



# NARENDRA PROPERTIES LTD.

Regd. Off. : Makanji House, 2nd Floor, # 49 (Old 25) Barnaby Road, Kilpauk, Chennai - 600 010.

January 4, 2023

To,  
Department of Corporate Services  
THE STOCK EXCHANGE, MUMBAI,  
PHIROZE JEEJEEBHOY TOWERS  
DALAL STREET  
MUMBAI — 400001

Dear Sir,

**Sub:: POSTAL BALLOT NOTICE**

Further to our letter dated 30.12.2022 intimating you about the following postal ballot schedule, we are sending as an attachment an authenticated copy of the POSTAL BALLOT NOTICE dated 30.12.2022 for your record:

SNO	Particulars	Details
1	POSTAL BALLOT through Electronic VOTING	FROM 13.01.2023 TO 11.02.2023
2	Postal Ballot through Electronic voting cut-off date for determining members entitled to vote electronically	06.01.2023 (FRIDAY)
3	Postal Ballot through Electronic Voting start	10.00 A.M. on Friday, the January 13, 2023
4	Postal Ballot through Electronic Voting End	5.00 P.M. on Saturday, the February 11, 2023
5	E-Voting Website	<a href="http://www.evotingindia.com">www.evotingindia.com</a> of CDSL EVSN No.: 221230001

We request you to kindly take on record the above and acknowledge the receipt of this letter.

Thanking You,

Yours faithfully,  
for NARENDRA PROPERTIES LIMITED

CHIRAG N. MAHER  
MANAGING DIRECTOR  
DIN 00078373



# NARENDRA PROPERTIES LTD.

Regd. Off. : Makanji House, 2nd Floor, # 49 (Old 25) Barnaby Road, Kilpauk, Chennai - 600 010.

CIN : L70101TN1995PLC031532

## POSTAL BALLOT NOTICE

(pursuant to section 110 of the Companies Act, 2013)

Notice is hereby given to the Members of NARENDRA PROPERTIES LIMITED ('the Company'), pursuant to Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and other applicable provisions of the Act, Rules, Circulars and Notifications issued there under (including any statutory modifications and re-enactments thereof for the time being in force and as amended from time to time) that the Special Businesses as set out in this Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot through Electronic voting.

### SPECIAL BUSINESS:

#### 01.SELL OR DISPOSE OFF LANDED PROPERTY

To consider and, if thought fit, to pass, with or without modification, the following resolution as an SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to section 180(1)(a) read along with section 110 of the Companies Act, 2013, and Rule 22(16)(i) of the Companies (Management & Administration) Rules, 2014, and all the other rules and regulations as may be applicable, consent be and is hereby accorded to the Board of Directors of the Company to sell or otherwise dispose off landed property belonging to the Company comprising of 50% of undivided share in the property admeasuring total extent of Acres 116.65 Cents situated at Punnaipadi Village, Arcot Taluk, Vellore District (presently Ranipet District), Tamilnadu, to any buyer(s) who are not related parties at a price of not less than Rs.10 lakhs (rupees ten lakhs only) per acre as may be approved by the Board of Directors of the Company."

By Order of the Board  
for NARENDRA PROPERTIES LIMITED

KHADIJA SHABBIR BHARMAL  
COMPANY SECRETARY & COMPLIANCE OFFICER

PLACE: CHENNAI  
DATED: 30<sup>TH</sup> DECEMBER 2022

Tel : +91 - 44 - 2644 6600 / 2647 6600 / 4269 6600 / 4958 6600

E-mail : [info@narendraproperties.com](mailto:info@narendraproperties.com) Website : [www.narendraproperties.com](http://www.narendraproperties.com)



NOTES:

1.The Explanatory Statements and reasons for the proposed special businesses pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below.

2. The Company has appointed Mr. Gopikrishnan Madanagopal (FCS 2276: COP 2051) Practicing Company Secretary, to act as the Scrutinizer, for conducting the Postal Ballot through Electronic Voting process, in a fair and transparent manner.

3.This Notice is being sent only in electronic form, in accordance with the relaxation granted by the Ministry of Corporate Affairs vide Circular dated 5<sup>TH</sup> May, 2022, to all the shareholders whose names appear on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on Friday, the 6<sup>TH</sup> JANUARY 2023 and who have registered their email id with the Company / Depositories.

4.The postal ballot facility through e-voting is being provided to the members in accordance with the provisions of Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

5. In compliance with provisions of Section 110 and other applicable provisions of the Act read with the Companies (Management & Administration) Rules, 2014, the Company has made arrangements to provide for e-voting facility to all the members of the Company through the e-voting portal administered by Central Depository Services (India) Limited [www.evotingindia.com](http://www.evotingindia.com) to enable the shareholders to cast their votes electronically instead of dispatching postal ballot form. The Postal Ballot through Electronic Voting Schedule is as follows:

SNO	Particulars	Details
1	POSTAL BALLOT through Electronic VOTING	FROM 13.01.2023 TO 11.02.2023
2	Postal Ballot through Electronic voting cut-off date for determining members entitled to vote electronically	06.01.2023 (FRIDAY)
3	Postal Ballot through Electronic Voting start	10.00 A.M. on Friday, the January 13, 2023
4	Postal Ballot through Electronic Voting End	5.00 P.M. on Saturday, the February 11, 2023
5	E-Voting Website	<a href="http://www.evotingindia.com">www.evotingindia.com</a> of CDSL EVS No.: 221230001

6. Members may note that the Postal Ballot Notice will also be available on the Company's website at [www.narendraproperties.com](http://www.narendraproperties.com) , websites of the Stock Exchanges i.e. BSE Limited [www.bseindia.com](http://www.bseindia.com) and on Cameo Corporate Services Limited at [www.cameoindia.com](http://www.cameoindia.com) .

7. All the material documents referred to Explanatory Statements, shall be available for inspection through electronic mode from Friday, 13<sup>TH</sup> JANUARY 2023 to Saturday, 11<sup>TH</sup> FEBRUARY 2023, based on the request being sent on [info@narendraproperties.com](mailto:info@narendraproperties.com) mentioning their name, Folio no. / Client ID & DP ID and the document they wish to inspect with a self-attested copy of their PAN card attached to the email.

8. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, the 6<sup>TH</sup> JANUARY 2023, being the cut-off date fixed for the purpose.

9. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the voting by Postal Ballot Through Electronic Voting will be announced on Monday, 13<sup>TH</sup> FEBRUARY 2023, or earlier, at the registered office of the Company at MAKANJI HOUSE, 2<sup>ND</sup> FLOOR, NEW NO.49, OLD NO.25, BARNABY ROAD, KILPAUK, CHENNAI-600010.

10.The date of declaration of the postal ballot result will be taken to be the date of passing the resolution.

11. The declared results along with the report of the scrutinizer shall be forwarded to the BSE Limited and shall be uploaded on the website of the Company i.e. [www.narendraproperties.com](http://www.narendraproperties.com) .

12.The instructions to shareholders for e-voting are as under:



## CDSL E-VOTING SYSTEM – FOR REMOTE E-VOTING-POSTAL BALLOT

### THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING :

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 10.00 hours IST on Friday, 13<sup>TH</sup> JANUARY 2023, and ends at 17.00 hours IST on Saturday, the 11<sup>TH</sup> FEBRUARY 2023. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 6<sup>TH</sup> JANUARY 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1) 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 to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</p> <p>2) 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 or joining virtual meeting &amp; voting during the meeting. 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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>

Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**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. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.



6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat 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 demat 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant company NARENDRA PROPERTIES LIMITED on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a 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.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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.
  - Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [info@narendraproperties.com](mailto:info@narendraproperties.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400 013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.

**EXPLANATORY STATEMENT ANNEXED TO THE NOTICE FOR POSTAL BALLOT PURSUANT TO SECTION 102 READ ALONG WITH SECTION 110 OF THE COMPANIES ACT, 2013.**

**Item 01: SELL OR DISPOSE OFF LANDED PROPERTY**

Your Company is engaged in the business of land acquisition, development, sale and / or construction of buildings and selling to customers, as chartered as main objects in the Memorandum of Association of the Company.

The Company have, in the ordinary course of conduct of its business, acquired 50% of undivided share in the property admeasuring total extent of Acres 116.65 Cents situated at Punnaipadi Village, Arcot Taluk, Vellore District (presently Ranipet District),Tamilnadu, and the same was registered in the name of the Company. The above mentioned property was acquired for the purpose of further development and sale, out of the funds available with the company as working capital and being acquisition of immoveable property, it was registered in the name of the Company as mandated under the Transfer of Property Act..The above named property, eversince its acquisition, was carried as part of inventory classified under the category of current assets in the financial statements of the Company as permitted under the applicable accounting standards.

The Board of Directors have decided to sell the landed property on which some developments were made to intending buyer(s) for the purpose of en-cashing the value accretion and to free up the working capital funds to meet the requirements of other projects being evaluated for implementation. Since the property is registered in the name of the Company as an immoveable property, the intending buyers are in requirement of specific consent of the members accorded under section 180(1)(a) of the Companies Act, 2013, as part of their due diligence process for acquiring the above mentioned immoveable property belonging to the Company.

In the circumstances mentioned above, consent of the members may be accorded by way of special resolution passed under section 180(1)(a) read along with section 110 of the Companies Act, 2013, and Rule 22(16)(i) of the Companies (Management & Administration) Rules, 2014, and all the other rules and regulations as may be applicable to a listed entity.

The Board commends the resolution for acceptance. None of the Directors or Key Managerial Personnel of the Company are in any way concerned or interested in the passing of the proposed special resolution.

**By Order of the Board  
for NARENDRA PROPERTIES LIMITED**

*K.S. Bharmal*

**KHADIJA SHABBIR BHARMAL  
COMPANY SECRETARY & COMPLIANCE OFFICER**

**PLACE: CHENNAI**

**DATED: 30<sup>TH</sup> DECEMBER 2022**