

हाउसिंग एण्ड अर्बन डेवलपमेंट कॉर्पोरेशन लिमिटेड, (भारत सरकार का उपक्रम), कोर 7ए, हडको भवन, भारत पर्यावास केन्द्र, लोधी रोड, नई दिल्ली-110 003
दूरभाष : 011-24648160 फैक्स : 011-24625308 Visit us at : www.hudco.org सीआईएन : L74899DL1970GOI005276 जी.एस.टी : 07AAACH0632A1ZF
Housing & Urban Development Corporation Ltd., (A Govt. of India Enterprise), Core - 7A, HUDCO Bhawan, India Habitat Centre, Lodhi Road, New Delhi-110 003
Telephone : 011-24648160 Fax : 011-24625308 Visit us at : www.hudco.org CIN : L74899DL1970GOI005276 GST : 07AAACH0632A1ZF

AN ISO 9001 : 2008 CERTIFIED COMPANY

Dated: 12th April, 2018

**The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001
Scrip Code- 540530**

**The Secretary
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E)
Mumbai – 400051
NSE Symbol- HUDCO**

Sub: Intimation of Notice of Postal Ballot, Cut-off date, Date of completion of dispatch, Period of voting and declaration of results.

Dear Sir,

Dear Sir,

This is to inform you that Company proposes to seek Shareholders approval through Postal Ballot for the following:

- (i) To Borrow funds not exceeding Rs. 40,000 crore by way of issue of bonds/ debentures on private placement basis, etc.,
- (ii) Increase in borrowing limits to Rs. 1,00,000 crore, and
- (iii) To insert a new clause 34A, in the Articles of Association of the Company- reg. consolidation & re-issue of Debt Securities.

Copy of the Notice of Postal Ballot is annexed.

Further, the Calendar of events for the above is as under:

Sl. No.	Particulars	Date and Time
1.	Cut-off date	13 th April, 2018
2.	Date of completion of dispatch of Notices	20 th April, 2018
3.	Date and time of commencement of voting/e-voting	21 st April, 2018- 9:00 a.m.
4.	Date and time of end of voting /e-voting	20 th May, 2018- 5:00 p.m.
5.	Date of declaration of results	On or before 27 th May, 2018

The above is in compliance of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and record.

Thanking you

Yours faithfully

Yours faithfully
For Housing and Urban Development Corporation Ltd



Harish Kumar Sharma
Company Secretary & Compliance Officer



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



HOUSING AND URBAN DEVELOPMENT CORPORATION LIMITED

Regd. Office: HUDCO Bhawan, India Habitat Centre, Lodhi Road, New Delhi- 110003

CIN: L74899DL1970GOI005276

Website: www.hudco.org, Email: hudco1970@gmail.com

Phone: 011-24646899

POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, ('the Act'), read with the Companies (Management and Administration) Rules, 2014, including any statutory modification and/or re-enactment thereof for the time being in force, that the resolutions appended below are proposed to be passed by the members through postal ballot /electronic voting ('Postal Ballot').

Accordingly, the proposed resolutions together with the explanatory statement setting out the material facts as required under section 102 of the Act, are annexed herewith for consideration of the member's alongwith the Postal Ballot Form. The members are requested to carefully read the instructions printed in the Postal Ballot Form and return the form duly completed in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer i.e. M/s Hemant Singh & Associates, Company Secretaries, 306, Surya Complex, 21, Veer Savarkar Block, Shakarpur, Delhi- 110092, Tel: 011-43011821, not later than 5:00 p.m. on 20th May, 2018.

The Company is also providing e-voting facility for voting on the proposed resolutions. Members desiring to opt for e-voting facility are requested to read the notes to the Postal Ballot Notice and instructions given thereunder for e-voting purpose. The detailed procedure for e-Voting is given in Notice of Postal Ballot and is also hosted on the Investors Section of our website www.hudco.org.

Special Business

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

“RESOLVED THAT

- a) 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 Rs.40,000 crore 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 and/ or Rupee denominated Bonds i.e. Masala Bonds subject to obtaining of RBI approval, if required) 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 Rs.40,000 crore, 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.
- b) 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.



- c) 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 Rs.40,000 crore for the financial year 2018-19 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.
- d) 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 do all such acts, deeds and things as may be necessary to give effect to the above Resolutions and for all matters connected therewith and/ or incidental thereto."

Item No.2 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 Company and outstanding at any one time shall not exceed Rs. 100,000 crore (Rupees One lakh crore only)."

Item No.3 To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of the Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (including any modification or re-enactment thereof) read with Rules framed thereunder from time to time, the consent of the members of the Company be and is hereby accorded to insert a new clause 34A, in the Articles of Association of the Company as detailed below:

- 34A** 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 have powers to consolidate or re-issue securities including debentures, bonds or any other debt instruments issued and/or to be issued from time to time, upon such terms and conditions and in such manner as the 'Board' or any duly constituted Committee of the Board or such other authority as may be approved by the Board shall consider fit/ beneficial for the Company."

Consolidation & Re-issue of Debt Securities

Place : New Delhi
Dated: 12th April, 2018



By order of the Board of Directors
Sd/-
Harish Kumar Sharma
Company Secretary

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

In order to meet resource/fund requirement for the financial year 2018-19, 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 and/ or Rupee denominated Bonds i.e. Masala Bonds subject to obtaining of RBI approval, if required) on private placement basis, in one or more tranches/ combinations and including the exercise of a green-shoe option within the overall limit of Rs. 40,000 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 Rs. 40,000 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 and/ or Rupee denominated Bonds i.e. Masala Bonds subject to obtaining of RBI approval, if required) on private placement basis, in one or more tranches/ combinations and including the exercise of a green-shoe option within the overall limit of Rs. 40,000 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.

Your Directors recommend the Special Resolution as set out at item no. 1 of the notice for approval of the members.

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.

Item No. 2

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.

The Shareholders through the special resolution passed in the 47th Annual General Meeting held on 28th September, 2017 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 Rs. 60,000 crore.

Based on operational requirements, the present borrowing limit of Rs. 60,000 crore as approved by the members 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 Rs. 60,000 crore to Rs. 1,00,000 crore under section 180(1)(c) of the Companies Act, 2013 by way of passing of special resolution by the members.

Your Directors recommend the Special Resolution as set out at item no. 2 of the notice for approval of the members.

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.



Item No. 3

Securities and Exchange Board of India (SEBI) vide its circular dated 30th June, 2017 has specified some regulations related to International Securities Identification Number (ISINs) for debt securities issued under the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 on private placement basis.

As per the circular, a maximum of 12 ISINs maturing per financial year shall be allowed only for plain vanilla debt securities, post which, the issuers coming out with frequent debt securities issues with the same tenor during a quarter, would be required to club them under the same umbrella ISIN. As per said SEBI circular, the issuer Company is required to make an enabling provision in its Articles of Association (AoA) to carry out consolidation and re-issuance of debt securities.

Accordingly, it is proposed to insert a new Article no. 34-A in the Articles of Association of the Company to enable the Company to carry out consolidation and re-issuance of debt securities, if required.

Your Directors recommend the Special Resolution as set out at item no. 3 of the notice for approval of the members.

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.

By order of the Board of Directors
Sd/-

Harish Kumar Sharma
Company Secretary

Place : New Delhi
Dated: 12th April, 2018

NOTES

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed herewith. A postal Ballot form for casting the vote by shareholders is also enclosed.
2. The Board has appointed M/s Hemant Singh & Associates, Practicing Company Secretaries, to act as the Scrutinizers for conducting the Postal Ballot / E-voting process in accordance with the law in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to all the members, whose names appear on the Register of members/ List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on 13th April, 2018 ("cut-off date").
4. The postal ballot notice is being sent to the members in electronic form to the email addresses registered with their depository participants (in case of electronic shareholding)/ the Company's Registrar & Share Transfer Agents, in case of physical shareholding. For members, whose email ids are not registered, physical copy of the postal ballot notice are being sent by permitted mode alongwith postage prepaid self-address business reply envelope.
5. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing the facility to all its members to exercise their right to vote by electronic means as an alternate mode of voting which will enable them to cast their votes electronically, for which necessary arrangements have been made by the Company with National Securities Depository Limited (NSDL) to facilitate e-voting.
6. Kindly note that the members can opt for only one mode of voting, i.e. either by physical ballot or e-voting. If the members opt for e-voting, then they should not vote by physical Postal Ballot and vice versa. However, in case members cast their votes through both the modes, then voting done through e-voting shall prevail and voting done by physical Postal Ballot will be treated as invalid.
7. The dispatch of Postal Ballot Notice shall be announced through an advertisement in at least 1 (one) English newspaper circulating in the whole or substantially the whole of India and at least 1(one) Hindi newspaper, having wide circulation in New Delhi, where the registered office of the Company is situated.
8. The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on the "Cut-off date" i.e. 13th April, 2018.
9. Voting rights in the Postal Ballot cannot be exercised by proxy.
10. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot form should be accompanied by the relevant Board Resolution/Authority Letter duly certified/ attested by Authorised Signatory (ies).
11. Any Shareholders who has not received the Postal Ballot Form may write to the Company or Registrar & Share Transfer Agents (RTA) of the Company for obtaining a duplicate/ additional form.
12. Resolution passed by the shareholders through Postal Ballot and e-voting are deemed to have been passed effectively



- at a general meeting.
13. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during business hours i.e. 10.00 a.m. to 5.00 p.m. on all working days from the date of dispatch of the Notice till the last date for receipt of votes by Postal Ballot/E-voting that is, 20th May, 2018.

INSTRUCTIONS FOR VOTING

A. Voting through Physical Postal Ballot Form:

A member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed prepaid postage Business Reply Envelope so as to reach before the close of working hours on 20th May, 2018 by 5.00 p.m. Any Postal Ballot Form received after the said date shall be treated as if the reply from the member(s) has not been received. No other form or photocopy of the Postal Ballot Form will be permitted/ accepted.

B. Voting by Electronic Means:

The remote e-voting period commences on 21st April, 2018 (9:00 a.m.) and ends on 20th May, 2018 (5:00 p.m.). During this period, Members of the Company may cast their vote by remote e-voting. The remote e-voting module shall be disabled by the service provider i.e. National Securities Depository Limited (NSDL) for voting thereafter. Once the vote on a resolution is casted by the Member, the Member shall not be allowed to change it subsequently.

- C. The Voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as cut-off date of 13th April, 2018.

D. The process and manner for remote e-voting are as under:

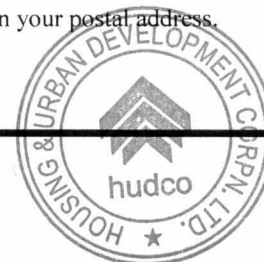
The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

- (i) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- (ii) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- (iii) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- (iv) Your User ID details are given below:
 - a) For Members who hold shares in demat account with NSDL- 8 Character DP ID followed by 8 Digit Client ID
 - b) For Members who hold shares in demat account with CDSL- 16 Digit Beneficiary ID
 - c) For Members holding shares in Physical Form- EVEN Number followed by Folio Number registered with the company
- (v) Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.



- (vi) If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
- Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- (vii) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- (viii) Now, you will have to click on “Login” button.
- (ix) After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 - After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
 - Select “EVEN” of company for which you wish to cast your vote.
 - Now you are ready for e-voting as the voting page opens.
 - Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
 - Upon confirmation, the message “Vote cast successfully” will be displayed.
 - You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 - Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- E. 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 can call on toll free no:1800-222-990.
- F. Any person who acquires shares of the Company and become member of the Company after dispatch of the Postal Ballot Notice and holding shares as on cut-off date of 13th April, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in OR rta@alankit.com.
- G. 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.
- H. Mr. Hemant Kumar Singh Company Secretary (Membership No. FCS: 6033), Partner M/s Hemant Singh & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

OTHER INSTRUCTIONS

- The Scrutinizer shall submit the Scrutinizer’s Report to the Chairman & Managing Director of the Company or such other officer duly authorized by the Chairman & Managing Director. Further, the results of the Postal Ballot will be announced on or before 27th May, 2018 and the same will be hosted on website of the Company i.e. www.hudco.org, service provider i.e., www.evoting.nsdl.com and the same will also be communicated simultaneously to the Stock Exchanges namely BSE Limited and National Stock Exchange of India Limited.
- Members are requested to send all communications relating to shares to Company's Registrar & Share Transfer Agent (R&TA) at the following address:

M/s Alankit Assignments Limited,
Registrars and Share Transfer Agents (R&TA),
205-208, Anarkali Complex,
Jhandewalan Extension,
New Delhi-110055, India
Email-id: rta@alankit.com,
Ph.no 91 11 42541234
Fax- 91 11 41543474



Place : New Delhi
Dated: 12th April, 2018

By order of the Board of Directors
Sd/-
Harish Kumar Sharma
Company Secretary



HOUSING AND URBAN DEVELOPMENT CORPORATION LIMITED

Regd. Office: HUDCO Bhawan, India Habitat Centre, Lodhi Road, New Delhi- 110003

CIN: L74899DL1970GOI005276

Website: www.hudco.org, Email: hudco1970@gmail.com

Phone: 011-24646899

POSTAL BALLOT FORM

Serial No. _____

1.	Name and Registered address of the Sole/first named Shareholder (in block letters)	
2.	Name(s) of Joint holder(s), if any (in block letters)	
3.	Registered Folio No./ DP ID No./ Client ID No.	
4.	Number of Shares held	

I/ We hereby exercise my/ our vote in respect of the following special resolution(s) to be passed through Postal Ballot/e-voting by conveying my/ our assent/ dissent to the said resolution(s) by placing a tick (✓) mark at the appropriate box below:

Sl. No.	Brief particulars of the item	No. of Shares	(For) I/We assent to the Resolution	(Against) I/We dissent to the Resolution
1.	To Borrow funds not exceeding Rs. 40,000 crore by way of issue of bonds/ debentures on private placement basis, etc. (Special Resolution)			
2.	Increase in borrowing limits to Rs. 1,00,000 crore (Special Resolution)			
3.	Insertion of Article No. 34 A in Articles of Associations (Special Resolution)			

Place: _____

Signature of the Member/Beneficial Owner

Date: _____

Note: Please read the instructions given overleaf carefully before exercising your vote.

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password/PIN

Note: For e-Voting, please refer the instruction in the notice attached herewith.

Please complete and return this form to the Scrutinizer at the address mentioned in the pre-paid self-addressed business reply envelope on or before 20th May, 2018.



INSTRUCTIONS:

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 self-addressed pre-paid postage Business Reply Envelope. Postage charges will be borne and paid by HUDCO. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the Member will also be accepted. Members residing outside India stamp the envelope appropriately.
2. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his/ her absence, by the next named Member.
3. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by the relevant certified true copy of Board Resolution/Authority Letter duly certified/ attested by Authorised Signatory(ies).
4. There will be only one Postal Ballot Form for every Registered Folio No. / Client ID No. / DP ID No. irrespective of the number of joint members.
5. The Postal Ballot/e-voting shall not be exercised by a proxy.
6. Incomplete, unsigned or incorrect Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.
7. A Member need not use all his/ her votes nor cast all the votes in the same way. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on 13th April, 2018, being the cutoff date.
8. Duly completed and signed Postal Ballot Form should reach the Scrutinizer on or before the close of working hours i.e. 5:00 p.m. on 20th May, 2018. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the member has not been received.
9. 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 before the close of working hours i.e. 5:00 p.m. on 20th May, 2018.
10. Member(s) are requested not to send any other paper along with the Postal Ballot Form, other than as required, in the enclosed Envelope and any extraneous paper found in such Envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. The Company is also offering e-Voting facility as an alternate, for all its Members to enable them to cast their votes electronically instead of using the Postal Ballot Form. The detailed procedure for e-Voting has been enumerated in the Notes to the Postal Ballot Notice dated 12th April, 2018.
12. Kindly note that the Members can opt for only one mode of voting i.e., either by post or e-voting. If the Members opt for e-voting, then they should not vote by post and vice versa. However, in case Members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.
13. The results of the Postal Ballot shall be declared on or before 27th May, 2018. The resolution if approved by the requisite majority shall be deemed to be passed under the relevant provisions of the Companies Act, 2013 and Rules made thereunder, on the last date of voting i.e. 20th May 2018.

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.

