



THE HINDUSTHAN GROUP®



HINDUSTHAN URBAN INFRASTRUCTURE LIMITED

Regd. Office : Kanchenjunga, (7th Floor) 18, Barakhamba Road, New Delhi-110001 Phone : +91-11-23310001-05 Fax : +91-11-23313707
CIN : L31300DL1959PLC003141 E-mail : huil@hindusthan.co.in Website : www.hindusthan.co.in

F: 344: HUIL: MLB

February 22, 2021

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

Sub: Intimation regarding dispatch of Postal Ballot Notice

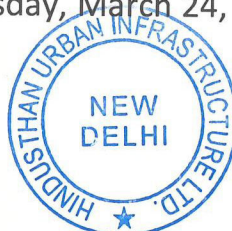
Dear Sir/Madam,

This is to inform you that pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020 and General Circular No. 2/2021 dated January 13, 2021 (the "MCA Circulars"), postal ballot notice dated February 13, 2021 is being dispatched today i.e. February 22, 2021 for seeking consent/approval of the members of the company for the following business to be passed through Postal Ballot process.

1. Alteration in Objects Clause of the Memorandum of Association.
2. Alteration in Liability Clause of the Memorandum of Association.

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing and in compliance with the requirements of the MCA Circulars, dispatch of notice of Postal Ballot is being made today i.e. February 22, 2021 only to the members who have registered their e-mail addresses with the Company / RTA or their respective Depository Participants. Further, the members are required to communicate their assent or dissent through the remote e-voting system only.

The voting through remote e-voting shall commence on Tuesday, February 23, 2021 at 9.00 a.m. (IST) and will end on Wednesday, March 24, 2021 at 5.00 p.m. (IST). The Board



Bhubaneswar : Plot No. 321, 325/1386, Champajhara, Malipada, Dist-Khurda-752108, (Odisha) Phone : +91-6755-245244, 266, 299 (3 Lines)

Works

Guwahati : Plot No. 1C, Brahamaputra Industrial Park, Vill.: Silla, P.O. College Nagar, North Guwahati, Distt. Kamrup-781 031(Assam), Phone : +91-361-2130518

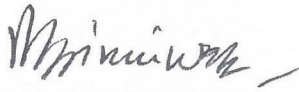
Gwalior : Industrial Area, P.O. Birla Nagar, Gwalior-474 004 (M.P), Phone : +91-751-2421195, Fax : +91-751-4040309

has appointed Mr. Kapoor Chand Garg, Proprietor of M/s. KCG & Associates, Company Secretaries, New Delhi, as Scrutinizer for the entire Postal Ballot process and results of Postal Ballot will be declared on Thursday, March 25, 2021 at 3:00 P.M, by the Chairman or any Director authorized by him through Company's website www.hindusthanurban.com.

Postal Ballot Notice dispatched by e-email to the members of the Company is attached herewith for the record of the Stock Exchange.

Thanking You,

For Hindusthan Urban Infrastructure Limited



M.L. Birmiwala
President– Finance & Secretary



Encl: As Above



HINDUSTHAN URBAN INFRASTRUCTURE LIMITED

CIN: L31300DL1959PLC003141

Regd. office: 7th Floor, Kanchenjunga Building, 18, Barakhamba Road, New Delhi-110001

Email: investors@hindusthan.co.in, website: www.hindusthanurban.com, Phone no.: +91-11-23310001-05

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

TO THE MEMBERS OF THE COMPANY

Notice is hereby given pursuant to Sections 108 and 110 of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) as amended from time to time including any statutory modification(s) or re-enactment(s) thereof for the time being in force and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and other applicable laws and regulations, if any, that the Company is seeking consent/approval of the members for the following proposal to be passed through Postal Ballot process:

1. Alteration in Objects Clause of the Memorandum of Association.
2. Alteration in Liability Clause of the Memorandum of Association

The Statement setting out material facts concerning the resolution set out at Item No. 1 of the Postal Ballot Notice dated February 13, 2021, pursuant to Section 102 of the Act relating to the resolution is annexed. Postal Ballot Notice dated February 13, 2021, is placed on the website of the Company www.hindusthanurban.com, the BSE Limited, www.bseindia.com and the National Securities Depository Limited, (NSDL) www.evoting.nsdl.com, the e-voting agency.

The Board of Directors of your Company has appointed Mr. Deepak Kejriwal, Managing Director (DIN: 07442554) and Mr. M.L. Birmiwala, President - Finance & Secretary (ICSI Membership No.: F1037), of the Company as the persons responsible for the entire Postal Ballot process.

The Company has engaged the services of National Securities Depository Limited, to provide e-voting facility to the members. The Board of Directors vide their resolution dated February 13, 2021, have appointed Mr. Kapoor Chand Garg (ICSI Membership No. F7145, COP No.: 7829) Proprietor of M/s. KCG & Associates, Company Secretaries, New Delhi, as Scrutinizer for scrutinizing the e-voting process.

In view of the continuing restrictions in the country caused by outbreak of COVID – 19 and as per the guidelines issued by the Ministry of Corporate Affairs vide General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020 and General Circular No. 2/2021 dated January 13, 2021 (“the MCA Circulars”), the Notice would be sent in electronic mode only to those shareholders who have registered their e-mail addresses with the Company or Depository Participant / Depository / Skyline Financial Services Private Limited, the Company’s Registrar & Transfer Agent (RTA). Further, the shareholders would have the option to vote only through remote e-voting and voting through physical ballot papers will not be provided.

E-voting facility is available at the link <https://www.evoting.nsdl.com/> from Tuesday, 23.02.2021, 2021, 9.00 a.m. (IST) onwards to Wednesday, 24th March, 2021, 5.00 p.m. (IST). Shareholders are requested to carefully read the e-voting instructions given in the Notes forming part of the Postal Ballot Notice, before logging into the e-voting link.

The Scrutinizer will submit his report to the Chairman / or any other Director authorized by the Chairman, of the Company after completion of the scrutiny on Thursday, March 25, 2021. Based on the Scrutinizer’s Report, the results of the e-voting will be declared on Thursday, March 25, 2021, at 3.00 p.m. at the Company’s Registered Office at 7th Floor, Kanchenjunga Building, 18, Barakhamba Road, New Delhi – 110001, through the website of the Company viz., www.hindusthanurban.com, either by the Chairman or any other Director authorized by the Chairman in this regard. Voting results along with the Scrutinizer’s Report will be made available on the Company’s website www.hindusthanurban.com under the section ‘Investor Relations’ and will be forwarded to the Stock Exchange where the Company’s shares are listed and made available on the website of NSDL. The resolution, if passed by requisite majority, will be deemed to have been passed on the last date specified for e-voting i.e. Wednesday, March 24, 2021.

In case of any grievance or query, members may contact the RTA at Skyline Financial Services Private Limited, D-153 A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi-110 020, E-mail: viren@skylinerta.com, Phone: 011-41044923.

Special Business

1. Alteration in Objects Clause of the Memorandum of Association.

To consider and if thought fit, to pass with or without modification(s), the following resolution(s) as a Special Resolution:-
“**RESOLVED THAT** pursuant to section 4 and 13 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to necessary approval(s) required, if any, in this regard from appropriate authorities, and subject

further to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of such appropriate authorities, which terms, conditions, stipulations, alterations, amendments or modifications, the Board of Directors (herein after referred to as "the Board", which term shall include any of its duly authorised Committee or individual Director) is hereby authorised to accept as it may deem fit, consent of the members of the Company be and is hereby accorded for altering the existing main object clause in the Memorandum of Association ("MOA") of the Company and adoption of new set of MOA in accordance with Table A of Schedule I of the Companies Act, 2013, effecting the following modifications and amendments in the existing MOA:-

- (a) The words 'Companies Act, 1956' in the existing MOA shall be substituted with the words 'Companies Act, 2013' wherever required under the applicable provisions and such provisions be modified/changed as per the provisions of the Companies Act, 2013.
- (b) The existing Clause III of the Memorandum of Association shall now be titled as "THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE"
- (c) The existing Object Clause III 7 (l) to (s) and III (5) to (49) shall be re-numbered as Object Clause III 13 (a) to (h) and III (11) to (55) and the following new Object Clause as III A (5) to (10) shall be inserted namely:
 - III A(5) To carry on all or any of the business of manufacturers, producers, processors, importers, exporters, buyers, sellers and dealers in all kind of high-tension or low-tension insulators made of Ceramics, Glass, Polymer or any other substance, which may be used for insulations and all kind of ceramic products, such as, industrial ceramics, high alumina ceramics, bushings or other articles in which clay is used as one of the main raw-materials.
 - III A(6) To carry on the business for manufacturing of cyanides and cyanide based products i.e. Sodium Cyanide, Potassium Cyanide, Mandelonitrile, MPBAD Cyanohydrin, Acetone Cyanohydrin, Cyclohexanone Cyanohydrin, Methyl Ethyl Keton Cyanohydrin, Sodium Dicyanamide, Sodium Ferrocyanide, Potassium Ferrocyanide, Diphenyl Guanidine, Di Ortho Toly Guanidine and similar products including developing of various Hydrogen Cyanide based products indigenously.
 - III A(7) To carry on the business of manufacturing, trading, import & export of any type of alkalies and its allied products including caustic soda, chlorine, hydrochloric acid and their derivatives etc. and to enter into arrangement or agreement for acquiring/taking over of existing or proposed plants to manufacture the aforesaid products as well as trading in any of those products or any other related activity including captive power generation in furtherance of this object.
 - III A(8) To carry on the business of manufacturers, dealers, agents, importers, exporters, merchants and financiers and particularly manufacturers, dealers, etc. of all kinds of Epoxy Resin like Diglycidyl ether of Bisphenol A, Solid Epoxy Resins based on DGBEBA, Bisphenol F Epoxy Resin, Multifunctional Epoxy Resins, Epoxy Novolacs, Epoxy Phenol Novolac, Cresol Epoxy Novolac, Cycloaliphatic Epoxies, Brominated Epoxies, Epoxy Vinyl Esters, Phenoxy Resins, Epoxy Diluents- Reactive and Non-Reactive, Epoxy based Thermoplastics, Halogenated Epoxy Resins, Glycidyl Ethers of Hydrocarbon, Polynuclear Phenol Glycidyl Ether derived Resins, Aromatic Glycidyl Amine Resins, Weatherable Epoxy Resins, Elastomer-Modified Epoxies, Monofunctional Glycidyl Ethers, Aliphatic Glycidyl Ethers, Cycloaliphatic Epoxy Resins, Epoxidized Vegetable Oils, Epoxy Esters and Derivatives, Glycidyl Esters, Epoxy Acrylates, Epoxy Phosphate Esters and ancillaries of all types used for synthetic resins, Specialty Epoxy Resins, petrochemicals, polymer chemicals and other allied Polymer Products and all types of chemicals, Formulated Epoxy Resins for Adhesive/Electrical/Composite and Civil Application etc.
 - III A(9) To carry on the business in India to give on lease, rent, hire and to construct, build, establish, erect, promote, undertake, acquire, own operate, equip, manage, renovate, recondition, turn to account, maintain and to run warehouses, godowns, open platforms, refrigeration houses, stores and other similar establishments to provide facilities for storage of commodities, goods, material, articles and things and for the purpose to act as CF agent, custodian, warehouseman, transportation and distribution agent, stockist, auctioneer, importer, exporter, or otherwise to deal in all sorts of commodities, vegetables, fruits, edibles and similar goods.
 - III A(10) To acquire by purchase, lease, exchange or otherwise land, buildings, structures of any description in India or abroad and any estate or interest therein and any rights over or connected with land, building and structures and turn the same to account as may seem expedient and in particular by preparing building sites and by constructing, developing, reconstructing, altering, improving, decorating, furnishing and maintaining, townships, markets, offices, flats, apartments, houses, shops, factories, ware-house, or other buildings residential, commercial and industrial and of all kinds and/or conveniences thereon, to equip the same or part thereof with all or any amenities or conveniences, drainage facility, electric, telephonic, television installations and to deal with the same in any manner whatsoever, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others, to manage land, building and other properties.
- (d) The new Part B of Clause III of MOA shall now be inserted and titled as "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:".

- (e) The existing sub-clauses (5) to (49) of Clause III of MOA shall now be re-numbered as sub-clauses (11) to (55).
- (f) Insertion of following new clauses in Part B of Clause III of MOA after the sub-clause 55:
- 56) To carry on the business of horticulture, floriculture, sericulture, cultivators, of all kinds of seeds, fruits, proprietor of orchards and traders, exporter, dealers, processors, preservers and sellers of the products of such horticulture, floriculture, sericulture, seeds and cultivation and manufacturers of drinks including beverages produced from such products or otherwise.
- 57) To cultivate, plant, purchase, sell, trade, or otherwise deal in vegetable and flower seeds, oil seeds, grass, timber wood, bamboo, straw, seeds fruits and other articles that are the produce of land and to sell purchase, trade and deal in the same as principals or agents, solely or with partnership with other.
- 58) To promote, develop, execute, operate and otherwise carry on projects, schemes, industries, business and activities which in the opinion of the company is likely to:
- (i) accelerate and increase agricultural production;
- (ii) contribute to the production of subsidiary and supplementary food;
- (iii) increase the availability of supplies of food whether principal, ancillary, supplementary or substitute.
- 59) To apply for purchase or otherwise acquire and obtain any patents, licenses, permissions, concessions, processors, and the like conferring any exclusive or limited right (either in point of time or otherwise) to use the same or any secret or other information as to any invention which may seem capable of being used for any purpose of the Company and to use, exercise develop or grant licenses in respect of or otherwise turn to account any such patents, inventions, licenses, permissions, concessions, processes and the information so acquired.
- (g) The existing Clause III titled "OBJECTS FOR WHICH COMPANY IS ESTABLISHED" comprising of the existing sub-clauses 7 (a) to (k) be deleted in line with the requirements of the Companies Act, 2013.

RESOLVED FURTHER THAT in the Memorandum of Association of the Company, wherever required, reference to various sections of the Companies Act, 1956 be replaced with the reference to the corresponding sections of the Companies Act, 2013.

RESOLVED FURTHER THAT the existing Memorandum of Association of the Company, duly modified as aforesaid, or as suggested by any appropriate authority and accepted by the Board, be adopted as the Memorandum of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds or things as may be deemed necessary to give effect to this resolution."

2. Alteration in Liability Clause of the Memorandum of Association:

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

"RESOLVED THAT pursuant to provisions of Section 4, Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act), the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the Company be and is hereby accorded for substitution of the existing Clause IV of the Memorandum of Association of the Company with the following new Clause IV:

IV. The liability of members is limited and this liability is limited to the amount unpaid, if any, on Shares held by them.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution), be and is hereby authorised to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution(s)."

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

Sd/-
**M.L. Birmiwala
President- Finance & Secretary
FCS No. 1037**

**Date: February 13, 2021
Place: New Delhi**

Notes:

- (i) The Postal Ballot Notice is being sent to the shareholders whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, February 12, 2021. In view of the continuing restrictions on movement of persons at several places in the country caused by outbreak of COVID – 19

and the MCA Circulars, the Postal Ballot Notice is being sent only in electronic mode to those shareholders who have registered their e-mail addresses with the Company or with the Depositories or with the Company's RTA.

- (ii) Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, February 12, 2021 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by e-voting. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purpose only.
- (iii) Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, Skyline Financial Services Limited, D-153 A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi-110020.
- (iv) In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Friday, February 12, 2021 will be considered for the purpose of e-voting.

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 is mentioned below:

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:

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 are given below:
 - (a) If you are already registered for e-voting, then you can use your existing password to log in 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'?
 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'.
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 of 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.

Step 2: 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.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads section of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in or call on: 1800 222 990 or send a request to Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in / 022-24994360.

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

**Sd/-
M.L. Birmiwala
President- Finance & Secretary
FCS No. 1037**

**Date: February 13, 2021
Place: New Delhi**

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

Item No. 1 : Alteration in Objects Clause of the Memorandum of Association

The existing Memorandum of Association (MOA) of the Company was framed in terms of the provisions of the Companies Act, 1956 and in pursuance of the objectives of the Company. In terms of Section 4(1) (c) of the Companies Act, 2013, the MOA of a Company shall state the objects to be pursued by the Company on its incorporation and matters which are necessary for furtherance of the objects specified. Your Directors proposes to amend the existing MOA of the Company in line with the requirements of Section 4 of the Companies Act, 2013. The following amendments are proposed in the Object Clause of MOA of the Company:

- a. As the Company proposed to adopt new set of MOA, The words ‘Companies Act, 1956’ in the existing MOA shall be substituted with the words ‘Companies Act, 2013’, wherever required under the applicable provisions and such provisions be modified/alterd as per the provisions of the Companies Act, 2013.
- b. The Object Clause will now have two parts Clause III A & III B. Clause III A will be amended as ‘The Objects to be pursued by the Company on its incorporation are:’.
- c. The existing Object Clause III 7 (l) to (s) and III (5) to (49) shall be re-numbered as Object Clause III A 13 (a) to (h) and III (11) to (55) and the new Object Clause as III A (5) to (10) shall be inserted as mentioned in Item no. 1 (c).

- d. The headline of the Clause III B of the Object Clause of MOA be inserted as 'Matters which are necessary for furtherance of the objects specified in Clause III A are:', with the existing sub-clauses (5) to (49) of Clause III of MOA shall now be re-numbered as sub-clauses (11) to (55).
- e. As sub clause 7(a) to (k) of Part C of Clause III i.e. Objects for which the company is established is now proposed to be deleted in line with the Companies Act, 2013, few activities which are there in the Other Objects and ancillary and necessary for the attainment of the activities of the company are proposed to be insert as new sub-clauses (56) to (59) in Part B of Clause III of the MOA after the sub-clause (55) as mentioned in the Item no. 1 (f).
- f. The existing objects specified in sub-clauses 7 (a) to (k) of the Object Clause III viz. "Objects for which the company is incorporated" is proposed to be deleted in line with the requirements of the Act.
- g. Further, in order to comply with the provisions of Sections 4(1)(d)(i) and 13 and other applicable provisions, if any, of the Act, the Company needs to alter the Liability Clause of MOA i.e. Clause IV. The proposed modification is carried out to comply with the requirements of the Act.

The MOA of the Company, proposed to be amended as stated above, is being uploaded on the Company's website for perusal by the Shareholders. A copy of the existing and proposed MOA would be available for inspection by the members at the registered office of the Company on all working days (Monday to Friday) between 11.00 am to 04.00 pm. The Board of Directors accordingly recommends, in the interest of the Company, the Special Resolutions set out at Item No. 1 of the accompanying Postal Ballot Notice for approval by the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolutions set out at item no. 1 of the Postal Ballot Notice.

Item No. 2 : Alteration in Liability Clause of the Memorandum of Association

The existing Clause IV of the Memorandum of Association (MOA) of the Company i.e., '*The liability of the members is limited*' is in line with the requirement under the Companies Act, 1956.

As per section 4(1)(d)(i) and Table-A of Schedule-I of the Companies Act, 2013, the liability clause reads as '*IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.*' Hence, it is proposed to modify the liability clause as required under the provisions of Companies Act, 2013 cited above.

The above proposal is in the best interest of the Company. The Board of Directors of the Company has recommended the resolution(s) at Item No. 2 of the Postal Ballot Notice for approval of Members of the Company as a Special Resolution through Postal Ballot Process.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in the Special Resolution as set out at item No. 2 of this Notice.

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

**Date: February 13, 2021
Place: New Delhi**

**Sd/-
M.L. Birmiwala
President- Finance & Secretary
FCS No. 1037**