



PODDAR

HOUSING AND DEVELOPMENT LTD.

December 18, 2017

To, The Bombay Stock Exchange Limited Phireze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 Scrip Code- 523628	To National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra, Mumbai-400051 Scrip Symbol-PODDARHOUS
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Sub: Notice of Extraordinary General Meeting (EGM) -11th January 2018


Dear Sir,

This is to inform you that Directors at their Meeting held on December 12 2017, Board of director have approved Notice of the Extraordinary General Meeting of the Shareholders of the Company scheduled to be held on 11th January 2018. Copy of the EGM Notice is enclosed herewith.

Thanking you,

Yours faithfully,

For Poddar Housing and Development Limited
(Formerly known as Poddar Developers Limited)


Chandrakant Sharma
Company Secretary



Encl.: 1. Notice of EGM

(Formerly known as Poddar Developers Ltd.)



PODDAR HOUSING AND DEVELOPMENT LIMITED

[CIN: L51909MH1982PLC143066]

Registered Office: Unit 3-5 Neeru Silk Mills, Mathuradas Mill Compound, 126 NM Joshi Marg, Lower Parel (W), Mumbai 400 013

Tel: 66164444 / Fax: 66164409 / email: chandrakant.sharma@poddarhousing.com / website: www.poddarhousing.com

NOTICE

NOTICE is hereby given that an **EXTRAORDINARY GENERAL MEETING** of the MEMBERS OF **PODDAR HOUSING AND DEVELOPMENT LIMITED** will be held on **Thursday 11th January, 2018** at 1.00 P.M. at Kilachand Conference Room, 2nd Floor, India Merchant Chamber, Churchgate, Mumbai 400020 for the transact of the following business:

1. Private Placement of Non Convertible Secured Redeemable Debentures

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modifications or reenactments thereof for the time being in force (the “Act”), Securities and Exchange Board of India, including the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, or any other regulatory authority, whether in India or abroad, and in accordance with the Memorandum of Association and the Articles of Association of the Company and the listing agreements entered into with the stock exchanges (the “Stock Exchanges”) where the securities of the Company are listed and subject to such approvals, consents, permissions and sanctions as might be required from any regulatory authority and subject to such conditions as may be prescribed by such regulatory authority while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company / any committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution may accept, the consent of the members be and is hereby accorded to the Board to make offer(s) or invitation(s) to subscribe the secured redeemable Non-Convertible Debentures in one or more series, denominated in Indian rupees or in any foreign currency including but not limited to subordinated debentures, bonds, and/or other debt securities, etc. (“NCD’s”), on a private placement basis, in one or more tranches, during the period of one year from the date of passing of Special resolution by the members, upto an amount not exceeding Rs. 100 Crore (Rupees One Hundred Crore), within the overall borrowing limits of the Company, as may be approved by the Members, from time to time.”

“RESOLVED FURTHER that the Board of Directors of the Company (including any Committee thereof), be and are hereby severally authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to the above Resolution, including determining the terms and conditions of the NCDs.”

2. Security u/s 180(1) (c) of the Act in connection with borrowings of the Company

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 10th January 2016 on the matter and pursuant to the provisions of Section 180 (1) (c) of the Companies Act 2013 and other applicable provisions, if any, 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.500 Crore (Rupees Five 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.500 Crore (Rupees Five 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."

3. Security u/s 180(1) (a) of the Act in connection with borrowings of the Company

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 10th January 2016 on the matter and pursuant to the provisions of Section 180 (1) (a) of the Companies Act 2013 and other applicable provisions, if any, 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.500 Crore (Rupees Five 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
Poddar Housing and Development Limited**

**Chandrakant Sharma
Company Secretary**

Place: Mumbai

Date: 12th December, 2017

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the business set out at Item No. 1 to 3 above, are annexed hereto.
2. **A MEMBER ENTITLED TO VOTE AT THE EXTRAORDINARY GENERAL MEETING (“EGM”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
Proxies, in order to be effective, must be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the EGM.
3. Corporate members intending to send their authorized representative to attend are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the EGM.
4. Government of India in Ministry of Corporate Affairs has announced “Green initiative in the Corporate Governance” by permitting the Companies to send the Balance Sheet, Profit & Loss Account, Directors’ Report, Auditor’s Report etc. to their members through email instead of mailing physical copies.

Members are requested to support the Green Initiative by the Government and get their email addresses registered with their Depository Participants in case of shares held in demat form or with Link Intime India Private Limited (Registrars) in case of shares held in physical form.

5. The Notice is being sent to all the Members, whose names appeared in the Register of Members of the Company as on the close of business hours on December 8, 2017 (“Record Date”).
6. The Notice of the EGM is being sent by electronic mode to all the Members, whose e-mail addresses are registered with the Depositories. For Members who have not registered their e-mail addresses with the Depositories, physical copies are being sent by the permitted modes. The Notice of the EGM is also posted on the website of the Company, www.poddarhousing.com and that of National Securities Depository Limited (NSDL), <https://www.evoting.nsdl.com/>.
7. Members who hold shares in multiple folios and in identical names are requested to contact the Registrars for consolidating their holdings into a single folio.
8. E-Voting:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulation 2015, the company is pleased to provide members the facility to exercise their right to vote at the Extraordinary General Meeting (EGM) by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).

A member may exercise his votes at any EGM by electronic means and company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015.

During the e-voting period, members of the company holding shares either in physical form or dematerialised form, as on the cut off date i.e. 5th January 2018, may cast their votes electronically.

The e-voting period commences at 9.00 am on Monday 8th January 2018 and ends at 5.00 pm on Wednesday 10th January, 2018. The e-voting module shall be disabled by NSDL for voting thereafter.

Once the vote on a resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently.

A copy of this notice has been placed on the website of the Company and the website of NSDL.

Mr. Dinesh Kumar Deora, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall after the conclusion of voting at the EGM, 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 EGM, 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.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company 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 Stock Exchanges.

The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

- (i) 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.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) 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.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Poddar Housing and Development Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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 dinesh.deora@yahoo.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of EGM [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
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- 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 5th January 2018.

- 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. 5th January 2018, 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 EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- 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 EGM through ballot paper.

The Chairman shall, at the EGM, 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” for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.

By Order of the Board
Poddar Housing and Development Limited
(Formerly known as Poddar Developers Limited)

Chandrakant Sharma
Company Secretary

Place: Mumbai
Date: 12th December, 2017

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1 of the Notice

As per the provisions of Section 42 of the Companies Act, 2013 (“Act”), including any statutory modifications or re-enactments thereof for the time being in force, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, a company offering or making an invitation to subscribe to Non Convertible Secured Redeemable Debentures (“NCD”) on a private placement basis, is required to obtain the prior approval of the Shareholders by way of a Special Resolution.

The Company proposes to issue NCDs to augment the fund resources of the Company for its business operation requirement. The approval of the Members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any, of the Act read with the Rules made thereunder, to enable the Company to offer or invite subscriptions for NCDs on a private placement basis, in one or more tranches, during the period of one year from the date of passing of Special resolution by the members, upto an amount not exceeding Rs. 100 Crore (Rupees One Hundred Crore), within the overall borrowing limits of the Company, as approved by the Members from time to time, with authority to the Board to determine the terms and conditions, including the issue price, of the NCDs.

The proposed borrowings, along with the existing borrowings of the Company, would not exceed the aggregate outstanding borrowings of the Company approved by the Members, from time to time.

The Directors commend the Special Resolution at Item No. 1 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors of the Company or Key Managerial Persons of the Company or their relatives, are concerned or interested in the passing of the Resolution at Item No. 1, except to the extent of NCDs that may be subscribed to by them, their relatives or companies/firms in which they are interested.

ITEM NO. 2&3

As the members are aware, the Company through Postal Ballot dated 10th January 2016 had authorized the Board of Directors to borrow an amount not exceeding Rs. 200 Crore and to create /mortgage etc. in said regards for a corresponding amount.

The said resolutions were passed pursuant to the provisions of Section 180(1) (a) and 180(1) (c) of the Companies Act 2013. In view of the expansion and taking lagers real-estate project in future the Board Of Director proposed to increase the said limit from Rs. 200 Crore to Rs. 500 Crore.

The above proposals are in the interest of the Company and the Directors recommend the Resolutions in Item Nos. 2 and 3 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
Poddar Housing and Development Limited**

**Chandrakant Sharma
Company Secretary**

Place: Mumbai

Date: 12th December, 2017



Poddar Housing and Development Limited

CIN: L51909MH1982PLC143066

Registered Office: UNIT NO.3-5, NEERU SILK MILLS, MATHURDAS MILLS COMPOUND, 126, N. M. JOSHI MARG, LOWERPAREL (W), MUMBAI – 400013
Tel : 022-66164444 Fax : 022-66164409; Email : chandrakant.sharma@poddarhousing.com Website: www.poddarhousing.com

ATTENDANCE SLIP

Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the Extraordinary General Meeting of the Company on Thursday 11th January, 2018 at 1.00 P.M. at Kilachand Conference Room, 2nd Floor, India Merchant Chamber, Churchgate, Mumbai 400020.

.....
Full name of the Member (in block letters) Signature
Folio No.: DP ID No.* Client ID No.*.....

*Applicable for Member holding shares in electronic form

.....
Full name of the Proxy (in block letters) Signature

Form No. MGT – 11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN: L51909MH1982PLC143066

Name of the Company: Poddar Housing and Development Limited

Registered Office: UNIT NO.3-5, NEERU SILK MILLS, MATHURDAS MILLS COMPOUND, 126, N. M. JOSHI MARG, LOWERPAREL (W), MUMBAI - 400013

E-mail : chandrakant.sharma@poddarhousing.com • website : www.poddarhousing.com

Name of the Member(s) :	
Registered Address:	
E-mail ID:	
Folio No./Client ID:	
DP ID:	

I/We being the member(s) of _____, shares of the above named company, hereby appoint

- Name: _____ Address: _____
E-mail ID: _____ Signature: _____, or failing him/her
- Name _____ Address: _____
E-mail ID: _____ Signature: _____, or failing him/her
- Name: _____ Address: _____
E-mail ID: _____ Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extraordinary General Meeting of the Company, to be held on Thursday, January 11, 2018 at 01.00 p.m at the Kilachand Conference Room, 2nd Floor, India Merchant Chamber, Churchgate, Mumbai 400020 and at any adjournment thereof, in respect of the resolution set out in the Notice convening the meeting, as is indicated below:

- Resolution No. 1 : Private Placement of Non Convertible Secured Redeemable Debentures**
- Resolution No. 2 : Security u/s 180(1) (c) of the Act in connection with borrowings of the Company**
- Resolution No. 3 : Security u/s 180(1) (a) of the Act in connection with borrowings of the Company**

Signed this ____ day of _____ 2018

Affix Revenue

Signature of shareholder _____

Stamp of Rs.1

Signature of Proxy holder(s) _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Bank, not less than 48 hours before the commencement of the Meeting.

ROUTE MAP

EGM Venue: Kilachand Conference Room, 2nd Floor, India Merchant Chamber, Churchgate, Mumbai 400020

