

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 | Email: cs.team@poddarhousing.com

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
Monday, 6 th May, 2024	Thursday, 5 th June, 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 31st 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 **26th April, 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.

The Company proposes to :-



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- 1) Borrow money up to Rs. 30 crores convertible in to equity shares of the Company**
- 2) Payment of interest on the borrowing**
- 3) Appointment of Mr. Dipak Kumar Poddar as an Advisor for a period of three years and payment of advisory fees**

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



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the Company's website viz. 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 BORROWING UP TO RS. 30 CRORES FROM MR. ROHITASHWA PODDAR AS UNSECURED LOAN CONVERTIBLE IN TO EQUITY SHARES

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 section 62 (3) and other applicable provisions, if any of the Companies Act, 2013 ("the Act") and the rules made thereunder and, and pursuant to applicable provisions of Securities and Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the consent of the members be and is hereby accorded to the Board to borrow a sum up to Rs. 30.00 crores (Rupees Thirty crores only) as unsecured loan or financial assistance in one or more tranches from Mr. Rohitashwa Poddar, Managing Director of the Company on such terms and conditions as mutually agreed between the lender and the Company.

RESOLVED FURTHER THAT amount to be borrowed together with the amount already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed the limits as prescribed under section 180 of the Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to section 62(3) of the Companies Act, 2013 ("the Act") and any other applicable provisions of the Act and rules framed thereunder and in accordance with the Memorandum and Articles of Association of the Company and subject to such consents, permissions, sanctions of the concerned authorities as may be required including any such conditions and modification(s) as may be prescribed or imposed while granting such consents, permissions, sanctions, the consent of the members be and is hereby accorded to the Board of Directors of the Company for allotment of such number of equity shares of the face value of Rs. 10/- (Rupees Ten only) each fully paid to Mr. Rohitashwa Poddar, Managing Director of



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the Company upon the exercise of right by Mr. Rohitashwa Poddar to convert any amount outstanding of the loan granted by Mr. Rohitashwa Poddar ("hereinafter referred as the "lender") and interest outstanding as on the date of exercise of conversion in accordance with the terms of loan documents at a price as per the rules and regulations prescribed by Securities and Exchange Board of India ("SEBI Regulations") and applicable provisions of the Companies Act, 2013 as amended from time to time and in accordance with the following conditions.

- a) The conversion right reserved as aforesaid may be exercised by the lender. at any time but not before completion of six months form the date of last lending by him
- b) On receipt of the notice of conversion, the Company shall subject to the provisions of the financing documents, issue and allot requisite number of equity shares of Rs. 10/- each fully paid of the Company to the lender.
- c) The part of the loan so converted shall cease to carry interest from the date of conversion and the loan shall stand correspondingly reduced. Upon such conversion, the repayment instalments of loan payable after the date of conversion as per financing documents shall stand reduced proportionately by the amount of loan so converted. The equity shares so issued and allotted to the lender shall carry from the date of conversion, the right to receive proportionately the dividend and other distribution declared or to be declared in respect of the equity shares of the Company. Save as aforesaid, the shares so issued and allotted shall rank pari-passu with the existing equity share capital of the Company in all respect.
- d) In the event Mr. Rohitashwa Poddar, exercise his right to sell such shares issued in terms of conversion of his loan into equity shares of the Company, Mr. Rohitashwa Poddar shall offer right of first refusal, to buy such shares to the then existing promoters of the Company.

FURTHER RESOLVED THAT the Board be and is hereby authorised to finalise the terms and conditions to convert the loan in to equity shares of the Company on the terms specified in the financing documents, including upon happening of an event of default by the Company in terms of loan arrangement.

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be necessary and shall issue and allot the requisite number of fully paid equity shares of the Company to Mr. Rohitashwa Poddar.

FURTHER RESOLVED THAT the Board be and is hereby authorised to offer, issue and allot from time to time to the lender such number of equity shares on conversion



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of outstanding portion of the loan as may be desired by the lender

FURTHER RESOLVED THAT the Board be and is hereby authorised to accept such modification and to accept such terms and condition as may be imposed or required by the lender arising from or incidental to the aforesaid terms providing such option and to do all such acts, deeds and things as may be necessary to give effect to this resolution

FURTHER RESOLVED THAT for the purpose of giving effect to the above resolution, the Board or the Committee constituted by the Board in this behalf be and is hereby authorised to agree, make or accept and finalise all such terms and conditions and alteration(s) as it may deem fit within the aforesaid limit and the Board or Committee be and is hereby further authorised to resolve and settle all questions, difficulties or doubts that may arise with regard to such payment and to finalise and execute all such agreements, documents and writings and to do all such acts, deeds and things in this connection and incidental as the Board or Committee in its absolute discretion may deem fit without being required to seek any further consent or approval from the members of the Company or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.

FURTHER RESOLVED THAT the Board be and is hereby authorised to delegate all any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit to give effect to this resolution.”

2. TO APPROVE PAYMENT OF INTEREST TO MR. ROHITASHWA PODDAR ON UNSECURED BORROWINGS.

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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR”) and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted/ empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to pay interest at 12 % p. a. be paid subject of deduction of tax at source as may be applicable on the borrowing up to Rs. 30.00 crores from Mr. Rohitashwa Poddar, Managing



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Director of the Company on periodical basis as agreed between the Mr. Rohitashwa Poddar and the Company.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds and things as may be necessary to give effect to the aforesaid resolution.”

3. TO APPROVE APPOINTMENT OF MR. DIPAK KUMAR PODDAR AS AN ADVISOR HOLDING THE PLACE OF PROFIT AND PAYMENT OF ADVISORY FEES

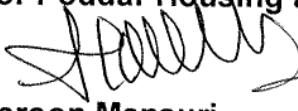
To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 188 of the Companies Act, 2013 read with rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 and other applicable provisions, if any (including any statutory modification or enactment thereof for the time being in force) the consent of the members be and is hereby accorded to Mr. Dipak Kumar Poddar to hold an office or place of profit in the Company as an ‘Advisor’ for a period of three years effective from 16th April, 2024 on the terms and conditions and mutually agreed between Mr. Dipak Kumar Poddar and the Board.

FURTHER RESOLVED THAT an advisory fees of Rs. 50,00,000/- (Rupees Fifty Lakhs only) per anum plus other benefits detailed as under be paid to Mr. Dipak Kumar Poddar.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds and things as may be necessary to give effect to the the aforesaid resolution.”

By order of the Board
For Poddar Housing and Development Limited


Haroon Mansuri
Company Secretary



Place: Mumbai

Date: 30th April, 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 ("LI IPL") to provide Remote e-voting facility. The instructions for the process to be followed for Remote e-voting are annexed to this Postal Ballot Notice.
3. In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members/Beneficial Owners maintained by the Depositories as on benpose date i.e., **26th April, 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 and on the website of LI IPL at <https://instavote.linkintime.co.in>.
4. Resolution passed by the Members through Postal Ballot is deemed to have been passed as if it has been passed at a general meeting of the Members.
5. The Members whose name appears in the Register of Members/Beneficial Owners maintained by the Depositories as on cut-off date i.e., **26th April, 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 **26th April, 2024**
7. The Remote e-voting period commences at **9.00 a.m. (IST) on Monday, 06/05/2024 and ends at 5.00 p.m. (IST) on Wednesday, 05/06//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. **26th April, 2024**, may cast their votes electronically. The Remote e-voting module shall be disabled by LI IPL 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. **5th June, 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
 10. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rajiv Ranjan, AVP, LIPL, C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400083; Helpdesk: 022 49186000/49186175; E-mail to enotices@linkintime.co.in.

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 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 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 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 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.

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 | **Email:** cs.team@poddarhousing.com

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NOTES:

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

Item No. 1 of the Notice:

The Company is in need of funds and Mr. Rohitashwa Poddar, Managing Director of the Company has proposed give unsecured loans to the Company up to a sum of Rs. 30 crores in one or more tranches with an option to convert such loans into Equity Shares of the Company.

The Company is required to pass special resolution under sections 62(3), and other applicable provisions of the Companies Act, 2013 and rules framed thereunder to enable the lender to convert the outstanding loan or any other financial assistance categorised as loan in Indian Rupee, already availed from the lender or as may be availed from lender from time to time, at his option, in to fully paid equity shares of the Company upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the applicable rule and regulations of Securities and Exchange Board of India ("SEBI Regulations") at the time of such conversion.

Further, since the borrowing is from the Managing Director of the Company who is considered as related party. The Audit Committee has approved the transaction at their meeting held on 15th April, 2024.

The Board recommends passing the resolution as a Special resolution to enable borrowing the funds from the Managing Director in terms of lending agreement(s), entered or to be entered in to by the Company in respect of the financial assistance availed or to be availed by the Company, at his option to convert, the whole or part of his outstanding financial assistance in to equity shares of the Company, upon such terms and conditions as may be deemed appropriate by the Board and at a price determined in accordance with the applicable SEBI Regulations at the time of such conversion.

Except for Mr. Rohitashwa Poddar none of the Directors of the Company may deemed to be considered as interested financially or otherwise in passing of the above resolution



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Item No. 2 of the Notice:

The Company is proposing to borrow up to Rs. 30 Crores as unsecured loan from Mr. Rohitashwa Poddar, Managing Director of the Company. The Company shall have to pay an interest of 12% per anum on the loan. Mr. Rohitashwa Poddar being a Managing Director of the Company, is a related party and the payment of interest to him is considered as transaction with related party, the net worth of the Company is as per audited financial statements for the year ended 31st March, 2023 is Rs. 11,745.39 lakhs, the payment of interest shall be considered as a material related party transaction as per the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 hence the Board proposes the prior approval of the members.

The Board of Directors recommend passing of the resolution as a Special Resolution.

Except for Mr. Rohitashwa Poddar none of the Directors of the Company may deemed to be considered as interested financially or otherwise in passing of the above resolution

Item No. 3 of the Notice:

The Board of Directors at their meeting held on 15th April, 2024, appointed Mr. Dipak Kumar Poddar as an Advisor subject to the approval of the Members, with effect from 16th April, 2024 for a period of three years on advisory fees of Rs. 50,00,000/- (Rupees Fifty Lakhs only) per anum plus use of office car with Driver.

Appointment of Mr. Dipak Kumar Poddar considered as holding a place of profit as per the provisions of Section 188 of the Companies Act, 2013 as he is a relative of Mr. Rohitashwa Poddar Managing of the Director of the Company.

Mr. Dipak Kumar Poddar has been associated with the Company in the Capacity of Executive Chairman for 3 decades approximately and his valuable insights and unmatched experience in the realty field have been pivotal in the growth of the Company hence in the opinion of the Board his appointment in the Advisory role shall be valuable to the Company

Except for Mr. Rohitashwa Poddar none of the other Directors of the Company may deemed to be considered as interested financially or otherwise in passing of the above resolution.



Poddar Housing and Development Limited

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The information as required in accordance with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 is as under: -

(a)	name of the related party	Mr. Dipak Kumar Poddar
(b)	name of the director or key managerial personnel who is related, if any	Mr. Rohitashwa Poddar, Managing Director
(c)	nature of relationship	Mr. Rohitashwa Poddar is the son of Mr. Dipak Kumar Poddar
(d)	nature, material terms, monetary value and particulars of the contract or arrangements	Mr. Dipak Kumar Poddar is proposed to be appointed as an advisor w. e. f. 16 th April, 2024 for a period of three years on advisory fees of Rs. 50,00,000/- (Rupees Fifty Lakhs only) per anum plus use of office car with Driver.
(e)	any other information relevant or important for the members to take a decision on the proposed resolution	N.A.

By order of the Board
For Poddar Housing and Development Limited



Haroon Mansuri
Company Secretary



Place: Mumbai

Date: 30th April, 2024

Registered Office :

Poddar Housing and Development Limited

Unit No. 3-5, Neeru Silk Mills, Mathuradas Mills Compound,
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