PODDAR HOUSING AND DEVELOPMENT LTD.

December 27, 2018

To **National Stock Exchange of India Limited** Exchange Plaza, Bandra Kurla Complex Bandra, Mumbai-400051 **Scrip Symbol-PODDARHOUS**	To, **The Bombay Stock Exchange Limited** Phireze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 **Scrip Code- 523628**

Sub: Declaration of Result of the Postal Ballot in compliance with under Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Dear Sir,

Further to our later dated 26th November 2018, the Company had issued Postal Ballot Notice dated 14th November, 2018 Pursuant to Section 110 of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), for seeking the approval of the Members of the Company by way of Special Resolution.

We wish to inform you that Mr. Dinesh Kumar Deora, Practising Company Secretaries, Mumbai, who was appointed as Scrutinizer by the Board of Directors of the Company at its meeting held on 14th November, 2018, for the aforesaid Postal Ballot process, has submitted his Report dated 27th December 2018. As per the aforesaid Scrutinizer's Report, the Members of the Company have duly approved the Resolution as embodied in the Postal Ballot Notice dated 14th November, 2018 with requisite majority.

Pursuant to Regulation 44(3) of the SEBI Listing Regulations, the details of voting results in the prescribed format is enclosed herewith for your information and records. The same is also uploaded on the Company's website at: www.poddarhousing.com.

A duly certified copy of the Report of the Scrutinizer in this regard is also enclosed herewith.

Kindly acknowledge receipt and take the same on records.

Thanking you,
Yours faithfully,
For Poddar Housing and Development Limited

Chandra Kant Sharma
Company Secretary

Poddar Housing and Development Limited * Mumbai

PODDAR HOUSING AND DEVELOPMENT LTD.

NOTICE TO THE MEMBERS DECLARATION OF RESULT OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), consent of the Members of the Company was sought by way of Special Resolution as set out in the Postal Ballot Notice dated 14th November, 2018 by means of physical Ballot Forms and voting through electronic means (evoting).

Postal Ballot Notice containing the Resolution together with the explanatory statement annexed to the Notice was sent to all the Members of the Company and the last date of receipt of Postal Ballot Forms, either through physical submission of Postal Ballot Forms by the Members of the Company in postage pre-paid self-addressed envelope or through e-voting was Wednesday, 26th December, 2018. The Company had appointed Shri Dinesh Kumar Deora, Practicing Company Secretary, to act as the scrutinizer for conducting the Postal Ballot in fair and transparent manner, Shri Dinesh Kumar Deora has submitted his report dated 27th December, 2018 to the Company.

The details of the combined voting results (result of remote e-voting and result of voting through Postal ballot papers) are enclosed in the prescribed format under regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, is reproduced hereunder:

Date of Postal Ballot: (a) Date of Postal Ballot Notice (b) Date of Declaration of Result of Postal Ballot	14th November, 2018 27th December, 2018
Total Number of Shareholders as on Cut-off date for ascertaining the list of shareholders to whom the notice of Postal Ballot was sent and also for reckoning voting rights. (i.e. Cut-Off date for Benpos -Beneficiary Position).	2558 Equity Shareholders (as on Friday 16th November 2018)
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not Applicable

Mumbai

Resolution Required : (Special)			1 - 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.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	3852768	3852768	100.0000	3852768	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**3852768**	**100.0000**	**3852768**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	1117623	898323	80.3780	470779	427544	52.4064	47.5936
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**898323**	**80.3780**	**470779**	**427544**	**52.4064**	**47.5936**
Public Non Institutions	E-Voting	1345009	3872	0.2879	3756	116	97.0041	2.9959
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		1591	0.1183	1591	0	100.0000	0.0000
	Total		**5463**	**0.4062**	**5347**	**116**	**97.8766**	**2.1234**
Total		**6315400**	**4756554**	**75.3167**	**4328894**	**427660**	**91.0090**	**8.9910**

Podar Housing and Development Limited Mumbai

DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.
COMPANY SECRETARY

OFFICE: 205, 2ND FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD (EAST), MUMBAI-400097.
TEL NO.: 916710063 E-MAIL: dinesh.deora@yahoo.com

To,
The Chairman
PODDAR HOUSING AND DEVELOPMENT LIMITED
Unit No. 3-5, Neeru Silk Mills, Mathuradas Mills Compound,
N M Joshi Marg, Lower Parel, Mumbai-400013

Dear Sir,

Please refer to your letter dated 14th November, 2018, appointing me as a Scrutinizer for the purpose of ascertaining the result of resolution sought to be passed by means of a Postal Ballot pursuant to the provisions of section 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force).

(1) I submit my report as under:

1.1 The Company has completed the dispatch/ e-mailing of Postal Ballot Forms on 26th November, 2018, along with postage prepaid business reply envelope to its members whose name(s) appeared on the Register of members/ list of beneficiaries as on 16th November, 2018.

1.2 The shareholders of the Company had options to vote on Resolutions either through the postal ballot forms physically or through the e-voting facility, Shareholders opting for e-voting facility, casted their votes on the designated website https://www.evoting.nsdl.co.in of National Securities Depository Limited (NSDL).

1.3 Total No. of votes based on Paid Up Capital of the Company as on 16th November,2018 is 63,15,400.

1.4 Date of public Announcement with respect to completion of dispatch of Postal ballot Forms in two newspapers was made in on 27th November,2018 in The Financial Express (all India) in English and Lakshdeep in Marathi.

1.5 Particulars of all Postal Ballot Forms received in physical or through e-voting process from the members have been consolidated and entered in a sheet separately maintained for the purpose.

1.6 The Postal Ballot Forms were kept under safe custody before commencing the scrutiny of such postal ballot forms.

1.7 The Postal Ballot Forms were duly entered in my presence and scrutinized and the shareholding was matched/ confirmed with the register of members of the company/ list of beneficiaries as on 16th November, 2018.

1.8 All Postal ballot Forms received either in physical or by casting of votes electronically through NDSL portal up to the close of working hours (5.00 PM) on 26th December, 2018, the last date and time fixed by the Company for receipt of the Forms, were

Poddar Housing and Development Limited Mumbai

DINESH KUMAR DEORA Mem. FCS 5683 COP 4119 Company Secretaries

DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.
COMPANY SECRETARY
OFFICE: 205, 2ND FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD (EAST), MUMBAI-400097.
TEL NO.: 916710063 E-MAIL: dinesh.deora@yahoo.com

considered for my scrutiny.

1.9 Envelopes containing postal ballot forms received after 26th December, 2018 were not considered for my scrutiny.

1.10 I did not find any defaced or mutilated paper.

(2) A summary of the Postal Ballot Forms received / votes casted electronically is given below:

(1) Special Resolution for Private Placement of Non Convertible Secured Redeemable Debentures

Particulars		Physical		Electronic		Total	
		Folios	Votes	Folios	Votes	Folios	Votes
a)	Total postal ballot Forms / Electronic Votes received and number of votes casted	12	1593	30	4754963	42	4756556
b)	Less: Invalid no. of votes casted	2	2	0	0	2	2
c)	Valid no. of votes casted (Net)	10	1591	30	4754963	40	4756554
d)	Total no. of votes with assent for the Resolution	10	1591	23	4327303	33	4328894
e)	Total no. of votes with dissent for the Resolution	0	0	7	427660	7	427660

% of total votes casted in favor of the Resolution: **91.0090%**
% of total votes casted against the Resolution: **8.9910%**

(3) I have handed over the Postal Ballot Forms and other related papers/registers and records for safe custody to the Company Secretary/ Director authorized by the Board to supervise the postal ballot process.

(4) You may accordingly declare the results of the voting by postal ballot.

DINESH KUMAR DEORA
Practising Company Secretary
Membership No F5683
CP No. 4119

Place: Mumbai
Date: 27th December, 2018

DINESH KUMAR DEORA ★ Company Secretaries ★ Mem. FCS 5683 COP 4119

Poddar Housing and Development Limited Mumbai

DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.
COMPANY SECRETARY

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TEL NO.: 916710063 E-MAIL: dinesh.deora@yahoo.com

To,
The Chairman
PODDAR HOUSING AND DEVELOPMENT LIMITED
Unit No. 3-5, Neeru Silk Mills, Mathuradas Mills Compound,
N M Joshi Marg, Lower Parel, Mumbai-400013

Dear Sir

At the outset, I would like to thank you for entrusting me with the task of scrutinizing the remote e-Voting and voting through Ballot for approval of a resolution by shareholders though postal ballot process.

Please find enclosed results of remote e-Voting.

My report on remote e-Voting is based on the data downloaded from the e-Voting platform provided by National Securities Depository Limited (NSDL).

I trust you will find Report to be comprehensive and self-explanatory in all respects. I will, however, be happy to answer your queries, if any, on the same.

DINESH KUMAR DEORA
Practising Company Secretary
Membership No F5683
CP No. 4119

DINESH KUMAR DEORA ★ Company Secretaries ★ Mem. FCS 5683 COP 4119

Place: Mumbai
Date: 27th December, 2018

Poddar Housing and Development Limited ★ Mumbai

Report of Scrutinizer on remote e-Voting by the Shareholders during the Postal Ballot Process of Poddar Housing and Development Limited

DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.
COMPANY SECRETARY

OFFICE: 205, 2ND FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD (EAST), MUMBAI-400097.
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1. In terms of provisions of Section 108 of the Companies Act,2013 read with Rule 20 of the Companies (Management & Administration) Rules,2014 (the Rules) as amended , I was appointed as Scrutinizer by the Company on 14th November,2018 to the remote e-Voting process for passing the items on the agenda as contained in Postal Ballot Notice dated 14th November,2018.

2. On the basis of the Register of Members and the List of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NDSL) and Central Depository Services (India) Limited (CDSL), for the purpose of remote e-Voting, the Company completed the dispatch of Notice of remote e-Voting by permitted means.

3. In terms of the aforesaid Notice, remote e-Voting was open for thirty days from **9.00 a.m.** on **Tuesday, 27th November, 2018 to 5.00 p.m.** on **Wednesday, 26th December, 2018** and members were required to cast their votes electronically conveying their asset or dissent in respect of the a Special Resolution, on e-Voting platform provided by NSDL.

4. The Voting rights were reckoned as on **Friday, 16th November, 2018**, being the Cut-Off date for the purpose of remote e-Voting.

5. As required in the Rules, I unlocked the remote e-Voting on the platform provided by NSDL after completion of the remote e-Voting process at 5.15 p.m. on 26th December, 2018, in the presence of Mr. Pankaj Makharia and Mr. Jainendra Yadav.

6. Based on the results made available to me, 30 (Thirty) folios have cast their votes on the e-Voting platform and I have annexed with this Report, a summary of the e-Voting Results for the agenda item contained in the said Postal Ballot Notice.

DINESH KUMAR DEORA
Practising Company Secretary
Membership No F5683
CP No. 4119

DINESH KUMAR DEORA ★ Company Secretaries ★ Mem.FCS 5683 COP 4119

Date: 27th December, 2018
Place: Mumbai

Poddar Housing and Development Limited ★ Mumbai

Report of Scrutinizer on remote e-Voting by the Shareholders during the Postal Ballot Process of Poddar Housing and Development Limited

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SUMMARY OF E-VOTING RESULTS

EVEN Reference No. 110232

Voting Start Date: 27/11/2018 09.00 AM

Voting End Date: 26/12/2018 05.00 PM

Items on the Agenda	Voted in Favour		Voted Against		Abstained	
	Number of Folios Voted	Number of Votes	Number of Folios Voted	Number of Votes	Number of Folios Voted	Number of Votes
1	23	4327303	7	427660	0	0

DINESH KUMAR DEORA
Practising Company Secretary
Membership No F5683
CP No. 4119

DINESH KUMAR DEORA ★ Mem. FCS 5683 COP 4119 ★ Company Secretaries

Date: 27th December, 2018
Place: Mumbai

Poddar Housing and Development Limited Mumbai

Report of Scrutinizer on remote e-Voting by the Shareholders during the Postal Ballot Process of Poddar Housing and Development Limited