

CITADEL REALY AND DEVELOPERS LIMITED

Regd. Off: Marathon Futorex, N. M. Joshi Marg, Lower Parel, Mumbai 400013

Tel.: 022 6158 8484 Fax: 022 6158 8410

CIN: L21010MHPLC011764

BALLOT FORM

Sr.No

1. Name & address of the Sole/
First named Member

2. Name(s) of Joint holder(s), if any: JT1-
JT2-

3. Regd.folio/DP No./Client ID No.:

4. No. Of share held

5. Even (E-voting Event Number)

6. User Id

7. Password

I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Ballot for the business stated in the Notice of the Company dated 20th May, 2016 by sending my/our asset or dissent to the said Resolutions by placing the tick (√) mark at the appropriate box below :

Item No.	Description of Resolution	No. Of shares for which vote cast	For I/We assent to the resolution	Against I/We dissent to the Resolution
1	To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2016 and the Balance Sheet as at 31st March, 2016 and the Report of the Board of Directors and the Auditors thereon.			
2	To appoint a Director in place of Mr.Chetan R.Shah, who retires by rotation and being eligible, offers himself for reappointment.			
3	To appoint a Director in place of Mr.Nilesh D. Dand, who retires by rotation and being eligible, offers himself for reappointment.			
4	To appoint M/s.Bipin B. Shah & Co., Chartered Accountants, as Statutory Auditors of the Company in place of M/s.Bipin Shah & Associates., Chartered Accountants.			

Place : Mumbai

Date :

Signature of Shareholders/Beneficial Owner

INSTRUCTIONS

1. A Member desiring to exercise his/her vote by Ballot may complete this Ballot Form and send it to the Scrutinizer in the enclosed self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing ballots, if deposited in person or sent by courier at the expense of the Member 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. The Ballot form should be completed and signed by the Members as per the specimen signature registered with the Company. In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member. Unsigned/incorrect Ballot Forms will be rejected. The right of voting Ballot shall not be exercised by a Proxy.
4. In case companies, trusts, etc., the duly completed Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority to the person voting on the Ballot Form.
5. In case of holders of Power of Attorney sign the Ballot Form, reference of Power of Attorney registration by the Company should be mentioned in the Ballot Form.
6. Duly completed Ballot Forms should reach the Scrutinizer not later than the close of working hours (05.00 p.m.) on Thursday, 23rd June, 2016. Ballot Forms received after this date will be strictly treated as if the reply from such Member has not been received.
7. A member may request for a duplicate Ballot Form, if so required. However, the duly filled in duplicate Ballot Form should reach the Scrutinizer not later than the date specified at item No.6 above.
8. For shares held in demat form, the voting rights shall be reckoned on the paid up value of shares registered in the name of the Member as on 18th June, 2016 viz., the date of download of beneficial position from NSDL and CDSL. For shares held in physical form, the voting rights shall be reckoned as on the date aforesaid.
9. Members are requested not to send any other paper along with the Ballot form in the enclosed self-addressed business reply envelope. Any extraneous paper found in such envelope will be destroyed by the Scrutinizer.
10. The Scrutinizer's decision on the validity of a Ballot Form will be final.

E-VOTING INSTRUCTION

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]: Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- Click on Shareholder - Login
- Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- Select "EVEN" of "CITADEL REALTY AND DEVELOPERS LIMITED".

Cast your vote by selecting appropriate option and click on "Submit" and "Confirm" when prompted.

Upon confirmation, the message "Vote cast successfully" will be displayed.

Once you have voted on the resolution, you will not be allowed to modify your vote.

- i. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to Mr.Nitin R. Joshi, Practising Company Secretary with a copy marked to evoting@nsdl.co.in

- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM):

EVEN (Remote e-voting Event Number)
USER ID PASSWORD/PIN

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- II. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **21st June, 2016**.
- V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **21st June, 2016**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- VI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- VIII. Mr. Nitin R. Joshi, Practising Company Secretary has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- IX. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- X. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company **25th June, 2016** and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.