PODDAR HOUSING AND DEVELOPMENT LTD.

November 26, 2018

To, **The Bombay Stock Exchange Limited** Phiroze 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 November 14, 2018, Board of director have approved Postal ballot Notice. The members of the Company will consider to approve the special resolution by way of Postal ballot. Copy of 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

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 is 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 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 Wednesday, 26th December 2018. The Result of the Postal Ballots shall be announced on Friday, 28th December, 2018 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.

SPECIAL 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. 400 Crore (Rupees Four 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 authorised to determine the terms of issue including the class of investors to whom NCDs are to be issued, time, securities to be offered, the number of NCDs, tranches, issue price, tenor, interest rate, premium/discount and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/ documents/ undertakings/ agreements/ papers/ writings, as may be required in this regard.

RESOLVED FURTHER THAT the Board of Directors of the Company through its Allotment Committee be and are hereby authorized to make Allotment of NCDs and deal with all related matters."

By the Order of the Board
For PODDAR HOUSING AND DEVELOPMENT LIMITED

Registered Office:

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

Chandrakant Sharma
Company Secretary

Date: 14.11.2018
Place: Mumbai

Encl: 1. Postal Ballot Form
2. Postage – Prepaid Envelope

NOTES :

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, in respect of the businesses set out above is annexed hereto.
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, 16th November, 2018.
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, 16th November, 2018i.e. ("cut-off date") which will only be considered for voting.
5. Voting Period commences on Tuesday, November 27, 2018 and ends on Wednesday, December 26, 2018 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 Wednesday, December 26, 2018 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 Friday, December 28, 2018 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 Wednesday, December 26, 2018 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 Wednesday, December 26, 2018, being last date of receipt of Postal Ballot Form by scrutinizer, providing sufficient time for postal transit.
11. Voting through electronic means:
    1. In compliance with provisions of Section 110 and other applicable provisions of the Companies Act, 2013 read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Rule 20 and Rule 22 of the Companies (Management and Administration) Rules 2014, as amended up to date and Secretarial Standard-2 issued by Institute of Company Secretaries of India on General Meetings ("SS-2"), the Company is also offering e-voting facility to enable members to cast their votes electronically. NSDL will be facilitating e-voting to enable the Members to cast their votes electronically. 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 Event Number)	User ID	Password

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

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

ITEM NO. 1
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 and Project Construction Finance 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. 400 Crore (Rupees Four 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.

By the Order of the Board
For PODDAR HOUSING AND DEVELOPMENT LIMITED

Chandrakant Sharma
Company Secretary

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

Date: 14.11.2018
Place: Mumbai

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 bu siness stated in the Postal Ballot Notice dated Wednesday 14, November 2018 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:

Resolution No .	Resolution	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 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendments thereto, statutory modifications or re-enactment thereof) authorising the Board of Directors 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. 400 Crore (Rupees Four Hundred Crore), within the overall borrowing limits of the Company, as may be approved by the Members, from time to time.			

Place:
Date:.

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

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
110232		

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

Commencement of e-voting	End of e-voting
Tuesday, 27th November 2018 at 9.00 a.m. (IST)	Wednesday, 26th December 2018 at 5.00 p.m. (IST)

Note:

1. *Please read the instructions mentioned below carefully before filling this Form and e-voting. Please refer to instructions for voting through electronics means provided in the Postal Ballot Notice sent herewith.*
2. *The last date for the receipt of Postal Ballot Form by the Scrutinizer is* Wednesday, 26th December 2018 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 Wednesday, December 26, 2018. 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, November 16, 2018.
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

I. 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 Clientid (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.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) 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.nsdl.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 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 email to dinesh.deora@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.