

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 38th (Thirty EIGHTH) Annual General Meeting of the members of PODDAR HOUSING AND DEVELOPMENT LIMITED will be held on Wednesday, 30th September, 2020 at 3.00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact of the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt;
 - a) the audited financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon; and
 - b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2020 and the report of Auditors thereon.
2. To appoint a Director in place of Mr. Dilip Thakkar (DIN 00007339), who retires by rotation and is eligible for reappointment.

SPECIAL BUSINESS

3. To ratify the Remuneration of Cost Auditors and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March 2021, be paid the remuneration as set out in the Statement Annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such steps as may be necessary to give effect to this resolution."

4. To Re-appoint and Remunerate Mr. Dipak Kumar Poddar (DIN 00001250) as Whole Time Director designated as Executive Chairman of the Company for a further period of 3 years and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI

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

RESOLVED FURTHER THAT pursuant to the provisions of Sections 197, 198 of the Companies Act, 2013 ("Act"), Schedule V thereto and other applicable provisions of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other applicable law for the time being in force (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of members of the Company be and is hereby accorded to pay remuneration to Mr. Dipak Kumar Poddar over and above the limits prescribed under Section 197 of the Act and in accordance with Schedule V to the Act notwithstanding any deficiency in profits upto such amount as may be determined by the Board of Directors of the Company or any committee constituted by the Board of Directors (collectively "Board").

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of profits of the Company in any financial year during the term of the office of Mr. Dipak Kumar Poddar, the remuneration as mentioned herein below shall be paid to him as Minimum Remuneration;

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members of the Company be and is hereby also provided for payment of annual remuneration as set out in the herein below to Mr. Dipak Kumar Poddar, Executive Director, as may be decided by the Board time to time;

RESOLVED FURTHER THAT the Board of Directors of the Company in compliance with the provisions of Section 197 of the Act read with Schedule V of the Companies Act (including



Nomination and Remuneration Committee) be and is hereby authorized to vary and/ or alter the terms and conditions of remuneration to be paid to Mr. Dipak Kumar Poddar, subject to the compliance with the provisions of Section 197 of the Act read with Schedule V to the Act.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things as may be required or as they deem necessary and expedient to give effect to this resolution.”

1. Salary:

₹2,00,000/- (Rupees Two Lakhs only) per month, with such annual increments / increases as may be decided by the Board of Directors from time to time.

2. Perquisites:

- (i) Company's contribution to Provident Fund to the extent these either singly or put together are not taxable under the Income Tax Act.
- (ii) Gratuity as per the Company policy subjected to maximum of permissible limit allowed under Payment of Gratuity Act.
- (iii) House Rent Allowance (including maintenance charges): 20% of salary
- (iv) Expenses on Gas, Electricity, Water and Furnishing subject to a ceiling of 10% of the salary.
- (v) Reimbursement of medical expenses incurred by himself and his family subject to a ceiling of one month's salary in a year or three month's salary over a period of 3 years.
- (vi) Reimbursement of actual traveling expenses for proceeding on leave to any place in India and return therefrom once in a year in respect of himself and his family.
- (vii) Reimbursement of fees of clubs subject to a maximum of two clubs. These will not include admission and life membership fees.
- (viii) Free use of Companies car for official as well as for private purposes.
- (ix) Reimbursement of telephone expenses. However, personal long distance calls shall be billed by the Company to the Executive Chairman.
- (x) One month's earned leave with full pay and allowances in a year which may be accumulated for three months. Encashment of un-availed leave will be permitted.
- (xi) Cost of insurance cover against the risk of any financial liability or loss because of any error of judgment, as may be approved by the Board of Directors from time to time.
- (xii) Reimbursement of entertainment expenses incurred in the course of business of the Company.

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

Perquisites shall be valued as per the provisions of the Income Tax Rules, wherever applicable, and in the absence of any such rules shall be valued at actual cost.

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

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

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

5. To Re-appoint and Remunerate Mr. Rohitashwa Poddar (DIN 00001262) as Managing Director of the Company for a further period of 3 years and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 198, 199 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded to the reappointment of Mr. Rohitashwa Poddar (DIN 00001262) as Managing Director of the Company for a further period of 3 years upon the terms and subject to the conditions as set out hereunder, with further liberty to the Board of Directors of the Company to alter and vary the said terms and conditions, in such manner as may be agreed to between the Directors and Mr. Rohitashwa Poddar but subject to the provisions contained in Schedule V to the Companies Act, 2013, as amended from time to time.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 197, 198 of the Companies Act, 2013 (“Act”), Schedule V thereto and other applicable provisions of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and any other applicable law for the time being in force (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of members of the Company be and is hereby accorded to pay remuneration to Mr. Rohitashwa Poddar over and above the limits prescribed under Section 197 of the Act and in accordance with Schedule V to the Act notwithstanding any deficiency in profits upto such amount as may be determined

by the Board of Directors of the Company or any committee constituted by the Board of Directors (collectively "Board").

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members of the Company be and is hereby also provided for payment of annual remuneration as set out herein below to Mr. Rohitashwa Poddar, Managing Director, as may be decided by the Board time to time;

RESOLVED FURTHER THAT the Board of Directors of the Company in compliance with the provisions of Section 197 of the Act read with Schedule V of the Companies Act (including Nomination and Remuneration Committee) be and is hereby authorized to vary and/ or alter the terms and conditions of remuneration to be paid to Mr. Rohitashwa Poddar, subject to the compliance with the provisions of Section 197 of the Act read with Schedule V to the Act.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things as may be required or as they deem necessary and expedient to give effect to this resolution."

1. Salary:

- a) ₹2,50,000/- (Indian Rupees Two Lakh Fifty Thousand) per month, with such annual increments/ increases as may be decided by the Board of Directors from time to time based on the recommendation of the Nomination and Remuneration Committee.

2. Perquisites:

- a) Company's contribution to Provident Fund to the extent either singly or put together are not taxable under the Income Tax Act.
- b) Gratuity as per the Company policy subjected to maximum of permissible limit allowed under Payment of Gratuity Act.
- c) Expenses on Gas, Electricity, Water and furnishing subject to a ceiling of 10% of the salary at the actuals for one residential house.
- d) Reimbursement of medical expenses incurred by himself and his family subject to a ceiling of one month's salary in a year or three month's salary over a period of 3 years.
- e) Reimbursement of expenses for a vacation once in a year in respect of himself and his family upto ₹10,00,000 (Indian Rupees Ten Lakh) plus applicable taxes thereon.
- f) Reimbursement of fees of clubs subject to a maximum of two clubs. These will not include admission and life membership fees.

- g) Free use of Company's car for official as well as for private purposes.
- h) Reimbursement of telephone expenses. However, personal long distance calls shall be billed by the Company to the Managing Director.
- i) One month's earned leave with full pay and allowances in a year which may be accumulated for three months. Encashment of un-availed leave will be permitted.
- j) Cost of insurance cover against the risk of any financial liability or loss because of any error of judgment, as may be approved by the Board of Directors from time to time.
- k) Reimbursement of entertainment expenses incurred in the course of business of the Company.
- l) Reimbursement of expenses of in respect of education of upto three children of the director including the taxes thereon.
- m) Subject to any statutory ceiling/s, the Managing Director may be given any other allowances, perquisites, benefits and facilities as Board of Directors from time to time may decide.

RESOLVED FURTHER THAT in the event of absence or inadequacy of net profits in any financial year, the remuneration payable to the Managing Director shall be governed by section II of part II of Schedule V to the Companies Act, 2013 or any statutory modification thereof.

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

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

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

"RESOLVED THAT pursuant to Section 20 (2) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the consent of the Company be and is hereby accorded to charge from a member in advance, a sum equivalent to the estimated actual expenses for delivery of the document(s) through a particular mode upon receipt of such request from a member;

RESOLVED FURTHER THAT the estimated fees for delivery of the document(s) shall be paid atleast one week in advance to the Company, before dispatch of such document(s);



FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as he may in his absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance.”

By order of the Board

Poddar Housing and Development Limited
(Formerly known as Poddar Developers Limited)

Hemalkumar H. Sagalia
Company Secretary

Place: Mumbai
Date: June 29, 2020

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: investor.relations@poddarhousing.com
WEB: www.poddarhousing.com
CIN: L51909MH1982PLC143066

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") 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 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
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, 2020 to 30th September, 2020 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 re-enactment(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, 2019 (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).
10. Dividends for the financial years 2012-2013 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 2012-2013 onwards and seek revalidation of their warrants are requested to write to Company's Registrars without any delay.
11. 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.
12. For any assistance or information about shares, dividend etc., members may contact the Company or the Registrars.
13. 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.
14. 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.
15. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the DP/RTA. Members may note that the Notice and Annual Report 2019-20 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-eighth AGM.

16. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
17. 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, 2020, may cast their votes electronically.

The e-voting period commences at 9.00 am on Sunday 27th September, 2020 and ends at 5.00 pm on Tuesday 29th September, 2020. 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 company.secretary@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:

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

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

- Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -
 - A. **User ID:** Enter your User ID
 - 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 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.
 - Shareholders/ members holding shares in CDSL demat account shall provide either 'C' or 'D'; above
 - Shareholders/ members holding shares in NSDL demat account shall provide 'D'; above
 - 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).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

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 for 'PODDAR HOUSING AND DEVELOPMENT LIMITED/ Event number 200278'.
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.
8. 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.

If you 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.
- 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 the 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".

Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members 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.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

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 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 company.secretary@poddarhousing.com for the general meeting.
2. Shareholders will get confirmation on first cum first basis.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. 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..

By order of the Board

Poddar Housing and Development Limited
(Formerly known as Poddar Developers Limited)

Place: Mumbai
Date: June 29, 2020

Hemalkumar H. Sagalia
Company Secretary

ANNEXURE TO NOTICE

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

ITEM NO. 3 OF THE NOTICE

The Board on the recommendation of the Audit Committee has approved the appointment and remuneration of ₹50,000/- plus out of pocket expenses to M/s N Ritesh & Associates Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2021.

In accordance with the provisions of Section 148 of the Act, read with the Companies (audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors has to be ratified by the shareholder of the Company.

Accordingly consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 3 of the Notice for ratification of their remuneration payable to the Cost Auditors for the financial year ending 31st March 2021.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for the approval of the shareholders.

None of the directors, key managerial personnel of the Company and their relatives are, concerned or interested, in this resolution, except to the extent of their respective shareholding, if any, in the Company.

ITEM NO. 4 OF THE NOTICE

Mr. Dipak Kumar Poddar is reappointed as Executive Chairman of the Company for a period of 3 years. His re-appointment and remuneration fixed in accordance with schedule V to the Companies Act, 2013 is subject to the approval of the Shareholders for which purpose resolution as set out in the Notice is proposed. Mr. Dipak Kumar Poddar fulfills the eligibility criteria set out under Part I of Schedule V to the companies Act, 2013.

Mr. Dipak Kumar Poddar, is an engineering graduate from MIT USA. He has a rich and varied experience in Finance and General Management. He is on the board of Bajaj Finance Limited and VIP Industries Limited.

He is a chairperson of the Audit Committee, Corporate Social Responsibility Committee and Nomination and remuneration committee in VIP Industries and a member of the Shareholders/ Investor's Grievance Committee and Audit Committee in Poddar Housing and development Limited.

As Mr. Dipak Kumar Poddar has attained the age above 75 years, your approval for his re-appointment is required by way of Special Resolution.

Your Directors recommends the resolution for the approval of the members.

None of the Directors of the Company except Mr. Dipak Kumar Poddar and Mr. Rohitashwa Poddar may be deemed to be concerned or interested in passing of the Resolution.

ITEM NO. 5 OF THE NOTICE

Mr. Rohitashwa Poddar is reappointed as Managing Director of the Company for a period of 3 years. His reappointment and remuneration fixed in accordance with schedule V to the Companies Act, 2013 is subject to the approval of the Shareholders for which purpose resolution as set out in the Notice is proposed. Mr. Rohitashwa Poddar fulfills the eligibility criteria set out under Part I of Schedule V to the companies Act, 2013.

A brief profile of Mr. Rohitashwa Poddar, the nature of his expertise, the names of companies in which he holds directorships along with the details of membership / chairmanship on various committee of the Board of other companies, shareholding in the Company and relationship between the directors inter-se is annexed to this notice.

Accordingly, the Board recommends the reappointment of Mr. Rohitashwa Poddar as a Managing Director of the Company, whose period of office is liable to determination by retirement of director by rotation for approval of the Members of the Company, the retirement of director by rotation in the AGM of the director shall not constitute of break of tenure of reappointment as Managing Director.

Your Directors recommends the resolution for the approval of the members.

None of the Directors of the Company except Mr. Dipak Kumar Poddar and Mr. Rohitashwa Poddar may be deemed to be concerned or interested in passing of the Resolution.



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

I. GENERAL INFORMATION:

a	Nature of industry	Construction, real estate, affordable housing sector.		
b	Date or expected date of commencement of commercial Production	The Company has been incorporated on June 28, 1982 and engaged in the above mentioned business since last one decade.		
c	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
d	Financial performance based on given indicators	(figures in lakh)		
		Particulars	FY 2019-20	FY 2018-19
		Profit (Loss) after Tax	(1,958.85)	(724.80)
		Net Worth	19204.48	21,250.19
		Earnings Per Share	(31.02)	(11.48)
		Turnover	4795.22	4,755.57
e	Foreign investments or collaborations, if any.	NIL		

II. INFORMATION ABOUT THE APPOINTEES:

a.	Background details	Mr Rohitashwa Poddar is B.Sc. (Hons.), holding degree in engineering and business management from King's College, London, U.K. He has over two decades of experience in the arena of manufacturing, financial services and real estate. He is torch bearer and a pioneer in the Company's foray into affordable housing in 2010, is responsible for strategy and growth. Rohitashwa has a successful twenty-year performance history in manufacturing, in India and China. He is a fellow of the Aspen Institute of Global Leadership and was selected by the Asia Society as one of the 200 top Young Leaders of Asia in 2007.	Mr. Dipak Kumar Poddar is a science graduate from University of Calcutta and holds a master's and bachelor's degree in Mechanical Engineering from Massachusetts Institute of Technology, USA. He has experience of about forty-five years in finance, automobiles, garment exports, precision engineering, real estate and other areas.
b.	Past remuneration	He has drawn remuneration of ₹39.17 Lakhs, ₹38.96 Lakhs and ₹41.61 Lakhs in FY 18-19, FY 17-18 and FY 16-17 respectively.	He has drawn remuneration of ₹29.05 Lakhs, ₹29.46 Lakhs, and ₹25.47 Lakhs in FY 18-19, FY 17-18 and FY 16-17 respectively.
c.	Recognition or awards	None	None
d.	Job profile and his suitability	Mr Rohitashwa Poddar has been associated with the Company since 1995. In his current position his task is to transform the Company, making it one of the most trusted and respected real estate and in that sector pre-eminently an affordable housing company. His focus has been around transformation of corporate citizenship as well as ethical standards in the industry. Mr Poddar is well qualified and experienced to steer the Company to greater heights as has been demonstrated in the achievements in the last three years as the Company has expanded its operations in manifold by acquisition of new land for undertaking various new projects, expansion in the existing projects by construction of new phases on successful completion of old phases.	He has served as the Chief Executive Officer of Bajaj Finance Ltd., until September 3, 2007 and its Managing Director from 1987 to April 1, 2008. Mr. Poddar served as the Managing Director of Golden Tobacco Company Limited from 1979 to 1986. He serves as an Executive Chairman of Poddar Housing and Development Ltd. Mr. Dipak Poddar has master's and bachelor's degree in Mechanical Engineering from Massachusetts Institute of Technology, USA having a wide experience in the sector over four decades thus provides significant value addition in decision making.
e.	Remuneration proposed	As stated in Resolution	As stated in Resolution

f.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The current remuneration being paid to Mr. Rohitashwa Poddar (looking at the profile of the position and person) is in line with the remuneration being paid by the companies of comparable size in the industry in which the Company operates.	The current remuneration being paid to Mr. Dipak Poddar (looking at the profile of the position and person) is in line with the remuneration being paid by the companies of comparable size in the industry in which the Company operates.
g.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Apart from the remuneration and perquisites paid to Mr. Rohitashwa Poddar as stated above and his respective shareholding held directly or indirectly in the Company and the sitting fees for attending meetings of the Board of Directors and their Committees to the Non-Executive Directors, the Directors do not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel.	Apart from the remuneration and perquisites paid to Mr. Dipak Poddar as stated above and his respective shareholding held directly or indirectly in the Company and the sitting fees for attending meetings of the Board of Directors and their Committees to the Non-Executive Directors, the Directors do not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel.

III. OTHER INFORMATION:

a.	Reasons of loss or inadequate profits	The Company operates in very sensitive segment of real estate and construction where the demand has remained subdued on account of demonetization, GST and RERA enactments. The recent NBFC crisis has added insult to the injury in the segment as the credit crunch has led to abysmal performance in loan offtake. The overall position of the economy has kept the home buyers coy to venture out home buying activities and expectation of price fall in customers has mandated them to postpone and defer the purchase of flats in future. The issue of NCD to the tune of ₹150 crores have resulted in increase in finance cost of the Company. On the top of that, COVID-19 and marketing expenses have adverse effect on the top line as well as bottom line of the company.	
b.	Steps taken or proposed to be taken for improvement	The realizations have improved in new phases with better pricing power in its projects. The Company has spent significant amount in marketing of its projects and this has resulted in tremendous response in new bookings in the project and the visitors foot counts have gone up significantly. The conversion of site visitors to actual buyers have improved remarkably in recent past. The new upcoming projects and existing project realizations would improve the top line as well as the bottom line of the Company in the coming time. Once the impact of COVID-19 is over as the process of unlocking the economy has been taking place in phased out manner, the buoyancy as well as the buyers confident in the real estate shall be regained.	
c.	Expected increase in productivity and profits in measurable terms	The Company has toiled and endeavored to push the sales of the flats with initiatives of sales and marketing activities which have contributed significantly in its sales drive and the same would continue in coming time. The Company foresees huge demand in affordable housing segment which would continue to grow at robust pace. Moreover, with launch of projects in more lucrative emerging market areas like Kalyan, Pune would bring better pricing power and realization for the Company as the cost of construction would remain mostly unchanged. The realizations from the ongoing projects would improve once the project reaches the completion phase. In FY 19-20, the company has achieved highest ever topline in its history.	

ITEM NO. 6 OF THE NOTICE

As per the provisions of Section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by post or by Registered post or by Speed post or by Courier or by delivering at his office address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the Company in its General Meeting. Therefore, to enable the members to avail this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

Since the Companies Act, 2013 requires the fees to be determined in the General Meeting, the Directors accordingly commend the Ordinary Resolution at Item no. 6 of the accompanying notice, for the approval of the members of the Company. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6

By order of the Board

Poddar Housing and Development Limited
(Formerly known as Poddar Developers Limited)

Place: Mumbai
Date: June 29, 2020

Hemalkumar H. Sagalia
Company Secretary