Ambedkar Memorial Trust" (Ambedkar Bhavana), Miller's Road, Vasanthnagar, Bengaluru – 560 052.**

<p>Full Name & Address of the Member (in BLOCK letters)----- ----- ----- ----- ----- Folio No/DP ID* & Client ID*:- ----- ----- No. of Shares held : -----</p>	<p>----- Signature of the Member</p>
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*applicable for member holding shares in electronic form

<p>Full Name of the Proxy (in BLOCK letters) ----- -----</p>	<p>----- Signature of the Proxy</p>
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PROXY FORM - MGT-11

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

Name of the Company : NITESH ESTATES LIMITED (CIN: L07010KA2004PLC033412)

Registered Office : 'Nitesh Timesquare', 7th Floor, No. 8, M.G. Road, Bengaluru-560 001.

Name of the Member (s) : _____

Registered address: _____

E-mailId: _____ DPID.* _____ FolioNo./ClientID.* _____

*** Applicable for member holding shares in electronic form.**

I / We, being the member(s) of _____ Equity Shares of Nitesh Estates Limited hereby appoint

1. Name : _____
Address : _____
E-mail Id : _____ Signature: _____, or failing him / her
2. Name : _____
Address : _____
E-mail Id : _____ Signature: _____, or failing him / her
3. Name : _____
Address : _____
E-mail Id : _____ Signature: _____, or failing him / her

as my / our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 14th Annual General Meeting of the Company, to be held on **Friday, September 28, 2018 at 9.00 am. at 'Dr. B. R. Ambedkar Memorial Trust' (Ambedkar Bhavana), Miller's Road, Vasanthnagar, Bengaluru – 560 052** and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting as are indicated below:

List of Resolutions:

Resolution No.	Resolution	Vote (Optional) (please refer Note No. 3)		
		For/ Assent	Against/ Descent	Abstain
ORDINARY BUSINESS				
1.	To consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended 31 st March, 2018.			
2.	To ratify the appointment of M/s. Ray & Ray, Chartered Accountants, as the Statutory Auditors of the Company			
SPECIAL BUSINESS				
3.	To appoint Mr. Mahesh Bhupathi (DIN: 01603093) as an Independent Director of the Company			
4.	To ratify the remuneration payable to the Cost Auditors for the financial year 2018-19			

Signed this ___ day of _____, 2018

Signature of Shareholder(s)

Signature of Proxyholder (s)

Affix
Revenue
Stamp

Note:

- (1) 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.
- (2) For detailed resolutions please refer 14th Annual General Meeting Notice.
- (3) It is optional to indicate your preference, if you leave the 'For / Assent', 'Against / Descent' or 'Abstain' column blank against any or all resolutions, your Proxy will be at the option to vote in the manner as he/she may deem appropriate.