

RESULTS OF THE E-VOTING

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Members were provided with the facility to cast their votes through e-voting on the following Resolutions which were proposed to be passed at the Eighteenth Annual General Meeting held on September 30, 2014:

1. To receive, consider and adopt the:
 - a) the Audited financial Statement comprising of statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet of the Company as on that date together with the Report of the Directors and the Auditors thereon and
 - b) the Audited consolidated financial statement of the Company for the financial year ended March 31, 2014;
2. To re-appoint Mr. Waryam Singh, who retires by rotation;
3. To re-appoint Mr. Ashok Kumar Gupta, who retires by rotation;
4. To re-appoint Thar & Co., Chartered Accountants, as Auditors;
5. To re-appoint Mr. Shyam Sunder Dawra as an Independent Director who retires by rotation;
6. To appoint Mr. Lalit Mohan Mehta as an Independent Director pursuant to the provisions of the Companies Act, 2013;
7. To appoint of Mr. Raj Kumar Aggarwal as an Independent Director pursuant to the provisions of the Companies Act, 2013;
8. For payment of Commission to Non-Executive Directors and
9. To Amend the Articles of Association of the Company.

Mr. Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai, was appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

The e-voting period commenced on Wednesday, September 24, 2014 (9.00 a.m. IST) and ended on Friday, September 26, 2014 (6.00 a.m. IST) and advertisement pertaining to the same was published on September 19, 2014.

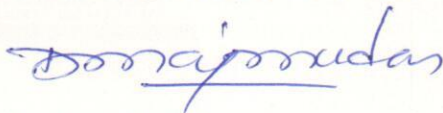


Based on the report submitted by the Scrutinizer (copy enclosed), following results are announced:

| Resolution No. | Total | Valid | Favour | Against | Abstained |
|----------------|--------------|------------------------|--------------------------|------------------------|----------------------|
| 1 | 25,05,90,105 | 25,05,90,105 (100%) | 25,04,39,734 (99.94%) | 1,50,270 (0.06%) | 101 (0.01%) |
| 2 | 25,05,90,105 | 25,05,90,105 (100%) | 24,25,90,105 (96.80%) | 1,475 (0.01%) | 79,97,541 (3.19%) |
| 3 | 25,05,90,105 | 25,05,90,105 (100%) | 24,20,76,104 (96.60%) | 85,13,985 (3.39%) | 106 (0.01%) |
| 4 | 25,05,90,105 | 25,05,90,105 (100%) | 24,04,28,579 (95.94%) | 1,01,61,420 (4.05%) | 106 (0.01%) |
| 5 | 25,05,90,105 | 25,05,90,105 (100%) | 24,20,76,264 (96.59%) | 85,13,700 (3.40%) | 141 (0.01%) |
| 6 | 25,05,90,105 | 25,05,90,105 (100%) | 25,03,91,403 (99.91%) | 1,98,561 (0.08%) | 141 (0.01%) |
| 7 | 25,05,90,105 | 25,05,90,105 (100%) | 24,20,76,274 (96.60%) | 85,13,690 (3.39%) | 141 (0.01%) |
| 8 | 25,05,90,105 | 25,05,90,105 (100%) | 24,25,90,657 (96.81%) | 1,913 (0.01%) | 79,97,535 (3.18%) |
| 9 | 25,05,90,105 | 25,05,90,105 (100%) | 25,05,89,159 (99.98%) | 811 (0.01%) | 135 (0.01%) |

Accordingly, I report that all the Resolutions have been passed by the Shareholders by the requisite majority.

for Housing Development and Infrastructure Limited



Darshan D. Majmudar
 Chief Financial Officer & Company Secretary



Place: Mumbai

Date: October 1, 2014

Encl: Scrutinizer's Report

SCRUTINIZER'S REPORT

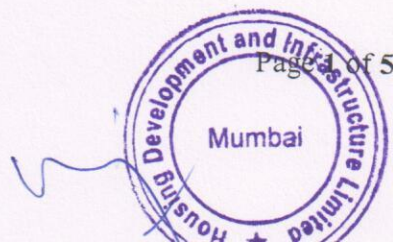
[Pursuant to section 108 of the Companies Act, 2013 and
Rule 20 of Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Housing Development and Infrastructure Limited
9- 01, HDIL Towers,
AnantKanekarMarg,
Bandra (East),
Mumbai-400051

Respected Sir,

Sub.: Scrutinizer's Report for passing of resolutions through E-Voting process at the
18th Annual General Meeting to be held on 30th September, 2014

1. In terms of the provisions of Clause 35B of the Listing Agreement and provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules), I, CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as Scrutinizer by the Company on 31st July, 2014 for scrutinizing the e-voting process for passing of the resolutions as mentioned under item numbers 1 to 9 of the Notice of Annual General Meeting dated 25th August, 2014.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting on the resolutions contained in the notice of the 18th Annual General Meeting of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make Scrutinizer's Report of the votes casted 'in favour' or 'against' the resolutions stated in the said notice, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited, the agency engaged by the Company to provide e-voting facility for e-voting.
3. On the basis of the Register of Members made available by Registrar & Share Transfer Agent of the Company and the list of beneficial owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 29th August, 2014 (the cut off date for the purpose of determination of voting rights of shareholders), the notice of the 18th Annual General Meeting of the Company alongwith notice of e-voting and Annual Report for the year ended 31st March, 2014 was



sent through courier on 5th September, 2014 at their registered address and e-mailed on 8th September, 2014 to the shareholders at their registered email addresses.

4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having sent the notice of meeting and providing e-voting facility in the English newspaper "The Free Press Journal" and Marathi newspaper "Navshakti" on 19th September, 2014.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (three) days from Wednesday, 24th September, 2014 (9:00 am) to Friday, 26th September, 2014 (6:00 pm).
6. As required under the said Rules, I unlocked the E-voting on the platform provided by Karvy Computershare Private Limited on 27th September, 2014 in the presence of CS PriyankaGoenka andCS SuchiHarlalka, who are not the employees of the Company.
7. The members casted their votes electronically on e-voting platform provided by Karvy Computershare Private Limited.
8. Summary of the e-voting received is as follows:

7.1. Resolution No. 1

| Voting pattern | No. of Shareholders voted | | Votes Casted | | Valid votes casted | | |
|----------------|---------------------------|-------|--------------|--------------|---------------------------|--------------------------|---------------------|
| | Total received | Valid | Total | Valid | In favour | Against | Abstained |
| | E-voting | 149 | 149 | 25,05,90,105 | 25,05,90,105 (100.00%) | 25,04,39,734 (99.94%) | 1,50,270 (0.06%) |

Result: May be considered passed with requisite majority.



7.2. Resolution No. 2

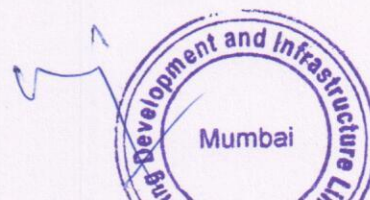
| | | | | | | | |
|---|---|-------|--------------|---------------------------|--------------------------|------------------|----------------------|
| Particulars | Ordinary Resolution for re-appointment of a director in place of Mr. Waryam Singh, Director, who retires by rotation and being eligible, offers himself for re-appointment. | | | | | | |
| Voting pattern | No. of Shareholders voted | | Votes Casted | | Valid votes casted | | |
| | Total received | Valid | Total | Valid | In favour | Against | Abstained |
| E-voting | 149 | 149 | 25,05,90,105 | 25,05,90,105 (100.00%) | 24,25,91,089(96.80%) | 1,475 (0.01%) | 79,97,541 (3.19%) |
| Result: May be considered passed with requisite majority. | | | | | | | |

7.3. Resolution No. 3

| | | | | | | | |
|---|--|-------|--------------|---------------------------|--------------------------|----------------------|----------------|
| Particulars | Ordinary Resolution for re-appointment of a director in place of Mr. Ashok Kumar Gupta, Director, who retires by rotation and being eligible, offers himself for re-appointment. | | | | | | |
| Voting pattern | No. of Shareholders voted | | Votes Casted | | Valid votes casted | | |
| | Total received | Valid | Total | Valid | In favour | Against | Abstained |
| E-voting | 149 | 149 | 25,05,90,105 | 25,05,90,105 (100.00%) | 24,20,76,104 (96.60%) | 85,13,985 (3.39%) | 106 (0.01%) |
| Result: May be considered passed with requisite majority. | | | | | | | |

7.4. Resolution No. 4

| | | | | | | | |
|---|--|-------|--------------|---------------------------|--------------------------|------------------------|----------------|
| Particulars | Ordinary Resolution for re-appointment of M/s. Thar & Co., Chartered Accountants (having FRN 110958W), Mumbai as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of twentieth Annual General Meeting and to fix their remuneration. | | | | | | |
| Voting pattern | No. of Shareholders voted | | Votes Casted | | Valid votes casted | | |
| | Total received | Valid | Total | Valid | In favour | Against | Abstained |
| E-voting | 149 | 149 | 25,05,90,105 | 25,05,90,105 (100.00%) | 24,04,28,579 (95.94%) | 1,01,61,420(4.05%) | 106 (0.01%) |
| Result: May be considered passed with requisite majority. | | | | | | | |



7.5. Resolution No. 5

| | | | | | | | |
|---|---|-------|--------------|---------------------------|--------------------------|----------------------|----------------|
| Particulars | Ordinary Resolution for appointment of Mr. Shyam Sunder Dawraas Director (Independent) of the Company for five consecutive years upto 31 st March, 2019. | | | | | | |
| Voting pattern | No. of Shareholders voted | | Votes Casted | | Valid votes casted | | |
| | Total received | Valid | Total | Valid | In favour | Against | Abstained |
| E-voting | 149 | 149 | 25,05,90,105 | 25,05,90,105 (100.00%) | 24,20,76,264 (96.59%) | 85,13,700 (3.40%) | 141 (0.01%) |
| Result: May be considered passed with requisite majority. | | | | | | | |

7.6. Resolution No. 6

| | | | | | | | |
|---|---|-------|--------------|---------------------------|--------------------------|---------------------|----------------|
| Particulars | Ordinary Resolution for appointment of Mr. Lalit Mohan Mehta as Director (Independent) of the Company for five consecutive years upto 31 st March, 2019. | | | | | | |
| Voting pattern | No. of Shareholders voted | | Votes Casted | | Valid votes casted | | |
| | Total received | Valid | Total | Valid | In favour | Against | Abstained |
| E-voting | 149 | 149 | 25,05,90,105 | 25,05,90,105 (100.00%) | 25,03,91,403 (99.91%) | 1,98,561 (0.08%) | 141 (0.01%) |
| Result: May be considered passed with requisite majority. | | | | | | | |

7.7. Resolution No. 7

| | | | | | | | |
|---|--|-------|--------------|---------------------------|--------------------------|----------------------|----------------|
| Particulars | Ordinary Resolution for appointment of Mr. Raj Kumar Aggarwal as Director (Independent) of the Company for five consecutive years upto 31 st March, 2019. | | | | | | |
| Voting pattern | No. of Shareholders voted | | Votes Casted | | Valid votes casted | | |
| | Total received | Valid | Total | Valid | In favour | Against | Abstained |
| E-voting | 149 | 149 | 25,05,90,105 | 25,05,90,105 (100.00%) | 24,20,76,274 (96.60%) | 85,13,690 (3.39%) | 141 (0.01%) |
| Result: May be considered passed with requisite majority. | | | | | | | |



7.8. Resolution No. 8

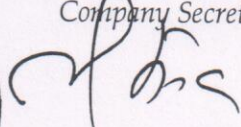
| | | | | | | | |
|---|---|-------|--------------|---------------------------|--------------------------|------------------|----------------------|
| Particulars | Special Resolution for payment of Commission to Non-Executive Directors upto 1% of Net Profit subject to maximum of Rupees Two Crores from the Financial Year from 2014 - 2015 upto financial year 2016 - 2017. | | | | | | |
| Voting pattern | No. of Shareholders voted | | Votes Casted | | Valid votes casted | | |
| | Total received | Valid | Total | Valid | In favour | Against | Abstained |
| E-voting | 149 | 149 | 25,05,90,105 | 25,05,90,105 (100.00%) | 24,25,90,657 (96.81%) | 1,913 (0.01%) | 79,97,535 (3.18%) |
| Result: May be considered passed with requisite majority. | | | | | | | |

7.9. Resolution No. 9

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|---|---|-------|--------------|---------------------------|--------------------------|----------------|----------------|
| Particulars | Special Resolution to amend the Articles of Association by insertion of new Article 2A after Article 2. | | | | | | |
| Voting pattern | No. of Shareholders voted | | Votes Casted | | Valid votes casted | | |
| | Total received | Valid | Total | Valid | In favour | Against | Abstained |
| E-voting | 149 | 149 | 25,05,90,105 | 25,05,90,105 (100.00%) | 25,05,89,159 (99.98%) | 811 (0.01%) | 135 (0.01%) |
| Result: May be considered passed with requisite majority. | | | | | | | |

8. You may accordingly declare the result at the 18th Annual General Meeting to be held on 30th September, 2014.

Place: Mumbai
Date: 29th September, 2014

For Manish Ghia & Associates
Company Secretaries

CS Manish L. Ghia
Partner
M. No. FCS 6252 C.P. No. 3531

