

### **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]**

<b>VOTING STARTS ON</b>	<b>VOTING ENDS ON</b>
<b>30/12/2023</b>	<b>29/01/2024</b>

**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 31<sup>st</sup> December, 2020; 10/2021 dated 23 June, 2021 and 20/2021 dated 8 December, 2021 General Circular No. 2/2022 dated May 5, 2022, General Circular No. 3/2022 dated May 6, 2022, General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, 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 **15<sup>th</sup> December, 2023** (“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, Mathuradas Mills Compound,  
126, N. M. Joshi Marg, Lower Parel (W), Mumbai 400013

**Website:** [www.poddarhousing.com](http://www.poddarhousing.com)

**E mail:** [cs.team@poddarhousing.com](mailto:cs.team@poddarhousing.com) | **Phone:** 02266164444

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### **The Company proposes to**

1. increase authorised capital from existing Rs. 7,00,00,000 (Rupees Seven crore) divided into 70,00,000 (Seventy Lakhs only) equity shares of Rs.10/- each to Rs. 10,00,00,000 (Rupees Ten Crore) divided into 1,00,00,000 ( One Hundred lakhs) equity shares of Rs. 10/- each ranking pari passu in all respect with the existing equity shares of the Company as per the Memorandum and Articles of Association of the Company.
2. Offer and Issue of 9,85,000 equity shares by way of Preferential allotment

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 Kumar Deora, Company secretaries, (Membership No: 5683 and 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 on or before 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

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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 INCREASE THE AUTHORIZED SHARE CAPITAL AND ALTERATION OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder and considering the earlier approved sub-division of the shares, by the Members of the Company, consent of the Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 7,00,00,000 (Rupees Seven crore) divided into 70,00,000 (Seventy Lakhs only) equity shares of Rs.10/- each to Rs. 10,00,00,000 (Rupees Ten Crore) divided into 1,00,00,000 ( One Hundred lakhs) equity shares of Rs. 10/- each ranking pari passu in all respect with the existing equity shares of the Company as per the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following:-

"V. The Authorized Share Capital of the Company is Rs. 10,00,00,000 (Rupees Ten Crore) divided into 1,00,00,000 ( One Hundred lakhs) equity shares of Rs.10/- each (Rupees Five each) with the rights, privileges and conditions attached thereto as per the relevant provisions contained in that behalf in the Articles of Association of the Company and with power to increase or reduce the same and to divide the shares in



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several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being in force, and to vary, modify, enlarge or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or provided by the Articles of Association of the Company for the time being in force.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby severally authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.

### **2. TO APPROVE FOR ISSUE AND OFFER OF 9,85,000 EQUITY SHARES BY WAY OF PREFERENTIAL ISSUE:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), each as amended from time to time, the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (together, the “Stock Exchanges”) on which the equity shares of the Company having face value of Rs. 10 each (“Equity shares”) are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India (“SEBI”) and/or any other statutory / regulatory

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authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents and permissions as may be necessary or required from Applicable Regulatory Authorities (including the Stock Exchanges) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorised to accept, the consent and approval of the Members be and is hereby accorded to create, issue, offer and allot upto 9,85,000 equity shares at a price of Rs. 160/- per equity share (at a premium of Rs. 150/- per equity share), aggregating upto Rs. 15,76,00,000/- (INR Fifteen Crores Seventy Six Lakhs ) to Slate Edge Limited incorporated under the laws of U K or a subsidiary or an affiliated special purpose vehicle of Slate Edge Limited (“Investor”) for cash consideration by way of a preferential issue on a private placement basis (“Preferential Issue”), and on such terms and conditions as may be determined by the Board in accordance with the Act, SEBI ICDR Regulations and other applicable laws.

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V and Regulation 161 of SEBI(ICDR) Regulations, 2018, the relevant date for determining the floor price for the Preferential Issue of the equity shares is the date 30 days prior to the date on which the resolution will be deemed to be passed.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above Resolution, the issue of the equity shares to the Investor under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The equity shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.
- b) The equity shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

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- c) The equity shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- d) The Investor shall be required to bring in the entire consideration for the Equity shares to be allotted to such Investor, on or before the date of allotment thereof.
- e) The consideration for allotment of equity shares shall be paid to the Company from the bank accounts of the Investor.
- f) The equity shares shall be allotted in dematerialised form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of equity shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of equity shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the equity shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchanges for obtaining of in-principle and listing approval of the equity shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

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**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

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

By order of the Board

**For Poddar Housing and Development Limited**

**Sd/-**

**Haroon Mansuri**

**Company Secretary**

**Date:** 12<sup>th</sup> December, 2023

**Place:** Mumbai



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### **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. 14/2020 dated 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 ("LI IPL") 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., **15<sup>th</sup> December, 2023** 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](http://www.poddarhousing.com) and on the website of LI IPL 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., **15<sup>th</sup> December, 2023** will only be considered for the purpose of Remote e-voting.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members / Beneficial Owners maintained by the Depositories as on cut-off date i.e **15<sup>th</sup> December, 2023**
7. The Remote e-voting period commences at **9.00 a.m. (IST) on 30/12/2023 and ends at 5.00 p.m. (IST) on 29/01/2024**. 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. **15<sup>th</sup> December, 2023**, may cast their votes electronically. The Remote e-voting module shall be disabled by LI IPL 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.



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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. **29<sup>th</sup> January, 2024**
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](mailto:cs.team@poddarhousing.com)
11. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rajiv Ranjan, AVP, LIPL, C-101, 1<sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400083; Helpdesk: 022 49186000/49186175; E-mail to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in).

### **Remote e-Voting Instructions for shareholders:**

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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.

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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 / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://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](http://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

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

### **Login method for Individual shareholders holding securities in physical form is given below:**

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

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.



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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 LIPL 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](mailto: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.

## **Poddar Housing and Development Limited**

**CIN:** L51909MH1982PLC143066

**Registered office:** Unit No.3-5, Neeru Silk Mills, Mathuradas Mills Compound,  
126, N. M. Joshi Marg, Lower Parel (W), Mumbai 400013

**Website:** [www.poddarhousing.com](http://www.poddarhousing.com)

**E mail:** [cs.team@poddarhousing.com](mailto:cs.team@poddarhousing.com) | **Phone:** 02266164444

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<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 22- 23058542-43.

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

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

o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’

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

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

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

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

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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**



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

#### **Item No. 1 of the Notice:**

The present authorized share capital of the Company is Rs. 7,00,00,000 (Rupees Seven Crores only) and the Issued and Paid-up Capital of the Company as on the date of this notice is Rs. 6,31,54,000 (Rupees Six Crore Thirty One Lakhs Fifty Four Thousand only) divided in to 63,15,400 (Sixty Three Lakhs Fifteen Thousand Four Hundred) equity shares of Rs 10/- (Rupees Ten) each. The Company is in need of funds to meet business requirements. The Company has made significant investments in the recent past to create a pathway for future growth, which has resulted in increasing the leverage position of the Company in the form of additional borrowings. Company expects to continue to growth trajectory in medium to long-term and availability of adequate capital is one of the key requirements for achieving the same and therefore the management is intending to raise funds by way of issuing further equity shares of the Company.

The Company proposes to increase the authorised capital from Rs. Rs. 7,00,00,000 (Rupees Seven crore) divided into 70,00,000 (Seventy Lakhs only) equity shares of Rs.10/- each to Rs. 10,00,00,000 (Rupees Ten Crore) divided into 1,00,00,000 (One Hundred lakhs) equity shares of Rs. 10/- each ranking pari passu in all respect with the existing equity shares of the Company as per the Memorandum and Articles of Association of the Company.

The Board of Directors in their meeting held on 28<sup>th</sup> November, 2023 have subject to members approval passed resolution for increase in authorised capital of the Company.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of the Notice.

The Board recommends the Ordinary Resolution set forth in Item No. 1 of the Notice for approval of the members.

#### **Item No. 2 of the Notice:**

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory

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modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis to Slate Edge Limited ("Investor"). Slate Edge Limited a Company incorporated under the laws of U K.

The Board, pursuant to its resolution dated 30<sup>th</sup> October, 2023 has noted and accepted an investment commitment letter issued by Slate Edge Limited to the Company for investment of Rs. 15,76,15,000/- (INR Fifteen Crores Seventy Six Lakhs) in the Company, subject customary closing conditions, and consequently the Board has approved the proposed Preferential Issue of 9,85,000 equity shares at a price of Rs. 160 per equity share (at a premium of Rs. 150/- per equity share) ("Issue Price"), and consequently, recommends the resolution as set out above to be passed by the Members through a special resolution.

The relevant disclosures in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Act read with the rules issued thereunder, are set forth below:

**i) Particulars of the Preferential Issue including date of passing of Board resolution**

The Board of Directors at its meeting held on 30<sup>th</sup> October, 2023 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 9,85,000 equity shares of the face value of Rs. 10 only per equity share, at a price of Rs. 160/- per equity share (at a premium of Rs. 149/- per equity share), aggregating up to Rs. 15,76,00,000/- (INR Fifteen Crores Seventy Six Lakhs) to the Investor, for cash consideration, by way of a preferential issue on a private placement basis.

**ii) Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued**

Up to 9,85,000 equity shares of the face value of Rs. 10/- only per equity share fully paid of the Company, at a price of Rs. 160/- (including a premium of Rs. 150/-) per equity share aggregating up to Rs. 15,76,00,000/- (INR Fifteen Crores Seventy Six Lakhs), such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

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### **iii) Basis on which the price has been arrived at and justification for the price (including premium, if any).**

The equity shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together referred to as the "Stock Exchanges"). The equity shares are frequently traded in terms of the SEBI ICDR Regulations and NSE, being the Stock Exchange with higher trading volumes for the preceding ninety trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

### **iv) Amount which the company intends to raise by way of such securities;**

Aggregating up to Rs. 15,76,00,000/- (INR Fifteen Crores Seventy Six Lakhs )

### **v) Purpose/Objects of the Preferential Issue and aggregate amount proposed to be raised**

The Company proposes to raise an amount aggregating up to Rs. 15,76,00,000/- (INR Fifteen Crores Seventy Six Lakhs) through the Preferential Issue. The proceeds of the Preferential Issue shall be utilized for repayment of borrowings of the Company and/or its subsidiaries, working capital requirement, meeting future funding requirements and other general corporate purposes of the Company and its subsidiaries.

### **vi) Relevant Date**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue is 29<sup>th</sup> December, 2023 being the working day preceding 30 days prior to the date on which the resolution is deemed to be passed.

**The class or classes of persons to whom the allotment is proposed to be made**

The Preferential Issue of equity shares is proposed to be made to an investor, being Slate Edge Limited or a subsidiary or an affiliated special purpose vehicle of Slate Edge Limited.

### **vii) Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue**

None of the Promoters, Directors or Key Managerial Personnel or their relatives intend to subscribe to any equity shares pursuant to the Preferential Issue

### **viii) Proposed time frame within which the Preferential Issue shall be completed**



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As required under the SEBI ICDR Regulations, the equity shares shall be allotted by the Company within a maximum period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed equity shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

**ix) Principal terms of assets charged as securities**

Not applicable.

**x) Shareholding pattern of the Company before and after the Preferential Issue**

Please refer Annexure – A to this Notice for details.

**xi) Material terms of raising such securities**

The equity shares being issued shall be pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

**xii) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price**

During the year, no preferential allotment has been made to any person as of the date of this Notice.

**xiii) Identity of the natural persons who are the ultimate beneficial owners of the Equity shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue**

Identity of the allottee and the percentage of post preferential issue capital that may be held by them.

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Name of the proposed allottee	Category	Present pre-issue shareholding		Post issue shareholding		Ultimate beneficial owners
		Pre issue shareholding	% of total equity capital	Post issue holding	% of total equity capital	
Slate Edge Limited	Foreign Investor	Nil	Nil	9,85,000	13.49	

- xiv) **The change in control, if any, in the Company that would occur consequent to the Preferential Issue, and the percentage of post preferential issue capital that may be held by the allottee**

There will be no change in control in the Company consequent to the completion of the Preferential Issue to the Investor. The percentage of post Preferential Issue capital that will be held by the Investor shall be 13.49%.

Category of shareholders	Pre issue		Post issue	
	No. of equity shares	Percentage of holding	No. of equity shares	Percentage of holding
Promoters	38,53,468	61.02	38,53,468	52.78
Public	24,61,932	38.98	34,46,932	47.22
<b>Total</b>	<b>63,15,400</b>	<b>100.00</b>	<b>73,00,400</b>	<b>100.00</b>

- xv) **Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects**

No contribution is being made by Promoter or Directors of the Company, as part of the Preferential Issue.

- xvi) **Valuation and Justification for the allotment proposed to be made for consideration other than cash**

Not applicable

- xvii) **Lock-in Period**

The equity shares to be allotted on a preferential basis shall be locked-in for such period as specified under Regulations 167 of the SEBI ICDR Regulations.

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### **xviii) The current and proposed status of the allottee(s) post the Preferential Issue namely, promoter or non-promoter**

Non-promoter.

#### **xix) Undertakings**

a) None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.

b) The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI ICDR Regulations.

c) As the equity shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

d) The Company shall re-compute the price of the equity shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.

e) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottees.

f) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

#### **xxi) Practising Company Secretary's Certificate**

The certificate from Dinesh Kumar Deora, Practising Company Secretaries, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: [www.poddarhousing.com](http://www.poddarhousing.com).



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### **xxii) Other disclosures**

a) During the period from April 01, 2023 until the date of Notice of this Postal Ballot, the Company has not made any preferential issue of equity shares.

b) Report of registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Allotment.

c) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of equity shares under the Preferential Issue is for a cash consideration.

d) Slate Edge Limited has confirmed that it has not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date. Slate Edge Limited has further confirmed that the Investor shall be an entity eligible under SEBI ICDR Regulations to undertake the preferential issue.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity shares to Investor is being sought by way of a special resolution as set out in the said item no. 2 of the Notice. Issue of the equity shares pursuant to the Preferential Issue would be within the Authorised Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No.2 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

The declarations have been received from the proposed allottees that:

- They have not sold the shares of the Company (holding if any) during the 6 (six) months period prior to the relevant date
- They shall undertake to comply with the provision of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (if applicable)
- They have not been debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.

The resolution and the terms stated therein and in the explanatory statement herein above shall be subject to the guidelines/ regulations issued/ to be issued by the

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Government of India or the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI ICDR Regulations

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No.2 of this notice except and to the extent of their shareholding in the Company.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

The Board recommends the Special Resolution set forth in Item No. 2 of the Notice for approval of the members.

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### **Annexure “A”**

#### **Pre and Post Preferential Issue Shareholding Pattern of the Company**

<b>Sr. No.</b>	<b>Category of shareholders</b>	<b>Pre issue (as on 30/09/2023)</b>		<b>Post issue</b>	
		<b>No. of shares held</b>	<b>% of share holding</b>	<b>No. of shares held</b>	<b>% of share holding</b>
<b>A</b>	<b>Promoters</b>				
1	Rohitashwa Poddar	9,66,353	15.30	9,66,353	<b>13.24</b>
2	Dipak Kumar Poddar	1,12,000	1.77	1,12,000	<b>1.53</b>
3	Poddar Amalgamated Holdings Limited	18,57,700	29.42	18,57,700	<b>25.45</b>
4	Poddar Bhumi Holdings Limited	6,76,540	10.71	6,76,540	<b>9.27</b>
5	Brite Merchants Limited	1,87,547	2.97	1,87,547	<b>2.57</b>
6	Janpriya Traders Limited	53,328	0.84	53,328	<b>0.73</b>
	<b>Sub Total (A)</b>	<b>38,53,468</b>	<b>61.02</b>	<b>38,53,468</b>	<b>52.78</b>
	<b>Public</b>				
1	Mutual Funds	2,36,666	3.24	2,36,666	<b>3.24</b>
2	Bank	50	---	50	---
3	Foreign Portfolio Investor	80,602	1.28	80,602	<b>1.10</b>
4	Foreign Investor	---	---	9,85,000	<b>13.49</b>
5	IEPF Authority	99,867	1.58	99,867	<b>1.37</b>
6	Individuals	15,36,931	24.34	15,36,931	<b>21.05</b>
7	Non Resident Individuals (NRIs)	1,53,849	2.44	1,53,849	<b>2.11</b>

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8	Body Corporates	2,73,695	4.33	2,73,695	<b>3.75</b>
9	Limited Liability Partnership	650	0.01	650	<b>0.01</b>
10	Hindu Undivided Family	79,490	1.26	79,490	<b>1.09</b>
11	Clearing Members	132	---	132	---
	<b>Sub Total (B)</b>	<b>24,61,932</b>	<b>38.98</b>	<b>34.46.932</b>	<b>47.22</b>
	<b>Grand Total</b>	<b>63,15,400</b>	<b>100.00</b>	<b>73,00,400</b>	<b>100.00</b>

**By order of the Board**  
**Poddar Housing and Development Limited**

**Haroon Mansuri**  
**Company Secretary**

**Sd/-**

**Place: Mumbai**  
**Date: 12<sup>th</sup> December, 2023**