**ELDECO**

**Date: 14.11.2022**

**Department of Corporate Services**
**BSE Limited,**
**Phiroze Jeejeebhoy Towers,**
**Dalal Street,**
**Mumbai-400001**

**The Manager, Listing Department**
**The National Stock Exchange of India Ltd.**
**Exchange Plaza, 5th Floor, C - 1,**
**Block G, Bandra - Kurla Complex,**
**Bandra (E), Mumbai – 400051**

**BSE Scrip Code-523329**

**NSE Symbol- ELDEHSG**

**Sub: Postal Ballot Notice**

**Re: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")**

In continuation of our earlier announcement dated November 9, 2022 and in compliance with Regulation 30 of the SEBI Listing Regulations, we are herewith enclosing the Postal Ballot Notice dated November 9, 2022 along with the explanatory statement (**"the Notice"**) being sent to the members for seeking their approval on the following resolution through Postal Ballot Process:

| S. No. | Type of resolution | Resolution |
|---|---|---|
| 1. | Special Resolution | Approval for Material Related Party Transaction |

Pursuant to the provisions of Section 108, 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 (including any statutory modification(s) or enactment thereof for the time being in force) (**"the Rules"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"the SEBI Listing Regulations"**), Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (**"MCA"**) (hereinafter collectively referred to as "**Circulars**"), the Notice is being sent electronically today **i.e Monday, November 14, 2022** only by email to all the Members whose names appear in the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (**"NSDL"**) and Central Depository Services (India) Limited (**"CDSL"**) and whose e-mail IDs are registered with the Company/ Registrar and Share Transfer Agent (**"RTA"**) or with Depositories / Depository Participants as on **Friday, November 11, 2022 ("Cut-off date")**. A person who is not a member as on the Cut-off date should treat the Notice for information purposes only.

The hard copy of the Notice along with the Postal Ballot Forms and postage prepaid self-addressed business envelope will not be sent to the members for this Postal Ballot in accordance with the requirements specified under the Circulars. The Company has engaged the services of CDSL as the agency to provide e-voting facility. The detailed procedure for remote e-voting is provided in the Notes to the Notice.

Further, in light of the aforesaid Circulars, shareholders who have not registered their email address and in consequence could not receive the Notice may temporarily get their email registered with the RTA by clicking the link: http://www.skylinerta.com/EmailReg.php and following the registration process as guided thereafter.

**ELDECO**

The remote e-voting period shall commence on **Tuesday, November 15, 2022 at 9:00 A.M (IST)** and conclude on **Wednesday, December 14, 2022 at 5:00 P.M (IST).** The remote e-voting module shall be disabled by CDSL for voting on Wednesday, December 14, 2022 at 5:00 P.M (IST). The results will be announced within the statutory timelines. The members can vote on the resolution through remote e-voting facility only. Assent or dissent of the members on the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the aforesaid Circulars.

The said Notice is also available on the website of the Company at **www.eldecogroup.com**. The same is also being made available on the website of BSE Limited at **www.bseindia.com** and National Stock Exchange of India Limited at **www.nseindia.com,** on the website of CDSL at **www.evotingindia.com** and on the website of RTA at **www.skylinerta.com.**

You are requested to take the above information on record.

Thanking You,

Yours Sincerely,
For **Eldeco Housing and Industries Limited**

CHANDNI VIJ

Digitally signed by CHANDNI VIJ
DN: c=IN, o=PERSONAL, title=5342, pseudonym=6654bf6b4fcd7874018c37a0f5d6fc1a56df5eda378472c78c0aac8344c211b6, postalCode=226016, st=Uttar Pradesh, serialNumber=74f0f260c4860dd16088d4c1b5f8fea53325d3e968e31189a9c9e1c63ab7bc32, cn=CHANDNI VIJ
Date: 2022.11.14 12:20:44 +05'30'

**Chandni Vij**
**Company Secretary**
**Mem. No. : A46897**

Enclosed: As above

ELDECO

# ELDECO HOUSING AND INDUSTRIES LIMITED

(Incorporated under the Companies Act, 1956)

**Regd. Off.: Eldeco Corporate Chamber-1, 2nd Floor, Vibhuti Khand (Opp. Mandi Parishad), Gomti Nagar, Lucknow, Uttar Pradesh -226010**

**Tel.: 0522-4039999; Email: eldeco@eldecohousing.co.in; Website: www.eldecogroup.com**

**CIN- L45202UP1985PLC099376**

## POSTAL BALLOT NOTICE

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

**Dear Member(s),**

**NOTICE** is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (**"the Rules"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"the SEBI Listing Regulations"**), Secretarial Standard on General Meetings ("**SS-2"**) issued by The Institute of Company Secretaries of India, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (**"MCA"**) (hereinafter collectively referred to as **"MCA Circulars"**) and any other applicable law, rules and regulations, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution set out below is proposed to be passed as Special Resolution by the members of Eldeco Housing and Industries Limited **("the Company")** by means of Postal Ballot, only by way of remote e-voting (**"e-voting"**) process.

The proposed resolution and the explanatory statement pursuant to Section 102 of the Act, read with the Rules framed thereunder; setting out the material facts relating to the resolution mentioned in this Postal Ballot Notice **("Notice")**, are annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

In accordance with the MCA Circulars, the Company is sending this Notice along with the explanatory statement and e-voting instructions, only through electronic mode to all its members who have registered their email addresses with the Company/ Registrar and Share Transfer Agent or Depository/ Depository Participants (**"DP"**) and whose names appear in the Register of Members of the Company and/ or in the Register of Beneficial Owner maintained by the Depositories as on **Friday, November 11, 2022 (the "cut-off date")**. In case the e-mail address of any member is not registered with the Company/ Depositories, please follow the process provided in the notes to this Notice. Hard copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot.

The Board of Directors of the Company has appointed Mr. R.K. Tandon (Membership No. FCS: 672; CP No.: 3556) Partner of M/s. R K Tandon & Associates, Company Secretaries & Corporate Consultants as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Members are requested to peruse the proposed resolution set out below along with the Explanatory Statement and to carefully read the instructions under the section **"Instructions for voting through remote e-voting"** in this Notice and record their assent or dissent on the proposed resolutions by means of e-voting facility provided by the Company not later than **5:00 P.M. IST on Wednesday, December 14, 2022**, failing which it will be considered that no reply has been received from the member.

The Company has engaged the services of Central Depository Services (India) Limited (hereinafter referred to as **"CDSL"** or **"Service Provider"**) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with M/s Skyline Financial Services Private Limited, Registrar and Share Transfer Agent (**"RTA"**) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice.

The Scrutinizer will submit the Postal Ballot results within 2 working days from conclusion of the e-voting period to the Chairman of the Company or any other authorized person of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at **www.eldecogroup.com,** on the website of CDSL at **www.evotingindia.com** and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to National Stock Exchange of India Limited and BSE Limited where the equity shares of the Company are listed.

**SPECIAL BUSINESS:**

**1) TO APPROVE THE MATERIAL RELATED PARTY TRANSACTION**

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

**"RESOLVED THAT** pursuant to Regulation 2(1)(zc), Regulation 23 (4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**) read with the provisions of Section 185 and other applicable provisions of the Companies Act, 2013 (**'the Act'**), if any and with relevant Rules made thereunder, as amended from time to time (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and the Company's policy on Related Party transactions and based on the recommendation of the Audit Committee and the Board of Directors, the consent 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 enter into/carry out material related party transactions/contract(s)/arrangement(s), Memorandum of Understanding (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as detailed in the Explanatory Statement, with Eldeco Infrastructure and Properties Limited ('**EIPL'**), a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations of Eldeco Housing and Industries Limited ('**the Company'**) on such terms and conditions as may be agreed between the Company and EIPL, to provide loans and advances to EIPL by the Company such that the maximum value of the Related Party Transaction does not exceed Rs. 11.50 Crores (Rupees Eleven Crores Fifty Lakhs only) upon which the Company shall be entitled for 5/6$^{th}$ of surplus from EIPL entitlement (i.e 60% in the Surplus) arising from a residential township project at Bareilly, Uttar Pradesh (being developed by a subsidiary of EIPL i.e. Eldeco Infrabuild Limited) subject to repayment of the sum advanced along with minimum interest of 8% p.a. on the sum advanced and on such terms and conditions as the Board of Directors may deem fit.

**RESOLVED FURTHER THAT** the Board of Directors, be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any official of the Company and to do all such acts, deeds, matters and things as they may deem necessary, expedient or desirable for giving effect to the above resolution without being required to seek further consent or approval of the Members of the Company in this regard."

**Registered Office:**
**Eldeco Corporate Chamber-1, 2nd Floor,**
**Vibhuti Khand (Opp. Mandi Parishad),**
**Gomti Nagar, Lucknow, Uttar Pradesh-226010**

**By order of the Board**
**For Eldeco Housing and Industries Limited**

**Chandni Vij**
**Company Secretary**
**Mem. No.: A46897**

**Date: November 9, 2022**
**Place: New Delhi**

**Notes:**

1. The explanatory statement for the proposed resolution pursuant to the provisions of Section 102 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto and forms part of this Notice.

2. In accordance with the MCA Circulars and the Circulars issued by the Securities and Exchange Board of India (**"SEBI"**) from time to time (**"the SEBI Circulars"**), this Notice is being sent in **electronic form** only by e-mail to all Members of the Company, whose names appear in the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (**"NSDL"**)/ Central Depository Services (India) Limited (**"CDSL"**), (collectively referred as **"Depositories"**), as on **Friday, November 11, 2022** (the **"cut-off date"**) and who have registered their e-mail address in respect of electronic holdings with the Depository through the concerned Depository Participants **("DP")** and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s Skyline Financial Services Private Limited (**"RTA"**) or the Company.

3. The Notice shall also be made available on the website of the Company at **www.eldecogroup.com**. The same can also be accessed from the websites of the Stock Exchanges, where the equity shares of the Company are listed i.e. BSE Limited (**the "BSE")** at **www.bseindia.com** and National Stock Exchange of India Limited **(the "NSE")** at **www.nseindia.com,** also on the website of CDSL, e-voting service provider at **www.evotingindia.com** and on the website of RTA at **www.skylinerta.com**.

4. In terms of the MCA Circulars, since the matter as proposed in the Notice shall be passed by the members of the Company through e-voting only, therefore, a member cannot exercise his/ her vote through proxy on postal ballot.

5. In accordance with the requirements of MCA Circulars, the physical copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot and *accordingly, the members are required to communicate their assent or dissent through remote e-voting system only*.

6. In compliance with the provisions of Section 108 and 110 of the Act read with Rules framed thereunder, Regulation 44 of the SEBI Listing Regulations, SS-2 issued by the Institute of Company Secretaries of India on General Meeting and MCA Circulars, the members are provided with the facility to cast their vote electronically through e-voting services provided by CDSL. Instructions for e-voting are provided as part of this Notice.

7. Members who have not registered their email addresses can now register the same by sending scanned copy (ies) of duly signed request letter to the Company at **chandni@eldecohousing.co.in**. Members holding shares in demat form are requested to register their email addresses with their DP's only.

In light of the aforesaid MCA Circulars, shareholders who have not registered their email address and in consequence could not receive the notice may, temporarily get their email registered with the Company's RTA by clicking the link: **http://www.skylinerta.com/EmailReg.php** and following the registration process as guided thereafter.

Those Members who have already registered their email address are requested to keep their email addresses validated with their DP's/ the Company/ RTA to enable servicing of notices/ documents/ Annual Reports electronically to their email address.

**8.** All the documents referred to in the explanatory statement will be available for inspection electronically from the date of dispatch of this Notice until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to **chandni@eldecohousing.co.in**

**9.** The voting rights of the members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on the **cut-off date i.e. Friday, November 11, 2022**.

A Person, whose name is recorded in the register of members of the Company and/or in the register of beneficial owners maintained by the depositories as on the cut-off date shall be entitled to cast their votes through e-voting. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

It is however clarified that all the members of the Company as on the cut-off date, including those Members who may not have received this Notice due to non-registration of their e-mail IDs with the Company/RTA/ Depositories, shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified hereinafter in this Notice.

**10.** The Board of Directors of the Company in its meeting held on Wednesday, November 9, 2022 has appointed Mr. R.K. Tandon (Membership No. FCS: 672; CP No.: 3556) Partner of M/s. R K Tandon & Associates, Company Secretaries & Corporate Consultants as Scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner who had also communicated their willingness to be appointed for the said purpose and will be available for the purpose of ascertaining the requisite majority.

**11.** The Scrutinizer, after the conclusion of e-voting, shall unblock the votes cast through e-voting in the presence of at least two witnesses, not in the employment of the Company. Upon completion of scrutiny of the e-voting, the Scrutinizer shall submit his report to the Chairman or any other person authorized by him who shall countersign the same and declare the result of the e-voting forthwith. The result of the Postal Ballot shall be declared within 2 working days from the conclusion of the e-voting period. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at **www.eldecogroup.com** , on the website of CDSL at **www.evotingindia.com** and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to the Stock Exchanges where the equity shares of the Company are listed.

**12.** The proposed resolution, if approved by the requisite majority shall be deemed to have been duly passed on the last date specified for the e-voting i.e. **Wednesday, December 14, 2022** in terms of SS-2 issued by the Institute of Company Secretaries of India. The resolution passed by the members through Postal Ballot shall be deemed to have been passed as if the same have been passed at a general meeting of the members convened in that behalf.

**13.** As required by Rule 20 and 22 of the Rules read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one National daily newspaper circulating throughout India (in English language) and one daily newspaper circulating in Lucknow (in vernacular language, i.e. Hindi).

**14.** All papers relating to Postal Ballot including voting by remote e-voting shall be under the safe custody of the scrutinizer till the Chairman considers, approves and signs the minutes.

**15.** Some of the important details regarding the remote e-voting facility are provided below:

| | |
|---|---|
| Cut-off date for determining the members entitled to vote through e-voting | Friday, November 11, 2022 |
| Commencement of e-voting period | Tuesday, November 15, 2022 at 9:00 A.M. (IST) |
| End of e-voting period | Wednesday, December 14, 2022 at 5:00 P.M. (IST) |

The e-voting module will be disabled by CDSL after 5:00 P.M. on Wednesday, December 14, 2022 and e-voting shall not be allowed beyond the said date and time.

**16.** Institutional/Corporate Shareholders (i.e. other than HUF, NRI etc.) intending to vote on the Postal Ballot through their authorized representatives are requested to send a scanned copy of certified true copy of the Board Resolution authorizing their representative to vote on their behalf to the Scrutinizer at email **rktandon42@gmail.com** with copies marked to the Company at **chandni@eldecohousing.co.in** and to its RTA at **admin@skylinerta.com.**

**17. Instructions for voting through remote e-voting:**

In compliance with the provisions of Regulation 44 of the SEBI Listing Regulations, Sections 108 and 110 of the Act read with the Rules framed thereunder, MCA Circulars and SS-2, the Company is providing a facility to all its members to enable them to cast their vote on the matter listed in this Notice by electronic means (e-voting). The e-voting facility is being provided by Central Depository Services (India) Limited ("**CDSL**").

The dispatch of the Notice shall be deemed to be completed on the day on which RTA sends out the communication for the Postal Ballot process by e-mail to the members of the Company. The e- voting period begins at **9.00 A.M. (IST) on Tuesday, November 15, 2022 and ends at 5.00 P.M. (IST) on Wednesday, December 14, 2022**. During this period, shareholders' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Friday, November 11, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, no changes shall be allowed subsequently.

**The instructions for members for voting through electronic means are as under:**

(i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

In order to increase the efficiency of the voting process, all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants would be able to cast their vote without having to register again with the e-voting service providers (ESP's), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Pursuant to above said SEBI Circular, login method for e-voting is given below:

**a) For Individual shareholders holding securities in Demat mode with CDSL/NSDL:**

| Type of Shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in Demat mode with **CDSL** | 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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/myeasinew/home/login or visit **www.cdslindia.com** and click on "**Login**" icon and select New System Myeasi.<br><br>2) After successful login, the Easi / Easiest user will be able to see the e-voting option for eligible Companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there are also links provided to access the system of all the e-voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly.<br><br>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration<br><br>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from e-voting link available at **www.cdslindia.com** home page or click on **https://evoting.cdslindia.com/Evoting/EvotingLogin.** 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 able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers. |
| Individual Shareholders holding securities in demat mode with **NSDL** | 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: **https://eservices.nsdl.com** either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the **"Beneficial Owner"** icon under "**Login"** which is available under **'IDeAS'** section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on **"Access to e-voting"** under e-voting services and you will be able to see e-voting page. Click on Company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period.<br><br>2) If the user is 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**<br><br>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: **https://www.evoting.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 digits demat account number held |

| | |
|---|---|
| | with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period. |
| Individual Shareholders (holding securities in demat mode) who wish to login through their Depository Participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period. |

*Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.*

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

| Login type | Helpdesk details |
|---|---|
| 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 and 022-23058542-43. |
| 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 2244 300 |

**b) For shareholders holding securities in physical mode and non- individual shareholders:**

(i) The Members should log on to the e-voting website www.evotingindia.com

(ii) Click on "Shareholders/Members" Tab.

(iii) Now enter your User ID:
a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Members holding shares in physical form should enter Folio Number registered with the Company.

(iv) Next enter the Image Verification as displayed and click on login.

(v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.

(vi) If you are a first time user, follow the steps given below:

| | |
|---|---|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat members as well as physical members).<br>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number in the PAN field sent by the Company/RTA or contact Company/RTA for the same. |

| | |
|---|---|
| Dividend Bank Details or Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.<br>If both the details are not recorded with the depository or Company, please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (iii) above. |

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for **Eldeco Housing and Industries Limited** on which you choose to vote.

(xi) On the voting page, you will see **"**RESOLUTION DESCRIPTION**"** and against the same the option **"**YES/NO**"** for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on **"**SUBMIT**"**. A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take a print of the voting done by you, by clicking on "Click here to print" option on the voting page.

(xvi) If Demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Note for Non-Individual Members & Custodians:

- Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**
- After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively, Non Individual members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who is authorized to vote, to the Scrutinizer at **rktandon42@gmail.com** and to the Company at the email address **chandni@eldecohousing.co.in**, if they have voted from individual tab & not uploaded the same in the CDSL e-voting system for the scrutinizer to verify the same.

**Process for those members whose email addresses/mobile numbers are not registered with the Company/Depositories:**

**(i)** **For shares held in physical form-** Please provide necessary details like folio no., name of member, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and AADHAR card by email to Company at **chandni@eldecohousing.co.in** or RTA at **admin@skylinerta.com.**

**(ii)** **For shares held in dematerialized form**- Please update your email ID & mobile no. with your respective DP.

**(iii)** **For Individual Demat shareholders** – Please update your email ID & mobile no. with your respective DP which is mandatory while e-voting and joining virtual meetings through Depository.

In case you have any queries or issues regarding e-voting from the CDSL e-voting System, you can write an email to **helpdesk.evoting@cdslindia.com** or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to **helpdesk.evoting@cdslindia.com** or call on 022-23058542/43.

**Registered Office:**
**Eldeco Corporate Chamber-1, 2nd Floor, Vibhuti Khand (Opp. Mandi Parishad), Gomti Nagar, Lucknow, Uttar Pradesh-226010**

**By order of the Board**
**For Eldeco Housing and Industries Limited**

**Chandni Vij**
**Company Secretary**
**Mem. No.: A46897**

**Date: November 9, 2022**
**Place: New Delhi**

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 1:**

The Members are requested to recall its previous approval at the 34th Annual General Meeting ('**AGM'**) of the Company duly held on September 27, 2019, wherein it was approved to advance a sum not exceeding Rs. 27.50 Crores (Rupees Twenty Seven Crores Fifty Lakhs only) to Eldeco Infrastructure and Properties Limited (EIPL), a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations'**) upon which the Company shall be entitled for two- third (2/3rd) surplus from EIPL's entitlement (i.e 60% of the surplus) arising from the development of residential township project at Bareilly, Uttar Pradesh of approx. 40 acres ('**Total Land'**) being developed by Eldeco Infrabuild Limited ('**EIL'**), subsidiary Company of EIPL as a Lead Member along with other land owners which was subject to repayment of the sum advanced along with minimum interest of 8% p.a. on the sum advanced and on such terms and conditions as the Board of Directors may deem fit.

The Members are informed that the aforesaid Total Land comprises of licensed land admeasuring 35.61 acres ('Project Land') and 5.22 acres of unlicensed land ('**Unlicensed Land 1'**) at Bareilly, Uttar Pradesh.

The Members are further informed that EIL has advanced monies for acquisition of additional Land parcels admeasuring in total approx. 4.67 acres ('**Unlicensed Land 2'**) surrounding the Project at Bareilly, Uttar Pradesh.

The Members are further informed that EIPL for obtaining various approvals, sanctions etc. including development of Project Land, Unlicensed Land 1 & 2 has requested the Company to advance a further sum not exceeding Rs. 11.50 Crores (Rupees Eleven Crores Fifty Lakhs only) upon which the Company shall be entitled for 5/6th of surplus from EIPL entitlement (i.e 60% in the Surplus) subject to repayment of the sum advanced along with minimum interest of 8% p.a. on the sum advanced.

The Members are further informed that looking at the bright prospects on the success of the Project and as recommended by the Audit Committee, it is proposed to advance the aforesaid sum to EIPL.

Further, it is informed that in accordance with the amended provisions of the SEBI Listing Regulations, transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. Also, the scope of definitions of 'Related Party' and 'Related Party Transaction' as provided under Regulations 2(1)(zb) and 2(1)(zc) of the SEBI Listing Regulations respectively has been considerably widened.

The Members are further informed that pursuant to the Section 185 of the Act (as amended by Companies (Amendment) Act, 2017 and notified by Ministry of Corporate Affairs vide notification dated May 7, 2018), a Company may advance any loan or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Directors of the Company is interested, subject to the condition that-

(a) a special resolution is passed and;
(b) the loans are utilized by the borrowing Company for its principal business activities.

The Members are aware that Mr. Pankaj Bajaj, Chairman cum Managing Director of the Company holds position of Managing Director in EIPL also and in terms of Section 2(76) of the Act and Reg. 2(1)

(zb) of the SEBI Listing Regulations, EIPL is a 'Related Party' to the Company and the proposed transaction will be a 'Material Related Party Transaction' in terms of Reg. 23 of the SEBI Listing Regulations, inter alia, pursuant to the provisions of Section 185 of the Act, the approval of the shareholders through ***Special resolution*** is required.

Copy of the draft agreement setting out the terms and conditions shall be open for inspection at the Registered Office of the Company during business hours (between 11.00 a.m. to 1.00 p.m.) on any working day from date of dispatch of this Notice to the date of declaration of the results of Postal Ballot.

**The information as required pursuant to SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is as mentioned below:**

| S. No. | Particulars | Details |
|---|---|---|
| 1. | Type, material terms and particulars of the proposed transaction | **Type**: Loan and Advances<br>**Terms**: Unsecured, Company shall be entitled for 5/6$^{th}$ of surplus from EIPL entitlement (i.e 60% in the Surplus) arising subject to repayment of the sum advanced along with minimum interest of 8% p.a. |
| 2. | Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise) | **Name:** Eldeco Infrastructure and Properties Limited ('EIPL')<br>**Relationship:** Promoter of Eldeco Housing and Industries Limited ('EHIL')<br>**Nature of Concern:** Financial |
| 3. | Tenure of the proposed transaction (particular tenure shall be specified) | 5 years from the date of the Agreement<br>**or**<br>End of the Project and receipt of Borrowers share in Surplus |
| 4. | Value of the proposed transaction | INR 11.50 Crores |
| 5. | The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction | 9.06 % of Annual Consolidated Turnover of EHIL for the financial year ended March 31, 2022. |
| 6. | If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: | |
| | a) details of the source of funds in connection with the proposed transaction | a) Company's own resources. |
| | b) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,<br>• nature of indebtedness;<br>• cost of funds; and<br>• tenure; | b) No indebtedness is incurred with respect to this transaction. |
| | c) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, | c) Loans and advances, Unsecured, Company shall be entitled for 5/6$^{th}$ of surplus from EIPL entitlement (i.e 60% in the Surplus) arising subject to repayment of the sum advanced |

| | | |
|---|---|---|
| | the nature of security; | along with minimum interest of 8% p.a. |
| | d) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT. | d) For carrying out Real Estate Project by EIPL. |
| 7. | Justification as to why the RPT is in the interest of the listed entity | For better return with no default in repayment of principle amount |
| 8. | A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders | Not Applicable |
| 9. | Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis. | 3.90% of Annual Consolidated Turnover of EIPL for the financial year ended March 31, 2022. |
| 10. | Any other information that may be relevant. | All the relevant information has been disclosed hereinabove, forming part of Explanatory Statement to Item No. 1. |

The above transaction is being carried out in ordinary course of business of the Company at arm's length basis.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction shall abstain from voting on the said resolution.

Except Mr. Pankaj Bajaj, Chairman cum Managing Director of the Company, none of the Directors and Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested, financial or otherwise, in the said resolution.

The Board recommends the Resolution as set out at item No. 1 for approval of members as **Special Resolution.**

**Registered Office:**
**Eldeco Corporate Chamber-1, 2nd Floor, Vibhuti Khand (Opp. Mandi Parishad), Gomti Nagar, Lucknow, Uttar Pradesh-226010**

**By order of the Board**
**For Eldeco Housing and Industries Limited**

**Chandni Vij**
**Company Secretary**
**Mem. No.: A46897**

**Date: November 9, 2022**
**Place: New Delhi**