

SUNSTAR REALTY DEVELOPMENT LTD.

CIN: L70102MH2008PLC184142

Registered office: Rajshila Building, 1st Floor, Office No. 108, 597 J.S.S Marg, Princess Street Junction, Mumbai-400 002

Corporate Office: Building no 599, Room No 403, Kapadia Chambers, 4th Floor, J S S Road, Chira Bazar, Mumbai 400002

Website: www.sunstarrealtors.com

Email – info@sunstarrealtors.com

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) that the resolutions appended are proposed to be passed by way of Postal Ballot.

The Explanatory Statement pertaining to the Resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration.

In the event the draft resolutions as set out in the notice are assented to by the requisite majority by means of Postal Ballot, they shall be deemed to have been passed as Special Business at an Extraordinary General Meeting. The date of the announcement of result of Postal Ballot shall be considered as the date of passing of the said resolutions.

The Board of Directors of the Company has appointed Mr. Amit Jain, Practicing Company Secretary (ACS: 35596 CP: 13254) and Proprietor M/s. Amit Jain & Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 06.00 pm (IST) on May 14th, 2015.

The Scrutinizer will submit his report to the Chairman or any Director or Company Secretary of the Company on or before May 16th, 2015. The result of postal ballot shall be declared on or before 03.30 pm May 16th, 2015 at the company's registered office and the corporate office. In addition to the results being communicated to the BSE Limited it shall also be displayed at the company's registered office and would also be ported on the Company's website at www.sunstarrealtors.com.

SPECIAL BUSINESS

Item no. 1. Sub-Division of Equity Shares from the Face Value of Rs.10/-per share to Rs. 1/-per share

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT, pursuant to the provisions of Section 61 (1) (d) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, each of the Equity Shares of the Company having a face value of Rs. 10/- each in the Authorized Share Capital of the Company be sub-divided into 10 (Ten) Equity Shares having a face value of Rs. 1/- each.

RESOLVED FURTHER THAT, upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity

Shares of the Company before sub-division.

RESOLVED FURTHER THAT, the Board of Directors of the Company ("the Board"), (which expression shall also include a Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof to give effect to the aforesaid resolution."

Item no. 2 - Alteration of the Capital Clause in the Memorandum of Association

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT, pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Clause V(A) of the Memorandum of Association of the Company be and is hereby amended and substituted by the following :

V(A). The authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crore Only) divided into 25,00,00,000 (Twenty Five Crore Only) equity shares of Rs. 1/- (Rupee One) each.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board (which expression shall also include a Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s).

Item no. 3 – Migration from BSE SME platform to main Board of BSE Ltd.

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

Note: In accordance with Regulation 106 U (1) of SEBI (ICDR) Regulations, 2009 the below mentioned Special Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

"RESOLVED THAT pursuant to provisions laid down in Chapter XB of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009 and other applicable provisions, if any, of the Companies Act 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the consent of the members of the Company be and is hereby accorded for purpose of migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby authorized jointly and severally to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to Bombay Stock Exchange, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited.

RESOLVED FURTHER THAT Directors of the Company be and are hereby authorized jointly and severally to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company."

By Order of the Board
For Sunstar Realty Development Ltd-

Place: Mumbai
Date: April 01,2015

Company Secretary

Notes

1. Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of all the businesses specified above is annexed.

2. In terms of Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, the items of business as set out in the Notice are sought to be passed by Postal Ballot.
3. Mr. Amit Jain, Practicing Company Secretary (ACS: 35596 CP:13254) and Proprietor M/s. Amit Jain & Associates, Company Secretaries has been appointed as Scrutinizer for conducting the Postal Ballot in accordance with the law in a fair and transparent manner.
4. This notice is being sent to all the members, whose names appear in the Register of Members/ Records of Depositories as on the close of working hours on April 03rd, 2015 i.e. "the cut-off date". Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email address with the Company / Depositories and to other shareholders by Registered Post / Courier
5. The Postal Ballot form together with the self-addressed business reply envelope is enclosed for the use of the members. Please read carefully the instructions printed on the enclosed Postal Ballot form before exercising your vote and return the same duly completed, signifying your assent/dissent, in the attached self-addressed business reply envelope, so as to reach the Scrutinizer on or before 06.00 pm (IST) on May 14th, 2015.
6. The shareholders are requested to exercise their voting rights by using the attached original Postal Ballot form only.
7. Members have an option to request for physical copy of the Postal Ballot form from Company's

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Request can be sent through an e-mail to info@sunstarrealtors.com by mentioning their Folio/ DP Id and Client Id No.

However, the duly completed Ballot Forms should reach the scrutinizer not later than 06.00 pm (IST) on May 14th, 2015. Postal Ballot forms received after this date will be strictly treated as if the reply from the members has not been received.

8. The Scrutinizer will submit his report of the votes polled through Postal Ballot, to the Chairman or any Director or Company Secretary. The Chairman will, or in his absence, any Director or Company Secretary will, announce the results of Voting by Postal Ballot on May 16th, 2015 and the resolutions will be taken as passed effectively on the date of announcement of the results by Chairman or Director or Company Secretary as the case may be. The Scrutinizer's decision on the validity of the votes cast through Postal Ballot shall be final. The Results of the Postal Ballot will be displayed at the Registered Office, ported on the Website of the Company www.sunstarrealtors.com and intimated to the Stock Exchanges on which the shares of the Company are listed.
9. A copy of the Memorandum and Articles of Association of the Company along with the proposed amendments shall be open for inspection at the Registered Office/Corporate Office of the Company during 11.00AM to 1.00 PM on all working days upto the date of declaration of the results of the /Postal Ballot

EXPLANATORY STATEMENT

(Pursuant to the Provisions of Section 102 of the Companies Act, 2013)

Item No 1 & 2

The proposed split of the Face Value of the Equity Shares of the Company of Rs10/- each into denomination of Re 1/- each fully paid up requires amendment to the Memorandum and Articles of Association of the Company. Accordingly Clause V(A) of the Memorandum of Association is proposed to be amended as set out in Item No. 2 in the accompanying notice for reflecting the corresponding changes in the Authorized Share Capital of the Company.

The Board recommends the resolutions as set out in Item No. 1 as an Ordinary Resolution & Item no 2 as Special Resolution of the accompanying notice for the approval of the members of the Company. None of the Directors/ Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolutions except to the extent of their shareholding in the Company, if any.

A copy of the Memorandum and Articles of Association of the Company along with the proposed

amendments shall be open for inspection at the Registered Office/ Corporate Office of the Company during 11.00 AM to 1.00 PM on all working days upto the date of declaration of the results of the Postal Ballot.

Item No 3

The Company has been listed and traded on the SME Platform for a more than two years and hence eligible to migrate on to the Main Board as per the guidelines specified by SEBI and as per the procedures laid down under Chapter XB of SEBI ICDR Regulations, 2009. Also listing on the Main Board of BSE Limited will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors. The members are, therefore, requested to accord their approval, for the purpose migration of the Company's present listing from SME Platform of BSE Limited to Main Board of BSE Limited as set out in the resolution.

Pursuant to Section 102 of Companies Act, 2013, the Board or Directors of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolutions, However accordance with Regulation 106 U (1) of SEBI (ICDR) Regulations, 2009 promoter and promoter group will abstain from Voting in the aforesaid resolution.

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POSTAL BALLOT FORM

Postal Ballot No.

1. Name(s) of Shareholder(s)
(Including Joint holders, if any):
2. Registered address of the Sole / First named Shareholder:
3. Registered Folio No./DP ID No./ Client ID No.*

*(Applicable to Shareholders holding share(s) in Demat form):
4. Number of Share(s) held:
5. I/We hereby exercise my / our vote in respect of the under mentioned resolutions to be passed through Postal Ballot as stated in the Notice dated April 01, 2015 of the Company by sending my / our assent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate box below:

Item No	Brief Particulars of the Resolution	No of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Ordinary Resolution for subdivision of each equity shares of the face value of Rs10/- each into 10 Equity Shares of the face value of Re1/- each			
2.	Special Resolution to amend the Capital Clause (Clause V (A) of the Memorandum of Association).			
3.	Special Resolution for Migration from BSE SME platform to main Board of BSE Ltd			

Place:

Date:

Signature of the Shareholder

Notes:

1. Please read carefully the instructions printed overleaf before exercising your vote.
2. This postal ballot form duly filled and signed should reach the Scrutinizer not later than 06:00 pm (IST) on May 14th, 2015.

INSTRUCTIONS

1. A shareholder desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed business reply envelope. However, envelopes containing Postal Ballot Form, if sent by courier or by registered post at the expense of the shareholder will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the board of directors of the Company.
3. This Postal Ballot Form should be completed and signed by the shareholder as per the specimen signature registered with the Company or the Depository Participant. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named shareholder and in his absence, by the next named joint shareholder.
4. There will be only one Postal Ballot Form for every Folio/ Client ID irrespective of number of joint holders.
5. The votes should be casted either in favour or against by putting the tick (√) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns for the same shares will render the Postal Ballot Form invalid.
6. Unsigned, incorrectly signed or incomplete Postal Ballot Forms will be rejected.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 06:00 pm (IST) on May 14th, 2015. Postal Ballot Forms received after this date will be treated as if the reply from the shareholder has not been received and the same will not be considered for the purpose of postal ballot.
8. Voting rights shall be reckoned on the number of shares registered in the name of the shareholders as on April 03rd, 2015.
9. Postal Ballot Forms signed in the representative capacity must be accompanied by the requisite certified true copy of power of attorney/resolution of board of directors of the corporate shareholder being represented. If the same is/ are already registered with the Company, please quote the registration no. beneath the signature.
10. Shareholders are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature.
11. The result of the postal ballot will be declared in the newspapers for the information of the shareholders, uploaded on the Company's website www.sunstarrealtors.com and communicated to the stock exchanges where the Company's shares are listed.
12. The Scrutinizer's decision on the validity of a postal ballot will be final.