



SATRA PROPERTIES (INDIA) LIMITED

Regd. Office: Dev Plaza, 2nd Floor, Opp. Andheri Fire Station, S.V. Road, Andheri (W), Mumbai 400 058, Maharashtra
Tel.: +91 - 22- 2671 9999 • Fax: +91 - 22- 2620 3999 • E-mail: info@satraproperties.in • Website: www.satraproperties.in
CIN: L65910MH1983PLC030083

NOTICE OF POSTAL BALLOT

[Pursuant to Sec 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014]

To the Members,

Notice is hereby given, pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (hereinafter referred to as '**the Act**'), if any, read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereto for the time being in force) (hereinafter referred to as '**the Rules**'), that the resolutions appended below are proposed to be passed by the members of Satra Properties (India) Limited (hereinafter referred to as '**the Company**') as Special resolution(s) by way of Postal Ballot / e-voting. The Explanatory Statements pertaining to the said Resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto alongwith a Postal Ballot Form (hereinafter referred to as '**the Form**') for your consideration.

The Board of Directors of the Company has appointed Mr. Dharmesh M. Zaveri, Practicing Company Secretary, Mumbai as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and in accordance with the provisions of the Act and the Rules framed thereunder. You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the same in original duly completed, in the enclosed self addressed, postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer not later than the close of working hours i.e. at **5.00 p.m. on Monday, 25 August, 2014**. Any Forms received thereafter will be strictly treated as if reply from such Member/s has not been received.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the Notice and instructions overleaf the Form. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman and the results of the voting of Postal Ballot will be announced by the Chairman/Director of the Company at **4.00 p.m. on Wednesday, 27 August, 2014** at the Registered Office of the Company. The said result would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the Company's equity shares are listed, and displayed alongwith the Scrutinizer's report on the Company's website viz. **www.satraproperties.in** and website of CDSL i.e. **www.cdslindia.com**

The said date of declaration of result of the Postal Ballot (i.e. **Wednesday, 27 August, 2014**) shall be the date on which the Resolutions would be deemed to have been passed, if approved by requisite majority. The Special Resolutions shall be declared as passed if the number of votes cast in their favour are not less than three times the number of votes cast, if any, against the said Resolutions.

Special Business:

Item No. 1: Borrowing Powers of the Board:

To consider and, if thought fit, to pass with or without modification, if any, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 180(1)(c) read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called '**the Board**' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to borrow and raise at its discretion by way of loans / debentures / bonds / deposits or such securities / instruments (whether secured or unsecured), such sum or sums of monies, from time to time together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), in the aggregate a sum not exceeding INR 1,000 Crores either in Indian Rupees or in foreign currency, from any banker(s), financial institution(s), lending Institution(s), individual(s), person(s), firm(s), body corporate(s), or from any other source(s) whether in India or abroad; from time to time, notwithstanding that the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business and that this resolution supersedes any earlier resolution passed in respect of the extent of borrowing power granted to the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to execute agreements, deeds, applications or any other necessary and related documents as may be required and to do all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution."

Item No. 2: Creation of Charges on the Company's properties:

To consider and, if thought fit, to pass with or without modification, if any, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called '**the Board**' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) from time to time, to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings or create / modify charge / mortgage / hypothecation and other encumbrances, in addition to charge / mortgage / hypothecation and other encumbrances already created / to be created by the Company, on all or any of the moveable and / or immoveable, tangible and / or intangible properties / current

and / or fixed assets, book debts and / or claims of the Company, and / or the whole or any part of the undertaking(s) of the Company of any nature and kind, wheresoever situated, both present and future in such form and manner and at such time and on such terms as the Board may deem fit together with the powers to takeover the Management and concern of the Company in certain events, to or in favour of national / international financial institution(s) / bank(s) / multilateral institution(s), other investing agencies, the lender(s), persons, Agent(s), Trustee(s) for the holders of debentures / bonds and / or other instruments, any other sources to secure rupee / foreign currency loans, term loans / bridge loans, working capital loans, cash credit, bank guarantees, overdrafts, discounting of bills, inter corporate deposits, commercial papers, forward contracts, letters of credit, foreign currency loans/external commercial borrowings, the issue of debentures whether partly / fully convertible or non-convertible and / or securities linked to equity shares and / or rupee / foreign currency convertible bonds and / or bonds with share warrants attached or such other forms of secured financial facilities sanctioned / to be sanctioned / to the Company from time to time (hereinafter collectively referred to as '**Loans**') subject to a maximum of INR 1,000 Crores together with interest at the respective agreed interest rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payments, or on redemption, all other costs, charges and expenses and all other moneys payable by the Company in respect of the said Loans.

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to execute agreements, deeds, applications or any other necessary and related documents as may be required and to do all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution."

Item No. 3: To offer or invite for Subscription of Non-Convertible Debentures on private placement basis:

To consider and, if thought fit, to pass with or without modification, if any, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 ('Debt Regulations') (including any amendment thereto or re-enactment thereof) and subject to such approvals, consents, sanctions, permissions as may be necessary from all appropriate statutory and regulatory authorities, subject to such conditions and modification as may be prescribed by the respective statutory and / or regulatory authorities while granting such approvals, consents, sanctions, permissions which may be agreed to by the Board of Directors of the Company (hereinafter called '**the Board**') which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution), the approval of the Members be and is hereby granted to the Board for making offer(s) or invitation(s), to subscribe to the secured/ unsecured Non-Convertible Debentures and / or other Debt Securities, on a private placement basis, in one or more tranches to financial institution(s) / bank(s) / mutual fund(s) / body corporate(s) / company(ies) / individuals / any other entities and on such terms and conditions as the Board may deem fit during a period of one year from the date of passing of this Resolution, upto an aggregate amount of INR 500 crores, within the overall

borrowing limits of the Company, as approved by the Members from time to time.

RESOLVED FURTHER THAT the Board be and are hereby authorised to do all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable in connection with such issue or any matters incidental thereto including but not limited to the determination of face value, issue price, issue size, timing, amount, security, coupon / interest rate(s), yield, utilization of issue proceeds, listing, allotment and other terms and conditions of the issue.

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to execute agreements, deeds, applications or any other necessary and related documents as may be required and to do all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution."

Item No. 4: To make loans or investment and to give guarantee or provide security in connection with a loan made under Section 186 of the Companies Act, 2013:

To consider and, if thought fit, to pass with or without modification, if any, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions Section 186 read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called '**the Board**') which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to give any loans / any other form of debt to any person or other body corporate or any other permissible form of entity(ies) or organisation(s) to be formed or incorporated or converted including but not limited to limited liability partnerships and / or give guarantee and / or provide security in connection with a loan / any other form of debt to any other body corporate or person or any other permissible form of entity(ies) or organisation(s) to be formed or incorporated or converted and to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate or any other permissible form of entity(ies) or organisation(s) to be formed or incorporated or converted up to a sum not exceeding INR 1,000 Crores (present or future) notwithstanding that the aggregate amount of all the loans / guarantees / securities / investments so far made together with the proposed loans / guarantees / securities / investments to be made, exceeds the prescribed limits under the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to execute agreements, deeds, applications or any other necessary and related documents as may be required and to do all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution."

**By Order of the Board of Directors
For Satra Properties (India) Limited**

Registered Office:
Dev Plaza, 2nd Floor,
Opp. Andheri Fire Station,
S.V. Road, Andheri (West),
Mumbai – 400058

**Manan Y. Udani
Company Secretary
Mumbai, 18 July, 2014**

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts in respect of all the businesses specified above is appended hereto.
2. In compliance with Clause 35B of the Listing Agreement, provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically.
3. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same on e-mail address - **gogreensatra@adroitcorporate.com** for receiving all communication including Annual Report, Notices, Circulars, etc. electronically.

4. As per the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot (hereinafter referred to as '**Notice**') may be served on the Members through electronic transmission. Members who have registered their e-mail IDs with depositories or with the Company are being sent the Notice alongwith Postal Ballot Form by e-mail and Members who have not registered their e-mail IDs will receive the Notice alongwith Postal Ballot Form through registered post / speed post / courier service.

The Notice is being sent to all the members, whose names appeared in the Register of Members / Record of Depositories on **Friday, 18 July, 2014**. Further, the Notice shall also be available on the website of the Company **www.satraproperties.in** and website of CDSL **www.cdslindia.com**. The Voting shall be reckoned in proportion to the Member's share of voting rights on the paid up share capital of the Company as on that date.

5. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during the office hours on all working days between 11.30 a.m. and 1.30 p.m. up to **Monday, 25 August, 2014**.

EXPLANATORY STATEMENT

(Pursuant to Section 102 and 110 of the Companies Act, 2013)

Item Nos. 1 and 2:

The Members had vide the Extra Ordinary General Meeting held on 22 January, 2007 and Postal Ballot on 14 January, 2009 respectively, passed Ordinary Resolutions w.r.t. the following:

- to borrow monies upto INR 1,000 Crores under section 293(1)(d) of the Companies Act, 1956 and
- to sell, lease or otherwise dispose of the whole or substantially whole of the undertaking as prescribed under section 293(1)(a) of the Companies Act, 1956.

and accorded consent to the Board of Directors and Committees thereof for borrowing upto INR 1,000 Crores for the purpose of meeting the capital expenditure and additional working capital requirements and any other corporate purposes; and also for creation of charges on Company's properties as required under section 293(1)(d) and 293(1)(a) of the Companies Act, 1956 respectively. On implementation of the Companies Act, 2013 (hereinafter referred to as '**the Act**'), section 180(1)(c) and 180(1)(a) of the Act were made effective from 12 September, 2013, which provide for approval by the members by way of Special Resolutions as against Ordinary Resolutions under the Companies Act, 1956.

Also, based on the clarification thereof issued by the Government of India, the Ministry of Corporate Affairs vide General Circular No.: 04/2014 dated 25 March, 2014, Companies would be required to pass a fresh Resolution within a period of one year from the date of notification of section 180 of the Act. As such, it is necessary to obtain fresh approval of the members by means of Special Resolutions, to enable the Board of Directors of the Company to: a) borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up share capital and free reserves of the Company; and b) create charge/ mortgage/

hypothecation on the Company's assets, both present and future, in favour of the Banks/Financial Institutions, other investing agencies/ trustees, to secure the repayment of moneys borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business).

Whilst no increase in the said limits is currently being proposed, the members' approval is being sought pursuant to Section 180 and other applicable provisions, if any, of the Act, by way of Special Resolutions. Hence, in order to remain compliant with the relevant provisions on borrowings of monies and selling, leasing or otherwise disposing of the whole or substantially whole of the undertaking of the Company under the Act after 11 September, 2014, consent of the members is hereby requested by way of proposed Special Resolution(s).

The Board of Directors of your Company recommends the Resolutions as set out in Item Nos. 1 and 2 of the accompanying Notice for the approval of members of the Company as Special Resolution.

None of the Directors; key managerial personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said resolution except to the extent of their shareholding, if any. The proposed resolutions do not relate to or affect any other Company.

Item No.3:

Keeping in view of the requirements of the funds for the Company's business operations and limited availability of funds through bank loans and in order to meet working capital requirements of the Company that may arise during the year, the approval of the members is therefore sought under Sections 42, 71 read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 to enable the Company to raise resources by way of private placement of Non-Convertible Debentures (hereinafter referred to as '**NCDs**'), in one or more tranches within the overall approved borrowing limits.

As per Rule 14 (2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company offering or making an invitation to subscribe to NCDs on a private placement basis, is required to obtain the prior approval of the Members by way of a Special Resolution for each offer or invitation. However, in case of such offer or invitation, it will be sufficient if the Company passes a previous special resolution only once in a year for all the offers or invitation for NCDs during the year.

The Board of Directors of your Company recommends the Resolution as set out in Item No. 3 of the accompanying Notice for the approval of members of the Company as Special Resolution.

None of the Directors; key managerial personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said resolution except to the extent of their shareholding, if any. The proposed resolution does not relate to or affect any other Company.

Item No. 4:

The Company either directly or through subsidiaries or through investee companies and on its own or in consortium or in joint venture is engaged in a number of projects under implementation or under consideration in the field of Real Estate, development and construction of townships, residential, commercial, retail etc.

The Company has availed specific approvals from its members for giving loan, guarantee / for providing security / making investments in various companies / bodies corporate as per section 372A of the Companies Act, 1956 as required from time to time. As per the corresponding provisions of section 186 read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013, no Company shall directly or indirectly, without prior approval by means of special resolution passed at a general meeting, give any loan to any person or other body corporate, give any

guarantee or provide any security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise the securities of any other body corporate exceeding sixty per cent. of its paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more.

The Company intends to give loans / any other form of debt to any person or other body corporate or any other permissible form of entity(ies) or organisation(s) to be formed or incorporated or converted including but not limited to limited liability partnerships and / or give guarantee and / or provide security in connection with a loan / any other form of debt to any other body corporate or person or any other permissible form of entity(ies) or organisation(s) to be formed or incorporated or converted and to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate or any other permissible form of entity(ies) or organisation(s) to be formed or incorporated or converted for an amount not exceeding INR 1,000 Crores.

The Board of Directors of your Company recommends the Resolution as set out in Item No. 4 of the accompanying Notice for the approval of members of the Company as Special Resolution.

None of the Directors; key managerial personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said resolution except to the extent of their shareholding, if any. The proposed resolution does not relate to or affect any other Company.

**By Order of the Board of Directors
For Satra Properties (India) Limited**

Registered Office:
Dev Plaza, 2nd Floor,
Opp. Andheri Fire Station,
S.V. Road, Andheri (West),
Mumbai – 400058

**Manan Y. Udani
Company Secretary
Mumbai, 18 July, 2014**



SATRA PROPERTIES (INDIA) LIMITED

Regd. Office: Dev Plaza, 2nd Floor, Opp. Andheri Fire Station, S.V. Road, Andheri (W), Mumbai 400 058, Maharashtra
Tel.: +91 - 22- 2671 9999 • **Fax:** +91 - 22- 2620 3999 • **E-mail:** info@satraproperties.in • **Website:** www.satraproperties.in
CIN: L65910MH1983PLC030083

POSTAL BALLOT FORM

Sr. No.:-

1.	Name(s) of Member(s) (in Block Letters): (including Joint-Holders, if any)	
2.	Registered Address of the Sole / First named Member(s):	
3.	Registered Folio No. / DP ID No. / Client ID No*.: (*Applicable to Investors holding Shares in Demat form)	
4.	No. of Shares held:	
5.	I / We hereby exercise my/our vote in respect of the following Special Resolutions to be passed through Postal Ballot / e-voting, for the business stated in the Postal Ballot Notice dated 18 July, 2014 of the Company conveying my / our Assent or Dissent to the said special resolutions by placing (✓) mark in the appropriate box below:	

(Ticks in both the boxes will render your Ballot Form invalid)

Item No.	Description	No. of Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	Borrowing Powers of the Board			
2.	Creation of Charges on the Company's properties			
3.	To offer or invite for Subscription of Non-Convertible Debentures on private placement basis			
4.	To make loans or investment and to give guarantee or provide security in connection with a loan made under Section 186 of the Companies Act, 2013			

Place:

Date:

(Signature of Member(s))

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

INSTRUCTIONS

GENERAL INFORMATION

1. There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
2. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. If a member has opted for e-voting, then he/she should not vote by Physical Postal Ballot and also vice-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.
3. Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.

PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

1. The signature of the Members on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or as per the specimen signature registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
2. Duly completed Postal Ballot Forms in original (no other form or photo copy thereof is permitted) in the enclosed self-addressed, postage pre-paid envelope (if posted in India), should reach the Scrutinizer, Mr. Dharmesh Zaveri, Practicing Company Secretary, C/o. Adroit Corporate Services Private Limited, Unit: Satra Properties (India) Limited at 17 / 20, Jaferbhoy Industrial Estate, Makwana Road, Marol Naka, Andheri (East), Mumbai – 400 059 not later than the close of working hours i.e. at **5.00 p.m. on Monday, 25 August, 2014**. Any Postal Ballot Forms received thereafter will be strictly treated as if reply from such Member/s has not been received. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
3. In respect of shares held by corporate and institutional members (companies, trusts, societies, etc.), the duly completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory (ies) duly attested.
4. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
5. Members can download the Postal Ballot Form from the link **www.cdslindia.com** or **www.satraproperties.in** or **www.adroitcorporate.com** or seek duplicate Postal Ballot Form from Adroit Corporate Services Private Limited, Registrar and Share Transfer agents – 17 / 20, Jaferbhoy Industrial Estate, Makwana Road, Marol Naka, Andheri (East), Mumbai – 400 059.
6. A Member need not use all his votes nor he needs to cast all his votes in the same way.

PROCESS FOR MEMBERS OPTING FOR E-VOTING

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- i) Log on to the e-voting website **www.evotingindia.com**
- ii) Click on "Shareholders" tab.
- iii) Now, select the Electronic Voting Sequence Number – "EVSN" along with "SATRA PROPERTIES (INDIA) LIMITED" from the drop down menu and click on "SUBMIT"
- iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any Company, then your existing password is to be used. In case you have forgotten your password then enter the User ID and the image verification code as displayed on the screen and click on Forgot Password & enter the details as prompted by the system.

vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the number of shares held by you as on the cut-off date i.e. Friday, 18 July, 2014 in the Dividend Bank details field.

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for "SATRA PROPERTIES (INDIA) LIMITED".
- xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to log on to **https://www.evotingindia.co.in** and register themselves as Corporates. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to **helpdesk.evoting@cdslindia.com**. After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on. The list of accounts should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on **Sunday, 27 July, 2014 at 9.00 a.m.** and ends on **Monday, 25 August, 2014 at 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of Friday, 18 July, 2014** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at **www.evotingindia.co.in** under help section or write an email to **helpdesk.evoting@cdslindia.com**