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**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) 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 modification 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. Nitul Gosrani of Nitul Gosrani & Associates, Practicing Company Secretaries 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 **Monday, July 3, 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 on **Tuesday, July 4, 2017** at the Company's registered office at Mumbai. The date of declaration of the result of the Postal Ballot shall be the date on which the resolution would be deemed to have been passed i.e. July 4, 2017. The results shall be communicated on the same day to the stock exchanges, depository, Registrar and Share Transfer agent and shall also be displayed on the Company's Website.

**SPECIAL BUSINESSES:****1. APPROVAL FOR RAISING OF FUNDS BY WAY OF FURTHER ISSUE OF SECURITIES :**

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

**"RESOLVED THAT** pursuant to the provisions of Section 23, Section 42, Section 62 (1) (c), Section 71 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendments thereto or re-enactment thereof, for the time being in force, the "**Act**"), the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Act), the Companies (Share Capital and Debentures) Rules, 2014, as amended and other applicable rules notified by the Central Government under the Act, the Foreign Exchange Management Act, 2000 (the "**FEMA**"), as amended, and the rules and regulations made thereunder as amended from time to time including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipt Scheme, 2014, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Government of India (the "**Gol**"), the Reserve Bank of India (the "**RBI**"), the Foreign Investment Promotion Board ("**FIPB**"), and the Securities and Exchange Board of India ("**SEBI**"), the stock exchanges and/or any other competent governmental or regulatory authorities, whether in India or abroad, and including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "**SEBI ICDR Regulations**"), Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**Listing Regulations**"), the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the listing agreements entered into by the Company with the stock exchanges on which the Company's shares are listed (the "**Listing Agreements**") and subject to necessary approvals, permissions, consents and sanctions as may be necessary from SEBI, Stock Exchanges, RBI, Gol or of concerned statutory and any other governmental or regulatory authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and 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 thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), the consent and approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), with or without a green shoe option, such number of equity shares of the Company of face value of Rs. 2/- each ("**Equity Shares**"), Global Depository Receipts ("**GDRs**"), American Depository Receipts ("**ADRs**"), Foreign Currency Convertible Bonds ("**FCCBs**"), Foreign Currency Exchangeable Bonds ("**FCEBs**"), fully convertible debentures/ partly convertible debentures, preference shares convertible into Equity Shares and/or any other financial instruments convertible into Equity Shares (including warrants, otherwise, in registered or bearer form) and/or any security convertible into Equity Shares with or without voting/ special rights and/or securities linked to Equity Shares and/or securities including Non-Convertible Debentures with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as "**Securities**") or any combination of Securities, in one or more

tranches, whether Rupee denominated or denominated in foreign currency, in the course of international and/or domestic offering(s) in one or more foreign markets and/or domestic market, by way of one or more public and/or private offerings, and/or on preferential allotment basis and/or private placement basis or any combination thereof including qualified institutions placement (“QIP”), through issue of prospectus and/or placement document/ or other permissible/requisite offer document to any eligible person, including Qualified Institutional Buyers (“QIBs”) as defined in the SEBI ICDR Regulations in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, public financial institutions, qualified foreign investors, scheduled commercial banks, Indian and/or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds, insurance funds and/or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the “Investors”) as may be decided by the Board in its discretion and permitted under applicable laws and regulations, for an aggregate amount not exceeding Rs. 2,000 Crore (Rupees Two Thousand Crore Only) or equivalent thereof, wherein an amount not exceeding Rs. 1350,00,00,000 (Rupees One thousand Three Hundred and Fifty Crore only) shall be for issue of Non- Convertible Debentures, at such price and terms or at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) appointed or to be appointed by the Company, in foreign currency and/or equivalent Indian Rupees as may be determined by the Board, in any convertible foreign currency, as the Board at its absolute discretion may deem fit and appropriate (the “Issue”).

**“RESOLVED FURTHER THAT** in pursuance of the aforesaid resolutions:

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- (b) the Equity Shares, including any Equity Shares issued upon conversion of any convertible Securities, that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects; and
- (c) the Equity Shares to be issued consequent to above resolution or upon conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split/sub-division, consolidation of stock, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate re-organisation or restructuring.”

**“RESOLVED FURTHER THAT** if any issue of Securities is made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as “Eligible Securities” within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within twelve months from the date of the shareholders' resolution approving such issuance of Securities, or such other time as may be allowed under the SEBI ICDR Regulations from time to time.”

**“RESOLVED FURTHER THAT** any issue of Eligible Securities made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations (the “QIP Floor Price”). with the authority to the board to offer a discount of not more than 5% (five percent) on the price calculated for the QIP or such other discount as may be permitted under SEBI ICDR Regulations, as amended from time to time.”

**“RESOLVED FURTHER THAT** in the event that Eligible Securities are issued to QIBs by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board (including any Committee of the Board) decides to open the proposed issue of such Eligible Securities.”

**“RESOLVED FURTHER THAT** in the event the Securities are proposed to be issued as ADRs, GDRs or FCCBs the relevant date for the purpose of pricing the Securities shall be determined in accordance with the Depository Receipts Scheme, 2014 and Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme, 1993, (including any amendments thereto or re-enactment thereof, for the time being in force), as applicable and other applicable pricing provisions issued by the Ministry of Finance.”

**“RESOLVED FURTHER THAT** in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued simultaneously with non-convertible debentures to QIBs under Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of such Securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures or the date on which holder of Eligible Securities become eligible to apply for Equity Shares, as may be determined by the Board and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations.”

**“RESOLVED FURTHER THAT** the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, inter alia, subject to the following terms and conditions:

- (a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted to the holders of such Securities at the relevant time, shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- (b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;
- (c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of equity shares and the price as aforesaid shall be suitably adjusted; and

(d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of equity shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Equity Shares and/or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.”

“**RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to appoint lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, debenture trustees and all such agencies as are or may be required to be appointed, involved or concerned in the Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc., with such agencies.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board in consultation with the merchant banker(s), advisors and/or other intermediaries as may be appointed in relation to the issue of Securities, is authorised to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the issue and allotment of Securities (including upon conversion of any Securities) and listing thereof with the stock exchanges or otherwise as may be required in relation to the issue and to resolve and settle all questions and difficulties that may arise in the issue, offer and allotment of Securities, including finalization of the number of Securities to be issued in each tranche thereof, form, terms and timing of the issue of Securities including for each tranche of such issue of Securities, identification of the investors to whom Securities are to be offered, utilization of the proceeds and other related, incidental or ancillary matters as the Board may deem fit at its absolute discretion, to make such other applications to concerned statutory or regulatory authorities as may be required in relation to the issue of Securities and to agree to such conditions or modifications that may be imposed by any relevant authority or that may otherwise be deemed fit or proper by the Board and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit and to settle any questions, difficulties or doubts that may arise in relation to the any of the aforesaid or otherwise in relation to the issue of Securities.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to constitute or form a committee or delegate all or any of its powers to any Director(s) or Committee of Directors/Company Secretary/Chief Financial Officer or other persons authorized by the Board 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 acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Securities.”

## **2. APPOINTMENT OF MR. DESH RAJ DOGRA (DIN:00226775) AS AN INDEPENDENT DIRECTOR 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 149, 152 and all other applicable provisions if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Desh Raj Dogra (DIN: 00226775), who was appointed as an additional director pursuant to Section 161 of the Companies Act 2013 and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years from May 26, 2017 to May 25, 2022 and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby authorized to file the necessary returns with the Registrar of Companies, Mumbai, Maharashtra and to do all such acts, deeds and things as may be required in this connection.”

## **3. APPROVAL FOR REVISION IN REMUNERATION OF MR. KAMAL KHETAN (DIN: 00017527), CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with schedule V and all other applicable provisions, if any, of the Companies Act 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in terms of the recommendation of the Nomination and Remuneration Committee, Mr. Kamal Khetan (DIN: 00017527), Chairman & Managing Director of the Company be paid a remuneration of Rs. 2,00,00,000/- (Rupees Two Crore Only) p.a. or 2% of the Net profits of the Company whichever is higher with effect from 1st April, 2017.

**RESOLVED FURTHER THAT** all other terms and conditions of appointment of Mr. Kamal Khetan as approved earlier by the Members at the time of his re-appointment, shall remain unchanged.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, the remuneration shall be governed by Section II of Part II of Schedule V of the Act or any statutory modification thereof and the same shall be treated as the minimum remuneration payable to the Managing Director.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all necessary acts, deeds, matters and things, which may be usual, expedient or proper to give effect to the above resolution.”

**4. APPROVAL FOR REVISION IN REMUNERATION OF MR. ATUL POOPAL (DIN: 07295878), EXECUTIVE DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to provisions of Section 196, 197 and 203 read with schedule V and all other applicable provisions, if any, of the Companies Act 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in terms of the recommendation of the Nomination and Remuneration Committee, Mr. Atul Poopal (DIN: 07295878), Executive Director of the Company be paid a remuneration of Rs. 1,25,00,000/- (Rupees One Crore Twenty Five Lakhs Only) p.a. or 0.5% of the Net Profit whichever is higher with effect from 1st April, 2017.

**RESOLVED FURTHER THAT** all other terms and conditions of appointment of Mr. Atul Poopal as approved earlier by the Members at the time of his appointment, shall remain unchanged.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, the remuneration shall be governed by Section II of Part II of Schedule V of the Act or any statutory modification thereof and the same shall be treated as the minimum remuneration payable to the Executive Director.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all necessary acts, deeds, matters and things, which may be usual, expedient or proper to give effect to this resolution.”

**5. APPROVAL FOR REVISION IN REMUNERATION OF MS. RACHANA HINGARAJIA, COMPANY SECRETARY AND WOMAN DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to applicable provisions, if any, of the Companies Act 2013 (“the Act”) (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in terms of the recommendation of the Nomination and Remuneration Committee, Ms. Rachana Hingarajia, Company Secretary also a Woman Director be paid a remuneration of Rs.27,50,000/- (Rupees Twenty Seven Lakh Fifty Thousand Only) p.a. with effect from 1st April, 2017.

**RESOLVED FURTHER THAT** all other terms and conditions of appointment of Ms. Hingarajia as approved earlier at the time of her appointment, shall remain unchanged.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all necessary acts, deeds, matters and things, which may be usual, expedient or proper to give effect to this resolution.”

**For Sunteck Realty Limited**

**Sd/-  
Rachana Hingarajia  
Company Secretary**

**Mumbai, May 26, 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 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, May 19, 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, May 19, 2017.
4. The Postal Ballot Notice is being sent to the Members in electronic form to those members who have registered email addresses with their 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, May 19, 2017 is entitled to exercise his vote through E-voting/Postal Ballot.
5. The Board of Directors has appointed Mr. Nitul Gosrani of Nitul Gosrani & Associates, Practicing Company Secretaries, 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 [csnitulgosrani@gmail.com](mailto:csnitulgosrani@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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 Saturday June 3, 2017 at 9.00 a.m and ends on Monday , July 3, 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, Mr. Nitul Gosrani & Associates, Practicing Company Secretaries 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 Monday, July 3, 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 Tuesday, July 4, 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. Monday, July 3, 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 post 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 order to augment additional capital requirements of the Company for its growth and expansion over the next few years, it is necessary for the Company to have funds as and when the window of opportunity arises. The Company, therefore, proposes to raise further capital from the domestic and international markets in one or more tranches from time to time. The Board shall utilize the proceeds to exploit the opportunities in existing businesses and/or explore the scope of any new business opportunities including business acquisitions, capital expenditures, financing new business initiatives, meeting additional working capital requirements arising out of growth in operations, investment in/ loans/ advances to subsidiaries/ joint ventures/ associates and for other general corporate purposes.

The resolution in accompanying Notice proposes to create, issue, offer and allot equity shares, Fully / Partly / Optionally Convertible Debentures/Preference shares and/or securities linked to equity shares and/or convertible securities including but not limited to Global Depository Receipts (GDRs) and/or American Depository Receipts (ADRs), Foreign Currency Convertible Bonds (FCCBs), partly or fully paid-up equity/debt instruments as allowed under SEBI (ICDR) Regulations, (hereinafter referred to as "Securities") for an aggregate amount not exceeding Rs. 2,000 Crore (Rupees Two Thousand Crore Only) or equivalent thereof, wherein amount not exceeding Rs. 1350,00,00,000 (Rupees One Thousand Three Hundred and Fifty Crore only) shall be for issue of Non- Convertible Debentures Crores inclusive of premium, in the course of domestic/ international offerings. Such

securities are proposed to be issued to eligible person including but not limited to resident investors and foreign investors (whether individuals, mutual funds, incorporated bodies, institutions or otherwise), Foreign Financial Institutions and other Qualified Institutional Buyers etc.

The proposed Special Resolution seeks the enabling authorization of the Members to the Board of Directors without the need of any further approval from the Members to undertake to issue securities in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements), Regulation, 2009 as amended from time to time (the "SEBI Regulations"). Pursuant to the above, the Board may, in one or more tranches, issue and allot Equity Shares in the form of follow-On Public Offer (FPO), Global Depository Receipts (GDRs), and/or American Depository Receipts (ADRs), and/ or External Commercial Borrowings (ECBs) with rights of conversion into shares, and/ or Foreign Currency Convertible Bonds (FCCBs) and/or Optionally or Compulsorily Convertible Redeemable Preference Shares (OCPS/CCPS) convertible into Equity Shares of the Company with voting rights or with differential rights as to voting, dividend or otherwise.

The said allotment by the Board of Directors ('Board') shall be subject to the provisions of the SEBI Regulations (as amended from time to time) including the pricing, which shall be calculated in accordance with the provisions of the SEBI Regulations in consultation with the Merchant Banker.

The relevant date for the determination of applicable price for the issue of the Securities shall be as per the SEBI Regulation which in case of allotment of equity shares will be the date of the meeting in which the board of directors or the committee of directors decides to open the proposed issue and in case of securities which are convertible into or exchangeable with equity shares at a later date will be either the date of the meeting in which the board of directors or the committee of directors decides to open the proposed issue of convertible securities or date on which the holder of such securities becomes entitled to apply for the said equity shares as the case may be. For reasons aforesaid, an enabling resolution is therefore proposed to be passed to give adequate flexibility and discretion to the Board to finalize the terms of the issue. The securities issued pursuant to the offering would be listed on the Stock Exchanges on which the Company is listed.

The offerings of the Securities may require appointment of Merchant Bankers, Underwriters, Legal Advisors and Experts or such other Authority or Authorities to advise the Company especially in relation to the pricing of the Securities. The detailed terms and conditions of the Issue as and when made will be determined in consultation with the Merchant Bankers, Lead Managers, Advisors, Underwriters and other Experts in accordance with the terms of approval of the Government of India, Reserve Bank of India, SEBI and such other authorities as may be required.

Section 42, 62(1)(c) of the Companies Act, 2013, provides, inter alia, that where it is proposed to increase the Subscribed Share Capital of the Company by allotment of further shares, such further shares shall be offered to the persons who at the date of the offer are holders of the Equity Shares of the Company, in proportion to the capital paid up on those shares as of that date unless the shareholders decide otherwise by way of a Special Resolution. The Listing Agreements executed by the Company with various Stock Exchanges also provide that the Company shall issue or offer in the first instance all Securities to the existing equity shareholders of the Company unless the shareholders decide otherwise.

The proposed Special Resolution gives (a) adequate flexibility and discretion to the Board to finalise the terms of the issue, in consultation with the Lead Managers, Underwriters, Legal Advisors and Experts or such other authority or authorities as required to be consulted including in relation to the pricing of the issue in accordance with the normal practice and (b) powers to issue and market any securities issued including the power to issue such Securities in such tranche or tranches.

Accordingly, the consent of the Members is being sought, pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013, and SEBI (ICDR) Regulations, and in terms of the provisions of the Listing Agreements, as amended from time to time, to issue and allot securities as stated in the Special Resolution.

The Board of Directors of the Company believes that the proposed issue is in the interest of the Company and hence, recommends the resolution for the approval of the Shareholders by way of Special Resolution.

## **Item No. 2:**

The Board of Directors of the Company has appointed Mr. Desh Raj Dogra (DIN: 00226775), as an Additional Director w.e.f. 26th May, 2017 under Section 161(1) of the Companies Act, 2013 to hold office till the ensuing Annual General Meeting of the Company.

Mr. Desh Raj Dogra is proposed to be appointed as an Independent Director pursuant to the requirement of the Companies Act, 2013, for a term of 5 years and during this term he shall not be liable to retire by rotation.

The Company has received declaration from Mr. Desh Raj Dogra (DIN: 00226775) stating that he meets with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013. In the opinion of the Board, he fulfills the conditions specified in the said Act for appointment as an Independent Director of the Company.

The Board, therefore recommends his appointment in the capacity of Non-Executive Independent Director as his areas of expertise in banking and Credit Rating will immensely benefit the Company. The Brief profile of Mr. Dogra is annexed to this notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Director for his respective appointment, are in any way concerned or interested in this proposed resolution.

The Board recommends the Resolution as set out at item no. 2 of the Notice for approval of the members by Ordinary resolution

**Item No. 3:**

Pursuant to the recommendation received from Nomination and Remuneration Committee, it is proposed to increase the limit of remuneration being paid to Chairman & Managing Director w.e.f. 1st April, 2017 for the financial year 2017-18 i.e. Rs.2,00,00,000/- (Two Crores Only) p.a. or 2% of the Net Profits of the Company whichever is higher. Further, there are no changes in the perquisites or other allowances payable to him.

The aggregate of the remuneration as aforesaid shall be within the maximum limit as laid down under provisions of Section 197, 203 and other applicable provisions, if any, of the Companies Act 2013 ("the Act") read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, with liberty to the Board of Directors to alter and vary the terms and conditions as may be agreed to between the Board of Directors and the Managing Director.

Mr. Kamal Khetan and his relatives shall be deemed to be concerned or interested in this resolution. None of the other Directors or Key Managerial Personnel are interested in this resolution.

The resolution as set out in Item no. 3 of this Notice is accordingly recommended for the approval by the members as Ordinary Resolution.

**Item No. 4:**

Pursuant to the recommendation received from Nomination and Remuneration Committee, it is proposed to increase the limit of remuneration being paid to Mr. Atul Poopal w.e.f. 1st April, 2017 i.e. for the financial year 2017-18 i.e. Rs.1,25,00,000/- (Rupees One Crore Twenty Five Lakhs Only) p.a. or 0.5% of the Net Profits of the Company whichever is higher. Further, there are no changes in the perquisites or other allowances payable to him.

The aggregate of the remuneration as aforesaid shall be within the maximum limit as laid down under provisions of Section 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, with liberty to the Board of Directors to alter and vary the terms and conditions as may be agreed to between the Board of Directors and the Executive Director.

Mr. Atul Poopal and his relatives shall be deemed to be concerned or interested in this resolution. None of the other Directors or Key Managerial Personnel are interested in this resolution.

The Board recommends the resolution for the approval of the Shareholders by way of Ordinary Resolution.

**Item No. 5:**

As per the recommendation of Nomination and Remuneration Committee, it is proposed to increase the remuneration being paid to Ms. Rachana Hingarajia, Company Secretary also a Woman Director to Rs. 27,50,000/- (Rupees Twenty Seven Lakhs Fifty Thousand Only) p.a. with effect from 1st April, 2017.

Ms. Rachana Hingarajia and her relatives shall be deemed to be concerned or interested in this resolution. None of the other Directors or Key Managerial Personnel are interested in this resolution.

The Board recommends the resolution for the approval of the Shareholders by way of Ordinary Resolution.

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

**Sd/-  
Rachana Hingarajia  
Company Secretary**

**Mumbai, May 26, 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](http://www.sunteckindia.com)  
E-mail: [cosec@sunteckindia.com](mailto:cosec@sunteckindia.com)

**Additional information on director recommended for appointment required under Clause 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Name of Director	Mr. Desh Raj Dogra
Date of Birth	21st September, 1954
DIN	00226775
Date of Appointment on the Board	May 26, 2017
Qualifications	Master's Degree in agriculture from Himachal Pradesh University and MBA Finance from University of Delhi and Certified Associate of the Indian Institute of Bankers
Expertise in specific functional areas	Expertise in banking and Credit Rating
Profile	<p>Mr. Dogra holds a Master's Degree in agriculture from Himachal Pradesh University and MBA Finance from University of Delhi. He is also a Certified Associate of the Indian Institute of Bankers.</p> <p>Mr. Desh Raj Dogra has been Managing Director and Chief Executive Officer of CARE Ratings for the last 8 years and associated with CARE ratings since 1993 and he has a rich experience of over 39 years of experience in the financial sector especially in areas of banking and credit rating. Under his leadership, CARE has acquired Kalypto Risk Technologies, opened its first global office in the Republic of Maldives, forged ties with other global rating agencies to create a global rating agency, ARC Ratings. He started his career in financial sector by joining Dena Bank in 1978 and in a career spanning 15 years acquired expertise in various facets of banking. He is a public interest Director on Metropolitan Stock Exchange of India Limited, Member of Maharashtra State Council of FICCI and member of the Task Force for Development of Common Rating Mechanism for MSME.</p> <p>Mr. Dogra has been a prolific speaker at various seminars held by CII, ASSOCHAM and FICCI in management colleges and quoted in many publications. He has made presentations at various Forum of ACRAA (Association of Credit Rating Agencies in Asia) and seminars in Cologne- Germany, Algarve - Portugal, Berlin, Durban, among others. He has been awarded with prestigious awards like 'IPE Institute of Public Enterprises, Hyderabad (IPE) Corporate Excellence Award', IPE BFSI Leader Award, and 'Fastest Growing Indian Company Excellence Award'.</p>
Directorship held in other listed companies	<ol style="list-style-type: none"> <li>1. Welspun Corp Limited</li> <li>2. Mercator Limited</li> <li>3. Capri Global Copital Limited</li> <li>4. G R Infraprojects Limited</li> <li>5. S Chand and Company Limited</li> </ol>
Shareholding in the Company	NIL
Chairmanship/Membership of the Committees (Audit and Stakeholders' Relationship Committee) in other listed Companies	<ol style="list-style-type: none"> <li>1. Mercator Limited - Member of Audit Committlee</li> <li>2. S Chand and Company Limited - Chairman of Audit committee</li> </ol>
Disclosure of relationships between directors inter se	There is no inter se relationship between the Board of Directors of the Company.



**SUNTECK REALTY LIMITED**

Registered Office: 5<sup>th</sup> Floor, Sunteck Centre, 37-40, Subhash Road, Vile Parle (East), Mumbai 400057 **CIN:** L32100MH1981PLC025346  
**Tel No.:** 022-42877800, **Fax No:** 022-42877890, **website:** [www.sunteckindia.com](http://www.sunteckindia.com); Email add: [cosec@sunteckindia.com](mailto: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 hold shares in demat form)	
Number of shares held	

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

<b>Item No.</b>	<b>Description</b>	<b>Type of Resolution</b>	<b>No. of shares held</b>	<b>I/We assent to the Resolution (FOR)</b>	<b>I/We dissent from the Resolution (AGAINST)</b>
1	Approval for raising of funds by way of further issue of Securities	Special Resolution			
2	Appointment of Mr. Desh Raj Dogra (DIN:00226775) as an Independent Director of the Company	Ordinary Resolution			
3	Approval for revision in remuneration of Mr. Kamal Khetan (DIN: 00017527), Chairman and Managing Director of the Company	Ordinary Resolution			
4	Approval for revision in remuneration of Mr. Atul Poopal (DIN: 07295878), Executive Director of the Company	Ordinary Resolution			
5	Approval for revision in remuneration of Ms. Rachana Hingarajia, Company Secretary and Woman Director of the Company	Ordinary Resolution			

Place:

Date:

\_\_\_\_\_  
Signature of the Shareholder / Beneficial Owner

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

**ELECTRONIC VOTING PARTICULARS**

<b>EVEN (E-Voting Event Number)</b>	<b>USER ID</b>	<b>*DEFAULT PAN/PASSWORD</b>

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

## INSTRUCTIONS

1. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, assent or dissent of the members in respect of the Resolutions contained in the Postal Ballot Notice is being sought through Postal Ballot process.
2. Members desiring to cast their vote by Postal Ballot Form should complete and sign this Postal Ballot Form and send it to the Scrutinizer, Mr. Nitul Gosrani of Nitul Gosrani & Associates, Practicing Company Secretaries at Link Intime India Private Limited C-101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai-400 083 in the enclosed self-addressed postage pre-paid Business Reply Envelope. Postage will be borne and paid by the Company. However, envelope containing postal ballot, if sent by courier at the expense of the Registered Shareholder will also be accepted.
3. Shareholders can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case the member has exercised the vote in physical as well as electronic mode, the vote by electronic mode only will be considered.
4. The self-addressed postage pre-paid Business Reply Envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
5. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company) by the first named shareholder and in his/her absence, by the next named shareholder. A Member may sign the Postal Ballot Form through an attorney; in such case certified true copy of the Power of Attorney should be attached to the Postal Ballot Form.
6. A member has to convey his/her assent or dissent in the Postal Ballot Form only. Assent or dissent to the proposed resolutions may be recorded by placing a tick mark (✓) in the appropriate column.
7. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed Postal Ballot Form will be rejected. The Postal Ballot shall not be exercised by a Proxy.
8. The envelopes containing the Postal Ballot should reach the Scrutinizer not later than the close of working hours i.e. 6.30 p.m. on Monday, July 3, 2017. A Postal Ballot Form received after this date and time will be strictly treated as if the reply from the member has not been received.
9. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in Point no.8 above.
10. In case of shares held by companies, trusts, societies etc. a duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution / Authority together with the specimen signature(s) of the duly Authorised signatory/ies.
11. A Member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.
12. Voting rights shall be reckoned on the paid up value of shares registered in the name of shareholder as on Friday, May 19, 2017.
13. The Voting period commences on and from Saturday, June 3, 2017 (9.00 a.m.) and ends on Monday, July 3, 2017 at 5.00 pm.
14. Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope in as much as all such envelope will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
15. The Resolutions, if assented by requisite majority, shall be considered as passed on Tuesday, July 4, 2017 (i.e. the date of Declaration of the Postal Ballot Result).
16. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
17. Members are requested to refer to the Postal Ballot notice and notes thereto, for detailed instructions with respect to electronic voting.