

Notice of Annual General Meeting

NOTICE is hereby given that the 38th (Thirty Eighth) Annual General Meeting (“**AGM**”) of the Members of **Eldeco Housing and Industries Limited (“the Company”)** will be held on Friday, September 22, 2023 at 2.00 P.M. IST through Video Conferencing/ Other Audio Visual Means to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, 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, 2023, together with the Report of the Auditors thereon.
2. To declare final dividend of 400% i.e ₹ 8 per equity share of face value of ₹ 2 each for the financial year ended March 31, 2023.
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, has offered himself for re-appointment.

SPECIAL BUSINESS

4. To increase the remuneration and maximum admissible limit of the remuneration payable to Mr. Pankaj Bajaj, Chairman cum Managing Director (DIN: 00024735) of the Company.

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

“**RESOLVED THAT** in modification to the earlier resolution passed by the Shareholders of the Company at their meeting held on September 22, 2021 in this regard and pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 (“**the Act**”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions of the Act, if any, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of the Articles of Association of the Company and upon 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 to revise the remuneration of Mr. Pankaj Bajaj (DIN: 00024735), Chairman cum Managing Director of the Company, from existing ₹ 1,75,00,000/- (Rupees One Crore and Seventy Five Lakhs) per annum to ₹ 2,25,00,000/- (Rupees Two Crore and Twenty Five Lakhs) per annum, for a period commencing from October 1, 2023 till June 30, 2024, with such suitable increments as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time, the details of which are as follows:

S. No.	Salary Components	Amount on monthly basis (In ₹)
1.	Basic Salary	4,50,000
2.	City Compensatory Allowance	67,500
3.	House Rent Allowance	2,25,000
4.	Conveyance Allowance	35,000
5.	Special Allowance	10,97,500
Total Cost to Company		18,75,000

RESOLVED FURTHER THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members be and is hereby accorded to revise the limit of total remuneration payable to Mr. Pankaj Bajaj (DIN: 00024735) as a Managerial Personnel of the Company and/or any other Company simultaneously from existing maximum limit of ₹ 5,00,00,000/- (Rupees Five Crore) to maximum limit of ₹ 10,00,00,000/- (Rupees Ten Crore) in terms of Section V of Part II of Schedule V of the Act.

RESOLVED FURTHER THAT the other existing terms and conditions of appointment/roles and responsibilities of Mr. Pankaj Bajaj shall remain unchanged unless otherwise modified by the Board of Directors of the Company or/and Nomination and Remuneration Committee of the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to vary the terms and conditions of appointment and remuneration within the existing limits approved by the shareholders of the Company in accordance with the applicable laws and in the best interest of the Company as and when needed.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s), Authorised Representative(s) of the Company and to do all such acts, deeds, matters and things as maybe deemed necessary and to file such returns as maybe prescribed with relevant authorities and take such further steps in this regard, as may be considered desirable or expedient, to give effect to the aforesaid resolution.”

5. Ratification of Remuneration to Cost Auditors

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

“RESOLVED THAT pursuant to the provisions of 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 based on the recommendations of the Audit Committee and Board of Directors, 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, 2024, be paid remuneration of ₹ 60,000/- (Rupees Sixty Thousand only) per annum plus taxes as applicable and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit, if any, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary and/or the Chief Financial Officer of the Company, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and for matters concerned or incidental thereto”.

Regd. Office:

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

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

Date: August 3, 2023

Place: New Delhi

Sd/-
Chandni Vij
Company Secretary
Mem. No. A46897

Notes

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (**"the Act"**) setting out material facts and reasons relating to the business mentioned under Item Nos. 4 & 5 of the Notice of Annual General Meeting (**"AGM"**), is annexed hereto.
2. 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, 2/2022 dated May 5, 2022 and 10/2022 dated December 28, 2022 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 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (hereinafter collectively referred to as **"the Circulars"**), allowed Companies to hold the AGM through Video Conferencing/Other Audio Visual Means (**"VC/OAVM"**), dispensing requirement of physical presence of Members at a common venue.

Accordingly, the 38th AGM of the Members of the Company is being held through VC/OAVM in compliance with the provisions of the Circulars, the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"the SEBI Listing Regulations"**), and consequently no attendance slip is enclosed with this Notice of AGM (**"the Notice"**). The deemed venue of the AGM shall be the Registered Office of the Company at Eldeco Corporate Chamber-1, 2nd Floor, Vibhuti Khand (Opp. Mandi Parishad), Gomti Nagar, Lucknow, Uttar Pradesh-226010. Central Depository Services (India) Limited (**"CDSL"**) will be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM and e-voting is explained at Note No. 25 below and is available on the website at www.eldecogroup.com.

3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the proxy form, attendance slip and route map of the AGM are not annexed to this Notice.
4. Institutional Shareholders/Corporate Shareholders are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and cast their votes through e-voting. They are required to send a scanned copy (PDF/JPEG format) of their respective Board or governing body Resolution/Authorisation, etc. authorising their representative to attend the AGM through VC/OAVM on their behalf and to vote at the AGM, pursuant to Section 113 of the Act. The said Board Resolution/authorisation shall be sent to the Scrutinizer by email at rktandon42@gmail.com with a copy marked to eoting@cdslindia.com and chandni@eldecohousing.co.in.

Further, they can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-voting" tab in their login.

5. Participation of Members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
6. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, September 16, 2023 to Friday, September 22, 2023 (both days inclusive) for the purpose of AGM and determining the entitlement of the shareholders to the final dividend for the financial year 2022-23.
7. In terms of the provisions of Section 152 of the Act, Mr. Shrikant Jajodia, Director of the Company, retires by rotation at the AGM. 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.

Further, the relevant details with respect to item no. 3 pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**"ICSI"**) (**"SS-2"**), in respect of Director seeking re-appointment at this AGM are provided in the **"Annexure-A"** to the Notice.

8. The Company has fixed Friday, September 15, 2023 as the 'Record Date' for determining entitlement of Members to final dividend for the financial year ended March 31, 2023, if declared at the AGM.
9. If the final dividend, as recommended by the Board of Directors at its Meeting held on May 15, 2023 is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made within 30 days from the date of declaration at the AGM, as under:
 - i) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (**"NSDL"**) and **CDSL** (collectively **"Depositories"**), at the end of the day on Friday, September 15, 2023.
 - ii) To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Friday, September 15, 2023.

Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f. April 1, 2020 and the Company is required to deduct TDS from dividend paid to the Members at rates prescribed in the Income-tax Act, 1961 (**"the IT Act"**). The Members are requested to refer to the Finance Act, 2020 and amendments thereof. In general,

to enable compliance with TDS requirements, members are requested to complete and/or update their Residential Status, Permanent Account Number (PAN), Category as per the IT Act with their Depository Participants (“DP’s”) or in case shares are held in physical form, with the Company.

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 or a request can be sent at chandni@eldecousing.co.in for inspection through electronic mode.

Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Act and Register of Contracts or arrangements, in which directors are interested maintained under Section 189 of the Act, shall be available for inspection during the AGM.

11. In terms of the said circulars, the Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/DP’s/ Depositories/Registrar and Share Transfer Agent i.e. Skyline Financial Services Private Limited (“RTA”).

In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2022-23 of the Company, he/she may send a request to the Company by writing at chandni@eldecousing.co.in or to the Company’s RTA at admin@skylinerta.com mentioning their DP ID and Client ID/folio no.

Members may note that the Notice of AGM along with Annual Report for the financial year 2022-23 will also be available on the Company’s website at <https://www.eldecogroup.com/investor/eldeco-housing-industries-ltd/investor-relations/reports-and-presentations/annual-reports>, websites of Stock Exchanges i.e BSE Limited (“BSE”) at www.bseindia.com and National Stock Exchange of India Limited (“NSE”) at www.nseindia.com and on the website of CSDL at www.evotingindia.com

12. 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 admin@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 or any other proof of the residential address appearing in their folio; (ii) for shares held in demat mode - with the DP’s with whom their demat account is maintained.

In light of the aforesaid Circulars, Members who have not registered their email address 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.

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.

13. 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 RTA cannot act on any request received 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.

14. 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”). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to Unpaid Dividend Account shall also be transferred to the IEPF. In view of this, Members/claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends and/or shares have been transferred to IEPF, may contact the Company or the RTA and submit the required documents for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file Form IEPF-5 for claiming the dividend and/or shares available on www.iepf.gov.in.

The Company had, accordingly, transferred ₹ 1,60,324/- (Rupees One Lakh Sixty Thousand Three Hundred and Twenty Four only) and ₹ 6,01,430/- (Rupees Six Lakhs One Thousand Four Hundred and Thirty only) being the unpaid and unclaimed dividend amount relating to the year 2014-2015 and 2015-2016 respectively along with the underlying shares to the IEPF. The said details have also been uploaded on the website of the IEPF. Members may note that shares as well as unclaimed dividends transferred to the IEPF can be claimed back from the IEPF Authority. The procedure for the same can be accessed on www.iepf.gov.in

15. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify any change in information to the Company’s RTA or the Company as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.

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, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc:-

- a) **For shares held in electronic form:** to their DP’s.
 b) **For shares held in physical form:** to the Company/ RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37 dated March 16, 2023. In the absence of any

of the required documents in a folio, on or after October 1, 2023, the folio shall be frozen by the RTA. Intimation letters for furnishing the required details are being sent by the Company. If the folios continue to remain frozen as on December 31, 2025, the frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

The aforesaid form can be downloaded from the website of the Company at <https://www.eldecogroup.com/investor/eldeco-housing-industries-ltd/investor-relations/corporate-announcements/shareholders-notices-agm-and-egm-and-postal-ballot/shareholder-information> or from the website of the Company's RTA at https://www.skylinerta.com/downloads_page.php

17. In terms of Regulation 40 of the SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form.
18. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at <https://www.eldecogroup.com/investor/eldeco-housing-industries-ltd/investor-relations/corporate-announcements/shareholders-notices-agm-and-egm-and-postal-ballot/shareholder-information> and on the website of the Company's RTA, at https://www.skylinerta.com/downloads_page.php. It may be noted that any service request can be processed only after the folio is KYC Compliant.
19. Members holding shares in physical form, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form only.
20. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website at <https://www.eldecogroup.com/investor/eldeco-housing-industries-ltd/investor-relations/corporate-announcements/shareholders-notices-agm-and-egm-and-postal-ballot/shareholder-information>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to the RTA in case the shares are held in physical form.
21. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.
22. The Company has paid the Annual Listing Fees for the financial year 2023-2024 to BSE and NSE on which the Company's securities are presently listed.

The Equity Shares of the Company got listed on NSE and were admitted to dealings on the Exchange with effect from April 12, 2022.
23. Since this AGM is being held through VC/OAVM, no road map of the location of the venue of AGM is attached herewith.
24. Members seeking any information with regard to the Annual Financial Statements or any matter to be placed at the AGM, are requested to write to the Company Secretary through email at chandni@eldecohousing.co.in at least 10 days before the date of AGM. The same will be replied by the Company suitably.
25. 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 amended from time to time, Regulation 44 of the SEBI Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, the Members are provided with the facility to cast their vote electronically (through remote e-voting as well as the e-voting system on the date of the AGM), through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The facility of casting votes by Members using remote e-voting as well as the e-voting during 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 casted 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 Monday, September 18, 2023 (9:00 A.M. IST) and ends on Thursday, September 21, 2023 (5:00 P.M. IST). During this period, Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, September 15, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
 - IV. The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. Friday, September 15, 2023 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. The Board of Directors has appointed M/s R K Tandon & Associates, represented by Mr. R.K. Tandon, Practising Company Secretary and partner (Membership No. 672, CP: 3556), 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 voting through remote e-voting and e-voting at the AGM, shall make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or any other person authorised by the Chairman. The Chairman or the authorized person shall declare the voting results within two working days from 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 and on the website of CDSL at www.evotingindia.com immediately. The Company shall simultaneously forward the results to NSE & BSE, where the 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 DP. 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/ DP's 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 the 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/myeasitoken/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 their vote during the remote e-voting period or joining the AGM & voting during the AGM. 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/myeasitoken/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.nsd.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 AGM & voting during the AGM. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 AGM & voting during the AGM.

Type of Shareholders	Login Method
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 AGM.

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 toll free no. 1800 22 55 33.
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 44 300.

B. INSTRUCTIONS FOR NON-INDIVIDUAL SHAREHOLDERS AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE 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)
	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 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.

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 AGM 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/OVAM shall be handled by our RTA.
- (iii) Members 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 AGM 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) Members who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending the request along with their queries in advance mentioning their name, demat account number/folio number, email id, mobile number at chandni@eldecohousing.co.in. Only those speaker registration requests received till 5.00 p.m. (IST) on Tuesday, September 12, 2023 will be considered and responded to during the AGM. **Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.**

The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.
- (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 Members 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 RTA at admin@skylinerta.com or call at 011-40450193-197.

D. PROCESS FOR THOSE MEMBERS WHOSE EMAIL ADDRESSES/MOBILE NO. 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 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 AGM through Depositories.

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 toll free no. 1800 22 55 33.

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 contact at toll free no. 1800 22 55 33.

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 and 5 of the accompanying Notice:

ITEM NO. 4

The Members are informed that the Shareholders of the Company at the thirty sixth AGM of the Company held on September 22, 2021 had approved to pay annual remuneration of ₹ 1,50,00,000/- (Rupees One Crore and Fifty Lakhs) to Mr. Pankaj Bajaj (DIN: 00024735), Chairman cum Managing Director of the Company, with such suitable yearly increments from time to time subject to the maximum of ₹ 5,00,00,000/- (Rupees Five Crores) per annum for a period of three years with effect from July 1, 2021.

The Members are further informed that on the recommendations of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on August 9, 2022 increased the remuneration of Mr. Pankaj Bajaj (DIN: 00024735), Chairman cum Managing Director of the Company from ₹ 1,50,00,000/- (Rupees One Crore and Fifty Lakhs) per annum to ₹ 1,75,00,000/- (Rupees One Crore and Seventy Five Lakhs) per annum with effect from April 1, 2022.

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 ₹ 3,20,00,000/- (Rupees Three Crore and Twenty Lakhs) per annum (excluding perquisites) from EIPL. Further, in terms of Schedule V Part II Section 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.

Considering the current prevalent market practice of Executive compensation and remuneration details of comparable positions in the industry and basis performance evaluation of Mr. Pankaj Bajaj, the Nomination and Remuneration Committee and the Board of Directors of the Company in their respective meetings held on August 3, 2023, subject to the approval of the members of the Company, accorded their approval for revision of the remuneration of Mr. Pankaj Bajaj (DIN: 00024735), Chairman cum

Managing Director of the Company, w.e.f. October 01, 2023 for the remaining period of his current tenure (i.e upto June 30, 2024) as detailed in Resolution No. 4.

Since, the proposed increase in the remuneration for the period commencing from October 1, 2023 till June 30, 2024 will increase from the maximum admissible limit of ₹ 5,00,00,000/- (Rupees Five Crore) per annum, as fixed by the shareholders of both the Companies at their respective General Meetings in terms of Section V of Part II of Schedule V of the Act, it is also proposed to revise the maximum admissible limit of remuneration to be paid to Mr. Pankaj Bajaj, Chairman cum Managing Director of the Company from ₹ 5,00,00,000/- (Rupees Five Crore) to ₹ 10,00,00,000/- (Rupees Ten Crore).

Pursuant to the provisions of Section 196, 197 and 198 read with Schedule V of the Act, a Company having Nil/Inadequate Profits, may subject to certain conditions including the passing of a ‘Special Resolution’, pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee.

Since, the Company has Inadequate Profits, the managerial remuneration may be paid on the basis of provisions of Schedule V of the Act. Accordingly, the Shareholders of the Company are requested to approve the following proposals w.r.t. payment of remuneration to Mr. Pankaj Bajaj (DIN: 00024735), Chairman cum Managing Director of the Company, with effect from October 1, 2023 till June 30, 2024, through **Special Resolution**:

- (i) increase in the remuneration from ₹ 1,75,00,000/- (Rupees One Crore and Seventy Five Lakhs) per annum to ₹ 2,25,00,000/- (Rupees Two Crores and Twenty Five Lakhs) per annum; and
- (ii) increase the maximum admissible limit of ₹ 5,00,00,000/- (Rupees Five Crores) to ₹ 10,00,00,000/- (Rupees Ten Crores).

The additional information as required under Section II of Part II of Schedule V of the Act with respect to the Company and the managerial personnel for whose remuneration the matter relates are mentioned hereunder:

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, 2023 (₹ in Lakhs)
Paid up Share Capital	196.66
Reserves and Surplus	29,265.79
Operational Revenue	10,492.44
Other Income	849.95
Total Revenue	11,342.39
Expenditure excluding Finance Costs, Depreciation and Tax	6,273.94
Profit/(Loss) before Finance Cost, Dep. and Tax	5,068.46
Less: Depreciation & Amortization Exp.	67.03
Less: Finance Cost	150.13
Profit/Loss before Tax	4,851.30
Tax Expense:	
Current Tax	1,266.35
Earlier year taxes	-
Deferred Tax (Credits)/Expense	24.31
Net Profit/(Loss) after Tax	3,560.63
5) Foreign investments or collaborations, if any	N.A

II. Information about Mr. Pankaj Bajaj (DIN: 00024735), Chairman cum Managing Director of the Company

1) Background details	Mr. Pankaj Bajaj, aged about 51 years, is 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 25 years in the real estate development business. Under his leadership, the Eldeco Group has emerged as a leading real estate developer of North India.
2) Past remuneration	₹ 1,75,00,000 per annum
3) Recognition or awards	He has been the President of CREDAI NCR in multiple stints. He has also served as the head of the RERA Committee of CREDAI.
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 has rich experience of 25 years in real estate business. He has demonstrated vision and execution vigour while leading the Eldeco Group.
5) Remuneration proposed	Annual Remuneration of ₹ 2,25,00,000/- subject to maximum of ₹ 10 Crores for a period commencing from October 1, 2023 to June 30, 2024.
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 conservative with respect to his qualification, experience and the job profile and also the Company's expansion plans. It 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, or other Director, if any	Mr. Pankaj Bajaj, Chairman cum Managing Director of the Company is the promoter of the Company and holds 33,74,735 equity shares comprising of 34.32 % 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 Act.
2)	Steps taken or proposed to be taken for improvement	The Company is exploring new projects and business expansion to improve its profits.
3)	Expected increase in productivity and profits in measurable terms	The Company is expected to have improved sales and profit figures in the next financial years.

Additional information pursuant to Clause 1.2.5 of the Secretarial Standard on General Meetings:

Name of the Director	Mr. Pankaj Bajaj
DIN	00024735
Date of Birth	23/01/1972
Age	About 51 years
Father's Name	Late Shri Om Prakash Bajaj
Date of first appointment	15/05/2006
Designation	Chairman cum Managing Director
Experience/Expertise in specific functional areas	He carries a valuable and rich experience of more than 25 years in the real estate development business. Under his leadership, the Eldeco Group has emerged as a leading real estate developer of North India.
Qualification (s)	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
Directorship held in other Companies as on March 31, 2023 including listed Companies	» Eldeco Infrastructure and Properties Limited » Mannat Homes Private Limited
Membership/Chairmanship of Committee of the Board of other Companies on which he is Director as on March 31, 2023	Member and Chairman of Audit Committee and Corporate Social Responsibility Committee of Eldeco Infrastructure and Properties Limited.
Shareholding in the Company, including shareholdings as a beneficial owner	33,74,735 shares
Relationship with other Directors and Key Managerial Personnel of the Company	-
No. of Board Meetings held/attended	5/5
Details of remuneration sought to be paid	₹ 2,25,00,000/- per annum
Last remuneration drawn	₹ 1,75,00,000/- per annum
Disclosure of relationships between Directors inter-se	-
Terms and conditions of re-appointment	N.A

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. 4 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 a Special Resolution.

ITEM NO. 5

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 the recommendation of the Audit Committee, the Board of Directors have approved the re-appointment of M/s. Paliwal & Associates, Cost Accountants (Firm Registration no. 000368) as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company for the financial year 2023-2024, at a

remuneration of ₹60,000 (Rupees Sixty Thousand only) per annum plus taxes as applicable and reimbursement of the out of pocket expenses, if any.

M/s. Paliwal & Associates, Cost Accountants have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. They have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for the previous year under the provisions of the Act.

Pursuant to Section 148(3) of the Act, approval by the Members is required for the above remuneration of the Cost Auditor.

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 set out at item no. 5 of the accompanying Notice.

The Board recommends the Resolution at Item No. 5 of the accompanying Notice for ratification by the Members of the Company.

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 SEBI Listing Regulations and SS -2 on General Meetings)

Name of the Director	Mr. Shrikant Jajodia
DIN	00602511
Date of Birth	22/12/1963
Age	About 59 years
Father's Name	Shri Purushottam Brijmohandas Jajodia
Date of Appointment	01/10/2013
Designation	Non-Executive Non Independent Director
Experience/Expertise in specific functional areas	19 years' experience in Real Estate Industry and more than 14 years' experience in Multinational and FMCG Companies at Senior Management level.
Qualification(s)	Holds a Master's Degree in Management from Boston University
Disclosure of relationships between Directors inter-se	N.A.
Directorship held in other Companies as on March 31, 2023 including listed Companies	<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
Membership/Chairmanship of Committee of the Board of other Companies on which he is Director as on March 31, 2023	N.A.
Shareholding in the Company, including shareholdings as beneficial owner	Nil
Terms and conditions of re-appointment	Re-appointment pursuant to retirement by rotation
Details of remuneration sought to be paid	N.A.
Last remuneration drawn	Sitting fees of ₹ 10,000 per Board Meeting
Relationship with other Directors & Key Managerial Personnel's of the Company	N.A.
Number of Board Meeting held/attended	5/5