

SRL/SE/87/25-26

Date: 4th February, 2026

National Stock Exchange of India Ltd
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai- 400 051
Symbol: SUNTECK

BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai – 400 001
Scrip Code: 512179

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice

Dear Sir/ Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Postal Ballot Notice dated 4th February, 2026, along with the explanatory statement, seeking approval of the members of the Company, by way of remote e-voting process ("evoting") for:

Sr. No.	Description of Resolutions	Type of Resolution
1.	Re-appointment of Mr. Chaitanya Dalal (DIN: 00185847) as an Independent Director	Special Resolution
2.	Re-appointment of Mr. Mukesh Jain (DIN: 01316027) as an Independent Director	Special Resolution
3.	To approve transaction(s) of the subsidiaries of the Company (SRL) pursuant to Regulation 23 of Listing Regulations	Ordinary Resolution

Postal Ballot Notice is being sent through electronic mode to the members whose names appear in the Register of Members/ List of Beneficial Owners as on Friday, 30th January, 2026 ('Cut-off Date') received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.

The Company has engaged the services of National Securities Depository Limited ("NSDL"), for providing e-voting facility to all its members. The e-voting period commences from 9.00 a.m. (IST) on Friday, 6th February, 2026 and ends at 5.00 p.m. (IST) on Saturday, 7th March, 2026.

The Postal Ballot Notice is also available on the Company's website at www.sunteckindia.com.

This is for your information and records.

Thanking you.

For Sunteck Realty Limited

Rachana Hingarajia
Company Secretary
(ACS No.: 23202)
Encl: a/a

SUNTECK REALTY LIMITED

Registered Office: 5th Floor, Sunteck Centre, 37-40, Subhash Road, Vile Parle (East), Mumbai 400057
Tel: 91 22 4287 7800 **Website:** www.sunteckindia.com, **E-mail:** cossec@sunteckindia.com
Corporate Identification Number (CIN): L32100MH1981PLC025346

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended

Dear Members,

Notice is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 ("the Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and other applicable provisions of the Act and the Rules (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time) read with the General Circular Nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated 19 September, 2024 and other relevant circulars and notifications issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "the MCA Circulars"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3 October 2024 issued by Securities and Exchange Board of India ("SEBI") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), read with all other applicable provisions under the said Regulations and the Circulars, Notifications and Rules issued thereunder by SEBI (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), to transact the special businesses as set out hereunder by passing Ordinary / Special Resolution, as applicable, by way of postal ballot only by voting through electronic means (remote e-voting).

In compliance with the MCA Circulars and pursuant to other applicable laws and Regulations, this Postal Ballot Notice ("Notice") is being sent only in electronic form to those Members whose e-mail addresses are registered with Sunteck Realty Limited ("Company")/ Depositories/ RTA to enable them to cast their votes electronically. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members. The instructions for remote e-voting are appended to this Notice.

Pursuant to Sections 102 and 110 of the Act, the Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed to this Notice.

The Notice will also be placed on the website of the Company at www.sunteckindia.com and on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.

The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively.

The Board of Directors had appointed Mr. Veeraraghavan N (CP No. 4334), Practicing Company Secretary, as the Scrutinizer ("the Scrutinizers") for conducting the Postal Ballot only through the remote e-voting process and for scrutinizing the votes cast therein, in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, and other applicable laws and regulations, Members can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer remote e-voting facility to all its Members to cast their votes electronically. Members are requested to read the instructions in the Notes forming part of this Notice to cast their vote electronically through the remote e-voting process which commences from Friday, 6 February 2026 at 9:00 a.m. (IST) and concludes on Saturday, 7 March 2026 at 5:00 p.m. (IST). The remote e-voting will be disabled by NSDL thereafter.

The Scrutinizer will submit the report to the Chairman of the Company, or in his absence any person authorized by him, upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced by the Chairman of the Company or by the Company Secretary, authorised by the Chairman in writing on or before Tuesday, 10 March 2026.

The said results along with the Scrutinizer's Report would be intimated to BSE and NSE, where the Equity Shares of the Company are listed as per the regulatory requirements. The results will also be uploaded on the Company's website at www.sunteckindia.com and on the website of NSDL at www.evoting.nsdl.com.

Item No. 1:

Re-appointment of Mr. Chaitanya Dalal (DIN: 00185847) as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory amendment(s), modification(s) and/ or re-enactment(s) thereof for the time being in force] and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), Mr. Chaitanya Dalal (DIN: 00185847), who was appointed as an Independent Director and who holds office up to 17 September 2026, in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of a Director of the Company, being eligible and based on the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years i.e. up to 17 September 2031.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Listing Regulations, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Members of the Company be and is hereby accorded, for continuation of office of directorship of Mr. Chaitanya Dalal, Non-Executive Independent Director of the Company, who will attain the age of 75 years beyond 24 September 2028, during the second term of office.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 2:

Re-appointment of Mr. Mukesh Jain (DIN: 01316027) as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory amendment(s), modification(s) and/ or re-enactment(s) thereof for the time being in force] and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), Mr. Mukesh Jain (DIN: 01316027), who was appointed as an Independent Director and who holds office up to 17 September 2026, in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of a Director of the Company, being eligible and based on the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years i.e. up to 17 September 2031.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Listing Regulations, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Members of the Company be and is hereby accorded, for continuation of office of directorship of Mr. Mukesh Jain, Non-Executive Independent Director of the Company, who will attain the age of 75 years beyond 15 October 2030, during the second term of office.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 3:

To approve transaction(s) of the subsidiaries of the Company (SRL) pursuant to Regulation 23 of Listing Regulations:

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the subsidiaries (as defined under the Companies Act, 2013) of the Company, to enter into and / or continue the transaction(s) / contract(s) / arrangement(s) / agreement(s) (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) as details set out in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) and the Management Committee be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company / subsidiaries in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

**By order of the Board of Directors
Sunteck Realty Limited**

**Rachana Hingarajia
Company Secretary**

Registered Office:

5th Floor, Sunteck Centre,
37-40 Subhash Road, Vileparle (East),
Mumbai - 400057

Place: Mumbai

Date: 4 February, 2026

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Act setting out all material facts and reasons for all the aforesaid special business are annexed hereto.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners maintained by the Depositories as on Friday, 30 January, 2026, ('Cut-off date') and whose e-mail IDs are registered with the Depository Participant/s.
3. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the e-voting process. Shareholders are requested to provide their assent or dissent through e-voting only. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.
4. In compliance with the provisions of Section 108, 110 and other applicable provisions of the Act, read with Rules made thereunder, as amended, the MCA Circulars and Regulation 44 of the Listing Regulations read with Master Circular dated 11 July 2023 issued by SEBI, the Company has provided the facility to Members to exercise their votes electronically and to vote on the resolutions through the E-voting service facility arranged by National Securities Depository Limited ("NSDL").
5. This Postal Ballot Notice will also be available on the Company's website at www.sunteckindia.com and website of stock exchanges viz. www.bseindia.com and www.nseindia.com as well as on website of NSDL at www.evoting.nsdl.com.
6. The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 30 January, 2026.
7. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
8. The Board of Directors has appointed Veeraraghavan N., Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The E- voting period commences on Friday, 6 February 2026 at 9.00 a.m. and ends on Saturday, 7 March 2026 at 5.00 p.m. The E-voting module shall be disabled by NSDL for voting thereafter.
9. All documents referred to in this Postal Ballot Notice will be made available electronically for inspection, without any fees from the date of circulation of this Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to the Company Secretary at cossec@sunteckindia.com.
10. The e-voting period commences on Friday, 6 February 2026 at 9:00 a.m. (IST) and ends on Saturday, 7 March 2026 at 5.00 P.M. (IST). The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.

11. 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 400 057 on or before Tuesday, 10 March, 2026 after completion of scrutiny of E-voting by the Scrutinizer. The result of the Postal Ballot shall be communicated to the stock exchanges where the Company's shares are listed and the same shall also be placed on the website of the Company.
12. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., Saturday, 7 March, 2026. Further, resolution passed by the members through postal ballot is deemed to have been passed as if it is passed at a general meeting of the members.
13. Members holding shares in electronic mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant (DP).
14. The details in terms of Regulation 36(3) of the Listing Regulations and other applicable provisions of the Act (including SS-2) are annexed hereto and forms part of this Notice.

INSTRUCTIONS FOR REMOTE E-VOTING

In compliance with the provisions of Section 108, 110 and other applicable provisions of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, the MCA Circulars and Regulation 44 of the Listing Regulations read with Master Circular dated 11 July 2023 issued by SEBI on e-voting facility provided by Listed Entities and SS-2, members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL on the Resolution set-forth in this Notice of Postal Ballot, through remote e-voting only.

Information relating to remote e-voting:

Day, date and time of commencement of voting through electronic means: **Friday, 6 February 2026 at 9.00 A.M. (IST).**

Day, date and time of end of voting through electronic means beyond which voting will not be allowed: **Saturday, 7 March 2026 at 5.00 P.M. (IST).**

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nvr54@ymail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. 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 www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Veena Suvarna at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cosec@sunteckindia.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cosec@sunteckindia.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1 and 2

The Board of Directors of the Company had appointed Mr. Chaitanya Dalal (DIN: 00185847) and Mr. Mukesh Jain (DIN: 01316027), as Independent Directors on the Board of the Company for a period of 5 years with effect from 18 September 2021 till 17 September 2026, which was approved by the shareholders in the 38th Annual General Meeting held on 30 September 2021. The first term of Mr. Chaitanya Dalal and Mr. Mukesh Jain as Independent Directors of the Company ends on 17 September 2026.

The Nomination and Remuneration Committee of the Board of Directors (the "NRC"), on the basis of performance evaluation, has recommended the reappointment of Mr. Chaitanya Dalal and Mr. Mukesh Jain as the Independent Directors, not liable to retire by rotation, for a second term of 5 (five) consecutive years upto 17 September 2031, on the Board of Directors of the Company.

The Board of Directors, based on the performance evaluation and on the recommendations of the NRC, considers that, in view of their professional background, experience, effective participation and contributions in deliberations during their tenure, their continuance as Independent Directors would be beneficial to the Company.

Mr. Chaitanya Dalal and Mr. Mukesh Jain are qualified to be appointed as the Directors in terms of Section 164 of the Companies Act, 2013 (the "Act") and have given their consent to act as the Directors. The Company have also received declarations from Mr. Chaitanya Dalal and Mr. Mukesh Jain that they meet the criteria of independence as prescribed, both, under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that they are not debarred from holding the office of director by virtue of any order passed by the SEBI / Ministry of Corporate Affairs or any such statutory authority. In terms of Regulation 25(8) of the Listing Regulations, Mr. Chaitanya Dalal and Mr. Mukesh Jain have confirmed that they are not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Chaitanya Dalal and Mr. Mukesh Jain for the office of Independent Directors of the Company.

In the opinion of the Board of Directors, Mr. Chaitanya Dalal and Mr. Mukesh Jain fulfils the conditions for re-appointment as Independent Directors as specified in the Act and the Listing Regulations. Mr. Chaitanya Dalal and Mr. Mukesh Jain are independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Directors. Considering the professional background, extensive knowledge and experience, re-appointment of Mr. Chaitanya Dalal and Mr. Mukesh Jain as Independent Directors is in the interest of the Company.

The Company, in the normal course of its business, engages various Indian and international law firms, including Mukesh Jain & Associates LLP, depending upon the subject matter and expertise of the law firm. All the engagements with Mukesh Jain & Associates LLP are at arm's length and in the ordinary course of business. The engagement with Mukesh Jain & Associates LLP, does not in any way affect the independence of Mr. Mukesh Jain in terms of Section 149(6) of the Act read with the independence criteria specified under the Listing Regulations. The fees paid to Mukesh Jain & Associates LLP by the Company and its subsidiaries are well below the prescribed limits of 10% of the gross turnover of Mukesh Jain & Associates LLP.

Details of Mr. Chaitanya Dalal and Mr. Mukesh Jain pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this Postal Ballot Notice.

Mr. Chaitanya Dalal and Mr. Mukesh Jain would be entitled to sitting fees for attending the meetings of the Board or Committees thereof, where they are members.

In accordance with the provisions of Section 149 read with Schedule IV of the Act and other applicable provisions of the Act and in terms of Regulation 25(2A) of the Listing Regulations, reappointment of Mr. Chaitanya Dalal and Mr. Mukesh Jain as Independent Directors requires approval of members of the Company by passing a special resolution.

Further, Mr. Chaitanya Dalal and Mr. Mukesh Jain will attain the age of 75 years on 24 September 2028 and 15 October 2030 respectively and in order to continue their directorship, a Special Resolution has to be passed pursuant to Regulation 17(1A) of the Listing Regulations.

The Board, based on the recommendation of the NRC, considers that given professional background, extensive knowledge, diverse experience and contributions made by Mr. Chaitanya Dalal and Mr. Mukesh Jain during their tenure as Independent Directors, their continued association would be beneficial to the Company. Accordingly, it is desirable to continue to avail their services as Independent Directors of the Company.

Accordingly, the approval of members is sought for reappointment of Mr. Chaitanya Dalal and Mr. Mukesh Jain as Independent Directors.

Copy of the letter of re-appointment issued to Mr. Chaitanya Dalal and Mr. Mukesh Jain setting out the terms and conditions of re-appointment is available for inspection by the members electronically. Members seeking to inspect the same can send an email to cosec@sunteckindia.com.

Mr. Chaitanya Dalal and Mr. Mukesh Jain are interested in the resolutions set out at Item No. 1 and 2 of this Postal Ballot Notice with regard to their re-appointment. Relatives of Mr. Chaitanya Dalal and Mr. Mukesh Jain may be deemed to be interested in the resolutions to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions at Item No. 1 and Item No. 2.

The Board of Directors commends the Special Resolution set out at Item No. 1 and Item No. 2 of this Postal Ballot Notice for approval by the members.

Item No. 3

Background, details and rationale of the proposed transactions:

Sunteck Realty Limited (Company / SRL) is engaged in real estate construction and development. Depending on the commercial nuances of each real estate project and in line with industry practices, the projects are carried out either directly or through or between its subsidiaries / special purpose vehicles / joint ventures.

In order to control and monitor the project better, Sunteck Lifestyles Limited (SLL), wholly owned step-down subsidiary of the Company (SRL) has signed various agreements with joint venture partner.

The Company (SRL) through its wholly owned step-down subsidiary, Sunteck Lifestyles Limited (SLL) has entered into a joint venture agreement with Grand Valley General Trading LLC to develop ultra luxury branded residential project located at Burj Khalifa Community (Near Dubai Mall), Downtown, Dubai (Project). This proposed project has a development potential of ~1 mn sq. ft. The project land is owned by GGICO Sunteck Limited (subsidiary of SLL). As per the applicable regulations, the project shall be developed by the mainland Development Company viz. Sunteck Mas Real Estate Development LLC (subsidiary of SLL, Development Company). The said Development Company has entered into an agreement with Revi Realty Real Estate Development LLC for construction of the project.

The sales and marketing of the project shall be carried out by Sunteck Lifestyle Properties L.L.C (a wholly owned subsidiary of SLL) (SLP / Marketing Company).

The transactions enumerated in the table below are by and/or between the subsidiaries of the Company (SRL) and are in the ordinary course of the business and at arm's length basis. The Company (SRL) is not a party to the proposed transaction(s). However, owing to the amended definition of Regulation 2(1)(zc) read with Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the proposed transaction(s) requires approval of the shareholders of the Company (SRL).

None of the Promoter / Promoter Group, Directors, or Key Managerial Personnel have any interest in the proposed transactions, either directly or indirectly, as they are not party to the said transactions [except to the extent of the shareholding in the Company (SRL)].

The Audit Committee of the Company (SRL) consists only of Independent Directors, and the Board of Directors, have, based on relevant details provided by the management, at their respective meetings held on 27 January, 2026, reviewed and approved the said transaction(s), while noting that such transactions shall be on an arms' length basis and in the ordinary course of business.

Accordingly, as per the Listing Regulations, approval of the members is being sought for the following transaction(s) / contract(s) / agreement(s) / arrangement(s), entered / proposed to be undertaken by and / or between the subsidiaries of the Company (SRL).

The proposed transactions to be entered will facilitate growth of the Company's (SRL) business and geographically expand its footprints internationally. Entering into this market would result in strong growth in Company's (SRL) revenues and profits over the coming years creating value for its shareholders. The revenue / profitability from the Project shall be consolidated in the Company's (SRL) books of accounts.

The information required under Regulation 23 of the Listing Regulations read with SEBI Master Circular dated 11 November, 2024 and SEBI Circular dated 26 June, 2025 read with Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" are set forth below:

1. Transaction(s) between SLL, GGICO Sunteck and Sunteck Mas (Development Company):

S. No.	Particulars of the information	Information provided by the management						
A. Details of the related party and transactions with the related party								
A(1). Basic details of the related party								
1.	Name of the related party	Sunteck Lifestyles Limited (SLL, wholly owned step-down subsidiary of SRL), GGICO Sunteck Limited (GGICO Sunteck, subsidiary of SLL) and Sunteck Mas Real Estate Development LLC (Sunteck Mas / Development Company, subsidiary of SLL)						
2.	Country of incorporation of the related party	The above-mentioned parties are incorporated in United Arab Emirates (UAE)						
3.	Nature of business of the related party	Real Estate & Construction						
A(2). Relationship and ownership of the related party								
1.	<p>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none">Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). <p><i>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/ Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</i></p>	<p>The Company (SRL) is not a party to these transactions.</p> <p>Sunteck Lifestyles Limited (SLL) is a wholly owned step-down subsidiary of the Company (SRL).</p> <p>SLL and Grand Valley are the shareholders of GGICO Sunteck Limited (subsidiary of SLL).</p> <p>Sunteck Mas is a subsidiary of SLL.</p>						
A(3). Details of previous transactions with the related party								
1.	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</p> <p>Note: Details need to be disclosed separately for listed entity and its subsidiary.</p>	<table><tr><th>Nature of Transactions during FY 2024-25</th><th>Amount (In Crs)</th></tr><tr><td colspan="2">SLL and GGICO Sunteck*</td></tr><tr><td>Investment (Loan / Equity / any other security)</td><td>16.99</td></tr></table> <p><i>*GGICO Sunteck and Sunteck MAS became subsidiary of SLL w.e.f. 27th October, 2025.</i></p>	Nature of Transactions during FY 2024-25	Amount (In Crs)	SLL and GGICO Sunteck*		Investment (Loan / Equity / any other security)	16.99
Nature of Transactions during FY 2024-25	Amount (In Crs)							
SLL and GGICO Sunteck*								
Investment (Loan / Equity / any other security)	16.99							

2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	<table border="1"> <thead> <tr> <th data-bbox="943 205 1036 373">Sr. No.</th><th data-bbox="1036 205 1247 373">Nature of Transactions during 01-04-2025 to 31-12-2025</th><th data-bbox="1247 205 1399 373">Amount (In Crs)</th></tr> </thead> <tbody> <tr> <td colspan="3" data-bbox="943 373 1399 415">SLL and GGICO Sunteck</td></tr> <tr> <td data-bbox="943 415 1036 531">1.</td><td data-bbox="1036 415 1247 531">Investment (Loan / Equity / any other security)</td><td data-bbox="1247 415 1399 531">84.24</td></tr> <tr> <td colspan="3" data-bbox="943 531 1399 594">GGICO Sunteck and Sunteck MAS*</td></tr> <tr> <td data-bbox="943 594 1036 709">2.</td><td data-bbox="1036 594 1247 709">Investment (Loan / Equity / any other security)</td><td data-bbox="1247 594 1399 709">84.24</td></tr> </tbody> </table> <p data-bbox="943 730 1399 934">*GGICO Sunteck and Sunteck MAS became subsidiary of SLL w.e.f. 27th October, 2025. Transactions between said parties during the period from 27th October, 2025 to 31st December, 2025 amounted to Rs. 14.18 Crs.</p>	Sr. No.	Nature of Transactions during 01-04-2025 to 31-12-2025	Amount (In Crs)	SLL and GGICO Sunteck			1.	Investment (Loan / Equity / any other security)	84.24	GGICO Sunteck and Sunteck MAS*			2.	Investment (Loan / Equity / any other security)	84.24
Sr. No.	Nature of Transactions during 01-04-2025 to 31-12-2025	Amount (In Crs)															
SLL and GGICO Sunteck																	
1.	Investment (Loan / Equity / any other security)	84.24															
GGICO Sunteck and Sunteck MAS*																	
2.	Investment (Loan / Equity / any other security)	84.24															
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not Applicable															
A(4). Amount of the proposed transactions																	
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	To provide non-fund based limits including guarantees upto Rs. 200 Crs and / or invest either by way of subscription, purchase or otherwise in securities / debt instruments and/or provide loans / advances upto Rs. 175 Crs over a period of 2 years															
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes.															
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	<p>a. Non-fund based limits including Guarantees - Percentage of the proposed transaction shall be ~23% of annual consolidated turnover of the Company (SRL) for FY2024-25 which may be subject to variances as per project development requirements.</p> <p>b. Loans/ Investments/ Fund based limits: Percentage of the proposed transaction shall be ~20% of annual consolidated turnover of the Company (SRL) for FY2024-25 which may be subject to variances as per project development requirements.</p>															

4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not applicable.
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Not applicable.
6.	Financial performance of the related party for the immediately preceding financial year: Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	The companies have been incorporated specially for the development of the Project which is yet to commence and the companies shall start generating the revenues upon commencement of the Project.
A(5). Basic details of the proposed transactions		
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	To provide non-fund based limits including guarantees and / or invest either by way of subscription, purchase or otherwise in securities / debt instruments and/or provide loans / advances for the purpose of development of Project.
2.	Details of each type of the proposed transaction	SLL shall fund its subsidiary GGICO Sunteck which in turn shall fund Sunteck MAS (Development Company) for the construction of the project by way of subscription, purchase or otherwise in securities / debt instruments and/or provide loans / advances and/or SLL shall provide guarantees including non-fund based and fund based limits to GGICO Sunteck and/or Sunteck Mas (Development Company).
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The above arrangement will be a continuing business transaction for the period of 5 years or till the completion of the Project/ sale of the entire inventory, whichever is later.
4.	Whether omnibus approval is being sought?	No
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	<p>a. Non-fund based limits including Guarantees: ~23% of annual consolidated turnover of the Company (SRL) for FY2024-25 which may be subject to variances as per project development requirements.</p> <p>b. Loans/ Investments/ Fund based limits: ~20% of annual consolidated turnover of the Company (SRL) for FY2024-25 which may be subject to variances as per project development requirements.</p>

6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Please refer to, 'Background, details and rationale of the proposed transactions', which forms part of the explanatory statement to the Resolution No. 3.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	None of the Promoter / Promoter Group, Directors, or Key Managerial Personnel have any interest in the proposed transactions, either directly or indirectly, as they are not party to the said transactions (except to the extent of the shareholding in SRL).
	a. Name of the director / KMP	Mr. Kamal Khetan (Chairman and Managing Director of SRL, Director of SLL & GGICO Sunteck) – 150 shares of SRL.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mrs. Rachana Hingarajia (Executive Director and Company Secretary of SRL & Director of GGICO Sunteck) – 8,236 shares of SRL.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	Nil
B. Details for specific transactions		
B(2). Loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
1.	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.	Own Funds/ Borrowed Funds
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs/ insurance companies/ housing finance companies	At present, parties have not incurred any financial indebtedness to make or give loan(s), inter-corporate deposit(s) or advance(s). The parties may in future incur the same in order to meet the business requirements.
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. other details	
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. Note: (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.	Considering that the transactions are prospective in nature, the actual rate of interest can be determined only when the transaction actually takes place.
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The loan(s)/ advance(s)/ inter corporate deposit(s) will be interest free or interest bearing, in accordance with the applicable laws and arm's length pricing requirements, as may be mutually agreed between the parties and the same shall be repayable on demand unless otherwise agreed between the parties.

5.	Maturity / due date	Considering that the transactions are prospective in nature, the maturity and repayment schedule & terms can be determined only when the transaction actually takes place. However, it can be amortised/ repaid over the life of the project and/or repayable on demand.
6.	Repayment schedule & terms	
7.	Whether secured or unsecured?	Secured or Unsecured loans will depend on the nature of the transaction and as may be mutually agreed between the parties.
8.	If secured, the nature of security & security coverage ratio	The terms of these transactions shall be in accordance with the applicable laws and as may be mutually agreed between the parties.
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Funds shall be utilized towards development of real estate project in Project and/ or general corporate purpose.
B(3) Investment made by the listed entity or its subsidiary		
1.	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/ insurance companies/ housing finance companies.	Own Funds/ Borrowed Funds
2.	Where any financial indebtedness is incurred to make investment, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs /insurance companies/housing finance companies.	At present, the parties have not incurred any financial indebtedness to make investments.
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. other details	
3.	Purpose for which funds shall be utilized by the investee company.	Funds shall be utilized towards development of real estate project in Project and/ or general corporate purpose.
4.	Material terms of the proposed transaction	Investments in securities shall be in accordance with the applicable laws and as per the terms as may be agreed between the parties.
B(4) Guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
1.	Rationale for giving guarantee, surety, indemnity or comfort letter	To issue/ furnish guarantees / comfort letter / bank guarantee / Standby Letter of Credit (SBLC) by SLL in favour of the statutory authorities and/or any other authority and/or any other person, for and on behalf of GGICO Sunteck and/or Sunteck Mas (Development Company) for development of Project.
	Whether it will create a legally binding obligation on listed entity?	Yes.

2.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	The terms of these transactions shall be in accordance with the applicable laws and as may be mutually agreed between the parties.
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The determination of the value shall be subject to the requirements of the development of the project. The provisions, if required, to be made in the books of accounts shall be in accordance with the applicable laws.
C(1) Loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary		
1.	Latest credit rating of the related party Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	Not applicable
2.	Default on borrowings, if any, over the last three financial years (i.e. FY 2024-25, 2023-24, 2022-23), by the related party from the listed entity or any other person and value of subsisting default. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	There have been no defaults on borrowings over last three financial years by any of the parties. Not Applicable
C(2) Investment made by the listed entity or its subsidiary		
1.	Latest credit rating of the related party Note: a) Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b) This shall be applicable in case of investment in debt securities.	Not applicable.
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	No.

C(3) Guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
1.	<p>If guarantee, performance guarantee (in nature of security/ contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party</p> <p>Note:</p> <p>a. <i>Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i></p> <p>b. <i>This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p>	Not Applicable
2.	Details of solvency status and going concern status of the related party during the last three financial years:	Parties mentioned hereinabove are going concern.
3.	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	<p>The determination of the value shall be subject to the requirements of the development of the project.</p> <p>The provisions, if required, to be made in the books of accounts shall be in accordance with the applicable laws.</p>
4.	<p>Default on borrowings, if any, over the last three financial years (i.e. FY 2024-25, 2023-24, 2022-23), by the related party from the listed entity or any other person.</p> <p><i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p> <p>In addition, state the following:</p> <p>Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;</p> <p>Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> <p><i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i></p>	There have been no defaults on borrowings over last three financial years by any of the parties.

2. Transaction(s) between SLP (Marketing Company) and Sunteck Mas (Development Company):

S. No.	Particulars of the information	Information provided by the management
A. Details of the related party and transactions with the related party		
A(1). Basic details of the related party		
1.	Name of the related party	Sunteck Lifestyle Properties L.L.C (SLP / Marketing Company, wholly owned subsidiary of SLL) and Sunteck Mas Real Estate Development LLC (Sunteck MAS / Development Company, subsidiary of SLL)
2.	Country of incorporation of the related party	The above-mentioned parties are incorporated in United Arab Emirates (UAE)
3.	Nature of business of the related party	Real Estate & Construction
A(2). Relationship and ownership of the related party		
1.	<p>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none"> Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary) Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). <p><i>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control.</i></p> <p><i>While calculating indirect shareholding, shareholding held by relatives shall also be considered.</i></p>	Sunteck Mas (Development Company) and SLP (Marketing Company) are subsidiaries of SLL (wholly owned step-down subsidiary of SRL).
A(3). Details of previous transactions with the related party		
1.	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</p> <p>Note: Details need to be disclosed separately for listed entity and its subsidiary.</p>	Not Applicable, since Marketing Company was incorporated on 5 th November, 2025.
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Nil

3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not Applicable
A(4). Amount of the proposed transactions		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	Upto 1% of sales of the project (From Sunteck Mas to Marketing Company, both subsidiary of SLL)
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	The commission payable will depend on the revenue generated from the Project and hence the value of the transaction as a percentage of annual consolidated turnover of the Company cannot be ascertained.
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not applicable.
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Not applicable.
6.	Financial performance of the related party for the immediately preceding financial year: Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	The companies have been incorporated specially for the development of the Project which is yet to commence and the companies shall start generating the revenues upon commencement of the Project.
A(5). Basic details of the proposed transactions		
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Rendering Sales and marketing for the Project.
2.	Details of each type of the proposed transaction	Same as above
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The above arrangement will be a continuing business transaction for the period of 5 years or till the completion of the Project/ sale of the entire inventory, whichever is later.
4.	Whether omnibus approval is being sought?	No.
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	Upto 1% of sales of the project (From Sunteck Mas to Marketing Company, both subsidiary of SLL)
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Please refer to, 'Background, details and rationale of the proposed transactions', which forms part of the explanatory statement to the Resolution No. 3.

7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	None of the Promoter / Promoter Group, Directors, or Key Managerial Personnel have any interest in the proposed transactions, either directly or indirectly, as they are not party to the said transactions (except to the extent of the shareholding in SRL).
	a. Name of the director / KMP	Mr. Kamal Khetan (Chairman and Managing Director of SRL) – 150 shares of SRL.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mrs. Rachana Hingarajia (Executive Director and Company Secretary of SRL) – 8,236 shares of SRL.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	Nil

B. Details for specific transactions

B(1). Sale, purchase or supply of goods or services or any other similar business transaction and trade advances

1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not applicable.
2.	Basis of determination of price	The transactions shall be in the ordinary course of business and at arm's length basis.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Nil
	a. Amount of Trade advance	Not Applicable
	b. Tenure	Not Applicable
	c. Whether same is self-liquidating?	Not Applicable

3. Transaction(s) between Sunteck Mas and Revi Realty:

S. No.	Particulars of the information	Information provided by the management
<u>A. Details of the related party and transactions with the related party</u>		
<u>A(1). Basic details of the related party</u>		
1.	Name of the related party	Sunteck Mas Real Estate Development LLC (Sunteck MAS / Development Company, subsidiary of SLL) and Revi Realty Real Estate Development LLC
2.	Country of incorporation of the related party	The above-mentioned parties are incorporated in United Arab Emirates (UAE)
3.	Nature of business of the related party	Real Estate & Construction
<u>A(2). Relationship and ownership of the related party</u>		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Sunteck Mas (Development Company) is a subsidiary of SLL (wholly owned step-down subsidiary of SRL) which has executed project development agreement with Revi Realty Real Estate Development LLC.

	<ul style="list-style-type: none">• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)• Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). <p><i>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control.</i></p> <p><i>While calculating indirect shareholding, shareholding held by relatives shall also be considered.</i></p>									
A(3). Details of previous transactions with the related party										
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Note: Details need to be disclosed separately for listed entity and its subsidiary.	Not applicable, since Sunteck MAS became subsidiary of SLL w.e.f. 27th October, 2025.								
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	<table><tr><th>Nature of Transactions during the relevant period</th><th>Amount (In Crs)</th></tr><tr><td colspan="2">Sunteck Mas and Revi Realty*</td></tr><tr><td>Payment of development fees</td><td>2.62</td></tr><tr><td colspan="2">*Sunteck MAS became subsidiary of SLL w.e.f. 27th October, 2025 and hence the details are given for the transactions between aforesaid companies during the period from 27th October, 2025 till 31st December, 2025.</td></tr></table>	Nature of Transactions during the relevant period	Amount (In Crs)	Sunteck Mas and Revi Realty*		Payment of development fees	2.62	*Sunteck MAS became subsidiary of SLL w.e.f. 27th October, 2025 and hence the details are given for the transactions between aforesaid companies during the period from 27 th October, 2025 till 31 st December, 2025.	
Nature of Transactions during the relevant period	Amount (In Crs)									
Sunteck Mas and Revi Realty*										
Payment of development fees	2.62									
*Sunteck MAS became subsidiary of SLL w.e.f. 27th October, 2025 and hence the details are given for the transactions between aforesaid companies during the period from 27 th October, 2025 till 31 st December, 2025.										
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not Applicable.								
A(4). Amount of the proposed transactions										
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	<p>The fees payable from Sunteck Mas to Revi Realty shall be:</p> <p>1.75% of the sales value, if the overall sales value of the project is equal to or below AED 3 Billion</p> <p>OR</p> <p>1.50% of the sales value, if the overall sales value of the project is above AED 3 Billion</p>								

2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	The fees payable will depend on the revenue generated from the Project and hence the value of the transaction as a percentage of annual consolidated turnover of the Company cannot be ascertained.
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not applicable.
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Not applicable.
6.	Financial performance of the related party for the immediately preceding financial year: Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	The companies have been incorporated specially for the development of the Project which is yet to commence and the companies shall start generating the revenues upon commencement of the Project.
A(5). Basic details of the proposed transactions		
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Payment of development fees for construction of the Project.
2.	Details of each type of the proposed transaction	Same as above
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The above arrangement will be a continuing business transaction till the completion of the Project and/ or Defect Liability Period of the Project.
4.	Whether omnibus approval is being sought?	No.
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	The fees payable from Sunteck Mas to Revi Realty shall be: 1.75% of the sales value, if the overall sales value of the project is equal to or below AED 3 Billion OR 1.50% of the sales value, if the overall sales value of the project is above AED 3 Billion.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Please refer to, 'Background, details and rationale of the proposed transactions', which forms part of the explanatory statement to the Resolution No. 3.

7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	None of the Promoter / Promoter Group, Directors, or Key Managerial Personnel have any interest in the proposed transactions, either directly or indirectly, as they are not party to the said transactions (except to the extent of the shareholding in SRL).
	a. Name of the director / KMP	Mr. Kamal Khetan (Chairman and Managing Director of SRL) – 150 shares of SRL. Mrs. Rachana Hingarajia (Executive Director and Company Secretary of SRL) – 8,236 shares of SRL.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	Nil

B. Details for specific transactions

B(1). Sale, purchase or supply of goods or services or any other similar business transaction and trade advances

1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not applicable.
2.	Basis of determination of price	The transactions shall be in the ordinary course of business and at arm's length pricing.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Nil
	a. Amount of Trade advance	Not applicable
	b. Tenure	Not applicable
	c. Whether same is self-liquidating?	Not applicable

The Board of Directors of the Company (SRL) and the Audit Committee, at their respective meetings held on 27 January, 2026 have unanimously approved and recommended aforesaid transactions for further approval of the shareholders. The proposed transactions are in the ordinary course of business and done at arm's length. The Audit Committee has reviewed the certificate issued by the Whole Time Director and Chief Financial Officer of the Company (SRL), as required under the Listing Regulations.

None of the Promoter / Promoter Group, Directors, or Key Managerial Personnel or their relatives, are in any way, concerned or interested, financially or otherwise, in the proposed transactions, either directly or indirectly, except to the extent of the shareholding in the Company (SRL).

The Board of Directors commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the Members.

**By order of the Board of Directors
Sunteck Realty Limited**

**Rachana Hingarajia
Company Secretary**

Registered Office:
5th Floor, Sunteck Centre,
37-40 Subhash Road, Vile Parle (East),
Mumbai - 400057

Place: Mumbai
Date: 4 February, 2026

Annexure - Brief Profile of Director seeking re-appointment:

Name of Director & DIN	Mr. Chaitanya Dalal (DIN: 00185847)	Mr. Mukesh Jain (DIN: 01316027)
Date of Birth	24 September, 1953	15 October, 1955
Age	72 years	70 years
First Appointment on the Board	18 September, 2021	18 September, 2021
Brief Resume/ Experience	<p>Mr. Chaitanya Dalal is practicing Chartered Accountant and is Managing Partner of the firm M/s. Chaitanya C Dalal & Co, Mumbai. His array of professional experience consists of statutory audits, tax and GST audits, statutory bank branch audit, concurrent, quality, internal audits of various public sector undertakings, including insurance companies, listed public sector banks, and other listed companies. He holds certificate for the Lead Auditor's Course of ISO 9000 and has worked as Specialist at the ISO Audit of the Reserve Bank of India, Department of Government. He also holds a certificate for Valuation, Advanced International Taxation, IFRS and Audit of Co-operative Society conducted by Institute of Chartered Accountants of India (ICAI). He was also in the teaching profession for about 25 years and was the Head of the Accountancy Department in Bhavan's College, Chowpatty, Mumbai since 1986.</p>	<p>Mr. Mukesh Jain is an alumnus of Shri Ram College of Commerce, New Delhi. He has a wide experience of nearly 49 (forty-nine) years and started his career as a banker and is presently practicing law. He specializes in the laws relating to inter alia banking, real estate, tenancy, infrastructure and insolvency. Over the years he has developed further specialization in redevelopment projects, notably slum redevelopment sector. He is empaneled with several nationalized and other banks for legal advice. He also has to his credit various contributions in newspapers related to property and insolvency laws.</p>
Qualifications	Chartered Accountant	Law Graduate
Expertise in specific functional areas	<p>Statutory Audits under various laws, Transfer Pricing Audit International and Domestic, Income Tax Assessments & Litigation, Tax Audits, Statutory Bank Branch Audit / Concurrent / Quality / Internal Audits of PSU / PSU Insurance Company / Listed PSU Bank / Listed Companies, Business Management Consultancy, Concurrent Audit of PSU banks, Audit and Fraud Investigations, Consolidation of Accounts under IFRS, etc.</p>	<p>Banking, financial advisory services and legal practice.</p>

Number of meetings of the Board attended	FY 2024-25: 6 out of 6 meetings held FY 2025-26 (till the date of this Postal Ballot Notice): 5 out of 5 meetings held	FY 2024-25: 6 out of 6 meetings held FY 2025-26 (till the date of this Postal Ballot Notice): 5 out of 5 meetings held
Directorships held in other Companies	Nil	1. DBL Sangli Borgaon Highways Limited 2. DBL Gorhar Khairatunda Highways Limited 3. Sambhaw Investments and Industries Private Limited
Chairmanship/ Membership of the Committees of other Companies	Nil	Audit Committee & Nomination and Remuneration – Member: 1. DBL Sangli Borgaon Highways Limited 2. DBL Gorhar Khairatunda Highways Limited
Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice	Nil	Nil
Name of Listed entities from which the Director has resigned in the past three years	Nil	Asian Energy Services Limited
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Terms and conditions of appointment/ re-appointment	As per the resolution set out at Item No. 1 of this Postal Ballot Notice read with statement pursuant to Section 102 of the Act.	As per the resolution set out at Item No. 2 of this Postal Ballot Notice read with statement pursuant to Section 102 of the Act.
Remuneration (including sitting fees, if any) last drawn (FY2024-25)	Rs. 5.55 Lakh	Rs. 5.55 Lakh