

**BALLOT FORM**

Name(s) of Member(s) :

Registered Address :

DP ID / Client ID or Folio No :

No. of equity shares held :

I/We hereby exercise my/our vote in respect of the following Ordinary Resolution(s) as set out in the Notice of Sheraton Properties and Finance Limited related to its Annual General Meeting scheduled to be held on Tuesday, 30<sup>th</sup> September, 2014 at 02.30 p.m. at the Registered Office of Company at Bhansali House A-5, Off Veera Desai Road, Andheri (West), Mumbai - 400 053 which is proposed to be placed for consideration of members at the aforesaid Annual General Meeting of the Company, by conveying my/our assent and/or dissent to the said Resolution(s) in the relevant box as stated hereinbelow :

Resolution No.	Resolution	No. of Equity Share(s) held	I/We assent to the resolution (For)*	I/We dissent to the resolution (Against)*
<b>Ordinary Businesses</b>				
1.	To receive, consider and adopt the Audited Balance Sheet of Company as at 31st March, 2014, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Reports of the Directors' and the Auditor's thereon.			
2.	To appoint a Director in place of Mr. Jayesh B. Bhansali (DIN: 01062853), who retires by rotation at this AGM and being eligible, has offered himself for re-appointment.			
3.	To appoint M/s B. L. Dasharda & Associates, Chartered Accountants (F.R.No. 112615W), as Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and authorize the Board to fix their remuneration.			
<b>Special Businesses</b>				
4.	"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Meenakshi J. Bhansali (DIN: 06936671) who was appointed as an Additional Director of the Company w.e.f 04.08.2014 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing alongwith requisite deposit from a member in accordance with the provisions of Section 160 of the Act, signifying her candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."			
5.	"RESOLVED THAT pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the Board of Directors of the Company (hereinafter referred to as "the Board") be and is hereby authorized to contribute from time to time, in one or more tranches, to bona fide charitable and other funds, such amount or amounts, as the Board may in its absolute discretion deem fit, provided that the total amount that may be so contributed in any financial year of the Company shall not exceed Rs. 5,00,000/- (Rupees Five Lacs only) or five percent of the Company's average net profits for the three immediately preceding financial years, whichever is more."  "RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and/or expedient for implementing and giving effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard on behalf of the Company."			

\*Please put a tick mark (✓) in appropriate column against the resolution(s) indicated above. In case of member/proxy wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns 'For' and/or 'Against'.

Place:

Date:

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Signature of Member

## INSTRUCTIONS

- 1) This Ballot Form is provided, pursuant to Clause 35B of the Listing Agreement, to enable the shareholders for voting by way of Ballot Form, who does not have access to e-voting facility, so that they can also participate in voting through physical Ballot.
- 2) A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.
- 3) The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through physical ballots from member(s) by post or by hand delivery at the office of Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company, to declare the final result for each of the Resolutions forming part of the Notice of the aforesaid AGM of company.

### **Process and manner for Members opting to vote by using the Ballot Form:**

- 1) Please complete and sign the Ballot Form (no other form or photocopy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Shri Himanshu Kamdar, Practicing Company Secretary (Membership No. FCS 5171; CP No. 3030), a partner of M/s Rathi & Associates, Company Secretaries. The Ballot form(s) should be sent by post to Mr Himanshu Kamdar, Scrutinizer, C/o Link Intime India Private Limited, Unit – Bhansali Engineering Polymers Limited, C-13, Pannalal Silk Mills compound, L.B.S Marg, Bhandup (West), Mumbai-400078.
- 2) The Form should be signed by the Member as per the specimen signature registered with the Company/Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.
- 3) In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
- 4) Votes should be cast in case of each resolution either in favour or against by putting the tick (v) mark in the column provided in the Ballot.
- 5) The voting rights of shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the Company as on Friday, 19th September, 2014 viz. the Cut-off date.
- 6) Duly completed Ballot Form should reach to the Scrutinizer not later than 6.00 p.m on Friday, 26<sup>th</sup> September, 2014. Ballot Forms received after this date and time will be strictly treated as invalid.
- 7) A Member may request for a duplicate Ballot Form from the company or they can download the form from the website of the company mentioned herein below, if so required. However, duly filled in and signed duplicate Ballot Form should reach to the Scrutinizer not later than the date and time specified in Serial No. 6 herein above.
- 8) Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. The Ballot Forms will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
- 9) The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
- 10) The results declared along with Scrutinizer's Report, shall be placed on the Company's website i.e. [www.sheratonproperties.net](http://www.sheratonproperties.net) and on the website of Link Intime India Pvt. Ltd. i.e. [www.linkintime.co.in](http://www.linkintime.co.in), the Registrar and Share Transfer Agent of the Company within two days of the passing of the Resolutions at the AGM of the Company and shall be communicated to BSE Limited; where the shares of the Company are listed.