



Surana Group

## BHAGYANAGAR PROPERTIES LIMITED

(CIN-L70102TG2006PLC050010)

Regd. Off: 5<sup>th</sup> Floor, Surya Towers, S.P.Road, Secunderabad-500 003, Telangana.

Tel: +91-040-27845119/ 44665700, Fax: +91-040-27818868

Website: www.bhagyanagarproperties.com E-mail: investorservices\_bpl@surana.com

### NOTICE OF POSTAL BALLOT

Notice pursuant to Sections 110 and 108 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Delisting of Equity Shares), Regulations 2009 (“Delisting Regulations”) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), including any statutory modifications or amendments or re-enactments thereof.

Dear Members,

Notice is hereby given to the members of Bhagyanagar Properties Limited (“Company”), pursuant to: (i) Sections 110 and 108 of the Companies Act, 2013 (the “Act”), and all other applicable provisions, if any, of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 8(1)(b) of the Delisting Regulations, and applicable provisions of the LODR Regulations; (ii) the letter dated 9<sup>th</sup> February, 2021, received from the promoters and members of promoters group of the Company (“Promoters & Promoter Group”); and (iii) the outcome of the meeting of the Board of directors of the Company (“Board”) held on 13<sup>th</sup> February, 2021, read with the resolution duly passed by the Board at its meeting held on 20<sup>th</sup> February, 2021, to consider and if thought fit, pass the resolution appended below as a special resolution (“Special Resolution”) by way of postal ballot (“Postal Ballot”)/ Electronic Voting (e-voting) facility offered by the Company in accordance with Regulation 8(1)(b) of the Delisting Regulations.

The Special Resolution and explanatory statement setting out all material facts is annexed hereto for your consideration. The Postal Ballot Form along with details regarding e-voting is also enclosed to this Notice. Also enclosed is a self-addressed, postage prepaid envelope for your use.

Pursuant to Rule 22(5) of the Rules, the Company has appointed Mrs. Rakhi Agarwal, Company Secretary in practice (Membership No. F-7047, CP No. 6270) as the scrutinizer (the “Scrutinizer”) for conducting the Postal Ballot, in a fair and transparent manner.

Members are requested to follow the instructions for casting of votes by e-voting/postal ballot form which is enclosed. The Company has engaged the services of KFin Technologies Private Limited (“KFin”) as its agency for providing e-voting facility to its members. Only members as on 22<sup>nd</sup> February, 2021 (the “Cut Off Date”) are entitled to vote through the e-voting facility/postal ballot form, and any other in recipient of the Notice who has no voting right should treat the Notice for information purpose only.

The voting (*including e-voting*) commences on Friday, the 26<sup>th</sup> February, 2021, at 9:00 a.m. IST and ends on Saturday, the 27<sup>th</sup> March, 2021 at 5:00 p.m. IST. Members are requested to return the Postal Ballot Form duly filled in all respect and signed, in the self-addressed, pre-paid postage envelope, so as to reach the Scrutinizer on or before 5:00 P.M. on 27<sup>th</sup> March, 2021. Any unsigned Postal Ballot Form will be rejected. Any Postal Ballot Form received after the said date will be treated as if the reply from the concerned member has not been received. Also, the e-voting module shall be disabled by KFin Technologies Private Limited (“KFin”) for voting thereafter. The postage will be borne and paid by the Company, except for Postal Ballot Forms received from outside India. It is hence clarified that those members desiring to exercise their vote from outside of India will have to bear / arrange for their postage expenses. Once the vote is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

Upon completion of scrutiny of the forms and e-voting results in a fair and transparent manner, the Scrutinizer will submit her report to Mr. Narender Surana, Chairman of the Company. The results of the Postal Ballot will be announced on or before Monday, the 29<sup>th</sup> March, 2021, and communicated to BSE Limited (the “BSE”) and National Stock Exchange of India Limited (the “NSE”) (the NSE together with the BSE is referred to as the “Stock Exchanges”) where the equity shares of the Company are listed. The results of the Postal Ballot will also be displayed on the Company’s website, i.e., [www.bhagyanagarproperties.com](http://www.bhagyanagarproperties.com).

In accordance with Secretarial Standards issued by the Institute of Company Secretaries of India and notified by the Central Government, the resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date of voting i.e. Saturday, 27<sup>th</sup> March, 2021.

## **SPECIAL BUSINESS:**

### **Approval for Voluntary Delisting of the Equity Shares of the Company from the BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”).**

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

“**RESOLVED THAT** pursuant to (i) the letter dated 9<sup>th</sup> February, 2021, received from the promoters and members of promoter group of the Company (“**Promoters & Promoter Group**”), who holds 2,39,96,245 equity shares of Rs.2/- each aggregating to 75% of the paid-up equity share capital of the Company as on 9<sup>th</sup> February, 2021, conveying their intention to: (a) acquire, either individually, or together with one or more members of the promoter group (“**Promoter Group**”), all the equity shares held by the public shareholders of the Company, as defined under the Securities and Exchange Board of India (Delisting of Equity Shares), Regulations, 2009, as amended from time to time (“**Delisting Regulations**”) (“**Public Shareholders**”); and consequently (b) voluntarily delist the equity shares of the Company (“**Equity Shares**”) from the BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”) (the NSE together with the BSE is referred to as the “**Stock Exchanges**”) in accordance with the Delisting Regulations, by making a delisting offer in accordance with the Delisting Regulations; and (ii) the approval of the Board of Directors of the Company accorded in its meeting held on 20<sup>th</sup> February, 2021, for the voluntary delisting of the Equity Shares of the Company from the Stock Exchanges, and subject to the applicable provisions of the Companies Act, 2013 and rules made thereunder, the Delisting Regulations and other such applicable provisions of laws, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and receipt of the necessary approvals from the Stock Exchanges and such other approvals as may be required under applicable laws and subject to the terms of such approvals, and subject to such conditions and modifications as may be prescribed or imposed by any authority or third party, the approval of the members of the Company be and is hereby accorded to the proposed voluntary delisting of the Equity Shares of the Company from the Stock Exchanges pursuant to the proposed acquisition by the Promoters along with any member of the Promoter Group, of all the Equity Shares listed in the Stock Exchanges and held by the Public Shareholders of the Company, in accordance with the provisions of the Delisting Regulations (“**Delisting Proposal**”).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (“**the Board**”), which term shall be deemed to include, unless the context otherwise requires, any committee of the Board which the Board may have constituted or may hereinafter constitute, or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution be and is hereby authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, necessary or expedient, all such acts, deeds, matters and things, for such purpose and to make all necessary filings to facilitate the Delisting Proposal in accordance with the conditions specified in the Delisting Regulations and the applicable provisions of the Companies Act, 2013, including making applications to the Stock Exchanges for seeking the in- principle and final approval for the Delisting Proposal, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubts that may arise in this behalf or delegate the aforesaid authority to any person or to engage any advisor, lawyers, consultant, agent or intermediary, as they may in their absolute discretion deem fit.

**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary of the Company, be and are hereby severally authorised to file all such deeds, applications, documents and other related correspondence as may be required before any regulatory authority and to appear before, represent, negotiate, discuss and respond to all queries as may be requested for by any regulatory authority in connection with the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken or required to be taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolution are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and are hereby authorized to issue a certified true copy of the aforesaid resolution wherever necessary.”

By Order of the Board of Directors  
For **Bhagyanagar Properties Limited**

Sd/-  
**Vikram Singh Thakur**  
Company Secretary

**Registered Office:** 5<sup>th</sup> Floor, Surya Towers, S.P. Road,  
Secunderabad 500 003, Telangana

**Phone:** +91 40 – 2784 5119/4466 5700;

**Fax:** +91 40 – 2781 8868

**Website:** [www.bhagyanagarproperties.com](http://www.bhagyanagarproperties.com);

**Email:** [investorservices\\_bpl@surana.com](mailto:investorservices_bpl@surana.com)

Place: Secunderabad

Date: 20.02.2021

## NOTES AND INSTRUCTIONS:

1. An explanatory statement as required under Section 102 and other applicable provisions of the Companies Act, 2013 and rules made thereunder in respect of the business specified above is annexed hereto.
2. The Notice is being sent to all the Members, whose names appear in the register of members/list of beneficial owners, as on the close of working hours on 22<sup>nd</sup> February, 2021 i.e. Cut Off Date, as received from the National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) and those members holding physical shares, whose details are received from the registrar and share transfer agent of the Company. Any person who is not a member of the Company as on date specified above shall treat the notice for information purposes only.
3. Members who have registered their e-mail IDs with the registrar and share transfer agent of the Company, i.e. KFin Technologies Private Limited (“**KFin**”), /depositories are being sent this Notice of Postal Ballot by e-mail and for Members, whose email IDs are not registered, physical copies of the Notice along with Postal Ballot Form are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
4. The notice of the postal ballot will also be available on the Company’s website: [www.bhagyanagarproperties.com](http://www.bhagyanagarproperties.com) and also on the websites of the Stock Exchanges i.e., [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).
5. The Company is pleased to provide Electronic Voting (hereinafter referred as “e-voting”) facility to its shareholders as an alternative mode to cast their votes electronically instead of dispatching the physical Postal Ballot Form through post. The Company has engaged services of KFin Technologies Private Limited (“**KFin**”) to provide e-voting facility to its shareholders. It may be noted that e-voting is optional. In case a shareholder votes through e-voting facility, he/she is not required to send physical Postal Ballot Form and vice versa. In case a shareholder casts his vote through e-voting and physical Postal Ballot Form both, the vote cast through e-voting facility shall only be considered and the voting through physical Postal Ballot Form shall not be considered by the Scrutinizer and will be treated as invalid.
6. The e-voting facility is available at the link <https://evoting.kfintech.com>. Please refer to the instructions for voting through electronic means provided in the notice separately.
7. Mrs. Rakhi Agarwal, Company Secretary in Practice, Hyderabad, (Membership No. 7047, CP No. 6270), has been appointed as Scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner (“**Scrutinizer**”).
8. Resolution passed by the members through Postal Ballot are deemed to have been passed as if they have been passed at a general meeting of the members.
9. A member who has not received the Postal Ballot Form or in case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may request the Company by sending an e-mail to [investorservices\\_bpl@surana.com](mailto:investorservices_bpl@surana.com). The Postal Ballot Form/duplicate Postal Ballot Form duly completed in all respects should reach the Scrutinizer before 5.00 p.m. on 27<sup>th</sup> March, 2021. The Postal Ballot received after the said date will be treated as not having been received.
10. The relevant documents referred to in the Notice and accompanying Explanatory Statement are available for inspection by the shareholders of the Company at the registered office of the Company on all working days except Saturday, Sunday and public holidays between 10.00 am IST to 4.00 pm IST up to 27<sup>th</sup> March, 2021.
11. The Scrutinizer will submit her report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before 29<sup>th</sup> March, 2021, at the Registered office of the Company situated at 5<sup>th</sup> Floor, Surya Towers, Sardar Patel Road, Secunderabad-500003 and will be displayed on the Company website: [www.bhagyanagarproperties.com](http://www.bhagyanagarproperties.com) and also to be communicated to the Stock Exchanges.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

1. The equity shares of Bhagyanagar Properties Limited ("**Company**"), each having a face value of Rs.2/- each ("**Equity Shares**"), are presently listed on the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**") (collectively, the "**Stock Exchanges**").
2. The Board of Directors of the Company ("**Board**") has received a letter on 9<sup>th</sup> February, 2021 ("**Letter**") from Mr. Narender Surana and Mr. Devendra Surana representing Promoter and Promoter Group ("**Promoter & Promoter Group**"), wherein the Promoters have expressed their intention to make a voluntary delisting offer to: (i) either individually, or together with one or more members of the promoter group ("**Promoter Group**") acquire all fully paid up equity shares of the Company ("**Equity Shares**") that are held by the Company's public shareholders (as defined under the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (as amended from time to time) ("**Delisting Regulations**")) ("**Public Shareholders**"); and consequently, (ii) voluntarily delist the Equity Shares from the recognized stock exchanges where the Equity Shares are presently listed, i.e. BSE Limited ("**BSE**") and the National Stock Exchange of India Ltd. ("**NSE**") (collectively, the "**Stock Exchanges**"), in accordance with the Delisting Regulations (the "Delisting Proposal").
3. As on the Cut-off Date, the Promoter holds 2,39,96,245 Equity Shares, representing 75% of the total equity issued and paid-up share capital of the Company and the Public Shareholders hold 79,98,755 Equity Shares representing 25% of the total equity issued and paid-up share capital of the Company.
4. The Promoter has specified the following objectives for the Delisting Proposal:
  - a. For the Promoter and Promoter Group to obtain full ownership of the Company which will in turn provide increased operational flexibility to support the Company's business. The Promoter and Promoter Group has also stated that delisting would also help in reducing compliance costs and the time devoted by the management to comply with the requirements associated with the continued listing, which can be refocused on the Company's Business; and
  - b. To provide the Public Shareholders an exit opportunity to realize immediate and certain value for their Equity Shares.

In view of the above, the Promoter and Promoter Group believe that the Delisting Proposal can provide the Public Shareholders an opportunity to exit from the Company at a price determined in accordance with the reverse book building process as set out in the Delisting Regulations ("**Discovered Price**").

5. Pursuant to the receipt of the Delisting Proposal, the Board, by way of a resolution passed in its meeting dated 13<sup>th</sup> February, 2021, took on record the Delisting Proposal and appointed akasam consulting private limited, having SEBI RegistrationNo. INM000011658 as the merchant banker under Regulation 8(1A)(ii) of the Delisting Regulations ("**Merchant Banker**"), for the purposes of carrying out due diligence in terms of Regulation 8(1A)(iii), Regulation 8(1A)(iv) and Regulation 8(1D) of the Delisting Regulations. The Merchant Banker issued its due diligence report on 19<sup>th</sup> February, 2021.
6. Further, the Board, in its meeting held on 20<sup>th</sup> February, 2021, took on record the due diligence report dated 19<sup>th</sup> February, 2021, submitted by the Merchant Banker, and as per the requirement of Regulation 8(1B) of the Delisting Regulations, relying on information available with the Company, the due diligence report dated 19<sup>th</sup> February, 2021 submitted by akasam consulting private limited, the confirmations received by the Company including the rationale for the delisting provided by the Promoter and Promoter Group, the Board certified that: (i) the Company is in compliance with the applicable provisions of securities laws; (ii) The Promoter and Promoter group or their related entities, are in compliance with sub-regulation (5) of Regulation 4 of the Delisting Regulations; and (iii) the Delisting Proposal is in the interest of the shareholders. Thereafter, the Board approved the Delisting Proposal in terms of Regulation 8(1)(a) of the Delisting Regulations subject to approval of the shareholders of the Company through a Postal Ballot in accordance with the Delisting Regulations and subject to any other requirement under applicable laws, including any conditions as may be prescribed or imposed by any authority while granting any approvals. In this regard the Board accepted and took on record the certificate provided by M/s Luharuka & Associates, Chartered Accountants (Membership number 023019), Hyderabad, which set out the floor price of the Delisting Proposal to be Rs. 26.00 (Rupees Twenty Six Only) per Equity Share, during the Board meeting held on 20<sup>th</sup> February, 2021. This postal ballot notice was approved by the Board in their meeting held on 20<sup>th</sup> February, 2021.
7. The Public Shareholders of the Company may tender their Equity Shares during the reverse book building process at the Floor Price or any such price above the Floor Price as they deem fit. The members are requested to note that the Floor Price is neither a ceiling nor the maximum price. If the Equity Shares are delisted in accordance with the Delisting Regulations, the remaining Public Shareholders, who either do not tender their Equity Shares or whose Equity Shares are not accepted because the price quoted by them was higher than the final exit offer price, are permitted to tender their Equity Shares up to a period of 1 (one) year from the date of delisting of Equity Shares of the Company and, in such a case, the Promoter and Promoter Group shall accept such Equity Shares at the same final price at which the earlier acceptance of Equity Shares was made.

8. The Promoter and Promoter Group in the Board Meeting dated 20<sup>th</sup> February, 2021 have indicated to the Company that in consultation with Merchant Banker, they have finalised the floor price of the Equity Shares as Rs. 26.00 (Rupees Twenty Six only) per equity share (“**Floor Price**”), which is arrived at in accordance with Regulation 15 of the Delisting Regulations read with Regulation 8 of the Takeover Regulations.
9. The exit offer price will be determined in accordance with the reverse book building process as set out in the Delisting Regulations (“**Discovered Price**”). The Floor Price is not a ceiling for the purpose of the reverse book building process and the Public Shareholders may offer their respective Equity Shares at any price higher than the Floor Price. The final price for the proposed delisting will be the price at which shares accepted through eligible bids during the reverse book building process will take the shareholding of the Promoter Group to 90% of the paid-up equity share capital of the Company, However, the Promoter has the sole discretion to accept or reject the Discovered Price, or provide a counter offer to the Public Shareholders in accordance with the provisions of Regulation 16 of Delisting Regulations.
10. In terms of regulation 8(1)(b) of the Delisting Regulations, the Delisting Proposal requires approval of the members of the Company by way of a special resolution passed through a Postal Ballot in accordance with the Companies Act, 2013 and the rules thereunder. In addition, as per regulation 8(1)(b) of the Delisting Regulations, the special resolution passed by the members of the Company shall be acted upon if the votes cast by the Public Shareholders in favour of the Delisting Proposal amount to at least two times the number of votes cast by Public Shareholders against it.
11. In the event that this special resolution is passed by the members as set out above, subject to receipt of in-principle approval of the Stock Exchanges, and other applicable statutory approval as may be deemed necessary from time to time, a public announcement of the Delisting Proposal will be made by the Promoter in accordance with the Delisting Regulations followed by dispatch of the letter of offer to all the Public Shareholders. Thereafter, the Delisting Proposal will be conducted in accordance with the Delisting Regulations.
12. The acquisition by the Promoter and Promoter Group of all Equity Shares held by the Public Shareholders shall be conditional upon the following: (i) approval of the shareholders of the Company by way of a special resolution through Postal Ballot in accordance with Regulation 8(1)(b) of the Delisting Regulations and other applicable laws; (ii) the Promoter Group accepting the Discovered Price or providing a counter offer, in accordance with Regulation 16 of the Delisting Regulations; (iii) the number of Equity Shares validly tendered in the Delisting Proposal is sufficient enough to result in the Delisting Proposal being successful as per the Delisting Regulations; (iv) the Promoter/Promoter group/Company having obtained all the necessary regulatory and statutory approvals, including from the Stock Exchanges, as may be required under applicable laws including the Delisting Regulations; (v) receipt of the approvals of relevant third parties, including any lenders, as may be applicable; and (vi) such other terms and conditions as may be set out in the public announcement or the letter of offer to be dispatched to Public Shareholders.
13. The approval of the members is sought for the aforesaid special resolution to make the Delisting Proposal to the members of the Company in accordance with the provisions of the Delisting Regulations. The Board, therefore, places the proposed resolution for your consideration and recommends that it be passed as a special resolution.
14. Mr. Narender Surana, Mr. Devendra Surana and Mr. Manish Surana, Directors of the Company, are concerned and interested in this resolution. None of the other directors or key managerial personnel of the Company or their relatives is directly or indirectly concerned or interested in this resolution except to the extent of their shareholding in the company.

By Order of the Board of Directors  
For **Bhagyanagar Properties Limited**

Sd/-  
**Vikram Singh Thakur**  
Company Secretary

**Registered Office:** 5<sup>th</sup> Floor, Surya Towers, S.P. Road,  
Secunderabad 500 003, Telangana  
**Phone:** +91 40 – 2784 5119/4466 5700;  
Fax: +91 40 – 2781 8868

**Website:** [www.bhagyanagarproperties.com](http://www.bhagyanagarproperties.com);  
**Email:** [investorservices\\_bpl@surana.com](mailto:investorservices_bpl@surana.com)

Place: Secunderabad  
Date: 20.02.2021



## INSTRUCTIONS FOR VOTING

### VOTING IN PHYSICAL FORM:

- a) A Member desirous of exercising his/her vote by Postal Ballot may complete the Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope so as to reach on or before 5.00 p.m. on Saturday the 27<sup>th</sup> March, 2021. However, the envelope containing the postal ballot form, if sent by courier or any other mode at the expense of the shareholder, will also be accepted. Envelopes reaching after the date referred to above will be strictly treated as if the reply from the Member has not been received.
- b) The consent must be accorded by recording the assent in the Column "FOR" and dissent in the Column "AGAINST" by placing a tick (✓) mark in the appropriate column. Unsigned Postal Ballot Forms will be rejected.
- c) The Postal Ballot Form should be completed and signed by the sole / first named shareholder. In the absence of the first named shareholder in case of joint holding, the Form may be completed and signed by the next named shareholder. (However, where the Form is sent separately by the first named shareholder and next named shareholder(s), the vote of the first named shareholder would be valid).
- d) In case the form is signed by the Power of Attorney holder for and on behalf of the shareholder, it must be accompanied by the Power of Attorney. In case of shares held by companies, trusts, societies and bodies corporate, the duly completed postal ballot form should be accompanied by a certified true copy of the Board/Governing Body Resolution.
- e) Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be subject to rejection by the Scrutinizer. Shareholders are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
- f) A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Registrar and Share Transfer Agent of the Company at KFin Technologies Private Limited, KFinTech, Tower B, Plot No 31 & 32, Selenium Building, Financial District, Nanakramguda, Gachibowli, Hyderabad 500 032 or to the Company Secretary, Bhagyanagar Properties Limited, 5<sup>th</sup> Floor, Surya Towers, Sardar Patel Road, Secunderabad-500003 or email at [cs@surana.com](mailto:cs@surana.com). However, signed duplicate Postal Ballot Form should reach the Scrutinizer not later than 05.00 p.m. on Saturday, the 27<sup>th</sup> March, 2021.
- g) The attached self-addressed envelope is only for the limited purpose of this postal ballot process and the same should not be used by the shareholder for sending any other correspondence to the Company.

### VOTING THROUGH ELECTRONIC MEANS:

In compliance with the provisions of section 108 of the Act, the Companies (Management and Administration) Rules 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, shareholders are provided with the facility to cast their vote electronically, through the e-voting services provided by KFin Technologies Private Limited, in respect of resolution set forth in this Notice. Mrs. Rakhi Agarwal, Company secretary in Practice (Membership No. FCS 7047) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

#### The procedure and instructions for shareholders for e-voting are as under:

- i. Open your web browser during the voting period and navigate to <https://evoting.kfintech.com>
- ii. Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically.
- iii. Enter the login credentials. The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.kfintech.com> or contact toll free number 1-800- 3454-001 for your existing password.
- iv. After entering the details appropriately, click on LOGIN.
- v. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (e-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT i.e., Bhagyanagar Properties Limited.

- viii. On the voting page, enter the number of shares as on the cut-off date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN.
- ix. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- x. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- xi. Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- xii. The Portal will be open for voting from 9.00 a.m. on 26<sup>th</sup> February, 2021 to 5.00 p.m. on 27<sup>th</sup> March, 2021.
- xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.kfintech.com> or contact Toll Free No. 18003454001.
- xiv. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email ID: [rakhiagarwal79@yahoo.com](mailto:rakhiagarwal79@yahoo.com). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."
- xv. If the member is already registered with KFin e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.