SUNTECK REALTY LIMITED

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 31st Annual General Meeting of the members of Sunteck Realty Limited will be held at:

Venue : MIG Club, M.I.G Colony, Bandra (East), Mumbai 400051

Day and Date : Monday, 22nd September, 2014

Time : 5.30 p.m.

AGENDA

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014 and the Profit and Loss Account for the year ended on that date together with the Schedules thereon, the Cash Flow Statement, along with the Reports of the Directors and Auditors thereon.
2. To declare Dividend on Equity Share Capital for the year ended 31st March, 2014
3. To appoint a Director in place of Mr. Jignesh Sanghavi (DIN: 02232988), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint M/S. Lodha & Co., Chartered Accountants, the retiring Statutory Auditors of the Company, as Statutory Auditors, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company and to authorize the Board of Directors to fix their remuneration.

To consider and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/S Lodha & Co., Chartered Accountants, Mumbai (Registration No.: 301051E) be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration as may be fixed by the Board of Directors.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") as amended from time to time and Clause 49 of the Listing Agreement, including any modification or amendment thereof, Mr. Mahadevan Kalahasthi (DIN: 01246519), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company to hold office for a term of 2 (two) consecutive years from the

conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the calendar year 2016, not liable to retire by rotation.**"**

6. To consider and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") as amended from time to time and Clause 49 of the Listing Agreement, including any modification or amendment thereof, Mr. Kishore Vussonji (DIN: 00444408) who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company to hold office for a term of 2 (two) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the calendar year 2016, not liable to retire by rotation.**"**

7. To consider and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") as amended from time to time and Clause 49 of the Listing Agreement, including any modification or amendment thereof, Mr. Ramakant Nayak (DIN: 00129854) who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company to hold office for a term of 2 (two) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the calendar year 2016, not liable to retire by rotation.**"**

8. To consider and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") as amended from time to time and Clause 49 of the Listing Agreement, including any modification or amendment thereof, Mr. Sanjay Dutt (DIN: 05251670) who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company to hold office for a term of 2 (two) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the calendar year 2016, not liable to retire by rotation.**"**

9. To consider and if thought fit, to pass with or without modification, the following resolution as an **SPECIAL 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 Remuneration Committee and as approved by the Board of Directors,

Mr. Kamal Khetan, Managing Director of the Company be paid a remuneration of Rupees 1,00,00,000/- (Rupees One Crore only) p.a. or 2% of the Net profits of the Company whichever is higher with effect from 1st April, 2014;

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 and things, which may be usual, expedient or proper to give effect to the above resolution."

10. To consider and if thought fit, to pass with or without modification, 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 Remuneration Committee and as approved by the Board of Directors, Mr. Jignesh Sanghavi, Executive Director of the Company be paid a remuneration of Rs. 60,00,000/- (Rupees Sixty Lakhs only) per annum or 0.5 % of the Net profits of the Company whichever is higher with effect from 1st April, 2014;

RESOLVED FURTHER THAT Mr. Jignesh Sanghavi shall be subject to retire by rotation;

RESOLVED FURTHER THAT all other terms and conditions of appointment of Mr. Jignesh Sanghavi as approved earlier by the Members at their meeting held on 27th September 2013, 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 Companies Act, 2013 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 and things, which may be usual, expedient or proper to give effect to the above resolution."

By Order of the Board of Directors
FOR SUNTECK REALTY LIMITED

Mumbai: 14th August, 2014

Sd/-
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY, IN ORDER TO BE EFFECTIVE, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

2. Corporate members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
4. The Register of Members and Share Transfer Books will remain closed from 20th September, 2014 to 22nd September, 2014 (both days inclusive).
5. The information required to be provided under the Listing Agreement entered into by the Company with the Stock Exchange regarding the Directors who are proposed to be reappointed is given in the annexure to the Notice.
6. Members whose shareholding(s) are in electronic mode are requested to inform any changes relating to address, bank mandate and Electronic Clearing Services (ECS) details to their respective Depository Participants and in case of physical shares, to the Company's Registrar & Share Transfer Agent **LINK INTIME INDIA PRIVATE LIMITED,** C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai 400078 together with a valid proof of address.
7. Members are requested to quote their Registered Folio Number or their Client ID number with DP ID on all correspondence with the Company as the case may be.
8. Members/Proxy holders are requested to bring their copies of the Annual Report to the Annual General Meeting
9. Members are requested to bring the Attendance Slip sent herewith duly filled for attending the Meeting.
10. Members are requested to send their queries to the Company, if any, on accounts and operations of the Company at least seven days before the meeting so that the same could be suitably answered at the meeting.
11. In line with measures of Green Initiative taken by the Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011respectively) and Companies Act, 2013 also provides for sending for sending notice of the meeting and other shareholder correspondences through electronic mode. Members holding shares in physical mode are requested to register their e-mail ID's with Link Intime India Private Limited and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs).

Instructions for E-Voting

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to physical voting to all the Members of the Company. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Members to cast their votes electronically. E-voting is optional for the Members.

The instructions to Members for e-voting are as under:

(a) In case of Members 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 provided in PDF is an 'Initial Password'.
(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/
(iii) Click on Shareholder – Login
(iv) Insert User ID and Initial Password as noted in step (i) above and click 'Login'
(v) Password change menu will appear. Change the Password with a new Password of your choice. Please keep a note of the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.
(vi) Home page of e-voting will open. Click on e-voting – Active Voting cycles.
(vii) Select EVEN of Sunteck Realty Limited.
(viii) Now you are ready for e-voting as Çast Vote page opens.
(ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on Confirm when prompted.

(x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
(xii) 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 nvr54@ymail.com or cosec@sunteckindia.com with a copy marked to evoting@nsdl.co.in.

(b) In case of Members receiving physical copy of the Notice of Annual General Meeting (AGM) and Attendance Slip

(i) Initial Password is provided, as follows, at the bottom of the Attendance Slip.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

(ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xi) above, to cast vote.
(iii) 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 http://www.evoting.nsdl.com. You can also contact NSDL via email at evoting@nsdl.co.in

General Instructions:

(i) If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.
(ii) The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on Friday, 15th August, 2014.
(iii) In terms of Clause 35B of the Listing Agreement entered into with the stock exchange, the Company has provided an option to their Members who do not have access to the e-voting facility, to cast their votes by way of a ballot. The ballot form is enclosed with this Notice.
(iv) The facility of e-voting shall commence from Monday, 15th September, 2014 and shall remain open upto 6.30 p.m. on Wednesday, 17th September, 2014. Members will not be able to cast their votes after 6.30 p.m. on Wednesday, 17th September, 2014.
(v) Institutional Members (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 nvr54@ymail.com or cosec@sunteckindia.com with a copy marked to evoting@nsdl.co.in.
(vi) Member(s) can opt for only one mode of voting i.e. either physically voting at the Annual General Meeting, voting through ballot or e-voting. In case a member has cast multiple votes, then voting done by e-voting will be treated as valid.
(vii) Mr. Veeraraghavan N., Practicing Company Secretary, Mumbai has been appointed as the Scrutinizer to scrutinize the e-voting process (including the ballot form received from the Member(s) who do not have access to the e-voting process) in a fair and transparent manner.
(viii) The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of atleast two witnesses, not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour of, or against, if any, forthwith to the Chairman of the Company.
(ix) Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Notice of AGM) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Veeraraghavan N., Practicing Company Secretary not later than 6.30 p.m. on Wednesday, 17th September, 2014. Ballot Form received thereafter will be treated as invalid.
(x) The results declared along with the Scrutinizer's report shall be placed on the Company's website www.sunteckindia.com within two working days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

Explanatory Statement Pursuant to section 102 of the Companies Act, 2013, in respect of Special Business set out in Notice:

Item Nos. 5 to 8

The Companies Act, 2013 ("the Act") provides for appointment of Independent Directors for a term upto 5 consecutive years. Further the Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement interalia stipulating the conditions for the appointment of Independent Directors by a listed Company.

The following Directors are Independent Directors viz. Mr. Mahadevan Kalahasthi, Mr. Kishore Vussonji, Mr. Ramakant Nayak and Mr. Sanjay Dutt on the Board of the Company. It is proposed to appoint each of them as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for a term of 2 (two) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the calendar year 2016, not liable to retire by rotation.

The above mentioned Directors are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has received declarations from each of them that they meet the criteria of independence as prescribed under subsection (6) of Section 149 of the Act and Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Mahadevan Kalahasthi, Mr. Kishore Vussonji, Mr. Ramakant Nayak and Mr. Sanjay Dutt fulfill the conditions for their appointment as Independent Directors as specified in the Act, the Rules made there under and the Listing Agreement. All of them are independent of the management.

Considering their vast experience, their presence on the Board will be of immense value to the Company.

A copy of their draft letters of appointment as Independent Directors setting out the terms and conditions are available for inspection by the Members at the registered office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 10:00 am to 12:00 pm up to the date of the AGM.

None of the Directors, Key Managerial Personnel and their relatives thereof other than Mr. Mahadevan Kalahasthi, Mr. Kishore Vussonji, Mr. Ramakant Nayak and Mr. Sanjay Dutt and their relatives are concerned or interested in the respective resolutions for their appointment.

The resolutions as set out in Item nos. 5 to 8 of this Notice are accordingly recommended for the approval by the members as Ordinary Resolution.

Item No. 09

At the Annual General Meeting held on 27th September, 2013, the members of the Company had approved the increase in the remuneration of the Managing Director for FY 13-14. Pursuant to the recommendation received from remuneration committee held on 14th August, 2014, it is proposed to continue with the same limits for making payment of remuneration to Managing Director w.e.f. 1st April, 2014 as approved in the AGM held on 27th September, 2013. 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.

None of the other Directors, Key Managerial Personnel and their relatives Mr. Kamal Khetan are interested in this resolution.

This explanation together with relevant resolution may be treated as an Abstract of terms and memorandum of interest pursuant to the provisions of Section 302 of the Companies Act 1956.

The resolutions as set out in Item nos. 9 of this Notice are accordingly recommended for the approval by the members as Special Resolution.

Item No 10

At the Annual General Meeting held on 27th September, 2013, the members of the Company had approved the increase in the remuneration of the Executive Director for FY 13-14. Pursuant to the recommendation received from remuneration committee held on 14th August, 2014, it is proposed to continue with the same limits for making payment of remuneration to Executive Director w.e.f. 1st April, 2014 as approved in the AGM held on 27th September, 2013. 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.

None of the other Directors, Key Managerial Personnel and their relatives except Mr. Jignesh Sanghavi are interested in this resolution.

This explanation together with relevant resolution may be treated as an Abstract of terms and Memorandum of Interest pursuant to the provisions of Section 302 of the Companies Act 1956.

The resolutions as set out in Item nos. 10 of this Notice are accordingly recommended for the approval by the members as Ordinary Resolution.

By Order of the Board of Directors
FOR SUNTECK REALTY LIMITED

Mumbai: 30th May 2014

Sd/-
Company Secretary

Registered Office:
5th Floor, Sunteck Centre,
37-40 Subhash Road, Vile Parle (East),
Vile Parle (East), Mumbai 400057

Details of Directors seeking appointment/re-appointment at the Annual General Meeting

(In pursuance of Clause 49 of the Listing Agreement)

Name of Director	**Mr. Jignesh Sanghavi**	**Mr. Mahadevan Kalahasthi**	**Mr. Kishore Vussonji**
Age	45 Years	55 years	66 years
Qualifications	B.E., MBA, MCM	B. Com., F.C.A.	Advocate & Solicitor
Date of Appointment	27.09.2010	19.12.2008	19.12.2008
Expertise	22 Years of experience in the field of Real Estate and Infrastructure	30 yrs. of experience in the field of Chartered Accountancy.	36 yrs. of experience as Advocate and Solicitor
*Directorship in other Public Limited Companies as on March 31, 2014	Nil	SW Investments Limited Indian Gymkhana (Matunga) Limited	Goldcrest Finance (India) Limited Comfund Consulting Limited Krishna Ventures Limited Weizmann Forex Limited Karma Energy Limited
Chairman/ Member of the Audit Committee as on March 31, 2014	Nil	Chairman of Audit Committee-Sunteck Realty Limited Chairman of Audit Committee- SW Investments Limited	Member of Audit Committee-Sunteck Realty Limited
Chairman/ Member of the Shareholders'/ Investors/ Grievance Committee as on March 31, 2014	Nil	Chairman of Shareholders'/ Investors Grievance Committee- Sunteck Realty Limited Member of Shareholders'/ Investors Grievance Committee- SW Investments Limited	Member of Investors Grievance Committee-Sunteck Realty Limited
No. of Shares held in the Company as on March 31, 2014	Nil	Nil	Nil

* Note: Excludes Directorship in Private Limited Companies, Foreign Companies and Government Bodies.

Details of Directors seeking appointment/re-appointment at the Annual General Meeting

(In pursuance of Clause 49 of the Listing Agreement)

Name of Director	**Mr. Ramakant Nayak**	**Mr. Sanjay Dutt**
Age	67 years	48 Years
Qualifications	Degrees in Science and Law	B. Com., Post Graduation in Business Management
Date of Appointment	30.01.2010	30.05.2012
Expertise	More than 40 yrs. of experience in the field of Commercial Banking.	24 years experience as an entrepreneur and services-sector professional in the logistics and Real Estate Industries.
*Directorship in other Public Limited Companies as on March 31, 2014	Nitin Fire Protection Industries Limited Shree Pushkar Chemicals & Fertilizers Limited Poddar Developers Limited Ashapura Intimates Fashion Limited	Nil
Chairman/ Member of the Audit Committee as on March 31, 2014	Member of Audit Committee of (i) Nitin Fire Protection Industries Limited (ii) Poddar Developers Limited (iii) Ashapura Intimates Fashion Limited Chairman of Audit Committee of Shree Pushkar Chemicals & Fertilizers Limited	Nil
Chairman/ Member of the Shareholders'/ Investors/ Grievance Committee as on March 31, 2014	Chairman of Shareholders'/ Investors Grievance Committee Ashapura Intimates Fashion Limited Member of Shareholders'/ Investors Grievance Committee- Pushkar Chemicals & Fertilizers Limited	Nil
No. of Shares held in the Company as on March 31, 2014	Nil	Nil

* Note: Excludes Directorship in Private Limited Companies, Foreign Companies and Government Bodies.

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SUNTECK REALTY LIMITED

Registered Office: 5th Floor, Sunteck Centre, 37-40, Subhash Road, Vile Parle (East), Mumbai 400057
Tel No.: 022-26267800, **Fax No:** 022-26267890, **website:** www.sunteckindia.com
CIN: L32100MH1981PLC025346

ATTENDANCE SLIP

Regd. Folio/DP ID & Client ID	
Name and Address of the Shareholder	

1) I hereby record my presence at the THIRTY FIRST ANNUAL GENERAL MEETING of the Company being held on Monday, 22nd September, 2014, at 5.30 p.m. at MIG Club, M.I.G Colony, Bandra (East), Mumbai 400051.

2) Signature of the Shareholder/Proxy Present

3) Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.

4) Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of the Annual Report for reference at the meeting.

Note: Please fill in this attendance slip and hand it over at ENTRANCE of the MEETING HALL.

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	User ID	Password

Note: Please read the instructions printed under the Note no. 11 to the Notice dated 14th August, 2014 of the 31st Annual General Meeting. The Voting period starts from Monday, 15th September, 2014 and ends at 6.30 p.m. on Wednesday, 17th September, 2014. The voting module shall be disabled by NSDL for voting thereafter.

SUNTECK REALTY LIMITED

Registered Office: 5th Floor, Sunteck Centre, 37-40, Subhash Road, Vile Parle (East), Mumbai 400057
Tel No.: 022-26267800, **Fax No:** 022-26267890, **website:** www.sunteckindia.com; **CIN:** L32100MH1981PLC025346

31st ANNUAL GENERAL MEETING

Form No. MGT -11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): .....

Registered address: .....

E-mail ID: .....

Folio No. / DP ID and Client ID:.....

I/We, being the Member(s) of ..... shares of the above named Company, hereby appoint

1. Name: ..... E-mail ID: .....

Address .....

Signature ....., or failing him/her

2. Name: ..... E-mail ID: .....

Address .....

Signature ....., or failing him/her

3. Name: ..... E-mail ID: .....

Address .....

Signature .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting, to be held on Monday, 22nd September, 2014 at 5.30 p.m. at MIG Club, M.I.G Colony, Bandra (East), Mumbai 400051 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

*I/We wish my above proxy(ies) to vote in the manner as indicated in the box below:

Resolution No.	Description	For	Against
1.	Adoption of the Audited Balance Sheet as at 31st March, 2014, the Statement of Profit & Loss for the financial year ended 31st March, 2014,the Report of the Board of Directors' and Auditors' thereon.		
2.	Declaration of Dividend.		
3.	Re-appointment of Mr. Jignesh Sanghavi, Director retiring by rotation.		
4.	Re-appointment of M/s Lodha & Co., Chartered Accountants, Mumbai statutory auditors of the Company.		
5.	Appointment of Mr. Mahadevan Kalahasthi as an Independent Director of the Company.		
6.	Appointment of Mr. Kishore Vussonji as an Independent Director of the Company.		
7.	Appointment of Mr. Ramakant Nayak as an Independent Director of the Company		
8.	Appointment of Mr. Sanjay Dutt as an Independent Director of		
9.	Remuneration of Managing Director		
10.	Remuneration of Executive Director		

Affix a Rs. 1/- Revenue Stamp

Signed this ..... day of ..... 2014.

.....
Signature of shareholder

....
Signature of first proxy holder Signature of second proxy holder

.....
Signature of third proxy holder

* Please put a (√) in the appropriate column against the resolutions indicated in the Box. Alternatively, you may mention the number of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Notes:

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
2. A proxy need not be a Member of the Company.
3. In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorized by it and an authenticated copy of such authorisation should be attached to the proxy form.
4. A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
5. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
6. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

SUNTECK REALTY LIMITED

Registered Office: 5th Floor, Sunteck Centre, 37-40, Subhash Road, Vile Parle (East), Mumbai 400057
Tel No.: 022-26267800, **Fax No:** 022-26267890, **website:** www.sunteckindia.com; **CIN:** L32100MH1981PLC025346

31st ANNUAL GENERAL MEETING
BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

Name(s) of the Member(s) : .....
Address : .....
.....
Folio No. / DPID No. and Client ID*: .....
Number of Equity Share(s) held : .....

I/We hereby exercise my/our vote in respect of the following resolution(s) to be passed at the Thirty First Annual General Meeting of the Company, to be held on Monday, 22nd September, 2014 at 5.30 p.m. at MIG Club, M.I.G Colony, Bandra (East), Mumbai 400051, in respect of businesses as stated in the Notice dated 14th August, 2014 by conveying my/our assent or dissent to the said resolution(s) by placing the tick (_) mark at the box against the respective matters:

Item No.	Description	No. of equity shares held	I/We assent resolution (FOR)	I/We dissent the to the resolution (AGAINST)
1.	Adoption of the Audited Balance Sheet as at 31st March, 2014, the Statement of Profit & Loss for the financial year ended 31st March, 2014,the Report of the Board of Directors' and Auditors' thereon.			
2.	Declaration of Dividend.			
3.	Re-appointment of Mr. Jignesh Sanghavi, Director retiring by rotation.			
4.	Re-appointment of M/s Lodha & Co., Chartered Accountants, Mumbai statutory auditors of the Company.			
5.	Appointment of Mr. Mahadevan Kalahasthi as an Independent Director of the Company.			
6.	Appointment of Mr. Kishore Vussonji as an Independent Director of the Company.			
7.	Appointment of Mr. Ramakant Nayak as an Independent Director of the Company			
8.	Appointment of Mr. Sanjay Dutt as an Independent Director of			
9.	Remuneration of Managing Director			
10.	Remuneration of Executive Director			

* Applicable for investors holding shares in Electronic Form.

Place :

Date :

_____
Signature of the Member/ Beneficial Owner

INSTRUCTIONS

1. A Member desiring to exercise vote by ballot form may complete this ballot form and send it to the Scrutinizer, appointed by the Board of Directors of the Company viz. Mr. Veeraraghvan N., Practicing Company Secretary at Sunteck Realty Limited, 5th Floor, Sunteck Centre, 37-40, Subhash Road, Vile Parle (East), Mumbai - 400 057.
2. In case of shares held by companies, trusts, societies etc., the duly completed ballot form should be accompanied by a certified true copy of Board Resolution/Authority.
3. Unsigned ballot forms will be rejected.
4. A Member need not cast all the votes in the same way.
5. Duly completed ballot form should reach the Scrutinizer not later than 6.30 p.m. on Wednesday, 17th September, 2014.
6. The Scrutinizer's decision on the validity of a ballot form will be final.