Sunteck

SUNTECK REALTY LIMITED

Registered Office: 5th Floor, Sunteck Centre, 37-40 Subhash Road, Vile Parle (E), Mumbai 400057
CIN: L32100MH1981PLC025346

Postal Ballot Notice (Postal Ballot and E-Voting)

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NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH SEBI CIRCULAR BEARING NO. CIR/CFD/DIL/8/2013 MAY 21, 2013

Dear Shareholders,

Notice is hereby given pursuant to the SEBI Circular bearing No. CIR/CFD/DIL/8/2013 May 21, 2013 in connection with Para 5.16 (a) as stated in explanatory statement as well as Section 110 of the Companies Act, 2013 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), that the resolutions appended below are proposed to be passed by way of Postal Ballot *and e-voting*. The Resolution and the Explanatory Statement setting out the material facts and the reasons thereof is being set out hereunder along with the Postal Ballot/e-voting Form for your consideration and necessary action.

Member's consent is requested for the proposals contained in the Resolutions appended below. The Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof are annexed hereto along with the Postal Ballot form (the "form") for your consideration. The Company has appointed **Veeraraghavan N.**, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot process and e-voting in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the form duly completed in the attached self addressed, postage prepaid envelope, so as to reach the Scrutinizer on or before the close of working hours on the 10th July, 2014. The Ballot Form received after the said date will be treated as not to have been received. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the result of the voting by postal ballot will be declared on 11th July, 2014 at 4.00 p.m. at the Company's Registered Office.

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, if approved by requisite majority i.e. 11th July, 2014.

A. To consider and, if thought fit, to pass with or without modification, the following Resolutions as a **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 391 to 394 read with sections 100 to 103 of the Companies Act, 1956 and enabling provisions in the Company's Memorandum and Articles of Association and subject to the sanction of the High Court of Judicature at Bombay or such other competent authority and any regulatory body / authority and any party whose consent be so required as per any agreement entered into by the Company, the Scheme of Amalgamation between Sanchit Derivatives Private Limited ("SDPL" or "the Transferor Company"), with Sunteck Realty Limited ("SRL" or "the Transferee Company") and their respective shareholders("Scheme" or "the Scheme") be and is hereby approved, as per terms and conditions mentioned in the Scheme placed before the Board and initialed by the Chairman of the meeting for the purposes of identification.

RESOLVED FURTHER THAT based on the valuation report issued by Manish Jain & Associates, Chartered Accountants, the consideration for the merger would be discharged to the shareholders of the Transfer Company as under:

- To the shareholders of SDPL

  88,63,845 (Eighty Eight Lacs Sixty Three Thousand Eight Hundred and Forty Five only) fully paid up Equity Shares of the face value of Rs.2 /- (Two) each in SRL ('Equity Shares') to be issued and allotted to the equity shareholders of SDPL in proportion of their holdings in SDPL
- To Preference Shareholders of SDPL

  1 (One) fully paid up 0.1% Redeemable Non Convertible preference Share in Transferee Company to be issued and allotted to preference shareholders of SDPL in respect of 1 (One) 0.1% Redeemable Non Convertible preference Share in SDPL.

RESOLVED FURTHER THAT pursuant to the provisions of the said Scheme of Arrangement under Section 391 to 394 read with Sections 100 to 103, and all other applicable provisions, if any, of the Companies Act, 1956, and Memorandum and Articles of Association of the Company and subject to the sanction of the High Court of Judicature at Bombay or such other competent authority and any regulatory body / authority and any party whose consent be so required as per any agreement entered into by the Company, the issued, subscribed and paid up equity share capital of the Company shall be reduced from Rs. 12,59,32,414/- (Rupees Twelve Crores Fifty Nine Lacs Thirty Two Thousand Four Hundred and Fourteen) divided into 6,29,66,207 (Six Crores Twenty Nine Lacs Sixty Six Thousand Two Hundred and Seven) equity shares of Rs. 2/- (Rupees Two) each, fully paid up, to Rs. 10,82,04,724/- (Rupees Ten Crores Eighty Two Lacs Four Thousand Seven Hundred Twenty Four) divided into 5,41,02,362 (Five crores Forty One Lacs Two Thousand Three Hundred Sixty Two) equity shares of Rs. 2/- (Rupees Two) each, fully paid up, by cancellation of 88,63,845 (Eighty Eight Lacs Sixty Three Thousand Eight Hundred Forty Five) equity shares of Rs. 2/- (Rupees Two) held by Sanchit Derivatives Private Limited and equivalent number of equity shares in the Company will be issued to the equity shareholders of SDPL upon the amalgamation of the said Transferor Company with the Company pursuant to a Scheme of Arrangement under Section 391-394 read with Sections 100-103 of the Companies Act, 1956.

RESOLVED FURTHER THAT after giving effect to the provisions of the Scheme viz. issue of equity shares in the Transferee Company to the shareholders of Transferor Company, and cancellation of equity shares held by Transferor Company in the Transferee Company, there shall be not be any change in the value of paid up equity share capital of the Company.

RESOLVED FURTHER THAT Mr. Kamal Khetan, Managing Director or Mrs. Rachana Hingarajia, Company Secretary or Ms. Hemlata Bohra or Ms. MadhuraKolwalkar, or Ms. Vandana Kacholia, Authorised Representatives of the Company for the purpose of giving effect to the above resolutions be and are hereby authorized severally on behalf of the Board, inter alia, for:

(a) Obtaining all documents, certificates etc. required for filling application under clause 24(f) of the Listing Agreement for obtaining No-Objection/ Observation Letter of stock exchanges/SEBI;

(b) Filing application with stock exchanges and SEBI for obtaining No-Objection /Observation letter to the reduction of capital and the Scheme of Amalgamation;

(c) To do all such processes, activities etc. including providing any information, clarifications etc. as may be required to obtain No-Objection / Observation Letter of stock exchanges and SEBI;

(d) Filing of applications with the High Court of Judicature at Bombay or such other competent authority and holding meeting of the shareholders/ creditors of the Company as may be directed by the Court to give effect to the Scheme of Amalgamation;

(e) Obtaining the approval of the shareholders either by way of convening a meeting of such shareholders as per the directions given by the Bombay High Court and / or conducting a postal ballot exercise, as the case may be and do all acts such as dispatch of the notices and explanatory statement to the shareholders under provisions of Companies Act, 1956, etc.;

(f) Filing of petitions for sanction of the Scheme by the High Court of Judicature at Bombay or such other competent authority;

(g) For the above purposes to engage advocates and if considered necessary, also engage services of counsel(s), declare and file all pleadings, reports, and sign and issue public advertisements and notices;

(h) Obtaining approval/consents/NOCs from such other authorities and parties including the shareholders, term loan lenders, financial institution, as may be considered necessary, to the said Scheme of Amalgamation;

(i) To settle any question or difficulty that may arise with regard to the implementation of the above Scheme of Amalgamation and to give effect to the above resolution;

(j) To make any alterations/ changes to the Scheme of Amalgamation as may be expedient or necessary which does not materially change the substance of the Scheme of Amalgamation;

(k) To do all acts and things as may be considered necessary and expedient in relation thereto.

A. To consider and, if thought fit, to pass with or without modification, the following Resolution as a **SPECIAL RESOLUTION**

"RESOLVED THAT pursuant to the provisions of Section 62(1)(c) read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, to the extent notified and in effect (the "Companies Act"), and applicable provisions, if any, of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act, 2013, as amended, the Foreign Exchange Management Act, 1999, as amended and the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, rules, regulations, guidelines, notifications and circulars if any, prescribed by the Government of India, Reserve Bank of India, Securities and Exchange Board of India including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "ICDR Regulations") or any other competent authority, whether in India or abroad, from time to time, to the extent applicable including enabling provisions of the listing agreements entered into with the stock exchanges (the "Listing Agreements") and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to approvals, consents, permissions and sanctions as might be required and subject to such conditions as might be prescribed while granting such approvals, consents, permissions and sanctions and 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(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorised on behalf of the Company, to create, offer, issue and allot in one or more tranches, in the course of domestic and/or international offering(s) in one or more foreign markets, by way of a public issue, preferential issue, qualified institutions placement, private placement or a combination thereof of Equity Shares or through an issuance of global depository receipts ("GDRs"), American depository receipts ("ADRs"), foreign currency convertible bonds ("FCCBs"), fully convertible debentures/partly convertible debentures, preference shares convertible into Equity Shares, and/or any other financial instruments or securities convertible into Equity Shares or with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form, whether rupee denominated or denominated in foreign currency (hereinafter collectively referred to as the "Securities") or any combination of Securities, to all eligible investors, including residents and/or non-residents and/or institutions/banks and/or incorporated bodies and/or individuals and/or trustees and/or stabilizing agent or otherwise, and whether or not such investors are Members of the Company (collectively the "Investors"), through one or more prospectus and/or letter of offer or circular, and/or on private placement basis, at such time or times, at such price or prices, and on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, for, or which upon exercise or conversion of all Securities so issued and allotted, could give rise to the issue of Equity Shares of Rs. 2/- each (Rupees Two) aggregating upto Rs. 2000 Crores or its US Dollar equivalent, in one or more tranche or tranches, at such price or prices, at market price(s) or at a permissible discount or premium to market price(s) in terms of applicable regulations at the Board's discretion including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company, and where necessary in consultation with the Book Running Lead Managers and/or Underwriters and/or Stabilizing Agent and/ or other Advisors or otherwise on such terms and conditions, including issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and/or in respect of different Securities, as the Board may in its absolute discretion decide at the time of issue of the Securities.

RESOLVED FURTHER THAT in case of a qualified institutions placement pursuant to Chapter VIII of the ICDR Regulations, the allotment of Securities (or any combination of the Securities as decided by the Board) shall only be to Qualified Institutional Buyers within the meaning of Chapter VIII of the ICDR Regulations, such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of this resolution at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the ICDR Regulations.

RESOLVED FURTHER THAT in the event that Equity Shares are issued to qualified institutional buyers under Chapter VIII of the 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 decides to open the proposed issue of Equity Shares and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as American Depository Receipts ("ADRs") or Global Depository Receipts ("GDRs"), pursuant to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of pricing the Equity Shares to be issued pursuant to such issue shall be the date of the meeting in which the Board or duly authorised committee of directors decides to open such issue after the date of this resolution.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed.

RESOLVED FURTHER THAT the Board be and is hereby authorised to create, issue, offer and allot such number of Equity Shares as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any depository receipts or other Securities referred to above or as may be necessary in accordance with the terms of the offer, all such Equity Shares shall rank paripassu inter se and with the then existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advise as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/or circular, documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares 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 the Board be and is hereby authorised to delegate all or any of its powers herein conferred to any Committee or any one or more executives of the Company.

RESOLVED FURTHER THAT:

i. The offer, issue and allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide, subject, however, to applicable guidelines, notifications, rules and regulations;

ii. the Equity Shares to be issued by the Company as stated aforesaid shall rank pari-passu with all existing Equity Shares of the Company;

iii. the Board be and is hereby authorised to decide and approve the other terms and conditions of the issue of the above mentioned Equity Shares and also shall be entitled to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient;

iv. the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), placement document or offering circular, as the case may be, execution of various transaction documents, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

v. the Board be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution to any director or directors or to any committee of director or directors or any other officer or officers of the Company to give effect to the aforesaid resolution."

A copy of the said Scheme of Arrangement and Explanatory Statement under section 102 of the Companies Act, 2013, Observation Letters of the Stock Exchanges, Compliant Report filed by the Company with the Stock Exchanges, Postal Ballot Form together with the instructions for voting by Postal Ballot and e-voting and Pre-paid envelop are enclosed.

NOTES:

1. Explanatory Statement and reasons for the proposed special businesses pursuant to Section 102(1) of the Companies Act, 2013 read with Section 192A(2) of the Companies Act, 1956 are given hereunder.
2. The Notice is being sent to all the Shareholders, 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 30th May, 2014.
3. The Company has appointed Mr. Veeraraghavan N., a Practicing Company Secretary as the Scrutinizer on 30th May, 2014 for conducting this Postal Ballot voting process in a fair and transparent manner.
4. In compliance with the provisions of Section 110 of the Companies Act, 2013 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) and Circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 of the Securities and Exchange Board of India (SEBI), vide which e-voting has been made mandatory for all the listed companies, our Company being listed Companies is pleased to offer e-voting facility to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Shareholders to cast their votes electronically.
5. The instructions for Shareholders for e-voting are as under:

(a) In case of Shareholders' receiving e-mail from NSDL

(i) Open e-mail and open PDF file viz; "Sunteck-Postal Ballot Notice.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

(iii) Click on "Shareholder" - "Login"

(iv) Put user ID and password as initial password noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of "e-Voting" opens. Click on "e-Voting": Active Voting Cycles.

(vii) Select "EVEN" of Sunteck Realty Limited
(viii) Now you are ready for "e-Voting" as "Cast Vote" page opens
(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "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 therelevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who areauthorized 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 Shareholders' receiving Postal Ballot Form by Post:
(i) Initial password is provided as below/at the bottom of the Postal Ballot Form.
(ii)

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

(iii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
(c) In case of any queries, 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.
(d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
(e) 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).
6. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry ofCorporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot Form.
7. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 30th May, 2014.
8. The voting period ends on the close of 10th July, 2014. The e-voting module shall be disabled by NSDL for voting thereafter.
9. 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 Friday, 11th July, 2014 at 4.00 p.m. The result of the Postal Ballot shall also be announced through newspaper advertisement and communicated to the stock exchanges where the Company's shares are listed. In the event, the draft resolution is assented to by the requisite majority of Shareholders by means of Postal Ballot, 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, if approved by requisite majority i.e. 11th July, 2014.
10. 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. up to the date of declaration of the result of Postal Ballot.
11. The Postal Ballot Form and the self addressed business reply envelope are enclosed for use of the Members.
12. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed with the assent (for) or dissent (against), in the attached pre-paid envelope, so as to reach the scrutinizer on or before 10th July, 2014 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The last date of receipt of postal ballot form from the shareholders shall be deemed to be the date of passing of the said resolution.
13. The Scrutinizer's decision on the validity of Postal ballot shall be final

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 READ WITHSECTION 110 OF THE COMPANIES ACT 2013

Item No. 1

1. Pursuant to Securities and Exchange Board of India ('SEBI') Vide its Circular bearing No. CIR/CFD/DIL/8/2013 May 21, 2013 in connection with Para 5.16 (a) stated as under:

Para 5.16 (a): Listed companies shall ensure that the Scheme submitted with the Hon'ble High Court for sanction, provides for voting by public shareholders through postal ballot and e-voting, after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution, in the following cases:

I. Where additional shares have been allotted to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the listed company, or;
II. Where the Scheme of Arrangement involves the listed company and any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group;
III. Where the parent listed company, has acquired the equity shares of the subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the parent listed company, and if that subsidiary is being merged with the parent listed company under the Scheme.

Such Schemes shall also provide that the Scheme shall be acted upon only if the votes cast by the public shareholders in favor of the proposal are more than the number of votes cast by the public shareholders against it. The term 'public' shall carry the same meaning as defined under Rule 2 of Securities Contracts (Regulation) Rules,1957.

The Scheme of Arrangement as attached hereto needs to comply the above requirements of said SEBI Circular.

2 As per SEBI circular, it has become mandatory to seek the approval of the public shareholders of the Company for the Scheme of Arrangement, by passing the above resolution as an Ordinary Resolution by way of Postal Ballot and e-voting.

3 Reasons for the Postal and e-voting is that the clause 5.16(a) (i) and (ii) of SEBI Circular bearing No. CIR/CFD/DIL/8/2013 May 21, 2013 is applicable to the Scheme.

4 A copy of the Scheme of Arrangement between Sanchit Derivatives Private Limited ('SDPL') and Sunteck Realty Limited ('SRL') setting out in detail the terms and conditions of the amalgamation which has been approved by Board of Directors of SRL at the meeting held on 13th day of November, 2013, is attached to, and forms part of, this Explanatory Statement.

5 Background:

Both the companies involved in the Scheme are part of the Sunteck Group. The proposed restructuring envisages merger of Sanchit Derivatives Private Limited with Sunteck Realty Limited.

The background of all the companies involved in the Scheme is as under:

4.1 Sunteck Realty Limited :

a. SRL was originally incorporated as Insul Electronics Private Limited on 1st day of October 1981 under the Companies Act, 1956. The status of the Company has been changed from private limited to public limited on 15th February, 1985 and hence the name of the company was changed to Insul Electronics Limited. The name was subsequently changed to Sunteck Realty & Infrastructure Private Limited on April 26, 2006. The name was further changed to Sunteck Realty Limited with effect from November 29, 2007.

b. The authorised, issued, subscribed and paid-up share capital of SRL as on March 31, 2014 is as under:

Particulars	Amount (Rs.)
Authorized Share Capital	
9,37,50,000 Equity shares of Rs. 2 each	Rs. 18,75,00,000
12,50,000 Preference shares of Rs. 10 each	Rs. 1,25,00,000
Total	Rs. 20,00,00,000
Issued Subscribed and Paid Up	
6,29,66,207 Equity Shares of Rs. 2 each fully paid up	Rs. 12,59,32,414
Total	Rs. 12,59,32,414

Subsequent to the above date and till date, there has been no change in the issued, subscribed and paid up capital of SRL.

The equity shares of SRL are listed on the BSE Limited and National Stock Exchange of India Limited.

a. The objects of the Applicant Company as set out in its Memorandum of Association are as follows: -

To carry on the business as developers, builders, erect, demolish, alter, repair or remodel, contractors, estate agents, engineers, consulting engineers, supervisors, management consultants, advisors, architects, erectors, constructors, interior decorators of building, convention centre, business centre, club house, entertainment centre, roads infrastructure facilities, school, colleges, hospital, malls, retail spaces, shopping arcade, house, apartment, structures, shelters, warehouses and or residential, office, industrial, institutional or commercial complex, Co-operative housing Societies, township, holiday resorts, hotels, motels, information technology parks, special economic zones, special tourism Zones., and any such special zones and to purchase, sale, resale, trade, transfer, give, on leave, and License, or to do business of the above in any manner whatsoever.

b. The Applicant Company is presently engaged in the business of real estate.

4.1 Sanchit Derivatives Private Limited:

a) Sanchit Derivatives was incorporated on 13th September, 2011 under the provisions of the Companies Act, 1956 under the name and style of "Sanchit Derivatives Private Limited" with the Registrar of Companies, Maharashtra at Mumbai.

b) The authorised, issued, subscribed and paid-up share capital of SDPL as on March 31, 2014 is as under:

Share Capital	Rs.
Authorized Share Capital	
1,10,000 Equity Shares of Rs. 10 each 10,000 0.1% Redeemable Non Convertible Preference Shares of Rs. 10 each	11,00,000 1,00,000
TOTAL	12,00,000
Issued, Subscribed and Paid-up Share Capital	
1,10,000 Equity Shares of Rs. 10 each, fully paid up 10,000 0.1% Redeemable Non Convertible Preference Shares of Rs. 10 each	11,00,000 1,00,000
TOTAL	11,00,000

Subsequent to the above date and till date, the redeemable preference shares of Rs. 1,00,000/- (Rupees One Lac) have been redeemed by SDPL as per the terms of issue of such preference shares. Apart from the redemption of preference shares, there has been no change in the paid up capital of SDPL.

c) The objects of SDPL as set out in its Memorandum of Association are as follows:

1. To carry on the business of trading in agricultural products, metals including precious metals, precious stones, diamonds, petroleum and energy products and all other commodities and commodity securities, in spot markets and in futures and an kinds of derivatives of all the commodities and commodity securities.

2. To carry on business as brokers, sub brokers, market makers, arbitragers, investors and hedgers in agricultural products, metals including precious metals, precision stones, diamonds, petroleum and energy products and all other commodities and commodity securities, in spot markets and in futures and all kinds of derivatives of all the above commodities and commodity securities.
3. To become members and participate in trading, settlement and other activities of commodity and / or securities exchange/s (including national multi commodity exchange/s) facilitating, for itself, for clients, and sub brokers trades and clearing / settlement of trades in spots, in futures and in derivatives of all the commodities and commodity securities."

d) SDPL does not have any significant business operations as on present date.

2 Rationale of the Scheme

Presently, the Promoters of SRL hold some of the equity stake in the Transferee Company, i.e. SRL (14.08%) through the Transferor Company, i.e. SDPL. In order to eliminate shareholding through Group entities, it is proposed to merge SDPL with the SRL. Pursuant to the merger, the said shares in SRL (14.08%) will be held by the Promoters directly.

Consequent to the merger, there would not be any change in the Promoters' shareholding in SRL.

3 The Board of Directors of both the companies involved in the scheme vide their resolution dated 13th day of November, 2013 approved the Scheme. The copy of the Scheme setting out in detail the terms and conditions of the arrangement, is forming a part of this Explanatory Statement.

4 The salient features of the Scheme are as follows:

(a) Appointed Date means the 15th day of January, 2014 or such other date as may be approved by the Court.
(b) Effective Date means the date on which the certified copy of the Orders of High Court of Judicature at Bombay or any other appropriate authority under Sections 391 to 394 read with Sections 100 to 103 of the Act sanctioning the Scheme is filed with the Registrar of Companies, Maharashtra at Mumbai.
(c) Merger of Sanchit Derivatives into Applicant Company

- With effect from the Appointed Date and upon the Scheme becoming effective, SDPL shall, pursuant to the provisions of Sections 391 to 394 read with sections 100 to 103 and all other applicable provisions of the Act and without any further act, instrument, deed or matter or thing, stand merged with SRL, as a going concern, as of the Appointed Date, and all its assets, liabilities, properties, rights, benefits and interest therein shall consequently vest into Applicant Company with effect from Effective Date, subject however, to all the encumbrances, if any, affecting the same or any part hereof and arising out of liabilities which shall also stand transferred to Applicant Company.

- Upon the coming into effect of this Scheme and consequent to the amalgamation of SDPL with SRL and the dissolution without winding up of SDPL, 88,63,845 equity shares held by SDPL in SRL will be cancelled. Further, SRL shall without any further application, act, instrument or deed, issue and allot 88,63,845 (Eighty Eight Lacs Sixty Three Thousand Eight Hundred and Forty Five only) fully paid-up equity shares of the face value of Rs.2 /- (Two) each in SRL to the equity shareholders of SDPL on the Effective Date as under:

"88,63,845 (Eighty Eight Lacs Sixty Three Thousand Eight Hundred and Forty Five only) fully paid up Equity Shares of the face value of Rs.2 /- (Two) each in SRL ('Equity Shares') to be issued and allotted to the equity shareholders of SDPL in proportion of their holdings in SDPL"
"88,63,845 (Eighty Eight Lacs Sixty Three Thousand Eight Hundred and Forty Five only) fully paid up Equity Shares of the face value of Rs.2 /- (Two) each in SRL ('Equity Shares') to be issued and allotted to the equity shareholders of SDPL in proportion of their holdings in SDPL"

- Upon the coming into effect of this Scheme and consequent to the amalgamation of SDPL with SRL and the dissolution without winding up of SDPL, SRL shall without any further application or deed, issue and allot preference shares, credited as fully paid-up, to the extent indicated below, to the preference shareholders of SDPL, or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as may be recognized by the Board of Directors of SRL in the following manner:

  "1 (One) fully paid up 0.1% Redeemable Non Convertible Preference Share of Rs. 10 each ('Preference Shares') in SRL for every 1 ('One') 0.1% Redeemable Non Convertible Preference Share held in SDPL."

(a) Upon the Scheme becoming effective, Sanchit Derivatives shall stand dissolved without being wound up.

(b) This Scheme is and shall be conditional upon and subject to:

- The Scheme being approved by the requisite majorities in number and value of such classes of persons including the respective members and/or creditors of SDPL and SRL as may be directed by the High Court.
- The Scheme being approved by a shareholders' resolution of SRL passed by way of postal ballot/e-voting in terms of para 5.16 of Circular Number CIR/CFD/DIL/5/2013 dated February 4th, 2013 issued by Securities and Exchange Board of India ("SEBI") read with para 7 of Circular Number CIR/CFD/DIL/8/2013 dated May 21st, 2013 issued by SEBI.
- The requisite consent, approval or permission of the Central Government or any other statutory or regulatory authority, which by law may be necessary for the implementation of this Scheme.
- The Scheme being sanctioned by the High Court of Judicature at Bombay or any other authority under Sections 391 to 394 read with sections 100 to 103 of the Act.
- The certified copy of the Order of the High Court of Judicature at Bombay sanctioning the Scheme, are filed with the Registrar of Companies, Maharashtra at Mumbai, by SDPL and SRL.

The features set out above being only the salient features of the Scheme, the Equity Shareholders are requested to read the entire text of the Scheme annexed hereto to get fully acquainted with the provisions thereof.

2 The Share Swap Ratio was approved by the Board of Directors of SRL on 13th day of November, 2013 after considering the valuation arrived at by Manish P Jain, Chartered Accountants and Fairness Opinion report from Unicon Capital Services Private Limited.

3 The pre shareholding pattern of SRL as on March 31, 2014 is as under:

		Pre - Scheme	
Category code	Category of Shareholder	Total number of shares	As a percentage of (A+B+C)
(A)	Shareholding of Promoter and Promoter Group		
1	Indian		
(a)	Individuals/ Hindu Undivided Family	31,692,367	50.33
(b)	Central Government/ State Government(s)	–	–
(c)	Bodies Corporate	12,667,928	20.11
(d)	Financial Institutions/ Banks	–	–
(e)	Any Others (Specify) - Trust	191,0770	3.03
(e-i)	Partnership Firms	–	–
	Sub Total(A)(1)	46,271,065	73.48
2	Foreign		

A	Individuals (Non-Residents Individuals/Foreign Individuals)	–	–
B	Bodies Corporate	–	–
C	Institutions	–	–
D	Any Others(Specify)	–	–
	Sub Total(A)(2)	–	–
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+ (A)(2)	46,271,065	73.48
(B)	Public shareholding		
1	Institutions		
(a)	Mutual Funds/ UTI	325	0.00
(b)	Financial Institutions /Banks	0.00	0.00
(c)	Central Government / State Government(s)	–	–
(d)	Venture Capital Funds	–	–
(e)	Insurance Companies	–	–
(f)	Foreign Institutional Investors	3,515,579	5.58
(g)	Foreign Venture Capital Investors	–	–
(h)	Any Other (specify)	–	–
	Sub-Total (B)(1)	3,515,904	5.58
B 2	Non-institutions		
(a)	Bodies Corporate	6,904,287	10.97
(b)	Individuals:		
	i. Individual shareholders holding nominal share capital up to Rs 1 lakh	233,557	0.37
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	771,980	1.23
(c)	Any Other (specify)	5,269,414	8.37
(c-i)	Clearing Members	352,186	0.57
(c-ii)	Trust	4,907,804	7.79
(c-iii)	Non Resident Indians	9,424	0.01
	Sub-Total (B)(2)	13,179,238	20.93
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	16,695,142	26.52
	TOTAL (A)+(B)	62,966,207	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued	–	–
	GRAND TOTAL (A)+(B)+(C)	62,966,207	100.00

11 The post-Scheme shareholding pattern of SRL, based on shareholding as on March 31, 2014 is as under:

		Post - Scheme	
Category code	**Category of Shareholder**	**Total number of shares**	**As a percentage of (A+B+C)**
(A)	Shareholding of Promoter and Promoter Group		
1	Indian		
(a)	Individuals/ Hindu Undivided Family	31,692,367	50.33
(b)	Central Government/ State Government(s)	–	–
(c)	Bodies Corporate	3,804,083	6.04
(d)	Financial Institutions/ Banks	–	–

(e)	Any Others (Specify) - Trust	10,774,615	17.11
(e-i)	Partnership Firms	–	–
	Sub Total(A)(1)	46,271,065	73.48
2	Foreign		
A	Individuals (Non-Residents Individuals/Foreign Individuals)	–	–
B	Bodies Corporate	–	–
C	Institutions	–	–
D	Any Others(Specify)	–	–
	Sub Total(A)(2)	–	–
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+ (A)(2)	46,271,065	73.48
(B)	Public shareholding		
1	Institutions		
(a)	Mutual Funds/ UTI	325	0.00
(b)	Financial Institutions /Banks	0.00	0.00
(c)	Central Government / State Government(s)	–	–
(d)	Venture Capital Funds	–	–
(e)	Insurance Companies	–	–
(f)	Foreign Institutional Investors	3,515,579	5.58
(g)	Foreign Venture Capital Investors	–	–
(h)	Any Other (specify)	–	–
	Sub-Total (B)(1)	3,515,904	5.58
B 2	Non-institutions		
(a)	Bodies Corporate	6,904,287	10.97
(b)	Individuals:		
	i. Individual shareholders holding nominal share capital up to Rs 1 lakh	233,557	0.37
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	771,980	1.23
(c)	Any Other (specify)	5,269,414	8.37
(c-i)	Clearing Members	352,186	0.57
(c-ii)	Trust	4,907,804	7.79
(c-iii)	Non Resident Indians	9,424	0.01
	Sub-Total (B)(2)	13,179,238	20.93
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	16,695,142	26.52
	TOTAL (A)+(B)	62,966,207	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued	–	–
	GRAND TOTAL (A)+(B)+(C)	62,966,207	100.00

Thus, there would not be any change in the Promoter shareholding in SRL post the merger with SDPL.

12 As per provisions of the Scheme, SRL would issue 1 (One) 0.1% Redeemable Non Convertible Preference Share in SRL for every 1 (One) 0.1% Redeemable Non Convertible Preference Share in SDPL held by the preference shareholders. As on date, the preference shares of SDPL have been redeemed as per the terms of issue of such preference shares. Accordingly, SRL would not be required to issue any preference shares to the shareholders of SDPL in accordance with the Scheme.

13 The directors of SRL may be deemed to be concerned and/or interested in the Scheme only to the extent of their shareholding in the respective companies, or to the extent the said directors are common directors in the companies, or to the extent the said directors are the partners, directors, Equity Shareholders of the companies, firms, association of persons, bodies corporate and/or beneficiary of trust that hold shares in any of the companies or to the extent they may be allotted shares SRL as a result of the Scheme. Save as aforesaid, none of the Directors of the company have any material interest in the Scheme.

14 Details of Directors of SRL and SDPL holding shares in SRL and SDPL are as under:

a) The extent of the shareholding of the Directors of SRL either singly or jointly or as nominee in SDPL as on March 31, 2014 is as under:

Sr. No.	Name of the Directors	Designation	Equity shares in Applicant Company	Equity shares in Sanchit Derivatives
1.	Mr. Kamal Khetan	Chairman and Managing Director	2,982,167	01

b) The extent of the shareholding in SRL of the Directors of SDPL either singly or jointly or as nominee as on March 31, 2014 is as under:

Sr. No.	Name of the Directors	Designation	Equity shares in Applicant Company	Equity shares in Sanchit Derivatives
1.	Mr. Kamal Khetan	Director	2,982,167	01
2.	Mrs. ManishaKhetan	Director	24,251,407	01

15 Sunteck Realty has obtained the approval to the Scheme in the terms of Clause 24(f) of the Listing Agreements of the National Stock Exchange of India Limited and BSE Limited vide their letters dated 30th April, 2014 and 2nd May, 2014 respectively.

16 No investigation proceedings are pending or are likely to be pending under Sections 235 to 251 of the Companies Act, 1956 in respect of Sunteck Realty Limited.

17 The rights and interests of the members and creditors of Sunteck Realty will not be prejudicially affected by the Scheme.

18 On the Scheme being approved as per the requirements of Section 391 of the Companies Act, 1956, both the companies involved in the scheme will each seek the sanction of the Hon'ble High Court of Judicature at Bombay to the Scheme.

19 An equity shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself, and such proxy need not be a member of SRL. The instrument appointing the proxy should however be deposited at the Registered Office of SRL not later than 48 (forty eight) hours prior to the commencement of the meeting.

20 Corporate members intending to send their authorised representatives to attend the meeting are requested to lodge a certified true copy in original of the resolution of the Board of Directors under Section 113 of the Companies Act, 2013 or other governing body of the body corporate not later than 48 (forty eight) hours before commencement of the meeting, authorizing such person to attend and vote on its behalf at the meeting

21 Inspection of the following documents are available at the registered office of the Company between 11 a.m. and 1 p.m. on all working days (except Saturdays, Sundays and public holidays), upto the last date for submission of Postal Ballot Forms and e-voting.
(a) Scheme of Arrangement
(b) Memorandum and Articles of Association of SRL and SDPL.

(a) The Audited Financial Statements of SDPL for last financial years ended March 31, 2013 and March 31, 2012
(b) The Audited Financial Statements of SRL for last three financial years ended March 31, 2013, March 31, 2012 and March 31, 2011.
(c) The Unaudited Provisional Financial Statements of SDPL as on December 31, 2013.
(d) Valuation Report from Manish P Jain and Associates, Chartered Accountants.
(e) Fairness opinion of Unicon Capital Services Private Limited.
(f) Copy of No Objection Certificate to the Scheme received from the National Stock Exchange of India Limited anc BSE Limiteddated 30th April, 2014 and 2nd May, 2014 respectively.

The Board of Directors of the Company recommend the above resolution set out in item no. 1 for your approval by way of passing an Ordinary Resolution.

None of the directors are in anyway, directly or indirectly concerned or interested in the resolution.

Item No. 2

The real estate sector is one of the key growth sectors of the Indian economy, which has witnessed a robust growth in the recent past and is expected to sustain reasonable growth momentum on the back of a sustained economic growth.

The Company is one of the leading real estate companies in India having presence in residential, commercial and retail real estate segments either directly or through its subsidiaries/ associates/ joint ventures/ associates and intends to further capitalize on its potential. All these initiatives will require significant outlay of funds over the next 3 -4 years. In order to exploit 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 corporate purposes, it is necessary for the Company to have access to external funds at different point of times in the future. The Company, therefore, proposes to raise further capital from the domestic or international markets in one or more tranches at an appropriate time.

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") upto Rs. 2000 Crores or its US Dollar equivalent, at such price or prices, at market price(s) or at a permissible discount or premium to market price(s) in terms of applicable regulations at the Board's discretion including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors wherever necessary in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company, and where necessary in consultation with the Book Running Lead Managers and/or Underwriters and/or Stabilizing Agent and/ or other Advisors or otherwise on such terms and conditions, including issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and/or in respect of different Securities, as the Board may in its absolute discretion decide at the time of issue of the Securities.

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 issue and allot in one or more tranches, in the course of domestic and/or international offering(s) in one or more foreign markets, by way of a public issue, preferential issue, qualified institutions placement, private placement or a combination thereof of Equity Shares or through an issuance of global depository receipts ("GDRs"), American depository receipts ("ADRs"), foreign currency convertible bonds ("FCCBs"), fully convertible debentures/partly convertible debentures, preference shares convertible into Equity Shares, and/or any other financial instruments or securities convertible into Equity Shares or with

or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form, whether rupee denominated or denominated in foreign currency (hereinafter collectively referred to as the "Securities") or any combination of Securities, to all eligible investors, including residents and/or non-residents and/or institutions/banks and/or incorporated bodies and/or individuals and/or trustees and/or stabilizing agent or otherwise, and whether or not such investors are Members of the Company (collectively the "Investors"),

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 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.

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 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 finalize 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) read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 and SEBI (ICDR) Regulations, and in terms of the provisions of the Listing Agreements, to issue and allot securities as stated in the Special Resolution.

The Board of Directors of the Company recommend the above resolution set out in item no. 2 for your approval by way of passing a Special Resolution.

None of the directors are in anyway, directly or indirectly concerned or interested in the resolution.

For Sunteck Realty Limited
Sd/-
Rachana Hingarajia
Company Secretary

Date: this 30th May, 2014
Registered office:
Sunteck Realty Limited
5th Floor, Sunteck Centre,
37-40 Subhash Road,
Vile Parle (E), Mumbai 400 057

SCHEME OF ARRANGEMENT
BETWEEN
SANCHIT DERIVATIVES PRIVATE LIMITED
WITH
SUNTECK REALTY LIMITED
AND
THEIR RESPECTIVE SHAREHOLDERS

PREAMBLE

The Scheme of Arrangement is presented under Sections 391 to 394 read with sections 100 to 103 and other applicable provisions of the Companies Act, 1956 ('the Act') between Sanchit Derivatives Private Limited ("the Transferor Company" or "SDPL") with Sunteck Realty Limited ("the Transferee Company" or "SRL") and their respective shareholders ("Scheme" or "the Scheme"). The Scheme also provides for various other matters consequential or otherwise integrally connected herewith. The Scheme is divided into following three parts:

Part A - Deals with definitions and share capital.
Part B - Deals with Amalgamation of Sanchit Derivatives Private Limitedwith Sunteck Realty Limited.
Part C - Deals with General Clauses, Terms and Conditions.

PART A

DEFINITIONS AND SHARE CAPITAL

1 **Definitions**

1.1 **"Act" or "the Act"** means the Companies Act, 1956 and shall include any statutory modifications, re-enactment or amendments thereof for the time being in force.

1.2 **"Appointed Date"** means the January 15, 2014 or such other date as may be fixed or approved by the High Court of Judicature at Bombay or such other competent authority.

1.3 **"BSE"** means the BSE Limited;

1.4 **"Court"** or **"High Court"** means the High Court of Judicature at Bombay and shall include the National Company Law Tribunal, if applicable.

1.5 **"Effective Date"** means the date on which the certified copies of the Orders sanctioning this Scheme passed by the High Court of Judicature at Bombay is filed with the Registrar of Companies, Maharashtra at Mumbai.

1.6 **"NSE"** means the National Stock Exchange of India Limited;

1.7 **"SDPL"** or **"Transferor Company"** means Sanchit Derivatives Private Limited, a Company incorporated under the Act and having its registered address at 5th Floor, Sunteck Centre, Subhash Road, Vile Parle (East), Mumbai - 400 057, India.

1.8 **"SRL"** or **"Transferee Company"** means Sunteck Realty Limited, a Company incorporated under the Act and having its registered address at 5th Floor, Sunteck Centre, 37 - 40, Subhash Road, Vile Parle (East), Mumbai - 400 057, India.

1.9 **"Scheme"** or **"the Scheme"** or **"this Scheme"** means this Scheme of Arrangement in its present form as submitted to the Hon'ble High Court of Judicature at Bombay or this Scheme with such modification(s), if any made, as per Clause 17 of the Scheme.

1.1 All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act and other applicable laws, rules, regulations, bye laws, as the case may be, including any statutory modification or re-enactment thereof from time to time.

2 DATE OF TAKING EFFECT AND OPERATIVE DATE

2.1 The Scheme set out herein in its present form or with any modification(s) approved or imposed or directed by the High Court of Judicature at Bombay or made as per Clause 17 of the Scheme, shall be effective from the Appointed Date but shall be operative from the Effective Date.

2.2 Any references in the Scheme to "upon the Scheme becoming effective" or "effectiveness of the Scheme" shall mean the Effective Date.

3 SHARE CAPITAL

3.1 The share capital of Transferor Company as at 31st March 2013 is as under:

Share Capital	Rs.
Authorized Share Capital	
10,000 Equity Shares of Rs. 10 each	1,00,000
TOTAL	**1,00,000**
Issued, Subscribed and Paid-up Share Capital	
10,000 Equity Shares of Rs. 10 each, fully paid up	1,00,000
TOTAL	**1,00,000**

Subsequent to the above Balance Sheet date, there has been a change in the issued, subscribed and paid up share capital of the Transferor Company.

Share Capital	Rs.
Authorized Share Capital	
1,10,000 Equity Shares of Rs. 10 each 10,000 0.1% Redeemable Non Convertible Preference Shares of Rs. 10 each	11,00,000 1,00,000
TOTAL	**12,00,000**
Issued, Subscribed and Paid-up Share Capital	
1,10,000 Equity Shares of Rs. 10 each, fully paid up 10,000 0.1% Redeemable Non Convertible Preference Shares of Rs. 10 each	11,00,000 1,00,000
TOTAL	**12,00,000**

3.2 The share capital of Transferee Company as at 31st March 2013 is as under:

Share Capital	Rs.
Authorized Share Capital	
9,37,50,000 Equity Shares of Rs. 2/- each 12,50,000 Preference Shares of Rs 10/- each	Rs 18,75,00,000 Rs. 1,25,00,000
TOTAL	**Rs 20,00,00,000**
Issued, Subscribed and Paid-up Share Capital	
6,29,66,207 Equity Shares of Rs. 2/- each, fully paid up	Rs 12,59,32,414
TOTAL	**Rs 12,59,32,414**

The equity shares of the Transferee Company are listed on BSE and NSE. Subsequent to the above Balance Sheet date, there has been no change in the issued, subscribed and paid up share capital of the Transferee Company.

PART B

AMALGAMATION OF TRANSFEROR COMPANY WITH TRANSFEREE COMPANY

4 TRANSFER AND VESTING

4.1 With effect from the Appointed Date, the entire business and whole of the undertaking of the Transferor Company including all its properties and assets (whether movable or immovable, tangible or intangible) of whatsoever nature such as investments, licenses, permits, trademarks, quotas, approvals, lease, tenancy rights, permissions, incentives, if any, and all other rights, title, interest, certificates, registrations under various legislations, contracts, consent, approvals or powers of every kind nature and descriptions whatsoever, shall under the provisions of Sections 391 to 394 read with sections 100 to 103 of the Act and pursuant to the orders of the High Court and without any further act, instrument or deed, but subject to the existing charges affecting the same as on the Effective Date be transferred and/or deemed to be transferred to and vested in the Transferee Company so as to become the properties and assets of the Transferee Company.

4.2 Without prejudice to Clause 4.1 above, in respect of such of the assets of the Transferor Company as are movable in nature or are otherwise capable of transfer by manual delivery or by endorsement and/or delivery, the same may be so transferred by the Transferor Company, and shall, upon such transfer, become the property, estate, assets, rights, title, interest and authorities of the Transferee Company by way of physical delivery or novation.

4.3 The transfer and vesting as aforesaid shall be subject to the existing charges / hypothecation / mortgages, if any, as may be subsisting and agreed to be created over or in respect of the said assets or any part thereof, provided however, any reference in any security documents or arrangements to which the Transferor Company is a party wherein the assets of the Transferor Company have been or are offered or agreed to be offered as security for any financial assistance or obligations shall be construed as reference only to the assets pertaining to the Transferor Company and vested in the Transferee Company by virtue of this Scheme to the end and intent that the charges shall not extend or deemed to extend to any assets of the Transferee Company.

Provided that the Scheme shall not operate to enlarge the security for the said liabilities of the Transferor Company which shall vest in the Transferee Company by virtue of the Scheme and the Transferee Company shall not be obliged to create any further, or additional security thereof after the merger has become effective or otherwise. The transfer / vesting of the assets of the Transferor Company as aforesaid shall be subject to the existing charges / hypothecation / mortgages over or in respect of the assets or any part thereof of the Transferor Company.

4.4 All debts, liabilities, duties and obligations of whatsoever nature of the Transferor Company shall also, without any further act, instrument or deed be transferred to and vested in and assumed by and/or deemed to be transferred to and vested in and assumed by the Transferee Company pursuant to the provisions of Sections 391 to 394 read with sections 100 to 103 of the Act, so as to become the debts, liabilities, duties and obligations of the Transferee Company and further that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which debts, liabilities, duties and obligations liabilities have arisen, in order to give effect to the provisions of this Clause.

4.5 The Transferee Company may at any time after the coming into effect of the Scheme in accordance with the provisions of the Scheme, if so required, under any law or otherwise, execute Deeds of Confirmation, in favour of the creditors of the Transferor Company or in favour of any other party to any contract or arrangement to which the Transferor Company is a party or any writings as may be necessary to be executed in order to give formal effect to the above provisions. The Transferee Company shall under the provisions of the Scheme be deemed to be authorised to execute any such writings on behalf of the Transferor Company and to implement or carry out all such formalities or compliance referred to above on the part of the Transferor Company to be carried out or performed.

4.6 With effect from the Appointed Date and upon the Scheme becoming effective, all development rights, statutory licences, permissions, approvals or consents to carry on the operations and business of the Transferor Company shall stand vested in or transferred to the Transferee Company without any further act or deed and shall be appropriately mutated by the statutory authorities concerned in favour of the Transferee Company. The benefit of all statutory and regulatory permissions, environmental approvals and consents, registrations or other licences and consents shall vest in and become available to the Transferee Company pursuant to this Scheme.

4.7 This Part of the Scheme has been drawn up to comply with the conditions relating to "Amalgamation" as specified under Section 2(1B) of the Income Tax Act, 1961. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said Section of the Income Tax Act, 1961, at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said Section of the Income Tax Act, 1961, shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 2(1B) of the Income Tax Act, 1961. Such modification will however not affect the other parts of the Scheme.

5 CANCELLATION OF EQUITY SHARES OF THE TRANSFEREE COMPANY HELD BY THE TRANSFEROR COMPANY

5.1 With effect from the Appointed Date, the investment held by the Transferor Company in the equity share capital of the Transferee Company shall stand cancelled and accordingly, the share capital of the Transferee Company shall stand reduced to the extent of face value of shares held by the Transferor Company in the Transferee Company as on the Appointed Date.

5.2 Such reduction of share capital of the Transferee Company as provided in this Clause shall be effected as a integral part of the Scheme on the Effective Date, upon which the share capital of the Transferee Company shall be deemed to be reduced and the orders of the High Court sanctioning the Scheme shall be deemed to be an order under Sections 100 to 103 of the Act confirming such reduction of share capital of the Transferee Company.

5.3 However as the same does not involve either diminution of liability in respect of unpaid share capital or payment to any shareholder of any paid-up share capital, the provisions of Section 101 of the Act are not applicable. Therefore no order under section 102 of the Act confirming the reduction shall be required.

6 ISSUE OF SHARES BY THE TRANSFEREE COMPANY

6.1 Upon the coming into effect of this Scheme and consequent to the amalgamation of SDPL with SRL and the dissolution without winding up of SDPL, 88,63,845 equity shares held by SDPL in SRL will be cancelled in accordance with Clause 5 of the Scheme and equivalent number of equity shares in SRL will be issued by SRL to the equity shareholders of SDPL as consideration for the merger. SRL shall without any further application, act, instrument or deed, issue and allot 88,63,845 (Eighty Eight Lacs Sixty Three Thousand Eight Hundred and Forty Five only) fully paid-up equity shares of the face value of Rs.2 /- (Two) each in SRL to the equity shareholders of SDPL as on the Effective Date, such that the paid up value of Equity Share Capital of SRL (after giving effect to Clause 5 of this Scheme) remains unchanged at Rs. 12,59,32,414/- (Rupees Twelve Crores Fifty Nine Lacs Thirty Thousand Four Hundred and Fourteen) consisting of 6,29,66,207 (Six Crores Twenty Nine Thousand Sixty Six Lacs Two Hundred and Seven) equity shares of Rs. 2 (Rupees Two) each, fully paid up.

6.2 Upon the coming into effect of this Scheme and consequent to the amalgamation of SDPL with SRL and the dissolution without winding up of SDPL, SRL shall without any further application or deed, issue and allot preference shares, credited as fully paid-up, to the extent indicated below, to the preference shareholders of SDPL, or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as may be recognized by the Board of Directors of SRL in the following manner:

"1 (One) fully paid up 0.1% Redeemable Non Convertible Preference Share of Rs. 10 each ('Preference Shares') in SRL for every 1 ('One') 0.1% Redeemable Non Convertible Preference Share held in SDPL."

6.3 The shareholders of Transferor Company to whom Equity Shares are to be issued by the Transferee Company pursuant to clause 5.1 shall be issued such shares in dematerialized form. The shareholders of Transferor Company to whom Preference Shares are to be issued by the Transferee Company pursuant to clause 5.2 shall be issued such shares in physical form.

6.4 The Equity Shares and Preference Shares to be issued and allotted as above shall be subject to the Memorandum and Articles of Association of the Transferee Company.

6.5 The Transferee Company shall, if and to the extent required, apply for and obtain any approvals from concerned regulatory authorities for the issue and allotment of shares under the Scheme.

7 AGGREGATION OF AUTHORISED CAPITAL

7.1 The provisions of this Clause 7 shall operate notwithstanding anything to the contrary in any other instrument, deed or writing.

7.2 Upon sanction of this Scheme, the authorised share capital of the Transferee Company shall automatically stand increased without any further act, instrument or deed on the part of the Transferee Company including payment of stamp duty and fees payable to Registrar of Companies, by the authorised equity share capital of the Transferor Company amounting to Rs.12,00,000 (Rupees Twelve Lacs Only) comprising of 1,10,000 (One Lac Ten Thousand) equity shares of Rs. 10 each and 10,000 (Ten Thousand) 0.1% Redeemable Non Convertible Preference Shares of Rs. 10 each and the Memorandum of Association shall, without any further act, instrument or deed, be and stand altered, modified and amended, and the consent of the shareholders to the Scheme shall be deemed to be sufficient for the purposes of effecting this amendment, and no further resolution(s) under Sections 16, 31, 94 and 394 and other applicable provisions of the Act would be required to be separately passed, as the case may be and for this purpose the stamp duties and fees paid on the authorised capital of the Transferor Companies shall be utilized and applied to the increased authorised share capital of the Transferee Company and there would be no requirement for any further payment of stamp duty and/or fee by the Transferee Company for increase in the authorised share capital to that extent.

8 ACCOUNTING TREATMENT IN THE BOOKS OF THE TRANSFEREE COMPANY

8.1 With effect from the Appointed Date, all the assets and liabilities appearing in the books of accounts of the Transferor Company shall be recorded by the Transferee Company at their respective fair values, as may be decided by the Board of Directors of the Transferee Company, in accordance with the Purchase Method of accounting as prescribed in "Accounting Standard 14: Accounting for Amalgamations" issued by the Institute of Chartered Accountants of India.

8.2 Inter-company balances and investments, if any, will stand cancelled;

8.3 The difference between the excess of the net assets value of the Transferor Company transferred and recorded by the Transferee Company as per Sub-Clause 8.1 above over the face value of shares issued as per sub-clauses 6.1 and 6.2 above and after considering the adjustments mentioned in Clause 5 and Sub-Clause 8.2, would be recorded as Capital Reserve. The shortfall, if any, shall be debited to Goodwill Account of the Transferee Company.

8.4 In case of any differences in accounting policy between the Transferor Company and the Transferee Company, the accounting policies followed by the Transferee Company will prevail and the difference till the Appointed Date will be quantified and adjusted in the Capital Reserve / Goodwill Account to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policy.

PART C

GENERAL

9 PROFITS, DIVIDEND, BONUS/RIGHT SHARES

9.1 The Transferor Company shall not utilize profits or income, if any, for any purpose including declaring or paying any dividend in respect of the period falling on and after the Appointed Date.

9.2 Until the Effective Date, the Transferor Company shall not issue or allot any further equity or preference shares either rights or bonus or otherwise.

10 CONDUCT OF BUSINESS TILL EFFECTIVE DATE

With effect from the Appointed Date and upto and including the Effective Date:

10.1 The Transferor Company shall be deemed to have been carrying on and shall carry on its business and activities and shall be deemed to have held and stood possessed of and shall hold and stand possessed of all its properties and assets pertaining to the business and undertaking of the Transferor Company for and on account of and in trust for the Transferee Company. The Transferor Company hereby undertakes to hold the said assets with utmost prudence until the Effective Date.

10.2 The Transferor Company shall carry on its business and activities with reasonable diligence, business prudence and shall not, except in the ordinary course of business or without prior written consent of the Transferee Company alienate charge, mortgage, encumber or otherwise deal with or dispose of the Transferor Company or part thereof.

10.3 All the profits or income accruing or arising to the Transferor Company or expenditure or losses arising or incurred or suffered by the Transferor Company pertaining to the business and undertaking of the Transferor Company shall for all purposes be treated and be deemed to be and accrue as the income or profits or losses or expenditure as the case may be of the Transferee Company.

10.4 The Transferor Company shall not vary the terms and conditions of employment of any of the employees except in the ordinary course of business or without the prior consent of the Transferee Company or pursuant to any pre-existing obligation undertaken by the Transferor Company as the case may be, prior to the Effective Date.

10.5 The Transferee Company shall be entitled, pending the sanction of the Scheme, to apply to the Central/State Government, and all other agencies, departments and authorities concerned as are necessary under any law or rules, for such consents, approvals and sanctions, which the Transferee Company may require pursuant to this Scheme.

11 EMPLOYEES

11.1 On the Scheme becoming effective, the employees, if any, of the Transferor Company shall become the employees of the Transferee Company, without any break or interruption in their services, on same terms and conditions on which they are engaged as on the Effective Date. The Transferee Company further agrees that for the purpose of payment of any retirement benefit/ compensation, such immediate uninterrupted past services with the Transferor Company shall also be taken into account. The Transferee Company undertakes to continue to abide by the terms of agreement/ settlement entered into by the Transferor Company with employees' union/ employee or associations of the Transferor Company, as the case may be.

11.2 The accounts/ funds of the employees, whose services are transferred under Clause 11.1 above, relating to superannuation, provident fund and gratuity fund shall be identified, determined and transferred to the respective Trusts/ Funds of the Transferee Company and such employees shall be deemed to have become members of such Trusts/ Funds of the Transferee Company, as the case may be.

12 LEGAL PROCEEDINGS

12.1 If any suit, appeal or other proceeding of whatever nature by or against the Transferor Company is pending, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of or by anything contained in this Scheme, but the said suit, appeal or other legal proceedings may be continued, prosecuted and enforced by or against the Transferee Company, as the case may be, in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Company as if this Scheme had not been made.

12.2 In case of any litigation, suits, recovery proceedings which are to be initiated or may be initiated against the Transferor Company, the Transferee Company shall be made party thereto and any payment and expenses made thereto shall be the liability of the Transferee Company.

13 CONTRACTS, DEEDS, ETC.

13.1 Subject to the other provisions of this Scheme, all contracts, deeds, bonds, insurance, Letters of Intent, undertakings, arrangements, policies, agreements and other instruments, if any, of whatsoever nature pertaining to the Transferor Company to which the Transferor Company is a party and subsisting or having effect on the Effective Date, shall be in full force and effect against or in favour of the Transferee Company, as the case may be, and may be enforced by or against the Transferee Company as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party thereto.

13.2 The Transferee Company shall enter into and/or issue and/or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novations, to which the Transferor Company will, if necessary, also be party in order to give formal effect to the provisions of this Scheme, if so required or becomes necessary. The Transferee Company shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of the Transferor Company and to implement or carry out all formalities required on the part of the Transferor Company to give effect to the provisions of this Scheme.

14 SAVING OF CONCLUDED TRANSACTIONS

The transfer of properties and liabilities under Clause 4 above and the continuance of proceedings by or against the Transferor Company under Clause 12 above shall not affect any transaction or proceedings already concluded by the Transferor Company on and after the Appointed Date till the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Company in respect thereto as done and executed on behalf of the Transferee Company.

15 DISSOLUTION OF THE TRANSFEROR COMPANY

On the Scheme becoming effective, the Transferor Company shall stand dissolved without being wound-up.

16 APPLICATION TO HIGH COURT

The Transferor Company and the Transferee Company shall with all reasonable dispatch make all necessary applications under Sections 391 to 394 read with sections 100 to 103 of the Companies Act and other applicable provisions of the Act to the High Court of Judicature at Bombay for seeking approval of the Scheme.

17 MODIFICATION OR AMENDMENTS TO THE SCHEME

The Transferor Company and the Transferee Company with the approval of their respective Boards of Directors may consent, from time to time, on behalf of all persons concerned, to any modifications/amendments or additions/deletions to the Scheme which may otherwise be considered necessary, desirable or appropriate by the said Boards of Directors to resolve all doubts or difficulties that may arise for carrying out this Scheme and to do and execute all acts, deeds matters, and things necessary for bringing this Scheme into effect or agree to any terms and / or conditions or limitations that the Hon'ble Court or any other authorities under law may deem fit to approve of, to direct and or impose. The aforesaid powers of the Transferor Company and the Transferee Company to give effect to the modification/amendments to the Scheme may be exercised by their respective Boards of Directors or any person authorised in that behalf by the concerned Board of Directors subject to approval of the Hon'ble Court or any other authorities under applicable law.

18 CONDITIONALITY OF THE SCHEME

This Scheme is and shall be conditional upon and subject to:

18.1 The Scheme being approved by the requisite majorities in number and value of such classes of persons including the respective members and/or creditors of the Transferor Company and the Transferee Company as may be directed by the High Court.

18.2 The Scheme being approved by a shareholders' resolution of the Transferee Company passed by way of postal ballot/e-voting in terms of para 5.16 of Circular Number CIR/CFD/DIL/5/2013 dated February 4th, 2013 issued by Securities and Exchange Board of India ("SEBI") read with para 7 of Circular Number CIR/CFD/DIL/8/2013 dated May 21st, 2013 issued by SEBI; provided that the same shall be acted upon only if the votes cast by the public shareholders in favor of the proposal are more than the number of votes cast by the public shareholders against it.

18.3 The requisite consent, approval or permission of the Central Government or any other statutory or regulatory authority, which by law may be necessary for the implementation of this Scheme.

18.4 The Scheme being sanctioned by the High Court of Judicature at Bombay or any other authority under Sections 391 to 394 read with sections 100 to 103 of the Act.

18.5 The certified copy of the Order of the High Court of Judicature at Bombay sanctioning the Scheme, are filed with the Registrar of Companies, Maharashtra at Mumbai, by the Transferor Company and the Transferee Company.

19 EFFECT OF NON-RECEIPT OF APPROVALS

In the event of any of the said sanctions and approvals referred to in the preceding Clause not being obtained and/ or the Scheme not being sanctioned by the Bombay High Court or such other competent authority and / or the Order not being passed as aforesaid before September 30, 2014or within such further period or periods as may be agreed upon between the Transferor Company and the Transferee Company by their Boards of Directors (and which the Boards of Directors of the Company are hereby empowered and authorised to agree to and extend the Scheme from time to time without any limitation) this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/ or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law.

20 REPEALS AND SAVINGS

Any matter filed with Registrar, Regional Director or the Central Government under the Companies Act, 1956, before the notification of the corresponding provisions under The Companies Act, 2013 and not fully addressed at that time shall be concluded by the Registrar, Regional Director or the Central Government, as the case may be, in terms of the Companies Act, 1956. Any direction or order given by the Hon'ble High Court under the provisions of the Companies Act, 1956 and any act done by the Company based on such directions or order shall be deemed to be in accordance with and consistent with the provisions of The Companies Act, 2013. Accordingly, the provisions of The Companies Act, 2013, shall not apply to acts done by the Company as per direction or order of the Hon'ble High Court sanctioning the Scheme.

21 COSTS, CHARGES & EXPENSES

All costs, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed) of the Transferor Company and the Transferee Company arising out of or incurred in connection with and implementing this Scheme and matters incidental thereto shall be borne by the Transferor Company.

BSE Limited Registered Office : Floor 25, P J Towers, Dalal Street, Mumbai 400 001 India
T: +91 22 2272 1234 / 33 F: +91 22 2272 1003 www.bseindia.com
CIN NO:U67120MH2005PLC155188

EXPERIENCE THE NEW

DCS/AMAL/SJ/24(f)/28/2014-15

May 2, 2014

The Company Secretary
Sunteck Realty Limited
5th Floor, Sunteck Centre,
37-40 Subhash Road,
Vile Parle(East),
Mumbai-400 057

Dear Sir / Madam,

Sub: Observation letter regarding the Scheme of Arrangement between Sanchit Derivatives Private Limited (SDPL) and Sunteck Reality Limited (SRL)

We are in receipt of draft Scheme of Amalgamation involving merger of the company with Sanchit Derivatives Private Limited.

The Exchange has noted the confirmation given by the Company stating that the scheme does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the rules, regulations and guidelines made under these Acts, and the provisions of the Listing Agreement or the requirements of BSE Limited (BSE).

As required under SEBI Circular No.CIR/CFD/DIL/5/2013 dated February 4, 2013 & SEBI Circular No.CIR/CFD/DIL/8/2013 dated May 21, 2013; SEBI has vide its letter dated April 30, 2014 given the following comment(s) on the draft scheme of arrangement:

- ***The company shall duly comply with various provisions of the Circulars.***
- ***The company shall comply with the undertakings given to stock exchanges regarding seeking shareholder's approval through postal ballot/ e-voting and proceeding with the scheme only if votes cast by public shareholders in favour of the scheme is more than those voted against it.***

Accordingly, we hereby convey Exchange's 'No-objection' with limited reference to those matters having bearing on listing/ delisting/ continuous listing requirements within the provisions of the Listing Agreement, so as to enable you to file the scheme with the Hon'ble High Court.

Further, you are also advised to bring the contents of this letter to the notice of your shareholders, all relevant authorities as deemed fit, and also mention the same in your application for approval of the scheme of arrangement submitted to the Hon'ble High Court.

The Exchange reserves its right to withdraw its No-objection/approval at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Yours faithfully,

Bhuvana Sriram
Deputy Manager

Pooja Sanghvi
Asst. Manager

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

NIFTY 50
Stock of the nation

Ref: NSE/LIST/237415-W April 30, 2014
The Company Secretary
Sunteck Realty Limited
5th Floor, Sunteck Centre
37-40 Subhash Road
Vile Parle (E),
Mumbai - 400057

Kind Attn.: Ms. Rachana Hingarajia

Madam,

Sub.: Observation letter for Scheme of Arrangement between Sanchit Derivatives Private Limited
with Sunteck Realty Limited and their respective shareholders

This has reference to draft Scheme of Arrangement between Sanchit Derivatives Private Limited and Sunteck Realty Limited and their respective shareholders submitted to NSE vide your letter dated February 10, 2014.

Based on our letter reference no NSE/LIST/235627-X submitted to SEBI and pursuant to SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 and SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013, SEBI vide its letter dated April 30, 2014, has given following comments on the draft scheme of arrangement:

a) The company shall duly comply with various provisions of the Circulars.

b) The company to comply with the undertakings given to stock exchange/s regarding seeking shareholder"s approval through postal ballot/e-voting and proceeding with the scheme only if votes cast by public shareholders in favour of the scheme is more than those voted against it"

Accordingly, we do hereby convey our „no-objection" with limited reference to those matters having a bearing on listing / delisting / continuous listing requirements within the provisions of the Listing Agreement, so as to enable the Company to file the scheme with the Hon"ble High Court.

However, the Exchange reserves its right to withdraw this No-objection approval at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines / Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from April 30, 2014, within which the scheme shall be submitted to the Hon"ble High Court. Further pursuant to the above SEBI circulars upon sanction of the Scheme by the Hon"ble High Court, you shall submit to NSE the following:

Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai 400051, India. • Tel: +91 22 26598235/36, 26598346 • Fax: +91 22 26598237/38
E-mail : cmlist@nse.co.in • Web site: www.nseindia.com

Ref: NSE/LIST/237415-W April 30, 2014

a. Copy of Scheme as approved by the High Court;
b. Result of voting by shareholders for approving the Scheme;
c. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme
vis-à-vis the Draft Scheme
d. Status of compliance with the Observation Letter/s of the stock exchanges
e. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
f. Complaints Report as per Annexure II of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013.

Yours faithfully,
For National Stock Exchange of India Limited

Kamlesh Patel
Manager

Complaints Report – from February 13, 2014 to March 6, 2014:

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	**0**
2.	Number of complaints forwarded by Stock Exchanges	**0**
3.	Total Number of complaints/comments received (1+2)	**0**
4.	Number of complaints resolved	**0**
5.	Number of complaints pending	**0**

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	-	-	-
2.	-	-	-
3.	-	-	-

For Sunteck Realty Limited

Rachana Hingarajia
Company Secretary

Date: March 7, 2014

BOOK POST

If Undelivered Please Return to:
SUNTECK REALTY LIMITED
Regd. Office: 5th Floor, Sunteck Centre,
37-40 Subhash Road, Vile Parle (East),
Mumbai-400 057