

NOTICE

Notice is hereby given that the 54th Annual General Meeting (AGM) of Housing and Urban Development Corporation Limited (HUDCO) will be held on Wednesday, 25th September, 2024 at 11:30 a.m. (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:

ORDINARY BUSINESS

- To consider and adopt Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended 31st March, 2024, the reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**
“RESOLVED THAT the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended 31st March, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”
- To declare final dividend for Financial Year 2023-24 @ 26.50% (Rs. 2.65/- per equity share) as recommended by the Board and to confirm the payment of interim dividend @ 15% (Rs. 1.50/- per equity share), and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**
“RESOLVED THAT interim dividend @ 15%, i.e., Rs. 1.50 per equity share already paid and the proposal for payment of final dividend @ 26.50%, i.e., Rs. 2.65 per equity share totaling to 41.50%, i.e., Rs. 4.15 per equity share of Rs. 10/- each for the Financial Year 2023-24, as recommended by the Board of Directors, be and is hereby confirmed and approved.”
- To appoint a Director in place of Shri Sanjeet (DIN: 09833776), Part-time Official Director, who retires by rotation at this Annual General Meeting, on the same terms & conditions as earlier approved by the President of India and is eligible for reappointment, and in this regard, 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 152 and other applicable provisions of the Companies Act, 2013 and Articles of Association of the Company, Shri Sanjeet (DIN: 09833776), who retires by rotation at this meeting and being eligible, offered for re-appointment, be and is hereby re-appointed as Director of the Company on the same terms & conditions as earlier approved by the President of India.”
- To authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditors of the Company for the Financial Year 2024-25, and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**
“RESOLVED THAT pursuant to Section 142 and all other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors of the Company, be and is hereby authorised to fix remuneration of Statutory Auditors of the Company, appointed by the Comptroller and Auditor General of India for the Financial Year 2024-25.”

SPECIAL BUSINESS

- To appoint Shri Sanjay Kulshrestha (DIN: 06428038) as the Chairman & Managing Director**
To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**
“RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, read with applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, Shri Sanjay Kulshrestha (DIN: 06428038), who was appointed as the Chairman & Managing Director by the President of India vide Order dated 16th October, 2023 issued by the Ministry of Housing and Urban Affairs, Government of India and subsequently appointed by the Board of Directors, on recommendation of the Nomination & Remuneration Committee, as Additional Director and designated as the Chairman & Managing Director {with effect from 16th October, 2023 (A/N)}, to hold office till the date of this Annual General Meeting, in respect of whom, the Company has received a notice in writing proposing his candidature for Directorship under Section 160 of the Act, be and is hereby appointed as the Chairman & Managing Director of the Company, not liable to retire by rotation, on the same terms & conditions of his appointment as earlier approved by the President of India.”
- To appoint Shri Kuldip Narayan (DIN: 03276525), as Part-time Official Director**
To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**
“RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, read with applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws (including any statutory amendment(s), modification(s) or



re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, Shri Kuldeep Narayan (DIN: 03276525), who was nominated as Part-time Official Director of the Company by the President of India vide order dated 18th October, 2023 issued by the Ministry of Housing and Urban Affairs, Government of India and subsequently appointed by the Board of Directors, on recommendation of the Nomination & Remuneration Committee, as Additional Director (with effect from 18th October, 2023), to hold office till the date of this Annual General Meeting, in respect of whom, the Company has received a notice in writing proposing his candidature for Directorship under Section 160 of the Act, be and is hereby appointed as the Part-time Official Director of the Company, liable to retire by rotation on the same terms & conditions of his appointment as earlier approved by the President of India.”

7. To appoint Shri Daljeet Singh Khatri (DIN: 06630234), as Director (Finance)

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, read with applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, Shri Daljeet Singh Khatri (DIN: 06630234), who was appointed as Director (Finance) of the Company by the President of India vide order dated 12th August, 2024 issued by the Ministry of Housing and Urban Affairs, Government of India and appointed by the Board of Directors on recommendation of the Nomination & Remuneration Committee as Additional Director in their meeting held on 12th August, 2024 effective from the date of assumption of charge i.e., 14th August, 2024, to hold office till the date of this Annual General Meeting, in respect of whom, Company has received a notice in writing proposing his candidature for Directorship under Section 160 of the Act, be and is hereby appointed as the Director (Finance) of the Company, liable to retire by rotation on the same terms & conditions of his appointment as approved by the President of India.”

8. To increase in overall borrowing limit from Rs. 1,00,000 Crore to Rs. 1,50,000 Crore

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

“RESOLVED THAT the consent of the Company, be and is hereby accorded under the provisions of Section 180(1)(c) of the Companies Act, 2013, to the Board of Directors of the Company, to borrow money from time to time to the extent it deems requisite for the purpose of the business (apart from temporary loans obtained in the ordinary course of business) notwithstanding that such borrowing may exceed the aggregate of the paid up capital and its free reserves (reserves not set apart for any specific purpose), provided however, that the total amount up to which money may be borrowed by the Corporation and outstanding at any one time shall not exceed Rs. 1,50,000 Crore (Rupees One Lakh Fifty Thousand Crore only).”

9. Raising of Funds up to a maximum of Rs. 40,000 Crore through issue of Non-Convertible Bonds/ Debentures on private placement basis

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

“RESOLVED THAT in accordance with the provisions of Section 42 of the Companies Act, 2013 read together with Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), enabling notification(s), if any, 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 up to a maximum of Rs. 40,000 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 Rs. 40,000 Crore, as stated above), if any, at such terms as may be determined under the guidelines as may be applicable, and on such terms & conditions as may be finalized by the Board or any duly constituted Committee of the Board or such other authority as may be approved by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to any Private Placement of unsecured/ secured non-convertible bonds/ debentures, the Board of Directors of the Company (the “Board”) or any duly constituted Committee of the Board or such other authority as may be approved by the Board, be and is hereby authorized to 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 & 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.

RESOLVED FURTHER THAT the consent of the Company, be and is hereby accorded under the provisions of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, to the Board of Directors of the Company 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/ as may be approved by the shareholders under Section 180(1)(c) of the Companies Act, 2013 through a special resolution.”

10. **Amendment in objects clause of the Memorandum of Association (MoA)**

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

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) and such approvals as may be required, the consent of the members of the Company be and is hereby accorded for amendment of Memorandum of Association of the Company in the following manner:

A. The existing sub-clauses (1) to (3) and (5) to (8) of Clause III. (A) Main Objects Clause of Memorandum of Association shall be substituted by the following sub-clauses:

- (1) to provide finance/ credit facility to the Housing and Infrastructure Sectors/ Sub-sectors, with special emphasis on urban development
- (2) to finance or undertake or collaborate for development of the Housing and Infrastructure Sectors/ Sub-sectors including the setting up of new / satellite towns, in India and abroad
- (3) to subscribe to the debentures and bonds issued for the purpose of financing Housing and Infrastructure Sectors/ Sub-sectors
- (5) to administer the funds received, from time to time, from the Government of India and other sources as grants or otherwise for the purposes of channelizing or financing Housing and Infrastructure Sectors/ Sub-sectors or undertaking or assisting in development thereof in the country
- (6) to promote, establish, assist, collaborate and provide consultancy services relating to Housing and Infrastructure Sectors/ Sub-sectors in India and abroad
- (7) to undertake the business, or invest in and/or subscribe to the units/ shares etc., of Alternate Investment Funds (AIF), Real Estate Investment Trust (REIT) and/ or Infrastructure Investment Trust (InvIT) pertaining to Housing and Infrastructure Sectors/ Sub-sectors and also facilitating Innovations in these Sectors/ Sub-sectors
- (8) to set up HUDCO's own Mutual Fund for the purpose of Housing and Infrastructure Sectors/ Sub-sectors and/or invest in, and/or subscribe to the units etc. of Mutual Funds

B. The existing sub-clauses (2), (9), (18) and (20) of Clause III. (B) Incidental or Ancillary Objects Clause of Memorandum of Association shall be substituted by the following sub-clauses:

- (2) to borrow or raise money or to receive money or deposit or loan at interest or otherwise in such manner including by securitization of receivables as the Company may think fit and, in particular, by the issue of debentures or debenture stock, perpetual or otherwise and convertible into shares of this or any other company and to secure the repayment of any such money borrowed, raised or received or owing by mortgage, pledge, charge or lien upon all on or any other property, assets or revenue of the Company (both present and future) including its uncalled capital and to give the lenders or creditors the power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company of any obligation undertaken by the Company or any other person, firm or company, as the case may be
- (9) to lend and/or invest on its own or by setting up Special Purpose Vehicle or in Public-Private Partnership mode, etc. or through any other contractual arrangement or agreement through various financial tools
- (18) (a) to train and pay for the training in India or abroad of any of the Company's employees or any candidate or to recruit and employ foreign experts in the interest or furtherance of the Company's objects
(b) to conduct research, training, accredited certificate course, to bring out publication, to undertake advisory work, etc., for furtherance of the Company's objects
- (20) to finance Housing and Infrastructure Sectors/ Sub-sectors in the Rural Areas or undertake or assist in development thereof

By order of the Board of Directors

Place : New Delhi

Dated : 31st August, 2024

Sd/-

Vikas Goyal

Company Secretary



NOTES

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts in respect to the business under item nos. 5 to 10 of the notice is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 {"SEBI (LODR) Regulations"} and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at the Annual General Meeting is also annexed.
2. Pursuant to the Ministry of Corporate Affairs (MCA), Government of India, General Circular No. 09/2023 dated 25th September, 2023 read with General Circular No. 20/2020 dated 5th May, 2020 (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 read with other relevant circulars (referred to as 'SEBI Circulars') permitted the holding of AGM through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), without the physical presence of members at a common venue and dispensation of sending of physical copies of Annual Report to shareholders. Hence, in compliance with the Companies Act, 2013, SEBI Regulations and MCA and SEBI Circulars, the AGM of the Company is being held through VC/OAVM, without the physical presence of the members at a common venue. The deemed venue of the proceedings of the 54th AGM shall be the Registered Office of the Company, situated at HUDCO Bhawan, India Habitat Centre, Lodhi Road, New Delhi – 110003.
3. **PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/ HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM. HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
4. As per the provisions of Section 112 and 113 of Companies Act, 2013, the representatives of the members such as the President of India or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting. Institutional/Corporate members of the Company intending to appoint authorised representative to attend and vote on their behalf at the AGM are requested to send a scanned certified copy (PDF/JPG format) of its Board or Governing body resolution/ Authorization 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 scheduled time of AGM. The said resolution/ authorization letter shall be sent to the scrutinizer Shri Hemant Kumar Singh, Company Secretaries approved by the Board, by e-mail from its registered e-mail address at hemantsinghcs@gmail.com.
5. In case of joint holders, the members whose name appears as the first holder in the order of names as per the Register of Members of the Company/ list of Beneficial Owners 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 54th Annual Report for the Financial Year 2023-24 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 is being sent by electronic mode to all the members whose e-mail addresses are registered with their Depository Participants (DP) and/or Registrar & Share Transfer Agents (RTA) for communication purposes. The Company shall send a physical copy of the Annual Report only to those members who specifically request for the same at cswhudco@hudco.org mentioning their Folio No. / DP ID and Client ID or send request through post. 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 National Securities Depository Limited (NSDL) (agency appointed for providing the Remote e-voting facility and e-voting system during the AGM), i.e., www.evoting.nsdl.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., up to 18th September, 2024**. 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 on or before up to **18th September, 2024**, so that the information required/ clarification sought can be made readily available at the time of AGM;
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of Companies Act, 2013.



DIVIDEND AND TDS ON DIVIDEND

9. In terms of Dividend Distribution Policy and DPE Guidelines, the Board of Directors has recommended a final dividend @ Rs. 2.65/- (26.50%) per equity share of the face value of Rs. 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 **Friday, 13th September, 2024**, being the record date.
- In addition to the final dividend as recommended above, the Board has already approved payment of interim dividend of Rs. 1.50/- (15.00%) per equity share having face value of Rs. 10/- each, in the month of March, 2024.
- On approval by the shareholders, the total dividend for the Financial Year 2023-24 will be Rs. 4.15/- (41.50%) per equity share with total dividend payout of Rs. 830.78 Crore.
10. The final dividend, once approved by the members in the 54th AGM, will be paid within the stipulated time period. SEBI vide its Circular dated March 16, 2023 read with Master Circular dated May 7, 2024 and other relevant applicable Circulars, has prescribed common and simplified norms for processing investor service requests by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature), and nomination details. As per the said Circular, it is mandatory for the shareholders holding securities in physical form to, inter alia, furnish PAN, KYC, and nomination details. Physical folios wherein the said details are not available would be eligible for lodging grievance or any service request only after registering the required details. Any payments including dividend in respect of such folios shall only be made electronically with effect from April 1, 2024 upon registering the required details. Accordingly, shareholders holding shares in physical form are once again requested to furnish the PAN, KYC and other requisite details, immediately to RTA of the Company i.e. Alankit Assignments Limited, in the prescribed forms, available on the website of the Company at www.hudco.org.in.
11. 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 payment of dividend. The applicable Tax Deduction at Source (TDS) provisions under the Income Tax Act applicable for resident and non-resident shareholders. For the detailed process, please visit website of the Company www.hudco.org.in Investors/54AGM/TDS Communication. The shareholders are requested to submit the requisite documents, for claiming exemption at nil/ concessional rate of tax, as mentioned above and as required under the IT Act, to the Company at **dividend.tax@hudco.org** only, on or before, **17th September, 2024** to enable the Company to determine the appropriate TDS rates. No communication on tax determination/ deduction shall be entertained after **17th September, 2024**, or the documents submitted at email other than specified email address as mentioned above.

INVESTOR EDUCATION AND PROTECTION FUND

12. As per Section 124 (5) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer, and Refund) Rules, 2016, (IEPF Rules 2016), a Company is required to transfer the amounts of unpaid dividend remaining unpaid or unclaimed for a continuous period of seven (7) years from the date of transfer of such amount to Unpaid Dividend Account to the credit of the Investor Education and Protection Fund (Fund) set up by the Central Government. Further, pursuant to Section 124 (6) of the Companies Act, 2013 and IEPF Rules, 2016, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more, shall also be transferred to IEPF Account. Shareholders may please note that if any amount/ shares are transferred to the Fund, then the same has to be claimed from the 'Investor Education and Protection Fund Authority' following the procedure as provided under IEPF Rules, 2016.
- Unclaimed Final dividend for the Financial Year 2016-17 will be due for transfer to the Investor Education and Protection Fund of the Central Government on or before 8th November, 2024, the details of which have been uploaded on the website of the Company i.e., www.hudco.org.in. A separate communication was sent to all the Shareholders, who have not encashed the final dividend for the Financial Year 2016-17 and all the subsequent dividends declared and paid by the Company.
13. In terms of Section 152 of the Companies Act, 2013, Shri Sanjeet (DIN: 09833776), Part-time Official Director retires by rotation at this AGM and being eligible, offers himself for re-appointment. Details as required under 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 annexed to the notice.
14. Pursuant to Section 139 (5) of the Companies Act, 2013, the Auditors of a Government Company are appointed by the Comptroller and Auditor General of India (CAG) and as per Section 142 of the Companies Act, 2013 and 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. The Statutory Auditors of the Company for the Financial Year 2024-25 is yet to be appointed by CAG. Accordingly, it is proposed that the members may authorize the Board of Directors of the Company to fix the remuneration, for the Financial Year 2024-25.
15. 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 (ECS) 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. Members holding shares in physical mode are requested to opt for the ECS mode to receive dividend on time in line with the Circulars. 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 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.

16. SEBI vide its circular dated 25th January, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests for 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. Accordingly, members are advised to get their securities dematerialized held by them in physical form, for which members are requested to make service requests by submitting a duly filled and signed Form ISR-4 and the same is available on the Company's website at www.hudco.org.in. Please note that any service request can be processed only after the folio is KYC compliant.

In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to get inherent benefits of dematerialization, Members holding shares of the Company in physical form, are requested to kindly get their shares converted into dematerialized form.

Further, shareholders holding shares in physical form, in identical order of names, in more than one folio are requested to send to the RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio.

17. 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. Format(s) of nomination form(s) are available on the Company's website, i.e., 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.

18. During the 54th AGM, Members may access electronic copy of the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act; Register of Contracts and Arrangements in which Directors are interested, maintained under Section 189 of the Act and other relevant documents and explanatory statement thereto, shall remain open and accessible during the continuance of Annual General Meeting.

19. 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 address all future correspondence related to share and allied matters relating thereto with RTA at the following address:

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



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.5

Shri Sanjay Kulshrestha (DIN: 06428038) was appointed as the Chairman & Managing Director, on the Board of your Company by the President of India vide Ministry of Housing and Urban Affairs (MoHUA), Government of India, Order No. A-42012(12)/1/2021-AA (E-9115243) dated 16th October, 2023, for a period of five years with effect from the date of assumption of charge of the post, or until further orders, whichever is the earliest. Shri Sanjay Kulshrestha has assumed the charge of the post on 16th October, 2023 (A/N). Accordingly, Board of Directors on the recommendations of Nomination & Remuneration Committee had appointed Shri Sanjay Kulshrestha (DIN: 06428038) as Additional Director and designated as the Chairman & Managing Director (not liable to retire by rotation), with effect from 16th October, 2023 on the same terms & conditions as earlier approved by President of India.

As per Section 161 of the Companies Act, 2013 read with Articles of Association of the Company, Additional Director shall hold office up to 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. Further, as per amended Regulation 17 of the SEBI (LODR) Regulations, 2015, approval of the shareholders for appointment of a person on the Board of Directors is required to be taken at the next general meeting.

Therefore, approval of the shareholders in the Annual General Meeting is required by way of ordinary resolution for appointment of Shri Sanjay Kulshrestha as the Chairman & Managing Director, HUDCO.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member signifying the candidature of Shri Sanjay Kulshrestha as the Chairman & Managing Director of the Company. The Board of Directors of the Company has recommended the appointment as set out at item no. 5 in the notice, for approval of the shareholders at the ensuing Annual General Meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri Sanjay Kulshrestha is in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No.6

Shri Kuldip Narayan (DIN: 03276525) was appointed as Part-time Official Director, on the Board of your Company by the President of India vide Ministry of Housing and Urban Affairs (MoHUA), Government of India, Office Order No. A-42012(12)/39/2017-AA/Part(1)/E-9111623 dated 18th October, 2023, with immediate effect, until further orders. Accordingly, Board of Directors on the recommendations of Nomination & Remuneration Committee had appointed Shri Kuldip Narayan as Additional Director with effect from 18th October, 2023 on the same terms & conditions as earlier approved by President of India.

As per Section 161 of the Companies Act, 2013 read with Articles of Association of the Company, Additional Director shall hold office up to 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. Further, as per amended Regulation 17 of the SEBI (LODR) Regulations, 2015, approval of the shareholders for appointment of a person on the Board of Directors is required to be taken at the next general meeting.

Therefore, approval of the shareholders in the Annual General Meeting is required by way of ordinary resolution for appointment of Shri Kuldip Narayan, as Part- time Official Director on the Board of HUDCO.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member signifying the candidature of Shri Kuldip Narayan, as Part-time Official Director of the Company. The Board of Directors of the Company has recommended the appointment as set out at item no. 6 in the notice for approval of the shareholders at the ensuing Annual General Meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri Kuldip Narayan is in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No.7

Shri Daljeet Singh Khatri (DIN: 06630234), was appointed as Director (Finance), on the Board of your Company by the President of India vide Ministry of Housing and Urban Affairs (MoHUA), Government of India, Office Order No. A-42012(12)/1/2023-AA-MoHUA (E-9160272) dated 12th August, 2024, for a period of five years with effect from the date of his assumption of charge of the post, or till the date of his superannuation, or until further orders, whichever is the earliest. Accordingly, Board of Directors, on the recommendations of Nomination & Remuneration Committee, had appointed Shri Daljeet Singh Khatri as Additional Director in their meeting held on 12th August, 2024, effective from the date of assumption of charge, on the same terms & conditions as approved by President of India. Shri Daljeet Singh Khatri assumed the charge of Director (Finance) on 14th August, 2024.

As per Section 161 of the Companies Act, 2013 read with Articles of Association of the Company, Additional Director shall hold office up to 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. Further, as per amended Regulation 17 of the SEBI (LODR) Regulations, 2015, approval of the shareholders for appointment of a person on the Board of Directors is required to be taken at the next general meeting.



Therefore, approval of the shareholders in the Annual General Meeting is required by way of ordinary resolution for appointment of Shri Daljeet Singh Khatri, as Director (Finance), on the Board of HUDCO.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member signifying the candidature of Shri Daljeet Singh Khatri, as Director (Finance), of the Company. The Board of Directors of the Company has recommended the appointment as set out at item no.7 in the notice for approval of the shareholders at the ensuing Annual General Meeting.

None of the Directors, Key Managerial Personnel of the Company, or their relatives except Shri Daljeet Singh Khatri is in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No.8

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

The Shareholders by way of special resolution passed through Postal Ballot Process held on 22nd May, 2018 accorded their approval under Section 180(1)(c) of the Companies Act, 2013 to borrow funds to the extent of Rs. 1,00,000 Crore. Based on operational requirements, the present borrowing limit of Rs. 1,00,000 Crore as approved by the members may not be sufficient to meet the borrowing requirements during the Financial Year, 2024-25. It is therefore proposed to raise the borrowing limits from the present limit of Rs. 1,00,000 Crore to Rs. 1,50,000 Crore under Section 180(1)(c) of the Companies Act, 2013 by way of passing of special resolution by the members.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives 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. 8 of the notice for approval of the members.

Item No.9

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.

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 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 up to a maximum of Rs. 40,000 Crore, 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, 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

Further, it is proposed to authorize the Board of Directors of the Company or any duly constituted Committee of the Board or such other authority as may be approved by the Board 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 relatives 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. 9 of the notice for approval of the members.



Item No.10

As per the requirement of Section 4 of the Companies Act, 2013, the objects clause of the company need to provide for the objects for which the company is proposed to be incorporated i.e. Main Objects; and any matter considered necessary in furtherance thereof i.e. Ancillary Objects. The objects clause of Memorandum of Association of HUDCO reflects the business activities undertaken by HUDCO. Keeping in view the emerging opportunities in the financial market, HUDCO requires to tap the opportunities in sector-based financing. Further, to ensure enhanced business prospects and participation in newer upcoming business potential areas and in order to meet the other operational requirements, the object clause of Memorandum of Association of HUDCO is required to be amended, in compliance with the statutory provisions.

Draft Memorandum of Association, after incorporating proposed amendments, is hosted on the website for perusal of members.

The Board of Directors of the Company in its 671st Meeting held on 12th August, 2024 has approved the above proposal and recommended the proposal for approval of shareholders as set out at item no. 10 in the notice.

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

By order of the Board of Directors

Place : New Delhi
Dated : 31st August, 2024

Sd/-
Vikas Goyal
Company Secretary



Alternate Housing at National Games Village, Imphal, Manipur



Brief of Director(s) seeking appointment/ re-appointment at the 54th Annual General Meeting.

Name of Director	Shri Sanjeet, Part time Official Director	Shri Sanjay Kulshrestha, Chairman & Managing Director	Shri Kuldip Narayan, Part time Official Director	Shri Daljeet Singh Khatri Director (Finance)
DIN	09833776	06428038	03276525	06630234
Date of Birth	07.11.1971	31.01.1969	08.09.1980	20.10.1970
Age	52 years	55 years	43 years	53 years
Date of Appointment	22.12.2022	16.10.2023 (A/N)	18.10.2023	14.08.2024
Disclosure of relationships between directors inter-se	Not related to any Directors / Key Managerial Personnel of the Company	Not related to any Directors / Key Managerial Personnel of the Company	Not related to any Directors / Key Managerial Personnel of the Company	Not related to any Directors / Key Managerial Personnel of the Company
Shareholding in listed entity including as a beneficial owner	NIL	NIL	NIL	NIL
Qualification	Master of Business Administration and M.Phil. degree(s) in International Studies	Electrical Engineer	B. Tech in Mechanical Engineering	Associate Member of the Institute of Cost Accountants of India. He is also a Certified Associate of Indian Institute of Bankers.
Terms & Conditions of appointment and proposed remuneration to be paid	The terms & conditions of appointment & remuneration payable is as approved by the President of India.	The terms & conditions of appointment & remuneration payable is as approved by the President of India.	The terms & conditions of appointment & remuneration payable is as approved by the President of India.	The terms & conditions of appointment & remuneration payable is as approved by the President of India.
Brief Resume and Expertise in specific functional areas and experience.	Shri Sanjeet is an Indian Railway Accounts Service (IRAS) Officer of 1998 batch. Presently, he is serving as Joint Secretary & Financial Advisor in the Ministry of Housing and Urban Affairs, Government of India since 12th December, 2022. Shri Sanjeet, holds Masters and M.Phil. degree(s) in International Studies from Jawaharlal Nehru University, New Delhi in addition to Master of Business Administration. Shri Sanjeet has around 26 years of rich, varied and multi-disciplinary experience in the field of Finance & Accounts, Administration, financial appraisal of proposals, Expenditure & Budgetary issues, Tender and Contract management, Procurement & Auction, Policy issues on Pay & Allowances and Audit functions. He has in the past held various important positions in the Indian Railways. Before joining as JS&FA, he was posted as Executive Director in Railway Board. He has also worked as GM F&A in CONCOR, a Railway PSU, Financial Advisor in Northern Railway and Senior Divisional Finance Manager, Lucknow. Shri Sanjeet has attended various training programmes and workshops both domestic and international level. Recently he was part of the HUDCO delegation to raise funds from Japan & Singapore (Multilateral Development Banks). He has attended Advanced Management programme from ISEAD, Singapore and ICLIF, Malaysia. He was part of Finance & Accounts Technical Training Programme at European School of Business, London and Paris. Shri Sanjeet has also attended Container Terminal Management program at Antwerp, Belgium. He has attended Eighth Annual India unlimited Investors conference at Singapore.	Shri Sanjay Kulshrestha has more than three decades of rich experience in the Infrastructure Financing, Hedging, Risk Management, ALM, thermal power plant management, Power Sector Project Financing etc. Starting his illustrious career with a Multinational Company, Shri Kulshrestha professional journey spans across various prestigious roles in State PSUs, Private sector Companies, and Central Public Sector Undertakings. Prior to joining HUDCO, he has dedicated 17 years of his career to REC, a Maharatna NBFC under the Government of India, where he led business operations with distinction and had also served as head of CSR arm and consultancy subsidiary.	Shri Kuldip Narayan, is an Indian Administrative Service (IAS) Officer of 2005 batch of Bihar Cadre and Mechanical Engineering Graduate from IIT Kanpur. Shri Kuldip Narayan is posted as Joint Secretary & Mission Director (JS&MD) of Housing for All Mission/ Pradhan Mantri Awas Yojna (Urban), Ministry of Housing and Urban Affairs (MoHUA), Government of India since October 14, 2021. He has been associated with HUDCO since 2nd November, 2021, as Part-time Official Director and later held additional charge of CMD, HUDCO during 27th March, 2023 to 16th October, 2023. Thereafter, MoHUA has again appointed Shri Narayan as Part-time Official Director on the Board of HUDCO w.e.f. 18th October, 2023. In Government of India, Shri Kuldip Narayan has also served as Private Secretary to Hon'ble Minister of State Health and Family Welfare and Hon'ble Minister of State, Environment, Forest & Climate Change before taking over charge of JS & MD, Housing for All. Earlier, he has served as the District Magistrate of Gopalganj, Chhapra, Munger and Madhubani districts in Bihar. Shri Kuldip Narayan also held the charge of Chairman of Bihar State Bridge Corporation, Managing Director of Bihar State Milk Co-Operative Federation Limited, Managing Director of Bihar State Water Board, Patna Municipal Commissioner and Director, Panchayati Raj Department, in Bihar before coming to Central Deputation in 2019. He has been conferred Satyendra Dubey Memorial Award by IIT Kanpur in 2015 for his efforts to promote probity and transparency in public service and exemplary dedication in maintaining the highest professional integrity in upholding human values.	Shri Daljeet Singh Khatri has over 26 years of experience in various Financial Institutions such as REC, SIDBI and NHB. Prior to joining HUDCO, he was working with REC as Executive Director (Finance). He was instrumental in implementation of various systemic improvements in REC. He has diverse experience in core finance functions such as Domestic and International Funds Mobilization, Treasury Management, Project Appraisal, Assets and Liability Management, Risk Function, Financial Concurrence and Formulation of Financial Policies, Contracts and Procurement Management etc.



Name of Director	Shri Sanjeet, Part time Official Director	Shri Sanjay Kulshrestha, Chairman & Managing Director	Shri Kuldip Narayan, Part time Official Director	Shri Daljeet Singh Khatri Director (Finance)
	Shri Sanjeet was instrumental in setting up of New Computer Centre in Traffic Accounts Office & implementation of PRIME, disposal of scrap, Clearing of Traffic suspense, for which he has been conferred with various awards from time to time. He has also been awarded Certificate of Merit from National Institute of Financial Management.			
Number of meetings of the Board attended during the financial year 2023-24	12/13	8/8	11/13	NA**
Listed entities in which the person holds directorship	NBCC (India) Limited	NIL	NIL	NIL
*Listed entities in which the person holds memberships of the committees of Board	Audit Committee: NBCC (India) Limited Stakeholders' Relationship Committee: NIL	Audit Committee: NIL Stakeholders' Relationship Committee: NIL	Audit Committee: NIL Stakeholders' Relationship Committee: NIL	Audit Committee: NIL Stakeholders' Relationship Committee: NIL
Details of listed entities from which resigned in the past three years	-	REC Limited	-	REC Limited

*In line with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, membership of the Audit Committee and Stakeholders' Relationship Committee have only been taken into consideration.

** Shri Daljeet Singh Khatri was appointed as Director (Finance) w.e.f. 14.08.2024.

AGM THROUGH VC/OAVM

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is pleased to provide members, facility to exercise their right to vote on resolution(s) proposed to be considered at the 54th AGM by electronic means to be held on Wednesday, 25th September, 2024 at 11:30 a.m. (IST), through VC/OAVM facility. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

A. Instructions for Members for attending the AGM through VC/OAVM are as under:

- i. Member will be provided with a facility to attend the AGM through VC/OAVM through the National Securities Depository Limited ('NSDL') e-voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Housing and Urban Development Corporation Limited will be displayed.
- ii. 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 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 & Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc., may be allowed to attend the AGM without restriction on account of first come first served basis.
- iii. 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 prevent 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; 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, Sunday, 22nd September, 2024 at 9:00 a.m. (IST) and ends on Tuesday, 24th September, 2024 at 5:00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Wednesday, 18th September, 2024 ('cut-off date') may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member will 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., 18th September, 2024 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.

LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETINGS FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI Master circular dated 11th July, 2023 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS (Internet-based Demat Account Statement) user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are 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 e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication,



	you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on   
Individual Shareholders holding securities in demat mode with CDSL	- Users who have opted for CDSL 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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. - 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 your 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, so that the user can visit the e-Voting service providers' website directly. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on login option. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from an e-Voting link available on www.cdslindia.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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your 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 / Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at www.evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33



B). **Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode**

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **"Process for those shareholders whose email ids are not registered"**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) 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.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at www.evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.



7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting.” Now you are ready for e-Voting as the Voting page opens.
3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and “Confirm” when prompted.
4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to hemantsinghcs@gmail.com with a copy marked to www.evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at www.evoting@nsdl.com

Process for those shareholders whose email id’s are not registered with the depositories for procuring user id and password and registration of e mail id’s for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, 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 email to RTA Alankit Assignments Limited.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to there respective Depository Participant(s). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to www.evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI Master circular dated 11th July, 2023 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

- i. The procedure for attending meeting and e-voting on the day of the AGM is same as mentioned above for remote e-voting;
- ii. 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, 2024 may follow the process as stated above; and
- iii. Shri Hemant Singh, Company Secretary (Membership No. FCS:6033) failing him Shri Sumit Kumar (Membership No. A69249), 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.

D. Declaration of Result

- i. 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;
- ii. The results declared along with 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 NSDL after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the company are listed;
- iii. The resolutions listed in the Notice of the 54th 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.



Development of Fishing Harbour at Juvvaladinne, Andhra Pradesh

