

Ref. No. HDIL/CSD/CH/2017-18/000340

September 29, 2017

The Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

Scrip Code: 532873

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051

Security Symbol: HDIL

Regd. office :
9 - 01, HDIL Towers,
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www.hdil.in
CIN No. L70100MH1996PLC101379

Sub.: Scrutinizer's Report on Results of E-voting as required under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulations, 2015

Dear Sir/ Madam,

We would like to inform you that the 21st Annual General Meeting ("**the Company**") of Housing Development and Infrastructure Limited ("**the Company**") was held on Friday, September 29, 2017, at Mumbai Cricket Association Recreation Centre (MCA) G – Block, Near Laxmi Tower, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051. Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulations, 2015, please find enclosed the details of Voting Results of the Business transacted at the AGM of the Company in prescribed format.

All the Resolutions have been passed by the Member of the Company with requisite Majority.

We are also enclosing the Scrutinizer's Report dated September 29, 2017, on Consolidated e-voting.

Request you to take the same on records.

Thanking You,

Yours truly,

for **Housing Development and Infrastructure Limited**


Darshan D. Majmudar
Chief Financial Officer & Company Secretary

Encl: As above

HOUSING DEVELOPMENT & INFRASTRUCTURE LTD									
29-09-2017									
220918									
No. of shareholders present in the meeting either in person or through proxy:									
Promoters and Promoter Group:									
Public:									
10									
32									
No. of Shareholders attended the meeting through Video Conferencing									
Promoters and Promoter Group:									
Not Applicable									
Public:									
Not Applicable									
1									
ORDINARY - Adoption of Audited Financial Statements									
Resolution No.									
Resolution required: (Ordinary/ Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	158351266	158351266	100.0000	158351266	0	100.0000	0.0000	0
	Poll		0	0.0000	00	00	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		158351266	100	158351266	0	100	0	0
Public- Institutions	E-Voting	171448761	115188098	67.1851	74430231	40757867	64.6162	35.3837	12280799
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		115188098	67.1851	74430231	40757867	64.6163	35.3837	12280799
Public- Non Institutions	E-Voting	104203959	3189805	3.0611	3189043	762	99.9761	0.0238	140
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		3189805	3.0611	3189043	762	99.9761	0.0239	140
Total		434003985	276729169	63.7619	235970540	40758629	85.2713	14.7287	12280939



Resolution No.	2	ORDINARY - Appointment of Statutory Auditors									
Resolution required: (Ordinary/ Special)											
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting		158351266	100.0000	158351266	0	100.0000	0.0000			
	Poll	158351266		0	0	0	0.0000	0.0000			
	Postal Ballot (if applicable)			0	0	0	0.0000	0.0000			
	Total		158351266	100	158351266	0	100	0			
Public- Institutions	E-Voting		120982617	70.5649	108495298	12487319	89.6784	10.3215			
	Poll	171448761		0	0	0	0.0000	0.0000			
	Postal Ballot (if applicable)			0	0	0	0.0000	0.0000			
	Total		120982617	70.5649	108495298	12487319	89.6784	10.3215			
Public- Non Institutions	E-Voting		3189805	3.0611	3189024	781	99.9755	0.0244			
	Poll	104203959		0	0	0	0.0000	0.0000			
	Postal Ballot (if applicable)			0	0	0	0.0000	0.0000			
	Total		3189805	3.0611	3189024	781	99.9755	0.0244			
	Total	434003986	282523688	65.0970	270035588	12488100	95.5798	4.4202			

Resolution No.	3	SPECIAL - Ratify the remuneration to Cost Auditors									
Resolution required: (Ordinary/ Special)											
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting		158351266	100.0000	158351266	0	100.0000	0.0000			
	Poll	158351266		0	0	0	0.0000	0.0000			
	Postal Ballot (if applicable)			0	0	0	0.0000	0.0000			
	Total		158351266	100	158351266	0	100	0			
Public- Institutions	E-Voting		125319355	73.0943	125319355	0	100.0000	0.0000			
	Poll	171448761		0	0	0	0.0000	0.0000			
	Postal Ballot (if applicable)			0	0	0	0.0000	0.0000			
	Total		125319355	73.0943	125319355	0	100	0			
Public- Non Institutions	E-Voting		3189805	3.0611	3188988	817	99.9743	0.0256			
	Poll	104203959		0	0	0	0.0000	0.0000			
	Postal Ballot (if applicable)			0	0	0	0.0000	0.0000			
	Total		3189805	3.0611	3188988	817	99.9744	0.0256			
	Total	434003986	286860426	66.0963	286859609	817	99.9997	0.0003			



4									
SPECIAL - To consider preferential allotment of Convertible Warrants									
Resolution No.	Whether promoter/ promoter group are interested in the agenda/resolution?	No	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Category	Mode of Voting								Votes Invalid
	E-Voting			158351266	100.0000	158351266	0	100.0000	0.0000
	Poll		158351266	0	0.0000	00	00	0.0000	0.0000
Promoter and Promoter Group	Postal Ballot (if applicable)			0	0.0000	00	0	0.0000	0.0000
	Total			158351266	100	158351266	0	100	0
	E-Voting			125319355	73.0943	124570380	748975	99.4023	0.5976
	Poll		171448761	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Postal Ballot (if applicable)			0	0.0000	00	0	0.0000	0.0000
	Total			125319355	73.0943	124570380	748975	99.4023	0.5976
	E-Voting			3189805	3.0611	3188409	1396	99.9562	0.0437
	Poll		104203959	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)			0	0.0000	00	0	0.0000	0.0000
	Total			3189805	3.0611	3188409	1396	99.9562	0.0437
	Total		434003986	286860426	66.0963	286110055	750371	99.7384	0.2616

5									
SPECIAL - To consider fund raising programme of the Company									
Resolution No.	Whether promoter/ promoter group are interested in the agenda/resolution?	No	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Category	Mode of Voting								Votes Invalid
	E-Voting			158351266	100.0000	158351266	0	100.0000	0.0000
	Poll		158351266	0	0.0000	00	0	0.0000	0.0000
Promoter and Promoter Group	Postal Ballot (if applicable)			0	0.0000	00	0	0.0000	0.0000
	Total			158351266	100	158351266	0	100	0
	E-Voting			125319355	73.0943	59810918	65508437	47.7268	52.2731
	Poll		171448761	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Postal Ballot (if applicable)			0	0.0000	00	0	0.0000	0.0000
	Total			125319355	73.0943	59810918	65508437	47.7268	52.2731
	E-Voting			3189800	3.0611	3188868	932	99.9707	0.0292
	Poll		104203959	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)			0	0.0000	00	0	0.0000	0.0000
	Total			3189800	3.0611	3188868	932	99.9708	0.0292
	Total		434003986	286860421	66.0963	221351052	65509369	77.1633	22.8367

Resolution No.	6	Ordinary - To consider payment of Commission to Non-Executive Directors									
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid		
Promoter and Promoter Group	E-Voting	158351266	158351266	100.0000	158351266	0	100.0000	0.0000	0		
	Poll			0		00	0	0.0000	0		
	Postal Ballot (if applicable)	158351266		0	00		0	0.0000	0		
	Total		158351266	100	158351266	0	100	0	0		
Public- Institutions	E-Voting		125319355	73.0943	124570380	748975	99.4023	0.5976	2768000		
	Poll	171448761		0	00		0	0.0000	0		
	Postal Ballot (if applicable)			0	00		0	0.0000	0		
	Total		125319355	73.0943	124570380	748975	99.4023	0.5977	2768000		
Public- Non Institutions	E-Voting		3189754	3.0611	3186884	2870	99.9100	0.0899	191		
	Poll		0	0.0000	00		0	0.0000	0		
	Postal Ballot (if applicable)	104203959					0	0.0000	0		
	Total		3189754	3.0611	3186884	2870	99.91	0.09	191		
		434003986	286860375	66.0963	286108530	751845	99.7379	0.2621	2768191		

Resolution No.	7	SPECIAL - To Re-appoint Mr. Rakesh Kumar Wadhawan (holding DIN : 00028573) as a Whole-time Director, Designated as Executive Chairman									
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid		
Promoter and Promoter Group	E-Voting	158351266	158351266	100.0000	158351266	0	100.0000	0.0000	0		
	Poll	158351266	0	0.0000	00	0	0.0000	0.0000	0		
	Postal Ballot (if applicable)			0	00	0	0.0000	0.0000	0		
Public- Institutions	Total		158351266	100	158351266	0	100	0	0		
	E-Voting		125319355	73.0943	125319355	0	100.0000	0.0000	2768000		
	Poll	171448761	0	0.0000	00	0	0.0000	0.0000	0		
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0		
	Total		125319355	73.0943	125319355	0	100	0	2768000		
	E-Voting		3189894	3.0612	3187111	2783	99.9127	0.0872	51		
	Poll	104203959	0	0.0000	00	0	0.0000	0.0000	0		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0		
	Total		3189894	3.0612	3187111	2783	99.9128	0.0872	51		
	Total	434003986	286860515	66.0963	286857732	2783	99.9990	0.0010	2768051		

SG & ASSOCIATES

COMPANY SECRETARIES

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Room No. 8, 2nd Floor, New Vora House, Gram Panchayat Road,
Above Kajal Jewellers, Goregaon (West) Mumbai - 400 062

Scrutinizer's Report - Combined

To,
The Chairman,
Housing Development and Infrastructure Limited

21st Annual General Meeting of the members of Housing Development and Infrastructure Limited (the Company) held on Thursday 29th day of September, 2017 at Mumbai Cricket Association Recreation Centre ("MCA"), G - Block, RG-2, Near Laxmi Towers, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 at 11:00 A.M

Dear Sir,

1. I, Suhas Ganpule, a Company Secretary in practice, have been appointed as a scrutinizer by
 - (i) the Board of Directors of Housing Development and Infrastructure Limited (the Company) for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and
 - (ii) the Chairman of the Annual General Meeting (AGM) on poll under provisions of Section 109 of the Companies Act, 2013, read with Rule 21(2) of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice to the 21st Annual General Meeting (AGM) of the Members of the Company, held on Thursday 29th day of September, 2017 at Mumbai Cricket Association Recreation Centre ("MCA"), G - Block, RG-2, Near Laxmi Towers, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 at 11:00 A.M.
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 and poll on the resolutions contained in the Notice of the 21st Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for poll at the AGM is restricted to make a Scrutinizer's

{ 1 }



SG & ASSOCIATES

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report of the votes cast "in favour" or "against" the resolutions stated above, based on the report generated from the e-voting system provided by Karvy Computershare Private Limited ("Karvy"), the authorized agency engaged by the Company to provide e-voting facilities for e-voting and also at the times of poll (through electronic means) at AGM.

3. I have issued separate Scrutinizer's Report dated 29th day of September, 2017 on the e-voting and on the poll on the resolutions contained in the notice to the AGM. As requested by management submit herewith my combined report on the results of e-voting together with that of Poll as under:-

Item no. of Notice	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
	No. of Shares	% of total number of valid votes cast (Favour and Against)	No. of Shares	% of total number of valid votes cast (Favour and Against)	Nos. Votes	No of Shares
Item No. 1 of the Notice (As an Ordinary Resolution)	235970540	85.27	40758629	14.72	--	--
Item No. 2 of the Notice (As an Ordinary Resolution)	270035588	95.579	12488100	4.420	--	--
Item No. 3 of the Notice (As an Ordinary Resolution)	286859609	99.99	817	0.01	--	--
Item No. 4 of the Notice (As an Special Resolution)	286110055	99.74	750371	0.26	--	--
Item No. 5 of the Notice (As an Special Resolution)	221351052	77.16	65509369	22.84	--	--
Item No. 6 of the Notice (As an Ordinary Resolution)	286108530	99.74	751845	0.26	--	--



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Item No. 7 of the Notice (As an Ordinary Resolution)	286857732	100	2783	0.00	--	--
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Thanking you,
Yours faithfully,



For SG and Associates,

Suhas Ganpule
Suhas Ganpule

Practicing Company Secretaries

Membership No.12122

COP No: 5722

Place: Mumbai

Date: 29th September, 2017

SG & ASSOCIATES

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Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
Housing Development and Infrastructure Limited

Report of Scrutinizer

I, Suhas Ganpule, a Company Secretary in Practice, have been appointed by the Board of Directors of the Company as a scrutinizer for the purpose of scrutinizing e-voting process and ascertaining the requisite majority on e-voting carried out as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice of 21st Annual General Meeting of Housing Development and Infrastructure Limited.

1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice of 21st Annual general meeting issued to the Members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the Notice of Annual General Meeting, and based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited ("Karvy"), the authorized agency to provide e-voting facilities, engaged by the Company.
2. Further to the above, I submit my report as under:-
 - i. The e-voting period remained open from Tuesday, 26th September, 2017 from 09.00 A.M and ends on Thursday, 28th September, 2017 at 05.00 P.M.
 - ii. The members of the Company as on the "cut-off" date i.e. 22nd September, 2017, were entitled to vote on the resolutions contained in the Notice of Annual General Meeting.

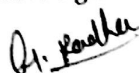


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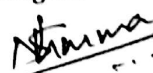
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Above Rajal Jewellers, Goregaon (West), Mumbai - 400062

- iii. The votes cast were unblocked on 29th September, 2017 in the presence of 2 witnesses, Ms. Radha Gohil and Ms. Nikita R. Sharma who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



(Radha Gohil)



(Nikita Sharma)

- iv. Thereafter, the details containing *inter alia*, list of Equity Shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Karvy Computershare Private Limited ("Karvy") (i.e. <https://evoting.karvy.com>) and based on such reports generated, the result of the e voting is as under:

Item No. 1:-

Ordinary Resolution- To consider and adopt the standalone as well as the consolidated financial statements of the Company for the year ended March 31, 2017 together with the Report of the Board of Directors and the Auditors thereon:

(i) Voted in favour of the resolution:

Number of Members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
145	235970540	85.27%

(ii) Voted against the resolution:

Number of members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
79	40758629	14.728%

(iii) Invalid votes:



Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
--	--

Item No. 2:-

Ordinary Resolution- Appointment of Statutory Auditors:

(i) Voted in favour of the resolution:

Number of Members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
208	270035588	95.579%

(ii) Voted against the resolution:

Number of members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
11	12488100	4.420%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
--	--

Item No. 3:-

Ordinary Resolution- Ratify the remuneration to Cost Auditors:

(i) Voted in favour of the resolution:



Number of Members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
220	286859609	99.99

(ii) Voted against the resolution:

Number of members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
7	817	0.01

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
--	--

Item No. 4:-

Special Resolution- To consider preferential allotment of Convertible Warrants

(i) Voted in favour of the resolution:

Number of Members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
216	286110055	99.74%

(ii) Voted against the resolution:

Number of members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
11	750371	0.26%

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(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
--	--

Item No. 5:-

Special Resolution- To consider fund raising programme of the Company:

(i) Voted in favour of the resolution:

Number of Members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
106	221351052	77.16

(ii) Voted against the resolution:

Number of members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
120	65509369	22.84

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
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Item No. 6:-

Ordinary Resolution- To consider payment of Commission to Non-Executive Directors:



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(i) Voted in favour of the resolution:

Number of Members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
206	286108530	99.74

(ii) Voted against the resolution:

Number of members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
20	751845	0.26%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
--	--

Item No. 7:

Ordinary Resolution- re-appoint Mr. Rakesh Kumar Wadhawan (holding DIN : 00028573) as a Whole-time Director, Designated as Executive Chairman:

(i) Voted in favour of the resolution:

Number of Members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
217	286857732	100

(ii) Voted against the resolution:



SG & ASSOCIATES

COMPANY SECRETARIES

Mob: 9820057999 / 9819757999
E-mail: suhas62@yahoo.com
E-mail: sg.sfirm@gmail.com

Room No. 8, 2nd Floor, New Vora House, Gram Panchayat Road,
Above Kajol Jewellers, Goregaon (West), Mumbai - 400 062.

Number of members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
11	2783	0.00

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
--	--

Thanking you,
Yours faithfully,



For SG and Associates,

Suhas Ganpule
Suhas Ganpule

Practicing Company Secretaries

Membership No.: 12122

C. P. No: 5722

Date: 29th September, 2017

Place: Mumbai

Scrutinizer's Report

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Housing Development and Infrastructure Limited

21st Annual General Meeting of the members of Housing Development and Infrastructure Limited (the Company) held on Thursday 29th day of September, 2017 at Mumbai Cricket Association Recreation Centre ("MCA"), G - Block, RG-2, Near Laxmi Towers, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 at 11:00 A.M.

Dear Sir,

I, Suhas Ganpule, a Company Secretary in practice, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 21st Annual General Meeting of the Members of Housing Development and Infrastructure Limited (the Company) held on Thursday 29th day of September, 2017 at Mumbai Cricket Association Recreation Centre ("MCA"), G - Block, RG-2, Near Laxmi Towers, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051, submits my report as under:

1. After the time fixed for closing of the poll by the Chairman, the ballot boxes kept for polling were locked in our presence with due identification marks placed by us.
2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the Poll are as under:



Item No. 1:-

Ordinary Resolution- To consider and adopt the standalone as well as the consolidated financial statements of the Company for the year ended March 31, 2017 together with the Report of the Board of Directors and the Auditors thereon:

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(ii) Voted against of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
--	--

Item No. 2:-

Ordinary Resolution- Appointment of Statutory Auditors:

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast



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E-mail : sg_sgfim@gmail.com

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Above Kajol Jewellers, Goregaon (West), Mumbai - 400 062

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(ii) Voted against of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
--	--

Item No. 3:-

Ordinary Resolution- Ratify the remuneration to Cost Auditors:

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(ii) Voted against of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid votes:



SG & ASSOCIATES

COMPANY SECRETARIES

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E-mail : sg_sgfm@gmail.com

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Above Kajol Jewellers, Goregaon (West), Mumbai - 400 062

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
--	--

Item No. 4:-

Special Resolution- To consider preferential allotment of Convertible Warrants

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(ii) Voted against of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
--	--

Item No. 5:-

Special Resolution- To consider fund raising programme of the Company:

(i) Voted in favour of the resolution:



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E-mail : sgfirm@gmail.com

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Above Kajol Jewellers, Goregaon (West) Mumbai - 400 062

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(ii) Voted against of the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
--	--

Item No. 6:-

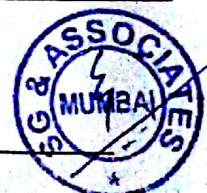
Ordinary Resolution- To consider payment of Commission to Non-Executive Directors:

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(ii) Voted against of the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--



(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
--	--

Item No. 7:-

Ordinary Resolution- re-appoint Mr. Rakesh Kumar Wadhawan (holding DIN : 00028573) as a Whole-time Director, Designated as Executive Chairman::

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(ii) Voted against of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
--	--



SG & ASSOCIATES COMPANY SECRETARIES

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E-mail : sg.sgfirm@gmail.com

Room No.1, 1st Floor, New Vora House, Gram Panchayat Road,
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5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary
/ Director authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,



For SG and Associates,
Practicing Company Secretaries

Suhas Ganpule

Proprietor

Membership No.12122

COP No: 5722

Place: Mumbai

Date: 29th September, 2017