Notice is hereby given that the 52nd Annual General Meeting (AGM) of Housing and Urban Development Corporation Limited (HUDCO) will be held on Monday, the 26th September, 2022 at 12 noon (IST) at HUDCO Bhawan, India Habitat Centre, Lodhi Road, New Delhi – 110003 through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) facility to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31st March, 2022, along with Directors’ Report, Independent Auditor’s Report and comments thereupon of the Comptroller and Auditor General of India.

2. To declare final dividend @ 27.50% (`2.75/- per equity share) on the paid-up equity share capital of the Company for the financial year ended 31st March, 2022 as recommended by the Board and to confirm the payment of interim dividend @ 7.50% (`0.75/- per equity share) already paid in the month of March, 2022.

3. To appoint a Director in place of Shri Shyam Sunder Dubey (DIN: 06601151) 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 appoint a Director in place of Shri D. Guhan (DIN: 06757569) 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.

5. To authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditors of the Company for the financial year 2022-23.

AS SPECIAL BUSINESS

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

“RESOLVED THAT

(i) 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, NHB/RBI directions on Issuance of Non-convertible bonds/debentures on private placement basis 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 ₹ 22,000 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 ₹ 22,000 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.

(ii) 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 terms and conditions of issue of Bonds, etc., required to be included in the private placement offer letter/offer document/issuing circular and any other regulatory requirement for the time being in force.

(iii) 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 up to 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.”

NOTES

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business as set out at item no. 6 of the agenda to be transacted at the AGM is annexed hereto;

2. Pursuant to circular no. 2/2022 dated 5th May, 2022 read together with general circular(s) no. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, read with other relevant circulars issued by the Ministry of Corporate Affairs, Government of India from time to time (collectively referred to as ‘MCA circulars’) and circular no. SEBI/HO/CFD/CMD2/CR/P/2022/62 dated 13th May, 2022 read with other relevant circulars issued by the Securities and Exchange Board of India (collectively referred to as ‘SEBI circulars’) from time to time and in compliance with the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, i.e., SEBI (LODR), this AGM will be held through Video Conferencing (‘VC’) or Other Audio Visual Means (‘OAVM’), without the physical presence of the members at a common venue.

The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company, at HUDCO Bhawan, India Habitat Centre, Lodhi Road, New Delhi – 110003, which shall be deemed venue of the AGM. As the meeting will be held through VC/OAVM, hence, route map of the venue of the meeting is not annexed hereto;


4. Pursuant to Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India and/or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting. Institutional/Corporate members of the Company are encouraged to attend the AGM through VC/OAVM. Institutional/Corporate members intending to appoint authorised representative to attend and vote on their behalf at the AGM are required to send a scanned certified copy (PDF/JPG format) of its Board or Governing body resolution/Authorisation letter, etc., authorizing its representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting at least 48 hours before the AGM. The said resolution/authorization letter shall be sent to the scrutinizer by e-mail through its registered e-mail address to hemantsinghcs@gmail.com;

5. In case of joint holders attending the meeting, only such joint holder whose name appears first in the order of names in the Register of Members of the Company/list of Beneficial Owners as provided by National Securities Depository Limited (‘NSDL’)/Central Depository Services (India) Limited (‘CDSL’) (collectively referred to as ‘Depositories’) in respect of such joint holding, will be entitled to vote;
6. Pursuant to SEBI/MCA circular(s), copy of the 52nd Annual Report for the year 2021-22 along with notice of AGM containing the process and manner of remote e-voting, instruction for members for e-voting on the day of the AGM and for attending the AGM through VC/OAVM are being sent to all the members through electronic mode whose email addresses are registered with their Depository Participants (DP) and/or Registrar & Transfer Agents (RTA) for communication purposes. The company shall send the physical copy of the Annual Report for the financial year 2021-22 only to those member who specifically request for the same at cswhudco@hudco.org. The Annual Report along with notice of the AGM has been uploaded on the website of the Company at www.hudco.org.in and may also be accessed from the websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and from the website of CDSL (agency appointed for providing the Remote e-voting facility and e-voting system during the AGM), i.e., www.evotingindia.com

7. Members who would like to express their views/ask questions during the AGM, may register themselves as a speaker by sending their request from their registered email address mentioning their name, Demat Account / folio number, email id, mobile number at investors.agm@hudco.org, not later than 5:00 p.m., 20th September, 2022.

Only those members who have registered themselves as Speaker will be allowed to express their views/ask questions during the AGM, once the floor is open for shareholders queries. The Company reserves the right to limit the number of Speakers and number of questions depending on the availability of time at the AGM.

Further, the members desirous of seeking any information/clarification on any item(s) of business to be transacted at the meeting are requested to send their queries at investors.agm@hudco.org at least ten days prior to the date of the AGM, so that the information required/clarification sought can be made readily available at the time of AGM;

8. In terms of Dividend Distribution Policy and DPE Guidelines, the Board of Directors has recommended a final dividend @ ₹ 2.75/- (27.50 %) per equity share of the face value of ₹ 10/- each for approval of the shareholders in the AGM. On approval/declaration at the AGM, payment of dividend will be made subject to deduction of tax at source, to the eligible members, whose names appear as beneficial owner/member as at the end of the business hours on the Friday, the 16th September, 2022, being the record date.

In addition to the final dividend as recommended above, the Board has already paid an interim dividend of ₹ 0.75/- (7.50%) per equity share having face value of ₹ 10/- each, in the month of March, 2022.

On approval by the shareholders, the total dividend for the financial year 2021-22 will be ₹ 3.50/- (35.00%) per equity share with total dividend payout of ₹ 700.66 crore;

9. Members may further note that the Income Tax Act, 1961, (‘the IT Act’) as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after 1st April, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. The applicable Tax Deduction at Source (TDS) provisions under the Income Tax Act applicable for Resident and Non-Resident Shareholders are as under:

A. For Resident Shareholders : taxes shall be deducted at source under Section 194 of the IT Act as follows -

<table>
<thead>
<tr>
<th>Condition</th>
<th>Rate of TDS</th>
</tr>
</thead>
<tbody>
<tr>
<td>In case valid PAN is provided/ available/ registered</td>
<td>10% or as notified by the Government of India</td>
</tr>
<tr>
<td>In case valid PAN is not provided/ not available/ registered</td>
<td>20% or as notified by the Government of India</td>
</tr>
<tr>
<td>Shareholders who have been classified as ‘Specified Person’ under Section 206AB of the Income Tax Act, 1961</td>
<td>20%, i.e., twice the applicable rate on the amount of dividend payable or as notified by the Government of India</td>
</tr>
<tr>
<td>Members submitting lower/ NIL tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act</td>
<td>Rate specified in the certificate</td>
</tr>
</tbody>
</table>

Shareholders who are yet to furnish their PAN to their respective Depository Participant/ RTA are therefore requested to do so immediately.

Deduction of TDS for ‘Specified person’

TDS will be deducted @ 20%, i.e., at twice the applicable rate on the amount of dividend payable to the resident shareholders who has:
(i) not filed with the Income Tax Authorities his return of income for the previous two financial years, for which the
time limit of filing of return of income under section 139(1) of the Income-tax Act, 1961 has expired; and
(ii) been subject to tax deduction /collection at source aggregating to ₹ 50,000/- or more in the aforesaid previous
years.

The Central Board of Direct Taxes (CBDT) has prescribed the functionality for determining whether a person
fulfils the conditions of being a ‘Specified Person’ or not. Accordingly, the Company will verify from the above
functionality provided by CBDT whether any shareholder of the Company qualifies as a ‘Specified Person’ prior
to applying the relevant TDS rates.

**No tax shall be deducted on the dividend payable to:**

a) **Resident Individual Shareholder, if:**

   (i) the amount of total dividend payable by the Company during financial year 2022-23 does not exceed, in the
aggregate, ₹ 5,000/-; and

   (ii) In cases where the Shareholder provide Form 15G (Form 15H for individuals aged 60 years or more) subject
to conditions specified in the IT Act. PAN is mandatory for members providing Form 15G / 15H or any other
document as mentioned above.

b) **Insurance Companies, Mutual Funds, Alternative Investment Fund, New Pension System Trust, Corporation
established by or under a Central Act and Other Non-individual shareholders, where documents complete in all
respect are received by the company for them, brief of the document required are as under.**

<table>
<thead>
<tr>
<th>Category of shareholder</th>
<th>Documents required</th>
</tr>
</thead>
<tbody>
<tr>
<td>Insurance companies</td>
<td>Self-declaration that they are beneficial owners of shares held along with self-attested copy of registration certificate and PAN.</td>
</tr>
<tr>
<td>Mutual Funds</td>
<td>Self-declaration that they are governed by the provisions of section 10(23D) of the Income Tax Act, 1961, along with self-attested copy of PAN and SEBI registration certificate.</td>
</tr>
<tr>
<td>Alternative Investment Fund (AIF) established/ incorporated in India</td>
<td>A self-declaration that its income is exempt under section 10(23FBA) of the Income Tax Act, 1961 and they are established and governed as category I or category II AIF under the SEBI regulations along with self-attested copy of the PAN and SEBI registration certificate.</td>
</tr>
<tr>
<td>New Pension System Trust</td>
<td>A self-declaration that they are governed by the provisions of section 10(44) [subsection 1E to section 197A] of the Act along with self-attested copy of the PAN and registration certificate.</td>
</tr>
<tr>
<td>Corporation established by or under a Central Act</td>
<td>Documentary evidence that the Corporation is covered under section 196 of the Act and along with self-attested copy of the PAN and registration certificate.</td>
</tr>
<tr>
<td>Other Non-individual resident shareholders</td>
<td>Documentary evidence along with an attested copy of the PAN of shareholders who are exempted from deduction of tax under section 194 of the IT Act and categories who are covered under section 196 of the Income Tax Act.</td>
</tr>
</tbody>
</table>

**For Non-Resident Shareholders:** TDS shall be at the rate of 20% (plus applicable surcharge and cess) or the Tax
Treaty Rate, whichever is lower or as notified by the Government of India, on the amount of dividend payable to
Foreign Portfolio Investors, Foreign Institutional Investors and other Non-resident shareholders.

For availing the benefit of Tax Treaty Rate, non-resident shareholders will have to provide the following documents
complete in all respect to the Company:

- Self-attested copy of the valid PAN card allotted by the Indian Income Tax authorities;
- Self-attested copy of the Tax Residency Certificate (TRC) covering the financial year 2022-23 issued by the tax
authorities of the country of which the shareholder is resident;
- Self-declaration in prescribed Form 10F, for the financial year 2022-23, duly filled in and signed, if all the details
required in this form are not mentioned in TRC;
- Self-declaration by the non-resident shareholder of having no permanent establishment in India in accordance
with the applicable tax treaty of financial year 2022-23;
• Self-declaration of beneficial ownership of financial year 2022-23 by the non-resident shareholder;
• Self-declaration that the non-resident shareholder is eligible to claim the benefit of the respective Tax Treaty in the financial year 2022-23; and
• Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member.

The Company is not obligated to apply beneficial tax treaty rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial rate of tax treaty for the purpose of withholding taxes shall depend upon completeness and satisfactory review by the Company of the documents submitted by the non-resident shareholder.

The non-resident who does not have the permanent establishment is excluded from the scope of a specified person.

The Shareholders are requested to submit the requisite documents, for claiming exemption at nil/concessional rate of tax, as mentioned above, to the company at dividend.tax@hudco.org only, on or before, 18th September, 2022. No communication on tax determination/deduction shall be entertained after 18th September, 2022.

Documents submitted for claiming deduction of tax at nil/concessional rate of tax, for the interim dividend, 2021-22 will not be considered for final dividend. Fresh documents and forms will be required to be submitted for availing such benefits.

The Company reserves its right to recover any demand raised subsequently on the Company for providing wrong/inadequate information for claiming exemption from deduction of tax at nil/concessional rates.

In the event the dividend income as on the record date, i.e., 16th September, 2022, is assessable to tax in the hands of a person other than the registered shareholder (viz., the shares are held by a clearing member, broker, etc., on behalf of the actual beneficial owner), such registered shareholder (i.e., the said clearing member, broker, etc.,) is required to furnish to the Company on or before 18th September, 2022, a declaration containing the name, address, residential status and PAN of the actual beneficial owner to whom TDS credit is to be given, and reasons for giving credit to such person. No request in this regard will be considered by the Company after 18th September, 2022.

The TDS Certificate, if applicable, will be e-mailed to your registered e-mail address in due course of time, post payment of the aforesaid dividend.

10. In terms of Section 152 of the Companies Act, 2013, Shri Shyam Sunder Dubey (DIN: 06601151), Non-official (Government) Director and Shri D. Guhan (DIN: 06757569), Director (Finance) retire by rotation at this AGM and being eligible, offers themselves for re-appointment.

Detail of Director(s) seeking re-appointment as required to be provided pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and 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 Report' in Annual Report;

11. 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, it is proposed that the members may 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.

12. 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 DP/RTA 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/RTA, so that no ECS rejection takes place;

13. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, registering of nomination and power of attorney, Bank mandate as on date details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP in case shares are held in electronic form and to the RTA, in case shares are held in physical form;
14. SEBI vide its circular dated 3rd November, 2021, has reiterated that it is mandatory for all holders of physical securities to furnish their PAN as well as KYC to the RTA (Registrar and Share transfer Agent) of the Company in respect of all concerned folios and the folios wherein even any one of the PAN, Address with PIN Code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination by holders of physical securities are not available on or after 1st April, 2023, shall be frozen by the RTA. SEBI has introduced Form ISR-1 alongwith other relevant forms to lodge any request for registering PAN, KYC details or any change/updation thereof.

In terms of the aforesaid SEBI circular, effective from 1st January 2022, any service requests or complaints received from the member shall not processed by RTA till the aforesaid details/documents are provided to RTA.

Members may also note that SEBI vide its circular dated 25th January, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, members are advised to dematerialize the shares held by them in physical form. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4.

Relevant details and forms prescribed by SEBI in this regard including the mode of dispatch are available on the website of Company at https://www.hudco.org.in for information and use by the Shareholders. You are requested to update your particulars timely.

15. Members are requested to note:
   a) Non-Resident Indian shareholder(s) are requested to inform their DP/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 & number and address of the Bank with PIN Code, if not furnished earlier;
   b) As per 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 RTA. Blank nomination form(s) are available on the company’s website, i.e., https://www.hudco.org.in. In case of shares held in dematerialized form, the nomination/change of address has to be lodged with the respective DP’s; and
   c) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

16. The Register of Directors, Key Managerial Personnel & their shareholding, Register of Contracts or Arrangements in which Directors are interested and other documents referred in the accompanying notice and explanatory statement thereto are available for inspection electronically by members, during the time of AGM;

17. M/s Alankit Assignments Limited, RTA, is looking after the entire share related activities, like - transmission/transposition/dematerialization/consolidation of shares, change of address, bank mandate, filing of nomination, dividend payment, etc. Members are requested to make all future correspondence related to share and allied matters relating thereto with RTA at the following address:

M/s Alankit Assignments Limited
Registrar and Share Transfer Agents (RTA),
Alankit Height,
4E/2, Jhandewalan Extension,
New Delhi-110055,
Email-id- rta@alankit.com,
Contact No. 011-4254-1234/2354-1234,
Fax No. 011-2355-2001
Website: www.alankit.com
18. Instruction for remote e-voting and attending the AGM through VC/OAVM.

1. 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 SEBI (LODR) Regulations, 2015, the Company is pleased to provide members, facility to exercise their right to vote on resolution(s) proposed to be considered at the 52nd AGM by electronic means to be held on Monday, 26th September, 2022 through VC/OAVM facility. 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);

2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first serve basis as per MCA circulars. This will not include large shareholders (i.e.,shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc., who may be allowed to attend the AGM without restriction on account of first come first served basis; and

3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining/reckoning the quorum under Section 103 of the Companies Act, 2013.

A. Instructions for shareholders attending the AGM through VC/OAVM

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through CDSL e-voting system. Shareholders may access at [https://www.evotingindia.com](https://www.evotingindia.com) under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where EVSN of Company, i.e., Housing and Urban Development Corporation Limited will be displayed;

2. Shareholders are encouraged to join the meeting through laptops/iPads for better experience. Further shareholders are requested to join the AGM with high-speed wired internet connectivity. This will prevents WiFi dropouts and speed issues; further, Shareholders will be required to allow camera and use internet with good speed to avoid any disturbance during the meeting and;

3. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

B. Instructions for shareholders for remote e-voting and e-voting during AGM

i. The remote e-voting period commences on, Thursday, the 22nd September, 2022 (9:00 a.m. IST) ends on Sunday, the 25th September, 2022 (5:00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Monday, the 19th September, 2022 (‘cut-off date’) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member is not be allowed to change it subsequently;

ii. The voting rights of members shall be in proportion to the paid up value of their shares in the equity capital of the Company as on the cut-off date, i.e., 19th September, 2022 and a person who is not a member on the cut-off date should treat this notice of AGM for information purpose only;

iii. The facility of e-voting will also be made available during the AGM and the Shareholders attending the AGM who have not casted their vote by remote e-voting and are not otherwise barred from doing so, shall be eligible to vote through e-voting system during the AGM. The shareholders who have voted/ casted their vote by remote e-voting may also attend the AGM but will not be allowed/entitled to cast their vote again.

Further, if any votes cast by the shareholders through e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting;

iv. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, on e-voting facility provided by listed companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.
In order to increase the efficiency of the voting process, all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants, are able to cast their vote without having to register again with e-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1**: Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding share in demat mode.

Pursuant to abovesaid SEBI circular, login method for e-voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

<table>
<thead>
<tr>
<th>Type of shareholders holding securities in demat mode with</th>
<th>Login Method</th>
</tr>
</thead>
</table>
| **CDSL**                                                  | 1) Users who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdsindia.com/myeasi/home/login or www.cdsindia.com and click on login icon and select New System Myeasi.  
2) After successful login the Easi/ Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting their vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting service providers , i.e., CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers website directly.  
3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdsindia.com/myeasi/Registration/EasiRegistration  
4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from e-voting link available on www.cdsindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers. |  |
| **NSDL**                                                  | 1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL and open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.  
2) If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select ‘Register Online for IDEAS Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp  
3) 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. Once the home page of evoting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. User will have to enter his/her User ID (i.e. your sixteen digit demat account number holding with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, user will be redirected to NSDL Depository site wherein he/she can see e-voting page. Click on company name or e-voting service provider name and he/she will be redirected to e-voting service provider website for casting his/her vote during the remote e-voting period or joining virtual meeting & voting during the meeting. |  |
Individual Shareholders (holding securities in demat mode) login through their Depository Participants

User can also login using the login credentials of his/her demat account through his/her Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, he/she will be able to see e-voting option. Once you click on e-voting option, user will be redirected to NSDL/CDSL Depository site after successful authentication, wherein he/she can see e-voting feature. Click on company name or e-voting service provider name and he/she will be redirected to e-voting service provider’s website for casting his/her vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk details for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository, i.e., CDSL and NSDL

<table>
<thead>
<tr>
<th>Login type</th>
<th>Helpdesk details</th>
</tr>
</thead>
<tbody>
<tr>
<td>Individual Shareholders holding securities in Demat mode with CDSL</td>
<td>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 022-23058542</td>
</tr>
<tr>
<td>Individual Shareholders holding securities in Demat mode with NSDL</td>
<td>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no: 1800 1020 990 and 1800 22 44 30 582</td>
</tr>
</tbody>
</table>

**Step 2:** Access to through CDSL e-voting system in case of Shareholders holding shares in physical mode and non-individual Shareholders in demat mode.

(v) Login method for e-voting and joining virtual meeting for shareholders other than individual shareholders holding shares in demat form & physical form

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on ‘Shareholders’ module
3. Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 character DP ID followed by 8 digits client ID,
   c. Shareholders holding shares in physical form should enter folio number registered with the Company.
4. Enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

**For Shareholders holding shares in Demat Form and Physical Form other than Individual**

<table>
<thead>
<tr>
<th>PAN</th>
<th>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Dividend Bank Details OR Date of Birth (DOB)</th>
<th>• 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.</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>• 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.</td>
</tr>
</tbody>
</table>

(vi) After entering these details appropriately, click on “SUBMIT” tab.
(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 also to be used by the demat holders for voting on 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for ‘Housing and Urban Development Corporation Limited’ on which you choose to vote.

(x) 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.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take out a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xv) If a demat account holder has forgotten the 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.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.


• Non-Individual shareholders (i.e., other than Individuals, HUF, NRI, etc.,) and Custodians are required to log on to www.evotingindia.com and register themselves in the ‘Corporates’ module.

• 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 will be mapped automatically & can delink in case of any wrong mapping.

• It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

• Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter, etc., together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at hemantsinghcs@gmail.com and to the Company at the email address vis; investors.agm@hudco.org, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

C. Instructions for Shareholders attending the AGM through VC/OAVM & e-voting during the meeting

1. The procedure for attending meeting and e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting;

2. 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 19th September, 2022 may follow the process as stated above;
3. Mr. Hemant Kumar Singh, Company Secretary (Membership No. FCS: 6033) failing him Mr. Pankaj Kantha (Membership No. FCS: 10257), Partner(s) M/s. Hemant Singh & Associates, Company Secretaries in practice has been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner; and

4. 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 e-voting for all those members who are present at the AGM through VC/OAVM but have not casted their votes by availing the remote e-voting facility.

D. Declaration of Result

1. The Scrutinizer shall within the stipulated period of the conclusion of the AGM as provided under the applicable laws, provide 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;

2. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company, i.e., www.hudco.org.in 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 communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the company are listed; and

3. The resolutions listed in the Notice of the 52nd 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.

4. If you have any queries or issues regarding attending AGM and e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or toll free no. 1800 22 5533.

5. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or Contact at toll free no. 1800 22 5533

E. Process for those Shareholders whose e-mail/mobile no. are not registered with the Company/Depositories.

1. **For Physical Shareholders** - Please provide necessary details like Folio No., Name of Shareholders, Scanned Copy of the Share Certificate (front and back), PAN (Self Attested Scanned copy of PAN card), AADHAR (Self Attested Scanned Copy of Aadhar Card) by e-mail to Company/RTA e-mail id.

2. **For Demat shareholders** - Please update your e-mail id and mobile no. with your respective Depository participant (DP).

3. **For Individual Demat Shareholders** - Please update your email ID & Mobile No. with your respective Depository participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.6

In order to meet the resource/funds requirements during one year from the date of passing of this special resolution, the Board of Directors have proposed issue of unsecured/ secured non-convertible bonds/ debentures on private placement basis up to a maximum of ₹ 22,000 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), NHB/ RBI Directions on Issuance of Non-Convertible Bonds/Debentures on private placement basis 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 up to a maximum of ₹ 22,000 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 ₹ 22,000 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 or any 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.

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

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

By Order of the Board of Directors

Place : New Delhi
Date : 26th August, 2022

Sd/-
Harish Kumar Sharma
Company Secretary