PODDAR HOUSING AND DEVELOPMENT LIMITED

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31st July, 2023

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 EXTRA ORDINARY GENERAL MEETING- 22nd AUGUST,2023

The Extra Ordinary General Meeting ("EOGM") of the Company will be held on Tuesday, 22nd August, 2023 at 05.00 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.

We are submitting herewith the Notice of EOGM which is being sent through electronic mode to the Members for seeking consent of appointment of Mr. Suman Kumar Verma, Non-Executive – Independent Director by way of special resolution.

Date of EOGM: 22nd August, 2023 AT 5.00 P.M

E-voting Period: 19th August, 2023 to 21st August, 2023

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: 2023.07.31 22:44:49 +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, Lowerparel (W), Mumbai 400013
Website: www.poddarhousing.com; **Email:** cs.team@poddarhousing.com
Phone: 02266164444

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF PODDAR HOUSING AND DEVELOPMENT LIMITED WILL BE HELD ON, 22nd August, 2023 AT 05.00 P.M. (INDIAN STANDARD TIME) THROUGH VIDEO CONFERENCING ("VC") OR OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS

RE-APPOINTMENT OF MR. SUMAN KUMAR VERMA (DIN: 07385067) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Mr. Suman Kumar Verma, who was appointed as an Additional Independent Director of the Company with effect from 23rd May, 2023 in terms of Section 161 ("Act") and who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company for a term of 5 (five) consecutive years commencing from 23rd May, 2023 upto 22nd May, 2028 (both days inclusive) and has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the first term of 5 (five) consecutive years on the Board of the Company commencing from 23rd May, 2023 up to 22nd May, 2028 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

By Order of the Board of Directors

For Poddar Housing and Development Limited

Vimal Tank
Digitally signed by Vimal Tank
Date: 2023.07.31 22:45:24 +05'30'

Vimal Tank
Company Secretary

Place: MUMBAI

Date:31st July, 2023

Notes:

1. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular No. 11/2022 dated December 28, 2022, Circular no. 2/2022 dated May 5, 2022 read together with circular dated December 14, 2021, December 8,2021 & January 13, 2021, Circular no. 14/2020 dated April 08, 2020 read with General Circular No.17/2020 dated April 13, 2020, General Circular 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs ("MCA circulars") followed by Circular No. 20/2020 dated May 05, 2020, and Securities and Exchange Board of India vide its Circular No. SEBI / HO / CFD/ CMD1 / CIR / P /2020/79 dated 12th May, 2020 and SEBI/HO/ CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 ("SEBI Circular") and in compliance with the provisions of the Companies Act, 2013("Act") and the SEBI (Listing Obligations And Disclosures Requirements) Regulations, 2015 ("SEBI Listing Regulations"), have permitted convening the Extra- Ordinary General Meeting ("EGM"/"Meeting") through VC or OAVM, without the physical presence of the Members at the common venue. The deemed venue for the EGM shall be the Registered Office of the Company i.e. Unit No.3-5, Neeru Silk Mills, Mathurdas Mills, Compound, 126, N. M. Joshi Marg, Lowerparel (W), Mumbai MH 400013 IN.

2. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of business to be transacted at the Extra Ordinary General Meeting (EGM), as set out under Item No. 4 the relevant details of the Directors as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (Listing Regulations) and as required under Secretarial Standards - 2 on General Meetings issued by the Institute of Company Secretaries of India is annexed thereto.

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the Extra -Ordinary General Meeting (EGM), 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 EGM is being held through VC/OAVM pursuant to the MCA and SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

4. Corporate Members intending to send their authorized representative(s) to attend the meeting through VC/OAVM are requested to send to the Company a certified copy of the relevant Board resolution together with the specimen signature(s) of the representative(s) authorizing under the said Board resolution to attend and vote on their behalf at the meeting.

5. The Members can join the EGM held through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on a first come first served basis. This will not include large Shareholders (i.e Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

6. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the Members during the EGM.

7. Attendance of the Members participating in the EGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act,

8. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and December 31, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Link Intime India Private Limited (LIIPL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM will be provided by LIIPL.

9. In compliance with the MCA Circular and the Securities and Exchange Board of India ("SEBI") Circulars dated May 13, 2022, the Notice of the EGM is being sent through electronic mode to those Members who's Email addresses are registered with the Company/ Depositories. Members may note that the Notice will also be available on the Company's website www.poddarhousing.com . The Notice can also be accessed from the websites of the BSE Limited at www.bseindia.com, NSE Limited at www.nseindia.com and the EGM Notice is also available on the website of LIIPL at https://instavote.linkintime.co.in.

10. Members, who have not registered their email id so far, are requested to register their email addresses with their DP's permanently for receiving all communications including any notices, circular etc. from the Company electronically. In case of any queries the members are requested to write to cs.team@poddarhousing.com. Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participant. Members holding shares in physical form are requested to register/ update their email addresses with the Registrar & Share Transfer Agent of the Company.

11. In furtherance of the Go Green Initiative of the Government, electronic copy of Notice of EGM is being sent to all the members whose email addresses are registered with the Company/Depository Participants.

12. Necessary documents including the Notice and the explanatory statement will be made available for inspection up to the date of EGM at the Company's Website www.starhfl.com

13. In case of joint holders attending the EGM, only such joint holders who are higher in order of names will be entitled to vote.

14. Members holding shares individually in physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website at www.poddarhousing.com Members who hold shares singly in Dematerialized form are advised to make a nomination through their Depository Participant.

15. Non - Resident Indian Members are requested to inform Registrar and Share Transfer Agents, immediately of :
(a) Change in their residential status on return in India for permanent settlement.
(b) Particulars of their bank account are maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

16. Soft copy of necessary documents including the Notice and the explanatory statement will be made available for inspection in electronic form during the meeting, any member who wishes to inspect the said documents shall request for the same.

17. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra Ordinary General Meeting (EGM by electronic means and the business may be transacted through E-Voting Services) service provided by LIIPL E-Voting is optional. The Facility of E-voting shall also be made available at the EGM and Members attending the EGM who have not cast their vote by remote e-voting shall be able to exercise their right to cast vote at the EGM.

18. The instructions for Members for Remote E-Voting are as under:
The Remote voting period begins on 19th August, 2023. at 9.00 A.M. IST and ends on 21st August, 2023 at 05:00 P.M. IST. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 14th August, 2023. may cast their vote electronically. The Remote e-voting module shall be disabled by NDSL for voting thereafter.

Remote e-Voting Instructions for shareholders:

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://www.evoting.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. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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. After Successful login, you will be able to see e-Voting option. Once you 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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode 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. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
   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 holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*
Shareholders holding shares in **NSDL form, shall provide '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 : 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

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 Extra Ordinary l General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: https://instameet.linkintime.co.in & Click on "Login".

▶ 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).

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

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist 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 during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. 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'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. 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'.
5. 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.
6. 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.

InstaMeet Support Desk
Link Intime India Private Limited

OTHER INSTRUCTIONS

20. The voting rights of Members shall be proportion to their shares of the paid up equity share capital of the Company as on the cut-off date and a person who is not a Member as on the cut-off date should treat the Notice for information purpose only.

21. The Company has appointed Dr. Ronak Jhuthawat (Certificate of Practice No.-12094) of M/s Ronak Jhuthawat & Co., Company Secretary in practice as Scrutinizer, to scrutinize the voting (at EGM venue) and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and to be availed for the purpose of ascertaining the requisite majority.

22. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, unblock the votes cast at the meeting and through remote e-voting and make, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith.

23. The results as declared by the Chairman or a person authorized by him in writing along with the Scrutinizer's Report shall be immediately placed on the website of the Company i.e. www.starhfl.com and NSDL after the declaration of results. The results shall also be simultaneously communicated to BSE Limited.

24. The resolutions listed in the Notice of the EGM shall be deemed to be passed on the date of the EGM, subject to the receipt of the requisite number of votes in favour of the respective resolutions.

25. 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.

EXPLANATORY STATEMENT

[Pursuant to Sections 102 and 110 of the Companies Act, 2013]

The following Statement sets out all material facts relating to the businesses mentioned under Item Nos. 1 of the accompanying Notice:

Item No. 1:

Pursuant to the provisions of Section 161(1) of the Act and relevant provisions of the Articles of Association of the Company, the Board of Directors of the Company, on the recommendation of Nomination & Remuneration Committee, at its meeting held on 23rd May, 2023 appointed Mr. Mr. Suman Kumar Verma as the Additional Director in the category of Non-Executive Independent Director w.e.f. 23rd May, 2023. The Company has, in terms of Section 160(1) of the Act, received in writing notice from a Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr. Suman Kumar Verma are provided as Annexure to this Notice.

Mr. Suman Kumar Verma has given his declaration to the Board, inter alia, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act iv) has also given declarations required under RBI/NHB. He has also given his consent to act as a Director.

In the opinion of the Board, Mr. Suman Kumar Verma is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Suman Kumar Verma on the Board of the Company and accordingly the Board recommends the appointment of Mr. Suman Kumar Verma as an Independent Director as proposed in the Resolution set out at Item No. 1 of the accompanying Notice for approval by the Members.

Except for Mr. Suman Kumar Verma and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

The Board recommends the resolution set forth in Item No. 1 for the approval of the Members as Ordinary Resolution.

Place : Mumbai

For Poddar Housing and Development Limited

Date : 31st July, 2023

Vimal Tank Digitally signed by Vimal Tank Date: 2023.07.31 22:45:50 +05'30'

(Vimal Tank)

Company Secretary

Annexure

Details of Director seeking re-appointment

(In pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings) Details of the Directors Seeking appointment)

Name of the Director	SUMAN KUMAR VERMA
DIN	07385067
Date of Birth	17.08.1973
Nationality	INDIAN
Date of First Appointment on the Board	23.05.2023
Brief resume / Qualifications	S K Verma is a Registered Insolvency Professional, a Registered Valuer – Securities or Financial Assets, Fellow Member of The Institute of Cost Accountants of India. He specializes in Corporate Finance, Governance, Restructuring, Liquidation, Valuation, Taxation & Regulatory Matters, Costing & General Administration. In his distinguished career profile of more than 20 years.He has worked in Industry at Senior Management Level and has in-depth exposure in the field of Corporate Management & Governance, Planning & Strategy, Indirect Taxation, Direct Taxation, Regulatory Matters & Corporate Restructuring.
Expertise in specific functional areas	Management of Industrial Enterprise, Finance and Treasury, Restructuring, compliance of various Tax and Commercial Laws & Litigations
Terms and Conditions of Appointment/ Reappointment	From 23rd May, 2023 to 22nd May, 2028
Details of Remuneration last drawn	NIL
Details of Remuneration sought to be paid	Sitting fees
Number of Meetings of the Board attended during FY 23-24	NIL
Directorship(s) held in other public companies and listed companies along with listed entities from which the person has resigned in the past three years	NIL
Chairmanships /Memberships of Committees of other listed companies	NIL
Disclosure of relationship with Directors and Key Managerial Personnel (KMP) inter-se	None
Shareholding in the Company as on 31/03/2023	**-**
Skills and capabilities required for the role and the manner of meeting the requirements	Refer Item No. 1 of the Notice and Explanatory Statement