

PODDAR BHUMI HOLDINGS LIMITED

THIRTY SEVENTH ANNUAL REPORT

2018- 2019

PODDAR BHUMI HOLDINGS LIMITED

BOARD OF DIRECTORS

SHRI DIPAK KUMAR PODDAR
SHRI ROHITAHWA PODDAR
SHRI PRADEEP SHAMRA
SHRI VIMAL DHOOT

REGISTERED OFFICE

1/1A, Mahendra Roy LN,
3rd Floor, Office 2,
Kolkata 700046.

CORPORATE OFFICE

UNIT 3-5, NEERU SILK MILLS,
MATHURADAS MILLS COMPOUND,
126, N.M. JOSHI MARG, LOWER PAREL (W),
MUMBAI-400 013.

BANKERS

STATE BANK OF INDIA
HDFC BANK LIMITED

AUDITORS

R.S.SHAH & CO.
CHARTERED ACCOUNTANTS
217, VARDHAMAN CHAMBERS CAWASJI PATEL STREET
FORT MUMBAI 400001

REGISTRAR & TRANSFER AGENTS:

SKYLINE FINANCIAL SERVICES PVT LTD
4A9, GUNDECHA ONCLAVE,
KHERANI ROAD, SAKINAKA,
MUMBAI - 400072

CIN: L45400WB1982PLC034836

PODDAR BHUMI HOLDINGS LIMITED

CIN: L45400WB1982PLC034836

1/1A, Mahendra Roy LN, 3rd Floor, Office 2, Kolkata 700046.

Website: www.poddarbhumi.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE **37th Annual General Meeting** of the members of **PODDAR BHUMI HOLDINGS LIMITED** will be held at the Registered Office of the Company at 1/1A, Mahendra Roy LN, 3rd Floor, Office 2, Kolkata 700046 on Monday 30th September 2019 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Accounts of the Company for the financial year ended 31st March 2019, the Balance Sheet as at that date and the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Shri Dipak Kumar Poddar who retires by rotation and is eligible for reappointment.

BY ORDER OF THE BOARD

**DIPAK KUMAR PODDAR
DIRECTOR**

**PRADEEP SHARMA
DIRECTOR**

PLACE: Mumbai

DATED: 30th May 2019

Notes:

1. A member entitled to attend and vote, is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The proxy form duly completed and signed should reach Company's Registered Office at least 48 hours before the meeting.
2. The relative Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of Special Businesses to be transacted at the Annual General Meeting is annexed hereto.
3. Corporate members intending to send their authorized representative to attend are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from 24nd September 2019 to 30th September 2019 both days inclusive for the purpose of Annual General Meeting.
5. As required under the Listing Regulation brief profiles of Directors seeking reappointment are given in the Corporate Governance Report.
6. As required under the Listing Regulation the shareholding of Directors in the Company who are seeking appointment/ reappointment is given below:
Shri Dipak Kumar Poddar 76500 Equity Shares

BY ORDER OF THE BOARD

**DIPAK KUMAR PODDAR
DIRECTOR**

**PRADEEP SHARMA
DIRECTOR**

PLACE: Mumbai

DATED: 30th May 2019

PODDAR BHUMI HOLDINGS LIMITED
(FORMERLY KNOWN AS SUVIJAY EXPORTS LIMITED)

DIRECTORS' REPORT

To The Members,

Your Directors have pleasure in presenting the **37th** Annual Report with Audited Accounts of the Company for the year ended 31st March 2019.

PERFORMANCE DURING THE YEAR

The Company achieved Turnover of Rs. 73.96 lacs and earned Net Profit amounting to Rs. 33.78 lacs as against a Porfit of Rs. 63.80 lacs during the previous Year on Standalone basis.

FINANCE

Cash and cash equivalent as at 31st March 2019, was 37.04 Lacs. The Company continues to focus on judicious management of its working capital. Receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring

DIVIDEND

Considering the future requirement and for conserving the resources of the Company, Board do not recommends any Dividend for the period under consideration.

DIRECTORS

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Dipak Kumar Poddar shall retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, offer himself for re-appointment. The Board of Directors recommends their reappointment.

During the year 5 Board Meetings were held and the gap between two Board Meetings did not exceed 120 days. Details of the Board Meeting are given below:

Date on which Board Meeting was held	Total Strength of the Board	No. of Directors Present
May 25, 2018	4	4
June 29, 2018	4	4
August 08, 2018	4	4
November 14, 2018	4	4
February 12, 2019	4	4

DIRECTORS RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement in terms of Section 134(3)(c) of the Companies Act, 2013:

- I. that in the preparation of annual accounts, the applicable accounting standards have been followed and no material departures have been made from the same;
- II. that they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profits of the Company for that year;
- III. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- IV. that the annual accounts have been prepared on a 'going concern' basis.
- V. that the company has laid down internal financial controls and such internal financial controls are adequate and operating effectively
- VI. that proper systems have been devised to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

AUDITORS

The Members at the 35th Annual General Meeting approved the appointment of M/s. Sunny Shah & Company, as the Statutory Auditors of the Company for a term of five consecutive years from the conclusion of the 35th Annual General Meeting, until the conclusion of the 40th Annual General Meeting of the Company to be held in the year 2022, as per the provisions of Companies Act 2013.

There is no Qualifications made by the Auditor in their Report, as emphasis of the Auditor in their Report are self explanatory and require no separate comments.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel which may have a potential conflict with the interest of the Company at large.

All Related Party Transactions are placed before the Audit Committee as also the Board for approval. The transactions entered into pursuant to the prior approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval on a quarterly basis.

The Company has developed a Related Party Transactions Policy for purpose of identification and monitoring of such transactions. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website at: <http://www.poddarbhum.com>.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year 2018-19

- No of complaints received: NIL

- No of complaints disposed off: NIL

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

CORPORATE SOCIAL RESPONSIBILITY

As required u/s 135 of the Companies Act, 2013, the Board in its meeting held on 30th May, 2015 approved a Policy for implementing the Corporate Social Responsibility (CSR).

During the year the Company there is no sufficient profit and Board of Director has decided for not to take any CSR initiative for the year 2018-19.

SUBSIDIARY COMPANY

The Company has one subsidiary, details are as follows:

- Poddar Heaven Homes Limited

Statement pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act 2013, read with rule 5 of Companies (Accounts) Rules, 2014 in the prescribed Form AOC-1 relating to subsidiary Companies is given herein below:

CIN	
Name of the Subsidiary	Poddar Heaven Homes Limited
Reporting period for the subsidiary	1 st April 2018- 31 st March 2019
Reporting Currency	INR ()
Share Capital	50,00,000.00
Reserve and Surplus	(82,74,380.00)
Total Assets	97,35,024.00
Total Liabilities	1,30,09,404.00
Investments	0.00
Turnover	0.00
Profit before Taxation	14,773
Provision for Taxation	0.00
Profit after Taxation	14,773
Proposed Dividend	NIL
% of shareholding	100%

CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company prepared in accordance with relevant Accounting Standards (AS) viz. AS 21, AS 23 and AS 27 issued by the Institute of Chartered Accountants of India form part of this Annual Report

PARTICULARS OF EMPLOYEES

There were no employees whose information is required to be disclosed under Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Amendment Rules, 2011 as amended from time to time.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Dinesh Deora, a Practicing Company Secretary to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith as "**Annexure A**".

The qualification made by the auditor for appointment of Chief Financial Officer and Company Secretary (Key Managerial Personnel) within the definition of Section 2(51) of the Companies Act, 2013 was due to non-availability of Company Secretary and Chief Financial Officer as the Company has not actively operated and has no active business line. The Company will try to do compliance of same in future.

EXTRACT OF THE ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as "**Annexure B**".

PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, Company have no such employees under the said provision.

EMPLOYEES RELATIONS

The employees' relation at all levels and at all units continued to be cordial during the year.

WHISTLE BLOWER POLICY

The Company Whistle Blower Policy to deal with instance of fraud and mismanagement, if any. The details of the Policy is explained in the Corporate Governance Report and also posted on the website of the Company at: <http://www.poddarbhumi.com>.

CONSERVATION OF ENERGY AND TECHNOLOGIES

Information relating to Conservation of Energy, Technology absorption etc pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014 is not provided as the same is not applicable to the Company.

Foreign Exchange earnings and outgo are furnished in "**Annexure C**" to this report.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Listing regulation the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit Committee. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

PUBLIC DEPOSITS

The Company has not accepted any Deposit covered under Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposit) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

CORPORATE GOVERNANCE

Your Company complies with all the mandatory requirements pertaining to Corporate Governance in terms of Listing Regulation. A detailed report on the Corporate Governance has been included in this report along with a certificate from the auditors of the Company regarding compliance of conditions of Corporate Governance.

ACKNOWLEDGEMENTS

The Directors wish to place on record their appreciation for the continued support and co-operation by Bankers, Customers, Business Associates and to the Shareholders and Investors for the confidence reposed in the Company's management.

The Directors also convey their appreciation to the employees at all levels for their dedicated services, efforts and collective contribution.

BY ORDER OF THE BOARD

**DIPAK KUMAR PODDAR
DIRECTOR**

**PRADEEP SHARMA
DIRECTOR**

PLACE: Mumbai
DATED: 30th May 2019

Annexure-A

SECRETARIAL AUDIT REPORT

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019

To,
The Members,
Poddar Bhumi Holdings Limited
3rd Floor, India Chamber of Commerce Building,
4, India Exchange Place,
Mumbai-700001

Dear Sirs,

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Poddar Bhumi Holdings Limited (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended March 31, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of:

- 1 The Companies Act, 2013 (the Act) and the rules made thereunder;
- 2 The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- 3 The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- 4 The provisions of Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings were not applicable to the Company under the financial year under report;
- 5 The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2013;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

- 6 Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act,1992 ('SEBI') were not applicable to the Company under the financial year under report:-
- a. The Securities and Exchange Board of India (Employee Stock Option Scheme and employee Stock Purchase Scheme) Guidelines, 1999;
 - b. The Securities and Exchange Board of India (Employee Stock Option Scheme and employee Stock Purchase Scheme) Guidelines, 1999;
 - c. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations,2008;
 - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
 - e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The following are the major head / groups of Acts, Laws and Regulations as applicable to the Company.

- 7 Labour Laws and other incidental laws related to labour and employees appointed by the Company either on its payroll or on contractual basis related to Salary & Wages, Bonus, Gratuity, Provident Fund, ESIC, Compensation etc.
- 8 Labour Welfare Acts of respective states.
- 9 Indian Contract Act, 1872.
- 10 Acts prescribed under Direct Tax and Indirect Tax Laws by the Central and respective State Governments.
- 11 Indian Stamp Act, 1999.
- 12 Indian Contract Act, 1872.
- 13 Negotiable Instruments Act, 1881.
- 14 Land Revenue Laws of respective states.

We have also examined compliance with the applicable clauses of the following:

- 1 Secretarial Standards issued by The Institute of Company Secretaries of India.
- 2 SEBI (LODR) Regulations,2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above except the following.

(a) The Company has failed to appoint Chief Financial Officer and Company Secretary (Key Managerial Personnel) within the definition of Section 2(51) of the Companies Act,2013 , thus violating Section 203 of the Companies Act,2013 which requires the Company to have Chief Financial Officer and Company Secretary as Whole Time Key Managerial Personnel.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We report further that, during the audit period, there were no other events/actions in pursuance of the above referred laws, rules, regulations, guidelines, etc., having a major bearing on the Company's affairs.

**FOR DM & ASSOCIATES COMPANY SECRETARIES LLP
COMPANY SECRETARIES**

**MOHD AKRAM
PARTNER
Membership No.: A22589
COP NO 9411**

Place: Mumbai
Date: 14-08-2019

Annexure-B**Extract of Annual Return****As on the financial year ended on 31st March, 2019**

{Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014}

FORM MGT-9**I. REGISTRATION AND OTHER DETAILS :**

- i CIN L45400WB1982PLC034836
- ii Registration Date 27th April, 1982
- iii Name of the Company **PODDAR BHUMI HOLDINGS LIMITED**
- iv Category/sub Category of Company Company having Share Capital
- v Address of the Registered Office and contact Details
1/1A, Mahendra Roy LN, 3rd Floor,
Office 2, Kolkata 700046
Email: compliance@poddarbhumi.com
Tel: 022 66164444
- vi Whether Listed Company Yes
- vii Name. Address and contact details of Registrar and Transfer Agent
Skyline Financial Services Pvt. Ltd.
4A9, Gundecha Onclave,
Kherani Road, Sakinaka,
Mumbai - 400072
Land line: 022 28511022 / 62215779

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl No.	Name and Description of main products/services	NIC Code of the Product/service	%to total turnover of the company
1.	Real Estate Activity	68100	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SL. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
1.	Poddar Heaven Homes Ltd	U45209MH1996PLC096440	Subsidiary	100%	2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the end of the year March 31, 2019				No. of Shares held at the beginning of the year March 31, 2018				% change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
A. Promoters										
(1) Indian										
a) Individual/HUF	297000	0	297000	9.38	297000	0	297000	9.38	0.00	
b) Central Govt. or State Govt.	0	0	0	0.00	0	0	0	0.00	0.00	
c) Bodies Corporates	2072700	0	2072700	65.43	2072700	0	2072700	65.43	0.00	
d) Bank/FI	0	0	0	0.00	0	0	0	0.00	0.00	
e) Any other	0	0	0	0.00	0	0	0	0.00	0.00	
SUB TOTAL:(A) (1)	2369700	0	2369700	74.80	2369700	0	2369700	74.80	0.00	
(2) Foreign										
a) NRI- Individuals	0	0	0	0.00	0	0	0	0.00	0.00	
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00	
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00	
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00	
e) Any other...	0	0	0	0.00	0	0	0	0.00	0.00	
								0.00	0.00	
SUB TOTAL (A) (2)	0	0	0	0.00	0	0	0	0.00	0.00	
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	2369700	0	2369700	74.80	2369700	0	2369700	74.80	0.00	
B. PUBLIC SHAREHOLDING										
(1) Institutions										
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00	
b) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00	
c) Cenntral govt	0	0	0	0.00	0	0	0	0.00	0.00	
d) State Govt.	0	0	0	0.00	0	0	0	0.00	0.00	

Grand Total (A+B+C)	3164550	3450	3168000	100.00	2890100	277900	3168000	100.00	0.00	
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ii) Shareholding of Promoters

SI No.	Shareholders Name	Shareholding at the beginning of the year March 31, 2018			Shareholding at the end of the year March 31, 2019			% change in share holding during the year
		NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	PODDAR AMALGAMATED HOLDINGS PVT LTD	1478700	46.68	0	1478700	46.68	0	0.00
2	BRITE MERCHANTS LTD	297000	9.38		297000	9.38		0.00
3	JANPRIYA TRADERS LTD	297000	9.38		297000	9.38		0.00
4	DIPAK KUMAR PODDAR	76500	2.41		76500	2.41		0.00
5	ROHITASHWA PODDAR	211500	6.68		211500	6.68		0.00
6	Jagdish Prasad Poddar, HUF	9000	0.28		9000	0.28		0.00
	Total	2369700	74.80	0.00	2369700	74.80	0.00	0.00

iii) Change in Promoters' Shareholding (please specify, if there is no change)

SI. No.		Share holding at the beginning of the Year March 31, 2018		Cumulative Share holding during the year March 31, 2019	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	2371500	74.86	2371500	74.86
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	No Change			
	At the end of the year	2371500	74.86		

iv) **Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr.No		Shareholding at the beginning of the year 31st March 2018		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	For each of the Top Ten Shareholders				
1	At the beginning of the year				
1	UJAGAR TRADING PRIVATE LTD	505800	16.00	-	-
	Date wise increase/decrease in Top 10 Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	No change			
3	At the end of the year	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	UJAGAR TRADING PRIVATE LTD	505800	16.00	-	-

v) **Shareholding of Directors and Key Managerial Personnel:**

Sl. No	For Each of the Directors/KMP	Share holding at the beginning of the year		Cumulative share holding during the year	
		No. of shares	% of total shares of the Co.	No of shares	% of total shares of the Co
	Directors				
1	Mr. Dipak Kumar Poddar				
	At the beginning of the Year	76500	2.41%		
	Date wise Increase/Decrease in shareholding during the year, specifying the reason for increase/decrease	0	0.00%		
	At the end of the year	76500	2.41%	76500	2.41%
2	Mr. Rohitashwa Poddar				

	At the beginning of the Year	211500	6.68%		
	Date wise Increase/Decrease in shareholding during the year, specifying the reason for increase/decrease	0	0.00%		
	At the end of the year	211500	6.68%	211500	6.68%

INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0.00	0.00	0.00	0.00
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	0.00	0.00	0.00	0.00
Change in Indebtedness during the financial year				
• Additional				
• Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total : (i+ii+iii)	0.00	0.00	0.00	0.00

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time Directors and /or Manager:

(` in Lacs)

Sl. No	Particulars of Remuneration	Name of MD/WTD		Total Amount
1	Salary as per provisions contained in section 17 (1) of the Income Tax Act, 1961	-	-	-
	Value of perquisites u/s 17(2) Income Tax Act, 1961	-	-	-
	Profits in lieu of salary under section	-	-	-

	17(3) Income Tax Act, 1961			
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - As % of profit - Others, specify	-	-	-
5.	Others, please specify	-	-	-
	Total (A)	-	-	-

B. Remuneration to other directors:

Sl. No	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. Dipakkumar Poddar	Mr. Rohitashwa Poddar	Mr. Pradeep Sharma	Mr. Vimal Dhoot	
	Independent Directors - Fee for attending board committee meetings - Commission - Others, please specify	-	-	-	-	-
-	Total (1)	-	-	-	-	-
	Other Non Executive Directors - Fee for attending board committee meetings - Commission - Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)					
	Total Managerial Remuneration	-	-	-	-	-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of remuneration	Key Managerial Personnel
1.	Gross salary a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	NIL
	b) Value of perquisites u/s 17(2) Income Tax Act, 1961	
	c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	
2.	Stock Option	NIL
3.	Sweat Equity	
4.	Commission As % of profit Others, specify	NIL
5.	Others, please specify	
	Total:	NIL

VI. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of penalty/punishment/compounding fees imposed	Authority (RD/NCL T/ COURT)	Appeal made, if any (give details)
COMPANY					
Penalty			NA		
Penalty					
Penalty					
Punishment			NA		
Compounding					
DIRECTORS					
Penalty			NA		
Punishment					
Compounding					
OTHER OFFICERS IN DEFAULT					
Penalty			NA		
Punishment					
Compounding					

ANNEXURE 'C' TO THE DIRECTORS REPORT

A) CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars required under Section 134(3)(m) of the Companies Act, 2013, read with the Rules 8(3) of the Companies (Account) Rules, 2014.

A. FOREIGN EARNINGS & OUTGO

		2018-2019 (` Lacs)	2017-2018 (` Lacs)
a)	Total Earning for Foreign Exchange	NIL	NIL
	FOB Value of Exports	NIL	NIL
	Services	NIL	NIL
	Dividend		
b)	Total Outgo in Foreign Exchange		
	Other Expenses		

ANNEXURE TO THE DIRECTORS' REPORT

REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is the system by which companies are directed and controlled. More specifically it is the framework by which the various stakeholder interests is balanced. The Company's philosophy on Corporate Governance is to ensure that resources are utilized in a manner that meets stakeholders' aspirations and society at large. Through the Governance mechanism in the Company, the Board together with its Committees undertakes its fiduciary responsibilities to all its stakeholders, including shareholders, employees, the government, lenders and societal by ensuing trusteeship, transparency, accountability and equality, in all phase of its operations and decision making. The Company is in compliance with the requirements of the guidelines on Corporate Governance stipulated in Listing Regulations.

COMPOSITION OF BOARD OF DIRECTORS AND PARTICULARS THEREOF

The Board of directors consists of 2 promoter non-executive directors and 2 non-executive independent directors.

Name of Director	Executive / Non Executive / Independent	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity
Mr. Dipak Kumar Poddar	Non Executive, Promoter	4	4
Mr. Rohitashwa Poddar	Non Executive, Promoter	2	2
Mr. Vimal Dhoot	Non Executive, Independent	1	1
Mr. Pradeep Sharma	Non Executive, Independent	1	1

Note: Does not include Directorship of Private Limited companies

Number of Board Meetings held during 2018-2019 and the dates on which held:

5 Board meetings were held during the year 2018-2019.

The dates on which the meetings were held are as follows:

05th May 2018, 29th June 2018, 08th August 2018, 11th November 2018 and 02nd February 2019.

The gap between any two meetings is less than 4 months, thus complying with Regulatory Compliance.

Code of Conduct

The Board has laid down a Code of Conduct for all Board Members and senior management of the company. All the Board members and senior management personnel have affirmed compliance with the code for the year 31 March 2019. A declaration to this effect signed by the Managing Director is given elsewhere in this Annual Report.

Brief Resume of Directors offering for appointment/reappointment:

Mr. Rohitashwa Poddar has B.Sc. (Hons) degree in Engineering and Business Management from Kings College, UK. He is also on the Board of various Companies including Poddar Housing and Development Ltd, Janpriya Traders Ltd, Poddar Heaven Homes Ltd etc.

He holds 67,500 equity shares of the Company

AUDIT COMMITTEE

Audit committee comprises of three non-executive directors

During the year under review, 4 Audit Committee meetings were held. Details of attendance at the Audit Committee Meetings are as follows:

Name of the Directors	Attendance at the Board Meeting
Shri. Vimal Dhoot	4
Shri Rohitashwa Poddar	4
Shri Pradeep Sharma	4

The Terms of reference of the Audit Committee apart from those specified in the Listing Agreement with the Stock Exchange broadly pertain to review of:

- Business practices
- Investment policies
- Compliances and
- Systems and controls.

REMUNERATION OF DIRECTORS

The company has no formal remuneration committee. However all decisions regarding the remuneration of key managerial personnel is taken by the Board of Directors. The directors are not paid any sitting fees or commission.

Shareholders/Investors Grievance Committee

The Shareholders/Investors Grievance committee of Directors as on 31st March 2019, consisted of Shri Vimal Dhoot and Shri Pradeep Sharma

Number of Pending Share Transfers as on 31st March 2019: Nil

GENERAL BODY MEETINGS

Year	Date	Venue
2014-15	30 th September 2015	3 rd Floor, India Chamber of Commerce Building 4 India Exchange Place Kolkata 700001
2015-16	30 th September 2016	3 rd Floor, India Chamber of Commerce Building 4 India Exchange Place Kolkata 700001
2016-17	29 th September 2017	3 rd Floor, India Chamber of Commerce Building 4 India Exchange Place Kolkata 700001
2017-18	29 th September 2018	3 rd Floor, India Chamber of Commerce Building 4 India Exchange Place Kolkata 700001
2018-19	30 th September 2019	3 rd Floor, India Chamber of Commerce Building 4 India Exchange Place Kolkata 700001

Postal ballots were used /invited for voting for passing Special Resolution subject to all the applicable provisions of the Companies Act, 2013 and SEBI (Delisting) Regulations, to consider the Delisting of the equity shares of the Company from the CSE i.e., the only

Stock Exchange where the equity shares of the Company are presently listed vide Notice dated 06th October 2015

Subsidiary Companies:

Poddar Heaven Homes Limited (Formerly known as Knitrite Apparelco Limited) is 100% subsidiaries of the Company.

Disclosures

Disclosures on materially significant related party transactions i.e. transactions of the company of material nature with its promoters, the directors or the management, their subsidiaries or relatives etc that may have potential conflict with the interest of the company at large:

Note 30 of financial statement

Details of non-compliance by the company, penalties, and strictures imposed on the company by the Stock Exchange or SEBI or any statutory authority on any matter relating to capital markets, during the last three years:

NONE

Details of accounting Treatment: **In the preparation of financial statements, the company has followed the treatment as prescribed in Accounting Standards**

Risk Management: The Company has defined Risk Management framework. The company has laid down procedures to inform the Board members about the risk assessment and minimization procedures.

CEO/CFO Certification:

The Directors appointed for the purpose of Listing Regulation have been given the necessary certificate to the Board in the prescribed format

GENERAL SHAREHOLDER INFORMATION

37th Annual General Meeting: Date: 30th September 2019
Time: 10.00 A. M.
Venue: 1/1A, Mahendra Roy LN, 3rd Floor, Office 2, Kolkata 700046.

Date of Book closure: 23rd September 2019 to 30th September 2019

Listing on Stock Exchanges:

The Calcutta Stock Exchange Association Ltd.
7, Lyons Range, Calcutta 700 001

Stock Code on The Calcutta Stock Exchange (CSE): 10029443
Demat ISIN for NSDL and CDSL: INE765J01011

Register and Share Transfer Agents

For all work related to share registry in terms of both physical and electronic segment, the company has appointed Register and Share Transfer Agents whose details are given below:

Skyline Financial Services Pvt. Ltd.
4A9, Gundecha Onclave,
Kherani Road, Sakinaka,
Mumbai - 400072
Land line: 022 28511022 / 62215779

Shareholding Pattern (as on 31st March, 2019)

Category	No. of Shares held	% of total shares
Promoters / Persons acting in concert	2369700	74.80
Others	798300	25.20
Total	3168000	100.00

Distribution of Shareholding (as on 31st March 2019)

Range of Holding	No. of Shareholders	% of total Shareholders	No. of Shares held	% of total shares
Upto 4000	23	32.35	6250	0.20
4001- 5000	0	0.00	0	0.0
5001 – 10000	0	0.00	0	0.0
10001 and above	11	67.65	3161750	99.80
Total	54	100	3168000	100

Address for correspondence:

Poddar Bhumi Holdings Ltd
Unit 3-5 Neeru Silk Mills
Mathuradas Mill Compound
126 NM Joshi Marg, Lower Parel (W)
Mumbai 400013
Tel: 66164444 / Fax: 66164409

Dematerialization of shares and liquidity

The Equity Shares of your company are traded in compulsory dematerialization form by all investors.

The company has entered into agreements with both the depositories viz National Securities Depository Ltd. (NSDL), and Central Depository Services (India) Ltd (CDSL) enabling the investors to hold shares of the company in electronic form through the depository of their choice. As on 31st March 2019 – 31,64,550 Equity Shares (99.89%) of the company was held in dematerialized form.

Additional Information:

1. Report on relatives of Directors:
N.A.
2. Your company, during the year under review has not sanctioned any loan to any of the Directors and there is no outstanding towards loans to Director as on date
3. From the date of the Balance Sheet till the date of this report, there is no significant event, which will have an impact on the performance of the company during the year 2018-2019.

DECLARATION ON FINANCIAL STATEMENTS

We hereby certify that:

- a) We have reviewed financial statements and the cash flow statement for the Twelve months period ended 31st March 2019 and that to the best of our knowledge and belief:
 - i) These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading

- ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations
- b) They are to the best of our knowledge and belief, no transactions entered into by the Company during the period which are fraudulent, illegal or violative of the Company's code of conduct
- c) We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit committee that
 - i) There have been no significant changes in internal control over financial reporting during the year
 - ii) There has been no significant change in accounting policies during the year
 - iii) There have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

BY ORDER OF THE BOARD

**DIPAK KUMAR PODDAR
DIRECTOR**

**PRADEEP SHARMA
DIRECTOR**

PLACE: Mumbai
DATED: 30th May 2019

DECLARATION ON CODE OF CONDUCT

This is to inform that the Company has adopted a Code of Conduct for its Board Members and Senior Management. The Code is posted on the Company's website.

I confirm that the Company has in respect of the year ended 31st March, 2019, received from the senior management team of the Company and the Members of the Board affirmations of compliance with the Code of Conduct as applicable to them.

BY ORDER OF THE BOARD

**DIPAK KUMAR PODDAR
DIRECTOR**

**PRADEEP SHARMA
DIRECTOR**

PLACE: Mumbai

DATED: 30th May 2019

To the Members of
Poddar Bhumi Holdings Ltd

Re: Auditors Certificate on Corporate Governance

We have examined the compliance of conditions of corporate governance by Poddar Housing and Development Limited ('the Company') for the year ended 31 March 2019, as specified in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 ('the Regulations').

Management's responsibility

The Company's management also takes full responsibility of the compliance of conditions of corporate governance as stipulated in the Regulations.

Auditors' responsibility

Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We conducted our engagement in accordance with the 'Guidance Note on Audit Reports and Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India. Our responsibility is to certify based on the work done.

Conclusion

In our opinion, and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as specified in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the aforementioned Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restrictions on use

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purpose.

For Sunny Shah & Co.
Chartered Accountants
Mumbai

Date: 14th August 2019