

POSTAL BALLOT NOTICE

Dear Member,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Management and Administration) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable laws and regulations (including any statutory modification(s) there to or re-enactment thereof for the time being in force), that the resolutions appended below are proposed to be passed by way of Postal Ballot and voting by electronic means ("E-voting"). The proposed resolutions and explanatory statements pertaining to the aforesaid resolutions setting out the material facts concerning each item and reasons thereof is appended herewith along with a 'Postal Ballot Form' and self-addressed postage pre-paid Business Reply Envelope for your consideration.

In compliance with Regulation 44 of SEBI Listing Regulations and the provisions of Section 108 and 110 of the Act read with the Companies (Management and Administration) Rules 2014 (including any statutory modifications there to or re-enactment thereof for the time being in force), the Company is pleased to extend E-voting facility as an alternative, to enable the Shareholders to cast their votes electronically instead of through the Postal Ballot Form(s).

The Company has appointed Mr. Veeraraghavan N., Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot process and E-voting in a fair and transparent manner.

Shareholders desiring to exercise their votes by Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the same in original, duly completed, in the attached self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutinizer on or before the close of working hours on **Wednesday, July 12, 2017**. Postal Ballot Form(s) received after this date and time will be considered as invalid. Shareholders desiring to opt for E-voting as per the facility arranged by the Company are requested to read the instructions in the Notes under the Section 'Voting through Electronic Means'.

The Scrutinizer will submit his report to the Chairman or any other authorised person of the Company after completion of the scrutiny and the result of the voting by Postal Ballot will be declared **Thursday, July 13, 2017** at the Company's registered office at Mumbai. The results shall be communicated to the stock exchanges, depository, Registrar and Share Transfer agent and shall also be displayed on the Company's Website.

SPECIAL BUSINESSES:**1. ALTERATION OF MEMORANDUM OF ASSOCIATION AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013:**

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

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force) and in accordance with the Table A of Schedule I of the Act, consent of the members be and is hereby accorded for alteration in the Memorandum of Association of the Company by deleting the Objects of the Company mentioned under Clause III (C) – "Other Objects".

RESOLVED FURTHER THAT in accordance with the Table A of Schedule I of the Act, the Clause III (A) and III (B) of the Memorandum of Association of the Company, be renamed as under:

Clause III (A) – The objects to be pursued by the Company on its incorporation are:

Clause III (B) – Matters which are necessary for furtherance of the objects specified in Clause III (A) are:

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and is hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

2. APPROVAL FOR ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 5, 14 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the rules made thereunder (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force), the approval of the members of the Company be and is hereby accorded for the adoption of new set of Articles of Association in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and is hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

3. APPROVAL FOR SUB-DIVISION OF EQUITY SHARES OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 61(1)(d) of Companies Act, 2013 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules made thereunder (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force), and the provisions of the Memorandum of Association and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies under any law for the time being in force, the consent of the members be and is hereby accorded to subdivide each Equity Share of the nominal value of Rs. 2/- each (Rupees two only) in the Capital of the Company into 2 Equity Share of Re.1/- each (Rupee one only) and all the Equity shares of Rs. 2/- each (Rupees two only) of the Company, be sub-divided accordingly, with effect from the Record Date as may be fixed by the Board for the purpose.

RESOLVED FURTHER THAT pursuant to the sub-division of the Equity Shares of the Company, all the issued, subscribed and paid up equity shares of nominal value of Rs. 2/- each (Rupees two only) of the Company existing on the Record date to be fixed shall stand sub-divided into such equity shares of nominal value of Re. 1/- each (Rupee one only) fully paid up.

RESOLVED FURTHER THAT upon sub-division as aforesaid, the existing share certificate(s) in relation to the equity share capital held in physical form shall be deemed to be automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing share certificates issue new share certificate(s) in respect of the equity shares held by the members of the Company consequent upon the sub-division of the equity shares as aforesaid and in case of shares held in the dematerialized form, the sub-divided equity shares be credited to the respective demat accounts of the beneficiaries in lieu of the existing shares held by them.

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a duly authorized Committee thereof) be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Officer(s) of the Company as may be required to give effect to the above resolution.”

4. APPROVAL FOR ALTERATION OF CAPITAL CLAUSE IN MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT pursuant to Section 13, 61 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force), the existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause:

Clause V of the Memorandum of Association:

V. The Authorized Share Capital of the Company is Rs. 20,12,00,000/- (Rupees Twenty Crores and Twelve Lakhs Only) divided into 18,86,00,000 Equity Shares of Re. 1/- each (Rupee one only) aggregating to Rs. 18,86,00,000/- (Rupees Eighteen Crores Eighty Six Lakhs Only) and 12,60,000 Preference Shares of Rs. 10/- each (Rupees ten only) aggregating to Rs. 1,26,00,000/- (Rupees One Crore Twenty Six Lakhs only).

RESOLVED FURTHER THAT the Board of Directors of the Company (the "Board", which expression shall also include a duly authorized Committee thereof) be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Officer(s) of the Company as may be required to give effect to the above resolution.”

For Sunteck Realty Limited

**Sd/-
Rachana Hingarajia
Company Secretary**

Mumbai, June 8, 2017

Registered Office:
5th Floor, Sunteck Centre,
37-40, Subhash Road,
Vile Parle (East),
Mumbai 400057
L32100MH1981PLC025346
Tel: 91 22 4287 7800
Fax: 91 22 4287 7890
Website: www.sunteckindia.com
E-mail: cosec@sunteckindia.com

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for all the aforesaid Special businesses are annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on Friday, June 2, 2017.
3. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, June 2, 2017.
4. The Postal Ballot Notice is being sent to the Members in electronic form to those members who have registered their email addresses with the Depository Participants. For members whose email IDs are not registered, physical copies of Postal Ballot Notice are being sent by permitted mode, along with a postage-prepaid self-addressed Business Reply Envelope. Only a Member holding shares as on Friday, June 2, 2017 is entitled to exercise his vote through E-voting/Postal Ballot.
5. The Board of Directors has appointed Mr. Veeraraghavan N., Practicing Company Secretary, as the Scrutinizer to receive and scrutinize the completed Postal Ballot papers received from the Members and for conducting the Postal Ballot process in a fair and transparent manner.
6. Kindly note that each Member can opt for one mode of voting i.e. either by Physical Ballot or by E-voting. If you opt for E-voting, then please do not vote by Physical Ballot and vice versa. In case Member(s) cast their vote via both modes i.e. Physical Ballot as well as E-voting, then voting done through E-voting shall prevail and Physical Voting of that Member shall be treated as invalid notwithstanding whichever option is exercised first.

7. In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to Members to exercise their votes electronically and to vote on all resolutions through the E-voting service facility arranged by NSDL.
8. **INSTRUCTIONS FOR VOTING:**
- A. Voting through Electronic Means:**
- a) For Shareholders receiving an e-mail from NSDL:**
- i) Open the PDF file attached to the e-mail using your Client ID/Folio No. as password. The PDF file contains your User ID and Password for E-voting. Please note that the Password is an 'Initial Password'.
 - ii) Open the internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
 - iii) Click on Shareholder – Login.
 - iv) If you are already registered with NSDL for E-voting then you can use your existing User ID and Password for casting vote.
 - v) Insert User ID and Initial Password as noted in step (i) above and click on 'Login'.
 - vi) The password change menu appears on your screen. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential.
 - vii) Home page of E-voting will open. Click on e-voting >Active Voting cycles.
 - viii) Select EVEN of Sunteck Realty Limited. Now you are ready for e-voting as 'Cast Vote' page opens.
 - ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on Confirm when prompted. Upon confirmation, the message 'Vote cast successfully' will be displayed.
 - x) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xi) 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 to nvr54@ymail.com with a copy marked to evoting@nsdl.co.in.
 - xii) In case of any query, you may refer the Frequently Asked Questions ('FAQs') for Shareholders and e-Voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
- b) For Shareholders receiving physical copies of Notice of Postal Ballot:**
- I. Initial password, User ID and Electronic Voting Event Number ('EVEN') are provided at the bottom of the Postal Ballot Form.
 - II. Please follow all steps from Sr. 8. A. (a) (ii) to Sr. 8. A. (a) (xii).
9. The E- voting period commences on Tuesday, June 13, 2017 at 9.00 a.m. and ends on Wednesday, July 12, 2017 at 5.00 p.m. The E-voting module shall be disabled by NSDL for voting thereafter.
10. Postal Ballot Form should reach the Scrutinizer, Veeraraghavan N., Practicing Company Secretary at Link Intime India Private Limited C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400 083 not later than the close of working hours i.e. 6.30 p.m. on Wednesday, July 12, 2017. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received and shall be invalid. The Scrutinizer's decision on the validity of Postal ballot/E-voting shall be final. Member cannot exercise his / her vote by proxy on Postal Ballot. Incomplete, unsigned or incorrectly ticked Postal Ballot Form will be rejected.
11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days between 11.00 a.m. to 4.00 p.m. upto one day prior to the date of declaration of the result of Postal Ballot.
12. The result of the Postal Ballot will be announced at the Registered Office of the Company situated at 5th Floor, Sunteck Centre, 37-40 Subhash Road, Vile Parle (East), Mumbai 400057 on Wednesday, July 12, 2017 after completion of scrutiny of Postal Ballot Forms and E-voting by the Scrutinizer. The result of the Postal Ballot shall be communicated to the stock exchanges where the Company's shares are listed and the same shall also be placed on the website of the Company. The resolution will be taken as passed effectively on the last date of receipt of Postal Ballot Form / E-voting (i.e. Wednesday, July 12, 2017) if the results of the Postal Ballot indicate that the requisite majority of the Shareholders of the Company have assented to the resolution.
13. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s) by the Company. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by Courier along with Postal Ballot Form.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF BUSINESSES SET OUT IN NOTICE:

Item No. 1:

The Memorandum of Association of the Company was originally adopted when the Company was incorporated under the Companies Act, 1956. The Companies Act, 2013 (the Act), has prescribed a format of Memorandum of Association ("MOA") for companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by deleting the Objects under Clause III (C) – "Other Objects" and also to rename Clause III (A) and III (B) of the Object Clause. Except stated hereinbefore, no other alterations are proposed in the existing MOA of the Company.

In terms of Section 13 of the Act, approval of the members is required by way of special resolution for alteration of Memorandum of Association of the Company. A copy of the altered MOA is available for inspection by the members at the registered office of the Company during normal business hours on all working days from date of dispatch of the notice, up to the last date of voting i.e. Wednesday, July 12, 2017 and is also available on the website of the Company i.e. <https://www.sunteckindia.com/>.

Accordingly, the Board recommends the resolution as set out in Item No. 1 as Special Resolution of the accompanying notice for the approval of the members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.1.

Item No.2:

The existing Articles of Association ("AOA") of the Company are based on the provisions of the Companies Act, 1956. Members are aware that the Ministry of Corporate Affairs ("MCA") has notified most of the sections of the Companies Act, 2013("the Act") which replaces the provisions of the Companies Act, 1956. The MCA has also notified the Rules pertaining to the further notified sections.

In order to bring the existing AOA of the Company in line with the provisions of the Act, the Company will have to make numerous changes in the existing AOA. It is therefore considered desirable to adopt a comprehensive new set of Articles of Association of the Company ("New Articles") in substitution of and to the exclusion of the existing AOA.

Pursuant to the provisions of Section 14 of the Act, approval of members of the Company is required by way of Special Resolution for the adoption of the New Articles in substitution of and to the exclusion of the existing AOA.

A copy of the proposed New Articles to be adopted are available for inspection by the members at the registered office of the Company during normal business hours on all working days from date of dispatch of the notice, up to the last date of voting i.e. Wednesday, July 12, 2017 and is also available on the website of the Company i.e. <https://www.sunteckindia.com/>.

Accordingly, the Board recommends the resolution as set out in Item No. 2 as Special Resolution of the accompanying notice for the approval of the members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.2.

Item No. 3:

In order to improve the liquidity of the Company's equity shares in the stock market with higher floating stock in absolute numbers and to make it affordable to the small investors, the Board of Directors of the Company at their meeting held on Thursday, June 8, 2017, considered it desirable to sub-divide the nominal value of the equity share capital of the Company from Rs. 2/- per share to Re. 1/- per share as proposed in the resolution subject to the approval of the shareholders and all authorities concerned.

The aforesaid sub-division would require substitution of existing Capital Clause V of the Memorandum of Association of the Company by Clause V detailed in the resolution.

The Record Date for the aforesaid sub-division of the Equity Shares will be fixed by the Company after the approval of the shareholders is obtained. The Company's shares are listed on BSE Limited and National Stock Exchange of India Limited.

Upon approval of the shareholders for sub-division of shares, in case the shares are held in physical, the old share certificates of face value of Rs. 2/- each will be cancelled on the record date and the new share certificates will be sent to the shareholders. In case the shares are in dematerialized form, the sub-divided shares will be directly credited to the shareholders demat account on the record date in lieu of their existing shares.

Accordingly, the Board recommends the resolution as set out in Item No. 3 as an Ordinary Resolution of the accompanying notice for the approval of the members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company, if any..

Item No. 4:

The proposed Sub-division of the Equity shares of the Company of Rs. 2/- each into smaller denomination of Re. 1/- each requires amendment to the Memorandum of Association of the Company. Accordingly Clause V of the Memorandum of Association is proposed to be amended as set out in Item No. 4 of the accompanying Notice reflecting the corresponding changes in the Authorised Share Capital of the Company consequent to the proposed Sub-division i.e. from Rs. 20,12,00,000 (Rupees Twenty Crores and Twelve Lakhs Only) divided into 9,43,00,000 Equity Shares of Rs. 2/- each (Rupees Two only) aggregating to Rs. 18,86,00,000/- (Rupees Eighteen Crores Eighty Six Lakhs Only) and 12,60,000 Preference Shares of Rs. 10/- each aggregating to Rs. 1,26,00,000/- (Rupees One Crore Twenty Six Lakhs only) to Rs. 20,12,00,000 (Rupees Twenty Crores and Twelve Lakhs Only) divided into 18,86,00,000 Equity Shares of Re. 1/- each (Rupee one only) aggregating to Rs. 18,86,00,000 /- (Rupees Eighteen Crores Eighty Six Lakhs Only) and 12,60,000 Preference Shares of Rs. 10/- each aggregating to Rs. 1,26,00,000/- (Rupees One Crore Twenty Six Lakhs only).

Accordingly, the Board recommends the resolution as set out in Item No. 4 as Special Resolution of the accompanying notice for the approval of the members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company, if any.

**By order of the Board of Directors
For Sunteck Realty Limited**

**Sd/-
Rachana Hingarajia
Company Secretary**

Mumbai, June 8, 2017

Registered Office:
5th Floor, Sunteck Centre,
37-40, Subhash Road,
Vile Parle (East),
Mumbai 400057
L32100MH1981PLC025346
Tel: 91 22 4287 7800
Fax: 91 22 4287 7890
Website: www.sunteckindia.com
E-mail: cosec@sunteckindia.com