

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 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@mgconsulting.in](mailto:scrutinizer@mgconsulting.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 dispatch 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](mailto: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](http://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.