

NOTICE

Notice is hereby given that an Extraordinary General Meeting (EGM) of the Members of Sterling Greenwoods Limited (the Company), on the requisition of Mr. Umesh G. Lavingia, Managing Trustee and Mr. Bharatkumar V. Lekhi, Trustee (holding shares for the benefit of B.Kumar Family Trust), holding 47.96% of paid up share capital of the Company, will be held on Wednesday, May 10th, 2017, at 11.30 a.m. at the Greenwoods Lake Resort, Off. Sarkhej Gandhinagar Highway, Opp. Vaishnodevi Temple, Ahmedabad-382481 to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1 : REMOVAL OF MRS. MEETA KUNAL MATHUR AS DIRECTOR

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

“RESOLVED THAT Mrs. Meeta Kunal Mathurbe and is hereby removed from the office of Director of the Company with immediate effect.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to consequently file the prescribed Form DIR-12, with its enclosures, with the office of Registrar of Companies, Gujarat.”

By order of the Board
Sterling Greenwoods Limited

Sudhir Kulkarni
Chairman of the Meeting

Place : Ahmedabad
Date : 08.04.2017

Registered Office

Sunrise Center,
Opp. Drive-in-Cinema,
Ahmedabad – 380054
Phone : 079-26851680, 26850935.
Email Id : kantilal.sterlinggreenwoods@gmail.com
Website : www.sterlinggreenwoods.com
CIN : L51100GJ1992PLC017646

NOTES

1. A Member entitled to attend and vote at The Extra Ordinary General Meeting (“Meeting/EGM”) is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the company. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10 percent of the total share capital of the company. However, A Member holding more than 10%, of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member. The instrument appointing proxy in order to be valid and effective should be lodged / deposited with the company at its Registered Office at least 48 (Forty Eight) hours before the commencement of the Meeting.
2. The relative Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013 in respect of the special business under item No. 1 is annexed hereto.
3. Members/ proxies should bring Attendance Slip (duly completed) when attending the Meeting.
4. Members who hold shares in dematerialised form are requested to write their Client-ID and DP-ID Numbers and those who hold shares in Physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
5. Electronic copy of the Notice is being sent to all the Members whose email addresses are registered with the Company/ depository participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copy of the Notice is being sent in the permitted mode. Members may note that this Notice will also be available on the Company’s website i.e. www.sterlinggreenwoods.com.
6. The Special Notice and Requisition dated March 28th, 2017 received from Mr. Umesh G. Lavingia and Mr. Bharatkumar V. Lekhi, Shareholders (holding shares for the benefit of B.Kumar Family Trust), in original, is available for inspection by the Members at the Registered Office of the Company between 10.00 a.m. and 1.00 p.m. on any working day up to the date of the Meeting. The said Notice & Requisition shall also be available for inspection at the venue of the Meeting.
7. A route map showing directions to reach the venue of the EGM is annexed.

Sterling Greenwoods Ltd.

8. Pick up facilities is available at Registered office of the Company at 10.30 a.m for venue of EGM.

Voting in Electronic Form (E-Voting)

9. Process and manner for members opting for voting through Electronic means:

- (i) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. The facility of voting through electronic means is provided through the e-voting platform of Central Depository Services (India) Limited ("remote e-voting").
- (ii) Members whose names are recorded in the Register of Members or in the Register of Beneficial owners maintained by the Depositories as on the Cut-off date i.e. 3rd May, 2017 shall be entitled to avail the facility of remote e-voting as well as voting at the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- (iii) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e. 3rd May, 2017, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the EGM by following the procedure mentioned in this part.
- (iv) The remote e-voting will commence on Saturday the 6th May, 2017 at 9.00 a.m. and will end on Tuesday the 9th May, 2017 at 5.00 p.m. During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. 3rd May, 2017, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
- (v) Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- (vi) The facility for voting through Poll Paper would be made available at the EGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast their vote by remote e-voting prior to the meeting, May also attend the Meeting, but shall not be entitled to cast their vote again.
- (vii) The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. 3rd May, 2017.
- (viii) The Company has appointed CS Ravi Kapoor, Practicing Company Secretary (CP No: 2407), to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through Poll Paper at the EGM, in a fair and transparent manner.
- (ix) The procedure and instructions for remote e-voting are, as follows:

Step 1 : Open your web browser during the voting period and log on to the e-voting website: www.evotingindia.com

Step 2 : Now click on "Shareholders" to cast your votes.

Step 3 : Now, fill up the following details in the appropriate boxes:

User-ID	<p>(a) For CDSL: 16 digits beneficiary ID</p> <p>(b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID</p> <p>(c) Members holding shares in physical form should enter the Folio Number registered with the Company.</p>
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Step 4 : Next, enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to then your existing password is to be used.

Step 5 : If you are a first time user follow the steps given below:

For members holding shares in demat form and physical form:	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or the Company records for the said folio. If the details are not recorded with the Depository or Company, please enter the number of Shares held by you in the bank account column.

#Please enter the DOB or dividend bank details in order to login.

Step 6 : After entering these details appropriately, click on “SUBMIT” tab.

Step 7 : Members holding shares in physical form will then directly reach the Company selection screen. However, first time user holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password can also be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that the Company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. If Demat account holder has forgotten the changed password then enter the user ID and the image verification code and click on Forgot Password and enter the details as prompted by the System.

Step 8 : For members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.

Step 9 : Click on EVSN of the Company i.e. **170408002** to vote.

Step 10 : On the voting page, you will see Resolution Description and against the same, the option “YES/NO” for voting. Select the relevant option as desired YES or NO and click to submit.

Step 11 : Click on the resolution file link if you wish to view the entire Notice.

Step 12 : After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

Step 13 : You can also take print out of the voting done by you by clicking on “Click here to print” option on the Voting page.

Step 14 : Instructions for Non – Individual Members and Custodians:

- Non-Individual Members (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to register themselves as Corporates at www.evotingindia.com/registerEntity.jsp
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts; they would be able to cast their vote.
- A scan copy of the Board Resolution and Power of Attorney (“POA”) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.

(x) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

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(xi) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sterlinggreenwoods.com and on the website of CDSL i.e. www.cdslindia.com within three days of the passing of the Resolutions at the Extra Ordinary General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

10. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

By order of the Board
Sterling Greenwoods Limited

Sudhir Kulkarni
Chairman of the Meeting

Place : Ahmedabad
Date : 08.04.2017

Registered Office

Sunrise Center,
Opp. Drive-in-Cinema,
Ahmedabad – 380054
Phone : 079-26851680, 26850935.
Email Id : kantilal.sterlinggreenwoods@gmail.com
Website : www.sterlinggreenwoods.com
CIN : L51100GJ1992PLC017646

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

SPECIAL BUSINESS :

ITEM NO. 1 : REMOVAL OF MRS. MEETA KUNAL MATHUR AS DIRECTOR:

Mr. Umesh G. Lavingia and Mr. Bharatkumar V. Lekhi, Shareholders (holding shares for the benefit of B.Kumar Family Trust), holding 47.96% of paid-up share capital of the Company, has sought the removal of Mrs. MeetaKunalMathur as Director by issuing a Special Notice dated March 28, 2017 under Section169(2) of the Companies Act, 2013.

The Special Notice received from theRequisitionist is available for inspection by the Members at the Registered Office of the Company between 10.00 a.m. and 1.00 p.m. on any working day up to the date of the Meeting.

Pursuant to provisions of Section 169of the Companies Act, 2013and rules framed thereunder, approval of the members is required to be obtained by passing an ordinary resolution forremoval of Director.

None of the directors (Except Mrs. MeetaKunalMathur, Director of Company),Key Managerial Personnel of the Company and their relatives is directly/ indirectly interested or concerned in the above resolution.

By order of the Board
Sterling Greenwoods Limited

Sudhir Kulkarni
Chairman of the Meeting

Place : Ahmedabad
Date : 08.04.2017

Registered Office

Sunrise Center,
Opp. Drive-in-Cinema,
Ahmedabad – 380054
Phone : 079-26851680, 26850935.
Email Id : kantilal.sterlinggreenwoods@gmail.com
Website : www.sterlinggreenwoods.com
CIN : L51100GJ1992PLC017646

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]

STERLING GREENWOODS LIMITED

**Sunrise Centre, Opp. Drive-In Cinema, Ahmedabad - 380 054.
CIN : L51100GJ1992PLC017646**

Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

I/We, being the member(s) of _____ shares of the above named company, hereby appoint

- Name : _____

Address : _____

E-mail Id : _____

Signature : _____, or failing him
- Name : _____

Address : _____

E-mail Id : _____

Signature : _____, or failing him
- Name : _____

Address : _____

E-mail Id : _____

Signature : _____, or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the extraordinary general meeting of the company, to be held on the Wednesday, May 10, 2017, at 11.30 a.m. at the Greenwood's Lake, Resort, Off. Sarkhej Gandhinagar Highway, Opp. Vaishnodevi Temple, Ahmedabad - 382481 in respect of such resolutions as are indicated below:

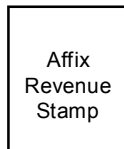
Special Business:

- Removal of Mrs. Meeta Kunal Mathur as director .

Signed this _____ day _____ of 2016

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.

STERLING GREENWOODS LTD

25, Sunrise Centre, Opp. Drive-In Cinema, Ahmedabad - 380 054.

CIN : L51100GJ1992PLC017646

ATTENDANCE SLIP

Please complete this Attendance Slip and hand it over at the entrance of the Hall. Joint holders may take additional slip on request. (Folio No., DP ID*, Client ID* & Name of the Shareholder / Joint holders / Proxy IN BLOCK LETTERS is to be furnished below.)

Shareholder's Name	DP ID*	Client ID*	Folio	No. of Shares held
Proxy's Name				

I hereby record my presence at this Extraordinary General Meeting of the company to be held on Wednesday the 10th May, 2017, at 11.30 a.m. at the Greenwoods Lake Holiday Resort, Off. Sarkhej Gandhinagar Highway, Opp. Vaishnodevi Temple, Ahmedabad – 383481.

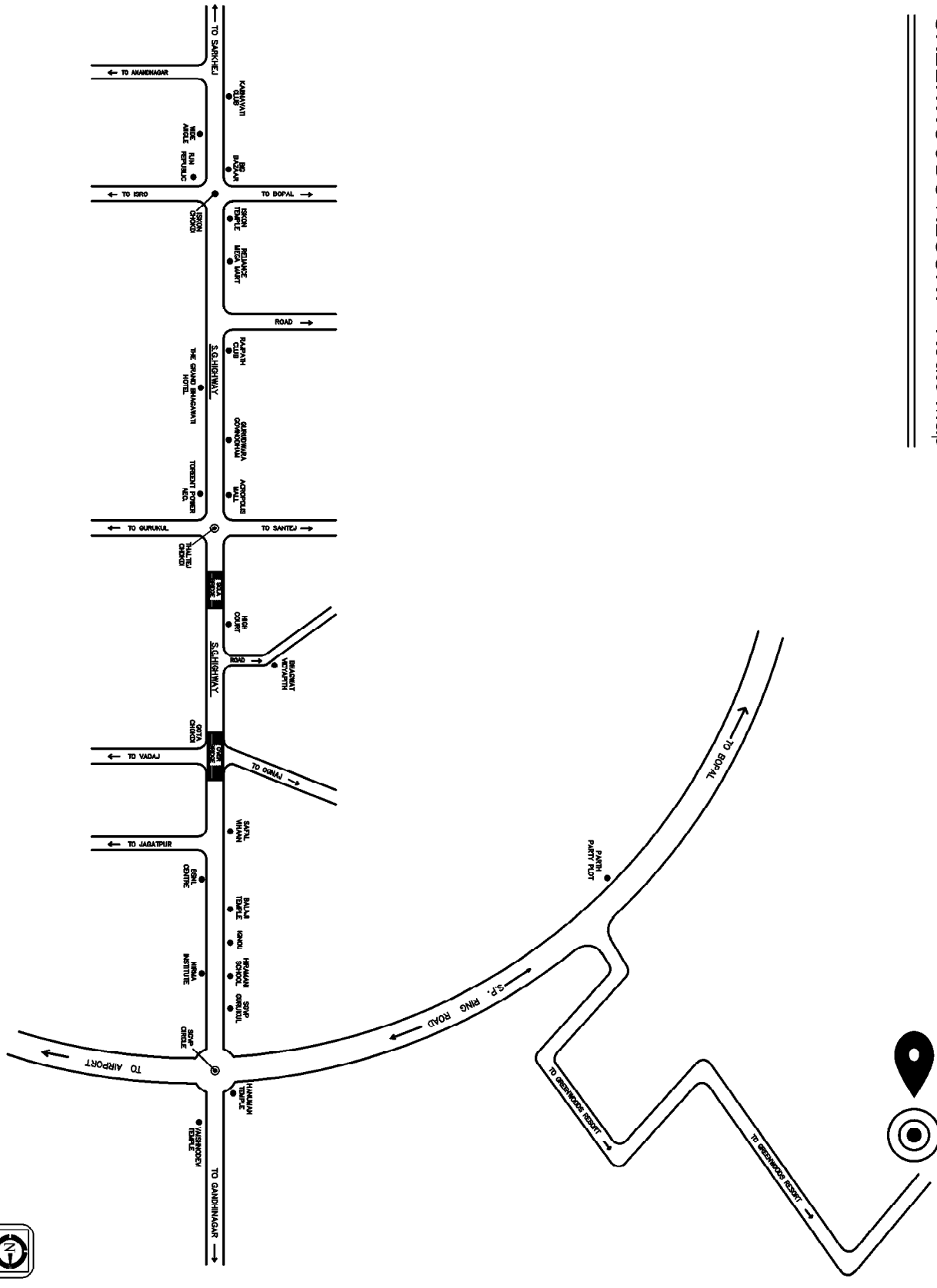
Signature of the Shareholder or Proxy _____

Notes:

1. Only Shareholder of the company or their Proxies will be allowed to attend the Meeting.
2. Shareholders/Proxy holders are requested to bring the Attendance Slip with them when they come to the Meeting and hand it over at the entrance after affixing their signature on it.
3. Shareholders are requested to advise, indicating their Folio Nos. DP ID*, Client ID*, the change in their address, if any, to the Bigshare Services Private Limited, Registrar and Share Transfer Agent, A-802, Samudra Complex, Off C G Road, Navrangpura, Near Girish Cold Drinks, Ahmedabad - 380009.

*Applicable for the investors holding their shares in Electronic (Demat) Form.

GREENWOODS RESORT - Route Map



If undelivered please return to :



STERLING GREENWOODS LTD
25, Sunrise Centre, Opp. Drive-In Cinema,
Ahmedabad - 380 054.
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