



**HOUSING AND URBAN DEVELOPMENT CORPORATION LIMITED**

Regd. Office: HUDCO Bhawan, India Habitat Centre, Lodhi Road, New Delhi- 110003

CIN: L74899DL1970GOI005276

Website: [www.hudco.org.in](http://www.hudco.org.in) , Email: [cswhudco@hudco.org](mailto:cswhudco@hudco.org)

Phone: 011-24649610-21, 24648193-95

**POSTAL BALLOT NOTICE**

**Dear Member(s),**

**NOTICE** is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, ('the Act'), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules') and other applicable provisions of the Act and the Rules, General Circular No. 20/2021 dated 8<sup>th</sup> December, 2021 read with General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020 together with other relevant circulars issued by the Ministry of Corporate Affairs ('MCA Circular'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standards on General Meetings issued by the Institute of Companies Secretaries of India and other applicable laws, rules and regulations (including any statutory modification and/or re-enactment thereof for the time being in force as amended from time to time), the resolutions appended below are proposed to be passed by the members through postal ballot, only by way of remote e-voting process ('e-voting').

Accordingly, the proposed resolutions together with the explanatory statement setting out the material facts as required under section 102 of the Act, are annexed herewith for consideration of the members.

In accordance with the MCA circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in the Postal Ballot Notice so as to cast their votes electronically not later than 5:00 p.m. IST on 30<sup>th</sup> March, 2022, the last day fixed for casting the votes electronically.

**SPECIAL BUSINESS**

**Item No.1.** 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 sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Kuldip Narayan (DIN: 03276525), who was appointed as an Additional Director pursuant to the provisions of section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of

the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Part-time Official (Government Nominee) Director, liable to retire by rotation as per the terms and condition of his appointment approved by the President of India.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No.2** 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 sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Ravindra Kumar Ray (DIN: 09394495), who was appointed as an Additional Director pursuant to the provisions of section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Director, be appointed as Non-official (Independent) Director, not liable to retire by rotation, to hold office for a period of three years from the date of his appointment made by Ministry of Housing and Urban Affairs, Government of India, with effect from 22<sup>nd</sup> November, 2021, as per the terms and condition of his appointment approved by the President of India.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No.3.** 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 sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Siyaram Singh (DIN: 09402727), who was appointed as an Additional Director pursuant to the provisions of section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Director, be appointed as Non-official (Independent) Director, not liable to retire by rotation, to hold office for a period of three years from the date of his appointment made by Ministry of Housing and Urban Affairs, Government of India, with effect from 22<sup>nd</sup> November, 2021, as per the terms and condition of his appointment approved by the President of India.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No.4.** 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 sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Sabitha Bojan (DIN: 09398364), who was appointed as an Additional Director pursuant to the provisions of section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing her candidature for the office of Director, be appointed as Non-official (Independent) Director, not liable to retire by rotation, to hold office for a period of three years from the date of his appointment made by Ministry of Housing and Urban Affairs, Government of India, with effect from 22<sup>nd</sup> November, 2021, as per the terms and condition of her appointment approved by the President of India.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No.5** 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 sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Banshi Lal Gujar (DIN: 09462128), who was appointed as an Additional Director w.e.f. 9<sup>th</sup> January, 2022 being the date of allotment of Director Identification Number by the Ministry of Corporate Affairs, Government of India pursuant to the provisions of section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Director, be appointed as Non-official (Independent) Director, not liable to retire by rotation, to hold office for a period of three years from the date of appointment made by Ministry of Housing and Urban Affairs, Government of India, vide order dated 7<sup>th</sup> January, 2022, as per the terms and condition of his appointment approved by the President of India.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By order of the Board of Directors**

Place: New Delhi  
Dated: 22.02.2022

Sd/-  
**Harish Kumar Sharma**  
Company Secretary

## NOTES

1. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 setting out all material facts relating to the resolution(s) proposed to be passed through postal ballot is annexed herewith;
2. Shri Hemant Kumar Singh, Company Secretary (Membership No. FCS: 6033) failing him Ms. Shinjini Mukherjee (Membership No. ACS: 65425), Partner(s), M/s Hemant Singh & Associates, Company Secretaries in Practice has been appointed as the Scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final;
3. In compliance with the provisions of section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the MCA circulars and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is providing the facility to all its members to exercise their right to vote by electronic means as an alternate mode of voting which will enable them to cast their votes electronically, for which necessary arrangements have been made by the Company with M/s Central Depository Services (India) Limited ('CDSL') as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote;
4. In accordance with the MCA circulars, the postal ballot notice is being sent only by electronic mode to those members whose names appear on the Register of Members/ list of beneficial owners as on 23<sup>rd</sup> February, 2022 ('cutoff date') received from the Depositories and whose e-mail address is registered with the Depositories/ Registrar & Transfer Agents. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this postal ballot;
5. The Postal Ballot Notice will also be available on the websites of the Stock Exchange(s), i.e., BSE Limited and National Stock Exchange of India Limited, respectively, Company's website at [www.hudco.org.in](http://www.hudco.org.in) and on the website of the CDSL at [www.evotingindia.com](http://www.evotingindia.com);
6. The members who have not registered their email addresses or there is any change in their registered email address(es), are requested to immediately notify/update their email address with their depository participant, in case the shares are held in dematerialized form and to the Registrar and Transfer Agent, in case the shares are held in physical form by providing the necessary details;
7. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution(s) only through the remote e-voting process. Members whose names appear in the list of beneficial owners provided by Depositories/ Register of members as on the cutoff date will only be considered eligible for the purpose of e-voting;
8. Persons who become member of the Company after the cutoff date, should treat this notice only for information purpose and are not entitled to vote;
9. The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on the 'Cut-off date';
10. The e-voting period will commence at 9.00 a.m. (IST) on Tuesday, the 1<sup>st</sup> March, 2022 and ends at 5:00 p.m. (IST) on Wednesday, the 30<sup>th</sup> March, 2022. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered. Once the vote on a resolution is cast by the members, they shall not be allowed to change it subsequently.

11. All the material documents referred to in the Postal Ballot Notice will be available for inspection electronically until the last date of voting;
12. The resolution, if approved shall be deemed to have been passed on the last date of e-voting, i.e., Wednesday, the 30<sup>th</sup> March, 2022; and
13. The Scrutinizer will submit the report, after the completion of scrutiny, to the Chairman & Managing Director or to a person duly authorized by him. The results of the e-voting will be announced within two working days of conclusion of postal ballot process and will be displayed on the websites of the Stock Exchange(s), i.e., BSE Limited and National Stock Exchange of India Limited, respectively, Company's website at [www.hudco.org.in](http://www.hudco.org.in) and on the website of the CDSL at [www.evotingindia.com](http://www.evotingindia.com).

## **INSTRUCTION FOR VOTING**

1. In conformity with the present regulatory requirements, the Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories, on 23<sup>rd</sup> February, 2022, and who have registered their e-mail addresses with the Registrar & Transfer Agent or with the Depositories.

Further, Members can vote on the Resolutions only through remote e-voting. Remote e-voting will commence at 9:00 a.m. on Tuesday, the 1<sup>st</sup> March, 2022 and will end at 5:00 p.m. (IST) on Wednesday, the 30<sup>th</sup> March, 2022, when remote e-voting will be blocked by CDSL;

2. Voting rights will be reckoned on the paid-up value of equity shares registered in the names of the members on Wednesday, 23<sup>rd</sup> February, 2022 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes; and
3. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e., Wednesday, the 30<sup>th</sup> March, 2022.

### **Instructions for shareholders for remote e-voting**

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020, on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode, are allowed to vote through their demat account maintained with depositories and depository participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

In order to increase the efficiency of the voting process, all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants are able to cast their vote without having to register again with E-Voting Service Provider (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

1. Pursuant to abovesaid SEBI circular, Login method for e-voting 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 | <ol style="list-style-type: none"> <li>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 URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi;</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e., CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly;</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/ EasiRegistration</a>; and</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered mobile &amp; 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.</li> </ol>   |
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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;</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a> ; and</li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol> |
| Individual Shareholders (holding securities in demat mode)         | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting</p>  |



|   |   |
|---|---|
| login through their Depository Participants | feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period. |
|---|---|

**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.

## 2. Login method for e-Voting 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](http://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) Next 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](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used; and
- 6) If you are a first-time user follow the steps given below:

| <b>For physical shareholders and other than individual shareholders holding shares in Demat.</b> |   |
|--|---|
| PAN  | Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> </ul> |
| Dividend Bank Details <b>OR</b> 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. <ul style="list-style-type: none"> <li>• 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.</li> </ul>                 |

3. After entering these details appropriately, click on "SUBMIT" tab;
4. 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 to be also used by the demat holders for voting for 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;
5. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice;
6. Click on the EVSN for the relevant <Company Name> on which you choose to vote;

7. 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;
8. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details;
9. 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;
10. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote;
11. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page; and
12. 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.

#### **Additional facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 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 and to the Company at the email address viz; [hemantsinghcs@gmail.com](mailto:hemantsinghcs@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

| <b>Login type</b>   | <b>Helpdesk details</b>   |
|---|---|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43. |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30              |



**Process for those Shareholders whose email addresses are not registered with the Depositories for obtaining Login Credentials For e-Voting for the Resolutions proposed in this Notice**

1. For Physical shareholders- please provide necessary details like 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 at [rta@alankit.com](mailto:rta@alankit.com);
2. For Demat shareholders - please update your email id and mobile no. with your respective Depository Participant; and
3. For individual demat shareholders- please update your email id and mobile no. with your respective Depository Participant which is mandatory while e-voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022- 23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Shri Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022- 23058542/43.

**OTHER INSTRUCTIONS**

- a) The Scrutinizer shall submit the Scrutinizer's Report to the Chairman & Managing Director of the Company or such other officer duly authorized by the Chairman & Managing Director. Further, the results of the Postal Ballot will be announced within two working days of conclusion of postal ballot process and the same will be hosted on website of the Company i.e., [www.hudco.org.in](http://www.hudco.org.in), service provider, i.e., [www.evotingindia.com](http://www.evotingindia.com) and the same will also be communicated simultaneously to the Stock Exchanges namely BSE Limited and National Stock Exchange of India Limited;
- b) In case of any queries, please visit Help and Frequently Asked Questions (FAQs) section available at website of the Service Provider i.e., [www.evotingindia.com](http://www.evotingindia.com); and
- c) Members are requested to send all communications relating to shares to Company's Registrar & Share Transfer Agent (R & T Agent) at the following address:

M/s Alankit Assignments Limited,  
Alankit Heights, 4E/2,  
Jhandewalan Extension,  
New Delhi-110055,  
Email-id: [rta@alankit.com](mailto:rta@alankit.com),  
Ph.No. -011-42541234/ 23541234,  
Fax-011-23552001  
Website: [www.alankit.com](http://www.alankit.com)

**By order of the Board of Directors**

Sd/-

**Harish Kumar Sharma**  
**Company Secretary**

Place : New Delhi  
Dated: 22.02.2022

## **STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 1 Appointment of Shri Kuldip Narayan (DIN: 03276525), as a Part-time Official (Government Nominee) Director of the Company**

Shri Kuldip Narayan (DIN: 03276525), was appointed as Part-time Official (Government Nominee) Director, on the Board of your Company by the President of India vide Ministry of Housing and Urban Affairs, Government of India order no. A-42012(12)/39/2017-AA [E-9026701] dated 2<sup>nd</sup> November, 2021 and was accordingly appointed as an Additional Director by the Board of Directors with effect from 2<sup>nd</sup> November, 2021, to hold office upto the date of Annual General Meeting as per the provisions of the Companies Act, 2013 and Articles of Association of the Company.

As per SEBI(LODR) Regulations, 2015, effective from 1<sup>st</sup> January, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Shri Kuldip Narayan is qualified to be appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director. The Company has received notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 in respect of appointment of Shri Kuldip Narayan. Shri Narayan, if appointed, shall be liable to retire by rotation.

Brief resume of Shri Narayan giving details as to nature of expertise in specific functional area, shareholding in the Company, other Directorship, membership /Chairmanship of Committees and other particulars are enclosed with this notice.

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 resolution.

Your directors recommend the resolution as set out in the notice for approval by the members.

### **Item No. 2 Appointment of Dr. Ravindra Kumar Ray (DIN: 09394495), as a Non-official (Independent) Director of the Company**

Dr. Ravindra Kumar Ray (DIN: 09394495) was appointed as Non-official (Independent) Director, on the Board of your Company by the President of India vide Ministry of Housing and Urban Affairs, Government of India order no.A-42012(12)/2/2019-AA-UD-Part(1) [E-9086347] dated 22<sup>nd</sup> November, 2021 and was accordingly appointed as an Additional Director by the Board of Directors with effect from 22<sup>nd</sup> November, 2021, to hold office upto the date of Annual General Meeting as per the provisions of the Companies Act, 2013 and Articles of Association of the Company.

As per SEBI(LODR) Regulations, 2015, effective from 1<sup>st</sup> January, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Dr. Ravindra Kumar Ray is qualified to be appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director. The Company has also received a

declaration from Dr. Ray that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Listing Regulations. In the opinion of the Board, Dr. Ray fulfils the conditions for appointment as an Independent Director as specified in the Act and the listing regulations.

Dr. Ravindra Kumar Ray as an Independent Director will be entitled to receive remuneration by way of sitting fee for attending each meeting of the Board/ Committees of the Board as approved by the Board and Ministry of Housing and Urban Affairs, Government of India, being the Administrative Ministry. Details of remuneration paid to Independent Directors shall be disclosed as part of the Annual Report.

The Company has received notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 in respect of appointment of Dr. Ray, if appointed, shall not be liable to retire by rotation.

Brief resume of Dr. Ravindra Kumar Ray giving details as to nature of expertise in specific functional area, shareholding in the Company, other Directorship, membership /Chairmanship of Committees and other particulars are enclosed with this notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Dr. Ravindra Kumar Ray, is in any way, concerned or interested, financially or otherwise, in the resolution.

Your directors recommend the resolution as set out in the notice for approval by the members.

**Item No. 3 Appointment of Dr. Siyaram Singh (DIN: 09402727), as a Non-official (Independent) Director of the Company**

Dr. Siyaram Singh (DIN: 09402727), was appointed as Non-official (Independent) Director, on the Board of your Company by the President of India vide Ministry of Housing and Urban Affairs, Government of India order No.A-42012(12)/2/2019-AA-UD-Part(1) [E-9086347] dated 22nd November, 2021 and was accordingly appointed as an Additional Director by the Board of Directors with effect from 22nd November, 2021, to hold office upto the date of Annual General Meeting as per the provisions of the Companies Act, 2013 and Articles of Association of the Company.

As per SEBI(LODR) Regulations, 2015, effective from 1st January, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Dr. Siyaram Singh is qualified to be appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director. The Company has also received a declaration from Dr. Siyaram Singh that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Listing Regulations. In the opinion of the Board, Dr. Singh fulfils the conditions for appointment as an Independent Director as specified in the Act and the listing regulations.

Dr. Siyaram Singh as an Independent Director will be entitled to receive remuneration by way of sitting fee for attending each meeting of the Board/ Committees of the Board as approved by the Board and Ministry of Housing and Urban Affairs, Government of India, being the Administrative Ministry. Details of remuneration paid to Independent Directors shall be disclosed as part of the Annual Report.

The Company has received notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 in respect of appointment of Dr. Siyaram Singh, if appointed, shall not be liable to retire by rotation.

Brief resume of Dr. Siyaram Singh giving details as to nature of expertise in specific functional area, shareholding in the Company, other Directorship, membership /Chairmanship of Committees and other particulars are enclosed with this notice.

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

Your directors recommend the resolution as set out in the notice for approval by the members.

**Item No. 4 Appointment of Smt. Sabitha Bojan (DIN: 09398364), as a Non-official (Independent) Director of the Company**

Smt. Sabitha Bojan (DIN: 09398364), was appointed as Non-official (Independent) Director, on the Board of your Company by the President of India vide Ministry of Housing and Urban Affairs, Government of India order No.A-42012(12)/2/2019-AA-UD-Part(1) [E-9086347] dated 22nd November, 2021 and was accordingly appointed as an Additional Director by the Board of Directors with effect from 22nd November, 2021, to hold office upto the date of Annual General Meeting as per the provisions of the Companies Act, 2013 and Articles of Association of the Company.

As per SEBI(LODR) Regulations, 2015, effective from 1st January, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Smt. Sabitha Bojan is qualified to be appointed as a director in terms of Section 164 of the Act and has given her consent to act as a director. The Company has also received a declaration from Smt. Sabitha Bojan that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Listing Regulations. In the opinion of the Board, Smt. Bojan fulfils the conditions for appointment as an Independent Director as specified in the Act and the listing regulations.

Smt. Sabitha Bojan as an Independent Director will be entitled to receive remuneration by way of sitting fee for attending each meeting of the Board/ Committees of the Board as approved by the Board and Ministry of Housing and Urban Affairs, Government of India, being the Administrative Ministry. Details of remuneration paid to Independent Directors shall be disclosed as part of the Annual Report.

The Company has received notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 in respect of appointment of Smt. Bojan, if appointed, shall not be liable to retire by rotation.

Brief resume of Smt. Sabitha Bojan giving details as to nature of expertise in specific functional area, shareholding in the Company, other Directorship, membership/ Chairmanship of Committees and other particulars are enclosed with this notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Smt. Sabitha Bojan, is in any way, concerned or interested, financially or otherwise, in the resolution.

Your directors recommend the resolution as set out in the notice for approval by the members.

**Item No. 5 Appointment of Sh. Banshi Lal Gujar (DIN: 09462128), as a Non-official (Independent) Director of the Company**

Sh. Banshi Lal Gujar (DIN: 09462128), was appointed as Non-official (Independent) Director, on the Board of your Company by the President of India vide Ministry of Housing and Urban Affairs, Government of India order no. A-42012(12)/2/2019-AA-UD-Part(1) [E-9086347] dated 7th January, 2022 and was accordingly appointed as an Additional Director by the Board of Directors with effect from 9th January, 2022 (being the date of allotment of Director Identification Number by the Ministry of Corporate Affairs, Government of India), to hold office upto the date of Annual General Meeting as per the provisions of the Companies Act, 2013 and Articles of Association of the Company.

As per SEBI(LODR) Regulations, 2015, effective from 1st January, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment whichever is earlier.

Sh. Banshi Lal Gujar is qualified to be appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director. The Company has also received a declaration from Sh. Banshi Lal Gujar that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Listing Regulations. In the opinion of the Board, Sh. Gujar fulfils the conditions for appointment as an Independent Director as specified in the Act and the listing regulations.

Sh. Banshi Lal Gujar as an Independent Director will be entitled to receive remuneration by way of sitting fee for attending each meeting of the Board/ Committees of the Board as approved by the Board and Ministry of Housing and Urban Affairs, Government of India, being the Administrative Ministry. Details of remuneration paid to Independent Directors shall be disclosed as part of the Annual Report.

The Company has received notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 in respect of appointment of Sh. Banshi Lal Gujar, if appointed, shall not be liable to retire by rotation.

Brief resume of Sh. Banshi Lal Gujar giving details as to nature of expertise in specific functional area, shareholding in the Company, other Directorship, membership /Chairmanship of Committees and other particulars are enclosed with this notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Sh. Banshi Lal Gujar, is in any way, concerned or interested, financially or otherwise, in the resolution.

Your directors recommend the resolution as set out in the notice for approval by the members.

**By order of the Board of Directors**

Place : New Delhi  
Dated: 22.02.2022

Sd/-  
**Harish Kumar Sharma**  
Company Secretary

## Brief of Directors seeking appointment through Postal Ballot by remote e-voting process

| Name of the Director                                     | Sh. Kuldip Narayan   | Dr. Ravindra Kumar Ray  | Dr. Siyaram Singh  | Smt. Sabitha Bojan  | Sh. Banshi Lal Gujar   |
|--|--|---|--|---|--|
| Date of Birth  | 08.09.1980   | 02.05.1958  | 15.07.1977   | 30.05.1978  | 25.09.1960   |
| Age  | 41years  | 63 years  | 44 years   | 43 years  | 61 years   |
| Date of appointment                                      | 02.11.2021   | 22.11.2021  | 22.11.2021   | 22.11.2021  | 09.01.2022   |
| Relationship with Directors and Key Managerial Personnel | None   | None  | None   | None  | None   |
| Shareholding in HUDCO                                    | -  | -   | -  | -   | -  |
| Qualification  | IAS 2005 batch officer from Bihar Cadre. B. Tech in Mechanical Engineering from IIT Kanpur.  | M.A. History<br>PhD History   | M.B.B.S.<br>M.D. (General Medicine)  | M.A. Sociology, MBA in Human Resources, Diploma in Co-operation.  | M.A. Political Science   |
| Experience & Expertise in specific functional area       | Having more than 15 years of experience. Presently Joint Secretary, Ministry of Housing & Urban Affairs, GoI. Earlier served as Private Secretary to MOS, Environment, Forest & Climate Change, Health and Family welfare.<br><br>In Bihar State, served as District Magistrate of districts of Gopalganj, Chhapra, Munger, Madhubani. Also held the position of Director Panchayati Raj Dept, Patna Municipal Commissioner. | Having vast experience in the field of education, politics and social welfare. Served as lecturer at Vinoba Bhave University, Hazaribag. He was member of Parliament in 16 <sup>th</sup> Lok Sabha, prior to which he was member of Jharkhand Assembly (two terms) and also held the position of Cabinet Minister in the Government of Jharkhand. | He is an eminent medical professional practicing at Barh in the State of Bihar. He is social activist for the last 15 years. He held the position of Secretary, Bharat Vikas Parishad and Secretary Patna Medical College. | Having more than 15 years of experience in Corporate, education and management field with key position as state and regional head in various organizations. She is a social activist and carried out numerous welfare activities for youth, women and tribal upliftment in coordination with several NGO's. | Having vast experience in the field of politics and social welfare. He is a social activist and carried out numerous welfare activities for farmers' upliftment. |



|  |   |   |   |   |   |
|--|---|---|---|---|---|
| Number of meetings of the Board attended during the financial year 2021-22 since appointment | 5 | 4 | 4 | 4 | 3 |
| Board membership of other listed Companies   | - | - | - | - | - |
| Chairmanship/memberships of the Committees of other public limited Companies                 | - | - | - | - | - |

Notes:

*The Directorship, Committee Membership and Chairmanships do not include positions in unlisted and private Companies.*