

LADAM AFFORDABLE HOUSING LIMITED

CIN: L65990MH1979PLC021923

Regd. Office: C-33, Ladam House, ITI, Wagle Industrial Estate, Thane West-400604.

Tel: 022-71191000/001 E-mail : compliances@ladam.in Website: www.ladamaffordablehousing.com

NOTICE OF POSTAL BALLOT

Dear Member(s),

NOTICE of Postal Ballot is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration), Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Secretarial Standards-2 (SS-2), to transact the following special businesses by passing the ordinary/special resolution set out below through Postal Ballot including voting through electronic means.

The Company is desirous of seeking your consent to the proposal contained in the Resolutions set out below. A statement under Section 102 of the Companies Act, 2013, giving all material facts and the reasons for the Resolutions is also annexed.

The Board of Directors, by circular resolution on 18th December, 2018, has appointed Mr. Pratik Kalsariya & Co., Company Secretaries, as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

You are requested to read carefully the instructions given in the Postal Ballot Form and Postal Ballot Notice and vote either for or against the Resolutions and return the said Form duly completed and signed, in the postage prepaid self-addressed envelope so as to reach the Company not later than 5:00 p.m. on 3rd February, 2019.

E-voting Option

In accordance with the provisions of Section 110 of the Companies Act, 2013 read with the applicable rules of Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to offer e-voting facility also as an alternate for our members which would enable you to cast your votes electronically, instead of physical Postal Ballot Form. E-voting is optional and all the members (whether holding share in demat form or physical form) may vote either by completing and dispatching the postal ballot form by post or by e-voting. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility to all its members. Please read carefully and follow the instructions on e-voting printed in this Postal Ballot Notice.

The Scrutinizer will submit his report to the Chairman or any other Director of the Company as authorised by the Board, upon completion of scrutiny of postal ballots in a fair and transparent manner and the result of the postal ballot/e-voting will be announced on or before 6th February, 2019 at the Registered Office of the Company. The result of the postal ballot/e-voting will also be posted on the Company's

website <http://www.ladamaffordablehousing.com> and communicated to the Bombay Stock Exchange Limited (BSE). The date of announcement of result of postal ballot/ e-voting shall be taken to be the date of passing of the resolution.

Item of businesses requiring consent of shareholders through Postal Ballot/ e-voting:

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 139(8) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. D. P. Sarda & Co., Chartered Accountants (Firm Registration No. 117227W) having office at Nagpur be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. H. J. Mehta & Associates, Chartered Accountants, Mumbai (Firm Registration No. 114373W).

RESOLVED FURTHER THAT M/s. D. P. Sarda & Co., Chartered Accountants (Firm Registration No. 117227W) shall be entitled to hold the office of the Statutory Auditors of the Company upto the conclusion of Annual General Meeting pertaining to financial year 2018-19 on such remuneration and out of pocket expenses as may be fixed by the Board of Directors in consultation with them.

RESOLVED FURTHER THAT Mr. Sumesh Aggarwal and Mr. Jayaprasad Pillai - Directors of the Company be and are hereby empowered & authorized individually to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution”

FOR LADAM AFFORDABLE HOUSING LIMITED

Sd/-
MOHINI BUDHWANI
COMPANY SECRETARY
MEMBERSHIP NO: A49186

Place : Thane

Date : December 18, 2018

Regd. Office:

LADAM AFFORDABLE HOUSING LIMITED

**C-33, Ladam House, ITI, Wagle Industrial Estate,
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No:1

M/s. H. J. Mehta & Associates, Chartered Accountants, Mumbai (Firm Registration No. 114373W) have tendered their resignation from the position of Statutory Auditors, resulting into a casual vacancy in the office of statutory auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013.

As per Section 139(8) of the Companies Act, 2013, the casual vacancy caused by the resignation of Auditors can be filled by the Board within thirty days which is subject to the approval of members within three months of the recommendation of the Board and such auditor shall hold office till the conclusion of the next Annual General Meeting.

Based on the recommendation of the Audit Committee, the Board vide its Board Meeting dated November 12, 2018 proposes and recommends that M/s. D P Sarda & Co., Chartered Accountants (Firm Registration No. 117227W), be appointed as the Statutory Auditors of the Company to fill the Casual vacancy caused by the resignation of M/s. H. J. Mehta & Associates, Chartered Accountants (Firm Registration No. 114373W) who shall hold office upto the conclusion of Annual General Meeting pertaining to financial year 2018-19.

M/s. D P Sarda & Co., Chartered Accountants (Firm Registration No. 117227W) have conveyed their consent for the appointment as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the Members, would be within the limits prescribed under the Companies Act, 2013.

The Board of Directors recommend the resolution for the approval of members of the Company as an Ordinary Resolution.

None of the Directors/Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any.

FOR LADAM AFFORDABLE HOUSING LIMITED

Sd/-
MOHINI BUDHWANI
COMPANY SECRETARY
MEMBERSHIP NO: A49186

Place : Thane

Date : December 18, 2018

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NOTES:

1. A statement pursuant to Sections 102 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. Relevant documents referred to in the accompanying Notice and the explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public Holidays.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members / Record of Depositories as on 28th December, 2018. After the dispatch of the Notice, it shall also be displayed on the website of the Company (www.ladamaffordablehousing.com) and on the website of M/s. Purva Sharegistry (India) Pvt. Ltd (RTA) (<http://www.purvashare.com>).
4. In compliance with the provisions of Section 110 of the Companies Act, 2013 and the Rules issued thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members are being provided with the facility to cast their vote by electronic means through the e-voting platform provided by M/s. Purva Sharegistry (India) Pvt. Ltd (RTA). The process for electronic voting is attached herewith.
5. Electronic copy of the Postal Ballot Notice of the Company along with its Annexures is being sent to the members who have registered their email ids with the Company/Depository Participant(s). For members who have not registered their email ids, physical copies of the aforementioned documents are being sent in the permitted mode.
6. A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a member casts vote by both modes, then voting done through e-voting shall prevail and the Ballot form shall be treated as invalid.
7. In case of any queries, you may contact the Company at compliances@ladam.in contact the R&TA, M/s. Purva Sharegistry (India) Pvt. Ltd (RTA), at support@purvashare.com or at the following address: C-33, Ladam House, ITI, Wagle Industrial Estate, Thane West-400604.

INSTRUCTIONS

Pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), assent or dissent of the Shareholders in respect of the Resolutions contained in the Postal Ballot Notice is being sought through postal ballot process.

All the Equity Shares of the Company are presently held in physical form as well as demat form. The shareholder(s) can opt only one mode of voting, i.e. either by e-voting or physical mode. If you are opting for e-voting, then do not vote by physical postal ballot and vice versa. However, in

case shareholders cast their vote by physical ballot and e-voting, then voting done through e-voting will prevail and voting done through physical ballot will be treated as invalid.

The instructions for e-voting are as under:

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members a facility to exercise their right to vote on business proposed to be transacted by postal ballot by electronic means and the business may be transacted through e-voting services. The facility of casting votes by the members using an electronic voting system from ("remote e-voting) will be provided by Central Depository Services (India) Limited (CDSL).

- I. The facility for voting through the postal ballot form is made available to the members of the Company.
- II. The members who have cast their vote by remote e-voting shall not be entitled to cast their vote again.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 5th January, 2019 at 09.00 a.m. and ends on, 3rd February, 2019 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of, 28th December, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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 (iv) |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant "Ladam Affordable Housing Limited" on which you choose to vote.
- (xii) 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.

- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.

(xviii) 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 Corporates.
- 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 a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.

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

Other Instructions

1. The Voting rights of members shall be in proportion to their share of the paid-up share capital of the Company as on 28th December, 2018.
2. Mr Pratik Kalsariya has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
3. 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.

FOR LADAM AFFORDABLE HOUSING LIMITED

Sd/-
MOHINI BUDHWANI
COMPANY SECRETARY
MEMBERSHIP NO: A49186

Place : Thane

Date : December 18, 2018

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