

हाउसिंग एण्ड अर्बन डेवलपमेंट कॉर्पोरेशन लिमिटेड, (भारत सरकार का उपक्रम), कोर 7ए, हडको भवन, भारत पर्यावास केन्द्र, लोधी रोड, नई दिल्ली-110003
 दूरभाष : 011-24648160 फ़ैक्स : 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-110003
 Telephone : 011-24648160 Fax : 011-24625308 Visit us at : www.hudco.org CIN : L74899DL1970GOI005276 GST : 07AAACH0632A1ZF

आई. एस. ओ. 9001:2015 प्रमाणित कम्पनी

AN ISO 9001 : 2015 CERTIFIED COMPANY

HUDCO/CS/AGM/SE/2019

20th August, 2019

Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001
Scrip Code- 540530

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

Sub: Notice of 49th Annual General Meeting (AGM), Closure of Register of members and Share transfer books, cut-off date and period of e-voting.

Dear Sir/ Ma'am

This is to inform you that the 49th Annual General Meeting (AGM) of Housing and Urban Development Corporation Limited (HUDCO) is scheduled to be held on Wednesday, the 25th September, 2019 at 11:00 a.m., at Stein Auditorium, India Habitat Centre, Lodhi Road, New Delhi - 110003.

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the 49th AGM of the Company.

The Company has fixed the following date(s) in connection with the ensuing 49th AGM:

Provisions	Relevant dates
Date of Closure of Register of Members and Share Transfer Books, for determining the names of the members eligible for final dividend on equity shares, if declared at the AGM. (Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (LODR) Regulations, 2015)	From Sunday, 15th September, 2019 to Wednesday, 25th September, 2019 (both days inclusive)
The cut-off date for the purpose of determining the voting rights of the shareholders and period of remote e-voting. (Section 108 of the Companies Act, 2013 and Regulation 44 of SEBI (LODR) Regulations, 2015)	Cut-off date: Wednesday, 18th September, 2019 Remote e-voting period: Commences on: Sunday, 22nd September, 2019 (9:00 a.m.) Ends on: Tuesday, 24th September, 2019 (5:00 p.m.)

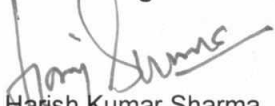
The final dividend on equity shares, as recommended by the Board of Directors, if declared at the AGM, will be paid within 30 days of declaration to the members.

This is for information and record.

Thanking you,

Yours sincerely

For **Housing and Urban Development Corporation Limited**


 Harish Kumar Sharma

Company Secretary & Compliance Officer

Encl: As above



HOUSING AND URBAN DEVELOPMENT CORPORATION LIMITED

CIN: L74899DL1970GOI005276

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

Tel: 011-24649610-23, 24648420 Fax: 011-24625308

Web: www.hudco.org Email: cswhudco@hudco.org

NOTICE

Notice is hereby given that the 49th Annual General Meeting of Housing and Urban Development Corporation Limited (HUDCO) will be held on Wednesday, the 25th September, 2019 at 11:00 a.m. at Stein Auditorium, India Habitat Centre, Lodhi Road, New Delhi - 110003 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, 2019, along with Directors' Report, Independent Auditor's Report and comments thereupon of the Comptroller and Auditor General of India.
2. To declare final dividend @ 1.5% (₹ 0.15/- per equity share) on the paid-up equity share capital of the Company for the financial year ended 31st March, 2019 as recommended by the Board and to confirm the payment of interim dividend @ 6.75% (₹ 0.675/- per equity share) already paid in the month of March, 2019.
3. To appoint a Director in place of Shri Rakesh Kumar Arora, (DIN: 02772248), Director (Finance) who retires by rotation at this Annual General Meeting as Director (Finance) 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 to be appointed by the Comptroller and Auditor General of India under Section 139(5) of the Companies Act, 2013 for the financial year 2019-20.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ordinary resolution**:
"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder and Articles of Association of the Company, Shri Muniappa Nagaraj (DIN: 05184848), who was appointed as Director Corporate Planning by the President of India through the Administrative Ministry, i.e. Ministry of Housing and Urban Affairs vide Order no. A-42012(12)/2/2017-AA-UD(E-9033193) dated 28th December, 2018 with effect from 1st February, 2019, being the date of assumption of charge of the post of Director Corporate Planning as per terms of appointment and subsequently appointed as an Additional Director in compliance of Section 161 of the Companies Act, 2013 and Articles of Association of the Company, and the Company has received a notice in writing from a shareholder proposing the candidature of Shri Muniappa Nagaraj for the office of Director Corporate Planning of the Company be and is hereby appointed as Director Corporate Planning of the Company liable to retire by rotation on the same terms & conditions as determined by the President of India."
6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ordinary resolution**:
"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any of the Companies Act, 2013, rules made thereunder and Articles of Association of the Company, Shri Shyam Sunder Dubey (DIN:06601151), who was appointed as Part time official (Government Nominee) Director by the President of India through the Administrative Ministry, i.e., Ministry of Housing and Urban Affairs vide office order F.No. A-42012(12)/39/2017-AA(E-9026701) dated 8th August, 2019 with immediate effect, until further orders and subsequently appointed as an Additional Director in compliance of Section 161 of the Companies Act, 2013 and Articles of Association of the Company, and the Company has received a notice in writing from a shareholder proposing the candidature of Shri Dubey for the office of Director of the Company be and is hereby appointed as Director liable to retire by rotation on the same terms & conditions as determined by the President of India."
7. 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 ₹ 35,000 crore during a period of one year from the date of passing of this Special 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 of the Company on

private placement basis, in domestic and/or international markets, in one or more tranches/ combinations and including the exercise of a green-shoe option (within the overall limit of ₹ 35,000 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 do all such acts, deeds and things, as may be deemed necessary, including but not limited to determining 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 or any other terms and conditions of issue of Bonds, etc., required to be included in the Private Placement Offer Letter/ Offer document/Offering Circular 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 upto the limits as may be approved under the annual borrowing program of the company 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 order of the Board of Directors

Sd/-

Harish Kumar Sharma
Company Secretary

Place : New Delhi
Dated : 19th August, 2019

NOTES

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business as set out at item nos. 5 to 7 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 CARRYING VOTING RIGHTS. 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) to transact the business as set out in the notice through such voting. Information and instructions relating to e-voting are given at point no. 20 of this notice.
5. In terms of Section 152 of the Companies Act, 2013 Shri Rakesh Kumar Arora (DIN: 02772248), Director, retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment. Details of Director seeking appointment or re-appointment as required to be provided pursuant to the provisions of (i) Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) para 1.2.5 of the Secretarial Standard on General Meetings (SS-2), issued by The Institute of Company Secretaries of India, is given under "Brief profile of Directors" under the chapter 'Corporate Governance' in Annual Report 2018-19.
6. Independent Directors are not liable to retire by rotation as per provisions of Section 149 of the Companies Act, 2013.
7. 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 of India (CAG) and in terms of Section 142 of the Companies Act, 2013, remuneration of the Statutory Auditors shall be fixed by the company in a General Meeting or in such manner as the company in a General Meeting may determine.

Accordingly, the members are requested to authorize the Board of Directors of the Company to fix the remuneration and reimbursement of travelling and out of pocket expenses of the Statutory Auditors to be appointed by the Comptroller and Auditor General of India for the financial year 2019-20.

8. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in demat form w.e.f. April 1, 2019. In view of the above, Members are advised to dematerialize the shares held in physical form.
9. The Register of Members and Share Transfer Books of the Company will remain closed from 15th September, 2019 to 25th September, 2019 (both days inclusive), for determining the names of the members eligible for final dividend on equity shares, if declared at the AGM.
10. In terms of Dividend Distribution Policy and DPE Guidelines, your Board of Directors in its 610th meeting held on 24th May, 2019 recommended a final dividend @ ₹ 0.15/- (1.5%) per equity share 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 shareholders:
 - a) whose names appear as beneficial owners as at the end of the business hours on 14th September, 2019 in the list of beneficial owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic mode and
 - b) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transmission/transposition in physical form lodged with the Company on or before 14th September, 2019.

Your Company has already paid an interim dividend of ₹ 0.675 per equity share having face value of ₹ 10/- each totaling to ₹ 135.13 crore (excluding dividend distribution tax of ₹ 27.77 crore) for the financial year 2018-19, which was approved by the Board in its meeting held on 12th March, 2019 and paid on 25th March, 2019.

11. 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.

Members, holding shares in physical form, who have not furnished their bank details, are requested to submit the same to the Registrar & Transfer Agents enabling company for speedy remittance of dividend and other cash benefits, if any, etc., through electronic mode. Further, in case of any change in the bank details furnished to the depository participant/RTA, members are requested to update the same immediately.

12. 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. Members holding share in physical form are requested to submit their PAN to the Company or RTA.
13. Non-Resident Indian shareholder(s) are requested to inform RTA, immediately in respect of change in their residential status on return to India for permanent settlement and 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.
14. 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 / RTA;
- f) Members holding more than one share certificate in the same name or joint names in same order but under different ledger folios, are requested to apply for consolidation of such folios and send the relevant share certificates to the Registrar and Transfer Agents to enable them to consolidate all such holdings into one folio. A consolidated share certificate will be issued after making requisite changes;
- g) note that due to security reasons, briefcases, eatables and other belongings shall not be allowed inside the Auditorium; and
- h) no gifts coupons will be distributed at the Annual General Meeting.

15. Electronic copy of the Annual Report for the year 2018-19 and copy of the Notice of the 49th 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. Further, members who have not registered their email address, physical copies of the Annual Report alongwith aforementioned documents are being sent through permitted mode.

Members are also requested to immediately notify change in their addresses and/ 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.

To support the 'Green Initiatives', the members who have not registered their email address are requested to register the same with the Company's RTA/ DP for receiving all communication including Audited Financial Statements, Notices, Circulars etc., from the Company electronically.

16. In terms of Section 72 of the Companies Act, 2013, Members, holding shares in physical form, may avail the facility of nomination by making nomination in form No. SH-13 as prescribed in the Companies (Central Government's) General Rules and Forms, 2013. For cancellation or variation of Nomination, form SH-14 can be used. The form SH-13/ SH-14 duly filled in and completed in all respect is required to be submitted to the Registrar and Transfer Agents. Blank nomination form(s) are 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).

17. Members desirous of seeking any information/ clarification on any item(s) of business to be transacted at the meeting 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/ clarification sought can be made readily available at the time of Annual General Meeting.
18. Annual Report and notice of the 49th Annual General Meeting will also be available on the Company's Website i.e. www.hudco.org and websites of BSE Ltd., National Stock Exchange of India Ltd., and Central Depository Services (India) Limited and can be downloaded from there. Documents referred in the accompanying notice and explanatory statement thereto and all other Statutory Registers, are open for inspection by members, at the Registered Office of the Company during normal business hours on working days except Saturday, Sundays/ holidays;
19. M/s Alankit Assignments Limited are acting as the Registrar and Transfer Agents (RTA) for carrying out the Company's entire share related activities i.e., Transmission/ transposition/ dematerialization/ Rematerialization/ split/ consolidation of shares, change of address, bank mandate, filing of nomination, dividend payment and allied activities, etc.

Members are requested to make all future correspondence related to share and allied activities, etc., with RTA at the following address:

**M/s Alankit Assignments Limited,
Registrar and Share Transfer Agents (RTA),**
Alankit Heights, 3E/7,
Jhandewalan Extension,
New Delhi-110055,
Email-id: rta@alankit.com,
Ph.no-011-4254-1234/1954,
Fax-011-4254-1201/2001
Website: www.alankit.com

20. Voting Process:

A. Voting through electronic means:

- 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 49th Annual General Meeting by electronic means to be held on Wednesday, the 25th September, 2019 at 11:00 a.m. at Stein Auditorium, India Habitat Centre, Lodhi Road, New Delhi - 110003. 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 Central Depository Services (India) Limited (CDSL).
- II. The members who have casted 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 Sunday, the 22nd September, 2019 (9:00 a.m. IST) and ends on Tuesday, the 24th September, 2019 (5:00 p.m. IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, the 18th September, 2019 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL 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:
 - (i) The voting period begins on Sunday, the 22nd September, 2019 (9:00 a.m. IST) and ends on Tuesday, the 24th September, 2019 (5:00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., Wednesday, the 18th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
The shareholders should log on to the e-voting website www.evotingindia.com.
 - (ii) Click on Shareholders / Members
 - (iii) Now Enter your User ID
 - a. For CDSL i.e. 16 digits beneficiary ID,
 - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (iv) Next enter the Image Verification as displayed and Click on Login.
 - (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vi) 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"> 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. 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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **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.**
- (xviii) **Note for Non - Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com. And can contact Mr. Rakesh Dalvi Email id: helpdesk.evoting@cdslindia.com, Phone number: 1800225533.

B. Voting at the AGM

- V. Pursuant to the provisions of Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, the Company is also offering the facility for voting through Tablets at the AGM venue.
- VI. Members attending the AGM, who are entitled to vote and have not casted their vote by remote e-voting, may exercise their voting rights at the AGM venue through tablet voting. A member may attend the AGM even after exercising his/ her voting right through remote e-voting but shall not be allowed to cast their vote again at the AGM.

OTHER INSTRUCTIONS

- VII. Members may also update their 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 Wednesday, the 18th September, 2019.
 - 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. on 18th September, 2019 may follow the process as stated above.
 - 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.
21. Mr. Hemant Kumar Singh, Company Secretary (Membership No. FCS: 6033) and Partner M/s. Hemant Singh & Associates, Company Secretaries in practice has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 22. The Chairman, 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 "tab voting" for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility.
 23. The Scrutinizer shall after the conclusion of voting at the annual general meeting, 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.
 24. 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 CDSL 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.
 25. The resolutions listed in the Notice of the 49th AGM shall be deemed to be passed on the date of the AGM, subject to the receipt of the requisite number of votes in favour of the respective resolutions.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS UNDER ITEM NOS. 5 TO 7.**Item No. 5**

Shri Muniappa Nagaraj (DIN: 05184848), was appointed as Director Corporate Planning by the President of India through the Administrative Ministry, i.e., Ministry of Housing and Urban Affairs, Government of India vide Order no. A-42012(12)/2/2017-AA-UD(E-9033193) dated 28th December, 2018 with effect from 1st February, 2019, being the date of assumption of charge of the post of Director Corporate Planning as per terms of appointment and subsequently appointed as an Additional Director in compliance of Section 161 of the Companies Act, 2013 and Articles of Association of the Company. As per Section 161 of the Act, an additional director shall hold office upto the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier.

The Company is required to receive a notice in writing from the candidate himself or from a shareholder along with security deposit, not less than fourteen days before the meeting, proposing the candidature of Shri Nagaraj for the office of Director Corporate Planning of the Company on the same terms and conditions as approved by the President of India. Shri Nagaraj, if appointed, will be liable to retire by rotation.

Shri Nagaraj, aged 51 years has around 28 years of experience. He is a qualified Cost Accountant and Company Secretary and is also a certified Banker having qualification of CAIIB. He holds Post Graduate degree in Management i.e., MBA with Specialisation in Finance. He has varied experience in multitude of sectors such as Housing Infrastructure Finance, Skill Development & Micro Finance in Social Sector, and International Trading. He has strong fundamentals in Managerial Capabilities and e-governance for corporate sector.

Prior to joining HUDCO, he was Chairman-cum-Managing Director of PEC Limited (formerly Projects and Equipment's Corporation of India Limited) under the Ministry of Commerce and Industry. He was also Managing Director in National Safai Karmacharis Finance and Development Corporation (NSKFDC) under the aegis of Ministry of Social Justice and Empowerment. Before that, he was Director in IIFCL Projects Limited (a group company of India infrastructure Finance Corporation Limited) and also General Manager in IIFCL under Ministry of Finance, handling the portfolios of Project Finance especially Take-out Finance Scheme of IIFCL, Board Secretariat, Vigilance Activities, Business Development, etc.

The Board recommends the resolution as set out at item no. 5 of the notice for approval of the members.

Shri Nagaraj is not holding directorship and membership of Committees of the Board in other Companies. Further, he has no inter-se relationship with the other directors in HUDCO. None of the Directors/ Key Managerial Personnel of the Company/ their relative is in any way concerned or interested financially or otherwise in the proposed resolution except Shri Nagaraj.

Item No. 6

Shri Shyam Sunder Dubey (DIN: 06601151), was appointed as Part time Official (Government Nominee) Director on the Board of the Company by the President of India through the Administrative Ministry, i.e., Ministry of Housing and Urban Affairs, Government of India vide office order F.No. A-42012(12)/39/2017-AA(E-9026701) dated 8th August, 2019 and subsequently appointed as an Additional Director in compliance of Section 161 of the Companies Act, 2013 and Articles of Association of the Company. As per Section 161 of the Act, an additional director shall hold office upto the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier.

The Company is required to receive a notice in writing from the candidate himself or from a shareholder along with security deposit, not less than fourteen days before the meeting, proposing the candidature of Shri Dubey for the office of Director of the Company on the same terms and conditions as approved by the President of India. Shri Dubey, if appointed, will be liable to retire by rotation.

Shri Dubey, ICAS, who is about 54 years of age, is B.Sc. (Biology), M.Sc. (Psychology), M.Phil. in Strategic affairs and national security as part of long-term training from National Defence College and holds Post Graduate Diploma in International Business from Indian Institute of Foreign Trade, New Delhi. He has around 30 years of rich, varied and multi-disciplinary experience in the field of Public Financial management, Programme/Project Management of managing Govt's welfare schemes, i.e., PDS, Accounting, Performance and Efficiency Audit of schemes, Budgeting, Public Expenditure Management and Procurement.

In the past, Shri Dubey served in various important position with different Ministries like Financial Adviser, Bank Note Press, Ministry of Finance, Deputy Secretary in Ministry of Food, Consumer Affairs and Public Distribution, Head, Procurement and Logistics, UN World Food Programme, Chief Controller of Accounts, Department of Industrial Policy and Promotion and also in Ministry of Housing and Urban Affairs.

Presently, Shri Dubey is serving as a Joint Secretary and Financial Advisor in the Ministry of Housing and Urban Affairs, Government of India

The Board recommends the resolution as set out at item no. 6 of the notice for approval of the members.

Shri Dubey is holding directorship in NBCC (India) Limited (a listed company), Kolkata Metro Rail Corporation Limited, Mumbai Metro Rail Corporation Limited, Maharashtra Metro Rail Corporation Limited, Gujarat Metro Rail Corporation Limited, Lucknow Metro Rail Corporation Limited, Noida Metro Rail Corporation Limited and Hindustan Prefab Limited as Nominee Director.

Further, he has no inter-se relationship with the other directors in HUDCO. None of the Directors/ Key Managerial Personnel of the Company/ their relative is in any way concerned or interested financially or otherwise in the proposed resolution except Shri Dubey.

Item No. 7

In order to meet the resource/funds requirements during one year from passing of this special resolution, the Board of Directors have proposed issue of unsecured/ secured non-convertible bonds/ debentures on private placement basis upto a maximum of ₹ 35000 crore 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/bonds", it shall be sufficient, if the company passes a special resolution only once in a year for all the offers or invitations for such debentures/bonds during the year.

Accordingly, it is proposed to pass a special resolution to enable the company to raise funds upto a maximum of ₹ 35,000 crore 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 on private placement basis in domestic and/or international markets, in one or more tranches/ combinations and including the exercise of a green-shoe option within the overall limit of ₹ 35,000 crore 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 do all such acts, deeds and things as may be deemed necessary, including but

not limited to determining 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/offering circular 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.

The Board recommends the special resolution as set out at item no. 7 of the notice for approval of the members.

By order of the Board of Directors

Place : New Delhi
Dated : 19th August, 2019

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, 24648420 **Fax:** 011-24625308

Web: www.hudco.org **Email:** cswhudco@hudco.org

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.					or failing him
3.					

as my/our Proxy to attend and vote for me /us and on my / our behalf at the 49th Annual General Meeting of the Company, to be held on Wednesday, 25th September, 2019 at 11:00 a.m. at Stein Auditorium, India Habitat Centre, Lodhi Road, New Delhi 110003, and at any adjournment thereof, in respect of such resolutions as are indicated below:

Sl. No.	Resolution(s)	Assent	Dissent
Ordinary Business			
1.	Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31 st March, 2019, along with Director's Report, Independent Auditors Report and comments thereupon of the Comptroller and Auditor General of India.		
2.	To approve declaration of final dividend @ 1.5% (Rs. 0.15/- per equity share) on paid-up equity share capital and to confirm the payment of interim dividend for the financial year ended 31 st March, 2019.		
3.	Reappointment of Shri Rakesh Kumar Arora (DIN: 02772248), Director (Finance), who retires by rotation.		
4.	Fixation of remuneration of Statutory Auditors.		
Special Business			
5.	To appoint Shri Muniappa Nagaraj (DIN: 05184848) Director (Corporate Planning) on the terms and conditions as earlier approved by the President of India.		
6.	To appoint Shri Shyam Sunder Dubey (DIN: 06601151) Part-time Official (Government Nominee) Director on the terms and conditions as earlier approved by the President of India.		
7.	To borrow funds not exceeding ₹ 35000 crore by way of issue of bonds/debentures, etc., on private placement basis.		

Signed this _____ day of _____, 2019

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

Affix
Revenue
Stamp of
₹ 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 RTA/ 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		
EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD/PIN

Note: Please read instructions carefully given in the notice, before voting electronically.

HOUSING AND URBAN DEVELOPMENT CORPORATION LIMITED
CIN: L74899DL1970GOI005276
Regd. office: HUDCO Bhawan, India Habitat Centre, Lodhi Road, New Delhi- 110003

Tel: 011-24649610-23, 24648420 **Fax:** 011-24625308

Web: www.hudco.org Email: cswhudco@hudco.org

ATTENDANCE SLIP

49th Annual General Meeting to be held on Wednesday, 25th September, 2019 at 11.00 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 49th Annual General Meeting of the Company held on Wednesday, 25th September, 2019 at Stein Auditorium, India Habitat Centre, Lodhi Road, New Delhi, 110003.

Signature of Member/Proxy

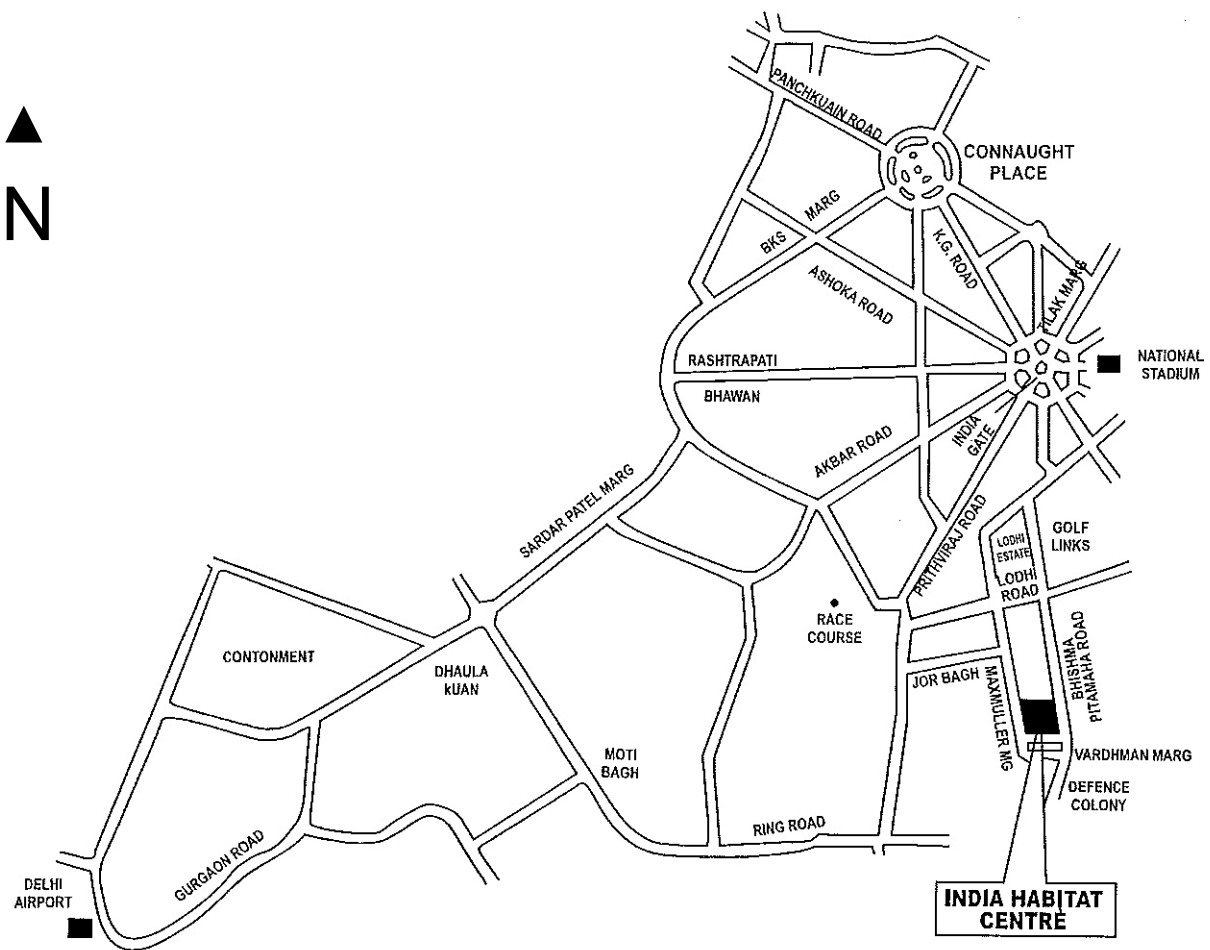
NOTES:

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 49th AGM

Date & Time: Wednesday, 25th September, 2019 at 11:00 a.m.

Venue: "The Stein Auditorium" India Habitat Centre, Lodhi Road, New Delhi-110003



- Entry to AGM Venue is from Gate No. 3 of India Habitat Centre.