

To



1. Mr. Utsav Parekh
2. Mr. Partha Ghosh
3. Mr. Ram Ratan Modi
4. M/s. Changi Airports India Pte Ltd
5. M/s. Citystar Infrastructures Ltd
6. M/s. IL & FS Airports Ltd.
7. M/s. Lend Lease Company (India) Ltd
8. M/s. Pragati 47 Development Ltd
9. M/s. Pragati Social Infrastructure & Development Ltd
10. M/s. West Bengal Industrial Development Corporation Limited

**SUB: NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE** is hereby given that an Extraordinary General Meeting of the members of M/s. BENGAL AEROTROPOLIS PROJECTS LIMITED (the "Company") will be held at short notice at 5.30 p.m. on Tuesday, the 28<sup>th</sup> Day of January 2014, at the Registered Office of the Company at 5, Gorky Terrace, 2<sup>nd</sup> Floor, Kolkata – 700 017 to consider and if thought fit to pass, with or without modification (s), the following resolution as a Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions and subject to approval of the existing lender and/or charge holders, consent of the Company be and is hereby granted to the Board of Directors of the Company (hereinafter called ‘the Board’, which term shall be deemed to include any Committee which the Board may constitute for this purpose) to mortgage, charge, pledge or otherwise encumber the moveable and immovable properties of the Company, both present and future comprising the whole or substantially the whole of the undertaking(s) of the Company over and above the existing mortgages and/or charges created by the Company in such form and manner as the Board of Directors of the Company may deem fit and proper in consultation with the lenders and/or charge holders to secure the borrowings availed or to be availed by the Company, subject to a limit of INR 4500 million together with interest at the agreed rates, additional interest, liquidated damages, commitment charges, premia on pre-payment, remuneration of Agent(s) / Trustee(s) and other costs and expenses and monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document entered or to be entered into by the Company with the Lender(s), Trustee(s) etc.”

**“RESOLVED DURTHER THAT** for the purpose of giving effect to this resolution, Mr. Partha Ghosh, Managing Director and/or Ms. Anju Madeka, Chief Financial Officer of the Company be and is / are hereby authorized jointly / severally to finalise, settle and execute such agreement(s), document(s), deed(s), writing(s) as may be required and to do all other acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

**Bengal Aerotropolis Projects Limited**

Registered Office : 5 Gorky Terrscoe, 2nd Floor, Kolkata 700 017  
Phone : 4020 1777 Fax : 4020 1750 E-mail : corporate@bengalaero.com  
Website : www.bengalaero.com



We would like to inform you that we are making arrangements for participating in the meeting through video conferencing. The IP Address for participating in the said meeting is 124.30.54.154

The members are requested to please confirm to the undersigned, as to whether they would be attending the Extraordinary General Meeting physically or participating through video conferencing. In the absence of any confirmation from a member it will be presumed that he / she will physically attend the Meeting.

You are requested to kindly make it convenient to attend the Meeting.

Place: Kolkata

Dated: 27<sup>th</sup> January 2014

By Order of the Board  
  
Company Secretary



**Notes:**

- 1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a Member of the Company. The instrument appointing a proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.**
2. Members / Proxies should fill the Attendance Slips for attending the Meeting.
3. The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts is annexed hereto.
4. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during office hours on all working days except Sundays between 11.00 a.m. and 1.00 p.m., up to the date of the ensuing Extraordinary General Meeting.
5. As the meeting is proposed to be held by shorter notice necessary provisions of Section 171(2) of the Companies Act, 1956 has to be complied with by the Company.
6. Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in order of the names will be entitled to vote.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 TO THE ITEMS OF SPECIAL BUSINESS SET OUT IN THE ACCOMPANYING NOTICE DATED 27TH JANUARY 2014.**

**ITEM NO. 1**

The borrowings by the Company are required to be secured by mortgage or charge on all or any of the movable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time in consultation with the lender(s).

The creation of a mortgage and/or charge on the movable and/or immovable properties when constituting the whole or substantially the whole of the undertaking(s) of the Company, to secure borrowings of the Company, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013 (erstwhile section 293(1)(a) of the Companies Act, 1956) and requires consent of the members of the Company in a general meeting. This is an enabling resolution which is necessary for creation of hypothecation / mortgage / encumbrance on such of the properties of the Company. In order to comply with the provisions of section 180(1)(a) and other applicable provisions of any laws and any enactments thereto, the Board recommends this enhancement of limit upto INR 4500 million as set out in the resolutions in Item No.1 above.

None of the directors or key managerial personnel or their relatives is concerned or interested in the proposed resolution.

