Sunteck

SUNTECK REALTY LTD

5th Floor, Sunteck Centre, 37-40 Subhash Road, Vile Parle (East), Mumbai - 400 057

NOTICE PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956

Dear Member,

Notice is hereby given pursuant to Section 192A(2) of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, that the resolutions appended below are proposed to be passed as Special Resolutions by way of Postal Ballot.

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.**, Practising Company Secretary as the Scrutinizer for conducting the Postal Ballot process 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 28th March, 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 31st March, 2014 at 4.00 p.m. at the Company's Registered Office.

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 i.e. 28th March, 2014.

1. TO CONSIDER AND TAKE APPROVAL UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

To consider and if though fit, to give assent/dissent to the following resolution as **Special Resolution:**

"RESOLVED THAT subject to the provisions of Section 180(1)(c) read with 180(2) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 1956 and the Companies Act, 2013 including any statutory modifications or re-enactments thereof and in supersession of all the earlier resolutions passed in this regard, the Board of Directors (hereinafter referred to as the Board), including any committee thereof for the time being exercising the powers conferred on them by this resolution, be and are hereby authorized to borrow money, as and when required, from, including without limitation, any Bank and/or Public Financial Institution as defined under Section 2 (72) of the Companies Act, 2013 and/or eligible foreign lender and/or any entity/entities and/or authority/ authorities and/ or through suppliers credit, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, short term loans or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding **Rs. 2,000 Crores (Rupees Two Thousand Crores Only)** notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specified purpose;

RESOLVED FURTHER THAT the Board of Directors including any committee thereof of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above notes and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

2. CREATION OF CHARGE ON MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE

To consider and if thought fit, to pass with or without modification(s), as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 1956 including any statutory modifications or re-enactments thereof, the Board of Directors including any committee thereof for the time being exercising the powers conferred on them by this resolution hereby accord their consent to create mortgage and/or charge on all or any of the moveable and/or immovable assets of the Company, both present and future and/or whole or any part of the Company in favour of the lenders, agents, trustees for securing the borrowings of the Company availed/to be availed by way of loans (in foreign currency and/or in Indian currency) and securities (comprising of fully/partly convertible debentures and/or secured premium notes and/or floating rates notes/bonds or other debt instruments) issued/to be issued by the Company from time to time, in one or more tranches, upto an aggregate limit of Rs. 2,000 Crores (Rupees Two Thousand Crores Only) together with interest as agreed, additional interest in case of default, accumulated interest, liquidated damages and commitment charges, all other costs, charges and expenses and all other monies payable by the Company in terms of respective loan agreement(s) or any other document entered / to be entered into between the Company and the lenders/agents/investors and trustees in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or any committees thereof and the lenders, agents or trustees.

RESOLVED FURTHER THAT the Board of Directors including any committee thereof of the Company be and is hereby authorized to finalise the terms and conditions for creating the aforesaid mortgage and/or charge and to execute the documents and such other agreements and also to agree to any amendments thereto from time to time as it may think fit for the aforesaid purpose and to do all such acts, deeds, matters and things as may be necessary and expedient for giving effect to the above resolution;

By order of the Board of Directors of
SUNTECK REALTY LIMITED

Place : Mumbai
Date : 12th February, 2014

Sd/-
Rachana Hingarajia
Company Secretary

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 21st February, 2014.
3. The Company has appointed Mr. Veeraraghavan N., a Practicing Company Secretary as the Scrutinizer on 12th February, 2014 for conducting this Postal Ballot voting process in a fair and transparent manner.
4. In compliance with the provisions of Section 192A of the Act read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 and Circular No. CIR/CFD/DIL/6/2012 dated July 13, 2012 of the Securities and Exchange Board of India (SEBI), vide which e-voting has been made mandatory for top 500 listed companies at NSE and BSE, our Company being amongst top 500 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; "postal ballot notice_SRL.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 the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail nvr54@ymail.com or cosec@sunteckindia.com with a copy marked to evoting@nsdl.co.in.

(b) In case of 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 of Corporate 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 21st February, 2014.
8. The voting period ends on the close of 28th March, 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 Monday, 31st March, 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 last date of receiving the postal ballot forms/last date of e voting cycle shall be deemed to be the date of passing of the said resolution.
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 28th March, 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(1) of the Companies Act 2013

Item No. 1:

As per Section 180(1) (c) read with Section 180(2) of the Companies Act, 2013, borrowings by the Company beyond the aggregate of the paid up capital of the company and its free reserve requires approval from the shareholders of the Company.

Members of the Company on August 27, 2008 had authorized the Board under Section 293(1)(d) of the Companies Act, 1956 to borrow monies up to Rs. 2,000 Crores.

However, pursuant to the notification issued by the Ministry of Corporate affairs on 12th September, 2013, it is proposed to obtain the approval of members of the Company under new statute viz. Companies Act, 2013.

The Board of Directors of the Company recommend the above resolution set out in item no. 1 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.

Item No. 2:

The Company is required to create security for the said facilities as mentioned under Item No. 1 in favour of the Lenders/ Trustees for loans/ financial assistance availed by the Company, by way of creation of mortgage and/ or charge on the assets of the Company, as stated in the resolution.

In furtherance to the Resolution No. 1 of this Notice, the said borrowings/ issue of securities may be required to be secured by way of mortgage/ charge over all or any part of the movable and/or immovable assets of the Company and as per provisions of Section 180(1)(a) of the Companies Act 2013, the mortgage or charge on all or any part of the movable and/or immovable properties of the Company, may be deemed as the disposal of the whole, or substantially the whole, of the undertaking of the Company and hence, requires approval from the shareholders of the Company.

Accordingly, it is proposed to pass an enabling resolution authorizing the Board to create charge on the assets of the Company for a value not exceeding Rs. 2,000 Crores (Rupees Two Thousand Crores Only).

The Board of Directors of the Company recommend the 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.

By order of the Board of Directors of
SUNTECK REALTY LIMITED

Sd/-
Rachana Hingarajia
Company Secretary

Place : Mumbai
Date : 12th February, 2014