



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 Saturday, 2nd January 2016. The Result of the Postal Ballots shall be announced on Tuesday, 5th January, 2016 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 : 09.11.2015
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:

1. 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, 14, 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, any other applicable law(s), regulation(s), policy(ies) or guideline(s), the provisions of the Memorandum and Articles of Association of the Company and the listing agreement entered into by the Company with the BSE Limited and subject to the approval of the Registrar of Companies – Maharashtra, Mumbai (the "ROC") and other regulatory authorities, as may be applicable, consent of the Shareholders of the Company be and is hereby accorded to change the name of the Company from **"PODDAR DEVELOPERS LIMITED"** to **"PODDAR HOUSING AND DEVELOPMENT LIMITED"**.

RESOLVED FURTHER THAT post aforesaid approvals, the name "PODDAR DEVELOPERS LIMITED" whereby occurs in the Memorandum and Articles of Association and other documents and papers of the Company be substituted by the name **"PODDAR HOUSING AND DEVELOPMENT LIMITED"**.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take necessary steps and to do all such acts, deeds and things as may be required from time to time to obtain the consent of the Registrar of Companies, Maharashtra Mumbai and Fresh Certificate of Incorporation consequent on Change of Name of the Company."

Registered Office:

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

By the Order of the Board
For **PODDAR DEVELOPERS LIMITED**

Date: 09.11.2015
Place: Mumbai

Chandrakant Sharma
Company Secretary

NOTES :

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts pertaining to the Resolution(s) are annexed hereto along with a Postal Ballot Form for your consideration.
2. The Board of Directors of the Company has appointed Dinesh Deora, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot process. After completion of his scrutiny, he will submit his report to the Chairman and in his absence to other Director of the Company.
3. Shareholders are requested to make all correspondences pertaining to shares of the Company to the Compliance Officer of the Company i.e., Mr. Chandrakant Sharma, Unit 3-5, Neeru Silk Mills, Mathuradas Mill Compound, 126, N M Joshi Marg, Lower Parel, Mumbai- 400 013, Tel. No. (022) 6614 4444 Fax No. : (022)66164409; E-mail Id-chandrakant.sharma@poddardevelopers.com.
4. The Postal Ballot Form and self-addressed, pre-paid postage envelopes are enclosed for use of the shareholders and it bears the address to which the duly completed Postal Ballot Forms are to be sent. The facility of voting by electronic means is being provided by National Securities Depository Limited (NSDL) for which the required procedure is incorporated in the Postal Ballot Form, forming part of this Notice.
5. The Notice is being sent electronically by e-mail to those shareholders who have registered their e-mail addresses with the Company and through the Speed/ Registered Post to all the remaining shareholders, whose names appear in the Company's Register of Members as at the close of business hours on November 27, 2015.
6. The shareholders are requested to read carefully the instructions printed on the reverse of the Postal Ballot Form and return the Form (Original) duly completed and signed in the attached self-addressed, pre-paid postage envelopes so as to reach the Scrutinizer on or before the close of the business hours on 02.01.2016
7. For any grievances connected with the voting by Postal Ballot including voting by electronic means contact the Compliance Officer of the Company i.e., Mr. Chandrakant Sharma, Unit 3-5, Neeru Silk Mills, Mathuradas Mill Compound, 126, N M Joshi Marg, Lower Parel, Mumbai- 400 013, Tel. No. (022) 6614 4444 Fax No. : (022)66164409; E-mail: chandrakant.sharma@poddardevelopers.com.

8. VOTING THROUGH ELECTRONIC MEANS:

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote by electronic means as an alternative to vote physically through Postal Ballot, and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The instructions for members voting electronically are as under:

- (i) The voting period begins on 04.12.2015 at 09.00 A.M. and ends on 02.01.2016 at 5.00 P.M. During this period shareholders' of the Company, holding shares in physical form, as on the cut-off date of November 27, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (ii) 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 Developers 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 Postal Ballot [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 Notice:

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
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- (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 November 27, 2015.
- 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. November 27, 2015, 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.

9. Institutional Members / Bodies Corporate (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 through e-mail at chandrakant.sharma@poddardevelopers.com with a copy marked to evoting@nsdl.co.in on or before 02.01.2016 upto 5 pm. without which the vote shall not be treated as valid.
10. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of November 27, 2015.
11. The notice of Postal Ballot will be sent to the members, whose names appear in the register of members as at closing hours of business, on November 27, 2015.
12. The shareholders shall have one vote per equity share held by them as on the cut-off date of November 27, 2015. The facility of e-voting would be provided once for every folio, irrespective of the number of joint holders.
13. Dinesh Deora, Practicing Company Secretary (Membership No. 5683, PCS No. 4119) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman / Managing Director of the Company.
14. The results shall be declared on 05.01.2016. The results declared along with the Scrutinizer's Report shall be placed on the website of NSDL and that of Company at www.evoting.nsdl.com and www.poddarbhumi.com and will be communicated to the CSE.

Members have option to vote either through Postal Ballot Form or through e-voting. If a member exercises his/ her voting by both Postal Ballot Form and through e-voting, then the vote cast through e-voting shall be considered as valid. Further, the decision of the Scrutinizer on validity of the vote shall be final.

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

ITEM NO. 1

The word Poddar Housing is the Brand name and the registered Trade Mark of the Company and the Word Housing and Development reflect Business Activity of the Company. The Management believes that the proposed new name more clearly resembles with the business activities of the Company.

The Company proposes to change the name of the Company from "PODDAR DEVELOPERS LIMITED" TO "PODDAR HOUSING AND DEVELOPMENT LIMITED".

Accordingly, The Company has received the approval from the Registrar of Companies, Mumbai confirming the availability of the new name "PODDAR HOUSING AND DEVELOPMENT LIMITED". The Companies Act, 2013 requires the Company to obtain the approval of members by way of Special Resolution for the alteration of the Memorandum of Association of the Company in respect of change of name and consequential alteration in the Articles of Association. After obtaining the approval of Shareholders, an application will be made to the Registrar of Companies, for change of name of company and if approved, the name will be effective from the date of Registrar of Companies approval.

So your directors are proposing for the change of the name of the Company pursuant to section 13 and other applicable provisions thereof. In consideration of the above, your directors recommend you to pass the resolution provided above.

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 Directors consider the proposed Special Resolution in the interest of the Company and recommend the same for your approval by Postal Ballot through Physical Postal Ballot or through e-voting process, as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Special Resolutions.

Registered Office:

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

Date: 09.11.2015
Place: Mumbai

By the Order of the Board
For PODDAR DEVELOPERS LIMITED

Chandrakant Sharma
Company Secretary



PODDAR DEVELOPERS LIMITED

Corporate Identification Number: L51909MH1982PLC143066
Registered Office: Unit 3-5, Neeru Silk Mills, Mathuradas Mill Compound,
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Phone no: +91 022 6616 4444; **Fax No:** +91 022 66164409

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

POSTAL BALLOT FORM

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

Sr. No. :

Name and registered address of the sole/first named shareholder	
Name(s) of Joint shareholder(s), if any	
Registered Folio No./DP Id No./Client Id No.* (*Applicable to Members holding shares in dematerialised form)	
No. of equity shares held	

I/We hereby exercise my/our vote in respect of the Special/Ordinary Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated Monday 9, November 2015 of Poddar Developers Limited (the "Company") by conveying/sending my/our assent (FOR) or dissent (AGAINST) to the said Special/Ordinary Resolutions by placing the tick (✓) mark in the appropriate box below:

Item no.	Description	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Special Resolution pursuant to the provisions of Section 13, 14, 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014, to change the name of the Company from "PODDAR DEVELOPERS LIMITED" to "PODDAR HOUSING AND DEVELOPMENT LIMITED".			

Place :

Date :

Signature of the Shareholder / Beneficial owner

ELECTRONIC VOTING PARTICULARS

EVEN (E- Voting Event Number)	User ID	Password/PIN

Email: _____ Telephone /Mobile no: _____

Note: Please read the instructions printed overleaf carefully before exercising your vote. Last date for receipt of Postal Ballot Forms by Scrutinizer is Saturday 2th January 2016.