

# Notice of Annual General Meeting

**NOTICE** is hereby given that the 37<sup>th</sup> (Thirty Seventh) Annual General Meeting ('AGM') of the members of **Eldeco Housing and Industries Limited ('the Company')** will be held on Wednesday, September 28, 2022 at 2.00 P.M. IST through Video Conferencing/ Other Audio Visual Means to transact the following business:

## ORDINARY BUSINESS

### 1. To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, 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, 2022, together with the Report of the Auditors thereon.

2. To declare a final dividend of 400% i.e ₹ 8 per equity share of face value of ₹ 2 each for the financial year ended March 31, 2022.

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.

### 4. Appointment of Statutory Auditors of the Company

To consider and, if thought fit, to pass the following Resolution, as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and all 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) and in accordance with the recommendations of the Audit Committee and the Board of Directors of the Company, M/s Doogar & Associates, Chartered Accountants (Firm Registration No.- 000561N) be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this 37<sup>th</sup> Annual General Meeting ('AGM') until the conclusion of the 42<sup>nd</sup> AGM to be held in the year 2027, at such remuneration, as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors, in addition to applicable taxes and reimbursement of out of pocket expenses, travelling expenses etc. incurred by them during the course of the Audit.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorized on behalf of the

Company including but not limited to determine role and responsibilities/scope of work of the Statutory Auditors, to negotiate, finalise, amend, sign, deliver and execute the terms of appointment, including any contract or document in this regard and to alter and vary the terms and conditions of remuneration without being required to seek any further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for the purpose of giving effect to this Resolution and with the power to the Board to settle all questions, difficulties or doubts that may arise in respect of the implementation of the Resolution."

## SPECIAL BUSINESS

### 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 and the Rules made thereunder (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, 2023, 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.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company, be and are hereby authorised 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, 2<sup>nd</sup> Floor, Vibhuti Khand  
(Opp. Mandi Parishad), Gomti Nagar, Lucknow, U.P. 226010

Date: August 24, 2022

Place: New Delhi

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

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

## Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (**'the Act'**) and relevant details under Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'the SEBI Listing Regulations'**) setting out material facts relating to the business mentioned under Item Nos. 4 and 5 of the Notice, 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 2/2022 dated May 5, 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 (hereinafter collectively referred to as **'the Circulars'**), permitted the holding of the Annual General Meeting (**'AGM'**) through Video Conferencing/Other Audio Visual Means (**'VC/OAVM'**), without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the Act and the SEBI Listing Regulations, the 37<sup>th</sup> AGM of the Company is being held through VC/OAVM without the physical presence of the Members at a common venue. 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 -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. 26 below and is available on the website at [www.eldecogroup.com](http://www.eldecogroup.com)
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the meeting 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. However, since this AGM is being held through VC/OAVM, the facility of appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip including Route Map of AGM are not annexed to this Notice.
4. Institutional/Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and cast their votes through e-voting. Institutional/Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution/Authorisation, etc. authorising its representative to attend and 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](mailto:rktandon42@gmail.com) with a copy marked to [evoting@cdslindia.com](mailto:evoting@cdslindia.com) and [chandni@eldecohousing.co.in](mailto: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 Thursday, September 22, 2022 to Wednesday, September 28, 2022 (both days inclusive) for the purpose of AGM and determining the entitlement of the members to the final dividend for the financial year 2021-22.
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 Wednesday, September 21, 2022 as the 'Record Date' for determining entitlement of members to final dividend for the financial year ended March 31, 2022, if declared at the AGM.
9. 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@eldecohousing.co.in](mailto:chandni@eldecohousing.co.in) for inspection through electronic mode.
10. In terms of the said circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or the Depository Participant(s) (**DP's**).  
  
In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2021-22 of the Company, he/she may send a request to the Company by writing at [chandni@eldecohousing.co.in](mailto:chandni@eldecohousing.co.in) or Company's

Registrar and Share Transfer Agent (RTA)- Skyline Financial Services Private Limited at [admin@skylinerta.com](mailto: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 2021-22 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](http://www.bseindia.com) and National Stock Exchange of India Limited ('NSE') at [www.nseindia.com](http://www.nseindia.com) and on the website of CSDL at [www.evotingindia.com](http://www.evotingindia.com).

11. 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](mailto:admin@skylinerta.com) and [chandni@eldecousing.co.in](mailto: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: <https://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.

12. The Members at the Thirty Second (32<sup>nd</sup>) AGM 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 for a term of five consecutive years to hold office till the conclusion of the Thirty Seventh (37<sup>th</sup>) AGM i.e till the conclusion of this AGM.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee and at its meeting held on May 13, 2022 proposed the appointment of M/s Doogar & Associates, Chartered Accountants (Firm Registration Number: 000561N), as the Statutory Auditors of the Company for a term of five consecutive years from the conclusion of Thirty Seventh (37<sup>th</sup>) AGM till the conclusion of the Forty Second (42<sup>nd</sup>) AGM to be held in the year 2027 at a remuneration as may be mutually agreed between the Board of Directors and the Statutory Auditors. The appointment shall be subject to the approval of the Shareholders.

M/s Doogar & Associates, Chartered Accountants have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

13. Subject to the provisions of the Act, final dividend as recommended by the Board of Directors, at its meeting held on May 13, 2022, if declared at the AGM, will be paid within the time prescribed under law, to those Members whose name appear on the Register of Members as on the Record date i.e., Wednesday, September 21, 2022. The dividend for the shares held in dematerialized form, will be paid to the Members whose names are furnished by National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as beneficial owners as on that date.

Pursuant to the Finance Act, 2020, dividend income is 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'). 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 DP's or in case shares are held in physical form, with the Company.

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 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.

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'). 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 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/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](http://www.iepf.gov.in)

## Statutory Reports > Notice

The Company had, accordingly, transferred ₹ 2,39,382/- (Rupees Two Lakhs Thirty Nine Thousand Three Hundred and Eighty Two only) being the unpaid and unclaimed dividend amount relating to the year 2013-2014 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 IEPF can be claimed back from the IEPF Authority. The procedure for the same can be accessed on [www.iepf.gov.in](http://www.iepf.gov.in).

16. 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.

17. SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 has introduced common and simplified norms for processing investor's service request by the RTA of the Company and norms for furnishing PAN, KYC and nomination details by holders of physical securities.

Members are requested to furnish PAN, postal address, email address, mobile number, specimen signature, bank account details and nomination by holders of physical securities and to furnish the documents/details, as given below:

Particulars	Form No.
PAN	
Postal Address with PIN	
Email Address	
Mobile Number	Form No. ISR -1
Bank Account Details (Name of the Bank, branch, account number and IFS Code)	
Signature	Form No. ISR-2
Registration of Nomination	Form No. SH-13
Cancellation or Variation of Nomination	Form No. SH-14
Declaration to opt out nomination	Form No. ISR-3

The aforesaid forms can be downloaded from the website of the Company at <https://www.eldecogroup.com/investor/eldeco-housing-industries-ltd/investor-relations/corporate-announcements/members-notices-agm-and-egm-and-postal-ballot/shareholder-information> or from the website of the Company's RTA, Skyline Financial Services Private Limited ('Skyline') at [https://www.skylinerta.com/downloads\\_page.php](https://www.skylinerta.com/downloads_page.php)

18. Any service request shall be entertained by RTA only upon registration of the PAN, Bank details, the nomination etc. Further, in absence of any of the above information on or after April 1, 2023, the folios shall be frozen by the RTA in compliance with SEBI Circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021. Any request on the said folio will be undertaken only after submission of the aforementioned information.

19. 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.

20. Regulation 40 of the SEBI Listing Regulations, as amended mandates that transfer, transmission and transposition of securities of listed Companies held in physical form 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 dematerialise the shares held by them in physical form.

21. 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/members-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](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.

22. 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.

23. The Company has paid the Annual Listing Fees for the financial year 2022-2023 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.

24. Since this AGM is being held through VC/OAVM, no road map of the location of the venue of AGM is attached herewith.
25. Members seeking any information with regard to the enclosed agenda items or the Annual Financial Statements, you are requested to write to the Company Secretary through email at [chandni@eldecousing.co.in](mailto:chandni@eldecousing.co.in) at least 10 days before the date of AGM. The same will be replied by the Company suitably.
26. 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 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 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 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 24, 2022** (9:00 A.M. IST) and ends on **Tuesday, September 27, 2022** (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 **Wednesday, September 21, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is 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 the paid-up value of their shares in the equity share capital of the Company as on the cut-off date i.e. **Wednesday, September 21, 2022** 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), 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 AGM and through remote e-voting, will not later than 48 (Forty Eight) hours of conclusion of the AGM, 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](http://www.eldecogroup.com) immediately after the results are declared and will simultaneously be uploaded on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com), on the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.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 members 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 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 <b>CDSL</b>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on "Login" icon and select New System Myeasi.</li> <li>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 &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" 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 "<b>Access to e-voting</b>" 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 &amp; voting during the AGM.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com">https://www.evoting.nsd.com</a> either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "<b>Login</b>" which is available under "<b>Shareholder/Member</b>" 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 &amp; voting during the AGM.</li> </ol>

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 AGM & voting during the AGM.
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**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 300.

**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](http://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](http://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:

<b>PAN</b>	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.
<b>Dividend Bank Details or Date of Birth (DOB)</b>	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.

## Statutory Reports > Notice

- 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](http://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](mailto: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](mailto: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](mailto:rktandon42@gmail.com) and to the Company at the email address [chandni@eldecousing.co.in](mailto: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 the 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 Skyline Financial Services Private Limited.
- (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@eldecousing.co.in](mailto:chandni@eldecousing.co.in). Only those speaker registration requests received till 5.00 p.m. (IST) on Saturday, September 17, 2022 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](mailto:admin@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](mailto:chandni@eldecousing.co.in) or **RTA at [admin@skylinerta.com](mailto: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 members –** Please update your email ID & mobile no. with your respective DP which is mandatory while e-voting.

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](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, CDSL, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto: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 and 5 of the accompanying notice:

## ITEM NO. 4

This explanatory statement is in terms of Regulation 36(5) of the SEBI Listing Regulations, however, the same is strictly not required as per section 102 of the Act.

The Members at the thirty-second (32<sup>nd</sup>) Annual General Meeting ('AGM') of the Company held on September 29, 2017, had approved the appointment of M/s B S D & Co., Chartered Accountants (Firm Registration No.: 000312S), as Statutory Auditors of the Company, to hold office till the conclusion of the thirty-seventh (37<sup>th</sup>) AGM i.e till the conclusion of this AGM.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on May 13, 2022, proposed the appointment of M/s Doogar & Associates, Chartered Accountants (Firm Registration No.: 000561N), as the Statutory Auditors of the Company, for a term of five consecutive years from the conclusion of thirty-seventh (37<sup>th</sup>) AGM till the conclusion of forty-second (42<sup>nd</sup>) AGM of the Company to be held in the year 2027, at a remuneration as may be mutually agreed between the Board of Directors and the Statutory Auditors. The appointment shall be subject to approval of the members of the Company.

M/s Doogar & Associates have consented to their appointment as Statutory Auditors and have confirmed that their appointment will be in accordance with Section 139 read with Section 141 of the Act.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the Resolution set out at Item No. 4 of the accompanying Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members of the Company.

## 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 Company is required to conduct the audit of its cost records conducted by a cost accountant in practice. 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 2022-2023, at a remuneration of ₹ 60,000 (Rupees Sixty Thousand only) p.a. 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)

<b>Name of the Director</b>	<b>Mr. Shrikant Jajodia</b>
<b>DIN</b>	00602511
<b>Date of Birth</b>	22/12/1963
<b>Age</b>	About 58 years
<b>Father's Name</b>	Shri Purushottam Brijmohandas Jajodia
<b>Date of Appointment</b>	01/10/2013
<b>Designation</b>	Non-Executive Non Independent Director
<b>Experience in specific functional areas</b>	18 years' experience in Real Estate Industry and more than 14 years' experience in Multinational and FMCG Companies at Senior Management level.
<b>Qualification</b>	Holds a Master's Degree in Management from Boston University
<b>Disclosure of Relationships between Directors Inter-Se</b>	N.A.
<b>Directorship held in other Companies as on March 31, 2022</b>	<ul style="list-style-type: none"> <li>▪ Eldeco Township &amp; Housing Limited</li> <li>▪ Eldeco County Limited</li> <li>▪ S.K. Garg Constructions Private Limited</li> <li>▪ K. L. Multimedia Private Limited</li> <li>▪ Ecoeski Developers Private Limited</li> </ul>
<b>Member/Chairman of Committee of the Board of other Companies on which he is Director as on March 31, 2022</b>	N.A.
<b>No. of Shares held in the Company</b>	Nil
<b>Terms and conditions of re-appointment</b>	Re-appointment pursuant to retirement by rotation
<b>Details of remuneration sought to be paid</b>	N.A.
<b>Last remuneration drawn</b>	Sitting fees of ₹ 10,000 per Board Meeting