

CONSOLIDATED REPORT OF THE SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and
Rule 20 and 21 of Companies (Management and Administration) Rules, 2014]

To,
Mr. Rakesh Kumar Wadhawan
Executive Chairman
Housing Development and Infrastructure Limited
9-01, HDIL Towers, Anant Kanekar Marg,
Bandra (East), Mumbai - 400051

Respected Sir,

Sub.: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-Voting Process and Poll through Electronic Voting System (Insta Poll) at the 19th Annual General Meeting (AGM) of the Members of Housing Development and Infrastructure Limited (the Company) held on 30th September, 2015.

1. I, CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai, was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of Scrutinizing the Remote E-Voting process and conducting poll through Electronic Voting System (Insta Poll) at the AGM, in terms of the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 and the relevant provisions of Clause 35B of the Listing Agreement, in a fair and transparent manner, for passing of the resolutions as mentioned under Item numbers 1 to 10, as set out in the Notice of aforesaid AGM of the members of the Company dated 15th May, 2015.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to Remote E-Voting and Poll through electronic voting system (Insta Poll) at the AGM, on the resolutions contained in the Notice of AGM of the members of the Company. My responsibility as a Scrutinizer for the Remote E-Voting process and Insta Poll conducted at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions

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stated in the said Notice, based on the reports generated from the E-Voting system provided by Karvy Computershare Private Limited ("Karvy"), the Agency authorized under the Rules and engaged by the Company to provide E-Voting facilities for voting through electronic means (i.e. by remote e-voting and Insta Poll at the AGM).

3. As per the confirmation received from the Company:
 - (a) The Notice of the AGM dated 15th May, 2015 along with Statement setting out material facts under Section 102 of the Act was dispatched to the Shareholders through courier and also e-mailed on 5th September, 2015 and 7th September, 2015 respectively.
 - (b) The said Notice was dispatched on the basis of Register of Members made available by M/s. Karvy Computershare Private Limited, the Registrar & Share Transfer Agents 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 Friday, 21st August, 2015.
 - (c) In terms of the aforesaid Notice, voting through electronic means was kept open for 4 (Four) days from Saturday, 26th September, 2015 (10:00 a.m.) and ended on Tuesday, 29th September, 2015 (5:00 p.m.).
4. The voting rights of members was considered in proportion to the shares held by the members in the paid up equity share capital of the Company as on the Cut-Off date i.e. Tuesday, 22nd September, 2015.
5. As required under the said rules, after the closure of Insta Poll at the Annual General Meeting, the votes cast through Insta Poll and the votes cast under Remote E-Voting facility were unblocked in presence of CS K Venkataraman and CS Priyanka Goenka, who are not in employment with the Company.
6. Consolidated summary of the results of voting through electronic means (i.e. by remote e-voting and Insta Poll at the AGM) is as follows:



x R. Venkataraman

Resolution No. 1

Particulars	Ordinary Resolution: For adoption of Standalone and Consolidated Audited Financial Statements for the year ended 31 st March, 2015 and the Reports of the Directors' and the Auditors' thereon.						
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast		
	Total received	Valid	Total	Valid	In favour	Against	Abstained from Voting
Remote E-voting	185	185	255646694	255646694	248159989	335449	7151256
Insta Poll at the AGM	33	33	16073	16073	16073	0	0
Total	218	218	255662767	255662767 (100.00%)	248176062 (97.07%)	335449 (0.13%)	7151256 (2.80%)
Result: The said resolution may be considered as passed with requisite majority.							

Resolution No. 2

Particulars	Ordinary Resolution: For appointment of a Director in place of Mr. Ashok Kumar Gupta, Director (DIN: 00145816) who retires by rotation and being eligible, offers himself for re-appointment.						
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast		
	Total received	Valid	Total	Valid	In favour	Against	Abstained from Voting
Remote E-voting	185	185	255646694	255646694	248573148	339049	6734497
Insta Poll at the AGM	33	33	16073	16073	16073	0	0
Total	218	218	255662767	255662767 (100.00%)	248589221 (97.23%)	339049 (0.13%)	6734497 (2.64%)
Result: The said resolution may be considered as passed with requisite majority.							



R. M. Mehta

Resolution No. 3

Particulars	Ordinary Resolution: To ratify the appoint M/s. Thar & Co., Chartered Accountants, Mumbai (FRN: 110958W) as Statutory Auditors of the Company, as approved by members at the 18 th Annual General Meeting up to the conclusion of 20 th Annual General Meeting and to authorize the Board of Directors to fix their remuneration for the financial year ending 31 st March, 2016.						
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast		
	Total received	Valid	Total	Valid	In favour	Against	Abstained from Voting
Remote E-voting	185	185	255646694	255646694	248576170	336027	6734497
Insta Poll at the AGM	33	33	16073	16073	16073	0	0
Total	218	218	255662767	255662767 (100.00%)	248592243 (97.23%)	336027 (0.13%)	6734497 (2.64%)
Result: The said resolution may be considered as passed with requisite majority.							

Resolution No. 4

Particulars	Ordinary Resolution: Appointment of Mr. Hazari Lal (DIN: 06696100) as an Independent Director of the Company for a term of 5 (five) years.						
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast		
	Total received	Valid	Total	Valid	In favour	Against	Abstained from Voting
Remote E-voting	185	185	255646694	255646694	248573211	338943	6734540
Insta Poll at the AGM	33	33	16073	16073	16073	0	0
Total	218	218	255662767	255662767 (100.00%)	248589284 (97.23%)	338943 (0.13%)	6734540 (2.64%)
Result: The said resolution may be considered as passed with requisite majority.							



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Resolution No. 5

Particulars	Ordinary Resolution: Appointment of Mrs. Sandhya Baliga (DIN: 07015987) as an Independent Director of the Company for a term of 5 (five) years.						
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast		
	Total received	Valid	Total	Valid	In favour	Against	Abstained from Voting
Remote E-voting	185	185	255646694	255646694	248573754	338443	6734497
Insta Poll at the AGM	33	33	16073	16073	16073	0	0
Total	218	218	255662767	255662767 (100.00%)	248589827 (97.23%)	338443 (0.13%)	6734497 (2.64%)
Result: The said resolution may be considered as passed with requisite majority.							

Resolution No. 6

Particulars	Ordinary Resolution: Re-appointment of Mr. Sarang Wadhawan (DIN: 00028608) as Vice Chairman and Managing Director of the Company for a term of 5 (five) years w.e.f. 1 st April, 2016.						
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast		
	Total received	Valid	Total	Valid	In favour	Against	Abstained from Voting
Remote E-voting	185	185	255646694	255646694	248572629	339517	6734548
Insta Poll at the AGM	33	33	16073	16073	16073	0	0
Total	218	218	255662767	255662767 (100.00%)	248588702 (97.23%)	339517 (0.13%)	6734548 (2.64%)
Result: The said resolution may be considered as passed with requisite majority.							



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Resolution No. 7

Particulars	Ordinary Resolution: Ratification of remuneration payable to M/s. Ketki D. Visariya & Co., Cost Auditors of the Company for the financial year 31 st March, 2015 and 31 st March, 2016 amounting to Rs.100,000 per annum plus service tax as applicable and re-imburement of out-of-pocket expenses incurred by them in this connection.						
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast		
	Total received	Valid	Total	Valid	In favour	Against	Abstained from Voting
Remote E-voting	185	185	255646694	255646694	248309443	336095	7001156
Insta Poll at the AGM	33	33	16073	16073	16073	0	0
Total	218	218	255662767	255662767 (100.00%)	248325516 (97.13%)	336095 (0.13%)	7001156 (2.74%)
Result: The said resolution may be considered as passed with requisite majority.							

Resolution No. 8

Particulars	Special Resolution: To consider fund raising programme of the Company through various modes not exceeding USD 350 million (350 Million United States Dollar) in one or more currencies/ tranches.						
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast		
	Total received	Valid	Total	Valid	In favour	Against	Abstained from Voting
Remote E-voting	185	185	255646694	255646694	210741910	26228680	18676104
Insta Poll at the AGM	33	33	16073	16073	16073	0	0
Total	218	218	255662767	255662767 (100.00%)	210757983 (82.44%)	26228680 (10.26%)	18676104 (7.30%)
Result: The said resolution may be considered as passed with requisite majority.							



R. N. Ghia

Resolution No. 9

Particulars	Ordinary Resolution: Increase in Authorised Share Capital of the Company from Rs.5,00,00,00,000/- (Rupees Five Hundred Crores) to Rs.10,00,00,00,000 (Rupees One Thousand Crores).						
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast		
	Total received	Valid	Total	Valid	In favour	Against	Abstained from Voting
Remote E-voting	185	185	255646614	255646614	210741052	26229407	18676155
Insta Poll at the AGM	33	33	16073	16073	16073	0	0
Total	218	218	255662687	255662687 (100.00%)	210757125 (82.44%)	26229407 (10.26%)	18676155 (7.30%)
Result: The said resolution may be considered as passed with requisite majority.							

Resolution No. 10

Particulars	Special Resolution: Alteration of Capital Clause contained in the Memorandum of Association.						
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast		
	Total received	Valid	Total	Valid	In favour	Against	Abstained from Voting
Remote E-voting	185	185	255646694	255646694	210429035	37903628	7314031
Insta Poll at the AGM	33	33	16073	16073	16073	0	0
Total	218	218	255662767	255662767 (100.00%)	210445108 (82.31%)	37903628 (14.83%)	7314031 (2.86%)
Result: The said resolution may be considered as passed with requisite majority.							



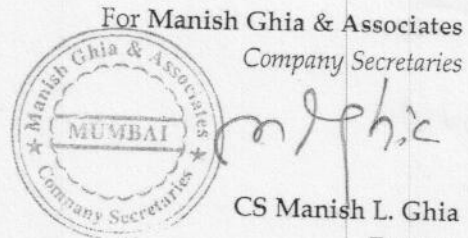
Manish Ghia

I, further report that:

- a. I have received all the documents as mentioned in Sections 105 and 113 of the Companies Act, 2013 and such other applicable provisions under the relevant Rules made thereunder, together with Attendance Register and also the Insta Poll used at the venue of the AGM, duly sealed; and
- b. The Register/s, all other papers and relevant records relating to Remote E-Voting and Insta Poll at the AGM, shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company for safe keeping.

Place: Mumbai

Date: 1st October, 2015



CS Manish L. Ghia
Partner

M. No. FCS 6252 C.P. No. 3531

Countersigned by:

R. Rakesh Kumar Wadhawan

Mr. Rakesh Kumar Wadhawan

Executive Chairman

Housing Development and Infrastructure Limited