PODDAR HOUSING AND DEVELOPMENT LTD.

February 21, 2019

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

Sub: Postal Ballot Notice.

Ref: Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015.

Dear Sir,

This is to inform you that Directors at their meeting held on February 12, 2019, Board of director have approved Postal ballot Notice. In the Terms of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Postal Ballot Notice is enclosed herewith.

Kindly take the same on your records and oblige.

Thanking you,

Yours faithfully,
For Poddar Housing and Development Limited

PODDAR HOUSING AND DEVELOPMENT LTD.

Chandrakant Sharma
Company Secretary

Encl.: as above

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

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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 31st December, 2018	0	3	6
Chairman / Member of the Committee of the Board of	Chairman - Audit	Member-Audit	-
Directors of the Company as on 31st 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 31st 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 31st 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.