

PODDAR HOUSING AND DEVELOPMENT 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@poddarhousing.com **Website:** www.poddarhousing.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 Housing and Development Limited (the "Company") pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013, (the "Act"), if any, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 ("Rules") (including any statutory modification or re-enactment thereof for the time being in force), and pursuant to other applicable laws and regulations, the Company is seeking consent of its Members for the proposed following Special Resolution by the way of Postal Ballot.

The proposed resolution and explanatory statement stating material facts and the reasons for the resolution 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 resolution.

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 Monday 25, March 2019. The Result of the Postal Ballots shall be announced on Tuesday, 26th March, 2019 at the Registered Office of the Company and shall also be displayed on the Company's website www.poddarhousing.com besides communicating to the stock exchanges on which the shares of the Company are listed.

E-VOTING OPTION

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 110 and other applicable provisions of the Act read with the Companies (Management and Administration), Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, including any statutory modification or re-enactment thereof for the time being in force, the Company is pleased to offer e-voting facility as an alternate, for all the Members of the Company. For this purpose, the Company has availed the facility from National Securities Depository Limited ("NSDL") for facilitating e-voting to enable the Members to cast their votes electronically, instead of filling and dispatching the Postal Ballot Form. Please read carefully the instructions regarding e-voting as mentioned in Notes to this Notice of Postal Ballot.

Please note that e-voting is optional. Members having shares in demat form and in physical form may vote either by way of Postal Ballot Form or by way of e-voting.

Members can opt for only one mode of voting i.e. either by physical Postal Ballot Form or through e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form(s) will be treated as invalid.

POSTAL BALLOT RESOLUTIONS

1. Re-appointment of Mr. Shrikant Tembey as an Independent Director of the Company to hold office for a second term from 1st April, 2019 to 31st March, 2024

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

"RESOLVED THAT in accordance with the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the Act) or any statutory modification or re-enactment thereof, approval of the members of the Company is hereby given for the reappointment of Mr. Shrikant Tembey – Independent Director of the Company (DIN: 00001251) for a period of 5 years with effect from 1st April, 2019."

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

2. Re-appointment of Mr. Ramakant Nayak as an Independent Director of the Company to hold office for a second term from 1st April, 2019 to 31st March, 2024

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

"RESOLVED THAT in accordance with the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the Act) or any statutory modification or re-enactment thereof, approval of the members of the Company is hereby given for the reappointment of Mr. Ramakant Nayak – Independent Director of the Company (DIN: 00129854) for a period of 5 years with effect from 1st April, 2019."

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

3. Continuation of Directorship by Mr. Dilip J Thakkar as Non-Executive Director of the Company, liable to retire by rotation:

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

"RESOLVED THAT pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and other applicable laws, if any, approval of the members of Company be and is hereby accorded for continuation of directorship by Mr. Dilip J Thakkar as a Non-Executive Director (DIN: 00007339) of the Company, liable to retire by rotation, after 1st April, 2019.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

**By order of the Board
For Poddar Housing and Development Limited**

Date : 12.02.2019
Place: Mumbai

**Chandrakant Sharma
Company Secretary**

ANNEXURE TO POSTAL BALLOT NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts in respect of special businesses mentioned in the accompanying notice:

Item Nos 1, & 2

Section 149(10) of the Companies Act, 2013 ("Act") provides that an Independent director shall hold office for a term of 5 consecutive years on the Board but shall be eligible for reappointment on passing of a special resolution by the Company.

The Members at the 32nd Annual General Meeting approved the appointment of the Independent Directors for a period of 5 years wef 1st April, 2014. The term of the appointment will end on 31st March, 2019.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee and considering their background, experience and contributions made by them during their tenure, it is desirable to continue to avail the services of Mr. Shrikant Tembey and Mr. Ramakant Nayak as Independent Directors of the Company. It is therefore proposed to reappoint them as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second Term on the Board of the Company.

In the opinion of the Board, the Independent Directors proposed to be reappointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed Directors are independent of the Management.

The Company has received declarations from Mr. Shrikant Tembey and Mr. Ramakant Nayak that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

Mr. Shrikant Tembey and Mr. Ramakant Nayak are interested in the resolutions set out respectively at Item Nos. 1 and 2 of the Notice with regard to their respective re-appointments.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board therefore recommends the resolution set out at item No. 1 and 2 for the approval of the members by way of Special Resolutions.

Item Nos 3

As per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirement) (Amendment) Regulations, 2018, notified on 9th May, 2018, with effect from 1st April, 2019 consent of the Shareholders by way of Special Resolution shall be required for continuation of directorship of the Non-Executive Directors of the Company who have attained the age of 75 years.

Mr. Dilip J Thakkar, Non - Executive Director of the Company, having attained the prescribed age limit, Special Resolution at Resolution No. 3 is proposed for approval by the Shareholders of the Company.

Mr. Dilip J Thakkar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has consented to act as Director of the Company.

In the opinion of the Nomination & Remuneration Committee and Board of Directors of the Company, considering his seniority, role played by Mr. Dilip J Thakkar towards the growth of this Company and to reap the benefits of his rich and varied experience, approval of shareholders is sought for continuation of Mr. Dilip J Thakkar as a Non- Executive Director, liable to retire by rotation as set out at Resolution No.3 of the Notice.

Other than Mr. Dilip J Thakkar, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding, in the proposed Special Resolution as set out in Resolution No.3 of this Notice.

As per Regulation 26 of the Listing Regulations, details of Chairmanship / Membership of Board Committees are provided. Directorships in Private Limited Companies, Foreign Companies, Partnership in firms are not provided:

Name of Director	Mr. Shrikant Tembey	Mr. Ramakant Nayak	Mr. Dilip J Thakkar
Date of Birth	30-12-1957	30-06-1945	01-10-1936
Date of First Appointment	27/01/2005	19/12/2011	14/11/2014
Expertise in Specific Functional area	Qualified Chartered Accountant and experience in finance and taxation	Experience as commercial banker in the financial services industry particularly commercial banking, manufacturing industry and realty industry	work experience and specialises in Foreign Exchange laws and international taxation
Qualification	B.Com, FCA	B. Sec, LL.B	FCA
Board Membership of other Public Companies as on 31 st December, 2018	0	3	6
Chairman / Member of the Committee of the Board of	Chairman - Audit	Member-Audit	-
Directors of the Company as on 31 st December, 2018	Committee Chairman -Nomination & Remuneration Committee	Committee Member-Nomination & Remuneration Committee	
Chairman / Member of the Committee of Directors of the other companies in which he is a Director as on 31 st December, 2018	Committee Chairman -Nomination & Remuneration Committee	Committee Member-Nomination & Remuneration Committee	
a. Audit Committee	0	0	6
b. Stakeholders Relationship Committee	Nil	Nil	1
c. Other Committees	3	1	4
Number of Shares held on 31 st December, 2018	1500	Nil	Nil

**By order of the Board
For Poddar Housing and Development Limited**

Date : 12.02.2019
Place: Mumbai

**Chandrakant Sharma
Company Secretary**

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, 8th February, 2019.

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. Each Member's voting rights shall be in proportion to his/her share of the paid up equity share capital of the Company as on Friday, 8th February, 2019 i.e. ("cut-off date") which will only be considered for voting.
5. Voting Period commences on Saturday February 23, 2019 and ends on Monday, March 25, 2019 for the Members exercising their Voting either by Postal Ballot Form or through E-voting. E-voting will be blocked by the NSDL at 5:00 p.m. (IST) on Monday, March 25, 2019 and E-voting shall not be allowed beyond the said date and time.
6. Members have option either to vote through the 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 download Postal Ballot Form from the Company's Website www.poddarhousing.com or alternatively contact Company Secretary of the Company for the said Physical Postal Ballot.
7. Kindly note that the shareholders can opt for only one mode of voting i.e. either by Physical postal ballot or e-voting. If you are opting for e-voting, then do not vote in physical postal ballot also and vice versa. However, in case shareholders cast their vote by both physical postal ballot and e-voting, then e-voting shall prevail and voting done through physical postal ballot shall be treated as invalid.
8. The results of the Postal Ballot will be announced on or before Tuesday, March 26, 2019 by 03:00 p.m. at the Registered Office of the Company.
9. The results of the Postal Ballot will be displayed at the Registered Office of the Company, Company's website at www.poddarhousing.com and will also be communicated to the Stock Exchanges where the Company's shares are listed.
10. Please refer the "instructions" appearing in the Postal Ballot Form, which is enclosed along with this Postal Ballot Notice, in case of voting through Physical Postal Ballot Form and return the Form duly completed with the Assent (For) OR Dissent (Against) in the attached Business Reply Envelope so as to reach the Scrutinizer on or before Monday, March 25, 2019 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. Hence, the Members are requested to send the duly completed Postal Ballot Form well before Monday, March 25, 2019, being last date of receipt of Postal Ballot Form by scrutinizer, providing sufficient time for postal transit.
11. Voting through electronic means:
In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules 2014 and SEBI Listing Regulations, 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.

The instructions for e-voting are as under:

(a) In case of Shareholders' receiving e-mail from NSDL

- (i) Open e-mail and open PDF file viz; "Poddar Housing.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password. NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "Poddar Housing.pdf". Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (ii) Click on Shareholder – Login
- (iii) Put your user ID and password & Click - Login.
- (iv) Password change menu appears. Change the password 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.
- (v) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
- (vi) Select "EVEN" of Poddar Housing and Development Limited
- (viii) Now you are ready for 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 dinesh.deora@gmail.com with a copy marked to evoting@nsdl.co.in

(b) Incase of Shareholders' receiving Postal Ballot Form by Post:

(I) Initial password is provided as below/at the bottom of the Postal Ballot Form.EVEN (Electronic Voting

EVEN (Electronic Voting Event Number)	User ID	Password

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

PODDAR HOUSING AND DEVELOPMENT LIMITED

CIN: L51909MH1982PLC143066

Regd. Office: Unit 3-5 Neeru Silk Mills, Mathuradas Mill Compound,
126 N M Joshi Marg, Lower Parel (West), Mumbai 400013

Telephone No.- 022-6616 4444; Fax No.- 022-6616 4409

Email:- chandrakant.sharma@poddarhousing.com;

Website: www.poddarhousing.com

POSTAL BALLOT FORM

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

Serial no. :

1.	Name(s) of Shareholder(s) (including Joint-holders, if any) (IN BLOCK LETTER)	:	
2.	Registered Address of the Sole / First named Member	:	
3.	Registered Folio No./ DP ID No./ Client ID No.* (* applicable to investors holding shares in dematerialised form)	:	
4.	Number of 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 Tuesday 12, February 2019 of Poddar Housing and Development 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.	Item	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	To pass a Special Resolution for Re-appointment of Mr. Shrikant Tembey as an Independent Director of the Company to hold office for a second term from 1st April, 2019 to 31st March, 2024.			
2.	To pass a Special Resolution for Re-appointment of Mr. Ramakant Nayak as an Independent Director of the Company to hold office for a second term from 1st April, 2019 to 31st March, 2024.			
3.	To pass a Special Resolution for Continuation of Directorship by Mr. Dilip J Thakkar as Non-Executive Director of the Company, liable to retire by rotation.			

Place:

Date: _____

Signature of the Member(s)/Beneficial Owner(s)

Email:

Telephone /Mobile no:

Note: Please read the instructions printed overleaf carefully before exercising your vote.

ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link www.evoting.nsdl.com. The electronic voting particulars are set out as follows:

EVEN (Electronic Voting Event Number)	User ID	Password
110433		

The e-voting facility is available during the following period:

Commencement of e-voting	End of e-voting
Saturday, 23 rd February 2019 at 9.00 a.m. (IST)	Monday, 25 th March 2019 at 5.00 p.m. (IST)

Note:

- Please read the instructions mentioned overleaf before filling this Form and e-voting. Please refer to instructions for voting through electronics means provided in the Postal Ballot Notice sent herewith.
- The last date for the receipt of Postal Ballot Form by the Scrutinizer is Monday, 25th March 2019 at 5.00 p.m. (IST).

INSTRUCTIONS

Member(s) can opt for only one mode of voting i.e. either by Physical Ballot or e-voting. In case, if you are opting for e-voting, then do not vote by Physical Ballot and vice versa. However, in case member(s) cast their vote both by Physical Ballot and e-voting, then e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.

PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent other than by regular post at the expenses of the registered member will also be accepted.
2. The self-addressed postage pre-paid envelope bears the address of the Scrutinizer appointed by the Board of the Directors of the Company which has been authorized in this regard.
3. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member. Unsigned, incomplete, incorrect Forms will be rejected.
4. Members may not use all their votes and may not cast all their votes in the same way.
5. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the 5.00 p.m. on Monday, March 25, 2019. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received.
6. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item no. 5 above.
7. In case the Form is signed by an Authorized representative of a Body Corporate, Trust, Societies or any other entity, a certified true copy of the Board Resolution or a specific authorization of such other entity as the case may be, giving requisite authority to the person voting on the Postal Ballot Form should accompany the Postal Ballot Form.
8. In case the Form is signed for or on behalf of the Government, the nomination of the concerned government in favour of such signatory should be enclosed with the Form.
9. The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
10. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the Column 'AGAINST' by placing a tick mark (✓) in the appropriate column.
11. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members on the cut-off date i.e. Friday, February 08, 2019.
12. There shall be one postal ballot for every Folio/DP ID & Client ID irrespective of the number of joint holders and proxy shall not be exercised for Postal Ballot.
13. Members are requested not to send any other paper along with the Form in the enclosed self-addressed envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
14. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
15. The results of the Postal Ballot will be declared at the Registered Office of the Company and the same will also be placed on the Company's website i.e. www.poddarhousing.com.

PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING

1. In compliance with provisions of Section 110 and other applicable provisions of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 including any statutory modification or re-enactment thereof for the time being in force, the Company is pleased to provide members facility to exercise their right to vote by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for 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; "Poddar Housing. pdf" with your Client id (in case shares are held in demat mode) and Folio No. (in case you are holding shares in physical mode) as default password. The said PDF file contains your "User Id" and "Password/PIN" for e-voting. Please note that the password is an initial password. If you are already registered with NSDL for e-Voting then you can use your existing user ID and password.
 - ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - iii) Click on Shareholder – Login
 - iv) Put User ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v) On the first login, you need to change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. In case you have earlier logged in at www.evoting.nsd.com for exercising your votes in respect of postal ballot of any other company and have already changed your password, please use the changed 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 e-voting opens. Click on e-Voting: Active Voting Cycles.
 - vii) Select "EVEN" of Poddar Housing.
 - viii) Now you are ready for 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 email to capitalfirst.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
- B)** In case a Member receives physical copy of the Postal Ballot Notice [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- i) Initial password is provided at the bottom of Postal Ballot form.
 - ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above to cast vote.