

Date: 19.01.2024

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

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

BSE Scrip Code-523329

NSE Symbol- ELDEHSG

Subject: Postal Ballot Notice

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

In continuation of our earlier announcement dated January 16, 2024 and in compliance with Regulation 30 of the SEBI Listing Regulations, we are herewith enclosing the Postal Ballot Notice dated **January 15, 2024** along with the explanatory statement ("**the Notice**") being sent to the Members for seeking their approval on the following resolution through Postal Ballot Process:

S. No.	Type of resolution	Resolution
1.	Special Resolution	Shifting of Registered Office of Eldeco Housing and Industries Limited from the State of Uttar Pradesh to the State of Haryana and consequent amendment in Clause II of the Memorandum of Association of the Company.

Pursuant to the provisions of Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) ("**the Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the SEBI Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**Circulars**"), the Notice is being sent electronically today i.e **Friday, January 19, 2024** only by email to all the Members whose names appear in the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") and whose e-mail IDs are registered with the Company/ Registrar and Share Transfer Agent ("**RTA**") or with Depositories / Depository Participants as on **Wednesday, January 17, 2024** ("**Cut-off date**"). A person who is not a Member as on the Cut-off date should treat the Notice for information purposes only.

The hard copy of the Notice along with the Postal Ballot Forms and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot in accordance with the requirements specified under the Circulars and the Members are required to communicate their assent or dissent through the remote e-voting system only. The Company has engaged the services of CDSL as the agency to provide e-voting facility. The detailed procedure for remote e-voting is provided in the Notes to the Notice.

Eldeco Housing & Industries Ltd.

ELDECO

The Members who have not yet registered their email address are requested to get their email addresses registered, in respect of electronic holdings with the Depository through their concerned Depository Participants and in respect of physical holdings by writing to the Company at chandni@eldecousing.co.in or to the Registrar and Share Transfer Agent of the Company i.e. Skyline Financial Services Private Limited ("RTA") at admin@skylinerta.com.

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

The remote e-voting period shall commence on **Saturday, January 20, 2024 at 9:00 A.M (IST)** and conclude on **Sunday, February 18, 2024 at 5:00 P.M (IST)**. The remote e-voting module shall be disabled by CDSL for voting on Sunday, February 18, 2024 at 5:00 P.M (IST). The results will be announced within the statutory timelines. The Members can vote on the resolution through remote e-voting facility only. Assent or dissent of the Members on the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the aforesaid Circulars.

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

You are requested to take the above information on record.

Thanking You,

Yours Sincerely,
For Eldeco Housing and Industries Limited

Chandni Vij
Company Secretary
Mem. No. : A46897

Enclosed: As above

ELDECO HOUSING AND INDUSTRIES LIMITED

(Incorporated under the Companies Act, 1956)

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

Tel.: 0522-4039999; Email: eldeco@eldecohousing.co.in; Website: www.eldecogroup.com
CIN- L45202UP1985PLC099376

NOTICE OF POSTAL BALLOT

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

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 read with Section 108 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), amendments or re-enactment(s) thereof, for the time being in force) ("**the Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the SEBI Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by The Institute of Company Secretaries of India ("**ICSI**") and other applicable laws and regulations read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and the latest one being General Circular No. 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "**MCA Circulars**") and any other applicable laws, rules and regulations, if any, that the resolution appended below as set out in this Postal Ballot Notice ("**the Notice**"), the details of which are set out in the Explanatory Statement attached to this Notice, is proposed for the consideration of the Members of the Company, to be passed as a Special Resolution by way of Postal Ballot only through voting by electronic means ("**remote e-voting**").

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/ rationale thereof are annexed to this Notice for your consideration and forms part of this Notice. The Notice is also available on the website of the Company at www.eldecogroup.com.

In compliance with the provisions of Section 108 and Section 110 of the Act read with the Rules, Regulation 44 of the SEBI Listing Regulations and the MCA Circulars, the Company is sending this Notice along with the explanatory statement and e-voting instructions only through electronic mode to those Members whose e-mail addresses are registered with the Company/ the Company's Registrar and Share Transfer Agent/ the National Securities Depository Limited ("**NSDL**") and the Central Depository Services (India) Limited ("**CDSL**") (together referred to as "**Depositories**")/ their depository participants ("**DP's**") and whose names appear in the Register of Members of the Company and/ or in the Register of Beneficial Owners maintained by the Depositories as on **Wednesday, January 17, 2024 (the "Cut-Off date")**. In case the e-mail address of any member is not registered with the Company/Depositories, please follow the process provided in the Notes to this Notice to receive this Notice.

Accordingly, in compliance with the requirements of the MCA Circulars, hard copies of the Notice along with Postal Ballot Form(s) and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and the Members are required to communicate their assent or dissent through the remote e-voting system only.

The Company has engaged the services of CDSL, for providing e-voting facility in a secure manner.

The Board of Directors of the Company in its Meeting held on January 15, 2024 had appointed Mr. R.K. Tandon (Membership No.: FCS: 672; CP No.: 3556) partner of M/s. R K Tandon & Associates, Company Secretaries & Corporate Consultants as the Scrutinizer for conducting the Postal Ballot by way of remote e-voting process in accordance with the Act and in a fair and transparent manner.

Further, the Company, in accordance with the provisions of Section 108 of the Act, read with the Rules and Regulation 44 of the SEBI Listing Regulations, is pleased to provide the Members with the facility to exercise their Right to Vote electronically, i.e. through remote e-voting process provided by CDSL. Members are requested to peruse the proposed resolution set out below along with the 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 Sunday, February 18, 2024**, 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”** in this Notice. The remote e-voting period shall commence from **Saturday, January 20, 2024 at 09.00 AM (IST) and will end on Sunday, February 18, 2024 at 05.00 PM (IST)**.

The Scrutinizer, after the conclusion of e-voting and after the completion of the scrutiny of the e-voting, shall submit his report to the Chairman or any other person authorized by him who shall countersign the same and declare the result of the e-voting forthwith. The results of the Postal Ballot shall be declared within 2 working days from the conclusion of the e-voting period. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at www.eldecogroup.com and on the website of CDSL at www.evotingindia.com and shall also be displayed at the Registered Office of the Company at Eldeco Corporate Chamber-1, 2nd Floor, Vibhuti Khand (Opp. Mandi Parishad), Gomti Nagar, Lucknow-226010, Uttar Pradesh while simultaneously being communicated to BSE Limited (**“BSE”**) and the National Stock Exchange of India Limited (**“NSE”**), where the equity shares of the Company are listed.

The proposed resolution, if passed by the requisite majority, shall be deemed to have been duly passed on the last date specified for e-voting i.e. **Sunday, February 18, 2024** in terms of SS-2 issued by the ICSI. Further, the resolutions passed by the members through Postal Ballot shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in that behalf.

SPECIAL BUSINESS

Item No. 1: To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

Shifting of Registered Office of Eldeco Housing and Industries Limited from the State of Uttar Pradesh to the State of Haryana:

“RESOLVED THAT pursuant to the provisions of Section 13 and Section 110 of the Companies Act, 2013 (**“the Act”**), read with Rule 30 of the Companies (Incorporation) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other applicable provisions of the Act, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the confirmation/approval of the Central Government through the office of the Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi and other competent authorities, if any, the consent of the Members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the **“State of Uttar Pradesh”** to the **“State of Haryana”**.

RESOLVED FURTHER THAT upon shifting of the Registered Office being effective, the existing Clause II of the Memorandum of Association of the Company be substituted with the following new Clause:

II. The Registered Office of the Company will be situated in the State of Haryana.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to make necessary application(s)/petition with the Central Government through the office of the Regional Director, Northern Region, Ministry of Corporate Affairs and other competent authorities, if any, for the aforesaid shifting of Registered Office; to agree to such conditions or modifications that may be imposed, required or suggested by the Central Government, the Regional Director, Northern Region, Ministry of Corporate Affairs and other competent authorities, if any, or that may otherwise be deemed fit or proper by the Board; to settle all questions or difficulties that may arise with regard to the aforesaid in such manner as it may determine in its absolute discretion; and to take such steps and to do all such acts, deeds, matters and things as may be required, necessary, proper or expedient, to give effect to this Resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to delegate all or any of the aforesaid powers/authorities to any committee of Directors, to Director(s), officers, advisors or consultants of the Company.”

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

For and on behalf of
Eldeco Housing and Industries Limited

Date: January 15, 2024
Place: New Delhi

Chandni Vij
Company Secretary
Mem. No.: A46897

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act, setting out the material facts and reasons for the proposed Resolution above, are appended herein below for your consideration and forms part of this Notice.
2. In compliance with the various Circulars issued by the Ministry of Corporate Affairs (“MCA”) and the Securities and Exchange Board of India (“SEBI”) (hereinafter collectively referred to as “Circulars”), this Notice is being sent only through electronic mode to all the Members of the Company whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members/ List of Beneficial Owners as received from NSDL/CDSL, as on **Wednesday, January 17, 2024** (the “Cut-Off date”).

The Notice shall also be made available on the website of the Company at www.eldecogroup.com. The same can also be accessed from the websites of the Stock Exchanges, where the equity shares of the Company are listed i.e. BSE at www.bseindia.com and NSE at www.nseindia.com, also on the website of CDSL, the e-voting service provider at www.evotingindia.com and on the website of Company's Registrar & Share Transfer Agent, Skyline Financial Services Private Limited (“RTA”) at www.skylinerta.com

3. As per the MCA Circulars, physical copies of the Notice, Postal Ballot forms and pre-paid business reply envelopes are not being sent to the Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only. Therefore, those Members who have not yet registered their email address are requested to get their email addresses registered by following the procedure mentioned below:
 - i. By sending scanned copy (ies) of duly signed request letter to the Company at chandni@eldecohousing.co.in. Members holding shares in demat form are requested to register their email addresses with their DP's only.
 - ii. In light of the MCA Circulars, Members whether holding equity shares in demat form or physical form who have not registered their email address and in consequence could not receive the Notice may, temporarily get their email registered with the Company's RTA by clicking on the link: <http://www.skylinerta.com/EmailReg.php> and following the registration process as guided thereafter. Post successful registration of the e-mail address, the Member would receive the soft copy of this Notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot.
 - iii. It is clarified that for permanent registration of e-mail address, the Members are however requested to register their email address, in respect of electronic holdings with the Depositories through their concerned DP and in respect of physical holdings with the Company's RTA, by following the due procedure.
 - iv. Those Members who have already registered their e-mail address are requested to keep their email addresses validated with their DP/the Company's RTA to enable servicing of notices/documents/annual Reports electronically to their e-mail address.
4. The voting rights shall be reckoned on the paid-up value of shares registered in the Register of Member/Beneficial Owners as on Cut-Off date. The voting rights of the Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on the Cut-Off date. Any person whose name is recorded in the Register of Members of the Company and/or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off date

shall be entitled to cast their vote through e-voting. A person who is not a Member as on the Cut-Off date should treat this Notice for information purpose only.

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

5. The remote e-voting period commences on **Saturday, January 20, 2024 (09:00 A.M. IST) and ends on Sunday, February 18, 2024 (05:00 P.M. IST)** both days inclusive. The e-voting module shall be disabled by CDSL after 05:00 P.M. IST on Sunday, February 18, 2024 and e-voting shall not be allowed beyond the said date and time. During this period, the Members of the Company holding equity shares either in physical form or dematerialized form, as on **Wednesday, January 17, 2024 ("Cut-Off date")**, may cast their vote electronically. Once the vote on a resolution is casted by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
6. As required by Rule 20 and Rule 22 of the said Rules read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot and dispatch of the Notice and the Explanatory Statement shall be published through an advertisement in one National daily newspaper circulating throughout India (in English language) and one daily newspaper circulating in Lucknow (in vernacular language, i.e. Hindi) and shall also be hosted at the Company's website at www.eldecogroup.com. The said Public Notice shall also mention the process for registration of email-ID's by those Members who have not yet registered their email-ID's with the Company.
7. All documents referred to in this Notice shall be uploaded on the website of the Company at www.eldecogroup.com to facilitate online inspection from date of dispatch of this Notice to the date of declaration of the results of Postal Ballot. The documents shall also be available for inspection at the present Registered Office of the Company between 3.00 p.m. to 5.00 p.m. on all days except for Saturday and Sunday till the last date of remote e-voting. Members who wish to inspect the documents are requested to send an email at chandni@eldecousing.co.in mentioning their name, Folio No. /Client ID and DP ID, and the documents they wish to inspect in this regard.
8. Institutional/Corporate Shareholders (i.e. other than HUF, NRI etc.) intending to vote on the Postal Ballot through their authorized representatives are requested to send a scanned copy of certified true copy of the Board Resolution authorizing their representative to vote on their behalf to the Scrutinizer at email rktandon42@gmail.com with copies marked to the Company at chandni@eldecousing.co.in and to its RTA at admin@skylinerta.com.
9. For any query connected with the resolution proposed to be passed by means of Postal Ballot through remote e-voting, Members may contact Company's RTA, Mr. Sarbesh Singh, Address: D-153-A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi, Delhi, 110020; Contact No.: 011-40450193-97; Email: admin@skylinerta.com or the Company Secretary of the Company by sending email at chandni@eldecousing.co.in or call at 0522-4039999, Address: Eldeco Corporate Chamber-1, 2nd Floor, Vibhuti Khand (Opp. Mandi Parishad), Gomti Nagar, Lucknow-226010.
10. The proposed resolution, if passed by the Members with requisite majority through Postal Ballot, shall be deemed to have been duly passed on the last date specified for the remote e-voting i.e. **Sunday, February 18, 2024**, in terms of SS-2 issued by the ICSI as if the same has been passed at a General Meeting of the Members convened in that behalf.

11. Instructions for voting through remote e-voting:

In compliance with the provisions of Regulation 44 of the SEBI Listing Regulations, Section 108 and Section 110 of the Act read with the Rules framed thereunder, MCA Circulars and SS-2, the Company is providing a facility to all its Members to enable them to cast their vote on the matter listed in this Notice by electronic means (e-voting). The Company has engaged the services of CDSL to provide remote e-voting facility to its Members.

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 Saturday, January 20, 2024 and ends at 5.00 P.M. (IST) on Sunday, February 18, 2024**. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-Off date i.e. **Wednesday, January 17, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, no changes shall be allowed subsequently.

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

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 DP’s. Members 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.

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"> <li data-bbox="527 1348 1435 1514">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on “Login” icon and select New System Myeasi. <li data-bbox="527 1549 1435 1812">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 the 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. <li data-bbox="527 1848 1435 1911">3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/home/login

	<p>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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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 redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p> <p>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</p> <p>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.</p>
<p>Individual Shareholders (holding securities in demat mode) who wish to login through their Depository Participants</p>	<p>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.</p>

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

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It

is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for **Eldeco Housing and Industries Limited** on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the voting done by you, by clicking on “Click here to print” option on the voting page.
- (xvi) If Demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non-Individual Members & Custodians:
 - Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively, non-individual members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who is authorized to vote, to the Scrutinizer at rktandon42@gmail.com and to the Company at the email address chandni@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.

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

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

Registered Office:

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

By order of the Board

For Eldeco Housing and Industries Limited

Date: January 15, 2024

Place: New Delhi

Chandni Vij

Company Secretary

Mem. No.: A46897

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, and other applicable provisions, if any.

ITEM NO. 1

Eldeco Housing and Industries Limited ("**the Company**" or "**EHIL**"), a Company incorporated under the Companies Act, 1956 having CIN L45202UP1985PLC099376 and presently having its registered office at Eldeco Corporate Chamber-1, 2nd Floor, Vibhuti Khand (Opp. Mandi Parishad), Gomti Nagar, Lucknow, Uttar Pradesh - 226010.

Incorporated in 1985, the Company is a leading real estate developer from Lucknow. The Company is primarily engaged in the promotion, construction, development and sale of townships, residential, commercial properties and developed plots. EHIL is a part of the Eldeco Group, one of North India's prominent real estate developers with an expertise in housing and commercial spaces in Tier I, Tier II and Tier III towns. EHIL's success is driven by its timely delivery of quality projects and exceptional customer service. The Company has won several accolades over the years and is a brand leader in real estate development in Lucknow.

The Company is a prestigious member of the Eldeco Group, a distinguished and well-known entity in North India's real estate sector. Eldeco Group's headquarter is situated in Delhi NCR. Most of the top management personnel are based in Delhi NCR. To have more frequent and better co-ordination with various teams at the Group Headquarter level and in the overall interest of the Company to conduct its operations more economically and efficiently, the Board of Directors of the Company are proposing to shift the registered office of the Company from the State of Uttar Pradesh to the State of Haryana, subject to necessary approvals. The proposed shifting signals a significant milestone in the growth and development narrative of the Company.

It is hereby, accordingly, decided to shift the registered office of the Company from the State of Uttar Pradesh to the State of Haryana by amending Clause II of the Memorandum of Association of the Company. The proposed shifting is in the best interest of the Company, its shareholders, and all other stakeholders.

Approval of the Members of the Company is being sought, by way of Special Resolution, to give effect to the proposed shifting of the Registered Office. The proposal will be effective only on the confirmation/approval by the Central Government through the office of the Learned Regional Director, Northern Region, Ministry of Corporate Affairs. The Company will file the necessary application/petition for such confirmation/approval after passing of the proposed Special Resolution by the Members.

The Board recommends the proposed resolution for the approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way, concerned or interested, financially or otherwise in the said Resolution set out in item no. 1 except to their shareholding in the Company, if any.

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

Date: January 15, 2024
Place: New Delhi

Chandni Vij
Company Secretary
Mem. No.: A46897