

NITESH ESTATES LIMITED
(CIN: L07010KA2004PLC033412)

Regd. Office: NITESH TIMESQUARE, 7th FLOOR, NO.8, M.G. ROAD, BENGALURU-560 001
Ph: +91-80-4017 4000, Email ID: investor@niteshestates.com; Web: www.niteshestates.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014]

TO
THE MEMBERS OF NITESH ESTATES LIMITED

NOTICE IS HEREBY given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 to seek member's approval by way of postal ballot/electronic voting (e-voting) in respect of the resolution contained as Special Business given here under:

Members' consent is requested for the proposal contained in the resolution appended herein below.

The Statement pursuant to Section 102 of the Companies Act, 2013 pertaining to the said resolution setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Notice (the "Notice") seeking the Member's assent or dissent to the proposed resolution.

Item No. 1: To approve divestment of subsidiary – Nitesh Pune Mall Private Limited

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and rules made there under and applicable regulations of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015, the consent of the members be and is hereby accorded to sell/dispose of the equity shares of Nitesh Pune Mall Private Limited, wholly owned subsidiary through its holding company Nitesh Indiranagar Retail Private Limited not below the enterprise value of Rs. 300 Crores with adjustments to current assets and current liabilities, to such persons as may be decided by the Board of Directors, at such price as may be agreed upon with the prospective buyers/ investor.

RESOLVED FURTHER THAT Mr. Nitesh Shetty, Chairman and Managing Director or any other director/officer so authorized by the Board for the purpose be and is hereby authorized to negotiate, determine the terms of the said disposal of investments including the selling price thereof, and to do all such further acts, deeds, things, and to execute all such documents, instruments and writings as may be required to give effect to the above resolution.”

Regd. Office: Nitesh Timesquare, 7th Floor,
No.8, M.G. Road, Bengaluru-560 001

By the Order of the Board of Directors
For **NITESH ESTATES LIMITED**

July 2, 2018
Bengaluru

NITESH SHETTY
CHAIRMAN & MANAGING DIRECTOR
DIN: 00304555

NOTES:

- 1 The statement explaining the reasons for the proposed Resolution and setting out material facts pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
- 2 The notice of the Postal Ballot will also be placed at the Company's website www.niteshestates.com which will remain till the last date fixed for receipt of the postal ballots from the members.
- 3 The Company has appointed Mr. Sudhindra K. S, Practicing Company Secretary (FCS No: 7909, CPNo. 8190), Bengaluru as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
- 4 The Postal Ballot Form and the self-addressed Business Reply Envelope (postage pre-paid, if posted in India) are enclosed for all the members whose names appear in the Register of Members / list of Beneficial Owners, received from the National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on Friday, 29th June 2018.
- 5 The members are requested to carefully read the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form **(no other form or photocopy of the Postal Ballot Form is permitted)** duly completed with the assent (for) or dissent (against), in the attached pre-paid envelope, so as to reach the Scrutinizer not later than the close of working hours on **Saturday, 4th August 2018** to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member (s).
- 6 Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Managing Director or any other Executive Director as authorised by the Board of the Company. Subsequently, the result of the Postal Ballot will be announced by the Managing Director or any other Executive Director as authorised by the Board on **Monday, 6th August, 2018** at the Registered Office of the Company.
- 7 The Results of the Postal Ballot will be posted on the Company's website www.niteshestates.com along with Scrutinizers Report besides being communicated to the Stock Exchanges where the Equity Shares of the Company are listed.
- 8 **The procedure and instructions for the voting through electronic means is, as follows:**
Open your web browser during the voting period and log on to the e-voting website <https://evoting.karvy.com>. Now, fill up the following details in the appropriate boxes:

User-ID	a) For NSDL:- 8 characters DP ID followed by 8 Digits Client ID b) For CDSL:- 16 digits beneficiary ID
Password : please refer to the cover email enclosing this Notice	
PAN* Enter your 10 digit alpha-numeric PAN issued by Income Tax Department	
* Members who have not updated their PAN with the Company are requested to use default number 'ABCDE12345' in the PAN field.	

- a) After entering the details appropriately, click on **LOGIN**.
- b) You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- c) You need to login again with the new credentials.
- d) On successful login, the system will prompt you to select the EVENT i.e., NITESH ESTATES
- e) On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click "FOR" / "AGAINST" as the case may be. You are not required to cast all your votes in the same manner.

- f) Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- g) Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- h) 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: sudhindraksfcs@gmail.com
- i) Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.
- j) The Portal will remain open for electronic voting from:**
- Opening : 9.00 A.M. on 6th July 2018**
- Closing : 5.00 p.m. on 4th August 2018(both days inclusive)**
- k) 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 download section of <https://evoting.karvy.com> or contact Mr. Rajendra Prasad, Karvy Computershare Pvt. Ltd. at 040-67161500 or at 1800-345-4001 (toll free).
- l) The results of e-voting will be announced by the Company on its website www.niteshestates.com and the same shall also be informed to the stock exchanges.
- m) **Kindly note that once you have cast your vote you cannot modify.**

STATEMENT PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT,2013

Item No 1:

Nitesh Pune Mall Private Limited (NPMPL) is a wholly owned subsidiary of Nitesh Indiranagar Retail Private Limited (NIRPL), which in turn a 100% wholly owned subsidiary of the Company. i.e. NPMPL is tier II subsidiary of the Company.

NPMPL (Previously known as AnuttamDeveloper Private Limited) was acquired by the Company through NIRPL in May 2015, thereafter the NPMPL was running the Mall in Pune under the name Nitesh Hub. NPMPL has a debt in the form Non-Convertible Debentures amounting to Rs. 235 Cr. plus interest payable thereon. The continued low occupancy resulted in poor cash flow, thereby the loss from the Tier II subsidiary has been increasing. Hence, it is proposed to dispose/sell the Mall by way of sale of shares held by NIRPL to a new investor, which will not be less than the enterprise value of Rs. 300 Crores with adjustments to current assets and current liabilities.

As per the applicable provisions of the Companies Act, 2013 and Regulation 24 of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, listed entity shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than fifty percent or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting.

NPMPL is a material subsidiary to the Company; hence the proposal of disposing the subsidiary is required to be approved by the Shareholders.

Accordingly the special resolution, as set out in item no. 1, is submitted for approval by the shareholders of the Company

None of the Directors are concerned or interested in the Resolution.

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