

## NOTICE

**NOTICE** is hereby given that the 16th Annual General Meeting of the members of Housing Development and Infrastructure Limited will be held on Tuesday, 14th August, 2012 at 11.30 a.m. at National Stock Exchange of India Limited, Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051 to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt the Audited Statement of Profit and Loss of the Company for the financial year from 1st April, 2011 to 31st March, 2012 and the Balance Sheet as at 31st March, 2012 together with the report of the Auditors and Directors thereon.
2. To appoint Director in place of Shri. Waryam Singh, retiring by rotation, and being eligible offers himself for re-appointment.
3. To appoint Director in place of Shri. Ashok Kumar Gupta, retiring by rotation, and being eligible offers himself for re-appointment.
4. To appoint Director in place of Shri. Satya Pal Talwar, retiring by rotation, and being eligible offers himself for re-appointment.

### NOTES:

1. A member entitled to attend and vote at the Annual General Meeting ("the Meeting") is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty eight hours before the commencement of the Meeting.
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. The Company has already notified closure of Register of Members and Transfer Books from 10th August, 2012 to 14th August, 2012 (both days inclusive) for the Annual General Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Queries on accounts of the Company, if any, may be sent in writing to the Company Secretary ten days in advance of

5. To re-appoint M/s. Thar & Co., Chartered Accountants, Mumbai, the retiring Auditors of the Company, as the Statutory Auditors of the Company having firm registration no. 110958W to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on remuneration as may be fixed by the Board of Directors.

By order of the Board of Directors  
**Housing Development and Infrastructure Limited**

Date: 30th May, 2012

**Darshan D. Majmudar**

Place: Mumbai

Vice President, Company Secretary & Legal

### REGISTERED OFFICE:

9-01, HDIL Towers,  
 Anant Kanekar Marg,  
 Bandra (East),  
 Mumbai – 400 051

the Meeting so as to enable the Management to keep the information ready at the Meeting.

6. Members who are holding Company's shares in dematerialised mode are requested to bring details of their Depository Account Number for identification.
7. Members are requested to notify immediately about any change in their address/mandate/e-mail/bank details to their Depository Participant (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company's Registrar and Share Transfer Agent, M/s. Karvy Computershare Private Limited, Plot no.17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad - 500 081.
8. Under Section 109A of the Companies Act, 1956, members are entitled to make nomination in respect of shares held by them in physical mode. Members desirous of making nominations are requested to send their request in Form 2B in duplicate to the Company's R & T Agent at above address.
9. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.

### Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail addresses, the members are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to fill the appropriate column in the Green Initiative Form and register the same with Karvy Computershare Private Limited.