

POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

**TO
THE MEMBERS
NITESH ESTATES LIMITED**

Notice is hereby given pursuant to Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company seeks approval of Members, through Postal Ballot / e-voting for the Item No. 1 given below.

Members' consent is sought for the proposal contained in the resolution given in this Notice. The Explanatory Statement pertaining to the said resolution setting out the material facts and related particulars are annexed hereto along with Postal Ballot Form. The Notice will also be placed on the website of the Company www.niteshestates.com.

The Company has appointed Mr. Sudhindra K. S, Practicing Company Secretary (FCS No: 7909, CP No. 8190), Bengaluru as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder.

Please read the instructions printed on the Postal Ballot Form carefully and return the Postal Ballot Form duly completed and signed in all respects in the enclosed self-addressed pre-paid postage envelope, so as to reach the Scrutinizer on or before **5.00 PM on Friday, March 29, 2019**. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the 'Notes' under the section 'INSTRUCTIONS FOR E-VOTING'.

Item No 1: Approval for continuation of Directorship of Mr. Jagdish Capoor(DIN: 00002516) as Independent Director of the Company, who has attained the age of more than 75 years:

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

“RESOLVED THAT pursuant to Regulation 17(1A) and any other applicable Regulation(s), if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, approval of the Members of the Company be and is hereby accorded to continue the Directorship of Mr. Jagdish Capoor (DIN: 00002516), Non-Executive-Independent Director of the Company, who has attained the age of 79, as Director of the Company, for the remaining term of his tenure.

RESOLVED FURTHER THAT any of Directors of the Company be and is hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

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

**February 25, 2019
Bengaluru**

Prasant Kumar
Company Secretary & Chief Compliance Officer

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 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, **February 22, 2019**.
- 4 The Members are requested to read the instructions printed in the Postal Ballot Form carefully 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 **Friday, March 29, 2019** to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member (s).
- 5 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 on **Saturday, March 30, 2019** by the Managing Director or any other Executive Director as authorised by the Board at the Registered Office of the Company.
- 6 The Results of the Postal Ballot will be posted on the Company's website www.niteshestates.com along with Scrutinizer's Report besides being communicated to the Stock Exchanges where the Equity Shares of the Company are listed.

7 **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 Thursday, February 28, 2019
Closing	:	5.00 P.M. on Friday, March 29, 2019 (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 Fintech Private Limited 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.

A STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No 1:

As per the Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, which will be effective from April 01, 2019, has made it mandatory to pass a Special Resolution for the appointment or continuation of Directorship of a Non-Executive Director, if such Director has attained the age of 75 (Seventy Five) years or more.

In compliance with the above stated requirement, it is proposed to pass a Special Resolution in connection with continuation of Directorship of Mr. Jagdish Capoor, Non-Executive Independent Director, who has attained the age of 75 years.

Mr. Jagdish Capoor brings with him a wealth of knowledge regarding the banking and financial sector as he has earlier worked as chairman of HDFC Bank as well as Deputy Governor of Reserve Bank of India. The Board considering his rich knowledge and immense experience in the field of finance which he brings to the Board in various decision making and strategic planning of the Company, the Board wishes to continue his Directorship in the Company. Further with his ability to bring in the balance to the Board in various strategic matters which are very much required in the day-to-day functioning of the Company and decision making, the Board hereby proposes the continuation of Directorship of Mr. Jagdish Capoor for the remaining term.

Your Board recommends the Special Resolution as set out in Item no. 1 for the approval of the Members.

Except Jagdish Capoor, none of the Directors, Key Managerial Personnel or their relatives are interested or concerned financially or otherwise in the said Resolution.

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

February 25, 2019
Bengaluru

Prasant Kumar
Company Secretary & Chief Compliance Officer