

ELDECO HOUSING AND INDUSTRIES LIMITED

(Incorporated under the Companies Act, 1956)

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

Ph. No.: 0522-4039999; Website: www.eldecogroup.com

CIN- L45202UP1985PLC099376

POSTAL BALLOT NOTICE

**(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the
Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below)**

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) ("**the Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by The Institute of Company Secretaries of India, General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**"), and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and any other applicable laws and regulations, to transact the following proposed special businesses by the members of Eldeco Housing and Industries Limited ("**the Company**") by passing resolutions by way of Postal Ballot only through remote e-voting. The proposed resolutions as set out below, along with the Explanatory Statements pursuant to Sections 102 and 110 of the Act setting out material facts in relation to the proposed resolutions, are being sent to the members for their consideration and approval.

In due consideration of the occurrence of worldwide pandemic of COVID-19, the MCA has issued MCA Circulars in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19". In terms of the MCA Circulars, Companies are advised to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/ e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. The MCA has clarified that for Companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) only by postal ballot upto December 31, 2021, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable *mutatis mutandis*. Further, the Company will send Postal Ballot Notice by e-mail to all its members who have registered their email addresses with the Company or depository/ depository participants ("**DP**") and the communication of assent/ dissent of the members will only take place through the remote e-voting system. This Postal Ballot Notice is accordingly being initiated in compliance with the MCA Circulars.

In compliance with the requirements of the MCA Circulars, hard copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot. The Company is providing remote e-voting facility for the Postal Ballot as an alternate, which would enable the members to cast their votes electronically, instead of casting their votes and dispatching Postal Ballot forms physically.

You are requested to peruse the proposed resolutions set out below along with their respective Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company not later than 5:00 P.M. IST on Thursday, December 16, 2021, failing which it will be strictly considered that no reply has been received from the member. Members desiring to exercise their votes are requested to carefully read the instructions in the Notes under the section **“Instructions for voting through remote e-voting”**.

The results of voting by means of Postal Ballot through remote e- voting shall be declared on or before 48 hours from the conclusion of e-voting process and will be displayed along with the Scrutinizer's Report at the Registered Office of the Company, communicated to the Stock Exchange and would also be uploaded on the Company's website at www.eldecogroup.com, website of BSE Limited at www.bseindia.com where the shares of the Company are listed and on the website of Central Depository Services (India) Limited (“CDSL”) at www.evotingindia.com who will provide platform for remote e-voting.

ITEMS OF SPECIAL BUSINESS REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT ARE AS UNDER:

SPECIAL BUSINESSES:

1) APPROVAL FOR SUB-DIVISION OF EQUITY SHARES OF THE COMPANY HAVING FACE VALUE OF RS. 10/- PER SHARE TO RS. 2/- PER SHARE

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

“RESOLVED THAT pursuant to the provisions of Section 61(1)(d) and the other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such approval(s) and consent(s) as may be required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent, the approval of the members of the Company be and is hereby accorded for the sub-division of 1 (One) Equity Share of the Company having face value of Rs.10/- (Rupees Ten only) each fully paid-up into 5 (Five) Equity Shares having face value of Rs. 2/- (Rupees Two only) each fully paid-up, with effect from the ‘Record date’ to be determined by the Board of Directors for this purpose.

RESOLVED FURTHER THAT pursuant to sub-division of equity shares of the Company, the Authorised, Issued, Subscribed and Paid-up Equity Share Capital of 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten only) each fully paid-up shall stand sub-divided into 5 (Five) Equity Shares of face value of Rs. 2/- (Rupees Two only) each fully paid-up as existing on the Record Date and shall rank *pari-passu* in all respects with each other and carry the same rights as to the existing fully paid-up equity share of Rs. 10/- (Rupees Ten only) each of the Company.

RESOLVED FURTHER THAT upon the sub-division of the equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the face value of Rs. 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and to be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing share certificate(s) directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing issued share certificate(s) and in case of the equity shares held in dematerialized form, the number of sub-divided equity shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the equity shares of the Company before sub-division and the Company shall undertake such Corporate Action(s) as may be necessary in relation to the existing equity shares of the Company.

RESOLVED FURTHER THAT Mr. Pankaj Bajaj, Chairman cum Managing Director, Mr. Surendra Kumar Jaggi, Chief Operating Officer, Mr. Kapil Saluja, Chief Financial Officer, Ms. Chandni Vij, Company Secretary and Mr. Anil Kumar Dhanda, Group Chief Financial Officer of the Company be and are hereby severally authorized to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division of equity shares, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation or consequential to the sub-division of shares including execution and filing of all the relevant documents with the Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

2) APPROVAL FOR ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to Section 13, Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment or re-enactment thereof for the time being in force), and the rules framed thereunder, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as approved by the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for amendment of the existing **“Clause V”** of the Memorandum of Association of the Company by substituting with the following clause:

“V. The Authorised Share Capital of the Company is Rupees 45,55,00,000/- (Rupees Forty Five Crores and Fifty Five Lakhs Only) divided into 14,02,50,000 (Fourteen Crores Two Lakhs and Fifty Thousand) Equity Shares of Rs. 2/- (Rupees Two only) each and 1,75,00,000 (One Crore Seventy Five Lakhs) Preference Shares of Rs. 10/- (Rupees Ten only) each.”

RESOLVED FURTHER THAT Mr. Pankaj Bajaj, Chairman cum Managing Director and Ms. Chandni Vij, Company Secretary of the Company be and are hereby severally authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary including but not limited to delegate all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution.”

3) APPROVAL FOR ALTERATION IN THE ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED FURTHER THAT pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment or re-enactment thereof for the time being in force), and the rules framed thereunder, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as approved by the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for amendment of the existing **“Clause II (3) (a)”** of the Articles of Association of the Company by substituting with the following clause:

“II. CAPITAL AND SHARES

3. (a) The Authorised Share Capital of the Company shall be of such amount as may be mentioned in the Capital Clause (Presently Clause V) of the Memorandum of Association of the Company from time to time. Subject to the provisions of the Act, the Company may, by Ordinary Resolution, increase or reduce the capital, divide the shares in the capital for the time being into several classes

and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to consolidate or sub-divide the shares and issue shares of higher and lower denominations.”

RESOLVED FURTHER THAT Mr. Pankaj Bajaj, Chairman cum Managing Director and Ms. Chandni Vij, Company Secretary of the Company be and are hereby severally authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts, deeds, matters and things as may be deemed necessary including but not limited to delegate all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution.”

4) APPROVAL FOR ADOPTION OF A NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY AS PER THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 (the **“Act”**) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other necessary statutory approvals and modifications, if any, the approval of the members of the Company be and is hereby accorded to adopt new set of Memorandum of Association (**“MOA”**) of the Company in place of the existing MOA with no change in existing ‘Clause III (A)’ containing the Main Objects sub-clause no. (1) to (4).

RESOLVED FURTHER THAT the existing ‘Clause III (B)’ i.e. “Objects Incidental or Ancillary to the attainment of Main Objects” containing sub-clause no. (1) to (34) be and is hereby stands deleted and replaced by New ‘Clause III (B)’ i.e. “Matters which are necessary for furtherance of the Objects specified in ‘Clause III (A)’ containing the sub-clause no. (1) to (34).

RESOLVED FURTHER THAT the existing ‘Clause III (C)’ containing the “Other Objects” sub clause No. (1) to (33) be and is hereby stands deleted in full.

RESOLVED FURTHER THAT Mr. Pankaj Bajaj, Chairman cum Managing Director and Ms. Chandni Vij, Company Secretary of the Company be and are hereby severally authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary including but not limited to delegate all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution.”

5) APPROVAL FOR ADOPTION OF A NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY AS PER THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 5, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 (the **“Act”**) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other necessary statutory approvals and modifications, if any, the new set of Articles of Association (**“AOA”**), which are available for public inspection at the registered office of the Company and on the Company’s website, be and are hereby approved and adopted in substitution and to the entire exclusion, of the existing AOA of the Company.

RESOLVED FURTHER THAT Mr. Pankaj Bajaj, Chairman cum Managing Director and Ms. Chandni Vij, Company Secretary of the Company be and are hereby severally authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts, deeds, matters and things as may be deemed necessary including but not limited to delegate all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution.”

Registered Office:

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

By order of the Board

For Eldeco Housing and Industries Limited

Chandni Vij

Company Secretary

Mem. No.: A46897

Address: Eldeco Corporate Chamber-1, 2nd Floor,

Vibhuti Khand (Opp. Mandi Parishad), Gomti

Nagar, Lucknow-226010

Date: November 12, 2021

Place: New Delhi

Notes:

1. The explanatory statement for the proposed resolutions pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto and forms part of this Notice.
2. In view of the ongoing COVID-19 pandemic and the provisions of General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), that, the Company has sent this Postal Ballot Notice only through e-mail to all the Members of the Company whose names appear in the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”), (collectively referred as “Depositories”), as on Friday, November 12, 2021 (the “Cut-off Date”) and who have registered their e-mail address in respect of electronic holdings with the Depository through the concerned Depository Participants (“DP”) and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, M/s Skyline Financial Services Private Limited (“RTA”) or the Company.
3. In terms of the MCA Circulars, since the matters as proposed in the Postal Ballot Notice shall be passed by the members of the Company through remote e-voting only, therefore, the vote in this Postal Ballot cannot be exercised through proxy.
4. In terms of the MCA Circulars, the Company will send this Postal Ballot Notice in electronic form only and the hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through remote e-voting only.
5. Members who have not registered their email addresses can now register the same by sending scanned copy (ies) of duly signed request letter to the Company at chandni@eldecousing.co.in. Members holding shares in demat form are requested to register their email addresses with their DP’s only.

In light of the aforesaid Circulars, shareholders who have not registered their email address and in consequence could not receive the e-voting notice may temporarily get their email registered with the

RTA by clicking the link: <http://www.skylinerta.com/EmailReg.php> and following the registration process as guided thereafter.

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.

6. The Postal Ballot Notice is also available on the website of the Company at www.eldecogroup.com. The same can also be accessed from the website of the Stock Exchange i.e. Bombay Stock Exchange Limited (the "BSE") at www.bseindia.com, website of CDSL, e-voting facility provider at www.evotingindia.com and on the website of RTA at www.skylinerta.com.
7. All documents referred to in this Notice, including draft of new Memorandum of Association & Articles of Association, are available for electronic inspection on the website of the Company at www.eldecogroup.com from date of dispatch of this Notice to the date of declaration of the results of Postal Ballot.
8. Person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the **Cut-off Date, i.e. Friday, November 12, 2021**, shall be entitled to avail the facility of remote e-voting. A person who is not a member as on the Cut-off date should treat this notice for information purpose only.

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

9. 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, November 12, 2021**.
10. The Board of Directors of the Company in its meeting held on Friday, November 12, 2021 has appointed Mr. Mohit Maheshwari (Membership No. F9565 & Certificate of Practice No. 19946), Partner, M/s. MAKES & Co., Company Secretaries (FRN: P2018UP067700) as Scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner. Mr. Mohit Maheshwari has given his consent to act as the scrutinizer and be available for the purpose of ascertaining the requisite majority.
11. The Scrutinizer will, after the conclusion of remote e-voting, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and submit his report to the Chairman or any other person authorised by the Board who shall countersign the same and declare the result of the voting forthwith. The result of the Postal Ballot shall be declared on Saturday, December 18, 2021. The Scrutinizer's decision on the validity of votes cast through Postal Ballot will be final.

The result of the Postal Ballot and Report of Scrutinizer will also be displayed on the Company's website at www.eldecogroup.com, CDSL website at www.evotingindia.com and RTA's website at www.skylinerta.com and shall also be communicated to the BSE where the shares of the Company are listed.

12. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one National daily newspaper circulating throughout India (in English language) and one daily newspaper circulating in Lucknow (in vernacular language, i.e. Hindi).
13. All papers relating to Postal Ballot including voting by remote e-voting shall be under the safe custody of the scrutinizer till the Chairman considers, approves and signs the minutes.

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

Cut-off date for determining the Members entitled to vote through e-voting	Friday, November 12, 2021
Commencement of e-voting period	Wednesday, November 17, 2021 at 9:00 A.M. (IST)
End of e-voting period	Thursday, December 16, 2021 at 5:00 P.M. (IST)

The e-voting module will be disabled by the Service provider i.e. CDSL after 5:00 P.M. on Thursday, December 16, 2021.

- 15.** Institutional/Corporate Shareholders (i.e. other than HUF, NRI etc.) intending to vote on the Postal Ballot through their authorized representatives are requested to send a scanned copy of certified true copy of the Board Resolution authorizing their representative to vote on their behalf to the Scrutinizer at email scrutinizer.maks@gmail.com with copies marked to the Company at chandni@eldecousing.co.in and to its RTA at admin@skylinerta.com.
- 16.** Resolutions, if passed by the Members through Postal Ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. **Thursday, December 16, 2021** in terms of **SS-2** issued by the Institute of Company Secretaries of India. The results of voting by means of Postal Ballot through e-voting shall be declared on or before 48 hours from the conclusion of e-voting process and will be displayed along with the Scrutinizer's Report at the Registered Office of the Company, communicated to the Stock Exchange and would also be uploaded on the Company's website at www.eldecogroup.com, website of BSE at www.bseindia.com where the shares of the Company are listed and on the website of CDSL at www.evotingindia.com.

17. Instructions for voting through remote e-voting:

In compliance with the provisions of Regulation 44 of the Listing Regulations, Sections 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014 (as amended), MCA Circulars and SS-2, the Company is providing a facility to all its members to enable them to cast their vote on the matters listed in this Notice by electronic means (e-voting). The e-voting facility is being provided by Central Depository Services (India) Limited ("CDSL").

The dispatch of the Notice shall be deemed to be completed on the day on which RTA sends out the communication for the Postal Ballot process by e-mail to the Members of the Company. The e-voting period begins at 9.00 A.M. (IST) on Wednesday, November 17, 2021 and ends at 5.00 P.M. (IST) on Thursday, December 16, 2021. During this period, shareholders' of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off Date i.e. **Friday, November 12, 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.

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

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

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

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

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on “Login” icon and select New System Myeasi. 2) After successful login, the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there are also links provided to access the system of all the e-voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers’ website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from e-voting link available at www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on Company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period . 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com, select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under “Shareholder/Member” section. A new screen will open. You will have to

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 2244 300

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

- (i) The Members should log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders/Members" Tab.
- (iii) Now enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in physical form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and click on login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
- (vi) If you are a first time user, follow the steps given below:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat members as well as physical members). 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.
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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.
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- (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 scrutinizer.maks@gmail.com and to the Company at the email address chandni@eldecousing.co.in, if they have voted from individual tab & not uploaded the same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- (i) **For shares held in physical form-** Please provide necessary details like Folio No., Name of member, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and AADHAR card by email to Company at chandni@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.

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

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

Registered Office:

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

By order of the Board
For Eldeco Housing and Industries Limited

Chandni Vij
Company Secretary
Mem. No.: A46897

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

Date: November 12, 2021
Place: New Delhi

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

ITEM NO. 1, 2 AND 3:

SUB-DIVISION OF EQUITY SHARES HAVING FACE VALUE OF RS. 10/- PER SHARE TO RS. 2/- PER SHARE AND CORRESPONDING AMENDMENTS IN MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY

The Equity Shares of your Company are listed and are being actively traded on the Bombay Stock Exchange (“**BSE Limited**”). The Company’s strong performance and faith of investors since its listing has led the significant rise in the market price of the equity shares of the Company enhancing the shareholders wealth. With a view to enhance the liquidity in the capital market and encourage the participation of small investors by making equity shares of the Company more affordable, the Board of Directors (“**Board**”) at its Meeting held on Friday, November 12, 2021 considered and approved the sub-division of 1 (One) Equity Share of the Company having face value of Rs. 10/- (Rupees Ten only) each fully paid-up into 5 (Five) Equity Shares having face value of Rs. 2/- (Rupees Two only) each fully paid-up subject to the approval of the Members of the Company.

Details of Sub-division are as follows:

Type of Capital	Pre Sub-division Share Capital Structure			Post Sub-division Share Capital Structure		
	No. of Equity Shares	Face Value (Rs.)	Share Capital (Rs.)	No. of Equity Shares	Face Value (Rs.)	Share Capital (Rs.)
Authorised Share Capital						
• Equity shares	2,80,50,000	10/-	28,05,00,000/-	14,02,50,000	2/-	28,05,00,000/-
• Preference shares	1,75,00,000	10/-	17,50,00,000/-	1,75,00,000	10/-	17,50,00,000/-
Issued, Paid-up and Subscribed Capital						
• Equity shares	19,66,600	10/-	1,96,66,000/-	98,33,000	2/-	1,96,66,000/-
• Preference shares	0	0	0	0	0	0

The sub-division of Equity Shares of face value of Rs. 10/- each as aforesaid would require consequential amendments to the existing Clause V of the Memorandum of Association (**MOA**) and Clause II 3(a) of Articles of Association (**AOA**) of the Company. A copy of the MOA and AOA of the Company along with the proposed amendments shall be open for public inspection at the registered office of the Company and on the Company’s website for electronic inspection upto the date of declaration of the results of the Postal Ballot.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested (financial & otherwise), in the resolution set out in Item No. 1, 2 & 3 of the Postal Ballot Notice.

The Board recommends passing of the resolution set out at Item No. 1 & 2 for the approval of the members of the Company by way of Ordinary Resolution and Item No. 3 for the approval of the members of the Company by way of Special Resolution.

ITEM NO. 4**ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY AS PER COMPANIES ACT, 2013**

The existing Memorandum of Association (MOA) is based on the erstwhile Companies Act, 1956. The Alteration of MOA is necessary to bring the existing MOA in line with the new Companies Act, 2013 (the “**new Act**”).

According to the new Act, the Companies now have only main business and ancillary and incidental businesses to the attainment of main business. Therefore, it is important to alter and adopt the new set of MOA as per the new Act. The new set of MOA is based on Table-A of the new Act.

A copy of the proposed set of new MOA of the Company would be available for public inspection at the registered office of the Company and on the Company’s website for electronic inspection upto the date of declaration of the results of the Postal Ballot.

None of the Directors/ Key Managerial Personnel of the Company/their relatives are in any way concerned or interested (financial or otherwise), in the resolution set out in Item No. 4 of the Postal Ballot Notice.

The Board recommends passing of the resolution set out at Item No. 4 for the approval of the members of the Company by way of a Special Resolution.

ITEM NO. 5**ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY AS PER COMPANIES ACT, 2013**

The existing Articles of Association (AOA) are based on the Companies Act, 1956 (the “**erstwhile Act**”) and several regulations in the existing AOA contained reference to specific sections of the erstwhile Act and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 (the “**new Act**”).

With the new Act coming into force, several regulations of the existing AOA of the Company requires alteration or deletion, therefore it is proposed to replace the entire existing AOA with a set of new AOA.

The new AOA to be substituted in place of existing AOA is based on Table-F of the new Act, which sets out the model AOA for a Company limited by shares.

A copy of the proposed set of new AOA of the Company would be available for public inspection at the registered office of the Company and on the Company’s website for electronic inspection upto the date of declaration of the results of the Postal Ballot.

None of the Directors/ Key Managerial Personnel of the Company/their relatives are in any way concerned or interested (financial or otherwise), in the resolution set out in Item No. 5 of the Postal Ballot Notice.

The Board recommends passing of the resolution set out at Item No. 5 for the approval of the members of the Company by way of a Special Resolution.

Registered Office:

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

By order of the Board

For Eldeco Housing and Industries Limited

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

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

Date: November 12, 2021

Place: New Delhi