

# PODDAR HOUSING AND DEVELOPMENT LIMITED

Registered Office : Unit No. 3-5, Neeru Silk Mills, Mathuradas Mill Compound,  
126 N M Joshi Marg, Lower Parel (West), Mumbai 400 013 | Telephone : 022 6616 4444  
CIN : L51909MH1982PLC143066  
E mail : cs.team@poddarhousing.com | Website : www.poddarhousing.com

Date: 3<sup>rd</sup> July, 2024

To <b>BSE Limited</b> Phiroz Jeejibhoy Towers Dalal Street, Fort, Mumbai 400 001 Scrip Code : 523628	To <b>The National Stock Exchange of India</b> Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C/1 G Block, Bandra Kurla Complex, Bandra East, Mumbai 400 051 Scrip Symbol : PODDARHOUS
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## Subject : Postal Ballot Notice

Dear Sir / Madam

Enclosed herewith please find the Postal Ballot Notice dated 25<sup>th</sup> June, 2024 issued to the members of the Company by e mail on 2<sup>nd</sup> July, 2024.

As per the Postal Ballot Notice the e-voting period to commence from Wednesday, 3<sup>rd</sup> July, 2024 at 09:00 A.M. (IST) and will end on Thursday, 1<sup>st</sup> August, 2024 at 5:00 P.M. (IST).

You are requested to take the above on record and acknowledge receipt.

Thanking You,  
Yours faithfully

For Poddar Housing and Development Limited



**Haroon Mansuri**  
Company Secretary



Encl : a/a

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Phone: 02266164444

## NOTICE OF POSTAL BALLOT

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

VOTING STARTS ON	VOTING ENDS ON
03/07/2024	01/08/2024

**NOTICE** is hereby given that pursuant to the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings / conducting the process of postal ballot through remote e voting vide General Circular Nos. 14/2020 dated 8 April, 2020; 17/2020 dated 13 April, 2020; 22/2020 dated 15 June, 2020; 33/2020 dated 28 September, 2020; 39/2020 dated 31<sup>st</sup> December, 2020; 10/2021 dated 23 June, 2021 and 20/2021 dated 8 December, 2021 General Circular No. 2/2022 dated May 5, 2022, General Circular No. 3/2022 dated May 6, 2022, General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, including any other circular issued in this regard ("relevant Circulars"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard – 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, the resolutions appended below are proposed to be passed by the Members of the Company, by way of postal ballot through remote voting by electronic means only.

In compliance with the aforesaid provisions and relevant circulars, this Postal Ballot Notice is being sent through electronic mode only to all its Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent ("RTA") / Depositories and whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company/ RTA/Depositories as on **21<sup>st</sup> June, 2024** ("Cut-off Date"). If your e-mail address is not registered with the Company/ RTA/Depositories, please follow the process provided in the notes for registration of e-mail ID. The communication of the assent or dissent of the Members would take place only through the remote e-voting system.





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**The Company proposes to :-**

- 1) Regularisation of appointment of Mr. Richard Wilson as a Non-Executive Director (designated as Chairman) of the Company**
- 2) Regularisation of appointment of Ms. Meenakshi Saini as an Independent Woman Director of the Company**

The Company is therefore seeking your consent for the said proposals as contained in the resolutions appended below.

An Explanatory Statement pertaining to the Resolutions setting out all material facts and the reasons for which such Resolutions are proposed is also annexed.

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

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

In accordance with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company has appointed Mr. Dinesh Kumar Deora, Company secretaries, (Membership No: 5683 and COP No: 4119) to act as the Scrutinizer for conducting this Postal Ballot through remote e-voting process, in a fair and transparent manner. The Scrutinizer will submit his Report to the Managing Director or any person authorized by him, after completion of scrutiny of votes cast by remote e-voting.

The result of the Postal Ballot would be announced by a Director or the Company Secretary of the Company on or before 48 hours from the closure of postal ballot period. The said results would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the Company's equity shares are listed and Registrar & Share Transfer Agent and displayed along with the Scrutinizer's report on Company's website viz. [www.poddarhousing.com](http://www.poddarhousing.com) and also on the website of the agency providing e-voting facility i.e. Central Depository Services (India) Limited ("CDSL").



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Company's website viz. [www.poddarhousing.com](http://www.poddarhousing.com) and also on the website of the agency providing e-voting facility i.e. Central Depository Services (India) Limited ("CDSL").

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

## SPECIAL BUSINESS:

### **1. TO APPROVE THE REGULARISATION OF THE APPOINTMENT OF MR. RICHARD WILSON AS A NON EXECUTIVE DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of sections 149, 152 and 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") 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. Richard Wilson (DIN: 10577178)**, who was appointed as an Additional Director (in the capacity of a Non-Executive Director) of the company by the Board of Directors through Circular resolution passed on 3<sup>rd</sup> May, 2024 and pursuant to Section 161 of the Companies Act and as recommended by the Nomination and Remuneration Committee be and is hereby appointed as a Non-Executive Director, liable to retire by rotation and in respect of whom the Company has received a Notice in writing from a member of the Company under section 160 (1) of the Companies Act, 2013 proposing his candidature for the office of the Director and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company.

**"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."





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### 2. TO APPROVE THE REGULARISATION OF THE APPOINTMENT OF MS. MEENAKSHI SAINEE AS AN INDEPENDENT WOMAN DIRECTOR OF THE COMPANY

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 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") 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. Meenakshi Saini (DIN: 07455823)**, who was appointed as an Additional Independent Woman Director (in the capacity of a Non-Executive Independent Woman Director) of the Company by the Board of Directors through Circular resolution passed on 5<sup>th</sup> June, 2024 and pursuant to Section 161 of the Companies Act and as recommended by the Nomination and Remuneration Committee be and is hereby appointed as an Independent Woman Director, not liable to retire by rotation for a term of 5 (five) consecutive years commencing from 5<sup>th</sup> June, 2024 to 4<sup>th</sup> June, 2029 (both days inclusive) and has given her consent along with a declaration that she meets the criteria for independence as defined in section 149 (6) of the Companies Act, 2013 and the rules made thereunder and Regulation 16 (1) (b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a member of the Company under section 160 (1) of the Companies Act, 2013 proposing her candidature for the office of the Director and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company.

**"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

**For Poddar Housing and Development Limited**

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



**Place: Mumbai**

**Date: 25<sup>th</sup> June, 2024**

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## NOTES:

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (the "Act") setting out the material facts pertaining to the Resolutions is annexed hereto.
2. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Rules made thereunder and circulars issued by Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through Remote e-voting vide General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020 read with circulars dated May 5, 2022 (collectively referred to as "MCA Circulars"), the Company is pleased to provide the Remote e-voting facility to the Members to enable them to cast their votes electronically and has engaged services of Link Intime India Private Limited ("LIPL") to provide Remote e-voting facility. The instructions for the process to be followed for Remote e-voting are annexed to this Postal Ballot Notice.
3. In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members/Beneficial Owners maintained by the Depositories as on benpose date i.e., **21<sup>st</sup> June, 2024** and whose email addresses are registered with the Company/Depositories. Members may note that the Notice will also be available on the website of Company, i.e., [www.poddarhousing.com](http://www.poddarhousing.com) and on the website of LIPL at <https://instavote.linkintime.co.in>.
4. Resolution passed by the Members through Postal Ballot is deemed to have been passed as if it has been passed at a general meeting of the Members.
5. The Members whose name appears in the Register of Members/Beneficial Owners maintained by the Depositories as on cut-off date i.e., **21<sup>st</sup> June, 2024** will only be considered for the purpose of Remote e-voting.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members / Beneficial Owners maintained by the Depositories as on cut-off date i.e **21<sup>st</sup> June, 2024**
7. The Remote e-voting period commences at **9.00 a.m. (IST) on Wednesday, 03/07/2024 and ends at 5.00 p.m. (IST) on Thursday, 01/08/2024**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **21<sup>st</sup> June, 2024**, may cast their votes electronically. The Remote e-voting module shall be disabled by LIPL for voting thereafter.



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8. Once the vote is cast by the member on Remote e- voting, he/she shall not be allowed to change it subsequently or cast the vote again.  
The Resolution, if approved with requisite majority, shall be deemed to have been passed on the last date specified for Remote e-voting i.e. **1<sup>st</sup> August, 2024**.
  9. All the material documents referred to in the statement, if any, will be available for inspection in electronic mode. Members can inspect the same until the last date for receipt of votes by Remote e-voting, by sending an e-mail to the Company at [cs.team@poddarhousing.com](mailto:cs.team@poddarhousing.com)
  10. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rajiv Ranjan, AVP, LIPL, C-101, 1<sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400083; Helpdesk: 022 49186000/49186175; E-mail to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in).

## Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL
  1. Existing IdeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IdeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.





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2. If you are not registered for IdeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IdeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
  3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
  2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
  3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
  4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants



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

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

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

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "**Sign Up**" under '**SHARE HOLDER**' tab and register with your following details: -

**A. User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company – in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

\*Shareholders/ members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

► Click "confirm" (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.





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4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'**.

## Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).
4. After selecting the desired option i.e. Favour / Against, click on **'Submit'**. A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes'**, else to change your vote, click on **'No'** and accordingly modify your vote.

## Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as **'Custodian / Mutual Fund / Corporate Body'**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body'** login for the Scrutinizer to verify the same.

## Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

## Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.



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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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 22- 23058542-43.

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

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

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

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

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

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

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





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Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**InstaVote Support Desk**

**Link Intime India Private Limited**



# **Poddar Housing and Development Limited**

**CIN:** L51909MH1982PLC143066

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

**Website:** [www.poddarhousing.com](http://www.poddarhousing.com) | **Email:** [cs.team@poddarhousing.com](mailto:cs.team@poddarhousing.com)

**Phone:** 02266164444

## **NOTES:**

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

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

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Mr. Richard Wilson (DIN: 10577178) as an Additional Director from **3<sup>rd</sup> May, 2024**. In terms of Regulation 17 (1C) of the SEBI Listing Regulations, the Company is required to obtain shareholders' approval for appointment of a Director in the next general meeting or within a period of three months from the date of appointment whichever is earlier Mr. Richard Wilson, being eligible has offered himself for appointment as a Director of the Company. The Company has received a notice from a Member signifying intention to propose the candidacy of Mr. Richard Wilson for the office of Non-Executive Director (designated as Chairman) of the Company under Section 160 of the Companies Act, 2013.

Mr. Richard Wilson 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. Richard Wilson as Non-Executive 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 of Mr. Richard Wilson 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. Richard Wilson vast knowledge and industry experience will be of great value to the Company. Your Directors recommend the Ordinary Resolution set forth in Item No. 1 of the Notice for approval of the members.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Richard Wilson himself and his relatives may be deemed to be concerned or interested financially or otherwise in passing of the resolution at item no. 1 of the notice.





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

The Board of Directors based on the recommendation of Nomination and Remuneration Committee had appointed Ms. Meenakshi Saini (DIN: 07455823) as an Additional Independent Woman Director with effect from 5<sup>th</sup> June, 2024. In terms of Regulation 17 (1C) of the SEBI Listing Regulations, the Company is required to obtain shareholders' approval for appointment of a Director in the next general meeting or with in a period of three months from the date of appointment whichever is earlier. The Company has received a notice from a Member signifying intention to propose the candidature of Ms. Meenakshi Saini for the office of an Independent Woman Director of the Company under Section 160 of the Companies Act, 2013.

Ms. Meenakshi Saini 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. Meenakshi Saini is not disqualified from being appointed as a 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. Meenakshi Saini as an Independent Director of the Company 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 in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 are provided as an annexure to this notice.

The Board of Directors is of the opinion that Ms. Meenakshi Saini vast knowledge and industry experience will be of great value to the Company. Your Directors recommend the Ordinary Resolution set forth in item No. 2 of the Notice for approval of the members.

None of the Directors, Key Managerial Personnel and their relatives except Ms. Meenakshi Saini herself and her relatives may be deemed to be concerned or interested financially or otherwise in passing of the resolution at item No. 2 of the Notice.



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By order of the Board

**For Poddar Housing and Development Limited**

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



Place: Mumbai

**Date:** 25<sup>th</sup> June, 2024

**Registered Office:**

**Poddar Housing and Development Limited**

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

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### 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.

1	Name of Director	Mr. Richard Wilson	Ms. Meenakshi Saini
2	DIN	10577178	07455823
3	Date of birth	15/08/1966	14/09/1977
4	Nationality	U K	Indian
5	Date of first appointment on the Board	3 <sup>rd</sup> May, 2024	5 <sup>th</sup> June, 2024
6	Brief resume / Qualification	Mr. Richard Wilson is about 58 years old and holds an MBA degree from Columbia Business School.	Ms. Meenakshi Saini is a Commerce Graduate, done graduation in Law, has done MBA in Finance and in the final year of LLM
7	Expertise in Specific Functional area	Richard began his career as an operations clerk at Société Générale, with his lattermost role being Chairman of Newedge UK Financials Ltd, the global derivatives broker. For three decades Richard has been driving and delivering change across the finance industry, including roles as Chief Technology Officer, Chief Operating Officer and Chief Executive Officer at institutional and retail brokers and banks in Europe and the USA. He is a non-executive director of the Personal Investment Management & Financial Advice Association (PIMFA), the UK trade association for firms that provide	She carries extensive experience in Management of Industrial Enterprise, Finance and Treasury, Restructuring, compliance of various Tax and Commercial Laws & Litigations. He has insight of intricacies of various statutes directly concerned with corporate world.  Major Industry Experience  Real Estate, Banking; Information Technologies, Insurance Aluminium Alloy & Extrusions, Stationery, Tubular Structures, Garments & Hosiery etc.



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		investment management and financial advice. He is also non-executive director of First Bank SA, a Romanian bank which is majority owned and managed by US investment firm J.C. Flowers & Co, and the Medical Research Network, a leading clinical trials organisation. Mr. Richard joined the Interactive Investor Limited, board as a non-executive director in 2015, before taking over as Chief Executive Officer in March 2017. Under his leadership the company has grown significantly, becoming the UK's largest flat-fee investment platform through a series of successful acquisitions and organic growth. His passions for service and people have been central to his career and are at the heart of everything ii stands for.	Core Strength:  Formation of appropriate strategies for dealing with future with overall business approach and bottom-line orientation; Developing governance mechanism, ensuring credibility and transparency; Prioritization and crisis management; Strong connect with banking professionals ,Finance management, cost management and statutory compliance; Monitoring and managing the value of a business including intangibles; Developing synergy and coordination amongst various functions.
8	Terms and conditions of appointment	Liable to retire by rotation	Appointed for first term of five years commencing from 5 <sup>th</sup> June, 2024 not liable to retire by rotation
9	Details of last remuneration drawn	Nil	Nil
10	Details of remuneration proposed to be paid	Directors sitting fees	Directors sitting fees
11	Number of Board meetings attended during the last financial year 2023-2024	Not applicable	Not applicable





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12	Directorship(s) held in other public companies and listed companies along with listed entities from which the person has resigned in the past three years	Nil	<b>Listed Entities :</b> 1) Brejeshwari Trading and Investment Limited 2) Dentex (India) Limited
13	Chairmanships / Memberships of Committees of other listed companies	Nil	Nil
14	Disclosure of relationship with Directors and Key Managerial Personnel (KMP) inter-se	Not related to any Directors and Key Managerial Personnel (KMP) of the Company	Not related to any Directors and Key Managerial Personnel (KMP) of the Company
15	Skills and capabilities required for the role and the manner of meeting the requirements	Refer Item No. 1 of the Notice and Explanatory Statement	Refer Item No. 2 of the Notice and Explanatory Statement
16	Number of Shares held on 31st March 2024	Nil	Nil

By order of the Board

**For Poddar Housing and Development Limited**



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



Place: Mumbai

**Date: 25<sup>th</sup> June, 2024**

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