



## PODDAR DEVELOPERS LIMITED

Corporate Identification Number: L51909MH1982PLC143066  
Registered Office: Unit 3-5, Neeru Silk Mills, Mathuradas Mill Compound,  
N M Joshi Marg, Lower Parel, Mumbai- 400 013  
Phone no: +91 022 6616 4444; Fax No: +91 022 66164409

E-mail: chandrakant.sharma@poddardevelopers.com, Website: www.poddardevelopers.com

### POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 and rules made thereunder)

To,  
The Member(s),

#### Sub.: Passing of Resolutions by Postal Ballot

**NOTICE** is hereby given to the members of Poddar Developers Limited (the "Company") pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read with the Companies (Management and Administration) Rules 2014 (herein after referred to as the 'Rules') including any statutory modifications, amendments or re-enactments thereof for the time being in force, and in accordance with Clause 35B of the Listing Agreement with Stock Exchanges as amended, the Company is seeking consent of its Members for the proposed following Special Resolutions by the way of Postal Ballot.

The proposed resolutions and explanatory statements stating material facts and the reasons for the resolutions are enclosed and a postal ballot form is enclosed for your consideration. The attached Postal Ballot Form is to be used by the Members for the purpose of exercising his/her vote in respect of the said resolutions.

The Company has appointed Mr. Dinesh Kumar Deora, a Practicing Company Secretary, as Scrutinizer (the "Scrutinizer") for conducting the postal ballot process in a fair and transparent manner.

Please read carefully the instructions printed in the Postal Ballot Form and return the Form duly completed in all respects in the enclosed self addressed pre-paid postage envelope so as to reach the Scrutinizer/Company before the close of working hours on or before Thursday, 8th January 2015. The Result of the Postal Ballots shall be announced on Saturday, 10th January, 2015. at the Registered Office of the Company and shall also be displayed on the Company's website www.poddardevelopers.com besides communicating to the stock exchange on which the shares of the Company are listed.

The Company is pleased to offer e-voting facility as an alternate to its Members to enable them to cast their vote electronically instead of dispatching Postal Ballot Form. E-Voting is optional. In case you desire to exercise your vote by using e-voting facility then you are required to carefully follow the instructions as given for e-voting printed on Postal Ballot Form.

By order of the Board  
For Poddar Developers Limited

Date : 05.12.2014  
Place: Mumbai

Chandrakant Sharma  
Company Secretary

- Encl.: 1. Resolutions along with Explanatory Statement  
2. Postal Ballot Form and self-addressed postage pre-paid envelope.

#### SPECIAL BUSINESS:

- To consider and if thought fit, to pass with or without modification (s) the following resolution as a Special Resolution:  
**"RESOLVED THAT** pursuant to the provisions of Section 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendments thereto, statutory modifications or re-enactment thereof) ("**Act**") and the applicable provisions of the Foreign Exchange Management Act, 1999 ("**FEMA**") including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 as amended ("**FCCB Scheme**"), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**SEBI ICDR Regulations**") as amended from time to time and in accordance with all other applicable laws, rules, regulations, guidelines, policies, notifications, circulars and clarifications issued/ to be issued thereon from time to time by the Reserve Bank of India ("**RBI**"), the Securities and Exchange Board of India ("**SEBI**"), Secretariat for Industrial Assistance ("**SIA**"), Foreign Investment Promotion Board ("**FIPB**"), Ministry of Finance (Department of Economic Affairs) and/or any other ministry/department of the Government of India ("**GOI**") and/ or any other regulatory and statutory authorities (hereinafter singly or collectively referred to as the "**Appropriate Authorities**") and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, the listing agreements entered

into by the Company with the stock exchanges ("**Listing Agreements**") where the shares of the Company are listed and subject to required approvals, consents, permissions and/ or sanctions of the Appropriate Authorities and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall deem to include any duly constituted and empowered committee thereof for the time being exercising the powers conferred on the Board by a resolution), consent of the members of the Company be and is hereby accorded to create, offer, issue and allot (including any provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons/bodies corporate as may be permitted), in the course of one or more offering(s) with or without green shoe option, whether by way of a Qualified Institutions Placement ("**QIP**") pursuant to chapter VIII of the SEBI ICDR Regulations and/or Preferential Offer and/or Private Placement as may be deemed fit by the Board in one or more tranches, to eligible investors (whether or not such investors are the members of the Company, or whether or not such investors are Indian or foreign nationals, including Qualified Institutional Buyers), whether by way of a public offering or by way of a private placement of securities (including equity shares, or any convertible instruments such as warrants, convertible debentures, Foreign Currency Convertible Bonds ("**FCCBs**") with or without detachable/non-detachable warrants, Foreign Currency Convertible Notes ("**FCCNs**"), Global Depository Receipts ("**GDRs**"), American Depository Receipts ("**ADRs**") and/or Other Financial Instruments ("**OFIs**") convertible into Equity Shares to raise an aggregate amount not exceeding **Rs. 125 Crore (Rupees One Hundred Twenty Five Crore)** or its equivalent in any other currency (hereinafter referred to as "Securities") whether denominated in any foreign currency or Indian rupees, inclusive of such premium as may be determined on such Securities, by offering the Securities at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner as may be deemed appropriate by the Board, in the course of international and/ or domestic offering(s) in one or more foreign markets/ domestic market, secured or unsecured or any combination thereof, in registered or bearer form, as the case may be, and such issue and allotment may be made in one or more tranches, on such terms and conditions and at such time that the Board may in its absolute discretion deem fit and appropriate at the time of such issue or allotment of Securities and where necessary, in consultation with lead manager/s and/ or other advisors or otherwise, including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors, wherever necessary ("**Issue**").

**"RESOLVED FURTHER THAT** without prejudice to the generality of the above, the aforesaid issue of Securities may have all terms or combinations of terms in accordance with the prevalent market practice including but not limited to terms and conditions relating to payment of interest, dividend, premium on redemption at the option of the Company and/ or holders of any securities, including terms for issue of additional equity shares or variations of the price or period of conversion of securities into equity shares or issue of equity shares during the period of the securities or terms pertaining to voting rights or option(s) for early redemption of securities;

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to create, issue, offer and allot such number of equity shares as may be required to be issued and allotted upon conversion of any securities referred to above as may be necessary in accordance with the terms of the offering, all such shares ranking pari-passu with the existing equity shares of the Company in all respects including dividend and the equity shares / Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company, save an except that such equity shares or securities or instruments representing the same may be without voting rights, if permitted by law and or, shall carry the right to receive applicable dividend from the date of allotment, as may be decided by the Board, declared for the financial year in which the allotment of shares shall become effective."

**"RESOLVED FURTHER THAT** if any issue of Securities is made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations the relevant date for determining the pricing of the equity shares (or of the underlying equity shares) proposed to be issued, in accordance with the provisions of the SEBI ICDR Regulations shall be, the date of the meeting in which the Board of the Company or the Committee of Directors duly authorised by the Board of the Company decides to open the proposed issue."

**RESOLVED FURTHER THAT** in the event the Securities are proposed to be issued as FCCBs, ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme, 1993, (including any amendments thereto or re-enactment thereof, for the time being in force) and other applicable pricing provisions issued by the Ministry of Finance."

**"RESOLVED FURTHER THAT** if any issue of Securities is made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations the allotment of Securities shall be completed within a period of twelve months from the date of passing of this resolution or such other time as may be allowed under SEBI Regulations and further the Securities shall not be

eligible to be sold for a period of twelve months from the date of allotment except on a recognized stock exchange or as prescribed under SEBI Regulations.”

**“RESOLVED FURTHER THAT** any issue of Securities made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations (the “QIP Floor Price”). The Company may, however, in accordance with applicable law, also offer a discount of not more than 5% (Five Percentage) or such percentage as permitted under applicable law on the QIP Floor Price.”

**“RESOLVED FURTHER THAT** the Issue to the holders of the Securities, which are convertible into or exchangeable with equity shares at a later date shall be, inter alia, subject to the following terms and conditions:

- (a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced protanto;
- (b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;
- (c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- (d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.”

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed, subject to applicable law.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to any creation, issue, offer or allotment of equity shares or securities or instruments representing the same, as described above, the Board be and is hereby authorised, on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, entering into arrangements for managing, underwriting, marketing, listing, trading, acting as depository, custodian, registrar, paying and conversion agent, trustee, bankers, advisors and all such agencies and intermediaries as may be involved or concerned in such offerings of the Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc. with Lead Manager(s) and to seek the listing of such securities and to issue any offer document(s) and sign all applications, filings, deeds, documents and writings relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts, that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion deem fit.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to constitute or form a Finance Committee of the Board and to delegate all or any of its power to the Finance Committee of the Board to give effect to the aforesaid resolutions and is authorised to take all such steps and do such acts, deeds, and things as is considered necessary, expedient, usual, proper or incidental in relation to the said matter and to take such actions and give such directions as they may consider necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable to settle any question or difficulty that may arise in regard to the issue and allotment of equity shares/and or securities, as the case may be including but not limited to preparation of the offer document for the issue, filing of the offer document with SEBI, ROC, Stock Exchanges and to do all such acts, deeds, matters and things and accept any alterations or modification(s), changes, variations, alterations, deletions, additions as regards the terms and conditions, as it may in its absolute discretion, deem fit and proper in the best interests of the Company, without requiring any further approval of the Members.”

**“RESOLVED FURTHER THAT** Mr. Dipak Kumar Poddar- Executive Chairman, Mr. Rohitashwa Poddar- Managing Director and Mr. Chandrakant Sharma Company Secretary and Compliance Officer, of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary for giving effect to this resolution, whether incidental or ancillary thereto.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any modifications and re-enactments thereof), the Members of the Company do hereby approve the amendment in the Memorandum of Association of the Company by way of insertion of new Object Clause bearing No.3 [which is reproduced below] in PART III A of the Memorandum of Association of the Company, after the existing Main Object Clause No. 2:

3. To construct, execute, carryout, equip, support maintain, operate, improve, work, develop, administer, manage, control and superintend within or outside the country anywhere in the world all kinds of works, public or otherwise, buildings, houses and other constructions or conveniences of all kinds, which expression in this memorandum includes roads, bridges & tunnels, railways, and tramways, docks, harbours, Piers, wharves, canals, serial runways and hangers, airports, reservoirs, embankments, irritations, reclamation, improvements, sewage, sanitary, water, gas, electronic light, power supply works, and hotels, cold storages, warehouses, cinema houses, markets, public and other buildings and all other works and conveniences of public or private utility & such other infrastructure delopements, to apply for purchase or otherwise acquire any contracts, decrease, concessions, for or in relation to the construction, execution, carrying out equipment, improvement, administration, or control of all such works and conveniences as aforesaid and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any modifications and re-enactments thereof), the Members of the Company do hereby approve the amendment in the Memorandum of Association of the Company by way of deletion of Object Clause PART III C of the Memorandum of Association of the Company.

3. To consider and, if thought fit, to pass the following resolutions as ORDINARY RESOLUTION:

**“RESOLVED THAT** in supersession to the resolution passed through postal ballot as on 18th May 2011 on the matter and pursuant to the provisions of Section 293(1)(d) and other applicable provisions, if any, of the of the old Act (including any statutory modification or re-enactment thereof), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called “the Board” and which term shall be deemed to include any Committee, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) of the Company under the provisions of the Section 180 (1) (c ) of the Companies Act 2013 for borrowing from time to time, as it may think fit, any sum or sums of money not exceeding Rs.200 Crore (Rupees Two Hundred Crore) on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the monies 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), exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized for borrowing from time to time as it may think fit, any sum or sums of money but not exceeding Rs.200 Crore (Rupees Two Hundred Crore), (including the monies already borrowed by the Company), on such security and on such terms and conditions as the Board may deem fit, by way of loans from, or issue of Bonds, Debentures or other Securities whether Convertible into Equity/Preference Shares and/or Securities with or without detachable warrants with a right exercisable by the warrant holder(s) to convert or subscribe to Equity/Preference Shares (hereinafter referred to as “securities”), to Bank(s), Financial or other Institution(s), Mutual Fund(s), Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) or any other person(s), body(ies) corporate, etc., whether shareholder of the Company or not.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents as may be necessary, expedient and incidental thereto to give effect to this resolution.”

4. To consider and, if thought fit, to pass the following resolutions as ORDINARY RESOLUTION:

**“RESOLVED THAT** in supersession to the resolution passed through postal ballot as on 18th May 2011 on the matter and pursuant to the provisions of Section 293(1)(a) and other applicable provisions, if any, of the of the old Act (including any statutory modification or re-enactment thereof), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called “the Board” and which term shall be deemed to include any Committee,

which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) of the Company under the provisions of the Section 180 (1) (a ) of the Companies Act 2013, to mortgage and/ or charge any of its movable and/ or immovable properties wherever situated, both present and future, or the whole, or substantially the whole, of the undertaking or undertakings of the Company on such terms and in such manner as the Board may think fit, together with power to take over the management of the business or concern of the Company in certain event(s), for securing any loan(s) obtained/to be obtained from, or Securities issued/ to be issued to, Bank(s), Financial or other Institution(s), Mutual Fund(s), Non-Resident Indians (NRIs), Overseas Corporate Bodies (OCBs), Foreign Institutional Investors (FIIs) or any other person(s), body(ies) corporate, etc., whether shareholder of the Company or not (hereinafter collectively referred to as "lenders"), for an amount not exceeding Rs.200 Crore (Rupees Two Hundred Crore), together with interests, compound/ additional interest, commitment charges, costs, expenses and all other monies payable by the Company to the concerned lenders.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things and to sign all such documents as may be necessary, expedient and incidental thereto to give effect to this resolution."

**By order of the Board  
For Poddar Developers Limited**

**sd/-  
Chandrakant Sharma  
Company Secretary**

Date : 05.12.2014

Place: Mumbai

**Registered Office:**

Unit 3-5 Neeru Silk Mills  
Mathuradas Mill Compound  
126 N M Joshi Marg, Lower Parel  
Mumbai 400013

**NOTES :**

1. The Explanatory Statement for the proposed Special Businesses pursuant to Section 102 read with Section 110 of the Companies Act, 2013 setting the material facts are appended herein below.
2. The Postal Ballot Notice is being sent to all the Members, 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) on Friday, 5th December, 2014.
3. The Board of Directors of the Company has appointed Mr. Dinesh Deora, Company Secretary in whole time practice, (CP No. 4119) as a Scrutinizer for conducting the entire process of polling (both voting electronically and through physical ballot) in a fair and transparent manner.
4. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached self-addressed Business Reply Envelope. Unsigned Postal Ballot Form will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form (s), if sent by courier or registered/speed post at the expenses of the Member(s) will also be accepted. The Postal Ballot Form may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the scrutinizer not later than the close of the working hours (i.e. upto 6.00 P.M.) on Thursday, 8th January, 2015 to be eligible for being considered, failing which it will be strictly treated as if no reply has been received from the Member. The E-voting Module shall also be disabled by Central Depository Services (India) Limited (CDSL) for voting thereafter.
5. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules 2014 and Clause 35B of the Listing Agreement, the Company has also extended e-voting facility as an alternate for its Members, to enable them to cast their vote electronically instead of dispatching Postal Ballot Forms. The process and manner in which e-voting is to be carried out is given below. E-voting is optional.

**In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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 voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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.</li> </ul>
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend 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.</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Poddar Developers Limited> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

- 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.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on Monday 9th December 2014 09.00 and ends on Thursday 8th January 2015 06.00 p.m.. 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 5, December 2014, may cast their vote electronically. The e-voting module shall 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).

6. The Postal Ballot Notice along with Statement for the proposed resolutions, instructions and manner of e-voting process and Postal Ballot form can be downloaded from the website [www.poddardevelopers.com](http://www.poddardevelopers.com)
7. As per Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical Form through Courier or Registered/Speed Post. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can download the same from the links mentioned in Sl. no. 6 above or seek duplicate Postal Ballot Form from the Company, fill the details and send the same to the Scrutinizer. However, duly completed duplicate Postal Ballot Form should reach the scrutinizer not later than the close of the working hours (i.e. upto 6.00 P.M) on Thursday, 8th January, 2015.
8. The member can opt to vote only on one mode of voting i.e either by physical ballot or e-voting. In case Members cast their votes through both the modes, votes cast through e-voting shall prevail and voting done by valid Physical Ballot will be treated as invalid. The Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on Friday, 5th December, 2014.
9. Upon completion of Scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman or Managing Director or Company Secretary. The result of the Postal Ballot shall be declared by the Chairman or Managing Director or Company Secretary on Saturday, 10th January, 2015 at the Registered Office of the Company. The Resolutions will be taken as passed effectively on the date of announcement of the result. Members who wish to present at the venue at the time of declaration of the result, may do so. The result of the Postal Ballot shall also be announced through newspaper advertisement, intimated to the Stock Exchanges and shall also be hosted on the website of the Company [www.poddardevelopers.com](http://www.poddardevelopers.com) along with Scrutinizers' Report.
11. The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company.
12. As per Rule 22 of the Companies (Management and Administration) Rules, 2014, inter-alia details of dispatch of Notice and Postal Ballot Form to the Shareholders will be published in at least one English language and one Marathi language newspaper circulating in Mumbai, Maharashtra.

**STATEMENT FOR THE PROPOSED RESOLUTIONS PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013**

**ITEM NO. 1**

The Company is primarily engaged in the business of real estate and construction of affordable residential housing. . The Board of Directors is of the opinion that the Company requires additional funds to meet with the needs of growing business, in addition to the funds raised internally and through debt from banks and financial institutions. Hence it is imperative to have enabling approvals to raise a part of the funding requirements for the said purposes as well as for such other corporate purposes as may be permitted under applicable laws through the issue of appropriate securities as defined in the resolution, in Indian or international markets.

Accordingly, It is proposed to raise funds of upto Rs.125crores in one or more tranches through a mix of equity/equity-linked instruments, as may be appropriate. The Members' approval is sought for the issue of such number of Securities, including issuance of Securities through a Qualified Institutions Placement under provisions of the SEBI ICDR Regulations.

The Special Resolution also seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as

the Board in its absolute discretion deem fit. The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board or its committee in its sole discretion in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The Equity Shares allotted would be listed. The offer/issue/allotment would be subject to the availability of regulatory approvals, if any. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Listing Agreement.

In terms of 62 and other applicable provisions of the Companies Act, 2013, the allotment of securities to persons other than the existing shareholders requires approval of the Members by way of a Special Resolution.

In case of QIP Issue, the special resolution has a validity period of 12 months before which the allotment under the authority of the said resolution should be completed.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the proposed resolutions except to the extent of his shareholdings in the Company.

The passing of the aforesaid resolutions does not relate to or affect any other Company.

#### **ITEM NO. 2**

The Board of Directors of the Company proposes to carry certain business activities related with infrastructure, road, bridge development and other construction activities in addition to the current business activities carried on by your company. This will greatly enhance the shareholders' value and will immensely benefit the Company in the long run. Further the said additional business will also help the Company to augment its financial resources which shall prove beneficial to the stakeholders besides the Company itself. Hence, in order to correctly reflect the said proposed new business activity, it is proposed to amend Object clause of the Memorandum of Association of the Company.

Further, your Board also proposes to amend Part III A of the Memorandum of Association of the Company by way of insertion of object clauses related with business activities as per detailed in Objects Clauses 3.

The above proposals are in the interest of the Company and the Directors commend the Resolutions in Item Nos. 2 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the proposed resolutions.

The passing of the aforesaid resolutions does not relate to or affect any other Company.

#### **ITEM NO. 3&4**

As the members are aware, the Company through Postal Ballot dated 18th May 2011 had authorized the Board of Directors to borrow an amount not exceeding Rs 100 Cr and to create /mortgage etc. in said regards for a corresponding amount.

The said resolutions were passed pursuant to the provisions of section 293(1) (a) and 293(1) (d) of the Companies Act 1956. However, in view of the notification of creation sections under the Companies Act, 2013 Section 180(1) (a) and 180(1) (c) of the said act stand to have replaced the corresponding provisions of section 293(1) (a) and 293(1) (d) of the Companies Act 1956. In view of the expansion and taking lagers real-estate project in future the Board Of Director proposed to increase the said limit from 100Cr to 200 Cr.

The above proposals are in the interest of the Company and the Directors commend the Resolutions in Item Nos. 3 and 4 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the proposed resolutions.

The passing of the aforesaid resolutions does not relate to or affect any other Company.

**By order of the Board  
For Poddar Developers Limited**

**sd/-  
Chandrakant Sharma  
Company Secretary**

Date : 05.12.2014

Place: Mumbai

#### **Registered Office:**

Unit 3-5 Neeru Silk Mills, Mathuradas Mill Compound

126 N M Joshi Marg, Lower Parel, Mumbai 400013.