

NITESH ESTATES LIMITED

(CIN: L07010KA2004PLC033412)

Regd. Office: NITESH TIMESQUARE, 7TH FLOOR, NO.8, M.G. ROAD, BENGALURU-560 001

Ph: +91-80-4017 4000 E.mail:investor@niteshestates.com Web: www.niteshestates.com

Form MGT-12 POSTAL BALLOT FORM

Serial No. :

1. Name and Registered Address of the sole / first
named Shareholder :

2. Name(s) of the Joint Shareholder(s) if any :

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

4. No. of shares held :

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

Sr. No.	Subject Matter	No. of shares held by me/us	I / we assent to the resolution (FOR)	I / we dissent to the resolution (AGAINST)
	Special Resolutions:			
1.	To approve divestment of subsidiary - Nitesh Pune Mall Private Limited			

Place :

Date :

Signature of the Shareholder (s) / Authorized Representative

ELECTRONIC VOTING PARTICULARS

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

Note:

(i) PLEASE SEND YOUR POSTAL BALLOT FORM IN THE ENVELOPE ENCLOSED HERewith

(ii) PLEASE READ CAREFULLY THE INSTRUCTIONS PRINTED OVERLEAF BEFORE EXERCISING THE VOTE.

INSTRUCTIONS :

1. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Rules made there under by the Ministry of Corporate Affairs, Central Government, the assent or dissent of the members in respect of the Ordinary/Special Resolutions contained in the Postal Ballot Notice dated **Monday, July 2, 2018** is being determined through postal ballot
2. This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company/Depository) by the first-named member and in his / her absence, by the next-named member
3. The votes of a member will be considered invalid on any of the following grounds:
 - i. if the member's signature does not tally;
 - ii. if the member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds the total number of shares held;
 - iii. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - iv. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds.
4. The Board of Directors have appointed Mr. Sudhindra K S, Practicing Company Secretary in Practice, (FCS No:7909, CP No. 8190) Bengaluru as the Scrutinizer for conducting the postal ballot process.
5. The Board of Directors have appointed Mr. Nitesh Shetty, Chairman & Managing Director and Mr. L S Vaidyanathan, Executive Director of the Company as persons responsible for the entire process of postal ballot.
6. A member may request for a duplicate Postal Ballot Form if so required. Request for issue of duplicate ballot form shall not be entertained after **Friday, July 20th 2018**.
7. The duly completed Postal Ballot Form or duplicate Postal Ballot Form should reach the scrutinizer not later than the date specified herein i.e., on or before the close of working hours of **Saturday, August 4, 2018**. The postal ballots received after this date shall NOT be valid..
8. Corporate / Institutional members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s) (necessary documents) to the Scrutinizer along with completed and signed Postal Ballot Form.
9. Voting rights shall be reckoned in proportion to the number of shares registered in the name of the shareholders as on **Friday, June 29, 2018**.
10. The Scrutinizer will submit his final report as soon as possible after the last date of receipt for postal ballot.
11. The Chairman & Managing Director or the Executive Director will announce the result of the postal ballot at the Registered Office of the Company at Nitesh Timesquare, 7th Floor, No. 8, M G Road, Bengaluru -560 001 on Monday, **August 6, 2018**. The date of declaration of postal ballot result will be taken to be the date of passing of the Special Resolution.
12. The results of the postal ballot will thereafter be informed to the Stockexchanges within 24 hours and the results also will be placed at the Company's website : www.nithestates.com
13. Shareholders desiring to exercise voting right by Postal Ballot may complete the Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed pre-paid envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot Forms if sent by courier, at the expense of shareholder will also be accepted.
14. The Postal Ballot Form should be completed and signed by the Sole First named Shareholder. In the absence of the first named shareholder in a joint holding the Form may be completed and signed by the next named Shareholder. (However where the Form is sent separately by the first named Shareholder and the Joint holder's the vote of the first named Shareholder would be valid.)
15. In case of shares held by Companies, Trusts, Societies etc the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authority with the signature of Authorised Signatory (ies).
16. The exercise of vote by Postal Ballot is not permitted through proxy.
17. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s).
18. Incomplete unsigned or incorrectly filled Postal Ballot Forms are subject to rejection by the Scrutinizer.
19. Improper, incomplete or incorrectly tick marked Postal ballot Forms will be rejected
20. Members are requested not to send any other matter along with the Postal Ballot Form in the enclosed pre-paid postage self-addressed envelope. If any extraneous papers are found the same will be destroyed by the scrutinizer. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
21. The relevant document in respect of the Special resolution are open for inspection at the Registered Office of the Company on all working days except on Saturdays and Sundays between 10.00 A.M and 12.00 P.M
22. Any query in relation to the resolutions proposed to be passed through Postal ballot may be addressed to - *Company Secretary & Chief Compliance officer, Nitesh Estates Limited, 'Nitesh Timesquare', 7th Floor, No. 8, M G Road, Bengaluru 560 001, Ph: +91-80-4017-4000, Email: investor@nithestates.com*