

To,
The DCS-CRD
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400001

Date: 13/12/2018

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

Sub: Proceedings of the Resolution passed by way of Postal Ballot

Dear Sir/Ma'am,

In terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith copy of the proceedings of the resolution passed by way of Postal Ballot.

Kindly take the above intimation on your record.

Thanking you,

Yours faithfully,
For Eldeco Housing and industries Limited

For Eldeco Housing & Industries Ltd.


Company Secretary

Chandni Vij
Company Secretary

Eldeco Housing & Industries Ltd.

PROCEEDINGS OF THE RESOLUTION PASSED BY WAY OF POSTAL BALLOT ON 11TH DECEMBER, 2018 OF ELDECO HOUSING AND INDUSTRIES LIMITED HAVING ITS REGISTERED OFFICE AT ELDECO CORPORATE CHAMBER-1, 2ND FLOOR, VIBHUTI KHAND (OPP. MANDI PARISHAD), GOMTI NAGAR, LUCKNOW-226016

The Company in its Board Meeting held on 2nd November, 2018 decided to obtain consent of the Members, pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 in respect of approval of remuneration payable to Mr. Pankaj Bajaj, Chairman cum Managing Director of the Company for a period of three years with effect from 1st October, 2018.

The Postal Ballot Notice dated 2nd November, 2018 was sent to Members whose name appears on the Register of Members/ List of Beneficial owners as on the cut off date of 2nd November, 2018 and the dispatch of Postal Ballot Notice along with the Postal Ballot Forms and self-addressed, postage pre-paid envelop, was completed on 10th November, 2018 for those whose E-mail ID was registered, it was sent by e-mail.

As required under Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had engaged the services of Central Depository Services (India) Limited ("CDSL") for the purpose of providing e-voting facility to all its Members.

The members were requested to return the physical postal ballot forms duly completed so as to reach the scrutinizer on or before the close of working hours on Tuesday, 11th December, 2018 at 05.00 P.M. In case of electronic voting, members were requested to cast their votes electronically on or before Tuesday, 11th December, 2018 (17:00 Hours IST).

The Board of Directors of the Company in their meeting held on 2nd November, 2018 had appointed Mr. R. K. Tandon (Membership No. FCS- 672), Proprietor of M/s R. K. Tandon & Associates, Practicing Company Secretary, as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot/ e-voting process in a fair and transparent manner.

A brief summary of the Calendar of Events for voting by Postal Ballot is as below:

CALENDAR OF EVENTS FOR POSTAL BALLOT

Sr. No.	Particulars	Date
1.	Dispatch of Notice of Board Meeting	25/10/2018
2.	Obtained consent of Mr. R. K. Tandon, Proprietor of M/s R.K. Tandon and Associates, Company Secretary in whole-time practice, for his appointment as Scrutinizer for postal ballot process of the company	25/10/2018
3.	Holding of Board meeting and approval of the resolution of Board of Directors for the following: <ul style="list-style-type: none"> Approval of Notice for Postal ballot process alongwith 	02/11/2018

For Eldeco Housing & Industries Ltd.

Eldeco Housing & Industries Ltd.

Chandni
Company Secretary

	<p>explanatory statement and format for postal ballot form</p> <ul style="list-style-type: none"> Appointment of Mr. R K Tandon, Proprietor of M/s R.K. Tandon and Associates, Company Secretary in whole-time practice, as Scrutinizer Nominating Mr. Pankaj Bajaj, Chairman cum Managing Director and/ or Ms. Chandni Vij, Company Secretary and/or Mr. Sushil Dutt Mishra, Chief Financial Officer, Mr. Anil Kumar Dhanda, Authorised Signatory of the Company for being responsible for completing the 'postal ballot' process Approval of calendar of events Fixation of cut-off date as 02/11/2018 	
4.	Dispatch of notices alongwith postal ballot forms (names & address of members ascertained as on 02/11/2018) through Registered Post	On or before 11/11/2018
5.	Completion of dispatch of Postal ballot notices alongwith postal ballot forms	11/11/2018
6.	<ul style="list-style-type: none"> E-voting begins E-voting ends 	12/11/2018 (09.00 a.m.) 11/12/2018 (05.00 p.m.)
7.	<p>Release of Advertisement in news paper giving the:</p> <ol style="list-style-type: none"> Intimation of appointment of Scrutinizer Date of completion of dispatch of postal ballot notice alongwith postal ballot forms Last date for receipt of postal ballot forms from members Date of announcement of Postal Ballot result 	12/11/2018
8.	Last date for receipt of postal ballot forms by scrutinizer	11/12/2018
9.	Preparation of scrutinizer's report and last date for submission of the same to the Company	13/12/2018
10.	Declaration of Postal Ballot result	13/12/2018

The scrutinizer carried out the scrutiny of postal ballot forms received physically and the votes casted through electronic means on or before 11th December, 2018 and the scrutinizer submitted his report on 13th December, 2018.

The details as summarized by the Scrutinizer in his report are as follows:

Description	Special Resolution for approval of Remuneration payable to Mr. Pankaj Bajaj, Chairman cum Managing Director of the Company for a period of three years with effect from 1st October, 2018					
	E-Voting	% of Total Votes	Physical Voting	% of Total Votes	Total Votes	% of Total Votes
Votes casted in favour	10,69,174	99.05%	10,160	0.95%	10,79,334	100%
Votes casted against	0	0	0	0	0	0
Invalid Votes	0	0	0	0	0	0
GRAND TOTAL					10,79,334	100%

For Eldeco Housing & Industries Ltd.


Company Secretary

On the basis of the scrutinizers report, I hereby record that the following resolutions were passed by the Shareholders of the Company with requisite majority on 11th December, 2018.

Item No. 1 – Special Resolution for approval of Remuneration payable to Mr. Pankaj Bajaj, Chairman cum Managing Director of the Company for a period of three years with effect from 1st October, 2018.

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) & provisions of the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for the payment of annual remuneration of Rs. 1,00,00,000/- (Rupees One Crore Only) with such suitable yearly increments as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time subject to the maximum of Rs. 4,00,00,000 /- p.a. (Rupees Four Crores only) to Mr. Pankaj Bajaj (DIN: 00024735), Chairman cum Managing Director of the Company for a period of 3 years with effect from 1st October, 2018.

RESOLVED FURTHER THAT notwithstanding anything hereinabove contained where, in any financial year during his tenure, the Company incurs loss or its profits are inadequate, the Company shall pay to Pankaj Bajaj, the remuneration by way of salary as aforesaid as a minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary and to execute all such deeds, documents, agreements and writings and to file such returns as may be prescribed with relevant authorities and as may be necessary for the purpose of giving effect to this Resolution, take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company.”

**Certified true copy
For Eldeco Housing and Industries Limited**

For Eldeco Housing & Industries Ltd.

A handwritten signature in blue ink, appearing to read 'Chandni Vij'.

Company Secretary

**Chandni Vij
Company Secretary**

Date: 13.12.2018