PURAVANKARA®

22.09.2016

General Manager – DCS,
Listing Operations-Corporate Services Dept.
BSE Ltd.
1st Floor, New Trading Ring, **Stock Code: 532891**
Rotunda Building, 'P J. Towers,
Dalal Street, Fort, **Mumbai 400 001.** corp.relations@bseindia.com

The Manager,
Listing Department,
National Stock Exchange of India Ltd., **Stock Code: PURVA**
Exchange Plaza, 5th Floor, Plot No. C/1, cc_nse@nse.co.in
G Block, Bandra-Kurla Complex, Bandra (E),
Mumbai 400 051.

Dear Sir / Madam,

Sub: Postal Ballot Notice dated September 21, 2016

Ref: Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

We wish to inform you that the Postal Ballot Notice dated September 21, 2016, has been issued by the Company, with the following items of business to seek approval of the members. The draft of Postal Ballot Notice was approved by the Board of Directors at their meeting held on September 8, 2016. Pursuant to regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the Postal Ballot notice dated September 21, 2016, and the Postal Ballot form:

ITEM NO.	DESCRIPTION
1.	**Special Resolution** under Section 62(3) of the Companies Act, 2013, to ratify the terms of facility availed by the Company from Standard Chartered Bank.
2.	**Special Resolution** under Section 180(1)(a) of the Companies Act, 2013, to fix the borrowing powers of the Board up to Rs. 3,500 crores.
3.	**Special Resolution** under Section 180(1)(a) of the Companies Act, 2013, to grant approval for creation of charge / mortgage on the assets of the company.
4.	**Special Resolution** under Section 42, 71 of the Companies Act, 2013, to issue non-convertible debentures on a private placement basis.
5.	**Special Resolution** under Section 62(3) of the Companies Act, 2013, to accept terms of conversion in relation to loans/ debentures.
6.	**Special Resolution** under Section 4, 13 of the Companies Act, 2013, to change the name of the Company.

The Postal Ballot notice dated September 21, 2016 and the Postal Ballot form are being sent to shareholders whose names appear on the Register of Members on the cut-off date, September 16, 2016, and the documents have been uploaded on the website of the company www.puravankara.com as per the following details.

http://www.puravankara.com/pages/Notice_of_AGM__EGM__Postal_Ballot_Sep2016

Kindly take the same on record.

Thanking you,

Yours sincerely

For PURAVANKARA PROJECTS LIMITED

Bindu

Bindu D.
Company Secretary
M.N. 23290

PURAVANKARA

Puravankara Projects Limited
Regd. Office: #130/1, Ulsoor Road, Bengaluru 560 042,
Telephone: +91 80 25599000/ 43439999, Fax No. +918025599350,
Website:www.puravankara.com, Email:investors@puravankara.com,
CIN No.L45200KA1986PLC051571.

NOTICE OF VOTING THROUGH POSTAL BALLOT
(Pursuant to Section 110 of the Companies Act, 2013)

To

The Members of Puravankara Projects Limited

NOTICE is hereby given, pursuant to **Section 110** of the Companies Act, 2013 and other applicable provisions if any of the Companies Act, 2013 ("**Act**") read with **Rule 22** of The Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to other applicable laws and regulations, if any, that the resolutions appended below are proposed to be passed by the Members through **Postal Ballot,** which **includes E-Voting (voting by electronic means)**.The explanatory statement pertaining to the aforesaid resolution setting out the material fact concerning item and the reason thereof is annexed hereto with the Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. Nagendra D. Rao, Practicing Company Secretary as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 17:00 Hours IST on 27 October, 2016 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically. The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots (including e-voting).The results shall be declared on October 28, 2016 and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and would also be displayed on the Company's website at ***www.puravankara.com***

Resolution No. 1

To ratify the terms of facility availed by the Company from Standard Chartered Bank and in this regard to consider and if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION:**

> "**RESOLVED THAT** in accordance with (a) the provisions of Section 62(3) of the Companies Act, 2013 and other applicable provisions and the rules issued thereunder and applicable provisions, if any, of the Companies Act, 1956; (b) the extant regulations of the Reserve Bank of India, including vide circular no. BR.BP.BC.No.101/21.04.132/2014-15 dated June 8, 2015 (as amended or supplemented or replaced from time to time); (c) the Memorandum of Association and Articles of Association of the Company; and

(d) applicable regulations, and in connection with the facilities not exceeding Rs.150 crores ("**Facilities**") from Standard Chartered Bank and other banks and financial institutions ("**Lenders**") pursuant to the term loan agreement dated August 4, 2016 ("**Term Loan Agreement**"), , the Company hereby ratifies and accords consent to the Board of Directors (hereinafter referred to as 'Board' which term shall include a Committee thereof authorised for the purpose, if any), to the grant of the option to each of the Lenders to convert the whole or part of the outstanding of any of the Facilities (whether then due and/or payable or not), into fully paid up equity shares of the Company, on the terms and conditions contained in each of the financing documents and subject to applicable law, and in the manner specified in a notice in writing to be given by the Lenders (as the context requires) to the Company (hereinafter referred to as the "**Notice of Conversion**") and in accordance with the following conditions:

(a) the conversion right reserved as aforesaid may be exercised either jointly or severally by the Lenders, upon the occurrence of a default under the financing documents or as permitted under applicable law on one or more occasions until the date on which all obligations relating to the Facilities are satisfied in accordance with the Term Loan Agreement;

(b) on receipt of the Notice of Conversion, the Company shall allot and issue the requisite number of fully paid-up equity shares to the respective Lenders or such other person(s) identified by the respective Lenders, as from the date of conversion and each of the respective Lenders shall accept the same in satisfaction of the part of the loans so converted;

(c) upon such conversion the part of the Facilities so converted shall cease to carry interest as from the date of conversion and the repayment installments of the Facilities shall stand reduced proportionately by the amounts of the Facilities so converted;

(d) the equity shares so allotted and issued to the Lender/s or such other person(s) identified by Lenders, shall carry from the date of conversion, the right to receive proportionately, the dividends and other distributions declared or to be declared in respect of the equity capital of the Company;

(e) the equity shares so allotted shall rank *pari passu* with the existing equity shares of the Company in all respects;

(f) the Company shall, at all times, maintain sufficient un-issued authorized equity shares for the above purpose; and

(g) in the event that any of the Lenders exercise the conversion right as aforesaid, the Company shall, at its own cost, get the shares thus issued listed with such stock exchanges as may be prescribed by the said Lender (or by the person(s) identified by the said Lender) and for the said purpose the Company to do all such acts and things as may be necessary to give effect to this resolution."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue, offer and allot such number of equity shares to the Lenders on terms and conditions as provided in the financing documents for conversion of the said Facilities."

"**RESOLVED FURTHER THAT** the terms of (i) the financing documents; and (ii) all other documents required in connection with the Facilities and the transactions contemplated therein, be and are hereby approved by the Company."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by any of the Lenders, arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to the above resolution."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares and listing of the shares on conversion with the stock exchange(s), to dematerialize the equity shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"**RESOLVED FURTHER THAT** subject to applicable law, the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any one or more Directors of the Company, with power to delegate to any officer of the Company, to give effect to this resolution."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this resolution."

Resolution No. 2

To fix the borrowing powers of the Board up to Rs. 3,500 crores and in this regard to consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as 'Board' which term shall include a Committee thereof authorised for the purpose), in terms of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, and subject to such approvals, consents, sanctions and permissions, as may be necessary, to borrow from Bank(s), Public Financial Institution(s), Companies, Trust(s), Mutual Fund(s), Other investing agencies and Trustee(s) for the holders of debentures / bonds / other instruments, Body Corporate(s), Agent(s), Any other lender(s), ['Lending Entities'], any sum or sums or monies from time to time, notwithstanding that the monies so borrowed together with the monies already borrowed by the Company, if any, (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), may exceed the aggregate of the Paid-up Capital of the Company and its Free Reserves, that is to say, Reserves not set apart for any specific purposes, provided however, that the total amount of monies so borrowed shall not exceed Rs. 3,500 Crores (Rupees Three Thousand and Five Hundred Crores only), at any one time."

Resolution No. 3

To grant approval for creation of charge / mortgage on the assets of the company and in this regard to consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT in continuation of the Ordinary Resolution passed at the Extra-Ordinary General Meeting held on 23.12.2006, by the Members of the Company under Section 293 (1)(a) of Companies Act ,1956, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as 'Board' which term shall include a Committee thereof authorised for the purpose), in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, and subject to such approvals, consents, sanctions and permissions, as may be necessary, to create Mortgage and / or Charge and / or Hypothecation and / or other Encumbrances, on the immovable and movable properties of the Company, if any (in addition to the existing Mortgage, Charge, Hypothecations created by the Company), on such immovable and movable properties of the Company, wheresoever situated, present

and future and/ or conferring power to enter upon and take possession of the assets of the Company in certain events, to or in favour of Bank(s), Public Financial Institution(s), Companies, Trust(s), Mutual Fund(s), Other investing agencies and Trustee(s) for the holders of debentures / bonds / other instruments, Body Corporate(s), Agent(s), any other lender(s), ['Lending Entities'], for securing against the borrowings up to Rs. 3,500 Crores (Rupees Three Thousand Five Hundred Crores Only), lent and advanced/ agreed to be lent and advanced by such Lending Entities to the Company / its wholly-owned Subsidiaries / Associate Companies, subject to the limits approved under Section 180(1)(c)of the Companies Act, 2013, together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption guarantee commission, remuneration payable with regards to such borrowings.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise with Lending Entities, such documents as may be required for creating aforesaid Mortgage and / or Charge, or any other Encumbrances and to execute the Documents, Letters, Papers, Undertakings and such other Agreements including amendments thereto from time to time, as it may, in its absolute discretion, consider necessary, expedient including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company."

Resolution No. 4

To issue non-convertible debentures on a private placement basis and in this regard to consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"**RESOLVED THAT** in accordance with the provisions of Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendments thereto or re-enactment thereof, for the time being in force) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, if any, and any other law for the time being in force and the provisions in the Memorandum and Articles of Association of the Company, the guidelines issued by the Securities and Exchange Board of India ("SEBI"), the Listing Agreements entered into by the Company with the respective stock exchanges and subject to the approval, permissions and sanctions of the lenders of the Company, SEBI, stock exchanges, Reserve Bank of India ("RBI"), the Foreign Investment Promotion Board ("FIPB"), Government of India and other concerned authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company to offer or invite subscription for secured redeemable Non-convertible Debentures in one or more series or tranches, aggregating up to Rs. 1,500 Crores (Rupees One Thousand Five Hundred Crores Only), during a period of 1(One) Year from the date of passing of this Resolution and within the overall borrowing limits of the Company, as approved by the Members, from time to time,on a Private Placement basis, on such terms and conditions as the Board of Directors may, from time to time, determine and consider proper and beneficial to the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Members hereby authorise the Board of Directors to do all such acts, deeds, matters and things, settle all question, difficulties or doubts that may arise in regard to the issue or allotment of such Debentures, utilisation of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit without being required to seek any further consent or approval of the Members or otherwise."

Resolution No. 5

To accept terms of conversion in relation to loans/ debentures and in this regard to consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"**RESOLVED THAT** in accordance with (a) the provisions of Section 62(3) of the Companies Act, 2013

and other applicable provisions and the rules issued thereunder and applicable provisions, if any, of the Companies Act, 1956; (b) the extant regulations of the Reserve Bank of India, including vide circular no. DBR.BP.BC.No.101/21.04.132/2014-15 dated June 8, 2015 (as amended or supplemented or replaced from time to time); (c) the Memorandum of Association and Articles of Association of the Company; and (d) applicable regulations, the consent of the Company be and is hereby accorded to the Board (hereinafter referred to as 'Board' which term shall include a Committee thereof authorised for the purpose) to accept the terms of issue of debentures or terms of loans or borrowings from banks, financial institutions, non-banking financial companies and subject to the limits under section 180(1)(c), containing an option to convert such debentures or loans or borrowings into shares of the Company, subject to applicable law and subject to all or any of the following conditions:

(a) the conversion right reserved as aforesaid may be exercised either jointly or severally by the lenders/ debentureholders of the Company, upon the occurrence of a default under the relevant terms of issue/ financing documentson one or more occasions;

(b) on receipt of the notice of conversion, the Company shall allot and issue the requisite number of fully paid-up equity shares to the respective lenders/ debentureholders, as from the date of conversion and each of the respective lenders shall accept the same in satisfaction of the part of the loans/ debentures so converted;

(c) upon such conversion, the part of any loan/ debentures so converted, shall cease to carry interest as from the date of conversion;

(d) upon such conversion, the repayment installments of the relevant loan/ debentures shall stand reduced proportionately by the amounts of the loan/ debentures so converted;

(e) the equity shares so allotted and issued to the lenders/ debentureholders shall carry from the date of conversion, the right to receive proportionately, the dividends and other distributions declared or to be declared in respect of the equity capital of the Company;

(f) the equity shares so allotted shall rank paripassu with the existing equity shares of the Company in all respects.

(g) the Company shall, at all times, maintain sufficient un-issued authorized equity shares for the above purpose; and

(h) in the event that any of the lenders/ debentureholders exercise the conversion right as aforesaid, the Company shall, at its own cost, get the shares thus issued listed with such stock exchanges as may be prescribed by the said lenders/ debentureholdersand for the said purpose the Company to do all such acts and things as may be necessary to give effect to this resolution."

"**RESOLVED FURTHER THAT** the Board be and are hereby authorized to issue, offer and allot such number of equity shares to the lenders on terms and conditions as provided in the financing documents for conversion of the said facilities."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid equity shares and listing of the shares on conversion with the stock exchange(s), to dematerialize the equity shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"**RESOLVED FURTHER THAT** subject to applicable law, the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any one or more Directors of the Company, with power to delegate to any officer of the Company, to give effect to this resolution."

"**RESOLVED FURTHER THAT**, the Board be and is hereby authorized to do and perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this resolution."

Resolution No. 6

To change the name of the Company and in this regard to consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to Sections 4, 13 and other applicable provisions if any, of the Companies Act, 2013 and rules made there under and other applicable enactments, as amended from time to time and subject to the approval of the Central Government, the Members of the Company hereby accord approval for changing the name of the Company from 'PURAVANKARA PROJECTS LIMITED' TO 'PURAVANKARA LIMITED'.

RESOLVED FURTHER THAT subject to the approval of the Registrar of Companies, Clause I of the Memorandum of Association be and is hereby substituted with the following:

"I. The name of the Company is ''PURAVANKARA LIMITED'.

RESOLVED FURTHER THAT upon the change of name of the Company becoming effective, the name 'PURAVANKARA PROJECTS LIMITED' wherever it occurs in the Memorandum and Articles of Association be substituted by the name 'PURAVANKARA LIMITED'.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to make necessary application(s) with the Central Government/ Registrar of Companies, Karnataka for seeking their approval to change the name of the Company and to do all such acts, deeds and things as may be deemed expedient and necessary in their absolute discretion to give effect to this resolution."

BY ORDER OF THE BOARD OF DIRECTORS
FOR PURAVANKARA PROJECTS LIMITED

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NANI R. CHOKSEY
JOINT MANAGING DIRECTOR
DIN : 0504555

Bengaluru
September 21, 2016

NOTES:

1. The explanatory statement as required under Section 102(1) of the Companies Act, 2013, is annexed to this notice.

Pursuant to section 110 (1) (a) an item of business under section 180(1)(a) shall be transacted only by means of voting through postal ballot and not at a General Meeting. The matter in reference relates to business item no. 3 of this Notice. As business items no. 2 & 4 are associated with item no. 3, it was deemed appropriate to include the same in this Notice of Postal Ballot. Also item no. 5 for issue of non-convertible debentures is related to item no. 2. Item no. 1 relates to the current borrowing by the Company and hence has been grouped with the aforementioned matters.

Reserve Bank of India, issued circular no. DBR.BP.BC.No.101/21.04.132/2014-15 on June 8, 2015, stating that Lenders shall include as part of the terms of lending the condition to seek conversion of the loan/ borrowing into equity shares of the Company. The Company hereby seek approval of the shareholders and to enable the Company to accept such terms of borrowing.

The Board of Directors at their meeting held on September 1, 2016, proposed to change the name of the Company, which was further to the date of the notice of Annual General Meeting.

The aforementioned matters have necessitated this notice of Postal Ballot.

Notice & Cut-off date

2. This Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners, as on **16.09.2016** (**Cut-off date**).The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the said date.

3. The Scrutinizer will submit his Report on the E-Voting & Postal Ballot process, addressed to the Chairman/ Managing Director / Joint Managing Director / Whole time Director of the Company / to any person authorised by any of them, after completion of scrutiny of Postal Ballot in a fair and transparent manner. The results of the E-Voting & Postal Ballot will be announced on or before 6.00 p.m. IST on Saturday **28.10.2016** at the Registered Office of the Company and communicated to the BSE Limited, National Stock Exchange of India Limited (where the Company's shares are listed). The results declared along with the Scrutinizer's Report shall be placed on the Company's website ***www.puravankara.com*** and on the website of NSDL immediately on declaration of results. The Resolutions will be taken as passed effectively on the date of declaration of the Result by the Chairman/ Managing Director / Joint Managing Director/ Whole time Director of the Company and in their absence by the Company Secretary of the Company.

Electronic Voting (E-voting)

4. In compliance with provisions of Section 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer E-Voting facility, as an alternate, to all the Members of the Company. For this purpose, the Company has entered into an agreement with National Security Depository Limited (**NSDL**) for facilitating E-Voting to enable the Members to cast their votes electronically, instead of dispatching Postal Ballot Form. **E-Voting is optional.** The said E-Voting facility shall be available during the following period:

Commencement of E-Voting	**From 9.00 A.M (IST), 28.09.2016**
End of E-Voting	**Upto 5.00 P.M (IST), 27.10.2016**

E Voting shall not be allowed beyond the End time as stated above as the same would be disabled by NSDL thereafter.

STEPS FOR E-VOTING

(I). IN CASE OF SHAREHOLDERS RECEIVING INTIMATION BY E-MAIL FROM NSDL AND OPTING TO VOTE THROUGH E-VOTING PROCESS:

a) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

b) Open the internet browser and type the following URL: **https://www.evoting.nsdl.com**

c) Click on **Shareholder-Login**

d) If you are already registered with NSDL for e-voting, then you can use your existing User ID and Password for Login.

e) If you are logging in for the first time, please enter the **User ID** and **Password** provided in this document.

f) The **Password Change Menu** will appear on your screen. Change to a new Password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of the two. Please take utmost care to keep your Password confidential.

g) Once the E-Voting home page opens, click on **e-Voting > Active Voting Cycles.**

h) Select the **EVEN (E-Voting Event Number)** of Puravankara Projects Limited (the number is provided in this document). Once you enter the number, the **Cast Vote** page will open. Now you are ready for E-Voting.

i) Cast your vote by selecting your favoured option and click **Submit**. Also click **Confirm** when prompted. Please note that once your vote is cast on the selected resolution, it cannot be modified.

j) Institutional shareholders (i.e. members other than individuals, HUF, NRIs, etc.) are required to send a scanned copy (PDF / JPG format) of the relevant board resolution / authority letter, etc., together with the attested specimen signature(s) of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer via email at : **nagendradrao@gmail.com**, with a copy marked to **evoting@nsdl.co.in.**

k) In case of any queries, please refer to the **Frequently Asked Questions (FAQs)** for members and the **e-voting user manual** for members available in the 'Downloads' section of **https://www.evoting.nsdl.com.** You can also mail your queries to NSDL by sending an email to **evoting@nsdl.co.in.**

l) If you are already registered with NSDL for E-Voting then you can use your existing user ID and password for casting your vote.

m) 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).

(II) IN CASE OF SHAREHOLDERS RECEIVING POSTAL BALLOT FORM BY POST AND OPTING TO VOTE THROUGH E-VOTING PROCESS:

(a) Initial password is provided at the bottom of the enclosed Postal Ballot Form in the following format:

EVEN (E-VOTING EVENT NUMBER)	USER ID	PASSWORD

(b) Please follow all steps from Sl. No. 5 (I) (a) to Sl. No. 5 (I) (l) above, to cast your vote.

Postal Ballot

As per Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Members who have registered their e-mail IDs with depositories are being sent this Notice of Postal Ballot by e-mail and the Members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical Form through post/ courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can download the same from the link www.evoting.nsdl.com (or) http://www.puravankara.com/pages/Notice_of_AGM__EGM__Postal_Ballot_Sep2016 (or) seek duplicate Postal Ballot Form, from the Company, fill in the details and send the same to the Scrutinizer.

5. Members desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so as to reach the Scrutinizer on or before 05.00 p.m on **27.10.2016**. The postage cost will be borne by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/ speed post at the expense of the member will also be accepted.

6. **Kindly note that the Members can opt for only one Mode of voting (i.e., either by Physical Ballot (or) E-Voting). If members are opting for E-Voting, then they should not vote through Postal Ballot mechanism (or) vice versa. However, in case Members cast their vote by Postal Ballot AND also by E-Voting, then voting carried out through E-Voting shall prevail&voting carried out through Postal Ballot will be treated as INVALID.**

7. In cases where the Postal Ballot Form has been signed by an Authorised Representative of a Body Corporate, certified true copy of the relevant authorisation to vote on the Postal Ballot should accompany the Postal Ballot Form.

8. The Postal Ballot Forms received **after 05:00 p.m of 27.10.2016** will be treated as if reply from the Member(s) has not been received.

9. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during business hours on all working days, up to the date of announcement of result of the Postal Ballot.

10. The Board of Directors have appointed Managing Director / Joint Managing Director /Whole-time Director/ Chief Financial Officer / Company Secretary of the Company as the persons responsible for the entire E-Voting & Postal Ballot process.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Resolution No. 1

The Company has availed loan facility of Rs.150 crores from Standard Chartered Bank in connection with Purva Windermere Project and Purva Summit Project. The facility was availed pursuant to the resolution of the shareholder under section 180(1)(c) vide postal ballot dated October 14, 2014.

One of the terms of the facility is to grant option to each of the Lenders to convert the whole or part of the outstanding of any of the Facilities (whether then due and/or payable or not), into fully paid up equity shares of the Company, on the terms and conditions contained in each of the financing documents and subject to applicable law

The conversion right reserved as aforesaid may be exercised either jointly or severally by the Lenders, upon the occurrence of a default under the financing documents or as permitted under applicable law on one or more occasions.

The said terms have been included pursuant to the extant regulations of the Reserve Bank of India, vide circular no. DBR.BP.BC.No.101/21.04.132/2014-15 dated June 8, 2015 (as amended or supplemented or replaced from time to time) whereby the Lender shall include such terms in the Facility Agreement.

As per the provisions of Section 62(3) of the Companies Act, 2013, the approval of the shareholders through a special resolution is required for inclusion of the said terms or conditions. The shareholders are requested to ratify the terms agreed by the Company.

As per the terms of the Facility Agreement the Lenders may seek conversion of the said facilities into equity shares in the manner specified in a notice in writing to be given by the Lenders (as the context requires) to the Company

The Shareholders are requested to ratify the acceptance of the terms relating to conversion of the Facilities into equity shares by passing a special resolution. Section 62(3) of the Companies Act, 2013, states that on an approval of the Shareholders by passing a special resolution, the provisions of section 62 shall not apply to the increase of the subscribed capital of a company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested financially or otherwise in the said resolution.

The Directors recommend the resolution for approval by the members as Special Resolution.

Resolution No. 2 & 3

The Members, on October 14, 2014, passed resolutions through Postal Ballot, authorising the Board of Directors to borrow monies upto a sum of Rs. 2,500 Crores (Rupees Two Thousand Five Hundred Crores only) as well as to create Charge/ Mortgage on the Assets of the Company under Section on 180(1)(c) and 180(1)(a) of the Companies Act, 2013.

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, approval of the members by way of a Special Resolution is required for fixing the borrowing limit as aforesaid as well as to create Charge / Mortgage on the Assets of the Company

Section 180(1)(a) of the Companies Act, 2013 provides, inter alia, that the Board of Directors of the Company shall not without the consent of such company by a Special Resolution in General Meeting, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company (where the company owns more than one undertaking. of the whole or substantially the whole of any of such undertakings). Since the mortgaging by the Company of its immovable and movable properties as aforesaid may be regarded as disposal of the Company's properties/ undertakings, it is necessary for the members to pass a Special Resolution for creation of the said Mortgage and / or Charge and / or Hypothecation and / or other Encumbrances, of the Company's assets.

The Company proposes to increase borrowing limits to Rs.3,500 crores, by addition of Rs.1,000 crores to the current limit of Rs.2,500 crores of Borrowing Powers and Powers to Create Mortgage and / or Charge and/ or Hypothecation and/ or other Encumbrances on the assets of the Company.

The increase in the borrowing powers is an enabling resolution and is intended to meet the Business / long term funds requirements of the Company. Further it is proposed to provide the immovable and movable properties (as aforesaid), belonging to the Company, as security(ties), including borrowings of the Wholly-Owned Subsidiaries / Associate Companies.

Pursuant to section 110 (1) (a) an item of business under section 180(1)(a) shall be transacted only by means of voting through postal ballot and not at a General Meeting.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested financially or otherwise in the said resolution.

The Directors recommend the resolutions for approval by the members as Special Resolution.

Resolution No. 4

The Company in order to execute various projects has to borrow money from banks and other financial institutions as a means of finance.

The Company has currently availed project specific or general purpose borrowings from various Banks and Financial Institutions to finance the execution of the projects of the Company. The Board of Directors envisages a need for the funding requirements of the Company to be met with various Instruments, viz. equity, project loans, general purpose corporate loans, borrowings from Banks and financial institutions, non-convertible debentures, A mix of these instruments would result in optimum utilization of funds at optimum cost and help to meet the various business requirements of the Company.

The Board of Directors of the Company are contemplating the feasibility of borrowing money through the issue of non-convertible debentures, subject to the approval of the Members of the Company by passing a Special Resolution and such approval shall be valid for all private placements made during a period of one year.

Pursuant to Rule 14 of The Companies (Prospectus and Allotment of Securities) Rules 2014, issue of any non-convertible debentures on a private placement basis requires a prior approval of the members of the Company by way of a Special Resolution and such approval shall be valid for all private placements made during the year.

Accordingly consent of the members is being sought to enable the Board of Directors to offer or invite subscriptions for redeemable non-convertible debentures in one or more series or tranches as may be required, aggregating up to Rs. 1500,00,00,000 (Rupees One Thousand Five Hundred Crores Only), [during a period of 1(One) Year from the date of passing of this Resolution and within the overall Borrowing Limits of the Company, as approved by the Members, from time to time].

None of the Directors or the Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise in this Resolution except to the extent of their shareholding in the Company.

The Directors recommend the resolution for approval by the members as Special Resolution.

Resolution No. 5

Reserve Bank of India, vide circular no. DBR.BP.BC.No.101/21.04.132/2014-15 dated June 8, 2015 (as amended or supplemented or replaced from time to time) whereby the Lender shall include such terms as stated in the resolution to seek conversion of the loan/ borrowing into equity shares of the Company.

Section 62(3) provides that the provisions contained in Section 62 shall not apply to the increase of the subscribed capital of a company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company, so long as the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the company in general meeting.

To enable the Board to accept the said terms in due course of availing loans/ borrowings the shareholders are required to authorise the Board.

None of the Directors or the Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise in this Resolution except to the extent of their shareholding in the Company.

The Directors recommend the resolution for approval by the members as Special Resolution.

Resolution No. 6

It is proposed to change the name of the company from Puravankara Projects Limited to Puravankara Limited, to reflect the strength of the brand Puravankara, which is also in line with the registered Trademark. The word Puravankara is the family name of the Promoter group and the Company holds the registered trademark no. 1591997 for the word 'PURAVANKARA'.

The Company has established a strong brand image and a successful track record in the Indian real estate industry due to commitment in developing and delivering high quality projects. With an experienced team of engineers and technicians, the Group has technologically advanced in-house project management and construction team.

This coupled with some of India's leading architects provides the organisation with an experience, capability and expertise that is unmatched in the Indian real estate industry. Development activities range from the construction of modern designer apartments, through ultra-modern and multi-functional integrated bungalow complexes, to plush yet functional commercial complexes. Puravankara has also shown the capacity to build large townships equipped with all modern amenities and lifestyle facilities. On completion of a project we continue to focus on brand management to ensure brand recall among our customers and foster 'word of mouth' recommendation.

The brand gives us a competitive advantage that allows us to attract well regarded professionals and partners to collaborate in our business.

The change in the name will enable alignment with our vision statement 'A future where our brand symbolizes unique landmarks and superior community living of the highest standards of quality and customer delight'.

The Company has received the name availability for the name 'PURAVANKARA PROJECTS' from the Ministry of Corporate Affairs, Office of the Registrar of Companies. The in principle approval for the proposed name change has also been received from the National Stock Exchange of India Limited and the BSE Limited.

The change in the name of the Company is subject to the approval of the shareholders of the Company and the Central Government.

None of the Directors or the Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise in this Resolution except to the extent of their shareholding in the Company.

The Directors recommend the resolution for approval by the members as Special Resolution.

BY ORDER OF THE BOARD OF DIRECTORS
FOR PURAVANKARA PROJECTS LIMITED

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NANI R. CHOKSEY
JOINT MANAGING DIRECTOR
DIN : 0504555

Bengaluru
September 21, 2016

PURAVANKARA

Puravankara Projects Limited

Registered Office: #130/1, Ulsoor Road, Bengaluru 560 042, Telephone: +91 80 2559 9000 /4343 9999,
Fax No.+91 80 2559 9350, Website: www.puravankara.com, Email: investors@puravankara.com,
CIN No.: L45200KA1986PLC051571.

POSTAL BALLOT FORM

Sl. No.

NAME OF MEMBER(S) INCLUDING JOINT HOLDERS (IF ANY)	
REGISTERED ADDRESS OF THE SOLE/FIRST NAMED MEMBER	
DP ID*	
CLIENT ID*	
FOLIO NO.	
NO. OF SHARES HELD	

I/ We hereby exercise my/ our vote in respect of the Special Resolution(s) to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated **21.09.2016** by sending my/our assent or dissent to the said Resolution by placing the tick mark (✓) mark at the appropriate box below:

ITEM NO.	DESCRIPTION	NO. OF SHARES HELD	I/ WE ASSENT TO THE RESOLUTION (FOR)	I/ WE DISSENT TO THE RESOLUTION (AGAINST)
1.	**Special Resolution** under Section 62(3) of the Companies Act, 2013, to ratify the terms of facility availed by the Company from Standard Chartered Bank			
2.	**Special Resolution** under Section 180(1)(a) of the Companies Act, 2013, to fix the borrowing powers of the Board up to Rs. 3,500 crores			
3.	**Special Resolution** under Section 180(1)(a) of the Companies Act, 2013, to grant approval for creation of charge / mortgage on the assets of the company			
4.	**Special Resolution** under Section 42, 71 of the Companies Act, 2013, to issue non-convertible debentures on a private placement basis			
5.	**Special Resolution** under Section 62(3) of the Companies Act, 2013, to accept terms of conversion in relation to loans/ debentures			
6.	**Special Resolution** under Section 4, 13 of the Companies Act, 2013, to change the name of the Company			

**Applicable for Member(s) holding Shares in Electronic form.*

PLACE:
DATE :

_____
SIGNATURE OF THE MEMBER

PARTICULARS OF E-VOTING

EVEN (E-VOTING EVENT NUMBER)	USER ID	PASSWORD

INSTRUCTIONS

1. A Member desiring to exercise his/her Vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer on the **Self-addressed Business Reply** envelope. Postage will be borne and paid by the Company. However, Postal Ballot, if deposited in person or sent by Courier or Registered/ Speed Post at the expense of the Member shall also be accepted.

2. The Company has appointed **Mr. Nagendra D. Rao, Practicing Company Secretary (Membership No. FCS 5553),** Bengaluru, **[" the Scrutinizer"]**, to act as the Scrutinizer, for conducting the E-Voting & Postal Ballot process, in a fair and transparent manner. The Self-addressed Business Reply Envelope bears the name and the address of the Scrutinizer appointed by the Company.

3. There shall be one Postal Ballot for every folio, irrespective of the number of joint holders. **Proxy shall not exercise the Postal Ballot.**

4. The Postal Ballot Form must be completed and signed by the Member In case of joint-holding, this Form should be completed and signed (as per the specimen signature registered with the Company in respect of shares held in physical form or furnished by NSDL to the Company in respect of shares held in dematerialised form) by the first named Member and in his/her absence, by the next named Member and so on. In case of shares held by a Company, Trust, Society etc., the duly completed Postal Ballot Form should be accompanied by the Certified True Copy of the Board Resolution / Authority Letter.

5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours **(i.e. upto 05:00 P.M.)** on **27.10.2016.** All Postal Ballot Forms received after this date will be strictly treated as if reply from such Member has not been received.

6.Votes will be considered invalid on the following grounds:

a) If the Ballot Form is unsigned

b) If the Member signature does not tally

c) If the Member has marked (✓) both in favour and also against in the postal ballot

d) If the Ballot Paper received is torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the Member or number of votes or as to whether the votes are cast in favour or against the resolution or the signature could not be checked or one or more of the above grounds;

e) On such other grounds which in the opinion of the Scrutinizer makes the votes invalid.

7. A Member may request for a Duplicate postal ballot form, if so required. All such requests should be addressed to the Company Secretary, #130/1, Ulsoor Road, Bengaluru – 560 042. Alternatively Members can download the same from the website of the Company using the following link http://www.puravankara.com/pages/Notice_of_AGM__EGM__Postal_Ballot_Sep2016 & send it to the Scrutinizers. However, the duly filled in duplicate postal Ballot form should reach the Scrutinizer not later than the date specified aforesaid.

8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member on **September 16, 2016 (cut-off date).**

9 A Member need not vote all his vote(s) or cast all the votes in the same way.

10. Members are requested not to send any other paper along with the postal Ballot Form in the enclosed self addressed business reply envelope, as all such envelopes will be sent to the scrutinizer and any extraneous paper found in such envelope would be destroyed by the scrutinizer.

11. The **Consent** must be accorded by recording the **Assent** in the Column **'FOR', Dissent** in the Column **'AGAINST'**, by placing a tick (✓) mark in the appropriate column.

12.Members are requested to fill the Postal Ballot Forms in indelible ink and not by any erasable writing mode. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final & binding.

13. The result of the postal Ballot will be posted on the website of the Company **www.puravankara.com** and also in the newspaper(s) for the information of the Members.

14. The Company is pleased to offer E-Voting facility as an alternate, for all the Members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. **E- Voting is optional**.The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.

15. The date of declaration of Result is **October 28, 2016** and shall be the effective date of passing of the Resolutions.