



(Incorporated under the Companies Act, 1956)

Regd. Off.: S-16, 2nd Floor, Eldeco Station 1, Site No. 1, Sector- 12, Faridabad -121007, Haryana; **Phone No.** 0129-4166243

Website : www.eldecogroup.com, **E-mail id:** eldeco@eldecohousing.co.in

CIN- L45202HR1985PLC044265

NOTICE OF POSTAL BALLOT
(Pursuant to Section 110 of the Companies Act, 2013)

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment/s), the resolutions appended below are proposed to be passed by the Members through postal ballot/electronic voting (e-voting). The explanatory statement pertaining to the aforesaid resolution/s setting out the material facts and the reasons thereof is annexed hereto for your consideration.

The Board of Directors of the Company ("Board") has appointed Mr. Kumar Gaurav, Chartered Accountant in whole-time practice, who is not associated with the Company, as a Scrutinizer ("Scrutinizer") for conducting the postal ballot/ e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form (no other form or photocopy thereof is permitted) duly completed in all respects, in the attached self addressed, postage pre-paid envelop so as to reach the scrutinizer on or before 17.30 hours IST on Monday, the 31st day of July, 2017. The Members are requested to send the duly completed Postal Ballot Form well before 31st day of July, 2017 providing sufficient time for postal transit. Please note that, Postal Ballot Forms may also be deposited personally at the address given on the envelop as aforesaid. Please note that, Postal Ballot Forms received after 17.30 hours IST on 31st day of July, 2017 shall be deemed invalid.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'.

The Scrutinizer will submit his report to the Chairman or any other authorized person of the Company after the completion of scrutiny of the postal ballots (including e-voting). The result of the postal ballot shall be declared by the Chairman or any other authorized person of the Company on or before 2nd August, 2017 and communicated on the same day to the Stock Exchanges, Depository, Registrar and Share Transfer Agents and shall also be displayed on the Company's website, <http://www.eldecogroup.com/about-us/eldeco-group/eldeco-housing-industries-ltd>.

Draft Special Resolution to be passed through Postal Ballot :

Item No. 1 - Shifting of Registered Office from the State of Haryana to the State of Uttar Pradesh

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

"RESOLVED THAT subject to the provisions of Sections 12, 13 and 110 and other provisions of Companies Act, 2013, read with relevant rules applicable, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the approval of Regional Director or the Central Government and such other approvals, permissions and sanctions, as may be required from time to time, consent of the Members of the Company be and is hereby accorded for shifting of Registered Office of the Company from the State of Haryana to the State of Uttar Pradesh and that Clause II of the Memorandum of Association of the Company be substituted and replaced as under:

"II. The Registered Office of the Company will be situated in the State of Uttar Pradesh."

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as "the Board") or any officer so authorised by the Board, be and is hereby authorised on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/petitions, issue notices, advertisements, obtain orders for shifting of registered office from the concerned authorities and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Shareholders of the Company."

By Order of the Board
For Eldeco Housing & Industries Limited

Date: 27th June, 2017
Place: New Delhi

Chandni Vij
Company Secretary

Explanatory Statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

The Members are informed that presently, the registered office of the Company is situated in the State of Haryana while the Corporate Office of the Company is situated in State of Uttar Pradesh. The Company's operational activities are mainly handled at the Corporate Office of the Company and Registered Office being at very distant place, the Company faces operational difficulties. Besides, Company's various Real Estates projects are based at Lucknow, Uttar Pradesh and in future also the Company would like to focus its main operations/activities in the State of Uttar Pradesh and its surrounding areas only. Hence, in overall interest of the Company to conduct its operations more economically and efficiently, your directors recommend shifting of registered office from the State of Haryana to the State of Uttar Pradesh. Further, pursuant to shifting of the registered office from the State of Haryana to the State of Uttar Pradesh alteration in Clause-II of the Memorandum of Association of the Company will also be required as to mention that registered office be situated in the State of Uttar Pradesh.

In terms of Section 12 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder, shifting of Registered Office from one state to another requires the approval of the members by way of Special Resolution and confirmation by Regional Director.

Further, in terms of Section 13 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder, alteration of the Memorandum of Association requires the approval of the members by way of Special Resolution and approval of Central Government (Powers delegated to the Regional Director).

Further, pursuant to the provisions of Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, the Special Resolution for shifting the Registered Office for a listed Company from one State to another is required to be passed by way of Postal Ballot.

Accordingly, your Board of Directors have proposed the shifting of the Registered Office of the Company from the State of Haryana i.e. from S-16, Second Floor, Eldeco Station 1, Site No. 1, Sector 12, Faridabad - 121007, Haryana to the State of Uttar Pradesh i.e. Corporate Chamber-I, 2nd Floor, Vibhuti Khand Opposite Mandi Parishad, Gomti Nagar Lucknow, Uttar Pradesh - 226010.

In view of the above, the Board hereby recommend and seek approval of members by way of Special Resolution for Item No. 1 through Postal Ballot for shifting the Registered Office of the Company from the State of Haryana to the State of Uttar Pradesh and for altering Clause II of the Memorandum of Association of the Company by substituting the words "State of Haryana" by the words "State of Uttar Pradesh".

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise in the Special Resolution set out in Item No. 1 except to the extent to their shareholding in the Company, if any.

The proposed change will in no way be detrimental to the interest of any member of Public, Employees or other Associates of the Company in any manner whatsoever.

**By Order of the Board
For Eldeco Housing & Industries Limited**

Date: 27th June, 2017

Place: New Delhi

**Chandni Vij
Company Secretary**

Notes

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 27th June, 2017. The Postal Ballot Notice is being sent to the Members in electronic Form to the email address registered with their Depository Participants (in case of electronic shareholding) /the Company's Registrar and share transfer agent (in case of physical shareholding). For Members whose e-mail IDs are not registered, physical copies of the Postal Ballot are being sent by permitted mode alongwith a postage-prepaid self-addressed Business Reply Envelop.
3. Members whose name appears on the Register of Members/ List of Beneficial owners as on 27th June, 2017 will be considered for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purposes only.

4. Members can opt for only one mode of voting, i.e. either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting cast through e-voting shall be treated as valid and votes cast through postal ballot Forms will be treated as invalid.
5. In case a Member wishes to obtain a printed Postal Ballot Form or a duplicate, he/she may download the same from the Company's website i.e. <http://www.eldecogroup.com/about-us/eldeco-group/eldeco-housing-industries-ltd> and send the same at S-16, 2nd Floor, Eldeco Station 1, Site No. 1, Sector- 12, Faridabad -121007, Haryana. or send an email to chandni@eldecohousing.co.in. The Company shall forward the same alongwith postage-prepaid self addressed Business Reply Envelop to the Member.
6. Voting rights shall be reckoned on the paid-up value of shares registered in name of the Members as on 27th June, 2017. The postal ballot period commences on 1st July, 2017 (09.00 hours IST) and ends on 31st July, 2017 (17.30 hours IST).
7. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to Members to exercise their votes electronically and to vote on all resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice.
8. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
9. Members can not exercise their votes by proxy.
10. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the Instructions printed on the Postal Ballot Forms and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelop to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours (i.e. 17.30 hours IST) on 31st July, 2017. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered post at the expense of the Members, will also be accepted. Postal Ballot Forms received after 17.30 hours IST on 31st July, 2017 shall be deemed invalid.
11. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny, and the result of the Postal Ballot shall be declared by the Chairman or any authorised person of the Company on or before 2nd August, 2017 and the same shall be communicated on the same date to the Stock Exchange, Depository, Registrar and Share Transfer Agent and shall also be displayed on the Company's website . <http://www.eldecogroup.com/about-us/eldeco-group/eldeco-housing-industries-ltd>.
12. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on 31st July, 2017 i.e. the last date specified for receipt of duly completed postal ballot forms or e-voting. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot/e-voting.

13. **Voting through electronic means**

In compliance with provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulations, 2015, read with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management & Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Rules, 2015, the Company is providing the shareholders facility to exercise their right to vote on Resolutions by electronic means through remote e-voting platform provided by Central Depository Services (India) Limited (CDSL).

The procedure and instructions for remote e-voting are as under:

- (i) The voting period begins on 1st July, 2017 (09.00 hours IST) and ends on 31st July, 2017 (17.30 hours IST). During this period the shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 27th June, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on "Shareholders" tab.
- (iv) Now enter your User ID (a) For CDSL: 16 digits beneficiary ID, (b) For NSDL: 8 Character DPID followed by 8 Digits Client ID, (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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.
	<ul style="list-style-type: none"> 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 (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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.

(x) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.

(xi) Click on the EVSN for the relevant Company i.e Eldeco Housing & Industries Limited on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.



ELDECO

HOUSING AND INDUSTRIES LTD.

(Incorporated under the Companies Act, 1956)

Regd. Off.: S-16, 2nd Floor, Eldeco Station 1, Site No. 1, Sector- 12, Faridabad -121007, Haryana; **Phone No.** 0129-4166243

Website : www.eldecogroup.com, **E-mail id:** eldeco@eldecohousing.co.in

CIN- L45202HR1985PLC044265

POSTAL BALLOT FORM

(Attached to the Notice dated 27th June, 2017)

- Postal Ballot No. _____
- Name(s) of Shareholder (s) _____
(including joint holders, if any)
- Registered Address of the Sole/ First named Member _____
- I. Registered Folio No. _____
II DPID/ Client ID _____
(Applicable to investors holding Shares in demat form)
- No. of Shares held _____
- I/We hereby exercise my/ our vote in respect of the resolution to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my/ our assent or dissent to the said resolution by placing (✓) mark at the appropriate box below:

Details of Resolution	No. of shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Special Resolutions u/s 12 and 13 of the Companies Act, 2013 for shifting of Registered Office of the company from the state of Haryana to the state of Uttar Pradesh and Alteration of Clause II of the Memorandum of Association of the Company subject to confirmation of the Regional Director or the Central Government and other authorities, if any.			

Place :

Date :

(Signature of the Member)

Last Date of receiving Postal Ballot Forms by the scrutinizer – 31st July, 2017

ELECTRONIC VOTING

EVSN (Electronic Voting Sequence No.)	USER ID	PASSWORD/PIN

Note:

- If the voting rights are exercised electronically, there is no need to use this form.
- Please read the instructions overleaf before exercising your vote. For E-voting instructions, kindly refer the Notice of Postal Ballot.

Notes & Instructions to the Members

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot form and send it to the Scrutinizer in the attached postage prepaid, self addressed Business Reply envelop. Envelope postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the postal ballot notice sent herewith.
3. The self addressed envelop bears the name of the Scrutinizer appointed by the Board of Director of the Company.
4. This form should be completed and signed by the Member in case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first the named Member and in his/her absence, by the next named Member.
5. Consent must be accorded by placing a tick mark (✓) in the column, 'I assent to the resolution', or dissent must be accorded by placing a tick mark (✓) in the column, 'I dissent to the resolution'
6. The votes of a Member will be considered invalid on any of the following grounds
 - a) If the Postal Ballot form has not been signed by or on behalf of the Member;
 - b) If the Member's signature doesn't tally ;
 - c) If the Member has marked his/her/its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
 - d) If the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - e) If the Postal Ballot Form is incomplete or incorrectly filled;
 - f) If the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member or number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds;
 - g) If the form other than the one issued by the Company is used;
7. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 17.30 hours IST on 31st July, 2017. If any Postal Ballot Form is received after this date and time, it will be considered that no reply from such Member has been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in item (7) above.
9. In case of shares held by Companies, Trust, Societies, etc ., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/ Power of Attorney/ attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution/ Power of Attorney, along with attested specimen signatures, should be mailed at chandni@eldecousing.co.in.
10. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. A Member need not use all his/her votes nor does he/she need to cast his/her votes in the same way.
12. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Member on the relevant date, i.e. 27th June, 2017.
13. The Scrutinizer's decision on the validity of the postal ballot shall be final.
14. Only a Member entitled to vote is entitled to fill in the Postal Ballot form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as intimation only.