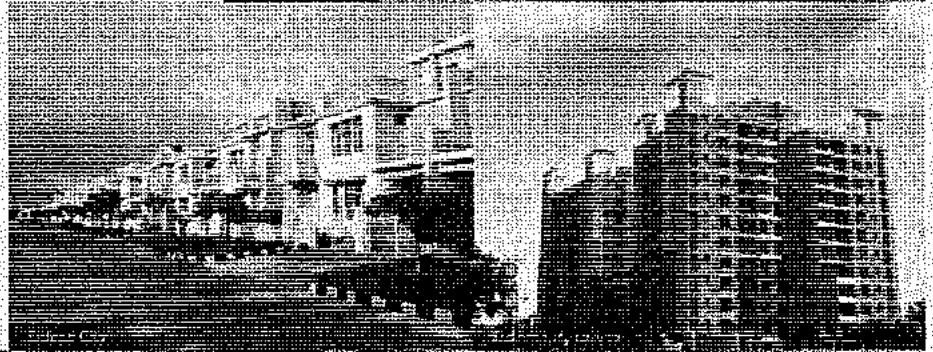
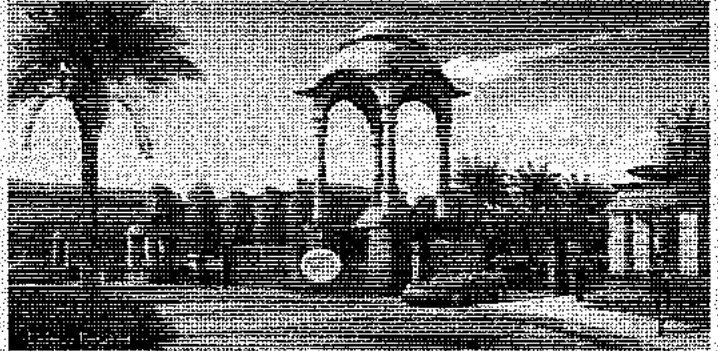


# ANNUAL REPORT 2017 - 2018



• BOARD OF DIRECTORS •

Mr. Pankaj Bajaj	Chairman cum Managing Director	Mr. Ranjit Khattar	Director
Mr. Shrikant Jajodia	Director	Mr. Anil Tiwari	Director
Mr. Rahul Aggarwal	Director	Ms. Rupali Chopra	Director
Mr. Ashish Jain	Director		

**Company Secretary**  
Ms. Chandni Vij

**Chief Financial Officer**  
Mr. Sushil Dutt Mishra

**Statutory Auditor**  
M/s B S D & Co.  
Chartered Accountants  
Arihant, A-401, Defence Colony,  
New Delhi – 110024

**Registrar and Share Transfer Agent**  
M/s Skyline Financial Services Pvt. Ltd.  
D-153A, 1st Floor, Okhla Industrial Area,  
Phase-I, New Delhi – 110020  
Ph.: 011-40450193-97

**Stock Exchanges where Company is Listed**  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai – 400 001

**Bankers**  
State Bank of India  
Punjab National Bank  
ICICI Bank  
HDFC Bank

**Registered Office**  
Eleco Corporate Chamber-1,  
2nd Floor, Vibhuti Khand  
(Opp. Mandi Parishad),  
Gomti Nagar,  
Lucknow-226010

**Divisions**

- Virendra Smriti Complex,  
First Floor, 15/54-B, Civil Lines,  
Kanpur – 208 001
- 201-212, 2nd Floor,  
Splendor Forum, Jasola District Centre,  
New Delhi- 110025

**Contents**

**Pages No.**

• Board of Directors	01
• Notice of the 33rd Annual General Meeting along with Route Map	02
• Directors' Report	09
• Management Discussion and Analysis Report	39
• Report on Corporate Governance	43
• Compliance Certificate on Corporate Governance	58
• <b>Standalone Financial Statements</b>	
♦ Independent Auditors' Report	59
♦ Audited Balance Sheet as at 31st March, 2018	66
♦ Audited Profit and Loss for the year ended 31st March, 2018	68
♦ Cash Flow Statement for the year ended 31st March, 2018	70
♦ Statement of Changes in Equity for the year ended 31st March, 2018	73
♦ Notes to the Financial Statements for the year ended 31st March, 2018	75
• <b>Consolidated Financial Statements</b>	
♦ Independent Auditors' Report	144
♦ Audited Balance sheet as at 31st March, 2018	149
♦ Audited Profit and Loss Account for the year ended 31st March, 2018	151
♦ Cash Flow Statement for the year ended 31st March, 2018	153
♦ Statement of Changes in Equity for the year ended 31st March, 2018	156
♦ Notes to the Financial Statements for the year ended 31st March, 2018	158
• <b>Financial Information of subsidiary companies (Form AOC-1)</b>	207
• Proxy Form (MGT-11)	209
• Attendance Sheet	211

**NOTICE**

Notice is hereby given that the **33rd (Thirty Third) Annual General Meeting** of the Members of **Eldeco Housing and Industries Limited** will be held on Friday, 28th Day of September, 2018 at 2.00 P.M. at Hotel Hyatt Regency, Vibhuti Khand, Gomti Nagar, Lucknow, Uttar Pradesh-226010 to transact the following businesses:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 together with the report of the Board of Directors and report of the Auditors thereon.
2. To declare the dividend on the Equity Shares of the Company for the Financial Year 2017-18.
3. To appoint a Director in place of Mr. Shrikant Jajodia (holding DIN: 00602511), who retires by rotation and being eligible offers himself for re-appointment.

**Regd. 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: August 14, 2018**  
**Place: New Delhi**

**Chandni Vij**  
**Company Secretary**

**NOTES**

1. The Register of Members and the Share Transfer books of the Company will remain closed from 22nd September, 2018 to 28th September, 2018 (both days inclusive).
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. BLANK PROXY FORM IS ATTACHED HEREWITH. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.

A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT MORE THAN FIFTY MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

3. Details required under the provisions of the Secretarial Standard on the General Meetings issued by the Institute of Companies Secretaries of India (SS-2) and Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including brief profile of Director seeking appointment /re-appointment, are annexed hereto.
4. The Members of the Company had approved the appointment of M/s B S D & Co., Chartered Accountants (Firm Registration Number: 000312S), as the Statutory Auditors at the Thirty Second Annual General Meeting of the Company for a term of five consecutive years till the conclusion of Thirty Seventh (37th) Annual General Meeting. In accordance with the Companies (Amendment) Act, 2017, enforced on 7th May, 2018 by Ministry of Corporate Affairs, the requirement of ratification of appointment of Statutory Auditors by members at every Annual General Meeting is no longer required.
5. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agent cannot act on any request receiving directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.

6. The amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date along with the underlying shares is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government as per Section 124 and 125 of the Companies Act, 2013. The Company had, accordingly, transferred Rs. 1,87,790/- being the unpaid and unclaimed dividend amount pertaining to Dividend of the year 2010 along with the underlying shares to the Investor Education and Protection Fund of the Central Government.

In the event of transfer of Shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.



7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any members as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.  
SEBI has decided that securities of listed companies can be transferred only in dematerialized form from a cut-off date i.e. 5th December, 2018. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.
9. The Ministry of Corporate Affairs has undertaken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by Companies. Also, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, permits Companies to send soft copies of Annual Report to all the shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiative by registering/updating their email address for receiving electronic communications. The Notice for Annual General Meeting along with the Annual Report of the Company will be made available on the Company's website [www.eldecogroup.com](http://www.eldecogroup.com).  
Electronic copy of the Notice along with the Annual Report of the 33rd Annual General Meeting of the Company is being sent to all the members whose email address are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy is being sent in the permitted mode.
10. The Company has paid the Annual Listing Fee for the financial year 2018-2019 to the Bombay Stock Exchange Limited on which the Company's Securities are presently listed.

#### 11. Voting through electronic means

- I. In compliance with provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations 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 proposed to be considered at the forthcoming Annual General Meeting by electronic means and the business may be transacted through remote e-voting platform provided by Central Depository Services (India) Limited (CDSL).
- II. That the facility for voting, through Ballot Paper shall also be made available at the Meeting & members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot Paper.
- III. That the Members who have cast their vote by remote e-voting prior to the Meeting may also attend the meeting but shall not be entitled to cast their vote again.

#### The process and manner for e-voting are as under:

- i) The voting period begins on 25th September, 2018 (9:00 AM) and ends on 27th September, 2018 (5:00 PM). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2018 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](http://www.evotingindia.com).

- iii) Click on "Shareholders/Members" 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](http://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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>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.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If 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).</li> </ul>

- 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 **Eldeco Housing and 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 out print of the voting done by you by clicking on “**Click here to print**” option on the Voting page.
  - xvii) If Demat account holder has forgotten the same 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
  - xix) Note for Non-Individual Shareholders & Custodians:
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate and Custodians respectively.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
    - After receiving the login details, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
    - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
    - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
12. The Voting Rights of the Members shall be in proportion to their shares of the paid up equity share capital of the company as on the cut-off date i.e. 21st September, 2018.
  13. A person whose name is recorded in the Registrar of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting in the Annual General Meeting through ballot paper.
  14. M/s R K Tandon & Associates, Lucknow has been appointed as the Scrutinizer to scrutinize the e-voting and poll process in a fair and transparent manner.
  15. The Chairman shall, at the Annual General Meeting, at the end of discussion on the Resolutions on which voting is to be held, allow voting, with the assistance of Scrutinizer, by use of “ballot paper” or “polling paper” for all those Members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
  16. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and shall make not later than three days of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the result of voting forthwith.
  17. The Results along with the Scrutinizer’s Report shall be placed on the Company’s website [www.eldecogroup.com](http://www.eldecogroup.com) and on the website of CDSL immediately after declaration of results and communicated to the Stock Exchanges.

18. All the statutory registers, documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours between 11.00 am to 1.00 pm up to and including the date of Annual General Meeting.
19. As a measure of economy, copies of Annual Report will not be distributed at the venue of the Annual General Meeting. Members / Proxy holders are, requested to bring their own copies of the Annual Report along with a duly completed and signed attendance slip to the meeting.
20. In case you have any query relating to the enclosed Agenda Items or the Annual Accounts you are requested to send the same to the Company Secretary at the Registered Office of the Company at least 10 days before the date of Annual General Meeting so as to enable the management to keep the information ready for replying at the meeting.
21. The route map showing directions to reach the venue of the AGM is annexed herewith.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE  
FORTHCOMING ANNUAL GENERAL MEETING**

(Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 on General Meeting)

Name of Director	Mr. Shrikant Jajodia
DIN	00602511
Date of Birth	22/12/1963
Father's Name	Shri Purushottam Brijmohandas Jajodia
Date of Appointment	01/10/2013
Designation	Director
Experience in specific Functional areas	14 years experience in Real Estate Industry and more than 14 years experience in Multinational and FMCG companies at Senior Management level.
Qualification	Masters Degree in Management from Boston University
Disclosure Of Relationships Between Directors Inter-Se	N.A.
Directorship in other Public Limited Companies/excluding private companies which are subsidiary of public company	1.Eldeco Townships and Housing Limited 2.Eldeco County Limited
Member/Chairman of Committee of the Board of the Public Limited Companies on which he is Director	NIL
No. of Shares Held in the Company	NIL



## ROUTE MAP



**Venue :**  
**Hotel Hyatt Regency**  
Vibhuti Khand, Gomti Nagar Lucknow-226010

**DIRECTORS' REPORT**

To,  
The Members,  
Eldeco Housing and Industries Limited

Your Directors have pleasure in presenting the 33rd Annual Report of your Company together with the Audited Financial Statements for the financial year ended 31st March, 2018.

**FINANCIAL HIGHLIGHTS**

The summarized financial results for the year ended 31st March, 2018 and for the previous year ended 31st March, 2017 are as follows:

(Rs. in Laacs)

	Standalone		Consolidated	
	31st March, 2018	31st March, 2017	31st March, 2018	31st March 2017
<b>Revenue:</b>				
1) Revenue from operations	7435.48	7270.28	10898.30	16908.95
2) Other Income	352.76	157.06	465.02	540.73
<b>Total Income</b>	<b>7788.24</b>	<b>7427.34</b>	<b>11363.32</b>	<b>17449.67</b>
<b>Expenses:</b>				
1) Cost of material consumed, construction and other related project cost	5646.92	3031.79	8005.05	10732.08
2) Changes in inventories of finished goods, project in progress	(2315.10)	1474.14	(2110.94)	1248.05
3) Employee benefit Expense	414.43	313.82	455.16	414.16
4) Finance cost	170.84	558.16	196.86	301.59
5) Depreciation and amortization expense	24.44	36.05	27.10	50.54
6) Other expenses	1065.65	604.86	1133.97	1009.50
<b>Total Expenses</b>	<b>5007.19</b>	<b>6018.82</b>	<b>7707.20</b>	<b>13755.91</b>
<b>Profit before Tax (PBT)</b>	<b>2781.05</b>	<b>1408.52</b>	<b>3656.12</b>	<b>3693.76</b>
<b>Tax Expenses:</b>				
1) Current tax	961.51	479.44	1205.95	1275.87
2) Deferred tax	(77.85)	19.40	(80.41)	17.44
3) Earlier year Taxes	-	-	(4.32)	29.15
<b>Total Tax Expenses</b>	<b>883.66</b>	<b>498.84</b>	<b>1121.23</b>	<b>1322.46</b>
<b>Profit after Tax</b>	<b>1897.39</b>	<b>909.68</b>	<b>2534.89</b>	<b>2371.30</b>
Total Other comprehensive income	0.35	0.55	0.35	0.55
<b>Total comprehensive income for the year</b>	<b>1897.75</b>	<b>910.24</b>	<b>2535.24</b>	<b>2371.85</b>