

Notice of Annual General Meeting

NOTICE is hereby given that the 36th (Thirty Sixth) Annual General Meeting of the Members of **ELDECO HOUSING AND INDUSTRIES LIMITED** ("the Company") will be held on Wednesday, September 22, 2021 at 2.00 p.m. (I.S.T) through Video Conferencing/ Other Audio Visual Means to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021, together with the Report of the Auditors thereon.
2. To declare Final Dividend on Equity Shares of the Company for the financial year ended March 31, 2021.
3. To appoint a Director in place of Mr. Shrikant Jajodia (DIN: 00602511) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. To consider the re-appointment of Mr. Pankaj Bajaj (DIN: 00024735) as the Chairman cum Managing Director of the Company to hold office for a period of 5 years with effect from May 15, 2021 and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification thereto or re-enactment(s) thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and subject to other consents and permission as maybe required, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Pankaj Bajaj (DIN: 00024735) as the Chairman cum Managing Director of the Company for a period of 5 years with effect from May 15, 2021 on the terms and conditions of appointment.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary and to execute all such deeds, documents, agreements and writings and to file such returns as may be prescribed with relevant authorities and as may be necessary for the purpose of giving effect to this Resolution, take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company."

5. To consider the remuneration payable to Mr. Pankaj Bajaj, Chairman cum Managing Director of the Company for a period of 3 years with effect from July 1, 2021 and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) & provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for the revision in the annual remuneration of Mr. Pankaj Bajaj (DIN: 00024735) Chairman cum Managing Director of the Company to ₹ 1.50 crore (Rupees One Crore and Fifty Lakhs only) as set out in the explanatory statement for a period of 3 years with effect from July 1, 2021 with such suitable yearly increments as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT the overall managerial remuneration payable to Mr. Pankaj Bajaj shall be such amount as may be fixed by the Board from time to time on recommendation of Nomination and Remuneration Committee but not exceeding ₹ 5 crore p.a. (Rupees Five Crore only) at any point of time and that terms and conditions of the aforesaid remuneration payable to Mr. Pankaj Bajaj may be varied/ altered within the said overall limit, in such manner as may be required during the aforesaid period of three years.

RESOLVED FURTHER THAT the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration approved herein be continued to be paid as minimum remuneration subject to such other approvals as may be necessary.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary and to execute all such deeds, documents, agreements and writings and to file such returns as may be prescribed with relevant authorities and as may be necessary for the purpose of giving effect to this Resolution, take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company."

6. To consider the remuneration of the Cost Auditors of the Company, and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Audit Committee, M/s Paliwal & Associates, Cost Accountants (Firm Registration No. 000368), being the Cost Auditor appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2022, be paid remuneration of ₹ 60,000/- (Rupees Sixty Thousand only) plus taxes as applicable and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit, if any.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby authorized to do such acts, deeds, matters and things as may be required to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

Regd. Office:

**Eldeco Corporate Chamber-1, 2nd Floor, Vibhuti Khand
(Opp. Mandi Parishad), Gomti Nagar, Lucknow, U.P 226010**

Date: August 13, 2021

Place: New Delhi

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

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

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') relating to the Special Business to be transacted at the Annual General Meeting ('AGM') is annexed hereto.
2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021 and Securities and Exchange Board of India ('SEBI') vide its Circular no. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (hereinafter collectively referred to as "the Circulars"), has allowed the Companies to conduct the AGM through Video Conferencing/Other Audio Visual Means ('VC/OAVM'), without the physical presence of members at a common venue during the calendar year 2021. Hence, in compliance with the Circulars, the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), the 36th AGM of the Company is being held through VC/OAVM. The venue of the meeting shall be deemed to be the Registered Office of the Company. The procedure for participating in the meeting through VC/OAVM and e-voting is explained at Note No. 22 below.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. However, since this AGM is being held through VC/OAVM, the facility of appointment of proxies by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. In terms of the provisions of Section 152 of the Act, Mr. Shrikant Jajodia, Director of the Company, retires by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended his re-appointment. Mr. Jajodia is interested in the Ordinary Resolution set out at Item No. 3 of the Notice with regard to his reappointment. Save and except the above, none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No. 3 of the Notice.

Details of the Director retiring by rotation/seeking appointment/re-appointment at this Meeting are provided in the "Annexure-A" to the Notice.
5. Corporate/Institutional Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution/Authority Letter, etc. authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act. The said Board Resolution/authorisation shall be sent by email to chandni@eldecousing.co.in
6. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.
7. The Register of Members and the Share Transfer books of the Company will remain closed from Thursday, September 16, 2021 to Wednesday, September 22, 2021 (both days inclusive).
8. The Company has fixed Wednesday, September 15, 2021 as the 'Record Date' for determining entitlement of members to final dividend for the financial year ended March 31, 2021, if approved at the AGM.
9. The relevant details pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on the General Meetings issued by the Institute of Companies Secretaries of India ('ICSI') ('SS-2'), in respect of Director seeking re-appointment at this AGM, is annexed hereto.
10. All the statutory registers, documents referred to in the accompanying Notice 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 upto the date of AGM.
11. In terms of the said circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company or the Depository Participant(s) (DP's).

Members who have not registered their e-mail address are requested to update the same (i) for shares held in physical form – by submitting a request on compliances@skylinerta.com or parveen@skylinerta.com and chandni@eldecousing.co.in, along with scan copy of their share certificate (front and back), self-attested copy of PAN and Aadhar ID of the residential address appearing in their folio; (ii) for shares held in demat mode - with the depository participants with whom their demat account is maintained.

To support the 'Green Initiative', members who have not yet registered their email addresses are requested to register the same with their DP's in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
12. The Notice of AGM along with Annual Report for the financial year 2020-21 will also be available on the Company's website <https://www.eldecogroup.com/investor/eldeco-housing-industries-ltd/investor-relations/reports-presentation/annual-report>, website of Bombay Stock Exchange Limited ("BSE") at www.bseindia.com and on the website of CSDL at www.evotingindia.com
13. The Members of the Company had approved the appointment of M/s B S D & Co., Chartered Accountants (Firm Registration Number: 000312S), as the Statutory Auditors of the Company at the Thirty Second (32nd) AGM of the Company for a term of five consecutive years till the conclusion of Thirty Seventh (37th) AGM subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at this AGM.
14. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agent (RTA) cannot act on any request receiving directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the DP of the Members.

Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company or the RTA.
15. Members are requested to note that dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, members/claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares

have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority, in web Form No. IEPF-5 available on www.iepf.gov.in.

The Company had, accordingly, transferred ₹ 7,16,520/- (Rupees Seven Lakh Sixteen Thousand Five Hundred and Twenty only) being the unpaid and unclaimed dividend amount pertaining to Dividend of the year 2013 along with the underlying shares to the IEPF of the Central Government. The said details have also been uploaded on the website of the IEPF Authority. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority. The procedure for the same can be accessed on www.iepf.gov.in

16. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company in case the shares are held by them in physical form. Members are also advised not to leave their demat account(s) dormant for long.
17. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP's with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
18. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
19. The Company has paid the Annual Listing Fee for the financial year 2021-2022 to BSE on which the Company's securities are presently listed.
20. Since this AGM is being held through VC/OAVM, no road map of the location of the venue of Annual General Meeting is attached herewith.
21. In case you have any query relating to the enclosed agenda items or the Annual Financial Statements, you are requested to send the same to the Company Secretary at the registered office of the Company at least 10 days before the date of AGM. The same will be replied by the Company suitably.

22. Instructions for e-voting and attending AGM through VC/OAVM are as follows:

- I. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management & Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, the Company is providing the member's facility to cast their vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through remote e-voting platform provided by Central Depository Services (India) Limited (CDSL). The

facility of casting votes by Members using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

- II. The facility for e-voting will also be made available during the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote through the e-voting system during the AGM. The Members who have cast their vote by remote e-voting may also attend the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- III. The remote e-voting period commences on **Saturday, September 18, 2021 (9:00 A.M.)** and ends on **Tuesday, September 21, 2021 (5:00 P.M.)**. During this period, members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Wednesday, September 15, 2021** 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, the member will not be allowed to change it subsequently.
- IV. The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date i.e. **Wednesday, September 15, 2021** and a person who is not a Member as on the cut-off date should treat this Notice for information purpose only. In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote.
- V. Mr. R.K. Tandon, Practicing Company Secretary (Membership No. 672) partner of M/s R K Tandon & Associates, has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the e-voting process to be conducted at the AGM in a fair and transparent manner.
- VI. The Scrutinizer, after scrutinizing the e-voting completed at the Meeting and through remote e-voting will not later than 48 (Forty-Eight) hours of conclusion of the Meeting, prepare the consolidated Scrutinizer's Report and submit the same to the Chairman or a person duly authorised by the Chairman. The Results shall be declared within 48 (Forty-Eight) hours after the conclusion of the AGM.

The results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company at www.eldecogroup.com immediately after the results are declared and will simultaneously be uploaded on the website of CDSL i.e. www.evotingindia.com and on the website of BSE at www.bseindia.com where the Equity Shares of the Company are listed.

- VII. Pursuant to 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.

A. INSTRUCTIONS FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE FOR LOGGING IN FOR REMOTE E-VOTING AND JOINING THE AGM THROUGH VC/OAVM ARE AS UNDER:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 or joining the Meeting & voting during the Meeting. 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. 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 e-voting link available on 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	<ol style="list-style-type: none"> 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 or joining the Meeting & voting during the Meeting. 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 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 digit 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 or joining the Meeting & voting during the Meeting.
Individual Shareholders (holding securities in demat mode) 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 or joining the Meeting & voting during the Meeting.

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 22-23058542-43.
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 22 44 30

B. INSTRUCTIONS FOR NON-INDIVIDUAL SHAREHOLDERS AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE AND FOR LOGGING IN FOR E-VOTING AND JOINING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- 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) <ul style="list-style-type: none"> • 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. 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 and to the Company at the email address chandni@eldecousing.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.

C. INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM AND E-VOTING DURING THE AGM ARE AS UNDER:

- (i) The procedure for attending AGM and e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for remote e-voting. The VC/OAVM shall be handled by our RTA **Skyline Financial Services Private Limited (Skyline)**.
- (iii) Shareholders who have voted through remote e-voting prior to AGM will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (iv) Facility of joining the AGM through VC/OAVM shall be opened 30 minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of AGM. The facility will be available for Members on first come first served basis.
- (v) Members are encouraged to join the Meeting through Laptops / I-Pads. Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of glitches. For better experience, we recommend that you join the session with high-speed wired internet connectivity. This prevents Wi-Fi dropouts and speed issues.
- (vi) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **10 days prior to AGM mentioning** their name, demat account number/folio number, email id, mobile number at chandni@eldecousing.co.in. **Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.**

The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance at least **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at chandni@eldecousing.co.in. These queries will be replied to by the Company suitably by email.

(vii) Members can post questions through Q&A feature available in the VC/OAVM. Members can exercise these options once the floor is open for member queries.

(viii) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.

(ix) If any votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members attending the meeting.

(x) Members who need assistance before or during the AGM can contact Skyline Financial Services Private Limited at compliances@skylinerta.com or call at 011-40450193-197.

D. PROCESS FOR THOSE MEMBERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTION PROPOSED IN THIS NOTICE:

(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@eldecousing.co.in or RTA at compliances@skylinerta.com.

(ii) **For shares held in dematerialised form** - Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card and AADHAR card by email to Company at chandni@eldecousing.co.in or RTA at compliances@skylinerta.com.

If you have any queries or issues regarding attending AGM & 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) Central Depository Services (India) Limited, 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.

Explanatory Statement

As required under Section 102 of the Act, the following explanatory statement sets out all material facts relating to business mentioned under Item No. 4, 5 and 6 of the accompanying Notice:

ITEM NO. 4

The Members are informed that at the 31st Annual General Meeting of the Company held on September 2, 2016, the Company had re-appointed Mr. Pankaj Bajaj as the Managing Director of the Company for a period of five years commencing from May 15, 2016. Accordingly, his present tenure came to an end on May 15, 2021.

The Board, in its meeting held on May 14, 2021, has approved the re-appointment of Mr. Pankaj Bajaj as the Chairman cum Managing Director of the Company for the further period of five years with effect from May 15, 2021 based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members of the Company.

The Members are further informed that Mr. Pankaj Bajaj, the promoter of the Company has been serving the Company as the Managing Director since 2006. He was also appointed as the Executive Chairman w.e.f. May 25, 2017. The Company has been professionally managed under the leadership of Mr. Bajaj. He is a graduate from the Shri Ram College of Commerce, Delhi University and holds a Post Graduate Diploma in Management (PGDM) from the Indian Institute of Management, Ahmedabad. He carries a valuable and rich experience of more than 20 years in the housing and construction business. Currently, he is also serving as the State President of CREDAI (Confederation of Real Estate Developers' Association of India) NCR.

Based on his performance evaluation and recommendation of the Nomination and Remuneration Committee and the Board of Directors, it is proposed to re-appoint Mr. Pankaj Bajaj as the Chairman cum Managing Director of the Company for a further period of 5 (Five) years with effect from May 15, 2021.

Details of the Director whose re-appointment as Chairman cum Managing Director is proposed at Item No. 4 is provided in "Annexure-A" to the Notice pursuant to the provisions of the Listing Regulations and SS-2, issued by the ICSI.

Mr. Pankaj Bajaj and his relatives are concerned or interested in the Resolution relating to his own re-appointment.

None of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, in any way, in the resolution set out at item no. 4 of the Notice. Mr. Pankaj Bajaj is not related to any Director of the Company.

This Explanatory Statement together with the accompanying Notice of the AGM may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and SS-2 of ICSI.

In view of the above, the members are requested to approve the re-appointment of Mr. Pankaj Bajaj and accordingly, the proposed resolution is placed for your approval as a Ordinary Resolution.

ITEM NO. 5

The Members are requested to take reference of the special resolution passed by them by way of Postal Ballot on December 11, 2018 whereby the Members of the Company approved the payment of annual remuneration of ₹ 1 Crore (Rupees One Crore only) with suitable yearly increments from time to time subject to a maximum of ₹ 4 Crore (Rupees Four Crores only) to Mr. Pankaj Bajaj, Chairman cum Managing Director of the Company for a period of three years commencing from October 1, 2018.

On the basis of recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on August 13, 2021 had accorded its approval for the revision of annual remuneration of Mr. Pankaj Bajaj, Chairman cum Managing Director of the Company for another period of 3 years effective from July 1, 2021 to ₹ 1.50 Crore (Rupees One Crore Fifty Lakh only) subject to the maximum of ₹ 5 Crores (Rupees Five Crores only) subject to the approval of Shareholders of the Company in the Annual General Meeting.

The details of remuneration payable to Mr. Pankaj Bajaj, Chairman cum Managing Director of the Company is as under:

1) **Period:** With effect from July 1, 2021 till June 30, 2024.

2) Remuneration:

Sr. No.	Particulars	On annual basis (In ₹)
1.	Basic Salary	37,50,000/-
2.	House Rent Allowance	8,25,000/-
3.	City Compensatory Allowance	5,62,500/-
4.	Conveyance Allowance	2,40,000/-
5.	Special Allowance	96,22,500/-
Total Cost to Company		1,50,00,000/-

It is further informed that in terms of first proviso of Section 197(1) of the Act, the Company in general meeting may authorize the payment of remuneration exceeding eleven percent of the net profits of the Company, subject to the provisions of Schedule V and in terms of second proviso of Section 197(1) of the Act, except with the approval of the Company in general meeting, the remuneration payable to any one managing director or whole-time director or manager shall not exceed five percent of the net profits of the Company and if there is more than one such director remuneration shall not exceed ten percent of the net profits to all such directors and manager taken together.

It is further informed that Mr. Pankaj Bajaj is also the Managing Director of Eldeco Infrastructure and Properties Limited ("EIPL") and currently drawing remuneration of ₹ 2.50 Crore (Rupees Two Crores and Fifty Lakhs only) per annum (excluding perquisites) from EIPL. However, in terms of Section V of Part II of Schedule V of the Act, a managerial person shall draw remuneration from one or both companies, provided that the total remuneration drawn from the companies does not exceed the higher maximum limit admissible from any one of the companies of which he is a managerial person. Therefore, pursuant to Section V of Part II of Schedule V of the Act, the approval of shareholders is sought by way of Special Resolution to pay annual remuneration of ₹ 1.50 Crore (Rupees One Crore and Fifty Lakhs only) subject to maximum of ₹ 5 Crores (Rupees Five Crores only) for a period of 3 years effective from July 1, 2021.

The information required under Schedule V of the Companies Act, 2013 is as follows:

I. GENERAL INFORMATION

1)	Nature of Industry	Eldeco Housing and Industries Limited is engaged in the business of Real Estate.
2)	Date or expected date of commencement of commercial production	The Company is already in existence and is in operation since 1985.
3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable
4)	Financial performance based on given indicators	
	Particulars	For the period ended on March 31, 2021 (₹ in Lakhs)
	Paid up Share Capital	196.66
	Reserves and Surplus	22980.86
	Operational Revenue	13724.82
	Other Income	664.40
	Total Revenue	14389.22
	Expenditure excluding Finance Costs, Depreciation and Tax	7616.97
	Profit/(Loss) before Finance Cost, Dep. and Tax	6772.25
	Less: Depreciation & Amortization Exp.	59.76
	Less: Finance Cost	84.49
	Profit/Loss before Tax	6628.00
	Tax Expense:	
	Current Tax MAT Credit Entitlement	1704.80
	Deferred Tax (Credits)/Expense	(8.14)
	Net Profit / (Loss) after Tax	4931.33
5)	Foreign investments or collaborations, if any	N.A

II. INFORMATION ABOUT MR. PANKAJ BAJAJ

1)	Background details	Mr. Pankaj Bajaj aged about 49 years; the promoter of the Company has been serving the Company as the Managing Director since 2006. He was also appointed as the Executive Chairman w.e.f. 25 th May, 2017. The Company has grown from strength to strength under the stewardship of Mr. Pankaj Bajaj. He holds a B.Com (Hons.) degree from Shri Ram College of Commerce, Delhi University and a Post Graduate Diploma in Management (PGDM) from the Indian Institute of Management (Ahmedabad). He carries a valuable and rich experience of more than 20 years in the housing and construction business. Currently, he is also serving as the State President of CREDAI (Confederation of Real Estate Developers' Association of India) NCR.
2)	Past remuneration	₹ 1 Crore per annum
3)	Recognition or awards	He got first rank in MBA from IIM, Ahmedabad. He is presently the President of CREDAI NCR and he has also been the President of CREDAI NCR in 2011.
4)	Job profile and his suitability	Mr. Pankaj Bajaj, being the Chairman cum Managing Director of the Company is entrusted with substantial powers for undertaking business decision. He is having rich experience of 20 years in Housing and Construction Business.
5)	Remuneration proposed	Annual Remuneration of ₹ 1.50 Crores subject to maximum of ₹ 5 Crores for a period of three years effective from July 1, 2021.
6)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin).	The remuneration proposed is commensurate with his qualification, experience, profile, size of the Company and is reasonably justified in comparison with the general market trends and remuneration package of top-level managerial persons having comparative qualifications and experience.
7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Pankaj Bajaj, Chairman cum Managing Director of the Company is the promoter and holds 10,68,267 equity shares comprising of 54.32 % of the total paid up share capital of the Company. Save as the managerial remuneration he does not have any other material pecuniary relationship with the Company or relationships with the managerial personnel.

III. OTHER INFORMATION

1)	Reasons for loss or inadequate profits	The Company is in profits but shall be inadequate with respect to the proposed remuneration as per the provisions of Companies Act, 2013.
2)	Steps taken or proposed to be taken for improvement	The Company is taking cost cutting measures and exploring new avenues of business to improve profitability.
3)	Expected increase in productivity and profits in measurable terms	The Company is expected to have improved sales and profitability figures in the next financial years.

Except Mr. Pankaj Bajaj and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, in any way, in the resolution set out at item no. 5 of the Notice.

This Explanatory Statement together with the accompanying Notice of the AGM may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and SS-2 of ICSI.

In view of the above, the members are requested to approve the aforesaid remuneration and accordingly, the proposed resolution is placed for your approval as a Special Resolution.

ITEM NO. 6

In pursuance of Section 148 of the Act and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, read with Companies (Cost Records and Audit) Rules, 2014, the Board of Directors of the Company, upon recommendation of Audit Committee, is required to appoint an individual who is a Cost Accountant in practice or a firm of Cost Accountants in practice, as Cost Auditor. The remuneration of the Cost Auditor is required to be recommended by Audit Committee, approved by the Board of Directors and ratified by the members.

On recommendation of Audit Committee at its meeting held on August 13, 2021, the Board has considered and approved appointment of M/s Paliwal & Associates, Cost Accountants (Firm Registration No. 000368) for conducting the audit of the Company's cost records for financial year 2021-22 at a remuneration of ₹ 60,000/- (Rupees Sixty Thousand only) plus taxes as applicable and reimbursement of out of pocket expenses, if any.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, in any way, in the resolution as set out at item no. 6 of the Notice.

In view of the above, the members are requested to approve the aforesaid remuneration and accordingly, the proposed resolution is placed for your approval as an Ordinary Resolution.

Annexure-A

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

(Pursuant to Regulation 36(3) of the Listing Regulations and SS - 2 on General Meeting)

Name	Mr. Pankaj Bajaj	Mr. Shrikant Jajodia
DIN	00024735	00602511
Date of Birth	23/01/1972	22/12/1963
Age	About 49 years	About 57 years
Father's Name	Late Shri Om Prakash Bajaj	Shri Purushottam Brijmohandas Jajodia
Date of Appointment	15/05/2006	01/10/2013
Designation	Chairman cum Managing Director	Non-Executive Non Independent Director
Experience in specific functional areas	He carries a valuable and rich experience of more than 20 years in the housing and construction business. Currently, he is also serving as the State President of CREDAI (Confederation of Real Estate Developers' Association of India) NCR.	17 years' experience in Real Estate Industry and more than 14 years' experience in Multinational and FMCG companies at Senior Management level.
Qualification	Holds a Post Graduate Diploma in Management (PGDM) from the Indian Institute of Management, Ahmedabad and is a graduate from the Shri Ram College of Commerce, Delhi University	Holds a Master's Degree in Management from Boston University
Disclosure of Relationships between Directors Inter-Se	N.A.	N.A.
Directorship held in other Companies as on March 31, 2021	<ul style="list-style-type: none"> » Eldeco Infrastructure and Properties Limited » Mannat Homes Private Limited 	<ul style="list-style-type: none"> » Eldeco Townships and Housing Limited » Eldeco County Limited » S. K. Garg Constructions Private Limited » K. L. Multimedia Private Limited » Ecoeski Developers Private Limited
Member/Chairman of Committee of the Board of other Companies on which he is Director as on March 31, 2021	Member and Chairman of Audit Committee and Corporate Social Responsibility Committee of Eldeco Infrastructure and Properties Limited	N.A.
No. of Shares Held in the Company	10,68,267 shares	Nil
Terms and conditions of re-appointment	Reappointment for a further period of 5 years with effect from May 15, 2021 subject to the approval of shareholders at the Annual General Meeting.	Re-appointment pursuant to retirement by rotation
Details of remuneration sought to be paid	₹ 1.50 crore p.a.	N.A.
Last remuneration drawn	₹ 1 crore p.a.	Sitting fees of ₹ 10,000 per Board Meeting