

PODDAR BHUMI HOLDINGS LIMITED

(Formerly known as SUVIJAY EXPORTS LIMITED)

Registered Office: 1/1A, Mahendra Roy LN, 3rd Floor, Office 2, Kolkata 700046
Corporate office: Unit No. 3-5, Neeru Silk Mill, Mathuradas Mill Compound, 126, N M Joshi Marg,
Lower Parel (West) Mumbai- 400013. CIN: L45400WB1982PLC034836
Tel.: +91-22-66164444, Fax+91-22-24962236

The Secretary,
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata – 700001
Scrip Code: 10029443

Sub: CONVENING OF ANNUAL GENERAL MEETING

Dear Sir,

We wish to inform you that pursuant to Regulation 34 & 30 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, We would like to inform you that 38th Annual General Meeting is scheduled to be held on 31st December, 2020 at 10.00 A.M at registered office of the Company. The Share transfer books of the company will remain closed from 24th December, 2020 to 31st December, 2020.

The 38th Annual Report enclosed for your reference.

You are kindly requested to bring this information to the notice of all the concerned.
Thanking you,

Yours faithfully,
For Poddar Bhumi Holdings Limited

Sd/-

Pradeep Rampal Sharma
Director

PODDAR BHUMI HOLDINGS LIMITED

THIRTY EIGHTH ANNUAL REPORT

2019-20

PODDAR BHUMI HOLDINGS LIMITED

BOARD OF DIRECTORS

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.

www.poddarbhumi.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE **38th 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 Thursday 31st December, 2020 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 2020, the Balance Sheet as at that date and the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Rohitashwa Poddar, who retires by rotation and is eligible for reappointment.

SPECIAL BUSINESS

ITEM NO. 3 TO INVEST THE EXCESS OR SURPLUS FUNDS OVER AND ABOVE THE PAID-UP SHARE CAPITAL AND FREE RESERVES AND TO PASS, WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING RESOLUTION AS RESOLUTION.

“RESOLVED THAT pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors including any Committee thereof (hereinafter referred to as “the Board”) to (i) give any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding 100% of paid up capital or sixty percent of companies of its free reserves and securities premium account whichever is more as the Board of Directors may think fit, provided that the total loans or investments made, guarantees given, and securities provided shall not any time exceed Rs. 50.00 Cr over and above the paid up capital of the Company and its free reserves.

RESOLVED FURTHER THAT The Board of Directors be and is here by authorized to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to this resolution”

ITEM NO. 4 TO ENHANCE BORROWING POWERS OF THE BOARD AND AUTHORIZATION LIMIT TO SECURE THE BORROWINGS UNDER SECTION 180(1)(C) AND 180(1)(A) OF THE COMPANIES, ACT, 2013

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

“RESOLVED THAT in supersession of all the earlier resolutions passed in this regard and subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 50 crores (Rupees Fifty Crores only) for the Company alone and Rs. 100 crores (Rupees One Hundred Crores only) for the Company and its subsidiary companies taken together, notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

RESOLVED FURTHER THAT in supersession of all the earlier resolutions passed in this regard and subject to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs. 50 crores (Rupees Fifty Crores only) for the Company alone and Rs. 100 crores (Rupees One Hundred Crores only) for the Company and its subsidiary companies taken together at any time,

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

BY ORDER OF THE BOARD

ROHITASHWA PODDAR

PRADEEP SHARMA

PLACE:
DATED:

DIRECTOR

DIRECTOR

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 25th December, 2020 to 31st December, 2020 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.

BY ORDER OF THE BOARD

**ROHITASHWA PODDAR
DIRECTOR**

**PRADEEP SHARMA
DIRECTOR**

PLACE:

DATED:

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.3:

As per the provisions of Section 186 of The Companies Act, 2013, board of directors of a company cannot invest any amount over and above its paid up capital and free reserves without getting approval of shareholders by way of special resolution. Keeping in view the said provisions and company requirement board of directors are of the opinion that the approval of members be taken for investing amount up to Rs. 50.00 Cr (Rupees Fifty Crores).

The above proposals are in the interest of the Company and the Directors recommend the Item Nos. 3 of the Notice for consent and approval by the shareholders.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the aforesaid resolution.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

ITEM NO. 4

Keeping in view the group's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence it is proposed to borrow up to Rs. 50 crores alone and Rs. 100 Cr. along with its subsidiary companies taken together.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting, which authorisation is also proposed to Rs. 50 Crores for the Company alone and Rs.100 crores for the Company and its subsidiary companies taken together. Hence, the Special Resolution at Item No.4 of the Notice is being proposed, since the same exceeds the limits provided under Section 180(1)(a) & 180(1)(c) of the Act. The Directors recommend the Special Resolution as set out at Item No. 4 of the accompanying Notice, for members' approval. None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company

BY ORDER OF THE BOARD

**ROHITASHWA PODDAR
DIRECTOR**

**PRADEEP SHARMA
DIRECTOR**