

UDDHAV PROPERTIES LIMITED

Regd. Off.: S-9, Okhla Industrial Area, Phase -II, 1st Floor, New Delhi-110020,

Website: www.uddhavpropertiesltd.com

CIN: L70101DL1982PLC014024, Email Id: uddhavproperties@gmail.com, Tel No.: 011-41638121

POSTAL BALLOT FORM

1. Name(s) & Registered Address
of the sole / first named Member :
2. Name(s) of the
Joint-Holder(s),if any :
3. Registered Folio Number /
DP ID No / Client ID No.*
*(Applicable to investors holding
Shares in dematerialized form) :
4. Number of Ordinary Share(s)
held :
5. E- Voting Event Number :

I/We hereby exercise my/our vote in respect of the following Ordinary and Special Resolutions to be passed through Postal Ballot / e-voting, by conveying my /our assent or dissent to the said Resolutions by placing tick (√) mark in the appropriate box below:

Sr. No.	Description of Resolution	No. of Ordinary Shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1.	Increase in authorized Share Capital of the Company			
2.	Alteration of Capital clause of the Memorandum of Association.			
3.	Alteration of Articles of Association			
4.	Issue of Equity Shares on Preferential Basis			
5.	Appointment of Mr. Bishnu Kumar Agarwal as an Independent Director			
6.	Appointment of Mr. Varun Ashok Guliani as an Independent Director			
7.	Appointment Mr. Uddhav Poddar as Managing Director			
8.	Give loan / guarantee or to provide security in connection with the loan made to any person or other body corporate or to make investment under section 186 of the Companies act, 2013			

Date :

(Signature of the Member)

INSTRUCTIONS

1. GENERAL INFORMATION

- a) There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
- b) Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.

2. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

- a) Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer Ms. Jayanti Sharma of M/s Grover Ahuja & Associates, Company Secretaries at D-176 Lower Ground Floor, Defence Colony, New Delhi-110024 in the enclosed postage prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
- b) In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
- c) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
- d) The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialized form or in physical form, respectively.
- e) Completed Postal Ballot Forms should reach the Scrutinizer not later than 18:00 Hours (IST) on **20th April, 2015** (Monday). Postal Ballot Forms received after this date will be considered invalid
- f) Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to uddhavproperties@gmail.com. The Registrar and Share Transfer Agent of the Company/Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member. Duly completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutinizer not later than **20th April, 2015** (Monday).
- g) Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Postal Ballot" point 2c above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
- h) Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Postal Ballot" point 2c above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

3. PROCESS FOR MEMBERS OPTING FOR E-VOTING

- (i) The voting period will begin on **22nd March, 2015** (Sunday) at 10:00 a.m. and ends on **20th April, 2015** (Monday) at 06:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 9th March, 2015, may cast their vote electronically.

The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website **www.evotingindia.com**.

(iii) Click on Shareholders.

(iv) Now enter your User ID which is:

(a). **For CDSL:** 16 digits beneficiary ID,

(b). **For NSDL:** 8 Character DP ID followed by 8 Digits Client ID,

(c). Members holding shares in Physical Form should enter **Folio Number** registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any Company, then your **existing password** is to be used.

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

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number then enter RA00000001 in the PAN field.</p>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your De-mat account or in the Company records for the said De-mat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the Number of Shares in the Dividend Bank details field as mentioned in instruction (v).</p>

(viii) After entering these details appropriately, click on **“SUBMIT”** tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in D-mat form will now reach **‘Password Creation’** menu wherein they are required to mandatorily enter their login password in the new password field. Kindly, note that this password is to be also used by the De-mat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the **EVSN (150313002)** for the Uddhav Properties Limited.

(xii) On the voting page, you will see **“RESOLUTION DESCRIPTION”** and against the same the option **“YES/NO”** for voting. Select the option **YES** or **NO** as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on **“SUBMIT”**. A confirmation box will be displayed. If you wish to confirm your vote, click on **“OK”**, else to change your vote, click on **“CANCEL”** and accordingly modify your vote.

(xv) Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on **“Click here to print”** option on the Voting page.

(xvii) If De-mat account holder has forgotten the same password then enter the **User ID** and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non-Individual Shareholders & Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF and NRI etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves as Corporates and Custodians respectively.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at **www.evotingindia.com** under help section or write an email to helpdesk.evoting@cdslindia.com.

(xx) Ms. Jayanti Sharma of M/s Grover Ahuja & Associates, Company Secretaries, New Delhi has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.