PODDAR HOUSING AND DEVELOPMENT LIMITED

September 07, 2022

To, **BSE Limited** Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Scrip Code – 523628	To, **The National Stock Exchange of India,** Exchange Plaza, 5th Floor, Plot no. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 Scrip Symbol - PODDARHOUS

Dear Sir(s),

SUB: NOTICE OF THE 40TH ANNUAL GENERAL MEETING OF THE COMPANY FOR THE FINANCIAL YEAR 2021-22.

The 40th Annual General Meeting ("AGM") of the Company will be held on Thursday, 29th September, 2022 at 03.00 PM. through Video Conference / Other Audio Visual Means in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India. Pursuant to Regulation 34(1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we are submitting herewith the Notice of AGM for the financial year 2021-22 which is being sent through electronic mode to the Members.

The Notice is also uploaded on the Company's website:
https://www.poddarhousing.com/agm_egm_notice.php.

Kindly take the same on your record.

Thanking you.

Yours faithfully,
For, **Poddar Housing and Development Limited**

Vimal Tank
Digitally signed by Vimal Tank
Date: 2022.09.08 14:07:18 +05'30'

Vimal Tank
Company Secretary

NOTICE OF THE 40TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 40th (FORTIETH) Annual General Meeting of the Members of PODDAR HOUSING AND DEVELOPMENT LIMITED will be held on Thursday, 29th September, 2022 at 03.00 PM. through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), to transact of the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 together with the Report of the Board of Directors and Auditors thereon.

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the report of the Auditors thereon.

3. To appoint a Director in place of Mr. Dilip J Thakkar (DIN 00007339), who retires by rotation and has not offer himself for the reappointment.

4. To re-appoint M/s. Bansal Bansal & Co, Chartered Accountants as Statutory Auditors and fix their remuneration.

   To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactments thereof for the time being in force) read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and applicable regulation of Securities Exchange Board of India(Listing Obligiation and Disclosures Requirment) Regulation 2015 (including any statutory modification or re-enactment thereof for the time being in force and pursuant to the recommendation of the Audit Committee and the board of directors of the company, M/s. Bansal Bansal & Co, Chartered Accountants , Mumbai (Firm Registration No. 100986W), be and is hereby re-appointed as the Statutory Auditors of the Company to hold office for a second term of five consecutive years from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 45th AGM to be held in the year 2027, at a remuneration of Rs. 18,00,000/¬ (Rupees Eighteen Lakhs only) plus applicable taxes and reimbursement of out of pocket expenses, for the financial year ended March 31, 2023, and the Board of Directors be and is hereby further authorized to finalize the terms and conditions of re-appointment, including remuneration of the Statutory Auditor for the remaining period, based on the recommendation of the Audit Committee

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution

SPECIAL BUSINESS:

5. To Re-appoint and Remunerate Mr. Dipak Kumar Poddar (DIN 00001250) as Whole Time Director designated as Executive Chairman of the Company for a further period of 3 years.

   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 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligation and Disclosure Requirements), 2015 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members of the Company be and is hereby accorded to the reappointment of Mr. Dipak Kumar Poddar as Whole Time Director designated as Executive Chairman of the Company for a further period of 3 years upon the terms and subject to the conditions as set out hereunder, with further liberty to the Board of Directors of the Company to alter and vary the said terms and conditions, in such manner as may be agreed to between the Directors and Mr. Dipak Kumar Poddar but subject to the provisions contained in Schedule V to the Companies Act, 2013, as amended from time to time.

   RESOLVED FURTHER THAT pursuant to the provisions of Sections 197, 198 of the Companies Act, 2013 ("Act"), Schedule V thereto and other applicable provisions of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other applicable law for the time being in force (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of members of the Company

be and is hereby accorded to pay remuneration to Mr. Dipak Kumar Poddar over and above the limits prescribed under Section 197 of the Act and in accordance with Schedule V to the Act notwithstanding any deficiency in profits upto such amount as may be determined by the Board of Directors of the Company or any committee constituted by the Board of Directors (collectively "Board").

RESOLVED THAT Pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V, 198 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and of the Board, approval of members be and is hereby accorded for payment of remuneration to Mr. Dipak Kumar Poddar [DIN: 00001250], Executive Chairman of the Company, on the terms and conditions including revised remuneration as mentioned below:

1. Salary:

Rs. 3,50,000/- (Rupees Three Lakhs Fifty Thousand only) per month, with such annual increments / increases as may be decided by the Board of Directors from time to time.

Perquisites:

(i) Company's contribution to Provident Fund to the extent these either singly or put together are not taxable under the Income Tax Act.

(ii) Gratuity as per the Company policy subjected to maximum of permissible limit allowed under Payment of Gratuity Act.

(iii) House Rent Allowance (including maintenance charges): 20% of salary

(iv) Expenses on Gas, Electricity, Property Tax, Water and Furnishing subject to a ceiling of 10% of the salary.

(v) Reimbursement of medical expenses incurred by himself and his family subject to a ceiling of one month's salary in a year or three month's salary over a period of 3 years.

(vi) Reimbursement of actual traveling expenses for proceeding on leave to any place in India and return therefrom once in a year in respect of himself and his family.

(vii) Reimbursement of fees of clubs' subject to a maximum of two clubs. These will not include admission and life membership fees.

(viii) Free use of Companies car for official as well as for private purposes.

(ix) Reimbursement of telephone expenses. However, personal long distance calls shall be billed by the Company to the Executive Chairman.

(x) One month's earned leave with full pay and allowances in a year which may be accumulated for three months. Encashment of un-availed leave will be permitted.

(xi) Cost of insurance cover against the risk of any financial liability or loss because of any error of judgment, as may be approved by the Board of Directors from time to time.

(xii) Reimbursement of entertainment expenses incurred in the course of business of the Company.

(xiii) Subject to any statutory ceiling/s, the Executive Chairman may be given any other allowances, perquisites, benefits and facilities as Board of Directors from time to time may decide.

Perquisites shall be valued, subject to overall ceiling of remuneration stipulated in sections 2(78) and 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT in the event of absence or inadequacy of net profits in any financial year, the remuneration payable to the Executive Chairman shall be governed by section II of part II of Schedule V to the Companies Act, or any statutory modification thereof

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions from time to time as it may, in its discretion, deem fit and within the maximum amount payable to the Executive Chairman in accordance with the provisions of the Companies Act, 2013 or any amendments made therein or with the approval of the Central Government, if required.

RESOLVED FURTHER THAT Mr. Dipak Kumar Poddar shall be liable to retire by rotation"

6. To ratify the Remuneration of Cost Auditors for the Financial Year 2022-23

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to provisions of Section 148 and other applicable provisions, if any, of The Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee, the payment of the remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) plus applicable Tax and reimbursement of out of pocket expenses at actual to M/s V.J Talati and Co., Cost Accountants (Firm Registration No. R00213) who were appointed by the Board of Directors of the Company, as the "Cost Auditors" to conduct the audit of the cost records maintained by the Company for Financial Year ending on March 31, 2023, be and

is hereby ratified and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By order of the Board
Poddar Housing and Development Limited

Place: Mumbai
Date: 12th August, 2022

Vimal Tank
Company Secretary

REGD. OFF:
Unit No. 3-5, Neeru Silk Mills,
Mathurdas Mills, Compound, 126,
N. M. Joshi Marg, Lower Parel (W),
Mumbai 400013.
TEL: 02266164444
FAX: 02266164409
EMAIL: cs.team@poddarhousing.com
WEB: www.poddarhousing.com
CIN: L51909MH1982PLC143066

NOTES:

1) In view of the ongoing threat posed by the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021 and 2/2022 dated May 5, 2022 (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular nos. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/ CFD/CMD2/CIRP/P/2022/62 dated May 13, 2022 ('SEBI Circulars') has permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with these MCA and SEBI Circulars, applicable provisions of the Act (including any statutory modifications or re-enactments thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the 40TH AGM of the Company is being conducted through VC/ OAVM on Thursday, 29th September, 2022 at 03.00 P.M. The deemed venue for the 40th AGM shall be the Registered Office of the Company at Unit N0.3-5, Neeru Silk Mills, Mathurdas Mills, Compound, 126, N. M. Joshi Marg, Lower Parel (W), Mumbai 400013.

2) A Statement pursuant to Section 102(1) of the Act, ("Explanatory Statement") relating to the Special Businesses to be transacted at the Meeting is annexed hereto.

3) Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.

4) Institutional Investors and Corporate Members are encouraged to attend and vote at the 40th AGM through VC/ OAVM facility. Institutional investors and corporate Members (i.e other than individuals, HUF's, NRI's etc.) intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC/ OAVM or to vote through remote e-voting are requested to log on the e-voting system of LIIPL at https://instavote.linkintime.co.in and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

5) To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.

6) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

7) Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8) In line with the General Circulars No. 20/2020 dated May 5, 2020 and No. 02/2021 dated January 13, 2021, issued by the MCA and the SEBI Circulars, Notice of the AGM along with the Integrated Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories/RTA, unless any Member has requested for a physical copy of the same. The Notice of AGM and Annual Report 2021-22 are available on the Company's website viz. https://www.poddarhousing.com/annual_report.php and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also available on the website of our RTA at https://instavote.linkintime.co.in/

9) Shareholders desiring any information relating to the accounts or desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at least 7 days prior to the date of Annual General Meeting or at an early date so as to enable the Management to keep the information ready.

10) Notice is also given under Section 91 of the Act read with Regulation 42 of the Listing Regulations, that the Register of Members and the Share Transfer Book of the Company will remain closed from Thursday, September 22, 2022 to Thursday September 29, 2022 (both days inclusive).

11) The Company has designated an e-mail id i.e. cs.team@poddarhousing.com to redress Members complaints/ grievances. In case you have any queries/ complaints or grievances, then please write to us at cs.team@poddarhousing.com.

12) Share transfer documents and all correspondence relating thereto, should be addressed to Link Intime India Private Limited ("Link Intime"), RTA of the Company, at C-101, 247 Park, 1st Floor L.B.S. Marg, Vikhroli (West), Mumbai - 400 083 or at their designated email id i.e. rnt.helpdesk@linkintime.co.in.

13) In accordance with the provisions of Sections 124, 125 and other applicable provisions, if any, of the Act, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as "IEPF Rules") (including any statutory modification(s) or reenactment(s) thereof for

the time being in force), the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account, is required to be transferred to the IEPF, maintained by the Central Government. In pursuance of this, the dividend remaining unclaimed have been transferred to the IEPF. Investors can claim the unpaid dividend/shares so transferred to IEPF by filling From IEPF 5.

14) Pursuant to provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on 30th September, 2021 (date of the last Annual General Meeting) on the website of the Company (www.poddarhousing.com) as also on the website of the Ministry of Corporate Affairs (www.mca.gov.in).

15) Dividends declared during the Financial Year 2014-15 and thereafter which remain unpaid or unclaimed for a period of 7 years from the date they became due for payment will be transferred by the Company to IEPF. Members who have not yet encashed their dividend warrants declared during the Financial Year 2014-15 onwards and seek revalidation of their warrants are requested to write to Company's Registrars without any delay.

16) SEBI has recently mandated furnishing of Permanent Account Number (PAN), KYC details (i.e. Postal Address with pin code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from January 01, 2022, any service requests or complaints received from the Member will not be processed by RTA till the aforesaid details/documents are provided to RTA. On or after April 01, 2023, in case any of the above cited documents/details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s).

17) Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/ mobile numbers, PAN, mandates, nominations, power of attorney, to their DP in case the shares are held by them in dematerialized form and to Link Intime in case the shares are held by them in physical form.

18) Pursuant to Section 72 of the Act, Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH-13, to the RTA of the Company. Further, Members desirous of cancelling/varying nomination are requested to send their requests in Form ISR-3 or Form No. SH-14 as the case may be, to the RTA of the Company. These forms will be made available on request, the format of which is available on the website of the Company i.e. https://www.poddarhousing.com/investor_relation.php

19) E-Voting:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulation 2015, the Company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by InstaVote Platform.

A member may exercise his votes at any General Meeting by electronic means and Company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015.

During the e-voting period, members of the Company holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Thursday, September 22, 2022 may cast their votes electronically.

The remote e-voting period commences at 9.00 am on Sunday, September 25, 2022 and ends at 5.00 pm on September 28, 2022. Additionally, e-voting during AGM shall also be available. The e-voting module shall be disabled for voting thereafter.

Once the vote on a resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently.

A copy of this notice has been placed on the website of the Company.

Mr. Dinesh Kumar Deora, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. Members may get the login ID & password for E-voting by writing e-mail to cs.team@poddarhousing.com to cast their vote.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of RTA immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE and NSE.

Information and other instructions relating to e-voting & are as under: (As per instructions received from RTA)

Remote e-Voting instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL

Existing IDeAS user can visit the e-Services website of NSDL viz... https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login"" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com **Select «Register Online for IDeAS Portal» or click at** https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com **either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon «Login» which is available under ‹Shareholder/Member› section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME** and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Individual Shareholders holding securities in demat mode with CDSL

Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com **and click on New System Myeasi.**

After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.

Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com **home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.**

Individual Shareholders (holding securities in demat mode) login through their depository participants You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

Open the internet browser and launch the URL: https://instavote.linkintime.co.in

Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

▸ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter).

▸ Click "confirm" (Your password is now generated).

Click on 'Login' under 'SHARE HOLDER' tab.

Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

After successful login, you will be able to see the notification for e-voting. Select 'View' icon.

E-voting page will appear.

Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

After selecting the desired option i.e. Favour / Against, click on

'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at https://instavote.linkintime.co.in and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in

o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'

o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: https://instameet.linkintime.co.in

- Select the "Company" and 'Event Date' and register with your following details: -
  - A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No
    - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
    - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
    - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
  - B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/

    Company shall use the sequence number provided to you, if applicable.
  - C. Mobile No.: Enter your mobile number.
  - D. Email ID: Enter your email id, as recorded with your DP/Company.
- Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet

Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company at cs.team@poddarhousing.com

Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.

Shareholders will receive "speaking serial number" once they mark attendance for the meeting.

Other shareholder may ask questions to the panelist, via active chat-board during the meeting.

Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

On the Shareholders VC page, click on the link for e-Voting "Cast your vote"

Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.

After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.

Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Annexure

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

Please download and install the Webex application by clicking on the link https://www.webex.com/downloads.html/

Explanatory Statement under Section 102 of the Companies Act, 2013 read with Schedule V thereto;

Item No. 4 of the Notice

The Members at the Thirty Fifth Annual General Meeting ('AGM') of the Company held on 17th August, 2017, had approved appointment M/s. Bansal Bansal & Co, Chartered Accountants (Firm Registration No. 100986W), as the Statutory Auditors of the Company to hold office from the conclusion of the Thirty Fifth AGM till the conclusion of the Fortieth AGM of the Company to be held in the year 2022. After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company ('Board') has, based on the recommendation of the Audit Committee, proposed the reappointment of M/s. Bansal Bansal & Co, Chartered Accountants as the Statutory Auditors of the Company, for the second consecutive term of five years from the conclusion of Fortieth AGM till the conclusion of Forty Fifth AGM of the Company to be held in the year 2027. They have

consented to their appointment as the Statutory Auditors and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder. M/s. Bansal Bansal & Co, Chartered Accountants, has been in the business for over three decades

Statutory Auditors was paid a fee of Rs. 18.00 Lakh for the audit of standalone and consolidated financial statements of the Company for the financial year ended March 31, 2022 plus applicable taxes.

There are no changes in the proposed fees for the financial year ending March 31, 2023. The Board, in consultation with the Audit Committee shall approve revisions in the remuneration of the Statutory Auditors for the remaining part of the tenure. Besides the audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board in consultation with the Audit Committee. The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of re-appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 4 of the accompanying Notice. Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No.4 of the Notice for approval by the Members.

Item No. 5 of the Notice

Mr. Dipak Kumar Poddar was reappointed as Whole Time Director designated as executive chairman of the Company for a period of 3 years at the 38th AGM of the company. Based on recommendation of Nomination and Remuneration Committee and approval of Board of Directors at their meeting held on 12th August, 2022 members are proposed for their approval on re-appointment of Mr. Dipak Kumar Poddar as Whole Time Director designated as executive chairman in accordance with schedule V to the Companies Act, 2013.

Mr. Dipak Kumar Poddar fulfills the eligibility criteria set out under Part I of Schedule V to the companies Act, 2013.

Mr. Dipak Kumar Poddar, is an engineering graduate from MIT USA. He has a rich and varied experience in Finance and General Management. He is a member of the Stakeholders Relationship Committee and Audit Committee in Poddar Housing and development Limited. As Mr. Dipak Kumar Poddar has attained the age above 75 years, your approval for his re-appointment is required by way of Special Resolution. Your Directors recommends the resolution for the approval of the members. None of the Directors of the Company except Mr. Dipak Kumar Poddar and Mr. Rohitashwa Poddar may be deemed to be concerned or interested in passing of the Resolution.

Item No. 6 of the Notice

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s V.J. Talati and Co., Cost Accountants to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2023. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set forth in Item No. 6 of the Notice for approval of the members.

By order of the Board

Poddar Housing and Development Limited

Place: Mumbai — Vimal Tank

Date: August 12, 2022 — Company Secretary

Details of Directors seeking appointment/ re-appointment as required under Regulation 36 of the (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard-2 on General Meeting.

Name of Director	**Mr. Dipak Kumar Poddar**
Date of Birth	09th November, 1943
DIN	00001250
Brief Resume and Expertise in Specific Functional area.	Mr. Dipak Kumar Poddar has experience of about four decades in finance, automobiles, garment exports, precision engineering, real estate and other areas.
Qualification	He is a science graduate from University of Calcutta and holds a master's and bachelor's degree in Mechanical Engineering from Massachusetts Institute of Technology, USA.
Date of Appointment	02-07-1986
Listed entities in which the person also holds the directorship and the membership of Committees of the board.	-
Listed Entity from which the Director has resigned in the past 3 years	1. V.I.P. Industries Limited 2. Bajaj Finance Limited 3. Poddar Bhumi Holdings Limited
No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	2
Inter-se relationship between Directors and other Key Managerial Personnel	He is not related to any other Director or Key Managerial Personnel of the Company, except Mr. Rohitashwa Poddar.
Number of Shares held on 31st March 2022.	112,000
Number of Board Meetings attended during the year.	6

The following information is furnished pursuant to the provisions of Schedule V to Companies Act, 2013

I. GENERAL INFORMATION:

	Nature of industry	Construction, Real estate, affordable housing sector.
a)	Date or expected date of commencement of commercial Production	The Company has been incorporated on June 28, 1982 and engaged in the above mentioned business since last one decade.
b)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable.
c)	Financial performance based on given indicators (figures in lakh)	As on 31st March, 2022 Total revenue from Operations – Rs. 6301.51 Lakhs Profit Before Tax – Rs. (2258.68) Lakhs Profit After Tax – Rs. (1726.03) Lakhs
d)	Foreign investments or collaborations, if any.	NIL

II. INFORMATION ABOUT THE APPOINTEES:

		Mr. Dipak Kumar Poddar
	Background details	Mr. Dipak Kumar Poddar is a science graduate from University of Calcutta and holds a master's and bachelor's degree in Mechanical Engineering from Massachusetts Institute of Technology, USA. He has experience of about forty-five years in finance, automobiles, garment exports, precision engineering, real estate and other areas.

Past remuneration Amount (Rs. in Lakhs) 2019 – 2020 2020 – 2021 2021 - 2022	 31.66 22.65 33.30
Recognition or awards	None
Job profile and his suitability	He has served as the Chief Executive Officer of Bajaj Finance Ltd., until September 3, 2007 and its Managing Director from 1987 to April 1, 2008. Mr. Poddar served as the Managing Director of Golden Tobacco Company Limited from 1979 to 1986. He serves as an Executive Chairman of Poddar Housing and Development Ltd. Mr. Dipak Poddar has master's and bachelor's degree in Mechanical Engineering from Massachusetts Institute of Technology, USA having a vide experience in the sector over four decades thus provides significant value addition in decision making.
Remuneration proposed	As per remuneration Proposed
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The current remuneration being paid to Mr. Dipak Poddar (looking at the profile of the position and person) is in line with the remuneration being paid by the companies of comparable size in the industry in which the Company operates.
Pecuniary relationship directly or indirectly with the company, relationship with or the managerial personnel, if any	Apart from the remuneration and perquisites paid to Mr. Dipak Poddar as stated above and his respective shareholding held directly or indirectly in the Company and the sitting fees for attending meetings of the Board of Directors and their Committees to the Non-Executive Directors, the Directors do not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel.

III Other Information

a)	Reasons of loss or inadequate profits	1.The Company operates being engaged in affordable housing segment of real estate, the demand in the recent times has remained subdued due to Covid-19. The Financial year 2021-22 was the year we faced second & third wave of COVID 19. Various challenges were faced by individuals, communities, and organizations alike. During a large part of the year, we have been witnessed to uncertainties, multiple lockdowns and exodus of the migrant population making it a challenging year, especially for our industry. 2. The company uses Project Completion method in accounting, under which, recognition of revenues, costs, and profits from the constructions are deferred until the contract has been fulfilled. Hence the revenue would reflect when the projects are respectively completed.
b)	Steps taken or proposed to be taken for improvement	1. We are focused on taking advantage of the problem, let me explain you how, the pandemic has forced people to stay in their homes during lockdown, leading to the demand for larger homes. The company is optimistic of being able to leverage this reality and increase the carpet area sold, a growth opportunity. 2. Your Company is focused on providing affordable homes and building a superior experience with focus on increasing demand. Further your Company will look for deeper integration opportunities like joint development agreement/ joint ventures and using its capabilities to provide a superior experience, creating value both for its partners as well as customers. All the ongoing strategic initiatives will ensure that your Company will continue to provide the best of customer experience and help in creating an agile and future-fit organization.
c)	Expected increase in productivity and profits in measurable terms	The Company has toiled and endeavoured to push the sales of the flats with initiatives of sales and marketing activities which have contributed significantly in its sales drive and the same would continue in coming time. The Company foresees huge demand in affordable housing segment for FY. 22-23 and forward, which would continue to grow at robust pace. The Company foresees huge demand in affordable housing segment which would continue to grow at robust pace. Moreover, with re-launch of projects Poddar Riviera (Kalyan) and Poddar Wondercity (Badlapur) under "Unified Development Control Promotion Regulation 2020" would bring better pricing power and realization for the Company. The Company is also focused on it upcoming projects at Goregaon & Kandivali.