

BFL DEVELOPERS LIMITED

Regd. Office: 1, Taranagar, Ajmer Road, Jaipur - 302 006, Ph.: 9214018877
CIN: L45201RJ1995PLC010646, Website: www.bfldevelopers.com, E-mail: bfldevelopers@gmail.com

POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013

Dear Shareholder(s),

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 (as amended) the Company is seeking consent of the shareholders, through proposed Special Resolution(s), set out herein below, by way of postal ballot.

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 pertaining to the said Special Resolutions setting out the material facts and the reasons for the proposal and the Postal Ballot Form (the 'Form') are being sent along with this Notice for your consideration.

The Board of Directors of the Company have appointed CS Manoj Maheshwari, FCS 3355, Practising Company Secretary, Jaipur, as a Scrutinizer for conducting the Postal Ballot process in accordance with the law and in a fair and transparent manner.

Please read carefully the instructions printed on the Postal Ballot Form and return the Form duly completed with the assent (for) or dissent (against), in the enclosed self-addressed business reply envelope so that it reaches the Scrutinizer on or before the closing of working hours i.e. 5.00 P.M on Wednesday, 15th day of July, 2015, addressed to CS Manoj Maheshwari, Scrutinizer, BFL Developers Ltd., at the registered office of the Company situated at 1, Tara Nagar, Ajmer Road, Jaipur 06.

Members may please note that the resolution will be deemed to have been passed as a Special Resolution if the votes cast in favor are at least three-fourth of the total votes cast and would be deemed to have been passed in General Meeting.

Members may note that as required under the provisions of Sec 108, 110 and other applicable provisions (if any) of the Companies Act, 2013 and the rules as applicable in that regard and Clause 35B of the Listing Agreement, the Company has engaged the services of Central Depository Services (India) Limited to provide remote e-voting facility to members of the Company. Accordingly, the Company is providing remote e-voting facility as an alternate, which would enable them to cast votes electronically, instead of dispatching Postal Ballot Forms. Please read and follow the instructions on remote e-voting enumerated in the Notes to this Notice. Only members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the remote e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat the Notice as an intimation only. Detailed instructions to use the facility are given separately.

If a member has opted for remote e-voting, then he/she should not vote by Postal Ballot and vice versa. However, in case members cast their vote both via physical ballot and remote e-voting, then remote e-voting shall prevail and voting done via physical ballot shall be treated as invalid. For this purpose, the Company has signed an agreement with the Central Depository Services (India) Limited ("CDSL") for facilitating remote e-voting.

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If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.

The e-voting facility is available at the link www.evotingindia.com till 5.00 pm on Wednesday, 15th July, 2015. Please refer to the instructions annexed to this notice for e-voting.

The Scrutinizer will submit his report to the Managing Director after completion of the scrutiny and the result of the voting by postal ballot will be announced on Monday, 20th July, 2015, at 02.00 P.M. (appointed time) by the Managing Director of the Company. Members who wish to be present at the time of declaration of results may do so by reaching at the registered office of the Company at the appointed time. Also, the result will be intimated through press release in newspapers and published on the website of the Company, www.bfldevelopers.com. The resolutions, if approved, will be taken as passed effectively on the date of declaration of results.

SPECIAL BUSINESS TO BE PASSED THROUGH POSTAL BALLOT

1. AUTHORISATION FOR BORROWING MONEY U/S 180 (1) (c) OF COMPANIES ACT, 2013

To consider and, if thought fit, to give assent or dissent to the following Resolution as Special Resolution through Postal Ballot:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, (including any statutory modification or re-enactment thereof) and provisions of Articles of Association, and all other applicable rules, laws and acts (if any) and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time which together with the monies already borrowed by the Company (apart from temporary loans obtained from Company's bankers in ordinary course of Business) may exceed at any time, the aggregate of the paid-up share capital of the Company and its free reserves, provided however the total amount of such borrowing shall not exceed the sum of **Rs. 250,00,00,000/- (Rupees Two Hundred and Fifty Crore Only)** in Indian Rupees or equivalent thereof in any foreign currency(ies) on such terms and conditions as the Board may deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to execute the legal papers, deeds, documents, instruments etc. in this regard and to sign all papers, documents, writings and to do all such acts, deeds, matters, things and to settle any question, difficulty or matters connected or incidental thereto, to give effect to the aforesaid resolution."

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2. AUTHORISATION TO CREATE MORTGAGE OR CHARGE, SELL, LEASE OR OTHERWISE DISPOSE OFF THE WHOLE OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING OF THE COMPANY, BOTH PRESENT AND FUTURE U/S 180 (1) (a) OF COMPANIES ACT, 2013 TO SECURE THE BORROWINGS OF COMPANY

To consider and, if thought fit, to give assent or dissent to the following Resolution as Special Resolution through Postal Ballot:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, (including any statutory modification or re-enactment thereof) and provisions of Articles of Association, and all other applicable rules, laws and acts (if any) and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals, consent of the members of the Company be and is hereby accorded to the Board of Directors to create mortgage or charge, sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertaking, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favor of any bank(s) or body(ies) corporate or person(s) or other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures/other instruments whether partly/fully convertible or non-convertible, whether shareholders of the Company or not, in respect of the borrowings of the company within the overall limits aggregating to **Rs. 250,00,00,000/- (Rupees Two Hundred and Fifty Crores Only)**

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto and to settle any question, difficulty or matters connected or incidental thereto, to give effect to the aforesaid resolution."

Place: Jaipur
Date: 16.05.2015

By Order of the Board
For BFL Developers Ltd.

Mahendra Kumar Baid
Managing Director
DIN: 00009828

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business set out above is annexed hereto.
2. Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as received from Registrar and share transfer agent as on Friday, 15th May, 2015.

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3. Voting rights shall be reckoned only on the fully paid up shares registered in the name of the Member as on the cut-off date i.e. 15th May, 2015.
4. As per Rule(s) enumerated in Companies (Management and Administrative) Rules 2014 (as amended), details of dispatch of Notice and Postal Ballot Form(s) to the members will be published in one (1) English newspaper having nationwide circulation and in one (1) vernacular newspaper in the principal Vernacular language circulating in the State in which the registered office of the company is situated.
5. In compliance with the provisions of Section 108, 110 of the Companies Act, 2013 and Rules 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and Clause 35B of the Equity Listing Agreement, the company is pleased to offer remote e-voting facility as an alternate to all the members of the company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Remote E-voting is optional.

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

In case of members receiving e-mail:

- I. Log on to the e-voting website www.evotingindia.com
- II. Click on "Shareholders" tab.
- III. Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- IV. Next enter the Image Verification as displayed and Click on Login.
- V. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- VI. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters.• Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

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Details#	<ul style="list-style-type: none">• Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (III).
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- VII. After entering these details appropriately, click on "SUBMIT" tab.
- VIII. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- IX. For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- X. Click on the EVSN i.e. 150522001 for the relevant **BFL Developers Ltd.** on which you choose to vote.
- XI. 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.
- XII. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XIII. 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.
- XIV. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XV. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- XVI. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XVII. Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

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- 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.
- XVIII. In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

Members receiving Notice by Post/Courier:

Please follow all steps from sl. no. (i) to sl. no. (xviii) above to cast vote.

- The remote e voting period starts at 10.00 A.M. on Tuesday, 16th June, 2015 and ends at 05.00 P.M. on Wednesday, 15th July, 2015. The e-voting module will be disabled by CDSL for voting thereafter.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.voting@cdslindia.com.
- Members have the option either to vote through the remote e-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can seek duplicate Postal Ballot Form from the Company, fill in the requisite details and send the same to the Company.

EXPLANATORY STATEMENT PURSUANT TO SEC. 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

The Board of Directors of the Company envisages requirements of funds in future. As per the provisions of Section 180 (1)(c) of the Companies Act, 2013, the Board can borrow money subject to the condition that the money to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed the aggregate, for the time being, of the paid-up capital and free reserves, that is to say, reserves not set apart for any specific purpose unless the Shareholders have authorized the Board to borrow the monies upto some higher limits.

Hence, it is proposed to empower and authorize the Board of Directors of the Company to borrow money from any Bank(s), Financial Institutions (FIs,) Bodies Corporate or Business Associates or any other person or entity etc., in excess of paid up capital and free reserves of the Company by a sum not exceeding **Rs. 250,00,00,000 [Rupees Two Hundred and Fifty Crores Only]** in Indian Rupees or equivalent thereof in any foreign currency(ies) for the purposes of business activities of the Company.

As per Section 180 (1) (c) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, approval of the members is sought by way of a Special resolution.

Hence, the Board of Directors recommend passing of the enabling resolution mentioned at Item No. 1 in the notice.

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None of the Directors, key managerial personnel and their respective relatives are deemed to be concerned or interested, financial or otherwise in the proposed resolution at Item No.1 of the Notice except to the extent of their shareholding in the company.

ITEM NO. 2

The borrowings as iterated pursuant to Sec. 180 (1) (c) may be required to be secured by over all or any part of the movable and / or immovable properties of the Company. Considering the above facts, the Board of Directors of the Company are of the opinion to create charge or mortgage, sell, lease or otherwise dispose off (as the case may be) the immovable property(s) of the Company to a person / any other entity as a going concern or otherwise at an agreed price with the mutual consent of both the parties upto a sum of Rs. 250,00,00,000 (Rupees Two Hundred and Fifty Crores only).

Since the sale or lease of assets i.e. immovable property of the Company may amount to the sell or lease of the whole or substantially the whole of an undertaking of the Company, it requires approval of the shareholders.

As per Section 180 (1) (a) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, approval of the members is sought by way of a Special resolution.

Hence, the Board of Directors recommend passing of the enabling resolution mentioned at Item No. 2 in the notice.

None of the Directors, key managerial personnel and their respective relatives are deemed to be concerned or interested, financial or otherwise in the proposed resolution at Item No.2 of the Notice except to the extent of their shareholding in the company.

Place: Jaipur
Date: 16.05.2015

By Order of the Board
For BFL Developers Ltd.

Mahendra Kumar Baid
Managing Director
DIN: 00009828

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POSTAL BALLOT FORM

(Please read the instructions carefully before filling this form)

Serial No.:-

1.	Name(s) of Member(s)/Beneficial Owner: (including joint holders, if any, in block letters)	_____ _____
2.	Registered address of the sole/first named Member/Beneficial Owner:	_____ _____ _____ _____
3.	Registered Folio no./DP ID*/Client ID*: (*applicable to investors holding shares in dematerialized form)	_____
4.	No. of shares held:	_____

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through postal ballot for the business stated in the Notice of Postal Ballot dated 16th May, 2015 issued by the Company by sending my/our assent/dissent to the said Special Resolutions by placing the tick mark (✓) in the appropriate column below:

Sr. no.	Particulars	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution to borrow money u/s 180 (1) (c) of the Companies Act, 2013 upto a sum of Rs. 250,00,00,000 (Rs. Two Hundred and Fifty Crores only)			
2.	Special Resolution to create charge or mortgage, sell/lease or otherwise dispose off the whole or substantially the whole of the undertaking(s) and/or asset(s), present and future of the Company u/s 180 (1) (a) of the Companies Act, 2013 to secure borrowings upto a sum of Rs. 250,00,00,000 (Rs. Two Hundred and Fifty Crores only)			

Place:
Date:

Signature of the Member/ Beneficial Owner

NOTE: FOR INSTRUCTIONS, PLEASE REFER OVERLEAF

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INSTRUCTIONS:

1. The members are requested to carefully read the instructions printed in the Postal Ballot form and return the Postal Ballot form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self addressed envelope, so as to reach the Scrutinizer, before the closing of working hours i.e. 5.00 P.M. on Wednesday, 15th July, 2015, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member.
2. The self-address business-reply envelope addresses to the Scrutinizer appointed by the Board of Directors of the Company are attached herewith.
3. The members are requested to exercise their voting rights by using the attached Postal Ballot form only. No other form or photocopy thereof is permitted.
4. Envelopes containing Postal Ballot form if deposited in person or sent by courier at the expense of the registered member will also be accepted.
5. This form should be completed and signed by the shareholder. In case of joint share holding, this Form should be completed and signed (as per the specimen signature registered with the Company/Depository Participants) by the first named Member and in his absence, by the next named Member. Joint shareholders shall be counted as single shareholder when voting right is considered.
6. Unsigned/incomplete/defaced/mutilated Postal Ballot Form will be rejected.
7. Voting rights shall be reckoned only on the fully paid up shares registered in the name of the Member as on the cut-off date i.e. 15th May, 2015.
8. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should also be accompanied by certified true copy of Board Resolution/Letter of Authority delegating requisite power to the person to cast vote on the Postal Ballot Form.
9. Member is requested to fill the Postal Ballot Form with indelible ink pen (and avoid filling it by using erasable writing medium/s, e.g. pencil etc.).
10. The right of voting by Postal Ballot shall not be exercised by a proxy.