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HINDUSTHAN URBAN INFRASTRUCTURE LIMITED

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CIN : L31300DL1959PLC003141 E-mail : huil@thehindusthangroup.co.in Website : www.thehindusthangroup.co.in

F:385:HUIL:MLB

24th August, 2020

To
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001
Scrip Code: 539984

Sub: Notice of 60th Annual General Meeting, E-Voting and Book Closure

Dear Sir/Madam,

Pursuant to Regulation 30, 42, 44 and other applicable regulations of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, we hereby inform you that:

1. The 60th Annual General Meeting (AGM) of the company will be held on Friday, 18th September, 2020 at 2:00 P.M. through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM').
2. The company has provided the facility to vote by electronic means (e-voting) on all resolutions as set out in notice of AGM to those members who are holding shares

M. Mininaka





HINDUSTHAN URBAN INFRASTRUCTURE LIMITED

Registered Office: Kanchenjunga, (7th Floor) 18, Barakhamba Road, New Delhi - 110001

CIN: L31300DL1959PLC003141, E-mail: investors@hindusthan.co.in

Website: www.hindusthanurban.com, Phone: +91-11-23310001-05

NOTICE

Notice is hereby given that the Sixtieth Annual General Meeting of the Members of Hindusthan Urban Infrastructure Limited will be held on Friday, 18th September, 2020 at 2:00 p.m. through Video Conference ("VC")/ Other Audio Visual Means ("OAVM"), to transact the following business:

Ordinary Business:

1. Adoption of financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 together with the Report of the Board of Directors and Auditors thereon.

2. Adoption of consolidated financial Statements

To receive, consider and adopt the consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2020 together with the Report of the Board of Directors and Auditors thereon.

3. Re-appointment of Mr. Deepak Kejriwal

To appoint a director in place of Mr. Deepak Kejriwal (DIN: 07442554), who retires by rotation and being eligible, seeks re-appointment.

Special Business:

4. Ratification of remuneration of the Cost Auditor for the Financial Year 2020-21.

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

"Resolved that pursuant to provisions of section 148(3) of the Companies Act, 2013 and Rules made thereunder, approval of the shareholders be and is hereby accorded for the ratification of remuneration of Rs. 31,500 (Rupees Thirty One Thousand Five Hundred Only) inclusive of conveyance charges for visit to Company's works, plus applicable taxes payable to M/s. J.K. Kabra & Co., Cost Accountants (firm registration no. 000009) appointed by the Board of Directors as Cost Auditors of the Company for the financial year 2020-21."

5. Approval for Re-appointment of Mr. Mool Chand Gauba as an Independent Director.

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

"Resolved that pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Mool Chand Gauba (DIN: 02942664), who was appointed as an Independent Director and who holds office as an Independent Director up to 20th September, 2020 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 3 (three) consecutive years, i.e. up to 20th September, 2023."

6. Approval for Re-appointment of Mr. Raghavendra Anant Mody as Chairman & Whole-time Director.

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

"Resolved that pursuant to the recommendation of Nomination & Remuneration Committee and Audit Committee and approval of the Board of Directors of the Company, and in accordance with the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to approval of Central Government and all other applicable regulatory approvals, consent and permissions, if any required, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Raghavendra Anant Mody (DIN: 03158072) as Chairman & Whole-time Director of the Company, liable to retire by rotation, for a further period of three years effective from 3rd October, 2020 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice convening this meeting with the authority to the Board of Directors and/or the Nomination & Remuneration Committee, to alter and vary the terms and conditions of the said re-appointment and/ or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, allowances, benefits and amenities payable to him in accordance with the provisions of the

Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

Resolved further that the Board of Directors and / or the Nomination & Remuneration Committee be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable, including obtaining any approvals – statutory, contractual or otherwise, in relation to the above and execute all such agreements, documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

**By Order of the Board of Directors
For Hindusthan Urban Infrastructure Limited**

**Date: 29th June, 2020
Place: New Delhi**

**M.L. Birmiwala
Sr. V.P. - Finance & Company Secretary**

Notes:

- a. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) setting out material facts concerning the business under item nos. 4 to 6 of the Notice is Annexed hereto and forms part of this notice.
- b. In view of the outbreak of COVID-19 pandemic, social distancing measures are a pre-requisite and in terms of Ministry of Corporate Affairs (“MCA”) Circular No. 20/2020 dated 5th May, 2020 read with Circular 14/2020 dated 8th April, 2020, Circular 17/2020 dated 13th April, 2020 (“MCA Circulars”) and Securities Exchange Board of India (SEBI) Circular dated 12th May, 2020, physical presence of the Members at common venue of the Annual General Meeting (AGM) is avoided and companies are permitted to conduct meeting through Video Conference (“VC”)/ Other Audio Visual Means (“OAVM”). The deemed venue for the AGM shall be the Registered Office of the Company.
- c. A member entitled to vote at the AGM is entitled to appoint proxy to attend and vote on his/her behalf and proxy need not be a member. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, facility of appointment of proxies by Members under Section 105 of the Act, will not be available for the AGM and hence the Proxy Form and Attendance Slip is not annexed to the Notice.
- d. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and the members can join the AGM by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available on first come first serve basis.
- e. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- f. In line with the MCA Circulars and SEBI Circular dated 12th May 2020, the Notice calling the AGM and Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that Notice and Annual Report 2019-20 will also be made available on the Company’s website at www.hindusthanurban.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- g. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 12th September, 2020 to Friday, 18th September, 2020 (both days inclusive) for the purpose of AGM.
- h. The Company’s Registrar and Transfer Agents for its share registry work (Physical and Electronic) are Skyline Financial Services Limited.
- i. Members can avail the facility of nomination in respect of securities held by them in physical form pursuant to the provision of Section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed form duly filled-in to RTA. Members holding shares in electronic mode may contact their respective Depository Participant (DP) for availing this facility.
- j. Members are requested to -
 - i. intimate to the DP, changes if any, in their names, registered addresses, email address, telephone/mobile numbers, and/or changes in their bank account details, if the shares are held in dematerialized form.

- ii. intimate to the Company's RTA, changes if any, in their names, registered addresses, email address, telephone/mobile numbers, and/or changes in their bank account details, if the shares are held in physical form (share certificates).
- iii. consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.
- iv. dematerialize their Physical Shares to Electronic Form (Demat) as, in terms of Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. Dematerialisation of shares would help to eliminate risks

The remote e-voting period commences on Tuesday, 15th September, 2020 (9:00 a.m.) and ends on Thursday, 17th September, 2020 (5:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, 11th September, 2020, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, 11th September, 2020.

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting during the AGM through electronic means.

Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of cut-off date, may obtain the login id and password by sending a request to evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

Mr. Kapoor Chand Garg, Practicing Company Secretary (FCS: 7145, CP: 7829) and Proprietor M/s. KCG & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting during the General Meeting, will first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.hindusthanurban.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately after the declaration of result by the Chairman or a person authorized by him in writing. Simultaneously the results shall also be forwarded to BSE Limited, Mumbai.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The details of the process and manner for remote e-voting are explained below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below:

S. No.	Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
(a)	For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

(b)	For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
(c)	For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (one time password) based login for casting the votes on the e-voting system at NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kapoorgarg.cs@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in or pallavid@nsdl.co.in or at telephone nos. +91 22 24994545.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 compliances@skylinerta.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self -attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to RTA at compliances@skylinerta.com.
3. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker and send their request mentioning their name, demat account number/folio number, email id, mobile number at investors@hindusthan.co.in between 8th September, 2020 (9.00 a.m.) to 11th September, 2020 (5.00 p.m.). Those members

who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

**By Order of the Board of Directors
For Hindusthan Urban Infrastructure Limited**

**Date: 29th June, 2020
Place: New Delhi**

**M.L. Birmiwala
Sr. V.P. - Finance & Company Secretary**

Explanatory Statement
(Pursuant to Section 102(1) of the Companies Act, 2013)

Item No. 4

The Board of Directors, at its meeting held on 29th June, 2020 on recommendation of the Audit Committee, approved the re-appointment of M/s. J.K. Kabra & Co., Cost Accountants (Firm Registration No. 000009) as the Cost Auditor of the Company for the financial year 2020-21 on a remuneration of Rs. 31,500 (Rupees Thirty One Thousand Five Hundred Only) inclusive of conveyance charges for visit to Company's works, plus applicable taxes.

Section 148(3) of the Companies Act, 2013 and Rules made thereunder require the Board to appoint an individual, who is a cost accountant or a firm of cost accountants, as Cost Auditors on the recommendations of the Audit Committee, which shall also recommend remuneration for such Cost Auditors and such remuneration shall be considered and approved by the Board of Directors and ratified subsequently by the members of the company.

The Board has given the necessary approvals with due recommendation from the Audit Committee. The resolution contained in item no. 4 of the Notice, accordingly, seeks members' approval/ratification for the remuneration of Cost Auditors of the Company for the financial year 2020-21.

None of the directors or key managerial personnel or their relatives are directly or indirectly concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the Company.

The Board commends this ordinary resolution set out in item no. 4 of the Notice for approval by members.

Item No. 5

Mr. Mool Chand Gauba (DIN: 02942664) was appointed as an Independent Director of the Company and he holds office as an Independent Director of the Company upto 20th September, 2020 ("first term").

The Nomination and Remuneration Committee of the Board of Directors, on the basis of performance evaluation, has recommended re-appointment of Mr. Mool Chand Gauba as an Independent Director for a second term of 3 (three) consecutive years on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during her tenure, the continued association of Mr. Mool Chand Gauba would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to reappoint Mr. Mool Chand Gauba as an Independent Director of the Company, not liable to retire by rotation, for a second term of 3 (three) consecutive years on the Board of the Company.

Mr. Mool Chand Gauba is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 ("Act") and has given his consent to act as a Director.

The Company has also received declaration from Mr. Mool Chand Gauba that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Mool Chand Gauba fulfils the conditions for reappointment as an Independent Director as specified in the Act and Listing Regulations. Mr. Mool Chand Gauba is independent of the management.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof as may be decided by the Board, reimbursement of expenses for participating in the Board and other Committee(s) meetings.

A copy of draft letter of appointment of Mr. Mool Chand Gauba setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company on all working days except Saturday during business hours from 11.00 a.m. to 1.00 p.m.

Mr. Mool Chand Gauba is interested in the resolution set out at Item No. 5 of the Notice with regard to her re-appointment. Relatives of Mr. Mool Chand Gauba may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and Listing Regulations, 2015. The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

The required details as per the Secretarial Standards ("SS-2") and Regulations 36(3) and 26(4) of the Listing Regulations is provided at **Annexure A** to this notice.

Item No. 6

The Members of the Company had at the Extra Ordinary General Meeting held on 22nd November, 2017 approved the appointment of Mr. Raghavendra Anant Mody (DIN: 03158072) as Whole-time Director of the Company for a period of three years with effect from 3rd October, 2017. Accordingly, Mr. Raghavendra Anant Mody will complete his current term on 2nd October, 2020.

The Board of Directors at its meeting held on 29th June, 2020, based on the recommendation of the Nomination & Remuneration Committee and Audit Committee, had re-appointed Mr. Raghavendra Anant Mody as Chairman & Whole-time Director of the Company, liable to retire by rotation for a further period of three years effective from 3rd October, 2020 subject to the approval of Members and other requisite approvals as may be required.

The proposed re-appointment and terms and conditions including remuneration of Mr. Raghavendra Anant Mody have been approved and recommended by the Nomination & Remuneration Committee and Audit Committee of the Company. His re-appointment and remuneration is fixed in accordance with Sections 196, 197 and Schedule V to the Companies Act, 2013 ("the Act"). The terms and conditions of the re-appointment including remuneration payable to Mr. Raghavendra Anant Mody more particularly on the terms and conditions as mentioned hereunder:

Salary & Perquisites:-

S. No.	Particulars
1.	Salary Rs. 5,00,000/- (Rupees Five Lakh Only) per month.
2.	Special allowance Rs. 36,000/- (Rupees Thirty Six Thousand Only) per month.
3.	Books & Periodicals Allowance Rs. 5,000/- (Rupees Five Thousand Only) per month.
4.	House Rent Allowance Rs. 3,00,000/- (Rupees Three Lakh Only) per month.
5.	Medical Reimbursement of Rs. 41,667/- (Rupees Forty One Thousand Six Hundred Sixty Seven Only) per month payable quarterly.
6.	Leave Travel Allowance as per rules and practices of the Company
7.	Company owned Car with running and maintenance expenses at actuals to be borne by the Company. The Car should be used exclusively for attending the company's work.
8.	Company's contribution towards Provident Fund subject to a ceiling of 12% of the salary as laid down under the Income Tax Rules, 1962.
9.	Gratuity as per rules and practice of the Company.
10.	No sitting fee will be paid for attending the meeting of the Board of Directors or Committee thereof.
11.	The services will be subject to termination on three months' notice on either side or salary in lieu thereof.
12.	Reimbursement for Business Knowledge Enhancement and networking expenses upto Rs. 7,50,000/- per annum.

In the event of absence or inadequacy of profits in any financial year, Mr. Raghavendra Anant Mody will be paid the above salary as minimum remuneration and in addition there to the perquisites not exceeding the limits specified under Section-II of Part-II of Schedule-V to the Act.

It is proposed to seek Members approval for the re-appointment of and remuneration payable to Mr. Raghavendra Anant Mody as Chairman & Whole-time Director, in terms of the applicable provisions of the Act. Brief profile of Mr. Raghavendra Anant Mody, his experience, qualifications and other details have been included in the Annexure to this Notice. Mr. Raghavendra Anant Mody satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for this re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act and he is not debarred from holding the office of director by virtue of any order passed by SEBI or any such authority.

Statement pursuant to the provisions of Section-II of Part – II of Schedule-V to the Act is annexed herewith.

A copy of the draft letter proposed to be issued to Mr. Raghavendra Anant Mody is open for inspection at the Registered Office of the Company on all working days except Saturday during business hours from 11.00 A.M. to 1.00 P.M.

The Board recommends the passing of the special resolution as set out at item no. 6 of this notice for the approval of the Members.

Except for Mr. Raghavendra Anant Mody and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution as set out at Item No. 6 of this Notice.

The required details as per the Secretarial Standards ("SS-2") and Regulations 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided at **Annexure A** to this notice.

**By Order of the Board of Directors
For Hindusthan Urban Infrastructure Limited**

**Date: 29th June, 2020
Place: New Delhi**

**M.L. Birmiwala
Sr. V.P. - Finance & Company Secretary**

Statement pursuant to the provisions of Section-II of Part – II of Schedule-V to the Companies Act, 2013.

I. General Information

1.	Nature of Industry	:	Manufacture of Electrical Equipments																				
2.	Year of commencement of commercial production	:	1960																				
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	:	N.A.																				
4.	Financial performance based on given indicators.		<table border="1"> <thead> <tr> <th>Financial Parameters</th> <th>2019-20 (Rs. In Lakhs) (Audited)</th> <th>2018-19 (Rs. In Lakhs) (Audited)</th> </tr> </thead> <tbody> <tr> <td>Sales</td> <td>46087.06</td> <td>69743.22</td> </tr> <tr> <td>Profit/(Loss) before depreciation</td> <td>2422.00</td> <td>2336.39</td> </tr> <tr> <td>Depreciation</td> <td>1473.50</td> <td>1495.59</td> </tr> <tr> <td>Profit/(Loss) after depreciation, but before provision for tax & exceptional item</td> <td>948.50</td> <td>840.80</td> </tr> <tr> <td>Net Profit/(Loss)</td> <td>555.60</td> <td>222.57</td> </tr> </tbody> </table>			Financial Parameters	2019-20 (Rs. In Lakhs) (Audited)	2018-19 (Rs. In Lakhs) (Audited)	Sales	46087.06	69743.22	Profit/(Loss) before depreciation	2422.00	2336.39	Depreciation	1473.50	1495.59	Profit/(Loss) after depreciation, but before provision for tax & exceptional item	948.50	840.80	Net Profit/(Loss)	555.60	222.57
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II. Information about appointee

S. No.	Particulars	Mr. Raghavendra Anant Mody
1.	Background details	<p>Mr. Raghavendra Anant Mody is a next generation leader & entrepreneur bringing fresh vision. Mr. Raghavendra Anant Mody believes and contributes in building an organisation with strong human capital having a startup culture through communication, openness & transparency. Mr. Raghavendra Anant Mody emphasises on the responsibility to stakeholders well being & strictly adhering to the core values & value system in the company. Mr. Raghavendra Anant Mody leads change by building strong systems & processes.</p> <p>Mr. Raghavendra Anant Mody passionate about research & education, thorough understanding of core finance & risk and an interest in marketing - the third generation of the promoter's family through strategic management is bound to grow us at company in a stable way.</p>
2.	Past remuneration	Rs. 1.21 Crore per annum
3.	Recognition or awards	None
4.	Job profile and his suitability	Responsible for overall business management and operation of the Company.
5.	Remuneration proposed	The proposed remuneration would comprise of monthly basic salary, allowances, perquisites more particularly mentioned in the item no. 6 of this notice.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin).	The remuneration of the appointee Mr. Raghavendra Anant Mody is fully justifiable and comparable to that prevailing remuneration being paid in the industry, keeping in view his profile, enriched knowledge and vast experience besides position of the appointee.

S. No.	Particulars	Mr. Raghavendra Anant Mody
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	No relation with any director or KMP of the Company.

III. Other Information

1.	Reasons of loss or inadequate profits.	: Low order booking position of conductor and unpredicted increase in price of Aluminum for conductor divisions and under recovery in kiln in case of Insulator Division.
2.	Steps taken or proposed to be taken for improvement	: Improve the recovery from Kiln, reduction of manufacturing cost by reducing of overhead cost.
3.	Expected increase in productivity and profits in measurable terms.	: Depends upon the allocation of funds by Central Govt. to the power sector, hence cannot be assessed.

DETAILS PURSUANT TO REGULATION 26(4) AND 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS IN RESPECT OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT.

Name of the Director	Deepak Kejriwal	Mool Chand Gauba	Raghavendra Anant Mody
Director Identification Number	07442554	02942664	03158072
Original date of Appointment	01.12.2018	24.02.2015	31.08.2017
Qualification	Bachelor degree in Commerce and Fellow Member of the Institute of Chartered Accountant of India	Qualified CAIIB (Associate of Indian Institute of Bankers).	Bachelor degree in Commerce
Experience including Expertise in specific functional areas/ Brief Resume	Mr. Deepak Kejriwal is Whole-time Director & Chief Financial Officer of the company. Mr. Kejriwal is looking after the overall management of the company where he focusses on developing business and is responsible for corporate finance, accounting etc. He joined the company in 2003 and has held a number of senior roles within the company.	Mr. Gauba was retired as General Manager (Credit) from Canara Bank after working four decades. Mr. Gauba has worked in various capacities and headed large corporate division of the Canara Bank. During the stint with the Bank, Mr. Gauba provided various training opportunities in India and abroad on credit and foreign exchange. Mr. Gauba has done extensive work on assessment of credit worthiness of the big Corporates while in the employment	Mr. Raghavendra Anant Mody is a next generation leader & entrepreneur bringing fresh vision. Mr. Raghavendra Anant Mody believes and contributes in building an organisation with strong human capital having a startup culture through communication, openness & transparency. Mr. Raghavendra Anant Mody emphasises on the responsibility to stakeholders well being & strictly adhering to the core values & value system in the company. Mr. Raghavendra Anant Mody leads change by building strong systems & processes. Mr. Raghavendra Anant Mody passionate about research & education, thorough understanding of core finance & risk and an interest in marketing - the third generation of the promoters family through strategic management is bound to grow us at company in a stable way.
Terms and Conditions of Appointment / Re-appointment	Liable to retire by rotation.	Approval of Members has been sought for his re-appointment as Independent Director for second term of three years effective from 21 st September, 2020. For more details, please refer Explanatory Statement	Approval of Members has been sought for his re-appointment as Chairman & Whole-time Director for a further period of three years effective from 3 rd October, 2020. For more details, please refer Explanatory Statement
Remuneration sought to be paid	Remuneration as per shareholders resolution dated 29 th March, 2019 passed through postal ballot	Sitting fee	Refer Explanatory Statement
Relationship with other Directors and Key Managerial Personnel	Not Applicable	Not Applicable	Not Applicable
Directorship in other Companies	<ul style="list-style-type: none"> • Hindusthan Speciality Chemicals Limited • Jai Commercial Company Limited 	<ul style="list-style-type: none"> • New Habitat Housing Finance and Development Limited • Hindusthan Speciality Chemicals Limited 	<ul style="list-style-type: none"> • Pradyumna Steels Limited • Hindusthan Consultancy and Services Limited • Hindusthan Speciality Chemicals Limited • Intercontinental Trading and Investment Company Limited • Mody Investment & Mfg. Company Private Limited • Support Holding Private Limited • Superb Finance Private Limited • Kanchan Stocks Private Limited
Chairman/Member in the Committees of the Boards of other Listed companies	None	None	None
No. of shares held in the Company	5	Nil	3172
Number of meetings of the Board attended during the year	2	5	3