

Regd. office :
9 - 01, HDIL Towers,
Anant Kanekar Marg,
Bandra (E)
Mumbai 400 051.
T +91 22 2658 3500
F +91 22 2658 3535
www.hdil.in
CIN No. L70100MH1996PLC101379

Ref No: HDIL/CSD/2016-17/000282

September 7, 2016

The Manager,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001The Manager,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051

Scrip Code: 532873

Security Symbol: HDIL

Dear Sir,

Sub: Intimation of dates of Annual General Meeting, Remote e-voting and Book Closure of the Company

This is to inform you that, the 20th Annual General Meeting ("AGM") of the Company for the financial year ended March 31, 2016, will be held on Thursday, September 29, 2016, at 11:00 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.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act"), read with the relevant Rules of the Act and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide to its Members, facility to exercise their right to vote on Resolution proposed to be considered at the ensuing AGM by electronic mean i.e. "Remote e-voting". The remote e-voting facility shall commence on Monday, September 26, 2016 from 9:00 a.m. and end on Wednesday, September 28, 2016 at 5:00 p.m.

The Company has fixed Wednesday, September 21, 2016, as cut-off date for determining the eligibility of the Members to vote through remote e-voting at the ensuing AGM.

Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of the Listing Regulation, the Register of Members and the share transfer books of the Company shall remain closed from **Saturday, September 24, 2016 to Thursday, September 29, 2016** (both days inclusive).

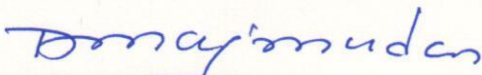
Pursuant to the requirement specified under Regulation 30 read with schedule III of the Listing Regulations, please find enclosed a copy of said advertisement for your perusal.

Further, pursuant to Regulation 30 of the Listing Regulations, please find enclosed notice of Annual General Meeting of the Company.

Kindly take the same on record and acknowledge receipt.

Thanking you,
Yours faithfully,

for Housing Development and Infrastructure Limited


Darshan D. Majmudar
Chief Financial Officer & Company Secretary

Encl: A/a



HOUSING DEVELOPMENT AND INFRASTRUCTURE LIMITED

CIN: L70100MH1996PLC101379

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

Tel No: +91 22 67889000 Fax: +91 22 67889090

Website: www.hdil.in / e-mail id: info@hdil.in

NOTICE OF 20th ANNUAL GENERAL MEETING

Notice is hereby given that the 20th Annual General Meeting ("AGM") of Housing Development and Infrastructure Limited ("the Company") will be held on Thursday, September 29, 2016, at 11:00 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 business as set out in the Notice of AGM, which has been dispatched to the Members.

Notice is further given that pursuant to the provisions of Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") the Register of Members and Share transfer Books of the Company will remain closed from Saturday, September 24, 2016 to Thursday, September 29, 2016 (both days inclusive) for the purpose of 20th AGM.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the relevant Rules of the Act and Regulation 44 of the Listing Regulations, the Company is providing its Members remote e-voting facility to exercise their right in respect of all the Resolutions to be passed at the AGM. The Members may cast their votes using an electronic voting system from a place other than venue of the Meeting, provided by Karvy Computer share Private Limited ("Karvy").

The communication relating to remote e-voting inter alia containing User ID and password along with a copy of the Notice convening the Meeting has been dispatched to the Members. This communication and the Notice of the Meeting are available on the website of the Company at www.hdil.in and on the website of Karvy at <https://evoting.karvy.com>.

The remote e-voting facility shall commence on Monday, September 26, 2016 from 9:00 a.m. (IST) and end on Wednesday, September 28, 2016 at 5:00 p.m. (IST). The remote e-voting shall not be allowed beyond the said date and time.

A person, whose name appears in the Register of Members/Beneficial owners as on the cut-off date i.e. September 21, 2016, only shall be entitled to avail the facility of remote e-voting as well as voting at the Meeting.

Any person who becomes Member of the Company after dispatch of the Notice of the Meeting and holding shares as of the cut-off date i.e. September 21, 2016, may obtain the User ID and password by sending a request at einward.ris@karvy.com. The detailed procedure for obtaining User ID and password is also provided in the Notice of the Meeting which is available at the Company's website at www.hdil.in and Karvy's website at www.karisma.karvy.com. If the Member is already registered with Karvy for e-voting then he/ she can use his / her existing User ID and password for casting the vote through remote e-voting.

The Members who have cast their vote by remote e-voting may attend the Meeting but shall not be entitled to cast their vote again.

The facility for voting through electronic voting system ("Insta Poll") shall also be made available at the AGM and Members who have not cast their votes by remote e-voting shall be able to exercise their right at AGM.

In case of any queries / grievances relating to voting by electronic means, the Members / Beneficial owners may contact at the following address:

Mr. Rajeev Kumar, Dy. Manager, Karvy Computershare Private Limited, Karvy Selenium Tower-B, Plot No. 31 & 32, Financial District, Gachibowli, Nanakramguda, Serilingampally, Hyderabad - 500 032, Contact No: 040 6716 1524, e-mail: einward.ris@karvy.com.

for Housing Development and Infrastructure Limited

Sd/-

Place: Mumbai

Date: September 6, 2016

Darshan D. Majmudar

Chief Financial Officer & Company Secretary

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Wed, 07 September 2016

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HOUSING DEVELOPMENT AND INFRASTRUCTURE LIMITED

CIN: L70100MH1996PLC101379

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

Tel No: +91 22 67889000 **Fax:** +91 22 67889090

Website: www.hdil.in / **e-mail id:** info@hdil.in

NOTICE OF 20th ANNUAL GENERAL MEETING

Notice is hereby given that the 20th Annual General Meeting ("AGM") of Housing Development and Infrastructure Limited ("the Company") will be held on Thursday, September 29, 2016, at 11:00 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 business as set out in the Notice of AGM, which has been dispatched to the Members.

Notice is further given that pursuant to the provisions of Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") the Register of Members and Share transfer Books of the Company will remain closed from Saturday, September 24, 2016 to Thursday, September 29, 2016 (both days inclusive) for the purpose of 20th AGM.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the relevant Rules of the Act and Regulation 44 of the Listing Regulations, the Company is providing its Members remote e-voting facility to exercise their right in respect of all the Resolutions to be passed at the AGM. The Members may cast their votes using an electronic voting system from a place other than venue of the Meeting, provided by Karvy Computer share Private Limited ("Karvy").

The communication relating to remote e-voting inter alia containing User ID and password along with a copy of the Notice convening the Meeting has been dispatched to the Members. This communication and the Notice of the Meeting are available on the website of the Company at www.hdil.in and on the website of Karvy at <https://evoting.karvy.com>.

The remote e-voting facility shall commence on Monday, September 26, 2016 from 9:00 a.m. (IST) and end on Wednesday, September 28, 2016 at 5:00 p.m. (IST). The remote e-voting shall not be allowed beyond the said date and time.

A person, whose name appears in the Register of Members/Beneficial owners as on the cut-off date i.e. September 21, 2016, only shall be entitled to avail the facility of remote e-voting as well as voting at the Meeting.

Any person who becomes Member of the Company after dispatch of the Notice of the Meeting and holding shares as of the cut-off date i.e. September 21, 2016, may obtain the User ID and password by sending a request at einward.ris@karvy.com. The detailed procedure for obtaining User ID and password is also provided in the Notice of the Meeting which is available at the Company's website at www.hdil.in and Karvy's website at www.karisma.karvy.com. If the Member is already registered with Karvy for e-voting then he/ she can use his / her existing User ID and password for casting the vote through remote e-voting.

The Members who have cast their vote by remote e-voting may attend the Meeting but shall not be entitled to cast their vote again.

The facility for voting through electronic voting system ("Insta Poll") shall also be made available at the AGM and Members who have not cast their votes by remote e-voting shall be able to exercise their right at AGM.

In case of any queries / grievances relating to voting by electronic means, the Members / Beneficial owners may contact at the following address:

Mr. Rajeev Kumar, Dy. Manager, Karvy Computershare Private Limited, Karvy Selenium Tower-B, Plot No. 31 & 32, Financial District, Gachibowli, Nanakramguda, Serilingampally, Hyderabad - 500 032, Contact No: 040 6716 1524, e-mail: einward.ris@karvy.com.

for Housing Development and Infrastructure Limited

Sd/-

Darshan D. Majmudar

Chief Financial Officer & Company Secretary

Place: Mumbai

Date: September 6, 2016



Wed, 07 September 2016

paper.freepressjournal.in/c/13031958

NOTICE is hereby given that the 20th Annual General Meeting of the Members of **HOUSING DEVELOPMENT AND INFRASTRUCTURE LIMITED**, will be held on Thursday, September 29, 2016, at 11:00 a.m. at National Stock Exchange of India, 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 standalone as well as the consolidated financial statements of the Company for the year ended March 31, 2016, together with the Report of the Board of Directors and the Auditors thereon.

2. Appointment of Statutory Auditors

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

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) and the Companies (Audit and Auditors) Rules, 2014 (**“the Rules”**) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and upon recommendation of the Audit Committee, M/s. Thar & Co., Chartered Accountants (Firm Registration No. 110958W), who have offered themselves for appointment and have confirmed their eligibility to be appointed as Auditor, in terms of the provisions of Section 141 of the Act and the Rules, be and are hereby appointed as Statutory Auditors of the Company from the conclusion of ensuing Annual General Meeting (**“AGM”**) until conclusion of the Twenty First AGM of the Company, at such remuneration, out-of-pocket expenses, etc. plus service tax, as may be mutually agreed upon by the Executive Chairman of the Company and the Auditors.”

SPECIAL BUSINESS:

3. Appointment of Mr. Ashok Kumar Gupta (DIN: 00145816) as a Non-Executive Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon the recommendation of the Nomination and Remuneration Committee, Mr. Ashok Kumar Gupta (DIN: 00145816), Non-Executive Director of the Company, who meets the criteria for appointment as an Independent Director 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 a Non-Executive Independent Director of the Company for a term of five (5) years upto May 27, 2021, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Act and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Ashok Kumar Gupta be paid such fees and

remuneration and profit related commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

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

4. Ratification of remuneration payable to Cost Auditors

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Ketki D. Visariya & Co., Cost Accountants (Firm Registration Number: 00362), appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company, be paid a remuneration for the financial year ending March 31, 2017, amounting to ₹ 1,00,000/-, re-imbursment of out-of-pocket expenses incurred plus service tax as applicable in connection with the aforesaid audit.

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

5. To consider fund raising programme of the Company

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

“RESOLVED THAT pursuant to provisions of Sections 41, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) (including any statutory modifications or re-enactment(s) thereof for the time being in force) as amended from time to time, the Foreign Exchange Management Act, 1999 (**“FEMA”**), as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended and Depository Receipts Scheme, 2014, rules, regulations, guidelines, notifications and circulars prescribed by the Securities and Exchange Board of India (**“SEBI”**) including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the **“ICDR Regulations”**) as amended, the Reserve Bank of India (**“RBI”**) and the Government of India (**“GOI”**) and / or any other competent authorities as may be required and clarifications, if any, issued thereon from time to time, the equity listing agreements entered into by the Company with the stock exchanges where the Company’s equity shares of face value of ₹ 10/- each (the **“Equity Shares”**) are listed, as per the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) and subject to any approval, consent, permission and / or sanction of GOI, SEBI, RBI and the stock exchanges, as may be required, and the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and subject to all other necessary approvals, permissions, consents and / or sanctions of the

concerned statutory and other relevant authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall include any committee thereof constituted / to be constituted by the Board to exercise its powers including powers conferred by this Resolution to the extent permitted by law), consent, authority and approval of the Members is hereby accorded to create, offer, issue and allot in one or more tranches, in the course of domestic and / or international offering(s) in one or more foreign markets, by way of a public issue, private placement or a combination thereof of the Equity Shares or through an issuance of the Global Depository Receipts (“**GDRs**”), the American Depository Receipts (“**ADRs**”), the Foreign Currency Convertible Bonds (“**FCCBs**”), fully convertible debentures / partly convertible debentures, preference shares convertible into Equity Shares and / or any other financial instruments or securities convertible into Equity Shares or with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form, whether denominated in rupee or in foreign currency (hereinafter collectively referred to as the (“**Securities**”) or any combination of Securities to any person including but not limited to foreign / resident investors (whether institutions, incorporated bodies, mutual funds and / or individuals or otherwise), foreign institutional investors, promoters, Indian and / or multilateral financial institutions, mutual funds, non-resident Indians, employees of the Company and / or any other categories of investors, whether they be holders of shares of the Company or not (including with provisions for reservation on firm and / or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), (collectively called the “**Investors**”) at such time or times, at such price or prices, at a discount or premium to the market price or prices in such manner and on such terms and conditions including security, rate of interest, etc., including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of Investors at the time of such issue and allotment considering the prevailing market conditions and other relevant factors wherever necessary as may be decided by the Board in its absolute discretion at the time of issue of Securities in one or more offerings / tranches, such that the total amount including premium raised through the aforesaid Securities should not exceed USD 350 million (350 Million United States Dollars) in one or more currencies.

RESOLVED FURTHER THAT pursuant to provisions of Sections 41, 42, 62 and other applicable provisions, if any, of the Act, Chapter VIII of the ICDR Regulations, the FEMA and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, consent, authority and approval of the Members be and is hereby accorded to issue, offer and allot Equity Shares, securities convertible into Equity Shares or non-convertible debentures along with warrants such that the total amount including premium raised should not exceed USD 350 million (350 Million United States Dollars), as specified in the preceding Resolution, to the qualified institutional buyers (as defined in the ICDR Regulations) pursuant to a qualified institutions placement in accordance with Chapter VIII of the ICDR Regulations.

RESOLVED FURTHER THAT in case of issue of the Securities by way of the qualified institutions placement to the qualified institutional buyers in accordance with Chapter VIII of the ICDR Regulations, the “relevant date” shall mean the date of the meeting in which the Board or a Committee of the Board decides to open the proposed issue of Securities and at such price as applicable in accordance with the provisions of the ICDR Regulations.

RESOLVED FURTHER THAT in case of a qualified institutions placement, in terms of the provisions of the ICDR Regulations, the Board may, at its absolute discretion, issue Equity Shares (including upon conversion of the Securities) at a discount of not more than such percentage as permitted under applicable regulations to the ‘floor price’ as determined in terms of the ICDR Regulations.

RESOLVED FURTHER THAT:

- a. the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company;
- b. the relevant date for the purposes of determining the floor price of the Securities would be in accordance with the guidelines prescribed by SEBI, RBI, GOI through its various departments, or any other regulator and the pricing of any Equity Shares issued upon the conversion of the Securities shall be made subject to and in compliance with the applicable adjustments in the applicable rules / guidelines / statutory provisions and
- c. the Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT the issue of Equity Shares underlying the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, inter alia, subject to the following terms and conditions:

- a. in the event of the Company making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Securities, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the Equity Share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro rata;
- b. in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Securities, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;
- c. in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted and
- d. in the event of consolidation and / or division of outstanding shares into smaller number of shares (including by the way of stock split) or re-classification of the Securities into other securities and / or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint lead managers, underwriters, guarantors, depositories, custodians, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts / agreements, memorandum, documents, etc., with such agencies and to seek the listing of such Securities on one or more recognised (national and international) stock exchange(s).

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion, redemption or cancellation of the Securities or as may be necessary in accordance with the terms of the issue / offering and all such Equity Shares shall rank pari passu with the existing Equity Shares in all respects, except the right as to dividend which shall be from the relevant financial year in which they are allotted and / or as provided under the terms of the issue or as contained in the relevant offering documents.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to determine the form, terms and timing of the issue(s) / offering(s), including the type of Security(ies) to be issued and allotted, the class of investors to whom the Securities are to be offered / issued and allotted, number of Securities to be issued and allotted in each tranche, issue price, face value, number of Equity Shares or other securities upon conversion or redemption or cancellation of Securities, premium or discount amount on issue / conversion of Securities / exercise of warrants / redemption of Securities / rate of interest / period of conversion or redemption, listings on one or more stock exchanges in India and / or abroad and fixing of record date or book closure and related or incidental matters as the Board in its absolute discretion deems fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues in India and / or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the issue(s) / offering(s), allotment and conversion of any of the aforesaid Securities, utilisation of issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred to any committee of directors or any executive director or directors or any other officer or officers of the Company to give effect to the aforesaid Resolution."

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

Darshan D. Majmudar
Chief Financial Officer and Company Secretary

Place: Mumbai

Date: May 28, 2016

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND ON A POLL, TO VOTE ON HIS / HER BEHALF AND A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE AGM. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC. MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS OR AUTHORITY, AS APPLICABLE.**

A person can act as a proxy on behalf of Members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% (ten percent) of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

2. The relative Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the business under Items 3 to 5 of the accompanying Notice are annexed hereto. Brief profile of Mr. Ashok Kumar Gupta, Director of the Company, who is proposed to be appointed and details as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is annexed to this Notice.
3. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Act are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorising their representative(s) to attend and vote on their behalf at the Meeting.
4. Members / Proxies are requested to fill the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report at the Meeting.
5. 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.
6. Relevant documents referred to in the accompanying Notice and Statement are open for inspection by the Members at the Registered Office of the Company on all working days between 10:00 a.m. to 12:00 noon up to the date of the Meeting.
7. The Company has notified closure of Register of Members and Share Transfer Books of the Company from Saturday, September 24, 2016 to Thursday, September 29, 2016 (both days inclusive).
8. As per the provisions of Section 205A and 205C of the Companies Act, 1956 (which are still applicable as the relevant sections under the Act are yet to be notified), the amount of final dividend unpaid or unclaimed within seven years from the date of its transfer in the Financial Year ("F.Y.") 2008-09 to the unpaid dividend account and proceeds from sale of fractional bonus shares which are unclaimed for a period of seven years from the date of declaration in the F.Y. 2008-09, were required to be transferred to the Investor Education and Protection Fund ("IEPF") as established by the Central Government.

Accordingly, the unpaid final dividend and unclaimed bonus shares were transferred to the IEPF.

9. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (“PAN”) by every participant in the securities market. Members holding shares in electronic form and who have not submitted PAN, are requested to submit their PAN to the Depository Participants (“DP”) with whom they have maintained their demat accounts. Members holding shares in physical form should submit their PAN to the Karvy Computershare Private Limited, Company’s Registrar & Share Transfer Agent (“R&T Agent”), Karvy Selenium Tower-B, Plot No. 31 and 32, Financial District, Gachibowli, Nanakramguda, Serilingampally, Hyderabad - 500 032.
10. With a view to using natural resources responsibly, we request shareholders to update their e-mail address with their DP to enable the Company to send communications electronically or you may request the Company at info@hdil.in or R&T Agent at einward.ris@karvy.com for the same.
11. Queries on Financial Statements of the Company, if any, to be sent in writing to the Company Secretary, ten days in advance of the Meeting, so as to enable the Management to keep the information ready at the Meeting.
12. Members are requested to notify immediately change, if any, in their address/ mandate/ e-mail/ bank details to their DP in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company’s R&T Agent at the above address.
13. Under Section 72 of the Act, 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 No. SH-13 in duplicate to the Company’s R&T Agent at the above address.
14. A Route map showing directions to reach the venue of the 20th AGM is given at the end of this Notice as per requirement of the Secretarial Standard - 2 on “General Meeting” as prescribed by the Institute of Company Secretaries of India, as mandated by the provisions of Section 118(10) of the Act.
15. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail address is registered with the Company or the DP(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail address with the Company or DP(s).
16. Members may also note that the Notice of the 20th AGM and the Annual Report for the F.Y. 2015-16 will be available on the Company’s website www.hdil.in.
17. Information and other instructions relating to e-voting are as under:

Pursuant to Section 108 of the Act, read with the relevant Rules of the Act and Regulation 44 of the Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on September 21, 2016 i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. The remote e-voting period will commence at 9:00 a.m. on Monday,

September 26, 2016 and will end at 5:00 p.m. on Wednesday, September 28, 2016. The facility for voting through electronic voting system (‘Insta Poll’) will be made available at the Meeting and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ‘Insta Poll’. The Company has appointed M/s. Manish Ghia & Associates, Company Secretaries (C.P. No. 3531), to act as the Scrutinizer, to scrutinize the Insta Poll and remote e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer the detailed procedure given hereinafter.

Procedure for remote e-voting

- i. The Company has engaged the services of Karvy Computershare Private Limited (“Karvy”) for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under:

- a) In case of Members receiving an e-mail from Karvy:
 - i. Launch an internet browser and open <https://evoting.karvy.com>
 - ii. Enter the login credentials (i.e. User ID and password). The Folio No. or DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

User – ID	For Members holding shares in Demat Form:- a) For NSDL : 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- Event no. followed by Folio Number registered with the company
Password	Your Unique password is printed in this communication / sent via email along with the Notice sent in electronic form.
Captcha	Enter the Verification code i.e. please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii. After entering the above details Click on - “LOGIN”. Password change menu will appear. Change the Password with a new Password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.) The system will also prompt you to update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. You need to login again with the new credentials.

- iv. On successful login, the system will prompt you to select the e-Voting Event.
 - v. Select the EVENT of Housing Development and Infrastructure Limited and click on - Submit.
 - vi. Now you are ready for e-voting as 'Cast Vote' page opens.
 - vii. Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'OK' when prompted.
 - viii. Upon confirmation, the message 'Vote cast successfully' will be displayed.
 - ix. Once you have voted on the Resolution, you will not be allowed to modify your vote.
 - x. Institutional shareholders (i.e. other than individuals, HUF etc.) are required to send scanned copy (PDF / JPG format) of the relevant Board Resolution / Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at scrutinizer@mgsconsulting.in, they may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
- b) In case of Shareholders receiving physical copy of the Notice of AGM and Attendance Slip:
- i. Initial Password is provided, at the bottom of the Attendance Slip.
 - ii. Please follow all steps from Sr. No. (i) to Sr. No. (xi) above, to cast vote.
- II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of Karvy's e-voting website <https://evoting.karvy.com>.
- III. The remote e-voting period commences on Monday, September 26, 2016 at 9:00 a.m. and ends on Wednesday, September 28, 2016, at 5:00 p.m. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date of September 21, 2016, may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter.
- IV. The Members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- V. The Members who are entitled to vote but have not exercised their right to vote through remote e-voting may vote at the AGM through Insta Poll.
- VI. Members who have acquired shares after the despatch of the Annual Report and before the book closure may obtain the user ID by approaching the Company for issuance of the User ID and Password for exercising their right to vote by electronic means.
- a. If e-mail or mobile number of the Member is registered against Folio No. / DP ID-Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click "forgot password" and enter Folio No. or DP ID-Client ID and PAN to generate a password.
 - b. Member may call Karvy's toll free number 1800-3454-001.
 - c. Member may send an e-mail request to evoting@karvy.com.
- VII. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 21, 2016. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
- VIII. The Scrutinizer shall immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizers Report of the total votes cast in favour of or against, if any, not later than two (2) days after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith.
- IX. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.hdil.in) and on Karvy's website (<https://evoting.karvy.com>) after communication of the same to BSE Limited and National Stock Exchange of India Limited.
- X. The Resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite numbers of votes in favour of the Resolutions.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 ("the Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 5 of the accompanying Notice:

ITEM NO. 3

Mr. Ashok Kumar Gupta (DIN: 00145816) was appointed as a Non-Executive Director of the Company with effect from April 27, 2006. He has been associated with the Company over several years and have involved with various negotiations, finalising legal transactions, etc. and in the financial year ("F.Y.") 2007-08, he was designated as Non-Executive Non-Independent Director. He had entered into two transactions with the Company in the ordinary course of business and those transactions were at an arm's length and he is also a Director in two wholly-owned subsidiaries of the Company. He has not been involved into any activities of the Company for period of more than three years except in a professional capacity.

Further, Mr. Ashok Kumar Gupta has not taken any remuneration from the Company during his directorship except by way of sitting fees for attending Meeting of the Board or Committees thereof and commission paid to all the Non-executive Directors.

In terms of Section 149 read with Schedule IV to the Act and upon recommendation of the Nomination and Remuneration Committee at

its Meeting held on May 28, 2016, the Board reviewed the declaration made by Mr. Ashok Kumar Gupta that he meets the criteria of independence as provided in Section 149(6) of the Act, and the Board is of the opinion that he fulfills the conditions specified in the Act and the Rules made thereunder and is independent of the Management.

In terms of Section 149(10) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing of a special resolution by the Members of the Company. In view of the above provisions, the proposal for the appointment of Mr. Ashok Kumar Gupta as a Non-executive Independent Director, not liable to retire by rotation, for a term of five years upto May 27, 2021, has been put up for the approval of the Members.

A brief profile of Mr. Ashok Kumar Gupta is annexed to this Notice.

Except Mr. Ashok Kumar Gupta, being an appointee, none of the Directors or Key Managerial Personnel (“KMP”) of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3.

Accordingly, your Directors commends the **Ordinary Resolution** for the approval of the Members appointing Mr. Ashok Kumar Gupta as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five years.

ITEM NO. 4

The Board on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Ketki D. Visariya & Co., Cost Accountants (“**Cost Auditors**”), to conduct the audit of the cost records of the Company for the F.Y. ending March 31, 2017.

In terms of the provisions of Section 148 of the Act, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the F.Y. ending March 31, 2017, as set out in the Resolution for the aforesaid services to be rendered by them.

None of the Directors or KMP of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4.

Accordingly, your Directors commends the **Ordinary Resolution** for the approval of the Members for ratification of remuneration payable to the Cost Auditors.

ITEM NO. 5

The Company, in order to reduce the overall debt of the Company and to meet with the long term capital requirements of the Company and to increase the ability to compete with the peer groups in domestic markets, needs to strengthen its financial position and net worth by augmenting long term resources, has proposed the Fund Raising Programme.

Pursuant to the above, the Board may, issue and allot in one or more tranches, in the course of domestic and / or international offering(s) in one or more foreign markets, by way of a public issue, private placement or a combination thereof of the Equity Shares or through an issuance of the Global depository receipts, the American depository receipts, the foreign currency convertible bonds, fully convertible debentures / partly convertible debentures, preference shares convertible into Equity Shares, and / or any other financial instruments or securities convertible into Equity Shares or with or

without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form, whether rupee denominated or denominated in foreign currency (hereinafter collectively referred to as the “**Securities**”) or any combination of Securities to any person including but not limited to foreign / resident investors (whether institutions, incorporated bodies, mutual funds and / or individuals or otherwise), foreign institutional investors, promoters, Indian and / or multilateral financial institutions, mutual funds, non-resident Indians, employees of the Company and / or any other categories of investors.

The “relevant date” shall mean the date of the Meeting in which the Board or a Committee of the Board decides to open the proposed issue of Securities and at such price as applicable in accordance with the provisions of the ICDR Regulations.

For reasons aforesaid, an enabling Resolution is therefore proposed to be passed to give adequate flexibility and discretion to the Board to finalise the terms of the issue. The securities issued pursuant to the offering would be pari passu with the existing Equity Shares in all respects, except the right as to dividend which shall be from the relevant F.Y. in which they are allotted and / or as provided under the terms of the issue or as contained in the relevant offering documents.

The proposed issue of Qualified Institutions Placement Securities as above may be made in one or more tranches such that the aggregate amount raised by issue of Qualified Institutions Placement Securities shall not exceed USD 350 million (350 Million United States Dollars).

Section 62 of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, provide, inter alia, that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares shall be offered to the persons, who on the date of the offer are holders of the equity shares of the Company, in proportion to the capital paid-up on those shares as of that date unless the Members decide otherwise. The Special Resolution seeks the consent and authorisation of the Members to the Board to make the proposed issue of Securities, in consultation with the Lead Managers, Legal Advisors and other intermediaries and in the event it is decided to issue Securities convertible into equity shares, to issue to the holders of such convertible Securities in such manner and such number of equity shares on conversion as may be required to be issued in accordance with the terms of the issue, keeping in view the then prevailing market conditions and in accordance with the applicable provisions of rules, regulations or guidelines.

None of the Directors or KMP of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5.

Accordingly, your Directors commends the **Special Resolution** for the approval of the Members for approving the fund raising programme of the Company.

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

Darshan D. Majmudar
Chief Financial Officer and Company Secretary

Place: Mumbai
Date: May 28, 2016

DETAILS OF DIRECTOR SEEKING APPOINTMENT AT THE ANNUAL GENERAL MEETING

[Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Mr. Ashok Kumar Gupta
Age	66 yrs
Qualification(s)	Chartered Accountant, L.L.B. from Mumbai University
Experience	Mr. Ashok Kumar Gupta has 38 years of experience in Real Estate, Development and Construction, Media and Entertainment, Mining and Hospitality industries.
Terms & conditions alongwith details of remuneration	<ul style="list-style-type: none"> Mr. Ashok Kumar Gupta shall be appointed for a term of 5 consecutive years and shall be eligible for re-appointment on passing of a special resolution by the Members. He shall be paid sitting fees not exceeding ₹ 20,000/- each for attending Board Meeting and Committee Meeting and such profit related commission as the Board may approve from time to time.
Remuneration last drawn	₹ 36.31 Lacs (includes sitting fees and commission only)
Expertise in specific functional area	Investment Schemes, Restructuring, Accountancy, other Corporate Law matters, Real Estate Laws and Management.
Date of first Appointment	April 27, 2006
Number of Shares Held	5,800
Relationship with other Directors & Key Managerial Personnel	-
No. of Meetings of the Board attended during the financial year 2015-16	4 (Four) Board Meetings
Other Directorship(s) in other Public Companies (excluding foreign companies, private companies and Section 8 companies)	Blue Star Realtors Private Limited and Privilige Power and Infrastructure Private Limited
Committee Positions in other Public Companies	Nil

ROUTE MAP TO THE ANNUAL GENERAL MEETING VENUE

Venue: National Stock Exchange of India, Exchange Plaza, Plot No. C/1, G – Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051

Directions from Bandra Railway Station and Kurla Railway Station:

