

UDDHAV PROPERTIES LIMITED
Regd. Off.: S-9, Okhla Industrial Area, Phase -II, 1st Floor, New Delhi-110020,
Website: www.uddhavpropertiesltd.com
CIN: L70101DL1982PLC014024, Email Id: uddhavproperties@gmail.com, Tel No.: 011-41638121

POSTAL BALLOT NOTICE

**[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies
(Management and Administration) Rules, 2014]**

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Clause 35B of the Equity Listing Agreement and other applicable laws and regulations, that the resolutions appended below, in relation to:

- I. Increase in Authorized Share Capital of the Company
- II. Alteration of capital clause of Memorandum of Association of the Company
- III. Alteration of Articles of Association of the Company pursuant to Companies Act, 2013
- IV. Issue of Equity Shares on Preferential basis
- V. Appointment of Mr. Bishnu Kumar Agarwal as an Independent Director
- VI. Appointment of Mr. Varun Ashok Guliani as an Independent Director
- VII. Appointment of Mr. Uddhav Poddar as Managing Director
- VIII. Give loan / guarantee or to provide security in connection with the loan made to any person or other body corporate or to make investment under section 186 of the companies act, 2013

are proposed to be passed by the Members through postal ballot/electronic voting (e-voting).

The proposed resolutions, along with the explanatory statement setting out the material facts and reasons thereto, are appended below and a Postal Ballot Form is enclosed for your consideration.

The Board of Directors of the Company has appointed Ms. Jayanti Sharma of M/s Grover Ahuja & Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 18:00 Hours (IST) on **20th April, 2015** (Monday).

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the notes under the section 'Voting through electronic means' in this notice

The Scrutinizer will submit her report to the Chairman or any other Director of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of postal ballot (including e-voting) shall be declared on or before **23rd April, 2015** (Thursday) and communicated to the Stock Exchanges and would also be displayed on the Company's website at www.uddhavpropertiesltd.com

ITEM NO. 1. INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:-

"RESOLVED THAT pursuant to the provisions of Sections 13 and 61, and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the provisions of the Memorandum and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company from Rs. 25,00,000/- (Rupees Twenty Five Lac Only) divided into 2,50,000 (Two Lac Fifty Thousand) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 3,36,00,000/- (Rupees Three Crores Thirty Six Lac Only) divided into 33,60,000 (Thirty Three Lac Sixty Thousand) equity shares of Rs. 10/- (Rupees Ten only) each ranking pari passu with the existing equity shares of the Company in all respect."

ITEM NO. 2 - ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:-

"RESOLVED THAT pursuant to the provisions of Sections 13 and 61 and other applicable provisions if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded for altering the Memorandum of Association of the Company by substituting the existing Clause V thereof with the following new Clause V:

"V. The Authorized Share Capital of the Company is Rs. 3,36,00,000/- (Rupees Three Crores Thirty Six Lac Only) divided into 33,60,000 (Thirty Three Lac Sixty Thousand) Equity Shares of Rs. 10/- (Rupee Ten Only) each."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, including delegation of all or any of its powers herein conferred to its Directors, or any other officer(s)."

ITEM NO. 3 - ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY PURSUANT TO THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:-

"RESOLVED THAT pursuant to the provisions of section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the article of association of the Company be hereby altered and the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the members of the Company to the end and

intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Mr. Uddhav Poddar, Director, be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the above resolution(s)."

ITEM NO. 4 – ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

To consider and, if thought fit, to pass with or without modification, if any, the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Companies Act") read with the rule 13 of the companies (Share Capital and Debentures) Rules, 2014, (including any amendment or statutory modification(s) or re-enactment thereof, for the time being in force), the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Foreign Investment Promotion Board, the Reserve Bank of India, provisions of chapter VII of the Securities and Exchange Board of India including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended time to time (**"SEBI (ICDR) Regulations"**) and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the "Takeover Regulations") and any other guidelines and clarifications issued by any other competent authority, whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum of Association and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed (the "Stock Exchanges") and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer, and allot up to 31,00,000 (Thirty One Lac) equity shares of Rs. 10/- each on a preferential basis at a price as will be determined in accordance with SEBI (ICDR) Regulations or at a price of Rs. 10/- per equity share, whichever is higher, to the following persons and/or entities:

S. No.	Name of proposed allottees	Address	No of Equity Shares to be allotted	Category
1.	Kaushalya Buildcon Pvt. Ltd.	S-9, 1 st Floor, Okhla Industrial Area, Phase-II, New Delhi-110020	7,80,000	Promoter
2.	G.S. Poddar (H.U.F.)	E-504, Greater Kailash-II, New Delhi-110048	4,50,000	Promoter
3.	Uddhav Poddar (H.U.F.)	E-504, Greater Kailash-II, New Delhi-110048	3,50,000	Promoter
4.	Uddhav Poddar	E-504, Greater Kailash-II, New Delhi-110048	2,50,000	Promoter

5.	Bhumika Poddar	E-504, Greater Kailash-II, New Delhi-110048	1,50,000	Promoter
6.	Urban Projects & Infra Pvt. Ltd.	E-504, Greater Kailash-II, New Delhi-110048	2,20,000	Promoter
7.	KFL Infra and Logistics Pvt. Ltd.	S-9, 1 st Floor, Okhla Industrial Area, Phase-II, New Delhi-110020	1,00,000	Promoter
8.	Vaishali Dalmia	C-5, 2 nd Floor, Perfect Park Aptt., 15A, Balamurgan Nagar, Main Road, Keelkattalai, Chennai-600117 (T.N.)	1,00,000	Non Promoter
9.	Ghanshyam Dass Goel	House No. 6, Vignesha Garden, Kuniyamuthur, Coimbatore-641008	1,00,000	Non Promoter
10.	Suresh Chand Jain	19-C/1, Flat No. 4, 2 nd Floor, Jeevan Jyoti Apartments, Mehrauli, New Delhi-110030	1,00,000	Non Promoter
11.	Kanishka Jain	19-C/1, Flat No. 4, 2 nd Floor, Jeevan Jyoti Apartments, Mehrauli, New Delhi-110030	1,00,000	Non Promoter
12.	Prakash Chandra Saraff (HUF)	86, Madhu Sarani, Rambagan, Searsole Rajbari, Raniganj, Dt.-Burdwan, W.B. Pin-713347	50,000	Non Promoter
13.	Vikash Saraff (HUF)	86, Madhu Sarani, Rambagan, Searsole Rajbari, Raniganj, Dt.-Burdwan, W.B. Pin-713347	50,000	Non Promoter
14.	Anupama Saraff	86, Madhu Sarani, Rambagan, Searsole Rajbari, Raniganj, Dt.-Burdwan, W.B. Pin-713347	50,000	Non Promoter
15.	Vaibhav Heavy Vehicles Ltd.	240 B, 2 nd Floor, A.J.C. Bose Road, Kolkata-700020	2,50,000	Non Promoter
TOTAL			31,00,000	

RESOLVED FURTHER THAT in accordance with the provisions of Chapter VII of the ICDR Regulations, the "Relevant Date" for the purpose of calculating price for the issue of Equity Shares is March 24, 2015, which is 30 days prior to the date of passing of resolution through postal ballot.

RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company to the Investor in dematerialized form within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central

Government, the allotment shall be completed within a period of 15 days from the date of such approval or such other extended period as may be permitted under the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under Regulation 78 of Chapter VII of the SEBI (Issue of Capital and Disclosure Requirement) 2009, and the Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted in the manner aforesaid shall rank **pari passu** with the existing Equity Shares of the Company in all respects including as to dividend and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and utilization of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

ITEM NO. 5. TO APPOINT MR. BISHNU KUMAR AGARWAL AS AN INDEPENDENT DIRECTOR IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Bishnu Kumar Agarwal (**DIN 01605621**), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Bishnu Kumar Agarwal for the office of Director, be and is hereby appointed as an Independent Director of the Company w.e.f March 9, 2015 to hold office for a term of five years."

ITEM NO. 6. TO APPOINT MR. VARUN ASHOK GULIANI AS AN INDEPENDENT DIRECTOR IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Varun Ashok Guliani (**DIN 00127782**), Additional Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Varun Ashok Guliani for the office of Director, be and is hereby appointed as an Independent Director of the Company w.e.f March 2, 2015 to hold office for a term of five years."

ITEM NO. 7. TO APPOINT MR. UDDHAV PODDAR AS MANAGING DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 196, 203, Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act"), if any and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to appoint Mr. Uddhav Poddar (**DIN 00886181**) as Managing Director and key managerial personnel of the Company for a period of 5 (five) years with effect from March 9, 2015 at a nil remuneration and upon such terms and conditions as set out in the statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may think necessary, expedient or desirable in order to give effect to the aforesaid resolution."

ITEM NO. 8. TO GIVE LOAN OR TO PROVIDE GUARANTEE / SECURITY IN CONNECTION WITH THE LOAN MADE TO ANY PERSON OR OTHER BODY CORPORATE OR TO MAKE INVESTMENT UNDER SECTION 186 OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass, with or without modification(s), the following as a **Special Resolution** :

"RESOLVED THAT pursuant to the provisions of Section 186 read with the Rules framed thereunder and 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), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to give loan or to provide guarantee /security in connection with a loan or to make investment /acquire by way of subscription, purchase or otherwise the securities of any person or other body corporate up to maximum amount of Rs. 10 Crores (Rupees Ten Crores only) outstanding at any point of time notwithstanding that the aggregate amount of all the loans / guarantees / securities / investments so far made together with the proposed loans / guarantees / securities / investments to be made, exceeds the prescribed limits under the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and actions in respect of the above loans, guarantees, securities and investments including the amount and other terms and conditions of such loans, guarantees, securities and

investment and varying the same either in part or in full as it may deem appropriate, and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard in order to give effect to the aforesaid resolution.”

**By Order of the Board of Directors
For Uddhav Properties Limited**

Place: New Delhi
Dated: March 9, 2015

**Sd/-
Gauri Shankar Poddar
Director
DIN: 00917730
Address: E-504, Greater
Kailash-II, New Delhi
110048**

NOTES:

- 1.** The Special Business as mentioned above requires the consent of the members through Postal Ballot.
- 2.** Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts of the proposed ordinary and special resolutions for the items is annexed hereto.
- 3.** The ISIN of the Equity Shares of Rs.10/- each is INE162S01012.
- 4.** The Company has appointed Ms. Jayanti Sharma of M/s Grover Ahuja & Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner.
- 5.** The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on March 9, 2015 and will be considered for the purpose of voting.
- 6.** Voting rights shall be reckoned on the paid-up value of shares registered in the name of Members as on March 9, 2015.
- 7.** The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Hindi newspaper, each with wide circulation in New Delhi, where the registered office of the Company is situated, and published on the Company website.
- 8.** In accordance with the provisions of Section 101 and other applicable provisions of the Companies Act, 2013, read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sent by permitted mode (i.e. through registered or speed post or through courier), along with a postage prepaid self addressed Business Reply Envelope.
- 9.** In compliance with clause 35B of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with related rules, the Company is pleased to provide voting facility to all its member, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the service of CDSL purpose of providing e-voting facility to all its Members. Please note that e-voting is an alternate mode to cast their votes and is optional.
- 10.** Members can opt for only one mode of voting, i.e., either by physical ballot or 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 forms will be treated as invalid. The instructions for electronic voting are annexed to this Notice.
- 11.** In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to uddhavproperties@gmail.com. The Registrar and Share Transfer Agent of the Company/Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
- 12.** A Member cannot exercise his/her vote by proxy on postal ballot.

Instructions for E- Voting:

The instructions for shareholders voting electronically are as under:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID which is:
 - a. **For CDSL:** 16 digits beneficiary ID,
 - b. **For NSDL:** 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter **Folio Number** registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any Company, then your existing password is to be used.
- (vi) If you are a **first time user** follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vii) After entering these details appropriately, click on "**SUBMIT**" tab.

- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach '**Password Creation**' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the **EVSN (150313002)** for the Uddhav Properties Limited.
- (xi) On the voting page, you will see "**RESOLUTION DESCRIPTION**" and against the same the option "**YES/NO**" for voting. Select the option **YES** or **NO** as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "**SUBMIT**". A confirmation box will be displayed. If you wish to confirm your vote, click on "**OK**", else to change your vote, click on "**CANCEL**" and accordingly modify your vote.
- (xiv) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "**Click here to print**" option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the **User ID** and the image verification code and click on Forgot Password& enter the details as prompted by the system.
- (xvii) Note for Non – Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user, using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xix) Ms. Jayanti Sharma of M/s Grover Ahuja & Associates, Company Secretaries, New Delhi has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

**By Order of the Board of Directors
For Uddhav Properties Limited**

Place: New Delhi
Dated: March 9, 2015

**Sd/-
Gauri Shankar Poddar
Director
DIN: 00917730
Address: E-504, Greater
Kailash-II, New Delhi
110048**

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEMS NO.: 1 AND 2 - INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND SUBSEQUENTLY ALTERATION IN MOA OF THE COMPANY

In order to enable the Company to raise additional long-term finance by issue of securities/equity shares in the domestic/international markets, the existing Authorized Share Capital may not be sufficient for the purpose. It is therefore considered necessary to increase the Authorized Share Capital of the Company to the extent mentioned in item no.1 of the Notice, with the consequential alterations in the Capital Clauses of the Memorandum of Association of the Company as set out in item no. 2 of the Notice.

The provisions of the Companies Act, 2013 requires the Company to seek approval of members of the Company for increase in Authorized Share Capital and for alteration of Capital Clause of the Memorandum of Association of the Company and accordingly the Board recommend the relevant resolutions for the approval of the members.

None of the Directors of the Company or key managerial personnel or their relatives is, in any way, concerned or interested in the resolutions.

ITEM NO.:3 - ALTERATION OF ARTICLES OF ASSOCIATION OF COMPANY PURSUANT TO THE COMPANIES ACT, 2013

As Authorized Share Capital of the Company is increased from Rs. 25,00,000/- divided in to 2,50,000 (Two Lac Fifty Thousand) equity shares of Rs.10/- each to Rs. 3,36,00,000 divided in to 33,60,000 (Thirty Three Lac Sixty Thousand) equity shares of Rs.10/- each, resulting to which Article no. 3 of the Articles of Association of the Company required to be altered accordingly. Further the existing Articles of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act'). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

It is thus expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013. Hence the Board of Directors at its meeting held on March 9, 2015 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders approval for the same.

In terms of Section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

Your approval is sought in terms of the provisions of inter-alia, Section 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays, between 11.00 a.m. to 6.00 p.m.

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

ITEM NO.: 4 - PREFERENTIAL ALLOTMENT OF EQUITY SHARES

The Company requires infusion of funds to augment the long-term funding needs of the Company viz., to meet working capital requirements, to support the expansion of business and for general corporate purposes, accordingly in order to finance the said fund requirement, the Company proposes to issue and allot Equity Shares on Preferential basis.

The Company is in receipt of intention from the persons and/or entities mentioned below, whereby the said persons and/or entities have expressed their desire to infuse additional capital in the Company by way of subscribing to the Equity Shares of the Company. In view of the above, the Company proposes to issue and allot upto 31,00,000 (Thirty One Lac Only) Equity shares of Rs. 10/- each at a price of Rs. 10/- per fully paid up Equity Share to following persons and/or entities on a preferential basis:

Sr. No.	Name of proposed allottees	Address	No of Equity Shares to be allotted	Category
1.	Kaushalya Buildcon Pvt. Ltd.	S-9, 1 st Floor, Okhla Industrial Area, Phase-II, New Delhi-110020	7,80,000	Promoter
2.	G.S.Poddar (H.U.F.)	E-504, Greater Kailash-II, New Delhi-110048	4,50,000	Promoter
3.	Uddhav Poddar (H.U.F.)	E-504, Greater Kailash-II, New Delhi-110048	3,50,000	Promoter
4.	Uddhav Poddar	E-504, Greater Kailash-II, New Delhi-110048	2,50,000	Promoter
5.	Bhumika Poddar	E-504, Greater Kailash-II, New Delhi-110048	1,50,000	Promoter
6.	Urban Projects & Infra Pvt. Ltd.	E-504, Greater Kailash-II, New Delhi-110048	2,20,000	Promoter
7.	KFL Infra and Logistics Pvt. Ltd.	S-9, 1 st Floor, Okhla Industrial Area, Phase-II, New Delhi-110020	1,00,000	Promoter
8.	Vaishali Dalmia	C-5, 2 nd Floor, Perfect Park Aptt., 15A, Balamurgan Nagar, Main Road, Keelkattalai, Chennai-600117 (T.N.)	1,00,000	Non Promoter
9.	Ghanshyam Dass Goel	House No. 6, Vignasha Garden, Kuniamuthur, Coimbatore-641008	1,00,000	Non Promoter
10.	Suresh Chand Jain	19-C/1, Flat No. 4, 2 nd Floor, Jeevan Jyoti Apartments, Mehrauli, New Delhi-110030	1,00,000	Non Promoter
11.	Kanishka Jain	19-C/1, Flat No. 4, 2 nd Floor, Jeevan Jyoti Apartments, Mehrauli, New Delhi-110030	1,00,000	Non Promoter

12.	Prakash Chandra Saraff (HUF)	86, Madhu Sarani, Rambagan, Searsole Rajbari, Raniganj, Dt.-Burdwan, W.B. Pin-713347	50,000	Non Promoter
13.	Vikash Saraff (HUF)	86, Madhu Sarani, Rambagan, Searsole Rajbari, Raniganj, Dt.-Burdwan, W.B. Pin-713347	50,000	Non Promoter
14.	Anupama Saraff	86, Madhu Sarani, Rambagan, Searsole Rajbari, Raniganj, Dt.-Burdwan, W.B. Pin-713347	50,000	Non Promoter
15.	Vaibhav Heavy Vehicles Ltd.	240 B, 2 nd Floor, A.J.C.Bose Road, Kolkata-700020	2,50,000	Non Promoter
TOTAL			31,00,000	

The Special Resolution contained in the Notice, have been proposed pursuant to the provisions of Section 62 of the Companies Act, 2013, in view of the fact that the Shares proposed to be issued by the Company will be offered to the persons who may or may not be the existing members of the Company.

Furthermore, under the Listing Agreement entered by the Company with the Stock Exchange(s), the Company, in the first instance is required to offer all shares to be issued for subscription, pro-rata to the existing equity shareholders, unless the shareholders decide otherwise.

The Company has neither proposed nor made any preferential issue of equity shares in terms of Section 62 of the Companies Act, 2013 or as per provisions of Section 81(1A) of the erstwhile Companies Act, 1956, during the current financial year commencing on April 01, 2014.

Accordingly, consent of the shareholders is being sought pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013, Companies (Share Capital and Debentures) Rules, 2014, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as applicable to the Company and subject to the guidelines and clarifications issued by the Government of India (the "GOI"), SEBI and in terms of the provisions of the Listing Agreement executed by the Company with the Stock Exchange(s).

The issue price of each of the Equity Shares to be issued pursuant to the Preferential Allotment is determined in accordance with provisions contained under Chapter VII of the SEBI (ICDR) Regulations, 2009.

As required under Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Regulation 73 and other applicable provisions of SEBI (ICDR) Regulations, the following disclosures are required to be made in the Explanatory Statement to the Notice of the General Meeting:

a) The Objects of the issue through preferential offer:

Your Company's business is growing and growth requires capital. Further to augment the long-term funding needs of the Company viz., to meet working capital requirements and support the expansion of business and for general corporate purposes infusion of funds is required.

b) Terms of Issue of Equity Shares on preferential basis:

1. Allotment up to 31,00,000 (Thirty One Lac) Equity shares of Rs. 10/- each at a price of Rs. 10/- (Rupees Ten) per Equity Share, out of which 23,00,000 (Twenty Three Lac) equity shares of Rs. 10/- (Rupees Ten) each on preferential basis to the promoters and 8,00,000 (Eight Lac) equity shares of Rs. 10/- (Rupees Ten) each on preferential basis to non-promoters.
2. After the Proposed allotment of the Equity Shares, the paid up Equity Share Capital will increase to Rs. 3,34,00,000/- (Rupees Three Crores Thirty Four Lac Only)
3. The Equity Shares issued as above shall rank pari-passu in all respects including with respect to dividend, with the then fully paid up Equity Shares of the Company, subject to the provisions of the Memorandum and Articles of Association of the Company.

c) The proposal of the promoters, directors or key management personnel of the issuer to subscribe to the offer:

The Equity Shares are proposed to be offered to the Promoter & Promoter Group of the Company, who intends to subscribe to the offer. Post allotment, the shareholding of Promoter & Promoter Group in the Company will be 74.12% of the post issue paid-up Equity Share capital of the Company.

d) The shareholding pattern of the issuer Company before and after the preferential issue;

The shareholding pattern before and after the proposed preferential issue:

SHAREHOLDING PATTERN OF THE COMPANY BEFORE AND AFTER PROPOSED ISSUE OF EQUITY SHARES					
S. No.	Class of Shareholders	Before the Proposed Issue*		After the Proposed Issue*	
		No. of Shares	%	No. of Shares	%
A	Promoters' Holding				
1.	Indian:				
	Individual	1,75,500	73.13	5,75,500	17.23
	Bodies corporate (Including HUF)	0	0	19,00,000	56.89
	Sub Total	1,75,500	73.13	24,75,500	74.12
2.	Foreign Promoters'	0	0	0	0
	Sub Total (A)	1,75,500	73.13	24,75,500	74.12

B	Non- Promoters Holdings:				
1.	Institutional Investors	0	0	0	0
2.	Non-Institution:				
	Private Corporate Bodies	0	0	2,50,000	7.48
	Directors and Relatives**	-	-	-	-
	Others (Including NRIs)	64,500	26.88	6,14,500	18.40
	Sub Total (B)	64,500	26.88	8,64,500	25.88
	GRAND TOTAL	2,40,000	100	33,40,000	100

*The above shareholding is based on the shareholding pattern as on 31st December, 2014 and new proposed issue of Equity Shares of the face value Rs.10/- each.

Directors and relatives are not shown separately as they are covered in **Indian Individual Promoter heading.

e) Proposed time within which allotment will be completed:

The Company will complete the allotment of Equity Shares within a period of 15 days from the date of passing of the special resolution by the shareholders or where the allotment on preferential basis requires any approval by any regulatory authority or Central Government, the allotment of Equity Shares will be completed within 15 days from the date of such approval or such other extended period as may be permitted under the SEBI (ICDR) Regulations.

f) Identity of the proposed allottees of the issue and the percentage of post preferential issue capital that may be held by them :

1.) Identity of the proposed allottees and the percentage of post preferential issue capital that may be held by them:

Identity of proposed allottees	Category	Pre-issue holding	No. of shares to be allotted	*Post Issue Holding (%)
Kaushalya Buildcon Pvt. Ltd.	Promoter Group	Nil	780000	23.35
G.S.Poddar (H.U.F.)	Promoter Group	Nil	450000	13.47
Uddhav Poddar (H.U.F.)	Promoter Group	Nil	350000	10.48
Uddhav Poddar	Promoter	86850	250000	10.08
Bhumika Poddar	Promoter	23000	150000	5.18

Urban Projects & Infra Pvt. Ltd.	Promoter Group	Nil	220000	6.59
KFL Infra and Logistics Pvt. Ltd.	Promoter Group	Nil	100000	2.99
Vaishali Dalmia	Non Promoter	Nil	100000	2.99
Ghanshyam Dass Goel	Non Promoter	Nil	100000	2.99
Suresh Chand Jain	Non Promoter	Nil	100000	2.99
Kanishka Jain	Non Promoter	Nil	100000	2.99
Prakash Chandra Saraff (HUF)	Non Promoter	Nil	50000	1.50
Vikash Saraff (HUF)	Non Promoter	Nil	50000	1.50
Anupama Saraff	Non Promoter	Nil	50000	1.50
Vaibhav Heavy Vehicles Ltd.	Non Promoter	Nil	250000	7.49
Total			3100000	96.09

*The above post-issue shareholding pattern assumes that all investors (Promoters and Non-promoter) will participate in the preferential issue to the full extent proposed in present resolution.

2.) Particulars of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees:

Sl. No	Name, PAN and address of the proposed Allottees	Identity of the natural person who is the ultimate beneficial owner
1.	Urban Projects & Infra Pvt. Ltd. CIN: U74300DL1999PTC099684 PAN: AABCI0185L Address: E-504, Greater Kailash-II, New Delhi-110048	UDDHAV PODDAR
2.	Kaushalya Buildcon Pvt. Ltd. CIN: U45400DL2007PTC167397 PAN: AADCK2052L Address : S-9, 1 st Floor, Okhla Industrial Area, Phase-II, New Delhi-110020	BHUMIKA PODDAR

3.	KFL Infra and Logistics Pvt. Ltd. CIN: U63000DL1995PTC064838 PAN: AAACK3751H Address: S-9, 1 st Floor, Okhla Industrial Area, Phase-II, New Delhi-110020	GAURI SHANKAR PODDAR
4.	Vaibhav Heavy Vehicles Ltd. CIN: L34101WB1985PLC038709 PAN: AABCV0015G Address: 240 B, 2 nd Floor, A.J.C. Bose Road, Kolkata-700020	ALOK KUMAR YADUKA
5.	G.S. Poddar (H.U.F.) PAN: AADHG1344L Address : E-504, Greater Kailash-II, New Delhi-110048	G.S. PODDAR
6.	Uddhav Poddar (H.U.F) PAN: AAHU6383A Address : E-504, Greater Kailash-II, New Delhi-110048	UDDHAV PODDAR
7.	Prakash Chandra Saraff (H.U.F) PAN: AAGHP6317P Address: 86, Madhu Sarani, Rambagan, Searsole Rajbari, Raniganj, Dt.-Burdwan, W.B.-713347	PRAKASH CHANDRA SARAFF
8.	Vikas Saraff (H.U.F.) PAN: AAGHV7074K Address: 86, Madhu Sarani, Rambagan, Searsole Rajbari, Raniganj, Dt.-Burdwan, W.B.-713347	VIKAS SARAFF

g) Change in Control:

After the above proposed allotment, there will be no change in the control/ management of the Company.

h) Lock In Requirement:

The Equity Shares to be allotted on preferential basis shall be subject to lock in as per the Regulation 78 of SEBI (ICDR) Regulations, 2009. Accordingly, (i) the Issued Shares in respect of non-promoters holding shall be locked-in for a period of one year and (ii) the Issued Shares in respect of promoters holding shall be locked-in for a period of three years from the date of trading approval granted by the Stock Exchange where the shares of the Company are listed. Provided more than 20% of the Total Capital cannot be locked –in for three years. Therefore, in excess of 20% shall be locked-in for one year. In addition, the entire pre-preferential shareholding of the allottee(s) of the preferential issue shall be locked-in from the Relevant Date upto a period of six months from the date of grant of trading approval.

i) Terms of payment:

The entire consideration against the allotment of the Equity Shares shall be received by the Company from the allottees before the said allotment.

If any of the proposed allottees fails to bring in the required consideration upon demand and within the specified time as notified by the Company, the Board shall be under no obligation whatsoever to issue and allot any shares to such proposed allottee. In such an event the total proposed allotment under preferential basis would undergo a downward revision and the percentages and calculations as stated in point nos. 'd.' and 'f.' above would undergo consequent changes.

I) Auditors' Certificate:

M/s. **Saluja & Associates**, Chartered Accountants, the Statutory Auditors of the Company have certified that the preferential issue of Issued Share is being made in accordance with the requirements contained in SEBI (ICDR) Regulations. A copy of the certificate of the Statutory Auditor shall be placed on the website of the Company and will be available for inspection at the Registered Office of the Company.

J) Relevant Date:

Relevant Date for the purpose of Preferential Issue is the date 30 days prior to the date passing of resolution through postal ballot. The "Relevant Date" as per SEBI (ICDR) Regulations for determining the minimum price for the offer, issue and allotment of the Issued Shares is March 24, 2015, which is the day 30 days prior to the date of passing of resolution i.e. April 23, 2015.

K) Pricing:

The price of each equity share to be issued will be calculated in accordance with the provisions of Regulation 76A of Chapter VII of the SEBI ICDR Regulations. As per Regulation 76A of SEBI (ICDR) Regulations, Where the shares are not frequently traded, the price determined by the issuer shall take into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.

Therefore, the minimum price of the share has been calculated on the basis of fair value method consisting of average of the Book Value Method, Earning per Share Method and Return on Net worth Method. The pricing certificate and Certificate for compliance of Regulation 76A has been obtained from M/s. **Saluja & Associates**, Chartered Accountants in practice having an experience of more than ten years as required under Regulation 76A is placed on the website of the Company and is open for inspection of the Members.

L) Undertaking to re-compute the price:

The issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provision of SEBI (ICDR) Regulations, as amended thereof where it is required to do so.

The issuer Company also undertakes that if the amount payable on account of the re-computation of price if not paid within the time stipulated in these regulations, the specified Equity Shares shall continue to be lock-in till the time such amount is paid by the allottee(s).

M) Report of registered valuer:

No report of registered valuer is required for the offer, issue and allotment of the Issued Shares under the provisions of first proviso to Rule 13(1) of the Companies (Share Capital and Debenture) Rules, 2014.

The Company confirms that the proposed preferential allotment is in compliance with the conditions of continuous listing. The special resolution, if passed, will have the effect of allowing the Board to issue and allot the Equity Shares otherwise than on pro rata basis to the existing shareholders.

Section 62 of the Companies Act, 2013 provides inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, etc., such further shares shall be offered to the existing shareholders of the Company in the manner laid down in the Section unless the shareholders decide otherwise by passing a special resolution. Therefore, consent of the shareholders by way of special resolution is being sought pursuant to the provisions of Sections 42

& 62 and all other applicable provisions of the Companies Act, 2013 and in terms of the provisions of the SEBI (ICDR) Regulations 2009 and the listing agreements executed by the Company with the Stock Exchange where the Company's shares are listed.

The members are, therefore, requested to accord their approval authorizing the Board of Directors for proceeding with the proposed private placement/ preferential issue as set out in the resolution.

Except Mr. Uddhav Poddar, Mr. G.S. Poddar and their relatives, none of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

ITEM NO. 5. TO APPOINT MR. BISHNU KUMAR AGARWAL AS AN INDEPENDENT DIRECTOR IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors which came into effect from April 1, 2014, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Bishnu Kumar Agarwal , being eligible, offers himself for appointment, and is proposed to be appointed as Independent Director for a term of 5 (Five) years.

Brief Resume of Mr. Bishnu Kumar Agarwal is as under:

Name:	Bishnu Kumar Agarwal
DIN	01605621
Age	52 Years
Qualification	Commerce Graduate
Experience	More than 20 Years
Name of the other Companies in which Directorship held	Kaushalya Buildcon Private Limited
Name of the Public Companies Other than Uddhav Properties Limited in which Committee Membership held (as per Clause 49 of the Listing Agreement)	None
Shareholding in the Company	Nil

The Board of directors therefore, recommends the resolution for appointment of Mr. Bishnu Kumar Agarwal, as an Independent Director of the Company for approval of the members by passing the Ordinary resolution.

Except Mr. Bishnu Kumar Agarwal, being an appointee none of Director and Key Managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution as set out in Item no. 5.

ITEM NO. 6. TO APPOINT MR. VARUN ASHOK GULIANI AS AN INDEPENDENT DIRECTOR IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors which came into effect from April 1, 2014, the Independent Director shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Varun Ashok Guliani , being eligible, offers himself for appointment, and is proposed to be appointed as Independent Director for a term of 5 (Five) years.

Brief Resume of Mr. Varun Ashok Guliani is as under:

Name:	Varun Ashok Guliani
DIN	00127782
Age	34 Years
Qualification	Graduate
Experience	More than 12 Years
Name of the other Companies in which Directorship held	<ol style="list-style-type: none"> 1. Radiance Infracon and Developers Pvt. Ltd. 2. RKV Stage Management Services Pvt. Ltd. 3. V H Inframed Solutions Pvt. Ltd. 4. Skyline Engineering Contracts (India) Pvt. Ltd. 5. Skyline International Services (Pvt.) Ltd.
Name of the Public Companies Other than Uddhav Properties Limited in which Committee Membership held (as per Clause 49 of the Listing Agreement)	None
Shareholding in the Company	Nil

The Board of directors therefore, recommends the resolution for appointment of Mr. Varun Ashok Guliani, as an Independent Director of the Company for approval of the members by passing the Ordinary resolution.

Except Mr. Varun Ashok Guliani , being an appointee none of Director and Key Managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution as set out in Item no. 6.

ITEM NO. 7. TO APPOINT MR. UDDHAV PODDAR AS MANAGING DIRECTOR OF THE COMPANY

The Board of Directors of the Company in its meeting held on 9th March, 2015 has appointed Mr. Uddhav Poddar as Managing Director for a period of 5 (Five) years commencing from March 9, 2015.

Terms and Conditions:

- (i) The Managing Director will perform his duties as such with regard to all work of the Company and he will manage & attend to such business and carry out the orders and direction given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may be given.
- (ii) He shall act in accordance with the Article of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (iii) He shall also adhere to the Company's Code of Business Conduct & ethics for Directors and Key Management Personnel.
- (iv) He shall satisfy all the conditions set out under Section 196 and Schedule V of the Act.

(v) He shall hold office for five years. However, the Board as well as the proposed Managing Director would be free to terminate the office before the said period upon giving reasonable explanations to the effect. The Board shall be obligated to conduct a thorough enquiry and give the proposed Managing Director a reasonable opportunity of being heard prior to termination of his office.

(vi) He shall not be liable to retire by rotation.

Brief Resume of Mr. Uddhav Poddar is as under:

Name:	Uddhav Poddar
DIN	00886181
Age	34 Years
Qualification	Commerce Graduate from Delhi University
Experience	More than 15 Years
Name of the other Companies in which Directorship held	1. URBAN PROJECTS & INFRA PRIVATE LIMITED 2. ANUBHAV MINERALS PVT LTD
Name of the Public Companies Other than Uddhav Properties Limited in which Committee Membership held (as per Clause 49 of the Listing Agreement)	None
Shareholding in the Company	86,850 Equity Shares (36.19%)

The above briefs may be treated as a written memorandum setting out the terms of appointment of Mr. Uddhav Poddar as Managing Director of the Company. The Board recommends the said resolution for Member's approval by way of an ordinary Resolution.

Except Mr. Uddhav Poddar, none of the Directors, Key Managerial personnel of the Company and their relatives is in any way, concerned or interested in the resolution.

ITEM NO. 8. - TO GIVE LOAN / GUARANTEE OR TO PROVIDE SECURITY IN CONNECTION WITH THE LOAN MADE TO ANY PERSON OR OTHER BODY CORPORATE OR TO MAKE INVESTMENT UNDER SECTION 186 OF THE COMPANIES ACT, 2013

As per the provisions of section 186 read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013, no Company shall directly or indirectly, without prior approval by means of special resolution passed by way of postal ballot, give any loan to any person or other body corporate, give any guarantee or provide any security in connection with a loan to any person or other body corporate and acquire by way of subscription, purchase or otherwise the securities of any person or other body corporate exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. In order to support its business activities, the Company may be required to give loans / guarantee and / or provide security in connection with a loan to any person or other body corporate and to make investment or acquire by way of subscription, purchase or otherwise the securities of any person or other body corporate in excess of the limits prescribed under the Companies Act, 2013 and rules made thereunder. It is therefore necessary to obtain approval of the shareholders by means of a Special Resolution, authorizing the Board to exercise aforesaid powers, up to maximum amount of Rs. 10 Crores (Rupees Ten Crores only) outstanding at any point of time notwithstanding that the aggregate amount of all the loans / guarantees / securities / investments so far made together with the proposed loans / guarantees / securities / investments to be made, exceeds the prescribed limits under the Companies Act, 2013. The Board of Directors of your Company accordingly recommends

the Resolution as set out in Item No. 8 of the accompanying Notice for the approval of members of the Company as Special Resolution.

None of the Directors, key managerial personnel of the Company or their relatives are in any way, concerned or interested financially or otherwise in the resolution except to the extent of their shareholding, if any.

**By order of the Board of Directors
For Uddhav Properties Limited**

Place: New Delhi
Dated: March 9, 2015

**Sd/-
Gauri Shankar Poddar
Director
DIN: 00917730
Address: E-504, Greater
Kailash-II, New Delhi
110048**