



23RD **ANNUAL REPORT** **2018-19**

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Message from the Chairman

The Key to success is focus on goals, not obstacles.

All said and done, Indian economy is full of opportunities, a 7% GDP growth rate for the sixth biggest economy in the world is no small feat. We have all the key ingredients needed for sustained growth compounding – significant size, strong growth rate and importantly a prolonged period of time during which this growth will sustain, driven by our young demographics.

The year that passed by was a very challenging and eventful. Reforms introduced by the Government will continue and we expect few more structural strengthening initiatives from the government which may construe as Disruptions. However Disruptions pave way for creation and offers new opportunities, we often forget that this opportunity will have its fair share of challenges, uncertainty and risks. Often, these are very transitory, while sometimes they may last for a long time. However, eventually things get ease out. In fact, our hypothesis with India has been that a dislocation that lasts about four to five quarters happens every four to five years. And we have seen that play out as well. An analysis of the last 90-odd quarters showed around 10-12 significant 'crises' in the market. Despite these dislocations, the long-term growth trajectory for India continues to hold steady. So while at any point of time, India might not be a good picture to watch, in the long-term, it is definitely a great movie to see!

The second half of FY19 and the ensuing market dislocation must be seen in a similar context. Eight months on, while borrowing costs continue to be higher than normal, the borrowing tap is slowly hopping back to normalcy. We do expect the marginal slowdown and elevated borrowing costs to continue for a quarter or two, consistent with our hypothesis of four to five quarters of slowdown. In such a backdrop, our focus in the year was on further reduction of debt and monetization of our assets, which we believe will lead to eschewed growth in favour of building strength and stability

Long-Term Outlook

The current slowdown is nowhere a reflection of India's long-term potential, which continues to be very optimistic. The greatest challenge during such a slow phase is not just figuring out ways to ease the pain of the slowdown but also having the faith and gumption to trust in the long-term.

We remain committed to creating long-term value for all our stakeholders, many thanks for all your support, feedback and kind words.

Warm regards,

Rakeshkumar Wadhawan
Executive Chairman
HDIL

Paradise City, Palghar.



(Original Construction Project Photo)



A golden opportunity to buy a dream home for people working in and around Palghar. The self-sufficient township has been meticulously planned providing access to everyday needs of its residents. A dream come true for those who wish to enjoy life in the lap of nature and pollution free atmosphere.

- Mega township across 160 acres
- Just 2 ½ Kms from Palghar station
- Shopping centers, Market and Multiplex
- Club house and Gymnasium
- Jogging track and Landscape gardens with children's play area
- Hospital and Educational establishments
- Local train connectivity
- Rain water harvesting
- Sewage treatment plant
- 18 lac liters water storage tank
- Concealed electrical copper wiring
- R.C.C framed structure
- Elegantly designed entrance
- Anodized sliding window
- All buildings with good quality acrylic paint on external surface
- Oil bond distemper in all rooms
- Granite platform in kitchen
- Glazed tiles above kitchen platform
- Glazed tiles above kitchen platform
- Exhaust fan provision in kitchen
- Full glazed tiles in W.C and bath area

A Luxurious Lifestyle Beckons at Whispering Towers, Mulund (W).



*W*elcome to a lifestyle of utmost admiration and grandeur, set amid blissful views of the Yeoor hills on one side and the Airoli creek on the other. From well-appointed residences to mesmeric indoor and outdoor amenities, it offers one of the finest addresses in the vicinity. Be rest assured, it's an address everyone will look up to.

- Club House
- Swimming Pool
- Gazebos
- Sun Decks
- Indoor Gym
- Reflexology Walk
- Yoga Room
- Herb Garden
- Indoor Games Room
- Net Cricket Pitch
- Basketball Court
- Amphitheater
- Jogging Track
- Toddler Play Area
- Skating Rink
- Kids Play Area
- Play Lawn
- Meditation Garden
- Discovery Pond
- Forest Walk
- Squash Court with Balcony
- Pet Walk
- Tennis Court
- Artist Zone
- Car wash facility
- Business center

Corporate Information

BOARD OF DIRECTORS

Rakesh Kumar Wadhawan

Executive Chairman

Sarang Wadhawan

Vice Chairman &
Managing Director

Lalit Mohan Mehta

Non-Executive
Independent Director

Raj Kumar Aggarwal

Non-Executive
Independent Director

Sandhya Baliga

Non-Executive
Independent Director

Hazari Lal

Non-Executive
Independent Director

CHIEF FINANCIAL OFFICER & COMPANY SECRETARY

Darshan D. Majmudar

AUDITORS

M/s. Rajeswari & Associates
Chartered Accountants

BOARD COMMITTEES AUDIT COMMITTEE

Sandhya Baliga
Lalit Mohan Mehta
Raj Kumar Aggarwal

NOMINATION & REMUNERATION COMMITTEE

Lalit Mohan Mehta
Raj Kumar Aggarwal
Hazari Lal

STAKEHOLDERS RELATIONSHIP COMMITTEE

Lalit Mohan Mehta
Sarang Wadhawan
Raj Kumar Aggarwal

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Rakesh Kumar Wadhawan
Sarang Wadhawan
Lalit Mohan Mehta

RISK MANAGEMENT COMMITTEE

Sarang Wadhawan
Hazari Lal

FINANCE COMMITTEE

Rakesh Kumar Wadhawan
Sarang Wadhawan

PROJECT COMMITTEE

Sarang Wadhawan
Rakesh Kumar Wadhawan

BANKERS / FINANCIAL INSTITUTIONS

Allahabad Bank
Andhra Bank
Bank of India
Central Bank of India
IDBI Bank Limited
Infrastructure Leasing &
Financial Services Limited
Life Insurance Corporation of India
Syndicate Bank
The Jammu & Kashmir Bank limited
UCO Bank
Union Bank of India
Yes Bank Limited

REGISTERED OFFICE

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

Tel.: +91-22-6788 9000

Fax: +91-22-6788 9090

E-mail id: info@hdil.in

Website: www.hdil.in

DEBENTURE TRUSTEE

IDBI Trusteeship Services Limited
Asian Building, Ground Floor,
17, R. Kamani Marg,
Ballard Estate,
Mumbai – 400 001

Tel No.: +91 22 4080 7000

Fax: +91 22 6631 1776

e-mail id: itsl@idbitrustee.com

REGISTRAR & SHARE TRANSFER AGENT

Karvy Fintech Share Private Limited
Karvy Selenium Tower-B,
Plot No. 31 & 32, Financial District,
Gachibowli, Nanakramguda,
Serilingampally,
Hyderabad – 500 032.

Tel.: +91-040-6716 1524

Toll Free No.: 1800-3454-001

Fax: +91-040-2300 1153

e-mail id: einward.ris@karvy.com

Website: www.karvy.com

NOTICE

NOTICE OF TWENTY THIRD ANNUAL GENERAL MEETING

NOTICE is hereby given that the 23rd Annual General Meeting of the Members of **HOUSING DEVELOPMENT AND INFRASTRUCTURE LIMITED**, will be held on Saturday, September 28th, 2019 at 11:00 A.M (IST) at Mumbai Cricket Association Recreation Centre ("MCA"), G – Block, RG-2, Near Laxmi Towers, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements:

To consider and adopt the Standalone as well as the Consolidated Financial Statements of the Company for the year ended March 31, 2019 together with the report of the Board of Directors and the Auditors thereon.

2. To appoint Mr. Sarang Rakeshkumar Wadhawan (DIN :-00028608), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard.

SPECIAL BUSINESS:

3. Ratify the remuneration 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 read with 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, 2020, amounting to ₹ 1,00,000/- plus re-imbursement of out-of-pocket expenses incurred and applicable taxes 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."

4. 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 subject to the approval of the Members in General Meeting and in accordance with the provisions of Section 41, 42, 62 and other applicable provisions, if any of the Companies Act, 2013 ("the Companies Act") (including any statutory modifications or re-enactments thereof for the time being in force) as amended from time to time the Foreign Exchange Management Act, 1999, as amended ("**FEMA**"), 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, 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, as amended (the "**ICDR Regulations**"), 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 Rs. 10 each (the "**Equity Shares**") are listed (the "**Listing Agreement**"), 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 of the Board 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 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, 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 200 million (200 Million United States Dollars) in one or more currencies.

RESOLVED FURTHER THAT Section 41, 42, 62 and other applicable provisions, if any of the Companies 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, and subject to consent, authority and approval of the Members, 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 200 million (200 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 five per cent or such other discount as may be 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 paripassu 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 recognized (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 paripassu 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 resolutions."

5. To Re-appoint Mr. Hazari Lal (DIN:06696100) as Independent Director of the Company for a second term.

To consider and, if thought fit, pass with or without modification(s), 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 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Mr. Hazari Lal (DIN: 06696100), who was appointed as an Independent Director and who holds office upto the conclusion of this Annual General Meeting being eligible, 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 re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company for a term upto the conclusion of 28th Annual General Meeting.

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

6. To Re-appoint Mrs. Sandhya Baliga (DIN:07015987) as Independent Director of the Company for a second term.

To consider and, if thought fit, pass with or without modification(s), 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 ("the Act") and the Companies (Appointment and Qualification of Directors)

Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) , Mrs. Sandhya Baliga (DIN: 07015987), who was appointed as an Independent Director and who holds office upto the conclusion of this Annual General Meeting and being eligible, 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 re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company for a term upto the conclusion of 28th Annual General Meeting.

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

7. Continuing the directorship of Mr. Lalit Mohan Mehta, Independent Non-Executive Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in terms of requirements of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the members of the Company be and is hereby accorded for the Company to continue directorship of Mr. Lalit Mohan Mehta (DIN: 00458975) as an Independent Non-Executive Director of the Company till his original term upto 31st March, 2024 although he has attained the age of seventy five years"

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee of Directors which the Board may have constituted / will constitute to exercise any or all of its powers including the powers conferred by this resolution) be and is hereby authorized to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution"

Mumbai, May 30, 2019
Registered Office
 9-01, HDIL Towers,
 AnantKaneKarmarg,
 Bandra (East),
 Mumbai - 400051

By order of the Board of Directors

Darshan D. Majmudar
 Chief Financial Officer and
 Company Secretary

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013("the Act")

The following statement sets out all material facts relating to the Special Businesses mentioned in the accompanying notice:

ITEM NO. 3

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 Financial Year ("F.Y") ending March 31, 2020.

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, 2020, as set out in the Resolution for the aforesaid services to be rendered by them.

None of the Directors or Key Managerial Personnel 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 commend the **Ordinary Resolution** for the approval of the Members for ratification of remuneration payable to the Cost Auditors.

ITEM NO. 4

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 paripassu 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 200million (200Million 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 Key Managerial Personnel 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 commend the **Special Resolution** for the approval of the Members for approving the fund raising programme of the Company.

ITEM NO. 5 & 6

As per the provisions of Section 149, Section 152 and Schedule IV of the Act read with rules thereunder, the Company had appointed Mr. Hazari Lal and Mrs. Sandhya Baliga as Independent Directors as per the requirement of the Act, at the 18th Annual General Meeting of the Company held on September 30, 2014 for holding office for five consecutive years upto the conclusion of this Annual General Meeting. Since, the Independent Directors will be completing one term as Independent Directors and are eligible for re-appointment for one more term.

The reappointment of Independent Directors is made as a result of performance evaluation of Directors. The Nomination & Remuneration Committee has recommended and the Board has approved the reappointment of Mr. Hazari Lal and Mrs. Sandhya Baliga as Independent Directors as per their letters of appointment for a period of Five years from the conclusion of this Annual General Meeting.

Mr. Hazari Lal and Mrs. Sandhya Baliga have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of them fulfill the conditions specified in the Act and the rules framed thereunder for re-appointment as Independent Director and they are Independent of the management. In compliance with the provisions of section 149 read with Schedule IV of the Act the appointment of these Directors as Independent Directors is now being placed before the Members for their approval.