

E-VOTING INSTRUCTIONS
FOR 21ST ANNUAL GENERAL MEETING OF
HOUSING DEVELOPMENT AND INFRASTRUCTURE LIMITED (“HDIL”)

- a. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members/ list of Beneficial Owners as on **Friday, September 22, 2017** i.e. the cut-off date, shall be entitled to vote on the Resolutions set forth in this Notice. The members may cast their votes on electronic voting system from place other than the venue of the AGM (i.e. remote e-voting).
- b. The remote e-voting period will commence at **09:00 a.m. on Tuesday, September 26, 2017 and will end at 05:00 p.m. on Thursday, September 28, 2017**, During this period, members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, September 22, 2017**, may cast their vote by remote e-voting. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but **shall not be entitled to cast their vote again**.
- c. The Company has appointed **Mr. Suhas Ganpule, Proprietor of M/s. SG & Associates**, Company Secretaries (C.P. No. 5722), Practicing Company Secretaries, to act as the Scrutinizer and to scrutinize the entire e-voting process in a fair and transparent manner.
- d. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

PROCEDURE FOR REMOTE E-VOTING

The Company has entered into an arrangement with NSDL for facilitating remote E-voting for AGM.

- a) **E-Voting to commence** : **On Tuesday, September 26, 2017 at 09.00 a.m.**
- b) **E-Voting to end** : **On Thursday, September 28, 2017 at 05.00 p.m.**
- c) **URL** : <https://evoting.karvy.com>

The instructions for remote E-voting are as under:

- A. In case of Members receiving an e-mail from Karvy Computershare Private Limited (“Karvy”) :**
The Company has engaged the services of **Karvy** for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under:
 - 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:- For NSDL: 8 Character DP ID followed by 8 Digits Client ID 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 sgevoting@gmail.com, 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 Members receiving physical copy of the Notice of Annual General Meeting and Attendance Slip:

- i. Initial Password is provided, at the bottom of the Attendance Slip.

Electronic Voting Event Number (EVEN)	User ID	Password/ Pin

- ii. Please follow all steps from Sr. No. (i) to Sr.No. (x) above, to cast vote.

OTHER INFORMATION:

- I. In case of any queries, you may refer to the ‘Frequently Asked Questions’ (FAQs) and ‘e-voting user manual available in the download section of Karvy’s e-voting website <https://evoting.karvy.com>.
- II. 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.
- III. 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 22, 2017. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

GENERAL INSTRUCTIONS:

1. Mr. Suhas Ganpule, Proprietor of M/s. SG & Associates, Company Secretaries (C.P. No. 5722), Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the E-voting process in a fair and transparent manner.
2. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, count the votes cast at the Annual General Meeting 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 Annual General Meeting to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith.
3. 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.

4. The Resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite numbers of votes in favour of the Resolutions.
5. The results declared along with the Scrutinizer's Report shall be declared through following means of communication:
 - a. displayed on the Notice Board of the company at its Registered Office
 - b. shall be put on the website of the Company i.e. [ww.hdil.in](http://www.hdil.in)
 - c. shall be put on the website of Karvy's website (<https://evoting.karvy.com>)
 - d. shall be communicated to BSE Limited and National Stock Exchange of India Limited.
6. The results shall also be available for inspection at the Registered Office of the Company.
