



SUNTECK REALTY LIMITED

Regd. Office: 5th Floor, Sunteck Centre, 37-40 Subhash Road, Vile Parle (E), Mumbai 400057
CIN: L32100MH1981PLC025346 Tel: +91 22 42877800 Fax: +91 22 42877890
Website: www.sunteckindia.com; Email Id: cosec@sunteckindia.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 and Rules made thereunder)

To,
The Members of the Company

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), if any, read together with the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force and other applicable laws and regulations (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), that the Resolution appended below is proposed to be passed as Special Resolution by way of Postal Ballot and voting by electronic means ("E-voting"). The proposed Special Resolution and the Explanatory Statement pertaining to the said Resolution under Section 102 of the Companies Act, 2013 setting out all material facts concerning the Resolution and the reason thereof are annexed to the Postal Ballot Notice 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 modification thereto 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, Practising Company Secretary (C.P. No. 4334), as Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner.

The Members are requested to read carefully the instructions printed on the Postal Ballot Form, record your assent (for) or dissent (against) therein and return the Form duly completed, in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before the close of working hours on Wednesday, July 4, 2018. Postal Ballot Form(s) received after this date and time will be considered as invalid. Members desiring to opt for remote e-voting as per facilities 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 on **Thursday, July 5, 2018** 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 BUSINESS:

1. Approval for Increase in limit of total shareholding of all Registered Foreign Institutional Investors (FIIs) or Foreign Portfolio Investors (FPIs) by whatever name called, from 24% to 49% of the paid-up equity share capital of the Company:

To consider and, if thought fit, to pass with or without modification, if any, the following Resolution as **Special Resolution-**

"RESOLVED THAT pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999 (FEMA), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended from time to time, the Consolidated FDI Policy, as amended from time to time and all other applicable Rules, Regulations, Circulars, Directions, Notifications, Press Notes, Guidelines and Laws issued by Reserve Bank of India, including any statutory modification(s) or re-enactment thereof for the time being in force, the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 as amended from time to time and all applicable Rules, Regulations, Circulars and any other applicable laws for the time being in force; and subject to all applicable approvals, permissions and sanctions, as may be required, and subject to

such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee of the Board), consent of the members of the Company be and is hereby accorded to the Board to permit Registered Foreign Portfolio Investors ("RFPIs") registered under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended from time to time and the existing Foreign Institutional Investors ("FIIs") registered with Securities and Exchange Board of India including their sub-accounts registered with SEBI to acquire and hold on their own account and on behalf of each of their SEBI approved sub-accounts by whatever name called, to make investment in any manner in the equity shares of the Company up to an aggregate limit of 49% (Forty Nine percent) of the paid-up equity share capital of the Company, provided, however, that the shareholding of each RFPIs/FIIs in its own account and on behalf of each of their SEBI approved sub-accounts in the Company shall not exceed such limits as are applicable or may be prescribed, from time to time, under applicable Acts, Laws, Rules and Regulations, including any statutory modification(s) or re-enactment thereof for the time being in force;

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall include any Committee which the Board may constitute, or any Director/Officer authorised by the Board for this purpose) be and is hereby authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto including delegating all or any other power conferred herein to any Committee of Directors or any Directors or Officers of the Company without requiring to secure any further consent or approval of the members of the Company" ..

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

**Sd/-
Rachana Hingarajia
Company Secretary**

Mumbai, June 4, 2018

Registered Office:

5th Floor, Sunteck Centre,

37-40, Subhash Road,

Vile Parle (East),

Mumbai 400057

CIN: L32100MH1981PLC025346

Tel: +91 22 4287 7800 Fax: +91 22 4287 7890

Website: www.sunteckindia.com

E-mail: cosec@sunteckindia.com

NOTES:

1. The Explanatory Statements 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 1, 2018.
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 1, 2018.
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 1, 2018 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 only one mode for 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 5, 2018 at 9.00 a.m. and ends on Wednesday, July 4, 2018 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 4, 2018. 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 400 057 on Thursday, July 5, 2018 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 4, 2018) 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:

In terms of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended from time to time, read with the relevant Notifications/Circulars/Press Notes/Press Releases issued by Reserve Bank of India in connection with foreign investment, the Registered Foreign Portfolio Investors ("RFPs") and Foreign Institutional Investors ("FIIs") can hold on their own account and on behalf of each of their SEBI approved sub-accounts by whatever name called up to an aggregate limit of 24% of the paid-up equity share capital of the Company. This limit may further be increased upto the sectoral cap applicable to the Company which is 100% of the paid-up equity capital with the approval of the Board of Directors and the members of the Company by way of Special Resolution.

Present holding of RFPs/FIIs in the Company is about 22.725% of paid up capital and the same has shown an increasing trend. To make more space for RFPs/FIIs to invest in the equity share capital of the Company, it is proposed to increase the present limit of RFPs/FIIs shareholding in the Company up to an aggregate limit of 49% of paid up equity share capital of the Company. Accordingly, consent of the members is sought by way of a Special Resolution through Postal Ballot and voting through electronic means (remote e-Voting) as set out as Item No. 1 in the Notice of Postal Ballot.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this resolution.

All documents referred to in the accompanying Postal Ballot Notice and Statement Annexed thereto would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on working days, excluding Saturday & Sunday.

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

**Sd/-
Rachana Hingarajia
Company Secretary**

Mumbai, June 4, 2018

Registered Office:
5th Floor, Sunteck Centre,
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CIN: L32100MH1981PLC025346

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Tel No.: 022-42877800, **Fax No:** 022-42877890, **website:** www.sunteckindia.com; **Email add:** cosec@sunteckindia.com

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing the form)

Sr. No.:

Name(s) of Member(s) :

Name(s) of Joint-Holder(s), if any :

Registered Address of the Sole/First
Named Shareholder :

Registered Folio No./DP ID No.*/ :

Client ID No.*(*-applicable to investors
holding shares in demat form)

Number of shares held :

I/we hereby exercise my/our vote in respect of the following Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company by conveying/sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate box below:

Item No.	Description	Type of Resolution	No. of shares held	I/We assent to the Resolution (FOR)	I/We dissent from the Resolution (AGAINST)
1.	Approval for Increase in limit of total shareholding of all Registered Foreign Institutional Investors (FIIs) or Foreign Portfolio Investors (FPIs) by whatever name called, from 24% to 49% of the paid-up equity share capital of the Company	Special Resolution			

Place :

Date :

Signature of the Shareholder / Beneficial Owner

Note: Please read carefully the instructions printed overleaf before exercising the vote.

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	*DEFAULT PAN/PASSWORD
108417		

* Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN field.