PODDAR HOUSING AND DEVELOPMENT LIMITED

November 16, 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/Madam,

SUB: DISCLOSURE UNDER REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 – NOTICE OF POSTAL BALLOT

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, attached is the Postal Ballot Notice dated November 16, 2022, seeking the approval of the Members of the Company to transact the special businesses as set out below by way of Postal Ballot through remote e-voting process only:

Item No.	Type of Resolution	Description
1	Special Resolution	TO APPROVE THE SALE OF BUSINESS UNDERTAKING 1, PURSUANT TO SECTION 180(1)(A) OF COMPANIES ACT, 2013
2	Ordinary Resolution	TO TRANSFER OR SELL OF BUSINESS UNDERTAKING 1 OF THE COMPANY TO PODDAR BUILDTECH PRIVATE LIMITED A RELATED PARTY AS A GOING CONCERN ON A SLUMP SALE BASIS.
3	Special Resolution	TO APPROVE SALE OF BUSINESS UNDERTAKING 2, PURSUANT TO SECTION 180(1)(A) OF COMPANIES ACT, 2013
4	Ordinary Resolution	TO APROVE THE SALE OF BUSINESS UNDERTAKING 2 TO PODDAR AMALGAMATED HOLDINGS PRIVATE LIMITED A RELATED PARTY AS A GOING CONCERN ON A SLUMP SALE BASIS.
5	Ordinary Resolution	TO SELL INVESTMENTS/SHARES IN JANPRIYA TRADERS LIMITED, BRITE MERCHANTS LIMITED & PODDAR AMALGAMATED HOLDINGS LIMITED TO PODDAR BHUMI HOLDINGS LIMITED - A PROMOTER GROUP ENTITY (A RELATED PARTY)

The Company has appointed Mr. Dinesh Kumar Deora, Practicing Company Secretary as Scrutinizers for the Postal Ballot Process.

In accordance with the applicable laws, Postal Ballot Notice is being sent only through electronic mode to members whose names appear in the Register of Members/List of Beneficial Owners of the Company and whose email address are registered with the Company/Depositories/Depository Participant(s) as on Friday, November 11, 2022 ("Cut-off Date"). The remote e-voting facility will be available during the following period: Commencement of remote e-Voting On Thursday,

November 17, 2022 at 09.00 a.m. (IST) End of remote e-Voting On Friday, December 16, 2022 at 05.00 p.m. (IST) The Postal Ballot Notice is also available on the website of the Company at https://www.poddarhousing.com

The Members whose e-mail address is not registered with the Company/Depositories, may register their e-mail address with Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company in the manner as provided in the enclosed Postal Ballot Notice.

We request you to kindly take the above information on record.

Thanking You,

Yours faithfully

For **Poddar Housing and Development Limited**

Vimal Tank

Digitally signed by Vimal Tank
Date: 2022.11.16 17:35:38 +05'30'

Vimal Tank
Company Secretary

Poddar Housing and Development Limited
CIN: L51909MH1982PLC143066
Registered office: Unit No.3-5, Neeru Silk Mills, Mathurdas Mills, Compound, 126, N. M. Joshi Marg, Lower Parel (W), Mumbai 400013 **; Website**: www.poddarhousing.com
Email: cs.team@poddarhousing.com **; Phone:** 02266164444

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

VOTING STARTS ON	VOTING ENDS ON
17.11.2022	**16.12.2022**

NOTICE is hereby given that pursuant to the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings / conducting the process of postal ballot through remote eth voting vide General Circular Nos. 14/2020 dated 8 April, 2020; 17/2020 dated 13 April, 2020; 22/2020 dated 15 June, 2020; 33/2020 dated 28 September, 2020; 39/2020 dated 31st December, 2020; 10/2021 dated 23 June, 2021 and 20/2021 dated 8 December 2021 including any other circular issued in this regard ("relevant Circulars"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard – 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, the resolutions appended below are proposed to be passed by the Members of the Company, by way of postal ballot through remote voting by electronic means only.

In compliance with the aforesaid provisions and relevant circulars, this Postal Ballot Notice is being sent through electronic mode only to all its Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent ("RTA") / Depositories and whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company/ RTA/Depositories as on 11th day November, 2022 ("Cut-off Date"). If your e-mail address is not registered with the Company/ RTA/Depositories, please follow the process provided in the notes for registration of e-mail ID. The communication of the assent or dissent of the Members would take place only through the remote e-voting system.

Poddar Housing and Development Limited
CIN: L51909MH1982PLC143066
Registered office: Unit No.3-5, Neeru Silk Mills, Mathurdas Mills, Compound, 126, N. M. Joshi Marg, Lower Parel (W), Mumbai 400013 **; Website**: www.poddarhousing.com
Email: cs.team@poddarhousing.com **; Phone:** 02266164444

The Company proposes to sell / dispose off two separate identified Business Undertakings, pursuant to two separate business transfer agreements, wherein each Business Undertaking comprises identified real estate businesses and includes all assets, properties, rights, liabilities, litigation, obligations, benefits, contracts, licenses, employees and records pertaining to each of such identified real estate businesses respectively to Poddar Buildtech Private Limited and to Poddar Amalgamated Holdings Private Limited, both entities are related parties of the Company, on a slump sale basis as a going concern and on an "as is where is" and "as is what it is basis" for an aggregate consideration with respect to both the identified Business Undertakings 1 & 2 are Rs. 2390 Lakh and Rs. 3200 Lakh respectively subject to certain adjustments as agreed to and provided for in the draft Business Transfer Agreements ("BTA"). The Company is therefore seeking your consent for the said proposals as contained in the resolutions appended below. An Explanatory Statement pertaining to the Resolution setting out all material facts and the reasons for which such Resolution is proposed is also annexed.

As per Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 ("Rules"), the consent of the Company's shareholders for the above purpose is required to be obtained by means of a postal ballot. Accordingly, the said resolutions and the Explanatory Statement is being sent to you along with the Form for your kind consideration.

Further, as per the provisions of the Act, read with the Rules and the Listing Regulation, the Company is required to provide to its member's facility to exercise their right to vote by electronic means. Accordingly, instructions for e-voting have been provided hereunder.

In accordance with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company has appointed Mr. Dinesh Deora (Membership No: 5683 , COP No: 4119, to act as the Scrutinizer for conducting this Postal Ballot through remote e-voting process, in a fair and transparent manner. The Scrutinizer will submit his Report to the Chairman or any person authorized by him, after completion of scrutiny of votes cast by remote e-voting. The result of the Postal Ballot would be announced by a Director or the Company Secretary of the Company within 48 hours from the closure of postal ballot period. The said results would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the Company's shares are listed and Registrar & Share Transfer Agent and displayed along with the Scrutinizer's report on the Company's website viz. Poddarhousing.com and also on the website of the agency providing e-voting facility i.e. Central Depository Services (India) Limited

("CDSL"). The date of declaration of the result of the postal ballot shall be the date on which the appended resolution would be deemed to have been passed, if approved by requisite majority. The Members are requested to consider and, if thought fit, pass the following resolutions. The Resolutions will be deemed to have been passed on the date of declaration of the results of the postal ballot, if approved by the requisite majority.

SPECIAL BUSINESS:

1. **TO APPROVE THE SALE OF BUSINESS UNDERTAKING 1, PURSUANT TO SECTION 180(1)(A) OF 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 180(1)(a) of the Companies Act, 2013 read with relevant rules made thereunder, and any other applicable provisions, including any modification (s) thereto or re-enactment(s) thereof for the time being in force, subject to the provisions of the Memorandum and Articles of Association of the company, and applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)Regulations, 2015 ("SEBI LODR"), as amended from time to time and such other approvals, consents and permissions being obtained from the appropriate authorities, regulatory authority, banks and/or financial institutions, secured lenders, and any other third parties etc., to the extent applicable and necessary the upon recommendation of the Board of Directors, the consent of the members of the company be and is hereby accorded to the Board of Directors of the company (hereinafter referred to as the "Board" which term shall include a Committee thereof), to sell or transfer or otherwise dispose of as a going concern by way of slump sale (as defined in Section 2(42C) of the Income-tax Act, 1961) the Business Undertaking 1, wherein the term 'Business Undertaking 1' means identified real estate business, and includes all assets, properties, rights, liabilities, litigations, obligations, benefits, contracts, licenses, employees and records pertaining to such identified real estate business as set out in the draft Business Transfer Agreement 1 ("BTA1") (an indicative financial position of the Business Undertaking 1, proposed to be transferred by way of slump sale, as a going concern and on an "as is where is" and "as is what is" basis, is enclosed as Annexure -1), for a lumpsum cash consideration Rs. 2390 Lakh, the consideration is subject to adjustments as provided for in the BTA1, to Poddar Buildtech Private Limited, with effect from such date, in such manner and on such terms and conditions as may be deemed appropriate and decided by the Board, with the power to the Board to consider, evaluate, negotiate, finalize and execute all the required documents, memoranda, deeds of assignment/conveyance and any other incidental documents with such modifications as may be required from time to time to give effect to the aforesaid resolution.

FURTHER RESOLVED THAT any director singly is hereby authorized to execute any papers, agreements, documents, deeds or writings including memorandums, deeds of assignment/transfer/conveyance, power of attorney and any other documents with such modifications as may be necessary to be executed in relation to the transfer and vesting of the Business Undertaking 1 and to make applications and filings to the regulatory and governmental authorities including Registrar of Companies, stock exchanges and any other regulatory/statutory/governmental bodies as required, for the purpose of obtaining all approvals and sanctions as required to be obtained by the company in this regard.

FURTHER RESOLVED THAT the Board be and is hereby further authorized to do all acts and deeds as may be necessary, proper, desirable and/or expedient to give effect to this resolution, to settle any questions, difficulties or doubts that may arise in regard to such sale/disposal and transfer of the Business Undertaking 1 as they may in their absolute discretion deem fit and as may be necessary for the completion of the transaction as aforesaid in the best interest of the company."

2. <u>TO TRANSFER OR SELL OF BUSINESS UNDERTAKING 1 OF THE COMPANY TO PODDAR BUILDTECH PRIVATE LIMITED A RELATED PARTY AS A GOING CONCERN ON A SLUMP SALE BASIS.</u>

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 188(1) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 {including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force}, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI LODR"),** including Regulation 23 of the SEBI LODR, and any other rules and regulations framed by the Securities and Exchange Board of India, and the provisions of the Memorandum and Articles of Association of the Company and subject to the approvals, consents and permissions as may be necessary from the concerned statutory authorities regulatory authority, banks / financial institutions, secured lenders, and any other third parties etc., and subject to such terms and conditions as may be imposed by them, and which may be agreed to by the Board of Directors of the Company [the "Board", which expression shall also include its Authorised Representative(s)], the consent of the Members of the Company be and is hereby accorded to enter into a contract to sell or transfer or otherwise dispose of as a going concern by way of slump sale (as defined in Section 2(42C) of the Income-tax Act, 1961)

the 'Business Undertaking 1' wherein the term Business Undertaking 1, means identified real estate business, and includes all assets, properties, rights, liabilities, litigations, obligations, benefits, contracts, licenses, employees and records pertaining to such identified real estate business as set out in the draft Business Transfer Agreement ("BTA1") (an indicative financial position of the Business Undertaking 1, proposed to be transferred by way of a slump sale on a going concern basis and on an "as is where is" and "as is what is" basis, to Poddar Buildtech Private Limited, related party, for a lumpsum cash consideration Rs 2390 Lakh the consideration is subject to adjustments as provided for in the BTA1, with effect from such date, in such manner and on such terms and conditions as may be deemed appropriate and decided by the Board, with the power to the Board to consider, evaluate, negotiate, finalize and execute all the required documents, memoranda, deeds of assignment/conveyance and any other incidental documents with such modifications as may be required from time to time to give effect to the aforesaid resolution.

FURTHER RESOLVED THAT any director singly is hereby authorized to execute any papers, agreements, documents, deeds or writings including memorandums, deeds of assignment/transfer/conveyance, power of attorney and any other documents with such modifications as may be necessary to be executed in relation to the transfer and vesting of the Business Undertaking 1 and to make applications and filings to the regulatory and governmental authorities including Registrar of Companies, stock exchanges and any other regulatory/statutory/governmental bodies as required, for the purpose of obtaining all approvals and sanctions as required to be obtained by the company in this regard.

FURTHER RESOLVED THAT the Board be and is hereby further authorized to do all acts and deeds as may be necessary, proper, desirable and/or expedient to give effect to this resolution, to settle any questions, difficulties or doubts that may arise in regard to such sale/disposal and transfer of the Business Undertaking 1 as they may in their absolute discretion deem fit and as may be necessary for the completion of the transaction as aforesaid in the best interest of the company."

3. <u>TO APPROVE SALE OF BUSINESS UNDERTAKING 2, PURSUANT TO SECTION 180(1)(A) OF COMPANIES ACT, 2013</u>

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 180(1)(a) of the Companies Act, 2013 read with relevant rules made thereunder, and any other applicable provisions, including any modification (s) thereto or re-enactment(s) thereof for the time being in force, subject to the provisions of the Memorandum and Articles of Association of the

company, and applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)Regulations, 2015 ("SEBI LODR"), as amended from time to time and such other approvals, consents and permissions being obtained from the appropriate authorities regulatory authority, banks and/or financial institutions, secured lenders, and any other third parties etc.,to the extent applicable and necessary the upon recommendation of the Board of Directors, the consent of the members of the company be and is hereby accorded that the Board of Directors of the company (hereinafter referred to as the "Board" which term shall include a Committee thereof), to sell or transfer or otherwise dispose of as a going concern by way of slump sale (as defined in Section 2(42C) of the Income-tax Act, 1961) the Business Undertaking 2 wherein the term 'Business Undertaking 2' means the identified real estate business, and includes all assets, properties, rights, liabilities, litigation, obligations, benefits, contracts, licenses, employees and records pertaining to such identified real estate business as set out in the draft business transfer agreement ("BTA2") (an indicative financial summary of the Business Undertaking 2, proposed to be transferred by way of slump sale on going concern basis is enclosed as Annexure 1) , for a lump sum cash consideration Rs. 3200 Lakh, the consideration is subject to adjustments as provided for in the BTA2, to Poddar Amalgamated Holdings Private Limited with effect from such date, in such manner and on such terms and conditions as may be deemed appropriate and decided by the Board, with the power to the Board to consider, evaluate, negotiate,finalize and execute all the required documents, memoranda, deeds of assignment/conveyance and any other incidental documents with such modifications as may be required from time to time to give effect to the aforesaid resolution.

FURTHER RESOLVED THAT any director singly is hereby authorized to execute any papers, agreements, documents, deeds or writings including memorandums, deeds of assignment/transfer/conveyance, power of attorney and any other documents with such modifications as may be necessary to be executed in relation to the transfer and vesting of the Business Undertaking 2 and to make applications and filings to the regulatory and governmental authorities including Registrar of Companies, stock exchanges and any other regulatory/statutory/governmental bodies as required, for the purpose of obtaining all approvals and sanctions as required to be obtained by the company in this regard.

FURTHER RESOLVED THAT the Board be and is hereby further authorized to do all acts and deeds as may be necessary, proper, desirable and/or expedient to give effect to this resolution, to settle any questions, difficulties or doubts that may arise in regard to such sale/disposal and transfer of the Business Undertaking 2 as they may in their absolute discretion deem fit and as may be necessary for the completion of the transaction as aforesaid in the best interest of the company."

Poddar Housing and Development Limited
CIN: L51909MH1982PLC143066
Registered office: Unit No.3-5, Neeru Silk Mills, Mathurdas Mills, Compound, 126, N. M. Joshi Marg, Lower Parel (W), Mumbai 400013 **; Website**: www.poddarhousing.com
Email: cs.team@poddarhousing.com **; Phone:** 02266164444

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4. TO APROVE THE SALE OF BUSINESS UNDERTAKING 2 TO PODDAR AMALGAMATED HOLDINGS PRIVATE LIMITED AS A GOING CONCERN ON A SLUMP SALE BASIS.

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 188(1) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers Rules, 2014 {including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force} applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI LODR"),** including Regulation 23 of the SEBI LODR, and any other rules and regulations framed by the Securities and Exchange Board of India, and the provisions of the Memorandum and Articles of Association of the Company and subject to the approvals, consents and permissions as may be necessary from the concerned statutory authorities, regulatory authority, banks / financial institutions, secured lenders, and any other third parties etc and subject to such terms and conditions as may be imposed by them, and which may be agreed by the Board of Directors of the Company [the "Board", which expression shall also include its Authorised Representative(s)], the consent of the Members of the Company be and is hereby accorded to to sell or transfer or otherwise dispose of as a going concern by way of slump sale (as defined in Section 2(42C) of the Income-tax Act, 1961) the 'Business Undertaking 2' wherein the term Business Undertaking 2 means the identified real estate business and includes all assets, properties, rights, liabilities, obligations, benefits, contracts, licenses, employees and records pertaining to such identified real estate business as set out in the draft Business Transfer Agreement 2 ("BTA2") to Poddar Amalgamated Holdings Private Limited, a promoter group company, for a lump sum cash consideration of Rs 3200 Lakh, the consideration is subject to adjustments as provided for in the BTA,2, with effect from such date, in such manner and on such terms and conditions as may be deemed appropriate and decided by the Board, with the power to the Board to consider, evaluate, negotiate, finalize and execute all the required documents, memoranda, deeds of assignment/conveyance and any other incidental documents with such modifications as may be required from time to time to give effect to the aforesaid resolution;

FURTHER RESOLVED THAT any director singly is hereby authorized to execute any papers, agreements, documents, deeds or writings including memorandums, deeds of assignment/transfer/conveyance, power of attorney and any other documents with such modifications as may be necessary to be executed in relation to the transfer and vesting of the Business Undertaking 2 and to make applications and filings to the regulatory and governmental authorities including Registrar of Companies, stock exchanges and any other regulatory/statutory/governmental bodies as required, for the purpose of obtaining all approvals and sanctions as required to be obtained by the company in this regard.

FURTHER RESOLVED THAT the Board be and is hereby further authorized to do all acts and deeds as may be necessary, proper, desirable and/or expedient to give effect to this resolution, to settle any questions, difficulties or doubts that may arise in regard to such sale/disposal and transfer of the Business Undertaking 2 as they may in their absolute discretion deem fit and as may be necessary for the completion of the transaction as aforesaid in the best interest of the company."

5. TO SELL INVESTMENTS/SHARES IN JANPRIYA TRADERS LIMITED, BRITE MERCHANTS LIMITED & PODDAR AMALGAMATED HOLDINGS LIMITED TO PODDAR BHUMI HOLDINGS LIMITED - A PROMOTER GROUP ENTITY

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 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party transaction(s), the consent of the Members of the Company be and is hereby accorded to sell 24,000 Equity Shares of Janpriya Traders Limited, 22,550 Equity Shares of Brite Merchants Limited and 19,019 Equity Shares of Poddar Amalgamated Holdings Private Limited to Poddar Bhumi Holdings Limited a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, at an consideration of Rs. 800 Lakh, Rs. 200 Lakh and Rs. 150 Lakh respectively Lakh, on such terms and conditions as the Board of Directors may deem fit, provided that the said sale, so carried out shall be at arm's length basis and not in the ordinary course of business of the Company.

FURTHER RESOLVED THAT the Board be and is hereby authorized to execute any documents, deeds or writings as may be necessary to be executed in relation to the transfer and vesting of the Business Undertaking(s) and to make applications to the regulatory and governmental authorities for the purpose of obtaining all approvals and sanctions as required to be obtained by the company in this regard."

By order of the Board
For Poddar Housing and Development Limited
(Vimal Tank)
Company Secretary
M.No. A 22370
Place : Mumbai
Date : 16.11.2022

Vimal Tank
Digitally signed by Vimal Tank
Date: 2022.11.16 17:36:04 +05'30'

Poddar Housing and Development Limited
CIN: L51909MH1982PLC143066
Registered office: Unit No.3-5, Neeru Silk Mills, Mathurdas Mills, Compound, 126, N. M. Joshi Marg, Lower Parel (W), Mumbai 400013 **; Website**: www.poddarhousing.com
Email: cs.team@poddarhousing.com **; Phone:** 02266164444

NOTES:

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (the "Act") setting out the material facts pertaining to the Resolutions is annexed hereto.

2. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Rules made thereunder and circulars issued by Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through Remote e-voting vide General Circular No. 14/2020dated April 8, 2020, No. 17/2020 dated April 13, 2020 read with circulars dated May 5, 2022 (collectively referred to as "MCA Circulars"), the Company is pleased to provide the Remote e-voting facility to the Members to enable them to cast their votes electronically and has engaged services of Link Intime India Private Limited ("LIIPL") to provide Remote e- voting facility. The instructions for the process to be followed for Remote e-voting are annexed to this Postal Ballot Notice.

3. In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members/Beneficial Owners maintained by the Depositories as on benpose date i.e., 11th November, 2022 and whose email addresses are registered with the Company/Depositories. Members may note that the Notice will also be available on the website of Company, i.e., www.poddarhousing.com and on the website of LIIPL at https://instavote.linkintime.co.in.

4. Resolution passed by the Members through Postal Ballot is deemed to have been passed as if it has been passed at a general meeting of the Members.

5. The Members whose name appears in the Register of Members/Beneficial Owners maintained by the Depositories as on cut-off date i.e., 11th November, 2022 will only be considered for the purpose of Remote e-voting.

6. Voting rights shall be reckoned on the paid-up value ofshares registered in the name of the Members / Beneficial Owners maintained by the Depositories as on cut-off date i.e 11th November, 2022 .

7. The Remote e-voting period commences at **9.00 a.m. (IST) on 17th November, 2022, and ends at 5.00 p.m. (IST) on 16th December, 2022**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 11th November, 2022, may cast their votes electronically. The Remote e-voting module shall be disabled by LIIPL for voting thereafter.

8. Once the vote is cast by the member on Remote e- voting, he/she shall not be allowed to change it subsequently or cast the vote again.

9. The Resolution, if approved with requisite majority, shall be deemed to have been passed on the last date specified for Remote e-voting i.e., **16th December, 2022**.

10. All the material documents referred to in the statement, if any, will be available for inspection in electronic mode. Members can inspect the same until the last date for receipt of votes by Remote e-voting, by sending an e-mail to the Company at cs.team@poddarhousing.com

11. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rajiv Ranjan, AVP, LIIPL, C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400083; Helpdesk: 022 49186000/49186175; E-mail to enotices@linkintime.co.in.

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:

1. Individual Shareholders holding securities in demat mode with NSDL
    1. 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.
    2. 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

3. 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.

2. Individual Shareholders holding securities in demat mode with CDSL
    1. 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 / Easiestare https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.
    2. 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.
    3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.
    4. 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.
3. 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.

Poddar Housing and Development Limited
CIN: L51909MH1982PLC143066
Registered office: Unit No.3-5, Neeru Silk Mills, Mathurdas Mills, Compound, 126, N. M. Joshi Marg, Lower Parel (W), Mumbai 400013 **; Website**: www.poddarhousing.com
Email: cs.team@poddarhousing.com **; Phone:** 02266164444

Login method for Individual shareholders holding securities in physical form is givenbelow:

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:

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

2. 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).

3. Click on 'Login' under **'SHARE HOLDER'** tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'.**

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon.
2. E-voting page will appear.
3. 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).

4. 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:

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Email: cs.team@poddarhousing.com **; Phone:** 02266164444

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".

InstaVote Support Desk
Link Intime India Private Limited

Poddar Housing and Development Limited
CIN: L51909MH1982PLC143066
Registered office: Unit No.3-5, Neeru Silk Mills, Mathurdas Mills, Compound, 126, N. M. Joshi Marg, Lower Parel (W), Mumbai 400013 **; Website**: www.poddarhousing.com
Email: cs.team@poddarhousing.com **; Phone:** 02266164444

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH SCHEDULE V THERETO;

Item No. 1 & 2 of the Notice:

The shareholders of the Company be and is hereby informed that the Company with an objective to improve the financial health and long term viability of the Company's business and with a view to reduce the overall debt obligations of the company, the Board of the Directors in its meeting held on 12th November, 2022 has proposed to transfer the Business Undertaking 1 from the Company to Poddar Buildtech Private Limited, which is a related party in terms of Section 188 of the Companies Act, 2013 and Regulation 23 (4) of SEBI Listing Regulation, 2015. Business Undertaking 1 means the identified real estate business and includes all assets, properties, rights, liabilities, litigations, obligations, benefits, contracts, licenses, employees and records pertaining to such identified real estate business. Valuation of the Business Undertaking 1 has been carried out by the two independent valuers i.e. Mr. Shalin Patel and Mr. Litesh Korshi Gada the registered valuers and they have issued the valuation report under the provisions of the Companies Act, 2013, which is also in compliance with the Listing Regulation guidelines The Business Undertaking 1 is proposed to be transferred as a going concern on a slump sale basis and on an "as is where is" and "as is what is" basis, at a lump sum cash consideration Rs 2390 Lakh, subject to such adjustments provided for in the BTA 1.

The aforesaid consideration from sale of Business Undertaking-1, will propose to use for the overall debt reduction and improve the fund position.

Further, the transaction is also a related party transaction pursuant to section 188 of Companies Act, 2013 read with relevant rules made thereunder & regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In order to determine arm's length price, the Company has obtained the valuation report from a Registered Valuer, Mr. Litesh Korshi- Gada and Mr. Shalin Patel and has also obtained project valuation report and valuation of land parcel, wherever applicable from Knight Frank (India) Private Limited.

Further, the Company has also taken the fairness opinion from the Merchant Banker M/s Srujan Alpha Capital Advisors LLP, on the valuation report obtained from Registered Valuers.

An indicative financial summary of the Business Undertaking 1 and abstract of the Registered Valuers Report, proposed to be transferred by way of slump sale on going concern basis, is Annexed as Annexure-1.

Members are hereby informed that pursuant to second proviso of section 188(1) of the 2013 Act, no member of the company shall vote on such resolution to approve any contract or arrangement which may be entered into by the company, if such member is a related party.

None of the Directors and Key Managerial Person (KMP) or their respective relatives is interested financially otherwise in the resolution set out at item no. 1 of the accompanying notice, except Mr. Rohitashwa Poddar & Mr. Dipak Kumar Poddar and promoters group companies i.e Brite Merchant Limited, Janpriya Traders Limited and Poddar Amalgamated Holdings Private Limited and Poddar Bhumi Holding Limited.

The Board recommends the resolution set out at item no 1 (Special Resolution) & 2 (Ordinary Resolution) for approval of the members.

INFORMATION TO BE PROVIDED TO THE AUDIT COMMITTEE / BOARD IN RELATION TO THE PROPOSED RELATED PARTY TRANSACTION

1. Name of the Related Party and nature of relationship;	Poddar Buildtech Private Limited (Rohitashwa Poddar and Dipak Poddar are common directors)
2. Nature and duration of the contract/transaction and particulars thereof;	Transfer of Business Undertaking 1 from the Company to Poddar Buildtech Private Limited by way of slump sale. The Draft Business Transfer Agreement shall be available at the registered office of the Company on request for review and records.

3. Material terms of the contract or arrangement or transaction including the value, if any and particulars of the Contract or arrangement;	The Business Undertaking 1 will be transferred by the Company to Poddar Buildtech Private Limited on a slump sale basis, together with all the assets, liabilities, obligations, litigations, licenses, permits, consents and approvals, contracts and employees comprised in such undertaking as prescribed in the Draft Business Transfer Agreement. The Business Undertaking 1 is proposed to be transferred as a going concern on a slump sale basis and on an "as is where is" and "as is what is" basis, at a lump sum cash consideration of Rs. 2390 Lakh, subject to such adjustments as may be agreed to and approved by the Board. The transaction is expected to be consummated within a period of 90 days from the date of approval by the shareholders.
4. In case of existing or approved contracts, transactions, details of proposed variations to the duration, current price / value and / or material terms of the contract or arrangement including a justification to the proposed variations;	NA

6. Manner of determining the pricing and other commercial terms, whether or not included as part of contract;	Following valuation reports have been obtained in respect of the Business Undertaking 1: 1. Valuation Report from Shalin Patel- Registered Valuer . 2. Valuation Report Litesh Korshi Gada- Registered Valuer 3. The Business Undertaking 1 is proposed to be transferred as a going concern on a slump sale basis and on an "as is where is" and "as is what is" basis, at a lump sum cash consideration of Rs. 2390 Lakh, subject to such adjustments as may be agreed to and approved by the Board.
7. Copy of the draft MOU, agreement, contract, purchase order or correspondence etc. if any.	Draft business transfer agreement is proposed to be executed between the Company and Poddar Buildtech Private Limited, which is subject to approval of shareholders is available for the inspection at the registered office of the Company on request for review and records.

8. Applicable statutory provisions, if any;	Section 180 of the Companies Act, 2013 Section 188 of the Companies Act, 2013 Regulation 23 of the SEBI (Listing Regulation, 2015) Section 50B of the Income-tax Act, 1961 read with Rule 11UAE of the Income-tax Rules, 1962.
9. Justification as to the arm's length nature of the proposed transaction;	The Company has obtained the Valuation Report from two Registered Valuers: 1 Registered Valuer- Shalin Patel- Valuation 2 Registered Valuer- Litesh Korshi Gada- Valuation. • Fairness opinion of Merchant Bankers M/s Srujan Alpha Capital Advisors LLP, on the above transaction and Methology used by the Registered valuer. The consideration for the Business Undertaking 1 has been arrived at taking into account the above valuation reports and consideration of Rs 2390 Lakh, subject to such

	adjustments as may be agreed to and approved by the Board.
10. Declaration whether the transaction is in the ordinary course of business;	The above transaction is not in ordinary course of business.
11. Persons / authority approving the transaction; and	Shareholders
12. Any other information relevant or important for the Committee / Board to take a decision	NA

Item No. 3 & 4 of the Notice:

The shareholders of the Company be and is hereby informed that the Company with an objective to improve the financial health and long term viability of the Company's business and with a view to reduce the overall debt obligations of the company, the Board of the Directors in its meeting held on 12th November, 2022 has proposed to transfer the Business Undertaking 2 from the Company to Poddar Amalgamated Holdings Private Limited, which is a related party in terms of Section 188 of the Companies Act, 2013 and Regulation 23 (4) of SEBI Listing Regulation, 2015. Business Undertaking 2 means the identified real estate business and includes all assets, properties, rights, liabilities, litigations, obligations, benefits, contracts, licenses, employees and records pertaining to such identified real estate business. Valuation of the Business Undertaking 2 has been carried out by the two independent valuers i.e. Mr. Shalin Patel and Mr. Litesh Korshi Gada the registered valuers have issued a valuation report under the provisions of the Companies Act, 2013, which is also in compliance with the Listing Regulation guidelines The Business Undertaking 2 is proposed to be transferred as a going concern on a slump sale basis and on an "as is where is" and "as is what is" basis, at a lump sum cash consideration Rs 3200 Lakh, subject to such adjustments provided for in the BTA 2.

The aforesaid consideration from sale of Business Undertaking-2, will propose to use for the overall debt reduction and improve the fund position.

Further, the transaction is also a related party transaction pursuant to section 188 of Companies Act, 2013 read with relevant rules made thereunder & regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In order to determine arm's length price, the Company has obtained the valuation report from a Registered Valuer, Mr. Litesh Korshi- Gada and Mr. Shalin Patel and has also obtained project valuation report and valuation of land parcel from Knight Frank (India) Private Limited.

Further, the Company has also taken the fairness opinion from the Merchant Banker M/s Srujan Alpha Capital Advisors LLP, on the valuation report obtained from Registered Valuer.

An indicative financial summary of the Business Undertaking 2 and abstract of the Registered Valuers Report, proposed to be transferred by way of slump sale on going concern basis, is Annexed as Annexure-1.

Members are hereby informed that pursuant to second proviso of section 188(1) of the 2013 Act, no member of the company shall vote on such resolution to approve any contract or arrangement which may be entered into by the company, if such member is a related party.

None of the Directors and Key Managerial Person (KMP) or their respective relatives is interested financially otherwise in the resolution set out at item no. 3 &4 of the accompanying notice, except Mr. Rohitashwa Poddar & Mr. Dipak Kumar Poddar and promoters group companies i.e Brite Merchant Limited, Janpriya Traders Limited and Poddar Amalgamated Holdings Private Limited and Poddar Bhumi Holding Limited.

The Board recommends the resolution set out at item no 3 (Special Resolution) & 4 (Ordinary Resolution) for approval of the members.

INFORMATION TO BE PROVIDED TO THE AUDIT COMMITTEE / BOARD IN RELATION TO THE PROPOSED RELATED PARTY TRANSACTION

1. Name of the Related Party and nature of relationship;	Poddar Amalgamated Holdings Private Limited (Rohitashwa Poddar and Dipak Poddar are common directors)
2. Nature and duration of the contract/transaction and particulars thereof;	Transfer of Business Undertaking 2 from the Company to Poddar Amalgamated Holdings

	Private Limited. The Business Transfer Agreement shall be available at the registered office of the Company on request for review and records.
3. Material terms of the contract or arrangement or transaction including the value, if any and particulars of the Contract or arrangement;	The Business Undertaking 2 will be transferred by the Company to Poddar Amalgamated Holdings Private Limited on a slump sale basis, together with all the assets, liabilities, obligations, litigations, licenses, permits, consents and approvals, contracts and employees comprised in such undertaking. contained in the Draft Business Agreement. The Business Undertaking 2 is proposed to be transferred as a going concern on a slump sale basis and on an "as is where is" and "as is what is" basis, at a lump sum cash consideration of Rs. 3200 Lakh, subject to such adjustments as may be agreed to and approved by the Board. The transaction is expected to be consummated within a period of 90 days from the date of approval of shareholders.

4. In case of existing or approved contracts, transactions, details of proposed variations to the duration, current price / value and / or material terms of the contract or arrangement including a justification to the proposed variations;	NA
6. Manner of determining the pricing and other commercial terms, whether or not included as part of contract;	Following valuation reports have been obtained in respect of the Business Undertaking 2: 1. Valuation Report from Shalin Patel- Valuation. 2. Valuation Report Litesh Korshi Gada- Valuation. The Business Undertaking 2 is proposed to be transferred as a going concern on a slump sale basis and on an "as is where is" and "as is what is" basis, at a lump sum cash consideration of Rs. 3200 Lakh, subject to such adjustments as may be agreed to and approved by the Board.
7. Copy of the draft MOU, agreement, contract, purchase order or correspondence etc. if any.	Draft business transfer agreement is proposed to be executed between the Company and Poddar Amalgamated Holdings Private Limited which is subject to approval of shareholders is available for the inspection at the registered office of the Company on request for review and records.

8. Applicable statutory provisions, if any;	Section 180 of the Companies Act, 2013 Section 188 of the Companies Act, 2013 Regulation 23 of the SEBI (Listing Regulation, 2015) Section 50B of the Income-tax Act, 1961 read with Rule 11UAE of the Income-tax Rules, 1962.
9. Justification as to the arm's length nature of the proposed transaction;	The Company has obtained the Valuation Report from two Registered Valuers: 1 Registered Valuer- Mr. Shalin Patel 2 Registered Valuer- Mr. Litesh Korshi Gada • Fairness opinion of Merchant Bankers M/s Srujan Alpha Capital Advisors LLP, on the above transaction and Methology used by the Registered valuer. The Business Undertaking 2 is proposed to be transferred as a going concern on a slump sale basis and on an "as is where is" and "as is what is" basis, at a lump sum cash

	consideration of Rs. 3200 Lakh, subject to such adjustments as may be agreed to and approved by the Board.
10. Declaration whether the transaction is in the ordinary course of business;	The above transaction is not in ordinary course of business.
11. Persons / authority approving the transaction; and	Shareholders
12. Any other information relevant or important for the Committee / Board to take a decision	NA

Annexure-1

Financial Summary of Business Undertaking 1 & 2.

Rs. in Lakh

Particulars	**BTA 1**	**BTA 2**
ASSETS		
Property, plant and equipment including motor vehicles	-	183
Investments	35	-
Financial assets, Loans and advances including advances to related parties	6,723	2,873
Other assets including advances, deposits and trade receivable	100	1,308
Inventories – (Construction work in progress, finished goods, land and development rights and shuttering materials)	2,937	15,829
TOTAL ASSETS	**9,794**	**20,193**
LIABILITIES		
Financial liabilities		
Term Loan from NBFC	5,500	6,134
From other related Parties	2,300	1,421
Vehicle loan (by hypothecation of specific vehicles)	-	59
Non-convertible Debentures including accrued redemption premium	-	3,000
Total Borrowings	**7,800**	**10,614**
Other non- current financial liabilities including security deposit, interest accrued but not due	-	306
Other financial liabilities including overdrafts, inter corporate deposits, current liabilities	67	82
Trade and Other Payables / Creditors	603	1,007
Advances against sale of flats - customer obligation	-	2,309
TOTAL LIABILITIES	**8,470**	**14,318**
Net assets	**1,325**	**5,875**

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Email: cs.team@poddarhousing.com **; Phone:** 02266164444

Item No. 5 of the Notice:

The Company had invested in the shares of promoters group companies namely Brite Merchant Limited, Janpriya Traders Limited and Poddar Amalgamated Holdings Private Limited. Considering the Company's overall fund requirements and to reduce its overall debt level, the Board of Directors in its meeting held on 12th November, 2022 proposed to sale the said investments in the aforesaid entities to Poddar Bhumi Holdings Limited, a promoter group entity, on the Fair Market Value. Further pursuant to section 188 of Companies Act, 2013 read with relevant rules made thereunder & regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), as amended from time to time and in accordance to RPT Policy of the Company, the Board, upon recommendation of Audit Committee, commends the resolution set out at item no 5 for approval of the members by means of an **Ordinary resolution** (Pursuant to Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date.

The Company has obtained the Fair Market Valuation Report from Merchant Banker Srujan Alpha Capital Advisors LLP, determining the fair market value of shares of Poddar Amalgamated Holdings Private Limited, Brite Merchant Limited and Janpriya Traders Limited.

The Financial Summary of the Investment in group Companies as under.

Fair Market Valuation as on 30th September, 2022			
Particular	**Poddar Amalgamated Holdings Pvt Ltd**	**Brite Merchant Limited**	**Janpriya Traders Limited**
No of Equity Shares	19,019 Equity Shares	22,550 Equity Shares	24,000 Equity Shares
Book Value	Rs, 90.67 Lakh	Rs. 34.40 Lakh	Rs. 20.18 Lakh
Fair Market Value per Shares in Rs.	Rs. 4,205.55	Rs. 882.11	Rs. 555.66
Fair Market Value Rs in Lakh	Rs. 799.85 Lakh	Rs. 198.92 Lakh	Rs. 133.36 Lakh
Consideration at Shares propose to transferred.	800 Lakh	200 Lakh	150 Lakh

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Email: cs.team@poddarhousing.com **; Phone:** 02266164444

The total sale consideration of Rs. 1150 Lakh will be received from the aforesaid sale of investments and the same will be used for repayment of the debt and to improve its fund position.

INFORMATION TO BE PROVIDED TO THE AUDIT COMMITTEE / BOARD IN RELATION TO THE PROPOSED RELATED PARTY TRANSACTION

1. Name of the Related Party and nature of relationship;	Poddar Bhumi Holdings Limited- Promoter Group
2. Nature and duration of the contract/transaction and particulars thereof;	Sale of Investments- 1. 24,000 shares of Janpriya Traders Limited, 2. 22,550 shares of Brite Merchants Limited & 3. 19,019 shares of Poddar Amalgamated Holdings Private Limited to Poddar Bhumi Holdings Limited
3. Material terms of the contract or arrangement or transaction including the value, if any;	At Arm's Length Price, calculated as per Fair Market Valuation Method, as defined in summary given in explanatory statement.
4. In case of existing or approved contracts, transactions, details of proposed variations to the duration, current price / value and / or material terms of the contract or arrangement including a justification to the proposed variations;	NA
5. Any advance paid / received or to be paid / received for the contract or arrangement, if any,	NA
6. Manner of determining the pricing and other commercial terms, whether or not included as part of contract;	Price is derived using Fair Market Valuation Method. 1. Janpriya Traders Limited 2. Brite Merchants Limited

Poddar Housing and Development Limited
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Email: cs.team@poddarhousing.com **; Phone:** 02266164444

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	3. Poddar Amalgamated Holdings Private Limited
7. Copy of the draft MOU, agreement, contract, purchase order or correspondence etc. if any.	NA
8. Applicable statutory provisions, if any;	Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")
9. Justification as to the arm's length nature of the proposed transaction;	The Company has obtained the Fair Market Valuation from the Merchant Bankers Srujan Alpha Capital Advisors LLP .
10. Declaration whether the transaction is in the ordinary course of business;	The above transaction is not in ordinary course of business
11. Persons / authority approving the transaction; and	Shareholders
12. Any other information relevant or important for the Committee / Board to take a decision	The Board proposed the resolution bases on the Valuation Report obtained from the Merchant Banker Srujan Alpha Capital Advisors LLP.

For Poddar Housing and Development Limited

(Vimal Tank)
Company Secretary
M.No. A 22370
Place : Mumbai
Date : 16.11.2022

Vimal Tank
Digitally signed by Vimal Tank
Date: 2022.11.16 17:36:18 +05'30'