

हडको/सीएस/एसई/2022

26 सितम्बर, 2022

लिस्टिंग विभाग
बीएसई लिमिटेड
फिरोज जीजीभाय टावर्स
दलाल स्ट्रीट
मुंबई- 400001
स्क्रिप कोड- 540530

लिस्टिंग विभाग
नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड
एक्सचेंज प्लाजा, सी-1, ब्लॉक जी,
बांद्रा कुर्ला कॉम्प्लेक्स, बांद्रा (ई)
मुंबई 400051
एनएसई सिंबल- हडको

विषय: सोमवार, 26 सितंबर, 2022 को आयोजित हाउसिंग एंड अर्बन डेवलपमेंट कॉर्पोरेशन लिमिटेड की 52^{वीं} वार्षिक सामान्य बैठक की कार्यवाही।

महोदय/महोदया,

सेबी (सूचीबद्धता दायित्व और प्रकटीकरण आवश्यकताएँ) विनियम, 2015 की अनुसूची III के साथ पठित विनियम 30 के अनुसरण में, हम हाउसिंग एंड अर्बन डेवलपमेंट कॉर्पोरेशन लिमिटेड की 52^{वीं} वार्षिक आम बैठक (एजीएम) की कार्यवाही (Proceedings) प्रस्तुत कर रहे हैं, जो इस संबंध में कॉर्पोरेट कार्य मंत्रालय और सेबी द्वारा जारी परिपत्रों के अनुक्रम में वीडियो कॉन्फ्रेंसिंग/अन्य दृश्य-श्रव्य माध्यमों के माध्यम से सोमवार, 26 सितंबर, 2022 को दोपहर 12 बजे आयोजित की गई।

कृपया यह प्रचार प्रसार हेतु है
धन्यवाद

भवदीय
हाउसिंग एंड अर्बन डेवलपमेंट कॉर्पोरेशन लिमिटेड

विकास गोयल
कम्पनी सचिव एवं अनुपालन अधिकारी

संलग्न: यथोपरि

Proceedings of the 52nd Annual General Meeting of Housing and Urban Development Corporation Limited (HUDCO) held on Monday the 26th September, 2022 at 12 noon (I.S.T) (concluded at 01:40 p.m.)

DIRECTORS PRESENT IN PERSON

- | | | | |
|----|------------------------|---|--|
| 1. | Shri Kamran Rizvi | : | Chairman & Managing Director |
| 2. | Shri M Nagaraj | : | Director (Corporate Planning) |
| 3. | Shri D Guhan | : | Director (Finance) |
| 4. | Shri Kuldip Narayan | : | Part-time Official (Government) Director |
| 5. | Dr. Ravindra Kumar Ray | : | Non-Official (Independent) Director and Chairman of Audit Committee |
| 6. | Dr. Siyaram Singh | : | Non-Official (Independent) Director and Chairman of Stakeholders Relationship Committee |
| 7. | Smt. Sabitha Bojan | : | Non-Official (Independent) Director and Chairperson of Nomination & Remuneration Committee |
| 8. | Shri Banshi Lal Gujar | : | Non-Official (Independent) Director |

ALSO, PRESENT

THROUGH V/C OR OAVM

- | | | | |
|----|------------------------|---|---|
| 1. | Shri Arun Gupta | : | Statutory Auditors (FY 2021-22 & 2022-23) |
| 2. | Shri Dikshant Malhotra | : | Secretarial Auditors (FY 2021-22) |

IN PERSON

- | | | | |
|----|-------------------|---|-------------|
| 3. | Shri Hemant Singh | : | Scrutinizer |
|----|-------------------|---|-------------|

IN ATTENDANCE

- | | | | |
|----|--------------------------|---|-------------------|
| 1. | Shri Harish Kumar Sharma | : | Company Secretary |
|----|--------------------------|---|-------------------|

At the outset, Company Secretary welcomed the shareholders, Directors, Chairperson/ Chairman of the Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee, Statutory Auditors, Secretarial Auditors, Nominees of the President of India represented through Ministry of Housing and Urban Affairs, Government of India and Ministry of Rural Development, Government of India being the promoter shareholders, attending the meeting physically/ virtually through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) as permitted by Ministry of Corporate Affairs and SEBI due to COVID-19 pandemic.

Company Secretary informed that shareholders have been provided facility to join the meeting through VC/OAVM mode on first come first serve basis. The facility for joining the meeting was kept open atleast for 15 minutes before and after the scheduled time of start of meeting.

Thereafter, Shri Kamran Rizvi, Chairman & Managing Director took the chair and welcomed shareholders, Directors, representatives of the President of India and special invitees present in the meeting.



Company Secretary informed/confirmed that requisite quorum as required for conduct of meeting was duly present. He apprised the members/ shareholders that shareholders who had pre-registered themselves as a speaker, were allowed to express/speak at the meeting when their names were announced.

The Company Secretary further informed that:

- a) The 52nd Annual Report along with Notice convening 52nd AGM for the financial year 2021-22 was sent to all the shareholders and persons entitled thereto through electronic mode by Central Depository Services (India) Limited (CDSL) on their registered email ids, as per requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; Further, physical/hard copy of the 52nd Annual Report was also sent to those shareholders and persons entitled thereto who have requested for the same.
- b) The Company had provided the facility of remote e-voting through CDSL to its Shareholders to cast their votes electronically on all the resolution(s) as set out in the notice and the same was commenced on Thursday, the 22nd September, 2022 at 9:00 a.m. (IST) and closed on Sunday, the 25th September, 2022 at 5:00 p.m. (IST);
- c) The facility for e-voting during the meeting was available for the shareholders who had not casted their vote through remote e-voting. Further, shareholders were also informed that those, who had casted their vote through remote e-voting may attend the meeting but shall not be allowed to vote again at the meeting;
- d) 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 as per requirement of Companies Act, 2013; and
- e) The requisite registers and all other documents as referred in the notice were made available for inspection electronically during the AGM.

With the permission of the shareholders present and with approval of the Chairman, the notice convening the 52nd AGM, report of Directors and Auditors on the Financial Statements of financial year 2021-22 were taken as read.

It was also informed that, Comptroller and Auditor General of India, New Delhi has conducted supplementary audit of both the standalone and consolidated financial statements of the Company independently under Section 143 of the Companies Act, 2013. CAG vide letter dated 17th August, 2022 has conveyed that nothing significant has come to their knowledge which would give rise to any comment upon or supplement to Statutory Auditors' report under section 143 of the Act. Further, there were no observation/ comments having any adverse effects on functioning of the Company given by the Statutory Auditors in their report. The Management Reply on the comments of the Statutory Auditors have been made part of the Annual report.



Further, Secretarial Auditors in their report for the financial year ended 31st March, 2022 have given certain observations which are self-explanatory and are mainly due to non-appointment of Independent Directors, the same were forms part of the Annual report. It was informed that the power to appoint Independent Directors in Government Companies is vested with the Administration Ministry and the same is in process

Thereafter, Shri Kamran Rizvi, Chairman & Managing Director in his speech briefly covered economic environment, sectoral overview and government policy initiatives, emerging issues in Housing and Urban Infrastructure, Operational & Financial performance, Credit Rating of HUDCO, HUDCO'S role in implementation of Government of India flagship programmes, HSMI, Human Resource Management, CSR, Corporate Governance and future outlook.

After the address of the Chairman, question answer session was taken up. Out of 24 shareholders who have registered themselves as speaker shareholder at the meeting, 15 were present at the meeting and were given sufficient time to express their views. Their queries/ suggestions were adequately responded to their satisfaction.

The following resolutions/ proposals as set out in the notice were proposed for consideration and approval of the members:

Sl. No.	Brief of the item	Type of Resolution required
ORDINARY BUSINESS		
1.	Adoption of Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31 st March, 2022, along with Directors' Report, Auditor's Report and comments thereupon of the Comptroller and Auditor General of India.	Ordinary
2.	Approval for declaration of final dividend @ 27.50 % (Rs. 2.75/- per equity share) on the paid-up equity share capital of the Company for the financial year ended 31 st March, 2022 as recommended by the Board and to confirm the payment of interim dividend @ 7.50% (Rs. 0.75/- per equity share) already paid in the month of March, 2022.	Ordinary
3.	Appointment of a director in place of Shri Shyam Sunder Dubey (DIN: 06601151) who retires by rotation at this Annual General Meeting, on the same terms and conditions as earlier approved by the President of India and is eligible for reappointment.	Ordinary
4.	Appointment of a director in place of Shri D. Guhan (DIN: 06757569) who retires by rotation at this Annual General Meeting, on the same terms and conditions as earlier approved by the President of India and is eligible for reappointment.	Ordinary
5.	Fixation of remuneration of the Statutory Auditors for the financial year 2022-23.	Ordinary
SPECIAL BUSINESS		
6.	To borrow funds not exceeding Rs. 22,000 crore by way of issue of unsecured/ secured non-convertible bonds/debentures on private placement basis.	Special



Company Secretary thereafter informed that:

- a) The results of voting on each resolution shall be determined by aggregating votes cast through remote e-voting and voting during the AGM;
- b) The results of voting along with Scrutinizer's report will be announced and will be separately disseminated to the Stock Exchanges within the stipulated time, and the same will also be uploaded on the website(s) of the Company (www.hudco.org.in), Central Depository Services (India) Limited (CDSL), Registrar & Transfer Agent (R&TA) as per the statutory requirements;
- c) The above resolutions will be deemed to be passed on the date of Annual General Meeting, i.e., 26th September, 2022, subject to receipt of the requisite number of votes in favor of the Resolutions; and
- d) The facility for e-voting was also remained open for 15 minutes after conclusion of the meeting to enable the members to cast their vote, who had not casted their vote through remote e-voting.

It was further informed that the requisite quorum as required for conduct of meeting was duly present throughout the meeting and confirmed that the meeting was called, convened, held and conducted as per the provisions of the Companies Act, 2013; the rules notified thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India read with relevant circulars of MCA and SEBI.

Company Secretary proposed a vote of thanks to the Chair and the Chairman declared the meeting as closed.

