

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

आई. एस. ओ. 9001:2008 प्रमाणित कम्पनी

AN ISO 9001 : 2008 CERTIFIED COMPANY

HUDCO/CS/AGM/SE/2018

20th August, 2018

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 48th Annual General Meeting (AGM), Closure of Register of Members and Share Transfer Books and Cut-off date and period for e-voting.

Dear Sir/ Ma'am

This is to inform you that the 48th Annual General Meeting (AGM) of Housing and Urban Development Corporation Limited (HUDCO) is scheduled to be held on Tuesday, the 25th September, 2018 at 4.00 p.m. at The 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 48th AGM of the Company.

The Company has fixed the following date(s) in connection with the ensuing 48th Annual General Meeting (AGM).

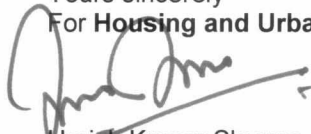
Provisions	Relevant dates
Closure of Register of Members and Share Transfer Books of the Company. (Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (LODR) Regulations, 2015)	From Monday, 17th September, 2018 to Tuesday, 25th September, 2018 (both days inclusive)
The cut-off date for the 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: Tuesday, 18th September, 2018 Remote e-voting period: Commences on: Saturday, 22nd September, 2018 (9.00 a.m.) Ends on: Monday, 24th September, 2018 (5.00 p.m.)

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



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

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 48th Annual General Meeting of Housing and Urban Development Corporation Limited (HUDCO) will be held on Tuesday, the 25th September, 2018 at 4:00 p.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, 2018, along with Directors' Report, Independent Auditor's Report and comments thereupon of the Comptroller & Auditor General of India.
2. To confirm interim dividend as total dividend for the financial year 2017-18.
3. To appoint a Director in place of Smt. Jhanja Tripathy (DIN: 06859312), Part time Official Government Director who retires by rotation at this Annual General Meeting 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 & Auditor General of India under section 139(5) of the Companies Act, 2013 for the financial year 2018-19.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution(s) 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 Associations of the Company, Shri Amrit Abhijat (DIN: 03022727), who was appointed as Part-time Official Government Director by the President of India through the Administrative Ministry i.e. Ministry of Housing and Urban Affairs vide Office Order no. 42021/39/2017-AA (E-9026701) dated 1st June, 2018 with effect from 1st June, 2018 and subsequently appointed as an Additional Director in terms 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 Amrit Abhijat for the office of Director of the Company be and is hereby appointed as Director of the Company liable to retire by rotation on the terms & conditions determined by the President of India."
6. To consider and if thought fit, to pass, with or without modification(s), the following resolution(s) 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 ₹ 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 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 ₹ 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 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

Date : 20th August, 2018

NOTES

1. An Explanatory Statement pursuant to section 102 of the Companies Act, in respect of Special Business as set out at item no. 5 and 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. 22 of this notice**;
5. As required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief profile of Smt. Jhanja Tripathy (DIN: 06859312), Director retiring by rotation and seeking re-appointment under item no. 3 and of Shri Amrit Abhijat (DIN: 03022727), Director seeking appointment under item no. 5 of the notice on the same terms and conditions as earlier approved by the President of India is as under:

Jhanja Tripathy, IRAS, aged 58 years, is a Part-time Official Government Director of your Company. She has been associated with your Company since May 3, 2014. She holds a Post Graduate Diploma in Industrial Relations and Personnel Management and a Master's degree in Psychology.

Smt. Jhanja Tripathy has over 32 years of experience in finance, vigilance and administrative functions. She has in the past held various positions with various Ministries of the Government of India. Presently, she is serving as Joint Secretary and Financial Advisor with the Ministry of Housing and Urban Affairs (MoHUA), Government of India.

She does not have any relationship with other director's inter-se; Key Managerial Personnel and their immediate relatives. Further, she does not hold any shares in the Company.

She is on the Board of NBCC (India) Limited, a listed Company and is a member of the Audit Committee and Corporate Social Responsibility Committee with NBCC (India) Limited.

Amrit Abhijat, IAS, aged 50 is a Part-time Official Government Director of your Company. He has been associated with your Company since 1st June, 2018. He holds a Post-graduation degree in History from Kirori Mal College, Delhi University, Master's degrees in Developmental Studies from the University of Sussex, UK. He has also done Courses, in Environmental law and Rural Development amongst others.

He has over 23 years of experience in administrative functions. He served in various capacities, like Secretary in the Ministries of Home, Information, Technical Education, Tourism and Agri-marketing in the Government of Uttar Pradesh. Shri Abhijat taught for a brief period in the Khalsa College, Delhi University. Presently, Shri Abhijat is serving as Joint Secretary and Mission Director, Ministry of Housing and Urban Affairs (MoHUA), Government of India, looking after the ambitious scheme of Housing for All/ Pradhan Mantri Awas Yojna (Urban).

He does not have any relationship with other director's inter-se; Key Managerial Personnel and their immediate relatives. Further, he does not hold any shares in the Company. He does not hold directorship in any listed company;

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 Comptroller and Auditor General of India (C&AG) vide their letter dated 24th July, 2018, has appointed M/s Prem Gupta & Co, Chartered Accountants, New Delhi as Statutory Auditors of your Company for the financial year 2018-19. 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 duly appointed by the Comptroller and Auditor General of India for the financial year 2018-19;
8. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, the 17th September, 2018 to Tuesday, the 25th September, 2018 (both days inclusive);
9. In terms of Dividend Distribution Policy and DPE Guidelines, your Company has paid an interim dividend of ₹ 0.55 per equity share having face value of Rs. 10/- each totaling to ₹ 110.10 crore (excluding dividend distribution tax of ₹ 22.42 crore) for the financial year 2017-18, which was approved by the Board in its meeting held on 28th February, 2018 and paid on 14th March, 2018.

There being no surplus available in the financial year 2017-18, after the payment of interim dividend and appropriations, hence, your Directors have not recommended any final dividend for the financial year ended 31st March, 2018; hence, the interim dividend of ₹ 110.10 crore excluding dividend distribution tax of ₹ 22.42 crore paid during the year 2017-18, shall be the total payout on account of dividend for the year;

10. ***Securities and Exchange Board of India vide Gazette Notification dated 8th June, 2018, has mandated that with effect from 5th December, 2018, transfer of securities would be carried out in dematerialized form only except in case of transmission or transposition of securities, hence, Company will not entertain any request of transfer of securities in physical form received after 4th December, 2018. Accordingly, all security holders holding securities of the company in physical form are advised to get their holding dematerialized before the due date by opening of demat account with any of the Depository Participant registered with Securities and Exchange Board of India. ISIN of the Company is - INE031A01017 for information of the shareholders;***
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 remittance of dividend and other cash benefits, if any, etc., through electronic mode;
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.

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;

13. 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;
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 / R&TA;
 - f) note that due to security reasons, briefcases, eatables and other belongings shall not be allowed inside the Auditorium; and
 - g) no gifts/ coupons will be distributed at the Annual General Meeting;
15. Electronic copy of the Annual Report for the year 2018 and copy of the Notice of the 48th 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 Participants(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 year 2018 and copy of the Notice of the 48th 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;

16. The Company has paid the Annual Listing Fee for the year 2018-19 to the Stock Exchanges namely BSE Limited and National Stock Exchange of India Limited, where shares of the Company are listed;
17. 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. The form SH-13 duly filled in and completed in all respect is required to be submitted to the Registrar and Transfer Agents. 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);
18. Members desirous of seeking any information/ clarification 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/ clarification sought can be made readily available at the time of Annual General Meeting;
19. 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;
20. Annual Report and notice of the 48th 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
21. 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,
Registrar and Share Transfer Agents (RTA),**
3E/7, Jhandewalan Extension,
New Delhi - 110055,
Email Id- rta@alankit.com,
Contact No. 011-4254-1234/2354-1234,
Fax No. 011-4154-3474

22. 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 48th Annual General Meeting by electronic means to be held on Tuesday, the 25th September, 2018 at 4:00 p.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 NSDL.
- 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 22nd September, 2018 (9:00 a.m.) and ends on 24th September, 2018 (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 of 18th September, 2018 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 Participant(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) Your User ID details will be as per details given below:
 - a) For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
 - (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 to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990 of e-voting support desk of National Securities Depository Limited (www.nsdl.co.in).
- 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.
- A) 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.).
- B) If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - i. 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.
 - ii. “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - iii. 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. 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 18th September, 2018
- 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. of 18th September, 2018 may obtain the login ID and password by sending a request at evoting@nsdl.co.in OR rt@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, 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

Shri Amrit Abhijat (DIN: 03022727), who was appointed as Part-time Official Government Director by the President of India through the Administrative Ministry i.e. Ministry of Housing and Urban Affairs vide Office Order no. 42021/39/2017-AA (E-9026701) dated 1st June, 2018 with effect from 1st June, 2018 and subsequently appointed as an Additional Director in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company. The Company has received a notice in writing from a shareholder proposing the candidature of Shri Amrit Abhijat for the office of Director of the Company. Shri Abhijat, if appointed, will be liable to retire by rotation on the terms & conditions determined by the President of India.

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

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 Amrit Abhijat.

Item No. 6

The Company has obtained the approval of the shareholders by way of special resolution on 20th May, 2018 through the process of postal ballot as per provisions of the Companies Act, 2013 for:

raising funds upto a maximum of ₹ 40,000 crore during a period of one year from the date of this resolution by way of issue 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 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.

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, the approval obtained from the shareholders through postal ballot on 20th May, 2018, for the purpose of raising funds by way of issue of 'non-convertible debentures' on private placement basis, is valid only till 19th May, 2019. Thereafter, if the company wishes to raise the funds through issue of 'non-convertible debentures' on private placement basis has to again seek approval of the shareholders.

As per Companies Act, 2013, the Company is required to hold its annual general meeting within the period of 6 months from the date of closing of the financial year i.e. upto 30th September, 2018 and the meeting is generally held in the month of August/ September of every year.

In view of above, to enable the Company to raise the funds during the intermediary period i.e. from 20th May, 2019 till the date of next Annual General Meeting, it is proposed to sought the approval of the shareholders by way of special resolution for raising of funds, as explained in detail, in the resolution as set out at item no. 6. On approval of above resolution, the earlier resolution passed through postal ballot process on 20th May, 2018 shall stand substituted with the shareholders approval now being sought.

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

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.

By order of the Board of Directors

Place : New Delhi
Date : 20th August, 2018

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 (on a poll) for me /us and on my / our behalf at the 48th Annual General Meeting of the Company, to be held on Tuesday, 25th September, 2018 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, 2018, along with Directors' Report, Independent Auditors Report and comments thereupon of the Comptroller & Auditor General of India.		
2.	To confirm interim dividend as total dividend for the financial year 2017-18.		
3.	Reappointment of Smt. Jhanja Tripathy (DIN - 06859312), Part Time Official Government Director, who retires by rotation.		
4.	Fixation of remuneration of Statutory Auditors.		
Special Business			
5.	To appoint Shri Amrit Abhijat (Din: 03022727) Part time Official Government Director as a Director on the terms and conditions as earlier approved by the President of India.		
6.	To Borrow funds not exceeding ₹ 40,000 crore by way of issue of bonds/ debentures, etc., on private placement basis.		

Signed this _____ day of September, 2018

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 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
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

48th Annual General Meeting to be held on Tuesday, 25th September, 2018 at 4:00 p.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 48th Annual General Meeting of the Company held on Tuesday, 25th September, 2018 at Stein Auditorium, India Habitat Centre, Lodhi Road, New Delhi, 110003.

Signature of Member/Proxy

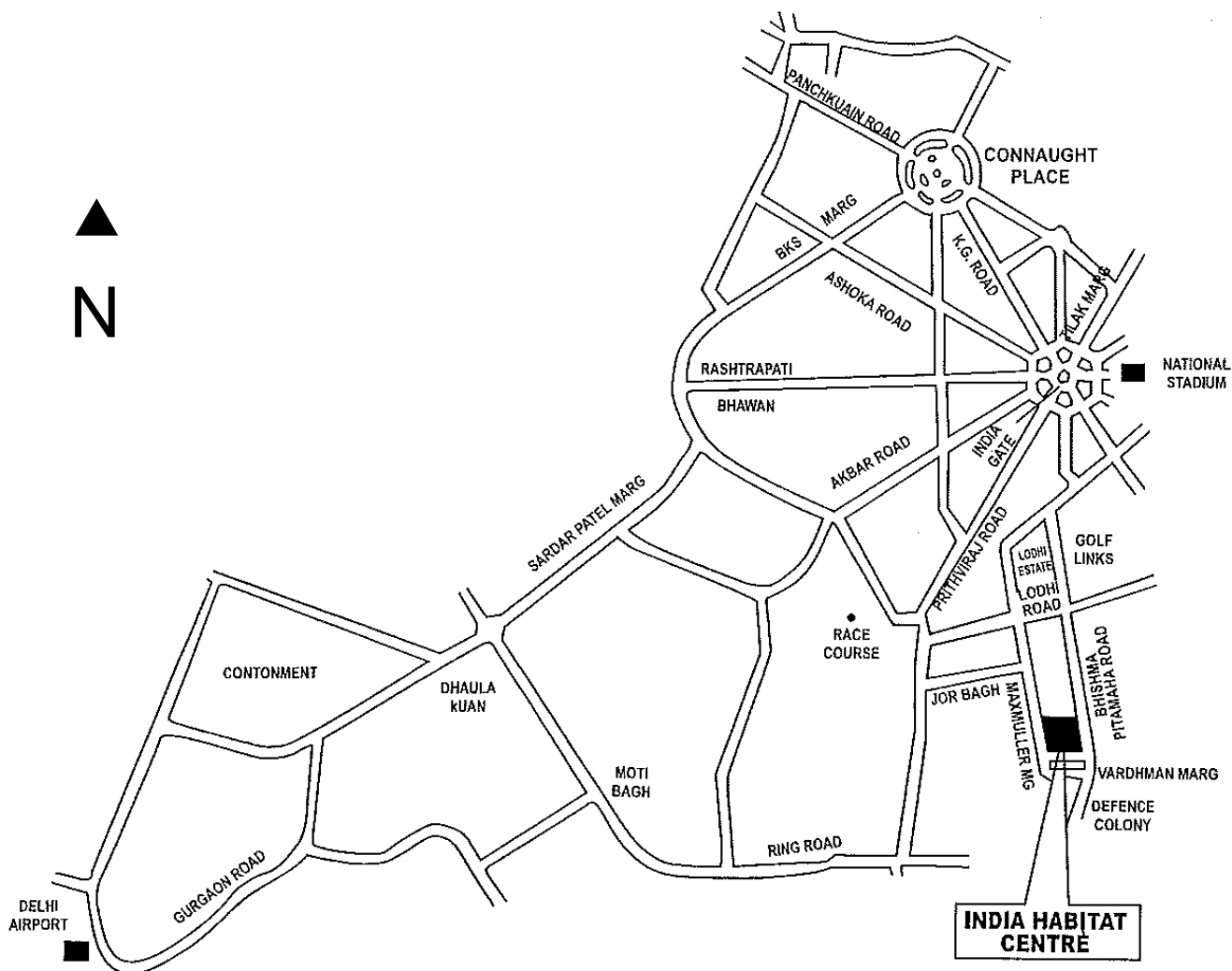
NOTES:

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 48th AGM

Date & Time: Tuesday, 25th September, 2018 at 4:00 p.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.