

NOTICE

SHORTER NOTICE is hereby given that the 10th Annual General Meeting (“AGM”) of Bengal Aerotropolis Projects Limited (“Company”) will be held at 5, Gorky Terrace, 1st floor, Kolkata – 700 017 on Wednesday, the 20th day of September, 2017 at 03:00 pm. (IST) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statement of the Company for the year ended 31st March, 2017 together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Low Beng Lan (DIN 06674635), who retires by rotation and being eligible, has offered herself for re-appointment.
3. To appoint a Director in place of Mr. Mukund Gajanan Sapre (DIN 00051841), who retires by rotation and being eligible, has offered himself for re-appointment.
4. To appoint statutory auditors and fix their remuneration.

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, MSKA & Associates (Firm Registration No. 105047W), an affiliate of BDO International Limited, be appointed as statutory auditors of the Company, in place of retiring auditors S. R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration Number: 301003E), to hold office from the conclusion of this 10th Annual General Meeting (AGM) until the conclusion of the 15th AGM, subject to ratification by Members every year, as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company in this behalf from time to time.”

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE VALID AND EFFECTIVE, MUST BE DELIVERED AT THE REGISTERED / CORPORATE OFFICE OF THE COMPANY NOT LATER THAN TWENTY FOUR HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Pursuant to the Provisions of the Companies Act, 2013, and the underlying rules viz. Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than



Bengal Aerotropolis Projects Limited

CIN - U35303WB2007PLC117120

Registered Office : 5 Gorky Terrace, 1st Floor, Kolkata 700 017

Phone : 033 4020 1753, Fax : 033 4020 1750

E-mail : corporate@bengalaero.com , Website : www.bengalaero.com

ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 a proxy for any other person or shareholder.

2. Corporate Members are requested to please send at the registered office of the Company, a duly certified copy of Board Resolution pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
3. We would like to inform you that we are making arrangements for participation at the meeting through video conferencing. The IP Address is 122.15.232.83.

The Notice of Annual General Meeting and the copies of Audited Financial Statements, Directors' Report, Auditors' Report etc. will also be displayed on the website of the Company and the other requirements as applicable will be duly complied with. Members holding shares in dematerialized mode are requested to ensure to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the Company at its address mentioned below.

For **Bengal Aerotropolis Projects Limited**

Partha Ghosh

Partha Ghosh

Vice Chairman & Managing Director

DIN 00129202



Kolkata, 15th September, 2017

CIN: U35303WB2007PLC117120

website: www.bengalaero.com

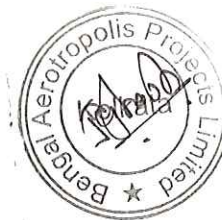
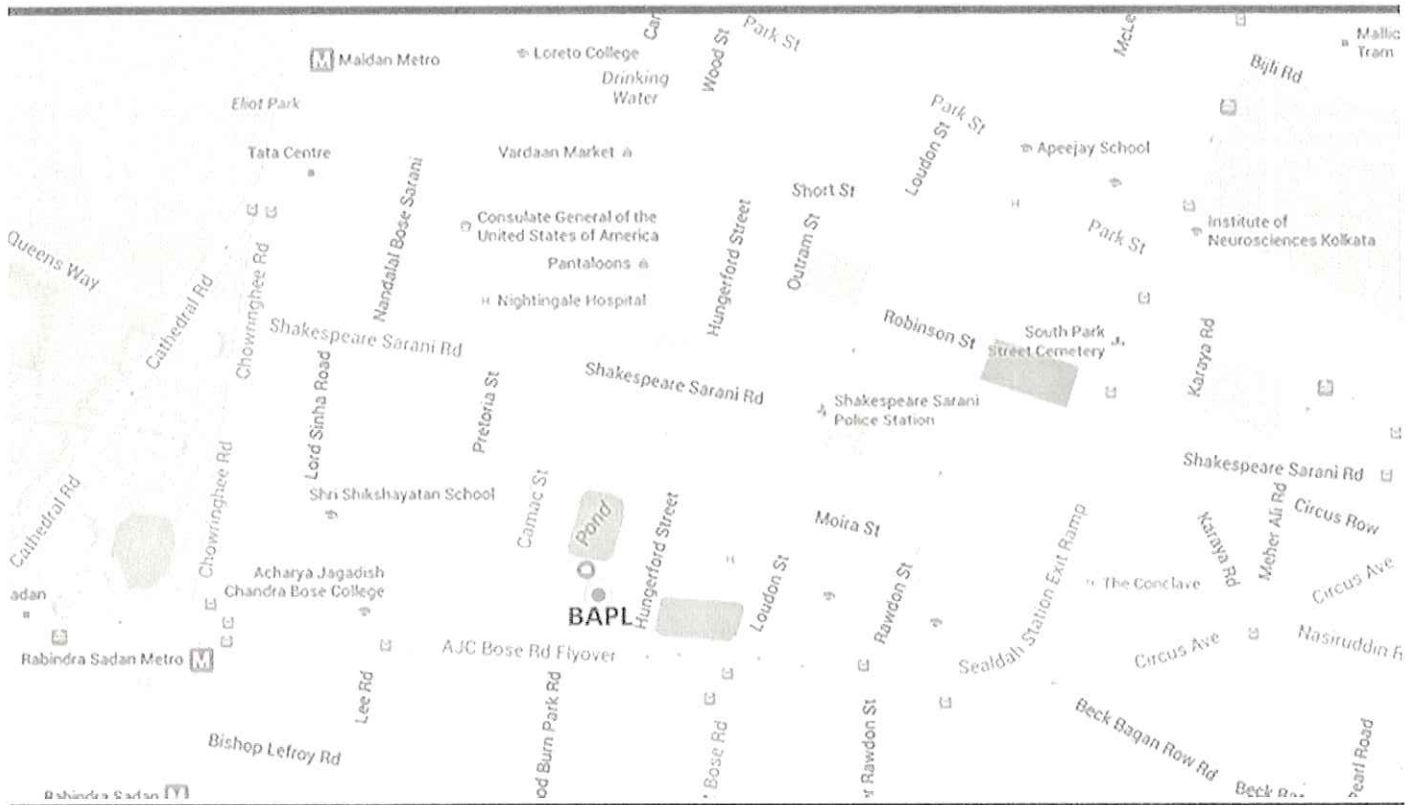
e-mail: corporate@bengalaero.com

Registered Office:

5 Gorky Terrace, 1st Floor,

Kolkata – 700 017

ROUTE MAP TO THE VENUE OF 10TH ANNUAL GENERAL MEETING



BENGAL AEROTROPOLIS PROJECTS LIMITED

CIN: U35303WB2007PLC117120
 Regd. Office: 5, Gorky Terrace, 1st Floor, Kolkata – 700017
 Tel + 91 33 4020 1753, Fax + 91 33 4020 1750
 Website: www.bengalaero.com
 E-mail: corporate@bengalaero.com

ATTENDANCE SLIP

I/We hereby record my/our presence at the 10th Annual General Meeting of the Company at 5, Gorky Terrace, 1st Floor, Kolkata- 700 017 on Wednesday, 20th September, 2017 at 03.00 P.M.

10th ANNUAL GENERAL MEETING	
FOLIO NO./DP ID/ CLIENT ID	NO. OF SHARE(S)
NAME AND ADDRESS OF THE SHAREHOLDER:	

Notes:

1. Please complete the Folio/ DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Entrance of the Meeting Hall.
2. If you intend to appoint a proxy, please complete the Proxy form and deposit it at the Company's Registered Office, at least 24 hours before the Meeting.

 Name of Shareholder(s) / Proxy

 Signature of Shareholder(s) / Proxy

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**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]

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

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

- (1) Name: _____
 Address _____
 E-mail ID: _____ Signature: _____ or failing him;
- (2) Name: _____
 Address: _____
 E-mail ID: _____ Signature: _____ or failing him;
- (3) Name: _____
 Address: _____
 E-mail ID: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10th Annual General Meeting of the Company, to be held on Wednesday, the 20th day of September, 2017 at 03.00 P.M. at 5, Gorky Terrace, 1st Floor Kolkata – 700 017 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	RESOLUTION	Optinal*	
		For	Against
ORDINARY BUSINESS			
1.	To receive, consider and adopt the Financial Statement of the Company for the year ended 31 st March, 2017 together with the Reports of the Directors and Auditors thereon.		
2.	To appoint a Director in place of Ms. Low Beng Lan (DIN 06674635), who retires by rotation and being eligible, has offered herself for re-appointment.		
3.	To appoint a Director in place of Mr. Mukund Gajanan Sapre (DIN 00051841), who retires by rotation and being eligible, has offered himself for re-appointment.		
4.	To appointment Statutory Auditors and fix their remuneration.		