

NOTICE OF OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 39th (Thirty Ninth) Annual General Meeting of the Members of PODDAR HOUSING AND DEVELOPMENT LIMITED will be held on Thursday, 30th September, 2021 at 03.00 P.M. through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), to transact of the following business:

Ordinary Business

1. To receive, consider and adopt;
 - a. The Audited Financial Statements of the Company for the Financial Year ended March 31, 2021 and the Reports of the Board of Directors and Auditors thereon; and
 - b. The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021 and the report of Auditors thereon.
2. To appoint a Director in place of Mr. Dipak Kumar Poddar, (DIN: 0001250) who retires by rotation and being eligible, offer himself for reappointment.

Special Business

3. **Appointment of Mr. Uma Shanker Sharda (DIN: 01602717) as an Independent Director.**

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 sections 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16 of the SEBI, Listing Regulation and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) Mr. Uma Shanker Sharda (DIN: 01602717), who was appointed as an Additional Director (in the capacity of a Non-Executive Independent Director) of the company by the Board of Directors at its meeting held on 12th April, 2021 and pursuant to Section 161 of the Companies Act and as recommended by the Nomination and Remuneration Committee and whose term of office expires at this Annual General Meeting ('AGM') and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Non-Executive Director of the company to hold

office for the first term upto 11th April, 2026., whose period of office will not be liable to determination by retirement of directors by rotation.

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

4. **Appointment of Mr. Ravindra Nemichand Kala (DIN: 05117814) as an Independent Director.**

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 sections 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16 of the SEBI, Listing Regulation and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) Mr. Ravindra Nemichand Kala (DIN: 05117814), who was appointed as an Additional Director (in the capacity of a Non-Executive Independent Director) of the company by the Board of Directors at its meeting held on 12th April, 2021 and pursuant to Section 161 of the Companies Act and as recommended by the Nomination and Remuneration Committee and whose term of office expires at this Annual General Meeting ('AGM') and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Non-Executive Director of the company to hold office the first term upto 11th April, 2026, whose period of office will not be liable to determination by retirement of directors by rotation.

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



5. Appointment of Ms. Nishi Jain (DIN: 05324868) as an Independent Women Director.

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 sections 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16 of the SEBI, Listing Regulation and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) Ms. Nishi Jain (DIN: 05324868), who was appointed as an Additional Director (in the capacity of a Non-Executive Independent Women Director) of the company by the Board of Directors at its meeting held on 12th April, 2021 pursuant to section 161 of the Act and as recommended by the Nomination and Remuneration Committee and whose term of office expires at this Annual General Meeting ('AGM') and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Non-Executive Director of the company to hold office the first term upto 11th April, 2026, whose period of office will not be liable to determination by retirement of directors by rotation.

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

6. To ratify the Remuneration of Cost Auditors for the Financial Year 2021-22

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

RESOLVED THAT pursuant to provisions of Section 148 and other applicable provisions, if any, of The Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014

(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee, the payment of the remuneration of ₹65,000/- (Rupees Sixty Five Thousand Only) plus applicable Tax and reimbursement of out of pocket expenses at actual to M/s VJ Talati and Co., Cost Accountants (Firm Registration No. R00213) who were appointed by the Board of Directors of the Company, as “Cost Auditors” to conduct the audit of the cost records maintained by the Company for Financial Year ending on March 31, 2022, be and is hereby ratified and approved.

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

By order of the Board

Poddar Housing and Development Limited

Place: Mumbai
Date: August 13, 2021

Vimal Tank
Company Secretary

Regd. Off:

Unit N0.3-5, Neeru Silk Mills,
Mathurdas Mills, Compound,
126, N. M. Joshi Marg,
Lower Parel (W), Mumbai 400013.
TEL: 02266164444 Fax: 02266164409
EMAIL: cs.team@poddarhousing.com
WEB: www.poddarhousing.com
CIN: L51909MH1982PLC143066

Notes:

1. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated January 13, 2021 read together with circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 ("MCA Circulars"), and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read together with its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 ("SEBI Circular") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars and SEBI Circular, the AGM of the Company will be held through VC / OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The deemed venue for the 39th AGM of the Company shall be the Registered Office of the Company. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith.
2. **A member entitled to vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such a proxy need not be a member of the company.** Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The relative Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of Special Businesses to be transacted at the Annual General Meeting is annexed hereto.
4. Corporate members intending to send their authorized representative to attend are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
6. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from 23rd September, 2021 to 29th September, 2021 both days inclusive for the purpose of Annual General Meeting.
8. In accordance with the provisions of Sections 124, 125 and other applicable provisions, if any, of the Act, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as "IEPF Rules") (including any statutory modification(s) or reenactment(s) thereof for the time being in force), the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account, is required to be transferred to the IEPF, maintained by the Central Government. In pursuance of this, the dividend remaining unclaimed have been transferred to the IEPF. Investors can claim the unpaid dividend/shares so transferred to IEPF by filling Form IEPF 5.
9. Pursuant to provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on 30th September, 2020 (date of the last Annual General Meeting) on the website of the Company (www.poddarhousing.com) as also on the website of the Ministry of Corporate Affairs (www.mca.gov.in). Dividends for the financial years 2013-2014 and thereafter which remain unpaid or unclaimed for a period of 7 years from the date they became due for payment will be transferred by the Company to IEPF. Members who have not yet encashed their dividend warrants for financial year 2013-2014 onwards and seek revalidation of their warrants are requested to write to Company's Registrars without any delay.
10. Shareholders desiring any information relating to the accounts are requested to write to Company at least 7 days prior to the date of Annual General Meeting or at an early date so as to enable the Management to keep the information ready.
11. For any assistance or information about shares, dividend etc., members may contact the Company or the Registrars.
12. Members are requested to quote their Folio Number / Demat Account Number and contact details such as email address, contact number and complete address in all correspondences with the Company or its Registrars.
13. Members who hold shares in multiple folios and in identical names are requested to contact the Registrars for consolidating their holdings into a single folio.
14. Pursuant to Circular No. SEBI/HO/MIRSD/DOP1/CIR/ P/2018/ 73 dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to Company or its RTA by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their Respective Depository Participant.

SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 & Notification No. SEBI/LADNRO/GN/2018/49 dated November 30, 2018 amended Regulation 40 of Listing Regulations, 2015, which provides that from April 01, 2019 transfer of securities would not be processed unless the securities are held in the dematerialized form with a depository. In view of the same, now the shares cannot be transferred in the physical mode. Hence, Members holding shares in physical form are requested to dematerialize their holdings immediately. However, Members can continue to make request for transmission or transposition of securities held in physical form.

15. In compliance with the aforesaid MCA Circulars and SEBI Circulars Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.poddarhousing.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
16. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
17. At the thirty-fifth AGM held the Members approved appointment of Bansal Bansal & Company, Chartered Accountants (Firm Registration No. 100986W) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the fortieth AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the thirty-ninth AGM.
18. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
19. E-Voting:

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

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

During the e-voting period, members of the Company holding shares either in physical form or dematerialized form, as on the cut-off date i.e. September 23, 2021 may cast their votes electronically.

The e-voting period commences at 9.00 am on September 27, 2021 and ends at 5.00 pm on September 29, 2021. The e-voting module shall be disabled for voting thereafter.

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

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

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

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

Remote e-Voting Instructions for shareholders:

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

Shareholders are advised to update their mobile number and email ID in their demat accounts to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> ▪ If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. ▪ After successful authentication, you will be able to see e-Voting 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. ▪ If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp ▪ Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> ▪ Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. ▪ After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK INTIME, CDSL. Click on e-Voting service provider name to cast your vote. ▪ If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration ▪ Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> ▪ You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. ▪ Once 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> ▶ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> A. User ID: Shareholders/ members 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) (Members 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. <ul style="list-style-type: none"> ▪ 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). 2. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. 4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 5. E-voting page will appear. 6. 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). 7. 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.

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.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘Submit’.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members 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.

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

- Shareholders/ members 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”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

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

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

- ▶ Select the “Company” and ‘Event Date’ and register with your following details: -
 - A. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company
 - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/
Company shall use the sequence number provided to you, if applicable.
 - C. **Mobile No.:** Enter your mobile number.
 - D. **Email ID:** Enter your email id, as recorded with your DP/Company.
- ▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

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

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

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

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

InStaMeet (VC-Platform) : Special Instructions

- Download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html> and/or as per the instructions for InstaMeet attached.
- The following URLs need to be white-listed in your organisation's domain/your own laptop, desktop, tablet, smartphone etc. on the AGM date:

- A. <https://camonview.com>
- B. <https://instameet.linkintime.co.in>

Members are encouraged to join the Meeting through tablets/ laptops connected through broadband for better experience.

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

Members connecting from mobile devices/tablets/laptops 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 technical glitches.

In case the members have both the computer and telephone audio active or the speakers on members' computers or telephones are too close to each other or there are multiple computers with active audio in the same conference room, there will be instances of audio echo or feedback in the meeting.

In case two or more Members are joining the meeting through a Board Room/Common Location, proper arrangements of audio & video should be in place and Webex will be run on only one system.

Members are encouraged to speak in the Meeting after un-muting themselves once their turn arrives as per the script/their name is announced. Once the member has finished communicating, he/she should mute themselves immediately. (Mute your side if you're not speaking. Your microphone can pick up a lot of background noise, so muting allows others to easily hear others)

Guidelines to follow while participating in the meeting for a good audio-video experience:

- * Use your earphone for better sound quality.
- * Ensure no other background applications are running.
- * Ensure your Wi-Fi or Broadband is not connected to any other device.
- * Have proper lighting in the room and avoid the background sounds.
- * Ensure the background is bright.
- * Do not use mask in the meeting.

By order of the Board
Poddar Housing and Development Limited

Place: Mumbai
Date: August 13, 2021

Vimal Tank
Company Secretary

Explanatory Statement under Section 102 of the Companies Act, 2013 read with Schedule V there to

Item No. 3 of the Notice

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Mr. Uma Shanker Sharda (DIN: 01602717) as an Additional Director from 12th April, 2021. In terms of Section 161(1) of the Companies Act, 2013 read with Article 78 of the Articles of Association of the Company, Mr. Uma Shanker Sharda holds office as an Additional Director only up to the date of the forthcoming Annual General Meeting. Mr. Uma Shanker Sharda, being eligible has offered himself for appointment as a Director. The Company has received a notice from a Member signifying his intention to propose the candidacy of Mr. Uma Shanker Sharda for the office of Director of the Company under Section 160 of the Companies Act, 2013. Mr. Uma Shanker Sharda has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that he fulfils the conditions specified in the Act for appointment as an Independent Director. Mr. Uma Shanker Sharda is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time.

A copy of the draft letter for the appointment of Mr. Uma Shanker Sharda as Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day and the same has also been uploaded on the Company website <https://www.poddarhousing.com>. The Other details including the shareholding, names of companies and the committees in which he is a member are published elsewhere in the Annual Report. The other details of Mr. Uma Shanker Sharda in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 are annexed to this Notice.

The Board of Directors is of the opinion that Mr. Uma Shanker Sharda vast knowledge and industry experience will be of great value to the Company. Your Directors recommend the Ordinary Resolution set forth in Item No. 3 of the Notice for approval of the members.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Uma Shanker Sharda himself and his relatives may be deemed to be concerned or interested in the resolution

Item No. 4 of the Notice

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Mr. Ravindra Nemichand Kala (DIN: 05117814) as an Additional Director from 12th April, 2021. In terms of Section 161(1) of the Companies Act, 2013 read with Article 78 of the Articles of Association of the

Company, Mr. Ravindra Nemichand Kala holds office as an Additional Director only up to the date of the forthcoming Annual General Meeting. Mr. Ravindra Nemichand Kala, being eligible has offered himself for appointment as a Director. The Company has received a notice from a Member signifying his intention to propose the candidacy of Mr. Ravindra Nemichand Kala for the office of Director of the Company under Section 160 of the Companies Act, 2013. Mr. Ravindra Nemichand Kala has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations.

In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that he fulfils the conditions specified in the Act for appointment as an Independent Director. Mr. Ravindra Nemichand Kala is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time.

A copy of the draft letter for the appointment of Mr. Ravindra Nemichand Kala as Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day and the same has also been uploaded on the Company website <https://www.poddarhousing.com>. The Other details including the shareholding, names of companies and the committees in which he is a member are published elsewhere in the Annual Report. The other details of Mr. Ravindra Nemichand Kala in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 are annexed to this Notice.

The Board of Directors is of the opinion that Mr. Ravindra Nemichand Kala vast knowledge of Project Finance, Strategic Management and other industrial experience will be of great value to the Company. Your Directors recommend the Ordinary Resolution set forth in Item No. 4 of the Notice for approval of the members.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Ravindra Nemichand Kala himself and his relatives may be deemed to be concerned or interested in the resolution

Item No. 5 of the Notice

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Ms. Nishi Jain (DIN: 05324868) as an Additional Director from 12th April, 2021. In terms of Section 161(1) of the Companies Act, 2013 read with Article 78 of the Articles of Association of the Company, Ms. Nishi Jain holds office as an Additional Director only up to the date of the forthcoming Annual General Meeting. Ms. Nishi Jain, being eligible has offered herself for appointment as a Director. The Company has received a notice from a Member signifying her



intention to propose the candidacy of Ms. Nishi Jain for the office of Director of the Company under Section 160 of the Companies Act, 2013. Ms. Nishi Jain has given a declaration to the Board that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations.

In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that she fulfils the conditions specified in the Act for appointment as an Independent Director. Ms. Nishi Jain is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time.

A copy of the draft letter for the appointment of Ms. Nishi Jain as Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day and the same has also been uploaded on the Company website <https://www.poddarhousing.com>. The Other details including the shareholding, names of companies and the committees in which she is a member are published elsewhere in the Annual Report. The other details of Ms. Nishi Jain in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 are annexed to this Notice.

The Board of Directors is of the opinion that Ms. Nishi Jain vast knowledge of Companies Act, IBC and Legal experience will be of great value to the Company. Your Directors recommend the Ordinary Resolution set forth in Item No. 5 of the Notice for approval of the members.

None of the Directors, Key Managerial Personnel and their relatives except Ms. Nishi Jain herself and her relatives may be deemed to be concerned or interested in the resolution

Item No. 6 of the Notice

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s V.J Talati and Co., Cost Accountants to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2022. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending on March 31, 2022.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice. The Board recommends the Ordinary Resolution set forth in Item No. 6 of the Notice for approval of the members.

By order of the Board
Poddar Housing and Development Limited

Place: Mumbai
Date: August 13, 2021

Vimal Tank
Company Secretary

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

Name of Director	Mr. Uma Shanker Sharda	Mr. Ravindra Nemichand Kala	Ms. Nishi Jain
Date of Birth	September 27, 1969	10 th May, 1955	9 th November, 1982
DIN	01602717	05117814	05324868
Date of Appointment	12 th April, 2021	12 th April, 2021	12 th April, 2021
Expertise in Specific Functional area	Corporate Law, Project Finance, Investments, Risk Management and Taxation related matter.	Managing International Operations, Transfer Pricing, Mergers & Acquisitions, Corporate Finance operations, Accounting, Budgeting, Costing, Tax Planning and Structured Finance.	Corporate Secretarial and Commercial Law.
Qualification	Mr. Uma Shanker Sharda is a fellow member of Institute of Chartered Accountant of India and Institute of Companies Secretaries of India Mr. Sharda is also Law Graduate and also completed P.G. DIP. in C.W.A (1988) and DISA(ICAI), ID(IICA).	Mr. Ravindra Nemichand Kala is a Fellow Chartered Accountant (F.C.A.)	Ms. Nishi Jain, is a member of Institute of Company Secretaries of India, Law graduate and an IP Professional.
Board Membership of other Public Companies as on 31 st March 2021	Nil	Nil	Nil
Chairman / Member of the Committee of the Board of Directors of the Company as on 31 st March 2021	Nil	Nil	Nil
Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	2	1	2
No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Nil	Nil	Nil
Inter-se relationship between Directors and other Key Managerial Personnel	He is not related to any other Director or Key Managerial Personnel of the Company.	He is not related to any other Director or Key Managerial Personnel of the Company.	She is not related to any other Director or Key Managerial Personnel of the Company.
Number of Shares held on 31 st March 2021	Nil	Nil	Nil