



Housing and Urban Development Corporation Limited (A Government of India Enterprise)

HUDCO Bhawan, India Habitat Centre, Lodhi Road, New Delhi-110 003

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

Website: www.hudco.org.in, Email: cswhudco@hudco.org

CIN: L74899DL1970GOI005276

NOTICE

Notice is hereby given that the 53rd Annual General Meeting (AGM) of Housing and Urban Development Corporation Limited (HUDCO) will be held on Thursday, the 21st September, 2023 at 12:00 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, 2023, along with Directors' Report, Independent Auditor's Report and comments thereupon of the Comptroller and Auditor General of India.
2. To declare final dividend @ 31% (₹ 3.10 /- per equity share) on the paid-up equity share capital of the Company for the financial year ended 31st March, 2023 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, 2023.
3. To appoint a director in place of Shri Muniappa Nagaraj, Director (Corporate Planning) (DIN: 05184848) who retires by rotation at this Annual General Meeting, on the same terms and conditions as earlier approved by the President of India and is eligible for reappointment.
4. To authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditors of the Company for the financial year 2023-24.

AS SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("Act") and Rules made thereunder, read with applicable provisions/Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/ or 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 Satinder Pal Singh (DIN: 07490296), who was nominated as Part-time Official Director of the Company by the President of India vide order dated 24th April, 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 Part-time Official Director (with effect from 24th April, 2023), 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 Part-time Official Director of the Company, liable to retire by rotation on the same terms & conditions of his appointment earlier approved by the President of India."

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 up to a maximum of ₹ 18,000 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 ₹ 18,000 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/ Offering 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".

7. 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, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof) and any other applicable laws for the time being in force and subject to such other approvals, permissions, and sanctions, as may be necessary, approval be and is hereby accorded for alteration of para (12) of Clause III B of the Incidental or Ancillary Objects of the Memorandum of Association by deleting the words 'into a partnership or' in compliance to 'The Housing Finance Companies (NHB) Directions, 2010' and the amended para '12' be read as under:

'to enter into any arrangement for sharing or pooling profits, amalgamation, union of interests, co-operation, joint venture or reciprocal concession or otherwise or amalgamate with any person or company carrying on or engaged in or about to carry on or engage in any business or transactions which this Company is authorised to carry on or engage in any business undertaking or transactions which may seem capable of being carried on or conducted so as directly or indirectly to benefit this Company'."

8. 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 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof and any other applicable laws for the time being in force and such other approvals, permissions, and sanctions, as may be necessary, approval be and is hereby accorded for addition of Article number 39(d)(d) in the Article of Association of HUDCO, as under:

"Subject to the provision of the applicable acts/ laws/ regulations and approval of President of India, as may be required, the debenture trustee appointed in respect of debt securities issued by the Company from time to time, shall have the right to appoint its nominee director in case of occurrence of the defaults on account of failure to service interest and/or redemption amount and/or default in creation of security or such specified defaults as mentioned under relevant debenture trust deed/ notified by regulatory authorities'."

By Order of the Board of Directors

Place : New Delhi

Dated : 25th August, 2023

Sd/-
Harish Kumar Sharma
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 no. 5 to 8 of the notice is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standards -2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/reappointment at the Annual General Meeting is also annexed;
2. Pursuant to the General Circular No. 10/2022 dated December 28, 2022, together with other relevant circulars issued by the Ministry of Corporate Affairs (MCA), Government of India (collectively referred to as 'MCA circulars') and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 read with other relevant circulars issued by the Securities and Exchange Board of India (hereinafter collectively referred to as "the SEBI Circulars"), from time to time, companies are allowed to hold AGM through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM, without the physical presence of the members at a common venue.

As the 53rd AGM of the Company is being held through VC/OAVM, hence the deemed venue of the proceedings of the 53rd 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, AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE;**

4. The 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 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 AGM. The said resolution/authorization letter shall be sent to the scrutinizer by e-mail through 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 53rd Annual Report for the year 2022-23 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 & 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. 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., upto 16th September, 2023. 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 11th September, 2023, 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 @ ₹ 3.10/- (31.00 %) 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 Friday, the 8th September, 2023, 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, 2023.

On approval by the shareholders, the total dividend for the financial year 2022-23 will be ₹ 3.85/- (38.50%) per equity share with total dividend payout of ₹ 770.73 crore;

The final dividend, once approved by the members in the 53rd AGM, will be paid within the stipulated time period, electronically through various online transfer modes to those members who have updated their bank account details. For members, who have not updated their bank account details, dividend warrants/ demand draft, etc., will be sent to their registered addresses. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories, where shares are held in dematerialized mode and with the Registrar and Transfer Agent, where shares are held in physical mode.

Shareholders are requested to note that dividends, if not encashed for a consecutive period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Shareholders/Claimants are requested to claim their dividends from the Company, within the stipulated timeline;

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 payment of 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-

Members having valid Permanent Account Number (PAN)	10% or as notified by the Government of India
Members not having PAN/ valid PAN*	20% or as notified by the Government of India
Members who have been classified as 'Specified Person' under Section 206AB of the Income Tax Act, 1961	twice the specified rate on the amount of dividend payable or as notified by the Government of India
Members submitting lower/ NIL tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act	Rate specified in the certificate

* As per Section 139AA of the Income Tax Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid/inoperative and shall be liable to all consequences under the Income Tax Act and tax shall be deducted at the higher rates as prescribed under the IT Act. Shareholders who are yet to furnish their PAN to their respective Depository Participant/ RTA are requested to do so immediately.

Deduction of TDS for 'Specified person'

TDS will be deducted at twice the prescribed rate or 5%, whichever is higher on the amount of dividend payable to the resident shareholders who has:

- not filed the returns of income for both of the two assessment years relevant to the two previous years immediately before the previous year in which tax is required to be deducted/collected. Two previous years to be counted are required to be those whose return filing date under sub-section (1) of Section 139 has expired; and
- Aggregate of tax deducted at source and tax collected at source is rupees fifty thousand or more in each of these two previous years.

In case of non-resident shareholders or a non-resident Foreign Portfolio Investors/ Foreign Institutional Investors, the higher rate of tax as mentioned in Section 206AB of the Income Tax Act, shall not apply if such non-resident does not have a permanent establishment in India.

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:

- Resident Individual Shareholder, if:
 - the amount of total dividend payable by the Company during financial year 2023-24 does not exceed, in the aggregate, ₹ 5,000/-; and
 - 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. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower/nil withholding of tax. PAN is mandatory for members providing Form 15G / 15H or any other document required under the IT Act.

- Other than Resident Individual Shareholder:

The shareholders hereunder:

Category of shareholder	Documents required
Insurance companies	Self-declaration that they are beneficial owners of shares held along with self-attested copy of registration certificate and PAN.
Mutual Funds	Self-declaration that they are governed by the provisions of Section 10(23D) of the Act, 1961, along with self-attested copy of PAN and SEBI registration certificate.
Alternative Investment Fund (AIF) established/ incorporated in India	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.
New Pension System Trust	A self-declaration that they are governed by the provisions of Section 10(44) [sub-Section 1E to Section 197A] of the Act along with self-attested copy of the PAN and registration certificate
Corporation established by or under a Central Act	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
Other Non-individual resident shareholders	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

- B. 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 or details as prescribed under rule 37BC of the Income Tax Rules, 1962;
- Self-attested copy of the Tax Residency Certificate (TRC) covering the financial year 2023-24 issued by the revenue or tax authorities of the country of which the shareholder is resident;
- Electronic Form 10F issued by the Central Board of Direct Tax. Form 10F can be obtained electronically through the e-filing portal of the Income Tax website at <https://www.incometax.gov.in/iec/foportal>;
- self-declaration by the non-resident shareholder of having no permanent establishment in India in accordance with the applicable tax treaty of financial year 2023-24;
- Self-declaration of beneficial ownership of financial year 2023-24 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 2023-24;
- Any other documents as prescribed/to be prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the shareholder.

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.

In case Shareholders holding shares in multiple accounts under different status/ category under a single PAN, higher of the tax as applicable to the status in which shares are held under a PAN, will be considered on their entire holding in different accounts.

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, 10th September, 2023. No communication on tax determination/ deduction shall be entertained after 10th September, 2023, or the documents submitted at email other than specified email address as mentioned above.

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy, or omission of information provided/ to be provided by the Shareholder(s), such Shareholder(s) will be responsible to indemnify the Company and also, provide the Company with all information/documents and co-operation in appellate proceedings, if any, preferred by the Company.

In the event, the dividend income as on the record date, i.e., 8th September, 2023, 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 10th September, 2023, 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/entertained by the Company after 10th September, 2023.

The TDS Certificate will be e-mailed to your registered e-mail address in due course of time, post payment of dividend; Shareholders can also check Form 26AS/AIS from their e-filing accounts at income tax website;

10. In terms of Section 152 of the Companies Act, 2013, Shri Muniappa Nagaraj, Director (Corporate Planning) (DIN: 05184848) retires by rotation at this AGM and being eligible, offers himself for re-appointment. Detail as required 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' 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 as per 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, for the financial year 2023-24;

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 (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;
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 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 circular dated 16th March, 2023, has reiterated that it is mandatory for all holders of physical securities to furnish their PAN, Nomination, contact details, Bank A/c details and specimen signatures for their corresponding folio numbers by 1st October, 2023 and linking PAN with Aadhaar by 30th June, 2023. In case a holder of physical securities fails to furnish PAN and KYC details before October 1, 2023 or link their PAN with Aadhaar within prescribed time period, in accordance with the SEBI circular dated March 16, 2023, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA/ the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

Further, in compliance of SEBI directions issued vide circular(s) dated 3rd November, 2021, 14th December, 2021 and 16th March, 2023, M/s Alankit Assignments Limited, Registrar and Share Transfer Agents (RTA), vide letter dated 24th March, 2023 (copy of which is available at website of the Company at Investors tab) advised/requested all shareholders holding shares in physical form to furnish copy of their PAN, KYC details, etc., and Nomination to the Company/ RTA at the earliest;

15. 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 (LODR) 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.

16. 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;

17. During the 53rd AGM, Members may access electronic copy of the Register of Directors and Key Managerial Personnel & 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, writing in advance to the Company on investors.agm@hudco.org stating their DP/Client ID or Folio Nos;
18. 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 address 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,

Tel. No. : 011-4254-1234/2354-1234,

Fax No. : 011-2355-2001

Website : www.alankit.com

19. 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 53rd AGM by electronic means to be held on Thursday, the 21st September, 2023 at 12:00 Noon (IST), 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 at least 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., 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> 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 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; 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, Monday, the 18th September, 2023 at 9:00 a.m. (IST) ends on Wednesday, the 20th September, 2023 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 Thursday, the 14th September, 2023 (**'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., 14th September, 2023 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.
- 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 shares 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 shares 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL Depository	<ol style="list-style-type: none"> 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.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on login icon and select New System Myeasi Tab. 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, 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 CDSL website and click on login & New System Myeasi Tab and then click on registration option. 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.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 evoting is in progress and also able to directly access the system of all e-voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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 e-voting 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

Login type	Helpdesk details
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@cslindia.com or contact at toll free no. 1800 22 55 33.
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 evoting@nsdl.co.in or call at toll free no: 1800 1020 990 and 1800 22 44 30

Step 2: Access 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 physical shareholders and shareholders other than individual holding in demat 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	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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.
Dividend Bank Details OR Date of Birth (DOB)	• 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. • 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.

- (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.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians – Remote Voting only.**
 - 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 be 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 viz; 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 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 14th September, 2023 may follow the process as stated above; and
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.

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 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 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 53rd 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.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), scanned self-attested copy of PAN card and Aadhar Card by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & 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.
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 contact at toll free no. 1800 22 55 33.
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 55 33.

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

Item No.5

Shri Satinder Pal Singh (DIN: 07490296) 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 24th April, 2023, with immediate effect, until further orders. Accordingly, Board of Directors on the recommendations of Nomination and Remuneration Committee had appointed Shri Satinder Pal Singh as Part-time Official Director with effect from 24th April, 2023 on the same terms and 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 (Part-time official) 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 Satinder Pal Singh, 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 Satinder Pal Singh, as Part-time Official Director of the Company. The Board of Directors of the Company has recommended for approval of the shareholders at the ensuing Annual General Meeting that Shri Satinder Pal Singh be appointed as Part-time Official Director of the Company, liable to retire by rotation, on the same terms & conditions of his appointment earlier approved by the President of India.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri Satinder Pal Singh is in any way, concerned or interested, financially or otherwise, in the proposed resolution. Your directors recommend the Ordinary resolution as set out at item no. 5 in the notice for approval by the members.

Item No.6

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 ₹ 18,000 crore 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 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.

Item No.7

HUDCO being a Housing Finance Company is being governed by regulations/guidelines of National Housing Bank (NHB)/Reserve Bank of India (RBI). As per para 32A of 'The Housing Finance Companies (NHB) Directions, 2010', Housing Finance Company cannot be a partner in partnership firms. Para (12) of Clause III B of the Incidental or Ancillary Objects of the Memorandum of Association of HUDCO contains the words 'into a partnership', which is required to be deleted to make the said object clause in consonance with 'The Housing Finance Companies (NHB) Directions, 2010'. Accordingly, it is proposed to delete the words 'into a partnership or' from the para (12) of Clause III B of the Incidental or Ancillary Objects of the Memorandum of Association. The amended clause is available in the proposed resolution of item no. 7 under the head 'Special Business' of this 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.

Your directors recommend the Special Resolution as set out at item no. 7 of the notice for approval of the members.

Item No.8

In terms of clause 15(1)(e) of the SEBI (Debenture Trustees) Regulations, 1993 and Section 71 of the Companies Act, 2013 read together with Rule 18(3)(e) of Companies (Share Capital and Debentures) Rules, 2014, it shall be the duty of every Debenture Trustee of appoint a nominee director on the Board of the Company in the event of: (i) two consecutive defaults in payment of interest to the debenture holders; or (ii) default in creation of security for debentures; or (iii) default in redemption of debentures.

In this regard, Securities and Exchange Board of India (SEBI), vide amendments in the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, has instructed the Issuers of Non-Convertible debt securities to have an enabling article in their Articles of Association (AoA), thereby enabling debenture trustee(s) to appoint its nominee director as director on the Board of the Issuer Company.

The SEBI circular stipulates a timeline of 30th September, 2023 for insertion of the said provision in the AoA of the Issuer. In terms of Article number 39 of the HUDCO's Articles of Association, the power to appoint the Directors on the Board of HUDCO vests with the President of India, which is exercised through Administrative Ministry, i.e., Ministry of Housing & Urban Affairs, Government of India. Accordingly, requisite consent/ approval regarding the appointment of Director nominated by Debenture Trustee, shall be taken from the Administrative Ministry, as may be required, in case of occurrence of the events, if any, as stated above, on receipt of request for appointment of Nominee director from the Debenture Trustee.

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.

By Order of the Board of Directors

Place : New Delhi
Date : 25th August, 2023

Sd/-
Harish Kumar Sharma
Company Secretary

Brief of Director(s) seeking appointment/ reappointment at the 53rd Annual General Meeting.

Name of Director	Shri Muniappa Nagaraj, Director (Corporate Planning)	Shri Satinder Pal Singh, Part time Official Director
DIN	05184848	07490296
Date of Birth	23.07.1967	05.07.1968
Age	56 years	55 years
Date of first Appointment to the Board	01.02.2019	24.04.2023
Relationship with Directors and Key Managerial Personnel	Not related to any Directors / Key Managerial Personnel of the Company	Not related to any Directors / Key Managerial Personnel of the Company
Shareholding in HUDCO including as a beneficial owner	Nil	Nil
Qualification	<ul style="list-style-type: none"> Cost Accountant Company Secretary MBA with specialization in Finance and CAIIB. 	<ul style="list-style-type: none"> Bachelor degree in Civil Engineering Post Graduate degree in Law Master's degree in Police Management
Terms & Conditions of appointment and proposed remuneration to be paid	The terms and conditions of appointment & remuneration payable is as approved by the President of India.	The terms and conditions of appointment is as approved by the President of India. Further, he is not entitled to any remuneration/ sitting fee from the Company.
Brief Resume and Expertise in specific functional areas and experience.	Shri Muniappa Nagaraj has 32 years of vast experience in diversified fields/sectors like Housing Infrastructure Finance, Skill Development & Micro Finance in Social Sector, and International Trading, with strong fundamentals in Managerial Capabilities and e-governance for corporate sector. He has also served PEC Limited under Ministry of Commerce and Industry as its CMD and also as MD in National Safai Karmacharis Finance & Development Corp. under the Ministry of Social Justice & Empowerment. Before that, he was Director in IIFCL Projects Limited and General Manager in IIFCL under Ministry of Finance, handling portfolios of Project Finance especially Take-out Finance, Board Secretariat, Vigilance Activities, Business Development, etc.	Shri Satinder Pal Singh is an IPS Officer of 1995 batch (Himachal Pradesh cadre) and has served in senior positions in the State Government of Himachal Pradesh, including Superintendent of Police, Special Secretary in the Department of Home, and Inspector General of Police. He is currently posted as Additional Secretary, Ministry of Housing and Urban Development, Government of India and prior to this, he has served as Joint Secretary, Ministry of Shipping, Government of India.
Number of meetings of the Board attended during the financial year 2022-23	Ten	Nil, appointed on 23.04.2023 after closure of financial year.
Directorship held in other companies/ listed entities	<ul style="list-style-type: none"> Bangalore Metro Rail Corporation Limited National Industrial Corridor Development Corporation Limited 	Nil
Details of listed entities from which resigned in the past three years	Nil	Shipping Corporation of India Ltd ceased to be Director on 20.11.2020.
Chairmanship/memberships of the Committees of other public limited Companies.	Nil	Nil