

हाउसिंग एण्ड अर्बन डेवलपमेंट कॉर्पोरेशन लिमिटेड, (भारत सरकार का उपक्रम), कोर 7ए, हडको भवन, भारत पर्यावास केन्द्र, लोधी रोड, नई दिल्ली - 110 003
 दूरभाष : 24648160 फैक्स : 011-24625308 Visit us at : www.hudco.org सीआईएन : U74899DL1970GOI005276
 Housing & Urban Development Corporation Ltd., (A Govt. of India Enterprise), Core-7A, HUDCO Bhawan, India Habitat Centre, Lodhi Road, New Delhi-110003
 Tel.: 24648160 Fax : 011-24625308 Visit us at : www.hudco.org CIN : U74899DL1970GOI005276

आई.एस.ओ. 9001 : 2008 प्रमाणित कम्पनी

AN ISO 9001 : 2008 CERTIFIED COMPANY

CIN: L74899DL1970GOI005276

No.HUDCO/CSW/47th AGM/2017

Dated: 29th August, 2017

Corporate Relationship Deptt. BSE Limited, 1st Floor, Phiroze Jeejeebhoy Towers, Dalal Street Fort, Mumbai- 400001	Listing Department, National Stock Exchange of India Ltd. Exchange Plaza Bandra Kurla Complex, Bandra (East), Mumbai – 400 051
Scrip Code- 540530	Scrip Code- HUDCO

Sub: Notice of 47th Annual General Meeting (AGM) and publication of Book Closure and Record Date.

Dear Sirs,

Please find enclosed herewith copy of advertisement published in English and Hindi Newspapers on 29th August, 2017 intimating the dates of 47th Annual General Meeting (AGM), Book Closure and Record Date for the purpose of ascertaining eligibility of Shareholders for the payment of Final Dividend for the financial year 2016-17.

Copy of the Notice of 47th Annual General Meeting (AGM) is also enclosed for the information of the Shareholders.

This is for your information and record.

Thanking you,

Yours faithfully



Harish Kumar Sharma
Company Secretary

Encl: as above.



हडको - 1970 से सुदृढ़ भारत का निर्माण।
HUDCO - Strengthening India Since 1970.

Housing and Urban Development Corporation Limited

Reg. Office: Hudco Bhawan, India Habitat Centre, Lodhi Road, New Delhi - 110003

Website: www.hudco.org e-mail: cswhudco@hudco.org

Tel: +91 1124646899; Fax: +91 1124615534

CIN: L74899DL1970GOI005276

NOTICE

Notice is hereby given that the 47th Annual General Meeting of Housing and Urban Development Corporation Limited (HUDCO) will be held on Thursday, the 28th September, 2017 at 10.30 a.m. at Sirifort Auditorium, August Kranti Marg, New Delhi – 110049 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended 31st March, 2017, along with Directors' Report, Independent Auditors' Report and comments thereupon of the Comptroller and Auditor General of India.
2. To declare final dividend @ 0.5% (₹ 0.05/- per equity shares) on the paid up equity share capital of the Company for the financial year ended 31st March, 2017 as recommended by the Board and to confirm the payment of interim dividend @ 5% (₹ 0.50/- per equity shares) already paid in the month of March, 2017.
3. To appoint a Director in place of Shri Nand Lal Manjoka (DIN - 06560566), Director (Corporate Planning), who retires by rotation at this Annual General Meeting as Director (Corporate Planning) of the Company on the same terms and conditions as earlier approved by the President of India and is eligible for reappointment.
4. To authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditors of the Company appointed by the Comptroller and Auditor General of India under section 139(5) of the Companies Act, 2013 for the financial year 2017-18.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution(s) as a **Special Resolution(s)**:

“RESOLVED THAT in accordance with the provisions of Section 42 of the Companies Act, 2013 read together with Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), enabling notification(s), if any, Housing Finance Companies Issuance of Non-convertible debentures on private placement basis (NHB) Directions, 2014 (as amended) and any other guidelines issued by any other regulatory authority, as may be amended from time to time, consent of the Company be and is hereby accorded to raise funds upto a maximum of ₹ 12,000 crore (total amount borrowed and outstanding) during a period of one year from the date of this resolution (subject to the outstanding borrowings at any given point of time not exceeding the overall borrowing limit approved by the shareholders u/s 180(1)(c) of the Companies Act, 2013 through a special resolution) by way of issue of unsecured/ secured non-convertible bonds/ debentures (including tax-free bonds/ debentures and Capital Gain bonds/ debentures, if allocated) of the Company on private placement basis, in one or more tranches/ combinations and including the exercise of a green-shoe option (within the overall limit of ₹ 12,000 crore (total amount borrowed and outstanding), as stated above), if any, at such terms as may be determined under the guidelines as may be applicable, and on such terms and conditions as may be finalized by the Board or any duly constituted Committee of the Board or such other authority as may be approved by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to any Private Placement of unsecured/ secured non-convertible bonds/ debentures, the Board of Directors of the Company (the 'Board') or any duly constituted Committee of the Board or such other authority as may be approved by the Board be and is hereby authorized to determine the terms of the Issue, including the class of investors to whom the bonds/debentures are to be allotted, the number of bonds/debentures to be allotted in each tranche, issue price, tenor, interest rate, premium/ discount to the then prevailing market price, amount of issue, discount to issue price, listing, issuing any declaration/ undertaking, etc., required to be included in the Private Placement Offer Letter/ offer document and any other regulatory requirement for the time being in force.

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded under the provisions of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, to the Board of Directors of HUDCO to issue any other securities

(both long term and short term) from time to time within the annual borrowing program of ₹ 12,000 crore (total amount borrowed and outstanding) for the financial year 2017-18 subject to the outstanding borrowings at any given point of time not exceeding the overall borrowing limit approved by the shareholders u/s 180(1)(c) of the Companies Act, 2013.”

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT the consent of the Company be and is hereby accorded under the provisions of Section 180(1)(c) of the Companies Act, 2013, to the Board of Directors of HUDCO to borrow money from time to time to the extent it deems requisite for the purpose of the business (apart from temporary loans obtained in the ordinary course of business) notwithstanding that such borrowings may exceed the aggregate of the paid up capital and its free reserves (reserves not set apart for any specific purpose), provided however, that the total amount upto which money may be borrowed by the Corporation and outstanding at any one time shall not exceed ₹ 60,000 crore (Rupees Sixty Thousand Crore only).”

By order of the Board of Directors

Sd/-

Harish Kumar Sharma
Company Secretary

Place : New Delhi

Dated : 25th August, 2017

NOTES

1. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of Special Business as set out at item no. 5 to Item No. 6 of the agenda is annexed hereto;
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM DULY COMPLETED AND SIGNED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. (BLANK ATTENDANCE SLIP, PROXY FORM AND ROUTE MAP OF THE VENUE OF THE MEETING ARE ANNEXED HEREWITH).**

Pursuant to Section 105 of the Companies Act, 2013:

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

A member of a Company registered under section 8 of the Companies Act, 2013 shall not be entitled to appoint any other person as his/her proxy unless such other person is also a member of such company;

3. Corporate Members sending their authorized representative(s) for attending the meeting are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote at the Annual General Meeting;
4. The Company is providing facility for voting by electronic means (e-voting) and the business set out in the notice will be transacted through such voting. Information and instruction relating to e-voting are given in note no. 20 of this notice;
5. As required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief resume of Shri Nandlal Manjoka (DIN - 06560566), Director (Corporate Planning) seeking reappointment as Director (Corporate Planning) of the Company on the same terms and conditions as earlier approved by the President of India is as under:

Shri Nand Lal Manjoka, IRTS (Ex) (DIN - 06560566), Director (Corporate Planning), aged 58 years was appointed as Director (Corporate Planning) as per the then Ministry of Housing & Urban Poverty Alleviation, order no. A-12026/1/2003-H-II/H (VOL. IV) dated 10th April, 2013 for a period of 5 years from the date of assumption of charge of the post or till the date of his superannuation or until further orders whichever is the earliest. He assumed the charge of the post of Director (Corporate Planning) w.e.f. 11th April, 2013.

Shri Manjoka holds MBA and Executive Master's Degree in International Business from the Indian Institute of Foreign Trade, New Delhi and a Post Graduate Diploma in Banking and Insurance. He is a fellow member of the Institute of Engineers, India. He has over 33 years of rich experience in construction, planning, business development and operations. In the past, he was associated with Container Corporation of India Limited as its Executive Director (Planning and Business Development). He does not have any relationship with other director's inter-se; Key Managerial Personnel and their immediate relatives. Further, he is not a director/member of Committee(s) in any other listed company. He does not hold any shares in the Company as on 31st March, 2017;

however, he acquired 8600 equity shares of the face value of ₹ 10/- each in the Company at the time of its Initial Public Offer on 17th May, 2017.

6. Independent Directors are not liable to retire by rotation as per provisions of Section 149 of the Companies Act, 2013;
7. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 16th September, 2017 to Thursday, the 28th September, 2017 (both days inclusive). The Board of Directors in its 581st Board Meeting held on 30th May, 2017 recommended a final dividend @ ₹ 0.05 (0.5%) per equity share having face value of ₹ 10/- each. The dividend, subject to the provisions of Section 126 of the Companies Act, 2013, if declared at the Annual General Meeting, will be paid within 30 days of the Annual General Meeting to the eligible members whose name(s) appears on the Company's Register of Members on 16th September, 2017 in respect of physical shares. In respect of dematerialized shares, the dividend shall be payable to the beneficial owners of the shares whose names appear in the statement of beneficial ownership furnished by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the close of business hours on 16th September, 2017.

In addition, the Board of Directors in its 577th meeting held on 24th March, 2017 had declared an interim dividend of ₹ 0.50 (5%) per equity shares having face value of ₹ 10/- each per equity share, which was paid on 28th March, 2017;

8. As per SEBI Guidelines, it has been made mandatory for all companies to use the bank account details furnished by the depositories for distributing dividends and other cash benefits, etc., through Electronic Clearing Service to the investors wherever ECS and bank details are available.

Members may note that their Bank Account details, as available with the records of the Depository Participant (DP) shall be used for the purpose of remittance of dividend and other cash benefits, etc., through National Electronic Clearing Service (NECS), wherever applicable. Members should ensure that correct bank details are noted in the records of the DPs so that no NECS rejection takes place. Further, members are requested to notify, changes in their Bank Particulars, if any, with the Depository Participants immediately;

9. Pursuant to Section 139(5) of the Companies Act, 2013, the Auditors of a Government Company are appointed/re-appointed by the Comptroller and Auditor General (C&AG) of India and in terms of Section 142 of the Companies Act, 2013, their remuneration shall be fixed by the company in a General Meeting or in such manner as the company in a General Meeting may determine.

Further, pursuant to section 139(5) of the companies Act, 2013, M/s Prem Gupta & Co., Chartered Accountants, New Delhi have been appointed as Statutory Auditors of the Company for the financial year 2017-18 by the C&AG of India. Therefore, it is proposed to obtain the approval of the members of the Company in Annual General Meeting to fix the remuneration of the Auditors for the financial year 2017-18. Accordingly, the members are requested to authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditors of the Company, as it deems fit, for the financial year 2017-18;

10. SEBI has made it mandatory for submission of Permanent Account Number (PAN) by every participant in securities market. Accordingly, members holding shares in electronic form are, therefore requested to submit PAN to their DP with whom they are maintaining their demat account.

Further, members holding shares in physical mode should attach a self certified copy of their PAN Card for every transfer request sent to the RTA for transfer of shares. Transferee of shares have also been required to furnish self certified copy of PAN card to the RTA for registration of transfer of shares and for securities market transactions and off market/ private transactions involving transfer of shares of listed companies in physical form;

11. Non-Resident Indian shareholder(s) are requested to inform RTA, immediately in respect of:
 - a) Change in their residential status on return to India for permanent settlement; and
 - b) Particulars of their bank account maintained in India with complete name, branch, account type and number and address of the Bank with PIN Code, if not furnished earlier;
12. Members are requested to:
 - a) Bring their copies of Annual Report, Notice and Attendance Slip duly filled in and signed at the meeting. Copies of Annual Report will not be distributed at the meeting;
 - b) Entry to the meeting hall will be strictly on the basis of the entry slip, which will be available at the counters at the meeting venue in exchange with the attendance slip;
 - c) Note that the attendance slip/ proxy form should be signed as per the specimen signature registered with the Registrar & Transfer Agents (RTA)/ Depository Participant (DP);

- d) Note that in case of shares are held in the joint names, only such joint holder who is higher in the order of names will be entitled to vote at the meeting;
 - e) Quote their folio/ Client ID & DP ID Nos. in all correspondence with the Company / R&TA;
 - f) Note that due to security reasons briefcases, eatables and other belongings shall not be allowed inside the Auditorium; and
 - g) Note that no gifts/ coupons will be distributed at the Annual General Meeting.;
13. Electronic copy of the Annual Report for the financial year 2016-2017 and copy of the Notice of the 47th Annual General Meeting inter alia indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any members has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the financial year 2016-2017 and copy of the Notice of the 47th Annual General Meeting inter alia indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form are being sent in the permitted mode.
- To support the 'Green Initiatives', the members who have not registered their email address are requested to register the same with the Company's R&TA/ DP for receiving all communication including Audited Financial Statements, Notices, Circulars etc. from the Company electronically;
14. Annual Listing Fee for the year 2017-18 has been paid to all the Stock Exchanges where shares of the Company are listed;
15. Members, holding shares in physical form, may avail the facility of nomination in terms of section 72 of the Companies Act, 2013 by making nomination in form No. SH-13 as prescribed in the Companies (Central Government's) General Rules and Forms, 2013. The form SH-13 duly filled in and completed in all respect is required to be submitted to the RTA. Blank nomination form is available on the company's website i.e. www.hudco.org. In case of shares held in dematerialized form, the nomination/change of address has to be lodged with the respective Depository Participant (DP);
16. Members desirous of seeking any information on any item(s) of business of this meeting only are requested to address their queries to the Company Secretary at the Registered Office of the Company at least ten days prior to the date of the Annual General Meeting, so that the information required can be made readily available at the annual general meeting;
17. Members are requested to immediately notify change in their addresses/ email address to their Depository Participant in case the shares are held in dematerialized form and to the RTA, in case the shares are held in physical form;
18. Annual Report and notice of the 47th Annual General Meeting will also be available on the Company's Website i.e. www.hudco.org and can be downloaded from there. Documents referred in the accompanying notice and explanatory statement thereto, are open for inspection by members, at the Registered Office of the Company during normal business hours on working days except Saturday, Sundays/ holidays; and
19. M/s Alankit Assignments Limited are acting as the Registrar and Transfer Agent (R&TA) for carrying out the Company's entire share related activities i.e. Transfer/ Transmission/ transposition/ dematerialization/ rematerialization/ split/ consolidation of shares, change of address, bank mandate, filing of nomination, dividend payment and allied activities. Members are requested to make all future correspondence related to share transfers and allied activities, etc., with R&TA at the following address:

M/s Alankit Assignments Limited,
Registrars and Share Transfer Agents (RTA),
205-208, Anarkali Complex,
Jhandewalan Extension,
New Delhi-110055, Delhi, India
Email-id: rta@alankit.com,
Tel: +91 11 4254 1234
Fax: +91 11 4154 3474

20. Steps for Remote E-voting:
- I. Pursuant to section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 47th Annual General Meeting by electronic means to be held on Thursday, the 28th September, 2017 at 10:30 a.m. at Sirifort Auditorium, August Kranti Marg, New Delhi – 110049. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by NSDL.

- II. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. The remote e-voting period commences on 25th September, 2017 (9:00 a.m.) and ends on 27th September, 2017 (5:00 p.m.). 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. 21st September, 2017 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- IV. The process and manner for remote e-voting are as under:
 - A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)] :
 - (i) Open email and open Pdf file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said Pdf file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
NOTE: Shareholders already registered with NSDL for e-voting will not receive the Pdf file "remote e-voting.pdf".
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "HOUSING AND URBAN DEVELOPMENT CORPORATION LIMITED".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (Pdf/Jpg Format) of the relevant Board Resolution/ Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to hemantsinghcs@gmail.com with a copy marked to evoting@nsdl.co.in
 - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
 - (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM):
EVEN (Remote e-voting Event Number)/ USER ID/ PASSWORD/ PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- V. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no: 1800-222-990.
- VI. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

Note: Shareholders who forgot the User Details/ Password can use "Forgot User Details/ password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+ Folio No.).

- VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VIII. The Voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st September, 2017
- IX. Any person who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. 21st September, 2017 may obtain the login ID and password by sending a request at evoting@nsdl.co.in OR rtat@alankit.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no: 1800-222-990.

- X. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XI. Mr. Hemant Kumar Singh Company Secretary (Membership No. FCS: 6033) and Partner M/s. Hemant Singh & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XII. The Chairman shall, at the AGM, 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 "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIII. The Scrutinizer shall after the conclusion of voting at the general meeting, 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 the 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 the voting forthwith.
- XIV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company i.e. www.hudco.org and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to Special Business set out in the notice of Annual General Meeting;

Item No. 5

In order to meet resource/fund requirement for the financial year 2017-18, the Board of Directors have proposed issue of unsecured/ secured non-convertible bonds/ debentures (including tax-free bonds/ debentures and Capital Gain bonds/ debentures, if allocated) on private placement basis, in one or more tranches/ combinations and including the exercise of a green-shoe option within the overall limit of ₹ 12,000 crore (total amount borrowed and outstanding) in accordance with the enabling notification(s), provisions of section 42 of the Companies Act, 2013 read together with Companies (Prospectus and Allotment of Securities) Rules, 2014, other applicable provisions/ sections, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Housing Finance Companies Issuance of Non-Convertible debentures on private placement basis (NHB) Directions, 2014 (as amended) and guidelines issued by any other regulatory authority, as may be amended from time to time.

As per Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, a company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the Shareholders of the Company by way of Special Resolution for each of the offers or invitations. However, in case of offer or invitation for "non-convertible debentures", it shall be sufficient, if the company passes a previous special resolution only once in a year for all the offers or invitations for such debentures during the year.

Accordingly, it is proposed to pass a special resolution to enable the company to raise funds upto a maximum of ₹ 12,000 crore (total amount borrowed and outstanding) during a period of one year from the date of passing of this resolution, by way of issue of unsecured/

secured non-convertible bonds/ debentures (including tax-free bonds/ debentures and Capital Gain bonds/ debentures, if allocated) on private placement basis, in one or more tranches/ combinations and including the exercise of a green-shoe option within the overall limit of ₹ 12,000 crore (total amount borrowed and outstanding) as may be approved by the Board of Directors of the Company, from time to time and subject to the outstanding borrowings at any given point of time not exceeding the overall borrowing limit approved by the shareholders under section 180(1)(c) of the Companies Act, 2013.

Further, the Board of Directors of the Company (the "Board") or any duly constituted Committee of the Board or such other authority as may be approved by the Board shall be authorized to determine the terms of the Issue, including the class of investors to whom the bonds/debentures are to be allotted, the number of bonds/debentures to be allotted in each tranche, issue price, tenor, interest rate, premium/ discount to the then prevailing market price, amount of issue, discount to issue price, listing, issuing any declaration/ undertaking, etc., required to be included in the Private Placement Offer Letter/ offer document and any other regulatory requirement for the time being in force.

None of the Directors/ Key Managerial Personnel of the Company/ their relative are in any way concerned or interested financially or otherwise in the proposed resolution.

Your Directors recommend the special resolution as set out at item no. 5 of the notice for approval of the members.

Item No. 6

Section 180(1)(c) of the Companies Act, 2013 provides that no company can borrow, where the money to be borrowed, together with the money already borrowed by the Company exceeds aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, unless approved by members of the company by way of special resolution.

The shareholders through the special resolution passed in the Extra-ordinary General Meeting held on 5th September, 2014 had accorded its approval under Section 180(1)(c) of the Companies Act, 2013 by way of special resolution to borrow to the extent of ₹ 40,000 crore, which was earlier approved by the shareholders in its 36th Annual General Meeting held on 11th December, 2006 at ₹ 40,000 crore by way of Ordinary Resolution.

Based on operational requirements, the present borrowing limit of ₹ 40,000 crore as approved by the shareholders may not be sufficient to meet the borrowing requirements during the financial year, 2018-19, hence, it is proposed to raise the borrowing limits from the present limit of ₹ 40,000 crore to ₹ 60,000 crore under section 180(1)(c) of the Companies Act, 2013 by way of passing of special resolution by the shareholders in the ensuing Annual General Meeting.

None of the Directors/ Key Managerial Personnel of the Company/ their relative are in any way concerned or interested financially or otherwise in the proposed resolution.

Your Directors recommend the special resolution as set out at item no. 6 of the notice for approval of the members.

By order of the Board of Directors

Place : New Delhi
Dated : 25th August, 2017

Sd/-
Harish Kumar Sharma
Company Secretary

**HOUSING AND URBAN DEVELOPMENT CORPORATION LIMITED****CIN: L74899DL1970GOI005276****Regd. office:** HUDCO Bhawan, India Habitat Centre, Lodhi Road, New Delhi- 110003**Tel:** 011-24649610-23, 24627113-15 **Fax:** 011-24625308**Web:** www.hudco.org **Email:** hudco1970@gmail.com**FORM MGT – 11****PROXY FORM**

[Pursuant to the provisions of Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):	
Registered address:	
E-mail ID:	
Folio No. /Client ID:	
DP ID:	

I / We being the Member(s), holding _____ equity shares of Housing and Urban Development Corporation Limited, hereby appoint:

S No.	Name	Address	E-mail ID	Signature	
1.					or failing him
2.					
3.					or failing him

as my/our Proxy to attend and vote (on a poll) for me /us and on my / our behalf at the 47th Annual General Meeting of the Company, to be held on Thursday, 28th September, 2017 at 10:30 a.m. at Sirifort Auditorium, August Kranti Marg, New Delhi – 110049, and at any adjournment thereof, in respect of such resolutions as are indicated below:

Sr. No.	Resolution	Assent"	Dissent"
Ordinary Business			
1.	Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2017, along with Director's Report, Independent Auditor's Report and comments thereupon of the Comptroller and Auditor General of India.		
2.	Confirmation of payment of interim dividend and declaration of final dividend for the financial year 2016-17.		
3.	Reappointment of Shri Nandlal Manjoka (DIN - 06560566), Director (Corporate Planning), who retires by rotation.		
4.	Fixation of remuneration of Statutory Auditors.		
Special Business			
5.	To borrow funds not exceeding ₹ 12,000 crore by way of issue of Bonds/ Debentures on Private Placement basis.		
6.	To increase in borrowing limits to ₹ 60,000 crore.		

Signed this _____ day of September, 2017

Signature of shareholder..... Signature of Proxy holder(s).....

Affix
Revenue
Stamp of
Re. 1

NOTES:

- This form of Proxy in order to be effective should be duly completed and deposited at Registered Office of the company, not less than 48 hours before the commencement of meeting.
- The proxy form should be signed across the stamp as per specimen signature registered with R&TA/Depository participant (DP).
- Please put "X" in the appropriate column against the resolutions indicated in the box. If you leave the "Assent" or "Dissent" column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person, if he so wishes.
- In the case of joint holders, the signature of any of the holder will be sufficient, but names of all joint holders should be stated.

ELECTRONIC VOTING PARTICULARS		
EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN

Note: Please read instructions given overleaf carefully, before voting electronically.

HOUSING AND URBAN DEVELOPMENT CORPORATION LIMITED
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Web: www.hudco.org **Email:** hudco1970@gmail.com

ATTENDANCE SLIP

47th Annual General Meeting to be held on Thursday, 28th September, 2017 at 10.30 a.m.

NAME OF ATTENDING MEMBER (IN BLOCK LETTERS)	
*Folio No.	
DP ID No.	
Client ID No.	
No. of shares held	
NAME & ADDRESS OF PROXY (IN BLOCK LETTERS, TO BE FILLED IN, IF THE PROXY ATTENDS INSTEAD OF THE MEMBER)	

*Applicable in case of shares held in physical form

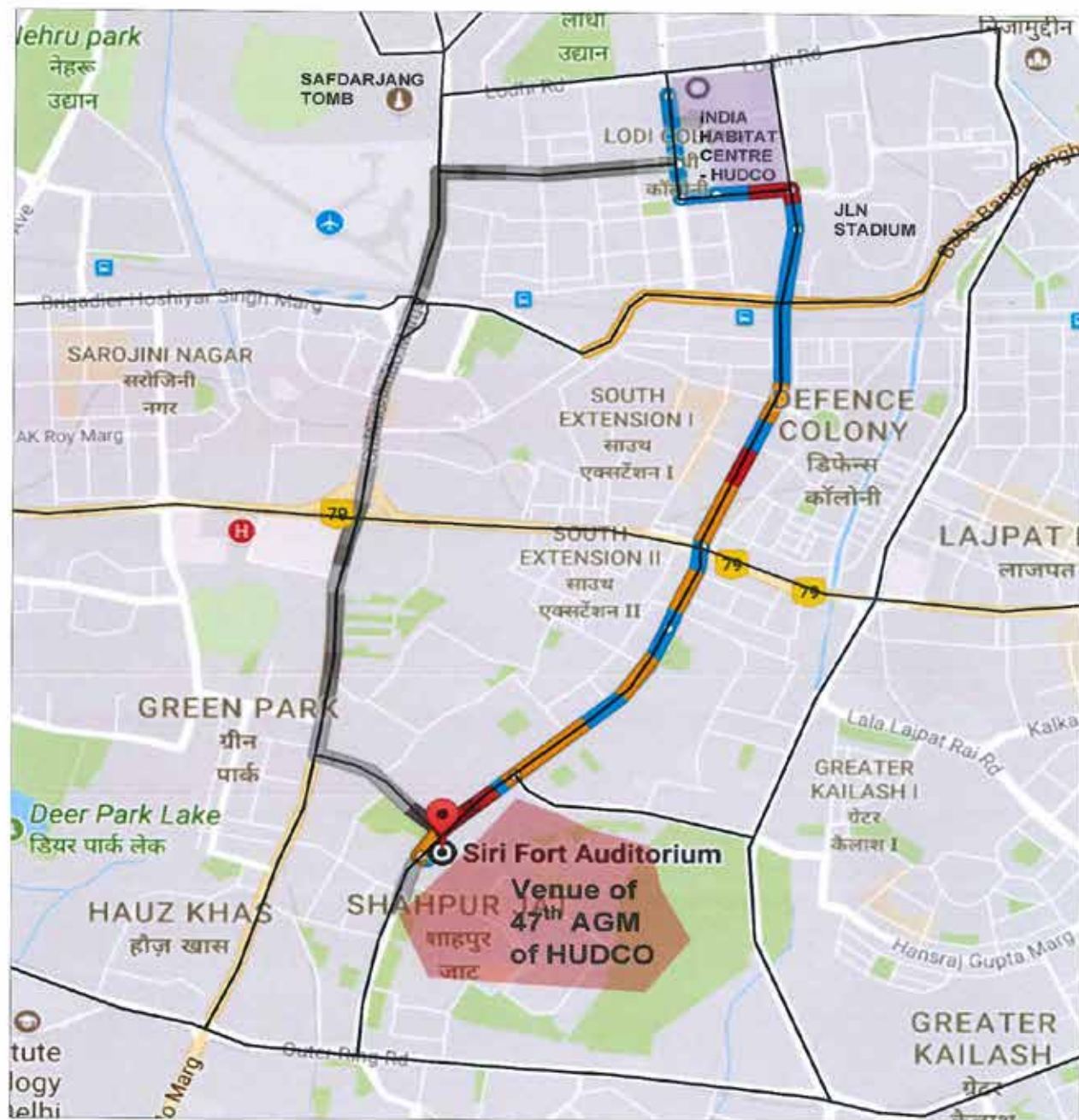
I, hereby record my presence at the 47th Annual General Meeting of the Company held on Thursday, 28th September, 2017 at Sirifort Auditorium, August Kranti Marg, New Delhi – 110049.

Signature of Member/Proxy

NOTES:

1. The attendance slip should be signed as per the specimen signature registered with Registrar & Transfer Agent (RTA)/Depository Participant (DP). Such duly completed and signed Attendance Slip should be handed over at the counter at the venue against which RTA will provide admission card.
2. Entry to hall will be strictly on the basis of admission card as provided by RTA.
3. Members in person/proxy holders may please carry photo-ID card for identification/verification process.
4. Shareholder(s) present in person or through registered proxy shall only be entertained.
5. No gifts will be distributed at the Annual General Meeting.

Route Map- Venue of 47th AGM



Address of Venue

Siri Fort Auditorium, Khel Gaon, August Kranti Marg,
New Delhi-110049

Nearest Landmark

Green Park Metro Station




हाउसिंग एंड अर्बन डेवलपमेंट कॉर्पोरेशन लिमिटेड

(भारत सरकार का उपक्रम)

सीआईएन: L74899DL1970GOI005276

 पंजीकृत कार्यालय: हडको भवन, कोर 7ए, भारत पर्यावास केंद्र,
लोधी रोड, नई दिल्ली-110003 टेलीफोन नं.: 011-24646899
ईमेल : hudco1970@gmail.com | वेबसाइट: www.hudco.org

47वीं वार्षिक आम सभा, बुक क्लोजर और रिकार्ड तिथि की सूचना

एतद्वारा सूचना दी जाती है कि हाउसिंग एंड अर्बन डेवलपमेंट कॉर्पोरेशन लि. की 47वीं वार्षिक आम सभा (एजीएम) बृहस्पतिवार, 28 सितंबर, 2017 को प्रातः 10.30 बजे सिरीफोर्ट ऑडिटोरियम, अग्रस्त क्रांति मार्ग, नई दिल्ली-110049 में होगी। कंपनी अधिनियम, 2013 के अनुच्छेद 91 और इसके अधीन बने नियमों के अनुसरण में, यह सूचित किया जाता है कि सदस्यों का रजिस्टर और कंपनी की शेयर अंतरण पुस्तकें वित्तीय वर्ष 2016-17 के लिये प्रति ईक्विटी शेयर @ रु. 0.05 की दर से अंतिम लाभांश के भुगतान के लिये सदस्यों की पात्रता का पता लगाने के उद्देश्य से शनिवार, 16 सितंबर, 2017 से बृहस्पतिवार, 28 सितंबर, 2017 तक, दोनों दिवस शामिल, अप्रविष्टित रहेंगी और भौतिक स्वरूप में शेयर धारण करने वाले सदस्यों को शनिवार, 16 सितंबर, 2017 को अथवा इससे पहले कंपनी/रजिस्ट्रार एवं शेयर अंतरण एजेंट (आरएंडटीए) के पास और इलेक्ट्रॉनिक स्वरूप में शनिवार, 16 सितंबर, 2017 को अथवा इससे पहले बिजनेस विलंबन तक दर्ज सभी वैध शेयर अंतरण अनुरोधों पर कार्रवाई करने के बाद भुगतान किया जायेगा। सूचना निम्नलिखित वेबसाइट(ओं) पर भी उपलब्ध है:

www.hudco.org, www.bseindia.com और www.nseindia.com.

हाउसिंग एंड अर्बन डेवलपमेंट कॉर्पोरेशन लिमिटेड

दिनांक: 25.08.2017

स्थान: नई दिल्ली

हस्ता./-

हरीश कुमार शर्मा

कंपनी सचिव


Housing & Urban Development Corporation Ltd.

(A Govt. of India Enterprise)

CIN: L74899DL1970GOI005276

 Regd. Office: HUDCO Bhawan, Core 7A, India Habitat Centre,
Lodhi Road, New Delhi-110003, Tel.: 011-24646899
E-mail: hudco1970@gmail.com | Website: www.hudco.org

NOTICE OF 47th AGM, BOOK CLOSURE AND RECORD DATE

Notice is hereby given that the 47th Annual General Meeting (AGM) of Housing and Urban Development Corporation Ltd. will be held on Thursday, the 28th September, 2017 at 10:30 a.m. at Sinfort Auditorium, August Kranti Marg, New Delhi-110049. Pursuant to Section 91 of the Companies Act, 2013 and Rules made thereunder, it is informed that the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 16th September, 2017 to Thursday, the 28th September, 2017, both days inclusive for the purpose of ascertaining eligibility of members for the payment of Final Dividend @ Rs. 0.05 per equity share for the financial year 2016-17 and will be paid to the members holding shares in the physical form after giving effect to all valid share transfer requests lodged with the Company/Registrar & Share Transfer Agent (R&TA) on or before Saturday, the 16th September, 2017 and in electronic form as at the close of business hours on or before Saturday, the 16th September, 2017. The notice is also available on the following website(s): www.hudco.org, www.bseindia.com and www.nseindia.com.

 For and on behalf of
Housing and Urban Development Corporation Limited

Date : 25.08.2017

Place : New Delhi

Sd/-

Harish Kumar Sharma

Company Secretary