

PODDAR BHUMI HOLDINGS LIMITED

CIN: L45400WB1982PLC034836

Registered Office: 4, India Exchange Place, Kolkata - 700 001

Corporate Office: Unit 3-5, Neeru Silk Mills, Mathuradas Mill Compound,

126, N M Joshi Marg, Lower Parel, Mumbai - 400 013

Tel: (022)-66164444, Fax: 022-24962236; E-mail Id- compliance@poddarbhumi.com Website: www.poddarbhumi.com

**To,
The Shareholders,**

Notice is hereby given that the following resolution(s) is proposed to be passed by Postal Ballot in accordance with the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 ("**Rules**") & Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended from time to time.

The resolution(s) proposed to be passed and the Explanatory Statement under Section 102 of the Companies Act, 2013 pertaining thereto stating all material facts and the reasons for the proposed resolution(s) & a Postal Ballot Form/ e-voting instructions are appended hereto for consideration of the Shareholders. The attached Postal Ballot Form is to be used by the Shareholders for the purpose of exercising vote in respect of the said resolution(s).

Shareholders are requested to read carefully the instructions printed on the reverse of the Postal Ballot Form and return the Postal Ballot Form (Original) duly completed and signed in the attached self-addressed, pre-paid postage envelopes so as to reach the Scrutinizer on or before 13.11.2015. Postal Ballot Forms received after this date will be strictly treated as if the reply from the concerned shareholder has not been received.

E-voting Option:

Shareholders may choose to vote using e-voting facility as an alternate which may enable them to cast their votes electronically, instead of physical postal ballot form. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in this notice.

The Board of Directors of the Company has appointed Dinesh Deora, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot process. After completion of his scrutiny, he will submit his report to the Chairman and in his absence to other Director of the Company. The results of the Postal Ballot will be declared by the Chairman/ Managing Director on 16.11.2015 at 11:00 A.M. at the Corporate Office of the Company and will also be posted on the website of the Company. Further the results will be communicated to the CSE where the equity shares of the Company are listed and will be published in the newspaper(s).

In the event the proposed resolution(s) is approved by requisite majority of shareholders by means of Postal Ballots and e-voting, and also subject to the resolution no. (1) being approved by such no. of vote cast by public shareholders in favour of the resolution that the same is at least two times the number of vote cast by the public shareholders against the proposed resolution. The date of declaration of the result shall be deemed to be the date of passing of the said resolution(s).

1. Voluntary Delisting of Equity Shares of the Company from The Calcutta Stock Exchange Limited i.e., the only Stock Exchange where the equity shares of the Company are listed:-

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT subject to all the applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof for the time being in force) and to the extent Rules notified, the Securities Contract (Regulation) Act, 1956, and the rules framed thereunder, the Listing Agreement with The Calcutta Stock Exchange Limited (‘CSE’), Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended from time to time, and subject to such approvals, permissions and sanctions, as may be necessary, and subject to the compliance with other statutory formalities and subject to such conditions and modifications as may be prescribed or imposed by any authority including the Stock Exchange, while granting such approvals, permissions or sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as “the Board”) or a Committee of Directors/ persons authorized by the Board, the consent of the shareholders be and is hereby accorded to the Board to voluntarily delist the equity shares of the Company from CSE.”

“RESOLVED FURTHER THAT the Board of Directors/a Committee of Directors/ persons authorized by the Board be and are hereby authorized on behalf of the Company to do all such acts, deeds and things which they may consider proper and desirable and settle any question, difficulties or doubts that may arise in regard to delisting of the equity shares from CSE.”

2. Alteration to the Object Clause of the Memorandum of Association of the Company:-

To consider, and if thought fit, to pass the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) and such other Rules and Regulations, as may be applicable and subject to the necessary approval(s) as may be require in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them, the consent of the Company be and is hereby accorded to alter the Main Object Clause of the Memorandum of Association (“MOA”) of the Company by inserting the following new clause after the existing clause no. A. 1 of the main objects of the Company:

“To carry out the business of organizing festivals, Art Fairs, History Fairs, Exhibitions, Funfairs, Tournaments, Concerts, Road Shows, Events.”

“RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby accorded for commencing and out new business and activities as included in the object clause of the Company as altered above at such time or times as the Board may in its absolute discretion deem fit.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and to settle any or all questions and matters arising with respect to the above matter and to execute all such deeds, documents, agreements, writings as may be necessary for the purpose of giving effect to this resolution.”

**By Order of the Board
For Poddar Holdings Limited**

**Dipak Kumar Poddar
Director**

**Place: Mumbai
Date: 06.10.2015**

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts pertaining to the Resolution(s) are annexed hereto along with a Postal Ballot Form for your consideration.
2. The Board of Directors of the Company has appointed #Dinesh Deora, Practicing Company Secretary# as the Scrutinizer for conducting the Postal Ballot process. After completion of his scrutiny, he will submit his report to the Chairman and in his absence to other Director of the Company.
3. Shareholders are requested to make all correspondences pertaining to shares of the Company to the Compliance Officer of the Company i.e., Mr. Pradeep Sharma, Unit 3-5, Neeru Silk Mills, Mathuradas Mill Compound, 126, N M Joshi Marg, Lower Parel, Mumbai- 400 013, Tel. No. (022) 6614 4444 Fax No. : (022)66164409; E-mail Id-compliance@poddarbhumi.com.
4. The Postal Ballot Form and self-addressed, pre-paid postage envelopes are enclosed for use of the shareholders and it bears the address to which the duly completed Postal Ballot Forms are to be sent. The facility of voting by electronic means is being provided by National Securities Depository Limited (NSDL) for which the required procedure is incorporated in the Postal Ballot Form, forming part of this Notice.
5. The Notice is being sent electronically by e-mail to those shareholders who have registered their e-mail addresses with the Company and through the Speed/ Registered Post to all the remaining shareholders, whose names appear in the Company's Register of Members as at the close of business hours on October 9, 2015.
6. The shareholders are requested to read carefully the instructions printed on the reverse of the Postal Ballot Form and return the Form (Original) duly completed and signed in the attached self-addressed, pre-paid postage envelopes so as to reach the Scrutinizer on or before the close of the business hours on 13.11.2015
7. For any grievances connected with the voting by Postal Ballot including voting by electronic means contact the Compliance Officer of the Company i.e., Mr. Pradeep Sharma, Unit 3-5, Neeru Silk Mills, Mathuradas Mill Compound, 126, N M Joshi Marg, Lower Parel, Mumbai- 400 013, Tel. No. (022) 6614 4444 Fax No. : (022)66164409; E-mail : compliance@poddarbhumi.com .

8. VOTING THROUGH ELECTRONIC MEANS:

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote by electronic means as an alternative to vote physically through Postal Ballot, and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The instructions for members voting electronically are as under:

- (i) The voting period begins on 15.10.2015 at 09.00 A.M. and ends on 13.11.2015 at 5.00 P.M. During this period shareholders' of the Company, holding shares in physical form, as on the cut-off date of October 9, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (ii) The process and manner for remote 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; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial 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) Password change menu appears. Change the password/PIN 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.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Poddar Bhumi Holdings Limited".
- (viii) Now you are ready for remote 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 to dinesh.deora@yahoo.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Notice:

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
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(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - II. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - IV. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of October 9, 2015.
 - V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. October 9, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
9. Institutional Members / Bodies Corporate (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 through e-mail at compliance@poddarbhumi.com with a copy marked to evoting@nsdl.co.in on or before 13.11.2015 upto 5 pm. without which the vote shall not be treated as valid.
10. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of October 9, 2015.

11. The notice of Postal Ballot will be sent to the members, whose names appear in the register of members as at closing hours of business, on October 9, 2015.
12. The shareholders shall have one vote per equity share held by them as on the cut-off date of October 9, 2015. The facility of e-voting would be provided once for every folio, irrespective of the number of joint holders.
13. Dinesh Deora, Practicing Company Secretary (Membership No. 5683, PCS No. 4119) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman / Managing Director of the Company.
14. The results shall be declared on 16.11.2015. The results declared along with the Scrutinizer's Report shall be placed on the website of NSDL and that of Company at www.evoting.nsdl.com and www.poddarbhumi.com and will be communicated to the CSE.
15. Members have option to vote either through Postal Ballot Form or through e-voting. If a member exercises his/ her voting by both Postal Ballot Form and through e-voting, then the vote cast through e-voting shall be considered as valid. Further, the decision of the Scrutinizer on validity of the vote shall be final.

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

Item No.1

The equity shares of M/s. Poddar Bhumi Holdings Ltd. ("PBHL" or "Company") are presently listed only on The Calcutta Stock Exchange Limited ("CSE"). There has been no trading of the equity shares of the Company on CSE for more than preceding 3 years. The Promoters/ Promoter Group collectively hold 23,69,700 equity shares of PBHL representing 74.80% of the subscribed and paid-up equity share capital of PBHL and 7,98,300 equity shares held by public shareholders represent 25.20% of PBHL's subscribed and paid up equity share capital. Since the paid-up capital of the Company is very small, no purpose is served in continuing the listing of Company's equity shares with the CSE. The Company can also save the cost and time for compliance with various clauses of the Listing Agreement. In this respect, the Promoters/ Promoter Group of the Company have expressed their interest to the Board of Directors of the Company to make a voluntary delisting of the equity shares of the Company from CSE to increase their operational flexibility in supporting PBHL's business and also to provide an exit opportunity to all the public shareholders of the Company in compliance with the provisions of the SEBI (Delisting of Equity Shares) Regulations, 2009 and subsequent amendments thereto and also in compliant with the SEBI Circulars dated May 22, 2014 and April 17, 2015.

In terms of the regulation 8(1)(b) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended from time to time, the Delisting Proposal requires the approval of the shareholders of PBHL by way of a special resolution passed through a postal ballot. Further, as per regulation 8(1)(b) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended from time to time, the special resolution passed by the shareholders may be acted upon only if the votes cast by the public shareholders in favour of the Delisting Proposal amount to at least two times the number of votes cast by the public shareholders against it.

The shareholder's approval is being sought by passing a Special Resolution for Delisting of the Company's Equity Shares from the CSE in accordance with the provisions of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended from time to time.

Your Directors recommend the Special Resolution for approval of the shareholders.

None of the Directors, Managers, Key Managerial Personnel and their relatives, in any way, is concerned or interested in the resolution except to the extent of their shareholding/ shareholding of their associates as Promoters / Promoter Group in the Company.

Item No.2

The Company is currently focused on Infrastructure development activities besides acting as a contractors of apartments structures shelters, whether open or otherwise, civil work, civil engineering of all types or residential, office, industrial, institutional or commercial or developer of co-operative housing societies, developers or housing schemes, townships, holiday resort, hotels, motels, and in particular developing, decorating, furnishing, and maintaining of structures, flats, houses, factories, shops, offices, garages, warehouses, workshops, hospitals, nursing homes, clinics, godowns and other commercial, educational purpose and conveniences to purchase for development or for resale lands, and other properties of any tenure and any interest therein and purchase, sell and deal in free-hold and leasehold land and to make advances upon the security of lands, houses, structures and other property or any interest therein.

In order to enable the Company to undertake businesses proposed at the new clause, it is proposed that the Main Object Clause of the MOA of the Company be amended to suitably permit performance of the business covered in the said clause.

The resolution mentioned in item no.2 of the Notice relates to the alteration in the Main Object Clause of the MOA and the proposed additional main object can be conveniently and advantageously combine and carried out with the existing objects/ activities of the Company.

By virtue of Section 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014, the approval of the members of the Company by way of Special Resolution under the postal ballot is a pre-requisite to amend the objects clause of the Company and thus, your approval is sought for the same.

The Board of Directors recommends passing of the Special Resolution as contained in item no.2 of the Notice.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise in the aforesaid resolution except to the extent of their shareholding in the Company, if any.

**By Order of the Board
For Poddar Bhumi Holdings Limited**

Dipak Kumar Poddar

**Place: Mumbai
Date: 06.10.2015**

(Director)
DIN: 00001250.